

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 74th Annual General Meeting of the ordinary members of TA Holdings Limited will be held at Cresta Jameson, Samora Machel Avenue, Harare at **1100 hours** on **Tuesday, 28th April 2009** to consider the following business:

1. ORDINARY BUSINESS

- 1.1 To receive, consider, and if deemed fit, adopt the audited annual financial statements of the Company, and the respective Reports of the Directors and of the Auditors, for the year ended 31 December 2008.
- 1.2 Directorate:
 - (i) To approve the re-election, by a single resolution, of Messrs HAG Bhadella and S Randeree as Directors of the Company, who retire by rotation in terms of Article 100 of the Articles, and who being eligible offer themselves for re-election;
 - (ii) To approve the remuneration of the directors for the past financial year.
- 1.3 To fix the remuneration for the auditors for the past audit and to re-appoint Messrs Ernst and Young as auditors until the conclusion of the next annual general meeting.

2. SPECIAL BUSINESS

To consider and, if deemed fit, to resolve, by way of **special resolution**, with or without modification the following:

2.1 Purchase of Own shares

That the Directors be and are hereby authorized, in terms of section 52(i) of the Company's Articles of Association, to purchase the Company's own shares, subject to the following terms and conditions:

- (i) the purchase price shall not be lower than the nominal value of the Company's shares and not greater than five percent (5%) above the weighted average trading price for such ordinary shares traded over five (5) business days immediately preceding the date of purchase of such shares by the Company;
- (ii) the shares to be purchased under this resolution shall not exceed ten percent (10%) of the ordinary shares of the Company in issue prior to the date of this resolution;
- (iii) this authority shall expire on the date of the Company's next annual general meeting.

In relation the aforesaid proposed resolution, the Directors of the Company state that:

- (a) all shares purchased pursuant to the aforesaid authority shall be utilized for treasury purposes;
- (b) if the maximum number of shares that can be purchased pursuant to the authority is purchased, the Directors believe that:

- (i) the Company will be able, in the ordinary course of business, to pay its debts for a period of 12 months after the date of this notice;
 - (ii) the assets of the Company will be in excess of the liabilities of the Company and the Group;
 - (iii) there will be adequate ordinary capital and reserves in the Company for a period of 12 months after the date of this notice; and
- (c) there will be adequate working capital in the Company for a period of 12 months after the date of this notice.

3. **GENERAL BUSINESS**

To transact such other business as may be transacted at an annual general meeting.

Important Note

In terms of the Companies Act, a member entitled to vote at the above meeting, may appoint one or more proxies to attend the meeting, speak and vote in the member's stead. A proxy need not be a member of the Company.

Proxy forms must be lodged with the Secretaries at least forty eight (48) hours before the commencement of the meeting.

The Annual Report incorporating the Companies Annual Financial Statements, Directors' and Auditors report will be sent to members shortly. It will also be available on the Company's website www.ta-holdings.com.

By Order of the Board
TA Management Services (Private) Limited

P Masamba
for the Secretaries
Harare
2nd April 2009