

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions commencing on page 5 of this Circular apply *mutatis mutandis* throughout this document including this cover page.

Ordinary Shareholders are referred to page 2 of this Circular, which sets out the action required of them with regard to the Rights Offer, full details of which are set out in this Circular. If you are in any doubt as to the action that you should take, please consult your Broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all of your Ordinary Shares, this Circular and the Form of Instruction should be forwarded to the purchaser to whom, or the Broker, CSDP or agent through whom you disposed of your Ordinary Shares except that this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than South Africa unless the Rights Offer can lawfully be made to such person or in such territory.

The Ordinary Shares issued in terms of the Rights Offer will not be registered for purposes of the Rights Offer with the Securities and Exchange Commission, Washington, D.C., the Canadian Provincial Securities Commission, or the Australian Securities Commission under the Australian Corporation Law, as amended. Accordingly, the Rights Offer will not be made to or be open for acceptance by persons with registered addresses in the United States of America or any of its territories, dependencies, possessions or commonwealths or in the District of Columbia or in the Dominion of Canada or in the Commonwealth of Australia, its states, territories or possessions. The CSDP or Broker will ensure that where such persons are holding Ordinary Shares in dematerialised form that the CSDP or Broker adheres to the above restrictions. Please refer to **Annexure 3** of this Circular for further details in this regard.

Letters of Allocation, which are renounceable, can only be traded in dematerialised form and, accordingly, Invicta has issued all Letters of Allocation in dematerialised form. The electronic record for holders of Certificated Shares is being maintained by the Transfer Secretaries which has made it possible for holders of Certificated Shares to enjoy the same rights and opportunities as holders of Dematerialised Shares in respect of the Letters of Allocation.

Only whole numbers of Ordinary Shares will be issued in terms of the Rights Offer and Shareholders will be entitled to rounded numbers of shares once the ratio of entitlement has been applied. No excess applications will be allowed.

The Form of Instruction enclosed with this document is negotiable and may be traded on the JSE.



### Invicta Holdings Limited

(Incorporated in the Republic of South Africa)  
(Registration number 1966/002182/06)

JSE ordinary share code: IVT ISIN: ZAE000029773  
JSE preference share code: IVTP ISIN: ZAE000173399  
("the Company" or "Invicta")

## CIRCULAR TO ORDINARY SHAREHOLDERS OF INVICTA

relating to:

- a renounceable Rights Offer of 32 608 696 (thirty two million six hundred and eight thousand six hundred and ninety six) Ordinary Shares at an issue price of R69.00 per share, in the ratio of 44.00724 Rights Offer Shares for every 100 Ordinary Shares held at the close of business on Friday, 30 January 2015;

and enclosing:

- a Form of Instruction in respect of a Letter of Allocation (to be completed by holders of Certificated Shares only).

Rights Offer opens at 09:00 on

Monday, 2 February 2015

Rights Offer closes at 12:00 on

Friday, 13 February 2015

The Directors of Invicta whose names appear inside the front cover of this Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this Circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Circular contains all information required in law and by the Listings Requirements.

Bravura Capital is acting for Invicta and no one else in relation to the preparation of this Circular and will not be responsible to anyone other than Invicta in relation to the preparation of this Circular.

Corporate Advisor and Transaction Sponsor



Lead Independent Sponsor



Date of issue: Tuesday, 27 January 2015

This Circular is available in English only. Copies of this Circular may be obtained from the registered office of Invicta, Bravura Capital, Deloitte and the Transfer Secretaries whose addresses are set out in the "Corporate information and advisors" section of this Circular, as well as in electronic form from the Company's website ([www.invictaholdings.co.za](http://www.invictaholdings.co.za)). These documents will be available from Monday, 26 January 2015 up to Friday, 13 February 2015, both days inclusive.

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## CORPORATE INFORMATION AND ADVISORS

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### **Executive Directors**

A Goldstone (*Executive Deputy Chairman and Chief Executive Officer*)  
CE Walters (*Deputy Chief Executive Officer*)  
C Barnard (*Financial Director*)  
AM Sinclair  
B Nichles

### **Independent Non-executive Directors**

DI Samuels (*Lead Independent Director*)  
R Naidoo  
RA Wally

### **Non-executive Directors**

Dr CH Wiese (*Chairman*)  
Adv JD Wiese  
LR Sherrell

### **Date and place of incorporation**

16 March 1966, Pretoria, South Africa

### **Corporate Advisor and Transaction Sponsor**

Bravura Capital Proprietary Limited  
23 Fricker Road  
Ground Floor, Office Suite 2  
Illovo Boulevard, 2196  
(PO Box 2070, Parklands, 2121)  
Telephone: +27 11 459 5000  
Facsimile: +27 11 459 5100

### **Co-underwriter:**

#### **Titan Financial Services (Pty) Limited**

3rd Floor  
Pepkor House  
36 Stellenberg Road  
Parow Industria  
7493

### **Co-underwriter:**

#### **36ONE Asset Management (Pty) Limited**

6A Sandown Valley Crescent  
Sandown  
Sandton  
Johannesburg  
2196

### **Company Secretary and Registered Office**

GM Chemaly  
3rd Floor, Pepkor House  
36 Stellenberg Road  
Parow Industria, 7493  
(PO Box 6077, Parow East, 7501)

### **Transfer Secretaries**

Computershare Investor Services Proprietary Limited  
Registration number 2004/003647/07)  
Ground Floor  
70 Marshall Street  
Johannesburg, 2001  
(PO Box 61051, Marshalltown, 2107)  
Telephone: +27 11 370 5000  
Facsimile: +27 11 688 5210

### **Lead Independent Sponsor**

Deloitte & Touche Sponsor Services Proprietary Limited  
Deloitte & Touche Place  
The Woodlands  
20 Woodlands Drive  
Woodmead, 2196  
(Private Bag X6, Gallo Manor, Johannesburg, 2052)

### **Co-underwriter:**

#### **Soundprops 1091 CC**

3 Guineafowl Close  
Silverhurst Estate  
Constantia  
7806

### **Co-underwriter:**

#### **Laurium Capital (Pty) Limited**

Ninth Floor  
Fredman Towers  
13 Fredman Drive  
Sandown  
Johannesburg

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## ACTION REQUIRED BY INVICTA ORDINARY SHAREHOLDERS

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If you are in any doubt as to what action you should take, you should consult your Broker, CSDP, banker, legal advisor, accountant or other professional advisor immediately.

If you have disposed of all your Ordinary Shares, please forward this Document, together with the enclosed Form of Instruction, to the purchaser of such Ordinary Shares or the Broker, CSDP or other agent through whom you disposed of such Ordinary Shares. This Circular and Form of Instruction should not be forwarded to any person in any territory other than South Africa unless the Rights Offer can lawfully be made to such person or in such territory.

### Action required by holders of Certificated Shares

A Form of Instruction for completion by Qualifying Shareholders who hold Certificated Shares is enclosed with this Circular and the relevant procedure for participation in the Rights Offer is set out below:

- a Letter of Allocation will be created in electronic form by the Transfer Secretaries;
- if you are a Qualifying Shareholder holding Certificated Shares and do not wish to subscribe for all of the Rights allocated to you as reflected in the Form of Instruction, you may either dispose of or renounce all or part of your entitlement as follows:
  - if you wish to sell all or part of your entitlement, you must complete Form A in the enclosed Form of Instruction and return it to the Transfer Secretaries so as to be received by no later than 12:00 on Friday, 6 February 2015. The Transfer Secretaries will endeavour to procure the sale of Rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor Invicta will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements. Please note that the last day to trade Letters of Allocation is on Friday, 6 February 2015; and
  - if you wish to renounce your entitlement in favour of any named renounee, you must complete Form B in the enclosed Form of Instruction, and the renounee must complete Form C in the enclosed Form of Instruction and return it to the Transfer Secretaries, to be received by no later than 12:00 on Friday, 13 February 2015, together with a bank-guaranteed cheque or bank draft or EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 (0) 861 100 634) for the appropriate amount.

