
NOTICE CONVENING THE SCHEME MEETING OF SHAREHOLDERS

Shareholders are referred to the announcement released on SENS on Thursday, 15 June 2017 and in the press on Monday, 19 June 2017 wherein they were advised that the board of directors of the company had received a firm intention offer from Wafima Manufacturing and Distribution Holdings Proprietary Limited ("the Offeror") to acquire 100% of the ordinary shares in the company, save for 790 345 treasury shares, to be implemented by means of a scheme of arrangement in terms of section 114 of the Companies Act, 2008.

Shareholders are advised that the Scheme Meeting of Winhold shareholders will be held at 10:00 on Thursday, 31 August 2017 at the offices of Winhold at 884 Linton Jones Street, Industries East, Germiston.

Further information regarding the Offer and the Scheme Meeting is available in the Scheme Circular which was distributed to Shareholders on Friday, 28 July 2017.

The salient dates relating to the Scheme Meeting are as follows:

Circular posted to Winhold Shareholders and notice convening the Scheme Meeting released on SENS on	Friday, 28 July 2017
Notices convening the Scheme Meeting published in the South African press on	Monday, 31 July 2017
Last day to trade Winhold Shares in order to be recorded in the Register on the Scheme Voting Record Date on	Tuesday, 22 August 2017
Scheme Voting Record Date being 17h00 on	Friday, 25 August 2017
Proxy forms to be lodged at Transfer Secretaries by 10h00 on	Tuesday, 29 August 2017
Last date and time for Winhold Shareholders to give notice to Winhold objecting, in terms of section 164(3) of the Companies Act, to the special resolution approving the Scheme for purposes of the Appraisal Rights by 10h00 on	Thursday, 31 August 2017
Proxy forms not lodged with Transfer Secretaries to be handed to the Chairman of the Scheme Meeting before 10h00 on	Thursday, 31 August 2017
General Meeting of Winhold Shareholders to be held at 10h00 on	Thursday, 31 August 2017
Results of Scheme Meeting released on SENS on	Thursday, 31 August 2017
Results of Scheme Meeting published in the South African press on	Friday, 1 September 2017

Germiston
28 July 2017

Designated Advisor

