



LINKS GOLF CLUB (RF) LIMITED

Incorporated in the Republic of South Africa | Registration No 2006/017924/06 ("the company")

FORM OF PROXY
Ninth Annual General Meeting of Shareholders

For use by registered ordinary shareholders at the ninth annual general meeting of ordinary shareholders to be held at The Clubhouse at St Francis Links, St Francis Links Estate, St Francis Bay at 09h00 on Tuesday, 05 January 2016 ("the annual general meeting").

I/We.....

of..... (entity), being the owner of

erf / erven and entitled to vote(s) hereby appoint (see note 1):

1. of (entity) or failing him,

2. of (entity) or failing him,

3. the chairman of the annual general meeting as my/our proxy to act for me/us and on my/our behalf at the annual general meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/or name(s) (see note 8) as follows:

Ordinary Resolutions		In Favour Of	Against	Abstain
1	Consideration of the Annual Financial Statements			
2	Re-appointment of Moore Stephens as External Auditor			
3	Re-election of Director - Mr CWK Kelway			
4	Election of Audit Committee members:			
4.1	Dr DC Cronje			
4.2	Mr MF Simpson			
4.3	Mr CWK Kelway			
4.4	Mr LN Flanagan			
5	Approval of general authority placing unissued shares under the control of the directors			
6	Directors' authority to take all such actions necessary to implement all resolutions adopted at the annual general meeting			
Special Resolutions		In Favour Of	Against	Abstain
1	Quorum at shareholder meetings			
2	Adjournment Period			
3	Financial assistance to related or inter-related Company			

and generally to act as my /our proxy at the said annual general meeting and at any adjournment thereof as follows:

(Indicate instruction to proxy by way of a cross in the space provided above. If no indication is given, the proxy holder will be entitled to vote or to abstain from voting as the proxy holder deems fit.)

Signed at on this day of 20.....

.....
Signature

.....
Assisted (where applicable)

Links Golf Club (RF) Limited | Reg No. 2006/017924/06 | Vat Reg No. 4690231586

St Francis Links Home Owners Association NPC | Reg No. 2006/017273/08



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Directors: M.S. Wylie (Chairman) · M.F. Simpson · M.J. Sprott · C.W.K. Kelway · E.T. Muller · D.C. Cronjé · L.N. Flanagan | CEO: J.S. Clause · Company Secretary: A.W. Barton

Each shareholder is entitled to attend and vote and is entitled to appoint one or more proxy or proxies (who need not be a shareholder of the company) to attend, participate in and speak and on a poll vote in his stead in place of that shareholder at the annual general meeting, and at any adjournment thereof.

NOTES TO THE LINKS GOLF CLUB (RF) LIMITED PROXY FORM

Summary of shareholders rights in respect of proxy appointments as contained in section 58 of the Companies Act and the Company Memorandum of Incorporation:

1. Every Shareholder of the Company, or his appointed agent has the right to appoint a proxy to represent him at any meeting of the Company. The proxy need not be a shareholder of the Company.
2. The right of the Shareholders of the Company to appoint two or more persons concurrently as proxies, as set out in section 58 (3) (a), is not limited, restricted or varied by this Memorandum of Incorporation.
3. In all instances, the Proxy appointed to represent him at any meeting of the Company must be the same person appointed to represent him at any meeting of the St Francis Links Homeowners Association NPC.
4. The Shareholder's proxy does not have authority to delegate the proxy's powers to another person, as contemplated by section 58 (3) (b), unless the proxy instrument specifically allows for it, and subject to such delegation of the proxy's powers to another person being reduced to writing and subject further to such delegation being delivered to the Company on the same terms as required by 5 below.
5. A copy of the instrument appointing a proxy must be delivered to the Company, or to any other person on behalf of the Company, at least seventy-two (72) hours prior to the commencement of the Shareholders Meeting at which the proxy is entitled, in terms of such proxy, to exercise any rights of the Shareholder. No instrument of proxy shall be valid after the expiration of six months from the date when it was signed, unless specifically so stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting. In the event that the proxy specifically states that it is valid until withdrawn in writing, the Company shall hold such proxy and it shall be valid for all Shareholder Meetings until so withdrawn in writing.
6. A proxy is entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the instrument appointing the proxy, provides otherwise.

Instructions on signing and lodging the form of proxy

7. A certificated shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". The person whose name appears first on the form of proxy and whose name has not been deleted and who attends the meeting will be entitled and authorised to act as proxy to the exclusion of those whose names follow.
8. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the annual general meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the chairman, failure to so comply will be deemed to authorise the chairman to vote in favour of the resolutions. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy.
9. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
10. **Forms of proxy must be lodged at or posted to the registered office of the company, 1 Jack Nicklaus Drive, St Francis Links Estate, St Francis Bay, 6312 or PO Box 159, St Francis Bay, 6312 (marked for the attention of Andrew Barton) to be received by not later than 72 hours of the annual general meeting or such later date if the annual general meeting is postponed. Any forms of proxy not received by this time must be handed to the Chairperson of the AGM immediately prior to the commencement of the AGM.**
11. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company or waived by the Chairperson of the AGM.
12. The completion and lodging of this form of proxy will not preclude the certificated shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
13. An instrument of proxy shall be valid for any adjournment or postponement of the annual general meeting as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned annual general meeting if it could not have been used at the annual general meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
14. Where shares are held jointly, all joint holders must sign.
15. The completion of any blank spaces overleaf need not be initialed. Any alterations or corrections to this form of proxy must be initialed by the signatory/ies.
16. The Chairperson of the AGM may reject or accept any form of proxy which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a shareholder wishes to vote.
17. A proxy may not delegate his/her authority to act on behalf of the shareholder of the Company, to another person.