

**ZARCLEAR HOLDINGS LIMITED**  
(formerly Sandown Capital Limited)  
(Incorporated in South Africa)  
(Registration number 2000/013674/06)  
Share code: ZCL ISIN: ZAE000262820  
("Zarclear")



**AFRICAN PHOENIX INVESTMENTS LIMITED**  
Incorporated in the Republic of South Africa  
(Registration number 1946/021193/06)  
Share code: AXL ISIN: ZAE000221370  
("African Phoenix")



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## **JOINT RENEWAL OF CAUTIONARY ANNOUNCEMENT AND UPDATE REGARDING THE APPOINTMENT OF A REPLACEMENT GENERAL PARTNER**

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### **RENEWAL OF CAUTIONARY ANNOUNCEMENT**

Shareholders are referred to the announcement released on SENS on 3 December 2019 advising that the boards of directors of Zarclear and African Phoenix have, in principle, agreed to the implementation of a series of transactions to give effect to a merger of Zarclear and African Phoenix (the "**proposed merger**").

Each of African Phoenix ordinary shareholders and Zarclear shareholders are advised that discussions between African Phoenix and Zarclear in respect of the proposed merger remain ongoing and, accordingly, each of African Phoenix shareholders and Zarclear shareholders should exercise caution when dealing in their respective shares until a further announcement in respect of the proposed merger has been made.

### **UPDATE REGARDING THE APPOINTMENT OF A REPLACEMENT GENERAL PARTNER**

African Phoenix shareholders are further advised that following engagement with various shareholders, African Phoenix has decided, irrespective as to whether the proposed merger is to be implemented, that the API Capital Fund Partnership be unwound. Accordingly, a replacement general partner will not be appointed following the removal of API Capital Proprietary Limited ("**API Capital**") as general partner, effective from 31 December 2019. The API Capital Fund Partnership will accordingly be dissolved in accordance with the Partnership Agreement and the B ordinary shares held by API Capital cancelled.

20 January 2020

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**Corporate advisor and sponsor to Zarclear**  
**Transaction sponsor and corporate advisor to African Phoenix**

