

**FORM OF PROXY**

**FORTY-FIRST ANNUAL GENERAL MEETING**

Please complete in block letters  
I/We  
of \_\_\_\_\_

being a member of CAPS Holdings Limited hereby appoint

\_\_\_\_\_ Or failing him

\_\_\_\_\_ Or failing him

the Chairman of the meeting as my / our proxy to vote for me / us on my / our behalf at the forty-first Annual General Meeting of the Company to be held on 30 June 2011 at 2:30 p.m and at any adjournment thereof.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2010

Signature of member \_\_\_\_\_

**NOTE:**

- In terms of Section 129 of the Companies Act (Chapter 24:03) members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place at the meeting. A proxy need not be a member of the company.
- Any alteration or correction made to this form of proxy (including the deletion of alternatives) must be initiated by the signatory/signatories.
- Regulation 75 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.

**FOR OFFICIAL USE**  
Number of shares held \_\_\_\_\_

**CHANGE OF ADDRESS**

The attention of shareholders is drawn to the necessity to keeping the transfer secretaries advised of any change in name and / or address.

Shareholder's name in full (Block letters)

\_\_\_\_\_  
\_\_\_\_\_

New Address (Block Letters)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shareholder's signature

\_\_\_\_\_  
\_\_\_\_\_

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Forty-second Annual General Meeting of the members of CAPS Holdings Limited will be held in the CAPS Holdings Training Room, No. 2 Manchester Road, Southern, Harare, on Thursday, the 30th of June 2011 at 2:30pm for the purpose of transacting the following business:

- ORDINARY BUSINESS**
- 1.1 Financial Statements**  
To receive, consider and adopt the financial statements for the year ended 31 December 2010, together with the reports of the Directors and Auditors thereon.
- 1.2 Election of Directors**  
a) In accordance with Articles 89 and 91 of the Company's Articles of Association, Messrs E. Mhandah, J. Nderere and B. Nkombo retire by rotation from the Board of Directors, and being eligible, offer themselves for re-election.
- 1.3 Directors' Remuneration**  
To approve the directors' remuneration for the year ended 31 December 2010.
- 1.4 Auditors**  
To approve the remuneration of the auditors for the financial year ended 31 December 2010 and consider the re-appointment of the auditors Messrs Deloitte and Touche as auditors for the ensuing year.
- 1.5 Dividend**  
No dividend has been declared in respect of the year ended 31 December 2010.

**2. ANY OTHER BUSINESS**

To transact any such business as may be carried out at the Annual General Meeting.

**PROXIES**

Members are entitled to appoint one or more proxies to attend, vote and speak in their place. The proxies need not be members of the Company.

Forms of proxy must be lodged at the Company's registered office not less than forty-eight hours before the meeting.

By Order of the Board,

Mrs. C. Mahari  
Board Secretary

20 May 2011

Place  
Stamp  
here

The Company Secretary  
CAPS Holdings Limited  
C/O First Transfer Secretaries  
4th Floor Goldbridge, Eastgate.  
P.O. Box 11  
Harare, Zimbabwe

Place  
Stamp  
here

The Company Secretary  
CAPS Holdings Limited  
C/O First Transfer Secretaries  
4th Floor Goldbridge, Eastgate.  
P.O. Box 11  
Harare, Zimbabwe