

This document is important and requires your immediate attention. The action you need to take is set out on page 2 of this circular.

Remgro ***Limited***

(Incorporated in the Republic of South Africa)

(Registration number 1968/006415/06)

Share code: REM ISIN: ZAE000026480

("Remgro" or "the Company")

Circular to Remgro shareholders

regarding

- **the specific repurchase in terms of section 85 of the Companies Act, 61 of 1973, as amended, by Remgro of its own ordinary shares held by Partnership in Mining Limited, Tegnieste Mynbeleggings Limited and Remgro Investments (Proprietary) Limited, all of which companies are wholly owned subsidiaries of Remgro;**

and incorporating

- **a notice of general meeting; and**
- **a form of proxy (*blue*) (for use by certificated and "own name" dematerialised shareholders only).**

8 February 2006

Sponsor



RAND MERCHANT BANK

— A division of FirstRand Bank Limited —

Attorneys

Hofmeyr

Hofmeyr Herbstein & Gihwala Inc.

Registration number 1997/001523/21

Corporate information

Company secretary and registered office

M Lubbe
Carpe Diem Office Park
Techno Park
Stellenbosch, 7600
(PO Box 456, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services 2004
(Proprietary) Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107
South Africa)

Attorneys

Hofmeyr Herbststein & Gihwala Inc.
(Registration number 1997/001523/21)
6 Sandown Valley Crescent
Sandown
Sandton, 2196
(Private Bag X40, Benmore, 2010)

Sponsor

Rand Merchant Bank
(A division of FirstRand Bank Limited)
(Registration number 1929/001225/06)
1 Merchant Place
Corner Fredman Drive and Rivonia Road
Sandton, 2196
(PO Box 786273, Sandton, 2146)

This circular is available in English and Afrikaans. Copies may be obtained from the registered office of the Company and the transfer secretaries at the addresses set out above.

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Action required by shareholders

This circular is important and requires your immediate attention. The action you need to take is set out below. The interpretation and definitions commencing on page 4 of this circular have been used in this section.

If you are in any doubt as to what action to take, consult your CSDP/broker, attorney or other professional advisor immediately.

If you have dematerialised your Remgro shares without “own name” registration:

(a) Voting at the general meeting

- (i) Your CSDP/broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP/broker to ascertain how you wish to cast your vote at the general meeting and thereafter to cast your vote in accordance with your instructions.
- (ii) If you have not been contacted, it would be advisable for you to contact your CSDP/broker and furnish it with your voting instructions.
- (iii) If your CSDP/broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP/broker.
- (iv) You should NOT complete the attached form of proxy (*blue*).

(b) Attendance and representation at the general meeting

In accordance with the agreement between you and your CSDP/broker, you must advise your CSDP/broker if you wish to attend the general meeting in person or if you wish to send a proxy to represent you at the general meeting and your CSDP/broker will issue the necessary letter of authority for you or your proxy to attend the general meeting.

If you have not dematerialised your Remgro shares or you have dematerialised your Remgro shares with “own name” registration:

(a) Voting, attendance and representation at the general meeting

- (i) You may attend and vote at the general meeting in person.
- (ii) Alternatively, you may appoint a proxy to represent you at the general meeting by completing the attached form of proxy (*blue*) in accordance with the instructions it contains and returning it to the registered office of the Company or the transfer secretaries to be received by no later than 10:00 on Tuesday 28 February 2006.

If you wish to dematerialise your Remgro shares, please contact your broker. If you have disposed of your Remgro shares, this circular, together with the attached form of proxy (*blue*), should be handed to the purchaser of such Remgro shares or the broker or other agent who disposed of your Remgro shares for you.

Salient dates and times

Circular posted to shareholders on	Wednesday 8 February 2006
Forms of proxy to be lodged at the registered office of the Company by no later than	Tuesday 28 February 2006
General meeting to be held at 10:00 on	Thursday 2 March 2006
Results of the general meeting released on SENS on	Thursday 2 March 2006
Results of the general meeting published in the press on	Friday 3 March 2006

Interpretation and definitions

In this circular and the attachments hereto, unless the context indicates otherwise, the words in the first column shall have the meanings assigned to them in the second column, the singular includes the plural and *vice versa*, an expression which denotes one gender includes the other genders, a natural person includes a juristic person and *vice versa* and cognate expressions shall bear corresponding meanings.

