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If you have sold or otherwise transferred all of your shares in Mwana Africa PLC, you should immediately send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## MWANA AFRICA PLC

*(Incorporated in England and Wales with Registered No. 02167843)*

### *Directors:*

Oliver Baring (Executive Chairman)  
Kalaa Mpinga (Chief Executive Officer)  
Peter Sydney-Smith (Finance Director)  
Ken Owen (Technical Director)  
John Anderson (Non-Executive Director)  
Stuart Morris (Non-Executive Director)  
Etienne Denis (Non-Executive Director)

### *Registered Office:*

Devon House  
12-15 Dartmouth Street  
London SW1H 9BL

21 August 2008

*To Shareholders and (for information purposes only) Warranholders of Mwana Africa PLC ("Mwana" or the "Company")*

Dear Sir or Madam,

### **Notice of Annual General Meeting**

#### **1 2008 Annual General Meeting**

I have pleasure in enclosing with this letter Mwana Africa PLC's Annual Report and Accounts for the year ended 31 March 2008.

The Company's Annual General Meeting will be held on 16 September 2008 at 12 noon at Dukes Hotel Limited, 35 St James's Place, London SW1A 1NY. The notice convening the meeting and the resolutions being proposed are set out at the end of this document. I would like to take this opportunity to explain to you the effect of those resolutions which relate to the board or which comprise Special Business to be transacted at the meeting.

#### **2 The Board**

##### *Resolutions 2 and 3*

Ken Owen and Stuart Morris retire as directors by rotation and will stand for re-election in accordance with the Company's articles of association.

##### *Resolution 4*

Peter Sydney-Smith has been appointed as a director by the board and as his appointment has not yet been approved at a general meeting of the Company, he retires as a director and stands for re-election in accordance with the Company's articles of association.

Brief biographical details of the directors may be found on pages 8 and 9 of the enclosed Annual Report and Accounts.

### 3 **Special Business**

#### *Resolution 8*

##### **Increase in authorised share capital**

In order to be able to authorise the Directors to allot Ordinary Shares as noted below, the Company's share capital needs to be increased. Therefore an ordinary resolution is being proposed (Resolution 8) to increase the authorised share capital of the Company from £55,300,000 to £65,000,000 by the creation of an additional 97,000,000 Ordinary Shares.

#### *Resolution 9*

##### **Authority to allot shares**

An ordinary resolution (Resolution 9) will be proposed to give the directors authority to allot share capital in the Company in accordance with Section 80 of the Companies Act 1985 (the "Act"). The authority will be limited to an aggregate nominal value of £15,272,925.70 (152,729,257 Ordinary Shares). After allowing for the issue of up to 5,230,036 Ordinary Shares pursuant to the Company's share option schemes (which are referred to in relation to Resolution 10 below), the directors would have authority to allot a further 147,499,221 Ordinary Shares representing approximately one third of the current issued and committed share capital of the Company<sup>1</sup>. The authority will expire fifteen months from the date on which this resolution is passed or, if earlier, at the conclusion of the next Annual General Meeting.

#### *Resolution 10*

##### **Disapplication of statutory pre-emption rights**

The provisions of Section 89(1) of the Act to the extent that they are not disapplied, confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up wholly in cash. Pursuant to this resolution, the provisions of Section 89(1) of the Act will be generally disapplied in connection with:

- (a) rights or other pre-emptive issues;
- (b) the allotment of up to 5,230,036 Ordinary Shares in respect of the grant of options under the Mwana Africa Share Option Scheme and/or the Mwana Africa Share Incentive Scheme and/or the Mwana Africa Employee Benefits Trust; and
- (c) any other issue of equity securities for cash which do not in aggregate exceed a nominal value of £8,954,554 (being 89,545,540 Ordinary Shares).

The 89,545,540 Ordinary Shares over which statutory pre-emption rights are proposed to be disapplied, as referred to in sub-paragraph (c) above, would be approximately 20.2 per cent of the current issued and committed share capital of the Company<sup>1</sup>. Assuming options over all of the Ordinary Shares referred to in sub-paragraph (b) above are granted, the 89,545,540 Ordinary Shares over which statutory pre-emption rights are proposed to be disapplied would be approximately 20 per cent of the issued and committed share capital of the Company<sup>1</sup>. The authority sought by this resolution will last until the date of the next Annual General Meeting of the Company or, if sooner, 15 months after the passing of the resolution. The purpose of this resolution is to ask you to continue to give the Board the authority to raise additional funding in a timely manner should opportunities arise.

