

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

The definitions and interpretations commencing on page 9 apply, mutatis mutandis, throughout this document, including this front cover, unless specifically defined, where used or the context indicates a contrary intention.

If you are in any doubt as to the action that you should take in relation to matters set forth in this document, please consult your broker, banker, legal advisor, accountant or other professional advisor immediately.

This Circular does not constitute or form part of any public offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of, issue or purchase any security in any jurisdiction other than as stated herein.

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**Orbvest Limited**

(Incorporated in the Republic of Seychelles on 5 October 2015)

(Seychelles Company Number 173191)

Share code: ORB; ISIN: SC9998EIJC16

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This Circular and all annexures thereto shall be governed and construed under and in accordance with the laws of the Republic of Seychelles and the Listing Requirements of Trop-X. Market participants are advised that trading in Orbvest Limited (“ORB”) shares takes place in uncertificated form and the listing is in United States Dollar (“USD”).

Date of issue: 15 November 2018

This Circular is available in English only. Copies are available in electronic form from the registered office of ORB at the address indicated on page 6 of this document as well as from the Company’s website [www.orbvest.com](http://www.orbvest.com).

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**Orbvest Limited**  
**General Information**

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**Prepared by PKF Capital Markets (Seychelles) Limited, and issued in terms of the Listings Requirements of Trop-X relating to the Rights Issue of the Company and the listing of the additional Ordinary Shares of Orbvest Limited on Trop-X and the election of directors.**

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This Circular contains information on the rights issue being undertaken to re-capitalise the Company and the Extraordinary General Meeting (“EGM”) to approve the Rights Issue, director’s appointments and approval of the terms of reference for the board sub-committees.

The Rights Issue is to existing shareholders of the company only, is not an invitation to the general public to subscribe for shares in ORB but is issued in compliance with the Listings Requirements of Trop-X to provide information to the public with regard to the Company.

The Company will seek to raise up to USD 10,000,000 from its shareholders as part of a rights issue with the issue of additional new ordinary shares at a subscription price of USD 29.3 cents per Ordinary Share. This will be the first round of the USD 27,5m rights issue discussed in the Companies Listing Particulars, additional rounds may be undertaken at a higher strike price should this be required and approved based on the Act and the Listing Requirements.

The Directors of the Company whose names are given in this document collectively and individually accept full responsibility for the accuracy of the information given in this document and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain the accuracy of such facts have been made up to and including the last practicable date and that the document contains all information required by law and by the Listing Requirements of Trop-X.

The Trop-X approval of the listing of any security is not to be taken in any way as an indication of the merits of the security. Trop-X has not verified the accuracy and truth of the contents of the documentation and, to the extent permitted by law will not be liable for any claim of whatever kind.

This Circular is available in English only. Copies are available in electronic form from the registered office of ORB at the address indicated on page 6 of this circular as well as from the Company’s website [www.orbvest.com](http://www.orbvest.com).

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**Sponsor Advisor**

PKF Capital

**Date of issue:** 15 November 2018

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## **FORWARD-LOOKING STATEMENTS**

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No person is authorized to give any information or make any representations (whether oral or written) in connection with this Circular except such information as is contained in this Circular and in any annexures, hereto. Only information or representations contained herein may be relied upon as having been authorized.

Neither the issue nor the delivery of this Circular at any time shall imply that information contained herein is correct as of any time subsequent to the issue date. Readers of this Circular should not construe its contents, or any prior or subsequent communications from the Company or any of its agents, officers, or representatives, as legal or tax advice. Readers should consult their own advisers as to legal, tax and related matters concerning an investment in the company.

Neither the Directors nor their agents make any representation to any potential purchaser of securities regarding the legality of an investment therein by such investor under applicable legal investment regulation or similar laws.

Market data and industry information contained in the Listing Particulars are derived from various trade publications, industry sources and company estimate. Such sources and estimates are inherently imprecise. However, the Directors believe that such data and information are generally indicative of market position. The Directors of the Company are under no obligation to update this information and will in fact not update the information in this Circular beyond its issue date.