“the Act”	the Companies Act, 1973 (Act 61 of 1973), as amended;
“the Board”	the Board of Directors of Remgro from time to time;
“business day”	any day other than a Saturday, Sunday or an official public holiday in South Africa;
“certificated shareholders”	shareholders who hold Remgro shares, represented by a share certificate or other documents of title, which Remgro shares have not been dematerialised in terms of the requirements of STRATE;
“CSDP”	Central Securities Depository Participant;
“dematerialise” or “dematerialisation”	the process by which securities held by certificated shareholders are converted or held in an electronic form as uncertificated securities and recorded in a sub-register of security holders maintained by a CSDP;
“dematerialised shareholders”	shareholders who hold Remgro ordinary shares which have been dematerialised in terms of the requirements of STRATE;
“form of proxy”	the blue form of proxy attached to and forming part of this circular;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa, which is licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004);
“last practicable date”	19 January 2006, being the last practicable date prior to the finalisation of this circular;
“Listings Requirements”	the Listings Requirements of the JSE;
“PIM”	Partnership in Mining Limited (registration number 1963/001613/06), a public company incorporated in accordance with the laws of South Africa, the beneficial owner of 14 079 239 of the treasury shares;
“Remgro” or “the Company”	Remgro Limited (registration number 1968/006415/06), a public company incorporated in accordance with the laws of South Africa and listed on the JSE;
“Remgro B shares”	B ordinary shares of 10 cents each in the issued share capital of Remgro;
“Remgro Investments”	Remgro Investments (Proprietary) Limited (registration number 1950/038274/07), a private company incorporated in accordance with the laws of South Africa, the beneficial owner of 16 442 602 of the treasury shares;
“Remgro ordinary shares”	ordinary shares of 1 cent each in the issued share capital of Remgro;
“Remgro shareholders” or “shareholders”	the holders of Remgro shares;
“Remgro shares”	collectively, Remgro ordinary shares and Remgro B shares;
“SENS”	the Securities Exchange News Service of the JSE;

“South Africa”	the Republic of South Africa;
“the specific repurchase”	the repurchase and cancellation by Remgro of the treasury shares in terms of section 85 of the Act;
“STRATE”	STRATE Limited (registration number 1998/022242/06), a public company incorporated under the laws of South Africa a registered central securities depository in terms of the Security Services Act, 2004 (Act 36 of 2004);
“the subsidiaries”	PIM, Remgro Investments and Tegmyn;
“Tegmyn”	Tegniese Mynbeleggings Limited (registration number 1969/001910/06), a public company incorporated in accordance with the laws of South Africa, the beneficial owner of 7 169 602 of the treasury shares;
“this circular”	this circular, dated 8 February 2006, including the attachments hereto;
“transfer secretaries”	Computershare Investor Services 2004 (Proprietary) Limited (registration number 2004/003647/07), a private company incorporated in South Africa and the transfer secretary of Remgro in South Africa; and
“treasury shares”	the 37 691 443 Remgro ordinary shares held by the subsidiaries.

Remgro Limited

(Incorporated in the Republic of South Africa)

(Registration number 1968/006415/06)

Share code: REM ISIN: ZAE000026480

G D de Jager¹
P K Harris¹
E Molobi¹
J F Mouton¹
D Prins¹
F Robertson¹

J P Rupert² (*Chairman*)
Dr E de la H Hertzog² (*Deputy Chairman*)
P E Beyers²
J W Dreyer²

M H Visser³ (*Chief Executive Officer*)
W E Bührmann³
D M Falck³ (*Financial Director*)
J A Preller³
T van Wyk³

¹ Independent non-executive directors

² Non-executive directors

³ Executive directors

Circular to Remgro shareholders

1. Introduction

The purpose of this circular is to provide Remgro shareholders with information on the specific repurchase and to convene the general meeting at which shareholders can vote on the special resolution required to implement the specific repurchase.

2. Rationale for the specific repurchase

Since 26 July 2002 Remgro has been purchasing its own shares through the subsidiaries. The purchases were conducted in terms of general authorities granted annually to Remgro and each of the subsidiaries by their respective shareholders.