If you are a Qualifying Shareholder holding Certificated Shares and wish to subscribe for all or part of your entitlement in terms of the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and lodge it, together with the amount due in Rand in the form of a bank-guaranteed cheque or banker's draft or EFT swift reference number (EFT to be made into the Designated Bank Account, details of which are available from the corporate actions department of the Transfer Secretaries +27 (0) 861 100 634), with the Transfer Secretaries as follows:

*By hand to:*

**Invicta** – Rights Offer  
Computershare Investor Services  
Proprietary Limited  
Ground Floor  
70 Marshall Street  
Johannesburg, 2001

*By post to:*

**Invicta** – Rights Offer  
Computershare Investor Services  
Proprietary Limited  
PO Box 61763  
Marshalltown, 2107

so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 13 February 2015.

If you are a Qualifying Shareholder holding Certificated Shares, after subscribing for any of the Rights Offer Shares that you have been allocated, you will receive such Rights Offer Shares in certificated form.

If you are a renounee you may elect to receive your Rights Offer Shares in dematerialised form by providing the information requested in respect of your CSDP or Broker in Form C in the enclosed Form of Instruction.

**If the required documentation and payment has not been received in accordance with the instructions contained in the enclosed Form of Instruction (either from the Qualifying Shareholders or from any person in whose favour the Rights have been renounced or sold) by 12:00 on Friday, 13 February 2015, then the Rights to those unsubscribed Rights Offer Shares will be deemed to have been declined and the Rights Offer entitlement will lapse.**

#### **Action required by holders of Dematerialised Shares**

If you are a Qualifying Shareholder and have Dematerialised your Ordinary Shares, you will not receive a printed Form of Instruction and you should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Offer.

Your CSDP or Broker will credit your account with the number of Rights to which you are entitled and will contact you to ascertain:

- whether you wish to follow your Rights in terms of the Rights Offer and, if so, in respect of how many Rights Offer Shares; and
- if you do not follow all or any of your Rights:
  - whether you wish to sell your Rights and, if so, how many Rights you wish to sell;
  - whether you wish to renounce your Rights and, if so, how many Rights and in favour of whom you wish to renounce those Rights; or
  - whether you wish your Rights to lapse.

CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment basis.

If you are a Qualifying Shareholder holding Dematerialised Shares and wish to follow your Rights in respect of the Rights Offer, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker. If you are not contacted, you should proactively contact your CSDP or Broker and provide them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the mandate granted to them by you, or if the mandate is silent in this regard, not to subscribe for Ordinary Shares in terms of the Rights Offer.

**Invicta does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer shares and/or to act in accordance with any instructions obtained from you and/or to sell or renounce the Rights allocated to you.**

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## IMPORTANT DATES AND TIMES

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2015

<b>Special Dividend:</b> Declaration data released on SENS	Friday, 9 January
<b>Special Dividend:</b> Finalisation data released on SENS	Friday, 16 January
<b>Rights Offer:</b> Declaration data released on SENS	Friday, 16 January
<b>Rights Offer:</b> Finalisation data released on SENS	Tuesday, 20 January
Last day to trade in Ordinary Shares in order to participate in the Special Dividend and Rights Offer ( <i>cum entitlement</i> )	Friday, 23 January
Listing of and trading in the Letters of Allocation under the <b>JSE Code IVTN and ISIN ZAE000199295</b> on the JSE commences at 09:00 on	Monday, 26 January
Ordinary Shares commence trading ex-Rights and ex-Special Dividend on the JSE at 09:00 on	Monday, 26 January
Circular posted to Certificated Shareholders together with a Form of Instruction	Tuesday, 27 January
<b>Special Dividend:</b> Record Date to determine which Ordinary Shareholders may receive the Special Dividend	Friday, 30 January
Record Date for the Rights Offer	Friday, 30 January
<b>Rights Offer opens at 09:00 on</b>	Monday, 2 February
<b>Special Dividend:</b> Electronic transfer of funds or cheques posted or CSDP and broker accounts credited	Monday, 2 February
Certificated Shareholders will have their Letters of Allocation credited to an electronic account held at the Transfer Secretaries	Monday, 2 February
Dematerialised Shareholders will have their accounts at their CSDP or Broker credited with their entitlement	Monday, 2 February
Circular posted to Dematerialised Shareholders, where applicable	Tuesday, 3 February
Last day for trading Letters of Allocation on the JSE	Friday, 6 February
Form of Instruction by Certificated Shareholders wishing to sell all or part of their entitlement to be lodged at the Transfer Secretaries by 12:00 on	Friday, 6 February
Listing of Rights Offer Shares and trading therein on the JSE commences	Monday, 9 February
<b>Rights Offer closes at 12:00.</b> Payment to be made and Form of Instruction by Certificated Shareholders wishing to renounce or subscribe for all or part of the entitlement to be lodged at the Transfer Secretaries* by 12:00 on	Friday, 13 February
Record Date for the Letters of Allocation	Friday, 13 February
Rights Offer Shares issued and posted to Shareholders in certificated form on or about	Monday, 16 February
CSDP or Broker accounts in respect of Dematerialised Shareholders will be updated with Rights Offer Shares and debited with any payments due on	Monday, 16 February
Results of Rights Offer announced on SENS	Monday, 16 February

\* CSDPs effect payment in respect of Dematerialised Shareholders on a delivery versus payment method.

### Notes:

1. All times are South African times.
2. Invicta Shareholders may not dematerialise or rematerialise their Ordinary Shares between Monday, 26 January 2015, and Friday, 30 January 2015, both dates inclusive.

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular and the annexures hereto, unless otherwise stated or the context clearly indicates a contrary intention, the following words and expressions shall bear the meaning assigned to them hereunder. Words in the singular shall include the plural and *vice versa*, words signifying any one gender shall include the other genders and references to natural persons shall include juristic persons and associations of persons:

<b>“Act” or “Companies Act”</b>	the Companies Act, No. 71 of 2008, as amended, from time to time, including the Companies Regulations 2011;
<b>“Authorised Share Capital”</b>	134 000 000 Ordinary Shares with a par value of R0.05 (five cents) of which 75 551 393 Ordinary Shares have been issued and 58 448 607 Ordinary Shares remain unissued;
<b>“Authorised but Unissued Share Capital”</b>	<ul style="list-style-type: none"><li>– 134 000 000 Ordinary Shares of which 75 551 393 Ordinary Shares have been issued and 58 448 607 Ordinary Shares remain unissued; and</li><li>– 10 000 000 Preference Shares of which 7 500 000 Preference Shares have been issued and 2 500 000 Preference Shares remain unissued;</li></ul>
<b>“Board” or “Directors”</b>	the Board of directors of Invicta;
<b>“Broker”</b>	any person registered as a broking member (equities) in terms of the Rules of the JSE made in accordance with the provisions of the Financial Markets Act;
<b>“Business Day”</b>	any day of the week, excluding Saturdays, Sundays and all official South African public holidays;
<b>“CSDP”</b>	a Central Securities Depository Participant defined as a “participant” in section 1 of the Financial Markets Act and appointed by individual Shareholders for purposes of, and in regard to, Dematerialisation of Documents of Title for the purpose of incorporation into Strate;
<b>“Certificated Shareholders”</b>	holders of Certificated Shares;
<b>“Certificated Shares”</b>	Ordinary Shares that have not been Dematerialised, title to which is represented by Documents of Title;
<b>“this Circular” or “this Document”</b>	this bound document, dated Monday, 26 January 2015, incorporating a Form of Instruction, where applicable;
<b>“Common Monetary Area”</b>	collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
<b>“Corporate Advisor and Transaction Sponsor” or “Bravura Capital”</b>	Bravura Capital (Proprietary) Limited (registration number: 1999/023791/07), a private company duly incorporated in accordance with the laws of South Africa;
<b>“Dematerialise”</b>	the process whereby share certificates and any other Documents of Title to shares in a tangible form are Dematerialised into electronic records for the purposes of Strate;
<b>“Dematerialised Shareholders”</b>	holders of Dematerialised Shares;
<b>“Dematerialised Shares”</b>	Ordinary Shares which have been Dematerialised in terms of the requirements of Strate and the ownership of which is no longer evidenced by physical Documents of Title but by electronic records;
<b>“Designated Bank Account”</b>	the bank account, the details of which will be provided on request from the corporate actions department of the Transfer Secretaries, contactable during ordinary business hours on +27 (0) 861 100 634;
<b>“Documents of Title”</b>	share certificates, certified transfer deeds, balanced receipts, or any other documents of title in respect of shares as the case may be;
<b>“EFT”</b>	Electronic Funds Transfer;

