



# Notice of annual general meeting

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NOTICE IS HEREBY GIVEN to shareholders as recorded in the Company's securities register on Wednesday, 31 August 2011, that the Annual General Meeting of the shareholders of the Company will be held at Mayibuye Place, 355 Kent Avenue, Ferndale, Randburg, 2196 on Monday, 10 October 2011 at 10:00 for purposes of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, 71 of 2008 ("the Act"), as read with the Listings Requirements of the JSE Limited ("JSE Listings Requirements") which meeting is to be participated in and voted at by shareholders as at the record date of Wednesday, 5 October 2011.

**Kindly note that meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification and the person presiding at the Annual General Meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as proxy for a shareholder) has been reasonably verified.**

Reference made to the "Memorandum of Incorporation" of the Company in this notice of the annual general meeting, means the Memorandum and Articles of Association of the Company as it existed prior to the commencement of the Act on 1 May 2011. As of 1 May 2011, the Memorandum of Association and Articles of Association of a pre-existing company are deemed to be the "Memorandum of Incorporation" of a company in terms of the definition of "Memorandum of Incorporation" contained in Section 1 of the Act. Accordingly, we refer to the "Memorandum of Incorporation" of the Company throughout the document, instead of the "Memorandum and Articles of Association" of the Company.

### 1. Ordinary resolution number 1 – Presentation of annual financial statements

That the audited annual financial statements of the Company and the Group for the year ended 28 February 2011 (as approved by the board of directors of the Company), including the directors' report, the report of the auditors and the report of the Audit Committee be considered.

The percentage of voting rights required for ordinary resolution number 1 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution.

### 2. Ordinary resolution number 2 – Confirmation of appointment of director

That the appointment of Michael Gavin Meehan as a director of the Company, having been appointed by the Board of Directors of the Company to the Board on 18 January 2011, be and is hereby confirmed. Refer to section 10 of the annual report of which this notice forms part, for a brief curriculum vitae of this director.

The percentage of voting rights required for ordinary resolution number 2 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution.



### 3. Ordinary resolution number 3 – Re-election of directors due to rotation

That in terms of Article 83 of the Memorandum of Incorporation of the Company, the following directors are obliged to retire by rotation at this Annual General Meeting. Having so retired, and who, being eligible, have offered themselves for re-election by way of separate resolutions:

- 3.1 Siphon M Twala
- 3.2 James French
- 3.3 Antonios Couloubis

That the re-election of Siphon M Twala, James French and Antonios Couloubis be and are hereby approved.

Refer to section 10 of the annual report of which this notice forms part for a brief curriculum vitae of each director.

The percentage of voting rights required for each of the elections under ordinary resolution number 3: more than 50% (fifty percent) of the voting rights exercised on the resolution.

### 4. Ordinary resolution number 4 – Election of audit committee members

That the shareholders elect, each by way of a separate resolution, the following independent, non-executive directors, as members of the Company's Audit Committee, until the conclusion of the next annual general meeting of the Company:

- 4.1 Michael Gavin Meehan
- 4.2 Alan Ber
- 4.3 Leonard Fine  
(subject to special resolution number 1 below being duly adopted)
- 4.4 Robert Emslie

The percentage of voting rights required for each of the elections under ordinary resolution number 4: more than 50% (fifty percent) of the voting rights exercised on the resolution.

### 5. Ordinary resolution number 5 – Re-appointment of Deloitte & Touche as auditors of the Company

That the re-appointment of Deloitte & Touche, as recommended by the Company's Audit Committee, as independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved.

The percentage of voting rights required for ordinary resolution number 5 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution.

### 6. Special resolution number 1 – Amendment to the Memorandum of Incorporation

In terms of Article 74 of the Memorandum of Incorporation of the Company, any director shall vacate his office at the close of the annual general meeting of the Company relating to the financial year in which that director reaches the age of seventy years. Leonard Fine, an independent non executive director and a member of the Audit Committee has turned 70 years of age during the past financial year. That having considered Leonard Fine's vacation of office versus his contribution to the board of directors and the Audit Committee, the board recommends that despite his age, the shareholders consider and re-elect Leonard Fine as a director to the board of directors.

