



## **HOMECHOICE International plc**

(Registration number C66099)

(the “Company”)

### **Notice to shareholders**

NOTICE IS HEREBY GIVEN that an extraordinary meeting of shareholders (the “Shareholders”) of the Company will be held at 78 Mill Street, Qormi, Republic of Malta, on Tuesday, 11 October 2016, at 09:00 to deal with such business as may lawfully be dealt with at the meeting and to consider and, if deemed fit, pass, with or without modification, the resolutions set out hereunder, which meeting is to be participated in by Shareholders recorded in the Company’s securities register as at the record date.

The record date to receive this notice of the meeting is Friday 9 September 2016. The record date on which Shareholders must be recorded in the securities register for purposes of being entitled to attend and vote at this meeting is Friday 30 September 2016. The last date to trade in order to be entitled to vote at the meeting will therefore be Tuesday 27 September 2016.

The quorum requirement for the extraordinary and special resolutions set out below is sufficient persons being present to exercise, in aggregate, at least 25% of all voting rights that are entitled to be exercised on the resolutions, provided that at least three Shareholders of the Company are present at the extraordinary general meeting.

### **Agenda**

1. Changes to the Memorandum and Articles of Association of the Company.
2. To consider any other matters raised by Shareholders which are appropriate to be raised and discussed at the extraordinary general meeting.

### **Electronic Participation**

1. Shareholders are invited to participate in the meeting by means of electronic communication. Accordingly, Shareholders or their proxies may participate in the meeting by way of a teleconference call provided that, if they wish to do so –
  - a. they will be required to provide reasonably satisfactory identification; and
  - b. they will be billed separately by their own telephone service providers for their telephone call to participate in the general meeting.
2. Details of the conference call facilities will be provided to each Shareholder upon request.

### **Resolutions**

The Shareholders will be requested to consider and, if deemed fit, to pass, with or without modification, the following resolutions:

#### **Extraordinary and Special Resolution number 1:**

*“It is hereby resolved that the current Memorandum and Articles of Association be repealed in its entirety and replaced by the Memorandum and Articles of Association attached hereto as ‘Annexure A.’”*

The percentage of voting rights required to pass Extraordinary and Special Resolution number 1 is (i) at least 75% in nominal value of the shares represented and entitled to vote at the meeting; (ii) at least 75% of the voting rights exercised on Extraordinary and Special Resolution number 1; and (iii) at least 51% in nominal value of all the shares entitled to vote in respect of such Extraordinary and Special Resolution number 1.

#### **Explanatory information in respect of Extraordinary and Special Resolution number 1**

The proposed changes to the Memorandum and Articles of Association consist primarily in extending the objects clause contained in Article 3 of the Memorandum of Association so as to enable the Company to, *inter alia*, lend and borrow money,

grant or provide guarantees, hypothecs, privileges, charges, security interests or other security to companies forming part of the same group of companies as the Company or where the so doing does not give rise to any licensing requirements.

**Ordinary Resolution number 1:**

*“It is hereby resolved that any one Director or the Company Secretary of the Company be authorised to issue, execute and file with the Registrar of Companies, a revised and updated copy of the Memorandum and Articles of Association of the Company in terms of the above Extraordinary and Special Resolution number 1.”*

The percentage of voting rights required to pass Ordinary Resolution number 1 is 50% of the voting rights exercised on Ordinary Resolution number 1

**General – Shareholders please take note**

Shareholders are informed that:

- a Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy (or more than one proxy) to attend, participate in and speak and vote at the meeting in the place of the Shareholder, and Shareholders are referred to the attached form of proxy;
- a proxy need not also be a Shareholder of the Company but must be a natural person;
- the proxy may delegate the authority granted to him/ her/it as proxy, subject to any restriction in the form of proxy itself;
- a Shareholder entitled to vote may appoint more than 1 (one) proxy to exercise Voting Rights attached to different shares held by that Shareholder entitled to vote in respect of any Shareholders’ Meeting and may appoint more than 1 (one) proxy to exercise Voting Rights attached to different shares held by the Shareholder which entitle him/her/it to vote;
- Shareholders who wish to appoint proxies are required to complete and return the form of proxy to reach the registered office of the Company at least 48 hours before the appointed time of the meeting (9am on Friday 7 October 2016), but at least before the proxy exercises any right of the appointing Shareholder at the general meeting; and
- any person attending or participating in a meeting of Shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as Shareholder or as proxy for a Shareholder) has been reasonably verified. Forms of identification include valid identity documents, driver’s licences and passports.

