

NOTICE TO SHAREHOLDERS

Notice is hereby given that the one hundred and eighteenth annual general meeting of shareholders will be held at the Corporate Office, Amanzimnyama Hill Road, Tongaat, KwaZulu-Natal on Tuesday 27 July 2010 at 09h00.

Order of business

1. To receive and consider the annual financial statements of the company for the 15 month period to 31 March 2010.
2. For the re-appointment of Deloitte & Touche as auditors.
3. To elect directors in place of Messrs J B Magwaza, R H J Stevens and C B Sibisi and Mrs J John, who retire by rotation in terms of article 61 of the articles of association and who, being eligible, offer themselves for re-election. Motions for re-election will be moved individually. Details of each of these retiring directors are set out in pages 53 to 55 of the Annual Report.
4. To elect Mrs R P Kupara and Mr A A Maleiane as directors, having been appointed during the 15 month period to 31 March 2010 and Ms T N Mgoduso having been appointed on 21 May 2010 as directors, who are required to retire in accordance with article 59 of the articles of association and being eligible, offer themselves for election. Motions for election will be moved individually. Details of each of these retiring directors are set out in pages 53 to 55 of the Annual Report.
5. To consider and, if deemed fit, to pass, with or without modification, the following resolutions, subject to the approval of the JSE Limited (JSE):

Special Resolution Number 1

"Resolved as a special resolution that:

- a. the acquisition by the company of shares or debentures (securities) issued by it on such terms and conditions as the directors of the company may deem fit; and
- b. the acquisition by any subsidiary of the company of securities issued by the company on such terms and conditions as the directors of any such subsidiary may deem fit;

be and it is hereby approved as a general approval in terms of sections 85 and 89 of the Companies Act, 61 of 1973, as amended (the Companies Act) and in terms of the JSE Listings Requirements; provided that:

1. the number of ordinary shares acquired in any one financial year shall not exceed five percent of the ordinary shares in issue at the date on which this resolution is passed;
2. such general approval shall be valid only until the next

annual general meeting of the company or the expiry of a period of 15 months from the date of this resolution, whichever occurs first, or until varied or revoked prior thereto by special resolution at any general meeting of the company;

3. such acquisitions may not be made at a price greater than ten percent above the weighted average of the market value for the securities on the JSE for the five business days immediately preceding the date on which the transaction for the acquisition is effected. The JSE will be consulted for a ruling if the company's securities have not traded in such five business day period;
4. the acquisitions be effected through the order book operated by the JSE trading system;
5. the company appoints, at any point in time, only one agent to effect any acquisition/s on the company's behalf;
6. acquisitions will not be undertaken by the company or its subsidiaries during a prohibited period, as defined by the JSE Listings Requirements;
7. when the company and/or its subsidiaries have cumulatively repurchased three percent of the initial number (the number of that class of shares in issue at the time that general authority from shareholders is granted) of the relevant class of securities, and for each three percent in aggregate of the initial number of that class acquired thereafter, a press announcement must be made giving the details required in terms of the JSE Listings Requirements, in respect of such acquisitions;
8. the company will ensure that its sponsor will provide the necessary letter on the adequacy of the working capital in terms of the JSE Listings Requirements, prior to the commencement of any purchase of the company's shares on the open market;
9. before entering the market to effect the general repurchase, the directors, having considered the effects of the repurchase of the maximum number of ordinary shares in terms of the foregoing general authority, will ensure that for a period of 12 months after the date of the notice of annual general meeting:
 - the company will be able, in the ordinary course of business, to pay its debts;
 - the assets of the company, fairly valued in accordance with International Financial Reporting Standards, will exceed the liabilities of the company;
 - the company's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes;

10. this authority will be used if the directors consider that it is in the best interests of the company and shareholders to effect any such acquisitions having regard to prevailing circumstances and the cash resources of the company at the relevant time.”

The general information regarding the company, referred to in paragraph 11.26(b) of the JSE Listings Requirements, is contained in the Annual Report as follows:

- a. directors of the company;
- b. major shareholders;
- c. directors’ interests in the company’s securities;
- d. share capital.

There have been no material changes since 31 March 2010. The company is not a party to any material litigation nor is it aware of any pending material litigation to which it may become a party.

The directors (whose names appear in the Annual Report) collectively and individually accept full responsibility for the accuracy of the information given and certify, that to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of the annual general meeting contains all information required by law and the JSE Listings Requirements.