This Circular contains forward looking statements based on assumptions and reflects the Directors expectations, estimates and projections of future events as of the date of this Circular. Forward looking statements include without limitation, statements regarding the performance, prospects, opportunities, priorities, targets, goals, objectives, strategies, growth and outlook of the Company. Often, but not always, forward looking statements can be identified by the use of words such as “expects”, “anticipates”, “plans”, “believes”, “estimates”, “seeks”, “intends”, “targets”, “projects”, “forecasts”, or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward looking statements are based upon certain material factors and assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions and analyses made by the Directors in the light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Also, forward looking statements involve known and unknown risks, uncertainties and other factors that are beyond the Directors control and which may cause the actual results, performance or achievement to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such material factors and assumptions and risks and uncertainties include,

among others, those which are incorporated into the Listing Particulars and qualify any and all forward-looking statements made in this Circular.

Although the Directors have attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events and results to differ from those anticipated, estimated or intended. There can be no assurance that actual results will be consistent with these forward-looking statements.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements herein relate only to events or information as at the date on which the statements are made and, except as specifically required by law, the Directors undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise.

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## CORPORATE INFORMATION AND ADVISORS

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**Registered Address**

1st Floor, #5 DEKK House,  
De Zippora Street,  
Providence Industrial Estate,  
Mahé,  
Seychelles

**Sponsor Advisor**

PKF Capital  
104, First Floor,  
Waterside Property,  
Eden Island,  
Seychelles

**Business Address**

106, First Floor,  
Waterside Property,  
Eden Island,  
Seychelles

**Company Secretary**

AJF Van Niekerk  
4 Howick Close  
Tyger Falls  
Cape Town  
South Africa

**Auditors**

PKF Chartered Accountants (Seychelles)  
Limited  
104, First Floor,  
Waterside Property,  
Eden Island,  
Seychelles

**Website**

<http://www.orbvest.com>

PKF Capital is a division of PKF Capital Markets (Seychelles) Limited. PKF Capital Markets (Seychelles) Limited and PKF Chartered Accountants (Seychelles) Limited are legally independent members of the PKF global network of firms.

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## DIRECTORS

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Alwyn Jacobus Fourie Van Niekerk (46) South African CEO (Resigning 3 December 2018)

Louw Viljoen (45) South African CFO

Melanie Stravens (39) Seychellois Independent Non-Executive

Alice Mascarenhas (35) Seychellois Independent Non-Executive

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## IMPORTANT DATES AND TIMES

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The definitions and interpretations commencing on page 9 of these Circular apply, mutatis mutandis, to this section (unless specifically defined where used or the context indicates a contrary intention).

	2018
The record date for purposes of receiving the Notice of an Extraordinary General Meeting (“EGM”) (being the date on which a Shareholder must be recorded in the Register in order to receive the Notice of EGM)	Friday, 16 November
Circular sent to ORB Shareholders on	Friday, 16 November
Last day and time to give notice to participate in the EGM electronically by 12:00 on	Tuesday, 27 November
Last day to trade in order to be eligible to attend, speak and vote at the EGM	Tuesday, 27 November
Record date to determine ORB Shareholders eligible to participate and vote at the EGM	Tuesday, 27 November
Last day and time to lodge forms of proxy with the Company Secretary by 10:00 on	Wednesday, 28 November
EGM to be held at 10:00 on	Monday, 3 December
Results of the EGM released on Trop-X on	Tuesday, 4 December

### Notes:

1. The dates and times in this Circular are subject to change as may be agreed by the Company and approved by Trop-X.
2. Any changes will be announced through Trop-X and the company’s website.
3. All times in this Circular are Seychelles local times unless otherwise stated.



## DEFINITIONS

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In this Circular and the annexures thereto, unless otherwise stated the following expressions shall have the meanings set out opposite them. Cognate expressions bear corresponding meanings, words denoting one gender shall import and include the others, natural persons shall import and include juristic persons and vice versa and the singular shall import and include the plural and vice versa, as follows:

“Act”	means the Seychelles International Business Company Act, 2016 as amended;
“Articles”	means the articles of incorporation of the Company, incorporated per the IBC Act, of Republic of Seychelles;
“Board”	means the board of directors of Orbvest Limited holding that office from time to time;
“Circular” or “this Document”	means this document dated 15 November 2018;
“Company”	means Orbvest Limited;
“Directors”	means the members of the board of directors of Orbvest Limited;
“FSA”	means the Financial Services Authority of the Seychelles;
“Listing”	means the admission of the issued shares of the Company to the list of securities of Trop-X;
“Listings Requirements”	means the Listings Requirements of Trop-X as amended from time to time by Trop-X;
“Ordinary Shares”	means the ordinary par value shares of the Company;
“PKF”	means PKF Capital Markets (Seychelles) Limited (Registration number 8410175-1) 104, First Floor, Waterside Property, Eden Island, Seychelles;
“Seychelles”	means the Republic of Seychelles;
“Shareholders” or “Members”	means the holders of the Ordinary Shares of Orbvest Limited;

“Trop-X”

means Trop-X (Seychelles) Limited a company incorporated under the company law of Seychelles, and licensed to operate as a Securities Exchange in terms of the Securities Act 2007;

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## 1. RIGHTS ISSUE

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A rights issue to raise up to USD 10,000,000 gross cash will be undertaken by way of an offer for subscription to existing shareholders for Ordinary Shares in the Company at a subscription price of USD 29.3 cents per Ordinary Share.

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## 2. PURPOSE OF RIGHTS ISSUE

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The Company is undertaking the rights issue to acquire yielding assets to supplement its income and ensure its sustainability. The USD 10,000,000 raised should in the estimation of the directors yield sufficient income to take the Company to breakeven.

The revenue model of the Company is largely long term in nature and profits are realised over 3 to 5 years on deals facilitated. This constrains the Company's cashflows and makes it difficult for the Company to extensively promote deals and employ the necessary number of appropriate high-quality staff. This also results in management spending a disproportionately large amount of time managing cashflows.

A fully subscribed Rights Issue will enable the Company to acquire investments in low impact, revenue yielding assets. The yields generated from these investments will be used to supplement the cash flow of the Company and allow it to focus more fully on the business at hand. For this reason, the directors have chosen to accept the listed shares of specific yielding investments as settlement for the Rights Issue shares.

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## 3. VALUATION

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In valuing the business and the Rights Issue the directors are mindful of the fact that shareholders had already put significant capital into the combined Wealth Migrate ("WM") business. The Company at listing was valued at Net Asset Value ("NAV"). The NAV was calculated using the Net Present Value ("NPV") applying a discount rate to the expected future cash flows that have been split 50/50 between WM and ORB. This was considered the most appropriate way of valuing the ORB business and should in no way be seen as an appropriate valuation methodology for all businesses or for WM which operates in a fundamentally different space and sector. This is seen as the current intrinsic value of ORB.

The Rights Issue is being undertaken at the same value per share as the current NAV per share of ORB. This is being done to ensure that shareholders taking up their rights are doing so at the same value. Current shareholders get preference and can take up their rights as allocated to them. Should a shareholder choose not to take up their rights or take up less than their allocation other existing shareholders can take up these additional rights that have not been taken up. Should there still be a shortfall at the end of the rights issue and there are rights that have not been taken up these rights will then be allocated to underwriters who are not existing shareholders.

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#### 4. OVER-SUBSCRIPTION

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Shareholders wishing to subscribe for more than their allocation of rights may do so. This will be filled on a first come first serve basis and shareholders taking up additional rights will receive additional shares representing a 10% discount to the price on any shares allocated to them.

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#### 5. UNDERWRITING

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Shareholders wishing to underwrite the rights issue may do so. The minimum underwriting level will be USD 200,000 and underwritten shares will be allocated pro-rata to the total amount underwritten should the underwritten shares exceed the rights not followed by existing shareholders. Underwriters will receive additional shares representing a 10% discount to the price on any shares allocated to them.

