

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 5 of this Circular apply mutatis mutandis throughout this Circular.

ACTION REQUIRED

1. If you are in any doubt as to what action to take in relation to this Circular, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.
2. Shareholders should note that, whilst the entire Circular is important and should be read in its entirety, particular attention should be paid to the section titled "Action required by Shareholders" commencing on page 2 of this Circular.
3. If you have disposed of all of your Shares, please forward this Circular and the attached Form of Proxy to the purchaser of such Shares or to the CSDP, Broker, banker, attorney, accountant or other professional advisor through whom the disposal was effected.

Insimbi does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any Shareholder to notify such Shareholder of the General Meeting, or any business to be conducted thereat.



Insimbi Industrial Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2002/029821/06)
Share code: ISB
ISIN: ZAE000116828
("Insimbi" or "the Company")

CIRCULAR TO INSIMBI SHAREHOLDERS

regarding:

- the repurchase by Insimbi of a total of 43 050 400 Shares (constituting 11,41% of the total Insimbi Shares) from the Repurchase Participants at a repurchase consideration of R1 per Insimbi Share to be implemented in accordance with sections 48(8)(b), 114(1)(e) and 115(2)(a) of the Companies Act and as a specific repurchase of securities in terms of the JSE Listings Requirements; and
- the delisting of the Repurchase Shares from the JSE;

and incorporating:

- the Independent Expert's Report in respect of the Repurchase;
- a notice convening the General Meeting of Shareholders;
- a Form of Proxy for use by Certificated Shareholders and Dematerialised Shareholders who have selected Own-Name Registration only; and
- extracts of sections 114 and 115 of the Companies Act dealing with the approval requirements for fundamental transactions and section 164 of the Companies Act dealing with Dissenting Shareholders' Appraisal Rights.

Sponsor and
Transaction Advisor



PSG CAPITAL

Legal Advisor



CLIFFE DEKKER HOFMEYR

Independent Expert

mazars

Reporting Accountants



Date of issue: Thursday, 11 July 2024

Copies of this Circular, which are available in English only, may be obtained during normal business hours from Thursday, 11 July 2024 up to and including Monday, 12 August 2024 from the registered offices of the Company and the offices of PSG Capital at their respective addresses set out in the "Corporate Information" section of this Circular. A copy of this Circular will also be available on the Company's website www.insimbi-group.com.

CORPORATE INFORMATION

The definitions and interpretations commencing on page 5 of this Circular apply mutatis mutandis to this Corporate Information section.

DIRECTORS

R Dickerson (Chairman) **
F Botha (Chief Executive Officer)
N Winde (Financial Director)
N Mwale **
C Ntshingila **

* Non-executive * Independent

DATE OF INCORPORATION OF INSIMBI

5 November 2002

PLACE OF INCORPORATION

Republic of South Africa

COMPANY SECRETARY AND REGISTERED ADDRESS

Matseliso Madhlophe

359 Crocker Road
Wadeville, Extension 4
Germiston
1407
Gauteng

LEGAL ADVISORS

Cliffe Dekker Hofmeyr Incorporated
(Registration number 2008/018923/21)
11 Buitengracht Street
Cape Town, 8001
(PO Box 695, Cape Town, 8000)

REPORTING ACCOUNTANTS

Moore Infinity Incorporated
(Registration number 2006/018138/21)
Silver Stream Business Park
10 Muswell Road
Bryanston
Sandton
2191
(PO Box 663, Benoni, 1501)

INDEPENDENT EXPERT

Forvis Mazars Corporate Finance Proprietary Limited
(Registration number 2003/029561/07)
54 Glenhove Road
Melrose Estate
Johannesburg
South Africa
2196
(PO Box 669, Johannesburg, 2000)

Sponsor and Transaction Advisor
PSG Capital Proprietary Limited
(Registration number 2006/015817/07)
1st Floor, Ou Kollege
35 Kerk Street
Stellenbosch, 7600
(PO Box 7403, Stellenbosch 7599)

and

Suite 1105, 11th Floor
Sandton Eye Building
125 West Street
Sandown
Sandton, 2031
(PO Box 650957, Benmore, 2010)

TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Ave
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 5 of this Circular apply mutatis mutandis to this section.

This entire Circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by Shareholders. If you are in any doubt as to what action to take, please consult your CSDP, Broker, banker, attorney, accountant or other professional adviser immediately.

If you have disposed of all of your Shares, please forward this Circular including the attached Form of Proxy to the purchaser of such Shares or to the CSDP, Broker, banker, attorney, accountant or other professional advisor through whom the disposal was effected.

The General Meeting will be held at the offices of the Company at 359 Crocker Road, Wadeville, Extension 4, Germiston on Monday, 12 August 2024 at 10:00 for purposes of considering and, if deemed fit, passing the requisite special resolutions required to authorise the implementation of the Repurchases. The Notice of General Meeting and Form of Proxy is attached to and forms part of this Circular.

1. DEMATERIALIZED SHAREHOLDERS WHO ARE NOT OWN-NAME DEMATERIALIZED SHAREHOLDERS

1.1. Voting at the General Meeting

- 1.1.1. Your Broker or CSDP should contact you to ascertain how you wish to cast your vote at the General Meeting and should thereafter cast your vote in accordance with your instructions.
- 1.1.2. If you have not been contacted by your Broker or CSDP, it is advisable for you to contact your Broker or CSDP and furnish it with your voting instructions.
- 1.1.3. If your Broker or CSDP does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the Custody Agreement concluded between you and your Broker or CSDP.
- 1.1.4. You must **not** complete the attached Form of Proxy.

1.2. Attendance and representation at the General Meeting

- 1.2.1. In accordance with the mandate between you and your Broker or CSDP, you must advise your Broker or CSDP if you wish to attend the General Meeting and if so, your Broker or CSDP will issue the necessary letter of representation to you to attend and vote at the General Meeting.
- 1.2.2. The Company and the Board does not accept responsibility, and will not be held liable, under any applicable law, regulation or otherwise, for any action of, or omission by, any CSDP, Broker, or other service provider to, or agent of, any beneficial owner of Shares, including, without limitation, any failure on the part of the CSDP, Broker, or other service provider to, or agent of, any beneficial owner of Shares to notify such beneficial owner of the General Meeting or of the matters set out in this Circular.

2. CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WHO ARE OWN-NAME DEMATERIALIZED SHAREHOLDERS

2.1. Voting and attendance at the General Meeting

- 2.1.1. You are entitled to attend the General Meeting in person and speak, vote or abstain from voting at the General Meeting.
- 2.1.2. Alternatively, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy in accordance with the instructions contained therein to be delivered to and received by the Transfer Secretaries by no later than 10:00 on Wednesday, 7 August 2024, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posting it to Private Bag X9000, Saxonwold, 2132, or sending it by email to proxy@computershare.co.za, or thereafter by handing such form to the chairperson of the General Meeting at the General Meeting (should you lodge your form of proxy with the Transfer Secretaries less than 48 hours before the General Meeting, you will be required to furnish a copy of such Form of Proxy to the chairperson of the General Meeting before the appointed proxy exercises any of your rights at the General Meeting).

3. REASONABLE IDENTIFICATION OF SHAREHOLDERS AND PROXIES

In terms of section 63(1) of the Companies Act, before any person may speak or vote at, or participate in, the General Meeting, that person must present reasonably satisfactory identification, and the person presiding at the General Meeting must be reasonably satisfied that the right of the person to speak and vote at, and participate in, the General Meeting, either as a Shareholder, or as a proxy for a Shareholder, has been reasonably verified. Acceptable forms of identification include a valid green bar-coded or smart card identification document issued by the South African Department of Home Affairs, a valid South African driver's licence or a valid passport.

4. ELECTRONIC PARTICIPATION AT THE AGM (SECTION 61(10) OF THE COMPANIES ACT)

- 4.1. Shareholders wishing to participate electronically at the General Meeting are required to deliver written notice to the Company Secretary, with a copy to the Company's Transfer Secretaries, by no later than 48 hours before the General Meeting (i.e. by 10:00 on Wednesday, 7 August 2024), stating that they wish to participate via electronic communication at the General Meeting ("**electronic notice**").
- 4.2. Note that Shareholders will merely be able to participate, but not vote, via electronic communication.
- 4.3. In order for the electronic notice to be valid it must contain:
 - 4.3.1. If the Shareholder is an individual, a certified copy of his/her South African identity document and/or passport and/or South African driver's licence;
 - 4.3.2. If the Shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the South African identity documents and/or passports of the persons who passed the relevant resolution. The relevant resolution must set out which individual from the relevant entity is authorised to represent the relevant entity at the General Meeting via electronic communication; and
 - 4.3.3. A valid email address and/or facsimile number (the contact address/number).
- 4.4. The Company Secretary will first validate such electronic notice and confirm the identity of the Shareholder in terms of section 63(1) of the Companies Act and thereafter, if validated, the Company Secretary shall provide each Shareholder who/which has delivered a valid electronic notice, via such Shareholder's contact address/number, with the relevant details through which the Shareholder may participate via electronic communication by no later than 9:00 on Monday, 12 August 2024. Shareholders that require assistance can contact the Company at 011 865 8933 or email the Company Secretary at mmadhlophe@insimbi-group.co.za.
- 4.5. The Company reserves the right not to provide for electronic participation at the General Meeting in the event that it proves impractical to do so, in which event the Company Secretary shall notify each Shareholder who/which has delivered a valid electronic notice, via such Shareholder's contact address/number, of the Company's decision not provide for electronic participation by no later than 48 hours before the General Meeting (i.e. by 10:00 on Wednesday, 7 August 2024). The costs of accessing any means of electronic participation provided by the Company will be borne by the Shareholder accessing the electronic participation.

5. DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS

- 5.1. At any time before the Section 48(8)(b) Special Resolutions are to be voted on at the General Meeting, a Shareholder may give the Company written notice objecting to the Section 48(8)(b) Special Resolutions. In order for a Shareholder to exercise their Appraisal Rights, the Shareholder must have given notice to the Company before the vote.
- 5.2. Within 10 Business Days after the Company having adopted the Section 48(8)(b) Special Resolutions, the Company must send a notice that the Section 48(8)(b) Special Resolutions have been adopted to each Shareholder who gave the Company written notice of objection and has neither withdrawn that notice nor voted in favour of the Section 48(8)(b) Special Resolutions.
- 5.3. A Shareholder who has given the Company written notice objecting to the Section 48(8)(b) Special Resolutions, who is present at the General Meeting and votes against the Section 48(8)(b) Special Resolutions and has complied with all of the procedural requirements set out in section 164 of the Companies Act may, if the Section 48(8)(b) Special Resolutions have been adopted, then demand in writing within:
 - 5.3.1. 20 Business Days after receipt of the notice referred to above; or
 - 5.3.2. if the Shareholder does not receive the notice from the Company referred to above, 20 Business Days after learning that the Section 48(8)(b) Special Resolutions have been adopted,

that the Company pay the Shareholder the fair value for all the Insimbi Shares held by that Shareholder. A more detailed explanation of the Dissenting Shareholders' Appraisal Rights is contained in **Annexure 6** to this Circular.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 5 of this Circular apply mutatis mutandis to this section.

2024

Record date to determine which Shareholders are eligible to receive this Circular (including the Notice of General Meeting) on	Friday, 5 July
Circular posted to Shareholders and notice convening the General Meeting released on SENS on	Thursday, 11 July
Last day to trade in Insimbi Shares in order to be eligible to attend, participate in and vote at the General Meeting on	Tuesday, 30 July
General Meeting Record Date for Shareholders to be recorded in the Register in order to be eligible to attend, participate in and vote at the General Meeting on	Friday, 2 August
For administrative reasons, Forms of Proxy in respect of the General Meeting to be lodged with Transfer Secretaries by no later than 10:00 on	Wednesday, 7 August
Forms of Proxy not lodged timeously with the Transfer Secretaries, to be handed to the chairperson of the General Meeting before the appointed proxy exercises the Shareholder's rights at the General Meeting on	Monday, 12 August
General Meeting of Shareholders to be held at 10:00 on	Monday, 12 August
Results of General Meeting released on SENS on or about	Monday, 12 August
Results of General Meeting published in the South African press on	Tuesday, 13 August
If the Repurchase is approved by Shareholders at the General Meeting:	
Last date on which Shareholders who voted against the Section 48(8)(b) Special Resolutions may require Insimbi to seek court approval in terms of section 115(3)(a) of the Companies Act, but only if the Section 48(8)(b) Special Resolutions were opposed by at least 15% of the voting rights exercised thereon	Monday, 19 August
Last date on which Shareholders who voted against the Section 48(8)(b) Special Resolutions may make application to the court in terms of section 115(3)(b) of the Companies Act for leave to apply for a review of the Section 48(8)(b) Special Resolutions, as the case may be	Monday, 26 August
Last date for Insimbi to send objecting Shareholders notice of the adoption of the Section 48(8)(b) Special Resolutions, in terms of section 164(4) of the Companies Act	Monday, 26 August
If no Shareholder exercises their rights in terms of section 115(3)(a) and (b) of the Companies Act, then the following are the anticipated relevant dates and times:	
Compliance certificate anticipated to be received from the TRP on	Tuesday, 27 August
Finalisation announcement expected to be released on SENS on	Wednesday, 28 August
Finalisation announcement expected to be published in the South African press on	Thursday, 29 August
Expected implementation date of the Repurchases on or about	Friday, 30 August
Delisting application letter lodged with the JSE for the delisting of the Repurchase Shares	Friday, 30 August
Expected termination of listing of Repurchase Shares at the commencement of trading on or about	Monday, 2 September

Notes:

- All of the above dates and times are subject to change. Any changes made will be notified to Shareholders by release on SENS and published in the South African press. Changes may be subject to approval by the JSE and/or the TRP.
- Shareholders are referred to Annexure 6 of this Circular regarding rights afforded to Insimbi Shareholders.
- Shareholders should note that, as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades take place three Business Days after such trade. Therefore, persons who acquire Shares after the last day to trade in order to be eligible to vote at the General Meeting, namely Tuesday, 30 July 2024, will not be able to vote at the General Meeting.
- A Shareholder may submit the Form of Proxy at any time before the commencement of the General Meeting (or any adjournment or postponement of the General Meeting) or hand it to the chairperson of the General Meeting before the General Meeting (or any adjournment or postponement of the General Meeting), provided that, should a Shareholder lodge the Form of Proxy with the Transfer Secretaries less than 48 hours before the General Meeting, a Shareholder will also be required to furnish a copy of such Form of Proxy to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting).
- If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial time of the General Meeting will remain valid in respect of any such adjournment or postponement.
- All times given in this Circular are local times in South Africa.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates otherwise, reference to the singular shall include the plural and *vice versa*, words denoting one gender include the others, words and expressions denoting natural persons include juristic persons and associations of persons and the words and expressions in the first column have the meanings stated opposite to them in the second column.

