



NOTICE OF ANNUAL GENERAL MEETING

CLINIX HEALTH GROUP (PTY) LTD

Registration number 1997/017587/07 ("Clinix" or "the company")

Notice is hereby given to the shareholders of the Company that the Annual General Meeting of the shareholders of Clinix Health Group (Pty) Ltd will be held at the offices of the company at 47 St. Patrick Road, Houghton, Johannesburg on Thursday 28th February 2019 at 16:00HRS for the purposes of:

A. ANNUAL FINANCIAL STATEMENTS

Presenting the consolidated annual financial statements of the company for the year ended 30th September 2018 (as approved by the Board of Directors i.e on the 31st of January 2019), incorporating the reports of the auditors, the directors, considering and adopting the audited annual financial statements of the company for the year ended 30th September 2018;

B. RESOLUTIONS

Considering and, if deemed fit, adopting, with or without modification, the shareholder special and ordinary resolutions set out below in the manner required by the Companies Act 71 of 2008 (the "Companies Act");

C. Transacting any other business as may be transacted at an annual general meeting of shareholders of a company.



1.1 SPECIAL RESOLUTION 1: APPROVAL OF FEES PAYABLE TO NON-EXECUTIVE DIRECTORS: 2019

“RESOLVED as a special resolution that the fees payable to non-executive directors for their services as directors for the 2019 financial year, payable quarterly in arrears, be approved at the current levels. Special Resolution Number 1 is proposed in order to comply with the requirements of the Companies Act and the company’s Memorandum of Incorporation. The above rates were proposed to ensure that the remuneration of non-executive directors remains competitive in order to enable the Company to retain and attract persons of the calibre, appropriate capabilities, skills and experience required in order to make meaningful contributions to the Company. The proposed remuneration is considered to be fair and reasonable and in the best interests of the Company and is as follows:

	ANNUAL RETAINER	FEES PAYABLE PER SITTING
CHAIRMAN OF THE BOARD	R 280 000	R 20 000
CHAIRMAN OF THE AUDIT AND RISK COMMITTEE	R 280 000	R 20 000
NON EXECUTIVE DIRECTORS	R 200 000	R 20 000

Reason for Special Resolution Number 1

In terms of sections 66(8) and (9) of the Companies Act remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of the company’s MOI.

This resolution will require the support of at least 75% of the voting rights exercised on it in order for it to be adopted.

ORDINARY RESOLUTIONS:

1.2. ORDINARY RESOLUTION 1: ADOPTION OF ANNUAL FINANCIAL STATEMENTS

“RESOLVED THAT the annual financial statements of the company for the year ended 30 September 2018 be received and adopted.”

This resolution will require the support of at least 50% of the voting rights exercised on it in order for it to be adopted.



ELECTION/RE-ELECTION OF DIRECTORS

1.3. ORDINARY RESOLUTION 2: RE-ELECTION OF DIRECTOR

“Resolved that Dr A Ntsaluba who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.4. ORDINARY RESOLUTION 3: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Mr K H Kolz who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.5. ORDINARY RESOLUTION 4: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Dr K O P Matseke who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as an Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.6. ORDINARY RESOLUTION 5: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Dr LM Motlana who retires by rotation and who, being eligible, offers herself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.7. ORDINARY RESOLUTION 6: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Mr M. Mokoena who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.8. ORDINARY RESOLUTION 7: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Mr M. Kgosana who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.9. ORDINARY RESOLUTION 8: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Ms E. Mkhize who retires by rotation and who, being eligible, offers herself for re-election, be re-elected as an Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.10. ORDINARY RESOLUTION 9: RE-ELECTION OF DIRECTOR

“RESOLVED THAT Dr D. Kula who retires by rotation and who, being eligible, offers himself for re-election, be re-elected as an Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.11. ORDINARY RESOLUTION 10: ELECTION OF DIRECTOR

“RESOLVED THAT Dr R.M. Ledwaba who retires by rotation and who, being eligible, offers herself for re-election, be re-elected as a Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.12. ORDINARY RESOLUTION 11: ELECTION OF DIRECTOR

RESOLVED THAT Mr V Mafata who retires by rotation and who, being eligible, offers himself for re-election, be re-elected Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.13. ORDINARY RESOLUTION 12: ELECTION OF DIRECTOR

RESOLVED THAT Dr V.L. Litlhakanyane who retires by rotation and who, being eligible, offers himself for re-election, be re-elected Independent Non-Executive Director of the company.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

Reason for Ordinary Resolutions Numbers 2 to 12:

For election/re-election purposes at each Annual General Meeting.

