

TSOGO SUN HOLDINGS LIMITED  
(Incorporated in South Africa)  
(Registration number 1989/002108/06)  
JSE share code: TSH  
ISIN: ZAE000156238  
("Tsogo")

## POSTING OF CIRCULAR AND NOTICE OF GENERAL MEETING

### 1. INTRODUCTION

Shareholders are referred to the announcements by Tsogo on SENS on 27 June 2017 and 2 August 2017, relating to the proposed acquisition of shares in Niveus Invest 19 Limited ("**Gameco**"), the holding company of certain gaming businesses in the Niveus Investments Limited group ("**Proposed Transaction**"). The Proposed Transaction is a category 2, related party transaction for Tsogo in terms of the JSE Listings Requirements.

### 2. POSTING OF CIRCULAR

Shareholders are hereby advised that a circular containing, inter alia, details of the Proposed Transaction, a notice of general meeting of shareholders ("**General Meeting**") and a form of proxy ("**Circular**") was posted to shareholders today and is available on Tsogo's website at <https://www.tsogosun.com/investors/announcements/2017>.

The purpose of the Circular is to:

- provide shareholders with detailed information regarding the Proposed Transaction and the manner in which it will be implemented; and
- convene the General Meeting to consider and, if deemed fit, approve the resolutions relating to the Proposed Transaction as set out in the notice of General Meeting incorporated in the Circular.

### 3. NOTICE OF GENERAL MEETING

The General Meeting will be held at 13:00 on Thursday, 14 September 2017 at SunSquare City Bowl, 23 Buitengracht Street, Cape Town City Centre, for purposes of considering and, if deemed fit, passing the ordinary and special resolutions required to authorise the implementation of the Proposed Transaction as set out in the notice of General Meeting.

#### 4. IMPORTANT DATES AND TIMES

2017

Notice record date, being the date on which a 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, 11 August
Circular posted to shareholders and notice of the General Meeting released on SENS, on	Wednesday, 16 August
Last day to trade shares in order to be eligible to attend and participate in and vote at the General Meeting (see note 2 below), on	Tuesday, 5 September
General Meeting record date, being the date on which a 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, 8 September
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 10:00, on	Tuesday, 12 September
Forms of proxy in respect of the General Meeting, to be lodged with the Transfer Secretaries of Tsogo before the proxy exercises any rights of the Tsogo shareholder appointing the proxy, at the General Meeting by 13:00, on	Tuesday, 12 September
General Meeting held at 13:00, on	Thursday, 14 September
Results of the General Meeting published on SENS, on	Thursday, 14 September
Results of General Meeting published in the press, on	Friday, 15 September
Detailed timetable in relation to the minority offer to Gameco minorities will be announced in due course.	

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#### 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. Shareholders should note that as transactions in 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, 5 September 2017 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.

16 August 2017

Corporate advisor and transaction sponsor to Tsogo  
Investec Bank Limited

Corporate law advisor to Tsogo  
Tabacks