“Act” or “Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“Agreements”	collectively the <ol style="list-style-type: none">1. share repurchase agreement relating to the Casterly Rock Repurchase, entered into between the parties thereto, on or about 21 June 2024;2. share repurchase agreement relating to the Crimson Clover Repurchase, entered into between the parties thereto, on or about 21 June 2024;3. the sale of business assets agreement relating the AMR West Rand Disposal, entered into between the parties thereto, on or about 21 June 2024;4. the sale of business assets agreement relating the AMR Booyens Disposal, entered into between the parties thereto, on or about 21 June 2024; and5. the sale of rental enterprises agreement relating to the disposal of the rental enterprises relating to the Properties forming part of the AMR West Rand Disposal, entered into between the parties thereto, on or about 21 June 2024;
“Appraisal Rights”	the rights afforded to Insimbi Shareholders in terms section 164 of the Companies Act, as set out in Annexure 6 of this Circular;
“AMR”	Amalgamated Metals Recycling Proprietary Limited a private limited liability company incorporated in accordance with the laws of South Africa with registration number 2010/012638/07, a wholly-owned subsidiary of Insimbi;
“AMR Booyens Business”	certain business assets used in connection with the scrap metal trading business operated under the name "Amalgamated Metals Recycling SA" at 110 Fourth Street, Booyens Reserve;
“AMR Booyens Disposal”	the disposal by AMR and AMR SA of the AMR Booyens Business to BBBC, which will be inter-conditional upon the implementation of the Crimson Clover Repurchase;
“AMR SA”	Amalgamated Metals Recycling SA Proprietary Limited, registration number 2010/016502/07, a limited liability private company duly incorporated in the Republic of South Africa; a wholly-owned subsidiary of Insimbi;
“AMR West Rand Disposal”	The disposal by AMR, AMR WR and Spring Lights of the AMR WR Business to WRBBC and the rental enterprises relating to the Properties to CRP, which will be inter-conditional upon the implementation of the Casterly Rock Repurchase;
“AMR WR”	Amalgamated Metals Recycling West Rand Proprietary Limited, registration number 2010/012682/07, a limited liability private company duly incorporated in the Republic of South Africa; a wholly-owned subsidiary of Insimbi;
“AMR WR Business”	certain business assets used in connection with the scrap metal trading business operated under the name "Amalgamated Metals Recycling West Rand" at 141 Main Reef Road, Manufacta, Roodepoort;
“BBBC”	Booyens Buy Back Center Proprietary Limited, a private limited liability company incorporated in accordance with the laws of South Africa with registration number 2024/027321/07, which is an associate of the Crimson Clover Shareholders and beneficially owned by Christiaan Combrink;
“Board” or “Directors”	the board of directors of Insimbi, whose names appear in the “Corporate Information” section of this Circular;
“Broker”	a “stockbroker” as defined in the Financial Markets Act, or its nominee;
“Business Day”	any day, other than a Saturday, Sunday or public holiday in South Africa;
“Casterly Rock”	Casterly Rock Investments Proprietary Limited, registration number 2016/301760/07, a limited liability private company duly incorporated in the Republic of South Africa, beneficially owned by the LSC Share Trust, the trustees of which are Herman Steenkamp and his spouse, and the beneficiaries of which are Herman Steenkamp, his spouse and their children;
“Casterly Rock Repurchase”	the repurchase of an aggregate of 21 985 200 Shares from the Casterly Rock Shareholders (20 770 100 Shares from Casterly Rock and 1 215 100 Shares from Southern Vault, which represent 5,51% and 0,32% of the total issued shares of Insimbi, respectively) at a repurchase price of R1 per share;

DEFINITIONS AND INTERPRETATIONS

“Casterly Rock Shareholders”	collectively, Casterly Rock and Southern Vault;
“Certificated Shareholders”	Shareholders who hold Certificated Shares;
“Certificated Shares”	Shares being “certificated securities” as defined in the Financial Markets Act and having accordingly not yet been Dematerialised, title to which is evidenced by Documents of Title;
“Circular”	this bound document dated Thursday, 11 July 2024, incorporating the Notice of General Meeting, Form of Proxy and annexures hereto;
“Companies Regulations”	the Companies Regulations, 2011, as amended and substituted from time to time and as promulgated in terms of section 223 of the Companies Act;
“Company Secretary”	the company secretary of Insimbi as appointed in terms of the Companies Act from time to time;
“Conditions Precedent”	has the meaning given to the term in paragraph 4 of this Circular; Crimson Clover Investments Proprietary Limited, registration number 2016/301776/07, a limited liability private company duly incorporated in the Republic of South Africa, beneficially owned by the JCCD Share Trust;
“Crimson Clover”	Crimson Clover Investments Proprietary Limited, registration number 2016/301776/07, a limited liability private company duly incorporated in the Republic of South Africa, beneficially owned by the JCCD Share Trust, the trustees of which are Christiaan Combrink, his spouse and Gavin Jooste, and the beneficiaries of which are Christiaan Combrink and his children;
“Crimson Clover One”	Crimson Clover Investments 1 Proprietary Limited, registration number 2016/301771/07, a limited liability private company duly incorporated in the Republic of South Africa, beneficially owned by the JCCD Investment Trust, the trustees of which are Christiaan Combrink, his spouse and Gavin Jooste, and the beneficiaries of which are Christiaan Combrink and his children;
“Crimson Clover Repurchase”	the repurchase of an aggregate of 21 065 200 Shares from the Crimson Clover Shareholders (19 880 100 Shares from Crimson Clover and 1 185 100 Shares from Crimson Clover One, which represent 5,27% and 0,31% of the total issued shares of Insimbi, respectively) at a repurchase price of R1 per share;
“Crimson Clover Shareholders”	collectively, Crimson Clover and Crimson Clover One;
“CRP”	Casterly Rock Properties Proprietary Limited, a private limited liability company incorporated in accordance with the laws of South Africa with registration number 2021/133083/07, which is an associate of the Casterly Rock Shareholders and beneficially owned by Herman Steenkamp;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, with whom a Shareholder holds a Dematerialised share account;
“Custody Agreement”	a custody mandate agreement between a Shareholder and a CSDP or Broker, regulating their relationship in respect of Dematerialised Shares held on Insimbi’s uncertificated securities register administered by a CSDP or Broker on behalf of such Shareholder;
“Dematerialise” or “Dematerialisation”	the process by which Certificated Shares are converted into an electronic format as Dematerialised Shares and recorded in Insimbi’s uncertificated securities register administered by a CSDP;
“Dematerialised Shareholders”	Shareholders who hold Dematerialised Shares;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title;
“Disposals”	collectively, the AMR Booyens Disposal and AMR West Rand Disposal;
“Dissenting Shareholder”	the Insimbi Shareholders who validly exercise their Appraisal Rights by, among other things, objecting to the Section 48(8)(b) Special Resolutions and by demanding, in terms of sections 164(5) and 164(8) of the Companies Act, that Insimbi pay to them the fair value of their Insimbi Shares;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to the Shares in question, acceptable to the Board;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012, as amended;
“Firm Intention Announcement”	the announcement released on SENS on 21 June 2024 advising Shareholders of the intention to repurchase the Repurchase Shares;

DEFINITIONS AND INTERPRETATIONS

“Form of Proxy”	for purposes of the General Meeting, the form of proxy for use by Certificated Shareholders and Own-Name Dematerialised Shareholders only;
“Forvis Mazars” or “Independent Expert”	Forvis Mazars Corporate Finance Proprietary Limited (registration number 2003/029561/07), a private limited liability company incorporated in accordance with the laws of South Africa, full details of which are set out in the “Corporate Information” Section, the Independent Expert to advise on the Repurchases and to compile a report in terms of section 114 of the Companies Act to the Independent Board concerning the Repurchases;
“General Meeting”	the general meeting of Shareholders to be held at the offices of the Company at 359 Crocker Road, Wadeville, Extension 4, Germiston on Monday, 12 August 2024 at 10:00 convened in terms of the Notice of General Meeting, together with any reconvened general meeting held as a result of the adjournment or postponement of that general meeting;
“General Meeting Record Date”	in terms of section 59(1)(b) of the Companies Act, the date determined by the Directors as being the date by which a Shareholder is required to be recorded as such in the Register in order to be eligible to attend, participate in and to vote at the General Meeting, being Friday, 2 August 2024;
“Group” or “Insimbi Group”	Insimbi and its subsidiaries;
“IFRS”	International Financial Reporting Standards published by the International Accounting Standards Board;
“Independent Board”	the Insimbi independent board of directors, constituted in terms of the Takeover Regulations, comprising Robert Dickerson, Cleopatra Ntshingila and Nelson Mwale, constituted for the purpose of the Repurchases, as contemplated in Regulation 108 of the Takeover Regulations;
“Independent Expert Report”	the report of the Independent Expert provided to the Independent Board in terms of section 114(2) of the Companies Act, confirming that the Independent Expert has considered the terms and conditions of the Repurchases and is of the opinion that the terms and conditions of the Repurchases are fair and reasonable to Shareholders, as more fully detailed in Annexure 1 attached to this Circular;
“Insimbi” or the “Company”	Insimbi Industrial Holdings Limited (Registration number 2002/029821/06), a public limited liability company incorporated in accordance with the laws of South Africa, the issued ordinary share capital of which is listed on the Main Board of the JSE;
“JSE”	the exchange, licensed under the Financial Markets Act, operated by the JSE Limited (Registration number 2005/022939/06), a public limited liability company incorporated in accordance with the laws of South Africa;
“JSE Listings Requirements”	the Listings Requirements of the JSE in force as at the Last Practicable Date;
“Last Practicable Date”	the last practicable date before finalisation of this Circular, which date was Thursday, 4 July 2024;
“LR Special Resolutions”	the special resolutions in terms of paragraph 5.69(b) of the JSE Listings Requirements required to implement the Repurchases;
“MOI”	the memorandum of incorporation of Insimbi;
“Notice of General Meeting”	the notice of the General Meeting, forming part of this Circular;
“Own-Name Registration” or “Own-Name Dematerialised Shareholders”	collectively, Property One, Property Two, Property Three and Property Four; Shareholders who hold Shares that have been Dematerialised and are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Shareholder;
“Properties”	collectively, Property One, Property Two, Property Three and Property Four;
“Property One”	Erf 482, Booyens Reserve, IR Johannesburg, measuring 3,966 square metres, held by Spring Lights under title deed T15841/2010, and all improvements thereof;
“Property Two”	Erf 483, Booyens Reserve, IR Johannesburg, measuring 4,461 square metres, held by Spring Lights under title deed T19918/2010, and all improvements thereof;
“Property Three”	Erf 103, Manufacta, IQ Johannesburg, measuring 3,415 square metres, held by Spring Lights under title deed T6067/995, and all improvements thereof;
“Property Four”	Portion 1 of Erf 123, Manufacta, IQ Johannesburg, measuring 3,384 square metres, held by Spring Lights under title deed T23907, and all improvements thereof
“PSG Capital” or “Transaction Advisor” or “Sponsor”	PSG Capital Proprietary Limited (Registration number 2006/015817/07), a private limited liability company incorporated in accordance with the laws of South Africa;
“Rand” or “R”	South African Rand;

DEFINITIONS AND INTERPRETATIONS

“Register”	the register of Shareholders of the Company;
“Remaining Shareholders”	Insimbi Shareholders not participating in the Repurchases;
“Repurchases”	collectively, the Crimson Clover Repurchase and the Casterly Rock Repurchase;
“Repurchase Consideration”	the repurchase consideration, payable by Insimbi in terms of the Repurchases at R1 per Repurchase Share, totalling an aggregate of R43 050 400;
“Repurchase Participants”	collectively, the Crimson Clover Shareholders and the Casterly Rock Shareholders;
“Repurchase Resolutions”	the LR Special Resolutions and the Section 48(8)(b) Special Resolutions required to implement the Repurchases;
“Repurchase Shares”	43 050 400 Insimbi Shares (representing approximately 11,41% of the total issued Insimbi Shares), 5,58% held by Crimson Clover Shareholders (all of the Insimbi Shares held by Crimson Clover Shareholders) and 5,83% held by Casterly Rock Shareholders (all of the Insimbi Shares held by Casterly Rock Shareholders);
“Revocation Resolution”	Special resolution Number 3 as set out in the notice of General Meeting;
“Section 48(8)(b) Special Resolutions”	the special resolutions in terms of section 48(8)(b) read with sections 114 and 115 of the Companies Act, required to implement the Repurchases;
“SENS”	Stock Exchange News Service of the JSE;
“Share Certificates”	share certificates evidencing the Shares held by Certificated Shareholders or any other Document of Title acceptable to the Board in its sole discretion;
“Shareholders” or	the solvency and liquidity test set out in section 4(1) of the Companies Act;
“Insimbi Shareholders”	registered holders of Shares;
“Shares” or “Insimbi Shares”	ordinary shares in the issued share capital of Insimbi with a par value of 0,000025 cents each;
“Solvency and Liquidity Test”	the solvency and liquidity test set out in section 4(1) of the Companies Act;
“South Africa”	the Republic of South Africa;
“Southern Vault”	Southern Vault Investments 1 Proprietary Limited, registration number 2016/301750/07, a limited liability private company duly incorporated in the Republic of South Africa, beneficially owned by the LSC Investment Trust, the trustees of which are Herman Steenkamp and his spouse, and the beneficiaries of which are Herman Steenkamp, his spouse and their children;
“Spring Lights”	Spring Lights 1135 Proprietary Limited, registration number 2016/307562/07, a limited liability private company duly incorporated in the Republic of South Africa; a wholly-owned subsidiary of Insimbi;
“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private limited liability company incorporated in accordance with the laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to the JSE;
“Subsidiary” or “Subsidiaries”	a “subsidiary” as defined in the Companies Act;
“Takeover Regulation Panel” or “TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“Takeover Regulations”	the regulations set out in Chapter 5 of the Companies Regulations;
“Transaction”	collectively, the Repurchases and the Disposals;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07), a private limited liability company incorporated in accordance with the laws of South Africa; and
“Treasury Shares”	13 356 256 Insimbi Shares held as treasury shares by a subsidiary/share incentive scheme of Insimbi;
“WRBCC”	West Rand Buy Back Centre Proprietary Limited, a private limited liability company incorporated in accordance with the laws of South Africa with registration number 2023/730345/07, which is an associate of the Casterly Rock Shareholders and beneficially owned by Herman Steenkamp;
“VAT”	Value-Added Tax, payable in terms of the Value Added Tax Act, No 89 of 1991, as amended; and
“VWAP”	the volume weighted average price at which Insimbi Shares traded over the 30-day period prior to any relevant date.