<b>“Exchange Control Regulations”</b>	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 1933 (Act 9 of 1933), as amended;
<b>“Financial Markets Act”</b>	the Financial Markets Act, No. 19 of 2012;
<b>“Form of Instruction”</b>	a form of instruction in respect of the Letter of Allocation;
<b>“Government”</b>	the Government of South Africa;
<b>“Invicta” or “the Company” or “the Group”</b>	Invicta Holdings Limited, registration number 1966/002182/06, a limited liability public company duly incorporated in accordance with the laws of South Africa and listed on the main board of the JSE under equities code IVT, ISIN: ZAE000029773 and its subsidiaries, joint ventures and associates;
<b>“Irrevocable Commitments”</b>	the irrevocable undertakings provided by the Majority Shareholders in terms of which they undertake to follow their rights under the Rights Offer, details of which are set out in paragraph 3.6 of this Circular;
<b>“Ordinary Shares”</b>	ordinary shares with a par value of R0.05 (five cents) each in the Authorised Share Capital of the Company;
<b>“Invicta Shareholders” or “Shareholders”</b>	holders of Ordinary Shares;
<b>“the JSE”</b>	JSE Limited (registration number 2005/022939/06), a public company incorporated in South Africa and licensed as an exchange under the Financial Markets Act;
<b>“Last Practicable Date”</b>	16 January 2015, the last practicable date prior to the finalisation of this Circular;
<b>“Letter of Allocation”</b>	a renounceable (nil paid) letter of allocation in electronic form relating to the Rights Offer;
<b>“Listings Requirements”</b>	the Listings Requirements of the JSE, as amended from time to time by the JSE;
<b>“Majority Shareholders”</b>	the Ordinary Shareholders who provided the Irrevocable Commitments as set out in paragraph 3.6 this Circular;
<b>“Preference Shares”</b>	10 000 000 authorised Preference Shares of no par value of which 7 500 000 Preference Shares have been issued and 2 500 000 Preference Shares remain unissued as at the Last Practicable Date;
<b>“Qualifying Shareholder”</b>	a registered holder of Ordinary Shares on the Register of shareholders of Invicta as at 17:00 on the Record Date for the Rights Offer and which does not have its registered address in any jurisdiction in which it would be unlawful to make the Rights Offer;
<b>“Rand” or “R”</b>	South African Rand, the official currency of South Africa;
<b>“Ratio of Entitlement”</b>	the number of Rights Offer Shares to which shareholders are entitled to subscribe for in terms of the Rights Offer, being 44.00724 Rights Offer Shares for every 100 Ordinary Shares held on the Record Date for the Rights Offer, and/or such proportionate lower number of Ordinary Shares in respect of a holding of less than 100 Ordinary Shares held on the Record Date for the Rights Offer;
<b>“Record Date for the Rights Offer”</b>	the last day for Shareholders to be recorded in the Register in order to participate in the Rights Offer, being close of business on Friday, 30 January 2015;
<b>“Record Date for the Letters of Allocation”</b>	the last day for Shareholders to be recorded in the Register in order for Shareholders to subscribe for the Rights Offer Shares being Friday, 13 February 2015;
<b>“Register”</b>	means the register of Certificated Shareholders maintained by Invicta and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;



<b>"Rights"</b>	the entitlement to subscribe for Ordinary Shares pursuant to the Rights Offer;
<b>"Rights Offer"</b>	the right to subscribe for <b>32 608 696 (thirty two million six hundred and eight thousand six hundred and ninety six)</b> Ordinary Shares at the Rights Offer Share Price in the ratio of <b>44.00724</b> Rights Offer Shares for every 100 Ordinary Shares held on the Record Date for the Rights Offer, excluding treasury shares;
<b>"Rights Offer Share Price"</b>	the price per new Ordinary Share to be offered to Qualifying Shareholders in terms of the Rights Offer being R69.00 (sixty nine rand) per Ordinary Share;
<b>"Rights Offer Shares"</b>	the <b>32 608 696 (thirty two million six hundred and eight thousand six hundred and ninety six)</b> Ordinary Shares representing 44% of the current issued share capital of the Company and which are the subject of the Rights Offer;
<b>"SENS"</b>	the Stock Exchange News Service of the JSE;
<b>"South Africa"</b>	the Republic of South Africa;
<b>"Special Dividend"</b>	the special dividend before dividend tax of approximately R1 499 999 997 (in total) declared to Ordinary Shareholders and to be received by Ordinary Shareholders in accordance with the Important Dates And Times section on page 4 of this Circular;
<b>"Strate"</b>	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (registration number 1998/022242/06), a limited liability private company duly incorporated in South Africa;
<b>"Subsidiary"</b>	a subsidiary as defined in the Companies Act;
<b>"Transfer Secretaries"</b>	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa, being the transfer secretaries of Invicta;
<b>"the Underwriters"</b>	Laurium Capital Proprietary Limited, 36ONE Asset Management Proprietary Limited, Soundprops 1091 CC (an entity associated with Mr A Goldstone) and Titan Financial Services Proprietary Limited (an entity associated with Dr CH Wiese), further details of each underwriter are set out in <b>Annexure 2</b> ;
<b>"the Underwriting Agreements"</b>	the agreements entered into between Invicta and the Underwriters in terms of which the Underwriters collectively agreed to subscribe for any such Rights Offer Shares that are not taken up by Ordinary Shareholders in terms of the Rights Offer or to place such Rights Offer Shares that are not taken up by other Shareholders with third parties;
<b>"VAT"</b>	Value Added Tax;
<b>"VWAP"</b>	volume weighted average trading price of the Ordinary Shares; and
<b>"Rand" or "R"</b>	South African Rand.



## **Invicta Holdings Limited**

(Incorporated in the Republic of South Africa)  
(Registration number 1966/002182/06)  
JSE ordinary share code: IVT ISIN: ZAE000029773  
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("the Company" or "Invicta")

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### **Executive Directors**

A Goldstone (*Executive Deputy Chairman and Chief Executive Officer*)

CE Walters (*Deputy Chief Executive Officer*)

C Barnard (*Financial Director*)

AM Sinclair

B Nichles

### **Independent Non-executive Directors**

DI Samuels (*Lead Independent Director*)

R Naidoo

RA Wally

### **Non-executive Directors**

Dr CH Wiese (*Chairman*)

Adv JD Wiese

LR Sherrell

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## **CIRCULAR TO INVICTA SHAREHOLDERS**

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### **1. INTRODUCTION**

Shareholders are referred to the announcements on SENS, dated 10 November 2014, 28 November 2014, 16 January 2015 and 20 January 2015, in which Shareholders were advised that the Board had resolved to pursue the implementation of the Rights Offer.

The Company will raise R2 250 000 000 (two billion two hundred and fifty million Rand) from existing Shareholders through the Rights Offer. Majority Shareholders holding  $\pm 67.8\%$  of the Ordinary Shares have provided Irrevocable Commitments to follow their Rights under the Rights Offer and the remainder of the Rights ( $\pm 32.2\%$ ) are underwritten by the Underwriters. The Rights Offer is therefore fully underwritten and committed as detailed in paragraphs 3.6 and 3.7 of this Circular.

In terms of the Rights Offer, Shareholders recorded in the Register at the close of trade on Friday, 30 January 2015, will receive the Rights to subscribe for Rights Offer Shares on the basis of 44.00724 Rights for every 100 Ordinary Shares held, for subscription at R69.00 (sixty nine Rand) per Rights Offer Share. Only whole numbers of Ordinary Shares will be issued and Shareholders will be entitled to rounded numbers of Ordinary Shares once the ratio has been applied. No excess applications will be allowed.

The JSE has agreed to the listing of the Rights Offer Shares and the purpose of this Circular is to furnish Shareholders with relevant information relating to the Rights Offer, the action required and the implications thereof, in accordance with the Companies Act and the Listings Requirements.

## 2. RATIONALE FOR THE RIGHTS OFFER

The purpose of the Rights Offer is to:

- strengthen the Company's capital base by providing an option to existing Shareholders and prospective new Shareholders to invest or participate in the Rights Offer;
- provide the Company with sufficient available capital to fund potential acquisitions that are both complementary and synergistic to the Group's current business operations; and
- enable any surplus or unutilised cash to be utilised in the interim to offset any short-term liabilities or obligations the Group may have, while providing a strong basis for further expansion going forward from both a balance sheet structure and a debt raising capability.

## 3. PARTICULARS OF THE RIGHTS OFFER

### 3.1 Terms of the Rights Offer

Invicta hereby offers to Qualifying Shareholders a total of 32 608 696 (thirty two million six hundred and eight thousand six hundred and ninety six) Ordinary Shares for subscription, upon the terms and conditions set out in this Circular and in the attached Form of Instruction, by way of renounceable Rights, at a subscription price of R69.00 (sixty nine Rand) per Ordinary Share on the basis of 44.00724 Rights Offer Shares for every 100 Ordinary Shares held by Qualifying Shareholders at the close of trade on the Record Date for the Rights Offer, excluding treasury shares. The aforementioned subscription price represents:

- a discount of approximately 30.49% to the prevailing 30-day VWAP of the Ordinary Shares as at the Last Practicable Date; and
- a discount of approximately 12.68% to the prevailing 30-day VWAP of the Ordinary Shares as at the Last Practicable Date less the theoretical effect of the Special Dividend.

As the Rights Offer is fully underwritten and committed, the Rights Offer will raise R2 250 000 000 (two billion two hundred and fifty million Rand).

Qualifying Shareholders recorded in the Register of Invicta at the close of business on Friday, 30 January 2015, will be entitled to participate in the Rights Offer.

The enclosed Form of Instruction contains details of the Rights to which holders of Certificated Shares are entitled, as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights. Holders of Dematerialised Shares will be advised of the Rights to which they are entitled as well as the procedure for acceptance and/or sale and/or renunciation of all or part of those Rights by their CSDP or Broker in terms of the custody agreement entered into between the Shareholder and his CSDP or Broker, as the case may be.

The subscription price is payable in full, in Rand, by Qualifying Shareholders holding Certificated Shares on acceptance of the Rights Offer. CSDPs will make payment, on a delivery versus payment basis, in respect of Qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer. Qualifying Shareholders holding Dematerialised Shares who have accepted the Rights Offer must ensure that the necessary funds are deposited with the relevant CSDP or Broker, as the case may be.

The Rights Offer shares will, upon allotment and issue, rank *pari passu* with all other existing Ordinary Shares in terms of both voting rights and dividends.

### 3.2 Opening and closing dates of the Rights Offer

The Rights Offer will open at 09:00 on Monday, 2 February 2015, and will close at 12:00 on Friday, 13 February 2015.

### 3.3 Entitlement

The table of entitlement illustrating the number of Rights Offer Shares to which Qualifying Shareholders will be entitled is set out in **Annexure 1** to this Circular. The entitlement of each Qualifying Shareholder is reflected in the appropriate block in the Form of Instruction, which is enclosed with this Circular. If you are a Qualifying Shareholder and hold Dematerialised Shares

you will not receive a printed Form of Instruction. Qualifying Shareholders holding Dematerialised Shares will have their accounts automatically credited with their entitlements in accordance with **Annexure 1**.

### 3.4 Fractional entitlement

The whole number of Rights to subscribe for Rights Offer Shares to which Qualifying Shareholders will become entitled will be determined by the Ratio of Entitlement. Only whole numbers of Ordinary Shares will be issued and Shareholders will be entitled to subscribe for rounded numbers of Ordinary Shares once the Ratio of Entitlement has been applied. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

### 3.5 Minimum subscription

The Rights Offer is not conditional on a minimum subscription. The Rights Offer is fully committed due to the irrevocable undertakings and underwriting commitments as discussed in paragraphs 3.6 and 3.7 respectively.

### 3.6 Irrevocable undertakings to follow rights

In terms of the Irrevocable Undertakings, the Majority Shareholders have agreed to follow their Rights under the Rights Offer representing 67.8% of the total Rights available. Details of the commitments of the Majority Shareholders are disclosed below:

<b>Majority Shareholder</b>	<b>Ordinary Shares held</b>	<b>Rights Offer Shares committed for</b>	<b>% Rights Offer Shares committed for</b>	<b>Amount committed for "R"</b>
David Ian Samuels	500 460	220 239	0.68	15 196 491
David Samuels Family Trust	950 000	300 000	0.92	20 700 000
Walkmill Investments	1 084 155	301 078	0.92	20 774 382
The Amber Bear Trust	2 982 755	1 312 628	4.03	90 571 350
Arnold Goldstone	262 281	115 423	0.35	7 964 162
A and A Family Trust	893 277	393 107	1.21	27 124 355
Soundprops 1091 CC	1 000	440	0.00	30 365
Ashleigh Mia Goldstone	5 000	2 200	0.01	151 825
Anthony Michael Sinclair	406 910	179 070	0.55	12 355 821
Craig Barnard	286 776	126 202	0.39	8 707 953
Bright Living Enterprise (Pty) Ltd	240 632	105 896	0.32	7 306 790
Charles Edward Walters	1 209 933	532 458	1.63	36 739 613
The Sherrell Family Trust	5 053 400	2 223 862	6.82	153 446 482
Lance Reginald Sherrell (in curatorship)	20 000	8 801	0.03	607 300
Delma Jean Sherrell	5 000	2 200	0.01	151 825
Reginald Ernest Sherrell	3 034 638	1 335 461	4.10	92 146 777
NSM Holdings (Pty) Ltd	400 000	176 029	0.54	12 145 999
Titan Share Dealers (Pty) Ltd	7 159 827	3 150 843	9.66	217 408 134
Titan Nominees (Pty) Ltd	9 926 247	4 368 268	13.40	301 410 472
Dorsland Diamante (Pty) Ltd	10 027 000	4 412 606	13.53	304 469 837
Main Street 290 (Pty) Ltd	6 667	2 934	0.01	202 443
Rickshaw Trade & Invest 2 (Pty) Ltd	13 333	5 867	0.02	404 857
Foord Asset Management	8 433 257	2 828 275	8.67	195 150 975
<b>Total</b>	<b>52 902 548</b>	<b>22 103 887</b>	<b>67.80</b>	<b>1 525 168 210</b>

In terms of the Irrevocable Commitments, the Majority Shareholders are entitled to a commitment fee equal to 1% of the total subscription amount committed for and paid to the Company by the Majority Shareholders in terms of the Rights Offer, being a maximum collective amount of R15 251 682.00. The aforesaid commitment fee is, in the opinion of the Board, a competitive market rate and is only payable upon fulfilment of the subscription commitment by the Majority Shareholders.