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<sup>1</sup>This percentage of Mwana share capital includes 2,666,600 Ordinary Shares currently held in treasury as issued shares.

## *Resolution 11*

### **Authority to purchase own shares**

This resolution is to renew the authority granted to the Company at last year's Annual General Meeting to purchase up to a maximum of approximately 10 per cent of the current issued and committed share capital of the Company<sup>1</sup>, being 44,249,766 Ordinary Shares. The authority to purchase its own shares will only be exercised if so to do would result in an increase in earnings per share and is in the best interests of shareholders generally.

This authority shall continue for the period ending on the date of the next Annual General Meeting of the Company or, if sooner, 15 months after the passing of the resolution. In accordance with best practice, the Company has proposed this resolution as a special resolution.

## *Resolution 12*

### **Amendment to articles of association**

A special resolution will be proposed to amend the articles of association of the Company. The purpose of the resolution is to allow the Company to take advantage of certain provisions under the Companies Act 2006 (the "2006 Act"), as follows:

(a) Convening general meetings

A general meeting to consider a special resolution that is not an annual general meeting can be convened on 14 days' notice whereas previously 21 days' notice was required.

(b) The Seal

Documents can now be executed by one director in the presence of a witness.

(c) Directors' indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

(d) Conflicts of interest

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. It is proposed that the new articles of association of the Company give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

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<sup>1</sup>This percentage of Mwana share capital includes 2,666,600 Ordinary Shares currently held in treasury as issued shares.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the new articles of association of the Company should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

The directors are of the opinion that the aforementioned resolutions are in the best interests of the Company and its shareholders as a whole and recommend you to vote in favour of them.

#### 4 **Action to be Taken**

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. **Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 as soon as possible and, in any event, so as to arrive not later than 12 noon on 14 September 2008. If you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described in the notes to this document.** The completion and return of a form of proxy or appointment of a proxy through CREST will not preclude you from attending the meeting and voting in person should you wish to do so.

#### 5 **Recommendation**

**The directors recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings, which together amount to 37,496,651 Ordinary Shares representing approximately 9.43 per cent of the present issued share capital of the Company (excluding shares held in treasury which cannot be voted).**

Yours faithfully

**Oliver Baring**

**Executive Chairman**

## **General Information**

### *Documents for Inspection*

The following information, which is available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting, will also be available for inspection at the place of the Annual General Meeting for a period of 15 minutes prior to the meeting and until the conclusion of the meeting:

Memorandum and Articles of Association of the Company

Copies of service contracts of directors of the Company

**Company Number: 02167843**

**THE COMPANIES ACTS 1985 TO 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**OF**  
**MWANA AFRICA PLC**  
**(the “Company”)**

Notice is hereby given that the 2008 Annual General Meeting of the Company will be held on 16 September 2008 at 12 noon at Dukes Hotel Limited, 35 St James’s Place, London SW1A 1NY for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 12 will be proposed as special resolutions:

**ROUTINE BUSINESS**

**Ordinary Resolutions**

- 1 To receive and adopt the Company’s annual accounts for the financial year ended 31 March 2008 together with the directors’ report and auditors’ report on those accounts.
- 2 To re-appoint Ken Owen as a director.
- 3 To re-appoint Stuart Morris as a director.
- 4 To re-appoint Peter Sydney-Smith as a director.
- 5 To approve the directors’ remuneration report for the year ended 31 March 2008.
- 6 To re-appoint KPMG Audit Plc as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
- 7 To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS**

- 8 THAT the authorised share capital of the Company be increased from £55,300,000 to £65,000,000 by the creation of an additional 97,000,000 ordinary shares of 10 pence each ranking pari passu with the existing ordinary shares of 10 pence each in the capital of the Company having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the Company.
- 9 THAT in substitution for any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (the “Act”)) up to an aggregate nominal amount of £15,272,925.70, provided that this authority shall expire on the date of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is earlier), save that the Company may before this authority expires, is replaced or revoked, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or replacement and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or, as the case may be, been replaced or revoked.