Insimbi Industrial Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2002/029821/06)
Share code: ISB ISIN: ZAE000116828
("Insimbi" or "the Company")

Directors

R Dickerson (*Chairman*) **, F Botha (*Chief Executive Officer*), N Winde (*Financial Director*), N Mwale **, C Ntshingila **

*Non-executive # Independent

CIRCULAR TO INSIMBI SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR

- 1.1. Shareholders of Insimbi are referred to the Firm Intention Announcement released by the Company on SENS on 21 June 2024, in terms of which Shareholders were advised that the Company and its wholly-owned subsidiaries, AMR, AMR SA, AMR WR and Spring Lights, entered into the Agreements in terms of which the Company intends to repurchase a number of listed ordinary issued Insimbi Shares and dispose of certain business assets owned by its subsidiaries.
- 1.2. The Transaction will comprise of:
 - 1.2.1 the repurchase by Insimbi of 21 065 200 Shares, comprising 5,58% of its total issued Shares, from two associated shareholders, namely Crimson Clover and Crimson Clover One, at a repurchase price of R1 per Share, as one indivisible transaction and subject to the fulfilment of certain conditions precedent ("**Crimson Clover Repurchase**");
 - 1.2.2 the disposal by AMR and AMR SA of the AMR Booyens Business to BBBC, which is an associate of the Crimson Clover Shareholders ("**AMR Booyens Disposal**"), which AMR Booyens Disposal will be inter-conditional upon the implementation of the Crimson Clover Repurchase, as a portion of the repurchase consideration received in terms of the Crimson Clover Repurchase will be used to settle the purchase consideration due in terms of the AMR Booyens Disposal;
 - 1.2.3 the repurchase by Insimbi of 21 985 200 Shares, comprising 5,83% of its total issued Shares, from two other associated shareholders, namely Casterly Rock and Southern Vault, neither of which are related to or associates of the Crimson Clover Shareholders, at a repurchase price of R1 per Share, as one indivisible transaction and subject to the fulfilment of certain conditions precedent ("**Casterly Rock Repurchase**"); and
 - 1.2.4 the disposal by AMR, AMR WR and Spring Lights of the AMR WR Business to WRBBC and the rental enterprises relating to the Properties to CRP, both of which are associates of the Casterly Rock Shareholders ("**AMR West Rand Disposal**"), which AMR West Rand Disposal will be inter-conditional upon the implementation of the Casterly Rock Repurchase, as a portion of the repurchase consideration received in terms of the Casterly Rock Repurchase will be used to settle the purchase consideration due in terms of the AMR West Rand Disposal.
- 1.3. The Repurchases will each be a "specific repurchase of shares for cash" in terms of the JSE Listings Requirements, requiring the approval of shareholders, excluding the Remaining Shareholders, by way of special resolutions (achieving 75% of the votes cast in favour thereof). None of the counterparties to the Repurchases (being the Crimson Clover Shareholders and the Casterly Rock Shareholders) are "related parties" of the Company.
- 1.4. Further to the above, each of the Repurchases will, individually, constitute the repurchase of more than 5% of the issued Shares of Insimbi and will accordingly be subject to the provisions of section 48(8)(b) read with the provisions of sections 114 and 115 of the Companies Act, and the Companies Regulations. The Repurchases will be regarded as affected transactions in terms of section 117(1)(c) (iii) of the Companies Act and will be regulated by the TRP. A fair and reasonable opinion is required in respect of the Repurchases in terms of section 114 of the Companies Act.
- 1.5. The Disposals are each individually, or collectively if aggregated, classified as "category 2 disposals" in terms of the JSE Listings Requirements, as the disposal consideration is equal to more than 5%, but less than 30% of the market capitalisation of Insimbi on the date of signature of the Agreements. None of the counterparties to the Disposals (being the BBBC, WRBBC and CRP) are "related parties" of the Company.

1. INTRODUCTION AND PURPOSE OF THE CIRCULAR CONTINUED

- 1.6. The purpose of this Circular is to provide Shareholders with relevant information regarding the Repurchases, including, among others, the Independent Expert's Report, and to advise Shareholders of the Independent Board's opinion in respect of the Repurchases and to give notice convening the General Meeting in order for Shareholders to consider and, if deemed fit, pass with or without modification the Repurchase Resolutions. In addition, the Circular is intended to inform Shareholders of their Appraisal Rights and the manner in which Insimbi Shareholders should exercise these rights should they wish to do so.
- 1.7. Once the Transaction is implemented, the Repurchase Shares will be repurchased and removed from the issued share capital of the Company and subsequently delisted from the Main Board of the JSE.

2. RATIONALE FOR THE TRANSACTION

- 2.1. Insimbi acquired the shares in AMR, AMR SA and AMR WR in December 2016 with the intention of creating a larger, more diversified company which would become a more significant player in the recycling sector.
- 2.2. Due to the underperformance of the AMR Booyens Business and the AMR WR Business, Insimbi believes that the disposal of the business assets in terms of the AMR Booyens Disposal and AMR West Rand Disposal is in the best interest of the Company.
- 2.3. The Repurchases will facilitate the Disposals, as a portion of the repurchase considerations to be paid by Insimbi in terms of the Repurchases, will be used to settle the purchase considerations due in terms of the Disposals.
- 2.4. The Repurchases are considered an appropriate allocation of capital as the impact of the Repurchases and the cancellation and delisting of such Repurchase Shares are expected to enhance the net asset value per Insimbi Share. The reduction in the number of issued Shares will also have the effect of increasing the holdings of the Company's existing shareholders.

3. REPURCHASE AND DISPOSAL CONSIDERATIONS

- 3.1. The Repurchase Consideration, will be funded by Insimbi from its available cash resources and facilities, comprising of:
 - 3.1.1. the aggregate repurchase consideration payable by Insimbi to the Crimson Clover Shareholders in terms of the Crimson Clover Repurchase of R21 065 200; and
 - 3.1.2. the aggregate repurchase consideration payable by Insimbi to the Casterly Rock Shareholders in terms of the Casterly Rock Repurchase of R21 985 200.
- 3.2. The aggregate purchase consideration in terms of the AMR Booyens Disposal is R5 660 000, payable in cash by BBBC and the aggregate purchase consideration in terms of the AMR West Rand Disposal is R24 340 000, payable in cash by WRBBC and CRP. Accordingly, the aggregate proceeds which will be received by Insimbi from the Disposals are R30 000 000.

4. CONDITIONS PRECEDENT AND EFFECTIVE DATE

- 4.1. The implementation of the Transaction is subject to the fulfilment of the following outstanding conditions precedent by no later than 17:00 on 31 August 2024:
 - 4.1.1. the shareholders of Insimbi have passed (i) the Section 48(8)(b) Special Resolutions and (ii) the LR Special Resolutions, authorising the Repurchases;
 - 4.1.2. to the extent that the provisions of section 115(2) read with section 115(3) of the Companies Act become applicable:
 - 4.1.2.1. the Section 48(8)(b) Special Resolutions being approved by the Court unconditionally or, if subject to conditions, Insimbi confirms in writing that the conditions are acceptable to it;
 - 4.1.2.2. the Section 48(8)(b) Special Resolutions not being set aside by the Court; or
 - 4.1.2.3. Insimbi not treating the Section 48(8)(b) Special Resolutions as nullities in terms of section 115(5)(b) of the Companies Act; and
 - 4.1.3. within the period prescribed by section 164(7) of the Companies Act, no valid demands (relating to appraisal rights) have been received by the Company from any shareholder of the Company in terms of that section read with section 115(8) of the Companies Act, pursuant to the Section 48(8)(b) Special Resolutions or, if such a demand has been duly delivered, the Company has waived this condition on or before 17:00 on 31 August 2024.
- 4.2. The Conditions Precedent other than the Condition Precedent set out in paragraph 4.1.3 above, are not capable of being waived but the date for fulfilment of any Conditions Precedent may be extended by agreement between the parties to the Agreements.
- 4.3. In order to comply with the Regulations, and specifically regulation 102(13), Insimbi, the Crimson Clover Shareholders and the Casterly Rock Shareholders have agreed that notwithstanding the fulfilment of the Conditions Precedent, the Repurchases shall not be implemented unless and until the TRP has granted all the required approvals and consents and issued a compliance certificate in respect of the Repurchases in terms of section 119(4)(b) of the Companies Act.
- 4.4. The effective date of the Transaction is expected to be on or about the end of August 2024.

5. CONFIRMATION OF CASH RESOURCES

The Company is required to provide a bank guarantee to the TRP from a South African registered bank unconditionally and irrevocably guaranteeing settlement of the full Repurchase Consideration. The Company has obtained and delivered to the TRP a bank guarantee issued by ABSA Bank Limited for the full Repurchase Consideration, being R43 050 400, in accordance with regulations 101(7)(b)(vi) and 111(4)(a) of the Regulations.

6. SOLVENCY AND LIQUIDITY

- 6.1. A resolution has been passed by the Board in terms of section 46 of the Companies Act that having applied the solvency and liquidity test as set out in section 4 of the Companies Act (the “solvency and liquidity test”), it has satisfied itself that at the date of the Repurchase Resolutions being passed that it reasonably appears, and it has thus reasonably concluded, that the Company will satisfy the solvency and liquidity test, immediately after implementation of the Repurchases.
- 6.2. Furthermore, in accordance with the JSE Listings Requirements, the Board, having considered the effect of the Repurchases, consider that there are reasonable grounds for believing that:
- 6.2.1 the Company and its subsidiaries (“the Group”) will be able, in the ordinary course of business, to repay their debts for a period of 12 months after the date of issue of the Circular;
 - 6.2.2 the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of issue of the Circular. For this purpose, the assets and liabilities have been recognised and measured in accordance with the accounting policies used in the latest audited Group financial statements;
 - 6.2.3 the share capital and reserves of the Company and the Group shall be adequate for ordinary business purposes for a period of 12 months after the date of issue of the Circular; and
 - 6.2.4 the working capital of the Company and the Group shall be adequate for ordinary business purposes for a period of 12 months after the date of issue of the Circular.

7. FINANCIAL INFORMATION

7.1. *Pro forma* Financial Information

- 7.1.1 The *pro forma* financial effects of the Transaction as set out in Annexure 2 are the responsibility of the Directors. The consolidated *pro forma* financial effects are presented in a manner consistent with the basis on which the historical financial information of Insimbi has been prepared and in terms of Insimbi’s accounting policies. The *pro forma* financial effects have been presented for illustrative purposes only and, because of their nature, may not fairly present Insimbi’s financial position, changes in equity, results of operations or cash flows post the implementation of the Transaction.
- 7.1.2 The *pro forma* financial information of Insimbi has been prepared based on the published audited financial information of Insimbi for the twelve months ended 29 February 2024.
- 7.1.3 The *pro forma* financial effects should be read in conjunction with the *pro forma* statement of comprehensive income and the *pro forma* statement of financial position as set out in Annexure 2, together with the assumptions upon which the financial effects are based, as indicated in the notes thereto in Annexure 2.
- 7.1.4 The report of the Independent Reporting Accountant in respect of the *pro forma* financial statements referred to in paragraph 7.1.1 above, appears in Annexure 3 to this Circular.

7.2. Historical Financial Information

In terms of an exemption granted by the TRP to the Company on 14 December 2023 in respect of regulation 106(7)(c)(i) and (ii) of the Takeover Regulations, extracts of the published, audited consolidated annual financial statements of the Company for the three years ended 29 February 2024, 28 February 2023 and 28 February 2022 are included in Annexures 3 and 4 attached to this Circular. The full audited annual financial statements are (i) available on the Company’s website at www.insimbi-group.com, (ii) will be sent to Shareholders upon request, and (iii) made available for inspection by the Shareholders as contemplated in paragraph 20.

8. INTENTION REGARDING THE CONTINUATION OF THE BUSINESS OF INSIMBI

There will be no change regarding the continuation of the business of the Group as a result of the implementation of the Transaction. Furthermore, there will be no new appointments or changes to the Board or the board of directors of any major Subsidiary of Insimbi, nor will there be any variation to the terms of appointment of any of the Directors of Insimbi, as a result of the Transaction.

9. SHARE TRADING HISTORY

Annexure 5 to this Circular sets out the aggregate volumes, dates and prices of the Insimbi Shares traded on the JSE (i) for each trading day during the 30-day period ended the day preceding the Last Practicable Date and (ii) for each month over the previous 12 months prior to the Last Practicable Date of issue of this Circular.

