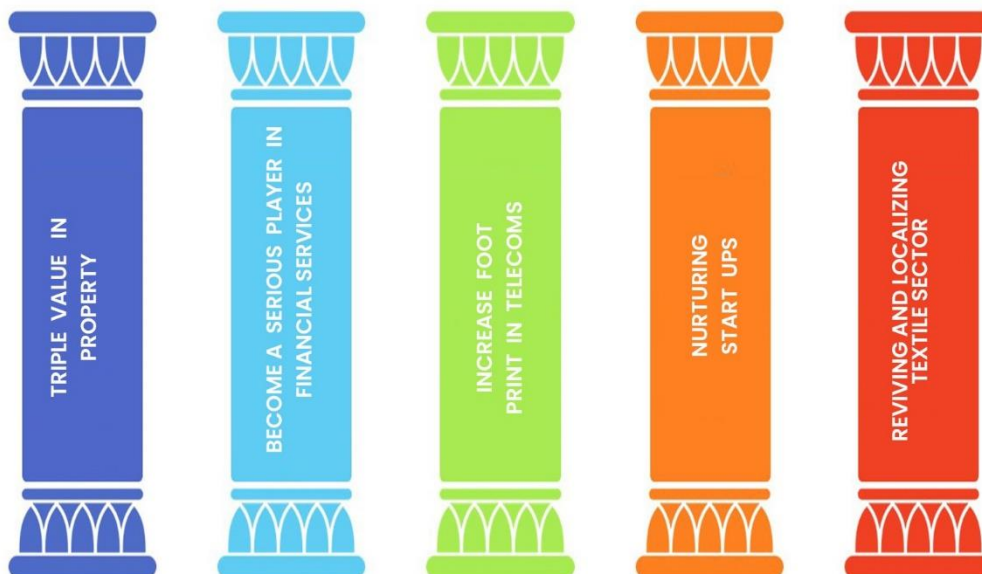




**Sekhametsi**  
Investment Consortium



**BROADENING OWNERSHIP**

**THROUGH PARTIAL LISTING ON THE MASERU SECURITIES MARKET**

**Annual General Meeting**

**13<sup>th</sup> June 2021**

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## 1 CONFIRMATION OF THE QUORUM

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The members constituting a quorum at the general meeting shall be as follows.

- 60 Shareholders present virtually or by proxy.
- All representatives of companies to submit letter of nomination or authority 48 hours prior to the meeting.
- Proxies must be received by the Corporate Secretary 48 hours prior to the meeting.
- Any number of shareholders whose combined shareholding represents at least 20% of the issued share capital.

### GUIDELINES FOR ONLINE MEETINGS

1. This is a Zoom meeting presentation.
2. A number of Board Members and Management will share content and narration (voice)
3. All other participants are “**Attendees only**”. Please ensure that your camera and microphone are switched off and muted at all times.
4. A recording of this meeting will be made available on SMICs website.  
<https://www.sekhametsi.co.ls/>
5. Queries may only be raised by Attendees during the presentation via the chat/text functionality in Zoom.
6. A Q&A slot has been reserved at the end of each section., during which selected questions will be addressed by respective presenters.
7. All questions will be responded to formally, in writing, after the meeting.
8. Voting shall be via an on-line platform.

Details on how to cast a vote to be published on the Sekhametsi website  
<https://www.sekhametsi.co.ls/>

## PRESENTATION TEAM



**Limpho Maema**

Programme Director



**Leboela Lebete**

Chairman of the Board



**Lintle Thamae**

Chairman ARC



**Lebohang Khomari**

Chairman DAC



**Matjato Moteane**

Director in Charge of  
Operations



**Tiisetso Sello-Mafatle**

Corporate Secretary

## **2 PROPOSED AGENDA FOR THE ANNUAL GENERAL MEETING**

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- 1. Confirmation of Quorum**
- 2. Confirmation of Agenda**
- 3. Minutes of Annual General Meeting of the 19<sup>th</sup> May, 2019**
  - 3.1 Correction of the Minutes
  - 3.2 Adoption of the Minutes
- 4. Minutes of the Extra Ordinary General Meeting of the 23<sup>rd</sup> February, 2020**
  - 4.1 Correction of the Minutes
  - 4.2 Adoption of the Minutes
- 5. Minutes of the Special Board Meeting of the 1<sup>st</sup> November, 2020- For Noting**
- 6. Matters Arising from the Previous Meetings**
  - 6.1 Progress Report by the Board
- 7. Directors' Report**
  - 7.1 Chairman's Report
    - 7.1.1 MSM Listing Roadmap
    - 7.1.2 MSM Listing Roadmap Special Resolution
  - 7.2 Governance Report
- 8. Financial Report**
  - 8.1 **Financial year ended 31<sup>st</sup> March 2019**
    - 8.1.1 Approval of Audited Financial Statements for the year ended 31<sup>st</sup> March 2019
    - 8.1.2 Declaration of Dividends for Financial year 2018/2019
  - 8.2 **Financial year ended 31<sup>st</sup> March 2020**
    - 8.2.1 Approval of Audited Financial Statements for the year ended 31<sup>st</sup> March 2020
    - 8.2.2 Declaration of Dividends for Financial year 2019/2020
  - 8.3 **Management Accounts for the Year Ended 31<sup>st</sup> March, 2021-For Noting**
  - 8.4 **Medium Term Forecast 2022 to 2027**
  - 8.5 **Ratification of the Appointment of Auditors for 2020/2021**
  - 8.6 **Appointment of Auditors for 2021/2022**
- 9. Special Resolutions**
  - 9.1 Share Capital Restructuring and Increase of Authorized Share Capital
  - 9.2 Approval for the Adoption of Company Own Model Articles and Amendments
- 10. Matters for Consideration.**
  - 10.1 Directors' Nomination Guidelines- For Consideration
- 11. Rotation of Directors**
  - 11.1 Election and Appointment of Directors

### 3 MINUTES OF THE ANNUAL GENERAL MEETING HELD AT AVANI LESOTHO ON SUNDAY THE 19<sup>TH</sup> MAY 2019 AT AVANI LESOTHO, MASERU AT 10H00

#### 3.1 PROCEEDINGS OF THE MEETING

THEME “Grind Now & Shine Later.”

##### AGENDA

1. Confirmation of Agenda
2. Minutes of Annual General Meeting of the 15<sup>th</sup> April, 2018
  - a. Corrections of minutes
  - b. Adoption of the minutes
3. Matters Arising from the Previous Meetings
  - a. Progress report by the Board
  - b. Shareholder’s discussion
4. Directors’ Report
  - a. Chairman’s Report
  - b. Governance Report
5. Financial Reporting
  - a. Highlights of the Financial Performance
  - b. Presentation of Medium Term Budget 2018-2022
6. Resolution
  - a. Ordinary Resolution
    - i. Approval of Audited Financial Statements for the year ended 31<sup>st</sup> March 2018
    - ii. Declaration of dividends
    - iii. Appointment of Auditors
    - iv. Ratification of acts of Directors
7. Any other business (notification of which was duly received by the Corporate Secretary prior to the 18<sup>th</sup> April, 2019.
  - i. Sustainable Succession Planning in SMIC Board
  - ii. What is the Status of SMIC’s investments in D10 Investments (Tsepong)
  - iii. Who holds title to Vodacom Park Premises?
8. Rotation of Directors

AGENDA ITEM AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS/RESOLUTIONS
Welcome, Attendance Register and Apologies	Attendance Register was duly noted, and no apologies were received.
Notice	The Notice convening the 2018/2019 AGM with explanatory notes thereto was noted and consented to by the Shareholders.
Quorum compliance to commence the AGM	The AGM was declared quorate at 10H31 as follows <ul style="list-style-type: none"> <li>• Total number of members present: 130               <ul style="list-style-type: none"> <li>○ Proxies: 2</li> </ul> </li> </ul> Number of Voting Shares Represented: 31645 of 85938 (37%)
1. Adoption and Confirmation of Agenda	The Agenda was adopted by the AGM with following addition at Appendix3 – Resolution voting form: No. 6.5

AGENDA ITEM AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS/RESOLUTIONS
	Ratification of all acts of directors. (To assist with voting of Agenda Item 6. Ratification of all acts directors).
2. Minutes of the AGM held on Sunday the 15th April, 2018	The Minutes were approved as a true and correct record of the proceedings of the meeting.
3. Matters Arising from the previous Annual General Meetings.	The Status Report of the Minutes of the 15 <sup>th</sup> April 2018 was taken as read, was discussed and duly noted.
4. Directors' Report 4.1 Chairman's Report	<p>The Directors' Report was taken as read, was discussed and duly noted.</p> <ul style="list-style-type: none"> <li>➤ The report highlighted the Board's continued commitment to sustain the performance and long-term growth of SMIC both organically and by new acquisitions.</li> <li>➤ The following financial results were highlighted: <ul style="list-style-type: none"> <li>• Grow in revenue increase by 26% from M67,074,967 to M84, 655,860</li> <li>• Earnings Per Share by 18% from 759.00 maloti to 893.00 maloti</li> <li>• Return of Equity increased by 9%.</li> <li>• Dividends Per Share increased by 82% from 210 maloti to 382 maloti. This projected to increase by 18% for 2018/2019.</li> <li>• Dividend payout was 27% of the revenue in 2017 and 39% in 2018.</li> </ul> </li> </ul>
4.2 Governance Report	<p>The Governance Report was taken as read, was discussed and duly noted.</p> <ul style="list-style-type: none"> <li>➤ Mission: To build a sought –after and well-managed multi billion Maloti worth company by 2020.</li> </ul>
5. Financial Reporting	The Financial Report was taken as read, was discussed and duly noted.
5.1 Matters for Noting	<ul style="list-style-type: none"> <li>➤ Financial Statements 2016/2017 – Summary <ul style="list-style-type: none"> <li>➤ The AGM noted the summary of the financial statements</li> </ul> </li> </ul>
5.2 Annual Financial Statements for the year ended 31 March 2018	<ul style="list-style-type: none"> <li>➤ The Consolidated and Separate Annual Financial Statements was taken as read, was discussed, duly noted and presented for approval by the AGM.</li> </ul>
5.3 Presentation of Medium Term Budget 2018 – 2022	<p>The Report was taken as read, was discussed and duly noted.</p> <ul style="list-style-type: none"> <li>➤ The AGM commended the Board on the growth in revenue coupled with prudent management of expenses is the key enabler for the projected shareholder return.</li> <li>➤ The AGM noted that going forward, the retained earnings will be utilised to diversify Sekhametsi portfolio away from telecommunications which is dominating Sekhametsi portfolio; as reported in the Chairman's Report above to ensure a balanced investment into other growing sectors that align to Sekhametsi Strategic Priorities.</li> </ul>
6. Resolutions	<ul style="list-style-type: none"> <li>• The AGM resolved to approve Minutes of the 15<sup>th</sup> April 2018 as Minuted at Agenda Item 2 above.</li> <li>• The AGM resolved to approve the recommendation by the Board and approved the Audited Financial Statements for the year ended 31<sup>st</sup> March 2018. Declaration of Dividends</li> </ul>



