

NOTICE OF ANNUAL GENERAL MEETING ZICA PROPERTY FUND

NOTICE is hereby given that the Annual General Meeting for the ZICA Property Fund will be held on Wednesday, 25th September 2024 via ZOOM in Lusaka starting at 10:00hrs. Link to be shared a week before the meeting.

The Agenda will be as follows:

1. Chairman's Opening Remarks
2. Consideration and Adoption of the Minutes of the AGM held in 2023 and Matters Arising
3. Performance Report from the Fund Manager for the year ended 31 December 2023
4. Adoption of Audited Financial Statements for the year ended 31 December 2023
5. To appoint Auditors for the year ending 31 December 2024 for the ZICA Property Fund until the next AGM and to allow the Directors of the Management Company to determine the remuneration for the auditors. This should be done in consultation with the Trustee
6. To transact any other business that may properly be transacted.

A Unit Holder entitled to attend is eligible to appoint a proxy to attend, speak, and vote on his / her behalf. The proxy need not be a Unit Holder.

Proxy forms are available at Equity Capital Resources Plc, 4th Floor, Godfrey House, Corner Kabelenga and Longolongo Roads, Lusaka. These proxy forms must be lodged no less than 48 hours prior to the appointed time of the AGM.

BY ORDER
For/on behalf of the Trustees
Manager



AMG Global Trust Limited
Plc

BY ORDER
For/om behalf of the Fund



Equity Capital Resources

28th August 2024



Minutes of the Equity Capital Resources Plc, ECRUT ZICA Property Fund held on Thursday, 28th December 2023 at 10:00hrs

In Attendance:

Dr. Friday Nyambe	AMG Global Trustee-Chairperson
Mr. Pfumai Nyambe	AMG Global Trustee
Masuzyo Mulenga Mutetwa	Auditor, HLB Zambia
Mr Choongo Chibawe	ECR Plc- Fund Manager
Mr Jack Sievu	ECR Plc- Fund Manager
ZICA Members	48-60.

The Chairman called the meeting to order at 10:00. He welcomed everyone present in the meeting and asked if a quorum was formed. In response the Fund Manager stated that a quorum was formed because the AGM was reconvened and as per the Trust Deed, whoever attends the next AGM automatically forms a quorum. This was noted by the Chair who proceeded to ask if a quorum was formed in the previous postponed meeting. In response, the Fund Manager stated that a quorum was not formed. The Chairman then requested for the meeting to proceed and asked the secretariate to read the notice of the meeting.

The notice of the meeting was read by Mr Chibawe. The Chair acknowledged this and asked if the meeting had any questions, clarifications or additions to the agenda. The meeting had none. He then proceeded to inform the Fund Manager that item 3 on the agenda should read as follows:

“To re-appoint HLB CHARTERED ACCOUNTANTS as the external auditors of the ZICA property fund until the next Annual General Meeting and to allow the directors of the management company to determine remuneration for the auditors. This should be done in consultation with the Trustee”

This was noted by the Fund Manager and the Chair proceeded to ask for the adoption of the agenda. The agenda was adopted by Mr Teddy Kasuba and seconded by Mr Happy Lifweba.

The Chair then requested the meeting to proceed to the first agenda item and asked the Fund Manager if the report and notice was sent to the members. In response the Fund Manager confirmed the sending of the notice. The minutes of the previous AGM were then requested by the Chair and these were provided on the screen by the Fund Manager. The Chair then noticed that the agenda did not include a review of the minutes from the previous meeting. In response, the Fund Manager acknowledged this and stated that it was an oversight as they were supposed to be included. The Chair then requested if the minutes were circulated to the members. This was confirmed by the Fund Manager and one member.

Some members stated that they did not receive the notice and minutes on time which led the Chairman to state that the Fund Manager should ensure that notices and any other documentation for the meeting should be sent on time. In response, the Fund Manager stated that the notice and attachments were sent on time and that the only thing that was sent a day before was the link to the meeting. The Chair then requested that the minutes be displayed on screen and allowed the meeting 5 minutes to go through the minutes.

The Chair thanked the Fund Manager thanked for the minutes and the Chair proceeded to ask the meeting if there were any amendments. There were none. He then asked for the minutes to be adopted. The minutes were adopted by Mr Silunjile Ronald and seconded by Mr Isaac Mutale.

