



Long4Life Limited
(Incorporated in South Africa)
(Registration Number: 2016/216015/06)
Share code on the JSE: L4L ISIN: ZAE000243119
("Long4Life" or "the Company")

NOTICE OF SUBMISSION OF PROPOSED RESOLUTIONS TO THE SHAREHOLDERS OF LONG4LIFE LIMITED TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008 ("THE ACT")

Dear Shareholder

1. The board of directors of the Company ("**Board**") has resolved to propose that the shareholders of the Company ("**Shareholders**") consider and approve the special and ordinary resolutions set out in **Annexure 1** ("**Resolutions**") by written consent in terms of section 60 of the Act.
2. Further to the announcement dated 25 July 2017 relating to the firm intention by Long4Life to acquire the entire issued share capital of Holdsport Limited ("**Holdsport**") in exchange for only ordinary shares in the Company or a combination of cash and ordinary shares ("**the Proposed Transaction**"), the Resolutions being proposed by the Board are required *inter alia* to authorise the Board to allot and issue a maximum of 500 million ordinary shares in the capital of the Company to the shareholders of Holdsport pursuant to the Proposed Transaction, which number of shares represent more than 30% of the voting powers of all of the shares of the Company in issue immediately prior to such issue. In addition, certain of the aforesaid shares of the Company will be issued to persons related or inter-related to the Company.
3. Accordingly, the Company proposes the Resolutions set out in **Annexure 1**. Where applicable, the allotment and issue of shares under this authority will be subject to the Act and the Listings Requirements of the JSE Limited ("**JSE Listings Requirements**").
4. In terms of the Company's Memorandum of Incorporation ("**the MOI**"), the special resolutions will only be adopted if they are supported by at least 75% of the voting rights exercisable by all Shareholders.
5. In terms of the MOI, the ordinary resolutions will only be adopted if they are supported by more than 50% of the voting rights exercisable by all Shareholders.
6. Section 65(2) of the Act provides that the board of directors of a company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting, or by vote or written consent in terms of section 60 of the Act. The Board has determined by resolution that the Resolutions, being Resolutions required under the Act and not by the JSE Listings Requirements, be considered by the Shareholders by written consent in terms of section 60 of the Act.
7. In terms of section 60(1) of the Act, a resolution that could be voted on at a shareholders' meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 (twenty) business days after the resolution was submitted to them.
8. Section 60(2) of the Act provides that a resolution contemplated in section 60(1) of the Act will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or a special resolution, as the case may be, at a properly constituted shareholders' meeting, and if adopted, such resolution will have the same effect as if it had been approved by voting at a shareholders' meeting.
9. Shareholders who hold dematerialised shares (other than certificated and own name dematerialised Shareholders) in terms of the Financial
10. Markets Act, 19 of 2012, should advise their Central Securities Depository Participant ("**CSDP**") or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders who have dematerialised their shares (other than own-name dematerialised Shareholders) must not return the form of written consent set out in **Annexure 2** ("**written consent**") to the transfer secretaries. Their instructions must be sent to their CSDP or broker for action.
11. Certificated and own-name dematerialised Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided, on the written consent how they cast their votes in relation to each of the Resolutions. Please return a copy of the completed and signed written consent to Computershare Investor Services Proprietary Limited (the transfer secretaries of the Company) within 20 (twenty) business days (being, Wednesday, 30 August 2017) of the date of submission hereof at any one of the following addresses:
 - 11.1 physical address: First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196;
 - 11.2 postal address: PO Box 61051, Marshalltown, 2107;
 - 11.3 fax: +27 11 688 5238; and/or
 - 11.4 email: proxy@computershare.co.za.
12. Where a Shareholder has received the Shareholder letter attaching the Resolutions by means of fax such Shareholder is deemed to have received the documents on the date and at the time recorded by the fax receiver, unless there is conclusive evidence that it was delivered on a different date or at a different time.
13. Where a Shareholder has received the Shareholder letter attaching the Resolutions by means of electronic mail such Shareholder is deemed to have received the documents on the date and at the time recorded by the computer used by the sender, unless there is conclusive evidence that it was delivered on a different date or at a different time.
14. Where a Shareholder has received the Shareholder letter attaching the Resolutions by means of registered post such Shareholder is deemed to have received the documents on the 7th (seventh) day following the day on which the notice or document was posted as recorded by a post office, unless there is conclusive evidence that it was delivered on a different day.
15. Where a Shareholder has received the Shareholder letter attaching the Resolutions by hand, in the case of a natural person or in the case of a company or body corporate, by hand to a responsible employee, at its registered office or its principal place of business within the Republic of South Africa, then such Shareholder is deemed to have received the documents on the date and at the time recorded on the receipt for delivery, unless there is conclusive evidence that it was delivered on a different date or at a different time.
16. The Board has resolved that the record date for determining which Shareholders are entitled to vote on the Resolutions in terms of the written consent shall be Friday, 14 July 2017.

Yours faithfully

For: Long4Life Limited

CFO: Peter Riskowitz, 25 July 2017



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RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY ADOPTED IN TERMS OF SECTION 60(1) OF THE COMPANIES ACT, 71 OF 2008 ("THE ACT")

Special Resolution Number 1: Issue of shares equal to or in excess of 30% of the voting power

RESOLVED THAT in accordance with the provision of sections 41(3) of the Act, the directors of the Company be and are hereby authorised to issue a maximum of 500 000 000 (five hundred million) ordinary shares in the capital of the Company to the shareholders of Holdspport Limited pursuant to the transaction whereby the Company will acquire the entire issued share capital of Holdspport Limited in exchange for ordinary shares in the Company ("Transaction"), which shares represent more than 30% of the voting powers of all of the shares of the Company in issue immediately prior to such issue of shares.

