



HERMANUSDOORNS SHAREBLOCK LTD

Reg 91/06901/06

c/o Imperial Place, 79 Boeing Rd East, Bedfordview.
Tel: +27 (0) 11 553-8719; Fax: +27-(0) 86-646-4400

13th July 2015

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Hermanusdoorns Shareblock Limited ("The Company") will be held at the entertainment area, near the swimming pool area of the Farm, Hermanusdoorns on 8th August 2015 at 11h00, for the purpose of dealing with the business and considering and, if deemed fit, with or without modification, the resolutions set out below:

1. Welcome
2. Attendance Register
3. Notice convening meeting and quorum
4. Apologies and proxies
5. Presentation of Financial Statements.
6. Ordinary Business
 - a. **Ordinary Resolution 1**
Resolved as Ordinary Resolution 1 to approve the minutes of the previous Annual General Meeting held on 9th August 2014
 - b. **Ordinary Resolution 2**
Resolved as Ordinary Resolution 2 to receive and adopt the Company's annual financial statements for the year ended 28 February 2015 together with the reports of the directors and auditors.
 - c. **Ordinary Resolution 3**
Resolved as Ordinary Resolution 3 to re-appoint Russell James and Company Incorporated (Incorporating Core Chartered Accountants (SA)) as auditors to the Company until the conclusion of the next Annual General Meeting.
 - d. **Ordinary Resolution 4**

i. Preamble to Ordinary Resolution 4

It has been proposed by a number of shareholders that they wish to participate in an investment in exotic game. The principle would be as follows:

- Each year, a specific syndicate would be formed for the purpose of investing in certain species of exotic game
- Each syndicate would be voluntary but formed on an equitable base based on the quantum of the investment
- Investment would be made in breeding herds as determined by the syndicate, but ratified by the Board based on the annual veld assessment as to the available carrying capacity
- Hermanusdoorns Shareblock Limited would provide the grazing rights to these animals but in no way be accountable for their wellbeing or liable in any way for loss or expenses incurred in respect of the animals.
- Hermanusdoorns would be entitled to 50% of any yield from the syndicate's investment.
- The syndicate participants may vary from year to year and would remain independent from each other
- Each syndicate member would have rights within the syndicate proportional to his investment
- No hunting would be permitted
- Minimum investment criteria would be R 200,000 per syndicate with a minimum of R20,000 per member in respect of each syndicate formed
- Details of each Syndicate would form part of the Annual Financial Statements
- Each syndicate would be independent from each other but fall within parameters set by the Board, although independent of Hermanusdoorns Shareblock Company Limited.

To this end, the Board wishes to allow the establishment of Game Investment Syndicates (GIS)

Resolved as Ordinary Resolution 4 to authorise the Board to formulate the establishment of Game Investment Syndicates. (GIS)

ii. The Effect of Ordinary Resolution 4

The effect of Ordinary Resolution 4 is that it will allow for Hermanusdoorns shareholders to participate in Game Investment and allow non-participating shareholders to enjoy additional game viewing whilst participating in the yield from other investors

7. Special Business

To consider, and if deemed fit, to pass with or without modification the following resolutions, which are proposed as a special resolutions:

Special Resolution 1

i. Preamble to Special Resolution 1

As part of our on-going efforts to recover outstanding debts from shareholders we are now in a position to auction these shares to cover all outstanding debts as well as legal fees. It is the Board's intention to participate in the auction and offer the outstanding debt, inclusive of legal fees as the price for these shares. This is in effect the buy-back of these shares and as such a Special Resolution is required.

Resolved as Special Resolution 1 to authorise the Board to buy back those shares that get put on auction as a result of defaults in levy and other payments by the shareholders.

ii. The Effect of Special Resolution 1

The effect of Special Resolution 1 is that for each share thus purchased on auction as a result of default payments by a shareholder, that the issued shares would reduce by one and the Share capital would reduce by R1000. There are currently 2 such shares on offer. The Purchase offer for each share will be equal to the total outstanding debt and will be taken through the income statement as an expense.

Special Resolution 2

i. Preamble to Special Resolution 2

In analysing the shareholders that consistently are late with their levies, it was found that the majority of these late payers were those that had limited risk in that they owned vacant land rather than a developed site. In order to minimise this effect going forward the Board proposes that any sale of a vacant site will have an added condition that the site has to be fully developed within a two year period.

Resolved as Special Resolution 2 to modify the MOI to incorporate a clause that stipulates that the sale of a vacant site will be conditional on the site being fully developed within two years from transfer. The responsibility will fall on the Purchaser and only apply for the sale of shares once this amendment has been approved at the AGM for incorporation into the MOI. Should the Purchaser fail to comply with this condition within the two year period, the levy for that share will double for the period that the site remains undeveloped.

ii. The Effect of Special Resolution 2

The effect of Special Resolution 2 will be that of ensuring all shareholders have a vested interest in the company by virtue of the fact that they all own fully developed sites

8. Re-election of Directors

As per the Memorandum of Incorporation, two directors must retire from office at this point in time. Mr J Hill and J Kotze are due for retirement and offer themselves for re-election.

9. Presentation of general issues

10. To transact such other business as may be transacted at an Annual General Meeting.

11. General

All shareholders are entitled to attend, speak and vote at the meeting and a form of proxy is enclosed for the convenience of any shareholder who is unable to do so. No other form of proxy shall be acceptable.

The proxy form should be completed and sent to (lodged) with the Company for the attention of Desiree Naidoo at:

- Imperial Place, 79 Boeing Rd East, Jeppe Quandum, Bedfordview
- dnaidoo@imperialauto.co.za
- Fax: 086-646-4400

These proxies, as per the Memorandum of Incorporation of the Company are to be received not later than **11h00 on 6th August 2015**, being 48 hours before the time for holding the meeting.

Any member who completes and lodges the form of proxy will nevertheless be entitled to attend, speak and vote in person (to the exclusion of a previously appointed proxy holder) should they afterwards decide to do so.

Each shareholder is entitled to appoint one proxy (who need not be a shareholder) to attend, speak and vote in his stead.

BY ORDER OF THE BOARD



MJ PERRIE
MANAGING DIRECTOR