



TongaatHulett®

- Delivered by Email To:**
- All known Affected Persons of Tongaat Hulett Sugar South Africa Limited (in business rescue)
 - Companies and Intellectual Property Commission
- Displayed:**
- Registered office and principal place of business of the Company
- Published:**
- On the website maintained by THL and accessible to Affected Persons
-

December 2023

REPORT ON THE STATUS OF THE BUSINESS RESCUE PROCEEDINGS OF TONGAAT HULETT SUGAR SOUTH AFRICA LIMITED (IN BUSINESS RESCUE) ("COMPANY")

1. GENERAL

1.1. In accordance with section 132(3)(a) and section 132(3)(b) of the Companies Act 71 of 2008, as amended ("**Companies Act**"), when the business rescue proceedings of a company have not concluded within 3 months of the date on which they started, a business rescue practitioner is required to-

1.1.1. prepare a report on the progress of the business rescue, and update it at the end of each subsequent month until the end of the business rescue proceedings; and

1.1.2. deliver the report and each update to each affected person and to the Companies and Intellectual Property Commission ("**CIPC**").

1.2. Accordingly, we hereby provide you with the tenth report, being the December 2023 report, on the status of the Company's business rescue proceedings.

2. BUSINESS RESCUE UPDATES

Affected Persons are reminded that the Company has operated as an agent for a previously undisclosed principal, being Tongaat Hulett Limited ("**THL**") and as a result, the business rescue

proceedings of the Company are wholly dependent on the business rescue proceedings and inextricably linked to the business rescue plan of THL.

The following matters have occurred or remain relevant since the distribution and publication of the Company's November 2023 business rescue status update report ("**November Report**"):

2.1. **Adjournment of the Section 151 Meeting Date**

2.1.1. On 29 November 2023, the Company's joint Business Rescue Practitioners ("**BRPs**") published the amended business rescue plan for the Company ("**Amended Plan**"). The section 151 meeting of the Companies Act 71 of 2008 ("**Section 151 Meeting**") was intended to be held for the purpose of considering and voting on the Amended Plan on 8 December 2023.

2.1.2. However, the business rescue of THL has been bedevilled by numerous challenges, not least of which has been the ongoing threats and/or institution of legal proceedings aimed at interdicting the business rescue process. Various challenges and legal proceedings have been made and/or brought at the instance of various groups and/or entities with frequently divergent interests. If not adequately anticipated and/or fully dealt with, these challenges threatened to halt the business rescue process, with the almost inevitable consequence of the liquidation of THL.

2.1.3. The abovementioned ongoing challenges and/or legal action have had the unfortunate effect of delaying the meetings to vote on a plan and extending the duration of the business rescue proceedings.

2.1.4. On 5 December 2023, RCL and SASA applied to court for an interdict to stop the section 151 Meeting of THL vote taking place on 8 December 2023. On or about 7 December 2023, the court ordered:

- the postponement of the hearing of the interdict applications to 13 December 2023; and
- the adjournment of the section 151 Meeting of THL to 14 December 2023.

2.1.5. Consequentially, on 7 December 2023, the BRPs requested Creditors to provide their consent for the adjournment of the Section 151 Meeting of the Company to 14 December 2023 to consider and vote on the Amended Plan.

2.1.6. On 13 December 2023 Judge Vahed ordered inter alia that:

- The section 151 meeting of THL convened for 14 December 2023 be adjourned and be reconvened on a date not later than 11 January 2024; and
- the Business Rescue Plans of THL published on 29 November 2023 in their unamended form shall not be voted on.

2.1.7. As a result, on 13 December 2023, the BRPs requested Creditors to provide their consent for the adjournment of the Section 151 Meeting of the Company to no later than 11 January to consider and vote on the Amended Plan.

2.1.8. The THL section 151 Meeting was reconvened on 10 January 2024, which meeting was stood down and continued into 11 January 2024. There was uncertainty as to whether the section 152(2) vote would occur and whether the THL section 151 Meeting would be concluded. Since the business rescue proceedings of the Company are wholly dependent on the business rescue proceedings of THL and inextricably linked to the business rescue plan of THL, on 11 January the BRPs requested Creditors to provide their consent for the adjournment of the Section 151 Meeting of the Company to a date within 3 weeks from the date at which the THL section 151 Meeting has been concluded and wherein the section 152(2) vote has taken place.

2.1.9. Section 151(1) of the Companies Act requires that within 10 days after publishing a business rescue plan, the BRPs must convene a Section 151 Meeting. Since the Amended Plan was published on 29 November 2023, the plans will be 'republished' including relevant amendments for consideration by Creditors at the Section 151 Meeting.

2.1.10. Further details regarding the date for the reconvening of the Section 151 Meeting will be distributed to Affected Persons in due course.

2.2. **Business Rescue Proceedings of other Tongaat Hulett Group Entities**

2.2.1. The amended business rescue plan for Voermol Feeds Proprietary Limited (in business rescue) ("**Voermol**"), was published on 29 November 2023. The respective section 151 Meeting of Voermol has been adjourned and will be held on a date within 3 weeks from the date at which the section 151 Meeting of THL has been concluded and wherein the section 152(2) vote has taken place.