AGENDA ITEM AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS/RESOLUTIONS
	<ul style="list-style-type: none"> <li>• The AGM <b>resolved</b> to retrospectively approve the actual payment of M 32,828,316 as dividends at the rate of 382 per ordinary share for the period 2017 to 2018</li> <li>• The AGM <b>resolved</b> to re-appoint the current Auditors for the Financial year 2018/2019.</li> <li>• The AGM approved that the Board considers a sustainable directorship succession plan in response to a shareholder discussion on the matter tabled by Mr. Nchafatso Sello.</li> <li>• Following voting by the AGM and counting of the votes by the elections committee of the AGM the following persons duly nominated and were re-appointed to the Board: <ul style="list-style-type: none"> <li>○ Palo Kotelo</li> <li>○ Matjato Moteane</li> <li>○ Lebohang Khomari</li> </ul>                     Their period of appointment is 3(three) years ending 2022 AGM.                 </li> <li>• The AGM <b>resolved</b> to approve all acts of the Directors and officers of the company done in the best interest of the Company during the financial year 2018/2019.</li> </ul>
7. Any Other Business – Notifications received prior to the 18 <sup>th</sup> April 2019	
7.1 Sustainable Succession Planning in SMIC Board	The AGM discussed the proposal and matter was reserved for voting accordingly.
7.2 Status of SMIC's Investment in D10 Investment	The AGM was advised that D10 has since been removed from Sekhametsi's Balance Sheet and that D10 paid <u>Sekhametsi</u>
7.3 Who holds title to Vodacom Park Premises	The AGM discussed the matter and the following were noted: <ul style="list-style-type: none"> <li>➤ Sekhametsi Property has a 50 (fifty) year Sub-leasehold of the Property.</li> <li>➤ Sekhametsi should look into viability of purchasing the asset from Lesotho Housing the holder of the Lease.</li> </ul>
Closure and Date of Next AGM	Chairman of the AGM, Leboela Lebeta thanked all shareholders for their continued belief in their investment asset and the AGM closed at 13H37.

### 3.2 ADOPTION OF MINUTES

The Board recommends that the shareholders adopt and approve the Minutes of the AGM held on the 19<sup>th</sup> May 2019 as a true record of the proceedings

## 4 MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD AT AVANI LESOTHO ON SUNDAY THE 23<sup>RD</sup> FEBRUARY 2020 AT AVANI MASERU AT 10H00

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### 4.1 PROCEEDING OF THE MEETING

<p>AGENDA</p> <p>1. Confirmation of Agenda Update on the status quo in the Vodacom Lesotho and The Regulator relations.</p>
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AGENDA ITEMS AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS
1. Welcome, Attendance Register and Apologies	Attendance Register was duly noted, and no apologies were received.
Notice	Notice convening the Extraordinary General Meeting of Monday the 17 <sup>th</sup> February 2020 with explanatory note – recent development on the alleged dispute between VCL and The Regulator was noted and consented to by the Shareholders.
Quorum compliance to commence the EGM	The EGM was declared quorate at 09H20 as follows. <ul style="list-style-type: none"> <li>• Total number of members present: 110</li> <li>• Proxies: None</li> <li>• Number of Voting Shares Represented 21 454 of 85 938 (25%)</li> </ul>
1.2 Adoption and Confirmation of Agenda	The Agenda was adopted by the Extraordinary General Meeting: Update in the VCL and The Regulator relations
2 Update in the VCL and The Regulator relations	Director Khomari welcomed all present and opening prayer preceded the meeting.
2.1 Summary of the dispute VCL//LCA (The Regulator)	<p>Chairman of the EGM welcomed all present and formally introduced co-opted directors following resignations of Director N. Bereng and Director M. Moteane The co-opted directors: Director R. Sefako and Director L. Maema were welcomed by the Shareholders and their presence noted.</p> <p>➤ Chair outlined the dispute between VCL and the Regulator and impressed on the Shareholders that as a Board VCL licence is not under threat of revocation. The Government of Lesotho through the Minister Responsible for Communication is also of the same opinion that VCL licence is not under threat of revocation.</p> <p>➤ It was noted that VCL and the Regulator are in negotiations to resolve their dispute and it was highlighted that of the breaches raised by the Regulator the only one that related to Revocation of Licence is:</p>

	<p>(i) Independence of the Auditor.</p> <p>➤ The disputes are:</p> <p>(i) Penalty of M8.2m imposed by The Regulator in regulatory fees.</p> <p>(ii) Breach of Universal Fund – It was noted that:</p> <ul style="list-style-type: none"> <li>● VCL contributes to the fund and that it is VCL project.</li> <li>● That VCL has undertaken to connect the schools that have not been connected and to double the numbers of schools to be connected to internet as a gesture of good faith.</li> </ul> <p>(iii) Independence of the Auditors.</p> <p>The EGM was appraised that the issue of independence is that the Auditor is the sister-in-law of the Chairman of VCL; the Auditor being Moteane Quashie &amp; Associates.</p> <p>Chairman informed the EGM that:</p> <ul style="list-style-type: none"> <li>● Moteane Quashie &amp; Associates is registered with the Lesotho Institute of Accountants and abides by the international auditors' standards.</li> <li>● The Regulator was informed of the appointment of the Auditors.</li> <li>● The Audit Firm's Audit Partner – Quashie was the one handling VCL work and the signing of the Annual Financial Statements.</li> <li>● Chair concluded that VCL has advised itself that though the Auditors term ends March 2020 and has commenced with the Audit, the Auditors have been advised to resign; and the Audit Firm PKF will finalise the audit to ensure that the Annual Financial Statements are submitted on time and no penalties incurred.</li> <li>● VCL's opinion is still that the Auditor was legally appointed.</li> </ul>
2.2 Matters For Noting	<p>(i) It was reported that VCL is undergoing a process of separating the telecommunications services and the Mpesa as a financial service activity. Therefore, there will be two (2) Regulators.</p> <p>(ii) VCL and Sekhametsi need to do more to highlight the positive impact to the economy and in changing lives.</p> <ul style="list-style-type: none"> <li>● Monthly Mpesa transactions as ≥M500m.</li> <li>● 1.3m VCL subscribers</li> </ul>

	<ul style="list-style-type: none"> <li>(iii) Going-forward, VCL will continue engagements with the Regulator.</li> <li>(iv) Lastly, VCL will table an offer to take back its School Connectivity Project and continue with it under its Corporate Social Responsibility Initiative.</li> <li>(v) During the week (23/02/2020); VCL delegation will meet with Government to find a lasting solution.</li> </ul>
3 Closure	<p>Chair noted Shareholders concerns that VCL's impact not visible and more publicity needs to be done to highlight the positive economic and social impact of VCL.</p> <p>Chair thanked all for their invaluable contributions during the question-and-answer session and the meeting closed at 10H22.</p>

#### **4.2 ADOPTION OF MINUTES**

The board recommends that the shareholders adopt and approve the minutes of the extraordinary general meeting held at Avani Maseru on Sunday the 23rd February 2020 at a true record of the proceedings

## 5 MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS AND INVITED SHAREHOLDERS HELD ON SUNDAY THE 1<sup>ST</sup> NOVEMBER 2020 AT AVANI LESOTHO AT 14H30

### 5.1 PROCEEDING OF THE MEETING

Debriefing and Strategy Session for the Invited Shareholders following:  
EXTRAORDINARY GENERAL MEETING HELD ON SUNDAY THE 23<sup>RD</sup> FEBRUARY 2020 AT AVANI MASERU AT 09H00 RE: VCL//LCA Regulatory Matters

AGENDA ITEMS AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS
1. Welcome, Attendance Register and Apologies	Chair welcomed all present at the meeting; and the notice convening the meeting duly approved and attendance register noted.
2. Quorum	The Meeting was declared quorate with the Shareholders present through Invitation by the Board of Directors.
3. Noting of Shareholders Present	Noted
4. Adoption and Confirmation of Agenda	Agenda was adopted with no changes.
5. VCL//LCA Regulatory Matters	
5.1	<ul style="list-style-type: none"> <li>➤ Chair welcomed once again the Shareholders and presented an overview of the disputes between VCL and Lesotho Communications Authority (LCA).</li> <li>➤ Chair highlighted that the Meeting is intended to safe-guard the interests and brand image of Sekhametsi Investment Consortium. All in attendance were encouraged to participate to the discussions openly and express their opinions and make deliberations that advice on way forward.</li> </ul>
5.2 The discussions highlighted the following:	<ul style="list-style-type: none"> <li>(i) Sekhametsi is a Basotho owned brand-based Investment Company that should at all times concentrate on: <ul style="list-style-type: none"> <li>• Brand Protection</li> <li>• Growing its business and asset base</li> <li>• Intentionally share its empowerment and economic emancipation stories through testimonies of its Shareholders</li> <li>• Record and share stories of new shareholders of Sekhametsi. What motivated them to invest in Sekhametsi.</li> </ul> </li> <li>(ii) A Business Case Strategy be developed that speaks of Sekhametsi of the future; and concentrates on inter-generational wealth and a business built to last.</li> </ul>
5.3 Mandate To The Board	The Shareholders mandated the Board to formulate a brand strategy that shares and protects Sekhametsi “The Brand” – <b>“Ha re ipoleleng na re bo mang.”</b>
5.4 The Meeting <b>Resolved</b> that:	(i) Different media platforms be used to share Sekhametsi stories and Brand Power – Print, Social Media, Radio.

AGENDA ITEMS AND OPENING OF PROCEEDINGS	DESCRIPTION OF PROCEEDINGS
	(ii) Sekhametsi Shareholders are to speak in one voice about brand Sekhametsi. (iii) The brand strategy should be consistent and share stories of the hybrid of demography of the Shareholders. (iv) A Committee/Task Team be set-up to ensure consistent production of Sekhametsi Stories and Brand Power on media platforms.
6. Closure	Chair thanked all present for their invaluable contributions; and the Meeting closed with a prayer at 16H50.

