

Rembrandt Group Limited
Rembrandt Controlling Investments Limited
Technical Investment Corporation Limited
Technical and Industrial Investments Limited

Restructuring of the Rembrandt Group
Circular to shareholders and
notices of annual general meetings
30 August 2000



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CORPORATE FINANCE
A Division of FirstRand Bank Limited

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If you have any questions regarding the restructuring of the Rembrandt Group, call the Information Agents on

0800 996 164

(or + 44 20 7335 7278 if you are phoning from outside South Africa)

***GEORGESON
SHAREHOLDER
COMMUNICATIONS***

are acting as Information Agents to answer your questions about the restructuring.

Corporate information

Directors of Rembrandt Group Limited

(Registration number 1948/031037/06)

Johann Rupert (<i>Chairman</i>)	P J Erasmus*
E de la H Hertzog (<i>Co-Deputy Chairman</i>)	D M Falck
M H Visser (<i>Co-Deputy Chairman and Managing Director</i>)	J Malherbe
P E Beyers	E Molobi*
W E Bührmann	J A Preller
G D de Jager*	P G Steyn*
J W Dreyer	T van Wyk

* *non-executive*

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(Registration number 1952/000002/06)

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E de la H Hertzog (<i>Co-Deputy Chairman</i>)	J Malherbe
M H Visser (<i>Co-Deputy Chairman and Managing Director</i>)	E Molobi*
P E Beyers	J A Preller
W E Bührmann	P G Steyn*
G D de Jager*	T van Wyk
J W Dreyer	P J Erasmus*

* *non-executive*

Directors of Technical Investment Corporation Limited

(Registration number 1946/020656/06)

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E de la H Hertzog	Johann Rupert
D M Hoogenhout	John P Rupert
M J Roux	

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The Rembrandt Group

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(PO Box 652000, Benmore, 2010)

Important dates and times

2000

- | | |
|-----------------------|---|
| Tuesday 19 September | Last day to submit proxies for annual general meetings |
| Thursday 21 September | Annual general meetings of RBB, Tegkor, TIB and Rembrandt |
| Friday 22 September | - Last day to register as a shareholder in order to participate in the unbundling
- Termination of listing of RBB, Tegkor and TIB |
| Tuesday 26 September | - Listing of Remgro in the Industrial – “Diversified Industrial” sector
- Transfer of listing of VenFin to the Industrial – “Telecommunications” sector |
| Thursday 28 September | - Post share certificates and cheques for fractional entitlements and redemption proceeds, if old share certificates have been surrendered by Friday 22 September |

Action required by shareholders of Rembrandt, RBB, Tegkor and TIB

This circular contains information about the Annual General Meetings of shareholders of Rembrandt, RBB, Tegkor and TIB to be held on Thursday 21 September 2000.

1. Read this circular and decide how to vote

Indien u sou verkies om hierdie dokument in Afrikaans te lees, kan u 'n Afrikaanse vertaling bekom vanaf die oordragsekretarisse deur die tolvrynommer (0800 996 164) te skakel.

Shareholders should carefully read through this circular and decide how they wish to vote at the Annual General Meetings of their respective companies. In particular:

- RBB shareholders should read page 14 of this circular, which sets out the details of the unbundling of RBB's shares in Rembrandt and the resolutions to be passed at the RBB AGM;
- Tegkor shareholders should read page 15 of this circular, which sets out the details of the unbundling of Tegkor's shares in Rembrandt and the resolutions to be passed at the Tegkor AGM;
- TIB shareholders should read page 16 of this circular, which sets out the details of the unbundling of TIB's shares in Rembrandt and the resolutions to be passed at the TIB AGM; and
- Rembrandt shareholders should read page 17 of this circular, which sets out the details of the unbundling of Rembrandt's shares in Remsa and the resolutions to be passed at the Rembrandt AGM.

All shareholders should also read the revised listing particulars of VenFin and the pre-listing statement of Remgro for an understanding of the companies in which they will hold shares after implementation of the restructuring.

If you have any questions about the restructuring, you may telephone the following toll-free line for assistance: 0800 996 164 or + 44 20 7335 7278 if you are phoning from outside South Africa. The toll-free line will be open from 08:00 to 18:00 on business days until Thursday 21 September 2000.

2. Vote at the meetings in person or by proxy

Annual General Meetings of shareholders will be held on Thursday 21 September 2000 in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch, to consider and, if deemed appropriate, pass the ordinary and special resolutions which are required to implement the restructuring. A brief overview of the restructuring will be given by Mr Johann Rupert at 09:00 at the start of the RBB AGM. The times of the meetings are as follows:

- RBB AGM: 09:00;
- Tegkor AGM: 09:40 or immediately after completion of the RBB AGM, whichever is later;
- TIB AGM: 09:50 or immediately after completion of the Tegkor AGM, whichever is later; and
- Rembrandt AGM: 10:00 or immediately after completion of the TIB AGM, whichever is later.

Shareholders of each company are entitled to attend and vote at the Annual General Meeting of the company or companies in which they hold shares. A shareholder who is unable to attend the relevant meeting and wishes to be represented at that meeting should complete and return the attached form of proxy in respect of the relevant company (blue for RBB, pink for Tegkor, green for TIB and white for Rembrandt) and lodge it with Computershare Services Limited, 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) not later than forty-eight hours before the time of the meeting concerned.

3. Surrender your share certificates

You are required to surrender your share certificates in order to receive VenFin and Remgro share certificates.

Please fill in the relevant surrender form in accordance with the instructions set out on page 18 of this circular and in the surrender form and lodge it, together with your documents of title, with the transfer secretaries at their address set out in 2 above.

4. If you have sold your shares

If you have sold all of your shares you should hand this circular to the purchaser of the shares or to the stockbroker, banker or other agent who disposed of your shares for you.

If you are in any doubt as to what action to take, please consult your stockbroker, attorney, banker or other professional adviser immediately or telephone the toll-free line for assistance.

Table of contents

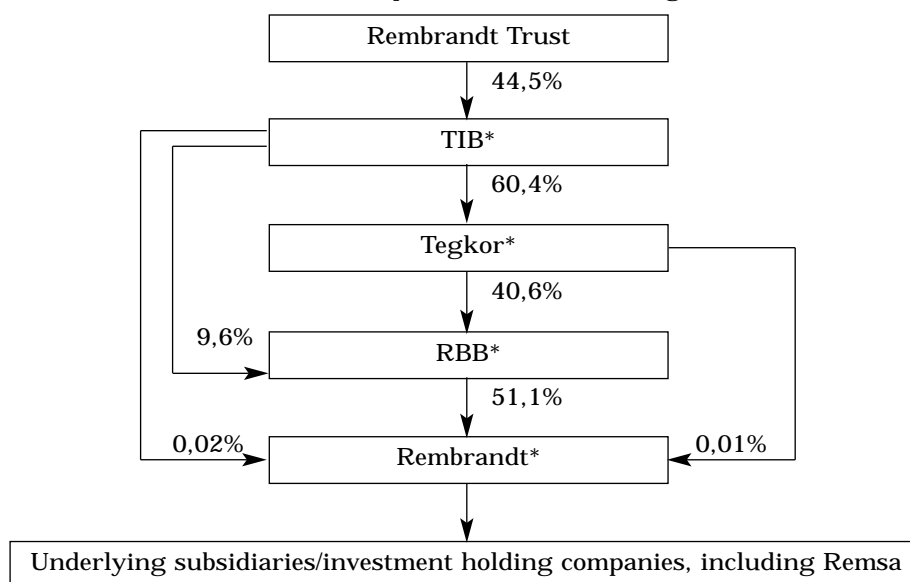
	Page
Corporate information	1
Action required by shareholders of Rembrandt, RBB, Tegkor and TIB	3
Summary of the important features of the restructuring of the Rembrandt Group of companies	6
Definitions used in this circular	8
Circular to shareholders of Rembrandt, RBB, Tegkor and TIB	10
Part A – The restructuring	10
1. Current structure of the Rembrandt Group	10
2. Proposed restructuring	11
3. Benefits for shareholders	12
4. Financial effects of the restructuring	13
5. Purpose of this circular	13
6. Directors’ opinions and recommendations	13
7. Directors’ responsibility statements	13
Part B – Information for RBB shareholders	14
Part C – Information for Tegkor shareholders	15
Part D – Information for TIB shareholders	16
Part E – Information for Rembrandt shareholders	17
Part F – General information for all shareholders	18
Annexures	
1. Salient features of the VenFin Share Scheme	20
2. Salient features of the Remgro Share Scheme	22
3. Rights and obligations attaching to the VenFin B shares and Remgro B shares	24
4. Table of entitlements to VenFin ordinary shares and Remgro ordinary shares	25
Notice of Annual General Meeting of RBB shareholders	28
Form of proxy for use at the Annual General Meeting of RBB shareholders (blue)	Attached
Surrender form (blue)	Attached
Notice of Annual General Meeting of Tegkor shareholders	35
Form of proxy for use at the Annual General Meeting of Tegkor shareholders (pink)	Attached
Surrender form (pink)	Attached
Notice of Annual General Meeting of TIB shareholders	41
Form of proxy for use at the Annual General Meeting of TIB shareholders (green)	Attached
Surrender form (green)	Attached
Notice of Annual General Meeting of Rembrandt shareholders	47
Form of proxy for use at the Annual General Meeting of Rembrandt shareholders (white)	Attached
Surrender form (white)	Attached
Revised listing particulars of VenFin	57
Pre-listing statement of Remgro	90

Summary of the important features of the restructuring of the Rembrandt Group of companies

1. The current Group structure

1.1 The Rembrandt Group currently consists of four listed companies, namely: TIB, Tegkor, RBB and Rembrandt.

1.2 The structure of the Rembrandt Group is reflected in the diagram below:



*Listed on the JSE.

1.3 The Group structure tends to result in the shares in the companies in the pyramid trading at a discount to their underlying see-through value. In addition, the underlying investments of the Group can be more efficiently structured to take advantage of synergies that exist within the Group.

2. The proposed Group structure

2.1 In order to unlock shareholder value and align the Rembrandt Group's underlying investments appropriately, it has been proposed that:

2.1.1 Rembrandt's underlying investments will be re-organised into two groups of companies. One group, which will remain in Rembrandt (to be renamed VenFin), will consist of the Rembrandt Group's technology-orientated interests. The other group, which will be re-organised under Remsa (to be renamed Remgro), will consist of the Rembrandt Group's established mining, financial and industrial investments. Subject to implementation of the restructuring, Remgro will be listed on the JSE;

2.1.2 the share capitals of Remgro and VenFin will be restructured to create a new class of B shares in each of these companies, the majority of which will be issued to Rembrandt Trust, the current controlling shareholder of the Rembrandt Group. The B shares will have a higher par value than the VenFin and Remgro ordinary shares, which will have the effect of retaining the Rembrandt Trust's current control of the restructured Rembrandt Group;

2.1.3 the pyramid structure of the Rembrandt Group will then be collapsed by way of an unbundling, as follows:

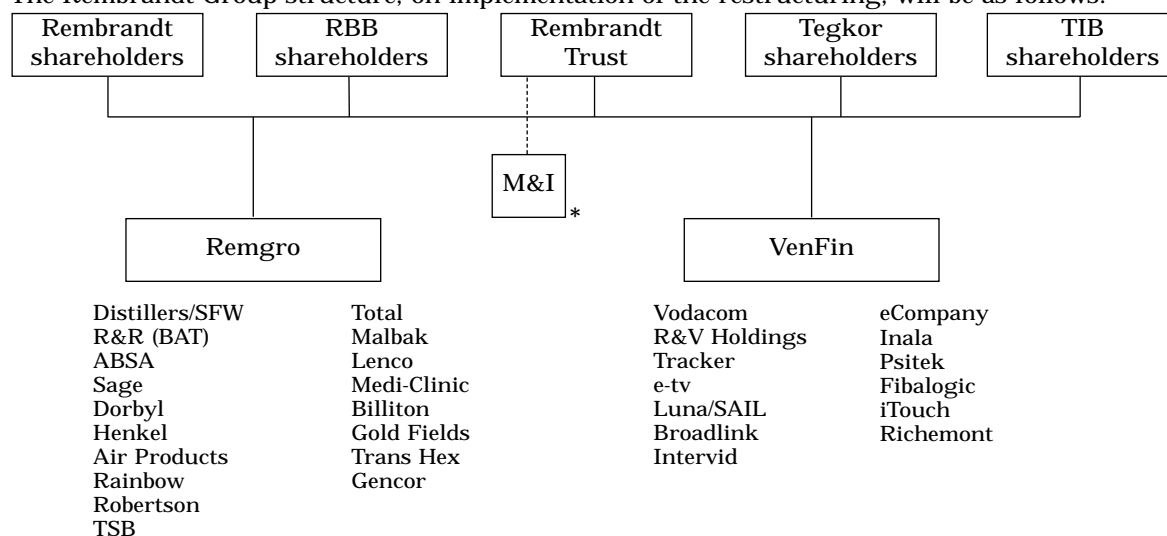
- RBB will distribute its Rembrandt ordinary shares to its shareholders, including Tegkor;
- Tegkor will distribute its Rembrandt ordinary shares to its shareholders, including TIB; and
- TIB will distribute its Rembrandt ordinary shares to its shareholders, including Rembrandt Trust.

2.2 After the implementation of the rationalisation but before the unbundling, Rembrandt will issue 31 955 717 Rembrandt B shares to Rembrandt Trust and Remsa will issue 35 506 352 Remsa B shares to Rembrandt Trust. Five million Remgro B shares and five million VenFin B shares will be reserved to be allocated to the share incentive schemes.

- 2.3 Immediately after the unbundling, 35 506 350 of the Rembrandt ordinary shares will be consolidated into 3 550 635 shares of ten cents each and redesignated Rembrandt B shares, to result in the Rembrandt Trust retaining control without diluting the shareholdings of Rembrandt shareholders.
- 2.4 VenFin will then distribute its Remgro ordinary shares to its shareholders, which will now include all the former shareholders of RBB, Tegkor and TIB.
- 2.5 Following the implementation of the restructuring and subject to the passing and, where necessary, registration of the relevant special and ordinary resolutions at the annual general meetings of the companies concerned:
- 2.4.1 the listings of RBB, Tegkor and TIB on the JSE will be terminated with effect from the close of trading on Friday 22 September 2000;
- 2.4.2 the listing of the VenFin ordinary shares will be transferred to the Industrial – “Telecommunications” sector of the JSE lists with effect from the start of trading on Tuesday 26 September 2000; and
- 2.4.3 the Remgro ordinary shares will be listed in the Industrial – “Diversified Industrial” sector of the JSE lists with effect from the start of trading on Tuesday 26 September 2000.

Neither the VenFin B shares nor the Remgro B shares will be listed.

- 2.6 The Rembrandt Group structure, on implementation of the restructuring, will be as follows:



* Management company, controlled by its employees, which will perform management services for Remgro and VenFin.

3. Benefits for shareholders

The restructuring is expected to have the following benefits for shareholders of the companies:

- 3.1 The discount at which shares in RBB, Tegkor and TIB traded in relation to Rembrandt's share price will be eliminated, as shareholders will now have direct access to shares in VenFin and Remgro.
- 3.2 The separation of Rembrandt's underlying assets into two groups of companies, each with a focused business strategy, gives shareholders the opportunity to spread their investment risk.
- 3.3 The rationalisation will result in the elimination of inefficiencies in the current Group structure.
- 3.4 Trading volumes in RBB, Tegkor and TIB shares are relatively low. The restructuring will have the effect of increasing the liquidity of VenFin and Remgro shares.
- 3.5 The re-organisation of Rembrandt's existing assets into “technology-orientated” and “traditional” assets, each with its own executive management team, will result in increased focus.
- 3.6 Investors will now be able to choose whether to hold the technology-orientated assets, the traditional assets, or both, depending on their individual preferences and risk profiles.
- 3.7 On a combined basis, the total dividend payout to shareholders is expected to increase.
- 3.8 No financial premium will in the future be placed on the control exercised by Rembrandt Trust, as all shareholders will receive the same offer if control of VenFin and/or Remgro and/or Rembrandt Trust changes.

4. Annual general meetings

Annual general meetings of RBB, Tegkor, TIB and Rembrandt will be held at 09:00, 09:40, 09:50 and 10:00 respectively on Thursday 21 September 2000. At the annual general meetings shareholders will be asked to approve the ordinary and special resolutions usually proposed at an annual general meeting, as well as the ordinary and special resolutions necessary to implement the restructuring.

Definitions used in this circular

In this circular, unless the context indicates otherwise:

- reference to the singular includes the plural and *vice versa*;
- words denoting one gender include the others;
- words and expressions denoting natural persons include legal persons and associations of persons;
- the words in the first column have the meanings stated opposite them in the second column.

“Act”	the Companies Act, 1973 (Act 61 of 1973), as amended;
“common monetary area”	the Republic of South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“companies”	collectively, Rembrandt, RBB, Tegkor and TIB;
“documents of title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Rembrandt, RBB, Tegkor or TIB shares acceptable to the transfer secretaries;
“JSE”	the Johannesburg Stock Exchange;
“M&I”	M&I Management Services (Proprietary) Limited, a company which will render management services to VenFin and Remgro on the basis set out in paragraph 2.11 of this circular;
“rationalisation”	the re-organisation of the assets of Rembrandt in terms of section 39 of the Taxation Laws Amendment Act, No. 20 of 1994, into two groups of companies which will be listed on the JSE as VenFin and Remgro;
“RBB”	Rembrandt Controlling Investments Limited (registration number 1952/000002/06), a company listed on the JSE, which will remain the holding company of Rembrandt until implementation of the restructuring;
“RBB AGM”	the 49th Annual General Meeting of RBB shareholders to be held at 09:00 on Thursday 21 September 2000 for the purpose of considering and, if deemed appropriate, passing the ordinary and special resolutions contained in the Notice of Annual General Meeting which forms part of this circular;
“RBB shareholder”	a holder of RBB shares;
“RBB shares”	ordinary shares of one cent each in the capital of RBB;
“Rembrandt”	Rembrandt Group Limited (registration number 1948/031037/06), a company listed on the JSE, to be renamed VenFin Limited subject to approval by shareholders at the Rembrandt AGM;
“Rembrandt AGM”	the 52nd Annual General Meeting of Rembrandt shareholders to be held at 10:00 or immediately after completion of the TIB AGM, whichever is later, on Thursday 21 September 2000 for the purpose of considering and, if deemed appropriate, passing the ordinary and special resolutions contained in the Notice of Annual General Meeting which forms part of this circular;
“Rembrandt B shares”	B shares of 10 cents each in the share capital of Rembrandt, having the rights and obligations set out in Annexure 3 to this circular;
“Rembrandt Group” or “Group”	TIB, Tegkor, RBB, Rembrandt and its subsidiaries and associate companies;
“Rembrandt ordinary shares”	ordinary shares of one cent each in the capital of Rembrandt;
“Rembrandt shareholder”	a holder of Rembrandt ordinary shares;
“Rembrandt Trust”	Rembrandt Trust (Proprietary) Limited (registration number 1959/003277/07), the ultimate controlling shareholder of the Rembrandt Group;

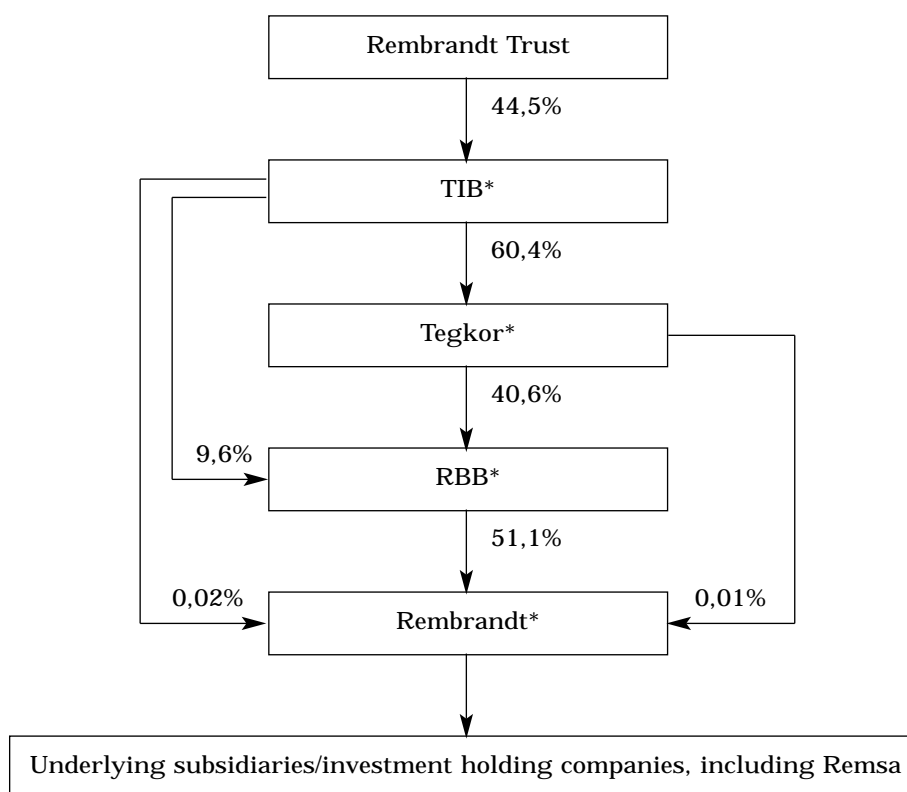
“Remsa”	Rembrandt S.A. Limited (registration number 1968/006415/06), a wholly-owned subsidiary of Rembrandt, which will become the listed holding company of a number of companies in the Rembrandt Group following the implementation of the restructuring and will be renamed Remgro Limited subject to approval by Remsa shareholders;
“Remsa B shares”	B shares of 10 cents each in the share capital of Remsa, having the rights and obligations set out in Annexure 3 to this circular;
“Remsa ordinary shares”	ordinary shares of one cent each in the capital of Remsa;
“restructuring”	the restructuring of the Rembrandt Group by way of the rationalisation and the unbundling;
“share incentive schemes”	the VenFin Share Scheme and the Remgro Share Scheme, the salient features of which are described in Annexures 1 and 2 respectively;
“shareholder”	a shareholder of Rembrandt, RBB, Tegkor or TIB, as the context requires;
“shares”	Rembrandt ordinary shares, RBB shares, Tegkor shares or TIB shares, as the context requires;
“Tegkor”	Technical Investment Corporation Limited (registration number 1946/020656/06), a company listed on the JSE, which is the holding company of RBB;
“Tegkor AGM”	the 54th Annual General Meeting of Tegkor shareholders to be held at 09:40 or immediately after completion of the RBB AGM, whichever is later, on Thursday 21 September 2000 for the purpose of considering and, if deemed appropriate, passing the ordinary and special resolutions contained in the Notice of Annual General Meeting which forms part of this circular;
“Tegkor shareholder”	a holder of Tegkor shares;
“Tegkor shares”	ordinary shares of one cent each in the capital of Tegkor;
“TIB”	Technical and Industrial Investments Limited (registration number 1943/015859/06), a company listed on the JSE, which is the holding company of Tegkor;
“TIB AGM”	the 57th Annual General Meeting of TIB shareholders to be held at 09:50 or immediately after completion of the Tegkor AGM, whichever is later, on Thursday 21 September 2000 for the purpose of considering and, if deemed appropriate, passing the ordinary and special resolutions contained in the Notice of Annual General Meeting which forms part of this circular;
“TIB shareholder”	a holder of TIB shares;
“TIB shares”	ordinary shares of one cent each in TIB;
“transfer secretaries”	Computershare Services Limited (registration number 1958/003546/06), whose address is 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107); and
“unbundling”	the unbundling by: <ul style="list-style-type: none"> - RBB, Tegkor and TIB of their Rembrandt (renamed VenFin) ordinary shares; and - Rembrandt of its Remsa (renamed Remgro) ordinary shares, to be implemented in terms of section 60 of the Income Tax Act, No. 113 of 1993, provided that the requisite ordinary and special resolutions to be proposed at the Rembrandt AGM, the RBB AGM, the Tegkor AGM and the TIB AGM are passed and, where necessary, registered by the Registrar of Companies.

Circular to shareholders of Rembrandt, RBB, Tegkor and TIB

PART A - THE RESTRUCTURING

1. Current structure of the Rembrandt Group

- 1.1 The Rembrandt Group currently consists of a pyramid of four listed companies. Its controlling shareholder is Rembrandt Trust.
- 1.2 Rembrandt is an investment holding company deriving its income mainly from dividends from its investments in tobacco products, banking and financial services, cellular communications, printing and packaging, engineering and motor components, adhesives, life assurance, medical services, mining, petro-chemical products, portfolio investments, food, wine and spirits and various other trademark products.
- 1.3 The Group structure is diagrammatically represented below:



*Listed on the JSE.

- 1.4 The Group structure tends to result in the shares in the companies in the pyramid trading at a discount to their underlying see-through values. In addition, the underlying investments of the Group can be more efficiently structured to take advantage of synergies that exist within the Group.
- 1.5 The Boards of Directors of TIB, Tegkor, RBB and Rembrandt have therefore resolved to restructure the Rembrandt Group into two listed entities with greater focus, so as to create the greatest possible value for shareholders.

2. Proposed restructuring

2.1 In order to provide greater focus and efficiency in the Rembrandt Group, it has been proposed that:

2.1.1 the rationalisation be implemented to restructure Rembrandt's underlying investments into two groups of companies. One group, to remain in Rembrandt and be renamed VenFin Limited, will consist of the Rembrandt Group's technology-orientated interests. The other group, to be re-organised under Remsa and renamed Remgro Limited, will consist of the Rembrandt Group's established financial, mining and industrial investments;

2.1.2 the share capital of Remsa and Rembrandt will be re-organised to create B shares, the majority of which will be issued to Rembrandt Trust and will have the effect of retaining Rembrandt Trust's control of the restructured Rembrandt Group;

2.1.3 the unbundling will then take place as follows:

- RBB will unbundle its Rembrandt ordinary shares to its shareholders, including Tegkor;
- Tegkor will unbundle its Rembrandt ordinary shares to its shareholders, including TIB; and
- TIB will unbundle its Rembrandt ordinary shares to its shareholders, including Rembrandt Trust.

