



**Hunt
Leuchars &
Hepburn
Holdings
Limited**

(Registration number 02/01164/06)
(Registered in the Republic of South Africa)
("HL&H")

Cautionary announcement

Real Africa Durolink Investment Bank Limited is authorised to announce that Industrial Partnership Investments Limited ("IPI"), a subsidiary of Rembrandt Group Limited ("Rembrandt"), is considering proposing schemes of arrangement in terms of Section 311 of the Companies Act (Act 61 of 1973), as amended ("the Act"), between HL&H and its ordinary and preference shareholders and any other holders of relevant instruments, other than IPI ("scheme members") ("the proposed schemes"), or in such other manner as IPI may consider to be more cost effective and have the same effects as the proposed schemes.

Shareholders are referred to the joint cautionary announcement of HL&H and the Tongaat-Hulett Group Limited ("Tongaat") regarding the potential disposal to Tongaat of Transvaal Sugar Limited ("the TSB transaction").

IPI will consider acquiring the HL&H ordinary and preference shares, and any other relevant instruments, held by scheme members with effect from the record date, which will not be earlier than approximately two months after the Competition Commission approves the TSB transaction, for a cash consideration of 850 cents per HL&H ordinary share and 900 cents per HL&H preference share.

IPI will only effect the proposed schemes if:

- there is no material change to the proceeds required by HL&H from the sale of Transvaal Sugar Limited in terms of the TSB transaction, namely R900 million;
- the TSB transaction becomes unconditional and is implemented; and
- the required approvals are granted by the Johannesburg Stock Exchange, the Securities Regulation Panel ("SRP") and any other relevant regulatory bodies.

IPI may consider effecting the the proposed schemes even if any one or more of the above conditions are not fulfilled.

The proposed schemes will be subject to the following conditions precedent:

- the High Court of South Africa ("the Court") granting Orders convening separate class meetings of scheme members to consider the proposed schemes ("scheme meetings");
- the proposed schemes being agreed to at the scheme meetings by a majority representing three-fourths of the votes exercisable by the scheme members present and voting either in person or by proxy at the scheme meetings;
- the sanctioning by the Court of the proposed schemes in terms of the Act;
- the registration by the Registrar of Companies of certified copies of the Orders of Court sanctioning the proposed schemes; and
- the SRP receiving confirmation from RAD that it is satisfied that IPI has sufficient resources available to satisfy the proposed schemes consideration.

If there is any change in the timing of the proposed schemes, shareholders will be notified in the press.

Accordingly, HL&H shareholders are advised to exercise caution when dealing in their shares until a further announcement is made.

Sandton
28 January 2000

Investment Bank and Corporate Adviser

Corporate Lawyers and Consultants



**Real Africa Durolink
Investment Bank Limited**
(Registration number 87/05258/06)



**EDWARD NATHAN
& FRIEDLAND (PTY) LTD**
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FCB Jonssons