

(A public company incorporated and registered in Zimbabwe under company registration number 46/35)

Address: 17th Floor, Joina City, Corner Julius Nyerere Way/Jason Moyo Avenue, P O Box 3546, Harare

("MASAWARA")

RELATING TO THE PROPOSED ACQUISITION OF ALL OF THE ISSUED SHARE CAPITAL OF TA HOLDINGS LIMITED NOT ALREADY HELD BY MASAWARA HOLDINGS LIMITED

ABRIDGED CIRCULAR TO TA SHAREHOLDERS

THIS ABRIDGED CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This abridged circular should be read in conjunction with the full Circular to the Shareholders of TA Holdings Limited ("TA Holdings") or the ("Company") dated 28 August 2014 and the definitions set out therein. This abridged circular is neither a prospectus nor an invitation to the public to subscribe for shares in TA Holdings. A copy of the full Circular will be posted or can be

downloaded at www.ta-holdings.com or a physical copy can be collected

Last date on which TA Holdings Shareholders must be registered in order to vote at the Scheme Meeting

Expected date of registration by the Registrar of Companies of the Order sanctioning the Scheme

Documents of Title on or before the record date, within five business days of receipt thereof by the Transfer Secretaries

Scheme record date for shareholders to be eligible to receive the Scheme Consideration

IMPORTANT DATES AND TIMES RELATING TO THE SCHEME

Last Practicable Date

Publication of Court Order

Publication of explanatory statemen

Scheme Meeting to be held at 09:00 hours

Publication of the results of the Scheme Meeting

Termination of listing of the TA Holdings shares

File application to Court for an Order sanctioning the Scheme

Finalisation date announcement expected to be published Suspension of listing of TA Holdings shares at commencement of trade

Effective date of the Scheme at the commencement of trading

Expected date of Court hearing to sanction the Scheme

Publication of Court Order and Notice convening the Scheme Meeting

Last day for receipt of Proxy Forms for the Scheme Meeting at 17:00 hours

at the registered office of TA Holdings, 17th Floor, Joina City, Corner Julius Nyerere Way/Jason Moyo Avenue, Harare

Action Required

If you are in any doubt as to the action you should take in relation to this document please consult your Broker, banker, accountant, attorney or other professional advisor immediately.

The definitions and interpretation provisions of this Circular shall apply to these important dates and times relating to the Scheme

Scheme Consideration posted to Scheme Participants (if Documents of Title are received on or prior to the record date) on or about or, failing receipt of

Notes:

1. The above dates and times are subject to change and any amendments will be published in the Zimbabwean Press.

2. If a Form of Proxy (pink) is not received by the time and date shown above, at the discretion of the Chairman the Scheme Meeting, Forms of Proxy (pink) may also be accepted by the Chairman no later than 30 minutes before the Scheme Meeting is due to commence.

3. If the Scheme Meeting is Used to Commence.

4. All times referred to in this abridged circular are referenced to Harare Standard Time.

Financial Advisor to TA Holdings **IMARA** INVESTING IN AFRICA

Corporate Finance

Legal Advisor to TA Holdings



include the other gender

"AIG Preference Shares"

"Atherstone & Cook

"Broker

"Circular

"Business Day"

"Companies Act"

"the Court'

"Court Order

"Finesse

"Documents of Title

"Foreign Shareholders"

"Imara Corporate Finance"

"Imara Edwards Securities"

"Independent Board

"Independent Reporting Accountants" o

"PricewaterhouseCoopers"

"Last Practicable Date

"Listings Requirements"

"Masawara Mauritius"

"Masawara plc

"Offer Letter

"Offer Period

"Offer Shares"

"Operative Date

"PricewaterhouseCoopers"

"Press" or "Publication

"Scheme" or "Scheme

"Scheme Consideration" or "Offer Consideration"

"Scheme Consideration

Record Date

"Scheme Meeting"

"Scheme Members

"Scheme Participants'

"Scheme Payment Date"

"Substitute Offer Record Date"

"Scheme Shares"

"Substitute Offer

"Offeror

"RBZ"

"RMB"

"Registe

"LSE"

"Masawara"

"Independent Financial Expert"

"Form of Proxy"

"Exchange Control Regulations"

"Conditions Precedent" or

"Corpserve" or "the Transfer Secretaries"

DEFINITIONS AND INTERPRETATIONS

Independent Financial Expert



INVESTING IN AFRICA

 $27,005,771 \ non-redeemable, \ non-cumulative, \ participating, \ convertible \ preference \ shares \ in the issued share capital of TA Holdings;$

any person or company registered with the ZSE and authorised to buy and sell stocks and other

The full circular to TA Holdings Shareholders dated Thursday, 28 August 2014 and which

includes the notice, the Form of Proxy (pink) in relation to the Scheme Meeting, the form of Acceptance and Surrender (yellow);

the Conditions Precedent to which the Scheme is subject as set out in paragraph 8 of the

the High Court of Zimbabwe, Harare division, which is located at Mapondera Building, Samora

depending on the context, either an order of the Court authorising the convening and holding

of the Scheme Meeting made by the court pursuant to Section 191(1) of the Companies Act or an order of the Court sanctioning the Scheme after approval of the Scheme at the Scheme Meeting made by the Court in terms of Section 191(1) of the Companies Act;

share certificates, certified transfer deeds, balance receipts or any other physical documents

the Exchange Control Regulation established under the Exchange Control Act [Chapter 22:05]

including in particular and without limitation, the Exchange Control Regulations, Statutory Instrument 109 of 1996, as amended;

Finesse Advisory Services (Private) Limited (registration number 1827/2003) a company duly

TA Holdings Shareholders who are non-residents of Zimbabwe as defined in the Exchange

Imara Corporate Finance Zimbabwe (Private) Limited, a company duly registered and

Imara Edwards Securities (Private) Limited, a company duly registered and incorporated in

Tuesday, 26 August 2014, being the Last Practicable Date prior to the finalisation of this

Masawara Holdings Mauritius Limited, a company duly incorporated in Mauritius with the

registration number 121038 C1/GBL, under the laws and regulation of that country having its registered office at c/o Axis Fiduciary Limited, 2 nd Floor, The Axis, 26 Cybercity, Ebene, 72201, Mauritius, a wholly-owned subsidiary of Masawara plc;

Masawara Mauritius Limited, a company duly incorporated in Mauritius with the registration

number 096511 C1/GBL, under the laws and regulation of that country having its registered office at c/o Axis Fiduciary Limited, 2nd Floor, The Axis, 26 Cybercity, Ebene, 72201, Mauritius,

Masawara plc. a company duly incorporated in Jersey with the registration number 105991.

listed on AIM and having its registered office at Queensway House, Hilgrove Street, St Helier

the notice of the Scheme Meeting which was published in terms of the Companies Act on

Monday, 25 August 2014, advising TA Holdings Shareholders of the Scheme Meeting which forms

the Offer by Masawara to acquire all of the shares in TA Holdings that it does not already own;

the Offer Letter dated 3 June 2014, entered into by Masawara and TA Holdings in terms of

the period commencing on the date of publication of the second cautionary announcement by

shares held by all Shareholders recorded in the Register, other than Masawara, on the

the date on which the Scheme will become operative and Masawara will acquire the Scheme