Shareholders must be registered as such at the close of trading on Friday 22 September 2000 in order to participate in the unbundling.

2.2 After the implementation of the rationalisation but before the unbundling, Rembrandt will issue 31 955 717 Rembrandt B shares to Rembrandt Trust and Remsa will issue 35 506 352 Remsa B shares to Rembrandt Trust.

2.3 Immediately after the unbundling, 35 506 350 of the Rembrandt ordinary shares held by Rembrandt Trust will be consolidated into 3 550 635 shares of 10 cents each and converted into Rembrandt B shares.

2.4 Rembrandt will unbundle its Remsa ordinary shares to the holders of the Rembrandt ordinary shares, which will then include all the former shareholders of RBB, Tegkor and TIB.

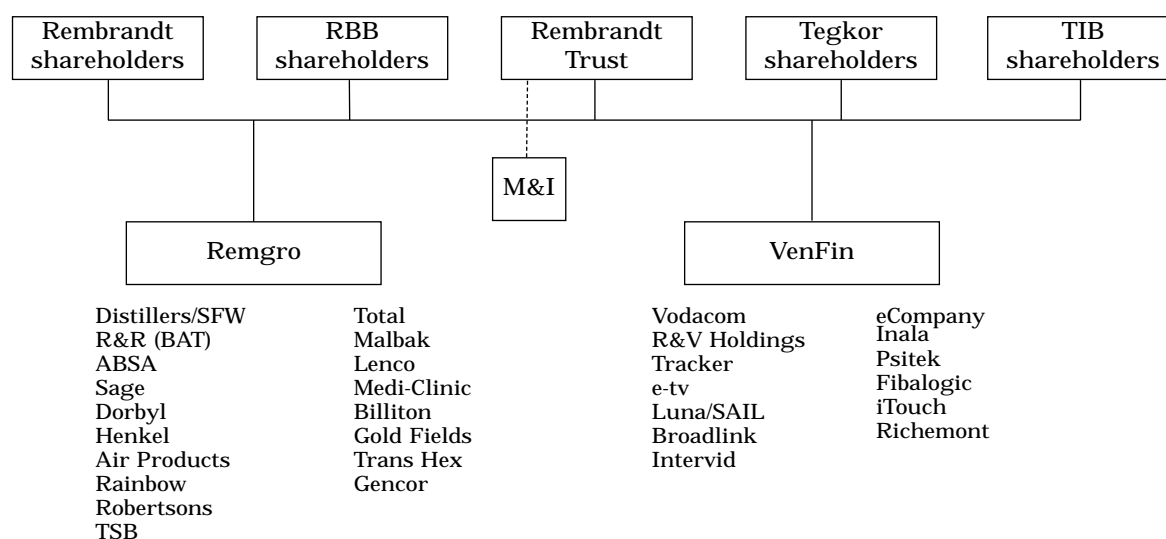
2.5 The shares in RBB, Tegkor and TIB, other than those held by their respective holding companies, will be converted to redeemable preference shares and redeemed. This is done to ensure that RBB, Tegkor and TIB become wholly-owned companies, allowing for efficient administration of unclaimed dividends which remain in RBB, Tegkor and TIB.

2.6 Following the implementation of the restructuring, the listings of RBB, Tegkor and TIB on the JSE will be terminated. The listing of the Rembrandt ordinary shares will be transferred to the Industrial - "Telecommunications" sector of the JSE lists under the name "VenFin" while Remsa will be listed in the Industrial - "Diversified Industrial" sector of the JSE lists under the name "Remgro" on or about Tuesday 26 September 2000.

2.7 The Rembrandt B shares and the Remsa B shares will not be listed on the JSE.

2.8 The implementation of the steps set out in 2.1 to 2.7 is subject to the approval of the shareholders of each of the companies, and the issue of the shares referred to in 2.2 is subject to the additional condition that a majority of shareholders, excluding the holding company in each case, approves the issue of the shares.

2.9 The Rembrandt Group structure, pursuant to the implementation of the restructuring, will be as follows:



2.10 Rembrandt Trust has undertaken to the JSE that it will procure, in the event that there is a change of control of VenFin and/or Remgro and/or Rembrandt Trust, that an offer is made to the shareholders of VenFin and/or Remgro, as the case may be. Rembrandt Trust currently indirectly controls in excess of 50% of the shares of Rembrandt and will vote approximately 42% of the shares in VenFin and Remgro after implementation of the restructuring.

2.11 Subsequent to the restructuring VenFin and Remgro will be two separate listed companies, with different boards and executive managements. This could have led to a duplication of overheads such as accounting, legal services, human resources administration, intellectual property services and other support functions. In order to avoid this, agreement has been reached with a separate service company, M&I, to provide all the managerial and support services for both companies. M&I's shareholders will be current and future employees. Rembrandt Trust will own a share in M&I for purposes of ensuring continuity. It will not have any rights to the income or assets of M&I.

M&I will be funded through fees payable by VenFin and Remgro. The fees will cover all the overheads incurred in the management of the two companies and will not exceed 0,463% per annum of VenFin's and Remgro's market capitalisations, calculated on a monthly average basis. This percentage may not be exceeded or increased without the agreement of at least 75% of all classes of shareholders. The fees will be payable monthly in arrears.

The two management teams will therefore be different and separate to ensure the required business focus, but without the duplication of overheads.

2.12 The proportion of ordinary shares to B shares in each of VenFin and Remgro will remain constant, so that new B shares will only be created to the extent that ordinary shares are created.

3. Benefits for shareholders

The restructuring is expected to have the following benefits for shareholders of the companies:

3.1 The discount at which shares in RBB, Tegkor and TIB traded in relation to Rembrandt's share price will be eliminated, as shareholders will now have direct access to shares in VenFin and Remgro.

3.2 The separation of Rembrandt's underlying assets into two groups of companies, each with a focused business strategy, gives shareholders the opportunity to spread their investment risk.

3.3 The rationalisation will result in the elimination of inefficiencies in the current Group structure.

3.4 Trading volumes in RBB, Tegkor and TIB shares are relatively low. The restructuring will have the effect of increasing the liquidity of VenFin and Remgro shares.

- 3.5 The re-organisation of Rembrandt's existing assets into "technology-orientated" and "traditional" assets, each with its own executive management team, will result in increased focus.
- 3.6 Investors will now be able to choose whether to hold the technology-orientated assets, the traditional assets, or both, depending on their individual preferences and risk profiles.
- 3.7 On a combined basis, the total dividend payout to shareholders is expected to increase.
- 3.8 No financial premium will in the future be placed on the control exercised by Rembrandt Trust, as all shareholders will receive the same offer if control of VenFin and/or Remgro and/or Rembrandt Trust changes.

4. Financial effects of the restructuring

As a result of the unbundling, the position of a shareholder after the restructuring will be equivalent to his position before the unbundling. The restructuring will have no effect on the headline earnings per share, earnings per share or net asset value per share in Rembrandt, RBB, Tegkor or TIB.

5. Purpose of this circular

The purpose of this circular is to:

- convene the RBB AGM to consider and, if deemed appropriate, approve the ordinary and special resolutions which are usually proposed at a company's annual general meeting, as well as those ordinary and special resolutions necessary to implement the restructuring;
- convene the Tegkor AGM to consider and, if deemed appropriate, approve the ordinary and special resolutions which are usually proposed at a company's annual general meeting, as well as those ordinary and special resolutions necessary to implement the restructuring;
- convene the TIB AGM to consider and, if deemed appropriate, approve the ordinary and special resolutions which are usually proposed at a company's annual general meeting, as well as those ordinary and special resolutions necessary to implement the restructuring;
- convene the Rembrandt AGM to consider and, if deemed appropriate, approve the ordinary and special resolutions which are usually proposed at a company's annual general meeting, as well as those ordinary and special resolutions necessary to implement the rationalisation, the re-organisation of Rembrandt's share capital and the unbundling by Rembrandt of the Remsa ordinary shares, to approve the adoption of the VenFin Share Incentive Scheme and to approve the management agreement with M&I; and
- give shareholders information about the business and future structure of VenFin and Remgro after the implementation of the restructuring. This information is contained in the revised listing particulars of VenFin and the pre-listing statement of Remgro, both of which form part of this circular.

6. Directors' opinions and recommendations

The Boards of Directors of Rembrandt, RBB, Tegkor and TIB have considered the terms of the restructuring, and each of them is of the opinion that the restructuring is for the benefit of the shareholders of the companies and of the Group as a whole.

The Boards of Directors therefore recommend that shareholders vote in favour of the ordinary and special resolutions to be proposed at the Annual General Meetings. The Directors intend to vote in favour of the ordinary and special resolutions at the Annual General Meetings in respect of their shareholdings.

7. Directors' responsibility statements

The Directors of Rembrandt, RBB, Tegkor and TIB, whose names are given in the "Corporate information" commencing on page 1 of this circular:

- have considered all statements of fact and opinion in this circular;
- accept, individually and collectively, full responsibility for the accuracy of such statements in relation to the company/ies of which they are directors;
- certify that, to the best of their knowledge and belief, there are no omissions of material facts or considerations which would make any statements of fact or opinion included in this circular false or misleading and have made all reasonable enquiries in this regard.

PART B – INFORMATION FOR RBB SHAREHOLDERS

1. Annual General Meeting of RBB

The notice of the RBB AGM contains a number of ordinary and special resolutions which RBB shareholders are asked to consider and, if deemed appropriate, pass. These resolutions may be divided into two categories:

1.1 Resolutions necessary to implement the restructuring

These are:

- 1.1.1* ordinary resolutions numbers 1 and 2, approving the issue of 31 955 717 Rembrandt B shares and 35 506 352 Remsa B shares to Rembrandt Trust;
- 1.1.2* special resolution number 1, which will result in the adoption of a new memorandum and articles of association by RBB;
- 1.1.3* ordinary resolution number 3, approving the restructuring and the unbundling by RBB of its shares in Rembrandt to its shareholders;
- 1.1.4* ordinary resolution number 4, approving the termination of RBB's listing on the JSE on implementation of the restructuring; and
- 1.1.5* special resolution number 2, approving the conversion of all RBB shares, other than those held by Tegkor, to preference shares and the redemption of those preference shares.

1.2 Resolutions usually passed at an annual general meeting

These are:

- 1.2.1* the adoption of RBB's annual financial statements for the year ended 31 March 2000;
- 1.2.2* the determination of the directors' emoluments for the year ended 31 March 2000; and
- 1.2.3* the election of directors in place of those who retire in accordance with the provisions of RBB's articles of association.

2. Action required to be taken by RBB shareholders

- 2.1** RBB shareholders who have sold all of their RBB shares should hand this circular to the purchaser of those shares or to the stockbroker, banker or other agent through whom the sale was effected.
- 2.2** RBB shareholders who are not resident in, or who have registered addresses outside, the common monetary area should satisfy themselves as to the full observance of the laws of any relevant territory concerning the receipt of Rembrandt and/or Remsa ordinary shares, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. RBB shareholders who are in any doubt as to their position should consult their professional advisers.
- 2.3** A RBB shareholder who is unable to attend the RBB AGM should complete the form of proxy (blue) which is attached to and forms part of this circular, and return it to the transfer secretaries by 09:00 on Tuesday 19 September 2000.

PART C – INFORMATION FOR TEGKOR SHAREHOLDERS

1. Annual General Meeting of Tegkor

The notice of the Tegkor AGM contains a number of ordinary and special resolutions which Tegkor shareholders are asked to consider and, if deemed appropriate, pass. These resolutions may be divided into two categories:

1.1 Resolutions necessary to implement the restructuring

These are:

- 1.1.1* ordinary resolutions numbers 1 and 2, approving the issue of 31 955 717 Rembrandt B shares and 35 506 352 Remsa B shares to Rembrandt Trust;
- 1.1.2* special resolution number 1, which will result in the adoption of a new memorandum and articles of association of Tegkor;
- 1.1.3* ordinary resolution number 3, approving the restructuring and the unbundling by Tegkor of its shares in Rembrandt to its shareholders;
- 1.1.4* ordinary resolution number 4, approving the termination of Tegkor's listing on the JSE on implementation of the restructuring; and
- 1.1.5* special resolution number 2, approving the conversion of all Tegkor shares, other than those held by TIB, to preference shares and the redemption of those preference shares.

1.2 Resolutions usually passed at an annual general meeting

These are:

- 1.2.1* the adoption of Tegkor's annual financial statements for the year ended 31 March 2000;
- 1.2.2* the determination of the directors' emoluments for the year ended 31 March 2000; and
- 1.2.3* the election of directors in place of those who retire in accordance with the provisions of Tegkor's articles of association.

2. Action required to be taken by Tegkor shareholders

- 2.1** Tegkor shareholders who have sold all of their Tegkor shares should hand this circular to the purchaser of those shares or to the stockbroker, banker or other agent through whom the sale was effected.
- 2.2** Tegkor shareholders who are not resident in, or who have registered addresses outside, the common monetary area should satisfy themselves as to the full observance of the laws of any relevant territory concerning the receipt of Rembrandt and/or Remsa ordinary shares, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. Tegkor shareholders who are in any doubt as to their position should consult their professional advisers.
- 2.3** A Tegkor shareholder who is unable to attend the Tegkor AGM should complete the form of proxy (pink) which is attached to and forms part of this circular, and return it to the transfer secretaries by 09:40 on Tuesday 19 September 2000.

PART D – INFORMATION FOR TIB SHAREHOLDERS

1. Annual General Meeting of TIB

The notice of the TIB AGM contains a number of ordinary and special resolutions which TIB shareholders are asked to consider and, if deemed appropriate, pass. These resolutions may be divided into two categories:

1.1 Resolutions necessary to implement the restructuring

These are:

- 1.1.1* ordinary resolutions numbers 1 and 2, approving the issue of 31 955 717 Rembrandt B shares and 35 506 352 Remsa B shares to Rembrandt Trust;
- 1.1.2* special resolution number 1, which will result in the adoption of a new memorandum and articles of association of TIB;
- 1.1.3* ordinary resolution number 3, approving the restructuring and the unbundling by TIB of its shares in Rembrandt to its shareholders;
- 1.1.4* ordinary resolution number 5, approving the termination of TIB's listing on the JSE on implementation of the restructuring; and
- 1.1.5* special resolution number 2, approving the conversion of all TIB shares, other than those held by Rembrandt Trust, to preference shares and the redemption of those preference shares.

1.2 Resolutions usually passed at an annual general meeting

These are:

- 1.2.1* the adoption of TIB's annual financial statements for the year ended 31 March 2000;
- 1.2.2* the determination of the directors' emoluments for the year ended 31 March 2000; and
- 1.2.3* the election of directors in place of those who retire in accordance with the provisions of TIB's articles of association.

2. Action required to be taken by TIB shareholders

- 2.1** TIB shareholders who have sold all of their TIB shares should hand this circular to the purchaser of those shares or to the stockbroker, banker or other agent through whom the sale was effected.
- 2.2** TIB shareholders who are not resident in, or who have registered addresses outside, the common monetary area should satisfy themselves as to the full observance of the laws of any relevant territory concerning the receipt of Rembrandt and/or Remsa ordinary shares, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. TIB shareholders who are in any doubt as to their position should consult their professional advisers.
- 2.3** A TIB shareholder who is unable to attend the TIB AGM should complete the form of proxy (green) which is attached to and forms part of this circular, and return it to the transfer secretaries by 09:50 on Tuesday 19 September 2000.

PART E – INFORMATION FOR REMBRANDT SHAREHOLDERS

1. Annual General Meeting of Rembrandt

The notice of the Rembrandt AGM contains a number of ordinary and special resolutions which Rembrandt shareholders are asked to consider and, if deemed appropriate, pass. These resolutions may be divided into two categories:

1.1 Resolutions necessary to implement the restructuring

These are:

- 1.1.1* ordinary resolution number 1, approving the rationalisation which will result in the assets currently owned by Rembrandt being restructured into a group of technology-oriented investments (which will continue to be held by Rembrandt) and a group of diversified industrial investments (which will be held by Remsa);
- 1.1.2* special resolution number 1, in terms of which the company's name will be changed from Rembrandt to VenFin Limited;
- 1.1.3* special resolutions numbers 3 and 5, which will result in the adoption of a new memorandum and articles of association of Rembrandt to reflect, *inter alia*, the rights and obligations of the Rembrandt B shares to be created;
- 1.1.4* special resolutions numbers 2 and 4 and ordinary resolutions numbers 2 and 3, which deal with the restructuring of the authorised and issued share capital of Rembrandt, creating the Rembrandt B shares, and the approval of the issue of 31 955 717 Rembrandt B shares and 35 506 352 Remsa B shares to Rembrandt Trust;
- 1.1.5* ordinary resolution number 4, approving the the restructuring and unbundling by Rembrandt of its shares in Remsa to its ordinary shareholders;
- 1.1.6* ordinary resolution number 5, approving the adoption of the VenFin Share Incentive Scheme; and
- 1.1.7* ordinary resolution number 7, approving the management agreement with M&I.

1.2 Resolutions usually passed at an annual general meeting

These are:

- 1.2.1* special resolutions numbers 6 and 7, giving Rembrandt the power to buy back its own shares;
- 1.2.2* ordinary resolution number 6, placing the unissued shares under the control of the directors until Rembrandt's next annual general meeting;
- 1.2.3* the adoption of Rembrandt's annual financial statements for the year ended 31 March 2000;
- 1.2.4* the determination of the directors' emoluments for the year ended 31 March 2000; and
- 1.2.5* the election of directors in place of those who retire in accordance with the provisions of Rembrandt's articles of association.

2. Action required to be taken by Rembrandt shareholders

- 2.1** Rembrandt shareholders who have sold all of their Rembrandt shares should hand this circular to the purchaser of those shares or to the stockbroker, banker or other agent through whom the sale was effected.
- 2.2** Rembrandt shareholders who are not resident in, or who have registered addresses outside, the common monetary area should satisfy themselves as to the full observance of the laws of any relevant territory concerning the receipt of Remsa ordinary shares, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. Rembrandt shareholders who are in any doubt as to their position should consult their professional advisers.
- 2.3** A Rembrandt shareholder who is unable to attend the Rembrandt AGM should complete the form of proxy (white) which is attached to and forms part of this circular, and return it to the transfer secretaries by 10:00 on Tuesday 19 September 2000.

PART F – GENERAL INFORMATION FOR ALL SHAREHOLDERS

1. Immediate settlement

Shareholders should note that during the week commencing on Monday 18 September 2000, all transactions in Rembrandt ordinary shares, RBB shares, Tegkor shares and TIB shares will be for immediate settlement.

2. Fractional entitlements

Fractional entitlements to VenFin or Remgro shares will not be allocated but will be sold on the JSE at a price equal to the average traded closing price of VenFin and Remgro shares, respectively, on Tuesday 26 September 2000. The proceeds of such sale will be allocated to the shareholders concerned and cheques in respect of the proceeds will be posted to such shareholders at their risk together with the certificates in respect of their VenFin and/or Remgro ordinary shares, unless the proceeds are less than R5,00, in which case they will be deemed to be forfeited to Remgro.

3. Surrender of documents of title

3.1 Subject to the passing and, where necessary, registration of the ordinary and special resolutions necessary to implement the restructuring:

- Rembrandt shareholders will be required to surrender their existing documents of title in order to receive Remgro share certificates and share certificates reflecting the change of Rembrandt's name to VenFin Limited; and
- RBB, Tegkor and TIB shareholders will be required to surrender their existing documents of title in order to receive share certificates in respect of their VenFin and Remgro ordinary shares and, where applicable, cheques in respect of fractional entitlements and the proceeds of redemption of their preference shares.

3.2 Existing documents of title will no longer be good for delivery with effect from the close of trading on Friday 22 September 2000.

3.3 Shareholders who do not wish to deal in their shares before Tuesday 26 September 2000 are requested to surrender their existing documents of title to the transfer secretaries under cover of the relevant surrender form.

3.4 All existing documents of title received by the transfer secretaries by 16:30 on Friday 22 September 2000 will be processed and new share certificates will be posted by registered post on Thursday 28 September 2000, at the risk of the shareholders concerned. In all other cases, documents of title received will be processed and new share certificates will be posted by registered post, at the risk of the shareholders concerned, within five business days of receipt of existing documents of title.

3.5 Existing documents of title received will be held in trust by the transfer secretaries pending implementation of the restructuring. In the event that the restructuring is not implemented, the transfer secretaries will return the documents of title to the shareholders concerned, at their risk, within five business days.

3.6 If any existing documents of title have been lost or destroyed and the shareholder concerned produces evidence to this effect to the satisfaction of the transfer secretaries, the company concerned may dispense with the surrender of documents of title against provision of a suitable indemnity.

3.7 Cheques in respect of the redemption of preference shares or, where applicable, fractional entitlements, payable to shareholders who have not surrendered their existing documents of title will be held in trust by Remgro. No interest will be paid on any cash so held in trust.

4. Exchange Control Regulations

The following is a summary of the South African Exchange Control Regulations. If in doubt, shareholders should consult with their professional advisers without delay.

4.1 Emigrants from the common monetary area

- 4.1.1 A “non-resident” endorsement will be stamped on every VenFin ordinary share certificate and Remgro ordinary share certificate issued as a result of the restructuring to a shareholder who is an emigrant from the common monetary area.
- 4.1.2 A share certificate and, where applicable, a cheque for the proceeds from the sale of fractional entitlements and the redemption of preference shares, will be forwarded to the authorised dealer in foreign exchange in South Africa controlling such shareholder's blocked assets for credit to the emigrant's blocked account.

4.2 All other non-residents of the common monetary area

- 4.2.1 A “non-resident” endorsement will be stamped on every VenFin ordinary share certificate and Remgro ordinary share certificate issued as a result of the restructuring to a shareholder whose registered address is outside the common monetary area.
- 4.2.2 Share certificates and, where applicable, cheques for the proceeds from the sale of fractional entitlements and the redemption of preference shares, will be forwarded to the shareholder's authorised dealer in foreign exchange in South Africa (it will be incumbent upon the shareholder concerned to instruct the nominated authorised dealer as to the disposal of the amount concerned).

5. Dividends

To the extent that an interim dividend for the six months ending 30 September 2000 would have been paid by Rembrandt if the restructuring had not taken place, such dividend (if any) will be paid by Remgro.

VenFin will not pay an interim dividend for the six months ending 30 September 2000.

Stellenbosch
30 August 2000

Salient features of the VenFin Share Scheme

1. The Trust Deed

- 1.1 All employees (excluding any non-executive Directors) of VenFin, its subsidiaries and associated companies are eligible to participate in the scheme. "Associate" includes any company which attends to the day-to-day management of VenFin pursuant to a formal management agreement.
- 1.2 The Directors of VenFin may allocate a maximum of 5% of VenFin's issued ordinary shares and 1% of its issued B shares to the scheme ("scheme shares").
- 1.3 The Directors will make the scheme shares available to the Trust by way of sale or subscription. The Trustees will, in turn, offer shares for sale on a deferred delivery basis to those employees selected by the Directors.
- 1.4 No employee may be offered more than 0,25% of VenFin's ordinary shares or 0,05% of its B shares.

2. The offer in terms of the rules of the scheme

- 2.1 The Directors may in their absolute discretion direct the Trustees in writing to offer an employee the right to purchase shares.
- 2.2 The Trustees must make the offer in writing to the employee, which notice will contain an offer date and an acceptance date, the number of shares that are offered and the purchase price payable for the shares. The purchase price payable for the shares will be equal to the middle market price of the shares on the JSE on the trading day immediately prior to the offer date.
- 2.3 An employee will be entitled to accept or reject the offer and will become a participant upon acceptance of the offer.
- 2.4 The participant will be entitled to delivery of the shares as follows:
 - 2.4.1 one-third thereof on the date on which he pays the purchase price in respect of those shares or on the third anniversary of the offer date, whichever is later;
 - 2.4.2 a further one-third thereof, on the date upon which the participant pays the purchase price in respect of those shares, or on the fourth anniversary of the offer date, whichever is the later;
 - 2.4.3 the balance thereof, on the date on which the balance of the purchase price is paid or on the fifth anniversary of the relevant offer date, whichever is later.
- 2.5 Dividend income will be earned from the date that the shares have been delivered to a participant.
- 2.6 Subject to the provisions regarding the termination of service of a participant, no participant will be entitled to encumber, cede, sell, offer, donate, exchange or alienate his shares or any part thereof until they have been delivered and paid for.
- 2.7 B shares may only be sold to the Trust, and shall be sold to the Trust if a participant's employment terminates, at a price equal to the market value of the ordinary shares or the cost price of the B shares, depending on the circumstances of termination of the participant's employment.
- 2.8 A participant will be entitled, subject to certain terms and conditions, to take part in any rights issue by the Company.

3. Amendment of scheme

- 3.1 The Trust Deed and scheme rules may be amended by the Directors subject to the JSE Listings Requirements from time to time.
- 3.2 No amendment will affect any rights of a participant acquired prior to any such amendment.

Salient features of the Remgro Share Scheme

1. The Trust Deed

- 1.1 All employees (excluding any non-executive Directors) of Remgro, its subsidiaries and associated companies are eligible to participate in the scheme. "Associate" includes any company which attends to the day-to-day management of Remgro pursuant to a formal management agreement.
- 1.2 The Directors of Remgro may allocate a maximum of 5% of Remgro's issued ordinary shares and 1% of its issued B shares to the scheme ("scheme shares").
- 1.3 The Directors will make the scheme shares available to the Trust by way of sale or subscription. The Trustees will, in turn, offer shares for sale on a deferred delivery basis to those employees selected by the Directors.
- 1.4 No employee may be offered more than 0,25% of Remgro's ordinary shares or 0,05% of its B shares.