### 3.7 Underwriting commitments

In terms of the Underwriting Agreements, the Underwriters have agreed to underwrite the remaining balance of the Rights Offer representing 32.2% of the total Rights available. Thus, all Rights not taken up by Qualifying Shareholders (which include the Majority Shareholders) will revert to the Underwriters. Details of the commitments of the Majority Shareholders and the Underwriters are disclosed below:

<b>Name of Underwriter</b>	<b>Maximum amount underwritten</b>	<b>Number of Rights Offer Shares underwritten</b>	<b>% of Rights Offer Shares underwritten</b>
Laurium Capital (Pty) Limited	R150 000 000	2 173 913	6.7
36One Asset Management (Pty) Limited	R200 000 000	2 898 551	8.9
Soundprops CC	R50 000 000	724 638	2.2
Titan Financial Services (Pty) Limited	R324 831 789	7 707 707	14.4
<b>Total</b>	<b>R724 831 789</b>	<b>10 504 809</b>	<b>32.2</b>

In terms of the Underwriting Agreements, an underwriting fee equal to 1.5% of the amount underwritten by each of the Underwriters in terms of the Rights Offer, being a collective maximum amount of R10 872 476.00, is payable by the Company to the Underwriters which underwriting fee is, in the opinion of the Board, a competitive market rate. In terms of the Underwriting Agreements, the underwriting fee is only payable upon fulfilment of the underwriting and subscription commitment by the Underwriters. Other than the underwriting and commitment fees outlined above, no other commissions or fees were paid within the past three years in respect of the issue of Ordinary Shares.

The Underwriters have satisfied the Board that they are able to fulfil their commitments in terms of the Underwriting Agreements.

The cumulative effect of the above contractual arrangements (both the Underwriting Commitments and Irrevocable Undertakings) is that all of the Rights Offer Shares will be taken up.

Further particulars of the Underwriters are set out in **Annexure 2** to this Circular.

### 3.8 Procedures for acceptance

3.8.1 If you are a Qualifying Shareholder holding Certificated Shares and/or have had Rights renounced in your favour, and wish to subscribe for all or part of your entitlement in terms of the enclosed Form of Instruction, you must complete the enclosed Form of Instruction in accordance with the instructions contained therein and lodge it together with payment of the subscription price with the Transfer Secretaries at the addresses set out in paragraph 3.10.1.2 of this Circular, so as to be received by the Transfer Secretaries by no later than 12:00 on Friday, 13 February 2015. Once received by the Transfer Secretaries, the acceptance is irrevocable and may not be withdrawn.

If payment is not received on or before 12:00 on Friday, 13 February 2015, the day of the closing of the Rights Offer, the Qualifying Shareholder or renounee concerned will be deemed to have declined the Rights Offer to acquire Rights Offer Shares pursuant to the Rights Offer.

Qualifying Shareholders holding Certificated Shares are advised to take into consideration postal delivery times when posting their Forms of Instruction, as no late postal deliveries will be accepted. Qualifying Shareholders are advised to deliver their completed Forms of Instruction together with their **bank-guaranteed cheques or banker's drafts, or EFT swift reference number** by hand or by courier, where possible to the Transfer Secretaries as set out in the enclosed Form of Instruction.

3.8.2 If you are a Qualifying Shareholder and have Dematerialised your Ordinary Shares you will not receive a printed Form of Instruction. You should receive notification from your CSDP or Broker regarding the Rights to which you are entitled in terms of the Rights Offer.

If you are a Qualifying Shareholder holding Dematerialised Shares and wish to follow your Rights in respect of the Rights Offer, you are required to notify your duly appointed CSDP or Broker of your acceptance of the Rights Offer in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker.

**Invicta does not take responsibility and will not be held liable for any failure on the part of any CSDP or Broker to notify you of the Rights Offer and/or to obtain instructions from you to subscribe for the Rights Offer Shares and/or to act in accordance with any instructions obtained from you and/or to sell the Rights allocated.**

### 3.9 Procedures for sale and renunciation

3.9.1 If you are a Qualifying Shareholder holding Certificated Shares and do not wish to subscribe for all of the Rights allocated to you as reflected in the Form of Instruction, you may either dispose of or renounce all or part of your entitlement as follows:

- if you wish to sell all or part of your entitlement, you must complete **Form A** in the enclosed Form of Instruction and return it to the Transfer Secretaries to be received by no later than 12:00 on Friday, 6 February 2015. The Transfer Secretaries will endeavour to procure the sale of Rights on the JSE on your behalf and to remit the net proceeds thereof in accordance with your instructions. In this regard, neither the Transfer Secretaries nor Invicta will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising from the timing of such sales, the price obtained, or the failure to dispose of such entitlements; and
- if you wish to renounce your entitlement or any part thereof in favour of any named renounee, you must complete **Form B** in the enclosed Form of Instruction, and the renounee must complete **Form C** in the enclosed Form of Instruction and return it to the Transfer Secretaries, to be received by no later than 12:00 on Friday, 13 February 2015, **together with a bank-guaranteed cheque or bank draft or an EFT accompanied by an EFT swift reference number for the appropriate subscription amount.** If you wish to renounce parts of your entitlement in favour of different renounees, you may copy **Form B** and use a copied **Form B** for each additional renounee.

3.9.2 If you are a Qualifying Shareholder holding Dematerialised Shares and wish to renounce or sell some or all of the Rights allocated to you as a holder of Dematerialised Shares, you should make the necessary arrangements with your CSDP or Broker in the manner and time stipulated in the custody agreement governing the relationship between yourself and your CSDP or Broker.

### 3.10 Payment

3.10.1 Payment by holders of Certificated Shares

3.10.1.1 The amount due on acceptance of the Rights Offer is payable in Rand.

3.10.1.2 **A banker's draft drawn on a registered bank or a bank-guaranteed cheque drawn on a South African bank** (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted) in favour of **"Invicta Holdings Limited – Rights Offer"** in respect of the amount due **or an EFT accompanied by an EFT swift reference number** (obtainable from Computershare Investor Services Proprietary Limited, at +27 (0) 861 100 634), together with a properly completed Form of Instruction, should be clearly marked **"Invicta Holdings Limited – Rights Offer"**, and delivered to:

**Invicta Holdings Limited – Rights Offer**

Computershare Investor Services Proprietary Limited  
Ground Floor, 70 Marshall Street, Johannesburg, 2001

so as to be received by no later than 12:00 on Friday, 13 February 2015, or may be posted, at the risk of the Shareholder or his renounee, to:

**Invicta Holdings Limited – Rights Offer**

Computershare Investor Services Proprietary Limited  
PO Box 61763, Marshalltown, 2107

so as to be received by no later than 12:00 on Friday, 13 February 2015, or may be:

**Faxed to: (only in the case where payment is by way of EFT)**

**Invicta Holdings Limited – Rights Offer**

Computershare Investor Services Proprietary Limited  
+27 (0) 11 688 5210

so as to be received by no later than 12:00 on Friday, 13 February 2015.

- 3.10.1.3 All bank-guaranteed cheques or banker's drafts received by the Transfer Secretaries will be deposited immediately for payment. The payment as referred to in paragraph 3.10.1.2 will constitute an irrevocable acceptance by the Shareholder or renounee of the Rights Offer upon the terms and conditions set out in this Circular and in the enclosed Form of Instruction. In the event that any cheque or banker's draft is dishonoured, Invicta, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant Rights Offer Shares to which it relates against payment in cash of the issue price for such Ordinary Shares.

Money received in respect of an application that is rejected or otherwise treated as void by Invicta, or which is otherwise not validly received in accordance with the terms stipulated, will be posted by registered post by way of a cheque drawn (without interest) in Rand back to the applicant concerned, at the applicant's risk, on or about Monday, 16 February 2015. If the applicant concerned is not a Shareholder and gives no address in the attached Form of Instruction, then the relevant refund will be held by Invicta until collected by the applicant and no interest will accrue to the applicant in respect thereof.

3.10.2 Payment by holders of Dematerialised Shares

Payment will be effected on the Shareholder's behalf in Rand by the CSDP or Broker. The CSDP or Broker will make payment in respect of Qualifying Shareholders holding Dematerialised Shares on a delivery versus payment basis.

