



Tongaat Hulett

Tongaat Hulett Limited (Registration No. 1892/000610/06)

JSE share code: TON ISIN: ZAE000096541

DECLARATION OF SCRIP DISTRIBUTION WITH A CASH DIVIDEND ALTERNATIVE

1. Introduction

Notice is hereby given that the Board has declared a final distribution (number 165) for the financial period ended 31 March 2010, by way of the issue of fully paid ordinary shares of R1,00 each as a scrip distribution payable to ordinary shareholders recorded in the register on the record date, being Friday, 16 July 2010 ("scrip distribution"). Ordinary shareholders will be entitled, in respect of all or part of their shareholding, to elect to receive a cash dividend of 175 cents per ordinary share in lieu of the scrip distribution, which will be paid only to those ordinary shareholders who elect to receive the cash dividend, in respect of all or part of their shareholding, on or before 12:00 on Friday, 16 July 2010 ("the cash dividend alternative").

The cash dividend alternative will be paid out of profits while the new ordinary shares to be issued pursuant to the scrip distribution will be issued as a capitalisation of part of the share premium account.

2. Terms of the scrip distribution

The number of new ordinary shares to which ordinary shareholders participating in the scrip distribution will become entitled will be determined in the ratio that 175 cents multiplied by a factor of 1,05 bears to the volume weighted average price ("VWAP") of ordinary shares on the JSE Limited ("JSE") during the 22-day trading period ending on Thursday, 1 July 2010. Details of the ratio will be released on the Securities Exchange News Service of the JSE ("SENS") by no later than 12:00 on Friday, 2 July 2010 and published in the South African press the following business day.

2.1. Fractions

Trading in the Strate environment does not permit fractions and fractional entitlements. Accordingly, where an ordinary shareholder's entitlement to new ordinary shares calculated in accordance with the above formula gives rise to a fraction of a new ordinary share, such fraction of a new ordinary share will be rounded up to the nearest whole number where the fraction is greater than or equal to 0,5 and rounded down to the nearest whole number where the fraction is less than 0,5.

2.2. Circular and salient dates

A circular relating to the scrip distribution and the cash dividend alternative will be posted to ordinary shareholders on or about Friday, 18 June 2010.

In accordance with the provisions of Strate, the electronic settlement and custody system used by the JSE, the relevant dates for the scrip distribution/cash dividend alternative are as follows:

EVENT	DATE - 2010
Circular and form of election posted to ordinary shareholders on	Friday, 18 June
Announcement of the ratio applicable to the scrip distribution, based on the 22-day VWAP ending on Thursday, 1 July 2010, released on SENS by 12:00 on	Friday, 2 July
Announcement of the ratio applicable to the scrip distribution published in the South African press on	Monday, 5 July
Last day to trade in order to be eligible for the scrip distribution/cash dividend alternative ("CUM" scrip distribution/cash dividend alternative) on	Friday, 9 July
Ordinary shares trade "EX" the scrip distribution/cash dividend alternative on	Monday, 12 July
Listing of maximum possible number of new ordinary shares that could be issued in terms of the scrip distribution on	Monday, 12 July
Last day to elect the cash dividend alternative instead of the scrip distribution by 12:00 on	Friday, 16 July
Record date in respect of the scrip distribution/cash dividend alternative on	Friday, 16 July
Ordinary share certificates and dividend cheques posted and Central Securities Depository Participant (CSDP)/broker accounts credited/updated (payment date) on	Thursday, 22 July
Maximum number of new ordinary shares listed adjusted to reflect the actual number of new ordinary shares issued on	Friday, 23 July

All times provided in this announcement are South African local time. The above dates and times are subject to change. Any changes will be released on SENS and published in the South African press.

Ordinary share certificates may not be dematerialised or rematerialised, nor may transfers between registers take place between Monday, 12 July 2010 and Friday, 16 July 2010, both days inclusive.

3. Payment of the cash dividend alternative

To the extent elected by ordinary shareholders, the cash dividend alternative is declared in the currency of the Republic of South Africa. Dividends paid by the United Kingdom transfer secretaries will be paid in British currency at the rate of exchange ruling at the close of business on Friday, 9 July 2010.

Where applicable, dividends in respect of certificated ordinary shares will be transferred electronically to ordinary shareholders' bank accounts on the payment date. In the absence of specific mandates, dividend cheques will be posted to ordinary shareholders. Ordinary shareholders who hold dematerialised shares will have their accounts at their CSDP or broker credited/updated on Thursday, 22 July 2010.

For and on behalf of the Board

M A C Mahlari

Company Secretary

Amanzimnyama

Tongaat, KwaZulu-Natal

26 May 2010