MINUTES OF THE ANNUAL GENERAL MEETING
OF
WESIZWE PLATINUM LIMITED
(Incorporated in the Republic of South Africa)
(REGISTRATION NUMBER 2003/020161/06)
Share Code: WEZ ISIN: ZAE000075859
("Wesizwe" or "the Company" or "the Group")

HELD ON FRIDAY, 3 MAY 2019 AT 09:00 AT THE HOLIDAY INN, SANDTON, 123 RIVONIA ROAD, SANDTON, JOHANNESBURG

DIRECTORS:	LV Ngculu	(Acting Chairperson)
	V Mabuza	
	Z Li	
SHAREHOLDERS:	B Ramaboa	
	H Morule	
	F Inacio	
	M Eksteen	
	P Liu	
IN ATTENDANCE:	V Mhlongo	Company Secretary
	E de Jager	4 Africa Exchange Registry
	D van Vuuren	4 Africa Exchange Registry
	P Dikgole	4 Africa Exchange Registry
	Y Bahadur	Sponsor
	A Pereira	
	S Kruger	
	L Yu	

ITEM

1. INTRODUCTION

The Chairperson welcomed all present, Apologies were noted for the Chairperson of the Board who was unable to attend due to an emergency.

2. NOTICE

The notice of the meeting, containing details of all resolutions to be considered, as well as the modification per Addendum to the Notice of the Annual General Meeting, was taken as read. No questions were forthcoming.

3. QUORUM

The meeting was informed that in terms of Wesizwe Platinum Limited's Memorandum of Incorporation (MOI), the quorum for a general meeting should be 3 members, such members being entitled to vote, be present in person, or by proxy or in the case of a member which is a body corporate, represented and to have at least 25% of the issued share volume being represented at the meeting as such. As all such requirements were met, the Chairperson declared the meeting properly constituted.

4. ADOPTION OF MINUTES OF THE PREVIOUS MEETING

The minutes of the previous Annual General Meeting, held on 4 May 2018, were taken as read.

The meeting unanimously adopted the minutes of the previous meeting.

5. PURPOSE AND PROCEEDINGS OF THE MEETING

Purpose

The meeting was informed that the purpose of the annual general meeting was to transact the business as set out in the notice of annual general meeting (AGM notice) by means of consideration, and if so deemed fit, passing, with or without modification, the ordinary and special resolution as per the said notice.

It was unanimously agreed that voting would proceed by way of a poll. The meeting was informed that voting forms were handed out at registration. In order to expedite the proceedings of the meeting the Chairperson proposed that attendees completed the ballot paper after each resolution has been put to the meeting. The ballot papers would only be collected at the end of the meeting and counted accordingly, whereupon the Chairperson would announce the results of all the resolutions put to the meeting.

It was agreed that the meeting would proceed with the business of the meeting.

6. CONSIDERATION OF THE PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

The audited annual financial statements of the Company, including the reports of the Directors, Social and Ethics Committee and the Audit and Risk Committee for the year ended 31 December 2018 was presented at the meeting

No questions were raised.

7. SPECIAL BUSINESS

7.1 **Special resolution number 1: Remuneration of non- executive directors**

"Resolved, in terms of section 66(9) of the Companies Act, 2008, as amended that the current remuneration payable to the non-executive directors will remain unchanged and will be valid until the next annual general meeting of the company to be held in 2020".

It was noted that the description in the Category Column Header on page 94 of the Notice of Annual General Meeting incorrectly contained reference to the amounts in the table being divided by 1000. The amounts contained in the table were the actual proposed remuneration.

The motion was seconded and the resolution was passed accordingly.

It was noted that the resolution headers and some of the content of Special Resolution 2 and 3 were erroneously swopped around.

As a result, Special Resolution 2 was withdrawn and Special Resolution 3's header was updated to "Financial Assistance for the subscription of securities".

No objections were raised to the proposed amendments and such were taken as confirmed and ratified by the meeting.

7.2 **Special resolution number 2: Financial assistance to related and inter-related companies**

The Resolution was withdrawn.