An action report was requested by the Chair for the matters arising from the previous minutes. In response the Fund Manager through Mr Sievu stated that the main issue was that in the previous ZICA committee meeting, the meeting stated that the Fund Manager should have requested the council to introduce a mandatory contribution towards the Fund. The ZICA secretariate had already come up with a resolution to introduce a levy which was put to a vote but was not approved. The Chair then stated that in the next AGM, the Fund Manager should include action taken reports, both verbal and written in order to keep track of matters that have been dealt with and those that are outstanding. He then requested the Fund Manger to take the meeting through the minutes in order for the meeting to check if there are any other matters arising that need to be addressed. He asked the members to engage.

The Chair then made reference to point 6.1 in the minutes which talked about member statements and asked the Fund Manager if member statements were being sent. In response the Fund Manager stated that the earlier system that was being used to send the statements was being congested and this has since been rectified. Members should also be checking their spam or junk emails. This was noted by the Chair and he further stated that some members are complaining that they have never received statements not even in their junk and others even after visiting the Fund Manger's office still have not received statements. In response, the Fund Manager advised that members who visit the offices are given statements when they come through and maybe the reason others don't receive them via email is because the data base the Fund Manager contains has some blank spaces on some member email addresses.

This was noted by the Chair who then advised the Fund Manager to ensure that the email addresses collected from ZICA are updated in order for all members to receive their statements and be aware of how much they've invested. This was noted by the Fund Manager and the Chair proceeded to the agenda item 1.

1. To receive and review Fund Managers Report on the performance of the ZICA property Fund for 2023.

The report was presented by Mr Sievu as follows:

- **Performance of the Fund**

Year	2022	2021	2020
Gross fund	307,477.00	288,474.00	275,561.00
Net fund	303, 595.00	283,349.00	271,484.00
Number of units	27,740.00	26,796.00	25,979.00
Unit price	10.94	10.57	10.45

- **Assets held as at 31st December 2022**

Issue date	Maturity	Institution	Nominal value	Rate	Market value	Asset Class
26/12/21	25/12/22	Atlas Mara	280,000	4%	291,301.00	Fixed Term Deposit
31/12/22	N/A	Stanbic Bank	16,176.00	N/A	16,176.00	Cash
Total			288,342		288,474	

- **Income Statement**

DETAILS	2022 USD	2021 USD	2020 USD
Revenue from placements	11,168	8,610	11,820
Administrative expenses	(5,021)	(5,820)	(4,177)
Profit for the year	6,147	2,790	7,643

- **Statement of Financial Position**

DETAILS	2022 USD	2021 USD	2020 USD
Assets			
Bank and cash balances	16,176	8,342	18,993
Held to maturity	291,301	280,132	256,568
Sundry receivables	0	0	0
Total assets	307,477	288,474	275,561
Unit holders funds			
Unit holders funds	303,595	283,349	271,484
Liabilities			
Sundry payables	3,882	5,124	4,077
Total unit holders fund & liabilities	307,477	288,474	275,561

The Chair then thanked the Fund Manager for the presentation of the report and asked the members if they had any questions for the Fund Manager thus far. In response, Mr Jetty Lungu asked the Fund Manger if they are following SEC guidelines in providing the notice in good time as most members only received the notice in the morning on the day of the meeting and the number of people in the meeting at that time was 48 compared to the 4000 members that the institution has. He further asked if a quorum was truly formed because the interpretation given earlier by the Fund Manager is not correct. In response, the Fund Manager stated that the Trust Deed contains a clause regarding the quorum when a meeting is postponed and the Fund Manager proceeded as per the clause. Mr Lungu then requested for a copy of the Trust Deed so that members can familiarize themselves with the regulations. In response, the Chair read out the clause to the meeting and stated that the Fund Manger will share that part of the Trust Deed to the members.

The Fund Manager requested that all members present in the meeting should send emails to the Fund Manager in order to update their records. This was noted by the meeting. The Chair then proceeded to add that the next AGM notice should be published in the newspaper, social media platforms like Facebook and LinkedIn as well as the ZICA website. He then proceeded to ask for an adoption of this proposal. It was adopted by Mr Chiluba and seconded by Mr Lungu. This was noted by the meeting.

