

NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF SOUTH AFRICA
(DURBAN AND COAST LOCAL DIVISION)

Case number: 4837/2007

Before the Honourable Justice N Hurt
on Friday 11 May 2007

In the *ex parte* application of:

RAINBOW CHICKEN LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1966/004972/06)

Applicant

NOTICE IS HEREBY GIVEN that in terms of an Order of Court dated 11 May 2007, the High Court of South Africa (Durban and Coast Local Division) has ordered, in accordance with the provisions of section 311 of the Companies Act (Act 61 of 1973), as amended, ("Companies Act"), that a meeting ("scheme meeting") of the members of the Applicant, other than Remgro Limited ("Remgro") and its subsidiaries, registered as such at 17:00 on Friday 25 May 2007, be held at 10:00 on Tuesday 5 June 2007 under the chairpersonship of Mr Costas Carides or failing him Mr Solomon Slom, or failing both of them, any other independent person appointed by this Court, in the boardroom of the Applicant at One The Boulevard, Westway Office Park, Westville, KwaZulu Natal 3629 (or any adjourned date as determined by the chairperson) ("adjourned meeting") for the purposes of considering and, if deemed fit, agreeing to, with or without modification, a scheme of arrangement ("the scheme") proposed by Remgro between the Applicant and its shareholders, other than Remgro and its subsidiaries ("the scheme participants"), provided that the scheme meeting shall not be entitled to agree to any modification of the scheme which has the effect of diminishing the rights that are to accrue in terms thereof to scheme participants.

The implementation of the scheme is subject to the fulfilment of the conditions precedent stated therein including, but not limited to, the sanction of the above Honourable Court and a certified copy of the Order of the above Honourable Court sanctioning the scheme being lodged with and registered by the Registrar of Companies.

The basic characteristic of the scheme is that, upon implementation, Remgro will become the owner, either directly or indirectly, of the entire issued share capital of the Applicant. In terms of the scheme, scheme participants will receive a cash consideration of R16.00 for every 1 (one) ordinary share in the Applicant held by such scheme participant or a share consideration of 9 Remgro shares for every tranche of 100 Rainbow shares held or a combination of the cash consideration and share consideration aforesaid.

Each scheme member who holds certificated ordinary shares in the Applicant ("certificated scheme member") or who holds dematerialised ordinary shares in the Applicant through a Central Securities Depository Participant ("CSDP") and has "own-name" registration ("dematerialised own-name scheme member"), may attend, speak and vote, or abstain from voting in person at the scheme meeting or any adjourned meeting, or may appoint one or more proxies (who need not be shareholders of the Applicant) to attend, speak and vote or abstain from voting at the scheme meeting or any adjourned meeting in the place of such certificated scheme member or dematerialised own-name scheme member. A form of proxy (pink) for this purpose, for completion by certificated scheme members and dematerialised own-name scheme members only, is included in the document which has been posted to all holders of ordinary shares in the Applicant at their addresses as recorded in the register of members of the Applicant at the close of business on or about 5 (five) calendar days before the date of such posting. If more than 1 (one) person is appointed on a single form or proxy (pink), then only one of those proxies (in order of appointment) will be entitled to exercise that proxy. In the case of joint certificated scheme members and joint dematerialised own-name scheme members, the vote of the senior certificated scheme member or senior dematerialised own-name scheme member (seniority will be determined by the order in which the names of the joint certificated scheme member or joint dematerialised own-name scheme members stand in the Applicant's register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote of the other joint certificated scheme member(s) or joint dematerialised own-name scheme member(s).

Properly completed forms of proxy (pink) must be lodged with or posted to the transfer secretaries of the Applicant, Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor 70 Marshall Street, Johannesburg, 2001, (P O Box 61763, Marshalltown, 2107) to be received by no later than 10:00 on Friday 1 June 2007, or on the business day immediately preceding any adjourned meeting, or handed to the chairperson of the scheme meeting not later than 10 (ten) minutes before the scheduled time for the commencement of the scheme meeting or adjourned scheme meeting. Notwithstanding the foregoing, the chairperson of the scheme meeting may approve in the chairperson's discretion the use of any other form of proxy.

Each scheme member who holds a beneficial interest in dematerialised ordinary shares in the Applicant and who does not have own-name registration ("dematerialised scheme member") may attend, speak and vote, or abstain from voting at the scheme meeting or any adjourned meeting only if such dematerialised scheme member informs his/her CSDP or broker timeously of his/her intention to attend and vote, or abstain from voting at the scheme meeting or adjourned meeting or be represented by proxy thereat in order for his/her CSDP or broker to issue him/her with the necessary authorisation in writing to do so or such dematerialised scheme member provides his/her CSDP or broker timeously with his/her voting instruction should such dematerialised scheme member not wish to attend the scheme meeting or adjourned meeting in person in order for his/her CSDP or broker to vote in accordance with his/her instruction at the scheme meeting or adjourned meeting. The CSDP or broker will then provide the transfer secretaries of the Applicant with forms of proxy in terms of each individual dematerialised scheme member's instructions.

In terms of the aforementioned Order of Court the chairperson of the scheme meeting or adjourned meeting must report the results thereof to the above Honourable Court on Tuesday 12 June 2007 at 10:00 or so soon thereafter as Counsel may be heard. A copy of the chairperson's report to the Court will be made available on request to any scheme member, free of charge, at the registered office of the Applicant during normal business hours at least 6 (six) calendar days prior to the date fixed by the Court for the chairperson to report back to it.

Copies of this notice, the form of proxy (pink) to be used at the scheme meeting or any adjourned meeting, the scheme, the explanatory statement in terms of section 312(1)(a) of the Companies Act, explaining the scheme and the Order of Court summoning the scheme meeting, are included in the document which will be sent to the holders of ordinary shares in the Applicant and of which this notice forms part. Such documents may be inspected and copies thereof obtained on request, free of charge, during normal business hours, at any time prior to the meeting, at the registered office of the Applicant, being One The Boulevard, Westway Office Park, Westville, KwaZulu Natal, 3629.

Chairperson of the scheme meeting

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