



**TSOGO SUN HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

(Registration No. 1989/002108/06)

JSE Share Code: TSH

ISIN: ZAE000156238

("Tsogo" or the "Company")

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**POSTING OF CIRCULAR, NOTICE OF GENERAL MEETING AND UPDATED FINANCIAL EFFECTS**

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**1. INTRODUCTION**

Tsogo shareholders are referred to the announcements by Tsogo on SENS on 9 July 2018 and 7 September 2018, in respect of, *inter alia*, Tsogo's disposal of a portfolio of seven mixed-use casino properties to Hospitality Property Fund Limited ("**Hospitality**") (the "**Transaction**") and the subsequent distribution, by Tsogo, of its entire holding of Hospitality shares to Tsogo shareholders (the "**Unbundling**").

**2. NOTICE OF GENERAL MEETING**

Tsogo shareholders are advised that Tsogo will post a circular to Tsogo shareholders (the "**Circular**") today, containing full details of the Transaction and Unbundling and incorporating a notice of general meeting of Tsogo shareholders ("**General Meeting**") and form of proxy. The Circular is also available on Tsogo's website at [www.tsogosun.com](http://www.tsogosun.com).

The General Meeting will be held at Tsogo's head office, Main Boardroom, Ground Floor, Palazzo Towers East, Montecasino Boulevard, Fourways, South Africa at 12:00 on Tuesday, 23 October 2018 to consider and, if deemed fit, pass with or without modification, the resolutions relating to the Transaction and Unbundling as set out in the notice of General Meeting.

**3. UPDATED PRO FORMA FINANCIAL EFFECTS**

Tsogo shareholders are advised that the *pro forma* financial effects contained in the Circular replace those set out in the announcement by Tsogo on SENS on 7 September 2018.

#### 4. IMPORTANT DATES AND TIMES

	<b>2018</b>
Notice record date, being the date on which a Tsogo shareholder must be registered in the register of shareholders (" <b>Register</b> ") in order to be eligible to receive the notice of General Meeting, on	Friday, 14 September
Circular incorporating the notice of General Meeting posted to Tsogo shareholders and released on SENS, on	Friday, 21 September
Last day to trade Tsogo shares in order to be eligible to attend and participate in and vote at the General Meeting (see note 2 below), on	Tuesday, 9 October
General Meeting record date, being the date on which a Tsogo shareholder must be registered in the Register in order to be eligible to attend and participate in and vote at the General Meeting, by the close of trade, on	Friday, 12 October
Written notice to participate electronically in the General Meeting to be delivered to Tsogo's offices (marked for the attention of the Company Secretary) by 12:00, on	Friday, 19 October
Forms of proxy in respect of the General Meeting, to be lodged with the Transfer Secretaries of Tsogo as soon as possible for administrative purposes only, (preferably by Friday, 19 October 2018), but in any event before the proxy exercises any rights of the Tsogo shareholder appointing the proxy, at the General Meeting, on	Tuesday, 23 October
General Meeting held at 12:00, on	Tuesday, 23 October
Results of the General Meeting published on SENS, on	Tuesday, 23 October
Results of General Meeting published in the press, on	Wednesday, 24 October

**Notes:**

- 1. The above dates and times are subject to amendment at the discretion of Tsogo. Any such amendment will be released on SENS and published in the South African press.*
- 2. Tsogo shareholders should note that as transactions in Tsogo shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three business days after such trade. Therefore, shareholders who acquire shares after close of trade on Tuesday, 9 October 2018 will not be eligible to attend at, participate in and to vote at the General Meeting.*
- 3. All dates and times indicated above are South African Standard Times.*
- 4. If the General Meeting is adjourned or postponed, forms of proxy submitted in respect of the General Meeting will remain valid in respect of any adjournment or postponement thereof.*

Fourways

21 September 2018

**Corporate advisor and sponsor to Tsogo**

Investec Bank Limited

**Corporate Law Advisors to Tsogo**

Taback and Associates Proprietary Limited

Werksmans Attorneys

**Independent Expert**

PSG Capital

**Independent reporting accountant**

PWC