## 5.2 NOTING OF MINUTES

The board recommends that the shareholders note the minutes of the the special meeting of the board of directors and invited shareholders held on Sunday the 1<sup>st</sup> November 2020 at Avani Lesotho at 14h30

## 6 UPDATE OF MATTERS ARISING FROM THE PREVIOUS MINUTES

### 6.1 MATTERS ARISING FROM MINUTES OF THE ANNUAL GENERAL MEETING HELD ON SUNDAY THE 19<sup>TH</sup> MAY 2019 AT AVANI LESOTHO AT 09H00

Agenda Item	Matter raised and noted	Status
3 3.1 Motswedi Securities// Sekhametsi Listing on the Maseru Securities Market(MSM)	Motswedi Securities: appointed as a Listing Sponsor by the AGM at its sitting of the 26 <sup>th</sup> February 2017. The AGM discussed the matter and recommended that the Board re-workshop the returns and risks of Listing to enable the Board to establish the appropriate Listing Model for Sekhametsi.	The Listing Roadmap is included as the Agenda of this meeting. Roadmap consists of the following key special resolutions. <ul style="list-style-type: none"> <li>• Capital restructuring including issue of bonus shares.</li> <li>• Adoption of Company Own Model Articles of Association</li> </ul>
3.2 SMIC Procurement Policy	Matter arose following the status Report from the Chairman's Report on the Funding of Phase1(a) Phase1(b) and Phase2 of the Former Agric Bank Building//Sekhametsi Centre.	The Board noted the AGM concern and has adapted a Procurement Policy.
4.1 Chairman's Report Capital Restructuring	Recommendation to be presented to the Board that the Shareholders be rewarded with BONUS ISSUE SHARES proportionately for ease of share trading.	See Item 3.1 above

**6.2 MATTERS ARISING FROM MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON SUNDAY THE 23<sup>RD</sup> FEBRUARY 2020 AT AVANI MASERU AT 09H00**

<b>AGENDA ITEMS</b>	<b>DESCRIPTION OF PROCEEDINGS</b>	<b>STATUS</b>
2.1 Summary of the dispute VCL/LCA (The Regulator)	<p>It was noted that VCL and the Regulator are in negotiations to resolve their dispute and it was highlighted that of the breaches raised by the Regulator the only one that related to Revocation of Licence is:</p> <p>(i) Independence of the Auditor.</p>	<p>The Operating License was eventually revoked and VCL subsequently obtained an interim court order preventing LCA to enforce its revocation. The substantive application by Vodacom Lesotho that the Revocation be set aside by the High Court was argued to finality by December 2020 and the Judgement by the Honourable Justice Moahloli is awaited.</p>
4 Closure	<p>Chair noted Shareholders concerns that VCL's impact not visible and more publicity needs to be done to highlight the positive economic and social impact of VCL.</p>	<p>The Board invited key stakeholders to a meeting to address how a campaign to "protect the Brand Reputation of Sekhametsi" could be implemented. (Refer to the minutes of the special meeting of the Board of Directors and invited Shareholders held on Sunday the 1st November 2020 at Avani Lesotho at 14h30). To this effect a Brand Protection Task Force was established which embarked various articles in;</p> <ol style="list-style-type: none"> <li>1. Print Media</li> <li>2. Radio</li> <li>3. Social Media</li> </ol>



## 7 DIRECTORS' REPORTS

### 7.1 CHAIRPERSON'S REPORT

Dear Shareholders,

#### THIS PAST TWO YEARS

Looking back on the past two financial years I am proud of Sekhametsi's accomplishment amid difficult times. As governments worldwide deal with the containment of the highly infectious, deadly COVID-19 pandemic, we are witnessing global economic turmoil on a scale unlike anything we have ever experienced in history. The effects of COVID-19, unstainable political arena, as well as increase on unemployment rate on our already ailing Lesotho economy means negative impact on investor confidence.

Nevertheless, I am delighted to advise that Sekhametsi remains cash generative and is financially sound despite having to face a swathe of unprecedented challenges. We attribute this performance to Sekhametsi's sustained focus on executing its diversification strategy diligently while striving to make a meaningful difference through corporate social investment.

#### Financially Speaking

Despite all these Covid-19 driven pressures which resulted in a slight decrease in performance, our financial position still remains resilient and ready to contribute towards shareholder value creation.

Matrix	2019	2020
Revenue Growth	<b>UP</b> by 7.42 % from 2018	<b>Down</b> by 4% from 2019
Expense to income	7.84%	6.72%
Earnings per share	<b>Up</b> by 10% from 2018	<b>Down</b> by 4% from 2019
Dividends per share	<b>Up</b> by 18% from 2018	<b>Down</b> by 23% from 2019
Dividend's payout	43% of the revenue	34% of the revenue
Return of equity	7.94%	7.33%

We remain a low geared company as witnessed by the fact that the long term loan was M47 million to an asset base of M1.1 billion. This situation highlights that there is less reliance/risk relating to assets being financed externally. Therefore it means we are attractive to financial institutions offering debt for future developments and share acquisitions.



Sekhametsi Investment Consortium and the Sekhametsi Development Trust contributed significantly to assisting the government of Lesotho to deal with the COVID-19 pandemic. This was done by acquiring the PPE for LMPS and Lesotho Nursing Association. We also

sacrificed what could have been part of our profits through various contributions made through our strategic investment partner Vodacom Lesotho. M15 million was pledged for acquisition of the Vaccine. In addition, several other initiatives by the Ministry of Health were also supported.



Sekhametsi has come a long way since its formation. Sekhametsi's asset base has increased significantly since its humble beginnings, from an initial investment of M2.8 million to an asset base worth M1.1 billion. This remarkable growth would not have been possible without a vision, unwavering years of commitment, dedication and hard work of the leadership team who never gave up on making Sekhametsi the largest empowerment group in the country. The shareholders' returns in the form of dividends has also increased significantly over this period, having started initially with zero to being rewarded annually and now being rewarded every six months.

## Review of the strategic investments



**Vodacom Lesotho** remains our flagship investment and it is still contributing the significant portion to our revenue. This is still the case despite the regulatory pressures that it has been confronted with in the last 18 months.



**Stanlib** is our asset management company regulated by the Central bank of Lesotho. It has consistently contributed around M2 million on annual basis. The challenge is that due to reliance on government pension and some few high net worth companies/individuals there is no scope for further growth.



**Letshego Financial Services** operate as a micro lender and we are now witnessing the growth in terms of profits being derived. As an event after the reporting date, dividends of M2 million on the back of the 3.5% shareholding through MDP has been received. We are also pleased to report that we acquired further 10% shareholding in MDP (70% shareholding in MDP translating to 3.5% of Letshego) for M950 000.00. The intention is to expand the scope of investment in Letshego.

**Property:** The Sekhametsi property on Kingsway has been given the necessary facelift and it is now valued at M238 million. We are able to generate the rental income of M13 million on annual basis. The board is looking at different options of sourcing the finance to complete the phase 2 of the building. The reason we are considering further development of the building is that we are receiving many applications from potential tenants.

I am also pleased to inform the shareholders that the offices of both Sekhametsi Property and Sekhametsi Investment are now housed at the company's property.



**Sekhametsi Property (Pty)** has developed the property on 50 year old lease with Lesotho Housing Corporation. The property has

Vodacom as the only tenant. The property now worth M100 million. The company is looking at opportunities to acquire land in prime areas of the country in order to grow the balance sheet. Sekhametsi property has been aggressive in terms of settling the long-term loan with the bank and the loan balance is now M16 million. Therefore, this suggest that harvesting time is approaching.



**Moruo Development:** Moruo Development is the company running the Pioneer mall and this is a property where Sekhametsi is holding 10% of the shares which worth around M36 million. The mall has not been profitable and now there were challenges to meet revenue income targets. The situation led to a dividend not being declared.

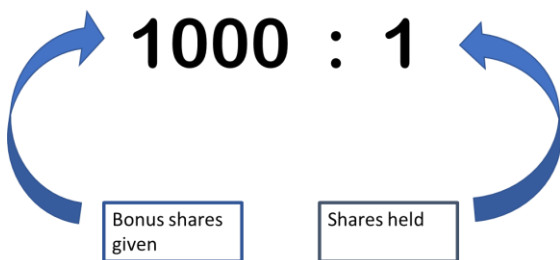


**Afri-Expo Textiles:** This is the recent acquisition made by Sekhametsi in line with diversification strategy. Sekhametsi bought 30% of the textile company which is 100% Basotho at M10 million. It is the understanding of the board that this will be a key growth area going forward.

**Development of policies and updating of the Articles of Incorporation**

The board is pleased to inform the shareholders that the following key policies have been developed: Procurement and Finance. The Articles of Incorporation have been updated to align with the Companies' Act of 2010, to set conditions for listing on Maseru Securities Exchange and growth to be supported by issuing of shares.

**Bonus to shareholders:**



The Sekhametsi Board will reward its shareholders with bonus shares as part of celebrating 20 years of existence. The board proposes that shareholders be

granted bonus shares in a ratio of 1000:1, meaning that for every 1 share held 1000 would be given as bonus shares.

This will have the impact of significantly reducing the price per share which is currently around M8500 – M10000. The rate per share creates liquidity challenges to some shareholders.

In addition, we are in the process of listing 20% of Sekhametsi on the Maseru Securities Market and the requirement is that Sekhametsi should have a minimum of 1 million issued shares. The process of issuing bonus shares means that there will be a need for alteration of shares in line with Company's Regulation 25(1) and 25(2)(b) together with Company's Act 23(1).



**Reinventing for a better future**

The board of Sekhametsi embarked on brand awareness campaign whereby a task force made up of Sekhametsi shareholders was engaged. The board recognised that there were negative sentiments about how Sekhametsi was formed and its business model. Therefore, Sekhametsi made its presence felt on social media platforms, newspapers and through radio programmes. The campaign led to visibility

of Sekhametsi's mission and vision. There is more understanding by key stakeholders on what Sekhametsi represents. The campaign generated interest among the youth, who now want to learn more about how Sekhametsi was formed, what made it successful and those with a desire to invest in Sekhametsi.

The board would like to make Sekhametsi even more inclusive or be a broad based company than it is currently. The intention is to expand the footprint in property, telecommunication and in Financial services.

Based on the above, the negotiations for acquiring an additional stake in Vodacom are at an advanced stage. Shareholders will be informed once a conclusion is reached.

As part of branding our noble company, we have revamped the Sekhametsi website to ensure our relevance to key stakeholders and mainly as a source of information to our shareholders. [www.sekhametsi.co.ls](http://www.sekhametsi.co.ls)

## **FINANCING OF THE ANTICIPATED GROWTH**

In the year 2015, Sekhametsi Investment Consortium adopted the strategic plan which entailed the vision that Sekhametsi shall worth M1 billion by 2020. The milestone was achieved and now looking forward to 2025, the plan is to quadruple the 2020 vision. Therefore, in line with SMICs reinventing for the future mantra, we are looking at financing our growth by equity and debt. As a result, meetings are being held with financial institutions and we have established the MSM committee. The

Committee is already working hard to ensure 20% of Sekhametsi is listed on the stock exchange to raise the required financing. The Listing Roadmap has provided herein.

### **7.1.1 MSM LISTING ROADMAP**

The Listing Roadmap is subject to share capital restructuring; adoption of Company Own Model Articles of Association and Increase of Authorised Share Capital.

### **7.1.2 MSM LISTING ROADMAP SPECIAL RESOLUTION**

The AGM resolves to approve a Listing Roadmap that will be determined by the Board of Directors from time to time as the Company prepares to List on the Maseru Securities Market.

## **Sincere Appreciation**

I wish to extend my sincerely appreciation to our shareholders, associates, partners and stakeholders for their unwavering support and confidence in the Board and board committees. The Board has remained steadfast in the implementation of our strategy of growth and value creation.

I would like to recognize the support and contribution of all my fellow Board colleagues, task team members, who have willingly and without prejudice, contributed their collective skills and experiences during this period.

On behalf of the Board, may I also express our gratitude for the immense contributions of our Accountant and Administration Officers during a critical and unprecedented period in the company's history!

I further wish to acknowledge shareholders and to thank them for their commitment, continued support and engagement throughout the years.

Lastly, it would be remiss of me not to, on behalf of the Board, extend my sincere condolences to those who lost their family, friends, and colleagues during the COVID-19 pandemic.