APPOINTMENT OF MEMBERS OF THE AUDIT AND RISK COMMITTEE

1.14. ORDINARY RESOLUTION 13 :

ELECTION OF Mr M. KGOSANA AS A MEMBER AND CHAIRPERSON OF THE AUDIT AND RISK COMMITTEE

“RESOLVED THAT M Kgosana be and is hereby elected as a member and chairperson of the Audit and Risk committee in terms of section 94(2) of the Companies Act.

1.15. ORDINARY RESOLUTION 14:

ELECTION OF Mr K.H. KOLZ AS MEMBER OF THE AUDIT AND RISK COMMITTEE

“RESOLVED THAT Mr K.H. Kolz be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.

1.16. ORDINARY RESOLUTION 15:

ELECTION OF MR M. MOKOENA AS MEMBER OF THE AUDIT AND RISK COMMITTEE

“RESOLVED THAT Mr M. Mokoena be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

1.17. ORDINARY RESOLUTION 16:

ELECTION OF DR V.L. LITLHAKANYANE AS MEMBER OF THE AUDIT AND RISK COMMITTEE

“RESOLVED THAT Dr V.L. Litlhakanyane be and is hereby elected as a member of the Audit and Risk committee in terms of Section 94(2) of the Companies Act.

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

Reason for Ordinary Resolutions Numbers 13 to 16:

In terms of Section 94 of the Companies Act, the Audit committee is a committee elected by the shareholders at each annual general meeting. In terms of the Companies Regulations, at least one-third of the members of a company's audit committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. The Company has established an Audit Committee which fulfils the functions of an Audit Committee as contemplated in the Companies Act and the persons nominated to be appointed to the Company's Audit Committee were nominated having considered the requirements of the Companies Act and Companies Regulations referred to herein.

1.18. ORDINARY RESOLUTION 17:

APPOINTMENT OF AUDITORS

“RESOLVED THAT SNG GRANT THORNTON be and is hereby appointed as the auditors of the company with effect from the 8th of November 2018 until the conclusion of the next Annual General Meeting.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

Reason for Ordinary Resolution Number 17

In compliance with Section 90 of the Companies Act, SNG Grant Thornton is recommended by the Audit and Risk Committee to be appointed as auditors for the financial year ending 30 September 2019 and until the conclusion of the next Annual General Meeting. SNG Grant Thornton was appointed in place of PWC during the 2017/18 financial year.

1.19. ORDINARY RESOLUTION 18:

UNISSUED SHARES

“RESOLVED THAT all authorised but unissued shares of the company be placed under the control of the directors of the company until the next Annual General Meeting, with the authority to allot and issue all or part thereof in their discretion, subject to the provisions of the Companies Act.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.



1.20. ORDINARY RESOLUTION 19:

SIGNATURE OF DOCUMENTATION

“RESOLVED THAT a director of the company or the company secretary be and is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of Ordinary Resolutions numbers 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14; 15, 16, 17, 18 and Special Resolution number 1 which is passed by the shareholders with and subject to the terms thereof.”

This resolution will require the support of more than 50% of the voting rights exercised on it in order for it to be adopted.

ANNUAL FINANCIAL STATEMENTS

A copy of the complete annual financial statements are enclosed with this notice.

Voting and proxies

Any person attending or participating in the annual general meeting must present reasonably satisfactory identification according to Section 63(1) of the Companies Act, and the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder/as a proxy for a shareholder) has been reasonably verified. Forms of identification include valid identity documents, driver's licences and passports.

A shareholder of the company entitled to attend, speak and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend, speak and to vote in his/her stead. The proxy need not be a shareholder of the company.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share in the company held by such shareholder.

A form of proxy is attached for the convenience of shareholders in the company who cannot attend the annual general meeting but wish to be represented thereat.

Such shareholders must complete and return the attached form of proxy and lodge it with the company or with the secretaries of the company to be received at least 48 hours prior to the meeting. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the shareholder subsequently decide to do so.

IMPORTANT DATES

Record date for receiving this notice is 19 February 2019

By order of the board
Group Company Secretary

JM Musiyiwa

Registered office, 47 St Patrick Rd, Houghton, Johannesburg





FORM OF PROXY OF SHAREHOLDERS

Clinix Health Group (Pty) Ltd

Registration Number 1997/017587/07
("Clinix" or "the company")

This form of proxy is for use by the holders of the company's shares and who cannot attend but wish to be represented at the Annual General Meeting of the company at 47 St Patrick Road, Houghton, Johannesburg, on 28th February 2019 at 16h00 or any adjournment, if required. Additional forms of proxy are available at the company's registered office.

I/We (Name in block letters) of _____

(Address) _____

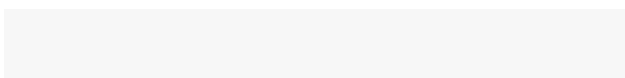
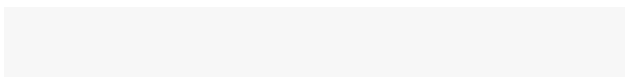
being the registered holder/s of _____ shares in Clinix, hereby appoint

of or failing him/her,

the chairperson of the general meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the company to and at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. Unless this is done, the proxy will vote as he/she thinks fit.

	RESOLUTIONS	IN FAVOUR OF	AGAINST	ABSTAIN
1.1	Special Resolution 1 : Approval Of Fees Payable To Non-Executive Directors: 2019			
1.2	Ordinary Resolution 1 : Adoption of Annual Financial Statements			
1.3	Ordinary Resolution 2 : Re-election of Dr A Ntsaluba as a Non-Executive Director			
1.4	Ordinary Resolution 3 : Re-election of Mr K H Kolz as a Non-Executive Director			
1.5	Ordinary Resolution 4 : Re-election of Dr K O P Matseke as an Executive Director			
1.6	Ordinary Resolution 5 : Re-election of Dr M Motlana as a Non-Executive Director			
1.7	Ordinary Resolution 6 : Re-election of Mr M. Kgosana as a Non-Executive Director			
1.8	Ordinary Resolution 7 : Re-election of Mr M Mokoena as a Non-Executive Director			



1.9	Ordinary Resolution 8 : Re-election of Dr D. Kula as an Executive Director			
1.10	Ordinary Resolution 9. Re-Election of Ms E. Mkhize as an Executive Director			
1.11	Ordinary Resolution 10: Election of Dr. R.M. Ledwaba as a Non-Executive Director			
1.12	Ordinary Resolution 11: Election of Mr V. Mafata as a Non-Executive Director			
1.13	Ordinary Resolution 12: Election of Dr V.L. Litlhakanyane as an Independent Non-Executive Director			
1.14	Ordinary Resolution 13 : Re-election Of Mr. M. Kgosana As a member and the Chairperson Of The Audit And Risk Committee			
1.15	Ordinary Resolution 14 : Re- election Of Mr KH Kolz As A Member Of the Audit And Risk Committee			
1.16	Ordinary Resolution 15 : Re-election Of Mr M Mokoena As A Member Of the Audit And Risk Committee			
1.17	Ordinary Resolution 16 : Election Of Dr V.L. Litlhakanyane As A Member Of the Audit And Risk Committee			
1.18	Ordinary Resolution 17 : To appoint SNG Grant Thornton as auditors of the company			
1.19	Ordinary Resolution 18 : Authority to place the unissued shares under the control of the directors			
1.20	Ordinary Resolution 19 : Signature of documentation			

Signed this _____ day of _____ 2019

Signature _____

Assisted by (if applicable) _____

Forms of proxy to be received by no later than 10:00 on 19 February 2019 by using any one of the following means of communication:

Post : Group Company Secretary 56 von Weilligh Street Johannesburg

Fax :

Email : cosec@clinix.co.za