7.3 **Special resolution number 3: Financial Assistance for the subscription of securities**

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of the company be and is hereby authorized to approve that the company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board of the company may deem fit to any company or corporation that is related or inter-related to the company ("related" or "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the company or any company or corporation that is related or inter-related to the company, on the terms and conditions and for amounts that the board of the company may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the company."

The motion was seconded and the resolution was passed accordingly.

8. ORDINARY BUSINESS

8.1 **Ordinary resolution number 1: Re-election of Mr Pengfei Li as non-executive director**

It was noted that the Proxy Form incorrectly stated that Mr Li is also an independent director which is incorrect. The Resolution as contained on page 96 of the Notice of Annual General Meeting was correctly stated.

“Resolved that Mr Pengfei Li who retires by rotation in terms of the memorandum of incorporation of the company and being eligible and offering himself for re-election, be and is hereby reelected as a non-executive director.”

The motion was seconded and the resolution was duly passed.

8.2 **Ordinary resolution number 2: Re-election of Ms Dawn Nonceba Merle Mokhobo as an independent non-executive director**

It was noted that the word “Independent” was omitted from the resolution as contained in the Notice of Annual General Meeting but the Ballot form as well as the proxy form was correctly updated.

“Resolved that Ms Dawn Nonceba Merle Mokhobo who retires by rotation in terms of the memorandum of incorporation of the company and being eligible and offering herself for re-election, be and is hereby re-elected as an Independent non-executive director.”

The motion was seconded and the resolution was duly passed.

8.3 **Ordinary resolution number 3: Confirmation of appointment of Mr Sun Pingan as non-executive director**

“Resolved that Mr Sun Pingan’s appointment as a non-executive director with effect from February 2018 be and is hereby ratified”

The motion was seconded and the resolution was passed accordingly.

8.4 **Ordinary resolution number 4: Confirmation of the appointment of the auditor**

“Resolved that Sizwe Gobodo Ntsaluba – Grant Thornton be and is hereby appointed as independent auditors of the company for the ensuing year on the recommendation of the audit and risk committee with the designated auditor being Neridha Moodley.”

The motion was seconded and the resolution was passed accordingly.

8.5 **Ordinary resolution number 5: Confirmation of the auditor’s remuneration**

“Resolved that the auditor’s remuneration for the year ended 31 December 2018 as determined by the audit and risk committee of the company be and is hereby confirmed.”

The motion was seconded and the resolution was passed accordingly.

8.6 **Ordinary resolution number 6: Re-appointment of Mr. Victor Thembinkosi Mabuza to the Audit & Risk committee of the company**

"Resolved that **Mr. Victor Thembinkosi Mabuza** being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the company with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act."

The motion was seconded and the resolution was passed accordingly.

8.7 **Ordinary resolution number 7: Re-appointment of Ms. Dawn Merle Nonceba Mokhobo to the Audit & Risk committee of the company**

"Resolved that **Ms. Dawn Merle Nonceba Mokhobo**, being the chairman of the board and is eligible in terms of the rules of the Listings Requirements be and is hereby re- appointed as a member of the audit and risk committee of the company, with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act."

The motion was seconded and the resolution was passed accordingly.

8.8 **Ordinary resolution number 8: Re-appointment of Mr. Vumile Lincoln Ngculu to the audit and risk committee of the company**

"Resolved that **Mr. Vumile Lincoln Ngculu**, being eligble, be and is hereby re-appointed as a member of the audit and risk committee of the company, with effect from the conclusion of this annual general meeting in terms of section 94(2) of the Companies Act."

The motion was seconded and the resolution was duly passed.

8.9 **Ordinary resolution number 9: General authority to issue shares for cash**

"Resolved that, the directors of the company be and are hereby authorised by way of a general authority, to allot and issue 244 174 058 unissued shares for cash as they in their discretion may deem fit, subject to the provisions of the Listings Requirements, the Companies Act and the company's memorandum of incorporation and subject to the provision that the aggregate number of authorised but unissued ordinary shares to be allotted and issued in terms of this resolution, shall be limited to 15% of the issued share capital (excluding treasury shares) of the company as to be provided for on the terms and conditions as set out in this resolution on page 98 of the Integrated Annual Report"

The motion was seconded and the resolution was passed accordingly.