2. The offer in terms of the rules of the scheme

- 2.1 The Directors may in their absolute discretion direct the Trustees in writing to offer an employee the right to purchase shares.
- 2.2 The Trustees must make the offer in writing to the employee, which notice will contain an offer date and an acceptance date, the number of shares that are offered and the purchase price payable for the shares. The purchase price payable for the shares will be equal to the middle market price of the shares on the JSE on the trading day immediately prior to the offer date.
- 2.3 An employee will be entitled to accept or reject the offer and will become a participant upon acceptance of the offer.
- 2.4 The participant will be entitled to delivery of the shares as follows:
 - 2.4.1 one-third thereof on the date on which he pays the purchase price in respect of those shares or on the third anniversary of the offer date, whichever is later;
 - 2.4.2 a further one-third thereof, on the date upon which the participant pays the purchase price in respect of those shares, or on the fourth anniversary of the offer date, whichever is the later;
 - 2.4.3 the balance thereof, on the date on which the balance of the purchase price is paid or on the fifth anniversary of the relevant offer date, whichever is later.
- 2.5 Dividend income will be earned from the date that the shares have been delivered to a participant.
- 2.6 Subject to the provisions regarding the termination of service of a participant, no participant will be entitled to encumber, cede, sell, offer, donate, exchange or alienate his shares or any part thereof until they have been delivered and paid for.
- 2.7 B shares may only be sold to the Trust, and shall be sold to the Trust if a participant's employment terminates, at a price equal to the market value of the ordinary shares or the cost price of the B shares, depending on the circumstances of termination of the participant's employment.
- 2.8 A participant will be entitled, subject to certain terms and conditions, to take part in any rights issue by the Company.

3. Amendment of scheme

- 3.1 The Trust Deed and scheme rules may be amended by the Directors subject to the JSE Listings Requirements from time to time.
- 3.2 No amendment will affect any rights of a participant acquired prior to any such amendment.

Rights and obligations attaching to the VenFin B shares and Remgro B shares

The VenFin B shares and the Remgro B shares will have the following rights and obligations in terms of the articles of association of each of those companies:

- they will have a par value of 10 cents each;
- each B share will, in terms of section 195 of the Act, have 10 votes;
- each B share will be entitled to the same dividend per share as an ordinary share;
- on winding-up of the company each B share will be entitled to the repayment of its par value from the proceeds of the winding-up, but insofar as the proceeds of the winding-up exceed the amount required for the repayment of the par value of the B shares and ordinary shares, it shall have the same rights to such proceeds as the ordinary shares;
- the holders of the VenFin B shares will not be entitled to participate in the proposed unbundling of VenFin's ordinary shares in Remgro;
- the B shareholders will vote with the ordinary shareholders of the company in all general meetings, except where only their rights are affected by a resolution in which case they will vote at a separate meeting; and
- the B shares will rank *pari passu* with the ordinary shares in all other respects.

Table of entitlements to VenFin ordinary shares and Remgro ordinary shares

The tables below set out the number of VenFin and Remgro shares you will receive if you are a shareholder in Rembrandt, RBB, Tegkor and/or TIB.

Please note that:

- the number of shares has been rounded down to the nearest whole number, and fractions of shares arising will be sold on the JSE at a price equal to the average traded price of VenFin and Remgro shares, respectively, on Tuesday 26 September 2000. The proceeds of such sale will be allocated to the shareholders concerned and cheques in respect of the proceeds will be posted to such shareholders, at their risk, together with the certificates in respect of their VenFin and/or Remgro ordinary shares. If such proceeds are less than R5,00, they will be deemed to be forfeited to Remgro;
- all VenFin ordinary shareholders, including the former shareholders of RBB, Tegkor and TIB who have received VenFin ordinary shares pursuant to the unbundling, will receive one Remgro ordinary share for each VenFin ordinary share held at the commencement of trading on Tuesday 26 September 2000;
- entitlements are cumulative. If you hold 100 shares in:
 - Rembrandt, you will retain those 100 shares and receive 100 Remgro ordinary shares;
 - RBB, you will receive 74 VenFin ordinary shares and 74 Remgro ordinary shares;
 - Tegkor, you will receive 64 VenFin ordinary shares and 64 Remgro ordinary shares;
 - TIB, you will receive 68 VenFin ordinary shares and 68 Remgro ordinary shares;
- these entitlements have been calculated for indicative purposes only using an exchange ratio which includes ten figures after the decimal point. The transfer secretaries may use an exchange ratio with more figures after the decimal point, and your actual entitlement may therefore differ to a non-material extent.

Holding of RBB shares	VenFin and Remgro shares received	Holding of RBB shares	VenFin and Remgro shares received	Holding of RBB shares	VenFin and Remgro shares received	Holding of RBB shares	VenFin and Remgro shares received
1	-	31	22	61	45	91	67
2	1	32	23	62	45	92	68
3	2	33	24	63	46	93	68
4	2	34	25	64	47	94	69
5	3	35	25	65	48	95	70
6	4	36	26	66	48	96	71
7	5	37	27	67	49	97	71
8	5	38	28	68	50	98	72
9	6	39	28	69	51	99	73
10	7	40	29	70	51	100	74
11	8	41	30	71	52	200	148
12	8	42	31	72	53	300	222
13	9	43	31	73	54	400	296
14	10	44	32	74	54	500	370
15	11	45	33	75	55	600	444
16	11	46	34	76	56	700	518
17	12	47	34	77	57	800	592
18	13	48	35	78	57	900	666
19	14	49	36	79	58	1 000	740
20	14	50	37	80	59	2 000	1 481
21	15	51	37	81	59	5 000	3 702
22	16	52	38	82	60	10 000	7 405
23	17	53	39	83	61	20 000	14 810
24	17	54	39	84	62	30 000	22 215
25	18	55	40	85	62	40 000	29 620
26	19	56	41	86	63	50 000	37 025
27	19	57	42	87	64	100 000	74 051
28	20	58	42	88	65	250 000	185 129
29	21	59	43	89	65	500 000	370 258
30	22	60	44	90	66	1 000 000	740 518

Holding of Tegkor shares	VenFin and Remgro shares received	Holding of Tegkor shares	VenFin and Remgro shares received	Holding of Tegkor shares	VenFin and Remgro shares received	Holding of Tegkor shares	VenFin and Remgro shares received
1	-	31	20	61	39	91	59
2	1	32	20	62	40	92	59
3	1	33	21	63	40	93	60
4	2	34	22	64	41	94	61
5	3	35	22	65	42	95	61
6	3	36	23	66	42	96	62
7	4	37	24	67	43	97	63
8	5	38	24	68	44	98	63
9	5	39	25	69	44	99	64
10	6	40	25	70	45	100	64
11	7	41	26	71	46	200	129
12	7	42	27	72	46	300	194
13	8	43	27	73	47	400	259
14	9	44	28	74	48	500	324
15	9	45	29	75	48	600	389
16	10	46	29	76	49	700	454
17	11	47	30	77	50	800	519
18	11	48	31	78	50	900	584
19	12	49	31	79	51	1 000	649
20	12	50	32	80	51	2 000	1 299
21	13	51	33	81	52	5 000	3 249
22	14	52	33	82	53	10 000	6 499
23	14	53	34	83	53	20 000	12 998
24	15	54	35	84	54	30 000	19 497
25	16	55	35	85	55	40 000	25 996
26	16	56	36	86	55	50 000	32 496
27	17	57	37	87	56	100 000	64 992
28	18	58	37	88	57	250 000	162 480
29	18	59	38	89	57	500 000	324 961
30	19	60	38	90	58	1 000 000	649 922

Holding of TIB shares	VenFin and Remgro shares received	Holding of TIB shares	VenFin and Remgro shares received	Holding of TIB shares	VenFin and Remgro shares received	Holding of TIB shares	VenFin and Remgro shares received
1	-	31	21	61	42	91	62
2	1	32	22	62	42	92	63
3	2	33	22	63	43	93	64
4	2	34	23	64	44	94	64
5	3	35	24	65	44	95	65
6	4	36	24	66	45	96	66
7	4	37	25	67	46	97	66
8	5	38	26	68	46	98	67
9	6	39	26	69	47	99	68
10	6	40	27	70	48	100	68
11	7	41	28	71	48	200	137
12	8	42	28	72	49	300	206
13	8	43	29	73	50	400	275
14	9	44	30	74	50	500	344
15	10	45	31	75	51	600	413
16	11	46	31	76	52	700	482
17	11	47	32	77	53	800	551
18	12	48	33	78	53	900	620
19	13	49	33	79	54	1 000	689
20	13	50	34	80	55	2 000	1 378
21	14	51	35	81	55	5 000	3 445
22	15	52	35	82	56	10 000	6 890
23	15	53	36	83	57	20 000	13 780
24	16	54	37	84	57	30 000	20 671
25	17	55	37	85	58	40 000	27 561
26	17	56	38	86	59	50 000	34 452
27	18	57	39	87	59	100 000	68 904
28	19	58	39	88	60	250 000	172 260
29	19	59	40	89	61	500 000	344 520
30	20	60	41	90	62	1 000 000	689 040

Rembrandt Controlling Investments Limited

(Incorporated in the Republic of South Africa)

(Registration number 1952/000002/06)

("RBB" or "the Company")

Notice of Annual General Meeting

The forty-ninth Annual General Meeting of RBB will be held on Thursday 21 September 2000 at 09:00 in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch, to:

1. consider and approve the annual financial statements for the year ended 31 March 2000;
2. determine the Directors' emoluments for the past financial year;
3. elect Directors in the place of Messrs G D de Jager, J W Dreyer, D M Falck, J Malherbe, E Molobi and Johann Rupert who retire in terms of the provisions of the articles of association and are eligible and offer themselves for re-election;
4. consider and, if approved, pass the following ordinary and special resolutions with or without modification:

4.1 Ordinary resolution number 1

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt Group Limited ("Rembrandt") of 31 955 717 B shares to Rembrandt Trust (Proprietary) Limited ("Rembrandt Trust") in accordance with the terms and conditions of the subscription agreement concluded between Rembrandt and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.2 Ordinary resolution number 2

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt S.A. Limited ("Remsa") of 35 506 352 B shares to Rembrandt Trust in accordance with the terms and conditions of the subscription agreement concluded between Remsa and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.3 Special resolution number 1

"RESOLVED THAT, in terms of sections 56 and 62 of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act"), the memorandum and articles of association of the Company be and are hereby substituted, with effect from the passing of this resolution, by the memorandum and articles of association that were tabled at the meeting and signed for identification purposes by the Chairman of the Annual General Meeting."

The new memorandum and articles of association are available for inspection by the members of the Company at the Company's registered office.

Explanatory note on special resolution number 1

Special resolution number 1 is proposed to make provision for the substitution of the existing memorandum and articles of association of the Company by a new memorandum and new articles of association. The effect of special resolution number 1 is that the existing memorandum and articles of association of the Company will be substituted by a new memorandum and new articles of association.

4.4 Ordinary resolution number 3

“RESOLVED THAT, subject to the passing of ordinary resolution number 1 and the passing and registration of special resolution number 1, the Company:

- (i) in terms of section 90 of the Act, hereby transfers its ordinary shares in Rembrandt to its shareholders registered as such at the close of trading on 22 September 2000, *pro rata* to their shareholding in the Company; and
- (ii) approves the entire restructuring as described in this circular.”

The Directors are of the opinion that, following the transfer:

- the Company will be able, in the ordinary course of business, to pay its debts; and
- the consolidated assets of the Company, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of its consolidated liabilities.

4.5 Ordinary resolution number 4

“RESOLVED THAT the listing of the Company on the Johannesburg Stock Exchange be terminated with effect from the close of trading on 22 September 2000.”

4.6 Special resolution number 2

“RESOLVED THAT, subject to the passing of ordinary resolutions numbers 1 to 4 and the passing and registration of special resolution number 1 and with effect from the passing of this resolution:

- (i) 213 982 050 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company other than Technical Investment Corporation Limited, be and are hereby converted, in terms of section 75(1)(i) read with sections 98 and 99 of the Act, into redeemable preference shares with a par value of one cent each which redeemable preference shares shall have the rights set out in the Articles of Association of the Company; and that
- (ii) following such conversion, the 213 982 050 redeemable preference shares with a par value of one cent each in the issued share capital of the Company are hereby redeemed by the Company at their par value out of the profits of the Company available for distribution.”

Explanatory note on special resolution number 2

Special resolution number 2 is proposed to make provision for the conversion of 213 982 050 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company, other than Technical Investment Corporation Limited, into redeemable reference shares with a par value of one cent each and that, following the conversion, the authorised and issued share capital of the Company will consist of 213 982 050 redeemable preference shares with a par value of one cent each and 146 017 950 ordinary shares with a par value of one cent each.

After the conversion, the redeemable preference shares will be redeemed by the Company at their par value out of the profits of the Company available for distribution and, after such redemption, the authorised share capital of the Company will consist of 213 982 050 redeemable preference shares with a par value of one cent each and 146 017 950 ordinary shares with a par value of one cent each and the issued share capital of the Company will consist of 146 017 950 ordinary shares with a par value of one cent each.

The effect of special resolution number 2 is that 213 982 050 ordinary shares with a par value of one cent each in the authorised and the issued share capital of the Company will be converted into 213 982 050 redeemable preference shares with a par value of one cent each and that, immediately thereafter, those 213 982 050 redeemable preference shares will be redeemed by the Company at their par value out of the profits of the Company available for distribution;

5. transact such other business as may be transacted at an Annual General Meeting.

The passing of ordinary resolutions numbers 1 to 4 and special resolution number 2 is subject to the overriding suspensive condition that the shareholders of Technical Investment Corporation Limited, Technical and Industrial Investments Limited and Rembrandt pass resolutions at their respective annual general meetings approving the entire restructuring as described in this circular to shareholders.

The reasons for and effects of the special resolutions contained in this Notice of Annual General Meeting are discussed in greater detail in the circular to shareholders of which this Notice of Annual General Meeting forms part.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and, at a poll, to vote in his/her stead. Such a proxy need not be a member of the Company.

By order of the Board of Directors

J C Engelbrecht
Secretary

Stellenbosch
30 August 2000

Rembrandt Controlling Investments Limited

(Incorporated in the Republic of South Africa)

(Registration number 1952/000002/06)

("the Company")

Form of proxy

For use by shareholders of the Company ("member") at the forty-ninth Annual General Meeting of the Company to be held on Thursday 21 September 2000 at 09:00 in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch ("the Annual General Meeting").

I/We

being the holder/s of ordinary shares in the Company, hereby appoint (see instruction 1 overleaf):

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

	Insert an "X" or the number of votes exercisable (one vote per share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Approval of directors' remuneration			
3. Election of directors			
4.1 Ordinary resolution number 1			
4.2 Ordinary resolution number 2			
4.3 Special resolution number 1			
4.4 Ordinary resolution number 3			
4.5 Ordinary resolution number 4			
4.6 Special resolution number 2			

Signed at _____ on _____ 2000

Signature/s _____

Assisted by me _____

(where applicable)

Please read the notes and instructions overleaf.

Notes:

1. A member entitled to attend and vote at the Annual 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.
2. Every member present in person or by proxy and entitled to vote at the Annual General Meeting shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds, but in the event of a poll, every ordinary share in the Company shall have one vote.

Instructions on signing and lodging the form of proxy:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the member. Should this space be left blank, the proxy will be exercised by the Chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's voting instructions to the proxy must be indicated by the insertion of an "X" or, alternatively, the number of votes exercisable by that member in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. 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.
4. To be valid the completed forms of proxy must be lodged with the transfer secretaries of the Company, Computershare Services Limited, at 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Tuesday 19 September 2000 at 09:00.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The Chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions, provided that the Chairman is satisfied as to the manner in which a member wishes to vote.

Rembrandt Controlling Investments Limited

Incorporated in the Republic of South Africa)
(Registration number 1952/000002/06)
("RBB" or "the Company")

Surrender form

For share certificates or other documents of title to shares for the purpose of issuing new certificates in respect of shares in VenFin Limited and Remgro Limited.

Instructions:

1. Part 1 must be completed by ALL shareholders.
2. Part 2 must be completed by all emigrants from the common monetary area.
3. A separate surrender form is required for each shareholder.

Notes:

1. If this surrender form is returned with the relevant documents of title before the restructuring is implemented, it will be treated as a conditional surrender which is made subject to the restructuring (details of which are set out in the circular to which this form is attached) being implemented. In the event of the restructuring not being implemented for any reason whatsoever the transfer secretaries will, within five business days of the date upon which it becomes known that the restructuring has not been implemented, return the documents of title to the shareholders concerned by registered post at the risk of such shareholders or, if so instructed by the shareholder concerned, hold the share certificate for collection by the shareholder.
2. Persons who have acquired shares in the Company after 30 August 2000, the date of issue of the circular to which this surrender form is attached, can obtain copies of the surrender form and the circular from the transfer secretaries, Computershare Services Limited, 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).
3. Shareholders will have the new certificates posted to them by registered post unless they are emigrants, in which case they will be posted to their authorised dealer on Thursday 28 September 2000, if their documents of title have been surrendered by the close of business on Friday 22 September 2000, or if surrendered thereafter, within five business days of surrender of their documents of title, whichever is the later, at the risk of such shareholders. Shareholders may request that the share certificate be held for collection from the office of the transfer secretaries.

THIS FORM SHOULD BE COMPLETED BY ALL SHAREHOLDERS AND SENT TO:

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

PART 1 – To be completed by **ALL** shareholders who return this form.

Surname or Name of corporate body

First names (in full)

Title (Mr, Mrs, Miss, Ms, etc.)

Address to which new share certificate should be sent (if different from registered address)

Postal code

Country

OR: I wish to collect my new share certificate from the office of the transfer secretaries.

I/We surrender and enclose the undermentioned documents of title:

Documents of title

Certificate number(s)	Number of shares covered by each certificate
Total	

Signature of member	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable) (State full name and capacity)	
Date 2000	
Telephone number (Home) ()	
Telephone number (Work) ()	

PART 2 – To be completed by all emigrants from and non-residents of the common monetary area (see notes 1 and 2 below).

Name of authorised dealer

Address

Account number

Notes:

1. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the Johannesburg Stock Exchange ("JSE"), lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
2. Any alteration to this surrender form must be signed in full and not initialled.
3. If this surrender form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting (unless it has already been noted by the Company or its transfer secretaries).
4. Where the shareholder is a company or a close corporation, unless it has already been registered with the Company or its transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this surrender form must be submitted if so requested by the Company.
5. Note 4 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any shares, only that holder whose name stands first in the register in respect of such shares need sign this surrender form.

Technical Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1946/020656/06)

("Tegkor" or "the Company")

Notice of Annual General Meeting

The fifty-fourth Annual General Meeting of the Company will be held on Thursday 21 September 2000 at 09:40 or directly after the closing of the Annual General Meeting of Rembrandt Controlling Investments Limited, whichever is later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch, to:

1. consider and approve the annual financial statements for the year ended 31 March 2000;
2. determine the Directors' emoluments for the past financial year;
3. elect Directors in the place of Messrs M J Roux, J A Rupert and John P Rupert who retire in terms of the provisions of the articles of association, and are eligible and offer themselves for re-election;
4. consider and, if approved, pass the following ordinary and special resolutions with or without modification:

4.1 Ordinary resolution number 1

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt Group Limited ("Rembrandt") of 31 955 717 B shares in Rembrandt to Rembrandt Trust (Proprietary) Limited ("Rembrandt Trust") in accordance with the terms and conditions of the subscription agreement concluded between Rembrandt and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.2 Ordinary resolution number 2

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt S.A. Limited ("Remsa") of 35 506 352 B shares to Rembrandt Trust in accordance with the terms and conditions of the subscription agreement concluded between Remsa and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.3 Special resolution number 1

"RESOLVED THAT, in terms of sections 56 and 62 of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act"), the memorandum and articles of association of the Company be and are hereby substituted with effect from the passing of this resolution, by the memorandum and articles of association that were tabled at the meeting and signed for identification purposes by the Chairman of the Annual General Meeting."

The new memorandum and articles of association are available for inspection by the members of the Company at the Company's registered office.

Explanatory note on special resolution number 1

Special resolution number 1 is proposed to make provision for the substitution of the existing memorandum and articles of association of the Company by a new memorandum and new articles of association. The effect of special resolution number 1 is that the existing memorandum and articles of association of the Company will be substituted by a new memorandum and new articles of association.

4.4 Ordinary resolution number 3

"RESOLVED THAT, subject to the passing of ordinary resolution number 1 and the passing and registration of special resolution number 1, the Company:

- (i) in terms of section 90 of the Act, hereby transfers its ordinary shares in Rembrandt to its shareholders registered as such at the close of trading on 22 September 2000, *pro rata* to their shareholding in the Company; and
- (ii) hereby approves the entire restructuring as described in this circular."

The Directors are of the opinion that, following the transfer:

- the Company will be able, in the ordinary course of business, to pay its debts; and
- the consolidated assets of the Company, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of its consolidated liabilities.

4.5 Ordinary resolution number 4

“RESOLVED THAT the listing of the Company on the Johannesburg Stock Exchange be terminated with effect from the close of trading on 22 September 2000.”

4.6 Special resolution number 2

“RESOLVED THAT, subject to the passing of ordinary resolutions numbers 1 to 4 and the passing and registration of special resolution number 1 and with effect from the passing of this resolution:

- (i) 65 904 800 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company, other than Technical and Industrial Investments Limited, be and are hereby converted, in terms of section 75(1)(i) read with sections 98 and 99 of the Act, into redeemable preference shares with a par value of one cent each which redeemable preference shares shall have the rights set out in the Articles of Association of the Company; and that
- (ii) following such conversion, the 65 904 800 redeemable preference shares with a par value of one cent each in the issued share capital of the Company are hereby redeemed by the Company at their par value out of the profits of the Company available for distribution.”

Explanatory note on special resolution number 2

Special resolution number 2 is proposed to make provision for the conversion of 65 904 800 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company, other than Technical and Industrial Investments Limited, into redeemable preference shares with a par value of one cent each and that, following the conversion, the authorised and issued share capital of the Company will consist of 65 904 800 redeemable preference shares with a par value of one cent each and 100 536 400 ordinary shares with a par value of one cent each.

After the conversion, the redeemable preference shares with a par value of one cent each in the issued share capital of the Company will be redeemed by the Company at their par value out of the profits of the Company available for distribution and, after such redemption, the authorised share capital of the Company will consist of 65 904 800 redeemable preference shares with a par value of one cent each and 100 536 400 ordinary shares with a par value of one cent each and the issued share capital of the Company will consist of 100 536 400 ordinary shares with a par value of one cent each.

The effect of special resolution number 2 is that 65 904 800 ordinary shares with a par value of one cent each in the authorised and the issued share capital of the Company will be converted into 65 904 800 redeemable preference shares with a par value of one cent each and that, immediately thereafter, the 65 904 800 redeemable preference shares with a par value of one cent each in the issued share capital of the Company will be redeemed by the Company at their par value out of the profits of the Company available for distribution;

5. transact such other business as may be transacted at an Annual General Meeting.

The passing of ordinary resolutions numbers 1 to 4 and special resolution number 2 is subject to the overriding suspensive condition that the shareholders of Rembrandt Controlling Investments Limited, Technical and Industrial Investments Limited and Rembrandt pass resolutions at their respective annual general meetings approving the entire restructuring as described in this circular to shareholders.

The reasons for and effects of the special resolutions contained in this Notice of Annual General Meeting are discussed in greater detail in the circular to shareholders of which this Notice of Annual General Meeting forms part.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and, at a poll, to vote in his/her stead. Such a proxy need not be a member of Tegkor.

By order of the Board of Directors

J C Engelbrecht
Secretary

Stellenbosch
30 August 2000

Technical Investment Corporation Limited

(Incorporated in the Republic of South Africa)

(Registration number 1946/020656/06)

("the Company")

Form of proxy

For use by shareholders of the Company ("member") at the fifty-fourth Annual General Meeting of the Company to be held on Thursday 21 September 2000 at 09:40 or immediately after the conclusion of the Annual General Meeting of Rembrandt Controlling Investments Limited, whichever is later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch ("the Annual General Meeting").

I/We

being the holder/s of ordinary shares in the Company, hereby appoint (see instruction 1 overleaf):

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

	Insert an "X" or the number of votes exercisable (one vote per share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Approval of directors' remuneration			
3. Election of directors			
4.1 Ordinary resolution number 1			
4.2 Ordinary resolution number 2			
4.3 Special resolution number 1			
4.4 Ordinary resolution number 3			
4.5 Ordinary resolution number 4			
4.6 Special resolution number 2			

Signed at _____ on _____ 2000

Signature/s _____

Assisted by me _____

(where applicable)

Please read the notes and instructions overleaf.

Notes:

1. A member entitled to attend and vote at the Annual 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.
2. Every member present in person or by proxy and entitled to vote at the Annual General Meeting shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds, but in the event of a poll, every ordinary share in the Company shall have one vote.

Instructions on signing and lodging the form of proxy:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the member. Should this space be left blank, the proxy will be exercised by the Chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's voting instructions to the proxy must be indicated by the insertion of an "X" or, alternatively, the number of votes exercisable by that member in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. 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.
4. To be valid the completed forms of proxy must be lodged with the transfer secretaries of the Company, Computershare Services Limited, at 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Tuesday 19 September 2000 at 09:40.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The Chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions, provided that the Chairman is satisfied as to the manner in which a member wishes to vote.

Technical Investment Corporation Limited

(Incorporated in the Republic of South Africa)
(Registration number 1946/020656/06)
("Tegkor" or "the Company")

Surrender form

For share certificates or other documents of title to shares for the purpose of issuing new certificates in respect of shares in VenFin Limited and Remgro Limited.

Instructions:

1. Part 1 must be completed by ALL shareholders.
2. Part 2 must be completed by all emigrants from the common monetary area.
3. A separate surrender form is required for each shareholder.