3.11 **Exchange Control Regulations**

An outline of the applicable Exchange Control Regulations is available in **Annexure 3** to this Circular. Relevant Qualifying Shareholders are advised to acquaint themselves with these regulations.

3.12 **JSE Listings**

The Issuer Regulation Division of the JSE has approved the listing of:

- the Letters of Allocation in respect of all of the 32 608 696 Rights Offer Shares with effect from the commencement of trade on Monday, 26 January 2015, to the close of trade on Friday, 6 February 2015, both days inclusive; and
- 32 608 696 Rights Offer Shares with effect from the commencement of trade on Monday, 9 February 2015.

3.13 **Documents of title**

New Ordinary Share certificates to be issued to Qualifying Shareholders holding Certificated Shares or renounees in respect of those Rights Offer Shares to which they were entitled and for which they have subscribed, will be posted to persons entitled thereto, by registered post, at the risk of the Shareholders concerned, on or about Monday, 16 February 2015.

Qualifying Shareholders receiving the Rights Offer Shares must note that such Certificated Shares are not good for delivery in respect of future trades on the JSE until they have been Dematerialised.

Qualifying Shareholders holding Dematerialised Shares who have applied for, and been allotted, Ordinary Shares under the Rights Offer will have their accounts updated with the Rights Offer Shares to which they are entitled and in respect of which they have accepted the Rights Offer, on Monday, 16 February 2015.

### 3.14 Taxation

Shareholders are advised to consult their tax and financial advisors regarding any taxation implications pertaining to them regarding the acceptance of their Rights in terms of the Rights Offer.

## 4. EXPENSES

It is estimated that Invicta's expenses relating to the Rights Offer will amount to approximately R33 887 588. These expenses will be paid from the proceeds of the Rights Offer. The expenses (including VAT) relating to the Rights Offer have been detailed below.

<b>Nature of expense</b>	<b>Paid/Payable to</b>	<b>R</b>
JSE documentation inspection fee	JSE	27 752
JSE listing fee	JSE	57 183
Printing, publication and distribution	Ince	45 480
Corporate Advisor and Transaction Sponsor	Bravura Capital	7 410 000
Lead Independent Sponsor	Deloitte	150 000
Transfer Secretaries	Computershare	73 015
Underwriting fee	Underwriters	10 872 476
Commitment fee	Majority Shareholders	15 251 682
	<b>Total</b>	<b>33 887 588</b>

Other than set out above, Invicta has incurred no preliminary expenses in relation to the Rights Offer during the three years preceding the date of this Circular.

## 5. INFORMATION ON INVICTA

### 5.1 Overview of business

Invicta is a South African-based investment holding and management company which has been in operation since 1989. As a Top 100 company listed on the Johannesburg Stock Exchange, Invicta currently manages assets in excess of R12 billion.

Its subsidiaries include the leading distributors of capital equipment, spare parts, building supplies and engineering consumables. Invicta is the only JSE listed company to achieve Top 100 Performers status for 20 consecutive years (recently placed 7<sup>th</sup> overall), evidence of an attentive and driven management team. Invicta has recently been ranked in the elite Top 20 Companies as determined by Financial Mail's expert writers as an indication of a company's "investability" (visit <http://www.invictaholdings.co.za/> for more information).

The Company operates primarily in three segments:

- Engineering consumables
- Capital equipment
- Building supplies

### 5.2 Prospects

Invicta is a robust business with proven management. Invicta has a strong balance sheet and following the Rights Offer, will be favourably positioned to not only weather economic storms, but also be able to fund significant growth opportunities as they arise. Invicta continues to grow its Rand hedge business by developing its operations in Africa and abroad following the 100% buyout of Kian Ann Engineering Limited Group ("Kian Ann") (which is now a wholly-owned subsidiary of Invicta and which provides an excellent platform and springboard for the international growth strategy of Invicta going forward). Management's focus remains on containing costs, growing the Group's after-sales and spares business in South Africa, growing in the building supplies industry, growing into Africa and developing its global business.



Trading conditions are expected to continue to be tough, however, a slight improvement is anticipated. Despite challenging trading conditions, the Board is pleased with the continued support received from its Majority Shareholders and remains confident of the continued success of the Group.

### 5.3 Information relating to the directors and management of Invicta

#### 5.3.1 Directors

The full names, functions, date of appointment, ages, nationalities, business addresses, qualifications, and experience of the Directors and management of Invicta and its major subsidiaries have not changed as a direct result of the Rights Offer.

#### 5.3.2 Directors' emoluments

There will be no variation in the remuneration receivable by any of the Directors as a consequence of this Rights Offer.

#### 5.3.3 Directors' interests in securities

As at the Last Practicable Date, the direct and indirect interests held by Directors in securities of the Company, including Directors who have resigned over the past 18 months, are as follows:

<b>Ordinary Shares</b>	<b>Number of shares held</b>	
	<b>Direct interest</b>	<b>Indirect interest</b>
A Goldstone	262 281	3 882 032
CE Walters	951 768	258 165
C Barnard	286 776	240 632
AM Sinclair	406 910	–
B Nichles	–	–
DI Samuels	500 460	2 834 155
R Naidoo	–	–
RA Wally	–	–
Dr CH Wiese	–	27 133 074
Adv JD Wiese	–	–
LR Sherrell	20 000	8 088 038
<b>Preference Shares</b>		
A Goldstone	200 000	105 000
CE Walters	–	–
C Barnard	–	10 000
AM Sinclair	10 000	–
B Nichles	–	–
DI Samuels	–	–
R Naidoo	–	–
RA Wally	–	–
Dr CH Wiese	–	800 000
Adv JD Wiese	–	406 000
LR Sherrell	–	160 000

Note: The above table includes the changes to interests in securities since the end of the preceding financial year up to the Last Practicable Date.

#### 5.4 Share capital

The Authorised Share Capital and issued Ordinary Share capital of the Company, at the Last Practicable Date and after the Rights Offer is set out below:

<b><i>Before the Rights Offer</i></b>	
<b>Authorised Ordinary Share Capital</b>	<b>“R”</b>
134 000 000 Authorised Ordinary Shares of 5 cents each	6 700 000
<b>Issued Ordinary Share Capital</b>	
75 551 393 Issued Ordinary Shares of 5 cents each	3 777 570
Less 1 452 920 Ordinary Shares held in Treasury	(72 646)
<b>Ordinary Share Premium</b>	<b>410 897 881</b>
<b>Total issued Ordinary Share Capital</b>	<b>414 602 805</b>
<b>Authorised Preference Share Capital</b>	
10 000 000 Authorised Preference Shares of no par value	–
<b>Issued Preference Share Capital</b>	
7 500 000 Issued Preference Shares of no par value	–
<b>Total Stated Preference Capital</b>	<b>7 500 000</b>
<hr/>	
<b><i>After the Rights Offer</i></b>	
<b>Authorised Ordinary Share Capital</b>	
134 000 000 Authorised Ordinary Shares of 5 cents each	6 700 000
<b>Issued Ordinary Share Capital</b>	
108 160 089 Issued Ordinary Shares of 5 cents each <sup>1</sup>	5 408 005
Less 1 452 920 Ordinary Shares held in Treasury	(72 646)
<b>Ordinary Share Premium</b>	<b>2 659 267 470</b>
<b>Total issued Ordinary Share Capital</b>	<b>2 664 602 829</b>
<b>Authorised Preference Share Capital</b>	
10 000 000 Authorised Preference Shares of no par value	–
<b>Issued Preference Share Capital</b>	
7 500 000 Issued Preference Shares of no par value	–
<b>Total Stated Preference Capital</b>	<b>7 500 000</b>

**Note:**

<sup>1</sup> Includes 1 452 920 treasury shares and the total number of Rights Offer Shares to be issued under the Rights Offer being 32 608 696 new Ordinary Shares. Does not include any Ordinary Shares that could potentially be issued to employees of Invicta in terms of the Company's long-term bonus equity-settled share incentive right scheme as same is yet to be determined.

