

Tradehold Limited
(Registration number: 1970/009054/06)
Incorporated in the Republic of South Africa
JSE Share code: TDH ISIN: ZAE000152658
("Tradehold" or "the Group")

VestIN Holdings Limited
(Registration number: 47305)
Incorporated in Bermuda
'A' Ordinary Share Code: VIN
ISIN: BMG934031060
("VestIN")

VOLUNTARY JOINT ANNOUNCEMENT PERTAINING TO THE RESTRUCTURE OF TRADEHOLD LIMITED'S NON-PROPERTY BUSINESSES

1. Introduction

Shareholders are advised that Tradehold has taken the first step in what will be a series of transactions which will give effect to the reorganisation of the Group through the separation of its non-property interests into a separately listed investment holding vehicle (the "Restructure").

The Restructure will result in Tradehold streamlining its existing business between property and non-property assets, with the property assets remaining listed on the securities exchange operated by JSE Limited ("JSE") as Tradehold and the non-property assets being separately housed within VestIN (a dormant company which has no subsidiaries), which is listed on the Bermudian Stock Exchange ("BSX") and secondary listed on the Alternative Exchange of the JSE ("Alt^X").

Tradehold shareholders will retain their shareholding in the Group and as a result of the Restructure will also receive a *pro rata* shareholding in VestIN in proportion to their Tradehold shareholding.

2. Details of the Restructure

2.1. Acquisition of VestIN

On 21 August 2017, Tradehold and Osiris Property Services Limited ("Osiris"), a British Virgin Islands resident company with no South African shareholders, and which is currently the sole shareholder of VestIN, entered into an agreement ("the Agreement") in terms of which Tradehold agreed to acquire all the issued shares in VestIN, being Class A common shares, ("the VestIN Shares") held by Osiris for USD500 000 (the "Acquisition"). Following the Acquisition, VestIN will accordingly become a wholly owned subsidiary of Tradehold.

The Agreement is subject to the conditions set out in paragraph 5 below.

VestIN was founded in 2013 and is incorporated in Bermuda. VestIN has a primary listing on the BSX with a secondary inward listing on the Alt^X. VestIN's listing on the Alt^X is currently suspended as a result of its dormant status. It is proposed that VestIN's name will be changed prior to the distribution *in specie* referred to in paragraph 2.2 below.

2.2. Restructure mechanics

Following the Acquisition, Tradehold will undertake an internal reorganisation pursuant to which VestIN will acquire substantially all of Tradehold's non-property assets, being its 100% shareholding in Mettle Investments Proprietary Limited ("Mettle Investments") (a company incorporated in South Africa) and a 90% shareholding in Reward Investments (No.2) Limited ("Reward Investments") (a company incorporated in the United Kingdom), (collectively, "the Restructure Assets"), resulting in Tradehold holding an indirect shareholding in the Restructure Assets via VestIN.

Subject to the BSX and the JSE approving the issue of revised listing particulars for VestIN ("the Revised Listing Particulars"), the JSE agreeing to lift the suspension of the listing of VestIN on the Alt^X, and the completion of the aforementioned internal reorganisation, Tradehold will distribute the VestIN Shares to Tradehold shareholders as a distribution *in specie* ("Distribution *in Specie*").

Tradehold shareholders will retain their shareholding in Tradehold and as a result of the Distribution *in Specie* will receive a *pro rata* shareholding in VestIN in proportion to their Tradehold shareholding immediately prior to the Distribution. Tradehold anticipates that the VestIN Shares at the time of the Distribution *in Specie* should reference the value of the Restructure Assets divested of by Tradehold.

2.3. Rationale

The Restructure achieves the separation of Tradehold's property interests from its non-property interests, namely interests in financial technology, solar power financing solutions, asset management, financial services and specialist lending, which are held through the Restructure Assets.

The Restructure is anticipated to:

- 2.3.1. create better visibility and understanding of Tradehold's non-property assets in South Africa and the United Kingdom as Tradehold's asset base has a strong bias (c.92%) towards property;
- 2.3.2. enable Tradehold shareholders to actively manage their exposure to both the property and non-property assets;
- 2.3.3. facilitate further investments by VestIN in financial services businesses using VestIN shares; and

- 2.3.4. secure access to offshore debt and equity markets for what will be VestlN's largest business, Reward Investments based in the United Kingdom, as a result of VestlN's offshore listing.

