



## Trustco Group Holdings Limited

Incorporated in the Republic of Namibia

(Registration number 2003/058)

NSX share code: TUC

JSE share code: TTO

ISIN Number: NA000A0RF067

("Trustco" or "the Company")

## POSTING OF THE CIRCULAR AND NOTICE OF GENERAL MEETING

### 1. INTRODUCTION

Trustco shareholders ("**Shareholders**") are referred to the announcements published on the Stock Exchange News Service ("**SENS**") on 17 November 2016, 24 November 2016, 12 January 2017 and 6 March 2017 (collectively, the "**Announcements**") (and using the terms defined therein for the purposes of this announcement unless otherwise stated) wherein Shareholders were advised of the details pertaining to the Amendments to the Huso Transaction as contained in the Amendments to the Huso Transaction circular ("**Circular**").

### 2. POSTING OF THE CIRCULAR

The Circular has been posted to Shareholders today and contains *inter alia*:

- details of the Amendments to the Huso Transaction; and
- a notice convening a general meeting of Shareholders ("**General Meeting**").

Shareholders are advised to review the Circular for a summary of the key terms and conditions of the Huso Transaction, which documentation is available for viewing on the Company's website at [www.tgh.na](http://www.tgh.na).

### 3. IRREVOCABLE UNDERTAKING UPDATE

As at 24 April 2017, being the last practicable date prior to the finalisation of the Circular, Trustco had received an irrevocable undertaking, to vote in favour of the resolutions pertaining to the Amendments to the Huso Transaction ("**Undertaking**") from a Shareholder representing 65.25% of the total number of shares eligible to vote at the General Meeting.

### 4. NOTICE OF THE GENERAL MEETING



#### TRUSTCO GROUP HOLDINGS LIMITED

Registration Number: 2003 / 058

Trustco House, 2 Keller Street, Windhoek, Namibia | PO Box 11363, Windhoek, Namibia | Tel: +264 61 275 4000 | Fax: +264 61 275 4090  
Ongwediva: +264 65 233 300 | Otjiwarongo: +264 67 314 720 | Katima Mulilo: +264 66 254 433 | Rundu: +264 66 255 066 | Keetmanshoop: +264 63 227 200 | Walvis Bay: +264 64 212 000  
Johannesburg: +27 11 644 6622 | Cape Town: +27 21 852 0851

Web: [www.tgh.na](http://www.tgh.na) | E-mail: [info@tgh.na](mailto:info@tgh.na)

Adv. R. Heathcote (Chairman) (Non Executive), Mr. Q. van Rooyen (Managing Director), Mr. F. Abrahams (Executive), Ms. M. van Niekerk (Financial Director), Mr. W. Geyser (Non Executive)  
Mr. R. J. Taljaard (Non Executive), Mr. J. Mahlangu (Non Executive)\*, Mrs. A. Bruyns (Company Secretary)\*

\*(South Africa)

General Meeting will be held at Trustco House, 2 Keller Street, Windhoek, Namibia, on Tuesday, 13 June 2017 at 10:00 (Namibian time) to consider and, if deemed fit, pass, with or without modification, the resolutions necessary to implement the Amendments to the Huso Transaction.

## 5. IMPORTANT DATES AND TIMES

The salient dates and times relating to the General Meeting are set out in the timetable below (“**Timetable**”). Words and expressions in the Timetable and notes thereto shall have the same meaning as assigned to them in the Circular.

<b>Event</b>	<b>2017</b>
Record date to determine which Shareholders are entitled to receive the Circular	Friday, 5 May
Circular posted to Shareholders and notice convening the General Meeting published on SENS on	Thursday, 11 May
Last day to trade shares in order to be recorded in the Namibian Share Register to vote at the General Meeting (see note 2 below)	Friday, 26 May
Last day to trade shares in order to be recorded in the South African Share register to vote at the General Meeting (see note 2 below)	Tuesday, 30 May
Record date for Shareholders to be recorded in the register in order to be eligible to vote at the General Meeting	Friday, 2 June
Forms of proxy for all Shareholders recorded on the Namibian share register to be received by the Namibian transfer secretaries by 10:00 (Namibian time) on	Friday, 9 June
Forms of proxy for Shareholders recorded on the South African register to be received by the South African transfer secretaries by 11:00 (South African time) on	Friday, 9 June
General Meeting to be held at 10:00 (Namibian time) on	Tuesday, 13 June
Results of General Meeting published on SENS on	Tuesday, 13 June

### Notes:

1. The above dates and times are subject to amendment. Any such amendment will be published on SENS.
2. Shareholders should note that, as transactions in shares are settled in the electronic settlement system used by Strate, the settlement of the trade takes place three business days after such trade. Therefore, Shareholders who acquire Shares after the last day to trade will not be eligible to vote at the General Meeting.
3. All times given in the Circular are specified as either local times in Namibia or South Africa, any reference to local times, will apply to the country in which the action is required.



Windhoek, Namibia

11 May 2017

Amanda Bruyns  
**Company Secretary**  
Trustco Group Holdings Limited

**JSE Transaction Sponsor**  
Sasfin Capital (a division of Sasfin Bank Limited)

**NSX Sponsor**  
Simonis Storm Securities (Pty) Ltd



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