PricewaterhouseCoopers Chartered Accountants (Zimbabwe), the reporting accountants and

publication by way of any relevant regulatory news service and in any national Zimbabwean

the register of Shareholders maintained by the Transfer Secretary and the sub-register of

Rand Merchant Bank, a division of FirstRand Bank Limited (Registration Number

[Chapter 24:03], proposed by Masawara between TA Holdings and the TA Holdings Shareholders.

which Scheme of Arrangement is more fully described in paragraph 5 of this abridged circular

in terms of which Masawara will, if the Scheme becomes operative, acquire each of the Scheme Shares held by the Scheme Participants for the Scheme Consideration, subject to

any modification or amendment to the Scheme agreed to in writing by Masawara and the

Independent Board and, if necessary, the ZSE, which modification or amendment may not be

time and date for holders of TA Holdings Shares to be registered as such in the register in order to receive the Scheme Consideration, which date and time is expected to be 17:00 hours on

the extraordinary general meeting of the Scheme Participants convened in terms of Section

191(1) of the Companies Act, pursuant to the Court Order, to be held at 09:00 hours on Tuesday,

16 September 2014, at Sango Conference Centre, Cresta Lodge, Corner Samora Machel Avenue East/Robert Mugabe Road, Harare at which the Scheme Participants will vote on the Scheme;

Shareholders, recorded in the Register as such on the Voting Record Date, who are entitled

to attend and vote at the Scheme Meeting, other than Masawara and any Masawara affiliate

TA Holdings Shareholders recorded in the Register on the Scheme Consideration Record Date

all TA Holdings Shares held by the Scheme Members on the Operative Date, being 97,196,650

the last day to be recorded in the Register in order to receive the Substitute Offer consideration,

which is expected to be on Friday, 7 November 2014, subject to certain Conditions Precedent

the date on which the Scheme Consideration will be posted to Scheme Participants;

TA Holdings Shares at the Last Practicable Date;

in terms of the Scheme, being the cash consideration of US\$0.206 per TA Holdings Share;

TA Holdings, being Thursday, 17 July 2014, and ending on the Operative Date:

Shares, which is expected to be on or about Friday, 10 October 2014.

the Scheme of Arrangement in terms of Section 191 of the Companies Act

the consideration payable to the Scheme Participants for their Scheme Shares

17:00 hours on the fifth Business Day after the Scheme LDT, being the latest

which Masawara proposed to acquire all of the issued and to be issued ordinary shares of TA

registered and incorporated in Zimbabwe, local financial advisor to Masawar

KPMG Advisory (Private) Limited, a company duly registered and incorporated in Zimbabwe and financial advisor to the Independent Board;

PricewaterhouseCoopers Chartered Accountants (Zimbabwe) the independent

the Listing Requirements of the ZSE in force as at the Last Practicable Date;

a wholly-owned subsidiary of Masawara plc, together with its affiliates;

Holdings that it does not already beneficially own;

the Reserve Bank of Zimbabwe:

Friday, 10 October 2014:

Holdings share held;

nominee Shareholders maintained by each Broker

RN Gordon and S Randeree, both of whom are independent directors of TA Holdings;

In this abridged circular, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column and the words in the singular shall include the plural and vice versa, words importing natural persons shall include corporations and associations of persons and an expression denoting any gender shall

the Alternative Investment Market, a sub-board of the LSE;

Atherstone & Cook Legal Practitioners, the legal advisors to TA Holdings;

a day other than a Saturday, Sunday or official Zimbabwean public holiday;

the Transfer Secretaries of TA Holdings being Corpserve (Private) Limited;

the Companies Act [Chapter 24:03], of Zimbabwe as amended;

of title to shares acceptable to the issuer of such shares

the Form of Proxy (pink) accompanying the abridged circular;

incorporated in Zimbabwe, financial advisor to TA Holdings

auditors and reporting accountants of the Company

last date to trade;

London Stock Exchange;

executive management of TA Holdings;

IMARA



Local Financial Advisor to Masawara finesse Legal Advisor to Masawara

"TA Holdings Shareholders"

or "Shareholders"

"Transaction"

"VWAP"

"ZSE"

"Voting Record Date"

or "Scheme Voting Record Date"

NORTON ROSE FULBRIGHT

"TA Holdings Board" the board of directors of TA Holdings, the names of which as at the Last Practicable Date are set out above the introduction in the Chairman's letter and explanatory statement;

"TA Holdings Shares" or "Shares" or dinary shares of USS0.01 each in the issued share capital of TA Holdings: "Tangible NAV" ordinary Shareholders' equity attributable to the TA Holdings Shareholders less goodwill:

registered holders of TA Holdings Shares;

"US\$" United States Dollar, the legal tender of the United States of America in which certain monetary amounts in this abridged circular are expres

the Transaction and/or the Substitute Offer as the case may be:

latest time and date for Shareholders to be recorded in the Register as such

in order to vote at the Scheme Meeting, being at 17:00 hours on Friday, 12 September 2014;

the Zimbabwe Stock Exchange constituted in terms of the Securities and Exchange Act

MASAWARA HOLDINGS MAURITIUS LIMITED

Registration number: 121038 C1/GBL

A public company incorporated and registered

"Zimbabwe the Republic of Zimbabwe "ZIMRA" the Zimbabwe Revenue Authority; and

volume weighted average price;

[Chapter 24:25] of 2004

THE DIRECTORS' EXPLANATORY STATEMENT TO TA HOLDINGS SHAREHOLDERS

in Mauritius

("Masawara")

Δ Abdullatiff

SS Mutasa #

JC Permal

Directors of Masawara

TA HOLDINGS LIMITED A public company incorporated and registered in the Republic of Zimbabwe Registration number: 46/35

("TA Holdings")

Directors of TA Holdings SS Mutasa (Non-executive chairman) G Sainsbury (Chief Executive Officer)*

Shareholders, other than the excluded parties

F Daniels # BP Nyajeka J Vezey # Independent non-executive

Non-executive SCHEME OF ARRANGEMENT

Introduction

In terms of Section 191 of the Companies Act, proposed by Masawara between TA Holdings and its

Introduction
In an announcement published on 17 July 2014, TA Holdings Shareholders were advised that Masawara had made an offer to acquire all the Shares of TA Holdings that it does not already own. The Offer will be implemented by way of a Scheme. If the Scheme is implemented, Scheme Participants will receive US\$0.206 in cash for every TA Holdings Share held, and TA Holdings will become a wholly-owned

The Scheme will be subject to the fulfilment of the Conditions Precedent in their entirety and no

payment will be made for any portion of the Scheme Consideration until such time as the last of the Conditions Precedent have been met, which include, *inter alia*, regulatory approval of the Transaction. Should the Scheme not become operative for any reason and subject to Conditions Precedent to making of the Substitute Offer set out in clause 10 of this Abridged Circular, Masawara will be deemed to have made the Substitute Offer The Independent Board and management are supportive of the Scheme and believe that it offers TA

Holdings Shareholders the opportunity to realise their investment in TA Holdings at a significant premium to current trading levels. Masawara currently holds a consolidated indirect interest of 41% of the issued share capital of TA Holdings.

