
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 4 apply to this cover page.

ACTION REQUIRED BY SHAREHOLDERS:

1. If you are in any doubt as to what action to take in relation to this Circular, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.
2. If you have disposed of all your Shares in HPLR, please forward this Circular to the purchaser of such Shares or to the CSDP, Broker, banker or other agent through whom the disposal was effected.
3. Shareholders are referred to page 2 of this Circular, which sets out the action required by them.

HPLR does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP or Broker including, without limitation, any failure on the part of the CSDP or Broker of any Shareholder to notify such Shareholder of the proposed resolutions of which is contained in, and forms part of, this Circular.

HPL&R

Hosken Passenger Logistics & Rail

HOSKEN PASSENGER LOGISTICS AND RAIL LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2015/250356/06)

JSE share code: HPR

ISIN code: ZAE000255907

CIRCULAR TO SHAREHOLDERS

relating to:

- the submission of resolutions to Shareholders relating to the proposed Change of Name of “Hosken Passenger Logistics and Rail Limited” to “Genesis Transport Holdings Limited”; and

incorporating:

- a Form of Written Consent (*grey*); and
- a Form of Surrender (for use by certificated Shareholders only) (*yellow*).

Financial Advisor and Transaction Sponsor

 **Investec**

Specialist Bank

Date of issue: Monday, 2 September 2019

This Circular is available in English only. Copies may be obtained during normal business hours from the registered office of HPLR, whose addresses are set out in the “Corporate Information” section of this Circular from, Monday, 2 September 2019 until Tuesday, 8 October 2019 (both days inclusive). A copy of this Circular will also be available on HPLR’s website from Monday, 2 September 2019.

CORPORATE INFORMATION

Directors

Executive

Francois Eckard Meyer (Chief Executive Officer)
Mark Llewellyn Wilkin (Chief Financial Officer)

Non-executive

Yunis Shaik (Chairperson)
Theventheran Govindsamy Govender
Loganathan Govender#
Rachel Doreen Watson*
Naziema Begum Jappie*

* *Independent*

Lead independent

Company name and registration

Hosken Passenger Logistics and Rail Limited

(Registration number 2015/250356/06)
Incorporated in the Republic of South Africa
Company website: www.hplr.co.za

Registered Office

103 Bofors Circle, Epping Industria, 7460
(PO Box 115, Cape Town, 8000)

Financial Advisor and Transaction Sponsor

Investec Bank Limited: Corporate Finance division
(Registration number 1969/004763/06)
2nd Floor, 100 Grayston Drive, Sandown, Sandton, 2196
(PO Box 785700, Sandton, 2146)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Company Secretary

HCI Managerial Services Propriety Limited
Suite 801, 76 Regent Road, Sea Point, Cape Town, 8005
(PO Box 5251, Cape Town, 8000)

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 4 apply to this action required by Shareholders section.

This Circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by Shareholders. If you are in any doubt as to what actions to take, please consult your CSDP, Broker, banker, attorney, accountant or other professional advisor immediately.

If you have disposed of all of your Shares in HPLR, please forward this Circular to the purchaser of such Shares or to the CSDP, Broker, banker, attorney or other agent through whom the disposal was effected.

1. CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME REGISTERED SHAREHOLDERS

Certificated Shareholders and Dematerialised own-name registered Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided, on the Form of Written Consent (*grey*) attached to this Circular, how they wish to cast their votes in relation to the proposed Shareholder Resolutions.