All authorised and unissued Shares, including those to be issued in terms of the Rights Offer will be of the same class, namely Ordinary Shares with a par value of R0.05 each, and will rank *pari passu* with each other. The Shares to be issued in terms of the Rights Offer relate to a class already listed.

Shares purchased by wholly-owned Group companies in their holding company are classified as treasury shares, held at cost. For presentation purposes, treasury shares are netted off against the Group's stated capital in the consolidated statement of financial position. Dividends received on treasury shares are eliminated on consolidation. Treasury shares are taken into account in the calculation of earnings per share.

Save for the Ordinary Shares with a par value of R0.05 each and the Preference Shares of no par value, there are no other classes of Invicta shares listed. In accordance with Invicta's Memorandum of Incorporation, Invicta may only issue shares which are fully paid up and freely transferable.

#### 6. SHARE TRADING HISTORY

The share trading history of Invicta on the JSE up to the Last Practicable Date is set out in **Annexure 4** of this Circular.

## 7. **RESPONSIBILITY STATEMENT**

The current Directors of Invicta, whose names appear inside the front cover of the Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Circular, and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular false or misleading, and that they have made all reasonable inquiries to ascertain such facts, and that this Circular contains all information required by law and the Listings Requirements. All the Directors have read, and understand and agree with, the contents of this Circular and have authorised the financial director of the Company and/or the Company Secretary, by way of powers of attorney granted to them, to sign this Circular on their behalf.

## 8. **CONSENTS**

Each of the advisors whose names appear on the front cover of this Document have consented and have not, prior to the Last Practicable Date, withdrawn their written consents to the inclusion of their names and, where applicable, reports in the form and context in which they appear in this Document.

## 9. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered office of Invicta and at Bravura Capital during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this Circular up to and including Friday, 13 February 2015.

- the memorandum of incorporation of Invicta and each of its Subsidiaries;
- the audited annual financial statements of Invicta for the three financial years ended 31 March 2014, 31 March 2013 and 31 March 2012;
- the Underwriting Agreements;
- the Irrevocable Commitments;
- written consents of the Underwriters, Corporate Advisor and Transaction Sponsor, Lead Independent Sponsor, Legal Advisor and Transfer Secretaries to the inclusion of their names in this Document in the context and form in which they appear; and
- a signed copy of this Circular.

Signed by Mr Craig Barnard on behalf of the Directors and in terms of the powers of attorney granted to him by the Board.

By order of the Board

**Craig Barnard**  
*Financial Director*

**Cape Town**  
26 January 2015

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**TABLE OF ENTITLEMENT**


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The number of Rights Offer Shares to which Qualifying Shareholders will be entitled is set out below. Shareholders will be entitled to 44.00724 Rights Offer Shares for every 100 Ordinary Shares held. Shareholders' entitlements will be rounded up or down, as appropriate with fractions of 0.5 and above being rounded up, and only whole numbers of Rights Offer Shares will be issued, in accordance with the Listings Requirements.

<b>Number of Ordinary Shares held</b>	<b>Invicta Rights Offer entitlement</b>	<b>Number of Ordinary Shares held</b>	<b>Invicta Rights Offer entitlement</b>	<b>Number of Ordinary Shares held</b>	<b>Invicta Rights Offer entitlement</b>
1	0	42	18	83	37
2	1	43	19	84	37
3	1	44	19	85	37
4	2	45	20	86	38
5	2	46	20	87	38
6	3	47	21	88	39
7	3	48	21	89	39
8	4	49	22	90	40
9	4	50	22	91	40
10	4	51	22	92	40
11	5	52	23	93	41
12	5	53	23	94	41
13	6	54	24	95	42
14	6	55	24	96	42
15	7	56	25	97	43
16	7	57	25	98	43
17	7	58	26	99	44
18	8	59	26	100	44
19	8	60	26	125	55
20	9	61	27	150	66
21	9	62	27	175	77
22	10	63	28	200	88
23	10	64	28	500	220
24	11	65	29	1 000	440
25	11	66	29	5 000	2 200
26	11	67	29	10 000	4 401
27	12	68	30	20 000	8 801
28	12	69	30	50 000	22 004
29	13	70	31	100 000	44 007
30	13	71	31	200 000	88 014
31	14	72	32	300 000	132 022
32	14	73	32	400 000	176 029
33	15	74	33	500 000	220 036
34	15	75	33	1 000 000	440 072
35	15	76	33	2 000 000	880 145
36	16	77	34	3 000 000	1 320 217
37	16	78	34	4 000 000	1 760 290
38	17	79	35	5 000 000	2 200 362
39	17	80	35	10 000 000	4 400 724
40	18	81	36	50 000 000	22 003 622
41	18	82	36	–	–

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## INFORMATION ON THE UNDERWRITERS

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The Rights Offer has been partially underwritten by Laurium Capital Proprietary Limited, 36ONE Asset Management Proprietary Limited, Soundprops 1091 CC (an entity associated with Mr A Goldstone) and Titan Financial Services Proprietary Limited (an entity associated with Dr CH Wiese). Details pertaining to the Underwriters, all of whom are incorporated within South Africa, as required by the Listings Requirements are set out below:

### **Titan Financial Services (Pty) Limited**

<b>Name of entity</b>	Titan Financial Services (Pty) Limited
<b>Nature of business</b>	Private company
<b>Directors</b>	Adv JD Wiese (ID 81011255154 086) Dr CH Wiese (ID 4109105008085)
<b>Company Secretary</b>	Mr Isak Hendrik Johannes Visagie (ID 5910155011088)
<b>Date of incorporation</b>	20/05/1996
<b>Registration number</b>	1996/006040/07
<b>Physical address</b>	36 Stellenberg Road Parow Industria, 7493
<b>Postal address</b>	PO Box 6100 Parow East, 7501
<b>Name of auditors</b>	Rademeyer Wesson
<b>Name of bankers</b>	Nedbank Limited (Tygerberg Winelands branch)
<b>Share capital</b>	Authorised Share Capital: 500 Ordinary Shares of R1.00 each Issued Share Capital: 100 Ordinary Shares of R1.00 each Current Shareholder: Titan Premier Investments (Pty) Ltd (100%)

### **Soundprops CC**

<b>Name of entity</b>	Soundprops CC
<b>Nature of business</b>	The company owns property from which it receives rental income and income is also derived from trading in listed investments
<b>Member(s)</b>	A Goldstone (ID 6104275033086)
<b>Company Secretary</b>	n/a
<b>Registration number</b>	2007/045523/23
<b>Physical address</b>	3 Guineafowl Close Silverhurst Estate Constantia, 7806
<b>Postal address</b>	PO Box 89 Constantia, 7848
<b>Name of auditors</b>	Deborah Anne Coombe CA(SA)
<b>Name of bankers</b>	Standard Bank
<b>Share capital</b>	Members contribution: R100 Current member: A and A Family Trust – 100% member from 11 September 2012

### **Laurium Capital (Pty) Limited**

<b>Name of entity</b>	Laurium Capital (Pty) Limited
<b>Nature of business</b>	Alternative asset manager
<b>Directors</b>	MW Winckler (ID 6009185057085) G Vorweg (ID 7208065151088) CG Sorour (ID 6806035077084)
<b>Date of incorporation</b>	11/09/2007
<b>Registration number</b>	2008/008729/07
<b>Physical address</b>	Ninth Floor Fredman Towers 13 Fredman Drive Sandown Johannesburg
<b>Postal address</b>	PO Box 653421 Benmore 2010 South Africa
<b>Name of auditors</b>	Octagon Chartered Accountants
<b>Name of bankers</b>	FirstRand Bank Limited (RMB branch)
<b>Share capital</b>	Authorised Share Capital: 40 000 Ordinary Shares of R0.10 each Issued Share Capital: 1 201 Ordinary Shares of R0.10 each Current Shareholder(s): Murray Winckler (41.6%) Gavin Vorweg (41.6%) Craig Sorour (7.5%)