The effect of special resolution number 1 is to provide a general authority for the company and its subsidiaries to acquire shares issued by it in accordance with the provisions of sections 85 and 89 of the Companies Act and the JSE Listings Requirements.

Ordinary Resolution Number 1

“Resolved as an ordinary resolution that the directors be and are hereby authorised and empowered to do all such things and sign all such documents and procure the doing of all such things and the signature of all such documents as may be necessary or incidental to give effect to the approval granted in terms of special resolution number 1.”

Ordinary Resolution Number 2

“Resolved as an ordinary resolution that the unissued shares in the capital of the company (other than the shares reserved for the purposes of The Tongaat-Hulett Employees Share Incentive Scheme and The Tongaat-Hulett Group

Limited 2001 Share Option Scheme) be and are hereby placed under the control of the directors of the company who are hereby authorised to allot and issue such shares at their discretion, including for scrip dividend distribution, upon such terms and conditions as they may determine, subject to the proviso that the aggregate number of shares to be allotted and issued in terms of this resolution shall be limited to five percent of the number of shares in issue at 27 July 2010 and subject to the provisions of the Companies Act and the JSE Listings Requirements.”

Ordinary Resolution Number 3

“Resolved as an ordinary resolution that subject to the passing of ordinary resolution number 2 and the approval of a 75 percent majority of the votes cast by shareholders present in person or represented by proxy at the annual general meeting at which this resolution is proposed, and the JSE Listings Requirements, the directors of the company be and are hereby authorised and empowered to allot and issue for cash, without restriction, all or any of the unissued shares in the capital of the company placed under their control in terms of ordinary resolution number 2 as they in their discretion may deem fit; provided that:

- a. this authority shall not extend beyond 15 months from the date of this annual general meeting;
- b. a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one financial year, five percent or more of the number of ordinary shares of the company’s ordinary share capital in issue prior to such issues provided further that such issues shall not in any one financial year exceed five percent of the company’s issued ordinary share capital; and
- c. in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted shall be ten percent of the weighted average traded price of the shares in question over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors. The JSE will be consulted for a ruling if the company’s securities have not traded in such 30 business day period.”

Ordinary Resolution Number 4

“Resolved as an ordinary resolution that the proposed fees, set out below, payable to non-executive directors for their services as directors on the board and on board committees

NOTICE TO SHAREHOLDERS CONTINUED

for the periods indicated below, as recommended by the Remuneration Committee and the board, subject to approval by the shareholders at the annual general meeting, be and are hereby approved."

Proposed Directors' Fees from 1 January 2010 to 2011 AGM

| Type of fee | Existing annual fee R | Proposed annual fee from 1 January 2010 to 27 July 2010 (AGM) R | Proposed fees from 28 July 2010 to the 2011 AGM R | |
|---------------------------------|--------------------------|--|--|----------------------------|
| | | | Annual Fixed/ Retainer Fee | Attendance Fee Per Meeting |
| Tongaat Hulett Board: | | | | |
| Chairman | 590 000 | 700 000 | 508 200 | 67 760 |
| Non-Executive Directors | 181 800 | 198 200 | 143 895 | 19 185 |
| Audit and Compliance Committee: | | | | |
| Chairman | 181 800 | 198 200 | 143 895 | 31 975 |
| Non-Executive Directors | 90 900 | 99 100 | 71 955 | 15 985 |
| Remuneration Committee: | | | | |
| Chairman | 145 000 | 158 100 | 114 805 | 25 500 |
| Non-Executive Directors | 72 500 | 79 050 | 57 400 | 12 750 |
| SHE Committee | | | | |
| Chairman | 145 000 | 158 100 | 114 805 | 25 500 |
| Non-Executive Directors | 72 500 | 79 050 | 57 400 | 12 750 |

Ordinary Resolution Number 5

"Resolved as an ordinary resolution that the provisions of the Tongaat Hulett Share Appreciation Right Scheme ("SAR"), Tongaat Hulett Long Term Incentive Plan ("LTIP") and the Tongaat Hulett Deferred Bonus Plan ("DBP") (collectively referred to as "the Plans") be amended to ensure compliance with the Schedule 14 of the JSE Listing Requirements and, where appropriate, the King Code of Governance Principles – 2009 and the King Report on Governance for South Africa – 2009 ("King III")."