10. INFORMATION RELATING TO INSIMBI

10.1. Share capital

The authorised and issued ordinary share capital of Insimbi, before and after the Repurchases, are set out below:

	Number of Shares	R'000
Before the Specific Repurchase		
Authorised share capital		
Ordinary shares of 0,000025 cents each	12 000 000 000	–
Issued share capital		
Ordinary shares of 0,000025 cents each	377 198 097	942 95
Treasury shares	13 356 256	–
Total	363 841 841	

	Number of Shares	R'000
After the Specific Repurchase		
Authorised share capital		
Ordinary shares of 0,000025 cents each	12 000 000 000	–
Issued share capital		
Ordinary shares of 0,000025 cents each	334 147 697	835 36
Treasury shares	13 356 256	–
Total	320 791 441	

10.2. Major shareholders

10.2.1 As at the Last Practicable Date, insofar as it is known to the Company, the following Shareholders are directly or indirectly beneficially interested in 5% or more of the share capital of Insimbi:

Name	Number of Shares held beneficially	% of Shares in issue (excluding treasury shares)
K2017289277 (South Africa) Proprietary Limited – NS InvestCo	82 000 000	21,74%
African Goshawk Proprietary Limited	36 847 300	9,77%
Pruta Securities	34 410 000	9,12%
Jacana Assets Limited	24 992 242	6,63%
Mr. CF Botha	23 930 754	6,34%
Casterly Rock Investments Proprietary Limited	20 770 100	5,94%
Golden Griffin Investments Proprietary Limited	20 765 100	5,51%
Credit Suisse Zurich	20 765 100	5,51%
Crimson Clover Investments Proprietary Limited	19 880 100	5,27%
Mr. EP Liechti	19 133 000	5,07%
Total	305 144 721	80,90%

10.2.2 Following the implementation of the Repurchases, insofar as it is known to the Company, the following Shareholders will be directly or indirectly beneficially interested in 5% or more of the share capital of Insimbi:

Name	Number of Shares held beneficially	% of Shares in issue (excluding treasury shares)
K2017289277 (South Africa) Proprietary Limited – NS InvestCo	82 000 000	25,56%
African Goshawk Proprietary Limited	36 847 300	11,49%
Pruta Securities	34 410 000	10,73%
Jacana Assets Limited	24 992 242	7,79%
Mr. CF Botha	23 930 754	7,46%
Golden Griffin Investments Proprietary Limited	20 765 100	6,99%
Credit Suisse Zurich	20 765 100	6,47%
Mr. EP Liechti	19 133 000	5,96%
Total	264 494 521	82,45%

10. INFORMATION RELATING TO INSIMBI CONTINUED

10.3. Material changes

There have been no material changes in the financial or trading position of the Group since the end of the last financial period, for which the latest audited results for the twelve months ended 29 February 2024 were published and as at the Last Practicable Date.

10.4. Material contracts

There have been no material contracts, entered into either verbally or in writing by Insimbi or its Subsidiaries, being restrictive funding arrangements and/or a contract entered into otherwise than in the ordinary course of the business carried on or proposed to be carried on by Insimbi and/or its Subsidiaries, within the two years preceding the Last Practicable Date, or concluded at any time, and which contain an obligation or settlement that is material to Insimbi and/or its Subsidiaries at the date of this Circular.

11. INFORMATION RELATING TO THE DIRECTORS

11.1. Directors' service contracts

Each of the executive Directors have concluded service contracts with terms and conditions that are appropriate for such appointments, which are available for inspection in terms of paragraph 20 below. No service contracts have been entered into or amended within the 6 months prior to the Last Practicable Date.

11.2. Directors' interests

11.2.1 The direct and indirect interests of the Directors and their associates (including any Director who has resigned during the last 18 months) in the share capital of the Company as at the Last Practicable Date, are set out below:

Director	Number of Shares held directly	Number of Shares held indirectly	% of Shares in issue held (excluding treasury shares)
F Botha	–	36 847 300	10,13%
C Coombs *	–	21 950 200	6,03%
Total	–	58 787 500	16,16%

11.2.2 The direct and indirect interests of the Directors and their associates (including any Director who has resigned during the last 18 months) in the share capital of the Company following the implementation of the Repurchases, are set out below:

Director	Number of shares held directly	Number of shares held indirectly	% of Shares in issue held (excluding treasury shares)
F Botha	–	36 847 300	11,49%
C Coombs *	–	21 950 200	6,84%
Total	–	58 787 500	18,33%

* As announced in SENS, Mr C Coombs retired as a director of Insimbi on 6 February 2023.

11.3. Directors' Interests in transactions

Save for directors being shareholders of Insimbi, no Director (including any Director who has resigned during the last 18 months) has or had any material beneficial interest, directly or indirectly, in any transactions that were effected by Insimbi:

11.3.1 during the current or immediately preceding financial year; or

11.3.2 in any previous financial year which remains in any respect outstanding or unperformed.

12. VOTING REQUIREMENTS AND EXCLUDED SHAREHOLDERS

12.1. The General Meeting will be held at the offices of the Company at 359 Crocker Road, Wadeville, Extension 4, Germiston on Monday, 12 August 2024 at 10:00 for purposes of considering and, if deemed fit, passing, with or without modification, the special resolution required to authorise the implementation of the Repurchases.

12.2. The Notice of General Meeting is attached to and forms part of this Circular. Full details of the action required by Shareholders is set out in the "Action Required by Shareholders" section of this Circular.

12.3. In terms of the JSE Listings Requirements the votes of any shareholder and its associates that are participating in a share repurchase, shall be excluded from the special resolutions required to approve the Repurchases in terms of the JSE Listings Requirements. Accordingly, Insimbi Shares held by the Crimson Clover Shareholders (comprising 5,58% of the issued Shares) and the Casterly Rock

12. VOTING REQUIREMENTS AND EXCLUDED SHAREHOLDERS CONTINUED

Shareholders (comprising 5,83% of the issued Shares) (the Excluded Shareholders) will be excluded from voting on the LR Special Resolutions.

- 12.4. Any Shares held as Treasury Shares will be excluded from voting on any resolution at the General Meeting.
- 12.5. The Repurchase Resolutions, as will be set out in the notice of General Meeting, will be subject to the approval of more than 75% of the votes cast by the Shareholders, present in person or represented by proxy at the General Meeting and who are entitled to vote (excluding the Excluded Shareholders and the Treasury Shares) in terms of the Companies Act.

13. PRELIMINARY EXPENSES AND COST OF THE TRANSACTION

- 13.1. There have been no preliminary expenses relating to the Transaction incurred by Insimbi in the three years immediately preceding the date of this Circular.
- 13.2. The estimated expenses of Insimbi in relation to the Transaction, including the fees payable to professional advisors, exclusive of Value Added Tax, are as follows:

Name	R
Sponsor and Transaction Advisor – PSG Capital	650 000
Bank Guarantee – Absa Bank	185 654
Legal fees – Cliffe Dekker Hofmeyr Inc.	485 000
Independent Expert – Forvis Mazars	350 000
Reporting Accountants – Moore Infinity Incorporated	140 000
TRP documentation fees	75 000
JSE documentation fees	48 266
Transfer Secretaries – Computershare	6 500
Printing, publication, distribution and advertising expenses – Rife Designs	28 403
Contingency	31 177
Total	2 000 000

14. OPINIONS AND RECOMMENDATIONS

- 14.1. The Board constituted the Independent Board in accordance with the Companies Act and Takeover Regulations. The Independent Board has appointed the Independent Expert (which meets the requirements set out in section 114(2) of the Companies Act) to advise it on the Transaction and to compile a report in terms of section 114 of the Companies Act to the Independent Board concerning the Repurchases. Accordingly, the Independent Board has appointed the Independent Expert to provide the requisite opinions.
- 14.2. The Independent Expert has considered the terms and conditions of the Repurchases and based upon and subject to the conditions set out in the Independent Expert Report in Annexure 1 of this Circular, is of the opinion that the terms and conditions of the Repurchases based on quantitative considerations are fair and reasonable based on qualitative considerations to the Repurchase Participants. Furthermore, based on quantitative and qualitative considerations, are fair and reasonable respectively to the remaining Insimbi Shareholders, excluding the (Repurchase Participants).
- 14.3. The Independent Board, taking into account the opinion of the Independent Expert, has considered the terms and conditions of the Transaction and is of the opinion that the terms and conditions are fair and reasonable to the Repurchase Participants and (fair/unfair), but (unreasonable/reasonable) to the remaining Insimbi Shareholders. In forming its opinion, the Independent Board considered the factors which are difficult to quantify or are unquantifiable (as contemplated in Regulation 110(6) of the Takeover Regulations) as identified in the Independent Expert's Report. The Independent Board is not aware of any other factors which are difficult to quantify or unquantifiable by the Independent Board when formulating its opinion.
- 14.4. For reasons outlined in the "Rationale for the Transaction" (paragraph 2 of the Circular) and given the fairness opinions provided by the Independent Expert, the Independent Board recommends that Shareholders vote their shares in favour of the Repurchase Resolutions set out in the notice of General Meeting.

15. ADVISORS' CONSENTS

Each of the advisors whose names appear in the "Corporate Information" section of this Circular, have consented in writing to act in the capacities stated and to the inclusion of their names and, where applicable, to the inclusion of their reports in this Circular in the form and context in which they appear and have not withdrawn their consents prior to the Last Practicable Date.

16. LITIGATION STATEMENT

There are no legal or arbitration proceedings, including any proceedings that are pending or threatened of which Insimbi or its Subsidiaries are aware, which may have or have had a material effect on the financial position of the Group in the last twelve months.

17. MATERIAL RISKS

The material risks applicable to Insimbi for the year ended 29 February 2024, will remain unchanged and will not be impacted by the Transaction. As indicated in paragraph 20 below and incorporated by reference, the risk disclosure report available on the Company's website sets out the immediately identifiable material risks to Insimbi and Note 35 (*Financial Instruments And Risk Management*) to Insimbi's audited annual financial statements for the financial year ended 29 February 2024, contains a summary of the material risk factors identified and how these have been mitigated by Insimbi.

18. BOARD RESPONSIBILITY STATEMENT

The Directors of Insimbi, whose names appear in the "Corporate Information" section of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by the JSE Listings Requirements.

19. INDEPENDENT BOARD RESPONSIBILITY STATEMENT

The Independent Board, collectively and individually, accepts responsibility for the accuracy of the information given in this Circular and certify that, to the best of its knowledge and belief, the information contained in this Circular is true, that no facts have been omitted which would make any statement in this Circular false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by law, the Companies Act, the Takeover Regulations, and the JSE Listings Requirements.

20. DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been incorporated by reference and are available for viewing on the Company's website at the links below

Insimbi Risk Disclosure 2024	https://insimbi-group.co.za/wp-content/uploads/2024/06/RISK-DISCLOSURE-2024.pdf
Note 35 (Financial Instruments and Risk Management) to Insimbi's audited annual financial statements for the financial year ended 29 February 2024 (included in Insimbi's Integrated Annual Report)	https://insimbi-group.co.za/wp-content/uploads/2024/05/Insimbi-2024-Integrated-Annual-Report.pdf

21. DOCUMENTS INCORPORATED BY REFERENCE

The following documents, or copies thereof, will be available for inspection at the registered office of Insimbi and at the offices of PSG Capital, or electronic copies can be requested for viewing from the company secretary, Matseliso Madhlophe, at mmadhlophe@insimbi-group.co.za, during normal office hours, from the date of issue of this Circular up to and including Monday, 12 August 2024:

- 21.1. the Circular;
- 21.2. the MOI of Insimbi;
- 21.3. the audited annual financial statements of the Company for the last three financial years ended 29 February 2024, 28 February 2023 and 28 February 2022;
- 21.4. the Independent Expert Report;
- 21.5. the Agreements;
- 21.6. the service contracts of the executive Directors;
- 21.7. a letter from the TRP approving the Circular;
- 21.8. the exemption applications made by the Company to the TRP in respect of the Circular and the TRP's response thereto;
- 21.9. signed copy of the cash guarantee referred to in paragraph 5 above; and
- 21.10. the written consents referred to in paragraph 15.

SIGNED AT JOHANNESBURG ON 11 JULY 2024 BY F BOTHA ON BEHALF OF THE DIRECTORS, AS LISTED BELOW, IN TERMS OF THE POWERS OF ATTORNEY SIGNED BY SUCH DIRECTORS



F BOTHA

Chief Executive Officer

R Dickerson (Chairman) **, F Botha (Chief Executive Officer), N Winde (Chief Financial Director), N Mwale **, C Ntshingila **

(*Non-executive, * Independent)

INDEPENDENT EXPERT'S REPORT

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Insimbi Industrial Holdings Limited
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ATTENTION: THE INDEPENDENT BOARD OF DIRECTORS,

INDEPENDENT FAIR AND REASONABLE OPINION IN RESPECT OF THE PROPOSED SHARE BUYBACK AMOUNTING TO C. 11% OF THE ISSUED SHARE CAPITAL IN INSIMBI INDUSTRIAL HOLDINGS LIMITED (“INSIMBI”) REFERRED TO AS THE “REPURCHASE TRANSACTION”.

INTRODUCTION

We have been appointed by the independent Board of Directors of Insimbi, constituted in terms of the Takeover Regulations (“Independnet Board”) to advise the shareholders of Insimbi whether, in our opinion, the above mentioned proposed transaction is fair and reasonable to the shareholders of Insimbi. Insimbi is prepared to repurchase 43,050,400 ordinary shares (“Repurchase Shares”) in the issued share capital of Insimbi for the amount of R43,050,400 (“Repurchase Consideration”), which will be funded by Insimbi from its available cash resources and facilities.

The Repurchase Transaction is to be implemented in terms of section 48 of the Companies Act, No. 71 of 2008 (“Companies Act”). This fair and reasonable opinion is required in terms of section 114(3) of the Companies Act.

Your attention is drawn to the provisions of sections 115 and 164 of the Companies Act, an extract of which is attached hereto as an Appendix.

DEFINITION OF THE TERM “FAIR” AND “REASONABLE”

For the purposes of our opinion, fairness is primarily based on a quantitative assessment. Therefore the consideration payable in respect of the share buyback would be considered to be fair if the consideration payable is less than or equal to an arm’s length market related price for the repurchase shares, as determined in accordance with an accepted valuation approach, or unfair if the opposite would hold true.

The assessment of reasonableness is based on qualitative considerations. Hence, even though the consideration may be higher than fair value, the transaction may be considered reasonable after considering other qualitative factors.

SOURCES OF INFORMATION

In the course of our analysis, we relied upon financial and other information, including financial information obtained from management together with industry related and other information available in the public domain. Our conclusion is dependent on such information being accurate in all material respects.

The principle sources of information used in formulating our opinion regarding the Transaction include:

- Audited annual financial statements of Insimbi for the years ended 28 February 2022, 28 February 2023 and 29 February 2024;
- The four year forecast financial information for the periods ending 28 February 2025 to 28 February 2028;
- The rationale for the transaction, together with the terms and conditions thereof;
- Information and assumptions made available by and from discussions held with the management of Insimbi in terms of the rationale for the transaction;
- Draft circular to shareholders; and
- Publicly available information relating to Insimbi and other competitors in this sector that we deemed to be relevant.

