



TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia

(Registration number 2003/058)

(External registration number 2009/002634/10)

NSX Share Code: TUC

JSE Share Code: TTO

ISIN Number: NA000A0RF067

("Trustco" or "the Company")

ANNOUNCEMENT REGARDING THE DISPOSAL BY ELISENHEIM PROPERTY DEVELOPMENT COMPANY PROPRIETARY LIMITED ("EPDC" or "SELLER") OF TWO PROPERTY ENTITIES

1. Introduction

Trustco shareholders ("Shareholders") are advised that Trustco, through its wholly owned subsidiary EPDC, entered into two agreements effective on 12 September 2016 and 17 March 2017 respectively ("Agreements") with EEP 101 ("the Purchaser"). In terms of the Agreements, EPDC will dispose of all its shares and claims in its wholly owned subsidiaries, Elisenheim Estate Property Number One Hundred (Pty) Ltd ("EEP100") ("EEP100 Disposal") and Elisenheim Estate Property Number One Hundred and Two (Pty) Ltd ("EEP102") ("EEP102 Disposal"), (collectively "Disposals") details of which are set out below.

2. Nature of business of EP100 and EP102

EEP100 and EEP102 are special purpose entities that were incorporated as wholly-owned subsidiaries of EPDC to facilitate the Disposals.

In fulfilment of the condition in each of the Agreements, EPDC transferred:

- the development land forming part of the Elisenheim Estate (a Portion of Portion 5 of the Farm ELISENHEIM No. 68) and known as Extension 15 and Extension 16 Elisenheim Estate, measuring not less than 240 257m² in extent ("Property 100") to EEP100 ; and



- the development land forming part of the Elisenheim Estate (a Portion of Portion 5 of the Farm ELISENHEIM No. 68) and known as Extension 17 and Extension 18 Elisenheim Estate, measuring not less than 267 617m² (“Property 102”) to EEP102 (collectively “Transfers”).

The registration of the Transfers is still in process.

2.1. EEP100 Disposal

In terms of a disposal agreement effective on 12 September 2016, the Seller will dispose of:-

- 2.1.1. all the issued share capital of EEP100 (“Sale Shares 100”); and
- 2.1.2. a shareholder’s loan in the amount of NAD 371 296 280 (“Shareholder’s Loan 100”).

2.2. EEP102 Disposal

In terms of a disposal agreement effective on 17 March 2017, the Seller will dispose of:

- 2.2.1. all the issued share capital of EEP102 (“Sale Shares 102”)
- 2.2.2. a shareholder’s loan in the amount of NAD 465 102 375.00 (“Shareholder’s Loan 102”).

3. Rationale for the Disposal

Trustco’s property portfolio contributes meaningfully to the high public demand for serviced land in Windhoek. The Elisenheim Estate originally comprised of 1 186 hectares and would include approximately 6 000 single residential erven (excluding the Nature Estate). The Elisenheim Estate has been developed by EPDC in phases and is expected to provide housing to 44 000 individuals when completed. The Disposal to a property developer was effected to assist with increasing the supply of serviced land in Windhoek.

EPDC will continue with the development of the remainder of Elisenheim Estate, and will in future, in terms of its development plans, develop a Nature Estate of 558 hectares which is earmarked to include approximately 4 000 single residential erven, approximately 46 general residential erven, approximately 5 institutional erven, approximately 3 erven for educational development and 16 hectares for commercial and business use, including shopping centres and



office space. The balance of the residential erven, being 3 237 single residential erven (not included in the Disposal) will also be sold by EPDC in future.

4. Consideration for the Disposal

The purchase consideration for the EEP100 Disposal is NAD 371 296 380 while the purchase consideration for the EEP102 Disposal is NAD 465 102 475 amounting to aggregate consideration for the Disposal of NAD836 398 855.

The consideration for the Disposal is to be settled in cash and has been funded by Trustco's wholly-owned subsidiary Trustco Capital (Pty) Ltd.

5. Effective date, conditions precedent and warranties

The effective date for the EEP100 Disposal was 12 September 2016; and the effective date for EEP102 was 17 March 2017, subject to the Transfers.

The Disposals are subject to such warranties that are usual for transactions of this nature.

6. Net assets and profits attributable to the Disposals

The value of the net assets that are the subject of the Disposals (currently held by EPDC pending the Transfers) ("Net Assets") as at 31 March 2017, being EPDC's most recent year end was NAD14 569 134 for EEP100 and NAD18 249 950 for EEP102 while the profits attributable to the Net Assets for the year ended 31 March 2017 are NAD273 833 970 for EEP100 and NAD311 317 484 for EEP 102.

The proceeds of the Disposals will be held as cash reserves and utilised in the normal course of business



7. Categorisation

In terms of the JSE Limited Listings Requirements (“Listings Requirements”) each of the Disposals are categorised as a Category 2 transaction and in terms of the aggregation rules of the Listings Requirements the Disposals collectively constitute a category 2 transaction and does not require the approval of Shareholders.

Windhoek, Namibia

21 August 2017

Amanda Bruyns

Company Secretary: Trustco Group Holdings Limited

JSE Sponsor: Sasfin Capital (a member of the Sasfin Group)

NSX Sponsor: Simonis Storm Securities (Pty) Ltd