#### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 3 of this Circular apply *mutatis mutandis* throughout this Circular including this cover page.

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

#### Action required by Dematerialised Shareholders and Certificated Shareholders:

1. If you have disposed of your Ordinary Shares, this Circular and the attached form of proxy should be handed to the purchaser of such Ordinary Shares or the CSDP, broker, banker or other agent through whom the disposal was effected.

## If you are a Certificated Shareholder and/or are a Dematerialised Shareholder with Own-name Registration

2. Certificated Shareholders and Dematerialised Shareholders who have elected Own-name Registration in the sub-register through a CSDP, who are unable to attend the General Meeting to be held at 10:00 on Friday, 18 January 2019 at 12 Gemini Street, Linbro Business Park, Frankenwald, Sandton, but wish to be represented thereat must complete and return the attached form of proxy in accordance with the instructions contained therein so as to be received by the Transfer Secretaries at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107), for administrative purposes, by no later than Wednesday, 16 January 2019, or thereafter by handing such form to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting, at any time before the proxy exercises any rights of the Shareholder.

# If you are a Dematerialised Shareholder who has not elected Own-name Registration

- 3. Dematerialised Shareholders must instruct their CSDP or broker to vote on their behalf in accordance with the custody agreement entered into between the Dematerialised Shareholder and their CSDP or broker. Such Dematerialised Shareholders who wish to attend the General Meeting in person or send a proxy to represent them thereat, must request their CSDP or broker to provide them with the necessary letter of authority for them or their proxy to attend and vote their Ordinary Shares.
- 4. Any CSDP or broker which does not obtain timeous voting instructions in terms of paragraph 3 above will be obliged to vote in accordance with the instructions as contained in the custody agreement concluded between themselves and the Dematerialised Shareholder concerned.



Incorporated in the Republic of South Africa (Registration number 2000/002239/06) JSE code: TAS ISIN: ZAE000081162 ("Taste" or "the Company")

# CIRCULAR TO TASTE SHAREHOLDERS

relating to:

- approval in terms of section 41(3) of the Companies Act, 71 of 2008, as amended, of the issue of shares by the
  Company in circumstances where the voting power of the class of shares that are to be issued by the Company
  will be equal to or exceed 30% of the voting power of all the shares of that class held by Shareholders immediately
  before the transaction or series of transactions pursuant to which the issue of shares will take place;
- · an increase in the authorised share capital;

and incorporating

- a notice of General Meeting of Taste Shareholders; and
- a form of proxy for Certificated Shareholders and Dematerialised Shareholders with Own-name Registration.

**Transaction Advisor and Sponsor** 



Date of issue: Wednesday, 19 December 2018

This Circular is available in English only. Copies may be obtained from the registered office of the Company and from the offices of the Transaction Advisor and Sponsor, whose addresses are set out in the "Corporate Information" section of this Circular from Wednesday, 19 December 2018 until Friday, 18 January 2019 (both days inclusive). A copy of this Circular will also be available on Taste's website (www.tasteholdings.co.za/investorcentre/downloads).

# CORPORATE INFORMATION AND ADVISORS

#### **Taste Holdings Limited**

**Date of incorporation:** 7 February 2000 **Place of incorporation:** South Africa

#### **Directors**

GM Pattison (Chairperson)\*\*
TC Moodley (Chief Executive Officer)
D Pienaar (Chief Financial Officer)
DJ Crosson (Chief Executive Officer –
Luxury Goods Division)
AJ Maizey\*
NG Brimacombe\*\*
N Siyotula\*\*
LCH Chou\*\*

### Company Secretary and registered address of Taste

Fluidrock Advisory Proprietary Limited (represented by Claire Middlemiss) (Registration number 2008/008745/07) 12 Gemini Street Linbro Business Park Sandton, Johannesburg, 2065 (PO Box 1125, Ferndale, Randburg, 2160)

