

ATTENTION: CREDITORS OF UGU SOUTH COAST DEVELOPMENT AGENCY

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

**NOTICE TO CREDITORS OF UGU SOUTH COAST DEVELOPMENT AGENCY
REG.NO.(2016/158371/30) (IN MERGER AND ACQUISITION) (“the Company”)**

10 June 2022

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

1. **BE PLEASED TO TAKE NOTICE** that the board of the Company adopted a resolution on 23rd May 2022, in accordance with Section 116(1)(a) of the Companies Act 71 of 2008 (as amended) (“**the Companies Act**”) which states that after a resolution approving an amalgamation or merger has been adopted by each Company that is a party to the agreement, and the transaction has satisfied all applicable requirements set out in Section 115, and that each of the amalgamating or merging companies must cause a notice of the amalgamation or merger to be given in the prescribed manner and form to every known creditor of that company.
2. A form CoR 89 being a notice of beginning the merger and acquisition notice issued in terms contemplated in Section 113 and 116 of the Companies Act, 2008 and Regulation 89 of the Companies Regulation together with accompanying documents, were filed with the Companies Intellectual Property Commission (“**the Commission**”) on 10 June 2022.

3. The effective date of the commencement of the Merger and Acquisition is recorded as 1st July 2022

4. In accordance with the requirements contemplated in Section 115 and Section 116(1)(a) of the Companies Act read with Regulation 89(2), please find herewith:

4.2.1. The notice to creditors (form CoR89)

4.2.2. The resolution passed by the board of directors of the company and

4.2.3. A sworn statement of the facts relevant to the grounds on which the board resolution was founded.

5. **PLEASE TAKE FURTHER NOTICE** that within 15 business days after delivery of this notice referred to above, a creditor may seek leave to apply to court for a review of the amalgamation or merger only on the grounds that the creditor will be materially prejudiced by the amalgamation or merger and a court may grant leave as contemplated in Section 116(1)(b) only if it is satisfied that (i) the applicant for the leave is acting in good faith; (ii) if implemented, the amalgamation or merger would materially prejudice the creditor and (iii) if there are no remedies available to the creditor.

Yours faithfully

SANDILE DLOMO
Caretaker CEO

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 89

About this Notice

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

Contacting the
Commission

The Companies and Intellectual
Property Commission of South
Africa

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

www.cipc.co.za

Notice of Amalgamation or Merger

Date: 10 JUNE 2022

Customer Code: BUH068

Concerning:

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

Name	Registration Number
UQU SOUTH COAST DEVELOPMENT AGENCY	2016/158371/30
UQU SOUTH COAST TOURISM	2009/003419/07

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

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

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

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

Name	Registration Number
UQU SOUTH COAST DEVELOPMENT AGENCY	2016/158371/30

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

The amalgamation or merger has been approved or cleared by -

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

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

Name and Title of person signing:

MR. BUTHEBENKOSI S. KHU

Authorised Signature:



**EXTRACT OF DRAFT MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE UGU SOUTH COAST DEVELOPMENT AGENCY**

HELD AT

UGU SPORTS & LEISURE CENTRE

ON FRIDAY 22 APRIL 2022

AT 09h00

PRESENT	:	Ms. J. Crutchfield Mr. C. Davenhill Mr. P. Jefferys Ms. C. Elliott Mr. S. Dlomo	Deputy Chairperson Board Member Board Member Board Member Board Member/USCDA Caretaker CEO
IN ATTENDANCE	:	Ms. D. Rankin Mr. K. Zulu Mr. M. Mzotho Ms. P. Mangcu Ms. D. Ludick Mr. B. Fikeni Ms. N. Hlongwane Ms. A. Naidoo	Ugu District: GM EDES <i>(joined at 09h52)</i> RNM LM: HoD Planning & Development <i>(joined at 09h52)</i> Umdoni LM: GM Planning & Development USCT CEO USCT GM: Finance & Corporate Services USCDA Finance Manager (FM) USCDA Development Manager (DM) Secretariat
APOLOGIES	:	Dr. S. Nzimande Mr. L. Shezi	Chairperson Board Member
ABSENT	:	Ms. V. Nxumalo Mr. V. Sibiya	Umuziwabantu LM: LED Manager Umzumbe LM: LED Manager

8.1.1. UPDATE: CEOS TO TABLE AN ITEM TO THE TECHNICAL CHANGE MANAGEMENT COMMITTEE, REGARDING THE WINDING DOWN OF BOTH THE ENTITIES

Mr Dlomo advised that a meeting was held on Wednesday, 20th April 2022, in which the Ray Nkonyeni Municipal Manager was in attendance together with the Ugu GM: EDES, the CEOs of both Entities, the Board Chair and Deputy Chair. The meeting was convened to discuss urgent matters regarding the Amalgamation process.

Mr Dlomo then advised that the Ugu GM: EDES was requested to prepare a checklist which was communicated to Ms Elliott. Ms Elliott advised that she would be meeting the Ugu GM: EDES to go through the checklist to ensure that all the compliance issues are attended to.

The Board noted that as per the resolution taken on 5th November 2021 at the Inaugural Board meeting both the USCDA & USCT Entities would not be winding

down but rather it would be the winding down of the USCT Entity only. The Board further clarified that a merger and acquisition would be taking place in which the USCT Entity will join the USCDA Entity.

The Deputy Chair then drew attention to the fact that the old SCDA company still needed to be deregistered from SARS and advised that the matter be added to the checklist. Ms Elliott then requested the FM to hand over the matter to her office in order to follow up with SARS to ensure the deregistration of SCDA.

Resolution 1 of 22-04-22

1. THAT the Board resolved to rescind the resolution taken on 5th November 2021 to wind down both the USCT and USCDA Entities and form a new Entity.
2. THAT the Board resolved to remain with the way forward as proposed by the Technical and Political Change Committees, wherein the USCT Entity be merged into the USCDA company.
3. THAT the USCT company then be deregistered and that the USCDA company has its Mol amended, together with its name which would be amended to South Coast Tourism and Investment Enterprise.

Proposed: Mr C. Davenhill

Seconded: Mr P. Jefferys



MR SC DLOMO
CARETAKER CEO / BOARD MEMBER

----- CERTIFIED AS TRUE EXTRACT OF MINUTES -----

SWORN SOLVENCY AND LIQUIDITY STATEMENT

I, the undersigned,

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

Signature

Date 09/06/2022

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

Commissioner of Oaths

Signature

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

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EX OFFICIO
PRACTISING ATTORNEY R.S.A.

Date and Stamp