## Special Resolutions

- 10 THAT in substitution for any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute) and subject to the passing of resolution 9 above, the directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Sections 94(2) and 94(3A) of the Act) of the Company for cash pursuant to the general authority conferred on the directors pursuant to resolution 9 as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
- 10.1 the allotment of equity securities which are offered to all the holders of equity securities of the Company (at a date specified by the directors) where the equity securities respectively attributable to the interests of such holders are as nearly as practicable in proportion to the respective number of equity securities held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical problems under any laws or requirements of any regulatory body or stock exchange in any territory or otherwise;
- 10.2 the grant or issue and allotment of up to 5,230,036 equity securities pursuant to the Mwana Africa Share Option Scheme and/or the Mwana Africa Share Incentive Scheme and/or the Mwana Africa Employee Benefits Trust; and
- 10.3 the allotment (other than pursuant to paragraphs 10.1 and 10.2 above) of equity securities up to an aggregate nominal value of £8,954,554,

provided that such power shall expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution (whichever is the earlier) but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 11 THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Act to make one or more market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares provided that:
- 11.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 44,249,766;
- 11.2 the minimum price which may be paid for such shares is 10 pence per share;
- 11.3 the maximum price which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- 11.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date of the Company's next Annual General Meeting or, if sooner, 15 months from the date of passing this resolution;
- 11.5 the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.
- 12 THAT the articles of association of the Company be and are hereby amended as follows:
- 12.1 The first sentence of Article 48 be deleted in its entirety and substituted with the following:

"A General Meeting of the Company shall be called by notice of at least such length as is required in the circumstances by the Statutes."

12.2 At the end of Article 78, insert the following:

“The Company may also fund a Director’s expenditure and that of a director of any subsidiary of the Company for the purposes permitted under the Statutes and may do anything to enable a Director or a director of any subsidiary of the Company to avoid incurring such expenditure as provided in the Statutes.”

12.3 Article 96:

12.3.1 At the end of Article 96.1, insert the words “unless it cannot reasonably be regarded as likely to give rise to a conflict of interest”.

12.3.2 After the words “Subject to the provisions of the Statutes” at the beginning of Article 96.3, insert the words “and always to the provisions of Article 146”.

12.3.3 Article 96.3.5 be deleted in its entirety and substituted with the following:

“Any arrangement for the benefit of Directors or employees of the Company or directors or employees of any of its subsidiaries which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates;”

12.3.4 After the words “Subject to the provisions of the Statutes” at the beginning of Article 96.4, insert the words “and always to the provisions of Article 146”.

12.3.5 At the end of Article 96.4.3, insert the words “For the avoidance of doubt, the Company shall have no claim arising from, or in consequence of, the Director’s interest in any contract or arrangement within the scope of this Article 96 and Article 146 and the Director shall not breach any of his duties to the Company as a result of having that interest.”.

12.3.6 After the words “For the purposes of this Article” which appear in Article 96.4, insert the words “and Article 146”.

12.4 After the words “or by two Directors” which appear in Article 111.3, insert the words “or by any other person or persons authorised by the Directors”.

12.5 Article 145:

12.5.1 After the words “every director, secretary or other officer of the Company shall be” which appear in Article 145.1, insert the words “, and every director, secretary or other officer of an associated company may be,”.

12.5.2 The words “providing that any such indemnity in relation to a director shall only be valid to the extent it constitutes a qualifying third party indemnity provision as defined in section 309B of the Act” be deleted from Article 145.1.

12.6 After Article 145 insert:

#### **“DIRECTORS’ CONFLICTS OF INTEREST**

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146.1 A Director must declare to the other Directors any situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Company unless it relates to a contract, transaction or arrangement with the Company or the matter has been authorised by the Directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

146.2 The Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

- (i) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
- (ii) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and without prejudice to the generality of this Article 146.2 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

146.3 If a matter, or office, employment or position, has been authorised by the Directors in accordance with this Article 146 then:

- (i) the Director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position;
- (ii) the Director may absent himself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and
- (iii) the Director may make such arrangements as such Director thinks fit for board and committee papers to be received and read by a professional adviser on behalf of that Director.

146.4 A Director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the Directors pursuant to this Article 146 (subject in any such case to any limits or conditions to which such approval was subject)."

Dated: 21 August 2008

Registered Office:  
Devon House  
12-15 Dartmouth Street  
London SW1H 9BL

**By Order of the Board**

Brian Tuck, Secretary

Notes :

1. A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. Such proxy need not be a member of the Company.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrars (details below).
3. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 so as to be received no later than 12 noon on 14 September 2008. If you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described below. Completion and return of the form of proxy or appointment of a proxy through CREST will not preclude shareholders from attending or voting at the meeting in person.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. As provided in Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company at 6pm on 14 September 2008 (or in the case of an adjournment 48 hours before the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 12 noon on 14 September 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.