Accordingly, the following special resolution is proposed: "That Article 74 of the Memorandum of Incorporation be and is hereby deleted in its entirety with immediate effect".

#### Explanatory Note:

The reason for deleting Article 74 is to make provision for directors older than 70 years of age that can contribute to the board and committees and the business of the Company and to serve as directors on the board of the Company. The effect of deleting this Article 74 is that there will be no age limit for directors that can serve on the board of directors of the Company.

The percentage of voting rights required for special resolution number 1 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.

## 7. Ordinary resolution number 6 – Re-election Leonard Fine as director

That, with immediate effect from the adoption of special resolution number 1 and its filing with the Companies and Intellectual Property Commission in order for it to take effect, the shareholders re-elect Leonard Fine as director of the Company. Refer to section 10 of the annual report of which this notice forms part for a brief curriculum vitae of this director.

The percentage of voting rights required for ordinary resolution number 6 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution.

## 8. Special resolution number 2 – Remuneration of Independent and Non-Executive Directors

Resolved as a special resolution in terms of Section 66(9) of the Act, that with immediate effect and until the next annual general meeting in 2012, the fees payable to the independent and non-independent non-executive directors for services as directors remain unchanged as follows:

- The chairman of the board, a retainer of R240 000 per annum and R7 000 per meeting.
- Independent non-executive and non-independent non-executive directors, a retainer of R140 000 per annum and R7 000 per meeting.
- Committee members, including the chairmen of these committees, R7 000 per meeting.

### Explanatory Note:

In terms of Section 66(8) and (9) of the Act, which took effect on 1 May 2011, remuneration may only be paid to directors, for their service as directors, in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of a company's Memorandum of Incorporation.

Special resolution number 2 is required in order to obtain the approval of the Company, in general meeting, of the remuneration payable to the independent and non-independent non-executive directors for the period commencing immediately until the next annual general meeting. Increases in remuneration are implemented only after formal approval by shareholders.

The percentage of voting rights required for special resolution number 2 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.

## 9. Special resolution number 3 – Financial Assistance to related or interrelated companies and corporations and financial assistance to any person in connection with acquisition of securities

That the board of directors of the Company may, subject to Sections 44 and/or 45 of the Act, as the case may be, and the requirements (if applicable) of the

- i) Company's Memorandum of Incorporation; and
- ii) JSE Listings Requirements.

authorise the Company (to the extent such authority of the shareholders is required under the aforesaid) to provide direct or indirect financial assistance:



- to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company,
- or to one or more related or interrelated companies or corporations of the Company, or to any one or more members of any such related or interrelated company or corporation, or to any one or more persons related to any such company or corporation, on such terms and conditions as the Board of directors of the Company, or any one or more persons authorised by the Board of directors of the Company from time to time for such purpose, deems fit and for purposes of the recipient of such financial assistance being able to meet its operational obligations and expenditure provided that no such financial assistance may be provided at any time in terms of this authority after the expiry of two years from the date of the adoption of this special resolution number 3. The approval of financial assistance in terms of section 44 and 45 respectively shall be voted on by way of separate resolutions.

Explanatory Note:

#### Section 44

The reason for and effect of acquiring this special resolution contemplated under Section 44 of the Act is to grant the board of directors of the Company the authority to authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, subject to the provisions of Section 44.

#### Section 45

The reason for and effect of this special resolution is to grant the board of directors of the Company the authority to authorise the Company to provide direct or indirect financial assistance as contemplated in Section 45 of the Act to a related or inter-related company or corporation, or to a member of a related or inter-related or corporation, or to a person related to any such company or corporation so that the recipient of the financial assistance can meet its operational obligations and expenditure subject to the provisions of Section 45.