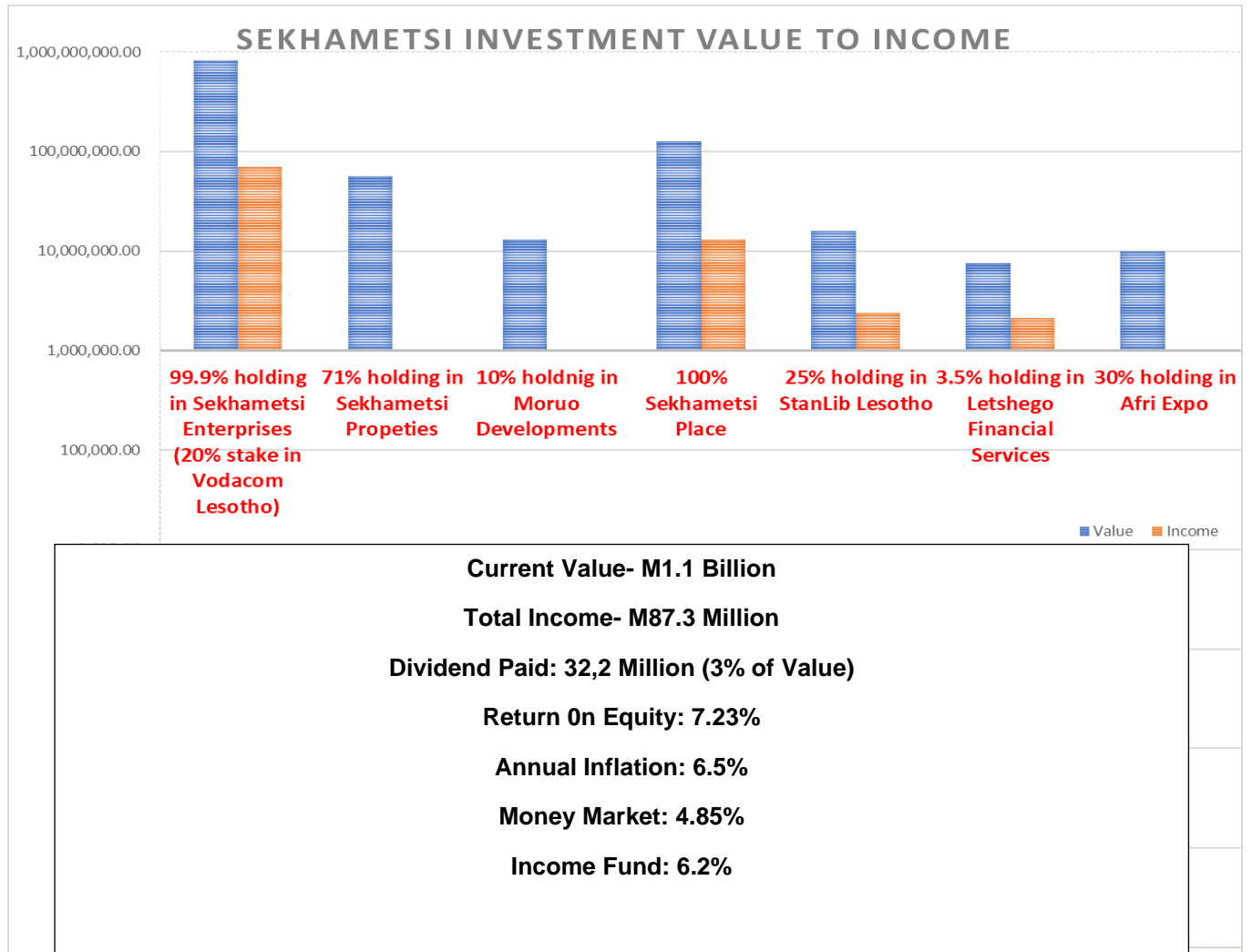
Leboela Lebete (Mr)

Chairman (on behalf of the board)

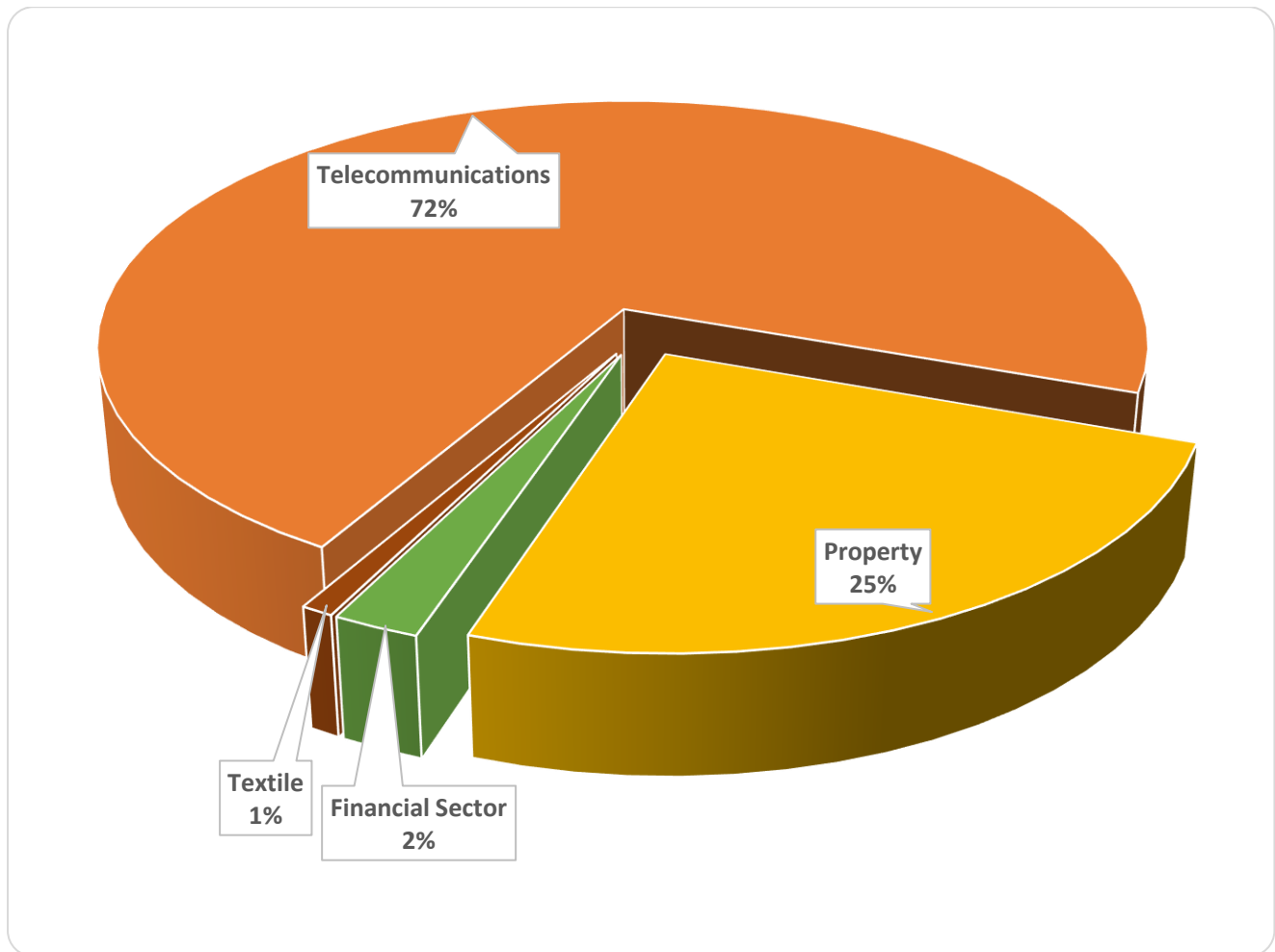
## 7.2 GOVERNANCE REPORT

### 7.2.1 COMPANY INFORMATION

The company was re-registered on 5<sup>th</sup> December 2015 in terms of the Companies Act of 2011). The company is structured as follows:



## Sector Analysis



The analysis of the financial position indicate that our investment profile is still skewed towards the Telecom Sector however as has been the strategic vision of SMIC there is now an aggressive drive to push in the following sectors:

- Financial Services
- Property
- Textiles
- Partnering with other Services sectors



## 7.2.2 DIRECTORS' INTERESTS IN SMIC CAPITAL

The following movements took place in relation to directors' shareholding in Sekhametsi's ordinary share capital:

Name of Director	Year Ending 31 <sup>st</sup> March 2019	Year Ending 31 <sup>st</sup> March 2020
Leboela Lebete	121	121
Matjato Moteane	1,309	1,309
Dr. Lebohang Khomari	230	230
Ntee Bereng	357	357 (Resigned)
Lintle Thamae	216	216
Malitsitso Moteane	458	458 (Resigned)
Palo Kotelo (Indirect)	3,157	3,157
Lerotholi Seeiso	152	152
Naleli Maphathe	91	81
Limpho Maema	N/A	10 (Appointed)
Relebohile Sefako	N/A	91 (Appointed)

### 7.2.3 ATTENDANCE OF BOARD MEETINGS BY THE DIRECTORS OF THE COMPANY 2019

Name	Designation / Roles	Expiry of Tenure	1 <sup>st</sup> Ap'nt	14/03	28/03	14/05	19/06	10/07	02/12
Leboela Lebete 6/6	Chairman of the Board	2022	2011	√	√	√	√	√	√
Palo Kotelo 5/6	Senior Director	2023	2001	√	√	x	√	√	√
Matjato Moteane 5/6	Director in charge of operations	2023	2001	√	√	√	x	√	√
Lebohlang Khomari 5/6	Director	2023	2005	√	√	√	√	√	X
Naleli Maphathe 5/6	Director	2022	2015	√	√	√	√	√	√
Lintle Thamae 6/6	Director	2021	2017	√	√	√	√	√	√
Malitsitso Moteane 4/6	Director	Resigned	2015	√	√	√	√	N/A	N/A
Ntee Bereng 4/6	Director	Resigned	2017	√	√	√	√	N/A	N/A
Lerotholi Seeiso 5/6	Director	2021	2017	√	x	√	√	√	√

#### 7.2.4 ATTENDANCE OF BOARD MEETINGS BY THE DIRECTORS OF THE COMPANY 2020

Name	Designation / Roles	Expiry of Tenure	1 <sup>st</sup> Ap'nt	29/01	6/02	12/05	18/06	4/10	8/10	25/10	1/11	30/11
Leboela Lebeta 9/9	Chairman of the Board	2022	2011	√	√	√	√	√	√	√	√	√
Palo Kotelo 9/9	Senior Director	2023	2001	√	√	√	√	√	√	√	√	√
Matjato Moteane 9/9	Director in Charge of Operations	2023	2001	√	√	√	√	√	√	√	√	√
Lebohlang Khomari 8/9	Director	2023	2005	√	x	√	√	√	√	√	√	√
Naleli Maphathe 4/9	Director	2022	2015	√	x	x	x	x	√	x	√	√
Lintle Thamae 6/9	Director	2021	2017	x	√	√	√	√	x	√	x	√
Lerotholi Seeiso 8/9	Director	2021	2017	√	√	√	√	x	√	√	√	√
Relebohile Sefako 4/9	Director	2021	2019	√	√	x	x	x	√	√	x	x
Limpho Masekese Maema 8/9	Director	2022	2019	√	√	√	√	√	√	x	√	√

