

# VISUAL INTERNATIONAL HOLDINGS LIMITED - Results of the Annual General Meeting ("AGM")

Results of the Annual General Meeting ("AGM")

VISUAL INTERNATIONAL HOLDINGS LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number 2006/030975/06)  
("Visual")  
ISIN Code: ZAE000187407 Share Code: VIS

## RESULTS OF ANNUAL GENERAL MEETING ("AGM")

Shareholders are advised that the AGM of Visual was held on 24 April 2019 and that all the resolutions proposed at the AGM, save for Ordinary Resolution Numbers 2 and 3, were passed by the requisite number of shareholders.

The following information is provided:

Total number of issued ordinary shares	374,265,547
Total number of ordinary shares represented and eligible to vote at the AGM	165,999,021
Percentage of ordinary shares represented at the AGM	44.35%

The resolutions proposed at the AGM, together with the percentage of votes carried for and against each resolution, are set out below:

Resolution proposed	Total number of votes cast (excluding abstentions)	For (% of total votes cast)	Against (% of total votes cast)	Abstain (% of issued share capital)
Ordinary Resolution Number 1 Presentation and acceptance of annual financial statements	165,880,649	165,375,649 (99.70%)	505,000 (0.30%)	118,372 (0.03%)
Ordinary Resolution Number 2 Director appointment: D Genu	161,144,180	1,522,256 (0.94%)	159,621,924 (99.06%)	4,854,841 (1.30%)
Ordinary Resolution Number 3 Director appointment: E Godongwana	161,144,180	1,368,095 (0.85%)	159,776,085 (99.15%)	4,854,841 (1.30%)

Ordinary Resolution Number 4 Director retirement and re- election: LT Matlholwa	161,144,180	160,602,476 (99.66%)	541,704 (0.34%)	4,854,841 (1.30%)
Ordinary Resolution Number 5 Director retirement and re- election: RR Richards	161,144,180	160,602,476 (99.66%)	541,704 (0.34%)	4,854,841 (1.30%)
Ordinary Resolution Number 6 Re-appointment and remuneration of auditors	165,870,649	165,328,945 (99.67%)	541,704 (0.33%)	128,372 (0.03%)
Ordinary Resolution Number 7 Re-appointment of Audit and Risk Committee member: CT Vorster	165,880,649	165,338,945 (99.67%)	541,704 (0.33%)	118,372 (0.03%)
Ordinary Resolution Number 8 Appointment of Audit and Risk Committee member: LT Matlholwa	161,144,180	160,602,476 (99.66%)	541,704 (0.34%)	4,854,841 (1.30%)
Ordinary Resolution Number 9 Appointment of Audit and Risk Committee member: RR Richards	161,144,180	160,602,476 (99.66%)	541,704 (0.34%)	4,854,841 (1.30%)
Ordinary Resolution Number 10 Endorsement of Visual's Remuneration Policy	161,134,180	160,586,626 (99.66%)	547,554 (0.34%)	4,864,841 (1.30%)
Ordinary Resolution Number 11 Endorsement of the implementation of Visual's Remuneration Policy	161,134,180	160,586,626 (99.66%)	547,554 (0.34%)	4,864,841 (1.30%)
Special Resolution Number 1 General authority to allot and issue shares for cash	165,870,649	165,211,488 (99.60%)	659,161 (0.40%)	128,372 (0.03%)
Special Resolution Number 2 Authority to issue shares, securities convertible into shares or rights that may exceed 30% of the voting power of the current issued share capital	165,870,649	165,174,784 (99.58%)	695,865 (0.42%)	128,372 (0.03%)

Special Resolution Number 3 Non-executive directors' remuneration	161,134,180	160,592,476 (99.66%)	541,704 (0.34%)	4,864,841 (1.30%)
Special Resolution Number 4 General authority to provide financial assistance for the subscription and/or purchase of securities in the company or in related or inter-related companies	165,870,649	165,323,095 (99.67%)	547,554 (0.33%)	128,372 (0.03%)
Special Resolution Number 5 General authority to provide financial assistance to related and inter-related companies and corporations	165,870,649	165,168,934 (99.58%)	701,715 (0.42%)	128,372 (0.03%)
Special Resolution Number 6 General authority to acquire (repurchase) shares	165,870,649	165,174,784 (99.58%)	695,865 (0.42%)	128,372 (0.03%)
Special Resolution Number 7 Amendment to the Memorandum of Incorporation	165,864,799	165,168,934 (99.58%)	695,865 (0.42%)	134,222 (0.04%)

Special Resolution Number 7 will be submitted to CIPC for registration in due course.

By order of the Board.

Cape Town  
24 April 2019

Designated Advisor  
Arbor Capital Sponsors Proprietary Limited

Date: 24/04/2019 04:09:00 Produced by the JSE SENS Department. The SENS service is an information dissemination service administered by the JSE Limited ('JSE').

The JSE does not, whether expressly, tacitly or implicitly, represent, warrant or in any way guarantee the truth, accuracy or completeness of

the information published on SENS. The JSE, their officers, employees and agents accept no liability for (or in respect of) any direct, indirect, incidental or consequential loss or damage of any kind or nature, howsoever arising, from the use of SENS or the use of, or reliance on, information disseminated through SENS.