Rationale for the Scheme

Masawara plc is an AIM-listed investment company focused on acquiring interests in companies based in Zimbabwe and the Southern African region. Masawara plc currently has a portfolio of investments in telecommunications, real estate as well as a 41% interest in TA Holdings.

Masawara believes that TA Holdings requires a significant capital injection in order to increase the Groups' insurance assets' underwriting capacity, address technological legacy challenges at Sable Chemicals and to refurbish the hotel assets and position them on a stronger footing to compete in a highly competitive and challenging environment. In light of the prevailing equity capital market conditions it is the opinion of Masawara that the introduction of equity capital will result in unfair dilution to minority shareholders. In addition, the process of recapitalisation will be better achieved following a restructuring of the Group which will be more efficiently implemented in an unlisted environment. In order to mitigate the potential dilution of minority Shareholders, Masawara is therefore extendi offer to acquire the entire issued share capital of TA Holdings at a premium of 275% to the 30 day VWAF prior to 23 June 2014 in order for Shareholders to realise an attractive value for their investment. In light of the domestic capital market conditions and historical trading trends of TA Holdings Shares on the ZSE. Masawara believes that the Offer represents an attractive and compelling value proposition to

	Before publication of the Cautionary Announcement (US cents)	Premium or (discount) (Percentage)
Market price on 23 June 2014 (2)	6.3	227
30-day VWAP to 23 June 2014	5.5	275
60-day VWAP to 23 June 2014	5.6	268
90-day VWAP to 23 June 2014	5.8	255
Fully diluted Tangible NAV		
per share as at 31 December 2013 (1)	22.9	(10)

2. This is the date of publication of the first cautionary announcement to TA Holdings Shareholders

The full details of the Scheme are set out below: 3.1 The Scheme Meeting

3.1.1 The Scheme will be put to a vote at the Scheme Meeting to be held at 09:00 hours on Tuesday. 16 September 2014 at Sango Conference Centre, Cresta Lodge, Corner Samora Machel Avenue East/

Robert Mugabe Road, Harare. 3.1.2In terms of Section 191(2) of the Companies Act, the Scheme must be approved by a majority representing not less than three-fourths in value of the votes exercisable by Scheme Members who are

present and voting, either in person or by proxy, at the Scheme Meeting.
3.1.3 Each Scheme Member recorded on the Register on the Voting Record Date, can attend the Scheme Meeting in person or give a proxy to someone else (including the Chairman of the Scheme Meeting) to

3.1.4 The Transfer Secretaries must receive a duly completed Form of Proxy (pink) by no later than 17:00

hours on Friday, 12 September 2014. At the discretion of the Chairman of the Scheme Meeting, Forms of Proxy may also be accepted by the Chairman no later than 30 minutes before the Scheme Meeting is due to commence. 3.1.5 Scheme Members who hold their Shares through a nominee account must arrange with their Broker, to give such Scheme Member the authority to attend the Scheme Meeting or appoint a proxy.

Alternatively, they must furnish their voting instructions to their Broker on or before the cut-off times 3.2.1 Subject to the Scheme being approved by the requisite majority at the Scheme Meeting and subject

further to all the Conditions Precedent having been fulfilled, an application will be made to the Court

to sanction the Scheme at 10:00 hours, or as soon thereafter as Counsel may be heard in the High Court on Wednesday, 24 September 2014. Scheme Members are entitled to attend the Court in person or to be represented by Counsel and to be heard concerning any objections that they may have to the Scheme. Should Scheme Members elect to do so, with the objective of opposing the Scheme, then they will be obliged as a pre-requisite thereto, to depose to an affidavit, which must be filed with the High Court setting forth the grounds for any objection to the Scheme. 3.2.2 If the Scheme is unconditionally sanctioned by the High Court, then such order of the High Court will be lodged with the Registrar for registration. When the order of the High Court sanctioning the Scheme

is registered, (which is expected to be on Wednesday, 1 October 2014, subject to all Conditions Precedent having been fulfilled), the Scheme shall become binding on all Scheme Participants, even those who voted against it. 3.3 Surrender of Documents of Title

3.3.1 Scheme Participants must surrender their Documents of Title together with a duly completed form of Acceptance and Surrender (vellow) in order to claim the Scheme Consideration

3.3.2 Scheme Participants who wish to anticipate the implementation of the Scheme and expedite receipt of

Secretaries together with share certificates and/or other Documents of Title so as to be received by the Transfer Secretaries by no later than 12:00 hours on the Scheme Consideration Record Date, which is expected to be on Friday, 10 October 2014 subject to all Conditions Precedent having been met. 3.3.3 Alternatively, Scheme Participants may wait until the Scheme becomes operative, which is expected to be on Friday, 10 October 2014 subject to all Conditions Precedent having been met, and surrender

2014 Monday, 25 August

Tuesday, 26 August

Thursday, 28 August

Tuesday, 9 September

Friday, 12 September

Tuesday, 16 September

Thursday, 18 September

Thursday, 18 September

Wednesday, 1 October

Friday, 3 October

Monday, 6 October Friday, 10 October

Friday, 10 October

Monday, 13 October

Wednesday, 24 September Monday, 29 September

their Documents of Title under cover of the completed Form of Acceptance and Surrender (yellow) 3.3.4 The attention of Scheme Participants is drawn to the fact that if they surrender their Documents of Title in advance of the implementation of the Scheme, they will not be in a position to deal in their

Scheme Shares on the ZSE or otherwise between the date of surrender and the Operative Date. 3.3.5 If the Scheme does not become operative for whatsoever reason, Scheme Participants who have surrendered their Documents of Title in advance of the implementation of the Scheme will be deemed to have accepted the Substitute Offer

3.3.6 Documents of Title surrendered by Scheme Participants in anticipation of the Scheme becoming

operative will be held in trust by the Transfer Secretaries. If the Conditions Precedent to the Scheme are not fulfilled and the Substitute Offer becomes operative, Scheme Participants having already surrendered their Documents of Title will be deemed to have accepted the Substitute Offer. If the Conditions Precedent to the Substitute Offer are not fulfilled, the Transfer Secretaries will, within five business days of the date upon which it becomes known that the Substitute Offer will not become operative, return the Documents of Title to the Scheme Participant concerned, by registered post, at the risk of such Scheme Participant.

3.3.7 No receipts will be issued for Documents of Title surrendered unless specifically requested.

3.3.8 If Documents of Title have been lost or destroyed, and the Scheme Participant produces evidence to this effect to both TA Holdings and Masawara, TA Holdings may dispense with the requirement of the surrender of Documents of Title against provision of an acceptable indemnity, the cost of which indemnity will be borne by the Scheme Participant concerned. The object of the Scheme

The object of the Scheme is to ensure that Masawara acquires the Scheme Shares and it or its wholly-

owned subsidiary becomes the owner of 100% of the issued share capital of TA Holdings. In this eventuality, the listing of TA Holdings on the ZSE will be terminated.

