



LETSHEGO HOLDINGS LIMITED
Registration number: CO 1998/442
("Letshego" or "the Company")

ANNOUNCEMENT RELATING TO THE PROPOSED REDUCTION OF CAPITAL

This announcement is published in accordance with Section 59 of the Companies Act and the BSE Listing Requirements. The announcement contains salient features of the proposed reduction of capital to be implemented subsequent to the Shareholders of Letshego approving a Share Buy Back mandate of up to ten per cent (10%) of the Company's shares. Details of this will be set out in the Notice of the Annual General Meeting (AGM) as set out in paragraph 4 below.

1. INTRODUCTION

The Directors of Letshego are pleased to announce an intention to seek the Shareholders' approval to purchase up to ten per cent (10 %) of the stated share capital of the Company (Share Buy Back) and cancel these shares with the effect of reducing the share capital (Reduction of Capital) at the forthcoming AGM to be held on the 27th of May 2015.

Subject to Shareholders approving the Share Buy Back, Letshego intends to cancel the shares purchased and implement a Reduction of Capital. A salient requirement for the Reduction of Capital is for a public announcement of the proposed reduction of the Company's stated share capital to be given no less than 30 days prior to tabling the Special Resolution to reduce the stated share capital. This Special Resolution will be tabled at the forthcoming AGM to be held on the 27th of May 2015. This announcement serves to fulfill the requirements of section 59 of the Companies Act.

2. DETAILS OF THE PROPOSED CAPITAL REDUCTION

The Directors of Letshego intend to propose a Share Buy Back by way of an on-market Share Buy Back transacted on the BSE trading system, through one or more duly licensed stockbrokers appointed by the Company for that purpose at the forthcoming AGM. The Board has resolved to cancel the purchased Shares effected through the Share Buy Back and the cancellation of the shares will result in a Reduction of Capital.

Subject to Shareholders approving the Share Buy Back and the Shareholders specially approving the Reduction of Capital, the Directors of Letshego undertake to reduce the stated share capital on the following basis:

- a maximum of 218,490,166 shares may be reduced from the stated share capital consisting of 2,184,901,665 shares, such that, post any possible reduction, the stated share capital would be 1 966 411 499 shares; and
- the reduction will, prior to implementation, satisfy the solvency test in terms of the Companies Act.

3. RATIONALE

The Directors of Letshego are of the view that the cancellation of the shares purchased pursuant to the Share Buy Back and the Reduction of Capital will be in the best interest of the Company and its shareholders as set out in the Notice of the AGM

4. NOTICE TO THE AGM

The Notice of the AGM shall be despatched to Shareholders on or about the 5th of May 2015 which will set out further information on the proposed Reduction of Capital and the Share Buy Back.

5. IMPORTANT DATES

Announcement	26 th April 2015
Notice of the AGM dispatched to Shareholders	on or about the 5 th May 2015
AGM	27 th May 2015

Legal Advisor	Sponsoring Broker	Transfer Secretary
 <p>ARMSTRONGS Attorneys, Notaries & Conveyancers</p>	 <p>Stockbrokers Botswana Ltd</p>	 <p>pwc</p>



John Burbidge
for and on behalf of the
BOARD OF DIRECTORS