#### **Transaction Adviser and Sponsor**

PSG Capital Proprietary Limited (Registration number 2006/015817/07) 1st Floor, Ou Kollege 35 Kerk Street Stellenbosch, 7600 (PO Box 7403, Stellenbosch, 7599)

and

2nd Floor, Building 3 11 Alice Lane Sandhurst Sandton, 2196 (PO Box 650957, Benmore, 2010)

#### **Transfer Secretaries**

Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg, 2196
(PO Box 61051, Marshalltown, 2107)

<sup>\*</sup> Non-executive

<sup>#</sup> Independent

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# **IMPORTANT DATES AND TIMES**

	2018
Notice record date, being the date on which a Shareholder must be registered in the Register in order to be eligible to receive notice of the General Meeting	Friday, 14 December
Circular and the notice convening the General Meeting and form of proxy (grey), distributed to Shareholders on	Wednesday, 19 December
Announcement of distribution of Circular and notice convening the General Meeting released on SENS on	Wednesday, 19 December
	2019
Last day to trade Ordinary Shares in order to be recorded in the Register to vote at the General Meeting (see note 3 below) on	Tuesday, 8 January
General Meeting record date, being the date on which a Shareholder must be registered in the Register in order to be eligible to attend and participate in the General Meeting and to vote	
thereat, by close of trade on	Friday, 11 January
For administrative reasons, forms of proxy ( <i>grey</i> ) in respect of the General Meeting to be lodged at or received by the Transfer Secretaries by no later than 10:00 on	Wednesday, 16 January
Forms of proxy <i>(grey)</i> in respect of the General Meeting to be handed to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting, at any time before the proxy	
exercises any rights of the Shareholder at the General Meeting on	Friday, 18 January
General Meeting held at 10:00 on	Friday, 18 January
Results of the General Meeting published on SENS on	Friday, 18 January

#### Notes:

- 1. All dates and times indicated above are South African Standard Time.
- 2. The above dates and times are subject to amendment at the discretion of Taste. Any such amendment will be released on SENS.
- 3. Shareholders should note that as transaction in Ordinary Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, Shareholders who acquire Ordinary Shares after close of trade on Tuesday, 8 January 2019 will not be eligible to attend, participate in and vote at the General Meeting.

#### INTERPRETATIONS AND DEFINITIONS

In this Circular and annexure hereto, unless the context indicates otherwise, a word or expression which denotes any gender includes the other genders, a natural person includes a juristic person and *vice versa*, the singular includes the plural and *vice versa* and the following words and expressions bear the meanings assigned to them below:

"Board" the board of directors of Taste as at the date of this Circular;

"Certificated Shareholders" Shareholders who have not Dematerialised their Ordinary Shares;

"Circular" this circular to Shareholders, dated Wednesday, 19 December 2018, including the

notice of General Meeting and form of proxy;

"Companies Act" the South African Companies Act, 2008 (Act 71 of 2008), as amended;

"CSDP" a Central Securities Depository Participant, accepted as a participant in terms of the

Financial Markets Act:

"Dematerialised" the process by which Ordinary Shares held by the Certificated Shareholders are

converted to and held in electronic form as uncertificated Ordinary Shares in terms of the STRATE system and recorded in the sub-register of shareholders maintained by

a CSDP;

"Dematerialised Shareholders" Shareholders who have Dematerialised their Ordinary Shares;

"Dematerialised Shares" Ordinary Shares which have been Dematerialised;

"Eldon Capital Management Ltd, a UK limited liability company, and any of its affiliated

investment vehicles;

"Financial Markets Act," the Financial Markets Act, 2012 (Act 19 of 2012);

"General Meeting" the General Meeting of Shareholders to be held at 10:00 on Friday, 18 January 2019 at

12 Gemini Street, Linbro Business Park, Frankenwald, Sandton;

"JSE Limited (registration number 2005/022939/06), a public company duly registered

and incorporated with limited liability under the laws of South Africa and licensed as an

exchange under the Financial Markets Act;