The Scheme 5.1 Subject to the Scheme becoming operative, with the effect from the Operative Date, Scheme

Participants shall be deemed to have: ${\bf 5.1.1} disposed \ of \ their \ Scheme \ Shares \ to \ Masawara \ in \ exchange \ for \ the \ Scheme \ Consideration \ and \ Masawara$

will be deemed to have acquired ownership of the Scheme Shares from the Operative Date, in exchange for the delivery by Masawara of the Scheme Consideration to TA Holdings as stated in paragraph 5.1.2 and 5.1.3 below; 5.1.2 authorised TA Holdings (as principal), on Masawara's instruction, to cause the Scheme Shares to

be transferred and registered in the name of Masawara or its nominee on or at any time after the Operative Date; and

5.1.3 instructed TA Holdings (as principal) but with the power to appoint agents, to collect from Masawara and set aside and pay the Scheme Consideration in respect of the Scheme Shares to Scheme Participants in accordance with the provisions of the Scheme.

 $Upon \ the \ Scheme \ becoming \ operative, \ Scheme \ Participants \ will \ be \ obliged \ to \ surrender \ their \ Documents$ of Title to the Transfer Secretaries, under cover of a duly completed form of Acceptance and Surrender (yellow) in order to receive the Scheme Consideration. hould the Scheme become operative, Scheme Participants will be entitled to receive the Scheme

Consideration, from TA Holdings only, in terms of paragraphs 6, 9 and 19 below. TA Holdings will administer and effect payment of the Scheme Consideration to the Scheme Participants. TA Holdings as principal, will be obliged to surrender to Masawara all the Scheme Shares in certificated form, provided that Masawara has complied with its obligations in terms of paragraph 5.4 below and TA Holdings will also be obliged, subject to paragraph 5.2 above, at the request of Masawara, to transfer and register, or procure the transfer and registration of, the Scheme Shares in the name of Masawara or its nominee

Masawara will timeously provide TA Holdings with the requisite funding so as to enable TA Holdings to settle the Scheme Consideration payable to Scheme Participants in accordance with this Scheme, which will occur only once all Conditions Precedent have been met. The Independent Directors of TA Holdings have reviewed independent confirmation of the availability of funding and are satisfied that Masawara has sufficient funds to undertake this transaction and that funds have been specifically allocated and dedicated for the transaction.

5.5 Masawara will deliver the Scheme Consideration to TA Holdings or its nominated local bank, as principal,

on or before the Operative Date, it being recorded that settlement of the Scheme Consideration due to the Scheme Participants will be effected by TA Holdings and the Transfer Secretaries. On completion of the envisaged payment process TA Holdings and the Transfer Secretaries will issue a joint statement confirming payment of the Scheme Consideration.

Delivery by Masawara to TA Holdings or its agent, as principal, of the Scheme Consideration shall be the sole and exclusive manner of discharge by Masawara of its obligations in respect of the Scheme and will occur only once all Conditions Precedent have been met.

5.7 The rights of the Scheme Participants to receive the Scheme Consideration will be rights enforceable by Scheme Participants against TA Holdings only. Scheme Participants will, in turn, be entitled to require TA Holdings to enforce its rights in terms of the Scheme against Masawara. 5.8 TA Holdings undertakes in favour of the Scheme Participants to enforce all its rights in terms of the

5.9 With effect from the Operative Date, the Transfer Secretaries will irrevocably be deemed to be the

attorney and agent in rem suam of all Scheme Participants to implement the transfer and registration referred to in paragraphs 5.1.2 and 5.3 above to sign any instrument of transfer in respect thereof or any documents required to implement the Scheme

5.10 Documents of Title held by Scheme Participants in respect of the Scheme Shares will cease to be of any value and shall not be good for delivery from the Operative Date, other than for surrender in terms of 5.11 The effect of the Scheme will be that, from the Operative Date, Masawara will beneficially own the

entire issued share capital of TA Holdings.
5.12 Should the Scheme not become operative for any reason, Masawara will be deemed to have made the Substitute Offer to TA Holdings Shareholders in terms of Section 194 of the Companies Act to acquire for

a consideration of US\$0.206 per TA Holdings Share, subject to the terms and conditions of such an Offer. 5.13 The Substitute Offer is conditional and will only become effective if Masawara achieves a minimum of

75% of TA Holdings Shares following closure of the Substitute Offer. Should Masawara fail to reach the target minimum acceptance level in terms of the Substitute Offer, the Substitute Offer shall terminate and any Documents of Title that have been surrendered will be returned. Masawara may elect to waive this condition in its sole discretion, thereby accepting those TA Holdings Shares offered in terms of the

5.14 Should the Substitute Offer become binding on all TA Holdings Shareholders under Section 194 of the Companies Act, each TA Holdings Shareholder shall:
5.14.1 be deemed to have disposed of their TA Holdings Shares to Masawara and Masawara shall be

deemed to have acquired ownership of the TA Holdings Shares upon meeting the conditions required; 5.14.2 be deemed to have authorised TA Holdings to cause the Shares, deemed to have been disposed to Masawara to be registered in the name of Masawara or its nominees on, or at any time after:

5.14.3 be entitled to receive from Masawara, the Offer Consideration in return for their TA Holdings

Shares deemed to have been disposed by that Shareholder to TA Holdings.

If the Scheme becomes operative, Scheme Participants will be entitled to receive the Scheme

Substitute Offer.

Consideration, being US\$0.206, in cash, for every Scheme Share held on the Scheme Consideration Record Date. Masawara will be using a combination of internal cash resources and third party debt to settle the Scheme Consideration. Effects of the Scheme

Scheme or not), will be deemed to have sold their Scheme Shares to Masawara and will no longer be a shareholder of TA Holdings. Masawara will own 100% of the issued share capital of TA Holdings and the listing of TA Holdings Shares on the ZSE will be terminated as a result.

Conditions Precedent, which is anticipated to be no later than Monday, 29 September 2014: the Scheme being approved by a majority representing not less than three-fourths in value of the votes

Scheme Conditions Precedent The Scheme is subject to and will only become operative upon the fulfilment of the last of the following

exercisable by the Scheme Members present and voting, either in person or by proxy, at the Scheme

If the Scheme becomes operative, each Scheme Participant (whether they voted in favour of the

8.2 the High Court sanctioning the Scheme in terms of Section 191(2) of the Companies Act; 8.3 the obtaining of exchange control approval from the RBZ:

a certified copy of the Order of the High Court sanctioning the Scheme being registered in terms of

Section 191(2) of the Companies Act; and 8.5 obtaining all such other necessary regulatory approvals as may be required.