## 8 FINANCIAL REPORT

### 8.1 SUMMARY OF FINANCIAL STATEMENTS 2018/2019

Refer to audited statements <https://drive.google.com/file/d/1cboj54r52LSAMcidw-klw2pxzPHqhyd/view?usp=sharing>

<b>SUMMARY OF STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME</b>				
	<b>2019</b>	<b>2018</b>	<b>% Change</b>	<b>Comments</b>
REVENUE	88,936,755	84,655,860	5%	The increase is caused by higher share of profits from our associates, Vodacom Lesotho and Stanlib Lesotho.
OPERATING EXPENSES	7,134,360	3,429,735	108%	The increase is because of dismantling costs at Sekhametsi Place. (the cost of removed components which were to be replaced).
OPERATING PROFIT	81,802,395	81,226,125	1%	
FINANCE INCOME	2,002,014	924,941	116%	The increase is due to 21 million that was fixed with Standard Lesotho Bank on an interest earning account.
FINANCE COSTS	5,636,772	4,865,918	16%	Additional interest charges on loan facilities.
NET PROFIT FOR YEAR	78,167,637	77,285,148	1%	
TAX	364,663	535,782	-32%	The decrease is due to less taxable Sekhametsi Properties income.
PROFIT AFTER TAX	77,802,974	76,749,366	1%	
<b>Statement of Financial Position As At 31st March 2019</b>				
INVESTMENT PROPERTY	148,190,954	121,806,966	22%	Increase is caused by additions to our investment property (Sekhametsi Place)
EQUITY ACCOUNTED INVESTMENTS	834,657,675.00	812,412,660.00	3%	The increase is due to retained share pf profit from our associate being Vodacom Lesotho.
INVESTMENT IN MORUO	12,872,080	12,872,080	0%	No change
TOTAL NON-CURRENT ASSETS	995,720,709	947,091,706		
TOTAL CURRENT ASSETS	57,902,728	81,845,895		The decrease is due to utilization of funds towards construction cost.
TOTAL ASSETS	1,053,655,652	1,028,956,629	2%	
ISSUED CAPITAL	2,858,098	2,858,098	0%	No change

RETAINED EARNINGS	297,215,523	257,288,725	16%	The increase is due to current year retained earnings.
OTHER COMPONENTS OF EQUITY	680,097,387	694,680,425	-2%	The decrease is due to movement between non distributable reserves.
TOTAL EQUITY	980,171,008	954,827,248		
NON-CONTROLLING INTEREST	15,493,498	15,096,245	3%	The increase is due share of profit of Sekhametsi Properties attributable to Minority Shareholders.
BANK LOAN	35,825,845	43,202,388	-17%	The reduction is mainly due to repayment of the loan.
CURRENT LIABILITIES	22,165,301	15,830,748	40%	The increase is due to outstanding construction costs at year ended on Sekhametsi Place renovations.
TOTAL EQUITY AND LIABILITIES	1,053,655,652	1,028,956,629	2%	

#### **8.1.1 APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019.**

The Board recommends that the shareholders approve the audited financial statements for the year ended 31<sup>st</sup> March 2019.

#### **8.1.2 DECLARATION OF DIVIDENDS FOR FINANCIAL YEAR 2018/2019**

The Board recommends that shareholders approve dividends declaration of M450.00 per ordinary share for the financial year ended 2018/2019 payable as follows;

- An interim dividend of M215.00 per share, which were paid out in January 2019.
- Final dividends (subject to approve of audited financial statements for 2018/2019) of M235.00 per share paid in June 2019.

## 8.2 SUMMARY OF FINANCIAL STATEMENTS 2019/2020

Refer to audited statements (<https://drive.google.com/file/d/100GHqaGDPu6TBGgHsYDYXX-WF4iZLLHV/view?usp=sharing>)

<b>SUMMARY OF STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME</b>				
	<b>2020</b>	<b>2019</b>	<b>% Change</b>	<b>Comments</b>
<i>REVENUE</i>	86,778,442	88,150,237	-2%	Additional rental income from Sekhametsi Place of 3 million offset by decrease in dividends.
<i>OPERATING EXPENSES</i>	5,789,257	7,134,360	-19%	The decrease is due to less administrative expenses.
<i>OPERATING PROFIT</i>	80,989,185	81,015,877	0%	
<i>FINANCE INCOME</i>	536,503	2,788,532	-81%	The decrease is due cash withdrawn from interest earning account to utilization of funds for completion of Sekhametsi Place project.
<i>FINANCE COSTS</i>	6,162,028	5,636,772	9%	The increase is due to interest paid on additional loan funding which was sourced from Nedbank Lesotho for completion of the Sekhametsi Place project.
<i>NET PROFIT FOR YEAR</i>	75,363,660	78,167,637	-4%	
<i>TAX</i>	484,875	364,663	33%	The increase is due tax paid by Sekhametsi Properties on its improved taxable profits.
<i>PROFIT AFTER TAX</i>	74,878,785	77,802,974	-4%	The decrease is mainly due to reduced share of profits from Vodacom Lesotho.
<b>Statement of Financial Position As At 31st March 2020</b>				
<i>INVESTMENT PROPERTY</i>	194,161,091	148,190,954	31%	The increase is due to additions to Sekhametsi Place cost of investment.
<i>EQUITY ACCOUNTED INVESTMENTS</i>	860,054,244.00	834,658,675.00	3%	The increase is due to retained share our profits from the associate Vodacom Lesotho.
<i>INVESTMENT IN MORUO</i>	12,872,080	12,872,080	0%	No change
<i>TOTAL NON-CURRENT ASSETS</i>	1,067,087,415	995,721,709		
<i>TOTAL CURRENT ASSETS</i>	56,076,855	57,902,728		
<i>TOTAL ASSETS</i>	1,123,164,270	1,053,624,437	7%	

<i>ISSUED CAPITAL</i>	2,858,098	2,858,098	0%	No change
<i>RETAINED EARNINGS</i>	324,228,856	297,215,518	9%	The increase is due to current year retained earnings.
<i>OTHER COMPONENTS OF EQUITY</i>	692,970,929	680,097,387	2%	
<i>TOTAL EQUITY</i>	1,020,057,883	980,171,003		
<i>NON-CONTROLLING INTEREST</i>	15,952,976	15,493,498	3%	The increase is due to share of Sekhametsi Properties share of profits to minority shareholders.
<i>BANK LOAN</i>	56,294,316	35,825,846	57%	Additional funding sought from Nedbank for completion of Sekhametsi Place project.
<i>CURRENT LIABILITIES</i>	30,964,913	22,165,305	40%	The increase is due to outstanding construction costs at year end and bank overdraft.
<i>TOTAL EQUITY AND LIABILITIES</i>	1,123,270,088.00	1,053,655,652.00		

### **8.2.1 APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020**

The Board recommends that the shareholders approve the audited financial statements for the year ended 31<sup>st</sup> March 2020.

### **8.2.2 DECLARATION OF DIVIDENDS FOR FINANCIAL YEAR 2019/2020**

The Board recommends that shareholders approve dividends declaration of M345.00 per ordinary share for the financial year ended 2019/2020 payable as follows;

- An interim dividend of M150.00 per share, which were paid out in January 2020.
- Final dividends (subject to approve of audited financial statements for 2019/2020) of M175.00 per share paid in August 2020.

### 8.3 MANAGEMENT ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

The Management accounts will be uploaded on the Website prior to the meeting.

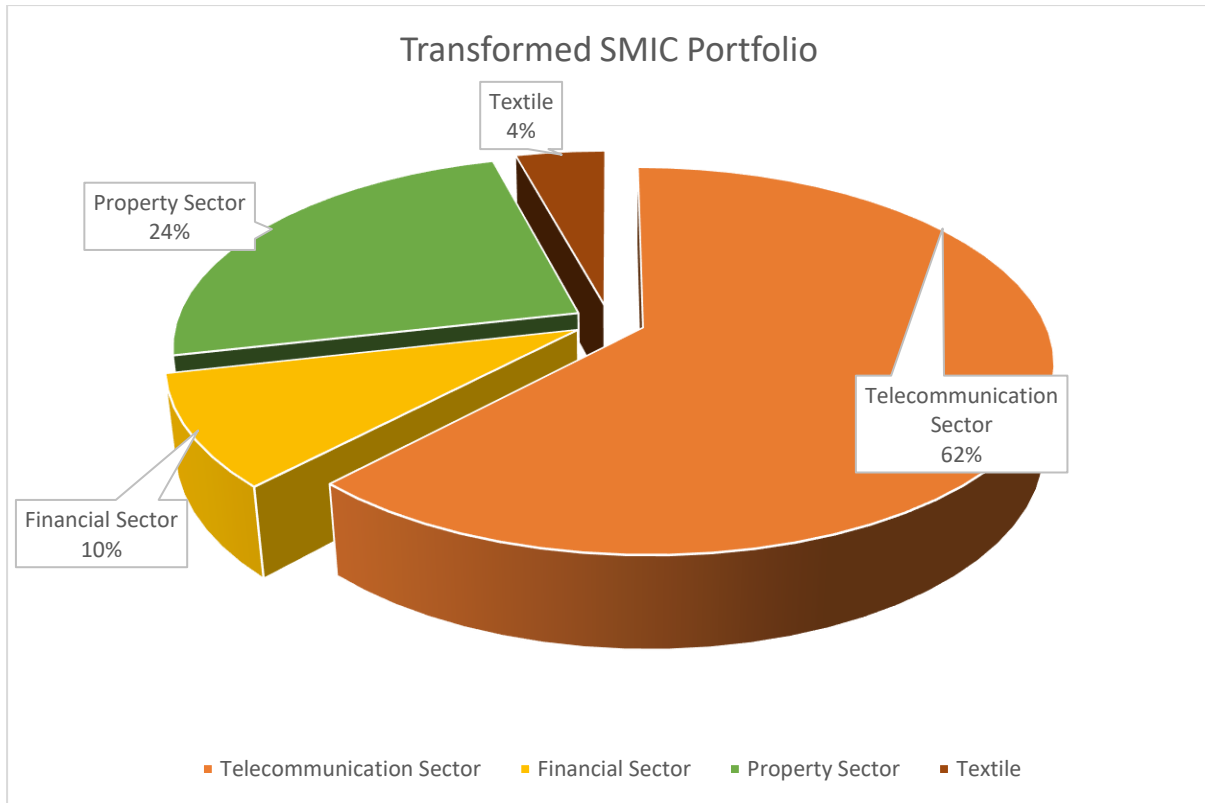
### 8.4 MEDIUM TERM FORECAST/ ALIGNMENT OF OUR STRATEGIC PRIORITIES

	2020/21	2021/22	2022/23	2023/24	2024/25	2025/26	2026/27	TOTAL
	Million M	Million M	Million M	Million M	Million M	Million M	Million M	Million M
REVENUE	72.5	89.70	139.98	177.13	190.33	204.99	219.98	1,094.61
EXPENSES	11.47	12.27	13.13	14.05	15.04	16.09	17.05	99.10
NET PROFIT	61.03	77.43	126.85	163.08	175.29	188.9	202.93	995.51
SHAREHOLDER DISTRIBUTION (GROWTH OF 7.5%)	32.23	34.65	37.25	40.04	43.04	46.27	49.74	283.22
BALANCE AVAILABLE FOR INVESTMENT	28.8	42.78	89.60	123.04	132.25	142.63	153.19	712.29
LOAN REPAYMENT	11.8	11.8	11.20	11.20	11.20	11.20	11.20	79.60
BALANCE AFTER LOAN REPAYEMENT	17.00	30.98	78.40	111.84	121.05	131.43	141.99	632.69

#### Projects in the Pipeline

- a. 300 million for additional stake in the Telecom Sector
  - i. Raise equity.
- b. 100 million investment in Data Centre Business
  - i. Debt
- c. 50 million additional stakes in Letshego Financial Services
  - i. Retained earnings.
- d. 100 million Working Capital through Shareholder Funding to Letshego
  - i. Retained earnings.
- e. 200 million investment added in Sekhametsi Place.
  - i. Debt
  - ii. Retained earnings.
- f. 15 Million Mergence
  - i. Retained earnings
- g. 50 Million Start-ups
  - i. Retained Earnings
- h. 75 Million Laundry Plant and Factory shells
  - i. Debt





**8.5 RATIFICATION FOR THE APPOINTMENT OF AUDITORS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021.**

The Board recommends the ratification of appointment of New Dawn Chartered Accountants for the Financial Year Ended 31 March 2021.