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#### 6. PAYMENT OF SUBSCRIPTION PRICE

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Shareholders will be able to settle their subscription in the rights issue in USD paid in to the trust account of PKF Capital or by a share swap in the following companies:

Company	Settlement	Value per share	ORB shares per share
Oak Hill Park LLC	Transfer form	\$ 1.12	3.823
WM Medical 2 LLC	Transfer form	\$ 1.14	3.890
WM Medical 3 LLC	Transfer form	\$ 1.07	3.660
Wealth Migrate Medical 5 LLC	Transfer form	\$ 1.12	3.823
SG Medical 7 LLC	Transfer form	\$ 1.07	3.652
ASC Medical 8 Buildings LLC	Transfer form	\$ 1.17	3.993
RH Medical 9 Buildings LLC	Transfer form	\$ 1.12	3.823
RH Medical 10 Buildings LLC	Transfer form	\$ 1.15	3.925
RH Medical 12 Buildings LLC	Transfer form	\$ 1.10	3.754
WM Med 5 Limited	Trop-X transfer	\$ 1.12	3.823
WM Med 7 Limited	Trop-X transfer	\$ 1.07	3.652
WM Med 8 Limited	Trop-X transfer	\$ 1.17	3.993
WM Med 9 Glenridge Limited	Trop-X transfer	\$ 1.12	3.823
WM Old Milton Parkway Limited	Trop-X transfer	\$ 1.15	3.925
San Antonio Highpoint Limited	Trop-X transfer	\$ 1.10	3.754
Cedarwood International Investments Limited	Trop-X transfer	\$ 1.00	3.413
WM Cypress Ridge Limited	Trop-X transfer	\$ 1.09	3.720
PPA Water Ridge Project, Inc.	Transfer form	\$ 1.09	3.720
WM Water Ridge Limited	Trop-X transfer	\$ 1.06	3.618
PPA Cypress Ridge, Inc.	Transfer form	\$ 1.09	3.720

WM Aus Res 1 Limited (Exchange rate depended)	Trop-X transfer	\$ 0.7173	2.448
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## 7. MINIMUM INVESTMENT

There will be no minimum investment in terms of rights followed.

## 8. COSTS

Costs are estimated at 3.6% of the Rights Issue value.

	USD
Capital raising admin fee at 0.25%	25,000
Sponsor fees	10,000
Commission provision at 2%	200,000
Exchange	2,000
Transfer fees (assuming 50% off market transfers) at 2,5%	125,000
Total	362,000

## 9. LOCK-UP

Shareholders at the time of listing will be locked in for a period of 12 months from listing date. Shareholders following their rights by share swap will be locked in for a period of 12 months from the close of the rights issue.

## 10. SHARE CAPITAL

10.1.1. Ordinary Shares	USD
Authorized:	
- 1,000,000,000 Ordinary Shares with a par value of USD 0.0001 each	100,000
Current issued:	
- 16,000,000 Ordinary Shares with a par value of USD 0.0001 each	1,600
- Share Premium	4,686,400
Rights issue	
- 34,129,693 Ordinary Shares with a par value of USD 0.0001 each	3,412
- Share Premium	9,996,588
In issue after the above	
- 50,129,693 Ordinary Shares with a par value of USD 0.0001 each	5,012
- Share Premium	14,682,988

The number of shares does not include any additional share that might be issued in terms of discounts on oversubscriptions or underwriting. No shareholders have any pre-emptive rights over other shareholders.

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## 11. ADDITIONAL INFORMATION

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The directors and Company Sponsor are currently drafting a second circular calling a second Extra-Ordinary General Meeting (“EGM”) of the Company. This aforementioned EGM will deal with the remuneration of Directors. The Remuneration Committee that will be implemented will consider the remuneration of Directors and staff and will make representations to the Board. Shareholders will receive this circular in due course.

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## 12. RESPONSIBILITY FOR THE CIRCULAR

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The directors of the Company whose names are given in this document collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the document contains all information required by law and the Listings Requirements.

**Orbvest Limited**

(Incorporated in the Republic of Seychelles on 5 October 2015)

(Seychelles Company Number 173191)

Share code: ORB; ISIN: SC9998EIJC16

("the Company")

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**NOTICE OF AN EXTRAORDINARY GENERAL MEETING (EGM) OF  
SHAREHOLDERS**

**AND**

**AGENDA FOR THE EGM**

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**KINDLY TAKE NOTE THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF SHAREHOLDERS OF THE COMPANY WILL BE HELD AT 10:00 (SEYCHELLES TIME) ON MONDAY 3 DECEMBER 2018 AT 104 WATERSIDE BUILDING, EDEN ISLAND SEYCHELLES AND AT ANY ADJOURNMENT THEREOF.**