Settlement of the Scheme Consideration The Scheme Consideration will, where the Documents of Title have been validly surrendered prior to the

Scheme Consideration Record Date, be credited to the Scheme Participants' designated bank accounts on or about the Operative Date, or credited to the Scheme Participants' designated bank accounts within five business days of receipt of the form of Acceptance and Surrender (yellow) together with the relevant Documents of Title, where such documents are surrendered after the Operative Date. The Scheme Consideration due to Scheme Participants will be posted to the addresses registered in

the Register at the risk of such Scheme Participants, unless written instructions to the contrary are furnished in the form of Acceptance and Surrender (yellow). 9.3 Where on, or subsequent to the Operative Date, a person who was not a registered holder of Scheme

Shares on the Scheme Consideration Record Date tenders to the Transfer Secretaries, Documents of Title together with the form of Acceptance and Surrender (yellow) purporting to have been executed on behalf of the registered holder of such Shares, and provided that the Scheme Consideration shall not already have been posted or delivered to the registered holder or deposited directly into the registered holder's account, such transfer shall be accepted by TA Holdings as if it were a valid transfer to such person of the Scheme Shares concerned. The Scheme Consideration will be posted to such person in accordance with the provisions of this paragraph 9 within five business days of such tender, s proof, satisfactory to TA Holdings, as to the payment of any taxes payable and provided that TA Holdings is, if so required, given an indemnity on terms acceptable to it in respect of such Scheme Consideration

the Offer by Masawara to TA Holdings Shareholders to acquire their Shares for the same consideration as that offered in terms of the Scheme, being US\$0.206 in cash, for every TA

TA Holdings Limited, a limited liability public company duly incorporated in Zimbabwe with the "TA Holdings" or "the Company" the Scheme Consideration should complete the form of Acceptance and Surrender (yellow) available registration number 46/35 and listed on the ZSE and having its Registered office at 17th Floor, Joina City, Corner Julius Nyerere / Jason Moyo Avenue, Harare; at the TA Holdings registered office or Corpserve (Private) Limited, 2nd Floor ZB Centre, Corner Kwame Nkrumah Avenue/First Street, Harare and return same as soon as possible to the Transfer

TA HOLDINGS ABRIDGED CIRCULAR TO SHAREHOLDERS (continued)

- 9.4 If the Scheme Consideration is not sent to the Scheme Participants entitled thereto, or transferred rectly into such Scheme Participants' accounts because the relevant Documents of Title, have not been validly surrendered; or the Scheme Consideration is returned undelivered to the Transfer Secretaries, unless otherwise agreed between Masawara, the Company and any of the Scheme Participants, then the relevant Scheme Consideration will be held in trust by TA Holdings (or any third party nominated by it for this purpose) for the benefit of the Scheme Participants concerned until claimed by such relevant Scheme Participant. No interest will accrue or be paid on any amount payable to Scheme Participants arising from the Scheme Consideration so held in trust.
- 9.5 Unless otherwise agreed between Masawara, the Company and any of the Scheme Participants, the Scheme Consideration will be paid in full in accordance with the terms of the Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which TA Holdings may be entitled. Should the Scheme become operative and the transfer of funds from Masawara to TA Holdings for the
- purpose of the Scheme occur, and a minority Shareholder submit their documents of title as described in this abridged circular and fail to receive the Scheme Consideration, TA Holdings and its directors will accept liability for the amounts due to Scheme participants which would have not been honoured.
- Substitute Offer
 The making of the Substitute Offer is conditional on the Scheme not becoming operative. Other conditions precedent include:
- 10.1 The implementation of the Substitute Offer and payment of the Substitute Offer Consideration are conditional upon sufficient offerees accepting the Substitute Offer by the Closing Date, such that Masawara's resultant shareholding following the Substitute Offer will exceed 75% in TA Holdings, which condition Masawara may, in its discretion, waive, in which event it will acquire so many Shares as have been tendered in terms of the Substitute Offer.
- 10.2The unconditional approval of the Transaction by any other regulatory authorities to the extent required. If the Conditions Precedent to the implementation of the Substitute Offer are not fulfilled or waived the Substitute Offer will not be implemented and the Transfer Secretaries will, within five business days of the date upon which it becomes known that the Substitute Offer will not become operative, return any Documents of Title submitted by TA Holdings Shareholders, by registered post, at the risk of such Scheme Participant.
- 11 Exchange Control Regulations

A Scheme Participant who is not resident in, or who has a registered address outside of Zimbabwe. must satisfy themselves as to the full observance of the laws of any relevant territory concerning the receipt of the Scheme Consideration, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such

- 12 Income tax implications for Scheme Participants The tax treatment of Scheme Participants is dependent on their individual circumstances and on the tax
- jurisdiction applicable to such Scheme Participants. Scheme Participants are advised to consult their professional advisor or banker regarding their individual tax position in relation to their participation in the Offer. The Offer is made gross of tax, and where applicable Capital Gains Tax will be deducted at source prior to settlement of the Scheme Consideration
- 13 Opinions and recommendations
- 13.1 KPMG has been appointed by the Independent Board to advise as to the fairness and reasonableness of the terms of the Scheme and the Scheme Consideration or, failing implementation thereof, the Substitute Offer. KPMG has considered the terms of both the Scheme and the Scheme Consideration and the Substitute Offer and is of the opinion that both the Scheme and the Substitute Offer are fair and reasonable to Scheme Participants. The letter from KPMG is included in the Circular and will be
- available for inspection at the registered office of the Company.

 13.2 The Independent Board has considered the terms of the Scheme and has considered the opinion of the Independent Financial Expert, and is of the opinion that the terms of the Scheme and the Substitute Offer, if applicable, are fair and reasonable.
- 13.3 The directors intend to vote in favour of the Scheme in respect of their own shareholdings in TA Holdings and recommend that TA Holdings Shareholders vote in favour of the Transaction
- 14 Overview of the Company

TA Holdings was established in 1935 as Tobacco Auctions (Private) Limited. The Company was listed on the ZSE in 1964 and over the years diversified out of tobacco into an investment holding company. Today, TA Holdings invests in companies that are making or have the potential to make a positive difference to the future of Africa. At present the Company holds investments in companies operating in the hospitality, insurance, investment management and agrochemical sectors. The investments and principal activities of TA Holdings are as follows:

Name of Company	Effective	
	Shareholding	Principal Activity
Zimbabwe Investments		
Cresta Hospitality (Private) Limited	100%	Hospitality and leisure
Grand Reinsurance (Private) Limited	100%	Reinsurance
Minerva Risk Advisors (Private) Limited	51%	Insurance brokers
Sable Chemical Industries Limited	51%	Manufacturer of nitrogenous fertilise
Zimbabwe Fertiliser Company Limited	22%	Manufacturer, distributor of fertiliser
		and pesticides
Zimnat Asset Management Company (Private) Limite	d 100%	Asset management
Zimnat Life Assurance Company Limited	100%	Life assurers
Zimnat Lion Insurance Company Limited	100%	Short-term insurers
Freecor Limited	100%	Investment holding company
Sovereign Health (Private) Limited	49%	Medical insurance
Zimnat Financial Services (Private) Limited	100%	Micro-finance
Outside Zimbabwe Investments		
Botswana Insurance Company		
(Proprietary) Limited	62%	Short-term insurers
Cresta Hospitality Holdings Limited	100%	Hotel management
Cresta Hotels (Proprietary) Limited	100%	Hotel management
Cresta Marakanelo (Proprietary) Limited	35%	Hospitality and leisure
Lion Assurance Company Limited	54%	Short-term insurers
Metonic Investments Limited	100%	Investment holding company
Neural (Proprietary) Limited	100%	Insurance management
TA Investments and Consultants	100%	Investment holding company
Trans Industries (Proprietary) Limited	100%	Investment holding company
Quest Ventures (Proprietary) Limited	100%	Investment holding company