Notes:

1. If this surrender form is returned with the relevant documents of title before the restructuring is implemented, it will be treated as a conditional surrender which is made subject to the restructuring (details of which are set out in the circular to which this form is attached) being implemented. In the event of the restructuring not being implemented for any reason whatsoever the transfer secretaries will, within five business days of the date upon which it becomes known that the restructuring has not been implemented, return the documents of title to the shareholders concerned by registered post at the risk of such shareholders or, if so instructed by the shareholder concerned, hold the share certificate for collection by the shareholder.
2. Persons who have acquired shares in the Company after 30 August 2000, the date of issue of the circular to which this surrender form is attached, can obtain copies of the surrender form and the circular from the transfer secretaries, Computershare Services Limited, 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).
3. Shareholders will have the new certificates posted to them by registered post unless they are emigrants, in which case they will be posted to their authorised dealer on Thursday 28 September 2000, if their documents of title have been surrendered by the close of business on Friday 22 September 2000, or if surrendered thereafter, within five business days of surrender of their documents of title, whichever is the later, at the risk of such shareholders. Shareholders may request that the share certificate be held for collection from the office of the transfer secretaries.

THIS FORM SHOULD BE COMPLETED BY ALL SHAREHOLDERS AND SENT TO:

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

PART 1 – To be completed by **ALL** shareholders who return this form.

Surname or Name of corporate body

First names (in full)

Title (Mr, Mrs, Miss, Ms, etc.)

Address to which new share certificate should be sent (if different from registered address)

Postal code

Country

OR: I wish to collect my new share certificate from the office of the transfer secretaries.

I/We surrender and enclose the undermentioned documents of title:

Documents of title

Certificate number(s)	Number of shares covered by each certificate
Total	

Signature of member	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2000	
Telephone number (Home) ()	
Telephone number (Work) ()	

PART 2 – To be completed by all emigrants from and non-residents of the common monetary area (see notes 1 and 2 below).

Name of authorised dealer

Address

Account number

Notes:

1. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the Johannesburg Stock Exchange ("JSE"), lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
2. Any alteration to this surrender form must be signed in full and not initialled.
3. If this surrender form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting (unless it has already been noted by the Company or its transfer secretaries).
4. Where the shareholder is a company or a close corporation, unless it has already been registered with the Company or its transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this surrender form must be submitted if so requested by the Company.
5. Note 4 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any shares, only that holder whose name stands first in the register in respect of such shares need sign this surrender form.

Technical and Industrial Investments Limited

(Incorporated in the Republic of South Africa)

(Registration number 1943/015859/06)

("TIB" or "the Company")

Notice of Annual General Meeting

The fifty-seventh Annual General Meeting of TIB will be held on Thursday 21 September 2000 at 09:50 or directly after the closing of the Annual General Meeting of Technical Investment Corporation Limited, whichever is the later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch, to:

1. consider and approve the annual financial statements for the year ended 31 March 2000;
2. determine the directors' emoluments for the past financial year;
3. elect Directors in the place of Messrs M J Roux, J A Rupert and John P Rupert who retire in terms of the provisions of the articles of association, and are eligible and offer themselves for re-election;
4. consider and, if approved, pass the following ordinary and special resolutions with or without modification:

4.1 Ordinary resolution number 1

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt Group Limited ("Rembrandt") of 31 955 717 B shares in Rembrandt to Rembrandt Trust (Proprietary) Limited ("Rembrandt Trust") in accordance with the terms and conditions of the subscription agreement concluded between Rembrandt and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.2 Ordinary resolution number 2

"RESOLVED THAT the Company approves the allotment and issue by Rembrandt S.A. Limited ("Remsa") of 35 506 352 B shares to Rembrandt Trust in accordance with the terms and conditions of the subscription agreement concluded between Remsa and Rembrandt Trust."

The subscription agreement is available for inspection by the members of the Company at the Company's registered office.

4.3 Special resolution number 1

"RESOLVED THAT, in terms of sections 56 and 62 of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act"), the memorandum and articles of association of the Company be and are hereby substituted with effect from the passing of this resolution, by the memorandum and articles of association that were tabled at the meeting and signed for identification purposes by the Chairman of the Annual General Meeting."

The new memorandum and articles of association are available for inspection by the members of the Company at the Company's registered office.

Explanatory note on special resolution number 1

Special resolution number 1 is proposed to make provision for the substitution of the existing memorandum and articles of association of the Company by a new memorandum and new articles of association. The effect of special resolution number 1 is that the existing memorandum and articles of association of the Company will be substituted by a new memorandum and new articles of association.

4.4 Ordinary resolution number 3

"RESOLVED THAT, subject to the passing of ordinary resolution number 1 and the passing and registration of special resolution number 1, the Company:

- (i) in terms of section 90 of the Act, hereby transfers its ordinary shares in Rembrandt to its shareholders registered as such at the close of trading on 22 September 2000, *pro rata* to their shareholding in the Company; and
- (ii) hereby approves the entire restructuring as described in this circular."

The Directors are of the opinion that, following the transfer:

- the Company will be able, in the ordinary course of business, to pay its debts; and
- the consolidated assets of the Company, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of its consolidated liabilities.

4.5 Ordinary resolution number 4

“RESOLVED THAT the listing of the Company on the Johannesburg Stock Exchange be terminated with effect from the close of trading on 22 September 2000.”

4.6 Special resolution number 2

“RESOLVED THAT, subject to the passing of ordinary resolutions numbers 1 to 4 and the passing and registration of special resolution number 1 and with effect from the passing of this resolution:

- (i) 73 254 500 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company, other than Rembrandt Trust, be and are hereby converted, in terms of section 75(1)(i) read with sections 98 and 99 of the Act, into redeemable preference shares with a par value of one cent each which redeemable preference shares shall have the rights set out in the Articles of Association of the Company; and that
- (ii) following such conversion, the 73 254 500 redeemable preference shares with a par value of one cent each in the issued share capital of the Company are hereby redeemed by the Company at their par value out of the profits of the Company available for distribution.”

Explanatory note on special resolution number 2

Special resolution number 2 is proposed to make provision for the conversion of 73 254 500 ordinary shares with a par value of one cent each in the authorised and issued share capital of the Company that are held by the shareholders of the Company, other than Rembrandt Trust, into redeemable preference shares with a par value of one cent each and that, following the conversion, the authorised and issued share capital of the Company will consist of 73 254 500 redeemable preference shares with a par value of one cent each and 58 745 500 ordinary shares with a par value of one cent each.

After the conversion, the redeemable preference shares with a par value of one cent each in the issued share capital of the Company will be redeemed by the Company at their par value out of the profits of the Company available for distribution and, after such redemption, the authorised share capital of the Company will consist of 73 254 500 redeemable preference shares with a par value of one cent each and 146 017 950 ordinary shares with a par value of one cent each and the issued share capital of the Company will consist of 58 745 500 ordinary shares with a par value of one cent each.

The effect of special resolution number 2 is that 73 254 500 ordinary shares with a par value of one cent each in the authorised and the issued share capital of the Company will be converted into 73 254 500 redeemable preference shares with a par value of one cent each and that, immediately thereafter, the 73 254 500 redeemable preference shares with a par value of one cent each in the issued share capital of the Company will be redeemed by the Company at their par value out of the profits of the Company available for distribution;

5. transact such other business as may be transacted at an Annual General Meeting.

The passing of ordinary resolutions numbers 1 to 4 and special resolution number 2 is subject to the overriding suspensive condition that the shareholders of Rembrandt, Technical Investment Corporation Limited and Rembrandt Controlling Investments Limited pass resolutions at their respective annual general meetings approving the entire restructuring as described in this circular to shareholders.

The reasons for and effects of the special resolutions contained in this Notice of Annual General Meeting are discussed in greater detail in the circular to shareholders of which this Notice of Annual General Meeting forms part.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and, at a poll, to vote in his/her stead. Such a proxy need not be a member of TIB.

By order of the Board of Directors

J C Engelbrecht
Secretary

Stellenbosch
30 August 2000

Technical and Industrial Investments Limited

(Incorporated in the Republic of South Africa)
(Registration number 1943/015859/06)
("the Company")

Form of proxy

For use by shareholders of the Company ("member") at the fifty-seventh Annual General Meeting of the Company to be held on Thursday 21 September 2000 at 09:50 or immediately after the conclusion of the Annual General Meeting of Technical Investment Corporation Limited, whichever is later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch ("the Annual General Meeting").

I/We

being the holder/s of ordinary shares in the Company, hereby appoint (see instruction 1 overleaf):

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

	Insert an "X" or the number of votes exercisable (one vote per share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Approval of directors' remuneration			
3. Election of directors			
4.1 Ordinary resolution number 1			
4.2 Ordinary resolution number 2			
4.3 Special resolution number 1			
4.4 Ordinary resolution number 3			
4.5 Ordinary resolution number 4			
4.6 Special resolution number 2			

Signed at _____ on _____ 2000

Signature/s _____

Assisted by me _____

(where applicable)

Please read the notes and instructions overleaf.

Notes:

1. A member entitled to attend and vote at the Annual 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.
2. Every member present in person or by proxy and entitled to vote at the Annual General Meeting shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds, but in the event of a poll, every ordinary share in the Company shall have one vote.

Instructions on signing and lodging the form of proxy:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the member. Should this space be left blank, the proxy will be exercised by the Chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's voting instructions to the proxy must be indicated by the insertion of an "X" or, alternatively, the number of votes exercisable by that member in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. 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.
4. To be valid the completed forms of proxy must be lodged with the transfer secretaries of the Company, Computershare Services Limited, at 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later on Tuesday 19 September 2000 at 09:50.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The Chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions, provided that the Chairman is satisfied as to the manner in which a member wishes to vote.

Technical and Industrial Investments Limited

(Incorporated in the Republic of South Africa)
(Registration number 1943/015859/06)
("TIB" or "the Company")

Surrender form

For share certificates or other documents of title to shares for the purpose of issuing new certificates in respect of shares in VenFin Limited and Remgro Limited.

Instructions:

1. Part 1 must be completed by ALL shareholders.
2. Part 2 must be completed by all emigrants from the common monetary area.
3. A separate surrender form is required for each shareholder.

Notes:

1. If this surrender form is returned with the relevant documents of title before the restructuring is implemented, it will be treated as a conditional surrender which is made subject to the restructuring (details of which are set out in the circular to which this form is attached) being implemented. In the event of the restructuring not being implemented for any reason whatsoever the transfer secretaries will, within five business days of the date upon which it becomes known that the restructuring has not been implemented, return the documents of title to the shareholders concerned by registered post at the risk of such shareholders or, if so instructed by the shareholder concerned, hold the share certificate for collection by the shareholder.
2. Persons who have acquired shares in the Company after 30 August 2000, the date of issue of the circular to which this surrender form is attached, can obtain copies of the surrender form and the circular from the transfer secretaries, Computershare Services Limited, 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).
3. Shareholders will have the new certificates posted to them by registered post unless they are emigrants, in which case they will be posted to their authorised dealer on Wednesday 27 September 2000, if their documents of title have been surrendered by the close of business on Friday 22 September 2000, or if surrendered thereafter, within five business days of surrender of their documents of title, whichever is the later, at the risk of such shareholders. Shareholders may request that the share certificate be held for collection from the office of the transfer secretaries.

THIS FORM SHOULD BE COMPLETED BY ALL SHAREHOLDERS AND SENT TO:

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

PART 1 – To be completed by **ALL** shareholders who return this form.

Surname or Name of corporate body

First names (in full)

Title (Mr, Mrs, Miss, Ms, etc.)

Address to which new share certificate should be sent (if different from registered address)

Postal code

Country

OR: I wish to collect my new share certificate from the office of the transfer secretaries.

I/We surrender and enclose the undermentioned documents of title:

Documents of title

Certificate number(s)	Number of shares covered by each certificate
Total	

Signature of member	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2000	
Telephone number (Home) ()	
Telephone number (Work) ()	

PART 2 – To be completed by all emigrants from and non-residents of the common monetary area (see notes 1 and 2 below).

Name of authorised dealer

Address

Account number

Notes:

1. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the Johannesburg Stock Exchange ("JSE"), lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
2. Any alteration to this surrender form must be signed in full and not initialled.
3. If this surrender form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting (unless it has already been noted by the Company or its transfer secretaries).
4. Where the shareholder is a company or a close corporation, unless it has already been registered with the Company or its transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this surrender form must be submitted if so requested by the Company.
5. Note 4 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any shares, only that holder whose name stands first in the register in respect of such shares need sign this surrender form.

Rembrandt Group Limited

(Incorporated in the Republic of South Africa)
(Registration number 1948/031037/06)
("Rembrandt" or "the Company")

Notice of Annual General Meeting

The fifty-second Annual General Meeting of the Company will be held on Thursday, 21 September 2000 at 10:00 or directly after the closing of the Annual General Meeting of Technical and Industrial Investments Limited, whichever is the later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch, to:

1. consider and approve the annual financial statements for the year ended 31 March 2000;
2. determine the Directors' emoluments for the past financial year;
3. elect Directors in the place of Messrs G D de Jager, J W Dreyer, D M Falck, J Malherbe, E Molobi and Johann Rupert who retire in terms of the provisions of the articles of association, and are eligible and offer themselves for re-election;
4. consider and, if approved, pass the following special and ordinary resolutions with or without modification:

4.1 Ordinary resolution number 1

"RESOLVED THAT the Company approves and adopts the rationalisation scheme proposed in terms of the Taxation Laws Amendment Act, No. 20 of 1994 ("the rationalisation scheme"), as described in the document that contains the terms and conditions of the rationalisation scheme, which document has been tabled at the meeting and signed for identification purposes by the Chairman of the meeting."

The rationalisation scheme document is available for inspection by the members of the Company at the Company's registered office.

4.2 Special resolution number 1

"RESOLVED THAT, subject to the passing of ordinary resolution number 1, in terms of section 44 of the Act and with effect from the passing of this special resolution, the name of the Company be changed from Rembrandt Group Limited to VenFin Limited."

Explanatory note on special resolution number 1

Special resolution number 1 is proposed to change the name of the Company from Rembrandt Group Limited to VenFin Limited. The effect of special resolution number 1 is that the name of the Company will be changed from Rembrandt Group Limited to VenFin Limited.

4.3 Special resolution number 2

"RESOLVED THAT, subject to the passing of ordinary resolution number 1 and with effect from the passing of this resolution, the authorised share capital of the Company, being R5 420 000 consisting of 522 000 000 ordinary shares with a par value of one cent each and 100 000 6% redeemable preference shares of R2,00 each:

- (i) be and is hereby reduced in terms of section 75(1)(h) of the Act to R5 220 000 by the cancellation of the 100 000 6% redeemable preference shares of R2,00 each, which have not been taken or agreed to be taken by any person;
- (ii) be and is hereby increased in terms of section 75(1)(a) of the Act to R9 175 571,70 consisting of 548 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each by the creation of 26 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each."

Explanatory note on special resolution number 2

Special resolution number 2 is proposed to make provision for the:

- cancellation of the 100 000 6% redeemable shares with a par value of R2,00 each; and
- creation of 26 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each,

resulting in the current authorised share capital of the Company consisting of 522 000 000 ordinary shares with a par value of one cent each and 100 000 6% redeemable preference shares with a par value of R2,00 each being increased to R9 175 571,70 consisting of 548 000 000 ordinary shares with a par value of one cent each and 36 855 717 B shares with a par value of ten cents each.

The effect of special resolution number 2 is that the authorised share capital of the Company will be:

- reduced as a result of the cancellation of the 100 000 6% redeemable preference shares with a par value of R2,00 each to R5 220 000,00 consisting of 522 000 000 ordinary shares with a par value of one cent each; and will then
- be increased from R5 200 000,00 to R9 175 571,70 consisting of 548 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each as a result of the creation of 26 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each.

4.4 Special resolution number 3

“RESOLVED THAT, with effect from the passing of this resolution, the existing Articles of Association of the Company be and are hereby substituted in terms of section 62 of the Companies Act, 61 of 1973, as amended (“the Act”), by the Articles of Association that have been tabled at the meeting and signed for identification purposes by the Chairman of the meeting.”

The new Articles of Association are available for inspection by the members of the Company at the Company’s registered office.

Explanatory note on special resolution number 3

Special resolution number 3 is proposed to make provision for the substitution of the existing articles of association of the Company by new articles of association. The effect of special resolution number 3 is that the existing articles of association of the Company will be substituted by new articles of association.

4.5 Ordinary resolution number 2

“RESOLVED THAT the Company approves the allotment and issue by Rembrandt S.A. Limited (“Remsa”) of 35 506 352 B shares with a par value of ten cents each to Rembrandt Trust (Proprietary) Limited (“Rembrandt Trust”), subject to the terms and conditions of a subscription agreement concluded between Remsa and Rembrandt Trust.”

The subscription agreement is available for inspection by the members of the Company at the Company’s registered office.

4.6 Ordinary resolution number 3

“RESOLVED THAT, subject to the passing and registration of special resolutions number 2 and 3, the Company hereby allots and issues to Rembrandt Trust 31 955 717 B shares with a par value of ten cents each, subject to the terms and conditions of the subscription agreement concluded between the Company and Rembrandt Trust.”

The subscription agreement is available for inspection by the members of the Company at the Company’s registered office.

4.7 Special resolution number 4

“RESOLVED THAT with effect from the passing of this resolution and subject to:

- the passing of ordinary resolution number 3; and
- the transfer by Technical and Industrial Investments Limited (“TIB”) of all TIB’s shares in the Company to TIB’s shareholders,

35 506 350 ordinary shares of one cent each in the authorised and the issued share capital of the Company to which Rembrandt Trust is entitled as a result of the above transfer by TIB, are hereby:

- (i) consolidated in terms of section 75(1)(c) of the Act into 3 550 635 ordinary shares with a par value of ten cents each in the authorised and issued share capital of the Company; and
- (ii) converted in terms of section 75(1)(i) into 3 550 635 B shares of ten cents each in the authorised and issued share capital of the Company.

after which:

- the authorised share capital of the Company of R9 175 571,70 consisting of 548 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each will change to consist of 512 493 650 ordinary shares of one cent each and 40 506 352 B shares with a par value of ten cents each; and
- the issued share capital of the Company of R8 415 571,70 consisting of 522 000 000 ordinary shares with a par value of one cent each and 31 955 717 B shares with a par value of ten cents each will change to consist of 486 493 650 ordinary shares with a par value of one cent each and 35 506 352 B shares with a par value of ten cents each.”

Explanatory note on special resolution number 4

Special resolution number 4 is proposed to make provision for the:

- consolidation of 35 405 350 ordinary shares of one cent each in the authorised and issued share capital of the Company, to which Rembrandt Trust is entitled, into 3 550 635 ordinary shares with a par value of ten cents each in the authorised and issued share capital of the Company; and the
- conversion thereof into 3 550 635 B shares of ten cents each in the authorised and issued share capital of the Company,

after which:

- the authorised share capital of the Company of R9 175 571,70 consisting of 548 000 000 ordinary shares with a par value of one cent each and 36 955 717 B shares with a par value of ten cents each will change to consist of 512 493 650 ordinary shares of one cent each and 40 506 352 B shares with a par value of ten cents each; and
- the issued share capital of the Company of R8 415 571,70 consisting of 522 000 000 ordinary shares with a par value of one cent each and 31 955 717 B shares with a par value of ten cents each will change to consist of 486 493 650 ordinary shares with a par value of one cent each and 35 506 352 B shares with a par value of ten cents each.

The effect of special resolution number 4 is that 35 506 350 ordinary shares of one cent each in the authorised and in the issued share capital of the Company will be converted and consolidated into 3 550 635 B shares with a par value of 10 cents each.

4.8 Special resolution number 5

“RESOLVED THAT, subject to the passing and registration of special resolutions number 3 and 4, and with effect from the passing of this resolution, the existing Memorandum of Association of the Company be and is hereby substituted in terms of section 56 of the Act by the Memorandum of Association that was tabled at the meeting and signed for identification purposes by the Chairman of the meeting.”

The new memorandum of association is available for inspection by the members of the Company at the Company’s registered office.

Explanatory note on special resolution number 5

Special resolution number 5 is proposed to make provision for the substitution of the existing memorandum of association of the Company by a new memorandum of association. The effect of special resolution number 5 is that the existing memorandum of association of the Company will be substituted by a new memorandum of association.

4.9 Ordinary resolution number 4

“RESOLVED THAT, subject to the passing of ordinary resolutions numbers 1 and 2, the Company,

- (i) in terms of section 90 of the Act, hereby transfers to its ordinary shareholders registered as such at the commencement of trading on the Johannesburg Stock Exchange on 26 September 2000, *pro rata* to their shareholding in the Company, its ordinary shares in Remsa; and
- (ii) approves the entire restructuring as described in the circular to shareholders.”

The Directors are of the opinion that, following the transfer:

- the Company will be able, in the ordinary course of business, to pay its debts; and
- the consolidated assets of the Company, fairly valued in accordance with Generally Accepted Accounting Practice will be in excess of the consolidated liabilities of the Company.

4.10 Ordinary resolution number 5

“RESOLVED THAT, subject to the passing and registration of special resolution number 5, the Company:

- (i) approves and adopts the share incentive scheme (“the scheme”) as described in the trust deed containing the terms and conditions of the scheme (“the trust deed”), a copy of which was tabled at the meeting and signed for identification purposes by the Chairman of the meeting; and
- (ii) hereby reserves 26 000 000 ordinary shares and 5 000 000 B shares for the scheme.”

The trust deed is available for inspection by the members of the Company at the Company’s registered office.

4.11 Special resolution number 6

“RESOLVED THAT the Board of Directors be authorised, up to and including the date of the next Annual General Meeting, to approve the purchase of shares in the Company by any subsidiary of the Company, subject to the provisions of the Act and the Listings Requirements of the Johannesburg Stock Exchange (“the Listings Requirements”).”

Explanatory note on special resolution number 6

Special resolution number 6 is proposed to enable the Board of Directors, up to and including the date of the next Annual General Meeting, to approve the purchase of shares in the Company by any subsidiary of the Company, subject to the provisions of the Act and the Listings Requirements.

The effect of special resolution number 6 will be that the Board of Directors will, up to and including the date of the next Annual General Meeting, be entitled to approve the purchase of shares in the Company by any subsidiary of the Company, subject to the provisions of the Act and the Listings Requirements.

4.12 Special resolution number 7

“RESOLVED THAT the Board of Directors be authorised, up to and including the date of the next Annual General Meeting, to approve the purchase of its own shares by the Company, provided that:

- the shares be purchased in the open market;
- the general authority shall not extend beyond 15 months from the date of this resolution;
- the general authority shall be limited to that percentage of the Company’s issued share capital of that class, at the time the authority is granted, as the Listings Requirements may from time to time allow the Company to repurchase, provided that such percentage shall not exceed 10%; and
- repurchases must not be made at a price more than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of repurchases, and subject to the provisions of the Act and the Listings Requirements.”

Explanatory note on special resolution number 7

Special resolution number 7 is proposed to enable the Board of Directors, up to and including the date of the next Annual General Meeting, to approve the purchase of its own shares by the Company, provided that:

- the shares be purchased in the open market;
- the general authority shall not extend beyond 15 months from the date of this resolution;
- the general authority shall be limited to that percentage of the Company's issued share capital of that class, at the time the authority is granted, as the Listings Requirements may from time to time allow the Company to repurchase, provided that such percentage shall not exceed 10%; and
- repurchases must not be made at a price more than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of repurchases, and subject to the provisions of the Act and the Listings Requirements.

The effect of special resolution number 7 will be that the Board of Directors will, up to and including the date of the following Annual General Meeting, be entitled to approve the purchase by the Company of its own shares, provided that:

- the shares be purchased in the open market;
- the general authority shall not extend beyond 15 months from the date of this resolution;
- the general authority shall be limited to that percentage of the Company's issued share capital of that class, at the time the authority is granted, as the Listings Requirements may from time to time allow the Company to repurchase, provided that such percentage shall not exceed 10%;
- repurchases will not be made at a price more than 5% above the weighted average of the market value for the securities for the five business days immediately preceding the date of repurchases, and shall be subject to the provisions of the Act and the Listings Requirements.

It is the intention of the Board of Directors that they may use such authority should prevailing circumstances (including the tax dispensation and market conditions) in their opinion warrant it.

The Directors are of the opinion, after considering the effect of such acquisition of shares, if implemented and on the assumption that the maximum of 10% of the current issued share capital of the Company will be repurchased using the mechanism of the general authority at the maximum price at which the repurchase may take place (a 5% premium above the weighted average of the market value for the securities for the five business days immediately preceding the date of the repurchase) and having regard to the price of the shares of the Company on the Johannesburg Stock Exchange at the last practical date prior to the date of this notice that:

- the Company will be able, in the ordinary course of business, to pay its debt;
- the consolidated assets of the Company, fairly valued in accordance with Generally Accepted Accounting Practice will be in excess of the consolidated liabilities of the Company;
- the Company will have adequate capital;
- the working capital of the Company will be adequate for the next year's operations.

4.13 Ordinary resolution number 6

"RESOLVED THAT the ordinary shares of one cent each and the B shares of ten cents each in the authorised but issued share capital of the Company be and are hereby placed under the control of the Board of Directors of the Company as a general authority in terms of section 221(2) of the Act, subject to the provisions of the Act and the Rules and Requirements of the Johannesburg Stock Exchange until the next Annual General Meeting of the Company, for allotment and issue to such persons and on such conditions as the Directors may deem fit."

4.14 Ordinary resolution number 7

“RESOLVED THAT the Company enters into a management agreement with M&I Management Services (Proprietary) Limited on the terms and conditions contained in the draft management agreement that was tabled at the meeting and signed for identification purposes by the Chairman of the meeting.”

The draft management agreement is available for inspection by the members of the Company at the Company’s registered office;

5. transact such other business as may be transacted at an Annual General Meeting.