Please consider the proposed Shareholder Resolutions and vote on it within 20 Business Days, being the notice period from Monday, 2 September 2019 and by no later than 12h00 (**12 noon**) on Tuesday, 8 October 2019. Return of a copy of the completed and signed Form of Written Consent (*grey*) by no later than 12h00 (**12 noon**) on Tuesday, 8 October 2019, at any one of the following addresses:

By hand:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

Hosken Passenger Logistics and Rail Limited
103 Bofors Circle
Epping Industria, 7460

By email:

Computershare Investor Services Proprietary Limited
Meetings Department
proxy@computershare.co.za

Hosken Passenger Logistics and Rail Limited
info@hplr.co.za

2. DEMATERIALISED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION

Dematerialised Shareholders without Own-Name registration must **not** return the Form of Written Consent (*grey*) attached to this Circular, but should advise their CSDP or Broker as to what action they wish to take in terms of the agreement entered into between them and their CSDP or Broker and furnish their CSDP or Broker with their instruction for voting in respect of the proposed Shareholder Resolutions.

3. IF YOU HAVE DISPOSED OF YOUR SHARES

If you have disposed of your Shares, please forward this Circular to the purchaser of such Shares or to the Broker or agent through whom the disposal was effected.

4. SURRENDER OF SHARES

If you hold **Dematerialised Shares**, you do not need to take any further action because your CSDP or Broker will arrange for your account to be updated with the replacement ordinary shares.

If you hold **Certificated Shares**, you must complete the attached Form of Surrender (*yellow*) and submit as detailed below, together with your Documents of Title in order to receive replacement share certificates:

By post or by hand:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61763, Marshalltown, 2107)

Replacement share certificates will be issued on or about Monday, 11 November 2019 in respect of Forms of Surrender received together with Documents of Title by 12h00 (**12 noon**) on Friday, 8 November 2019 and thereafter within 5 Business Days of receipt of such Forms of Surrender received together with Documents of Title.

Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been Dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders should consider Dematerialising their Shares and replacing them with electronic records of ownership. In this regard, Shareholders may contact either their own Broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or telephone +27 11 759 5300.

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 4 apply to these salient dates and times.

Salient dates and times	2019
Record date, being the date on which a Shareholder must be registered in the Register in order to be eligible to receive this Circular and eligible to vote on	Friday, 23 August
Circular distributed to Shareholders and made available on website	Monday, 2 September
Announcement on SENS regarding details of Shareholder Resolution	Monday, 2 September
Deemed date of delivery (7 calendar days from posting)	Monday, 9 September
Voting period opens	Monday, 9 September
Last day for voting (20 business days from voting period opening)	Tuesday, 8 October
Results of the voting to be released on SENS and the Company's website	Wednesday, 9 October
Change of Name special resolution lodged with CIPC for registration	Wednesday, 9 October
Expected date of CIPC registration of Change of Name special resolution (2 weeks)	Thursday, 24 October
Expected release on SENS of the finalisation announcement in respect of the Change of Name	Thursday, 24 October
Expected last date to trade prior to the Change of Name	Tuesday, 5 November
Expected termination date for trading under the name of "Hosken Passenger Logistics and Rail Limited" and commencement of trading under the new name "Genesis Transport Holdings Limited", under the JSE share code "GTH", ISIN ZAE000277281 from the commencement of trade on	Wednesday, 6 November
Expected record date for the Change of Name	Friday, 8 November
Expected date that the accounts of Dematerialised Shareholders with their CSDP's or brokers will be updated with the new name	Monday, 11 November
Expected date that the new shares certificates will be issued to Certificated Shareholders, posted by registered post, at their risk	Monday, 11 November

Notes

1. The above dates and times are subject to change as they are subject to the filing of the relevant Special Resolution with the CIPC. Shareholders will be notified of any material changes which will be released on SENS.
2. All times quoted in this Circular are local times in South Africa.
3. Shareholders may not dematerialise or rematerialise their Shares after the last day to trade in HPLR, being Tuesday, 5 November 2019.
4. Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been Dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders should consider Dematerialising their Shares and replacing them with electronic records of ownership. In this regard, Shareholders may contact either their own Broker or a preferred CSDP, details of which are available from Strate at queries@strate.co.za or telephone +27 11 759 5300.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless the context indicates otherwise, reference to the singular shall include the plural and vice versa, words denoting one gender include the others, words and expressions denoting natural persons include juristic persons and associations of persons and the words and expressions in the first column have the meanings stated opposite them in the second column.