"JSE Listings Requirements" the Listings Requirements of the JSE;

"Ordinary Shares" ordinary shares of no par value in the share capital of the Company;

"Own-name Registration" the process by which Shareholders have Dematerialised their Ordinary Shares and the

Ordinary Shares are held in the name of the Shareholder in electronic form in the sub-

register of the Company;

"R" or "Rand" South African Rands, the currency of South Africa;

"Rand Group" Rand Group LLC, a limited liability company formed in the state of Delaware, United

States of America and any of its affiliates under common control and having the same

beneficial owner;

"Record Date for the Rights Offer" the last day for Shareholders to be recorded in the Register in order to be entitled to

participate in the Rights Offer;

"Register" the register of Certificated Shareholders maintained by Taste and the sub-registers of

Dematerialised Shareholders maintained by the relevant CSDPs;

"Rights Offer" the fully underwritten renounceable rights offer in terms of which Taste will grant an

entitlement to its Shareholders to subscribe for the Rights Offer Shares, at a subscription price of 10 cents per Rights Offer Share, and in the ratio of 146.42247 Rights Offer Shares for every 100 Ordinary Shares held on the Record Date for the Rights Offer;

"Rights Offer Shares" the 1 320 000 000 Ordinary Shares representing approximately 146.42247% of the

current issued share capital of Taste and which will be the subject of the Rights Offer;

"RVF" Riskowitz Value Fund LP, a limited partnership formed in the state of Delaware, United

States of America;

"SENS" the Stock Exchange News Service of the JSE;

"South Africa" the Republic of South Africa;

"STRATE" Strate Proprietary Limited (registration number 1998/022242/07), a limited liability

private company duly incorporated in South Africa;

"STRATE system" the clearing, custody and settlement environment for securities transactions to be settled

and transfer of ownership to be recorded electronically, as managed by STRATE;

"Taste" or "the Company" Taste Holdings Limited (Registration number 2000/002239/06), a public company,

incorporated in accordance with the laws of South Africa and whose shares are listed

on the main board of the securities exchange operated by the JSE;

"Taste Shareholders" or

"Shareholders"

the registered holders of Ordinary Shares;

"Transaction Advisor and Sponsor"

or "PSG Capital"

PSG Capital Proprietary Limited (registration number 2006/015817/07), a private

company duly incorporated in accordance with the laws of South Africa;

"Transfer Secretaries" or

"Computershare"

Computershare Investor Services Proprietary Limited (registration number 2000/007239/07), a private company duly registered and incorporated with limited

liability in South Africa; and

"Underwriters" collectively, RVF, Rand Group and Eldon, who are underwriting the Rights Offer.



#### TASTE HOLDINGS LIMITED

Incorporated in the Republic of South Africa (Registration number 2000/002239/06) Share code: TAS ISIN: ZAE000081162 ("Taste" or "the Company")

#### **DIRECTORS**

GM Pattison (Chairperson)\*\*
TC Moodley (Chief Executive Officer)
D Pienaar (Chief Financial Officer)
DJ Crosson (Chief Executive Officer – Luxury Goods Division)
AJ Maizey\*
NG Brimacombe\*\*
N Siyotula\*\*
LCH Chou\*\*

- \* Non-executive
- # Independent

# CIRCULAR TO SHAREHOLDERS

#### 1. INTRODUCTION

It was announced on SENS on Wednesday, 19 December 2018, that the Company intends to raise up to R132 000 000 from its Shareholders by way of the Rights Offer, which has been underwritten by the Underwriters.

In terms of the Rights Offer, Shareholders will be granted an entitlement to subscribe for the Rights Offer Shares, at a subscription price of 10 cents per Rights Offer Share, and in the ratio of 146.42247 Rights Offer Shares for every 100 Ordinary Shares held on the Record Date for the Rights Offer.

A circular setting out the full particulars relating to the Rights Offer will be distributed to Shareholders in due course.

