

LIGHTHOUSE CAPITAL LIMITED

(Incorporated in the Republic of Mauritius on 14 August 2014)

(Registration number: C124756 C1/GBL)

SEM share code: GFP.N0000

JSE share code: LTE

ISIN: MU0461N00015

LEI: 569300UG27SWRFOX2U62

(“**Lighthouse**” or the “**Company**”)



AMENDMENT OF INTERIM CONSTITUTION, NOTIFICATION OF CHANGE OF AUDITOR AND DISTRIBUTION OF NOTICE OF GENERAL MEETING

AMENDMENT OF INTERIM CONSTITUTION

Shareholders are referred to the general meeting of shareholders held on Wednesday, 29 September 2021 whereat Lighthouse shareholders approved, *inter alia*, the adoption of an interim constitution of the Company (the “**Interim Constitution**”), together with the Company announcements released on 27 July 2021, 26 August 2021 and 30 September 2021 respectively with regard to the acquisition of a 75% interest in four French retail centres.

Due to the fact that the majority of the Company’s assets now consist of both direct and indirect property interests, the board of directors of Lighthouse (the “**Board**”) believes that it would be in the best interest of all stakeholders to amend the nature of the listing of the Company on the JSE in order that Lighthouse no longer falls within the ambit of section 15 of the JSE Listings Requirements, being the section that regulates investment entities. The Company will focus on direct and indirect property assets in future. In order to effect this change, the Company is required to make further amendments to the Interim Constitution, being the deletion of any reference in the Interim Constitution to an investment policy.

In terms of the JSE Listings Requirements, any amendment to the investment policy of an investment entity must be put to shareholders for approval. Shareholders will therefore be requested to approve the resolutions necessary to effect the change in nature of Lighthouse such that the Company is no longer classified as an investment entity in terms of the JSE Listings Requirements, but going forward, will be a property company in terms of the JSE Listings Requirements.

NOTIFICATION OF CHANGE IN AUDITOR

The Board, following a recommendation from the Audit Committee, wishes to inform shareholders that in preparation for the redomicile of Lighthouse from Mauritius to Malta, the Board has resolved to appoint PricewaterhouseCoopers Mauritius (“**PwC Mauritius**”) as the Company’s auditor, with Mr Michael Ho Wan Kau as the designated audit partner, which appointment is subject to the approval of Lighthouse shareholders in general meeting.

Consequently, BDO Mauritius will resign as the auditors of Lighthouse with effect from the date of PwC Mauritius’ appointment which will be the date on which the appointment is approved by shareholders in general meeting.

Upon redomiciliation of the Company to Malta, PwC Malta, with Christopher Cardona as the designated audit partner, will automatically be appointed as the auditors and PwC Mauritius will resign with effect from the date of redomicile.

The Board wishes to thank BDO Mauritius for their work with the Company over the years and welcomes PwC Mauritius as the new auditors.

DISTRIBUTION OF NOTICE OF GENERAL MEETING

Shareholders are hereby advised that a notice of a general meeting of Lighthouse shareholders (“**General Meeting**”) has been distributed to Lighthouse shareholders registered as such as at Friday, 1 October 2021. The General Meeting will be held at 12:00 (Mauritian Time) (10:00 South African time) on Thursday, 11 November 2021 at the offices of the Company, C1-104, 4th Floor, La Croisette, Grand Baie, Mauritius, for the purpose of passing, with or without modification, the ordinary and special resolutions required to give effect to the amendment of the Interim Constitution, the change in the nature of business of Lighthouse as described above and the change in auditor.

The salient dates and time in relation to the General Meeting are set out below:

	2021
Record date to be entitled to receive the Notice	Friday, 1 October
Notice of General Meeting posted to shareholders	Monday, 11 October
Last day to trade in order to be eligible to vote at the General Meeting	Tuesday, 2 November
Record date to be recorded in the register in order to be entitled to vote at the General Meeting	Friday, 5 November
Last day to lodge forms of proxy for the General Meeting by 12:00 Mauritian time (10:00 South African time)	Tuesday, 9 November
General Meeting held at 12:00 Mauritian time (10:00 South African time)	Thursday, 11 November

The Company has primary listings on both the Official Market of the SEM and the Main Board of the JSE Limited (“**JSE**”).

11 October 2021

This notice is issued pursuant to the JSE Listings Requirements, SEM Listing Rules 11.3 and Rule 5(1) of the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board of Directors of Lighthouse Capital Limited accepts full responsibility for the accuracy of the information contained in this announcement.

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advisor**

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