“Board” or “Directors”	the directors of HPLR from time to time, comprising, as at the Last Practicable Date, those persons whose names appear in the “Corporate Information” section of this Circular;
“Broker”	any person registered as a “broking member (equities)” in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day, other than a Saturday, Sunday or public holiday in South Africa;
“Certificated Shareholders”	all registered Shareholders who hold Certificated Shares;
“Certificated Shares”	Shares which have not yet been Dematerialised, title to which is represented by a share certificate or other physical Documents of Title;
“CIPC”	The Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act;
“Circular”	this bound document, dated, Monday, 2 September 2019, including the enclosures hereto, which includes the Special Resolution, Form of Written Consent and the Form of Surrender proposing the Change of Name;
“Companies Act”	the Companies Act, 2008 (Act No. 71 of 2008), as amended, of South Africa;
“Companies Regulations”	the Companies Regulations, 2011, promulgated under the Companies Act, as amended;
“CSDP”	a central securities depository participant registered in terms of the Financial Markets Act, as amended, with whom a beneficial holder of shares holds a dematerialised share account;
“Dematerialised Shareholders”	all registered Shareholders who hold Dematerialised Shares;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system and which are no longer evidenced by share certificates or other physical Documents of Title;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Certificated Shares acceptable to HPLR;
“Financial Markets Act”	the Financial Markets Act, 2012 (Act No. 19 of 2012), as amended;
“Form of Surrender”	The written surrender form (<i>yellow</i>) attached to this Circular for use by holders of Certificated Shares only;
“Form of Written Consent”	The written consent form (<i>grey</i>) attached to this Circular;
“HPLR Group” or “Group”	HPLR and its Subsidiaries;
“HPLR” or “Company”	Hosken Passenger Logistics and Rail Limited (registration number 2015/250356/06), a limited liability public company duly incorporated in South Africa and listed on the JSE;
“JSE”	JSE Limited, a public company duly incorporated and registered in accordance with the company laws of South Africa, with registration number 2005/022939/06, which is licensed as an exchange in terms of the Financial Markets Act;
“Last Practicable Date”	the last practicable date before finalisation of this Circular, which date was Friday, 30 August 2019;
“Listings Requirements”	the Listings Requirements of the JSE;
“MOI”	the memorandum of incorporation of HPLR;
“Own-name Registration” or “Own-name Registered”	Shareholders who hold Dematerialised Shares that are recorded by the CSDP on the sub-register kept by that CSDP in the name of such Shareholder;
“Register”	the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-register of Dematerialised Shareholders maintained by the relevant CSDPs;
“Resolutions”	the resolutions proposed to effect the Change of Name, to be voted on by way of section 60 – written resolution;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholders”	the registered holders of Shares;

“Shares”	ordinary shares of no par value in the issued share capital of HPLR, which are listed on the JSE;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a private company duly incorporated and registered under the company laws of South Africa, being a licensed central securities depository in terms of section 1 of the Financial Markets Act and the entity that manages the electronic custody, clearing and settlement environment for all share transactions concluded on the JSE and off-market, and in terms of which transactions in securities are settled and transfers of ownership in securities are recorded electronically;
“Subsidiary”	a “subsidiary” as defined in the Companies Act; and
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited, a private company duly incorporated and registered under the company laws of South Africa, with registration number 2004/003647/07, particulars of which appear in the “ <i>Corporate Information</i> ” section of the Circular.



