

# Remgro Limited

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

## Results of the Remgro annual general meeting, results of the Remgro general meeting and results of the VenFin Limited ("VenFin") scheme meeting

### 1. RESULTS OF THE REMGRO ANNUAL GENERAL MEETING

At the 2009 annual general meeting of the shareholders of Remgro held on Monday, 17 August 2009, all of the ordinary and special resolutions proposed at the meeting were approved by the requisite majority of votes. The special resolutions will be lodged for registration with the Companies and Intellectual Property Registration Office ("CIPRO") in due course.

### 2. RESULTS OF THE REMGRO GENERAL MEETING

Remgro shareholders are advised that the necessary ordinary resolutions relating to the proposed acquisition by Remgro of the entire issued share capital of VenFin ("the Proposed Acquisition"), the granting of specific authority for the control of authorised but unissued ordinary shares in Remgro and the amendments to the Remgro SAR Scheme 2008 were approved by the requisite majority of votes at a general meeting of Remgro shareholders held on Monday, 17 August 2009. Accordingly, the condition precedent to the Proposed Acquisition (and to the Scheme as defined in paragraph 3 below) relating to the requisite majority of the Remgro shareholders in general meeting passing all the shareholders' resolutions required for the implementation of the Proposed Acquisition, has been fulfilled.

### 3. RESULTS OF THE VENFIN SCHEME MEETING

Remgro shareholders are referred to the separate announcement that has been made by VenFin today, 17 August 2009, which can be obtained on VenFin's website ([www.venfin.com](http://www.venfin.com)) and are advised that the scheme of arrangement in terms of section 311 of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Scheme"), proposed by Remgro between VenFin and its ordinary shareholders was approved by the requisite majority of scheme members at the scheme meeting held on Monday, 17 August 2009.

Accordingly the condition precedent to the Scheme relating to the approval of the Scheme by the required majority of VenFin ordinary shareholders has been fulfilled and the Scheme will proceed, subject to the fulfilment of the remaining conditions precedent as set out in paragraph 4 below.

### 4. REMAINING CONDITIONS PRECEDENT

The Scheme (and in the case of 4.3, also the Proposed Acquisition) remains subject to the fulfilment, by no later than Saturday, 31 October 2009, of the following conditions precedent:

- 4.1 The Western Cape High Court, Cape Town ("the Court") sanctioning the Scheme;
- 4.2 A certified copy of the Order of Court sanctioning the Scheme being registered by CIPRO; and
- 4.3 Approval having been obtained from the Competition Tribunal of South Africa or the Competition Appeal Court, whichever is applicable (either unconditionally or subject to conditions acceptable to the party against whom the condition will be enforceable).

An announcement will be released on the Securities Exchange News Service ("SENS"), on VenFin's website ([www.venfin.com](http://www.venfin.com)) and Remgro's website ([www.remgro.com](http://www.remgro.com)) and published in the South African press as soon as practicable after the fulfilment of these conditions precedent, or, if the Scheme fails as a result of the conditions precedent not being fulfilled, as soon as practicable after the date upon which the Scheme failed.

It is anticipated that the Proposed Acquisition will be implemented on the operative date of the Scheme which is expected to be Monday, 2 November 2009.

### 5. REMAINING SALIENT DATES

Event	2009
Court hearing to sanction the Scheme on	Monday, 7 September
Order of Court sanctioning the Scheme registered by the Registrar of Companies on or about	Friday, 11 September
Announcement of fulfilment of conditions precedent anticipated to be released on SENS and VenFin and Remgro's website	Friday, 16 October
Announcement of fulfilment of conditions precedent anticipated to be published in the press on	Monday, 19 October
Expected last day to trade in or to transfer VenFin ordinary shares in order to be recorded in the register on the scheme consideration record date, by the close of trade on	Friday, 23 October
Expected date for termination of trading or transfer of VenFin ordinary shares on the OTC market at the commencement of trade on	Monday, 26 October
Expected record date on which VenFin ordinary shareholders must be recorded in the register to receive the scheme consideration by 17:00 on	Friday, 30 October
Expected operative date of the Scheme on	Monday, 2 November

#### Note:

1. Any changes to the above dates and times will be advised to shareholders by announcement on SENS, VenFin's website ([www.venfin.com](http://www.venfin.com)) and Remgro's website ([www.remgro.com](http://www.remgro.com)) and publication in the South African press.

Stellenbosch  
17 August 2009

Merchant bank and sponsor to Remgro



Attorneys to Remgro



INCE