At the last practicable date, the treasury shares constituted 7.75% of the entire issued share capital of Remgro. In terms of section 89 of the Act, subsidiaries may only hold up to a maximum of 10% of the aggregate of the number of issued shares of their holding company. Due to the fact that the number of the treasury shares is approaching this 10% threshold, Remgro's ability to continue to purchase its own shares through its subsidiaries is limited. In order to create new capacity for Remgro to purchase further Remgro shares through its subsidiaries, the board has resolved that Remgro should purchase the treasury shares from the subsidiaries. The treasury shares will, following their purchase, be cancelled as issued shares and restored to the status of authorised shares. The cancellation of the treasury shares, following their purchase, will not place the Company in breach of the spread regulations of the JSE.

3. The specific repurchase

The specific repurchase will be performed at a price of R120.00 per Remgro ordinary share, being the closing share price for Remgro on the JSE on 17 January 2006. The specific repurchase will have no financial effect on Remgro or its shareholders, other than in respect of transaction costs that are normally incurred in transactions of this nature, namely uncertificated securities tax, insider trading levies, broker's fees, value-added tax and the STRATE settlement fee. As this repurchase is intra-group no cash will be utilised for the specific repurchase. Application will be made to the JSE for the delisting of the treasury shares once they have been repurchased.

In terms of the Listings Requirements and the provisions of the Act, the subsidiaries will be excluded from voting on the special resolution of shareholders required to authorise the specific repurchase.

4. Adequacy of capital

The directors of Remgro have considered the impact of the specific repurchase and are of the opinion that the:

- Company and the Group will be able in the ordinary course of business to pay its debt for a period of 12 months after the date of approval of this circular;
- assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of approval of this circular. For this purpose the assets and liabilities were recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements of the Company;
- share capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this circular; and
- working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of this circular.

5. Major shareholders

Rembrandt Trust (Proprietary) Limited holds all the Remgro B shares.

Shareholders who beneficially held a 5% or greater shareholding in the issued ordinary share capital of Remgro on 31 December 2005, were as follows:

Name of shareholder	Number of shares held	Percentage of issued share capital
Public Investment Commissioner	59 923 778	12.32
Sanlam	38 817 023	7.98
Old Mutual Life Assurance Company SA	34 449 161	7.08
Total	133 189 962	27.38
<hr/>		
B ordinary shares		
Rembrandt Trust (Pty) Limited	35 506 352	100

6. Material change

There has been no material change in the affairs or financial position of Remgro since the publication of the unaudited interim financial statements for the six months ended 30 September 2005.

7. Directors' interests in Remgro shares

The interests of the directors in the ordinary share capital of Remgro at 31 March 2005 are set out below:

	Direct		Indirect		Total	Percentage of issued share capital
	Beneficial	Non-beneficial	Beneficial	Non-beneficial		
P E Beyers	34 024	–	9 000	–	43 024	
W E Bührmann	38 027	–	–	–	38 027	
G D de Jager	28 740	–	108 300	–	137 040	
D M Falck	200	–	18 133	–	18 333	
P K Harris	–	–	57 118	–	57 118	
E de la H Hertzog	228 245	–	1 614 564	4 484	1 847 293	
E Molobi	174	–	–	–	174	
J F Mouton	–	–	20 000	–	20 000	
J A Preller	26 141	–	–	–	26 141	
F Robertson	–	–	1 000	–	1 000	
Johann Rupert	–	–	270 001	–	270 001	
T van Wyk	76 926	–	–	–	76 926	
M H Visser	–	–	244 649	–	244 649	
	432 477	–	2 342 765	4 484	2 779 726	0.57

The interest of the directors in the ordinary share capital of Remgro at the last practicable date are set out below:

	Direct		Indirect		Total	Percentage of issued share capital
	Beneficial	Non-beneficial	Beneficial	Non-beneficial		
P E Beyers	45 024	–	12 000	–	57 024	
W E Bührmann	223 256	–	–	–	223 256	
G D de Jager	38 740	–	108 300	–	147 040	
D M Falck	200	–	18 133	–	18 333	
P K Harris	–	–	57 118	–	57 118	
E de la H Hertzog	228 245	–	1 671 903	4 484	1 904 632	
E Molobi	174	–	–	–	174	
J F Mouton	–	–	20 000	–	20 000	
J A Preller	26 141	–	–	–	26 141	
F Robertson	–	–	1 000	–	1 000	
Johann Rupert	–	–	270 001	–	270 001	
T van Wyk	76 926	–	–	–	76 926	
M H Visser	–	–	733 945	–	733 945	
	638 706	–	2 892 400	4 484	3 535 590	0.79