15 Future prospects

TA Holdings requires a significant capital injection in order to increase the Group's insurance assets underwriting capacity, address technological legacy challenges at Sable Chemicals and to refurbish the hotel assets and position them to effectively compete in a highly competitive and challenging operating environment. It is believed that such recapitalisation will materially dilute non-participating minority Shareholders and will be better achieved following a corporate restructuring of TA Holdings in an unlisted environment. Although economic conditions will likely remain subdued in the short to medium term, Management is optimistic about the recovery of the Zimbabwean economy and the inherent opportunities for the sector. As such, a recapitalisation of the insurance operations is required to increase underwriting capacity and capture market share by retaining that business currently being

Sable Chemicals, has a well-planned medium term and long-term strategies to address the national fertiliser objectives through implementing an alternative technology to produce ammonia, the feedstock in the manufacturing of ammonium nitrate. Sable Chemicals is currently engaging with the Government of Zimbabwe and all key stakeholders in this regard. This project will be highly capital intensive and a restructuring will be required to create the necessary platform for the mobilisation of the requisite funding.

In the hospitality businesses, current economic conditions and increased mid-tier room capacity in urban areas (particularly in Zimbabwe) have intensified competition. In order to balance the mix of hotel offerings and improve the level of service the Group is committed to refurbishing the portfolio and increasing room capacity. The critical mass of the Zimbabwe hotel operations is limited relative to peers. Accordingly, an expansion strategy based on a combination of organic growth and acquisitions will be pursued.

Save as detailed in this abridged circular:

Irrevocable undertakings to vote in favour of the Scheme in respect of their holdings of Shares at the date of the Scheme Meeting, have been received from Shareholders constituting 41.1% of the issued share capital of TA Holdings subject to the Scheme, which in turn represents 24.3% of the issued share capital of TA Holdings. Details of TA Holdings Shareholders that have provided irrevocable undertakings are set out in the table below:

Shareholder	Number of TA Holdings Shares	Percentage of Scheme Shares held or controlled
		(directly and indirectly)
Capital Ventures Holdings Limited	18,915,553	19.5
Eastern Alliance Development	3,403,018	3.5
Arthur A Steier	2,881,049	3.0
Triedward Investments (Private) Limited	2,160,763	2.2
Remo Nominees	2,052,759	2.1
Tanvest (Private) Limited	1,624,028	1.7
J Soft (Private) Limited	1,380,475	1.4
Elm Capital Investments	1,250,000	1.3
RVC Fuels (Private) Limited	1,064,639	1.1
Billy George	702,640	0.7
Tanrange No 1	432,780	0.5
Other	4,127,867	4.2
TOTAL	39,995,571	41.1

- 16.2 no arrangements, undertakings or agreements have been made between Masawara and TA Holdings, or persons acting in concert with TA Holdings and Masawara, in relation to the Scheme Shares;
- 16.3 no arrangements have been made between TA Holdings and the directors of Masawara in connection with the Scheme: and
- 16.4 no arrangements have been made between TA Holdings and the directors of TA Holdings in connection

17 Share capital of TA Holdings

The authorised share capital of TA Holdings on the Last Practicable Date is set out below:

	US\$
Authorised	
Ordinary shares	2,230,719
Non-redeemable, non-cumulative participating	
convertible preference shares	270,058
Cumulative convertible redeemable preference shares	1,947
Total	2,502,724
Issued	
Ordinary shares	1,648,459
Non-redeemable, non-cumulative participating	
convertible preference shares	270,058
Total	1,918,517

All of the issued ordinary shares of the Company are listed on the ZSE.

The non-redeemable, non-cumulative, participating, convertible preference shares are in respect of the AIG Preference Shares, which are not listed on the ZSE. In terms of the conversion terms applicab the AIG Preference Shares may be converted into Ordinary Shares at any time on written notice to TA Holdings on the basis of a prescribed formula and the terms are available for inspection as stated in paragraph 28 of this abridged circular.

Directors' interests

Total

18.1 On the Last Practicable Date, TA Holdings had no direct shareholding in Masawara. 18.2 On the Last Practicable Date, the directors of TA Holdings held the following interests in TA Holdings shares:

77,846

- Beneficial Percentage of issued share capital Executive G Sainsbury 0.00 BP Nyajeka 31,046 Total 31,046 0.02 Non-executive
- 21.70 1.26 SS Mutasa 35.890.444 46,800 RN Gordon 0.00 Z. Randeree 45.535 0.03 J Vezey Total 46,800 37,965,370 22.99

37,965,370

23.01

- 18.3 On the Last Practicable Date, the executive directors of TA Holdings had no interest in TA Holdings Shares in the form of options
- 18.4 On the Last Practicable Date, the directors of TA Holdings held the following interests in Masawara

Director	Masawara plc shares held
G Sainsbury	-
BP Nyajeka	-
SS Mutasa	61,682,130
F Daniels	3,666,667
RN Gordon	· · · · ·
Z Randeree	-
J Vezey	82,836
Total	65,431,633

- 18.5 TA Holdings has entered into service agreements with its executive directors. The detail of these service agreements does not contain any particulars which are material to the Scheme. No contracts with the directors have been entered into or amended in the twelve months prior to the Last Practicable Date.
- 18.6 Save in respect of transaction previously disclosed, no director has had any interest, directly or indirectly, in any transaction which was affected by TA Holdings during the current financial year in respect of any previous financial year and which remains in any respect outstanding or unperformed.
- The termination of the listing of TA Holdings Shares on the $\ensuremath{\mathsf{ZSE}}$
- Subject to the fulfilment of the Conditions Precedent set out in paragraph 8 above and the Scheme becoming operative, the termination of listing of TA Holdings Shares will be required in accordance with paragraph 1.10E of the ZSE Listing Requirements.

Undertakings

The directors of both Masawara and TA Holdings each agree that, upon the Scheme becoming operative, they will give effect to the terms and conditions of the Scheme in so far as they relate to them and they will sign and procure the signing of all documents and carry out and procure the carrying out of all acts. which are necessary to give effect to the Scheme.

Major shareholders

As at the Last Practicable Date, the top ten shareholders of TA Holdings were as follows:

Shareholder	Number of shares	Percentage of issued share capital
FMI Investments (Private) Limited	52,453,773	31.8
Old Mutual Life Assurance	23,689,274	14.4
Masawara (Mauritius) Limited	15,195,487	9.2
Capital Ventures Holdings Limited	12,915,553	7.8
Old Mutual Zimbabwe Limited	6,380,809	3.9
Capital Ventures Holdings Limited	6,000,000	3.6
Sean Michael Fieler	3,494,045	2.1
Local Authorities Pension Fund	3,345,263	2.0
Eastern Alliance Development	3,175,000	1.9
Arthur A Steier	2,881,049	1.7
Total	129,530,253	78.4

All costs relating to the Independent Financial Expert, Imara Corporate Finance and PricewaterhouseCoopers will be borne by TA Holdings, which are not expected to exceed US\$120 000. All other costs relating to the Scheme will be borne by Masawara.