2.2.2. The section 151 Meeting for THL was reconvened on 10 January 2024 which meeting was

stood down and continued into 11 January 2024 for the purpose of considering and voting on the Amended Business Rescue Plan of THL. At the THL section 151 Meeting:

- The various amendments to be incorporated into the Amended Business Rescue Plan of THL were proposed, seconded and approved by the requisite majority of creditors.
- Votes for the approval and adoption of the Amended Business Rescue Plan of THL were cast by all Creditors and any other holders of a voting interest, present and voting at the meeting, and of the votes cast:
 - ✓ 98.51% voted in favour of the Amended Business Rescue Plan of THL; and
 - ✓ 1.49% voted against the Amended Business Rescue Plan of THL.
- Of the votes cast in support of the Amended Business Rescue Plan of THL by the independent Creditors with voting interests:
 - ✓ 98.47% of the independent creditors voted in favour of the Amended Business Rescue Plan of THL; and
 - ✓ 1.53% of the independent creditors voted against the Amended Business Rescue Plan of THL.

2.2.3. Based on the above, the Amended Business Rescue Plan of THL has been approved with an overwhelming majority of support and has therefore been adopted. As the Amended Business Rescue Plan of THL does not alter the rights of the holders of any class of the company's securities, the approved and adopted Amended Business Rescue Plan of THL is final and binding on the Company and on all Affected Persons.

2.2.4. The adopted business rescue plan for Tongaat Hulett Developments Proprietary Limited ("THD") as published on Friday, 19 May 2023 continues to be implemented.

2.2.5. Separate monthly status update reports are provided for THD, THL and Voermol, which reports are uploaded and made accessible to Affected Persons on the THL website at: www.tongaat.com, under the 'Business Rescue' tab.

2.3. **Litigation Matters**

2.3.1. The application to court referred to in the notice to Affected Persons on 15 June 2023. The matter was heard in court on the 13th and 14th of September 2023 and judgement was

reserved. On 29 November 2023, the application was dismissed with costs. The written judgement in respect of such order was handed down on 4 December 2023. Following due consideration by THL, the BRPs and their legal advisors, leave to appeal the judgment has been sought.

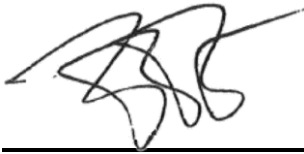
2.4. **Creditor Claims**

2.4.1. Post the publication of the Plan, we have not received any further claims against the Company. Thus, the process of claim verification and the reconciliation of creditor claims against the Company is currently up to date. Creditors are reminded that all claims lodged against the Company, which are accepted in whole or in part, will be reflected in the Amended Plan. The Amended Plan provides a process for Creditors to deal with any remaining disputes related to claims and Creditors who dispute their claims reflected in the Amended Plan, will be at liberty to follow such process, if they so wish.

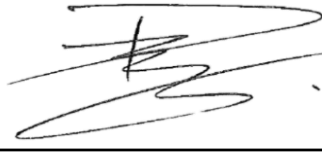
3. **CLOSING REMARKS**

- 3.1. It remains our view that with your continued assistance and co-operation, the Company stands a reasonable chance of being rescued, within the meaning of section 128(1)(h) of the Companies Act, in a manner that will balance the rights and interests of all Affected Persons.
- 3.2. Affected Persons are reminded that all notices and documents regarding the business rescue proceedings of the Company that have been and/or will be circulated to all known Affected Persons are or will be published and made available to all Affected Persons on the THL website at: www.tongaat.com, under the 'Business Rescue' tab.
- 3.3. If you have any queries, they may be directed to the business rescue email address at: BR@tongaat.com.

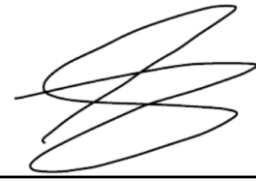
Yours faithfully,



TJ Murgatroyd



PF van den Steen



GC Albertyn

The Joint Business Rescue Practitioners of Tongaat Hulett Sugar South Africa Limited (in business rescue)

Companies and Intellectual Property Commission
Republic of South Africa

Form CoR 125.1

About this Form

- This form is issued in terms of section 132 and 141 of the companies Act, 2008, and Regulation 125 of the Companies Regulations, 2011.
- This Notice and the attached report must be published to every affected person, and to:
 - a) The Commission, if the business rescue proceedings were started by the company; or
 - b) The court, if the proceedings were ordered by the court.
- A report and Notice must be issued at the end of the first three months of the business rescue proceedings, and at regular monthly intervals after that

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South
Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Business Rescue Status Report

Date: December 2023

Customer Code: WERKMP

Concerning

(Name and Registration Number of Company)

Name: Tongaat Hulett Sugar South Africa Limited

Registration No: 1965/000565/06

The above named company commenced business rescue proceedings on
22 December 2022.

Because the business rescue proceedings have not concluded within three months, the appointed business rescue practitioner provides the attached report in terms of section 132 (3).

Name and Title of person signing on behalf of the Practitioner:

TJ Murgatroyd, PF van den Steen & GC Albertyn
Joint Business Rescue Practitioners

Authorised Signature:

