



**CIRCULAR TO SHAREHOLDERS RELATING TO PROPOSED AMENDMENTS
TO ARTICLES 55 AND 89 OF THE ARTICLES OF THE COMPANY**

Dear Shareholder

Introduction

It is proposed that Article 55 (Borrowing Powers) and Article 89 (Qualification Shares) be amended in the manner and for the reasons alluded to below, at our Annual General Meeting (AGM) to be held on **12 May 2008**. Notice of the AGM has been duly sent to members.

Article 55 (Borrowing Powers)

The directors' borrowing powers currently prescribed in Article 55 are no longer adequate or suitable, given the current hyper-inflationary environment. It is necessary, therefore, that the borrowing powers be responsive to this dynamic environment. Accordingly, it is proposed that Article 55 be amended by deletion of the words "*exceed eight times the issued and paid up capital*" and substitution of the following:

"be equal to or greater than fifty percent (50%) of the inflation adjusted net asset value of the Company and its subsidiaries or, in the event that the law or accounting practice in Zimbabwe ceases to require the preparation of inflation adjusted accounts, fifty percent (50%) of the net asset value of the Company and its subsidiaries ..."

Accordingly, Article 55, if the proposed amendment is duly approved, will read as follows:

"The Board may from time to time, at their discretion, borrow or raise any sum or sums of money for the purpose of the Company and may secure the payment of any sum or sums of money so borrowed or raised, but so that the aggregate amount at any time owing by the Company and its subsidiary companies (exclusive of inter-company borrowings) shall not, except with the consent of an Ordinary Resolution of the Company in General Meeting, be equal to or greater than fifty percent (50%) of the inflation adjusted net asset value of the Company and its subsidiaries or, in the event that the law or accounting practice in Zimbabwe ceases to require the preparation of inflation adjusted accounts, fifty percent (50%) of the net asset value of the Company and its subsidiaries from time to time. The Board shall procure that the aggregate amount at any time owing in respect of monies borrowed shall not exceed such aforesaid limit. No lender or other person dealing with the Company shall be concerned to see or enquire whether these limits are observed."

Article 89 (Qualification Shares)

Article 89 currently stipulates that directors must hold qualification shares. This is a rather archaic provision – the practice of requiring directors to subscribe to qualification shares is generally no longer followed, both in Zimbabwe and internationally. Accordingly, it is proposed that Article 89 be amended to read as follows:

"A Director shall not be required to hold any qualification shares."

Your Board considers that the proposed amendments to Articles 55 and 89 of the Company's Articles are in the best interests of the Company and its shareholders, and recommends that you vote in favour of the proposed resolutions at the AGM.

A handwritten signature in blue ink, appearing to read 'SS Mutasa', with a date '10/04' written to the right.

SS Mutasa
Chairman
TA HOLDINGS LIMITED
17 April 2008