**8.6 APPROVAL FOR APPOINTMENT OF AUDITORS FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2022.**

Following a recommendation by the Audit and Risk Committee (ARC), the Board approved a recommendation that New Dawn Chartered Accountants be appointed as Auditors of the Company for the Financial Year Ending 31<sup>st</sup> March 2022.

## 9 SPECIAL RESOLUTIONS

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### 9.1 PROPOSAL FOR THE APPROVAL OF THE BONUS ISSUE SHARES

#### 1. Introduction

The proposal presents to the AGM for its consideration and approval, the proposed bonus issue in the ratio of 1000:1 to the shareholders, to be effected on a date as may be determined by the board of directors after approval of shareholders in the general meeting.

#### 2. Rationale

Sekhametsi Investment Consortium's issued share amount to M 2 858 098 with M34 as book value per share. The capital had been constant since the formation of the company despite the exponential growth realized by the company. Sekhametsi's asset base growth led to shares being traded at amounts ranging from M8500.00 to M10000.00 per share. The market value per share has significantly increased in such a manner that there is a huge gap between the book value and the market value per share.

There is also a need to increase the number of shares in order for Sekhametsi to list on the Maseru Securities Market as the requirement is that a company should have a minimum of 1000 000 issued shares. The market price per share is highly concentrated and this situation creates the liquidity problems for willing sellers and buyers of the SMIC shares.

#### 3. Benefits

- a. The issue of the bonus shares will lead to an increase of the SMIC's issued capital reflecting the fair value of the assets held.
- b. Resolving liquidity challenges when trading the shares.
- c. Shareholders will benefit when selling shares as the share split leads to more shares being held and as a result a certain number of shares can be sold and still remain with other shares.
- d. Sekhametsi to meet the minimum number of shares requirement to list 20% shareholding on the Maseru Stock Exchange where it is to raise funding to finance anticipated growth.
- e. The indicative market value per share to range from M11.52 to M17.58 maloti per share.

#### 4. Recommendation

Wherefore, the AGM is called upon to Adopt and Pass a Resolution approving the Share Capital Restructuring.

## **5. Appendix**

The appendix showing the bonus issue workings and options for 20% listing of the SMIC shares is attached.

<b>APPENDIX 1: BONUS ISSUE/CAPITAL ALTERATION PROPOSAL</b>				
<b>STEP 1</b>	<b>BONUS ISSUE PROPOSAL</b>			
	CURRENT	PROPOSED		
Issued Ordinary Share	85000			
BONUS SHARES		85000000		
BONUS SHARES @1000 FOR 1 +existing shares		85085000		
PRICE PER SHARE IN MALOTI	9000	<b>17.58</b>		
Issued Share Capital	85000	<b>85085000</b>		
Current equity per books + amount from reserves (M)		980171008		
Price per share after bonus issue (split of shares)(M)		11.52		
Financing of the bonus shares:				
Other components of equity reserve		680097387		
Retained earning		297215523		
Amount to be transferred to Issued Capital		<b>977312910</b>		
<b>STEP 2</b>	<b>Maseru Securities Market Placement</b>			
	<b>SHARES FOR LISTING PURPOSE AT THE MINIMUM OF 20% SHAREHOLDING</b>			
EQUATING total number of shares to 80%	80	980171008		
20% to be listed	20	245042752		
	<b>100</b>	<b>1225213760</b>		
Number of shares @80%	<b>80</b>	<b>85085000</b>		
Number of shares @20%	<b>20</b>	<b>21271250</b>		
	<b>100</b>	<b>106356250</b>		
1. The par value of shares after the bonus issue shall be M11.52 per share				
<b>OPTION 1 FOR 20% SHARES TO BE LISTED</b>				
Shares are sold at par value, the amount to be raised shall be (11.52 X 21271250)= M245 044 800				
<b>OPTION 2</b>				
4. Offer @ 50% premium the funds to be raised shall be ((17.58 X 21271250)= M367 567 200				
<b>OPTION 3</b>				
YOUTH EMPOWERMENT: SELLING 20% OF THE SHARES TO BE OFFERED AT PAR VALUE FOR YOUTH UNDER 35				
	shares	rate	Amount (M)	
1. 20% of 21271250 = (4 254 250)	4,254,250	11.52	49008960	
2. 80% of 21271250 = (17017 000)	17017000	17.58	299158860	
3. 100% of shares to be placed	<b>21,271,250</b>		<b>348167820</b>	
<b>NOTE: Calculations were based on financial statements for the year ending 31st March 2020.</b>				

## 9.2 APPROVAL FOR ADOPTION OF COMPANY OWN MODEL ARTICLES OF INCORPORATION

### AGM PAPER:

Adoption of Company Own Model Articles of Association

1. The current Articles of Association of SMIC are modelled from the repealed Company Act No.25 of 1967.
2. The Companies Act.18 of 2011, provides for a Company to alter and adopt **Company Own Model Articles of Association** through a Special Resolution.
3. The Amendments made to the Standard Articles of Association are already what the Company had adopted. By way of example: Written Resolution Forms used for voting; and Electronic voting will be added as well on voting by the Shareholders.
4. Addition to the Articles of Association materially include Listing of the Company on Securities Market.

### Recommendation

Wherefore, the AGM is called upon to Adopt and Pass a Resolution approving the adoption of Company Own Model Articles of Association of Sekhametsi Investment Consortium Limited.

### Link:

[https://drive.google.com/file/d/1Rnef1dJeDwAuO36Mg\\_vNC1wwOIJqDQ0l/view?usp=sharing](https://drive.google.com/file/d/1Rnef1dJeDwAuO36Mg_vNC1wwOIJqDQ0l/view?usp=sharing)

## 10 MATTER FOR CONSIDERATION

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### 10.1 DIRECTORS' NOMINATION GUIDELINES FOR CONSIDERATION

#### 1. Introduction

The proposal presents to the AGM for its consideration the need to develop and adopt an internal framework to guide the nomination of directors. The process will document the current practice that has served the company well thus far, but also align with current and

anticipated developments in the operating environment of the company and its affiliated entities<sup>1</sup>.

## **2. Rationale**

Having a documented process ensure that SMIC has a fit for purpose process, makes it possible to review periodically to ensure that it is in line with the law and regulatory requirements. Having a documented and good nominations policy provides the shareholder and company with a uniform process of appointing Board of Directors that meet regulatory requirements. It further boosts investor confidence in the company and enables relationships with affiliates. The framework also supports the vision and strategic direction of the company<sup>2</sup>.

## **3. Guidelines Development Process**

- a. Shareholders are requested for their views and input into the process as they are they have the sole authority to appoint Board of Directors.
- b. The views and input will inform and guide the content of the guidelines.
- c. The process of developing the guideline will continue post the AGM and the final draft be presented at the next AGM for full consideration by shareholders.
- d. Written submissions will be open for a period of a month from the date of the current AGM.
- e. The Board of directors have taken the liberty of developing a working document attached here to for shareholders scrutiny and input.

## **4. Recommendation**

That the AGM notes and consider the proposal.

**LINK:**

<https://drive.google.com/file/d/1LpBjWPcx-OufFF3nQAuyvakTjOmE3EPx/view?usp=sharing>

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<sup>1</sup> SMIC representative directors in the financial sector interests must undergo the CBL fit and proper test. It is also in anticipation of likely tightening with the adoption of the Mohlomi Code and developments in the telecoms sector.

<sup>2</sup> Listing on Maseru Stocks Market regulated by CBL and good governance requirements.

## 11 ROTATION OF DIRECTORS

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### 11.1 PREAMBLE: ELECTION AND APPOINTMENT OF DIRECTORS

In terms of **Article 53.3** of the Articles of Association at least 33% of the directors serving shall retire at the annual general meeting and that such retiring director shall be eligible for re-election (if available).

The longest serving members of the board are:

- Ms. Lintle Thamae
- Mr. Lerotholi Mathealira Seeiso
- Mr. Relebohile Sefako

### 11.2 LIST OF CANDIDATES

In terms of the notice for the Annual General Meeting, the nominations closed on the 7<sup>th</sup> May 2021. The following persons have been nominated and declared candidates for the positions of director on annual rotation status.

No.	Nominee	Proposer	Secunder	Signed by Nominee	Profile Attached
1	Lintle Thamae	Moroesi Mothala	Lebohang Mohau	Yes	Yes
2	Lerotholi Seeiso	Tsebang Putsoane	Boithatelo Khatleli	Yes	Yes
3	Morake Raleaka	Makhotso Molefe	Lekhooa Lekhooa for Lesotho Oblates	Yes	Yes
4	Relebohile Sefako	Motsotuo Makoa	Matjato Moteane	Yes	Yes

## 11.3 PROFILES OF NOMINEES

### 11.3.1 Lintle Juliet Thamae (Ms)

**Born: 20<sup>th</sup> March 1966**

**Contact: 00266 58850484**

Qualifications and work experience:

- Currently – Head of Financial Accounting Department Lesotho Electricity Company (Pty) Ltd since 2007.
- Has been Acting General Manager – Finance at the Lesotho Electricity Company from December 2015 until June 2018.
- Worked in the Finance division of the Lesotho Electricity Company since 1987.
- Member of the Lesotho Institute of Accountants.
- Master of Business Administration 2006 – University of Kwazulu Natal
- PGDP in Business Administration 2004 – University of Kwazulu Natal
- Licenced Accountant – Centre for Accounting Studies 1991

Other assignments:

- Sekhametsi Investment Consortium – Board Member and Member of Audit and Risk Committee.
- Sekhametsi Properties (PTY) LTD – Board Member and Chairman of the Audit and Risk Committee.



