



# INGWELALA SHARE BLOCK (PTY) LTD

(Incorporated in the Republic of South Africa)  
REGISTRATION NO. 1983/006997/07)

25 October 2017

## NOTICE OF ANNUAL GENERAL MEETING Thursday, 16<sup>th</sup> November 2017

DIRECTORS:	J. M. Saker	(Chairman)	G.I. Maile
	A. R. Hauptfleisch	(Vice Chairman)	N. J. Roodt
	J. H. Llewellyn	(Executive)	A. L. Rossaak
	G.B. Babaya		G. R. Schwaeble
	C.D. du Plessis		B.R. Simpson
	D.G. King		H.J. Tonetti

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Company will be held at The Country Club Johannesburg, Woodmead, Johannesburg on **Thursday, 16<sup>th</sup> November 2017**, immediately after the Annual General Meetings of Buffelsbed Share Block (Pty) Ltd, Op Goedehoop No. 25 (Pty) Ltd and Sibon Property Holdings (Pty) Limited, for the following purposes:

### AGENDA

1. To receive and approve the **Minutes** of the 33<sup>rd</sup> Annual General Meeting and to discuss matters arising from the Minutes.  
  
① The Minutes are available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>)
2. To receive and approve the **Minutes** of the General Meeting of Members held on 2<sup>nd</sup> August 2017 and to discuss matters arising from the Minutes.  
  
① The transcript of the audio recording of the Minutes are available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>) – as is a shortened summarised and edited version of that transcript.
3. To receive the Chairman's **Annual Report** for the immediate preceding financial year ended 30<sup>th</sup> June 2017.  
  
① The Annual Report is available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>)
4. To receive a report on the current financial status of the Company and to consider and approve the **Financial Statements** for the immediate preceding financial year ended 30<sup>th</sup> June 2017, together with the Reports of the Directors, Auditors and Audit Committee.



Please refer to the Abridged Annual Financial Statements contained in the Annual Report, which is also available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>). In addition, the full Annual Financial Statements are available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>)



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5. To authorise the Directors to agree the Auditor's remuneration for the immediate preceding financial year and to re-appoint **Auditors** for the ensuing financial year.

6. To elect **Directors** in terms of Clause 17 of the Memorandum of Incorporation.



Nominations for election to the Board of Directors must be received at the Reserve offices on the enclosed Nomination Form not less than 7 (seven) days nor more than 14 (fourteen) days before the holding of the Annual General Meeting on 16 November 2017.



Please note that 4 of the 12 Directors will be retiring from the Board at the Annual General Meeting in accordance with the "one-third-retire-each-year" rule. Three of these directors will not be making themselves available for re-election, Andrew Rossaak, Georg Schwaeble and John Saker. The other director retiring by rotation is available for re-election - Nic Roodt.

7. To elect an **Audit Committee** in terms of section 94 (2) of the Companies Act, comprising three (3) members who are Directors of the Company.



Nominations for election to the Audit Committee must be received at the Reserve offices on the enclosed Nomination Form not less than 7 (seven) days nor more than 14 (fourteen) days before the holding of the Annual General Meeting on 16 November 2017.



Each year all three Members of the Audit Committee retire by rotation and are available for re-election.



Please note that the Ingwelala Share Block (Pty) Ltd Audit Committee also covers the other Group Companies.

8. To receive a presentation of the outcomes of the recent 2017 Members' Survey.



A presentation of the 2017 Member Survey results, comparison to the 2013 Member Survey and interpretations will be delivered. The overall outcome of the 2017 Members' Survey, as well as supporting reports, are available on the downloads page of the Ingwelala Website (<http://ingwelala.co.za/downloads.html>).

9. To consider and approve by Ordinary Resolution Number 1 the proposed amendment to Clauses of the Company's **Building Regulations**.



Please refer to Pages 4 - 7.

10. **General**

In response to a general request from the Chairman for input to the AGM, several Members have suggested the following topics for discussion:

- a. Presentation promoting the Ingwelala Work Parties.
- b. Vehicle mounted and hand held bright LED spot and bar lights and game drive etiquette.
- c. Sustainable commercial hunting.
- d. Other Matters raised by Members.




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## 11. Closure.

**Proxy** - A Member entitled to attend and vote at the abovementioned Meeting is entitled to appoint a Proxy to attend, participate in, speak and vote at the Meeting in the place of the Member. The Proxy need not be a Member of the Company. A Proxy Form for use at the Meeting is enclosed.

 Proxy Forms must be lodged with the Secretary not less than 48 hours before the time of the Meeting or any adjournment thereof.

On behalf of the Board,

**J M Saker**  
**Chairman**

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JMS KA 24 Oct 2017

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## Ordinary Resolution No. 1

(in accordance with Section 65 of the Companies Act, 2008)

The 2016 Ingwelala Building Regulations have been reviewed by the Company Directors on the recommendation of the Building Committee and the following amendments are proposed to the 2017 Annual General Meeting. Primarily, these address interpretations and provide refinements based on experience gained in implementation.