Explanation Note

Special Resolution Number 1 is required to be approved because the Company will, pursuant to the Transaction, be issuing ordinary shares representing in excess of 30% of the voting powers of all ordinary shares in issue immediately prior to such issue.

Voting requirements

In order for Special Resolution Number 1 to be adopted, the support of at least 75% of the voting rights exercisable by all shareholders is required to pass Special Resolution Number 1.

Special Resolution Number 2: Issue of shares to a person related or inter-related to a director

RESOLVED THAT to the extent required in terms of section 41(1) of the Companies Act, the issue of ordinary shares in the authorised, but unissued, share capital of the Company to Kevin Hedderwick ("Hedderwick") (being a director of the Company and a shareholder of Holdspport Limited) pursuant to the Transaction, be and is hereby authorised and approved.

Explanatory Note

Special Resolution Number 2 is required to be approved because the Company will, pursuant to the Transaction issue ordinary shares in the Company to Hedderwick. As at the date of this resolution, Hedderwick is a director and the chief operating officer of the Company and, accordingly, is a person that is related or inter-related to the Company.

Voting requirements

In order for Special Resolution Number 2 to be adopted, the support of at least 75% of the voting rights exercisable by all shareholders is required to pass Special Resolution Number 2.

Ordinary Resolution Number 1: Authority to issue shares

RESOLVED THAT the board of directors of the Company be and are hereby authorised to issue a maximum of 500 000 000 (five hundred million) ordinary shares in the authorised but unissued share capital of the Company pursuant to the Transaction and that these shares are hereby placed under the control and authority of the directors of the Company for the purposes of implementing the Transaction.

Voting requirements

In order for Ordinary Resolution Number 1 to be adopted, the support of more than 50% of the total votes exercisable by all shareholders is required to pass Ordinary Resolution Number 1.

Ordinary Resolution Number 2: Directors' authority to implement special and ordinary resolutions

RESOLVED THAT that each and every director of the Company or the company secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the ordinary and special resolutions passed herein.

Voting requirements

In order for this Ordinary Resolution Number 2 to be adopted, the support of more than 50% of the total votes exercisable by all shareholders is required to pass Ordinary Resolution Number 2.

Notice and written consent

By its signature to the form of written consent set out in **Annexure 2**, each shareholder hereby confirms that:

- Special Resolution Numbers 1 and 2, and Ordinary Resolution Numbers 1 and 2 contained herein was submitted to it on or after 25 July 2017 and **Annexure 2** was signed by it on the date stated opposite such shareholder's name in **Annexure 2**; and
- it votes such number of the ordinary shares held by it in the issued share capital of the company on Special Resolution Numbers 1 and 2, and Ordinary Resolution Numbers 1 and 2 contained herein, as is set out in the written consent.



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**FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT, 71 OF 2008
("THE ACT")**

FOR USE BY CERTIFICATED AND OWN NAME DEMATERIALISED SHAREHOLDERS IN TERMS OF SECTION 60 OF THE ACT

Shareholders holding dematerialised shares, other than own-name dematerialised shareholders, should advise their Central Securities Depository Participant ("CSDP") or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders, other than own-name dematerialised shareholders who have dematerialised their shares must not return this form of written consent to the transfer secretaries of the company, Computershare Investor Services Proprietary Limited. Their instructions must be sent to their CSDP or broker for action.

I/We (FULL NAME IN BLOCK LETTERS)

of (ADDRESS)

being the holder/s of shares in the issued share capital of the Company hereby vote as follows:

	For	Against	Abstain
Special Resolution Number 1: Issue of shares equal to or in excess of 30% of the voting power			
Special Resolution Number 2: Issue of shares to a person related or inter-related to a director			
Ordinary Resolution Number 1: Authority to issue shares			
Ordinary Resolution Number 2: Directors' authority to implement special and ordinary resolutions			

Signed this _____ day of _____ 2017

Signature of shareholder (s)

Assisted by me (where applicable)

Please indicate how you wish your votes to be cast in the appropriate box provided.

Notes:

1. A person signing this written consent in a representative capacity must attach the documentary evidence establishing such authority to this form of written consent, unless previously recorded by the transfer secretaries of the company.
2. The completed and signed written consent and authority (if any) under which it is signed must be either delivered, posted, faxed, and/or emailed to Computershare Investor Services Proprietary Limited (the transfer secretaries of the company) within 20 (twenty) business days of the date of submission hereof (being Wednesday, 30 August 2017), at the following addresses:
 - 2.1 physical address: First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196;
 - 2.2 postal address: PO Box 61051, Marshalltown, 2107;
 - 2.3 fax: +27 11 688 5238; and/or
 - 2.4 email: proxy@computershare.co.za.

3. A certificated or own-name dematerialised shareholder's instructions on the form of written consent must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. A certificated or own-name dematerialised shareholder is not obliged to use all the votes exercisable by the shareholder but the total number of votes cast and in respect of which an abstention is recorded may not exceed the total number of votes exercisable by the certificated or own-name dematerialised shareholder.