### 11.3.2 Lerotholi Seeiso (Mr.)

P.O. Box 1358, Maseru 100  
+266 63593325 Cellular  
[tholos@hotmail.com](mailto:tholos@hotmail.com)

#### **WORK EXPERIENCE**

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##### **Redbird (Pty) Ltd**

Sept 2012 – Present

Founder and Managing Partner

Founding member of Redbird (Pty) Ltd. Redbird has exclusivity on the Barcelos Flame Grilled Chicken Franchise in Lesotho. The company currently operates three restaurants in the country; at Maseru Mall, Fairways Plaza and Pioneer Mall.

##### **Share Legend (Pty) Ltd**

June 2004 – Present

Portfolio Manager

Founding member of Share Legend, which is a boutique asset management company that has over one billion rands worth of assets under management.

We build bespoke share portfolios for our clients that would like to create or preserve their wealth using listed investments on any registered share exchange, based on their risk tolerance and investment horizon.

##### **Sasfin Frankel Pollak Securities**

Sept 1999 – May 2004

Junior Portfolio Manager

Assisting in the management of a book of approximately R450 million consisting of private clients and pension funds.

Duties include:

- Developing customized portfolio recommendations for clients, depending on their financial resources and tolerance for risk.
- Implementing recommendations, whilst keeping clients apprised of the status of their investments.
- Handling queries and ensuring that client accounts are up-to-date on both the BDA and SMAC system.
- Managing the order book for the Portfolio Management division, in both equities and gilts.
- Researching and analyzing various investment instruments, primarily stocks and bonds, and the market conditions affecting those instruments.
- Assisting in writing and compiling the necessary financial data for the daily morning newsletter and the monthly newsletter.

## **EDUCATION**

### **TERTIARY DEGREE**

**Memorial University of Newfoundland** Sept 1993 – Aug 1998  
*St. John's, Newfoundland, Canada*

B. Comm (Co-operative) Degree – Majored in Finance and Sales.

### **SECONDARY EDUCATION**

**Machabeng High School** Aug 1990 – Jun 1992

International Baccalaureate

**Machabeng High School** Aug 1985 – Jun 1990

International General Certificate of Secondary Education

### **FURTHER EDUCATION AND QUALIFICATIONS**

**Association for Investment Management and Research (AIMR)** Nov 2000 – 2002

Passed the first year of the Chartered Financial Analyst program

**South African Institute of Financial Markets** Aug 1999 – Jul 2001

Passed all five modules, and preparing towards SAFEX accreditation

**Canadian Securities Institute** Mar 1997 – Jun 1998

Canadian Securities Course Certificate

### **COMPUTER EXPERIENCE**

#### **Market Related**

BDA and SMAC Soft Portfolio Management Systems;  
I-Net Bridge Station, Workstation and I-Graph.

REFERENCES AVAILABLE UPON REQUEST

### 11.3.3 Morake Raleaka (Mr.)

#### CURRICULUM VITAE

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P.O. Box 1429

Maseru 100 – Lesotho.

**Nationality:** Lesotho

Mobile: (+266) 5885 2390

E-mail: [raleakam@gmail.com](mailto:raleakam@gmail.com)

**Born:** 03-October-1984

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#### **Skills Summary**

- Fluent in both English and native languages - currently learning French.
- Computer literate and proficient in Microsoft office applications, iOS, web design, Pastel, integrated payroll & ACCPAC.
- Advanced administration portfolio management and possess articulate strategic management skills.
- Professionally advanced on preparation and execution of executive Board meetings.
- Excellent negotiator and advanced skills on value proposition development.
- Competent with corporate documents development and profiling.
- Conversant with budgeting processes, accounting functions including handling of auditing processes.
- Advanced with corporate governance and its essential elements.
- Confident with brand management and equity attributes.
- Fully acquainted with project management tools and project leadership.
- Facilitate sports orientated governance seminars & leadership forums at international level.
- Facilitate strategy formulation at both local & international level;
- Conversant with major Games bidding processes and bid document defense strategy; &
- Fully acquainted with the milling (manufacturing) industry from operational/technical to financial reporting.

#### **Leadership Skills and Strategic Management**

- Secretary General (Corporate Secretary – Lesotho NOC) February 2013 to present.
- Board Ex-officio – CEO of Local Organizing Committee: Region 5 Youth Games Maseru 2021 Dec 2018 to present;
- Board Secretary – CEO of Local Organizing Committee: Maseru 2026 African Youth Games Dec 2018 to present;
- Acting Chairperson - Board of Trustees: Sekhametsi Development Trust – April 2021 to present;
- Vice Chairperson - Board of Trustees: Sekhametsi Development Trust – October 2018 to March 2021;
- Founder & Executive Director – R Inc Consultancy Firm - May 2020 to present;
- Executive Chairperson – Safety Professionals (Pty) Ltd - May 2020 to present;
- Deputy Chairperson - Executive Board Member: Skillshare Led Consortium – May 2017 to Dec 2018;

- Head of Bidding Team of ANOCA 4<sup>th</sup> African Youth Games Bidding Team – Lesotho’s Compact (2018 bidding process submission) – Lesotho won the Games Hosting Bid;
- Global Fund Selection Panelist for 2017 Grants (excess of US\$98 million) allocation to local bidders;
- Member of Global Fund Proposal Development Committee in Lesotho – Feb 2017 to Dec 2018;
- Member of Technical Working Group for UNFPA – August 2017 to Dec 2018;
- Board Member - Country Coordinating Mechanism in Lesotho (CCM) for all Global Fund Grants – Jan 2017 to Dec 2018;
- Deputy Chairperson of Ministry of Sport - Policy Development Committee – April 2016 to Nov 2016;
- Head of Organizing Committee of African NOCs Secretaries General Seminar - Lesotho’s 1<sup>st</sup> Continentalevent hosting – Oct 2015;
- National Course Director (IOC accredited Sport Administration Courses) – October 2015 to present;
- Chef de Mission - Team Lesotho for **London 2012** Olympic Games;
- Chef de Mission - Team Lesotho for **Singapore 2010** Youth Olympic Games;
- Treasurer (Executive Board Member – LNOC) February 2009 – 2012;

#### **International Sport Functional Offices**

- Member of ANOCA Continental Marketing Commission (2018 to present); &
  - Member of Technical Working Committee African Union (Region 5) – COSANOC Representative.
- 

#### **Work Experience**

- Chief Executive Officer – Local Organizing Committee (LOC) - **AUSC Region 5 Youth Games Maseru 2021** (December 2018 to present) patronized by the Ministry of Sport Lesotho;
- Chief Executive Officer – **LOC - Maseru 2026 African Youth Games** (October 2018 to present) patronized by ANOCA through the Lesotho NOC;

- Founder and Executive Director of R Inc Consultancy (May 2020 to present).
- Team Leader & Champion of Lesotho's Compact for 4<sup>th</sup> **ANOCA AYG Bidding Stage**;
- Substantive Chief Executive Officer & Secretary General - **LNOC** from October 2013 to present (**Seconded to LOCs**);
- Head of Inventory & Costing Section – **Lesotho Flour Mills Ltd (US Subsidiary Company)** from 2011 to 2013;
- Inventory Accounts Officer – **Lesotho Flour Mills Ltd (US Subsidiary Company)** from 2009 to 2011;
- Assistant Production Manager – **Lesotho Flour Mills Ltd (US Subsidiary Company)** from 2007 to 2009;
- Shift Miller – **Lesotho Flour Mills Ltd (US Subsidiary Company)** from 2005 to 2007; and
- Mill Technician – **Lesotho Flour Mills Ltd (US Subsidiary Company)** from 2003 to 2005.
- October 2013 to present Chief Executive Officer Lesotho National Olympic Committee Summary of Sport Executive Management Conduct (from 2013 to present):
  - Facilitator and an executive driver of the Long Term LNOC Strategic Plan;
  - Custodian of the LNOC Business Plan derived from the Strategic Plan;
  - Initiator and Champion of the Performance Management System (PMS) of the LNOC;
  - Provides timely monthly Board Pack(s) and present organisational periodical performance position to the Board;
  - Liaison desk with the Government of Lesotho, through the Ministry of Sport;
  - Champions of risk management programme as well as Health and Safety initiative;
  - Overall leadership of the LNOC Office operations through, amongst others, ensuring:
    - Effective and efficient accounting for income, expenses, assets and control of liabilities of the LNOC;
    - Budgeting and budgetary control;
    - Staffing, staff welfare and overall efficient human resources function management;
    - Effective and efficient functioning of LNOC complimentary Commissions;
    - Custodian of effective and adherence to Institutional Framework of the LNOC;
    - Effective strategic awareness engagement to general secretariat;
    - Champion of mentorship and on job training support dedicated to line managers.
  - High level validation of departmental planning process to synch with the

- organisation strategy;
- Champion of corporate governance and overall organisational culture;
- Establishment of strategic partnerships both international and locally;
- Ensuring consistent increase of membership of national federations within the LNOC;
- Facilitation of organisational conflict resolution in relation to sport business both local and international; and finally,

Serves as a Secretary General of the LNOC Board and operationally manages a team of 20 diverse professionals.

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### **Education and Professional Record**

1. **Executive Masters in Sport Organisation Management (MEMOS)** - (Université Catholique de Louvain, Belgique/University of Lausanne, Switzerland) **pass with Distinction** September 2015;
  2. Association of Chartered Certified Accountants (ACCA) General Accountant Certificate On-going;
  3. **ACCA Certified Accounting Technician (CAS, Maseru Lesotho)** October 2007;
  4. **Advanced Diploma in Flour Milling and Management** (National Association of British and Irish Millers(Nabim)) July 2008;
  5. **Intermediate Certificate in Flour Milling and Management** (Nabim ) July 2006;
  6. **Computer Business Solutions** in June/July 2011:
    - Advanced Windows Applications;
    - Pastel Accounting and Payroll; and
    - ACCPAC.
  7. **Cambridge Overseas School Certificate (COSC)** ( Life High School) February 2003.
- 

### **Referees**

Mrs. M. MOILOA-RAMOQŌPŌ (**+266 6200 8848**)  
**7200**)

International Olympic Committee (IOC) Member  
President – Lesotho National Olympic Committee

Email: [mmramoqopo@gmail.com](mailto:mmramoqopo@gmail.com)

Mr. Sam MPHAKA (**+266 5886**)

Senior Partner  
PKF Lesotho

Email: [samson.mphaka@pkf.com](mailto:samson.mphaka@pkf.com)

### 11.3.4 Relebohile Sefako (Mr.)

#### Personal Details

Name: Relebohile Sefako  
Postal Address: P.O. Box 15565, Maseru, 100, Lesotho  
Contact Details: email: [r.sefako@yahoo.com](mailto:r.sefako@yahoo.com)

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#### Summary

Mr Relebohile Sefako is currently a Board Member of

- SMIC and part of Investment Committee Portfolio. He was co-opted in December 2019 and has since been a valuable member of the board and **seeking re-election to the board for the full term.**
- Tsebo Solutions Group Lesotho and holds a portfolio of Chairperson since 2015 to date.

Mr Relebohile Sefako professional experience started in the Employment world (LHDA) from 1999 – 2003 as Power Engineer to starting up/Co-founding business in the Engineering sector (PowerConsult Projects) to Integrated Facilities Management (Industrial Catering, Building Maintenance, Hygiene and Cleaning, Utilities Management, Security) (Tsebo Solutions Group Lesotho).