Material changes

22 Cost of the Scheme

Botswana Insurance Company (Propriety) Limited, a subsidiary of TA Holdings, has made an additional investment of US\$1,8million in its new associate, Continental Reinsurance Botswana (Proprietary) Limited, a greenfield reinsurance business that is due to commence operations in September 2014 Continental Reinsurance Botswana (Proprietary) Limited is majority owned by Continental Reinsurance plc, who will assume management responsibility.

Sable Chemical Industries Limited is currently negotiating a US\$11 million capital expenditure debt facility that will require TA Holdings to provide a pro-rata shareholders' guarantee

There have been no other material changes in the financial or trading position of TA Holdings since the publication of the financial results for the year ended 31 December 2013.

Litigation statement

There are no legal or arbitration proceedings that may have, or have had, during the 12 month period preceding the date of this abridged circular, material effect on the financial position of TA Holdings. TA Holdings is not aware of any such proceedings that are pending or threatened.

25 Material contracts

TA Holdings has not entered into any significant material contacts, either verbally or in writing, during the two years immediately preceding the Last Practicable Date, or at any other time that contains an outstanding material obligation or settlement, other than in the ordinary course of business

Directors' responsibility statement

26.1 TA Holdings directors' responsibility statement

- The independent directors of TA Holdings, insofar as the information relates to TA Holdings
- 26.1.1 have considered all statements of fact and opinion in this abridged circular; 26.1.2 accept, individually and collectively, full responsibility for such statements; and
- 26.1.3 certify that, to the best of their knowledge and belief, there are no omissions of material facts or considerations which would make any statements of fact or opinion contained in this abridged circular false or misleading and have made all reasonable enquiries in this regard and that this abridged circular contains all information required by law, the ZSE and the ZSE Listing Requirements. 26.2 Masawara directors' responsibility statement
- The directors of Masawara, insofar as the information relates to Masawara:
- 26.2.1 confirm that Masawara meets the requirements of the Indigenisation and Economic Empowerment Act [Chapter 14:33]
- 26.2.2 have considered all statements of fact and opinion in this abridged circular; 26.2.3 accept, individually and collectively, full responsibility for such statements; and
- 26.2.4 certify that, to the best of their knowledge and belief, there are no omissions of material facts or considerations which would make any statements of fact or opinion contained in this abridged circular false or misleading and have made all reasonable enquiries in this regard and that this abridged circular contains all information required by law, the ZSE and the ZSE Listing Requirements.
- Expert consents

RMB, Finesse Advisory Services, Norton Rose Fulbright, Imara Corporate Finance, Imara Edwards Securities, KPMG, PricewaterhouseCoopers, Atherstone & Cook and Corpserve have consented in writing to the inclusion of their names and reports in this abridged circular in the form and context in which they appear and have not withdrawn their consents prior to the publication of this document.

The following documents, or copies of such documents, will be available for inspection at the registered office of TA Holdings situated at the 17th Floor, Joina City, Corner Julius Nyerere/Jason Moyo Avenue, Harare, the office of Imara Edwards Securities, the Transfer Secretaries and Finesse Advisory Services during normal office hours from Thursday, 28 August 2014 up to and including the date on which the

- this abridged circular, incorporating, *inter alia*, the Scheme and the explanatory statement; the Order of Court convening the Scheme Meeting;

- the Order of Court convening the Scheme Meeting;
 Notice convening the Scheme Meeting;
 the audited financial statements of TA Holdings for the financial years ended 31 December 2013, 31
 December 2012, 31 December 2011, 31 December 2010 and 31 December 2009;
 the unaudited interim financial statements of TA Holdings for the six months ended 30 June 2014 will be available on or after 29 August 2014;
- the irrevocable undertakings to vote in favour of the Scheme referred to in paragraph 16 above; the Memorandum and Articles of Association of TA Holdings;
- 28.8 the terms of the AIG Preference Shares;
- 28.10 written consents from RMB, Finesse Advisory Services, Norton Rose Fulbright, Imara Corporate
 - Finance, Imara Edwards Securities, KPMG, PricewaterhouseCoopers, Atherstone & Cook and Corpserve for the inclusion of their names and reports in this Abridged Circular in the form and context in which they appear.

Signed on original for and on behalf of	Signed on original for and on behalf of
TA Holdings Limited	Masawara Holdings Mauritius Limited
R N Gordon Independent director Harare 26 August 2014	J C Permal Non-executive director Mauritius 26 August 2014

NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF ZIMBABWE Before the Honourable Justice Hungwe On Thursday, 20 August 2014, Harare	Case Number: HC6772/14
In the ex parte application of: TA Holdings Limited (Incorporated in the Republic of Zimbabwe) (Registration number 46/35)	Applicant

NOTICE OF A SCHEME MEETING

NOTICE IS HEREBY GIVEN THAT, in terms of an order of court dated 20 August 2014, the High Court of Zimbabwe ("the Court") has ordered that a meeting ("the Scheme Meeting") in terms of Section 191(1) of the Companies Act [Chapter 24:03], of the ordinary shareholders, other than excluded parties of the Applicant, being Masawara Mauritius Limited and FMI Investments (Private) Limited in respect of the shares held by them ("the excluded members") Registered as such at 17:00 hours Friday 12 September 2014 ("the Scheme Members"), be held under the chairmanship of Mr. Justice Moses Chinhengo, or failing him any other suitably qualified person, at Sango Conference Centre, Cresta Lodge, Corner Samora Machel Avenue East/Robert Mugabe Road, Harare at 09:00 hours on Tuesday, 16 September 2014 (or any adjourned date as determined by the chairperson ("adjourned meeting") for the purpose of considering and, if deemed fit, of approving, with or without modification, a Scheme of arrangement ("the Scheme") proposed by Masawara Holdings Mauritius Limited ("Masawara"), a wholly owned subsidiary of Masawara Mauritius Limited, which in turn is wholly owned by Masawara Plc, between the Applicant and its ordinary shareholders excluding the excluded members ("Scheme Participants"), provided that the Scheme Meeting shall not be entitled to agree to any modification of the Scheme which has the effect of diminishing the rights that are to accrue in terms thereof to Scheme Participants

The implementation of the Scheme is subject to fulfillment of the Conditions Precedent stated therein including, but not limited to, the sanction of the above Honourable Court provided that if at the date of the Scheme Meeting, any relevant regulatory approvals have not been obtained, then either the Scheme shall be conditionally sanctioned by the Honourable Court pending such regulatory approval or the return date therefore shall be extended from time to time, as may be appropriate

The purpose of the Scheme Meeting is to consider, and if deemed fit, to agree to the Scheme. The basic characteristic of the Scheme is that, upon implementation, Masawara Holdings Mauritius Limited, will become the owner of 100% of the Applicant's ordinary shares held by Scheme Participants and the Scheme Participants will receive a cash consideration of US\$0.206 for each ordinary share in the Applicant disposed of to Masawara pursuant to the Scheme

