

LOWVELD LODGE SHARE BLOCK LIMITED

(Reg No. 1958/003301/06)

NOTICE is hereby given of a **General Meeting** of the Shareholders of **Lowveld Lodge Share Block Limited** ("the Company") to pass **special and ordinary resolutions**, which meeting is to be held at
CLUB LEISURE GROUP, 1 CROMPTON STREET, PINETOWN,
on WEDNESDAY, 2 MARCH 2016 at 10H00.

AGENDA

FOR THE GENERAL MEETING

1. Welcome
2. Notice convening the meeting
3. Present, apologies and acceptance of proxies
4. Establishment of a quorum for the passing of special and ordinary resolutions
5. Special Resolution 1:
To approve the proposed opening of a sectional title register in accordance with the provisions of the Sectional Titles Act No. 95 of 1986, in respect of the immovable property owned by the Company and upon which a share block scheme is operated.
6. Special Resolution 2:
To approve, in accordance with Section 8 (1)(c) of the Share Blocks Control Act No. 59 of 1980, the alienation/cession of the whole Right to Extend, reserved in terms of Section 25 of the Sectional Titles Act, to Timesales (Pty) Ltd in accordance with the Company's Memorandum of Incorporation and Use Agreement, by way of Notarial Cession in terms of Section 25(4)(b) of the Sectional Titles Act.
7. Special Resolution 3:
To approve, in accordance with Section 8(1)(c) of the Share Block Control Act, the alienation/sale of units/sections to prospective purchases by private treaty.
8. Ordinary Resolution:
That the Board of Directors be, and with the passing of the resolutions, are authorised to take such action in accordance with the provisions of Regulations 1 to 8 of Schedule 1 to the Share Blocks Control Act No. 59 of 1980 for the opening of the Sectional Title Register and to do all things as may be necessary to give effect to the Special Resolutions.

The **SECTIONAL TITLE PLANS AND SECTIONAL TITLE MANAGEMENT RULES** are available at **the meeting** and can also be inspected free of charge during normal business hours at the company's property, **LOWVELD LODGE**.



BY ORDER OF THE BOARD

Per: J J Jordaan

Registered Office
C/o First Resorts Management (Pty) Limited
1 Crompton Street
Pinetown
3610

Tel: 031 717 7593

E-Mail: JorindaV@firstresorts.co.za

Date: 2 February 2016

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy need not be a shareholder of the Company.
2. Proxy forms, duly completed, should be returned so as to reach the registered office of the Company not less than **48 (forty-eight)** hours before the appointed time of the meeting.
3. The **special resolutions** must be passed as special resolutions in accordance with the provisions of the Companies Act, 2008, or, by not less than 50% in number of members present in person or by proxy and the said 50% of members together hold not less than 30% of the total votes held by all members of the Company;

LOWVELD LODGE SHARE BLOCK LIMITED

(Reg No. 1958/003301/06)

EXPLANATION AND EFFECT OF THE SPECIAL AND ORDINARY RESOLUTIONS CONTAINED IN THE NOTICE OF THE GENERAL MEETING

Explanation – Special Resolution 1:

The Company is the registered owner of the property situate at Erven 1537 & 1538, White River Ext. 16, Mpumalanga, Registration Division JU measuring 1,1364 and 1,4384 hectares respectively held by Deeds of Transfer Nos. T69183/87 and T57441/90, known as **LOWVELD LODGE**.

The Company operated a time share resort on the property until the time share was terminated and by agreement with owners converted into a rental scheme in accordance with which the owners received an annual proportionate rental distribution which amount was credited to the annual levies owed by the owners.

In accordance with a resolution passed by the Board of Directors of the Company in September 2015, the Directors resolved, as they have the right to do in terms of Item 1 of Schedule 1 to the Share Blocks Control Act, that an application be made for the opening of a Sectional Title Register for Lowveld Lodge and to alienate the sections in the Sectional Plan to the owner in which all the shares in each unit/section are owned by the same shareholder.

Effect – Special Resolution 1:

On passing of Special Resolution 1, the Directors, by virtue of the Ordinary Resolution, are authorised to take such action in accordance with the provisions of Regulations 1 to 8 of Schedule 1 to the Share Blocks Control Act No. 59 of 1980 for the opening of the Sectional Title Register in accordance with the provisions of the Sectional Titles Act and to do all things as may be necessary to give effect to the Special Resolution.

On the opening of the Sectional Title Register the Company will be authorised to alienate the sections in the Sectional Plan to the owner in which all the shares in each unit/section are owned by the same shareholder, or, by virtue of Special Resolution 3 herein, to alienate the sections/units to prospective purchaser(s) by private treaty.

Explanation – Special Resolution 2:

Reserved in the Company's Memorandum of Incorporation and the Use Agreement to the developer of Lowveld Lodge, namely, Timesales (Pty) Limited, are the rights to further develop, extend or alienate the area in respect of the shares comprising share block 37 on Erf 1537.

In accordance with Section 8 (1)(c) of the Share Blocks Control Act No. 59 of 1980, the Company shall not have the power, other than with the approval of a special resolution of a general meeting of the Company, to alienate or cede any immovable property of the Company or any of its rights to immovable property in respect of which it operates a share block scheme.

The Company's Memorandum of Incorporation imposes on the shareholders other than the shareholder of share block 37 the obligation to vote in favour of all special resolutions in terms of which such alienation is approved.