We obtained the information through:

- Correspondences with management; and
- Extracting information from the internet and the press.

We satisfied ourselves as to the appropriateness and reasonableness of the information above by:

- Conducting analytical reviews on the annual financial statements and forecast financial information;
- Understanding the industry in which Insimbi operates; and
- Assessing whether replies from management on certain issues were corroborated by third parties and documentary evidence.

LIMITING CONDITIONS AND RELATED PARTY RELATIONSHIPS

Forvis Mazars Corporate Finance (Pty) Ltd has a substantial internal resource base with extensive experience in providing independent expert opinions.

We have relied upon the accuracy of information provided to us or otherwise reviewed by us, for the purposes of this opinion, whether in writing or obtained through discussion with the management of Insimbi. We express no opinion on this information.

There were no limiting conditions, or any restrictions of scope imposed by Insimbi whilst this opinion was being prepared.

Our opinion is based on current economic, regulatory, market as well as other conditions. Subsequent developments may affect this opinion, which we are under no obligation to update, review or re-affirm.

This opinion is provided to the Insimbi Independent Board solely to assist the Independent Board in forming and expressing an opinion for the benefit of the shareholders of Insimbi in connection with and for the purposes of their consideration in respect of the Transaction.

There is no relationship between us and any other parties involved in the Transaction. We have no shares in Insimbi or any other party involved in the Transaction. Our fee in respect of this opinion is R350,000 excluding VAT and is not payable in Insimbi shares and is not contingent or related to the outcome of the Transaction.

ANNEXURE 1 CONTINUED

Each shareholder's individual decision may be influenced by such shareholder's particular circumstances and accordingly each shareholder should consult an independent advisor if in any doubt as to the merits or otherwise of the Transaction.

Our procedures and enquiries did not constitute an audit in terms of International Standards on Auditing. Accordingly, we cannot express any opinion on the financial data or other information used in arriving at our opinion.

PROCEDURES

In order to assess the fairness of the terms and conditions relating to the Transaction, we have performed, amongst others, the following procedures:

- Considered information made available by and from discussions held with management and directors of Insimbi and their respective financial advisors;
- Reviewed audited annual financial statements of Insimbi for the years ended 28 February 2022, 28 February 2023 and 29 February 2024;
- Reviewed the four year forecast financial information for the periods ending 28 February 2025 to 28 February 2028;
- Reviewed general economic, market and related conditions in which Insimbi operates;
- Reviewed the methodologies available for performing valuations of businesses operating in this industry;
- Performed an indicative valuation of Insimbi utilising the Discounted Cash Flow ("DCF") calculation to determine the fair value of Insimbi.
- Conducted appropriate sensitivity analyses given a reasonable range of key assumptions on the valuation above;
- Performed a valuation of Insimbi using the market multiples approach as a corroborative valuation;
- Draft circular to shareholders; and
- Compared our valuation above to the repurchase of the 43,050,400 Repurchase Shares for the Repurchase Consideration of R43.05 million by Insimbi.

In arriving at our opinion, we have considered, in addition to the procedures performed above, the following key qualitative considerations in assessing the reasonableness of the Transaction:

- Considered the rationale for the Transaction, from the perspective of Insimbi; and
- The general state of the economy and the impact this will have on current and future industry and company-specific performance.

We believe the above procedures commercially justify the conclusion outlined below.

Our procedures and enquiries did not constitute an audit in terms of International Standards on Auditing. Accordingly, we cannot express any opinion on the financial data or other information used in arriving at our opinion.

VALUATION

We have performed an independent valuation of Insimbi to determine whether the share repurchase represents fair value to the Insimbi shareholders. The primary valuation methodology applied in determining the fair value of Insimbi was based on the DCF methodology. The market multiples was used as a corroborative valuation method.

Assumptions

We arrived at our opinion based on the following assumptions:

- That reliance can be placed on the audited annual financial statements of Insimbi for the years ended 28 February 2022, 28 February 2023 and 29 February 2024;
- That reliance can be placed on the four year forecast financial information for the periods ending 28 February 2025 to 28 February 2028;
- Where relevant, representations made by management and/or directors were corroborated to source documents prepared by third parties, independent analytical procedures performed by us and by examining and understanding the industries in which Insimbi operates and analysing external factors that influence the businesses within the group;
- That reliance can be placed on the draft circular to shareholders; and
- Current economic, regulatory and market conditions will not change materially.

The valuation was performed taking cognisance of Insimbi's current and planned operations as well as other market factors affecting these operations. Using the value derived from the above valuation, a comparison was made between fair value of the share before and after the transaction.

Key value drivers to the DCF valuation method are as follows:

Internal:

- Revenue growth rates – forecasted revenue growth rates were considered against historic revenue growth rates achieved;
- Profit margins to be achieved through the forecast period – forecasted profit margins were considered against historic profit margins achieved;
- The discount rates applicable to Insimbi – the weighted average cost of capital ("WACC") applicable to Insimbi was used as a discount rate which is derived from the cost of equity and the after tax cost of debt in proportion to the long term target capital structure of the company;
- Forecast working capital assumptions – forecasted working capital days were considered against historic working capital days achieved; and
- Forecast capital expenditure requirements – forecasted capital expenditure requirements were considered against historic capital expenditure requirements.

External:

- Stability of the economy and other macroeconomic factors. This included an analysis of publically available information in respect of macroeconomic outlook; and
- Sensitivity analyses on the long term inflation rate assumed and assessed the impact thereof on the valuation. A sustainable growth rate in line with inflation was assumed in determining the perpetuity value.

The following analyses were performed on the key value drivers:

- An analysis and review of the forecast revenue growth rates. This included sensitivity analyses performed on the forecast revenue and assessed the impact thereof on the valuation; and
- An analysis and review of the forecast profit margins. This included a sensitivity analysis performed on the forecast EBITDA margins and assessed the impact thereof on the valuation.

The outcome of the valuation of the Insimbi Repurchase Shares resulted in an indicative valuation range of between R0.98 and R1.10 per Insimbi share. The Repurchase Consideration of R1 per Insimbi share falls within the valuation range and is therefore fair and reasonable to the Insimbi shareholders

Qualitative factors

In arriving at our opinion, and to determine the reasonableness of the opinion, we considered the rationale of the repurchase as set out by management.

EFFECTS OF THE TRANSACTION

Having analysed the effects of the Repurchase Transaction, we have concluded that the Repurchase Transaction will not have a material adverse effect on the economic or voting rights and interests of the Insimbi shareholders.

The implementation of the Repurchase is not anticipated to have any material adverse effects on the business and prospects of Insimbi, having considered the rationale of the Transaction.

The direct and indirect interests of the Directors and their associates (including a Director who has resigned during the last 18 months) in the share capital of the Company following the implementation of the Repurchase, are set out below:

Director	Number of share held directly	Number of share held directly	% of Shares in issue (excluding treasury shares)
F Botha	-	36 847 300	10.10%
Total	-	36 847 300	10.10%

Save for the disclosure as set out in the Circular, no directors of Insimbi will benefit directly or indirectly, in any manner as a consequence of the implementation of the Repurchase transaction.

OPINION

Our opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated at the date of the share exchange. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or re-affirm.

We have considered the terms and conditions of the Repurchase Transaction, and based upon, and subject to the foregoing, we are of the opinion that the share repurchase of the 43,050,400 Repurchase Shares for the Repurchase Consideration of R43.05 million is fair and reasonable to the shareholders of Insimbi.

CONSENT

We hereby consent to the inclusion of this opinion and references hereto, in the form and context in which it appears in any required regulatory announcement or document.

Yours faithfully



Rishi Juta
Director
Forvis Mazars Corporate Finance (Pty) Ltd
54 Glenhove Road
Melrose Estate,

PRO FORMA FINANCIAL INFORMATION OF INSIMBI

The definitions and interpretations commencing on page 5 of this Circular apply mutatis mutandis to this Annexure 2.

The *pro forma* financial information set out below is the responsibility of the Directors of Insimbi and is prepared for illustrative purposes only to illustrate the financial effects of the Transaction.

Due to the nature and timing of the *pro forma* financial information, it may not fairly present the financial position of Insimbi, its changes in equity or the results of its operations or cash flows after the Transaction. It also does not reflect the impacts of any impairments that may arise in future, as a result of the Transaction.

An Independent Reporting Accountant's assurance report on the *pro forma* financial information is included in Annexure 3.

The *pro forma* financial information has been compiled using accounting policies that are consistent with IFRS and those applied in the audited consolidated condensed financial results for the twelve months ended 29 February 2024.

The *pro forma* financial information has been prepared in accordance with the JSE Listings Requirements and the revised Guide on *Pro Forma* Financial Information issued by SAICA.

The *pro forma* consolidated Statement of Profit or Loss and Other Comprehensive Income has been prepared to illustrate the impact of the Transaction on the audited Statement of Profit or Loss and Other Comprehensive Income of the Group for the twelve months ended 29 February 2024 as if the Transaction occurred on 1 March 2023, which, for the sake of clarity, means that all the transaction steps which make up the Transaction, as defined in the Circular and set out below, will have occurred on 1 March 2023:

- the Crimson Clover Repurchase – being the repurchase of 21 065 200 Shares from the Crimson Clover Shareholders at a repurchase price of R1 per share;
- the Casterly Rock Repurchase – being the repurchase of 21 985 200 Shares from the Casterly Rock Shareholders at a repurchase price of R1 per share;
- the AMR Booyens Disposal – being the disposal of the AMR Booyens Business, comprising of certain business assets used in connection with the scrap metal trading business operated under the name "Amalgamated Metals Recycling SA"; and
- the AMR West Rand Disposal – being the disposal of:
 - the AMR WR Business, comprising of certain business assets used in connection with the scrap metal trading business operated under the name "Amalgamated Metals Recycling West Rand"; and
 - the rental enterprises relating to the Properties, including the registration of transfer of ownership of the Properties into the name of CRP.

The *pro forma* consolidated Statement of Financial Position has been prepared to illustrate the impact of the Transaction on the audited Statement of Financial Position of the Group as at 29 February 2024 as if the Transaction occurred on that date, which, for the sake of clarity, means that all the transaction steps which make up the Transaction, as defined in the Circular and set out above, will have occurred on 29 February 2024.

Given that the Transaction comprises of a number of transaction steps, as listed above, the *pro forma* financial information is presented in such a manner so as to illustrate the impact of each of the individual transaction steps. Furthermore, in order to provide Shareholders with additional information which may be relevant when evaluating the impact of the Transaction, the *pro forma* financial information illustrates which of the financial impacts are of a continuing nature and which are once-off and of a non-continuing nature.

ANNEXURE 2 CONTINUED

PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

R'000	Audited as at	Casterly Rock	AMR West Rand Disposal ⁴	
	29 Feb 2024	Repurchase	Pro forma effects of closure of the AMR WR Business	Pro forma effects of disposal of AMR WR Business assets and related properties
	1	2	3	4
Revenue	5 590 294	–	(111 250)	–
Cost of sales	(5 139 331)	–	95 417	–
Gross profit	450 963	–	(15 833)	–
Other operating income	5 165	–	(101)	–
Other operating gains/(losses)	(5 744)	–	–	(3 613)
Other operating expenses	(327 125)	–	19 422	–
Operating profit	123 259	–	3 488	(3 613)
Investment income	2 582	–	–	2 617
Finance costs	(73 255)	(2 363)	16	–
Income from equity-accounted investments	6 005	–	–	–
Profit before taxation	58 590	(2 363)	3 504	(996)
Taxation	(15 714)	–	(70)	(3 406)
Profit for the year	42 876	(2 363)	3 434	(4 402)
Basic earnings per share (cents)	11,86			
Headline earnings per share (cents)	12,54			
Diluted earnings per share (cents)	11,76			
Diluted headline earnings per share (cents)	12,44			

1. Column 1 is extracted, without modification, from Insimbi's Audited Financial Results for the year ended 29 February 2024.

2. Adjustment Column 2 represents the repurchase of 21 985 200 shares at R1 each. It is assumed that repurchase will temporarily be funded from the current working capital facilities of the Company with ABSA Bank Limited, which bears interest at prime less 1%. These effects are continuing.

3. Adjustment Column 3 represents the impact of the closure of the AMR WR Business once the assets (currently owned by AMR WR and AMR) have been sold, including the Properties from which it operates (currently owned by Spring Lights). The amounts disclosed are the savings that would take place and have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR WR, AMR and Spring Lights as at 29 February 2024, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. The Agreements contain a mechanism in terms of which the purchase consideration payable by CRP, for the rental enterprises in relation to the Properties, is advanced to Spring Lights (as a loan) prior to the transfer of ownership of the Properties into the name of CRP. The interest payable by Spring Lights on such amount will be equal to, and will be set-off against, the rental income receivable by Spring Lights from the BBBC and WRBBC. The Pro Formas are prepared on the basis that all the elements of the Transaction is effective on the same date, including the transfer of the Properties. Accordingly, the amount advanced by CRP would be settled and set-off against the purchase consideration payable by CRP immediately on the same date. These effects are continuing.

4. Adjustment Column 4 represents the impact of the loss on sale of assets. Assets with a book value of R27 952 879 are sold for purchase consideration of R24 340 000. The book values of the assets have been extracted from the audited financial accounts of Insimbi's wholly owned subsidiaries AMR WR, AMR and Spring Lights as at 29 February 2024, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are not continuing.

5. Adjustment Column 5 represents the repurchase of 21 065 200 shares at R1 each. It is assumed that repurchase will temporarily be funded from the current working capital facilities of the Company with ABSA Bank Limited, which bears interest at prime less 1%. These effects are continuing.

6. Adjustment Column 6 represents the impact of the closure of the AMR Booysens Business once the assets (currently owned by AMR SA and AMR) have been sold, including the Properties from which it operates (currently owned by Spring Lights). These amounts disclosed are the savings that would take place and have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR SA and AMR as at 29 February 2024, adjusted for intercompany admin income and related charges pertaining to related party intercompany transactions that eliminate on consolidated level and is therefore excluded from the pro forma effects, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are continuing.

