



UGU South Coast Tourism (Pty) Ltd
Address 16 Bisset Street, Port Shepstone,
4240, KwaZulu-Natal, South Africa
Phone +27 39 682 7944
Facsimile +27 39 682 1034
Email info@tourismsouthcoast.co.za

WWW.TOURISMSOUTHCOAST.CO.ZA



ATTENTION: CREDITORS OF UGU SOUTH COAST TOURISM

1. Delivered by e-mail
2. Hand-delivered to certain creditors
3. Displayed –
 - 3.1 On notice boards at the registered office and principal place of business of the company
 - 3.2 Published on the website maintained by the Company accessible to creditors.

NOTICE TO CREDITORS OF UGU SOUTH COAST TOURISM REG.NO.(2009/003419/07) (IN MERGER AND ACQUISITION) (“the Company”)

8 June 2022

A: THIS NOTICE IS ISSUED IN TERMS OF SECTION 113 AND 116 OF THE COMPANIES ACT 2008, AND REGULATION 89 OF THE COMPANIES REGULATIONS ACT 2011.

1. **BE PLEASED TO TAKE NOTICE** that the board of the Company adopted a resolution on 23rd May 2022, in accordance with Section 116(1)(a) of the Companies Act 71 of 2008 (as amended) (“**the Companies Act**”) which states that after a resolution approving an amalgamation or merger has been adopted by each Company that is a party to the agreement, and the transaction has satisfied all applicable requirements set out in Section 115, and that each of the amalgamating or merging companies must cause a notice of the amalgamation or merger to be given in the prescribed manner and form to every known creditor of that company.



2. A form CoR 89 being a notice of beginning the merger and acquisition notice issued in terms contemplated in Section 113 and 116 of the Companies Act, 2008 and Regulation 89 of the Companies Regulation together with accompanying documents, were filed with the Companies Intellectual Property Commission (“the Commission”) on (day, date, month year)
3. The effective date of the commencement of the Merger and Acquisition is recorded as 1st July 2022
4. In accordance with the requirements contemplated in Section 115 and Section 116(1)(a) of the Companies Act read with Regulation 89(2), please find herewith:
 - 4.2.1. The notice to creditors (form CoR89)
 - 4.2.2. The resolution passed by the board of directors of the company and
 - 4.2.3. A sworn statement of the facts relevant to the grounds on which the board resolution was founded.
5. **PLEASE TAKE FURTHER NOTICE** that within 15 business days after delivery of this notice referred to above, a creditor may seek leave to apply to court for a review of the amalgamation or merger only on the grounds that the creditor will be materially prejudiced by the amalgamation or merger and a court may grant leave as contemplated in Section 116(1)(b) only if it is satisfied that (i) the applicant for the leave is acting in good faith; (ii) if implemented, the amalgamation or merger would materially prejudice the creditor and (iii) if there are no remedies available to the creditor.

Yours faithfully



PHELISA MANGCU
Chief Executive Officer



UGU South Coast Tourism (Pty) Ltd
Address 16 Bisset Street, Port Shepstone,
4240, KwaZulu-Natal, South Africa
Phone +27 39 682 7944
Facsimile +27 39 682 1034
Email info@tourismsouthcoast.co.za

WWW.TOURISMSOUTHCOAST.CO.ZA



ATTENTION: CREDITORS OF UGU SOUTH COAST TOURISM

1. Delivered by e-mail
2. Hand-delivered to certain creditors
3. Displayed –
 - 3.1 On notice boards at the registered office and principal place of business of the company
 - 3.2 Published on the website maintained by the Company accessible to creditors.

NOTICE TO CREDITORS OF UGU SOUTH COAST TOURISM REG.NO.(2009/003419/07) (IN MERGER AND ACQUISITION) (“the Company”)

8 June 2022

A: THIS NOTICE IS ISSUED IN TERMS OF SECTION 113 AND 116 OF THE COMPANIES ACT 2008, AND REGULATION 89 OF THE COMPANIES REGULATIONS ACT 2011.

1. **BE PLEASED TO TAKE NOTICE** that the board of the Company adopted a resolution on 23rd May 2022, in accordance with Section 116(1)(a) of the Companies Act 71 of 2008 (as amended) (“**the Companies Act**”) which states that after a resolution approving an amalgamation or merger has been adopted by each Company that is a party to the agreement, and the transaction has satisfied all applicable requirements set out in Section 115, and that each of the amalgamating or merging companies must cause a notice of the amalgamation or merger to be given in the prescribed manner and form to every known creditor of that company.



2. The Acquiring Company shall publish and give notice of the Merger to the Acquiring Company's Creditors in the prescribed manner and form as contemplated in Section 116(1)(a) of the Companies Act, read with regulation 89(2) as soon as reasonably possible after the fulfilment of the Condition Precedent in Clause 4.1.2, which advises that the shareholders of the Acquiring Company have Approved the Merger by way of a special resolution adopted in accordance with Sections 113(5) and 115(2)(a) of the Companies Act, read with Regulation 89(1);
3. The Target Company Shall publish and give notice of the Merger to the Target Company's Creditors in the prescribed manner and form as contemplated in Section 116(1)(a) of the Companies Act, read with Regulation 89(2) as soon as reasonably possible after the fulfilment of the Condition Precedent in clause 4.1.
4. **PLEASE TAKE FURTHER NOTICE** that within 15 business days after delivery of this notice referred to above, a creditor may seek leave to apply to court for a review of the amalgamation or merger only on the grounds that the creditor will be materially prejudiced by the amalgamation or merger and a court may grant leave as contemplated in Section 116(1)(b) only if it is satisfied that (i) the applicant for the leave is acting in good faith; (ii) if implemented, the amalgamation or merger would materially prejudice the creditor and (iii) if there are no remedies available to the creditor.

Yours faithfully



PHELISA MANGCU
Chief Executive Officer

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 89

About this Notice

- This notice is issued in terms of section 113 and 116 of the Companies Act, 2008, and Regulation 89 of the Companies Regulations, 2011.
- The fee for filing this notice is R250 plus the applicable fees for each deregistration, amendment or new incorporation.

Contacting the
Commission

The Companies and Intellectual
Property Commission of South
Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Amalgamation or Merger

Date: 10 JUNE 2022

Customer Code: BUH068

Concerning:

(Name and Registration Number of each amalgamating or merging company)

Name	Registration Number
UGU SOUTH COAST DEVELOPMENT AGENCY	2016/15837/1/30
UGU SOUTH COAST TOURISM	2009/003419/07

The above named companies have amalgamated or merged in terms of an agreement contemplated in section 113 of the Companies Act. As a result –

- The following company or companies are to be deregistered in terms of section 116(5):

Name	Registration Number
UGU SOUTH COAST TOURISM	2009/003419/07

- The Memorandum of Incorporation of the following company or companies are to be amended, as set out in the attached Notice of Amendment in each case.

Name	Registration Number
UGU SOUTH COAST DEVELOPMENT AGENCY	2016/15837/1/30

- A new company has been incorporated, as set out in the attached Notice of Incorporation.

The amalgamation or merger has been approved or cleared by -

- The Takeover Regulation Panel, in terms of Chapter 5 of the Act;
 The Competition Commission, in terms of the Competition Act, 1998, if applicable, and
 The Minister of Finance, in terms of the Banks Act, if applicable.

The amalgamation or merger is not subject to any court proceedings, approval procedures in terms of any law, or to any unfulfilled conditions in the agreement, or imposed by or terms of any law.

Name and Title of person signing:

Mr. BUTHIBENKOSI S. HRAU

Authorised Signature:



**Extract of the Minutes of the Ugu South Coast Tourism Board of Directors Meeting held on 23
May 2022 on Microsoft teams, at 10h00**

Directors Present:

Dr. S. Nzimande (Chairperson)
Ms. J. Crutchfield (Deputy Chairperson)
Mr. C. Davenhill
Mr. P. Jefferys
Ms. C. Elliott
Mr. S. Dlomo (Board Member/USCDA Caretaker CEO)

Observers & Standard Invitees Present:

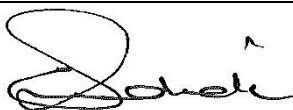
Ms. D. Rankin Ugu District: GM EDES
Mr. K. Zulu RNM LM: HoD Planning & Development
Mr. M. Mzotho Umdoni LM: GM Planning & Development
Ms. P. Mangcu USCT CEO
Ms. D. Ludick USCT GM: Finance & Corporate Services
Mr. B. Fikeni USCDA Finance Manager (FM)
Ms. A. Naidoo Secretariat

