



HERMANUSDOORNS SHAREBLOCK LTD

Reg 91/06901/06

c/o Africa Automotive Aftermarket Solutions, 2 Gordon Ave, Meadowview Business Estate, Linbro Park, Johannesburg. Tel: +27 (0) 11 879-6000; Fax: +27-(0) 86-609-6193

18th July 2017

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 12th August 2017 at 11h00, for 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 6th August 2016
 - 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 2017 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.

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.

8. Re-election of Directors

As per the Memorandum of Incorporation, two directors must retire from office at this point in time. Mr MJ Perrie and Mr M Fikkert 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 Rosely Van Der Merwe at:

- Africa Automotive Aftermarket Solutions, 2 Gordon Ave, Meadowview Business Estate, Linbro Park, Johannesburg
- roselyv@aaas.co.za
- Fax: 086-609-6193

These proxies, as per the Memorandum of Incorporation of the Company are to be received not later than **11h00 on 10th August 2017**, 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

A handwritten signature in blue ink, appearing to read 'MJ Perrie', with a stylized flourish at the end.

MJ PERRIE
MANAGING DIRECTOR