### **36One Asset Management (Pty) Limited**

<b>Name of entity</b>	36One Asset Management (Pty) Limited
<b>Nature of business</b>	Alternative asset manager
<b>Directors</b>	C Jacobs (ID 6902185189082) SC Liptz (ID 7110165082082)
<b>Date of incorporation</b>	14 December 2004
<b>Registration number</b>	2004/035570/07
<b>Physical address</b>	6A Sandown Valley Crescent Sandown Sandton 2196
<b>Postal address</b>	Private Bag 10361 Sandton 2146
<b>Name of auditors</b>	RWFC Financial Consultants Incorporated
<b>Name of bankers</b>	Investec Bank
<b>Share capital</b>	Authorised Share Capital: 1 000 Ordinary Shares of R1.00 each Issued Share Capital: 100 Ordinary Shares of R1.00 each

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## EXCHANGE CONTROL REGULATIONS

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The following summary is intended only as a guide and is, therefore, not comprehensive. If shareholders are in any doubt as to the appropriate course of action they are advised to consult their professional advisor.

Pursuant to the Exchange Control Regulations of South Africa and upon specific approval of the South African Reserve Bank, non-residents, excluding former residents, of the Common Monetary Area will be allowed to:

- take up Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE provided payment is received either through normal banking channels from abroad or from a non-resident account.

All applications by non-residents for the above purposes must be made through an authorised dealer in foreign exchange. Electronic statements issued in terms of Strate and any share certificates issued pursuant to such applications will be endorsed "non-resident".

Where a Right in terms of the Rights Offer becomes due to a former resident of the Common Monetary Area, which right is based on shares blocked in terms of the Exchange Control Regulations of South Africa, then only emigrant blocked funds may be used to:

- take up the Rights allocated to them in terms of the Rights Offer;
- purchase Letters of Allocation on the JSE; and
- subscribe for the Rights Offer Shares arising in respect of the Letters of Allocation purchased on the JSE.

All applications by emigrants using blocked funds for the above purposes must be made through the authorised dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed "non-resident" and placed under the control of the authorised dealer in foreign exchange through whom the payment was made. The proceeds due to emigrants from the sale of the Letters of Allocation, if applicable, will be returned to the authorised dealer in foreign exchange for credit to such emigrants' blocked accounts. Electronic statements issued in terms of Strate and any Rights Offer Share certificates issued pursuant to blocked Rand transactions will be endorsed "non-resident" and placed under the control of the authorised dealer through whom the payment was made. The proceeds arising from the sale of Letters of Allocation or arising from the sale of blocked Shares will be credited to the blocked accounts of the emigrants concerned.

Any Qualifying Shareholder resident outside the Common Monetary Area who receives this Circular and Form of Instruction should obtain advice as to whether any governmental and/or other legal consent is required and/or any other formality must be observed to enable a subscription to be made in terms of such Form of Instruction.

New Ordinary Share certificates issued pursuant to the Rights Offer to an emigrant will be endorsed "non-resident" and forwarded to the address of the relevant authorised dealer controlling such emigrant's blocked assets for control in terms of the Exchange Control Regulations of South Africa. Where the emigrant's Ordinary Shares are in dematerialised form with a CSDP or Broker, the electronic statement issued in terms of Strate will be despatched by the CSDP or Broker to the address of the emigrant in the records of the CSDP or Broker.

The Rights Offer does not constitute an offer in any jurisdiction in which it is illegal to make such an offer and this Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.

The Rights Offer Shares have not been and will not be registered under the Securities Act of the United States of America. Accordingly, the Rights Offer Shares may not be offered, sold, resold, delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the Securities Act. This Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. This Circular does not constitute an offer of any securities for sale in the United States or to United States persons.

The Rights Offer contained in this offering Circular does not constitute an offer in the District of Columbia, the United States, the Dominion of Canada, the Commonwealth of Australia, Japan or in any other jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. Non-Qualifying Shareholders should consult their professional advisors to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. Shareholders holding Ordinary Shares on behalf of persons who are non-Qualifying Shareholders are responsible for ensuring that taking up the Rights Offer, or trading in their entitlements under that offer, do not breach regulations in the relevant international jurisdictions.



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**SHARE TRADING HISTORY OF INVICTA'S ORDINARY SHARES**


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Set out in the table below are the aggregate volumes and values and the highest and lowest prices traded in Invicta's Ordinary Shares in respect of:

- each day over the 30 trading days preceding the last practicable date; and
- each month over the 12 months prior to the date of issue of this circular.

<b>Daily</b>	<b>Close (cents)</b>	<b>High (cents)</b>	<b>Low (cents)</b>	<b>Volume</b>	<b>Value (Rand)</b>
<b>2014</b>					
01 December 2014	101.75	102.50	98.15	21 901	2 197 700
02 December 2014	99.50	105.00	98.48	19 432	1 934 963
03 December 2014	99.00	100.49	98.89	43 334	4 305 974
04 December 2014	101.39	103.00	98.01	33 829	3 343 039
05 December 2014	101.32	106.19	98.02	159 059	16 381 248
08 December 2014	100.00	102.26	99.62	24 541	2 456 002
09 December 2014	99.50	102.00	99.00	52 384	5 236 347
10 December 2014	99.95	104.00	99.01	9 106	913 188
11 December 2014	101.20	102.36	99.70	20 234	2 033 234
12 December 2014	100.00	102.17	99.55	37 747	3 776 066
15 December 2014	99.05	101.80	99.00	19 688	1 962 868
17 December 2014	97.75	99.56	96.15	33 262	3 233 665
18 December 2014	94.20	98.97	93.01	39 833	3 827 465
19 December 2014	99.00	99.49	94.20	51 142	4 982 949
22 December 2014	97.00	99.00	94.00	25 709	2 495 138
23 December 2014	97.33	98.66	97.00	7 154	696 639
24 December 2014	98.00	99.00	97.25	5 721	561 282
29 December 2014	97.50	99.00	97.50	43 415	4 288 881
30 December 2014	98.10	98.88	97.50	56 943	5 603 453
31 December 2014	98.30	98.31	98.15	332	32 590
<b>2015</b>					
02 January 2015	98.01	98.50	98.00	4 387	430 565
05 January 2015	96.00	98.40	96.00	25 214	2 458 241
06 January 2015	95.00	96.50	93.25	21 807	2 069 417
07 January 2015	94.75	96.50	94.20	328 310	31 030 318
08 January 2015	94.80	95.60	94.50	31 432	2 974 212
09 January 2015	100.80	102.00	94.50	79 728	7 770 466
12 January 2015	104.00	105.00	101.00	57 833	5 995 379
13 January 2015	104.00	104.79	103.00	60 445	6 291 617
14 January 2015	103.64	106.00	103.50	49 091	5 127 069
15 January 2015	104.25	105.01	103.50	34 822	3 634 034

<b>Monthly</b>	<b>Close (cents)</b>	<b>High (cents)</b>	<b>Low (cents)</b>	<b>Volume</b>	<b>Value (Rand)</b>
<b>2014</b>					
December	98.30	106.19	93.01	704 766	70 262 690
November	103.00	108.00	100.00	800 621	83 621 135
October	101.24	108.00	96.31	661 125	67 368 922
September	105.00	110.32	103.01	561 941	60 325 048
August	107.10	110.00	105.01	679 299	72 786 527
July	110.00	116.59	100.21	3 416 204	364 253 877
June	113.60	125.99	112.49	1 152 040	136 245 259
May	124.48	127.19	118.22	601 657	72 827 147
April	119.91	128.26	114.80	1 071 802	125 205 229
March	115.30	125.87	115.00	1 154 140	137 077 682
February	118.00	123.00	115.01	522 748	61 842 070
January	122.72	129.82	116.15	1 148 939	139 915 743