Mr Lungu proceeded to question the Fund Manager about the marketing of the product and how its being done. He stated that the approach is laissez-faire and the benefit to the members is not highlighted. Further, he stated that the marketing should be done like the way airtel markets products because in the absence of a thorough analysis and marketing strategy, very little support will be given from the members. This was noted and the Chair thanked Mr Lungu for his participation and asked if there were any further questions before he asked the Fund Manager to respond. There was a question from Mr Chiluba regarding the criteria used for separating the funds at 200,000 and 100,000 as earlier presented by the Fund Manager. He also stated that it is essential members understand what options they have in raising funds and therefore, a critical evaluation was needed. This was noted by the Chair who then asked the Fund Manager to respond to Mr Lungu and Mr Chiluba.

In response, the Fund Manager noted the comment on marketing and critical evaluation. The Fund Manager stated that each member, based on the units they had bought in the fund would have a stake in the building. Further he explained that this product is different from what Law Association of Zambia (LAZ) and Engineering Institute of Zambia (EIZ) had done. They introduced a levy which is more of a subscription and this was basically a contribution and members did not have a stake in the building. In reference to raising funds, the Fund Manager stated that the initial USD10M was stated as a result of some companies that had shown interest to fund the project but after COVID, the appetite to take that route diminished and the companies that partnered with the institute are not willing to take that route anymore. The Fund Manager further stated that the institute was looking at other options that might work and what was being planned now, was to do the ground breaking in order for the project to start. In response, the Chair stated that the Fund Manager and the Institute needed to come up with a mandate to attract members to the project. He further availed himself for a meeting with the investment committee should they permit his presence. This was noted by the Fund Manager and the ZICA secretariate.

Further, the ZICA secretariate, through Mr Matimba stated that a good job has not been done in sensitizing members and that LAZ and EIZ cannot be good examples to benchmark on because their own projects were a cocktail of events in that some members had to get loans whilst others had to purchase shares. Therefore, they have their own dynamics and their own failures. He further highlighted that members should know that the fund operates independently from ZICA and is a regulated space by the Securities & Exchange Commission (SEC). in addition, he stated from the perspective of the ZICA secretariate, what really needs to improve is communication between the Fund Manager and ZICA highlighting that issues related to the fund are only brought to light towards an AGM or at an AGM so whatever is happening in between is not being communicated. Lastly he stated that the ZICA council will rely on guidance from the Fund Manager on how to proceed to encourage members to contribute to the fund.

The Chair thanked Mr Matimba for his contribution and proceeded to ask the meeting to adopt the Fund Managers report. The report was adopted by Madam Mubiana and was duly seconded. The Chair noted this and proceeded to the next agenda item.

2. To adopt the Financial Statements and reports of the Fund Manager and Auditors for the financial year ending 31st December 2022.

The auditors report was presented by madam Masuzyo Mulenga Mutetwa. The Chair asked the members if they had any questions and there were none. He then proceeded to ask for the adoption of the financials. They were adopted by Mr Mwila Mupungule and seconded by Mr Richard Kunda. The Chair then proceeded to the next agenda item.

3. To re-appoint HLB CHARTERED ACCOUNTANTS as the external auditors of the ZICA property fund until the next Annual General Meeting and to allow the directors of the management company to determine remuneration for the auditors.

The Chair asked the Fund Manager to comment on the re-appointment of the auditors. In response, the Fund Manager stated that they were happy with the auditors and would like them to continue if the members agree. They have served the fund for 3 years and this will be their 4th if they are re-appointed. In response the Chair asked the members to propose the re-appointment of the auditors. This was proposed by Mr Nkole and seconded by Mulando Makungu. This was noted and the Chair confirmed the re-appointment and proceeded to the next agenda item.

4. To transact any other business that may properly be transacted.

The Chair asked the meeting if there was any other contribution, questions and or suggestions. There were none from the members. He then proceeded to state that the notice of AGM in the newspaper is to be approved by the Trustee and the SEC. the Fund Manager took note of this.

There being no other business, the Chairman closed meeting at 12:00.

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Chairman
AMG Global Trust Limited

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Secretariate
Equity Capital Resources Plc