The passing of ordinary resolutions numbers 1 to 5 and 7 and special resolutions numbers 1, 2 and 4, and the placing of the authorised but unissued B shares under the control of the directors in terms of ordinary resolution number 6, are subject to the overriding suspensive condition that the shareholders of Rembrandt Controlling Investments Limited, Technical Investment Corporation Limited and Technical and Industrial Investments Limited pass resolutions at their respective annual general meetings approving the entire restructuring as described in this circular to shareholders.

The reasons for and effects of the special resolutions contained in this Notice of Annual General Meeting are discussed in greater detail in the circular to shareholders of which this Notice of Annual General Meeting forms part.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and, at a poll, to vote in his/her stead. Such a proxy need not be a member of Rembrandt.

By order of the Board of Directors

J C Engelbrecht
Secretary

Stellenbosch
30 August 2000

Rembrandt Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 1948/031037/06)

("the Company")

Form of proxy

For use by shareholders of the Company ("member") at the fifty-second Annual General Meeting of the Company to be held on Thursday 21 September 2000 at 10:00 or immediately after the conclusion of the annual general meeting of Technical Investment Corporation Limited, whichever is the later, in the Jannasch Hall, US Conservatoire, corner of Neethling and Victoria Streets, Stellenbosch ("the Annual General Meeting").

I/We

being the holder/s of ordinary shares in the Company, hereby appoint (see instruction 1 overleaf):

1. _____ or failing him/her,
2. _____ or failing him/her,
3. the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company and at any adjournment thereof, as follows (see note 2 and instruction 2 overleaf):

	Insert an "X" or the number of votes exercisable (one vote per share)		
	In favour of	Against	Abstain
1. Approval of annual financial statements			
2. Approval of directors' remuneration			
3. Election of directors			
4.1 Ordinary resolution number 1			
4.2 Special resolution number 1			
4.3 Special resolution number 2			
4.4 Special resolution number 3			
4.5 Ordinary resolution number 2			
4.6 Ordinary resolution number 3			
4.7 Special resolution number 4			
4.8 Special resolution number 5			
4.9 Ordinary resolution number 4			
4.10 Ordinary resolution number 5			
4.11 Special resolution number 6			
4.12 Special resolution number 7			
4.13 Ordinary resolution number 6			
4.14 Ordinary resolution number 7			

Signed at _____ on _____ 2000

Signature/s _____

Assisted by me _____

(where applicable)

Please read the notes and instructions overleaf.

Notes:

1. A member entitled to attend and vote at the Annual 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.
2. Every member present in person or by proxy and entitled to vote at the Annual General Meeting shall, on a show of hands, have one vote only, irrespective of the number of shares such member holds, but in the event of a poll, every ordinary share in the Company shall have one vote.

Instructions on signing and lodging the form of proxy:

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided overleaf, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the member. Should this space be left blank, the proxy will be exercised by the Chairman of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's voting instructions to the proxy must be indicated by the insertion of an "X" or, alternatively, the number of votes exercisable by that member in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she thinks fit in respect of all the member's exercisable votes. A member or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the member or by his/her proxy.
3. 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.
4. To be valid the completed forms of proxy must be lodged with the transfer secretaries of the Company, Computershare Services Limited, at 2nd Floor, E dura House, 41 Fox Street, Johannesburg, 2001, South Africa or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than Tuesday 19 September 2000 at 10:00.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the Annual General Meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.
7. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The Chairman of the Annual General Meeting may accept any form of proxy which is completed other than in accordance with these instructions, provided that the Chairman is satisfied as to the manner in which a member wishes to vote.

Rembrandt Group Limited

(Incorporated in the Republic of South Africa)
(Registration number 1948/031037/06)
("Rembrandt" or "the company")

Surrender form

For share certificates or other documents of title to shares for the purpose of issuing new certificates reflecting Rembrandt's change of name to VenFin Limited and share certificates in respect of Remgro Limited shares.

Instructions:

1. Part 1 must be completed by ALL shareholders whether or not they are odd-lot holders.
2. Part 2 must be completed by all emigrants from the common monetary area.
3. A separate surrender form is required for each shareholder.

Notes:

1. If this surrender form is returned with the relevant documents of title before 16:30 on Friday 22 September 2000, it will be treated as a conditional surrender which is made subject to the restructuring (details of which are set out in the circular to which this form is attached) being implemented. In the event of the restructuring not being implemented for any reason whatsoever the transfer secretaries will, within five business days of the date upon which it becomes known that the restructuring has not been implemented, return the documents of title to the shareholders concerned by registered post at the risk of such shareholders or, if so instructed by the shareholder concerned, hold the share certificate for collection by the shareholder.
2. Persons who have acquired shares in Rembrandt after 30 August 2000, the date of issue of the circular to which this surrender form is attached, can obtain copies of the surrender form and the circular from the transfer secretaries, Computershare Services Limited, 2nd Floor, Edura House, 41 Fox Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).
3. Shareholders will have the new VenFin and Remgro certificates posted to them by registered post unless they are emigrants, in which case they will be posted to their authorised dealer on Thursday 28 September 2000, if their documents of title have been surrendered by the close of business on Friday 22 September 2000, or if surrendered thereafter, within five business days of surrender of their documents of title, whichever is the later, at the risk of such shareholders. Shareholders may request that the share certificates be held for collection from the office of the transfer secretaries.

THIS FORM SHOULD BE COMPLETED BY ALL SHAREHOLDERS AND SENT TO:

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

PART 1 – To be completed by **ALL** shareholders who return this form.

Surname or Name of corporate body

First names (in full)

Title (Mr, Mrs, Miss, Ms, etc.)

Address to which new VenFin and Remgro share certificates should be sent (if different from registered address)

Postal code

Country

OR: I wish to collect my new share certificates from the office of the transfer secretaries.

I/We surrender and enclose the undermentioned documents of title:

Documents of title

Certificate number(s)	Number of shares covered by each certificate
Total	

Signature of member	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date 2000	
Telephone number (Home) ()	
Telephone number (Work) ()	

PART 2 – To be completed by all emigrants from and non-residents of the common monetary area (see notes 1 and 2 below).

Name of authorised dealer

Address

Account number

Notes:

1. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the Johannesburg Stock Exchange ("JSE"), lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this form.
2. Any alteration to this surrender form must be signed in full and not initialled.
3. If this surrender form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting (unless it has already been noted by the Company or its transfer secretaries).
4. Where the shareholder is a company or a close corporation, unless it has already been registered with the Company or its transfer secretaries, a certified copy of the directors' or members' resolution authorising the signing of this surrender form must be submitted if so requested by the Company.
5. Note 4 above does not apply in the event of this form bearing the stamp of a broking member of the JSE.
6. Where there are joint holders of any shares, only that holder whose name stands first in the register in respect of such shares need sign this surrender form.

VenFin Limited

(formerly Rembrandt Group Limited)

Revised listing particulars

30 August 2000

These revised listing particulars:

- are not an invitation to the public to subscribe for shares but are issued in compliance with the Listings Requirements of the Johannesburg Stock Exchange, for the purposes of giving information to the public with regard to VenFin Limited;
- have been prepared on the assumptions that:
 - the ordinary and special resolutions contained in the notices of annual general meeting forming part of the circular to which these revised listing particulars are attached, including the special resolution authorising the change of name from Rembrandt Group Limited to VenFin Limited, will be passed where applicable at the annual general meetings of Rembrandt Group Limited, Rembrandt Controlling Investments Limited, Technical Investment Corporation Limited and Technical and Industrial Investments Limited to be held on Thursday 21 September 2000 and, where necessary, registered by the Registrar of Companies;
 - the restructuring will be implemented with effect from 1 April 2000.

In this document VenFin Limited will be referred to as Rembrandt where information relates to periods in the past, and as VenFin where information relates to the period commencing on Thursday 21 September 2000.



RAND MERCHANT BANK
CORPORATE FINANCE
A Division of FirstRand Bank Limited

Attorneys

Hofmeyr
Hofmeyr Herbstein & Gihwala Inc.
Registration number 1997/001523/21

Joint sponsoring brokers

Deutsche Bank Securities
Deutsche Bank Securities (SA) (Pty) Ltd
(Registration number 1995/011798/07)



ABN-AMRO
ABN-AMRO Securities (South Africa) (Pty) Ltd.
Registration Number 1995/001231/07
Member of the Johannesburg Stock Exchange

Reporting accountants

PRICEWATERHOUSECOOPERS
PricewaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors
(Registration no 1998/012055/21)

Corporate information

Directors

Johann Rupert (*Chairman*)
E de la H Hertzog (*Co-Deputy Chairman*)
M H Visser (*Co-Deputy Chairman and Managing Director*)
P E Beyers
W E Bührmann
G D de Jager*
J W Dreyer
P J Erasmus*
D M Falck
J Malherbe
E Molobi*
J A Preller
P G Steyn*
T van Wyk

* *non-executive*

VenFin Limited (formerly Rembrandt Group Limited)

(Registration number 1948/031037/06)
(Incorporated in the Republic of South Africa
on 2 September 1948)
Coetzier Street
Stellenbosch
(PO Box 456, Stellenbosch, 7599)
Secretary: J C Engelbrecht

Auditors

PricewaterhouseCoopers Inc.
19 Oewerpark
Rokewood Avenue
Stellenbosch
(PO Box 57, Stellenbosch, 7599)

Attorneys

Hofmeyr Herbstein & Gihwala Inc
6 Sandown Valley Crescent
Sandown
Sandton
(Private Bag X40, Benmore, 2010)

Merchant bank

Rand Merchant Bank
A division of FirstRand Bank Limited
1 Merchant Place
Corner Fredman Drive and Rivonia Road
Sandton
(PO Box 786273, Sandton, 2146)

Sponsoring brokers

Deutsche Bank Securities
(Member of the Johannesburg Stock Exchange)
731 The Stock Exchange
17 Diagonal Street
Johannesburg
(PO Box 61043, Marshalltown, 2107)

ABN-Amro Securities (South Africa) (Proprietary) Limited
(Member of the Johannesburg Stock Exchange)
1st Floor, JSE Annexe
1 Kerk Street
Johannesburg
(PO Box 11585, Johannesburg, 2000)

Commercial bankers

ABSA Bank Limited
Corner Plein and Ryneveld Streets
Stellenbosch
(PO Box 138, Stellenbosch, 7599)

Transfer secretaries

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg
(PO Box 61051, Marshalltown, 2107)

Reporting accountants

PricewaterhouseCoopers Inc.
Sanbel
2 Old Paarl Road
Bellville
(PO Box 168, Bellville, 7535)

Contents

	Page
Corporate information	58
Definitions used in these revised listing particulars	60
Revised listing particulars of VenFin	61
Part A – Purpose of these revised listing particulars	61
Part B – The business of VenFin	62
1. The structure of the VenFin Group	62
2. Pro forma financial information on VenFin	62
3. Directors of VenFin	64
4. The VenFin Group's prospects	65
Part C – Statutory information	66
1. VenFin's share capital	66
2. Changes in share capital	66
3. Corporate governance	66
4. Extracts from articles of association	66
5. Information concerning the directors	67
6. Financial information about the company and its subsidiaries	67
7. Options or preferential rights in respect of shares	67
8. Market value of shares	67
9. Controlling and major shareholders	68
10. Miscellaneous information	68
11. Listing on the Johannesburg Stock Exchange	69
12. Documents available for inspection	69
Annexures	
1. Reporting accountants' report on VenFin	70
2. Extracts from the articles of association of VenFin	86
3. Share price history of Rembrandt shares on the JSE	89

Definitions used in these revised listing particulars

In these revised listing particulars, unless the context indicates otherwise:

- reference to the singular includes the plural and *vice versa*;
- words denoting one gender include the others;
- words and expressions denoting natural persons include legal persons and associations of persons; and
- the words in the first column have the meanings stated opposite them in the second column.

“JSE”	the Johannesburg Stock Exchange;
“last practicable date”	Tuesday 22 August 2000, being the last practicable date prior to finalisation of these revised listing particulars;
“M&I”	M&I Management Services (Proprietary) Limited, a company which will render management services to VenFin and Remgro on the basis set out in paragraph 10.6 of these revised listing particulars;
“rationalisation”	the re-organisation of the assets of Rembrandt in terms of section 39 of the Taxation Laws Amendment Act, No. 20 of 1994, under two companies which will be listed on the JSE as VenFin and Remgro;
“RBB”	Rembrandt Controlling Investments Limited (registration number 1952/00002/06), a company listed on the JSE, which was the holding company of Rembrandt prior to the restructuring;
“Rembrandt”	VenFin, when referred to in respect of periods prior to the date of these revised listing particulars;
“Rembrandt Group”	TIB, Tegkor, RBB, Rembrandt Group Limited and its subsidiaries as constituted prior to the restructuring;
“Rembrandt Trust”	Rembrandt Trust (Proprietary) Limited (registration number 1959/003277/07), the holding company of VenFin;
“Remgro”	Remgro (formerly Rembrandt S.A. Limited) (registration number 1968/006415/06), a company to be listed on the JSE;
“restructuring”	the restructuring of Rembrandt, RBB, Tegkor and TIB by way of the rationalisation and the unbundling;
“shareholder”	a holder of VenFin ordinary shares;
“Tegkor”	Technical Investment Corporation Limited (registration number 1946/020656/06), a company listed on the JSE, which is the holding company of RBB;
“TIB”	Technical and Industrial Investments Limited (registration number 1943/015859/06), a company listed on the JSE, which is the holding company of Tegkor;
“unbundling”	the unbundling of VenFin ordinary shares by RBB, Tegkor and TIB and the unbundling of Remgro ordinary shares by VenFin to be implemented in terms of section 60 of the Income Tax Act, No. 113 of 1993, assuming that the requisite ordinary and special resolutions to be proposed at the annual general meetings of Rembrandt, RBB, Tegkor and TIB were passed and, where necessary, registered by the Registrar of Companies;
“VenFin B shares”	B shares of 10 cents each, having the rights and obligations set out in Annexure 3 to the circular to which these revised listing particulars are attached;
“VenFin Group”	VenFin and its subsidiaries and associate companies;
“VenFin ordinary shares”	ordinary shares of one cent each in the capital of VenFin; and
“VenFin” or “the company”	VenFin Limited (formerly Rembrandt Group Limited) (registration number 1948/031037/06), a company listed on the JSE.

Revised listing particulars of VenFin

PART A - PURPOSE OF THESE REVISED LISTING PARTICULARS

Shareholders are referred to the circular to which these revised listing particulars are attached, which contains details of the restructuring. Assuming that all the ordinary and special resolutions necessary to implement the restructuring are passed at the annual general meetings of Rembrandt, RBB, Tegkor and TIB to be held on Thursday 21 September 2000 and, where necessary, registered by the Registrar of Companies:

- the shareholders of Rembrandt, RBB, Tegkor and TIB will hold ordinary shares in VenFin and Remgro;
- the listings of RBB, Tegkor and TIB on the JSE will be terminated with effect from the close of trading on Friday 22 September 2000;
- Remgro will be listed in the Industrial - "Diversified Industrial" sector of the JSE lists with effect from the start of trading on Tuesday 26 September 2000; and
- VenFin's listing will be transferred from the Industrial - "Diversified Industrial" sector of the JSE lists to the Industrial - "Telecommunications" sector with effect from the start of trading on Tuesday 26 September 2000.

These revised listing particulars contain financial and other information about the business of VenFin after the restructuring, and its future prospects.

PART B – THE BUSINESS OF VENFIN

1. The structure of the VenFin Group

Following the restructuring, VenFin will own the assets described in paragraphs 2 and 12 of Annexure 1 to these revised listing particulars. Each of the material assets is described briefly below.

Vodacom Group (Proprietary) Limited (13,5%)

Vodacom is South Africa's leading mobile telephone network, with more than 3,5 million subscribers.

R&V Holdings Limited (33,3%)

R&V is an associate company that owns substantial foreign cash resources.

Tracker Investment Holdings (Proprietary) Limited (48,8%)

Tracker is the leading player in the stolen vehicle recovery industry with more than 92 000 subscribers. Its major activities comprise the sale, licensing and fitment of vehicle tracking systems and the tracking of stolen vehicles.

e-tv (26% economic interest)

e-tv is the only independent free-to-air television broadcaster in South Africa. VenFin has an investment of R280 million in the business and is awaiting the approval of ICASA (formerly the IBA) of the structuring of the investment.

Luna Corporation Limited (36%)

Luna is the investment holding company of Southern Africa Investments Limited, a JSE-listed sports investment company which focuses on building critical mass in sports brand ownership while maximising profit through investing in delivery platforms such as sports-related media and services.

Broadlink (5%)

Broadlink has developed compression and encryption technology that has significant world-wide application potential. The commercialisation of the technology is currently being evaluated. VenFin has a 5% interest, with an option to increase to 50% at no further cost should VenFin be able to increase the value of Broadlink to certain agreed values by exploiting the technology and applications.

Intervid (12,6%)

Intervid is a JSE-listed company that creates and implements artificial intelligence software solutions making use of digital compression technology. This technology allows for the advanced processing, recording and interrogation of stored information.

eCompany Holdings Limited (12,7%)

eCompany is a developer and provider of packaged technology and business solutions which enable its customers to engage in electronic commerce in targeted markets.

Inala Technology Investments (Proprietary) Limited (28,8%)

Inala is a developer and distributor of niched telecommunications and electronics products and services.

Psitek (Proprietary) Limited (17,8%)

Psitek is a developer and supplier of specialised cellular and fixed-line telephone products for both local and international markets.

Fibalogic (Proprietary) Limited (96%)

Fibalogic manufactures its own patented composite (and therefore non-corrodible) hot water geysers.

Compagnie Financière Richemont AG (1,8%)

Richemont is a Swiss luxury goods group managed with a view to the long-term development of successful international brands. In addition to its luxury goods businesses, Richemont also holds strategic investments in the tobacco industry and in direct retailing.

iTouch

During July 2000 VenFin acquired an interest in iTouch plc for £5 million. iTouch, which is listed on the London Stock Exchange Limited, is an international provider of information and commerce services to mobile consumers and mobile solutions to corporate clients.

2. Pro forma financial information on VenFin

A summarised pro forma balance sheet and income statement are set out below.

The balance sheet is the pro forma balance sheet of the company as at 31 March 2000 prepared on the assumption that the rationalisation scheme had been effective at that date.

BALANCE SHEET

	At 31 March 2000
	R'm
Capital employed	
Share capital	8
Share premium	26
Reserves	3,965
Total shareholders' interest	3,999
Interest-bearing debt – short-term loans	3
	4,002
Employment of capital	
Fixed assets	2
Investments	2,643
Current assets	1,363
Inventories	2
Debtors and interest-free short-term loans	669
Cash resources	691
Taxation	1
Total assets	4,008
Interest free debt	6
Creditors	5
Taxation	1
	4,002
Net asset book value per VenFin share (Rand)	7.67

In determining the pro forma net asset book value per share the total number of VenFin ordinary shares (486 493 650) and B shares (35 506 352) that will be in issue after the restructuring, was applied.

The pro forma income statement is based on the audited annual financial statements of Rembrandt, making such adjustments as were considered appropriate so as to present the income statement as if only the technology-orientated investments had been part of VenFin for the year ended 31 March 2000.

INCOME STATEMENT

**Year ended
31 March 2000**

	R'm
Revenue	231
Net operating income before taxation	156
Taxation	35
Net operating income after taxation	121
Equity adjustment: share of net income of associated companies	424
Net income before exceptional items and amortisation	545
Amortisation of goodwill by associated companies	(12)
Exceptional items	2
Attributable net income	535
Headline earnings	546
Headline earnings per share (cents)	104,6
Earnings per share (cents)	102,5

Annexure 1 contains the reporting accountants' report prepared by PricewaterhouseCoopers Inc. setting out detailed financial information on the VenFin Group.

3. Directors of VenFin

After the implementation of the restructuring the board of directors of VenFin will consist of:

Director	Address	Occupation	Relevant business experience
Johann Peter Rupert <i>(Non-executive Chairman)</i>	Parel Vallei Homestead Parel Vallei Road Somerset West	Industrialist	Chairman of Rembrandt and RBB, managing director of Compagnie Financière Richemont AG, director of Tegkor, TIB, Business Partners Limited, Gold Fields of South Africa Limited, British American Tobacco plc, Vendôme Luxury Group SA
Josua Malherbe <i>(Deputy Chairman and Chief Executive)</i>	9 Nooitgedacht Avenue Welgelegen Stellenbosch	Businessman	Director of Rembrandt, RBB Dorbyl Limited, Hunt Leuchars & Hepburn Holdings Limited, Stellenbosch Farmers Winery Group Limited, Total (South Africa) (Proprietary) Limited, Vodacom Group (Proprietary) Limited, Gold Fields of South Africa Limited, Robertsons Holdings (Proprietary) Limited
Pieter Eduard Beyers <i>(Non-executive)</i>	5 Carinmount Avenue Oranjezicht Cape Town	Executive Director: Marketing – Rembrandt	Director of Rembrandt and RBB

Director	Address	Occupation	Relevant business experience
Jan Willem Dreyer <i>(Non-executive)</i>	24 Suikerbossie 80 Mount Street Bryanston Johannesburg	Executive director: Corporate Affairs Rembrandt	Chairman of Hofmeyr Herbstein & Gihwala Inc until December 1999. Director of Rembrandt, RBB, Avis Southern Africa Limited and RMB Holdings Limited, founding director of Air Traffic and Navigation Services Company Limited
Jan Jonathan Durand <i>(Finance director)</i>	25 Saffraan Avenue Stellenbosch	Manager: Information Technology – Rembrandt	Director of Medi-Clinic Corporation Limited, Rainbow Chicken Limited, Manager, E-Commerce, Compagnie Financière Richemont AG

Further non-executive directors will be appointed to the board in due course.

4. The VenFin Group's prospects

In respect of almost all of its investments VenFin is a party to a shareholders' agreement, which governs all the important aspects of the business of the investments. As such VenFin is able to influence strategic decisions and other important issues affecting its investments.

Vodacom is an established business with a sound track record of superior growth. It is expanding its business in and outside South Africa through the use of the latest available technologies and is expected to continue to produce above-average returns. The other investments, although smaller in size at this stage, should start to make meaningful contributions to VenFin in the foreseeable future.

VenFin is also currently evaluating a number of potential investments and acquisitions, in and outside of South Africa. The focus will be on businesses that are technology-driven with potential to produce superior growth.

The link between the various investments of VenFin is technology and intellectual property. This will also be the prerequisite for new investments. VenFin will not be restricted to investing in only one specific technology sector.

Management is confident that they will be able to sustain above-average returns on a long-term basis. The potential of the existing investment base is material and new opportunities currently being evaluated will continue to add to this.

PART C – STATUTORY INFORMATION

1. VenFin's share capital

VenFin's authorised and issued share capital after implementation of the restructuring will be as follows:

	R'000
<i>Authorised</i>	
512 493 650 ordinary shares of one cent each	5 125
40 506 352 B ordinary shares of 10 cents each	4 050
<i>Issued</i>	
486 493 650 ordinary shares of one cent each	4 865
35 506 352 B ordinary shares of 10 cents each	3 551
Share premium	25 525
	33 941

The ordinary shares will be listed on the JSE, while the B shares will not be listed on any stock exchange. An American Depositary Receipt program is in place in respect of the ordinary shares and will continue to be administered by The Bank of New York.

2. Changes in share capital

Other than the changes to the authorised and issued share capital of VenFin approved by VenFin shareholders at the Annual General Meeting held on 21 September 2000, and the changes to the authorised and issued share capital of Remgro described in the pre-listing statement of Remgro which accompanies these revised listing particulars, there have been no changes to the authorised or issued share capital of VenFin or its wholly-owned subsidiaries during the last three years.

3. Corporate governance

VenFin endorses strict principles of corporate governance and the highest standards of integrity and ethics similar to those recommended by the King Report's Code of Corporate Practices and Conduct ("the Code"). In particular:

- all VenFin's subsidiaries and associates endorse the Code and comply with it in all material respects;
- three of the five members of the board of directors of VenFin are non-executive. Mr Johann Rupert is the non-executive chairman of the VenFin Group;
- the Group Audit Committee, which will consist of a majority of non-executive directors, will meet regularly to deal with issues relating to internal control, including internal and external audit, accounting policies and financial reporting;
- an Executive Committee will be appointed to deal with issues delegated by the main board of directors in the periods between board meetings;
- a Remuneration Committee, which will consist of a majority of non-executive directors, will be appointed to determine the directors' remuneration;
- the company has the privilege of calling upon a Group Advisory Board, consisting of prominent members of the business community, for advice on any issue relating to the VenFin Group.

4. Extracts from articles of association

Annexure 2 contains extracts from the articles of association of VenFin, dealing with:

- 4.1 voting rights;
- 4.2 rights to dividends, capital or profit and all other rights of the various classes of shares, including redemption rights and rights on liquidation or distribution of capital assets;
- 4.3 the time limit after which entitlement to dividends lapses;
- 4.4 the fixed dates on which entitlement to dividends arises;
- 4.5 the consents necessary for the variation of rights attaching to shares;

- 4.6 control of the issue or disposal of authorised but unissued shares;
- 4.7 borrowing powers of VenFin and its subsidiaries, none of which has been exceeded during the last three years; and
- 4.8 term of office, appointment, qualification and remuneration of directors.

5. Information concerning the directors

5.1 Directors' remuneration

The directors of Rembrandt were paid the following amounts during the year ended 31 March 2000:

	Salaries R'm	Fees R'm	Benefits R'm	Bonuses R'm
Executive	7,2	0,3	2,3	0,6
Non-executive	0,1	0,1	-	-

These amounts are not necessarily an indication of what will be paid by VenFin in future years. The remuneration of VenFin's directors will be determined by the Remuneration Committee of the board of directors, acting in accordance with VenFin's articles of association and the corporate governance principles outlined in 3 above.