**RESOLVED THAT** the Company approves the amendments to the **Building Regulations** as set out below.

Number	Present Clause	New Clause	Motivation
2.1.2	Buildings will be single story, rondavel, rounded, curved or circular in exterior appearance.	Buildings will be single story, rondavel, rounded, curved, <b>rectangular with rounded corners</b> or circular in exterior appearance e.	The proposal accommodates the more modern designs of rectangular shape which maximises the area footprint.
2.2.3	Written consent of any alterations or construction is to be obtained from all the immediate visible neighbours and at least two neighbours. This consent is to be by means of signature on the plans submitted to the Building Committee for approval.	..... by means of signature on the <b>site plans which clearly shows the "old" and proposed new footprint on the site (including the distances to the affected neighbours in meters), submitted to the Reserve Manager for Approval.</b>	The proposal ensures that there is more clarity on the new footprint on the site and also the actual distances the footprint is to the affected neighbours.
3.9.3	Temporary electrical lights must be shielded so that the naked light is not visible to neighbours or passers-by. No such lights shall exceed a 60 watt incandescent equivalent	Temporary electrical lights must be shielded so that the naked light is not visible to neighbours or passers-by. <b>No such lights shall exceed 450 Lumens (approximate equivalent 4W LED, 8W CFL, 40W Incandescent).</b>	The proposal helps provide clarity on the lighting specification measured in the standard measure of "lumens".



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3.9.4	Down lighting fixed in patio walls for the sole purpose of floor lighting must shine downwards, be fixed no higher than the third brick line from ground level (or base of such light less than 300mm) and each globe shall/must not be brighter than the equivalent of a 40 watt incandescent globe.	Down lighting fixed in patio walls for the sole purpose of floor lighting must shine downwards, be fixed no higher than the third brick line from ground level (or base of such light less than 300mm) and each globe shall/must not be brighter than <b>220 Lumens (approximate equivalent 3W LED, 6W CFL, 25W Incandescent)</b> .	The proposal helps provide clarity on the lighting specification measured in the standard measure of “lumens”.
4.1.2.1	A location plan drawn to scale, indicating the applicant's bungalow in relation to the neighbours thereof and also clearly show the North Point.	A location <b>site plan clearly indicating the old footprint with the overlay of the new building footprint. The plan must indicate the position of the neighbours with distances to the closest wall in relation to the new footprint and also show the North Point.</b>	The proposal ensures that there is more clarity on the new footprint on the site and also the actual distances the footprint is to the affected neighbours.
4.1.2.6	Written consent of the proposed building operations shall be obtained from at least two of the nearest neighbours most likely to be affected, by way of signature on the plans or on a clearly readable identical electronic version thereof or by means of electronic communication (sans plans) sent directly from the affected neighbours to Ingwelala Reception.	Written consent of the proposed building operations shall be obtained from <b>all the affected neighbours, including the two of nearest neighbours, most likely to be affected, by way of signature on the site plan</b> or on a clearly readable identical electronic version thereof or by means of electronic communication (sans plans) sent directly from the affected neighbours to Ingwelala Reception.	This is to make it clear that neighbour sign off is not just 2 neighbours, but rather all affected neighbours or at least 2 of the neighbours.

6.5	<p>Modern sophisticated inverters with full or modified sine wave are recommended. These inverters have sensitive electronics and as such usually need not be earthed. A 'floating' system is acceptable if the inverter has the necessary protection systems.</p>	<p>Modern sophisticated inverters with full or modified sine wave are recommended. These inverters have sensitive electronics and as such usually need not be earthed. A 'floating' system is acceptable if the inverter has the necessary protection systems.</p> <p><b>Regardless of Earthed or Floating systems, new or upgraded installations must have a new Certificate of Compliance (CoC) acceptable to the Building Committee from the Registered Electrical contractor issued, to be handed to the Ingwelala Reserve Manager.</b></p>	<p>The additional wording to the clause ensures that members update their CoC on file, every time a change is made to the electrical/solar installation.</p>
3.10	<p>Battery cupboards should provide for separate ventilated compartments for the batteries and the inverter including other apparatus e.g. security panels and radios, battery monitors, ventilator fans, etc.</p> <p>Battery cupboard and gas storage enclosures must be constructed on straight walls and not the rounded ends of bungalows</p>	<p>Battery cupboards should provide for separate ventilated compartments for the batteries and the inverter including other apparatus e.g. security panels and radios, battery monitors, ventilator fans, etc.</p> <p><b>The dimensions for the separate compartment for the inverter should not exceed 1000 mm wide x 700mm deep x 700 mm high and ideally be situated on top of the battery cupboard</b></p> <p>Battery cupboard must be constructed on straight walls and not the rounded ends of bungalows</p>	<p>This is to assist in what size cupboard will be permitted to house the inverter, separate to the battery cupboard.</p> <p>This is to update the clause to the current practice of keeping inverters in a separate compartment storage to the batteries.</p>



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5	GAS RETICULATION SYSTEM	<p><b>Gas cylinders, for rebuilds and where gas lines are altered, are not allowed to be installed under the eaves of a thatched roof, and must be located at least 3 meters away from the building. Long grass and any other combustible materials must also be kept away from the free-standing gas storage enclosure.</b></p> <p><b>Any changes to the architecture of gas lines will require compliancy to the new regulations which require that a gas storage cupboard will need to be built 3m away from the unit and a new COC will be required.</b></p> <p><b>Existing gas installations with gas storage against the units can remain. The new regulation is only applicable if any new changes are made to the gas lines.</b></p> <p><b>Only qualified, SAQCC-Gas registered gas installers are allowed to work on the gas installation and the issuing of the COC.</b></p>	The additional gas clauses assist providing more clarity and in bringing this section in line with the current regulations.
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Explanatory Note: For an Ordinary Resolution to be approved by shareholders, it must be supported by more than 50% of the voting rights exercised on the Resolution.