Hosken Passenger Logistics & Rail

HOSKEN PASSENGER LOGISTICS AND RAIL LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2015/250356/06)

JSE share code: HPR

ISIN code: ZAE000255907

Directors

Executive

Francois Eckard Meyer (Chief Executive Officer)

Mark Llewellyn Wilkin (Chief Financial Officer)

Non-executive

Yunis Shaik (Chairperson)

Theventheran Govindsamy Govender

Loganathan Govender[#]

Rachel Doreen Watson^{*}

Naziema Begum Jappie^{*}

^{*} Independent

[#] Lead independent

CIRCULAR TO SHAREHOLDERS

1. PURPOSE OF CIRCULAR

The purpose of this Circular is to furnish the Shareholders with all the relevant information relating to the Change of Name in accordance with the Companies Act and the JSE Listings Requirements so as to enable Shareholders to make an informed decision in respect of the Shareholder Resolutions and for them to consider and, if deemed fit, approve, with or without amendment, the Shareholder Resolutions to effect the Change of Name.

2. CHANGE OF NAME

- 2.1 As a newly listed Company, and following requests from Shareholders who found the name, Hosken Passenger Logistics and Rail, to be cumbersome and unwieldy, the Company undertook an exercise to re-address its name to be more identifiable and align it with a Group brand. The Company's major subsidiary, Golden Arrow Bus Services, is the oldest bus company in South Africa, and as far as the Company's research indicated, the oldest public transport company in South Africa. As this is where it all began, the name of "Genesis" was considered to be apt. The fact that the Group holds interests in a number of other bus companies and its strategy is to find growth within other transport-related businesses, led to the full name of "Genesis Transport Holdings".
- 2.2 Accordingly, the Board proposed that the Company's name be changed from "Hosken Passenger Logistics and Rail Limited" to "Genesis Transport Holdings Limited".
- 2.3 The JSE has, subject to Shareholders' approval, approved the Change of Name, with a new share code of "GTH", short name "Genesis" and ISIN ZAE000277281. The Company will remain listed in the "Consumer Services – Travel & Tourism" section of the main board of the JSE.
- 2.4 For a period of one year, in accordance with the JSE Listings Requirements, the Company is required to reflect the former name "Hosken Passenger Logistics and Rail Limited" on all Documents of Title and circulars issued by the Company.
- 2.5 Should the Change of Name be approved and implemented:
 - 2.5.1 the accounts of Dematerialised Shareholders at their CSDPs or Brokers will be updated to reflect the new name of the Company;
 - 2.5.2 and new share certificates will be posted, by registered post, to Certificated Shareholders at their risk.

3. DIRECTORS' RECOMMENDATION

The Directors have considered the terms and conditions of the Change of Name and have considered the Resolutions presented and are of the opinion that they are in the interests of Shareholders.

The Directors recommend that Shareholders vote in favour of the Resolutions proposed.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are listed in the "Corporate Information" section 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 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 this Circular contains all information required by law and the Listings Requirements.

5. APPROVAL OF THE SHAREHOLDER RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT

Section 65(2) of the Companies Act provides that the board of directors of a company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting, or by vote or written consent in terms of section 60 of the Companies Act. The Board has resolved that the Resolutions be considered by Shareholders by written consent in terms of section 60 of the Companies Act.

5.1 In this regard:

5.1.1 section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them; and

5.1.2 section 60(2) of the Companies Act further provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders meeting, and if adopted, has the same effect as if it had been approved by voting at a meeting.

Shareholders are referred to the "Action Required by Shareholders" section of this Circular which contains information as to the action they need to take regarding the Resolutions.

6. PROFESSIONAL ADVISORS' CONSENTS

Investec Bank Limited, whose name appears in the "Corporate information" section of this Circular, have consented in writing to act in the capacities stated and to the inclusion of their name in this Circular in the form and context in which they appear and have not withdrawn their consent prior to the publication of this Circular.

7. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the registered office of HPLR from Monday, 2 September 2019 until Tuesday, 8 October 2019 (both days inclusive):

7.1 the MOI of HPLR and the memoranda of incorporation of its major subsidiaries; and

7.2 a copy of this Circular and all annexures hereto.