At the time of and simultaneous with the opening of the Sectional Title Register, the development rights/right to extend, reserved in terms of Section 25 of the Sectional Titles Act No. 95 of 1986, shall be alienated/ceded to Timesales (Pty) Ltd by way of Notarial Cession in terms of Section 25(4)(b) of the Sectional Titles Act No. 95 of 1986.

Effect – Special Resolution 2:

The Company is authorised to alienate/cede the Right to Extend to Timesales (Pty) Limited in accordance with the Company's Memorandum of Incorporation and the Use Agreement, by Notarial Deed of Cession, at the time of the opening of the Sectional Title Register, in accordance with Section 25(4)(b) of the Sectional Titles Act No. 95 of 1986.

In accordance with the provisions of the Company's Memorandum of Incorporation the shareholders other than the shareholder of share block 37 are obliged to vote in favour of all special resolutions in terms of which such alienation is approved.

On registration of the Notarial Deed of Cession, Timesales (Pty) Limited are vested with the right to further develop, extend or alienate the area in respect of the shares comprising share block 37 on Erf 1537.

Explanation – Special Resolution 3:

In accordance with Section 8 (1)(c) of the Share Blocks Control Act No. 59 of 1980, the Company shall not have the power, other than with the approval of a special resolution of a general meeting of the Company, to alienate or cede any immovable property of the Company or any of its rights to immovable property in respect of which it operates a share block scheme.

Once Lowveld Lodge is sectionalised, the Company is desirous of alienating/selling the units/sections to prospective purchaser(s) by private treaty.

Effect – Special Resolution 3:

In accordance with Section 8(1)(c) of the Share Block Control Act No. 59 of 1980, the Company is authorised to alienate and/or sell the sections/units to prospective purchaser(s) by private treaty.

LOWVELD LODGE SHARE BLOCK LIMITED

(Registration No.: 1958/003301/06)

FORM OF PROXY

A member entitled to attend and vote at the meeting is entitled to appoint a proxy of his own choice to attend, speak and vote in his stead. A proxy need not be a member of the company.

I/ We _____
(Name in block capitals)

Unit No.: _____ Week No.: _____ being a shareholder/s of LOWVELD LODGE SHARE BLOCK LIMITED and entitled to _____ vote(s) do hereby appoint:

_____ (ID: No: _____)

of _____ or failing him :

_____ (ID: No: _____)

of _____

failing him, the Chairman of the meeting, as my/our proxy to attend, and on a poll, vote on my/our behalf at the annual general meeting to be held on **2 MARCH 2016**, or at any adjournment thereof, as follows:

(Indicate directions to proxy by way of a cross (X) in the space provided above.)
Unless otherwise instructed, the proxy may vote as he thinks fit.

AGENDA ITEM		FOR	AGAINST	ABSTAIN
5.	<u>Special Resolution 1:</u> To approve the proposed opening of a sectional title register in accordance with the provisions of the Sectional Titles Act No. 95 of 1986, in respect of the immovable property owned by the Company and upon which a share block scheme is operated.			
6.	<u>Special Resolution 2:</u> To approve, in accordance with Section 8 (1)(c) of the Share Blocks Control Act No. 59 of 1980, the alienation/cession of the whole Right to Extend , reserved in terms of Section 25 of the Sectional Titles Act, to Timesales (Pty) Ltd in accordance with the Company's Memorandum of Incorporation and Use Agreement, by way of Notarial Cession in terms of Section 25(4)(b) of the Sectional Titles Act.			
7.	<u>Special Resolution 3:</u> To approve, in accordance with Section 8(1)(c) of the Share Block Control Act, the alienation/sale of units/sections to prospective purchases by private treaty.			

8.	<u>Ordinary Resolution:</u> That the Board of Directors be, and with the passing of the resolutions, are authorised to take such action in accordance with the provisions of Regulations 1 to 8 of Schedule 1 to the Share Blocks Control Act No. 59 of 1980 for the opening of the Sectional Title Register and to do all things as may be necessary to give effect to the Special Resolutions.			
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Signed this _____ day of _____ 2016.

Signature

DOMICILIUM

LOWVELD LODGE SHARE BLOCK LIMITED
c/o FIRST RESORTS & HOTEL MANAGEMENT (PTY) LTD
1 CROMPTON STREET
PINETOWN, 3610

POSTAL ADDRESS

P.O.BOX 1287
PINETOWN, 3600
Fax: 031 701 9964/ 086 2956099
email: liezls@firstresorts.co.za

Note 1: This proxy must be delivered or faxed to the Secretaries of the company not less than **FORTY EIGHT HOURS** before the time appointed for the meeting.

Note 2: A Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his stead, and such proxy need not also be a Member of the Company.

Note 3: This Proxy shall be binding upon the Member until such time as the Member personally withdraws it and it is limited to the voting on the special and ordinary resolutions referred to herein. Unless otherwise instructed, the proxy will vote as he thinks fit. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead.

Any alteration or correction made to this form of proxy (excluding the deletion of alternatives) must be initialled by the signatory. Documentary evidence establishing the authority of a Person signing this form of proxy in a representative capacity (i.e. on behalf of a Company, Close Corporation or Trust) must be attached to this form.

The completion and lodging of this form of proxy will not preclude the relevant Member from attending the meeting and speaking and voting in Person thereat, to the exclusion of any proxy appointed in terms thereof, should such Member wish to do so.

Emailed and facsimile copies of this proxy form must be duly verified before the commencement of the meeting to be eligible for acceptance. If any one of the requirements contained herein is not fulfilled, the proxy form and/or the nomination of the proxy will be null and void.

Proxy holders must present reasonably satisfactory identification before attending and participating in the meeting.