



The Tongaat-Hulett Group Limited

Registration No. 1892/000610/06

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Dear Shareholder

Enclosed herewith is the Tongaat-Hulett Group circular to shareholders and the Hulamin pre-listing statement. This documentation, which should be reviewed and considered in its entirety, contains all the details that you will require to make an informed decision when voting on the proposed transactions. The transactions, if implemented, will result in:

- the listing of Hulamin on the JSE;
- the unbundling by the Tongaat-Hulett Group of its 50% interest in Hulamin;
- the Tongaat-Hulett Group changing its name to Tongaat Hulett;
- the creation of two separately listed entities:
 - **Tongaat Hulett**, an agri-processing business which includes integrated components of land management, property development and agriculture; and
 - **Hulamin**, an independent niche producer of rolled, extruded and other semi-fabricated and finished aluminium products;
- the introduction of broad-based BEE equity participation representing an effective 25% interest in Tongaat Hulett;
- the introduction of broad-based BEE equity participation representing an effective 15% interest in Hulamin; and
- a R500 million *pro rata* repurchase of shares in Tongaat Hulett, by way of a scheme of arrangement.

As set out in the enclosed documents, the board of the Tongaat-Hulett Group believes that the listing and unbundling of Hulamin creates value for shareholders and will provide investors with a unique direct investment opportunity in both Tongaat Hulett and Hulamin. The introduction of value add BEE equity partners into both Tongaat Hulett and Hulamin will build on the existing empowerment initiatives within these businesses and ensure that Tongaat Hulett and Hulamin achieve substantial transformation and are well positioned to compete in their respective industries. The *pro rata* share repurchase will optimise the capital structure of Tongaat Hulett, whilst retaining the balance sheet capacity to take advantage of growth opportunities.

For the aforementioned to proceed and because of the interdependence of the resolutions, it is a prerequisite that all the various shareholder resolutions be approved. We believe that shareholders should vote in favour of all the resolutions to be proposed at the general meeting of shareholders and the scheme of arrangement meeting, both of which will be held on 11 June 2007.

Yours sincerely

Cedric M L Savage
Chairman

Directors: C.M.L. Savage (Chairman), P.H. Staude (Chief Executive), D.D. Barber, P.M. Baum, I. Botha, E. le R. Bradley, B.E. Davison, B.G. Dunlop, A. Fourie, G.R. Hibbert, G.P.N. Kruger, J.B. Magwaza, M. Mia, M.H. Munro, T.H. Nyasulu, S.J. Saunders, M. Serfontein, R.H.J. Stevens, A.M. Thompson.
Secretary: M.M.L. Mokoka