By order of the Board

George Said  
Company secretary

Republic of Malta  
16 September 2016

Registered office:

93 Mill Street  
Qormi  
QRM3012  
Republic of Malta

Proxies may also be delivered in South Africa via:

c/o The company secretary

Private Bag X150	78 Main Road
Claremont	Wynberg
7735	7800

bbastard@homechoice.co.za  
tel: +27 (0)21 680 8046



**HOMECHOICE International plc**  
 (Registration number C66099)  
 (the “Company”)

**FORM OF PROXY**

For completion by Shareholders unable to attend the meeting of the Company to be held on Tuesday, 11 October 2016, at 09:00 at 78 Mill Street, Qormi, Republic of Malta (the “meeting”).

I/We (full names) \_\_\_\_\_

of (address) \_\_\_\_\_

being a Shareholder of the Company and entitled to \_\_\_\_\_ votes (one per share)

hereby appoint \_\_\_\_\_ or failing him/her \_\_\_\_\_

or failing him/her the chairman of the meeting, as my/our proxy to attend, speak and, on a poll, vote for me/us and on my/our behalf at the meeting, and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at the meeting, with or without modification, as follows\*:

	Insert “X” in the appropriate box or number of votes		
	For	Against	Abstain
Extraordinary and Special Resolution number 1: Authorise the replacement of the Memorandum and Articles of Association of the Company.			
Ordinary Resolution number 1: Authorise any director or the company secretary of the company to execute Special Resolution 1.			

If any modified resolutions are proposed before the meeting the proxy shall vote:

	Insert “X” in the appropriate box
As indicated above:	
In the proxy’s discretion:	

*\* The Notes to the Form of Proxy overleaf form part of this proxy form and Shareholders are advised to read them. Please see the notice of general meeting for the full proposed resolution. If you return this form duly signed without specifying a proxy you will be deemed to appoint the chairman of the general meeting as your proxy.*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature \_\_\_\_\_ assisted by \_\_\_\_\_ (where applicable)

## Notes to the form of proxy

1. A Shareholder entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or two alternative proxies of the Shareholder's choice (who need not be a Shareholder of the Company but must be a natural person) to attend, speak and vote thereat in his/ her/its stead, by inserting his/her/its name/s in the space/s provided, with or without deleting "the chairman of the meeting" but the Shareholder must initial any such deletion. The person whose name stands first on this form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. This proxy form and power of attorney (if any) under which it is signed must be addressed to the company secretary and reach the registered office of the Company not less than 48 hours before the appointed time of the meeting.
3. A Shareholder's instructions to the proxy regarding voting should be indicated by the insertion of the relevant number of votes exercisable by the Shareholder in the appropriate box provided. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the meeting as he/she deems fit in respect of all the Shareholder's votes.
4. A Shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless a notice of any of the aforementioned matters shall have been received by the Company at its registered office or by the chairperson of the meeting at the venue of the meeting before commencement of the meeting.
6. The chairperson of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded with the Company or unless the chairperson of the meeting waives this requirement.
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 been registered by the Company or waived by the chairman of the general meeting.
10. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the Company.
11. Where there are joint holders of shares: (a) all joint holders must sign the form of proxy; and (b) the vote(s) of the senior Shareholders (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Company's securities register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint Shareholder(s).
12. Any proxy appointed pursuant to this form of proxy may not delegate his/her authority to act on behalf of the relevant Shareholder.
13. An appointment of a proxy pursuant to this form of proxy remains valid only until the end of the general meeting or any adjournment of the general meeting.
14. This form of proxy shall be valid at any resumption of an adjourned meeting to which it relates, although this form of proxy shall not be used at the resumption of an adjourned meeting if it could not have been used at the meeting from which it was adjourned for any reason other than it was not lodged timeously for the meeting from which the adjournment took place. This form of proxy shall be deemed to confer the power generally to act at the meeting in question, subject to any specific direction contained in this form of proxy as to the manner of voting.
15. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).