In order to implement the Rights Offer, it is necessary to increase the authorised Ordinary Share capital of the Company. It is therefore proposed to increase the authorised Ordinary Share capital of the Company from 2 000 000 000 to 4 000 000 000 Ordinary Shares. The increase in the authorised Ordinary Share capital requires shareholder approval by way of a special resolution in terms of section 36(2)(a) and section 16(1)(c) of the Companies Act.

Furthermore, it was announced on SENS that Taste would convene a General Meeting of its Shareholders for the purposes of considering, and if deemed fit, approving the necessary resolutions to authorise, in accordance with the provisions of section 41(3) of the Companies Act, the issue of the Rights Offer Shares by the Company in terms of the Rights Offer, as the voting power of the Ordinary Shares that are to be issued pursuant thereto will exceed 30% of the voting power of all the Ordinary Shares held by Shareholders immediately before the issue of the Rights Offer Shares.

# 2. RATIONALE

#### 2.1 Reason

In terms of the Companies Act, an issue of shares in a transaction, or a series of integrated transactions, requires approval of the shareholders by special resolution if the voting power of the class of shares that are issued or issuable as a result of the transaction or series of integrated transactions will be equal to or exceed 30% of the voting power of all the shares of that class held by shareholders immediately before the transaction or series of transactions.

More than 30% of the Company's issued share capital will be issued in terms of the Rights Offer and, accordingly, the approval of Taste Shareholders by way of a special resolution is required in order to proceed with the Rights Offer.

## 2.2 Resolutions to be tabled at the General Meeting

Shareholders are accordingly requested to approve the special resolutions which will be tabled at the General Meeting which resolutions will (1) increase the authorised Ordinary Share capital of the Company to 4 000 000 000 Ordinary Shares and (2) authorise the issue of the Rights Offer Shares by the Company in terms of the Rights Offer, as the voting power of the Ordinary Shares that are to be issued pursuant thereto will exceed 30% of the voting power of all the Ordinary Shares held by Shareholders immediately before the issue of the Rights Offer Shares.

#### 3. OPINIONS AND RECOMMENDATIONS

The directors are of the opinion that the proposed resolutions authorising the increase in the authorised Ordinary Share capital of the Company and the issue of the Rights Offer Shares by the Company in terms of the Rights Offer is in the best interest of the Company and its Shareholders. All directors who are entitled to vote at the General Meeting intend voting in favour of the special resolutions to be proposed at the General Meeting.

# 4. GENERAL MEETING OF SHAREHOLDERS

A General Meeting of Taste Shareholders will be held at 10:00 on Friday, 18 January 2019, at 12 Gemini Street, Linbro Business Park, Frankenwald, Sandton, at which the resolutions set out in the notice to this Circular will be proposed for consideration, and, if deemed fit, approved, with or without modification.

#### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of Taste, whose names are set out in the "Corporate Information" section of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the JSE Listings Requirements.

SIGNED AT SANDTON ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY ON 19 DECEMBER 2018.

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D Pienaar Chief Financial Officer

19 December 2018 Johannesburg



#### TASTE HOLDINGS LIMITED

Incorporated in the Republic of South Africa (Registration number 2000/002239/06) Share code: TAS ISIN: ZAE000081162 ("Taste" or "the Company")

# NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company's Shareholders will be held at 10:00 on Friday, 18 January 2019, at 12 Gemini Street, Linbro Business Park, Frankenwald, Sandton, to consider and, if deemed fit, pass, with or without modification, the special resolutions set out below:

#### SPECIAL RESOLUTION NUMBER 1 - INCREASE IN THE AUTHORISED ORDINARY SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT, in terms of section 36(2)(a) and section 16(1)(c) of the Companies Act, the authorised Ordinary Share capital of the Company be and is hereby amended by the creation of a further 2 000 000 000 ordinary no par value shares in the authorised Ordinary Share capital of the Company, ranking *pari passu* in all respects with the existing Shares in the authorised Ordinary Share capital of the Company, so as to result in a total of 4 000 000 000 Ordinary Shares in the authorised Ordinary Share capital of the Company and the subsequent amendment to the memorandum of incorporation of the Company in terms of section 16(1)(c) of the Companies Act, in order to reflect the increase in the authorised Ordinary Share capital of the Company as a result of this resolution."