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**AGENDA**

1. Opening
2. Appointment of chairman for meeting
3. Quorum
4. Items for consideration:
  - 4.1 Appointment of directors of OrbVest LTD
    - Executive Directors
      - (i) MZ Freeman as CEO
      - (ii) HD Bezuidenhout as Chairman
      - (iii) L Viljoen as CFO
    - Non-Executive Directors
      - (iv) M Stravens
      - (v) Alice Mascarenhas

4.2 Authorising the Board to appoint the directors of OrbVest SA (Pty) Ltd, which was incorporated on 31 July 2018 as a wholly owned subsidiary of OrbVest Ltd and is the service company to the Group, namely:

- (i) MZ Freeman
- (ii) FJJ Clarke
- (iii) L Viljoen
- (iv) MJ Lucas

4.3 Ratification of appointment of Company Secretary – AJF van Niekerk

4.4 Approval and implementation of Board Committees, which will be established in terms of specific Terms of Reference to be approved by the Directors and the Directors to report back at the AGM

4.4.1 Audit Committee

Membership of the Committee will consist of one independent Non-executive Director, one executive director and an independent Member, with a minimum of three members. The CFO may not be a member.

4.4.2 Risk Committee

The membership of the Committee will consist of one independent Non-executive Director, the CEO and an independent member, with a minimum of three members. In addition, a member of the independent Investment Committee should also be a member.

4.4.3 Remuneration Committee

The membership of the Committee will consist of one independent Non-executive Director, together with the CEO and CFO and an independent member. The Chairman of the Board shall not be the Chairman of the Committee.

4.5 Ratification of the appointment of PKF Octagon Auditors as auditors of OrbVest SA (Pty) Limited.

4.6 Approval of the Rights-Issue up to \$10,000,000 and by the issue of additional new Ordinary shares at USD 29,3 cents per Ordinary share.

5. Closing



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## Information to shareholders

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FOR USE BY SHAREHOLDERS IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF SHAREHOLDERS TO BE HELD AT 10:00 SEYCHELLES TIME ON MONDAY, 3 DECEMBER 2018 AT 104 WATERSIDE BUILDING, EDEN ISLAND SEYCHELLES AND AT ANY ADJOURNMENT THEREOF.

Introduction:

The Interim board was established to form the Company and to apply for the listing thereof, which listing was approved by the exchange. The interim directors now seek to obtain approval from the shareholders to appoint the Board, which will consist of Executive and Non-Executive directors, the directors of subsidiary, company secretary, implementation of Board Committees and the Rights-Issue.

1. **Ordinary Resolution 1 [Agenda number 4.1.1 (i)]:** Appointment of Executive Director - MZ Freeman.

“Resolved that the appointment of MZ Freeman as a director of the Company with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 1 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

2. **Ordinary Resolution Number 2 [Agenda number 4.1.1 (ii)]:** Appointment of Executive Director - HD Bezuidenhoudt.

“Resolved that the appointment of HD Bezuidenhoudt as a director of the Company with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 2 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

3. **Ordinary Resolution Number 3 [Agenda number 4.1.1 (iii)]:** Appointment of Executive Directors – L Viljoen

“Resolved that the appointment of L Viljoen as a director of the Company with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 3 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

4. **Ordinary Resolution Number 4 [Agenda number 4.1.1 (iv)]:** Appointment of Non-Executive Directors – M Stravens

“Resolved that the appointment of M Stravens as a Non-executive director of the Company with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 4 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

5. **Ordinary Resolution Number 5 [Agenda number 4.1.1 (v)]:** Appointment of Non-Executive Directors – A Mascarenhas

“Resolved that the appointment of A Mascarenhas as a Non-executive director of the Company with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 5 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

6. **Ordinary Resolution Number 6 [Agenda number 4.2 (i)]:** Authorise the Board to appoint MZ Freeman as a director of OrbVest SA (Pty) Ltd.

“Resolved that the Board appoints MZ Freeman as a director of OrbVest SA (Pty) Ltd with effect from 3 December 2018 be and is hereby confirmed”

In order for Ordinary Resolution Number 6 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

7. **Ordinary Resolution Number 7 [Agenda number 4.2 (ii)]:** Authorise the Board to appoint FJJ Clark as a director of OrbVest SA (Pty) Ltd.