Apologies: Mr. L Shezi - Director

6.1 BOARD APPROVAL OF THE DRAFT MERGER AND ACQUISITION AGREEMENT

Resolution 1 of 23-05-2022

1. THAT the Board resolves to approve the entering into a Merger and Acquisition Agreement.
2. THAT the Board acknowledging that it reasonably believes that, upon the implementation of the Merger, the Acquiring Company will satisfy the solvency and liquidity test as set out in Section 4, read with Section 113(4) of the Companies Act and that it will accordingly submit this Agreement for consideration at a shareholder meeting of the Target Company in accordance with Section 115 of the Companies Act;
3. In accordance with Section 113 (5) and 115 (2) (a) of the Companies Act read with regulation with Regulation 89(1); the Shareholder of the Target Company shall be presented with the Merger and Acquisition Agreement for its consideration.
4. THAT the Board resolves to appoint Ms. E.J. Crutchfield in her capacity as the Deputy Board Chairperson and is therefore authorised on behalf of the Company to sign all documents relating to the business and interests of the Company and to execute, endorse and deliver in the name of and on behalf of the corporation, but shall not be limited to, any and all written instruments, agreements, documents, execution of deeds, power of attorney, transfers, contracts, obligations, certificates and other instruments of whatever nature entered into by this corporation.



MS DL LUDICK
GM: Finance & CS &
Company Secretary USCT

SWORN SOLVENCY AND LIQUIDITY STATEMENT

I, the undersigned,

1. Sandile Cyril. Dlomo, ID Number 740601 5487 08 7, the Caretaker Chief Executive Officer of Ugu South Coast Development Agency SOC (RF) – (Acquiring Company), state under oath that,
2. The Board of Directors of Ugu South Coast Development Agency SOC (RF) – (Acquiring Company), carried out a liquidity and solvency test in terms of Section 4 of the Companies Act No. 71 of 2008 read together with section 113(4) of the Companies Act No. 71 of 2008.
3. The Board of Directors reasonably believe that upon the implementation of the Merger, the Acquiring Company will satisfy the solvency and liquidity test as set out in Section 4 of the Companies Act No. 71 of 2008 read together with section 113(4) of the Companies Act No. 71 of 2008.
4. I know and understand the contents of this statement and I have no objection to take the prescribed oath and consider the oath binding on my conscience and on the owners of the enterprise which I represent in this matter.

Signature

Date 09/06/2022

I certify that the deponent has acknowledged that he/she knows the contents of this statement which was signed and sworn to before me on the 09 Day of JUNE 2022 and after provisions of the regulation contained in the government notice No. R1258 published in the government gazette No 3619 dated 21 July 1972 as amended by GN R1779 of 1982 having been complied with.

Commissioner of Oaths

Signature

EILEEN EVA
BARRY, BOTHA & BREYTENBACH INC.,
16 BISSET STREET PORT SHEPSTONE
COMMISSIONER OF OATHS
EX OFFICIO
PRACTISING ATTORNEY R.S.A.

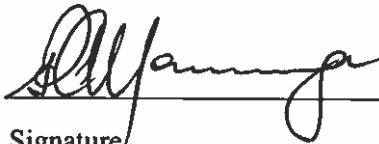
EILEEN EVA
BARRY, BOTHA & BREYTENBACH INC.,
16 BISSET STREET PORT SHEPSTONE
COMMISSIONER OF OATHS
EX OFFICIO
PRACTISING ATTORNEY R.S.A.

Date and Stamp

SWORN SOLVENCY AND LIQUIDITY STATEMENT

I, the undersigned,

5. Phelisa Carol Mangu, ID Number 680331 0367 08 2, the Chief Executive Officer of Ugu South Coast Tourism (Pty) Ltd- (Target Company), state under oath that,
6. The Board of Directors of Ugu South Coast Tourism – (Target Company), carried out a liquidity and solvency test in terms of Section 4 of the Companies Act No. 71 of 2008 read together with section 113(4) of the Companies Act No. 71 of 2008.
7. The Board of Directors reasonably believe that upon the implementation of the Merger, the Acquiring Company will satisfy the solvency and liquidity test as set out in Section 4 of the Companies Act No. 71 of 2008 read together with section 113(4) of the Companies Act No. 71 of 2008.
8. I know and understand the contents of this statement and I have no objection to take the prescribed oath and consider the oath binding on my conscience and on the owners of the enterprise which I represent in this matter.



Signature

Date

9/06/2022

I certify that the deponent has acknowledged that he/she knows the contents of this statement which was signed and sworn to before me on the 09 Day of JUNE 2022 and after provisions of the regulation contained in the government notice No. R1258 published in the government gazette No 3619 dated 21 July 1972 as amended by GN R1779 of 1982 having been complied with.



Commissioner of Oaths

**EILEEN EVA
BARRY, BOTHA & BREYTENBACH INC.,
16 BISSET STREET PORT SHEPSTONE
COMMISSIONER OF OATHS
EX OFFICIO
PRACTISING ATTORNEY R S A**

Signature

Date and Stamp