## Reason for and effect of special resolution number 1

The reason for and effect of special resolution number 1 is to increase the Company's authorised Ordinary Share capital in order to create sufficient authorised Ordinary Shares for the Company to have sufficient Ordinary Shares in order to, *inter alia*, implement the Rights Offer.

## SPECIAL RESOLUTION NUMBER 2 - AUTHORITY TO ISSUE THE RIGHTS OFFER SHARES

"RESOLVED THAT, subject to the adoption of special resolution number 1, in terms of section 41(3) of the Companies Act of 2008 (Act 71 of 2008), the Company is authorised to issue the Rights Offer Shares in terms of the Rights Offer, as the voting power of the Ordinary Shares that are to be issued pursuant thereto will exceed 30% of the voting power of all the Ordinary Shares held by Shareholders immediately before the issue of the Rights Offer Shares."

#### Reason for and effect of special resolution number 2

The reason for and effect of special resolution number 2 is to authorise the Company to issue the Rights Offer Shares, the voting power of which exceeds 30% of the voting power of all the Ordinary Shares held by Shareholders immediately before the issue of the Rights Offer Shares.

#### **Notification**

In terms of the Companies Act, 75% of the votes cast by Shareholders present or represented by proxy at the meeting must be cast in favour of special resolutions 1 and 2 for it to be adopted.

# **VOTING AND PROXIES**

On a show of hands, every Shareholder of the Company who (being an individual) is present in person or by proxy at the General Meeting or which (being a company or body corporate) is represented thereat by a representative, shall have one vote, and on a poll, every Shareholder of the Company present in person (whether an individual or a company or other body corporate) or represented by proxy at the General Meeting, shall have one vote for each Ordinary Share of which he is the registered holder.

A Shareholder entitled to attend and vote at the General Meeting may appoint one or more persons as his proxy to attend, speak and subject to the memorandum of incorporation of Taste, vote in his stead. A proxy need not also be a Shareholder of the Company.

Certificated Shareholders, and Dematerialised Shareholders who have elected Own-name Registration in the sub-register through a CSDP, who are unable to attend the General Meeting, but wish to be represented thereat must complete and return the attached form of proxy in accordance with the instructions contained therein so as to be received by the Transfer Secretaries, for administrative purposes, by no later than 10:00 on Wednesday, 16 January, 2019 or thereafter handed to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting, at any time before the proxy exercises any rights of the Shareholder at such General Meeting.

Dematerialised Shareholders must instruct their CSDP or broker to vote by proxy on their behalf in terms of the agreement entered into between the Shareholder and their CSDP or broker. Such Shareholders who wish to attend the General Meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend and vote their Ordinary Shares.

By order of the Board

Company Secretary

19 December 2018

#### **REGISTERED OFFICE**

12 Gemini Street Linbro Business Park Sandton, Johannesburg, 2065 (PO Box 1125, Ferndale, Randburg, 2160)

#### TRANSFER SECRETARIES

Computershare Investor Services (Proprietary) Limited (Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg, 2196
(PO Box 61051, Marshalltown, 2107)

#### TASTE HOLDINGS LIMITED

Incorporated in the Republic of South Africa (Registration number 2000/002239/06)
JSE code: TAS ISIN: ZAE000081162
("Taste" or the "Company")