Signed at Cape Town by Francois Eckhard Meyer on 2 September 2019 on behalf of the Board of Directors of the Company



Francois Eckhard Meyer
Chief Executive Officer



Hosken Passenger Logistics & Rail

HOSKEN PASSENGER LOGISTICS AND RAIL LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2015/250356/06)

Share code: HPR & ISIN code: ZAE000255907

SHAREHOLDER WRITTEN RESOLUTION TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 4 of the Circular to which this shareholder resolution is attached (“Circular”), apply, *mutatis mutandis*, to the resolutions set out below.

Section 60(1) of the Companies Act provides that a resolution that could be voted on at a Shareholders meeting may instead be submitted for consideration to the Shareholders entitled to exercise voting rights in relation to the resolution and be voted on in writing by Shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them.

1. SPECIAL RESOLUTION NUMBER 1 – CHANGE OF NAME

RESOLVED AS A SPECIAL RESOLUTION, in terms of section 16 of the Companies Act and the Company’s memorandum of incorporation, that the name of the Company be and is hereby changed from “Hosken Passenger Logistics and Rail Limited” to “Genesis Transport Holdings Limited”, with a new share code of “GTH”, short name “Genesis” and ISIN ZAE000277281. The Company will remain listed in the “Consumer Services – Travel & Tourism” section of the main board of the JSE.

Reason and effect for Special Resolution Number 1

The reason for Special Resolution Number 1 is to change the name of the Company and the effect of this resolution is to implement the Change of Name.

Voting Requirements:

In terms of the Companies Act and the JSE Listings Requirements, the percentage of voting rights required for the adoption of this resolution is at least 75% of the voting rights exercised on this resolution.

2. ORDINARY RESOLUTION NUMBER 1 – AUTHORITY

RESOLVED AS AN ORDINARY RESOLUTION, that the Chairman or any one of the Directors or the Company Secretary of the Company, be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things and to sign all such documents, file all such documents with any applicable regulatory body (including the JSE and the CIPC), and procure the doing of all such things necessary or desirable to give effect to Special Resolution Number 1, and the Board be authorised to delegate its powers (to the extent required) to give effect to all of the above resolutions, and any acts duly done in this regard are hereby confirmed and ratified to the fullest extent permitted in law.

Reason and effect of Ordinary Resolution Number 1

The reason for this resolution is to authorise the Chairman or any Director of the Company or the Company Secretary of the Company to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 adopted above.

Voting requirements

The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.



Hosken Passenger Logistics & Rail

HOSKEN PASSENGER LOGISTICS AND RAIL LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2015/250356/06)

Share code: HPR & ISIN code: ZAE000255907

FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 4 of the Circular apply, *mutatis mutandis*, to the Form of Written Consent contained herein.

FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME SHAREHOLDERS ONLY

Certificated Shareholders and Dematerialised Own-Name Shareholders may complete this form with their instructions for voting in respect of the proposed Resolutions and furnish it to the Company's Transfer Secretaries. In the event that this form is not completed and furnished by Certificated Shareholders and Dematerialised Own-Name Shareholders by the cut-off time, their votes will not be taken into consideration in respect of the proposed Resolutions.

Shareholders who hold Dematerialised Shares, but not in their Own-Name, must NOT lodge this Form of Written Consent, but instead must furnish their respective CSDP or Broker with their instructions for voting in respect of the proposed Resolutions.

Unless such Shareholders advise their respective CSDP or Broker, as the case may be, by the cut-off time stipulated in terms of their agreement with their CSDP or Broker, that they wish to give or withhold consent or abstain in respect of the proposed Resolutions, the CSDP or Broker will assume that such Shareholders do not wish to vote on the proposed Resolutions.

I/We (print complete names) _____

of (address) _____

being the holder(s) of _____ Shares, hereby vote as follows:

	For*	Against*	Abstain*
Special Resolution Number 1: Change of Name			
Ordinary Resolution Number 1: Authority			

* One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided, or "X" should they wish to vote all Shares held by them.