It is during this period that Mr Relebohile Sefako acquired skills in business leadership, Merger and Acquisition, Negotiations Skills, Big Projects Expertise and Business Development.

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#### Professional Experience

1. Director and Chairperson Tsebo Solutions Group Lesotho (Pty) Ltd (2015 – Present)

Tsebo is a Facilities management companies that offers service to clients so that they can focus on their core business- Services offered are;

Hygiene and Cleaning, Facilities Management, Industrial Catering, Remote Camps Building and Management, Operation of accommodation facilities, Project management, Energy Management,

Key Responsibilities

- Chairman of the board of Directors
- Lead the Growth of Tsebo Solutions in Lesotho

2. Director (Investment Committee) – Sekhametsi Investments Consortium

Sekhametsi Investment Consortium is an investment company of over 300 Basotho nationals with investments in

- Telecommunication – (Vodacom Lesotho),
  - Financial sector(StanLib)
  - Property (Vodacom HQ in Maseru, FNB Building Kingsway Maseru, Pioneer Mall) and
  - Manufacturing. (Textile)
3. Power Engineer - LHDA Phase IB (1999 – 2004)

**Key Responsibilities**

- Contracts Engineer for LEC /LHDA Electrical maintenance contract
  - Operation and Maintenance of electrical infrastructure of supplying Mohale and Katse dam.
  - Design and Construction of electrical infrastructure
4. Projects Director - PowerConsult Projects (Pty) Ltd (2004 – Present)
- Founded Electrical engineering company which specialises in; Construction of electrical engineering infrastructure, energy management, Building services, Electrical maintenance
  - As Projects Director greatest achievements are:
    - Electrical installation of major border gates into Lesotho (Maseru Bridge, Ficksburg and Caledonspoort/Butha Buthe and construction and
    - Installation of first solar farm in Lesotho at Moshoeshoe I International Airport.
    - Part of the First solar farm in Lesotho located at Mafeteng as part of Lesotho strategy of diversified energy mix.

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**Educational Background**

<b>Year of Qualification</b>	<b>Institute Name</b>	<b>Qualification</b>
1994	National University of Lesotho	BSc(Maths & Physics)
1998	University of Cape Town	BSc Eng (Elec.)

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## **APPENDIX 1- NOTICE OF THE ANNUAL GENERAL MEETING**

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Due to the current Covid-19 restrictions shareholders of Sekhametsi Investment Consortium Ltd are invited to an online (Zoom platform) Annual General Meeting to be held on the 6<sup>th</sup> June, 2021 at 10.00am.

The agenda for the annual general meeting shall include;

### **Recordal of the previous meetings:**

- Adoption of the Minutes of the previous Annual General Meeting.
- Matters arising from the minutes of previous Annual General Meeting

### **Reports:**

- Directors report.
- Maseru Securities Market Listing Roadmap

### **Approvals:**

#### **Ratifications:**

- Co-option of two (2) directors in terms of Clause 54.1:
  - Relebohile Sefako ilo Ntee Bereng
  - Limpho Maema ilo Malitsitso Moteane

#### **Ordinary Resolutions:**

- Approval of audited financial statements for the years ended 31<sup>st</sup> March 2019 and 31<sup>st</sup> March 2020
- Declaration of dividends for Financial years 2019/2020 and 2020/2021
- Re-appointment of the auditors.

#### **Special Resolutions:**

- Share Capital Restructuring.
- Adoption of Company Own-Model Articles of Incorporation and Amendments
- Any other business (notification of which must be submitted prior to the 7<sup>th</sup> May, 2021).

## **Appointment of Directors:**

Election of the Board:

- Rotation and appointment of 3No Directors.

Members are advised that the shareholders' package shall be available and can be collected from Company Offices at Sekhametsi Place on Kingsway Road, Maseru Central with effect from 14<sup>th</sup> May, 2021, alternatively shall be available from Sekhametsi website [www.sekhametsi.co.ls](http://www.sekhametsi.co.ls).

Members are further advised that in terms of 2016/2017 AGM resolution at least 33% of the directors must retire at the meeting by rotation, and the following directors will retire and in terms of clause 53.3 they have indicated their availability to serve a further term as directors of the company:

- Ms. Lintle Thamae
- Mr. Lerotholi Mathealira Seeiso
- Mr. Relebohile Sefako

Nominations for the board of directors' positions shall close on the 7<sup>th</sup> May, 2021.

Nomination forms shall be available from Sekhametsi website; [www.sekhametsi.co.ls](http://www.sekhametsi.co.ls), alternatively arrangements can be made by contacting;

- +266-58882645

The completed forms must be returned duly signed by the nominee, the proposer and seconder, all who must be shareholders of SMIC. All new nominees should submit their brief bio-graphical profile.

## APPENDIX 2 PROXY/VOTING FORM

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### REGISTRATION NUMBER 12000/173A

#### 2.1 Proxy Appointed Voting Form

I.....Shareholder/Member of Sekhametsi Investment Consortium, hereby appoint.....as my proxy to attend, speak and on a poll vote for me on my behalf at the Annual General Meeting to be held: Online (Zoom platform) on the 6<sup>th</sup> June, 2021 at 10.00am; and to vote as follows;

#### 2.2 Shareholder Voting Form

I.....Shareholder of Sekhametsi Investment Consortium, hereby vote as follows at the Annual General Meeting to be held: Online (Zoom platform) on the 6<sup>th</sup> June, 2021 at 10.00am;

1. AGM RESOLUTIONS	
* Issue of Bonus Shares Resolution — The AGM resolves to approve a recommendation of the Board of Directors to issue Bonus Shares at 1000 for each 1 share held.	Tick your Vote In Favour of      Against      Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
** Adoption of Company Own Model Articles of Association Resolution — The AGM resolves to approve a recommendation of the Board of Directors to Adopt Company Own Model Articles of Association.	Tick your Vote In Favour of      Against      Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
*** Amendment of Articles of Association to include listing on Securities Market — The AGM resolves to approve a recommendation of the Board of Directors to include a provision in the Articles on Listing on Securities Markets.	Tick your Vote In Favour of      Against      Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
**** Increase of Authorised Share Capital —The AGM resolves to approve recommendation by the Board of Directors to increase the Authorised Share Capital to 200 000 000 Ordinary Shares.	Tick your Vote In Favour of      Against      Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

<p>***** Listing RoadMap —The AGM resolves to approve a Listing Roadmap that will be determined by the Board of Directors from time to time as the Company prepares to List on the Maseru Securities Market.</p>	<p>Tick your Vote</p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p>
<p>***** Ordinary Resolution - Appointment of Auditors — The AGM resolves to approve a recommendation of the Board of Directors to ratify the appointment of New Dawn Chartered Accountants as Auditors of the Company for the Financial Year Ended 31st March 2021</p>	<p>Tick your Vote</p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p>
<p>*****The AGM resolves to approve a recommendation of the Board of Directors to appoint New Dawn Chartered Accountants as Auditors of the Company for the Financial Year Ending 31st March 2022</p>	<p>Tick your Vote</p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p>
<p>***** Ordinary Resolution Approval of Annual Financial Statements 2019 —The AGM resolves to approve a recommendation of the Board of Directors to approve the Annual Financial Statements for the Year Ended 31st March 2019</p> <hr/> <p>***** Ordinary Resolution Approval of Dividends —Declaration of Dividends for Financial year 2018/2019</p> <p style="padding-left: 40px;">The Board recommends that shareholders approve dividends declaration of M450.00 per ordinary share for the financial year ended 2018/2019 payable as follows;</p> <ul style="list-style-type: none"> <li>• An interim dividend of M215.00 per share, which were paid out in January 2019.</li> <li>• Final dividends (subject to approve of audited financial statements for 2018/2019) of M235.00 per share paid in June 2019</li> </ul> <hr/> <p>***** Ordinary Resolution Approval of Annual Financial Statements 2020 — The AGM resolves to approve a recommendation of the Board of Directors to approve the Annual Financial Statements for the Year Ended 31st March 2020</p>	<p>Tick your Vote</p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"><input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/></p>

<p>***** Ordinary Resolution Approval of Dividends</p> <p>—Declaration of Dividends for Financial year 2019/2020</p> <p>The Board recommends that shareholders approve dividends declaration of M345.00 per ordinary share for the financial year ended 2019/2020 payable as follows;</p> <ul style="list-style-type: none"> <li>• An interim dividend of M150.00 per share, which were paid out in January 2020.</li> <li>• Final dividends (subject to approve of audited financial statements for 2019/2020) of M175.00 per share paid in August 2020.</li> </ul>	<p>In Favour of      Against      Abstain</p> <p style="text-align: center;"> <input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/> </p>
<p>***** Ratification of Appointment of Co-opted Directors</p> <p>—Following the Resignation of Director Ntee Bereng and Director Malitsitso Moteane, the Company co-opted Limpho Maema and Relebohile Sefako; the AGM is therefore requested to ratify and approve the appointments of Limpho Maema as a Director with effect from Monday 2nd Decemeber 2019. Further that; the AGM is therefore requested to ratify and approve the appointment of Relebohile Sefako as a Director with effect from Monday 2nd December 2019.</p>	<p>Tick your Vote</p> <p>In Favour of      Against      Abstain</p> <p style="text-align: center;"> <input type="checkbox"/>                      <input type="checkbox"/>                      <input type="checkbox"/> </p>

<p>*****Ordinary Resolution for the Rotation and Appointment of Directors  — The following persons have made themselves available for Appointment as Directors  Lintle Thamae  Lerotholi Seeiso  Relebohile Sefako  Morake Raleaka</p> <p>Note: In accordance with the Articles of Association; Directors who will be eligible to Retire by Rotation, being eligible, offer themselves for Re - election and Re - Appointment.</p>	<p>Tick your Vote</p> <table border="0"> <tr> <td>In Favour of</td> <td>Against</td> <td>Abstain</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	In Favour of	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>*****Ratification of All Acts by the Directors  — The AGM resolves to approve all Acts of the Directors as Acts of the Company during the Financial Years Ended 31st March 2019 and 31st March 2020.</p>	<p>Tick your Vote</p> <table border="0"> <tr> <td>In Favour of</td> <td>Against</td> <td>Abstain</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	In Favour of	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
In Favour of	Against	Abstain														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														

\*\*Directors who will retire by rotation, in accordance with the Memorandum and Articles of Association and, being eligible, offer themselves for re-election and reappointment.

1. The Proxy/Nomination form must be signed dated and returned so as to reach the company office at least 48 hours before the time for holding the meeting and may be returned in any manner set out below.
2. The signatory may insert the name of any person(s) whom the signatory wishes to appoint as his/her proxy in the blank spaces provided for that purpose.
3. The completion and lodging of this form of proxy will not preclude the signatory from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such signatory wish to do so.
4. If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall be entitled to vote as he/she deems fit in respect of that resolution.

#### RETURN OPTIONS

Either

Deliver to:     The Company Secretary  
83A Caledon Road

Maseru West

Or

Post to: The Company Secretary

P.O. Box 373

Maseru 100

Or

Email to: [mamoliser@gmail.com](mailto:mamoliser@gmail.com)

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