# FORM OF PROXY - FOR CERTIFICATED SHARES AND DEMATERIALISED SHAREHOLDERS WHO HAVE ELECTED OWN-NAME REGISTRATION

For use only by Certificated Shareholders and Dematerialised Shareholders with Own-name Registration who wish to vote on the special resolutions as set out in the Circular, to which this form is attached, at the General Meeting to be held at 10:00 on Friday, 18 January 2019 at 12 Gemini Street, Linbro Business Park, Frankenwald, Sandton. I / We (Full names in print) of (address) Telephone (work) area code ( ) \_\_\_\_\_\_ Telephone (home) area code ( ) \_\_\_\_\_ \_\_\_\_\_ Email address \_\_\_\_\_ Cellphone number \_\_ being the holder of ordinary shares in the Company, hereby appoint (see note 1): or failing him/her, 3. the Chairperson of the General Meeting, as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the special resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the Ordinary Shares in the issued share capital of the Company registered in my/our name/s, in accordance with the following instruction (see note 2): Against Abstain Special Resolution Number 1 Increase in the authorised Ordinary Share capital of the Company Special Resolution Number 2 Authority to issue the Rights Offer Shares Please indicate with an "X" or the relevant number of votes in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Ordinary Shares than you own in the Company, insert the number of Ordinary Shares held in respect of which you desire to vote (see note 2). Signed at Authority of signatory to be attached (See notes 5 and 6) Signature(s) Assisted by (where applicable) Only Certificated Shareholders or Dematerialised Shareholders with Own-name Registration who are entitled to attend and vote at the General Meeting and at any adjournment thereof may appoint one or more proxies to attend, speak and vote in place of such

Please read the notes on the reverse side hereof.

Shareholder. A proxy so appointed need not be a Shareholder of the Company.

#### Notes:

- 1. The date on which Shareholders must have been recorded as such in the share register maintained by the Transfer Secretaries of the Company for purposes of being entitled to receive this notice is Friday, 14 December 2018.
- 2. The date on which Shareholders must be recorded in the share register of the Company for purposes of being entitled to attend and vote at this meeting is Friday, 11 January 2019, with the last day to trade being Tuesday, 8 January 2019.
- 3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairperson of the meeting and must accordingly bring a copy of their identity documents, drivers' license or passport to the meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.
- 4. A Certificated Shareholder or Dematerialised Shareholder who have elected "Own-name Registration" in the sub-register through a CSDP may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the General Meeting", but any such deletion must be signed in full by the Shareholder concerned. The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is inserted in the spaces provided, the chairperson shall be deemed to be appointed as the proxy to vote in the manner indicated in the form and if no clear indication is made, to vote in favour of the proposed resolutions.
- 5. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Ordinary Shares than you own in the Company, insert the number of Ordinary Shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all the Shareholders' votes exercisable thereat provided that in the case of the chairperson, he shall be required to vote in favour of the resolutions. A Shareholder or his proxy is not obliged to use all the votes exercisable by the Shareholder or by his proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the Shareholder or by his/her proxy.
- 6. The date must be filled in on this form of proxy when it is signed.
- 7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of Ordinary Shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
- 8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's Transfer Secretaries or waived by the chairperson of the General Meeting.
- 9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy unless it has previously been registered with the Company or the Transfer Secretaries.
- 10. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Ordinary Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company by no later than one hour before the commencement of the General Meeting at which the proxy is to be used.
- 11. Where Ordinary Shares are held jointly, all joint holders are required to sign this form of proxy.
- 12. Any alterations or corrections made to this form of proxy must be signed in full and not only initialled by the signatories.
- 13. A minor must be assisted by his parent or guardian unless the relevant documents establishing his legal capacity are produced or have been registered by the Transfer Secretaries of the Company.
- 14. The chairperson of the General Meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
- 15. If required, additional forms of proxy are available from the Transfer Secretaries of the Company.
- 16. Forms of proxy must be received by the Transfer Secretaries, for administrative purposes by no later than 10:00 on Wednesday, 16 January 2019 or thereafter by handing such form to the chairperson of the General Meeting or the Transfer Secretaries at the General Meeting, at any such time before the proxy exercises any rights of the Shareholder at such General Meeting.

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