

**MINUTES OF THE COMBINED ANNUAL SHAREHOLDERS MEETING OF NGWENYA 3
SHARE BLOCK (PTY) LIMITED AND NGWENYA 4 SHARE BLOCK (PTY) LIMITED HELD
AT THE COUNTRY CLUB JOHANNESBURG, WOODMEAD ON
THE 29TH OF SEPTEMBER 2017 AT 09H30**

PRESENT:

DIRECTORS:

AS PER THE ATTENDANCE REGISTER

MEMBERS:

AS PER THE ATTENDANCE REGISTER

IN ATTENDANCE:

AS PER THE ATTENDANCE REGISTER

1. OPEN AND WELCOME

The Chair opened the meeting and welcomed everyone present.

2. APOLOGIES / PROXIES / QUORUM

The Chair advised the Shareholders that 13 apologies, 14 proxies and 8 Letters of Representation had been received. The quorum was 1% of all the voting rights and at least 3 Shareholders present in person or by proxy and as there were more than 3 Members representing 82% and 95% of the total votes in Ngwenya 3 Share Block (Pty) Ltd and Ngwenya 4 Share Block (Pty) Ltd respectively there was a quorum present and as the notice had been served timeously, the Chair accordingly declared the meeting as duly constituted.

**3. MINUTES OF THE PREVIOUS ANNUAL SHAREHOLDERS MEETING HELD ON THE
23RD OF SEPTEMBER 2016**

The approved minutes had been circulated and there were no matters arising from the Minutes.

4. PRESENTATION OF THE CHAIR'S INTEGRATED REPORT

The Chair's Integrated Report having been circulated was accepted as read, the Chair highlighted the pertinent aspects of the Report and events that had happened since the last ASM. The Chair, on behalf of the Board, thanked the members for their diligent contribution and their attendance at the Annual Shareholders Meeting.

4.1 NCC INVESTIGATION

The Chair gave feedback to the Members regarding the National Consumer Counsel that had appointed a panel consisting of 3 attorneys to do an investigation regarding the Timeshare Industry and to determine where legislation was outdated, to assist in regularising the industry.

The Chair confirmed that the Share Block welcomed the investigation as it allowed Members to voice their frustrations to the Panel. The Industry partners would also meet with the Panel in November 2017 to assist in the investigation.

Once the Panel released its report the Industry would be in a position to know what the impact would be on legislation whereby communication to the Members would be circulated.

4.2 CURTAIN PROJECT

The Chair confirmed that the refurbishment of the curtains would commence in November 2017 and should be completed by April 2018, the Chair asked the members for their patience in this regard.

4.3 UNIT RENOVATION

The Chair advised the members that critical maintenance had to be done in 18 units next year, but that the maintenance could not be done due to high occupancy at the Resort. The Chair requested that should a member of one of the 18 identified units not be interested in occupying in 2018 to allow for the maintenance to be done, to please notify VRS of same whereby no levy would be raised.

4.4 ID CARDS

A Shareholder had requested that the use of ID cards for all Shareholders be investigated which can be presented to the guard at the gate to allow entry to the Resort without queuing to complete documentation. Due to the security risk and the indemnity forms that would subsequently not be completed the proposal was rejected.

4.5 SEWAGE SYSTEM

The Chair informed the Members that a new sewage system will be implemented and the cost thereof would be financed from reserves. It would be ensured that all environmental standards were met.

4.6 CHAIRMAN'S LINE

The Chair advised the members that a dedicated telephone line to the Chairman would be made available to members should their first line of communication not be successful, the first line of communication being Front Desk Management at the Resort.

4.7 BUDGET FOR 2018

The Chair advised the members that the budget increase for 2018 would be 1.27%, this was due to good paying members for a number of years and the Share

Block being in a stable and strong position. The Chair assured the members that the 1.27% increase would not place the Share Block at risk.

The meeting accepted the Chair's Integrated Report and approved the actions of the Directors.

5. PRESENTATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2017

Mr. Gerhard Hogendoorn presented the Annual Financial Statements and explained the various notes relating to the line items concerned. The following matter arose from the presentation:

5.1 DEBTORS

A Shareholder requested feedback as to the reason that the debtors had increased. Mr Gerhard Hogendoorn explained that R1,8 million of these funds were attributed to SARS refunds on the VAT account. Output VAT is declared once yearly with input claims occurring thereafter.

6. APPROVAL OF AUDITOR'S REMUNERATION

The meeting considered the fees raised by the Auditors for work completed and as there were no questions or objections, the Members:

RESOLVED BY UNANIMOUS RESOLUTION THAT:

The Auditor's fees be and are paid as submitted and duly approved.

