|  |
| --- |
| **The below represents a consolidation of the provisions of a specific corporate action in:*** Section 5: Methods and Procedures of Brining Securities to Listing;
* Section 11: Circulars, Pre-Listing Statements/Prospectuses and Announcements; and
* Section 16 Documents to be Submitted to the JSE,

 that will be included a new General Corporate Actions Section.Each corporate action will be structured as follows, in alphabetical order:* Specific requirements ;
* Announcement;
* Contents of circular;
* Submission to the JSE.

**Definitions will be updated as required.** **Original paragraph numbers are maintained for consultation purposes and will be renumbered on the clean simplified version.**  |

|  |
| --- |
| **Number 7: Odd Lot Offers** |

Specific requirements

5.123 An odd-lot offer is an offer where the issuer proposes to reduce administrative costs associated with a large number of odd-lot holders.

 Odd lot holdings comprise of:[[1]](#footnote-1)

 (a) less than 100 securities; or

 (b) 100 or more securities, provided the disposal cost of a holder disposing of such securities equals or exceeds the total value thereof.

5.124

 An odd lot offer must have a two-way election whereby holders may:[[2]](#footnote-2)

 (i) elect to retain their odd-lot holding; or

 (ii) elect to sell their odd-lot holding.

5.125 If the default position is the mandatory sale of odd lot holdings to the issuer, it must be permitted in the MOI of the issuer and the odd lot offer must be approved by shareholders in general meeting through an ordinary resolution.

5.125 The issuer must obtain the relevant authority to repurchase securities in terms of this Section.

Contents of circular

11.53 The following must be included in the circular:[[3]](#footnote-5)

 (a) details of the resolutions to be approved by shareholders;

 (b) the reasons for the odd lot offer;

 (c) the election alternatives above; and

 (d) a statement in bold and upper case, on the front page, drawing holders’ attention to the mandatory sale of the odd lot holdings if no election is made.

 [*see general]*

Submission to the JSE

16.36 The following must be submitted to the JSE::[[4]](#footnote-6)

 (a) the circular;

 (b) the application for removal, available of the JSE Forms Portal ;

 (c) exchange control, if applicable; and[[5]](#footnote-7)

 (d)

 a resolution by the board that the issuers has passed the solvency and liquidity test in terms of the Act and that, since the test was performed, there have been no material changes to the financial position of the issuers or its group; and[[6]](#footnote-8)

 *[Fees covered under the new Section 5 Continuing Obligations]*

1. [↑](#footnote-ref-1)
2. [↑](#footnote-ref-2)
3. [↑](#footnote-ref-5)
4. [↑](#footnote-ref-6)
5. [↑](#footnote-ref-7)
6. [↑](#footnote-ref-8)