5.2 Directors' interests in transactions

None of the directors of Rembrandt had any interest in any transaction which is or was unusual in its nature or conditions or material to the business of the Rembrandt Group and which was effected by Rembrandt:

- during the current or immediately preceding financial year; or
- during an earlier financial year and remains in any respect outstanding or unperformed.

5.3 Directors' interests in shares

At 31 March 2000, the directors of Rembrandt held, in aggregate, 0,1% of Rembrandt's issued ordinary share capital. These shares were held beneficially, both directly and indirectly, save that indirect interests held by directors through other listed companies have not been taken into account. There has been no significant change in this shareholding since the end of the company's financial year on 31 March 2000.

Pursuant to the unbundling, those directors of VenFin who are shareholders of Rembrandt, RBB, Tegkor and/or TIB on the last day to register to participate in the unbundling, which is expected to be Friday 22 September 2000, will receive shares in VenFin and Remgro.

5.4 Directors' responsibility statement

The directors whose names are given in the Corporate information on page 58 of these revised listing particulars collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts.

6. Financial information about the company and its subsidiaries

The reporting accountants' report on VenFin set out in Annexure 1 to these revised listings particulars contains detailed financial information about the VenFin Group.

7. Options or preferential rights in respect of shares

No options or preferential rights to subscribe for the shares of VenFin or any of its subsidiaries have been granted to any person. The VenFin Share Scheme, the salient features of which are set out in Annexure 1 to the circular of which these revised listing particulars form part, makes provision for employees of the VenFin Group to be offered VenFin shares in terms of the scheme.

8. Market value of shares

Annexure 3 contains a table of volumes of Rembrandt shares traded and market values for Rembrandt shares on the JSE:

- on the first trading day of each quarter for the period from 1 July 1997 to 31 September 1999;
- on the first trading day of each month for the period from October 1999 to July 2000; and
- daily from 1 August 2000 to the last practicable date.

Shareholders should bear in mind that the information contained in Annexure 3 relates to Rembrandt prior to the restructuring and does not necessarily reflect the range in which VenFin's shares will trade after implementation of the restructuring.

9. Controlling and major shareholders

9.1 Before the restructuring, Rembrandt was controlled directly by RBB and indirectly by Rembrandt Trust. Pursuant to the unbundling, Rembrandt Trust will exercise control through approximately 42% of the votes attaching to all of the issued shares in VenFin.

9.2 At the last practicable date, the following shareholders each held more than 5% of the company's issued share capital:

Name of shareholder	Number of shares held	Percentage of shares held
RBB	266 586 200	51,07
Standard Bank Nominees (Transvaal) (Proprietary) Limited	113 361 018	21,72
Nedcor Nominees Limited	31 428 188	6,02
Absa Nominees (Proprietary) Limited	27 290 111	5,23

9.3 The identity of the major shareholders in the company after implementation of the restructuring will depend on the identity of the shareholders in Rembrandt, RBB, Tegkor and TIB on the last day to register to participate in the unbundling, which is expected to be Friday 22 September 2000.

10. Miscellaneous information

10.1 Principal immovable property

The company and its subsidiaries do not own or lease any material immovable properties.

10.2 Acquisitions and disposals

Details regarding:

- the acquisition, within the last three years, of any shares in or the business undertaking of any other company or business enterprise or any immovable property or other fixed asset or any option to acquire such property; and
- shares in or the business undertaking of any company or any immovable property or other fixed asset disposed of within the last three years,

are disclosed in Annexure 1 to these revised listing particulars.

10.3 Litigation

The company is not aware of any legal or arbitration proceedings (including any such proceedings which are pending or threatened) which may have or have had in the last 12 months a material effect on the VenFin Group's financial position.

10.4 Capital adequacy

In the opinion of the directors of VenFin, the working capital available to the VenFin Group is sufficient for its requirements for the foreseeable future.

10.5 Material changes

There have been no material changes in the financial and trading position of the VenFin Group since the publication of its annual financial statements for the year ended 31 March 2000.

10.6 Significant contracts

The VenFin Group has not entered into any significant contracts, otherwise than in the ordinary course of its business.

There are no contracts between the company and its directors, nor are there any secretarial or

technical fees payable to any person.

Agreement has been reached with M&I to provide all managerial and support services for both Remgro and VenFin to avoid the duplication of overheads such as accounting, legal services, human resources administration, intellectual property services and other support functions which could have resulted from each of them carrying out their own management services.

M&I will be funded through fees payable by VenFin and Remgro. The fees will cover all of the overheads incurred in the management of the two companies and will not exceed 0,463% per annum of VenFin's and Remgro's respective market capitalisations, calculated on a monthly average basis. This percentage may not be exceeded or increased without the agreement of at least 75% of all classes of VenFin shareholders. The fees will be payable monthly in arrears.

M&I's shareholders will be current and future employees. Rembrandt Trust will own a share in M&I for purposes of ensuring continuity. It will not have any rights to the income or assets of M&I.

10.7 Experts' consents

PricewaterhouseCoopers Inc, the reporting accountants to VenFin, have given and not withdrawn their consent to the issue of these revised listing particulars with their reporting accountants' report in the form and context in which it is included.

11. Listing on the Johannesburg Stock Exchange

The JSE has agreed to the transfer of the listing of 486 493 650 VenFin ordinary shares from the Industrial - "Diversified Industrial" sector of the JSE lists to the Industrial - "Telecommunications" sector with effect from the start of trading on Tuesday 26 September 2000. The VenFin B shares will not be listed.

12. Documents available for inspection

The following documents are available for inspection at the registered office of VenFin, Coetzier Street, Stellenbosch, during business hours from Wednesday 30 August 2000 to Tuesday 26 September 2000, both dates inclusive:

12.1 the memoranda and articles of association of each company in the Group;

12.2 the Trust Deed of the VenFin Share Trust;

12.3 the management contract referred to in 10.6 above;

12.4 the reporting accountants' report; and

12.5 the annual financial statements of Rembrandt for the past five financial years.

Signed by or on behalf of the directors on 22 August 2000.

Johann Rupert

P J Erasmus

E de la H Hertzog

D M Falck

M H Visser

J Malherbe

P E Beyers

E Molobi

W E Bührmann

J A Preller

G D de Jager

P G Steyn

J W Dreyer

T van Wyk

Reporting accountants' report on VenFin

"The Directors
VenFin Limited
Coetzier Street
Stellenbosch
7600

22 August 2000

Dear Sirs

Independent reporting accountants' report on the pro forma financial information of VenFin Limited ("VenFin" or "the company") (registration number 1948/031037/06) and its subsidiaries and associated companies ("the VenFin Group"), subject to the implementation of the Rembrandt rationalisation scheme

1. Introduction

Currently a pyramid of four listed companies: Technical and Industrial Investments Limited ("TIB"), Technical Investment Corporation Limited ("Tegkor"), Rembrandt Controlling Investments Limited ("RBB") and Rembrandt Group Limited ("Rembrandt") exists. Rembrandt, the company at the bottom of the pyramid, is the holding company of the Rembrandt Group's diversified investments. Collectively, all these companies are referred to as the "Rembrandt Group" or "the Group".

The boards of directors of the Rembrandt Group have resolved to restructure the Group with effect from 1 April 2000, subject to approval by shareholders. Subject to the implementation of the rationalisation scheme, the investments of Rembrandt will be re-organised into two groups of companies. Rembrandt will transfer its established financial, mining and industrial investments to Remgro Limited ("Remgro") and Remgro will simultaneously apply for listing on the Johannesburg Stock Exchange ("JSE"). Remgro is currently a wholly-owned subsidiary of Rembrandt. Rembrandt will retain the Group's technology-orientated investments, remain listed on the JSE and is in the process of changing its name to VenFin Limited.

At your request and for the purpose of VenFin's transfer of its established financial, mining and industrial investments ("the transaction"), we present our report on the pro forma financial position and profit history of VenFin and the VenFin Group in compliance with the Listings Requirements of the JSE.

The financial information has been prepared from the audited annual financial statements of VenFin and consolidated annual financial statements of the VenFin Group for the years ended 31 March 1996 to 31 March 2000. These were prepared from audited annual financial statements of subsidiaries and associated companies, except for a limited number of associated companies in cases where their year-ends differ from that of the company. In such circumstances the results of listed and certain unlisted companies are accounted for from the latest published information and management accounts respectively, as at year-end. The accounting policies of associated companies do not necessarily correspond with those of the VenFin Group and no adjustments are made therefor. Unaudited published information and management accounts are used strictly in accordance with Statement AC 110, Generally Accepted Accounting Practice for the reporting on investments in associated companies and no adjustments are made as these amounts are immaterial to the VenFin Group.

The details of the accounting periods and audits of the Rembrandt Group are set out in the table below:

Year end of company	Period	Auditor	Unqualified audit report
31 March 1996	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1997	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1998	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1999	12 months	PricewaterhouseCoopers Inc.	Yes
31 March 2000	12 months	PricewaterhouseCoopers Inc.	Yes

PricewaterhouseCoopers Inc. is and Coopers & Lybrand and Price Waterhouse were Registered Accountants and Auditors, Chartered Accountants (SA).

2. History

VenFin was incorporated in the Republic of South Africa on 2 September 1948 as Rembrandt Tabakkorporasie (S.A.) Limited. Rembrandt Tabakkorporasie (S.A.) Limited changed its name to Rembrandt Group Limited on 31 October 1969. The company is in the process of changing its name to VenFin Limited.

Set out below are the details of the companies in which Rembrandt had an effective equity interest of 20% or more at 31 March 2000, on the assumption that the transaction had been effected on that date, and which are regarded as material to the company:

Name	Percentage held	Nature of business
Rupert Partnership in Industry Limited	100	Investment holding
Remgro Holdings Limited - Jersey	100	Investment holding
- Held by Remgro Holdings Limited - Jersey		
- R & V Holdings Limited - Jersey	33,3	Cash resources
RGH Holdings Soc. An. - Luxembourg	100	Investment holding
Tracker Investment Holdings (Proprietary) Limited	42,9	Vehicle recovery technology
British American Tobacco Manufacturing SA (Proprietary) Limited*	20	Manufacturing of tobacco products
Intercontinental Tobacco Company (Proprietary) Limited*	20	Marketing and distribution of tobacco products
Fibalagic (Proprietary) Limited	96	Patented hot water geysers

*These companies are subsidiaries of British American Tobacco South Africa (Proprietary) Limited.

Other companies in which VenFin had an effective equity interest of less than 20% at 31 March 2000, on the assumption that the transaction had been effected on that date, and which are regarded as material to the company, are set out in the table below:

Name	Percentage held	Nature of business
Compagnie Financière Richemont AG		Luxury goods
- A units (Switzerland)	0,8	
- Depository receipts (Johannesburg)	1,0	
Luna Corporation Limited	13,6	Investment holding
- Held by Luna Corporation Limited:		
- Southern African Investments Limited (63,3%)	8,6	Sports and entertainment
Vodacom Group (Proprietary) Limited	13,5	Cellular communications
Psitek (Proprietary) Limited	17,8	Specialised telephony products
Inala Technology Investments (Proprietary) Limited	18,8	Telecommunications and electronics

Please refer to Section 12 on events that occurred subsequent to 31 March 2000.

All the companies above were audited and reported on without qualification for the five years ended 31 March 2000.

3. Directors' responsibility

The directors of TIB, Tegkor, RBB and Rembrandt are responsible for the preparation of the combined circular to the shareholders of the Rembrandt Group, including the revised listings particulars to which this accountants' report relate, and all information contained therein. The directors of VenFin are responsible for the annual financial statements and group annual financial statements from which this accountants' report has been prepared.

4. Scope of our examination

The pro forma financial information in this report has been compiled from the audited annual financial statements of VenFin and consolidated annual financial statements of the VenFin Group for the years ended 31 March 1996 to 31 March 2000. These financial statements were audited and reported on as set out in Section 1 of this report.

5. Accounting policies

5.1 Accounting policies

The pro forma financial information in this report has been compiled from the audited annual financial statements and group annual financial statements of VenFin, which were prepared in accordance with South African Statements of Generally Accepted Accounting Practice ("the Statements"), and in the manner required by the Companies Act in South Africa, on the going concern basis, and incorporate full and responsible disclosure. The annual financial statements are prepared on the historical cost basis and incorporate the following principal accounting policies which have been consistently applied in all material respects in this accountants' report, thus taking into account the changes in accounting policies noted in 5.2. These accounting policies are in accordance with the Statements that were in force at 31 March 2000 and thus do not necessarily comply with Statements that have come into effect after that date.

5.1.1 Consolidation, proportionate consolidation and equity accounting

Preference shares and debentures which are compulsorily convertible are regarded as part of the permanent equity capital of the company for the purposes of consolidation, proportionate consolidation and equity accounting.

Consolidation – subsidiary companies

All companies which are defined as subsidiary companies in terms of the Companies Act are included in the consolidated statements in the usual manner. Inter-group transactions and balances are eliminated.

Equity accounting – associated companies

Companies which are neither subsidiaries nor joint ventures, but in which a long-term interest is held and over whose financial and operating policies a significant influence can be exercised, are accounted for according to the equity method as associated companies. Certain associated companies have year-ends which differ from that of the company. In such circumstances the results of listed and certain unlisted companies are accounted for from the latest published information and management accounts respectively, as at year-end. The accounting policies of associated companies do not necessarily correspond with those of the Group and no adjustments are made therefor. The group's share of retained income is transferred to non-distributable reserves. The group's share of other movements in the reserves of associated companies is accounted for as changes in consolidated non-distributable reserves.

Goodwill

The goodwill or negative goodwill is the difference between the cost of the investments and the attributable net assets of the subsidiary companies, joint ventures and associated companies at the acquisition dates. Negative goodwill is included in non-distributable reserves. Goodwill is written off against non-distributable reserves.

5.1.2 Fixed assets and depreciation

Capitalised leased assets – assets leased in terms of finance lease agreements are capitalised at their equivalent cash consideration. Depreciation is provided on the straight-line basis over the expected useful lives of the assets. Finance charges are written off over the term of the lease in accordance with the effective interest rate method.

Pre-production costs and interest – pre-production costs as well as interest on borrowings directly related to major capital projects under construction are capitalised until such assets are brought into a working condition for their intended use.

Leasehold improvements – are stated at cost and are written off over the periods of the leases.

Machinery, equipment, office equipment and vehicles – are stated at cost and are depreciated on a straight-line basis over their expected useful lives.

Trademarks, user rights and patents – are stated at cost and depreciated on a straight-line basis over their expected useful lives.

Research and development costs – research and development costs are written off against income as incurred. Where the asset recognition criteria have been met, development expenditure is capitalised and written off over the expected useful life of the product.

5.1.3 Investments

Associated companies – are stated at cost after adjustment for goodwill. In the consolidated financial statements the group's share of post-acquisition reserves and retained income, accounted for according to the equity method, is added to cost.

Other long-term investments – are stated at cost, plus past equity adjustments of investments which are no longer classified as associated companies, less amounts written off for declines in value considered not to be of a temporary nature. Such amounts written off are accounted for as exceptional items.

Portfolio investments – are stated at cost less amounts written off for declines in value considered not to be of a temporary nature. Such amounts written off and profits and losses on realisation are accounted for in normal income.

5.1.4 Inventories

Inventories are stated at the lower of cost or net realisable value. The basis of determining cost is the first-in-first-out method. Where applicable, provision is made for slow-moving and redundant inventories. Work in progress and finished goods include direct costs and an appropriate allocation of manufacturing overheads.

5.1.5 Deferred taxation

Deferred taxation is accounted for on the comprehensive method. Deferred tax assets are only accounted for when the realisation thereof is reasonably assured in the foreseeable future.

5.1.6 Foreign currencies

Transactions in foreign currencies are accounted for at the rates of exchange ruling on the dates of the transactions. Foreign currency monetary items at year-end are translated to South African Rand at the rates of exchange ruling at that date. Exchange differences that arise as a result thereof and on forward exchange contracts are accounted for in income.

Assets, liabilities and reserves of foreign entities at year-end are translated to South African Rand at the rates of exchange ruling at that date. Operating results of foreign subsidiaries and income of foreign associated companies are translated to South African Rand at the average of the exchange rates prevailing during the year for each of the currencies concerned. Differences arising on translation are accounted for in reserves as exchange rate adjustments.

5.1.7 Financial instruments

Financial instruments include those carried on the balance sheet and off-balance sheet instruments.

Financial instruments carried on the balance sheet include cash resources, investments, debtors, creditors, provisions, leases and borrowings.

Fair values and the recognition methods of the different financial instruments are disclosed in the notes to the financial statements. Fair values represent an approximation of possible value, which may differ from the value that will be finally realised.

5.1.8 Revenue recognition

The sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred. Interest is recognised on a time proportion basis (taking into account the principal amount outstanding, the effective rate and the period), unless collectability is in doubt. Dividends are recognised when the right to receive payment is established.

5.2 Changes in accounting policies during the periods under review

Effective 1 April 1999

The policy in respect of accounting for income from foreign associated companies was changed to comply with the amended Statements of Generally Accepted Accounting Practice in respect of investments in associated companies.

The full attributable net income of foreign associated companies is consequently translated to South African Rand at the average of the exchange rates prevailing during the reporting period for each of the currencies concerned. Previously only the retained portion of income of foreign associated companies was translated to South African Rand at the average exchange rates, whilst dividends received were accounted for at the rates of exchange ruling on the dates of the transactions.

The comparative figures for the years ended 31 March 1996 to 31 March 1999 were restated.

Effective 1 April 1998

The carrying value of investments in associated companies previously included the cost price of investments plus equity adjustments. No adjustments were made for goodwill or negative goodwill.

The policy to account for goodwill and negative goodwill in respect of associated companies was changed during the 1999 financial year. Goodwill is now written off against non-distributable reserves. Negative goodwill is included in non-distributable reserves. This change had no effect on the group's results. The comparative figures have therefore not been restated.

Effective 1 April 1997

The accounting policy regarding deferred taxation was changed from the partial to the comprehensive method. This did not have a material effect on the results of the group and the comparative figures have therefore not been restated.

6. Balance sheets

The pro forma financial position of VenFin (“company”) and the VenFin Group (“consolidated”), set out below, is based on the audited company and consolidated annual financial statements at 31 March 2000 after making such adjustments thereto as we considered appropriate in the circumstances so as to present the financial position of VenFin and the VenFin Group as if the established financial, mining and industrial investments transferred in terms of the transaction had not been part of the VenFin Group at 31 March 2000:

	Notes	Consolidated At 31 March 2000 R'm	Company At 31 March 2000 R'm
CAPITAL EMPLOYED			
Share capital	8.1	8	8
Share premium		26	26
Reserves	8.2	3,965	5,132
Total shareholders' interest		3,999	5,166
Interest bearing debt - short-term loans	8.3	3	-
		4,002	5,166
EMPLOYMENT OF CAPITAL			
Fixed assets	8.4	2	-
Investments	8.5	2,643	5,320
Current assets		1,363	5
Inventories	8.6	2	-
Debtors and interest-free short-term loans	8.7	669	1
Cash resources ⁽¹⁾		691	3
Taxation		1	1
Total assets		4,008	5,325
Interest-free debt		6	159
Creditors	8.8	5	159
Taxation		1	-
		4,002	5,166
Number of VenFin shares in issue ('000)		522 000	522 000
Net asset book value per VenFin share (Rand) ⁽²⁾		7,67	9,90

Notes:

- (1) Excludes VenFin's interest in the cash resources held by an associated company, R&V Holdings Limited, and its subsidiary company.
- (2) In determining the pro forma net asset book value per share the total number of VenFin ordinary shares (486 493 650) and B shares (35 506 352) that will be in issue after the transaction was applied. The above balance sheets do not reflect any material intangible assets.

The comparative pro forma balance sheets for VenFin and the VenFin Group at 31 March 1999 have not been included in this report as the VenFin Group was only constituted on 1 April 2000.

7. Profit history

The consolidated pro forma results of the VenFin Group are set out below. These results are based on the audited company and group annual financial statements for the years ended 31 March 1996 to 31 March 2000, after making such adjustments thereto as we considered appropriate in the circumstances so as to present the consolidated results as if the established financial, mining and industrial investments transferred to Remgro in terms of the transaction had not been part of the VenFin Group for the periods under review.

	Notes	Years ended 31 March				
		2000 R'm	1999 R'm	1998 R'm	1997 R'm	1996 R'm
Revenue	8.9	231	373	199	159	129
Net operating income before taxation	8.10	156	228	184	189	130
Taxation	8.11	35	85	63	51	42
Net operating income after taxation		121	143	121	138	88
Equity adjustment: Share of net income of associated companies	8.12	424	320	223	134	120
Net income before exceptional items and amortisation		545	463	344	272	208
Amortisation of goodwill by associated companies		(12)	-	-	-	-
Exceptional items	8.13	2	(14)	(3)	(4)	46
Attributable net income		535	449	341	268	254
Reconciliation of headline earnings:						
Attributable net income		535	449	341	268	254
Plus/(Minus) - attributable to own members:						
- Exceptional items		(2)	13	3	4	(45)
- Amortisation of goodwill by associated companies		12	-	-	-	-
- Net surplus, after taxation, on disposal of fixed assets.		1	-	-	-	-
Headline earnings		546	462	344	272	209
Number of VenFin shares in issue ('000) ⁽¹⁾		522 000	522 000	522 000	522 000	522 000
Headline earnings per share (cents)		104,6	88,5	65,9	52,1	40,0
Earnings per share (cents)		102,5	86,0	65,3	51,3	48,7
As disclosed in the published annual financial statements of VenFin (formerly Rembrandt Group Limited):						
Number of VenFin shares in issue ('000)		522 000	522 000	522 000	522 000	522 000
Headline earnings per share (cents)		590,0	538,1	422,6	369,5	282,4
Earnings per share (cents)		522,0	535,1	404,0	422,6	283,7
Dividends per share (cents)						
- Ordinary		120,0	104,4	88,4	76,8	62,5
- Special		30,0	100,0	-	-	-

Note:

- (1) In determining the pro forma headline earnings and earnings per share, the total number of VenFin ordinary shares (486 493 650) and B shares (35 506 352), which rank *pari passu* to ordinary shares in profit participation, that will be in issue after completion of the Group rationalisation scheme, was applied.

8. Notes to the balance sheets and profit history

At 31 March 2000
R'm

8.1 Share capital

Authorised (after the transaction)

512 493 650 ordinary shares of 1 cent each	5,1
40 506 352 B shares of 10 cents each	4,1
	9,2

Issued (after the transaction)

486 493 650 ordinary shares of 1 cent each	4,9
35 506 352 B shares of 10 cents each	3,5
	8,4

8.2 Reserves

8.2.1 The company

Non-distributable reserves	21
Distributable reserves	
Unappropriated income	5,111
	5,132

8.2.2 Consolidated

Statutory non-distributable reserves	41
General capital reserves	435
Equity accounted reserves	1,186
Total non-distributable reserves	1,662
Distributable reserves - unappropriated income	2,303
Total reserves	3,965

Included in the respective reserves above are reserves arising on exchange rate translation to the amount of R399 million.

8.3 Short-term debt

Bank overdrafts	3
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The bank overdraft is secured as follows:

- trade debtors of R2,3 million ceded;
- a notarial bond of R1 million over inventory.

8.4 Fixed assets

	At 31 March 2000		Net value
	Cost or valuation	Accumulated depreciation	
	R'm	R'm	R'm
Leasehold equipment	1	-	1
Machinery and equipment	2	1	1
Vehicles	*	*	*
Office equipment	*	*	*
Trademark and user rights	*	*	*
	3	1	2

* Amounts less than R500 000.

	At 31 March 2000
	R'm
Depreciation rates are as follows:	%
Leasehold improvements	5 – 10
Machinery and equipment	16,67 – 33,3
Vehicles	20
Office equipment	16,67 – 33,3
Trademarks and user rights	10

Reconciliation of carrying value at the beginning and end of the year	Leasehold improvements	Machinery, equipment and vehicles	Trademark and user rights	Total
	R'm	R'm	R'm	R'm
Balance at the beginning of the year	1	1	*	2
Additions	*	*	*	*
Disposals	–	*	–	*
Depreciation	*	*	*	*
Balance at the end of the year	1	1	–	2

* Amounts less than R500 000.

	At 31 March 2000
	R'm

8.5 Investments

8.5.1 The company

Unlisted subsidiary companies:

Shares – at cost	11
Advances and loans	5,309
	5,320

Advances and loans to subsidiaries are unsecured, interest-free and there are no repayment terms.

	At 31 March 2000		
	Listed	Unlisted	Total
	R'm	R'm	R'm
8.5.2 Consolidated			
Long-term investments			
Associated companies			
Shares – at cost after write down of goodwill	–	59	59
Equity adjustments	–	1,185	1,185
Carrying value	–	1,244	1,244
Debentures and long-term loans	–	174	174
	–	1,418	1,418
Other long-term investments:			
Shares – at cost	1,085	60	1,145
	1,085	1,478	2,563
Portfolio investments			
Marketable securities – at cost			
Less: Amounts written off	80	–	80
	1,165	1,478	2,643

	At 31 March 2000		Total R'm
	Listed R'm	Unlisted R'm	
Market value of listed investments			
Other long-term investments	1,799	-	1,799
Directors' valuation of unlisted investments			
Associated companies	-	10,279	10,279
Other long-term investments	-	60	60
Market value and directors' valuation	1,799	10,339	12,138
Excess of market value and directors' valuation over the book value of investments			
- Attributable to own members	634	8,861	9,495

	At 31 March 2000		
			R'm
8.6 Inventories			
Raw materials			1
Finished products			1
Work in progress			*
Consumable stores			*
			2

* Amounts less than R500 000.

A notarial bond of R1 million over inventory serves as security for bank overdraft. See note 8.3.

8.7 Debtors and interest-free short-term loans

8.7.1 The company

Sundry debtors	1
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8.7.2 Consolidated

Trade debtors	2
Sundry debtors	13
Interest-free loan	654
	669

Trade debtors were ceded to the bank as security for the bank overdraft.
See note 8.3.

The interest-free loan corresponds with the company's one-third interest in an interest-free liability of its associated company, R&V Holdings Limited, to the Remgro Group. The loan and debt will be extinguished simultaneously after the implementation of the transaction.

At 31 March 2000
R'm

8.8 Creditors

8.8.1 The company

Sundry creditors	159
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8.8.2 Consolidated

Trade creditors	2
Sundry creditors	3
	5

8.9 Revenue

Revenue consists of net sales of products, dividends and interest. Inter-group transactions are eliminated.

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
Revenue of subsidiaries	8	9
Dividends	77	116
Interest	146	248
Total revenue	231	373

8.10 Net operating income

Net operating income before taxation is stated after taking the following into account:

Income

Interest – unlisted investments and deposits	146	248
Surplus on sale of fixed assets	–	*
Foreign exchange profit	16	7

Expenses

Cost of sales	8	10
Foreign exchange loss	–	5
Depreciation		
Leasehold improvements	*	*
Machinery and equipment	*	*
Vehicles	*	*
Office equipment	*	*
Trademarks and user rights	*	*
Rental		
Land and buildings	*	1
Machinery and equipment	*	*
Office equipment	–	*
Auditors' remuneration		
Audit services	*	*
Other services	*	*
Professional fees	1	*
Administration and management fees	1	*

*Amounts of less than R500 000.

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
8.11 Taxation		
<i>8.11.1 Taxation in income statement</i>		
Current year – South African normal taxation	35	84
– Foreign taxation	*	1
	<u>35</u>	<u>85</u>
* Amount of less than R500 000.		
<i>8.11.2 Reconciliation of effective tax rate with standard rate</i>		
Taxation as a percentage of net operating income before taxation:		
Effective tax rate (%)	25,2	38,2
Reduction/(Increase) in standard rate as a result of:		
Permanent differences and foreign taxation	5,1	(0,4)
Timing differences not provided for	(0,1)	–
Tax losses of prior years utilised	0,6	–
Tax losses that can be utilised in future years	(0,8)	(2,8)
Standard rate (%)	<u>30,0</u>	<u>35,0</u>
<i>8.11.3 Secondary Tax on Companies (“STC”)</i>		
The STC credits on 31 March, which could be set off against future dividend payments, amounts to		
The company	205	91
Subsidiary companies	24	22
	<u>229</u>	<u>113</u>
<i>8.11.4 Tax losses</i>		
Estimated tax losses available for set off against future taxable income	<u>25</u>	<u>20</u>

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
8.12 Equity adjustments		
Share of net income of associated companies	424	320
Portion included under exceptional items	(36)	(12)
Portion included under amortisation of goodwill	(12)	-
Share of net income of associated companies after exceptional items and amortisation	376	308
Dividends from associated companies	(58)	(110)
Share of net income retained by associated companies	318	198
Exchange rate differences on translation between average rates and year-end rates	10	12
Share of losses of associated companies set off against distributable reserves	-	3
Equity adjustments transferred to non-distributable reserves	328	213
Amount of the share of net (losses)/income, after exceptional items and amortisation, retained by associated companies, that has been accounted for from unaudited interim reports and management accounts	(2)	3

The table below reflects the composition of material equity-accounted income from associated companies:

	Effective Interest %	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
Vodacom Group (Proprietary) Limited	13,5	174	108
R&V Holdings Limited – Jersey	33,3	249	209
Other		1	3
		424	320

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
Amounts previously provided against fixed assets and investments written back	33	-
Net capital surplus/(loss) on the sale of long-term investments and businesses	5	(4)
Other	-	2
	38	(2)
Share of exceptional items of associated companies:		
Cost of restructuring of British American Tobacco Plc	(61)	-
Other	25	(12)
Total – attributable to own members	2	(14)

8.13 Exceptional items

Exceptional items of subsidiary companies consist of the following:

Amounts previously provided against fixed assets and investments written back	33	-
Net capital surplus/(loss) on the sale of long-term investments and businesses	5	(4)
Other	-	2
	38	(2)
Share of exceptional items of associated companies:		
Cost of restructuring of British American Tobacco Plc	(61)	-
Other	25	(12)
Total – attributable to own members	2	(14)

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
8.14 Dividend income		
Included in operating income:		
Listed	15	6
Unlisted – subsidiary companies	4	–
	19	6
Dividends from associated companies set off against unlisted investments	58	110

8.15 Directors' emoluments

	Year ended 31 March 2000		Year ended 31 March 1999	
	Executive R'm	Non-executive R'm	Executive R'm	Non-executive R'm
Fees	0,3	0,1	0,2	0,1
Salaries	7,2	0,1	6,5	0,1
Benefits	2,3	–	2,0	–
Bonuses	0,6	–	0,7	–
	10,4	0,2	9,4	0,2

The amounts set out above show the directors' remuneration paid by Rembrandt Group Limited to the directors of Rembrandt Group Limited for the years under review and is not necessarily an indication of what would have been paid by VenFin Limited had the transaction been effective during those periods. In future, subject to implementation of the transaction, VenFin's directors' remuneration will be determined by the Remuneration Committee of the board of directors. All directors will be remunerated by a management company outside the VenFin Group. The VenFin Group will pay the management company fees for directors' and other services.

8.16 Long-term management incentive scheme

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
After-tax cost of the long-term management incentive scheme charged against income in respect of:		
Executive directors of Rembrandt Group Limited	10	2
Other participants	1	–
	11	2

The amounts set out above show the costs of the scheme paid by Rembrandt Group Limited in respect of the Rembrandt Group Limited participants for the years under review and is not necessarily an indication of what would have been paid by VenFin Limited had the transaction been effective during those periods.

These long-term management incentives will be replaced by alternative arrangements to incentivise management on a long-term basis.

8.17 Commitments

No capital commitments existed at 31 March 2000.

8.18 Financial instruments

8.18.1 Credit risk

Financial assets which are subject to credit risk consist mainly of cash resources and debtors.

Cash resources are placed with various financial institutions subject to approved limits. All these institutions are of a high standing. Debtors are disclosed net of a provision for doubtful debt.

8.18.2 Interest rate risk

Subsidiary companies generally adopt a policy of ensuring that their borrowings are at market-related rates to address their interest rate risk.

8.18.3 Fair value

At 31 March 2000 the fair value of financial instruments reported in the financial statements equals their carrying value.

8.19 Guarantees

	At 31 March 2000
	R'm
Guarantees by subsidiary companies	26

There are no guarantees by the company in respect of its associated companies.

8.20 Retirement benefits

The company and its subsidiaries are mainly investment holding companies. The company's subsidiary, Fibalogic (Proprietary) Limited, which is an operating company, does not provide retirement benefits to its employees.

8.21 Post-retirement medical benefits

The VenFin Group had no need to provide post-retirement medical benefits for the reasons explained in note 8.20 above.

8.22 Related parties

Transactions

Related party transactions are concluded on an arm's-length basis.

Subsidiaries

Details of investments in and income from subsidiaries are disclosed in notes 8.5 and 8.14 respectively. Please also refer to the detail in Section 2 of this report.

Associated companies

Details of investments in and income from associated companies are disclosed in notes 8.5 and 8.12 respectively. Interest income from associated companies amounted to R21 million and is included in interest income. Please also refer to the detail in Section 2 of this report.

Directors

Details relating to directors' emoluments are disclosed in note 8.15.

9. Cash flow statements

No cash flow statements are presented as the VenFin Group was only constituted on 1 April 2000.

10. Material assets not owned

The Group does not utilise any material leased assets.

11. Contingencies

There were no contingent liabilities at the date of this report.

12. Subsequent events

The following are the material events that occurred subsequent to 31 March 2000:

- 12.1 During April 2000 VenFin exchanged 484 200 Compagnie Financière Richemont AG depository receipts for an additional interest of 22,4% in Luna Corporation Limited at a price of R70,7 million. VenFin's effective equity interest is now 36%.

- 12.2 VenFin undertook during April 2000 to acquire an interest in Midi-TV, the holding company of e.tv, by investing R280 million. The structuring of this investment is subject to approval by the Independent Broadcasting Authority.
- 12.3 During June 2000 VenFin acquired a 5% interest in Broadlink Limited for £1,5 million. Broadlink is an offshore company that is developing data compression technology.
- 12.4 VenFin acquired a 12,7% interest in eCompany Holdings Limited during July 2000 for a consideration of R25 million. It is a developer and provider of packaged technology and business solutions for electronic commerce.
- 12.5 Upon the redemption of one-half of the convertible redeemable preference shares held in British American Tobacco plc on 7 June 2000, R&R Holdings Soc. An., an associated company in the Remgro Group, transferred the proceeds of £695 million to R&V Holdings Limited – Jersey, an associated company of the VenFin Group, in repayment of an existing loan. (Please refer to paragraph 12.2 of the Remgro accountants' report included in the Remgro pre-listing statement.)
- 12.6 During May 2000 VenFin acquired a 10% interest in Intervid Limited ("Intervid") for an amount of R23 million. During August 2000 VenFin increased its shareholding in Intervid to 12,6% with a further acquisition of shares at a cost of R11 million. Intervid is a company listed on the JSE.
- 12.7 During July 2000 VenFin acquired an interest in iTouch plc ("iTouch") for £5 million. iTouch, which is listed on the London Stock Exchange, is an international provider of information and commerce services to mobile consumers and mobile solutions to corporate clients.

None of the subsequent events would result in a material adjustment to the pro forma earnings or net asset book value per share at 31 March 2000.

13. Opinion

Our examination of the information contained in this report was limited to a review of the audited financial statements of VenFin and the group annual financial statements of the VenFin Group. We conducted our review in accordance with the statement of South African Auditing Standards applicable to review engagements. This statement requires that we plan and perform the review to obtain moderate assurance that the financial information is free of material misstatements. A review is limited primarily to enquiries from the company personnel and analytical procedures.

Based on our review nothing came to our attention that caused us to believe that the non-financial information and financial information set out in Sections 5 to 12 of this report are not fairly presented in all material respects, in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act in South Africa.

14. Consent

We hereby consent to the inclusion of this report and the reference to our opinion in the combined circular to TIB, Tegkor, RBB and Rembrandt shareholders, including the revised listing particulars of VenFin, in the form and context in which it appears.

Yours faithfully

PricewaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors

Bellville"

Extracts from the articles of association of VenFin

Control of the issue or disposal of authorised but unissued shares

3.2 Where the company in general meeting has granted a general authority to the directors, the directors may in their discretion allot, grant options over or otherwise deal with or dispose of any unissued shares to such persons at such times and on such terms and conditions and for such consideration, whether payable in cash or otherwise, as the directors may think fit.

Variation of rights attaching to shares

17.1.1 If at any time the share capital is divided into different classes of shares, all or any of the special rights or privileges attached to any class of shares may:

17.1.1.1 only be varied or cancelled by special resolution and with:

17.1.1.1.1 the prior written consent of three-quarters of the holders of the issued shares of that class; or

17.1.1.1.2 the prior sanction of a resolution passed by three-quarters of the holders of the shares of that class present or represented by proxy and voting at a separate general meeting;

17.1.1.2 be varied or cancelled as provided for in Article 17.1.1.1, whether or not the company is being wound-up or a winding-up is contemplated.

Voting rights

27.1.1 Subject to the provisions of the articles and to any special terms as to voting rights upon which any share may be issued or which may from time to time attach to a share, every member shall:

27.1.1.1 if the share capital is divided into shares of par value, be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the company;

27.1.1.2 if the share capital is divided into shares of no par value, be entitled to one vote in respect of each share he holds.

27.1.2 Notwithstanding the provisions of Article 27.1.1, a member of the company present in person or, if the member is a body corporate, represented, at any meeting of the company shall on a show of hands have only one vote, irrespective of the number of shares he holds or represents.

Directors' remuneration

29.2.1 The directors shall be entitled to such remuneration as the company in general meeting may from time to time determine, which remuneration shall be divided among the directors in such proportions as they may agree, or in absence of such agreement, equally, except that in such event any director holding office for less than a year shall only rank in such division in proportion to the period during which he has actually held office.

29.2.2 Such remuneration shall accrue to the directors from day to day.

29.2.3 Any director who:

29.2.3.1 serves on any executive or other committee; or

29.2.3.2 devotes special attention to the business of the company; or

29.2.3.3 goes or resides outside South Africa for the purpose of the company; or

29.2.3.4 otherwise performs or binds himself to perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director,

may be paid such extra remuneration or allowance in addition to or in substitution of the remuneration to which he may be entitled as a director, as a disinterested quorum of the directors may from time to time determine.

Appointment of directors

29.1.2 The directors shall have the power to appoint further directors, provided that:

29.1.2.1 the total number of directors will not exceed the maximum number set out in Article 29.1.1; and

29.1.2.2 no appointment in terms of this Article 29.1.2 shall be valid unless at least two-thirds of the directors of the company at the time approve such appointment.

Directors' qualifications

29.1.3 A director shall not be required to hold any qualifying shares.

Term of office of directors

31.1.1 All the directors shall retire at the first annual general meeting and, subject to Article 36 hereof, at every annual general meeting thereafter, one-third of the directors for the time being or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office.

31.1.2 The directors so to retire shall be those who have been longest in office since their last election, but in the case of persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31.2.1 Retiring directors shall be eligible for re-election.

Borrowing powers

33.1 Subject to the provisions of Article 33.3, the directors may from time to time:

33.1.1 borrow for the purpose of the company such sums as they think fit;

33.1.2 secure the payment or repayment of any such sums or any other sum, as they think fit, whether by the creation and issue of debentures, mortgage or charge upon all or any of the property or assets of the company, including its uncalled or unpaid capital;

33.1.3 make such regulations regarding the transfer of debentures, the issue of certificates therefor (subject to Article 8 hereof) and all such other matters incidental to debentures as the directors think fit.

33.3 The directors shall procure (but as regards subsidiaries of the company only insofar as by the exercise of voting and other rights or powers of control exercisable by the company they can procure) that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by:

33.3.1 the company; and

33.3.2 all the subsidiaries for the time being of the company (excluding moneys borrowed or raised by any of such companies from any other of such companies but including the principal amount secured by any outstanding guarantees or suretyships given by the company or any of its subsidiaries for the time being for the share capital or indebtedness of any other company or companies whatsoever and not already included in the aggregate amount of the moneys so borrowed or raised),

shall not exceed the aggregate amount at that time authorised to be borrowed or secured by the directors of the company's holding company (if any) in respect of that holding company and all the then subsidiaries of that holding company, provided that no such sanction shall be required to the borrowing of any moneys intended to be applied and actually applied within ninety days in the repayment (with or without any premium) of any moneys then already borrowed and outstanding and notwithstanding that new borrowing may result in the abovementioned limit being exceeded.

Dividends

39.1 Subject to the provisions of the Act, the company in general meeting or the directors may from time to time declare a dividend.

39.3.1 The directors may from time to time declare and pay to the members such interim dividends as the directors consider to be justified.

39.4 Unless otherwise determined by the directors, dividends shall be declared payable to members registered as such on a date at least fourteen days after the date of the declaration of the dividend.

39.5 No larger dividend shall be declared by the company in general meeting than is recommended by the directors, but the company in general meeting may declare a smaller dividend.

39.6 All unclaimed dividends may be invested or otherwise made use of by the directors for the benefit of the company until claimed, provided that dividends unclaimed for a period of three years from the date on which they were declared may be declared forfeited by the directors for the benefit of the company.

Rights on winding-up

52.1 If the company is wound up the liquidator may, with the sanction of a special resolution of the members, divide among the members *in specie* or kind the whole or any part of the assets of the company and may for such purpose:

52.1.1 set a value which he deems fair upon any asset; and

52.1.2 determine how the division shall be carried out as between the members or different classes of members.

Share price history of Rembrandt shares on the JSE

The share price history of Rembrandt shares on the JSE for the period up to the last practicable date is as follows:

Period	High (cents)	Low (cents)	Close (cents)	Volume
<i>Quarters beginning</i>				
1997 1 July	4 850	4 800	4 830	156 996
1 October	4 250	4 200	4 240	229 900
1998 5 January	3 600	3 540	3 540	217 685
1 April	4 475	4 095	4 475	556 728
1 July	3 800	3 450	3 750	208 275
1 October	3 350	3 200	3 211	272 250
1999 4 January	3 650	3 600	3 650	34 198
1 April	4 410	4 300	4 400	834 841
1 July	5 200	5 060	5 170	826 389
<i>Months beginning</i>				
1999 1 October	4 620	4 530	4 610	470 505
1 November	4 600	4 515	4 590	517 365
1 December	5 000	4 870	4 900	1 219 095
2000 4 January	5 870	5 810	5 820	358 659
1 February	5 850	5 450	5 850	821 830
1 March	5 490	5 380	5 420	460 356
3 April	5 850	5 700	5 770	449 004
2 May	5 400	5 160	5 300	254 282
1 June	6 140	6 000	6 030	2 985 029
3 July	6 700	6 520	6 550	622 090
<i>Days</i>				
2000 1 August	6 350	6 300	6 320	296 580
2 August	6 400	6 340	6 370	254 169
3 August	6 420	6 380	6 380	309 044
4 August	6 440	6 380	6 400	680 731
7 August	6 430	6 400	6 400	587 122
8 August	6 440	6 400	6 420	661 928
10 August	6 620	6 450	6 600	718 250
11 August	6 620	6 570	6 570	387 315
14 August	6 750	6 570	6 750	482 037
15 August	6 890	6 800	6 820	426 094
16 August	6 900	6 780	6 900	244 511
17 August	6 950	6 780	6 820	257 429
18 August	6 970	6 810	6 930	253 714
21 August	7 100	6 900	7 100	536 603
22 August	7 150	7 000	7 070	691 985

Source: McGregor BFA.

Remgro Limited

(formerly Rembrandt S.A. Limited)

Pre-listing statement

30 August 2000

This pre-listing statement:

- is not an invitation to the public to subscribe for shares but is issued in compliance with the Listings Requirements of the Johannesburg Stock Exchange, for the purposes of giving information to the public with regard to Remgro Limited (formerly Rembrandt S.A. Limited);
- has been prepared on the assumptions that:
 - the ordinary and special resolutions contained in the notices of annual general meeting forming part of the circular to which this pre-listing statement is attached, including the special resolution authorising the change of name from Rembrandt S.A. Limited to Remgro Limited, will be passed where applicable at the annual general meetings of Rembrandt Group Limited, Rembrandt Controlling Investments Limited, Technical Investment Corporation Limited and Industrial Investments Limited to be held on Thursday 21 September 2000 and, where necessary, registered by the Registrar of Companies;
 - the restructuring will be implemented with effect from 1 April 2000.

On listing, the issued share capital of Remgro will consist of 486 493 650 ordinary shares of one cent each and 35 506 352 B shares of 10 cents each. The whole of the issued ordinary share capital will be listed in the Industrial - "Diversified Industrial" sector of the Johannesburg Stock Exchange lists with effect from the commencement of trading on Tuesday 26 September 2000.

In this document, Remgro Limited will be referred to as Remsa where information relates to periods in the past, and Remgro where information relates to the period commencing on Thursday 21 September 2000.



RAND MERCHANT BANK
CORPORATE FINANCE
A Division of FirstRand Bank Limited

Attorneys



Hofmeyr Herbstein & Gihwala Inc.
Registration number 1997/001523/21

Joint sponsoring brokers

Deutsche Bank
Securities

Deutsche Bank Securities (SA) (Pty) Ltd
(Registration number 1995/011798/07)



ABN-AMRO

ABN-AMRO Securities (South Africa) (Pty) Ltd.
Registration Number 1995/001231/07
Member of the Johannesburg Stock Exchange

Reporting accountants

PRICEWATERHOUSECOOPERS 

PricewaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors
(Registration no 1998/012055/21)

Corporate information

Directors

Johann Rupert (*Chairman*)
E de la H Hertzog (*Co-Deputy Chairman*)
M H Visser (*Co-Deputy Chairman and Chief Executive*)
P E Beyers
W E Bührmann
G D de Jager*
J W Dreyer
P J Erasmus*

D M Falck
J Malherbe
E Molobi*
J A Preller
P G Steyn*
T van Wyk

* *non-executive*

Remgro Limited

(formerly Rembrandt S.A. Limited)

(Registration number 1968/006415/06)
(Incorporated in the Republic of South Africa
on 12 June 1968)
Coetzier Street
Stellenbosch
(PO Box 456, Stellenbosch, 7599)
Secretary: J C Engelbrecht

Auditors

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Reporting accountants

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Attorneys

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Sponsoring brokers

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Johannesburg
(PO Box 61043, Marshalltown, 2107)

ABN-Amro Securities (South Africa) (Proprietary) Limited
(Member of the Johannesburg Stock Exchange)
1st Floor, JSE Annexe
1 Kerk Street
Johannesburg
(PO Box 11585, Johannesburg, 2000)

Commercial bankers

ABSA Bank Limited
Corner Plein and Ryneveld Streets
Stellenbosch
(PO Box 138, Stellenbosch, 7599)

Transfer secretaries

Computershare Services Limited
2nd Floor, Edura House
41 Fox Street
Johannesburg
(PO Box 61051, Marshalltown, 2107)

Contents

	Page
Corporate information	91
Definitions used in this pre-listing statement	93
Pre-listing statement of Remgro	94
Part A – Purpose of the pre-listing statement	94
Part B – The business of Remgro	95
1. The structure of Remgro	95
2. Pro forma financial information on Remgro	97
3. Directors of Remgro	98
4. Remgro's prospects	99
Part C – Statutory information concerning Remgro	100
1. Remgro's share capital	100
2. Changes in share capital	100
3. Corporate governance	100
4. Extracts from articles of association	100
5. Information concerning the directors	101
6. Financial information about the company and its subsidiaries	101
7. Options or preferential rights in respect of shares	101
8. Controlling and major shareholders	101
9. Miscellaneous information	102
10. Listing on the Johannesburg Stock Exchange	103
11. Documents available for inspection	103
Annexures	
1. Reporting accountants' report on Remgro	104
2. Extracts from the articles of association of Remgro	125
3. Details of loans	128
4. Principal immovable properties	130
5. Acquisitions and disposals	133

Definitions used in this pre-listing statement

In this pre-listing statement, unless the context indicates otherwise:

- reference to the singular includes the plural and *vice versa*;
- words denoting one gender include the others;
- words and expressions denoting natural persons include legal persons and associations of persons;
- the words in the first column have the meanings stated opposite them in the second column.

“JSE”	the Johannesburg Stock Exchange;
“last practicable date”	Tuesday 22 August 2000, being the last practicable date prior to finalisation of this pre-listing statement;
“M&I”	M&I Management Services (Proprietary) Limited, a company which will render management services to VenFin and Remgro on the basis set out in paragraph 9.6 of this pre-listing statement;
“rationalisation”	the re-organisation of the assets of Rembrandt in terms of section 39 of the Taxation Laws Amendment Act, No. 20 of 1994, under two companies which will be listed on the JSE as VenFin and Remgro;
“RBB”	Rembrandt Controlling Investments Limited (registration number 1952/000002/06), a company listed on the JSE, which was the holding company of Rembrandt prior to the restructuring;
“Rembrandt Trust”	Rembrandt Trust (Proprietary) Limited (registration number 1959/003277/07), the holding company of Remgro;
“Rembrandt Group”	RBB, Tegkor, TIB and Rembrandt and its subsidiaries as constituted prior to the restructuring;
“Remgro Group”	Remgro and its subsidiaries and associate companies;
“Remgro B shares”	B shares of 10 cents each in the capital of Remgro;
“Remgro ordinary shares”	ordinary shares of one cent each in the capital of Remgro;
“Remgro” or “the company”	Remgro Limited (formerly Rembrandt S.A. Limited) (registration number 1968/006415/06), a company to be listed on the JSE;
“Remsa”	Remgro, when referred to in respect of periods prior to the date of this pre-listing statement;
“restructuring”	the restructuring of Rembrandt, RBB, Tegkor and TIB by way of the rationalisation and the unbundling;
“shareholder”	a holder of Remgro ordinary shares;
“Tegkor”	Technical Investment Corporation Limited (registration number 1946/020656/06), a company listed on the JSE, which is the holding company of RBB;
“TIB”	Technical and Industrial Investments Limited (registration number 1943/015859/06), a company listed on the JSE, which is the holding company of Tegkor;
“unbundling”	the unbundling of VenFin ordinary shares by RBB, Tegkor and TIB and the unbundling of Remgro ordinary shares by Rembrandt to be implemented in terms of section 60 of the Income Tax Act, No. 113 of 1993, assuming that the ordinary and special resolutions to be proposed at the annual general meetings of Rembrandt, RBB, Tegkor and TIB were passed and, where necessary, registered by the Registrar of Companies; and
“VenFin”	VenFin Limited (formerly Rembrandt Group Limited) (registration number 1948/031037/06), a company listed on the JSE.

Pre-listing statement of Remgro

PART A - PURPOSE OF THE PRE-LISTING STATEMENT

Shareholders are referred to the circular to which this pre-listing statement is attached, which contains details of the restructuring. Assuming that all the ordinary and special resolutions necessary to implement the restructuring are passed at the annual general meetings of Rembrandt, RBB, Tegkor and TIB to be held on Thursday 21 September 2000 and, where necessary, registered by the Registrar of Companies:

- the shareholders of Rembrandt, RBB, Tegkor and TIB will hold ordinary shares in VenFin and Remgro;
- the listing of RBB, Tegkor and TIB on the JSE will be terminated with effect from the close of trading on Friday 22 September 2000;
- Remgro will be listed in the Industrial - "Diversified Industrial" sector of the JSE lists with effect from the start of trading on Tuesday 26 September 2000; and
- VenFin's listing will be transferred from the Industrial - "Diversified Industrial" sector of the JSE lists to the Industrial - "Telecommunications" sector with effect from the start of trading on Tuesday 26 September 2000.

This pre-listing statement contains financial and other information about the business of Remgro after the restructuring, and its future prospects.