Copies of this notice, the Form of Proxy to be used at the Scheme Meeting or any adjourned Scheme Meeting, the Scheme, the explanatory statement explaining the Scheme and the order of Court summoning the Scheme, are included in the document to which this notice is attached and form part

thereof and may be inspected or obtained, free of charge, during normal business hours, at any time prior to the Scheme Meeting, at the Registered office of the Applicant, being 17th Floor, Joina City, Corner Julius Nyerere / Jason Moyo Avenue, Harare and the office of the Transfer Secretaries Corpserve (Private) Ltd. 2nd Floor, ZB Centre, Corner First Street / Kwame Nkrumah Avenue, Harare, PO Box 2208. Harare, Zimbabwe

Scheme Members who hold ordinary shares in the Applicant through a nominee should timeously inform their nominees, brokers, as the case may be, to issue them with the necessary authorisation to attend the Scheme Meeting or should they not wish to attend the Scheme Meeting in person, to timeously provide their nominees, brokers, as the case may be, with their voting instructions in order for their votes to be

Where there are joint holders of the Applicant's ordinary shares, any one of such persons may vote at the Scheme Meeting in respect of such ordinary shares as if such joint holder was solely entitled thereto, but if more than one such joint holders be present or represented at the Scheme Meeting, that one of the said persons whose name appears first in the Applicant's share Register or their proxy, as the case may be, will alone be entitled to vote in respect thereof

In terms of the aforementioned Order of Court, the chairperson must report the results of the Scheme Meeting to the above Honourable Court on within 21 days of the Scheme Meeting having been held on a date fixed by him and Messrs. Atherstone & Cook, such date being expected to be 24 September 2014 at 10:00hours. A copy of the chairperson's report to the Court will be available on request to any Scheme nember, free of charge, at the Registered Office of the Applicant during normal business hours at least five calendar days prior to the date fixed by the Court for the chairperson to report back to it.

rperson of the Scheme Meeting			Cha
neys to the Scheme neys to the Applicant stone & Cook oor, Mercury House eorge Silundika Avenue re iox 2625			Attor Attor Atthe 7th F 24 G Hara PO E Hara

FINANCIAL INFORMATION OF TA HOLDINGS

STATEMENT OF FINANCIAL POSITION

The TA Holdings 2014 interim financial results are expected to be published on or before Friday, 29 August 2014 and will be made

available for inspection before and on the Scheme date.		
STATEMENT OF COMPREHENSIVE INCOME		
_	Audited	Audited
	Year ended	Year ended
	31 December 2013	31 December 2012
	USD'000	USD'000
Net earned premium	43,455	45,068
Investment income	8,546	3,642
Hotel revenues	15,304	14,785
Fees, commission and other income	9,524	9,009
Total revenues	76,829	72,504
Net claims	(24,054)	(22,486)
Hotel cost of sales	(4,443)	(4,554)
Expenses for acquisition of insurance contracts	(9,647)	(10,476)
Operating and administrative expenses	(28,166)	(27,262)
Total expenses	(66,310)	(64,778)
Profit before interest and income tax	10,519	7,726
Finance cost	(797)	(641)
Share of associate company (losses)/profits	1,086	(1,520)
Impairment of associate	(13,709)	
Profit/(loss) before tax	(2,901)	5,565
Income tax expense	(2,786)	(2,287)
Profit/(loss) for the year	(5,687)	3,278
Profit/(loss) attributable to:	(7.7(2)	4 220
Equity holders of the parent Non-controlling interests	(7,762)	1,320 1,958
Non-controlling interests	2,075	1,958
	(5,687)	3,278
Earnings/(loss) per share attributable to ordinary equity		0.00
Basic (cents)	(4.71)	0.80
Diluted (cents)	(4.05)	0.69

•	Audited	Audited
	As at	As at
	31 December 2013	31 December 2012
	USD'000	USD'000
ASSETS		
Property, plant and equipment	28,543	26,279
Intangible assets	1,750	1,917
Investment properties	16,218	14,302
Investment in associates	13,490	27,581
Financial instruments	36,375	30,612
Deferred tax asset		3
Inventory	186	264
Reinsurance receivables	19,320	18,012
Deferred acquisition expenses	2,376	3,262
Insurance receivables	10,658	11,263
Accounts receivables	10,461	6,256
Taxation receivable	36	618
Bank and cash	16,800	13,528
Life assurance policyholders' current assets	10,800	13,326
Total assets	156,213	153,897
lotal assets	156,213	133,697
CAPITAL AND RESERVES		
Issued share capital	1,919	1,919
Non-distributable reserve	49,728	50,128
Retained earnings/(accumulated losses)	(3,879)	4,959
Equity attributable to equity holders of the parent	47,768	57,006
Non-controlling interests	13,134	12,298
Total Equity	60,902	69,304
LIABILITIES		
Borrowings	8,031	6,380
Deferred income tax liabilities	4,282	4,008
Investment contracts with Discretionary	4,202	4,000
Participation Features	16.850	13,550
Investment contracts	10,651	7.750
Insurance contract liabilities	41,832	41,879
Deferred revenue	1,233	1,603
Insurance payables	3,959	1,575
Provisions	1,303	1,575
Trade and other payables	7,170	6,555
Total Liabilities	95,311	84,593

153,897

156,213

Audited	Audited	CONSOLIDATED STATEMENT OF CASH FLOW
Year ended	Year ended	
31 December 2012	31 December 2013	
USD'00	USD'000	
7,020	7,094	Cash generated from operating activities
(1,230)	(823)	Tax paid
5,790	6,271	Net cash generated from operating activities
		Investing activities
		Increase in investment in associate companies
		Capitalised cost for intangible asset
546	1,048	Rental income on investment properties
962	807	Dividend received
1,168	1 645	Interest income from investments
(4,550)	(3,578)	Purchase of property, plant and equipment
704	191	Proceeds from sale of property, plant and equipment
(58)	(251)	Purchase of intangible assets
(28,707)	(28,033)	Purchase of financial instruments
22,216	26,066	Proceeds from the disposal of financial instruments
(105)	(451)	Purchase of investment properties
30	295	Proceeds from sale of investment properties
		Proceeds from disposal of investments
(7,794)	(2,261)	Net cash (used in) / generated by investing activities
		Financing activities
		Purchase of treasury shares
	(1,363)	Repayments of borrowings
3,481	3,014	Proceeds from borrowings
(641)	(797)	Finance costs paid
(727)	(547)	Dividends paid to non-controlling interests
2,113	307	Net cash generated by financing activities
109	4,317	Net(decrease) /increase in cash and cash equivalents
14,328	13,528	Cash, cash equivalents and at the beginning of the year
(909)	(1,045)	Net effect of exchange rate movement on cash and cash equivalents
13,528	16,800	Cash and cash equivalents at the end of the year

Total equity and liabilities

QUERIES
If you have any questions on any aspect of this abridged circular, please contact your Broker, accountant, banker, law other professional advisor. Alternatively please contact Imara Corporate Finance on +263 4 790211 or Finesse Advisory S (Private) Limited on +263 864 407 0184.