NOTICE OF ANNUAL GENERAL MEETING

Involved in the world of finance and banking for his entire career, he has served as an executive in the Southern African regional mission of the International Finance Corporation (IFC), the private sector arm of the World Bank.

He went on to establish Heritage Investment Bank (HIB), an investment bank which established a reputation for the successful introduction of innovative capital market products. Under his guidance, HIB became one of the leading merchant banks in Zimbabwe. In 1997, together with Anglo American of Zimbabwe, which then controlled 43% of First Merchant Bank of Zimbabwe (FMB), he successfully negotiated the sale of FMB to the First National City Bank (now Standard Bank) of South Africa, which continued to operate under the First Merchant Bank identity and remained in this position until the formation of ABC Holdings.

His qualifications include a Bachelor of Business (Honours) degree from the University of Zimbabwe, an MBA from the American University in Washington DC and an AIFP from Harvard Business School.

Mark M Schneiders

Mark Schneiders has more than 27 years of banking sector experience in various wholesale and private banks within African banks and around the globe serving as an entrepreneurial finance professional. He has held various positions including Managing Director of RGI Financial Institutions in Amsterdam.

Mark M Schneiders has extensive experience with company mergers, building new markets and setting up retail banks businesses in a variety of countries including Switzerland, The Netherlands, Spain, Cunacs, Argentina, Venezuela, Hong Kong and USA. He was appointed to the Board on 3 December 2011.

He holds a Bachelor’s and Master’s degree in law from the University of Leiden, The Netherlands, and has completed the Advanced Management Program at Harvard Business School and banking management programs at INSEAD (Eskisehir).

Any member wishing to nominate a person to be considered for election as directors of the Company, in place of those retiring, should submit a written nomination, proposed by that member and seconded by another member, containing the written consent of the nominee to be appointed a director, and the curriculum vitae of the nominee, to the Registered Office of the Company at least five working days prior to the date of the Annual General Meeting.

Announcement

The results of the special business is to be voted at the Annual General Meeting will be announced in the press on or before 5th June 2012.

Annual General Meeting

Following herewith and forming part of the Circular is the Notice of the Annual General Meeting of Shareholders of ABC Holdings. Limited to be held at the Boardroom, ABC House, BancABC Botswana, Plot D433, Fairground Office Park, Gaborone, Botswana, on Wednesday 30 May 2012 at 08:30 for the purpose of considering the business of the Annual General Meeting of Shareholders of ABC Holdings Limited.

Shareholders who are unable to attend the General Meeting and who wish to be represented at the meeting, are requested to complete and return the attached form of proxy to give effect to the resolutions passed at this meeting.

A proxy need not be a Member of the Company.

Ordinary Resolution 1

To request the Annual General Meeting of Shareholders to elect Mr Mark Martijn Schneiders as a director of the Company.

Ordinary Resolution 2

To elect Directors in place of those retiring by rotation in accordance with the provisions of section 43(3) of the Act.

Ordinary Resolution 3

To elect Directors in place of those retiring by rotation in accordance with the provisions of section 43(3) of the Act.

Ordinary Resolution 4

To elect Directors in place of those retiring by rotation in accordance with the provisions of section 43(3) of the Act.

Ordinary Resolution 5

To elect Directors in place of those retiring by rotation in accordance with the provisions of section 43(3) of the Act.

Ordinary Resolution 6

To approve the annual financial statements for the year ended 31 December 2011, including the Chairman’s statement, Directors’ report and Auditor’s report.

Ordinary Resolution 7

To receive, consider and adopt the annual financial statements for the year ended 31 December 2011, including the Chairman’s statement, Directors’ report and Auditor’s report.

Ordinary Resolution 8

To appoint auditors for the ensuing year and to fix their remuneration.

Ordinary Resolution 9

To re-elect Mr M Vogt as a director and to set the remuneration of Mr M Vogt.

Ordinary Resolution 10

To approve the remuneration of Directors for the year ended 31 December 2011.

Ordinary Resolution 11

To approve the nomination of Mr Mark Martijn Schneiders as a director of the Company.

Ordinary Resolution 12

To appoint a proxy for the Annual General Meeting which will be held, in addition to considering the ordinary business, for the purpose of considering all or any business not fixed for execution at the Annual General Meeting which it is necessary or expedient to transact at such an Annual General Meeting.

Meeting of Shareholders of ABC Holdings Limited to be held at the Boardroom, ABC House, BancABC Botswana, Plot D433, Fairground Office Park, Gaborone, Botswana on 30 May 2012 at 08:30

M Vogt

Secretary to the Board of Directors