



**iHEALTHCARE GROUP LIMITED**  
(Incorporated in the Republic of South Africa)  
Registration Number: 2011/009651/06  
CTSE Share Code: 4AIHG  
ISIN: ZAE400000085

**("IHG")**

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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 combined offer circular issued to Shareholders on Wednesday, 08 December 2021, in relation to the Proposed Transaction ("Combined Offer Circular").***

### **1. Introduction**

- 1.1. IHG Shareholders are referred to the Firm Intention Announcement relating to the Proposed Transaction, dated 25 November 2021, and the announcement confirming the issue of the Combined Offer Circular to Shareholders, dated Wednesday, 08 December 2021.
- 1.2. As contemplated in these announcements, the Special General Meeting was duly held at 19:00 on Thursday, 13 January 2022.

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

- 2.1. IHG Shareholders are hereby advised that all the Requisite Resolutions as contained in the Notice of Special General Meeting which formed part of the Combined Offer Circular, were proposed and passed, by the requisite majority of IHG 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 IHG Shares in issue as at the date of the Special General Meeting was 2 359 675 IHG Shares;
  - 2.2.2. the total number of IHG Shares that were voted in person or represented by proxy on Special Resolution number 1 at the Special General Meeting was 481 370, being 20.4% of the total number of IHG Shares in issue and being 58.73% of the total number of IHG Shares eligible to vote on Special Resolution number 1;
  - 2.2.3. the total number of IHG Shares that were voted in person or represented by proxy on Special Resolution number 2 at the Special General Meeting was 481 370, being 20.4% of the total number of IHG Shares in issue and being 58.73% of the total number of IHG Shares eligible to vote on Special Resolution number 2;

- 2.2.4. the total number of IHG Shares that were voted in person or represented by proxy on Ordinary Resolution number 1 at the Special General Meeting was 2 021 370, being 85.66% of the total number of IHG Shares in issue and being 85.66% of the total number of IHG Shares eligible to vote on Ordinary Resolution number 1; and
- 2.3. Results of the Requisite 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> Approval of the Scheme of Arrangement in terms of sections 114 and 115 of the Companies Act	481 370	100%	0%	0%
<b>SPECIAL RESOLUTION NUMBER 2</b> Revocation of Special Resolution number 1 if the Scheme is terminated	481 370	100%	0%	0%
<b>ORDINARY RESOLUTION NUMBER 1</b> IHG Board authority	2 021 370	100%	0%	0%

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

**Note 2:** Abstentions are represented as a percentage of total number of IHG 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 Combined Offer Circular, have been fulfilled (or waived, to the extent possible).
- 3.2. In addition, no IHG Shareholders have given notice objecting to the Scheme and the percentage of IHG Shares that voted against the Scheme Resolution did not exceed 15% of the Shares in issue.
- 3.3. A finalisation announcement will be made in due course based on the indicative salient dates and times detailed in the Combined Offer Circular.

### **4. Salient Dates and Times**

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

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**2022**

Results of the Special General Meeting to be released on CTSE News Service on

Friday, 14 January

**IF THE SCHEME OF ARRANGEMENT IS APPROVED BY SCHEME PARTICIPANTS AT THE SPECIAL GENERAL MEETING**

Last day for Scheme Participants who voted against the Scheme Resolution to require IHG to seek Court approval of the Scheme of Arrangement in terms of section 115(3)(a) of the Companies Act (if the Scheme Resolution was opposed by at least 15% (fifteen percent) of the total votes of Scheme Participants at the Special General Meeting were exercised against the Scheme) on	within 5 (five) Business Days of the Special General Meeting Thursday, 20 January
Last day for IHG to distribute notice of adoption of the Scheme Resolution to Dissenting Shareholders, in accordance with section 164 of the Companies Act on	within 10 (ten) Business Days of the Special General Meeting Thursday, 27 January
Last day for a Scheme Participant who voted against the Scheme Resolution to apply to Court for leave to apply for a review of the Scheme of Arrangement in terms of section 115(3)(b) of the Companies Act on	within 10 (ten) Business Days of the Special General Meeting Thursday, 27 January

**THE FOLLOWING DATES ASSUME THAT NO COURT APPROVAL OR REVIEW OF THE SCHEME OF ARRANGEMENT IS REQUIRED AND WILL BE CONFIRMED BY IHG IN THE FINALISATION ANNOUNCEMENT IF THE SCHEME OF ARRANGEMENT BECOMES UNCONDITIONAL**

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 expected to be on or about	Friday, 28 January
Expected Scheme Finalisation Date Announcement expected to be released at 9h00 on CTSE News Service (and Announced on the IHG website) on or about	Friday, 28 January
Expected Scheme Record Date to receive the Offer Consideration on or about	Friday, 4 February
Expected Operative Date of the Scheme on or about	Monday, 7 February
Expected date on which IHG Shareholders who are Scheme Participants will be paid the Offer Consideration on or about	Monday, 7 February
Expected termination of listing of IHG Shares on the 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 Panel and CTSE, being granted. Any change to the aforementioned dates and times will be released on the CTSE News Service and on <http://www.ihealthcaregroup.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 Statements**

- 5.1. The Independent Board and the IHG Board, individually and collectively, accept full responsibility for the accuracy of the information contained in this announcement which relates to IHG, the Scheme and the Delisting, and certify that, to the best of their knowledge and belief, such information is true and this announcement does not omit any facts that would make any of the information false or misleading or would be likely to affect the importance of any information contained in this announcement. The Independent Board and the IHG Board have made all reasonable enquiries to ascertain that no facts have been omitted and this announcement contains all information required by law, the Companies Act and the CTSE Listing Requirements.

**Pretoria**

**14 January 2022**

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

**Pallidus**  
CAPITAL