

**SENS ANNOUNCEMENT**  
(the "Notice" or "Announcement")

**ISSUER**



**ZCCM INVESTMENTS HOLDINGS PLC ("ZCCM-IH")**

[Incorporated in the Republic of Zambia]

Company registration number: 119540000771  
Share Code: ZCCM-IH  
ISIN: ZM0000000037  
Authorised by: Chabby Chabala – Company Secretary

**SPONSOR**



**Stockbrokers Zambia Limited**

[Founder Member of the Lusaka Securities Exchange]

[Regulated and licensed by the Securities and Exchange Commission of Zambia]

Contact Number: +260-211-232456  
Website: [www.sbz.com.zm](http://www.sbz.com.zm)

**APPROVAL**

The captioned Notice or Announcement has been approved by:

- i. the Lusaka Securities Exchange ("LuSE")
- ii. the Securities and Exchange Commission ("SEC")
- iii. Stockbrokers Zambia Limited ("SBZ")

**RISK WARNING**

The Notice or Announcement contained herein contains information that may be of a price sensitive nature.

Investors are advised to seek the advice of their investment advisor, stockbroker, or any professional duly licensed by the Securities and Exchange Commission of Zambia to provide securities advice.

**ISSUED: 9 March 2021**



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Share Code: ZCCM-IH

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["ZCCM-IH" or the "Company"]

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary Meeting of the Shareholders of ZCCM Investments Holdings Plc will be held virtually on <https://eagm.creg.co.zw/eagm/login.aspx> on Tuesday 30 March 2021 at 10:00 hours.

The Extraordinary Meeting is convened by ZCCM-IH to seek its Shareholders' approval for the Transaction whereby it will acquire 90% of the issued shares of Mopani Copper Mines Plc ("Mopani") (being all of the issued shares in Mopani which it currently does not own) from Carlisa Investments Corporation ("Carlisa") ("the Transaction") and enter into the following Transaction Agreements:

- o an uncommitted term facility agreement between Mopani as borrower, Glencore International AG ("GIAG") as lender and the Company as guarantor originally dated 25 July 2013, as amended pursuant to the Transaction;
- o an uncommitted term facility agreement between Mopani as borrower, Carlisa as lender and the Company as guarantor originally dated 31 March 2000, as amended pursuant to the Transaction;
- o an assignment, capitalisation, amendment and restatement agreement between GIAG as original lender, Glencore Finance (Bermuda) Ltd ("GFB") as assignor, the Company as guarantor and Mopani as borrower, appending the GIAG Facility Agreement;
- o an amendment and restatement agreement between Carlisa as original lender, GIAG, First Quantum Minerals Ltd, the Company as guarantor and Mopani as borrower, appending the Carlisa Facility Agreement;
- o an amendment and restatement of deed of priority between GIAG, Carlisa, GFB and Mopani;
- o a Zambia law governed security agreement between Mopani and GIAG granting a first ranking fixed and floating charge over all of the assets and undertaking of Mopani;
- o the Share Pledge Agreement between GIAG, Mopani and the Company as chargor, granted in favour of GIAG by the Company granting security over all the issued share capital of Mopani and securing existing debt owed to GIAG;
- o the Glencore Offtake Agreements between Mopani, the Carlisa and the GIAG for the supply of 100% of the Copper produced by Mopani; and
- o a transitional services agreement between GIAG, Mopani and the Company relating to the provision of certain services by GIAG in respect of the operations of Mopani;

substantially on the terms and conditions as set out in the circular to shareholders of the Company dated 9th March 2021 (the "Circular") outlining the Transaction, of which this notice convening the general meeting forms part. The Circular includes:

- o Salient terms of the Transaction;
- o A Competent Persons Report prepared by an independent consultant; and
- o An Independent Reporting Accountants Report.

The Circular will be distributed to shareholders physically or electronically from Tuesday, 9 March 2021. The Circular will also be available from Tuesday 9 March 2021 until 30 March 2021 at 10:00 hours at the following offices: ZCCM-IH, ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, Mass Media Complex Area, Lusaka, Corpserve Transfer Agents Limited, 6 Mwaleshi Road, Olympia Park, Lusaka and Stockbrokers Zambia Limited, 32 Lubu Road, Longacres, Lusaka.

As a Category 1 transaction under the LuSE Listing Rules, Shareholder approval is required for the Transaction.

At the EGM Shareholders will consider the proposed Transaction, and if deemed appropriate, pass the proposed ordinary resolution below:

**THAT** the Transaction be and is hereby approved and the directors of the Company (the "Directors") be and are hereby authorised to:

- a. do or procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Transaction and this resolution (including for the purpose of obtaining any approval, consent, clearance or permission that is a condition to the Transaction or that the Directors consider necessary or expedient); and
- b. to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Transaction (provided that such modifications, variations, revisions, waivers or amendments are not of a material nature), to any documents, and arrangements relating thereto, as the Directors may, in their absolute discretion, think fit.

**Notes:**

**All shareholders are encouraged to make arrangements to participate in the Extraordinary Meeting through the eAGM link provided.**

i. The proceedings of the Meeting will be streamed live through the following link, and shareholders are required to Sign Up in advance.

<https://eagm.creg.co.zw/eagm/login.aspx>

ii. Shareholders and proxies are requested to **Sign Up now**. Please sign up onto the link with the credentials that shall be forwarded to you via email and phone.

The key steps to follow are as given below:

- a. Sign up on the ("**eAGM platform**") given.
- b. Log into the ("**eAGM platform**") and register to attend the meeting on the day of the meeting

iii. To sign up for the Meeting, a shareholder must have a working email and an active cell phone number.

iv. The window for signing up for the Meeting shall be open on Tuesday, 09<sup>th</sup> March 2021 and automatically close at the commencement of the Meeting on Tuesday, 30<sup>th</sup> March 2021 at 10:00 hours. Registration will commence at 08:00 hours on the day of the meeting. A shareholder who does not register before the start of the meeting will not be able to do so when the meeting starts.

v. After registering, a shareholder will be allowed to join the meeting.

vi. The voting at the Extraordinary Meeting will be conducted electronically on <https://eagm.creg.co.zw/eagm/login.aspx>.

vii. To fully participate in the AGM, a shareholder must have a reliable internet connection.

viii. Queries on how to log into the Meeting, registration or on the voting process can be channelled to the Corpserve Transfer Agents on [info@corpservezambia.com.zm](mailto:info@corpservezambia.com.zm) or [james@Corpservezambia.com.zm](mailto:james@Corpservezambia.com.zm): Or phone **0950968435, 0955899375, 0979946143**


ix. A member entitled to attend and vote at the meeting is entitled to appoint any person (whether a member of the Company or not) to attend and to vote in his/her stead. A Proxy form has been included in the Circular and is available on the Company website [www.zccm-ih.com.zm](http://www.zccm-ih.com.zm). The completed Proxy Form must be lodged at the Registered Office of the Company, ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, P.O .Box 30048, Lusaka or emailed to [corporate@zccm-ih.com.zm](mailto:corporate@zccm-ih.com.zm) before the commencement of the EGM.

## By Order of the Board

**Chabby Chabala**  
Company Secretary

**Issued in Lusaka, Zambia on 9 March 2021**

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**First Issued on 9 March 2021**