

NOTICE OF MEETING

Notice is hereby given that the fourteenth Annual General Meeting of shareholders of Botswana Insurance Holdings Limited will be held at Block A, Fairgrounds Office Park, Gaborone, on 18 August 2005 at 16:00 hours for the purpose of transacting the business of the following agenda:

Agenda

1. To read the notice convening the meeting.
2. To receive and consider the audited financial statements for the year ended 31 March 2005.
3. To ratify net dividends declared by the directors on 22 November 2004 of 7.65 thebe per share and on 30 May 2005 of 15.725 thebe per share.
4. To re-elect the following directors of the company:
 - J Burbidge
 - R Vaka
 - J Rowse
 - M Letshwitiwho retire by rotation in terms of Article 51 of the Articles of Association and, being eligible, offer themselves for re-election.
5. To approve the remuneration of the directors.
6. To approve the remuneration of the auditors for the past year's audit.
7. To appoint PricewaterhouseCoopers as auditors for the ensuing year.

Proxies

A member entitled to attend and vote may appoint a proxy to attend and vote on his behalf, and such proxy need not also be a member of the company. The instruments appointing such a proxy must be deposited at the registered office of the company not less than 48 hours before the meeting.

By order of the Board

G. Hassam

Company Secretary

22 July 2005

Registered Office

Block A

Fairgrounds Office Park

PO Box 336

Gaborone

PROXY FORM

I/We _____

of _____

being a member of the abovementioned company, hereby appoint:

_____ of _____

or, failing him _____

of _____

or, failing him _____

of _____

or, failing him _____

of _____

or, failing him the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the company, to be held on the 18 August 2005 and at any adjournment thereof.

Signed this _____

day of _____

2005

(usual signature)

This form is to be in favour of/against the resolution as detailed below:

	For	Against
1. Approval of financial statements		
2. Approval of interim and final dividends		
3. Election of directors		
4. Approval of directors' remuneration		
5. Approval of auditors' remuneration		
6. Approntment of auditors		

Unless otherwise instructed, the proxy will vote as he/she deems fit.

Please return this form to PO Box 336, Gaborone, before Friday 12 August 2005