8. Share capital of Remgro

The table below set out the authorised and issued share capital of Remgro, before and after the specific repurchase:

	R'm
<i>Authorised</i>	
512 493 650 ordinary shares of 1 cent each	5.1
40 506 352 B ordinary shares of 10 cents each	4.1
<i>Issued – before the specific repurchase</i>	
486 493 650 ordinary shares of 1 cent each	4.9
35 506 352 B ordinary shares of 10 cents each	3.5
37 691 443 ordinary shares repurchased and held in treasury	0.4
<i>Issued – after the specific repurchase</i>	
448 802 207 ordinary shares of 1 cent each	4.5
35 506 352 B ordinary shares of 10 cents each	3.5
Nil treasury shares	0

9. Litigation statement

There are no legal or arbitration proceedings, including proceedings that are pending or threatened, of which Remgro is aware, that may have or have had, in the 12-month period preceding the date of this circular, a material effect on the financial position of Remgro.

10. Directors' responsibility statement

The directors, whose names are set out on page 6 of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular in relation to Remgro and certify that, to the best of their knowledge and belief, no material facts have been omitted which would make any statement in this circular false or misleading, that all reasonable enquiries to ascertain such facts have been made and that this circular contains all information required by law and the Listings Requirements.

11. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of the Company during business hours from the date of issue of this circular until the day of the general meeting:

- the memorandum and articles of association of Remgro;
- the consent letters from the advisors; and
- a signed copy of this circular.

By order of the Board

REMGRO LIMITED

M H Visser

Chief Executive Officer

M Lubbe

Company Secretary

8 February 2006

Registered office

Carpe Diem Office Park
Techno Park
Stellenbosch, 7600
(PO Box 456, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services 2004 (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Remgro Limited

(Incorporated in the Republic of South Africa)
(Registration number 1968/006415/06)
Share code: REM ISIN: ZAE000026480
("Remgro" or "the Company")

Notice of general meeting

Notice is hereby given that a general meeting of the Company's shareholders ("the general meeting") will be held at 10:00 on Thursday 2 March 2006, in the Conservatory, House of JC Le Roux, Devon Valley Road, Stellenbosch, for the purpose of considering and, if deemed fit, passing, with or without modification, the following special resolution:

Specific authority to purchase treasury shares

Special Resolution Number 1

Resolved that the Board of Directors of the Company be hereby authorised, by way of a specific authority, to approve the purchase in terms of section 85 of the Companies Act, 61 of 1973, as amended, by Remgro of:

- 14 079 239 Remgro ordinary shares of one cent each from Partnership in Mining Limited;
 - 7 169 602 Remgro ordinary shares of one cent each from Tegniese Mynbeleggings Limited; and
 - 16 442 602 Remgro ordinary shares of one cent each from Remgro Investments (Proprietary) Limited,
- all of which companies are wholly owned subsidiaries of Remgro, at a price of R120.00 per share, being the closing share price for Remgro on the JSE Limited on 17 January 2006.

The Board of Directors of the Company is of the opinion that, after considering the effect of the specific purchase:

- the Company and the group will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months after the date of the specific purchase;
- the assets of the Company and the group will be in excess of the liabilities of the Company and the group for a period of 12 months after the date of the specific purchase;
- the share capital and the reserves of the Company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of the specific purchase;
- the working capital of the Company and the group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of the specific purchase.

Reason for and effect of special resolution number 1

The reason for and effect of Special Resolution Number 1 is to grant the Company's directors a specific authority to approve the purchase by the Company of 37 691 443 ordinary shares of one cent each in the issued share capital of the Company from Partnership in Mining Limited, Tegniese Mynbeleggings Limited and Remgro Investments (Proprietary) Limited, all of which companies are wholly owned subsidiaries of Remgro.

Voting and proxies

A shareholder entitled to attend and vote at the general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. For the convenience of registered certificated shareholders or shareholders who have dematerialised their shares with own name registration, a form of proxy (*blue*) is attached hereto. Duly completed forms of proxy must be lodged at the registered office of the Company or at the transfer secretaries at the addresses below by no later than 10:00 on Tuesday 28 February 2006.

Every person present and entitled to vote at the general meeting shall, on a show of hands, have one vote only, and on a poll, shall have one vote for every ordinary share held or represented.