7. APPOINTMENT OF AUDITORS

As there was no counter proposal or objection to the reappointment of the Auditors, Theunissen Abrie Inc, the Auditors therefore they were re-appointed for the ensuing financial year. The Audit Partner will be Prof Willem Abrie Senior.

8. INSURANCE SCHEDULE

The Chair advised that quotations were being obtained to change the underwriter however at this stage the Share Block was adequately insured. The meeting considered the circulated Insurance Schedule detailing the insured values, premiums, Broker and Insurer / Re-insurer and as there were no questions or objections, it was:

RESOLVED BY UNANIMOUS RESOLUTION THAT:

The Insurance Schedule be and is hereby approved.

9. ELECTION OF DIRECTORS

9.1 Mr. PH Edkins confirmed that in terms of the provisions of the Mol the minimum number of Directors was three and in terms of Article 19.1 of the Mol one half the number of elected Directors stood down by rotation.

9.2 Mr. J van Niekerk stood down which resulted in a vacancy, and as there was a nomination for Mr. J van Niekerk, Mr. PH Edkins proposed that Mr. J van Niekerk be elected on a show of hands and by single unanimous Resolution to fill the vacancy.

RESOLVED BY UNANIMOUS RESOLUTION THAT:

Mr. J van Niekerk be and is hereby elected as Director to serve on the Board for the ensuing year.

9.3 Mr. PH Edkins congratulated Mr. J van Niekerk on his appointment.

A Shareholder requested that a call for nomination be circulated prior to the Annual Shareholders meeting and the Chair explained that the nomination form was included with the Notice and any Shareholder was welcome to nominate a person as Director.

10. SPECIAL RESOLUTIONS FOR NGWENYA 3 SHARE BLOCK (PTY) LIMITED

10.1 SPECIAL RESOLUTION 1

RESOLVED BY UNANIMOUS RESOLUTION:

SPECIAL RESOLUTION REGARDING INTERCOMPANY LOANS

In terms of section 45(3)(a)(ii) of the Companies Act (Act 71 of 2008), as amended ("the Companies Act"), as a general approval, the Board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board of the Company may deem fit to any Company or corporation that is related or inter-related ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on terms and conditions that the Board of the Company may determine, subject to periodic solvency and liquidity reviews, provided that the aforementioned approval shall be valid for a period of two years or until the date of the annual general meeting of the Company where approval is renewed, whichever is first. Notwithstanding the foregoing, should shareholders decide not to renew the authority granted in terms hereof at the next annual general meeting, then the authority shall continue to be effective in terms of this resolution for the period of two years following the date of its approval.

10.2 SPECIAL RESOLUTION 2

RESOLVED BY UNANIMOUS RESOLUTION:

SPECIAL RESOLUTION REGARDING DIRECTORS REMUNERATION

In terms of Section 66(9) of the Companies Act no 71 of 2008 (as amended), the Company be and is hereby authorised to remunerate its non-executive Directors for their services as Directors on the basis set out below and on such basis as may be approved by the Board of Directors:

- 10.2.1** Fees are paid per meeting attended, unless otherwise resolved.
- 10.2.2** The non-executive Directors and the Chair will be remunerated at an amount of R 4 671.00 per Board meeting. (based on a minimum of one meeting per quarter.)
- 10.2.3** An annual increase in the fees of the non-executive Directors for the effective period of this Special Resolution will be equal to the percentage increase approved for the Companies management staff members.

10.3 SPECIAL RESOLUTION 3

RESOLVED BY UNANIMOUS RESOLUTION:

TO ADOPT AND FILE AN ADDITIONAL USE AGREEMENT TO FORMALISE AND REGULATE THE "A" SHAREHOLDERS USE

When the original Memorandum and Articles of Association was registered in terms of the previous Companies Act 61 of 1973 a single Use Agreement was registered in terms of the Share Blocks Control Act 59 of 1980 with the then Companies and Intellectual Property Registration Office (CIPRO).

The original Use Agreement was drafted specifically with only the accommodation shares in mind and linked to each chalet and never made adequate provision for the regulation of the relationship between the holder of any commercial rights linked through shares and the Company. There are various short falls in the current Use Agreement that only regulates the rights between the accommodation shares and the Company and it is therefore important to formalise a Use Agreement to regulate the relationship between the holder of the commercial shares and the Company.

The Board has reviewed the Company's needs and the current accommodation Use Agreement and as a result thereof has agreed with the holder of the commercial shares to adopt a new Use Agreement regulating the relationship between the commercial class Shareholder and the Company.

These amendments are in line with current practices and specific requests from the South African Revenue Services in the industry in formalising each class of shares Use Agreement to avoid complications at a later stage.

