



2023



NOTICE 2023

OOS VRYSTAAT KAAP HOLDINGS (PTY) LIMITED



**SAAM BEREIK ONS MEER
TOGETHER WE ACHIEVE MORE**

NOTICE

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
OOS VRYSTAAT KAAP HOLDINGS (PTY) LIMITED
REGISTRATION NUMBER: 1999/004070/07
("THE COMPANY")

A. NOTICE

Notice is hereby given to the Shareholders of the Company as at the record date, that the Twenty- Fifth Annual General Meeting of the Shareholders of the Company will be held as follows:

Date: **18 July 2023**

Time: **10h00**

Place: **My Housy Guesthouse, 21A Prinsloo Street, Ladybrand**

B. PURPOSE OF THE ANNUAL GENERAL MEETING

The purpose of the Annual General Meeting is to consider matters as referred to in the Agenda below.

C. AGENDA

1. Opening and welcome
2. Constitution of the meeting
3. Motions
4. Approval of Minutes: Annual General Meeting of 19 July 2022 ("Annexure 1")
5. Matters arising from the Minutes
6. Report by the Audit and Risk Committee (included in the Annual Report)
7. Dividend recommended by Board of Directors
8. Ratification of the elected Directors

9. Ordinary Resolutions

- 9.1 Approval of Audited Financial Statements
- 9.2 Appointment of Audit and Risk Committee
- 9.3 Appointment of Auditors

10. Special Resolutions

- 10.1 Repurchase of less than 100 shares
- 10.2 Change of Notice periods for Ward elections

11. General
12. Adjournment

D. WHO MAY ATTEND AND VOTE

RECORD DATE

In terms of the provisions of Clause 20.2.1 of the Memorandum of Incorporation of the Company, the record date for the meeting, being the date on which the Shareholders who are entitled to receive notice, participate in and vote at the Annual General Meeting, will be **4 July 2023**.

Attending in person or by proxy

- A Shareholder may attend the meeting in person; or



- the Shareholder may appoint a Proxy to represent him/her at the Annual General Meeting by completing the attached Proxy form (attached hereto as Annexure 2) in accordance with the instructions contained therein. The proxy form should be returned to the Company at its registered address or to the Company Secretary, no later than **48 (forty-eight)** hours prior to the meeting. A Proxy need not be a Shareholder of the Company but must be a natural person.

IDENTIFICATION

In terms of Section 63(1) of the Companies Act, any person attending or participating in a meeting of Shareholders, must present satisfactory proof of identification and the person presiding at the meeting, must be satisfied that the right of any person to participate in and vote (whether as a Shareholder or as Proxy for a Shareholder) has been verified.

E. MOTIONS

All suggestions and motions must be handed to the Company Secretary in writing no later than 10h00 on the 14th of July 2023 at the Company's registered office, 19 Dan Pienaar Street, Ladybrand or sent via e-mail to dirkdp@ovk.co.za for the attention of: **The Company Secretary**. Motions and suggestions must be signed by the Proposer and the Secunder.

F. ELECTRONIC COMMUNICATION

Shareholders are hereby notified that electronic participation in the Company's 2023 Annual General Meeting will not be possible and shareholders will therefore not be entitled to participate or vote during the meeting if they are not physically present or exercise such votes through a valid completed proxy form (Annexure 2). The meeting will be broadcast live and additional information in this regard will be communicated to shareholders before the commencement of the meeting.

G. DIVIDEND RECOMMENDED BY BOARD OF DIRECTORS

The Board recommends a dividend of 95 cents per ordinary share be paid in respect of the financial year ending 28 February 2023.

H. RATIFICATION OF ELECTED DIRECTORS

Ratification of the following Ward elected Directors are requested:

- Mr JA van Zyl (Ward 7)
- Mr FJ van Zyl (Ward 8)
- Mr FJ Terblanche (Ward 11)

I. RESOLUTIONS

1. ORDINARY RESOLUTIONS

1.1 ORDINARY RESOLUTION 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS

An abridged version of the financial statements for the year ending 28 February 2023 is available on the Company's website www.ovk.co.za. A copy of the complete financial statements can be obtained from the Company Secretary on request.

1.2 ORDINARY RESOLUTION 2: APPOINTMENT OF AUDIT AND RISK COMMITTEE

As required in terms of the Memorandum of Incorporation of the Company, the Company must annually, at the Company's Annual General Meeting, appoint an Audit and Risk Committee. The Committee must comprise of four members who must be Directors of the Company and the Board nominate the following Directors:

- Mr QA de Bruyn
- Mr WJ du Toit
- Mr FJ van Zyl
- Mr SO Vermeulen

1.3 ORDINARY RESOLUTION 3: APPOINTMENT OF AUDITORS

As required in terms of the Companies Act the Company must annually, at the Company's Annual General Meeting, appoint the Auditors for the forthcoming financial year. The Board of Directors resolved during a Board Meeting dated the **06 June 2023**, and on the recommendation of the Audit and Risk committee, that PricewaterhouseCoopers be appointed as the auditors of the Company for the forthcoming financial year. Confirmation is hereby requested.

2. SPECIAL RESOLUTIONS

2.1 SPECIAL RESOLUTION 1: REPURCHASE OF LESS THAN 100 SHARES

The Board of Directors proposes that the Annual General Meeting's decision in 2017 be extended and ratified and be included in the Company's Memorandum of Incorporation. The decision provides that the Company is authorised to repurchase the shares of shareholders, as on the 1st of August of each year, who in a 3 (three) year period since they first acquired shares, hold in total, less than 100 shares jointly in OVK Holdings (Pty) Ltd and OVK Operations Ltd. The shares will be repurchased annually at the prevailing average price of the last preceding trading of the Company.