Signed at: _____ on _____ 2019

Signature: _____

Capacity of signatory (where applicable): _____

Note: Authority of signatory to be attached: _____

Email address: _____

Telephone number: _____

Cellphone number: _____

Assisted by me (where applicable): _____

Full name: _____

Capacity: _____

Signature: _____

Notes:

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretaries of the Company.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretaries of the Company.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Company's Transfer Secretaries by no later than 12h00 (**12 noon**) on Tuesday, 8 October 2019:

By hand:

Computershare Investor Services Proprietary Limited

Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

Hosken Passenger Logistics and Rail Limited

103 Bofors Circle
Epping Industria,7460

By email:

Computershare Investor Services Proprietary Limited

Meetings Department
proxy@computershare.co.za

Hosken Passenger Logistics and Rail Limited

info@hplr.co.za

4. A certificated or Own-Name Dematerialised Shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. Such a Shareholder is not obliged to use all the votes exercisable by the Shareholder, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such Shareholder.
5. Where Shares are held jointly, all joint Shareholders are required to sign this Form of Written Consent.
6. A Shareholder who is a minor must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or had previously been recorded by the Transfer Secretaries of the Company.
7. Any alteration or correction made to this Form of Written Consent must be initialled by the signatory/ies.



Hosken Passenger Logistics & Rail

HOSKEN PASSENGER LOGISTICS AND RAIL LIMITED

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FORM OF SURRENDER

All terms defined in the Circular, to which this Form of Surrender is attached, shall bear the same meanings when used in this Form of Surrender.

For completion only by Holders of Certificated Shares

Please read the instructions overleaf. Non-compliance with these instructions may result in the rejection of this form. If you are in any doubt as to how to complete this form, please consult your CSDP, Broker, banker, accountant, legal advisor or other professional advisor immediately.

Note:

A separate form is required for each Holder of Certificated Shares

By post or by hand:

Computershare Investor Services Proprietary Limited

Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61763, Marshalltown, 2107)

Replacement share certificates will be issued on or about Monday, 11 November 2019 in respect of Forms of Surrender received together with Documents of Title by 12h00 (**12 noon**) on Friday, 8 November 2019 and thereafter within 5 Business Days of receipt of such Forms of Surrender received together with Documents of Title.

I/We hereby surrender and enclose the Hosken Passenger Logistics and Rail Limited ordinary share certificate(s) listed below:

Registered Shareholder	Certificate number(s)	Number of HPLR Shares covered by each certificate
Total		

I/We irrevocably and in *rem suam* authorise you to produce the signature of such documents that may be necessary to complete the replacement of the Hosken Passenger Logistics and Rail Limited Shares with shares in the new name of **Genesis Transport Holdings Limited**.

I/We hereby instruct you to forward the replacement share certificate/s to me/us by registered post, at my/our own risk, to the address overleaf and confirm that, where no address is specified, the share certificate/s will be forwarded to my/our address recorded in the share Register of Hosken Passenger Logistics and Rail Limited.

My/Our signature(s) on the Form of Surrender constitutes my/our execution of this instruction.

Signature of Shareholder		
Assisted by (if applicable)		
Name	Capacity	Signature
The Shareholder must complete the following information in BLOCK letters		Date
		2019
Surname or Name of corporate body		
Full names (in full, if applicable)		
Title (Mr, Mrs, Miss, Ms, etc)		
Postal address (preferably PO Box address)		
		Postal code
Telephone number including area code (office hours)		
Cellphone number		
Email address		

Instructions

1. A receipt will not be issued for this Form of Surrender, or the documents lodged with it. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping with the other documents lodged.
2. A Shareholder married in community of property or a minor must ensure this Form of Surrender is also signed by his/her spouse or parent or guardian, as the case may be.
3. Where HPLR Shares are jointly held, this form must be signed by joint holders.
4. If this form is signed under power of attorney, such power of attorney must be produced, unless it has already been registered with the Transfer Secretaries of HPLR.
5. If this form is signed on behalf of a company, close corporation, pension or provident fund, it must be accompanied by a certified copy of the resolution authorising the signature, unless it has already been registered with the Transfer Secretaries.