Although the adoption of the commercial Use Agreement in no way effects your current rights and obligations which is regulated through your current Use Agreement, the Board wishes to keep Shareholders informed of as well as involved with the decisions taken and as such have decided to request all Shareholders in addition to Board approval, to approve the adoption of the commercial Use Agreement.

10.4 ORDINARY RESOLUTION

RESOLVED BY UNANIMOUS RESOLUTION:

Following on from the acceptance and approval of the preceding Special Resolutions that the Directors and / or the Company Secretary are hereby duly authorised to take such steps and sign and file such documents as may be necessary to give effect to the Special Resolutions, with or without modifications, as decided by the members in the Shareholders Meeting.

11. SPECIAL RESOLUTION FOR NGWENYA 4 SHARE BLOCK (PTY) LTD

On a show of hands the following Resolutions were unanimously carried:

11.1 SPECIAL RESOLUTION 1

RESOLVED BY UNANIMOUS RESOLUTION:

SPECIAL RESOLUTION REGARDING INTERCOMPANY LOANS

In terms of section 45(3)(a)(ii) of the Companies Act (Act 71 of 2008), as amended ("the Companies Act"), as a general approval, the Board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board of the Company may deem fit to any Company or Corporation that is related or inter-related ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on terms and conditions that the Board of the Company may determine, subject to periodic solvency and liquidity reviews, provided that the aforementioned approval shall be valid for a period of two years or until the date of the Annual Shareholders Meeting of the Company where approval is renewed, whichever is first. Notwithstanding the foregoing, should Shareholders decide not to renew the authority granted in terms hereof at the next Annual Shareholders Meeting, then the authority shall continue to be effective in terms of this Resolution for the period of two years following the date of its approval."

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In terms of section 66(9) of the Companies Act no 71 of 2008 (as amended), the Company be and is hereby authorised to remunerate its non-executive Directors for their services as Directors on the basis set out below and on such basis as may be approved by the Board of Directors:

- 11.2.1** Fees are paid per meeting attended, unless otherwise resolved.
- 11.2.2** The non-executive Directors will be remunerated at an amount of R4 671.00 per Board meeting (based on a minimum of one meeting per quarter.)
- 11.2.3** An annual increase in the fees of the non-executive Directors for the effective period of this Special Resolution will be equal to the percentage increase approved for the Companies management staff members”.

11.3 SPECIAL RESOLUTION 3

RESOLVED BY UNANIMOUS RESOLUTION:

TO ISSUE 16300 A CLASS SHARES

The 16300 unissued A shares which relate in addition to other rights, to the right to develop all the undeveloped property of the Company and as these shares should have in fact been issued previously based on the historical development process, it is necessary to issue these 16300 A shares to the Developer.

11.4 SPECIAL RESOLUTION 4

RESOLVED BY UNANIMOUS RESOLUTION:

TO ADOPT AND FILE AN ADDITIONAL USE AGREEMENT TO FORMALISE AND REGULATE THE “A” SHAREHOLDERS USE

When the original Memorandum and Articles of Association was registered in terms of the previous Companies Act 61 of 1973 a single Use Agreement was registered in terms of the Share Blocks Control Act 59 of 1980 with the then Companies and Intellectual Property Registration Office (CIPRO).

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These amendments are in line with current practices and specific requests from the South African Revenue Services in the industry in formalising each class of shares Use Agreement to avoid complications at a later stage.

Although the adoption of the commercial Use Agreement in no way effects your current rights and obligations which is regulated through your current Use Agreement, the Board wishes to keep Shareholders informed of as well as involved with the decisions taken and as such have decided to request all Shareholders in addition to Board approval, to approve the adoption of the commercial Use Agreement.

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Following on from the acceptance and approval of the preceding Special Resolutions that the Directors and / or the Company Secretary are hereby duly authorised to take such steps and sign and file such documents as may be necessary to give effect to the Special Resolutions, with or without modifications, as decided by the members in the Shareholders Meeting.

12. VOTE OF THANKS AND DISSOLUTION OF MEETING

The Chair thanked VRS and the accounting staff for their assistance and contributions in ensuring good Corporate Governance and controls and thanked the Resort Management for their exemplary management of the Resort resulting in the continuous flow of compliments. The Chair thanked the Shareholders for their loyal support and prompt levy payments.

The Chair advised that Members who had any personal queries or questions were welcome to discuss same after the statutory agenda was finalised and the meeting dissolved.

The Chair confirmed that the formal portion of the meeting was concluded, and dissolved the meeting.

Approved and signed at Pretoria..... on the 14th day of February.....2018.



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J van Niekerk
(Chair)