REASON AND EFFECT OF SPECIAL RESOLUTION 3

The reason and effect of Special Resolution 3 is to reduce the administrative burden and costs to the Company.

2.2 SPECIAL RESOLUTION 2: AMENDMENT OF NOTICE PERIODS FOR WARD ELECTIONS

The Board of Directors seek approval for the amendment of paragraph 1.1 and 1.2 of schedule 1 of the Memorandum of Incorporation in order that the applicable paragraphs shall read as follows:

2.2.1 Change from **75 (seventy-five)** days to **60 (sixty)** days before the Annual General Meeting for the Notification of a vacancy in a Ward is requested.

2.2.2 Change from **60 (sixty)** days to **45 (forty-five)** days before the Annual General Meeting for the Submission of Nominations is requested.

REASON AND EFFECT OF SPECIAL RESOLUTION 2

The reason for Special Resolution 2 is owing to the fact that most correspondence is by means of instantaneous electronic communication and therefore the notice period can be shortened.

The effect of Special Resolution 2 is that there will be shorter notice periods when Ward elections take place.

J. VOTING RIGHTS

For a special resolution to be approved by the Company's Shareholders, it must be supported by at least 75% of the voting rights exercised at the Annual General Meeting in respect of a special resolution.

For an ordinary resolution to be approved by the Company's Shareholders, it must be supported by more than 50% of the voting rights exercised at the Annual General Meeting in respect of an ordinary resolution.

By order of the Board.



DP DU PLESSIS
COMPANY SECRETARY

Telephone: 051 923 4512

Email: dirkdp@ovk.co.za

Date: 26 June 2023



[Click here for the Annual Report 2023.](#)



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ANNEXURE 1

OOS VRYSTAAT KAAP HOLDINGS (PTY) LIMITED
SHORTENED MINUTES OF THE TWENTY-FOURTH ANNUAL
GENERAL MEETING HELD AT THE DUTCH REFORMED CHURCH
"MOEDERGEMEENTE" HALL, LADYBRAND, 19 JULY 2022 AT 10H00

1. OPENING AND WELCOME

The Chairperson Mr CT Bender welcomed all present at the meeting. Dr Danie Kleynhans opens the meeting appropriately with scripture and prayer.

2. CONSTITUTION OF THE MEETING

The meeting is properly constituted.

3. MOTIONS

The Chairperson expresses a motion of condolence to all members, officials, staff, former directors, and fellow farmers who passed away since the last meeting and the meeting confirms this motion.

4. APPROVAL OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF 20 JULY 2021

The minutes of the 2021 Annual General Meeting is approved.

5. MATTERS FROM THE MINUTES

The Chairperson reports that there are no matters arising from the Minutes for OVK Holdings (Pty) Limited.

6. REPORT BY THE AUDIT AND RISK COMMITTEE (INCLUDED IN THE ANNUAL REPORT)

With the approval of the meeting, this point will be dealt with in the Annual General Meeting of OVK Operations Limited.

7. DIVIDEND RECOMMENDED BY THE BOARD

A dividend of 90 cents per share is approved.

8. RATIFICATION OF ELECTED DIRECTORS

Mr JZ Scheepers (Ward 1), Mr WJ Du Toit (Ward 9) and Mr SJ Botha (Ward 12) were re-elected in their respective wards.

9. ORDINARY RESOLUTIONS

The following Ordinary Resolutions are approved:

- 9.1 Audited Financial Statements as at 28 February 2022; With approval of the meeting, the following decisions will be dealt with for both OVK Holdings (Pty) Ltd. and OVK Operations Ltd in the Annual General Meeting of OVK Operations Ltd:
- 9.2 The appointment of the members of the Audit and Risk Committee;
- 9.3 The appointment of auditors.

10. SPECIAL RESOLUTIONS

The Chairperson confirms that there are no Special Resolutions to consider.

11. GENERAL

With permission from the meeting, this point stands over to the meeting of OVK Operations Ltd.

12. ADJOURNMENT

The meeting was subsequently adjourned.

CHAIRMAN

COMPANY SECRETARY



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ANNEXURE 2 PROXY

OOS VRYSTAAT KAAP HOLDINGS (PTY) LTD
REGISTRATION NUMBER 1999/004070/07
[“THE COMPANY”]

Name of Company, Close Corporation, Partnership, Trust or Individual granting proxy:

of _____ (address), member number _____

being a Shareholder of Oos Vrystaat Kaap Holdings (Pty) Limited hereby appoint:

1. _____ or failing him/her;
2. _____ or failing him/her;
3. the Chairman of the meeting,

as my/our proxy to vote or abstain from voting on my/our behalf at the meeting of the Company to be held at **LADYBRAND** on the **18th of JULY 2023** or at any adjournment thereof.

Please indicate your voting instructions by way of a cross (X) in the space provided. This form of proxy may also be used as a ballot paper.

	IN FAVOUR OF	AGAINST	ABSTAIN
Ordinary Resolution 1: Approval of Audited Financial Statements			
Ordinary Resolution 2: Appointment of Audit and Risk Committee (elected in OVK Operations)			
Ordinary Resolution 3: Appointment of Auditors			
Special Resolution 1: Repurchase of less than 100 shares			
Special Resolution 2: Notice periods for Ward elections			

Except as instructed above or if no instructions are inserted above my/our proxy may vote as he/she sees fit.

Signed this _____ day of _____ 2023.

SHAREHOLDER'S SIGNATURE

NOTES:

- A copy of the instrument appointing a proxy must be submitted to the Company Secretary in writing, 48 (forty-eight) hours prior to the commencement of the meeting.
- A Shareholder entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his/her behalf, and such proxy need not be a Shareholder of the Company and must be a natural person.