**A short BIO is attached hereto as Annexure 2**

“Resolved that the Board appoints FJJ Clarke as a director of OrbVest SA (Pty) Ltd with effect from 3 December 2018 be and is hereby confirmed”

In order for Ordinary Resolution Number 7 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

8. **Ordinary Resolution Number 8 [Agenda number 4.2 (iii)]:** Authorise the Board to appoint L Viljoen as a director of OrbVest SA (Pty) Ltd.

“Resolved that the Board appoints L Viljoen as a director of OrbVest SA (Pty) Ltd with effect from 3 December 2018 be and is hereby confirmed”

In order for Ordinary Resolution Number 8 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

9. **Ordinary Resolution Number 9 [Agenda number 4.2 (iv)]:** Authorise the Board to appoint MJ Lucas as a director of OrbVest SA (Pty) Ltd.

“Resolved that the Board appoints MJ Lucas as a director of OrbVest SA (Pty) Ltd with effect from 3 December 2018 be and is hereby confirmed”

**A short BIO is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 9 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

10. **Ordinary Resolution Number 10 [Agenda number 4.3] :** Ratification of appointment of Company Secretary – AJF van Niekerk

“Resolved that the appointment of AJF van Niekerk as Company Secretary is ratified with effect from 31 July 2018 and is hereby confirmed”

In order for Ordinary Resolution Number 10 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

11. **Ordinary Resolution Number 11 [Agenda number 4.1]:** Approval and implementation of Board Committees for the Company

“Resolved that the Approval and implementation of Board Committees, which will be established in terms of specific Terms of Reference to be approved by the Directors and the Directors to report back at the AGM, with effect from 4 December 2018 be and is hereby confirmed”

In order for Ordinary Resolution Number 11 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

12. **Ordinary Resolution Number 12 [Agenda number 4.4.1]:** Approval and implementation of Members of the Audit Committee

“Resolved that the Members of the Audit Committee will consist of one independent Non-executive Director, one executive director and an independent Member, with a minimum of three members. The CFO may not be a member”

In order for Ordinary Resolution Number 12 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

13. **Ordinary Resolution Number 13 [Agenda number 4.4.2]:** Approval and implementation of Members of the Risk Committee

“Resolved that the Members of the Risk Committee will consist of one independent Non-executive Director, the CEO and an independent member, with a minimum of three members. In addition, a member of the independent Investment Committee should also be a member.

In order for Ordinary Resolution Number 13 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

14. **Ordinary Resolution Number 14 [Agenda number 4.4.3]:** Approval and implementation of Members of the Remuneration Committee

“Resolved that the Members of the Remuneration Committee will consist of one independent Non-executive Director, together with the CEO and CFO and an independent member. The Chairman of the Board shall not be the Chairman of the Committee.”

In order for Ordinary Resolution Number 14 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

15. **Ordinary Resolution Number 15 [Agenda number 4.5]: Ratification of appointment of PKF Octagon as the auditors of the Company**

“Resolved that the appointment of PKF Octagon as the auditors of the Company be and is hereby ratified with effect from 31 July 2018”

**A short Company Profile is attached hereto as Annexure 2**

In order for Ordinary Resolution Number 15 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

16. **Ordinary Resolution Number 16 [Agenda number 4.5]:** Approval of the Rights-Issue up to \$10,000,000

“Resolved that the Rights-Issue up to \$10,000,000 is hereby approved and that the rights issue will be with the issue of additional new ordinary shares at USD 29,3 cents per ordinary share.”

In order for Ordinary Resolution Number 16 to be adopted, the support of more than 50% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

**General:  
Voting and proxies**

A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, vote and speak in his/her stead. On a show of hands, every shareholder of the Company presents in person or represented by proxy shall have one vote only.

A form of proxy is attached for the convenience of any shareholder who cannot attend the annual general meeting. The completed forms of proxy must be submitted by email to [jakes@orbvest.com](mailto:jakes@orbvest.com) or posted to the office of the Company 104, First floor, Waterside Building, Eden Island Seychelles att: J van Niekerk to be received before close of business on Wednesday 28 November 2018. Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the EGM should the member subsequently decide to do so.