8.10 **Ordinary resolution number 10: Authority to Action**

"Resolved that any one director of the company and/or the company secretary be and is hereby authorised to do all such things and sign all such documents as deemed necessary to implement the ordinary and special resolutions as set out in this notice convening the annual general meeting of the company at which these resolutions will be considered."

The motion was seconded and the resolution was duly passed.

8.11 **Non-Binding Advisory Vote Number 1: Endorsement of the remuneration policy**

"Resolve to hereby endorse the company's remuneration policy, as set out in the remuneration report on pages 59 to 62 of the Integrated Report, by way of a non-binding advisory vote."

The motion was seconded and the resolution was passed accordingly.

8.12 **Non-Binding Advisory Vote Number 2: Endorsement of the remuneration implementation report**

"Resolved to endorse, by way of a non-binding advisory vote, the Company's remuneration implementation report (excluding the remuneration of the Non-executive Directors for their services as Directors and members of Board Committees) set out in pages 59 to 63 of the IR".

The motion was seconded and the resolution was passed accordingly.

9. POLL COUNT

The meeting was adjourned for a period of 10 minutes whilst the votes were being counted.

10. RESULTS OF THE POLL

	Special resolution 1		
	in favour	against	abstain
Shares	1 075 520 073	2 742 121	1 926 020
%	99,75%	0,25%	0,18%
	Special resolution 2		
	in favour	against	abstain
Shares		RESOLUTION	
%		WITHDRAWN	
	Special resolution 3		

	in favour	against	abstain
Shares	1 072 775 990	5 459 711	1 952 513
%	99,49%	0,51%	0,18%
	Ordinary resolution 1		
	in favour	against	abstain
Shares	1 074 863 490	3 700 345	1 624 379
%	99,66%	0,34%	0,15%
	Ordinary resolution 2		
	in favour	against	abstain
Shares	1 075 494 083	2 758 511	1 935 620
%	99,74%	0,26%	0,18%
	Ordinary resolution 3		
	in favour	against	abstain
Shares	1 075 792 787	3 096 011	1 299 416
%	99,71%	0,29%	0,12%
	Ordinary resolution 4		
	in favour	against	abstain
Shares	1 075 495 683	2 756 911	1 935 620
%	99,74%	0,26%	0,18%
	Ordinary resolution 5		
	in favour	against	abstain
Shares	1 075 843 907	2 768 521	1 575 786
%	99,74%	0,26%	0,15%
	Ordinary resolution 6		
	in favour	against	abstain
Shares	1 073 196 273	2 743 721	4 248 220
%	99,74%	0,26%	0,39%
	Ordinary resolution 7		
	in favour	against	abstain
Shares	1 075 256 583	2 996 011	1 935 620
%	99,72%	0,28%	0,18%
	Ordinary resolution 8		
	in favour	against	abstain
Shares	1 075 442 553	2 996 011	1 749 650
%	99,72%	0,28%	0,16%
	Ordinary resolution 9		

	in favour	against	abstain
Shares	1 072 956 483	2 996 011	4 235 720
%	99,72%	0,28%	0,39%
	Ordinary resolution 10		
	in favour	against	abstain
Shares	1 072 881 053	3 367 011	3 940 150
%	99,69%	0,31%	0,36%
	Non-binding advisory vote 1		
	in favour	against	abstain
	1 075 256 583	2 996 011	1 935 620
	99,72%	0,28%	0,18%
	Non-binding advisory vote 2		
	in favour	against	abstain
	1 075 084 583	3 245 911	1 857 720
	99,70%	0,30%	0,17%

11. ANY OTHER BUSINESS

No other business raised by the meeting.

12. CLOSURE

The Chairperson thanked all for their attendance and concluded that all the business on the agenda has been dealt with. He declared the meeting duly closed at 09h41.