The main points of the amendments are summarised as follows:

- The maximum number of shares that may be issued under the Plans is set to 13 000 000, amounting to approximately (9,4%) of all issued share capital. This requirement replaces the previous limit which was expressed as 10% of the issued share capital. This limit is permitted to be increased proportionately to reflect changes in capital structure, as specified in the Rules (14.3). In addition, it is clarified that shares purchased in the market in settlement of the Plans and awards that are forfeited are excluded from this limit. (14.1(b))
- The limit of a fixed number of shares, namely 1 200 000, that can be allocated to any participant under any of the Plans has been added. (14.1(c))
- The Plans have been amended to confirm the requirement that employees' base pay, grade, performance and retention requirement form the primary basis upon which awards under the SAR and LTIP are made. (14.1(f))
- The discretion afforded to the Remuneration Committee in the case of termination of employment of a participant has been limited within a specific framework and certain of the provisions applicable to good leavers are harmonised. (14.1(h))
- King III requires the application of company performance conditions to govern the vesting of awards under the Plans, and precludes the application of retesting. The application of company performance conditions has been applied since the approval of the Plans. Future awards will have relevant performance conditions, will not provide for retesting, and will apply the principle of graduated vesting as recommend by King III.
- Certain points of clarity and administrative changes to the Plans as required by the JSE Listing Requirements and King III are proposed and will be available for inspection at the Company's offices 21 days before the annual general meeting.

No new awards under the company's two previous plans, namely The Tongaat-Hulett Group Limited 2001 Share Option Scheme and The Tongaat-Hulett Group Limited Employee Share Incentive Scheme have been made since 2004 and these plans are winding down as participants exercise their outstanding awards, all of which have vested and will be settled by shares issued from unissued share capital as provided for in the rules governing their operation. No changes are thus being made to the rules of these plans.

Ordinary Resolution Number 6

"Resolved as an ordinary resolution that the provisions of the Tongaat Hulett Long Term Incentive Plan ("LTIP") be amended to make provision for the introduction of retention awards without company performance vesting conditions."

The purpose of such awards of unconditional LTIPs is to assist with key and high potential employee retention and talent management. The King III Report on Corporate Governance notes that: "When companies face the risk of losing key employees, remuneration policies to retain them may be adopted. Incentive schemes to encourage retention should be established separately, or should be clearly distinguished, from those relating to reward performance and should be disclosed in the annual remuneration report voted on by shareholders." These awards will be made on a targeted basis where key and high potential employee retention risks exist.

Any such awards for executive directors will be awarded on the basis that a significant portion of any LTIP award will be subject to company performance vesting conditions.

The retention awards will complement the existing LTIP awards and awards under the SAR and DBP and the combined value of all the awards will remain within market benchmarks and within the Plan limits set in ordinary resolution 5 above. The terms of the retention awards will, apart from the absence of company performance conditions, be identical to the existing conditional awards awarded under the LTIP.

6. To transact such other business as may be transacted at a general meeting.

Voting

Any shareholder who holds certificated ordinary shares in the company or who holds dematerialised ordinary shares in the company through a Central Securities Depository Participant (CSDP) and who has selected "own name" registration, may attend, speak and vote at the annual general meeting or may appoint any other person or persons (none of whom need be a shareholder) as a proxy or proxies, to attend, speak and vote at the annual general meeting in such shareholder's stead.

Should any shareholder who holds dematerialised ordinary shares in the company and has not selected "own name" registration, wish to attend, speak and vote at the annual general meeting, such shareholder should timeously inform his CSDP or broker for the purposes of obtaining the necessary letter of representation from such shareholder's

CSDP or broker to attend the annual general meeting or timeously provide such shareholder's CSDP or broker with such shareholder's voting instruction in order for the CSDP or broker to vote on such shareholder's behalf at the annual general meeting.

A proxy form is enclosed for use by shareholders holding certificated ordinary shares in the company or dematerialised ordinary shares in the company through a CSDP and who have selected "own name" registration. Such proxy form, duly completed should be forwarded to reach the transfer secretaries of the company, by no later than 09h00 on Wednesday 21 July 2010. The completion of a proxy form will not preclude a member from attending the meeting.

By order of the Board



M A C Mahlari
Company Secretary

Amanzimnyama
Tongaat, KwaZulu-Natal

26 May 2010