



**iHEALTHCARE GROUP HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

Registration Number: 2019/155531/06

CTSE Share Code: 4AIHGH

ISIN: ZAE400000077

**("IHG Holdings" or "the Company")**

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**RESULTS OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

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***Unless the context indicates otherwise, capitalised (defined) terms used in this announcement bear the same meanings given to such terms in the circular issued to Shareholders on Wednesday, 08 December 2021, in relation to the Proposed Transaction ("Circular").***

**1. Introduction**

- 1.1. Shareholders are referred to the substantial transaction announcement relating to the Offer by IHG Holdings to acquire all the remaining issued IHG Shares which it does not already own from IHG Shareholders, dated 26 November 2021, and the announcement confirming the issue of the Circular to Shareholders, dated Wednesday, 08 December 2021.
- 1.2. As contemplated in these announcements, the Special General Meeting was duly held at 18:00 on Thursday, 13 January 2022.

**2. Results of the Special General Meeting**

- 2.1. Shareholders are hereby advised that all the IHG Holdings Resolutions as contained in the Notice of Special General Meeting which formed part of the Circular, were proposed and passed, by the requisite majority of Shareholders entitled to vote (being those set out in the Notice in respect of each resolution).
- 2.2. Shareholders are further advised that:
  - 2.2.1. the total number of Shares in issue as at the date of the Special General Meeting was 1 547 278 Shares;
  - 2.2.2. the total number of Shares that were voted in person or represented by proxy on Special Resolution number 1 at the Special General Meeting was 707 158, being 45.7% of the total number of Shares in issue and being 45.7% of the total number of Shares eligible to vote on Special Resolution number 1;
  - 2.2.3. the total number of Shares that were voted in person or represented by proxy on Special Resolution number 2 at the Special General Meeting was 707 158, being 45.7% of the total number of Shares in issue and being 45.7% of the total number of Shares eligible to vote on Special Resolution number 2;

- 2.2.4. the total number of Shares that were voted in person or represented by proxy on Special Resolution number 3 at the Special General Meeting was 707 158, being 45.7% of the total number of Shares in issue and being 45.7% of the total number of Shares eligible to vote on Special Resolution number 3;
- 2.2.5. the total number of Shares that were voted in person or represented by proxy on Special Resolution number 4 at the Special General Meeting was 707 158, being 45.7% of the total number of Shares in issue and being 45.7% of the total number of Shares eligible to vote on Special Resolution number 4; and
- 2.2.6. the total number of Shares that were voted in person or represented by proxy on Ordinary Resolution number 1 at the Special General Meeting was 707 158, being 45.7% of the total number of Shares in issue and being 45.7% of the total number of Shares eligible to vote on Ordinary Resolution number 1.
- 2.3. Results of the IHG Holdings Resolutions proposed at the Special General Meeting are set out below:

<b>Resolutions</b>	<b>Total number of Shares voted</b>	<b>% of votes for the resolution (Note 1)</b>	<b>% of votes against the resolution (Note 1)</b>	<b>% of Shares abstained (Note 2)</b>
<b>SPECIAL RESOLUTION NUMBER 1</b> Amendments to the MOI of IHG Holdings	707 158	100%	-	-
<b>SPECIAL RESOLUTION NUMBER 2</b> Approval of the Proposed Transaction as found to be a Substantial Transaction in terms of the CTSE Listing Requirements	707 158	100%	-	-
<b>SPECIAL RESOLUTION NUMBER 3</b> Authorising the IHG Holdings Board to implement the issue of the Shares Consideration of the Offer Consideration in terms of the Proposed Transaction in accordance with section 41(3) of the Companies Act	707 158	100%	-	-
<b>SPECIAL RESOLUTION NUMBER 4</b> Authority to issue the Shares Consideration of the Offer Consideration in terms of section 41(1) of the Companies Act	707 158	100%	-	-
<b>ORDINARY RESOLUTION NUMBER 1</b> IHG Holdings' Board authority	707 158	100%	-	-

**Note 1:** Shares voted for and against are represented as a percentage of the total Shares voted.

**Note 2:** Abstentions are represented as a percentage of total number of Shares eligible to vote.

### 3. Conditions Precedent to the implementation of the Proposed Transaction

- 3.1. Shareholders will be advised once all the Scheme Conditions Precedents, as set out in the Offer Circular, have been fulfilled (or waived, to the extent possible).
- 3.2. A finalisation announcement will be made in due course based on the indicative salient dates and times detailed in the Circular.

### 4. Salient Dates and Times

- 4.1. Shareholders are reminded that the remaining salient dates and times in relation to the Scheme and General Offer are as follows:

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**2022**

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Results of the Special General Meeting published on the CTSE News Service and on IHG Holdings' Website on Friday, 14 January

Results of the Scheme Meeting published on the CTSE News Service and on IHG's Website on Friday, 14 January

If the Scheme of Arrangement is approved by IHG Shareholders at the Special General Meeting:

Last date for IHG Shareholders who voted against the Scheme to require IHG to seek court approval for the Scheme in terms of section 115(3)(a) of the Companies Act, if at least 15% (fifteen percent) of the total votes of Scheme Participants at the Scheme Meeting were exercised against the Scheme Thursday, 20 January

Last date on which Scheme Participants who voted against the Scheme can make application to the court in terms of section 115(3)(b) of the Companies Act on Thursday, 27 January

Last date for IHG to distribute notice of adoption of the Special Resolution approving the Scheme to Scheme Participants objecting to the Special Resolution, on Thursday, 27 January

If no IHG Shareholders exercise their rights in terms of section 115(3)(a) or section 115(3)(b) of the Companies Act:

Expected last date to trade before the trading in IHG Shares will be suspended on the CTSE for purposes of determining the fulfilment of Conditions Precedent Thursday, 27 January

Expected date for the trading in IHG Shares to be suspended on the CTSE at the commencement of trade on Friday, 28 January

Expected Scheme Finalisation Date to be on Friday, 28 January

Finalisation date Announcement expected to be released at 09h00 on the CTSE News Service on or about Friday, 28 January

Expected Scheme Record Date to receive the Offer Consideration on Friday, 4 February

Expected operative date of the Scheme of Arrangement on Monday, 7 February

Expected implementation date, being the date on which the Offer Consideration will be settled Monday, 7 February

Expected termination of listing of IHG Shares on CTSE at the commencement of trade on or about Tuesday, 8 February

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**Notes:**

1. *All dates and times set out above are subject to change and/or may be subject to certain regulatory approvals including but not limited to that of the Takeover Regulation Panel and CTSE, being granted. Any change to the aforementioned dates and times will be released on the CTSENS and on [www.lhgh.co.za](http://www.lhgh.co.za)*
2. *All dates set out above, are issued in accordance with the Companies Act and the CTSE Listing Requirements.*
3. *All times given in this announcement are local times in South Africa.*

**5. Responsibility Statement**

The board of directors of IHG Holdings accepts responsibility for the information contained in this announcement. To the best of its knowledge and belief, the information contained in this announcement is true and nothing has been omitted which is likely to affect the importance of the information included.

**Pretoria**

**14 January 2022**

**TRANSACTION ADVISOR AND CTSE EXTERNAL ISSUER AGENT:**

**Pallidus**  
CAPITAL