Shareholders who have dematerialised their shares and have not selected own name registration must advise their Central Securities Depository Participant (“CSDP”) or broker of their voting instructions should they be unable to attend the general meeting but wish to be represented thereat. Dematerialised shareholders without own name registration should contact their CSDP or broker with regard to the cut-off time for their voting instructions. If, however, such members wish to attend the general meeting in person, then they will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.

By order of the Board

M H Visser

Chief Executive Officer

M Lubbe

Company Secretary

Stellenbosch
8 February 2006

Registered office

Carpe Diem Office Park
Techno Park
Stellenbosch, 7600
(PO Box 456, Stellenbosch, 7599)

Transfer Secretaries

Computershare Investor Services 2004 (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Remgro Limited

(Incorporated in the Republic of South Africa)
(Registration number 1968/006415/06)
Share code: REM ISIN: ZAE000026480
("Remgro" or "the Company")

Form of proxy

This form of proxy is for use only by certificated shareholders or shareholders who have dematerialised their shares with own name registration and who are unable to attend the general meeting of shareholders ("the general meeting") to be held at 10:00 on Thursday 2 March 2006, in the Conservatory, House of JC Le Roux, Devon Valley Road, Stellenbosch.

Dematerialised shareholders are advised to contact their Central Securities Depository Participant ("CSDP") or broker with their voting instructions in respect of the general meeting. Dematerialised shareholders who wish to attend the general meeting should obtain a letter of representation from their CSDP or broker.

I/We

(name in BLOCK LETTERS)

of (address)

being the holder(s) of ordinary shares in the capital of Remgro, do hereby appoint (see notes):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the general meeting,

as my/our proxy to attend and speak for me/us and on my/our behalf at the general meeting and at any adjournment thereof and to vote or abstain from voting as indicated on the special resolution to be considered at the general meeting.

	In favour of	Against	Abstain
Special resolution number 1 (specific share repurchase)			

Note: Please indicate with an "X" or the number of shares in the spaces above how you wish your votes to be cast. If no indication is given, the proxy will vote or abstain in his/her discretion.

Any ordinary shareholder of the Company entitled to vote at the general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company.

Every person present and entitled to vote at the general meeting shall, on a show of hands, have one vote only, and on a poll, shall have one vote for every ordinary share held or represented.

Signed at _____ on _____ 2006

Signature/s

Name in BLOCK LETTERS (full name if signing in representative capacity – see note 8)

Assisted by (where applicable) (state capacity and full name)

Please read the notes and instructions appearing on the reverse hereof.

Instructions for signing and lodging this form of proxy:

1. This form of proxy should only be used by certificated shareholders or shareholders who have dematerialised their shares with own name registration.
2. All other shareholders who have dematerialised their shares through a CSDP or broker and wish to attend the general meeting, must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
3. A shareholder may insert the name/s of one or more proxies, none of whom need be a member of the Company, in the space provided, with or without deleting "the chairman of the general meeting". The person whose name appears first on this form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairman of the general meeting.
4. A shareholder's instructions on this form of proxy must be indicated by the insertion of an "X" or the number of shares in the appropriate space provided. Failure to comply with the above will be deemed to authorise the chairman of the general meeting, if the chairman is the authorised proxy, to vote in favour of the special resolution at the general meeting, or any other proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all of the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
5. In order to be effective, completed forms of proxy must reach the registered office of the Company or the transfer secretaries by 10:00 on Tuesday 28 February 2006.
6. The completion and lodging of this form of proxy shall in no way preclude the shareholder from attending, speaking and voting in person at the general meeting to the exclusion of any proxy appointed in terms hereof.
7. Should this form of proxy not be completed and/or received in accordance with these notes and instructions, the chairman may accept or reject it, provided that, in the case of acceptance, the chairman is satisfied as to the manner in which the shareholder wishes to vote.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the general meeting.
9. The chairman shall be entitled to reject the authority of a person signing this form of proxy:
 - 9.1 under a power of attorney; or
 - 9.2 on behalf of a company,unless that person's power of attorney or authority is deposited at the registered office of the Company or the transfer secretaries not less than 48 hours before the general meeting.
10. Where shares are held jointly, all joint holders are required to sign this form of proxy.
11. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
12. Any alteration of or correction to this form of proxy must be initialled by the signatory/ies.
13. On a show of hands, every shareholder present in person or represented by proxy shall have only one vote, irrespective of the number of shares he/she holds or represents.
14. On a poll, every shareholder present in person or represented by proxy shall have one vote for every share held by such shareholder.