

# REQUEST FOR EXPRESSIONS OF INTEREST (EOI)



ZCCM Investments Holdings Plc  
Incorporated in the Republic of Zambia

## SECTION I

### TERMS OF REFERENCE: FOR THE PROVISION OF TRANSFER SECRETARY SERVICES

#### 1.0 INTRODUCTION

ZCCM-IH is an investment holding company with significant investments in Zambia's mining industry. The shareholding structure is as follows: the Industrial Development Corporation (IDC) holds 60.3%, Government of the Republic of Zambia (GRZ) holds 17.4%, National Pension Scheme Authority (NAPSA) holds 15% and the remaining 7% is held by private investors. The geographical spread of the minority shareholders, who number over 4,000, covers 29 countries in Europe, Africa, the Caribbean, Australia, Asia and the USA.

The company has a primary listing on the Lusaka Securities Exchange, and secondary listings on the Paris Euronext Access and London Stock Exchanges under ISIN number ZM0000000037.

#### 2.0 BACKGROUND

In 2013, ZCCM-IH engaged a private company to undertake the transfer secretary functions following the Rights Issue. Furthermore, the rights issue as well as the GRZ Share Sell Down increased the number of shareholders as well as the scope for corporate actions. The increase in the scope of shareholder engagement will require dedicated transfer secretary functions that will effectively deal with shareholder matters.

### **3.0 OBJECTIVES OF OUTSOURCING**

The main objectives of outsourcing the transfer secretary function are:

- 3.1. To ensure effective and efficient management of the transfer secretary function of ZCCM-IH following the increase in the number of shares post the Balance Sheet Restructuring and the Preferential Share Offer.
- 3.2. To reduce overheads associated with increased volume of share transactions
- 3.3. To improve shareholder service relating to share transfer and ancillary services described in the scope of work.
- 3.4. Train relevant Company Secretarial Department staff as may be necessary

### **4.0 SCOPE OF WORK**

The Transfer Secretary shall during the tenure of appointment render all the services of a Transfer Secretary as shall be agreed upon by the parties and not limited to:

- 4.1. Reviewing the register, ascertaining, and addressing problem areas relating to reconciliation, and reconciling the registers with the share capital of the company.
- 4.2. Undertake reconciliations of the registers on the three stock exchanges where the Company Shares are listed.
- 4.3. Maintaining the register of the shareholders of the Company.
- 4.4. Issuance of share certificates to shareholders per request.
- 4.5. Cancellation of share certificates where shareholders opt to deposit their shares in the Central Shares Depository (CSD).
- 4.6. Responding to shareholder queries relating to their shareholding.
- 4.7. Providing necessary advice to the company on matters relating to ZCMM-IH's listing on the three stock exchanges as it relates to shareholders and corporate governance.
- 4.8. Liaising with the Company's Registrars and Stockbrokers on matters to do with shareholders
- 4.9. Providing guidance to the Company and the shareholders on the law relating to stock exchange regulations.
- 4.10. Undertake the distribution of notices of meetings to shareholders, Company Annual Reports and all documents on corporate actions to the shareholders, where necessary.
- 4.11. Manage the transfer agency function in respect of the Company actions.

- 4.12. Undertake a complete shareholder audit of the register on the three stock exchanges on a quarterly basis and carry out a reconciliation thereof. Additionally, the Transfer Secretaries will provide an up-to-date register of members for the purposes of corporate actions as required by the Company.
- 4.13. Setting up systems for handling the transfer secretarial function and for maintaining an appropriate infrastructure (computerizing) for the provision of the services that will include risk management measures.
- 4.14. Processing the payment of dividends payable on the shares registered and delivering any such dividend warrants to the holders of such shares and preparing, dispatching and reconciling dividend payments.
- 4.15. Preparing returns of unclaimed dividends.
- 4.16. Advising the Company Secretary immediately of significant movement of shares either over a specific threshold and/or for nominee shareholders.
- 4.17. Attending General Meetings of members and examining votes cast by proxy, show of hands or ballot as required.
- 4.18. Providing all such services that are consistent with the provision of Transfer Secretarial Services as may be required from time to time.

## **5.0 DELIVERABLES**

- 5.1 Initial reconciliation report of shareholder registers and thereafter continuous update of the register.
- 5.2 Recommendation and implementation of infrastructure necessary for handling of share registers (i.e., Computerized Zambia shareholder register).
- 5.3 Annual General Meeting (AGM) Management
- 5.4 Undertake training to transfer skills to relevant Company Secretarial Department employees.
- 5.5 Yearly Draft report
- 5.6 Yearly Final Report (one soft copy and 3 hard copies)
- 5.7 Provision of a meeting platform to host virtual shareholder meetings and such platform to be compatible with widely used platforms such as Zoom and MS Office.
- 5.8 Provision of electronic voting gadgets for use in physical meetings.

