



PrimeTime Property Holdings Limited

Incorporated in the Republic of Botswana on 29 August 2007,
Company No. BW00000877365

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of unitholders of the company will be held at Cresta Lodge, Plot 33700 Samora Machell Drive, Gaborone at 15h00 on Wednesday 21st February 2024, for the purpose of transacting the following business and considering and if deemed fit, passing, with or without modification, the following resolutions:

Agenda

1. Ordinary Business

To read the notice convening the meeting.

2. Ordinary Resolution 1

To receive, consider, and adopt the audited financial statements for the year ended 31 August 2023.

3. Ordinary Resolution 2:

To approve the interim interest payment of 4.27 thebe per. linked unit declared on 24 February 2023 and paid on 31 March 2023, as authorised, and recommended by the Directors.

4. Ordinary Resolution 3:

To approve the interim interest payment of 6.00 thebe per. linked unit declared on 8 August 2023 and paid on 31 August 2023, as authorised, and recommended by the Directors.

5. Ordinary Resolution 4:

To approve the final interest payment of 1.30 thebe per. linked unit declared on 30 November 2023 and due to be paid on or around 29 March 2024, as authorised and recommended by the Directors.

6. Ordinary Resolution 5

To re-elect the following director of the company: Mmoloki Turnie Morolong who retires by rotation in terms of clause 20.9.1 of the Constitution and, being eligible, offers himself for re-election. A brief profile for Mmoloki Morolong is included on page 107 of the Integrated Annual Report for the year ended 31 August 2023.

7. Ordinary Resolution 6

To re-elect the following director of the company: Nigel Dixon-Warren who retires by rotation in terms of clause 20.9.1 of the Constitution and, being eligible, offers himself for re-election. A brief profile for Nigel Dixon-Warren is included on page 108 of the Integrated Annual Report for the year ended 31 August 2023

8. Ordinary Resolution 7

To approve the remuneration of the Directors for the year ended 31 August 2023 as detailed on pages 136 to 137 of the Integrated Annual Report for the year ended 31 August 2023.

9. Ordinary Resolution 8

To approve the reappointment of Ernst & Young as the independent registered auditors of the company for the ensuing year.

10. Ordinary Resolution 9

To approve the Auditors remuneration for the prior years' audit as reflected in Note 2 of the Financial Statements for the year ended 31 August 2023 (on page 193 of the Integrated Annual Report) and to fix the remuneration for the ensuing year.

Voting and proxies

All unitholders entitled to vote will be entitled to attend and vote at the annual general meeting.

A unitholder who is present in person, or by authorised representative or by proxy shall have one vote on a show of hands and have one vote for every ordinary share held on a poll.

Each unitholder entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (none of whom need be a unitholder of the company) to attend, speak and subject to the Constitution of the company vote in his/her/its stead.

The form of proxy for the annual general meeting, which sets out the relevant instructions for its completion, is annexed hereto.

In order to be effective, a duly completed form of proxy must be received by the Company Secretary, at Acacia Building, Prime Plaza, Plot 74538, Corner of Khama Crescent Extension and PG Matante, CBD, P. O. Box 1395, Gaborone, Botswana, (or by email to mariette@time.co.bw) not later than 15h00 on Friday 16 February 2024.

By Order of the Board



Unopa Njadingwe
Company Secretary

29 January 2024
Gaborone

Proxy Form

For completion by Unitholders

PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM.

For use at the annual general meeting of unitholders of the Company to be held at CRESTA LODGE HOTEL, PLOT 33700 SAMORA MACHELL DRIVE GABORONE at 15h00 on Wednesday 21st February 2024.

I/We _____

(Name/s in block letters)

Of
1. _____ or failing him/her,

(Address)

Appoint (see note 2):
2. _____ or failing him/her,

3. _____ the chairman of the meeting,

as my/our proxy to act for me/us at the general meeting which will be held to consider the ordinary business, and to vote for or against the resolutions and/or abstain from voting in respect of the Linked Units registered in my/our name in accordance with the following instructions (see note 2):

Number of Linked units:			
	For	Against	Abstain
1. Ordinary Resolution 1			
2. Ordinary Resolution 2			
3. Ordinary Resolution 3			
4. Ordinary Resolution 4			
5. Ordinary Resolution 5			
6. Ordinary Resolution 6			
7. Ordinary Resolution 7			
8. Ordinary Resolution 8			
9. Ordinary Resolution 9			

Signed at _____ on _____ 2024.

Signature _____

Assisted by (where applicable) _____

Each unitholder is entitled to appoint one or more proxies (who need not be member/s of the company) to attend, speak and vote in place of that unitholder at the general meeting.

Please read the notes on the reverse side hereof.

Notes

1. A unitholder must insert the names of two alternative proxies of the unitholder's choice in the space provided, with or without deleting "chairman of the annual general meeting". The person whose name appears first on the form of proxy, and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A unitholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the unitholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the general meeting as he/she deems fit in respect of the unitholder's votes exercisable thereat, but where the proxy is the chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution. A unitholder or his/her proxy is obliged to use all the votes exercisable by the unitholder or by his/her proxy.
3. Forms of proxy must be lodged at or posted to the Company Secretary, at Acacia Building, Prime Plaza, Plot 74538, Corner of Khama Crescent Extension and PG Matante, CBD, P.O. Box 1395, Gaborone, Botswana, (or by email to mariette@time.co.bw), not later than 15h00 on Friday 16 February 2024.
4. The completion and lodging of this form will not preclude the relevant unitholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such unitholder wish to do so.
5. The chairman of the general meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he is satisfied as to the manner in which the unitholder concerned wishes to vote.
6. An instrument of proxy shall be valid for the general meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
7. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the unitholder, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the linked units in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the company not less than one hour before the commencement of the general meeting or adjourned general meeting at which the proxy is to be used.
8. The authority of a person signing the form of proxy under a power of attorney or on behalf of a company must be attached to the form of proxy, unless the authority or full power of attorney has already been registered by the company or the Transfer Secretaries.
9. Where linked units are held jointly, all joint unitholders must sign.
10. A minor must be assisted by his/her guardian, unless relevant documents establishing his/her legal capacity are produced or have been registered by the company.