



**Hunt
Leuchars &
Hepburn
Holdings
Limited**

(Registration number 1924/001164/06)
(Registered in the Republic of South Africa)
("HL&H")

Results of general meeting and amendment to the proposed schemes of arrangement being considered by Industrial Partnership Investments Limited ("IPI") to constitute HL&H as a wholly-owned subsidiary of IPI and further cautionary announcement

1. RESULTS OF GENERAL MEETING

Real Africa Durolink Investment Bank Limited ("RAD") is authorised to announce that, further to the last cautionary announcement published on Friday, 21 July 2000, at the combined general meeting of HL&H ordinary and preference shareholders, held on Tuesday, 8 August 2000, the ordinary resolution ratifying the disposal of the sugar business of Transvaal Sugar Limited ("TSB") as a going concern was unanimously passed by the HL&H ordinary and preference shareholders.

The disposal of the sugar business of TSB is still subject to the approval as required in terms of Competition Act No 89 of 1998.

2. THE PROPOSED SCHEMES

2.1 Introduction

In an announcement published on Friday, 28 January 2000, it was announced that IPI, a subsidiary of Rembrandt Group Limited, was 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 ("shareholders"), other than IPI ("scheme members"), or in such manner as IPI might consider to be more effective and have the same effect ("the proposed schemes"). The proposed schemes were to be implemented only if the net proceeds for the disposal of the sugar business were an amount not materially different from R900 million.

In an announcement published on Friday, 21 July 2000, it was announced that as the proceeds from the disposal of the sugar business were materially less than R900 million, a condition of the proposed schemes had not been fulfilled. IPI has however decided that it will still consider proceeding with the proposed schemes on the terms detailed below.

2.2 Terms

Following the outcome of an independent valuation of HL&H completed by RAD and the consideration thereof by the board of directors of HL&H, IPI is considering acquiring the HL&H ordinary and preference shares held by scheme members, for an unchanged cash consideration of 850 cents per HL&H ordinary share and 900 cents per HL&H preference share ("the proposed take-out prices"). If the proposed schemes are implemented, scheme members will not receive any further dividend from the date of this announcement.

Subject to certain conditions precedent, Unilever PLC has acquired Bestfoods. How this will impact the Robertsons Holdings (Proprietary) Limited ("Robertsons") joint venture with Bestfoods is unclear. It is however not IPI's intention to dispose of its interest in Robertsons.

Certain shareholders may believe that the value of their HL&H shares have been increased by Unilever PLC's acquisition of Bestfoods. Therefore IPI has agreed that in the event that, subsequent to the implementation of the proposed schemes, an agreement is entered into to dispose directly or indirectly of the whole or a greater part of the interest in Robertsons ("the disposal") within 12 months after the record date of the proposed schemes ("the record date"), scheme members that were registered on the record date may in addition to the proposed take-out prices receive a further payment if the consideration receivable from the disposal is greater than the sum of the imputed value of Robertsons as calculated by RAD for the purpose of its independent valuation of HL&H and IPI's costs. The further payment, if any, will be determined by RAD in such a manner as RAD may consider to be equitable to both IPI and scheme members.

The proposed schemes will only be proceeded with if:

- the disposal of the sugar business becomes unconditional and is implemented, which condition may be waived by IPI;
- the required approvals are granted by the Johannesburg Stock Exchange, Securities Regulation Panel and any other relevant regulatory bodies; and
- the record date of the proposed schemes is before 31 January 2001 which condition may be waived by IPI.

2.3 Opinions

The board of directors of HL&H have considered the terms and conditions of the proposed schemes, and is of the unanimous opinion that such terms and conditions will be fair and reasonable to shareholders. RAD has considered the terms and conditions of the proposed schemes and has advised the board of directors of HL&H that it is of the opinion that such terms and conditions will be fair and reasonable to shareholders.

2.4 Further cautionary announcement

HL&H ordinary and preference shareholders are advised to continue to exercise caution when dealing in their shares until a further announcement on the proposed schemes is published.

Sandton
15 August 2000

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