## **6.0 FIRM'S COMPETENCES**

- 6.1 Demonstrated experience in handling of transfer secretary functions of listed companies for over five years, three of which should be recent in similar business environments
- 6.2 Demonstrated understanding of the Lusaka Stock Exchange requirements as they relate to transfer of shares.

- 6.3 Demonstrated experience of handling transfer secretarial function in a rights issue or preferential offer in the last five years.
- 6.4 Demonstrated experience in handling share transfer function for a publicly dual listed company for at least 4 years.
- 6.5 Ability to manage general Company meetings of members using electronic means for a minimum of 100 shareholders including a short messaging system for shareholder communications.

## **7.0 TEAM'S QUALIFICATIONS**

To carry out the above-mentioned assignment the team should comprise the following minimum professional staff and their qualifications:

### **7.1 Team Leader**

- i) Minimum of a bachelor's degree or full qualification of the Institute of Chartered Secretaries and Administrators
- ii) Three years' experience in leading a team performing transfer secretary function for a dual-listed company.
- iii) Two years' experience in undertaking stock transfers for a listed company.

### **1.2 Team members (2)**

- i) Minimum of a Diploma in Business studies, law or relevant professional course.
- ii) Two years' experience in undertaking stock transfers for a listed company.

The team members should combine the relevant skills in:

- i) Communication with shareholders
- ii) Liaising with the stock exchange.

## **8.0 CONSULTANT'S OBLIGATIONS**

The consultant shall be responsible for own:

- i) Transport, accommodation, and other necessary items to ensure the exercise is conducted smoothly
- ii) Computers and related equipment to its support staff.
- iii) Stationery and other related materials for producing reports for the assignment.
- iv) Ensure Liaison with express service provider such as FedEx to distribute the Reports to France and the United Kingdom. (Fee to be covered in re-imbursables).

## 9.0 OBLIGATIONS OF ZCCM-IH

The Company undertakes that it shall:

- 9.1 Make available the register of members in its custody and all related documentation.
- 9.2 Make available in a timely manner, sufficient funds to enable the CSD effect payment of any dividend due on the payment date, in respect of the shares.
- 9.3 Provide in a timely manner necessary documentation required for distribution to shareholders.
- 9.4 Be responsible for disbursements such as charges for distribution of documents for corporate actions at cost-of-service provider.

## 10.0 DURATION OF ASSIGNMENT

It is expected that the firm will be engaged for a period of three (03) years (with a possibility of renewal subject to yearly satisfactory performance) after which a review will be conducted to help ZCCM-IH determine how it should move forward with the transfer secretary function.

## SECTION II – TECHNICAL REQUIREMENTS

Eligible firms must provide information that indicates **experience, capacity/Qualifications**, and **capability** to undertake the assignment outlined herein, within the specified timelines. As part of this, the consultant is expected to provide an indication of cost estimating related studies and engagements that the firm has undertaken in the past. This will be considered in the assessment of the consultant's cost estimating related experience profile.

ZCCM-IH now invites eligible environmental consulting firms to **indicate their interest** in providing the above services. **Interested firms must provide information to demonstrate that they are qualified to perform the services (brochures, description of similar assignments, experience in similar conditions etc.).**

Interested consultants may obtain further information at the address below during office hours between 08:00 - 13:00 hours and between 14:00 – 17:00 hours local time from Monday to Friday.

## SECTION III

### TERMS AND CONDITIONS IN ACCORDANCE WITH CLAUSE 41 OF THE PUBLIC PROCUREMENT ACT (PPA) NO. 8 OF 2020

(1) Subject to subsection (2), a procuring entity shall use open national selection in the procurement of consulting services.

(2) A procuring entity shall use open international selection where— (a) the consulting services are not available under competitive price and other conditions from at least three suppliers in the Republic; or (b) regional or international participation is required in accordance with an agreement entered into by the Government.

(3) Participation in open national selection **shall be limited to citizen bidders** and in the absence of successful citizen bids, **to local bidders**.

(4) **Participation in open international selection shall be open to all bidders**, including citizen bidders, local bidders and foreign bidders.

(5) Where open international selection is used a bid notice shall, in addition to the requirements under section 17, be published in any regional or international media and on the website of the procuring entity and the website set up by the Authority.

(6) A foreign bidder who participates in open international selection under subsection (4) **shall partner with a citizen bidder**.

A consultant will be selected using Quality and Cost Based Selection (QCBS) method. Interested consultants must submit one (01) original and three (03) **hard copies** of the Expression of Interest to the address below not later than **Wednesday, 6<sup>th</sup> July 2022, at 17:00 hours**.

Procurement Manager  
ZCCM Investments Holdings Plc  
ZCCM-IH Office Park  
Stand No. 16806, Alick Nkhata Road  
Mass Media Complex Area  
P.O. Box 30048  
**Lusaka.**  
Email: [katongo.kabwe@zccm-ih.com.zm](mailto:katongo.kabwe@zccm-ih.com.zm)