



GREYSTONE PARTNERS LIMITED

Company Registration No. 74 of 2009

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Greystone Partners Limited (“the Company” or “Greystone”) will be held on **Tuesday, 28 March 2017** at Mountain Inn Hotel, Princess Drive, Mbabane, Swaziland at **14h00**, to consider and, if approved, to pass the following ordinary and special resolutions:-

RESOLUTION 1 (ORDINARY RESOLUTION): PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

RESOLVED THAT the audited financial statements of the Company (as approved by the Board of Directors of the Company) together with the reports of the Directors and Auditors therein for the year ended 30 September 2016, be and are hereby adopted.

RESOLUTION 2 (ORDINARY RESOLUTION): AUDITORS’ RE-APPOINTMENT AND REMUNERATION

The Board and audit committee have evaluated the performance of PricewaterhouseCoopers and recommend their reappointment as auditors of the company.

RESOLVED THAT PricewaterhouseCoopers (“PWC”) be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting, and THAT the directors be and are hereby authorized to fix the remuneration of the auditors for the past year.

RESOLUTION 3 (ORDINARY RESOLUTION): RE-ELECTION OF DIRECTORS

RESOLUTION 3.1: RESOLVED THAT Ms NK Mabuza, a director retiring by rotation in terms of the Company’s Articles of Association, be and is hereby re-elected to the Company’s board of directors.

RESOLUTION 3.2: RESOLVED THAT Mr AT Dlamini, a director retiring by rotation in terms of the Company’s Articles of Association, be and is hereby re-elected to the Company’s board of directors.

RESOLUTION 3.3: RESOLVED THAT Mr SS Msibi, a director retiring by rotation in terms of the Company’s Articles of Association, be and is hereby re-elected to the Company’s board of directors.

RESOLUTION 3.4: RESOLVED THAT Dr KD Dlamini, a director retiring by rotation in terms of the Company’s Articles of Association, be and is hereby re-elected to the Company’s board of directors.

RESOLUTION 4 (ORDINARY RESOLUTION): CONTROL OF UNISSUED SHARES

RESOLVED THAT until the conclusion of the next Annual General Meeting of the Company, the unissued ordinary shares of the Company be and are hereby placed under the control of the directors, to allot and issue to such person or persons and on such terms and conditions and at such times as the directors in their discretion may determine.

RESOLUTION 5: (SPECIAL RESOLUTION): RENEWAL OF MANAGEMENT AGREEMENT

RESOLVED by special resolution, THAT the Management Agreement and Addendum between Greystone Partners Limited and African Alliance Swaziland Limited is hereby renewed for a period of five years, with effect from 29 October 2017.

The purpose and effect of this special resolution is to allow Greystone's operations to continue in an uninterrupted and efficient manner.

In the event the Management Agreement is not renewed, Greystone will need to appoint employees or outsource the requisite functions to another service provider; this may result in considerable disruption to the company's business.

RESOLUTION 6 (SPECIAL RESOLUTION): GENERAL REPURCHASES

The purpose of this special resolution is to generally approve, in terms of the provisions of the Companies Act, the acquisition by the company and/or a subsidiary of the company, of ordinary shares issued by it subject to the SSX Listings Requirements.

The effect of a share repurchase is generally to improve the returns to the remaining shareholders, as the profits made by the Company after such share repurchase are supported by a smaller capital base.

RESOLVED by special resolution, THAT the Company may, subject to the Companies Act of 2009 (Act 8 of 2009) and the Company's Articles of Association, repurchase ordinary shares issued by the Company, provided that this authority shall be valid only until the date of the next Annual General Meeting of the Company or for 15 (fifteen) months from the date of the resolution, whichever is the shorter, and may be varied by a special resolution at any general meeting of the Company at any time prior to the Annual General Meeting.

By Order of the Board

Registered Office:
2nd Floor, Nedbank Centre
Cnr Sishayi & Sozisa Roads
Mbabane
Swaziland

For and on behalf of:
Company Secretary
Date: 21 February 2017

Notes

A member entitled to attend and vote may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

Greystone Partners Limited

The Secretary
2nd Floor, Nedbank Centre
Cnr Sishayi & Sozisa Roads
Mbabane
Swaziland

Dear Sirs

RE: GREYSTONE PARTNERS LIMITED - PROXY FORM

Pursuant to section 166 of the Companies Act No 8 of 2009, I, the undersigned, being a member of Greystone Partners Limited, hereby appoint, or failing him/her, the Chairman, as my proxy to vote for me and on my behalf at the Annual General Meeting of the Company to be held at 14h00 on Tuesday, 28 March 2017 at Mountain Inn Hotel, Princess Drive, Mbabane, Swaziland, and at any adjournment thereof, called for the consideration and approval of the following resolutions.

	For	Against	Abstention
RESOLUTION 1 (ORDINARY RESOLUTION): PRESENTATION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016			
RESOLUTION 2 (ORDINARY RESOLUTION): AUDITORS' RE-APPOINTMENT AND REMUNERATION			
RESOLUTION 3.1 (ORDINARY RESOLUTION): RE-ELECTION OF DIRECTOR MS NK MABUZA			
RESOLUTION 3.2 (ORDINARY RESOLUTION): RE-ELECTION OF DIRECTOR MR AT DLAMINI			
RESOLUTION 3.3 (ORDINARY RESOLUTION): RE-ELECTION OF DIRECTOR MR SS MSIBI			
RESOLUTION 3.4 (ORDINARY RESOLUTION): RE-ELECTION OF DIRECTOR DR KD DLAMINI			
RESOLUTION 4 (ORDINARY RESOLUTION): CONTROL OF UNISSUED SHARES			
RESOLUTION 5: (SPECIAL RESOLUTION): RENEWAL OF MANAGEMENT AGREEMENT			
RESOLUTION 6 (SPECIAL RESOLUTION): GENERAL REPURCHASES			

(Members should indicate with a cross (X) in the space provided above how they wish their votes to be cast. Unless otherwise indicated, the Proxy will vote or abstain as he/she thinks fit.)

Signature _____

Name of Shareholder _____

Date _____

Notes:

1. A member entitled to attend and vote at the above Annual General Meeting is entitled to appoint a Proxy to attend and speak and on a poll to vote thereat in his stead. A Proxy need not also be a member of the Company.
2. To be valid, this Proxy Form must be completed and forwarded to reach the registered the office of the Company at 2nd Floor Nedbank Centre, Corner Dr. Sishayi and Sozisa Roads, Mbabane, or emailed to dasilvaa@africanalliance.sz not later than 48 hours before the time appointed for the holding of the meeting.