**Notice to shareholders of the Company in terms of Section 45(5) of the Act of a resolution adopted by the Board authorising the Company to provide such direct or indirect financial assistance. This Notice will also be provided to any trade union representing any employees of the Company:**

(a) By the time that this notice of annual general meeting is delivered to shareholders, the Board will have adopted a resolution (“the Section 45 Board Resolution) authorising the Company to provide, at any time and from time to time during the period of 2 (two) years commencing on the date of adoption of this special resolution number 3 is adopted, any direct or indirect financial assistance, as contemplated in Section 45 of the Act to any one or more related or inter-related companies or corporations of the Company and/or to any or more members of any such related or inter-related company or corporation and/or to any one or more persons related to any such company or corporation.

(b) This Section 45 Board Resolution will be effective only if and to the extent that special resolution number 3 pertaining to the Section 45 financial assistance is adopted by the shareholders of the Company, and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that (i) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in Section 45(3)(b)(i) of the Act, and that (ii) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in Section 45(3)(b)(ii) of the Act.

(c) The Section 45 Board Resolution contemplates that such financial assistance may in the aggregate exceed one-tenth of 1% of the Company’s net worth at the date of adoption of such resolution, and as such the Company hereby provides notice of the Section 45 Board Resolution to shareholders of the Company. Such notice will also be provided to any trade union representing any employees of the Company.

The percentage of voting rights required for special resolution number 3 to be adopted: at least 75% (seventy five percent) of the voting rights exercised on the resolution.

#### 10. Ordinary Resolution No 7

To consider that any director or the company secretary of the Company be and is hereby authorised to sign all such documentation and do all such things as may be necessary to implement the above mentioned special and ordinary resolutions which are passed by the shareholders.

The percentage of voting rights required for ordinary resolution number 7 to be adopted: more than 50% (fifty percent) of the voting rights exercised on the resolution.

## Proxy and voting procedure

Certificated shareholders and dematerialised shareholders with “own name” registration are entitled to attend or vote at the annual general meeting and are entitled to appoint a proxy to attend, speak and vote in their stead. The person so appointed need not be a shareholder of the Company.

If certificated shareholders or dematerialised shareholders with “own name” registration are unable to attend the annual general meeting, but wish to be represented thereat, they must complete the proxy form attached hereto.

**In compliance with the provisions of Section 58(8)(b)(i) of the Act, a summary of the rights of a shareholder to be represented by proxy, as set out in Section 58 of the Act, is set out immediately below:**

- 1. An ordinary shareholder entitled to attend and vote at the annual general meeting may appoint any individual (or two or more individuals) as a proxy or as proxies to attend, participate in and vote at the annual general meeting in the place of the shareholder. A proxy need not be a shareholder of the Company.**
- 2. A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the annual general meeting.**
- 3. A proxy may delegate the proxy’s authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.**
- 4. The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.**
- 5. The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy’s authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.**
- 6. If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company’s Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.**



Attention is also drawn to the “Notes to the form of proxy”.

In order to be effective, proxy forms should be delivered to the transfer secretaries, Link Market Services South Africa (Pty) Ltd, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) so as to reach this address by no later than 10:00 on Thursday, 6 October 2011.

Shareholders who have dematerialised their shares, other than with “own name” registration, should contact their Central Securities Depository Participant (“CSDP”) or stockbroker:

- To furnish their CSDP or stockbroker with their voting instructions; or
- In the event that they wish to attend the meeting, to obtain the necessary

Letter of Representation to do so.

This must be done in terms of the agreement entered into between the shareholder and the CSDP or stockbroker concerned.

Any shareholder having difficulties or queries with regard to the above may contact the Company Secretary on 011 482 4019.

**By order of the board**  
**Elise Waldeck**  
**Company Secretary**  
**31 August 2011**  
**Johannesburg**