Crimson Clover Repurchase	AMR Booyens Disposal	Transactional costs	Pro forma after the transaction	For information purposes – breakdown of the aggregate pro forma effects of transaction		
5	6	7	8	Continuing pro forma effects (Columns 2,4, 5,7 and 8)	Non-continuing pro forma effects (Columns 2,4, 5,7 and 8)	
	Pro forma effects of disposal of AMR Booyens Business closure of the AMR Booyens Business	Pro forma effects of disposal of AMR Booyens Business assets and related Properties		9	10	
–	(168 078)	–	–	5 310 966	(279 328)	–
–	148 558	–	–	(4 895 356)	243 975	–
–	(19 520)	–	–	415 610	(35 353)	–
–	–	–	–	5 063	(101)	–
–	–	(2 438)	–	(11 795)	–	(6 051)
–	26 539	–	(2 000)	(283 613)	45 961	(2 000)
–	7 019	(2 438)	(2 000)	125 715	10 507	(8 051)
–	–	608	–	5 807	3 225	–
(2 265)	3	–	–	(77 864)	(4 608)	–
–	–	–	–	6 005	–	–
(2 265)	7 023	(1 830)	(2 000)	59 662	9 123	(8 051)
–	496	(1 558)	–	(20 251)	427	(4 964)
(2 265)	7 519	(3 388)	(2 000)	39 411	9 550	(13 015)
				11,74	2,84	(3,88)
				14,79	2,84	(1,56)
				11,63	2,82	(3,84)
				14,65	0,57	(1,49)

7. Adjustment Column 7 represents the impact of the loss on sale of assets. Assets with a book value of R8 125 624 are sold for purchase consideration of R5 660 000. The book values of the assets have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR SA and AMR as at 29 February 2024, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are not continuing.
8. Adjustment Column 8 represents the impact of the estimated once-off expenses of Insimbi in relation to the Transaction, as set out in paragraph 13 of the Circular. These effects are not continuing.
9. In order to provide Shareholders with additional information which may be relevant when evaluating the impact of the Transaction, adjustment Column 9 illustrates which of the financial impacts are of a continuing nature, being the aggregate of Columns 3 and 6.
10. In order to provide Shareholders with additional information which may be relevant when evaluating the impact of the Transaction, adjustment Column 10 illustrates which of the financial impacts are once-off and of a non-continuing nature, being the aggregate of Columns 2,4, 5,7 and 8.
11. The financial accounts of AMR WR, AMR SA, AMR and Spring Lights as at 29 February 2024 have been audited as part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. The separate financial statements of these wholly owned subsidiaries have not yet been prepared.

ANNEXURE 2 CONTINUED

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited as at 29 Feb 2024	Casterly Rock Repurchase	AMR West Rand Disposal ⁴	Pro forma effects of disposal of AMR WR Business assets and related properties
	1	2	3	4
BALANCE SHEET				
Non-current assets				
Property, plant and equipment *	339 812	–	–	(27 953)
Right-of-use assets *	7 419	–	–	–
Goodwill	170 484	–	–	–
Intangible assets	13 627	–	–	–
Investments in joint ventures	6 338	–	–	–
Lease receivables	1 559	–	–	–
Deferred taxation	5 073	–	–	–
	544 312	–	–	(27 953)
Current assets				
Inventories	335 396	–	–	–
Lease receivables	526	–	–	–
Trade and other receivables	636 557	–	–	–
Derivatives	1 294	–	–	–
Current taxation receivable	827	–	–	–
Cash and cash equivalents	75 056	(21 985)	3 504	26 957
Assets in disposal groups classified as held for sale	9 748	–	–	–
	1 059 405	(21 985)	3 504	26 957
Total assets	1 603 717	(21 985)	3 504	(996)
EQUITY AND LIABILITIES				
Equity				
Share capital	(187 168)	21 985	–	–
Reserves	(45 182)	–	–	–
Retained income	(476 085)	–	(3 434)	4 402
	(708 435)	21 985	(3 434)	4 402
Liabilities				
Non-current liabilities				
Financial liabilities at amortised cost	(139 400)	–	–	–
Lease liabilities	(8 773)	–	–	–
Deferred taxation	(33 603)	–	–	–
	(181 777)	–	–	–
Current liabilities				
Financial liabilities at amortised cost	(403 631)	–	–	–
Trade and other payables	(299 615)	–	–	–
Lease liabilities	(2 670)	–	–	–
Current taxation payable	(7 589)	–	(70)	(3 406)
	(713 505)	–	(70)	(3 406)
Total liabilities	(895 282)	–	(70)	(3 406)
Total equity and liabilities	(1 603 717)	21 985	(3 504)	996

1. Column 1 is extracted without modification from Insimbi's Audited Financial Results for the year ended 29 February 2024.

2. Adjustment Column 2 represents the repurchase of 21 985 200 shares at R1 each. These effects are continuing.

3. Adjustment Column 3 represents the impact of the closure of the AMR WR Business once the assets (currently owned by AMR WR and AMR) have been sold, including the Properties from which it operates (currently owned by Spring Lights). The amounts disclosed are the savings that would take place and have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR WR, AMR and Spring Lights as at 29 February 2024, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are continuing.

4. Adjustment Column 4 represents the impact of the loss on sale of assets. Assets with a book value of R27 952 879 are sold for purchase consideration of R24 340 000. The book values of the assets have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries, AMR WR, AMR and Spring Lights as at 29 February 2024 which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are not continuing.

5. Adjustment Column 5 represents the repurchase of 21 065 200 shares at R1 each. These effects are continuing.

Crimson Clover Repurchase	AMR Booyens Disposal	Transactional costs	Pro Forma after the Transaction
5	Pro forma effects of closure of the AMR Booyens Business 6	Pro forma effects of disposal of AMR Booyens Business assets and related Properties 7	8
–	–	(8 098)	303 761
–	–	–	7 419
–	–	–	170 484
–	–	–	13 627
–	–	–	6 338
–	–	–	1 559
–	–	–	5 073
–	–	(8 098)	508 260
–	–	–	335 396
–	–	–	526
–	–	–	636 557
–	–	–	1 294
–	–	–	827
(21 065)	7 023	6 268	73 757
–	–	–	9 748
(21 065)	7 023	6 268	1 058 106
(21 065)	7 023	(1 830)	1 566 366
21 065	–	–	(144 117)
–	–	–	(45 182)
–	(7 519)	3 388	(477 788)
21 065	(7 519)	3 388	(667 087)
–	–	–	(139 400)
–	–	–	(8 773)
–	–	–	(33 603)
–	–	–	(181 777)
–	–	–	(403 631)
–	–	–	(299 615)
–	–	–	(2 670)
–	496	(1 558)	(11 586)
–	496	(1 558)	(717 502)
–	496	(1 558)	(899 279)
21 065	(7 023)	1 830	(1 566 366)

6. Adjustment Column 6 represents the impact of the closure of the AMR Booyens Business once the assets (currently owned by AMR SA and AMR) have been sold, including the Properties from which it operates (currently owned by Spring Lights). These amounts disclosed are the savings that would take place and have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR SA and AMR as at 29 February 2024, which accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are continuing.
7. Adjustment Column 7 represents the impact of the loss on sale of assets. Assets with a book value of R8 125 624 are sold for purchase consideration of R5 660 000. The book values of the assets have been extracted from the financial accounts of Insimbi's wholly owned subsidiaries AMR SA and AMR as at 29 February 2024, which financial accounts form part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. These effects are not continuing.
8. Adjustment Column 8 represents the impact of the estimated once-off expenses of Insimbi in relation to the Transaction, as set out in paragraph 13 of the Circular. These effects are not continuing.
9. The financial accounts of AMR WR, AMR SA, AMR and Spring Lights as at 29 February 2024 have been audited as part of the 2024 Insimbi Group consolidated financial statements on which an unmodified audit opinion was expressed. The separate financial statements of these wholly owned subsidiaries have not yet been prepared.

ANNEXURE 2 CONTINUED

OTHER GROUP SALIENT FEATURES

R'000	Audited as at 29 Feb 2024	<i>Pro Forma</i> adjustment with continuing effects	<i>Pro forma</i> adjustments with effects that are not continuing	<i>Pro forma</i> after the proposed transactions
Basic earnings per share				
From continuing operations (cents per share)	11,86	2,84	(3,88)	11,74
Weighted number of shares in issue at the end of the period ('000)	378 894	335 844	335 844	335 844
Less: weighted number of treasury shares held in a subsidiary at the end of the period ('000)	(17 508)	(17 508)	(17 508)	(17 508)
	361 386	335 844	335 844	335 844
Headline earnings are determined by adjusting basic earnings by excluding separately identifiable remeasurement items. Headline earnings are presented after tax.				
Headline earnings per share				
Basic earnings	42 876	9 550	(13 015)	39 411
Adjusted for:				
(Profit)/loss on sale of property, plant and equipment, nett of tax (R'000)	2 455	–	7 790	10 245
Headline earnings for the group (R'000)	45 331	9 550	(5 225)	49 657
Headline earnings per share (cents)	12,54	2,84	(1,56)	14,79
Diluted earnings per share				
Reconciliation of number of shares for diluted earnings (loss)				
Weighted average number of ordinary shares in issue ('000)	361 386	335 844	335 844	335 844
Adjusted for: Share options ('000)	3 075	3 075	3 075	3 075
Weighted average number of ordinary shares for diluted earnings per share ('000)	364 461	338 919	338 919	338 919
Diluted earnings per share (cents)	11,76	2,82	(3,84)	11,63
Diluted headline earnings per share (cents)	12,44	2,82	(1,54)	14,65
Other salient features				
Net asset value per share (cents)	196,96	13,55	–	210,51
Tangible net asset value per share (cents)	145,77	6,59	–	152,36

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE PRO FORMA FINANCIAL INFORMATION OF INSIMBI



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INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE PRO FORMA FINANCIAL INFORMATION OF INSIMBI INDUSTRIAL HOLDINGS LIMITED

The Board of Directors

Insimbi Industrial Holdings Limited ("Insimbi")

359 Crocker Road
Wadeville, Extension 4
Germiston
1407
Gauteng

03 July 2024

Dear Sirs/ Madams

Report on the Limited Assurance Engagement on the Compilation of the Pro Forma Financial Information included in the Circular.

We have completed our assurance engagement to report on the compilation of the pro forma financial information of Insimbi Industrial Holdings Limited ("Insimbi" or the "Company") by the directors. The pro forma financial information, set out in paragraph 7 and Annexure 2 to the circular (the "Circular"), to be issued on or about 11 July 2024, consists of the pro forma Audited Consolidated Statement of Financial Position for the year ended 29 February 2024, the pro forma Audited Consolidated Statement of Comprehensive Income for the year ended 29 February 2024 and related notes. The applicable criteria on the basis of which the directors have compiled the pro forma financial information are specified in the JSE Limited ("JSE") Listings Requirements and described in paragraph 7 and Annexure 2 of the Circular.

The pro forma financial information has been compiled by the directors to illustrate the impact of the proposed transaction wherein:

- The board has taken a formal decision to enter into a share buyback transaction between Insimbi Industrial Holdings Ltd and the previous shareholders of Amalgamated Metals Recycling SA (Pty) Ltd and Amalgamated Metals Recycling West Rand (Pty) Ltd.
- The proposed repurchase of 21,065,200 Insimbi Shares from the previous shareholders of Amalgamated Metals Recycling SA (Pty) Ltd at a repurchase consideration of R1 per share.
- The proposed repurchase of 21,985,200 Insimbi Shares from the previous shareholders of Amalgamated Metals Recycling West Rand (Pty) Ltd at a repurchase consideration of R1 per share.
- The fixed assets from these operations will be sold to the previous shareholders of Amalgamated Metals Recycling SA (Pty) Ltd and Amalgamated Metals Recycling West Rand (Pty) Ltd at an arm's length transaction amounting to R 5,660,000 and R 24,340,000 respectively.
- The transaction has not yet been concluded pending approval by the shareholders. We have therefore reviewed the disclosure requirements concerning Non-current Assets Held for Sale in respect of IFRS 5 and determined that the transaction does not meet these requirements as at 29 February 2024.



As part of this process, information about the Company's financial position and financial performance has been extracted by the directors from the Company's audited consolidated financial results for the year ended 29 February 2024.

Directors' responsibility

The directors of the Company are responsible for compiling the pro forma financial information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 7 and Annexure 2 of the Circular.

Our independence and quality control

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors, issued by the Independent Regulatory Board for Auditors' (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

Our firm applies the International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, and Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant's responsibility

Our responsibility is to express an opinion about whether the pro forma financial information has been compiled, in all material respects, by the directors on the basis of the applicable criteria specified in the JSE Listings Requirements and described in paragraph 7 and Annexure 2 of the Circular based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Circular issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the pro forma financial information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration.

Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented. A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:



- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the audited consolidated financial results for the year ended 29 February 2024.

The procedures selected depend on our judgment, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the pro forma financial information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in paragraph 7 and Annexure 2 of the Circular.

Moore Infinity Inc.

MOORE INFINITY INCORPORATED
Chartered Accountants (SA)
Registered Auditors

Per: Matthew Visser CA(SA) RA
Date: 2024/07/03

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HISTORICAL FINANCIAL INFORMATION OF INSIMBI

Extracts of the audited consolidated summarised historical financial information of Insimbi for the financial years ended 29 February 2024, 28 February 2023 and 28 February 2022.

The audited consolidated summarised results for the three financial years ended 29 February 2024, 28 February 2023 and 28 February 2022 of Insimbi, have been extracted and compiled from the full set of audited consolidated annual financial statements for the three financial years ended 29 February 2024, 28 February 2023 and 28 February 2022, which are available on the Company's website at www.insimbi-group.com and at its registered address.

