

# EXTRAORDINARY GENERAL MEETING



PALLINGHURST

## PALLINGHURST RESOURCES LIMITED

*(a non-cellular company incorporated under The Companies (Guernsey) Law 2008 and registered in Guernsey, with registered number 47656)*

(Registered as an external company in South Africa under registration number 2009/012636/10 on 26 June 2009)

Share code on the BSX: PALLRES

ISIN: GGOOB27Y8Z93

Share code on the JSE: PGL

(the “**Company**”)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that that an extraordinary general meeting of shareholders of the Company will be held at The Old Government House Hotel, St. Ann’s Place, St. Peter Port, Guernsey, GY1 2NU on Tuesday, 26th June 2018 at noon (British Summer Time) (the “**General Meeting**”).

To consider and if thought fit to pass the following resolutions of the Company:

## SPECIAL RESOLUTIONS

It is hereby resolved that:

- The articles of association of the Company (the “Articles”) be amended as set out in the amended version of the Articles attached as Appendix A to this Notice of General Meeting, which amendments are reflected in colour; and
- The Company name is changed to Gemfields Group Limited which shall be effective as of 26th June 2018,

in each case, as more fully described in the Explanatory Memorandum which attached to this Notice of General Meeting as Appendix B.

The board of directors of the Company be and is hereby authorised to take all such steps, do all such things and execute all such forms and documentations as may be necessary, required and/or incidental to the implementation of these Special Resolutions.

For these Special Resolutions to be passed, they must be supported by more than 75% of the votes cast.

The reasons and effects of these Special Resolutions are fully described in the Explanatory Memorandum.

By **Vistra Fund Services (Guernsey) Limited**

11 New Street  
St Peter Port  
Guernsey  
GY1 2PF  
Channel Islands  
Company Secretary

25th May 2018

## DATES AND VOTING

Shareholders are advised that meeting participants (including proxies) may be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the General Meeting. Forms of identification that will be accepted include a driver’s licence or passport.

The Board has determined the following:

- Those shareholders registered on the Company’s shareholders’ register at 10 am BST on Friday, 25 May 2018 will receive notice of the General Meeting.
- Those shareholders registered on the Company’s shareholders’ register at 10 am BST on Monday, 18th June 2018 will be eligible to participate and vote.

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- In the event that the General Meeting is adjourned, those shareholders registered on the shareholders' register four full business days before the time of any adjourned meeting will be eligible to participate and vote.
  - Voting will be by way of a poll and every shareholder, present in person or represented by proxy and entitled to vote, shall be entitled to one vote for every share held.

## PROXIES

A shareholder is entitled to attend the General Meeting in person and vote or to appoint a proxy (or proxies) to attend and to speak and, on a poll, vote instead of him/her. A proxy need not be a shareholder. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. The appointment of a proxy will not prevent a shareholder from subsequently attending the General Meeting and voting in person.

To be effective, a Form of Proxy, and any power of attorney or other authority under which it is signed (or a certified or notarised copy of any such authority) must be completed, signed and either lodged, not less than two business days before the time for holding the meeting or adjourned meeting.

Shareholders with shares registered on the BSX should use the proxy form with the yellow band for completion, and shareholders registered on the JSE should use the proxy form with the blue band for completion. For any issues please contact the relevant registrar:

### BSX Registrar

Computershare Investor Services (Guernsey) Limited  
1st Floor  
Tudor House  
Le Bordage  
St Peter Port  
Guernsey  
GY1 1DB  
Tel: +44 (0) 370 707 4040

### JSE Registrar

Computershare Investor Services (Pty) Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
2196  
South Africa  
Tel: +27 (0) 11 370 5000

Forms of Proxy submitted for the original meeting will remain valid for any adjourned meeting. **If you do not intend to attend the General Meeting please complete and return the Form of Proxy as soon as possible.**