**Electronic participation**

Shareholders or their proxies may participate in the meeting by way of telephone conference call. Shareholders or their proxies who wish to participate in the EGM via the teleconference facility will be required to advise the Company thereof by no later than 16h00 on Tuesday 27 November 2018 by email to [jakes@orbvest.com](mailto:jakes@orbvest.com). Upon receipt of the required information, the shareholder concerned will be provided with a secure code and instructions to access the electronic communication during the EGM. Shareholders who wish to participate in the EGM by way of telephone conference call must note that they will not be able to vote during the annual general meeting. Such shareholders, should they wish to have their vote counted at the EGM must complete the form of proxy.

### **Hennie Bezuidenhoudt**

Hennie is the founder and Chairman of the Benchmark Group, with over 27 years of experience in commercial real estate.

He oversees strategic planning, due diligence, safety, and management of product provider relations.

Hennie has served as managing director, director, non-executive director, and chairman for several companies in South Africa and abroad since 1988.

### **Martin Freeman**

Martin is an experienced entrepreneur backed by a Harvard University Executive Management Program and more than 30 years of proven business experience and success in business start-ups that create and distribute various products and services, with an emphasis on Fintech.

In 2004, he co-founded Bayport Financial Services, which utilized the proven model of retail and direct selling as the platform for the successful and exponential year on year growth.

### **Louw Viljoen**

Louw is a qualified Chartered Accountant and has been a member of the South African Institute of Chartered Accountants since 2001.

His career started at SAIL Group Limited as an investment manager and he stayed with the group subsidiaries and associates.

In 2008 he joined MSP Group as Financial Director, one of the largest residential property developers in South Africa and was involved in setting up one of the first residential funds with Old Mutual. Louw served on various boards as financial director as well as board committees.

### **Melanie Stravens**

Melanie has a Bachelor of Law Hons degree from Kingston University, UK. Melanie has excellent leadership, communication and interpersonal skills with significant managerial experience. She is a tenacious, career-driven individual with a diverse background in policy making, legislative drafting, project management and governance.

She has extensive experience in building consensus at both technical and political levels with strong networking skills across multilateral agencies, regional bodies, as well as national agencies.

## **Justin Clark**

Co-founder of Private Property and One Africa Media, Justin is a leader, investor and mentor in the technology start-up ecosystem in Africa with a variety of businesses over the past three decades.

As a founder of Private Property, he leads the company from inception to become the leading internet marketplace for real estate in South Africa.

He co-founded One Africa Media in 2012, building it into Africa's biggest internet classifieds business operating in 8 countries with a portfolio of 18 companies, recently sold to Swiss media conglomerate to form Ringier One Africa Media (ROAM.africa). He still owns a real estate company in South Africa and was a property developer in the early 1990s.

## **Machiel Lucas**

Machiel studied Electrical Engineering in 1992 and completed his MBA through Henley in the UK in 2000 with financials and knowledge management as his focus.

He worked for a large multinational company from 1992 to 2013 where he held various positions as Operations Director and Business Unit Manager for Sub-Saharan Africa, including postings in the US, Germany and Italy.

Machiel is currently the Head of Global Revenue for OrbVest, focusing on helping people invest and create global wealth.

## **Alice Mascarenhas**

Alice holds a MA (Hons) Degree in Anthropology and Politics and has served in various leadership roles in the Seychelles including CEO of Island Conservation and is currently consulting to the Seychelles Judiciary on their strategic planning.

She was also the Business Development Manager at Trop-X during the formation of the exchange and was the Projects Coordinator at Nature Seychelles.

## **PKF Octagon**

At PKF Octagon we believe that our job is to support your future, the future of your business and personal wealth. We work closely with you to evaluate your needs and craft an innovative financial solution to support you.

The key to this strategy is partner-led relationships – with you and our partners, staff and stakeholders. Our teams of professional, dynamic, effective and approachable individuals are leaders in their field. Most importantly, they believe in the power of long-term relationships to help us deliver solutions that, while innovative, are driven by smart thinking as opposed to high-risk action and are designed to navigate the constantly changing financial legal landscape.

