



HERMANUSDOORNS SHAREBLOCK LTD

Reg 91/06901/06

Jeppe Quandum, 79 Boeing Rd East, Bedfordview
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Tel: (011) 553-8718 Fax: 086-535-0883

11 July 2016

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 6th August 2016 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 8th August 2015
 - b. **Ordinary Resolution 2**
Resolved as Ordinary Resolution 2 to receive and adopt the Company's annual financial statements for the year ended 29 February 2016 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**

Resolved as Ordinary Resolution 4 to ratify the appointment of Mr D Harriss as a Director of the Board

7. Special Business

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

Special Resolution 1

i. Preamble to Special Resolution 1

The authority for Directors to buy back shares has to be renewed annually.

Resolved as Special Resolution 1 to authorise the Board to buy back shares as they deem fit in the best interests of the company.

ii. The Effect of Special Resolution 1

The effect of Special Resolution 1 is that for each share thus purchased, the issued shares would reduce by one and the Share Capital would reduce by R1000. The Purchase offer for each share will be taken through the income statement as an expense.

Special Resolution 2

iii. Preamble to Special Resolution 2

The current definition of "Property and Buildings" in Clause 1.6.15 of the MOI is incorrect:

- The remaining portion 650 of the farm Hermanusdoorns already includes the consolidation of the remaining portion 4 of the farm Manamane.
- Not all buildings erected on the farm are for common use. Buildings erected by shareholders on their allocated sites are for the exclusive use of the shareholder and do not form part of the common property.

Resolved as Special Resolution 2 to authorise the Board to amend the definition of "Property and Buildings" in Clause 1.6.15 of the MOI to read:

1.6.15 "Property and

Buildings"

means the immovable property described below and known as "Hermanusdoorns" or "the farm", together with the

common use buildings erected on the immovable property. This excludes any buildings erected by the shareholder on the site allocated to the shareholder for the shareholder's exclusive use:

- The remaining portion 650 of the farm Hermanusdoorns in the registration division KQ Northern Province;
- The farm La Rive 592 in the registration division KQ Northern Province;

iv. The Effect of Special Resolution 2

The effect of Special Resolution 2 is to correct the current definition of "Property and Buildings" in the MOI both with respect to the immovable property and with respect to the buildings.

Special Resolution 3

v. Preamble to Special Resolution 3

There have been requests by a few shareholders for permission to land helicopters on the farm.

Resolved as Special Resolution 3 to grant permission for the landing of helicopters on the farm in an area specifically designated by the board, so as to cause minimal disruption and inconvenience to other shareholders as well as to the flora and fauna.

vi. The Effect of Special Resolution 3

The effect of Special Resolution 3 is that permission has been granted for helicopters to land in a specifically designated area of the farm.

8. Re-election of Directors

As per the Memorandum of Incorporation, two directors must retire from office at this point in time. Mr C Ross and AS du Plessis 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 4th August 2016**, 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