3. Overview of VestlN post the Restructure

After the Restructure, and subject to the approvals of the BSX and the JSE referred to above, VestlN will be an investment holding company with a listing on the BSX and an inward listing on the Alt^X, holding the Restructure Assets. On implementation of the Restructure, VestlN's shareholder base will be identical to that of Tradehold's, however its shares will in no way be linked to those of Tradehold's.

3.1. Overview of Mettle Investments

Mettle Investments has seven business units which span a range of financial services, including financial technology, solar power financing solutions, asset management, financial services and specialist lending. For the 12 months ending 28 February 2017, Mettle Investments and its subsidiaries generated a net after tax profit of R15 327 752 (FY16: R16 127 028).

3.2. Overview of Reward Investments

Reward Investments has a 70% interest in three operating units based in the United Kingdom, namely Reward Capital, which focuses on short-term, asset-backed loans to smaller businesses, Reward Invoice Finance, which offers bespoke invoice-discounting facilities to similar-sized businesses, and Reward Trade Finance, which provides trade finance facilities to smaller-sized businesses. For the 12 months ending 28 February 2017, Reward Investments and its subsidiary generated a net after tax profit of GBP2 788 000 (FY16: GBP2 340 000).

4. Overview of Tradehold post the Restructure

Tradehold post the Restructure will be a property focused investment holding company and will retain its listing on the JSE.

5. Conditions precedent to the Restructure

The Restructure is subject to the fulfilment and/or waiver (as may be applicable) of the following conditions precedent, which are customary for a transaction of this nature:

5.1. Relating to the Acquisition:

- 5.1.1. the receipt of all the necessary approvals that may be required in connection with the Acquisition from the Financial Surveillance Department of the South African Reserve Bank;

- 5.1.2. Tradehold completing a due diligence investigation of VestIN to its satisfaction;
- 5.1.3. the temporary holding by Tradehold of the VestIN Shares, being unconditionally approved by the BSX and the JSE, or conditionally approved on terms and conditions acceptable to Tradehold and Osiris; and
- 5.1.4. Tradehold having entered into a written guarantee, warranty and indemnity agreement with a third party to its satisfaction, pursuant to which such third party, amongst other things, indemnifies Tradehold against any losses that may arise as a result of it acquiring and holding the VestIN Shares, including from claims made in respect of any matters warranted and/or indemnified by Osiris in terms of the Agreement, on terms and conditions acceptable to Tradehold, including in respect of the quantum and duration of such indemnities.

5.2. Relating to the remainder of the Restructure:

- 5.2.1. The BSX and the JSE approving the Revised Listing Particulars for VestIN and the JSE lifting its suspension of VestIN's listing on the AltX..

6. Purchase consideration

The purchase consideration payable by Tradehold to Osiris in respect of the Acquisition is an amount of USD500 000.

7. Proposed effective date

The Acquisition has an effective date of 1 July 2017. It is further anticipated that the Restructure, including the lifting of VestIN's suspension on the AltX and the Distribution *in Specie*, will be effective on Wednesday, 22 November 2017.

8. Revised listing particulars

As part of the Restructure, VestIN will be required to publish BSX and JSE compliant Revised Listings Particulars. The Revised Listings Particulars will be distributed to Tradehold shareholders to provide a broader understanding of VestIN and the nature of its business post the Restructure.

9. Further announcements and transaction timetable

It is anticipated that the Revised Listings Particulars will be published on or about Wednesday, 15 November 2017. The Revised Listings Particulars will contain further salient information regarding the timetables for the Restructure and Distribution *in Specie*.

10. Categorisation

The Acquisition is not a categorised transaction in terms of the Listings Requirements of the JSE (“Listings Requirements”) in respect of Tradehold and accordingly is disclosed on a voluntary basis by Tradehold and VestIN.

The Distribution *in Specie* is not a transaction as defined in terms of section 9 of the Listings Requirements and accordingly no shareholder approval is required.

Cape Town

22 August 2017

JSE Sponsor to Tradehold

Bravura Capital Proprietary Limited

Designated Advisor to VestIN in South Africa

Questco Corporate Advisory Proprietary Limited

Sponsor to VestIN in Bermuda

Global Custody and Clearing Limited (LOM Financial Limited)

Joint Corporate Advisors

Rand Merchant Bank, a division of FirstRand Bank Limited

Mettle Corporate Finance Proprietary Limited

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