The preparation of the audited consolidated summarised results for the three financial years ended 29 February 2024, 28 February 2023 and 28 February 2022 is the responsibility of the Insimbi Directors.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	GROUP		
	2024 R'000	2023 R'000	2022 R'000
Revenue	5 590 294	5 731 423	6 058 535
Cost of sales	(5 139 331)	(5 203 766)	(5 482 429)
Gross profit	450 963	527 657	576 106
Other operating income	5 165	19 939	14 751
Other operating gains/(losses)	(5 744)	721	1 147
Other operating expenses	(327 125)	(348 526)	(385 500)
Operating profit	123 259	199 791	206 504
Investment income	2 582	611	723
Finance costs	(73 255)	(58 604)	(62 206)
Income from equity-accounted investments	6 005	5 067	4 614
Profit before taxation	58 590	146 865	149 635
Taxation	(15 714)	(39 522)	(45 389)
Profit for the year	42 876	107 343	104 246
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Gains on property revaluation (net of taxation)	–	1 760	–
Total comprehensive income for the year	42 876	109 103	104 246
Earnings per share for profit attributable to equity holders			
Per share information			
Basic earnings per share (cents)	11,86	27,94	25,91
Diluted earnings per share (cents)	11,76	27,62	24,93

ANNEXURE 4 CONTINUED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP		
	2024	2023	2022
	R'000	R'000	R'000
Assets			
Non-current assets			
Property, plant and equipment *	339 812	352 190	378 783
Right-of-use assets *	7 419	10 369	13 485
Goodwill	170 484	170 484	170 484
Intangible assets	13 627	6 669	7 140
Investments in joint ventures	6 338	2 856	1 513
Finance lease receivables	1 559	2 183	2 511
Deferred taxation	5 073	24 840	11 125
	544 312	569 591	585 041
Current assets			
Inventories	335 396	304 596	327 713
Lease receivable	526	337	337
Trade and other receivables	636 557	608 564	622 309
Derivatives	1 294	3 626	–
Current taxation receivable	827	823	3 970
Cash and cash equivalents	75 056	97 076	57 379
Assets in disposal groups classified as held for sale	9 748	8 249	–
	1 059 405	1 023 271	1 011 708
Total assets	1 603 717	1 592 862	1 596 749
Equity and liabilities			
Equity			
Share capital	187 168	196 236	208 002
Reserves	45 182	45 743	51 985
Retained income	476 085	460 162	356 184
	708 435	702 141	616 171
Liabilities			
Non-current liabilities			
Financial liabilities at amortised cost	139 400	173 794	199 220
Lease liabilities	8 773	11 997	14 647
Deferred taxation	33 603	54 731	37 261
Contingent consideration	–	–	870
	181 777	240 522	251 998
Current liabilities			
Trade and other payables	299 615	278 884	363 668
Financial liabilities at amortised cost	403 631	355 029	350 868
Derivatives	–	1 134	312
Lease liabilities	2 670	2 474	2 887
Current tax payable	7 589	12 678	10 845
	713 505	650 199	728 580
Total liabilities	895 282	890 721	980 578
Total equity and liabilities	1 603 717	1 592 862	1 596 749

* Previously, Right-of-use assets have been disclosed as part of Property, plant equipment. In order to declutter the financial statements, and to improve disclosures, a decision was made in the current year to change the disclosure. No information that has previously been presented, has been restated.

ANNEXURE 4 CONTINUED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital and premium R'000	Treasury shares R'000	Total share capital R'000	Revaluation reserve R'000	Share-based payment reserve R'000	Retained income/(accumulated loss) R'000	Total equity R'000
GROUP							
Balance at 28 February 2022	230 127	(22 125)	208 002	44 819	7 166	356 184	616 171
Total comprehensive income for the year	–	–	–	1 760	–	107 343	109 103
Dividend paid	–	–	–	–	–	(11 367)	(11 367)
Shares delisted and cancelled	(23 932)	23 932	–	–	–	–	–
Transfer between reserves	–	–	–	(4 436)	(3 566)	8 002	–
Purchase of own/treasury shares	–	(11 766)	(11 766)	–	–	–	(11 766)
Total changes	(23 932)	12 166	(11 766)	(2 676)	(3 566)	103 978	85 970
Balance at 28 February 2023	206 195	(9 959)	196 236	42 143	3 600	460 162	702 141
Total comprehensive income for the year	–	–	–	–	–	42 876	42 876
Dividend paid	–	–	–	–	–	(27 514)	(27 514)
Shares delisted and cancelled	(8 392)	8 392	–	–	–	–	–
Transfer between reserves	–	–	–	–	(561)	561	–
Purchase of own/treasury shares	(9 068)	–	(9 068)	–	–	–	(9 068)
Total changes	(17 460)	8 392	(9 068)	–	(561)	15 923	6 294
Balance at 29 February 2024	188 735	(1 567)	187 168	42 143	3 039	476 085	708 435

ANNEXURE 4 CONTINUED

CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP		
	2024	2023	2022
	R'000	R'000	R'000
Cash flow from operating activities			
Cash generated from operations	121 523	157 748	235 787
Interest income	2 345	611	416
Tax paid	(22 168)	(27 549)	(49 814)
Net cash from operating activities	101 700	130 809	186 389
Cash flow from investing activities			
Additions to property, plant and equipment	(16 254)	(18 088)	(11 767)
Proceeds on disposal of property, plant and equipment	1 635	25 333	41 444
Additions to intangible assets	(7 846)	–	–
Proceeds on disposal of assets classified as held for sale	1 317	–	–
Dividend from investment in joint venture	66	3 724	4 614
Net cash from investing activities	(21 082)	10 969	34 291
Cash flow from financing activities			
Purchase of treasury shares	(9 068)	(11 766)	(500)
Dividend paid	(27 514)	(11 367)	–
Proceeds from financial liabilities	49 495	111 719	111 822
Repayment of financial liabilities	(40 397)	(129 328)	(280 621)
Finance costs	(71 950)	(58 604)	(60 270)
Principal elements of lease payments	(3 204)	(2 735)	(2 183)
Net cash utilised in financing activities	(102 638)	(102 081)	(231 752)
Total cash movement for the year	(22 020)	39 697	(11 072)
Cash at the beginning of the year	97 076	57 379	68 451
Total cash at end of the year	75 056	97 076	57 379

SHARE TRADING HISTORY

Date	Close (cents)	High (cents)	Low (cents)	Value (Rand)	Volume
LAST 12 MONTHS					
June 2024	0,79	0,79	0,73	1 137 450	1,555,126
May 2024	0,82	0,82	0,75	1 190 033	1,481,929
April 2024	0,72	0,72	0,71	678 160	941,889
March 2024	0,9	0,95	0,89	818 267	904,422
February 2024	0,79	0,83	0,79	262 576	332,371
January 2024	0,96	1,01	0,95	643 528	637,579
December 2023	1,03	1,03	1,03	758 255	736,170
November 2023	0,98	0,98	0,98	1 306 591	1,333,256
October 2023	0,98	1,04	0,98	1 200 266	1,221,259
September 2023	1,06	1,12	1,06	704 306	664,440
August 2023	1,1	1,1	1	2 786 113	2,766,087
July 2023	1,15	1,15	1,08	863 130	751,757
LAST 30 TRADING DAYS – 2024					
2024/07/03	0,79	0,80	0,79	44 240	56,000
2024/07/02	0,80	0,80	0,79	2 400 00	3,000,00
2024/07/01	0,79	0,79	0,73	3 555 00	4,500,00
2024/06/28	0,79	0,79	0,73	46 445 17	63,500,00
2024/06/27	0,80	0,80	0,80	N/A	NA
2024/06/26	0,80	0,80	0,80	20 000 00	25,000,00
2024/06/25	0,80	0,80	0,80	348 000 00	435,000,00
2024/06/24	0,80	0,80	0,78	4 800 00	6,000,00
2024/06/21	0,80	0,80	0,78	451 302 60	568,692,00
2024/06/20	0,75	0,75	0,73	N/A	NA
2024/06/19	0,75	0,75	0,73	22 687 61	31,050,00
6/18/2024	0,73	0,74	0,73	7 300 00	10,000
6/14/2024	0,74	0,74	0,73	14 393 00	19,450
6/13/2024	0,73	0,73	0,73	21 960 60	30,083
6/12/2024	0,73	0,8	0,73	NA	NA
6/11/2024	0,73	0,8	0,73	3 138 00	3,923
6/10/2024	0,8	NA	NA	NA	NA
6/7/2024	0,8	NA	NA	NA	NA
6/6/2024	0,8	0,8	0,8	NA	NA
6/5/2024	0,8	0,82	0,75	254 285 60	317,857
6/4/2024	0,82	0,82	0,75	11 041 60	14,571
6/3/2024	0,8	0,82	0,75	24 000 00	30,000
5/31/2024	0,82	0,82	0,75	79 500 00	99,000
5/30/2024	0,82	0,82	0,73	NA	NA
5/28/2024	0,82	0,82	0,73	211 726 60	285,700
5/27/2024	0,91	NA	NA	NA	NA
5/24/2024	0,91	NA	NA	NA	NA
5/23/2024	0,91	0,91	0,88	NA	NA
5/22/2024	0,91	0,91	0,88	7 052 00	8,000
5/21/2024	0,83	NA	NA	NA	NA

STATUTORY REQUIREMENTS IN RESPECT OF THE REPURCHASES

1. Given that the Repurchases will result in Insimbi acquiring in excess of 5% of Insimbi's issued share capital, the Repurchases are subject to the provisions of sections 48, 114 and 115 of the Companies Act.
2. In terms of section 115 of the Companies Act, the Repurchases may only be implemented if:
 - 2.1. special resolutions (Section 48(8)(b) Special Resolutions) are approved in terms of section 115 of the Companies Act (requiring a 75% majority of Insimbi shareholders present and entitled to exercise voting rights voting in favour of the resolutions) by persons entitled to exercise voting rights on such matters (being those Insimbi Shareholders registered as such on the voting record date) at the General Meeting and at which meeting sufficient persons are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on that matter; and
 - 2.2. the TRP has issued a compliance certificate in respect of the Repurchases in terms of section 115(1)(b) of the Companies Act.
3. Despite the Section 48(8)(b) Special Resolutions having been adopted approving the Repurchases, the Company may not proceed to implement the Repurchases without the approval of the court if:
 - 3.1. the Section 48(8)(b) Special Resolutions was opposed by at least 15% of the voting rights that were exercised on those resolutions, and within 5 business days after the vote, any person who voted against the Section 48(8)(b) Special Resolutions requires the Company to seek court approval; or
 - 3.2. the court, on application within 10 Business Days after the vote by any person who voted against the Section 48(8)(b) Special Resolutions, grants that person leave to apply to a court for a review of the Repurchases.
4. If the Section 48(8)(b) Special Resolutions require approval by a court as contemplated in terms of paragraph 3.1, the Company must either:
 - 4.1. within 10 Business Days after the vote apply to the court for approval, and bear the costs of that application; or
 - 4.2. treat the Section 48(8)(b) Special Resolutions as a nullity.
5. On application contemplated in paragraph 3.2, the court may grant leave to that person to apply to court for a review of the Repurchases only if satisfied that the applicant:
 - 5.1. is acting in good faith;
 - 5.2. appears prepared and able to sustain the proceedings; and
 - 5.3. has alleged facts which if proved would support an order in terms of paragraph 6 below.
6. On reviewing the Section 48(8)(b) Special Resolutions that is the subject of an application contemplated in paragraph 4.1 or after granting leave as contemplated in paragraph 5, the court may set aside that Section 48(8)(b) Special Resolution only if:
 - 6.1. the resolution is manifestly unfair to the Company's Shareholders; or
 - 6.2. the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Companies Act, the MOI or other significant and material procedural irregularity.
7. A copy of section 115 of the Companies Act is set out below.

EXTRACT OF SECTION 115 OF THE COMPANIES ACT – REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN PART OF CHAPTER 5 OF THE COMPANIES ACT

“Section 115: Required approval for transactions contemplated in Part A

- (1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless –
 - (a) the disposal, amalgamation or merger, or scheme of arrangement –
 - (i) has been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and

“Section 115: Required approval for transactions contemplated in Part A continued

- (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations, apply to a company that proposes to:
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a scheme of arrangement,the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in subsection (1) must be approved –
 - (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if –
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if –
 - (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).
- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights –
 - (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.

(4A) In subsection (4), 'act in concert' has the meaning set out in section 117(1)(b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either –
 - (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant –
 - (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if –
 - (a) the resolution is manifestly unfair to any class of holders of the company's securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Companies Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.

ANNEXURE 6 CONTINUED

“Section 115: Required approval for transactions contemplated in Part A continued

- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person –
- (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect –
- (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

Section 164: Dissenting shareholders appraisal rights

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to –
- (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114,
- that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who –
- (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither –
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.
- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if –
- (a) the shareholder:
 - (i) sent the company a notice of objection, subject to subsection (6); and
 - (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder –
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.

ANNEXURE 6 CONTINUED

Section 164: Dissenting shareholders appraisal rights continued

- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within –
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state –
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless –
 - (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within five business days after the later of –
 - (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11) –
 - (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12) –
 - (a) the shareholder must either in the case of –
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and –
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.

ANNEXURE 6 CONTINUED

Section 164: Dissenting shareholders appraisal rights continued

- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has –
- (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14) –
- (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
 - (c) the court –
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may –
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (v) must make an order requiring –
 - (aa) the dissenting shareholders to either withdraw their respective demands or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.
- (15A) At any time before the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case –
- (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b).
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months –
- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that –
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.

ANNEXURE 6 CONTINUED

Section 164: Dissenting shareholders appraisal rights continued

- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to –
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent –
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,
- a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person."



Insimbi Industrial Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2002/029821/06)
Share code: ISB ISIN: ZAE000116828
("Insimbi" or "the Company")

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 5 of this Circular, which Circular also contains this Notice of General Meeting apply in this Notice of General Meeting unless the context requires otherwise.

Shareholders are reminded that:

- a Shareholder entitled to participate in the General Meeting is entitled to appoint a proxy (or more than one proxy) to participate in and vote at the General Meeting in the place of the Shareholder. In this regard, Shareholders are referred to the attached Form of Proxy;
- an appointed proxy need not also be a Shareholder of the Company; and
- in terms of section 63(1) of the Companies Act, any person participating in a meeting of Shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as Shareholder or as proxy for a Shareholder) has been reasonably verified.

If you are in any doubt as to what action to take in relation to this Circular, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.

In terms of section 59 of the Companies Act, the last date to trade in Shares in order to be eligible to participate in and vote at the General Meeting is Tuesday, 30 July 2024 and the General Meeting Record Date is Friday, 2 August 2024.