Our clients are made up of individuals, privately owned businesses and corporations of different sizes that span a wide range of industries. But, despite their diversity, they have one thing in common – they trust that we don't see them as simply a set of financial assets but, rather, as partners in the journey to unlock their future potential. If that sounds like something your business needs, then let's talk some more.



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**ANNEXURE 3: FORM OF PROXY**

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**Orbvest Limited**

(Incorporated in the Republic of Seychelles on 5 October 2015)

(Seychelles Company Number 173191)

Share code: ORB; ISIN: SC9998EIJC16

("the **COMPANY**")

FOR USE BY SHAREHOLDERS IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF SHAREHOLDERS TO BE HELD AT 10:00 SEYCHELLES TIME ON MONDAY, 3 DECEMBER 2018 AT 104 WATERSIDE BUILDING, EDEN ISLAND SEYCHELLES AND AT ANY ADJOURNMENT THEREOF.

I/We

(Full Name in BLOCK LETTERS)

of

(Address in BLOCK LETTERS)

Telephone number: Cell phone number:

e-mail address:

being a Shareholder(s) of the Company, holding \_\_\_\_\_ Ordinary Shares in the Company, do hereby appoint:

1. \_\_\_\_\_ or, failing him/her

2. \_\_\_\_\_ or, failing him/her

3. the chairman of the Extraordinary General Meeting

as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the Extraordinary General Meeting to be held at 104 WATERSIDE BUILDING, EDEN ISLAND SEYCHELLES, on MONDAY, 3 DECEMBER 2018 at 10:00 Seychelles time and at any adjournment thereof, and to vote or abstain from voting as follows on the resolution to be proposed at such Extraordinary General Meeting as follows:

Please indicate with an "X" in the appropriate spaces how vote is to be cast.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1: Appointment of MZ Freeman as CEO and Executive Director of the Company			
Resolution 2: Appointment of HD Bezuidenhoudt as Chairman and Executive Director of the Company			
Resolution 3: Appointment of L Viljoen as CFO and Executive Director of the Company			
Resolution 4: Appointment of M Stravens Non-Executive Director of the Company			
Resolution 5: Appointment of A Mascarenhas as Non-Executive Director of the Company			
Resolution 6: Appointment of MZ Freeman as CEO and Executive Director of OrbVest SA (Pty) Ltd			
Resolution 7: Appointment of FJJ Clarke as MD and Executive Director of OrbVest SA (Pty) Ltd			

Resolution 8: Appointment of L Viljoen as CFO and Executive Director of OrbVest SA (Pty) Ltd			
Resolution 9: Appointment of MJ Lucas as Executive Director of OrbVest SA (Pty) Ltd			
Resolution Number 10: Ratification of appointment of Company Secretary – AJF van Niekerk			
Resolution Number 11: Approval and implementation of Board Committees for the Company			
Resolution Number 12: Approval and implementation of Members of the Audit Committee			
Resolution Number 13: Approval and implementation of Members of the Risk Committee			
Resolution Number 14: Approval and implementation of Members of the Remuneration Committee			
Resolution Number 15: Ratification of appointment of PKF Octagon as the auditors of the Company			
Resolution Number 16: Approval of the Rights-Issue up to \$10,000,000 with the issue of additional new ordinary shares at USD 29,3 cents per ordinary share			

A Shareholder entitled to attend, speak at and vote at the Extraordinary General Meeting may appoint a proxy or proxies to attend, speak at and vote at the Extraordinary General Meeting in his/her/its stead. A proxy need not be a shareholder of the Company.

Every person present and entitled to vote at the Extraordinary General Meeting shall on a show of hands have one vote only, irrespective of the number of Shares such person holds or represents, and on a poll, shall have the voting rights set out in the Memorandum and Articles of Association.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018

Name in BLOCK LETTERS \_\_\_\_\_

Signature \_\_\_\_\_  
(Initials and surname of joint Shareholders, if any)

Assisted by (if applicable) \_\_\_\_\_

**IMPORTANT NOTICE:**

***THE DULY COMPLETED*** proxy must reach the Company Secretary by no later than 10:00 (Seychelles time) on or before close of business on Wednesday 28 November 2018 to AJF van Niekerk c/o OrbVest Limited, at 104, First Floor, WATERSIDE BUILDING, EDEN ISLAND SEYCHELLES or by email to jakes@orbvest.com