Notice of General Meeting

Notice is hereby given that the General Meeting of Shareholders will be held at 10:00 on Monday, 12 August 2024 at the offices of the Company at 359 Crocker Road, Wadeville, Extension 4, Germiston, to consider and, if deemed fit, to pass, with or without modification, the following resolution:

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF THE CRIMSON CLOVER REPURCHASE IN TERMS OF SECTIONS 48(8)(B), 114(1)(E) AND 115(2)(A) OF THE COMPANIES ACT

"RESOLVED THAT, in terms, section 48(8)(b) read with sections 114(1)(e) and 115(2)(a) of the Companies Act and in terms of Insimbi's MOI, the Company be and is hereby authorised to repurchase 21 065 200 Insimbi Shares, which constitutes 5.58% of the total issued shares of Insimbi from the Crimson Clover Shareholders at a price of R1 per Insimbi share, upon the terms and conditions as are contained in the Circular to which this Notice of General Meeting is attached, and at which this resolution will be proposed."

In terms of the Companies Act, for Special Resolution Number 1 to be adopted, at least 75% of the voting rights exercised on such resolution by Shareholders present in person or represented by proxy and entitled to vote on this resolution at the General Meeting, must be cast in favour of Special Resolution Number 1.

Reason and effect of Special Resolution Number 1

The reason for Special Resolution Number 1 is that the Companies Act requires shareholders to approve, by way of special resolution, any repurchase of more than 5% of the issued shares of any particular class of the Company. The effects of Special Resolution Number 1 will be that, subject to the adoption of Special Resolution Number 2 and the fulfilment or waiver of the remaining Conditions Precedent, the Company will be authorised to implement the Crimson Clover Repurchase as described in detail in the Circular, which Circular also contains this Notice of General Meeting.

SPECIAL RESOLUTION NUMBER 2 – APPROVAL OF THE CRIMSON CLOVER REPURCHASE IN TERMS OF PARAGRAPH 5.69 OF THE JSE LISTINGS REQUIREMENTS

“RESOLVED THAT, as a specific authority in terms of paragraph 5.69 of the JSE Listings Requirements, and in terms of Insimbi’s MOI, the Company be and is hereby authorised to repurchase 21 065 200 Insimbi Shares, which constitutes 5.58% of the total issued shares of Insimbi from the Crimson Clover Shareholders at a price of R1 per Insimbi share, upon the terms and conditions as are contained in the Circular to which this Notice of General Meeting is attached, and at which this resolution will be proposed.”

In terms of the JSE Listings Requirements, for Special Resolution Number 2 to be adopted, at least 75% of the voting rights exercised on such resolution by Shareholders present in person or represented by proxy and entitled to vote on this resolution at the General Meeting, must be cast in favour of Special Resolution Number 2. Crimson Clover Shareholders and their associates will be excluded from voting on Special Resolution Number 2. Furthermore, in terms of paragraph 5.69(h) of the JSE Listings Requirements, the Company or its Subsidiaries may not repurchase securities (including the convening of a general meeting to obtain the required shareholders’ approval) during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless they have in place a repurchase programme or involves the execution of an existing authority obtained from shareholders as contemplated above in paragraph 5.69 of the JSE Listings Requirements.

Reason and effect of Special Resolution Number 2

The reason for Special Resolution Number 2 is that the JSE Listings Requirements requires shareholders to approve, by way of special resolution, any specific share repurchase by the Company. The effects of Special Resolution Number 2 will be that, subject to the adoption of Special Resolution Number 1 and the fulfilment or waiver of the remaining Conditions Precedent, the Company will be authorised to implement the Crimson Clover Repurchase as described in detail in the Circular, which Circular also contains this Notice of General Meeting. Crimson Clover Shareholders and their associates will be excluded from voting on Special Resolution Number 2.

SPECIAL RESOLUTION NUMBER 3 – APPROVAL OF THE CASTERLY ROCK REPURCHASE IN TERMS OF SECTIONS 48(8)(B), 114(1)(E) AND 115(2)(A) OF THE COMPANIES ACT

“RESOLVED THAT, in terms, section 48(8)(b) read with sections 114(1)(e) and 115(2)(a) of the Companies Act, and in terms of Insimbi’s MOI, the Company be and is hereby authorised to repurchase 21 985 200 Insimbi Shares, which constitutes 5.83% of the total issued shares of Insimbi from the Casterly Rock Shareholders at a price of R1 per Insimbi share, upon the terms and conditions as are contained in the Circular to which this Notice of General Meeting is attached, and at which this resolution will be proposed.”

In terms of the Companies Act, for Special Resolution Number 3 to be adopted, at least 75% of the voting rights exercised on such resolution by Shareholders present in person or represented by proxy and entitled to vote on this resolution at the General Meeting, must be cast in favour of Special Resolution Number 3.

Reason and effect of Special Resolution Number 3

The reason for Special Resolution Number 3 is that the Companies Act requires shareholders to approve, by way of special resolution, any repurchase of more than 5% of the issued shares of any particular class of the Company. The effects of Special Resolution Number 3 will be that, subject to the adoption of Special Resolution Number 3 and the fulfilment or waiver of the remaining Conditions Precedent, the Company will be authorised to implement the Casterly Rock Repurchase as described in detail in the Circular, which Circular also contains this Notice of General Meeting.

SPECIAL RESOLUTION NUMBER 4 – APPROVAL OF THE CASTERLY ROCK REPURCHASE IN TERMS OF PARAGRAPH 5.69 OF THE JSE LISTINGS REQUIREMENTS

“RESOLVED THAT, as a specific authority in terms of paragraph 5.69 of the JSE Listings Requirements, and in terms of Insimbi’s MOI, the Company be and is hereby authorised to repurchase 21 985 200 Insimbi Shares, which constitutes 5.83% of the total issued shares of Insimbi from the Casterly Rock Shareholders at a price of R1 per Insimbi share, upon the terms and conditions as are contained in the Circular to which this Notice of General Meeting is attached, and at which this resolution will be proposed.”

In terms of the JSE Listings Requirements, for Special Resolution Number 4 to be adopted, at least 75% of the voting rights exercised on such resolution by Shareholders present in person or represented by proxy and entitled to vote on this resolution at the General Meeting, must be cast in favour of Special Resolution Number 4. Casterly Rock Shareholders and their associates will be excluded from voting on Special Resolution Number 4. Furthermore, in terms of paragraph 5.69(h) of the JSE Listings Requirements, the Company or its Subsidiaries may not repurchase securities (including the convening of a general meeting to obtain the required shareholders’ approval) during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless they have in place a repurchase programme or involves the execution of an existing authority obtained from shareholders as contemplated above in paragraph 5.69 of the JSE Listings Requirements.

Reason and effect of Special Resolution Number 4

The reason for Special Resolution Number 4 is that JSE Listings Requirements requires shareholders to approve, by way of special resolution, any specific share repurchase by the Company. The effects of Special Resolution Number 4 will be that, subject to the adoption of Special Resolution Number 3 and the fulfilment or waiver of the remaining Conditions Precedent, the Company will be authorised to implement the Casterly Rock Repurchase as described in detail in the Circular, which Circular also contains this Notice of General Meeting. Casterly Rock Shareholders and their associates will be excluded from voting on Special Resolution Number 4.

VOTING AND PROXIES

A Shareholder entitled to attend, speak and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote thereat in his or her stead. A proxy need not be a Shareholder of the Company.

For the convenience of Certificated Shareholders and Own-Name Dematerialised Shareholders, a Form of Proxy is enclosed herewith. Duly completed Forms of Proxy must be lodged with the Transfer Secretaries, at Rosebank Towers, 15 Biermann Ave, Rosebank, 2196 (Private Bag x9000, Saxonwold, 2132) or emailed to the Transfer Secretaries at proxy@computershare.co.za for administrative purposes no later than 10:00 on Wednesday, 7 August 2024, or handed to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting) (should a Shareholder lodge a Form of Proxy with the Transfer Secretaries less than 48 hours before the General Meeting, such Shareholder will also be required to furnish a copy of such Form of Proxy to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting)).

Dematerialised Shareholders without Own-Name Registration who wish to attend the General Meeting in person, will need to request their CSDP or Broker to provide them with the necessary letter of representation in terms of their Custody Agreement with their CSDP or Broker. Dematerialised Shareholders without Own-Name Registration who do not wish to attend the General Meeting but wish to be represented at the General Meeting must advise their CSDP or Broker of their voting instructions. Dematerialised Shareholders without Own-Name Registration should contact their CSDP or Broker with regard to the cut-off time for their voting instructions.

By order of the Board



M MADHLOPHE

Company Secretary

Registered office

359 Crocker Road
Wadeville
Extension 4
Germiston, 1407
Gauteng
(P.O. Box 14676, Wadeville, Germiston 1422)

Transfer secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg, 2196
(Private Bag x9000, Saxonwold, 2132)
proxy@computershare.co.za



Insimbi Industrial Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2002/029821/06)
Share code: ISB ISIN: ZAE000116828
("Insimbi" or "the Company")

FORM OF PROXY

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH "OWN-NAME" REGISTRATION ONLY

I/We _____
(print names in full)

of (address) _____

Telephone number _____

Cellphone number _____

Email address _____

being a Shareholder of Insimbi and entitled to _____ votes, hereby appoint

1. _____ or _____ failing him/her,

2. _____ or _____ failing him/her,

3. The Chairperson of the General Meeting

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of Insimbi to be held at 10:00 on Monday, 12 August 2024 at the offices of the Company at 359 Crocker Road, Wadeville, Extension 4, Germiston, and at any adjournment or postponement thereof, as follows:

	For	Against	Abstain
Special Resolution Number 1 Approval of the Crimson Clover Repurchase in terms of Companies Act			
Special Resolution Number 2 Approval of the Crimson Clover Repurchase in terms of the JSE Listings Requirements			
Special Resolution Number 3 Approval of the Casterly Rock Repurchase in terms of the Companies Act			
Special Resolution Number 4 Approval of the Casterly Rock Repurchase in terms of the JSE Listings Requirements			

Please indicate with an "X" in the appropriate space above how you wish your votes to be cast in respect of the above resolutions should you wish to vote all Insimbi Shares held, or insert the actual number of Shares should you wish to vote part of your Insimbi Shares held.

If you return this form duly signed without any specific directions the proxy holder will vote or abstain at his/her discretion.

Signed this _____ day of _____ 2024

Signature _____

Please read the notes on the reverse side hereof.

CIRCULAR PROXY

2024

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- a Shareholder may appoint any individual (including an individual who is not a Shareholder) as a proxy to participate in and vote at, the General Meeting on behalf of such Shareholder;
- any appointed proxy of a Shareholder may delegate authority to act on behalf of that Shareholder to another person, subject to any restriction set out in the instrument appointing such proxy (see note 15 below);
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant Shareholder chooses to act directly and in person at the General Meeting in the exercise of any of such Shareholder's rights as a Shareholder (see note 5 below);
- any appointment by a Shareholder of a proxy is revocable, unless the form or instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a Shareholder may revoke the proxy appointment by: (i) cancelling it in writing or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and the Company; and
- a proxy appointed by a Shareholder is entitled to exercise, or abstain from exercising, any voting right of such Shareholder without direction, except to the extent that the Company's MOI, or the instrument appointing the proxy, provides otherwise (see note 3 below).

NOTES TO THIS FORM OF PROXY:

1. Each Shareholder is entitled to appoint one or more proxies (none of whom need be a Shareholder of the Company) to participate, speak and vote in place of that Shareholder at the General Meeting.
2. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the chairperson of the General Meeting" but the Shareholder must initial any such deletion. The person whose name stands first on this Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A Shareholder's instructions to the proxy must be indicated by the insertion of an "X" should the Shareholder wish the proxy to exercise all of its votes or the relevant number of votes exercisable by the Shareholder and its proxy in the relevant boxes provided. Failure to comply with the above will be deemed to authorise and direct the proxy to vote or abstain from voting at the General Meeting as such proxy deems fit, in respect of all of the Shareholder's votes exercisable at the General Meeting.
4. Completed Forms of Proxy and the authority (if any) under which they are signed must be lodged with or posted to the Transfer Secretaries, at Rosebank Towers, 15 Biermann Ave, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or emailed to the Transfer Secretaries at proxy@computershare.co.za for administrative purposes to be received by the Transfer Secretaries by no later than 10:00 on Wednesday, 57 August 2024, or handed to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting) (should a Shareholder lodge a Form of Proxy with the Transfer Secretaries less than 48 hours before the General Meeting, such Shareholder will also be required to furnish a copy of such Form of Proxy to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting)).
5. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
6. The chairperson of the General Meeting may accept or reject any Form of Proxy not completed and/or received in accordance with these notes or with the MOI.
7. Any alteration or correction made to this Form of Proxy must be initialled by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this Form of Proxy, unless previously recorded by Insimbi or the Transfer Secretaries.
9. Where this Form of Proxy is signed under power of attorney, such power of attorney must accompany this Form of Proxy, unless it has been previously recorded by Insimbi or the Transfer Secretaries or waived by the chairperson of the General Meeting.
10. Where Shares are held jointly, all joint holders are required to sign this Form of Proxy.
11. A minor Shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been previously recorded by Insimbi or the Transfer Secretaries.
12. Dematerialised Shareholders who do not own Shares with Own-Name Registration and who wish to participate in the General Meeting, or to vote by way of proxy, must contact their CSDP or Broker who will furnish them with the necessary letter of representation to attend the General Meeting or to be represented thereat by proxy. This must be done in terms of the Custody Agreement between the Shareholder and such Shareholder's CSDP or Broker.
13. This Form of Proxy shall be valid at any resumption of an adjourned or postponed General Meeting to which it relates, although this Form of Proxy shall not be used at the resumption of an adjourned or postponed General Meeting if it could not have been legally used at the General Meeting from which it was adjourned or postponed. This Form of Proxy shall, in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the General Meeting in question, subject to any specific direction contained in this Form of Proxy as to the manner of voting.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no notification in writing of such death, revocation or transfer as aforesaid shall have been received timeously by the Transfer Secretaries.
15. Any proxy appointed pursuant to this Form of Proxy may not delegate his/her authority to act on behalf of the relevant Shareholder.
16. In terms of section 58 of the Companies Act, unless revoked, an appointment of a proxy pursuant to this Form of Proxy remains valid only until the end of the General Meeting or any adjournment or postponement of the General Meeting.

Registered address Transfer Secretaries

359 Crocker Road
Wadeville, Extension 4
Germiston
1407
Gauteng
(PO Box 14676, Wadeville Germiston, 1422)

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Ave
Rosebank, 2196
(Private Bag x9000, Saxonwold, 2132)
proxy@computershare.co.za





INSIMBI-GROUP.CO.ZA