PART B – THE BUSINESS OF REMGRO

1. The structure of Remgro

Following the restructuring, Remgro will own assets described in paragraphs 2 and 12 of Annexure 1 to this pre-listing statement. Each of the material assets is described briefly below. Those companies marked “*” are listed on the JSE.

Rembrandt – KWV Investments Limited (50%)

This company holds 60% in each of Distillers Corporation (SA) Limited and Stellenbosch Farmers' Winery Group Limited, both of which are listed on the JSE. Distillers and SFW are engaged in the manufacture of spirits, wines and other alcoholic beverages and their wholesale distribution under various trademarks.

R&R Holdings SA (33,3%)

Remgro's interest in the tobacco industry is represented by its one-third interest in R&R Holdings (formerly Rothmans International Holdings). The merger of Rothmans International B.V., a wholly-owned subsidiary of Rothmans International Holdings, with British American Tobacco plc was implemented in June 1999. Remgro holds an effective interest of 10,5% in BAT, which is the second largest cigarette group in the world with a world-wide market share of approximately 16%.

ABSA Group Limited (9,5%)*

ABSA is involved in the full spectrum of domestic and overseas banking as well as long-term and short-term insurance, property, retail and corporate finance.

Sage Group Limited (16,6%)*

Sage's core activities are life assurance, investment management, unit trusts, personal financial planning and other related investments.

Dorbyl Limited (41,1%)*

Dorbyl has extensive manufacturing and trading interests serving the automotive components industry (original equipment manufacture and after-market distribution) and new generation infrastructural development such as transportation, water reticulation, building systems, petro-chemicals, agriculture, ship repair and steel.

Henkel South Africa (Proprietary) Limited (50%)

The group manufactures and markets chemical products (adhesives and inorganic and specialised chemicals) for domestic and industrial consumption.

Air Products South Africa (Proprietary) Limited (50%)

Air Products manufacturers and markets industrial gases.

Hunt Leuchars & Hepburn Holdings Limited (72,6%)*

Through Robertsons and TSB, the HL&H group is engaged in the food industry, manufacturing grocery and household products, sugar, citrus and tea. Remgro is not the registered owner of the HL&H shares but is entitled to the income flowing from the company in terms of an agreement with the registered owner, VenFin.

Rainbow Chicken Limited (55,9%)*

Rainbow produces broiler chickens, animal feed and other related products.

Total South Africa Limited (34,4%)

Total is engaged in the refining and marketing of petroleum products.

Malbak Limited (47,9%)*

Malbak is a holding company with focused interests in packaging, both locally and internationally.

Lenco Holdings Limited (33,3%)*

The company is an investment holding company with its main investment being its 12,8% interest in Malbak.

Medi-Clinic Corporation Limited (51,2%)*

The business of the group is the provision of comprehensive, high-quality hospital services.

Billiton plc (8,9%)*

Billiton, listed on the London Stock Exchange Limited with a secondary listing on the JSE, is a non-precious metals resources group, housing coal, steel, aluminium, titanium, ferro-alloys, nickel and base metal interests.

Gold Fields Limited (11%)*

Gold Fields is a mining house with investments in Southern Africa, Ghana and South America, which owns some of the richest and largest gold mines in the world.

Trans Hex Group Limited (42,9%)*

Trans Hex is an integrated international company engaged directly and through joint venture agreements with others in exploration for and mining and marketing of high-quality diamonds from alluvial and marine deposits.

Gencor Limited (10,9%)*

Gencor is an investment holding company. Its sole interest is a 46,2% holding in Impala Platinum Holdings Limited, the second largest platinum group metals producer in South Africa.

2. Pro forma financial information on Remgro

A summarised pro forma balance sheet and income statement are set out below.

The balance sheet is the pro forma consolidated balance sheet of Remgro at 31 March 2000, prepared on the assumption that the rationalisation had been effective at that date.

	At 31 March 2000
	R'm
Capital employed	
Share capital	8
Reserves	12,627
Interest of own members	12,635
Interest of outside shareholders	809
Total shareholders' interest	13,444
Interest bearing debt	403
Long-term	254
Short-term	149
	13,847
Employment of capital	
Fixed assets	2,349
Investments	10,889
Interest-free loans	11
Current assets	2,283
Inventories	468
Debtors	763
Cash resources	1,034
Taxation	18
Total assets	15,532
Interest-free debt	1,685
Deferred liabilities	42
Creditors	1,467
Provisions	136
Taxation	40
	13,847
Net asset book value per Remgro share (Rand)	24,20

In determining the pro forma net asset book value per share the total number of Remgro ordinary shares (486 493 650) and B shares (35 506 352) that will be in issue after the restructuring, was applied.

The pro forma income is based on the audited annual financial statements of Remgro and Rembrandt, making such adjustments as were considered appropriate so as to present the income statement as if the established financial, mining and industrial investments had been part of Remgro for the year ended 31 March 2000.

	Year ended 31 March 2000 R'm
Revenue	5,738
Operating income	448
Interest paid	36
Net operating income before taxation	412
Taxation	103
Net operating income after taxation	309
Equity adjustment: Share of net income of associated companies	2,344
Net income before exceptional items and amortisation	2,653
Amortisation of goodwill by associated companies	(33)
Exceptional items	(334)
Net income	2,286
Attributable to outside shareholders	86
Attributable net income	2,200
Headline earnings	2,535
Headline earnings per share (cents)	485,6
Earnings per share (cents)	421,5

Annexure 1 contains the reporting accountants' report prepared by PricewaterhouseCoopers Inc. setting out detailed financial information on the Remgro Group.

3. Directors of Remgro

After implementation of the restructuring, the board of directors will consist of:

Director	Address	Occupation	Relevant business experience
Johann Peter Rupert* (<i>Non-executive Chairman</i>)	Parel Vallei Homestead Parel Vallei Road Somerset West	Industrialist	Chairman of Rembrandt and RBB, managing director of Compagnie Financière Richemont AG, director of Tegkor, TIB, Business Partners Limited, Gold Fields of South Africa Limited, British American Tobacco plc, Vendôme Luxury Group SA
Matthys Hendrik Visser (<i>Deputy Chairman and Chief Executive</i>)	1 Jannasch Street Mostertsdrift Stellenbosch	Co-deputy Chairman and Managing Director of Rembrandt	Director of Rembrandt, RBB, Malbak, Billiton plc, HL&H, Rainbow Chicken Limited, Sage Group Limited
Pieter Eduard Beyers*	5 Carinmount Avenue Oranjezicht Cape Town	Executive Director: Marketing – Rembrandt	Director of Rembrandt and RBB
Wilhelm Emil Bührmann	1 Kronendal Avenue Stellenbosch	Executive Director: Investments – Rembrandt	Director of Rembrandt, RBB, Distillers Corporation (SA) Limited, Dorbyl Limited, Gencor Limited, Gold Fields Limited, HL&H, Malbak, Trans Hex Group Limited

Director	Address	Occupation	Relevant business experience
George Douglas de Jager*	6 Mintaka Monterey Drive Constantia Cape Town	Businessman	Chief Executive of Malbak and Chairman of Lenco. Director of Rembrandt and RBB
Jan Willem Dreyer*	24 Suikerbossie 80 Mount Street Bryanston Johannesburg	Executive Director: Corporate Affairs Rembrandt	Chairman of Hofmeyr Herbstein & Gihwala Inc until December 1999. Director of Rembrandt, RBB, Avis Southern Africa Limited and RMB Holdings, founding director of Air Traffic and Navigation Services Company Limited
Paul Jacobus Erasmus*	24a Wesley Street Observatory Cape Town	Retired businessman	Director of Rembrandt and RBB
Denis Martin Falck	9 Oranje Avenue Uniepark Stellenbosch	Executive Director: Finance - Rembrandt	Director of Rembrandt, RBB, Lenco Holdings Limited and Stellenbosch Farmers Winery Group Limited
Edwin de la Harpe Hertzog*	9 Uitsig Street Rozendal Stellenbosch	Businessman	Chairman of Medi-Clinic Corporation Limited, director of Rembrandt, RBB, Tegkor, TIB, Total (South Africa) (Proprietary) Limited, Trans Hex Group Limited, Distillers Corporation (SA) Limited
Eric Molobi*	31 Gerald Street Observatory Johannesburg	Businessman	Chairman of Kagiso Trust Investment Company (Proprietary) Limited, director of Rembrandt, RBB, Boumat Limited, Imperial Holdings, First Lifestyle Holdings Limited and Telkom SA Limited
Jennifer Ann Preller	4 Third Street Parkhurst Johannesburg	Executive Director: Corporate Affairs - Rembrandt	Director of Rembrandt and RBB
Pieter Gysbert Steyn*	5 Morgenster Avenue Mostertsdraif Stellenbosch	Retired businessman	Director of Rembrandt and RBB
Theodore van Wyk	358 College Avenue Bailey's Muckleneuk Pretoria	Executive Director: Investments - Rembrandt	Director of Rembrandt, RBB, ABSA Group Limited, Business Partners Limited, Dorbyl Limited and Sage Limited

* Non-executive.

All of the directors are South African.

4. Remgro's prospects

Remgro is an investment holding company, which derives its cash income at the centre mainly from dividends received. In respect of almost all of its investments Remgro is party to a shareholders' agreement, which governs all the important aspects of the business of the investments. As such Remgro is able to influence strategic decisions and other important issues affecting its investments.

The Remgro Group's interests will consist mainly of strategic investments in tobacco products, mining, financial services, packaging, healthcare, food, wine and spirits and various other trademark products.

The majority of these investments are major established businesses in the industries in which they operate. They are mostly independently managed with strong balance sheets and the ability to generate sufficient free cash flow in order to fund their business activities. Remgro will encourage and support plans to expand the businesses through internal growth as well as acquisitions and mergers.

A significant proportion of Remgro's earnings are earned in hard currencies.

The Remgro Group will continue to benefit from the ongoing restructuring taking place in many of the underlying investments, and is well placed to take advantage of any significant upturn in the South African economy. The focus of Remgro will be to explore the opportunities that exist to unlock further value from the investments and these will be explored with the other shareholders as and when appropriate.

PART C – STATUTORY INFORMATION CONCERNING REMGRO

1. Remgro's share capital

Remgro's authorised and issued share capital, after implementation of the restructuring, will be as follows:

	R'000
<i>Authorised</i>	
512 493 650 ordinary shares of one cent each	5 125
40 506 352 B ordinary shares of 10 cents each	4 050
<i>Issued</i>	
486 493 650 ordinary shares of one cent each	4 865
35 506 352 B ordinary shares of 10 cents each	3 551
	8 416

The ordinary shares will be listed on the JSE, while the B shares will not be listed on any stock exchange. An American Depositary Receipt program in respect of the ordinary shares, similar to that already instituted for VenFin, will be set up and administered by The Bank of New York.

2. Changes in share capital

There have been no changes to the authorised or issued share capital of any of Remgro's wholly-owned subsidiaries during the last three years. Remgro was a wholly-owned subsidiary of Rembrandt throughout this period. Its authorised share capital will be increased from 100 shares of R1,00 each to 512 493 650 shares of one cent each.

3. Corporate governance

Remgro endorses strict principles of corporate governance and the highest standards of integrity and ethics similar to those recommended by the King Report's Code of Corporate Practices and Conduct ("the Code"). In particular:

- all Remgro's listed subsidiaries and associates endorse the Code and comply with it in all material respects;
- eight of the thirteen members of the board of directors of Remgro are non-executive. Mr Johann Rupert is the non-executive chairman of Remgro;
- the Group Audit Committee, which will consist of a majority of non-executive directors, will meet regularly to deal with issues relating to internal control, including internal and external audit, accounting policies and financial reporting;
- an Executive Committee will be appointed to deal with issues delegated by the main board of directors in the periods between board meetings;
- a Remuneration Committee, which will consist of a majority of non-executive directors, will be appointed to determine the directors' remuneration;
- the company has the privilege of calling upon a Group Advisory Board, consisting of prominent members of the business community, for advice on any issue relating to the Remgro Group.

4. Extracts from articles of association

Annexure 2 contains extracts from the articles of association of Remgro, dealing with:

- 4.1 voting rights;
- 4.2 rights to dividends, capital or profit and all other rights of the various classes of shares, including redemption rights and rights on liquidation or distribution of capital assets;
- 4.3 the time limit after which entitlement to dividends lapses;
- 4.4 the fixed dates on which entitlement to dividends arises;
- 4.5 the consents necessary for the variation of rights attaching to shares;
- 4.6 control of the issue or disposal of authorised but unissued shares;

- 4.7 borrowing powers of Remgro and its subsidiaries, none of which has been exceeded during the last three years; and
- 4.8 term of office, appointment, qualification and remuneration of directors.

5. Information concerning the directors

5.1 Directors' remuneration

The remuneration of Remgro's directors will be determined by the Remuneration Committee of the board of directors, acting in accordance with Remsa's articles of association and in accordance with the corporate governance principles outlined in 3 above.

5.2 Directors' interests in transactions

None of the directors of Remsa had any interest in any transaction which is or was unusual in its nature or conditions or material to the business of the Rembrandt Group, and which was effected by Rembrandt:

- during the current or immediately preceding financial year; or
- during an earlier financial year and remains in any respect outstanding or unperformed.

5.3 Directors' interests in shares

At the last practicable date, Remsa was a wholly-owned subsidiary of Rembrandt and, accordingly, no directors hold any shares in the company.

Pursuant to the unbundling, those directors of Remgro who are shareholders of Rembrandt, RBB, Tegkor and/or TIB on the last day to register to participate in the unbundling, which is expected to be Friday 22 September 2000, will receive shares in VenFin and Remgro.

5.4 Directors' responsibility statement

The directors, whose names are given in the Corporate information on page 91 of this pre-listing statement, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts the omission of which would make any statement false or misleading and that they have made all reasonable enquiries to ascertain such facts.

6. Financial information about the company and its subsidiaries

- 6.1 The reporting accountants' report on Remgro set out in Annexure 1 to this pre-listing statement contains detailed financial information about the Remgro Group.
- 6.2 Details of material loans, including debentures, by and to the company and any of its subsidiaries, as well as details of all material commitments, lease payments, contingent liabilities and off-balance sheet financing by the company and its subsidiaries, are set out in Annexure 3 to this circular.
- 6.3 No loans have been made or security furnished by the company or any of its subsidiaries for the benefit of any director or manager or any associate of any director or manager.

7. Options or preferential rights in respect of shares

No options or preferential rights to subscribe for the shares of Remgro or any of its subsidiaries have been granted to any person. The Remgro Share Scheme, the salient features of which are set out in Annexure 2 to the circular of which this pre-listing statement forms part, makes provision for employees of the Remgro Group to be offered Remgro shares in terms of the scheme.

8. Controlling and major shareholders

- 8.1 Before the restructuring, Remgro was a wholly-owned subsidiary of Rembrandt, the ultimate holding company of which was Rembrandt Trust. Pursuant to the unbundling, Rembrandt Trust will exercise control through approximately 42% of the votes attaching to all of the issued shares in Remgro.

- 8.2 The identity of other major shareholders in the company after implementation of the restructuring will depend on the identity of the shareholders in Rembrandt on the last day to register to participate in the unbundling, which is expected to be Friday 22 September 2000.

9. Miscellaneous information

9.1 Principal immovable property

Annexure 4 sets out the situation, area and tenure of the principal immovable properties owned and leased by the company and its subsidiaries.

9.2 Acquisitions and disposals

Details regarding:

- the acquisition, within the last three years, of any shares in or the business undertaking of any other company or business enterprise or any immovable property or other fixed asset or any option to acquire such property;
- shares in or the business undertaking of any company or any immovable property or other fixed asset disposed of within the last three years,

are contained in Annexure 5 to this pre-listing statement.

9.3 Litigation

The company is not aware of any legal or arbitration proceedings (including any such proceedings which are pending or threatened) which may have or have had in the last 12 months a material effect on the Remgro Group's financial position.

9.4 Capital adequacy

In the opinion of the directors of Remgro, the working capital available to the Remgro Group is sufficient for the Remgro Group's requirements for the foreseeable future.

9.5 Material changes

There have been no material changes in the financial and trading position of the Remgro Group since the publication of its annual financial statements for the year ended 31 March 2000.

9.6 Significant contracts

The Remgro Group has not entered into any significant contracts, otherwise than in the ordinary course of its business.

There are no contracts between the company and its directors, nor are there any secretarial or technical fees payable to any person.

Agreement has been reached with M&I to provide all managerial and support services for both Remgro and VenFin to avoid the duplication of overheads such as accounting, legal services, human resources administration, intellectual property services and other support functions which could have resulted from each of them carrying out their own management services.

M&I will be funded through fees payable by VenFin and Remgro. The fees will cover all of the overheads incurred in the management of the two companies and will not exceed 0,463% per annum of VenFin's and Remgro's respective market capitalisations, calculated on a monthly average basis. This percentage may not be exceeded or increased without the agreement of at least 75% of all classes of Remgro shareholders. The fees will be payable monthly in arrears.

M&I's shareholders will be current and future employees. Rembrandt Trust will own a share in M&I for purposes of ensuring continuity. It will not have any rights to the income or assets of M&I.

9.7 Experts' consents

PricewaterhouseCoopers Inc, the reporting accountants to Remsa, have given and not withdrawn their consent to the issue of this pre-listing statement with their reporting accountants' report in the form and context in which it is included.

10. Listing on the Johannesburg Stock Exchange

The JSE has agreed to the listing of 486 493 650 Remgro ordinary shares in the Industrial – “Diversified Industrial” sector with effect from the start of trading on Tuesday 26 September 2000. The Remgro B shares will not be listed.

11. Documents available for inspection

The following documents are available for inspection at the registered office of Remgro, Coetzier Street, Stellenbosch, during business hours from Wednesday 30 August 2000 to Tuesday 26 September 2000, both dates inclusive:

11.1 the memoranda and articles of association of each company in the Group;

11.2 the Trust Deed of the Remgro Share Trust;

11.3 the management contract referred to in 9.6 above;

11.4 the reporting accountants’ report; and

11.5 the annual financial statements of Remgro for the past five financial years.

Signed by or on behalf of the directors at Stellenbosch on 22 August 2000.

Johann Rupert

D M Falck

E de la H Hertzog

J Malherbe

M H Visser

E Molobi

P E Beyers

J A Preller

W E Bührmann

P G Steyn

G D de Jager

T van Wyk

J W Dreyer

P J Erasmus

Reporting accountants' report on Remgro

"The Directors
Remgro Limited
Coetzier Street
Stellenbosch
7600

22 August 2000

Dear Sirs

Independent reporting accountants' report on the pro forma financial information of Remgro Limited ("Remgro" or "the company") (registration number 1968/006415/06) and its subsidiaries and associated companies ("the Remgro Group"), subject to implementation of the Rembrandt rationalisation scheme

1. Introduction

Currently a pyramid of four listed companies: Technical and Industrial Investments Limited ("TIB"), Technical Investments Corporation Limited ("Tegkor"), Rembrandt Controlling Investments Limited ("RBB") and Rembrandt Group Limited ("Rembrandt") exists. Rembrandt, the company at the bottom of the pyramid, is the holding company of the Rembrandt Group's diversified investments. Collectively, all these companies are referred to as the "Rembrandt Group" or "the Group".

The boards of directors of the Rembrandt Group have resolved to restructure the Group with effect from 1 April 2000, subject to approval by shareholders. Subject to the implementation of the rationalisation scheme, the investments of Rembrandt will be re-organised into two groups of companies. Rembrandt will transfer its established financial, mining and industrial investments to Remgro and Remgro will simultaneously apply for listing on the Johannesburg Stock Exchange ("JSE"). Remgro is currently a wholly-owned subsidiary of Rembrandt. Rembrandt will retain the Group's technology-orientated investments, remain listed on the JSE and is in the process of changing its name to VenFin Limited.

At your request and for the purpose of Remgro's acquisition of Rembrandt's established financial, mining and industrial investments ("the transaction") and the proposed listing, we present our report on the pro forma financial position and profit history of Remgro and the Remgro Group in compliance with the Listings Requirements of the JSE.

The financial information has been prepared from the audited annual financial statements of Remgro and Rembrandt and consolidated annual financial statements of Rembrandt for the years ended 31 March 1996 to 31 March 2000. These were prepared from audited annual financial statements of subsidiaries and associated companies, except for a limited number of associated companies in cases where their year-ends differ from that of the company. In such circumstances the results of listed and certain unlisted companies are accounted for from the latest published information and management accounts respectively, as at year-end. The accounting policies of associated companies do not necessarily correspond with those of the Remgro Group and no adjustments are made therefor. Unaudited published information and management accounts are used strictly in accordance with Statement AC 110, Generally Accepted Accounting Practice for the reporting on investments in associated companies and no adjustments are made as these amounts are immaterial to the Remgro Group.

The details of the accounting periods and audits of the Rembrandt Group are set out in the table below:

Year-end of company	Period	Auditors	Unqualified audit report
31 March 1996	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1997	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1998	12 months	Coopers & Lybrand Price Waterhouse	Yes
31 March 1999	12 months	PricewaterhouseCoopers Inc.	Yes
31 March 2000	12 months	PricewaterhouseCoopers Inc.	Yes

PricewaterhouseCoopers Inc., is and Coopers & Lybrand and Price Waterhouse were Registered Accountants and Auditors, Chartered Accountants (SA).

2. History

Remgro was incorporated in the Republic of South Africa on 12 June 1968 as Eikenburg (Proprietary) Limited. Eikenburg (Proprietary) Limited was converted to a public company and changed its name to Rembrandt Tabakkorporasie S.A. Limited on 12 September 1980. On 20 March 1989 Rembrandt Tabakkorporasie S.A. Limited changed its name to Rembrandt S.A. Limited. The company is in the process of changing its name to Remgro Limited.

Set out below are the details of the companies in which Remgro had an effective equity interest of 20% or more at 31 March 2000, on the assumption that the transaction had been effected at that date, and which are regarded as material to the company:

Name	Percentage held	Nature of business
Remgro Investments Limited – Jersey	100	Investment holding company
- Held by Remgro Investments Limited – Jersey:		
- R & R Holdings Soc. An. (33,3%)	33,3	Investment holding company
- Held by R & R Holdings Soc. An.:		
- British American Tobacco plc (35%)		Tobacco
- Ordinary shares	8,3	
- Convertible redeemable preference shares	3,4	
Rembrandt-KWV Investments Limited	50	Investment holding company
- Held by Rembrandt-KWV Investments Limited:		
- Distillers Corporation (SA) Limited (60%)	30	Wine and spirits
- Stellenbosch Farmers Winery Group Limited (60%)	30	Wine and spirits

Please refer to Section 12 on events that occurred subsequent to 31 March 2000.

Set out below are the details of the established financial, mining and industrial investments in which Remgro is to acquire an effective equity interest of 20% or more, on the assumption that the transaction had been effected on 31 March 2000, and which are regarded as material to the company:

Name	Percentage held	Nature of business
Tegniese Mynbeleggings Limited	100	Mining investment holding
Trans Hex Group Limited	42,9	Mining
GFSa Holdings Limited	40	Mining investment holding
Partnership In Industry & Mining SA Limited	100	Industrial and mining investment holding
Industrial Partnership Investments Limited	100	Industrial investment holding
Wispeco Holdings Limited	100	Aluminium extrusions
Hunt Leuchars & Hepburn Holdings Limited	72,6	Industrial holding
- Held by Hunt Leuchars & Hepburn Holdings Limited:		
- Robertsons Holdings (Proprietary) Limited (100%)	72,6	Food and household products
- Transvaal Sugar Limited (100%)	72,6	Sugar
Rainbow Chicken Limited	55,9	Broiler chicken producer
Total South Africa (Proprietary) Limited	34,4	Petroleum products
Henkel South Africa (Proprietary) Limited		Adhesives and chemicals
- Ordinary shares	50	
- Preferred ordinary shares	50	
Lenco Holdings Limited	32,7	Industrial holding
Malbak Limited	44	Packaging
Air Products South Africa (Proprietary) Limited	50	Industrial gases
Dorbyl Limited	41,1	Engineering and automotive components
Financial Securities Limited	100	Investment holding
Sagecor (Proprietary) Limited	50	Investment holding
Universa (Proprietary) Limited		Investment holding
- Ordinary shares	39,4	
- Preference shares	35,5	
Rembrandt Finance Corporation Limited	100	Corporate finance
Rembrandt Group Finance Corporation Limited	100	Investment holding
Van Rijn Beleggingskorporasie Limited	100	Industrial investment holding
Medi-Clinic Corporation Limited	51,2	Private hospitals

Please refer to Section 12 on events that occurred subsequent to 31 March 2000.

Other companies in which Remgro will acquire an effective equity interest of less than 20%, on the assumption that the transaction had been effected on 31 March 2000, and which are regarded as material to the company, are set out in the table below:

Name	Percentage held	Nature of business
Billiton plc	8,9	Mining
Gencor Limited	10,9	Mining
- Held by Gencor Limited:		
- Gold Fields Limited (15,8%)	1,7	Mining
- Held by GFSA Holdings Limited:		
- Gold Fields Limited (23,2%)	9,3	Mining
- Gold Fields of South Africa Limited (38,4%)	15,3	Mining
- Held by Lenco Holdings Limited:		
- Malbak Limited (12,8%)	3,9	Packaging
Sage Group Limited	7,5	Financial services
- Held by Sagecor (Proprietary) Limited:		
- Sage Group Limited	9,1	Financial services
- Held by Universa (Proprietary) Limited:		
- ABSA Limited (23,2%)	9,5	Financial services

Please refer to Section 12 on events that occurred subsequent to 31 March 2000.

All the companies above were audited and reported on without qualification for the five years ended 31 March 2000.

3. Directors' responsibility

The directors of TIB, Tegkor, RBB and Rembrandt are responsible for the preparation of the combined circular to the shareholders of the Group, including the pre-listing statement to which this accountants' report relates, and all information contained therein. The directors of Rembrandt and Remgro are responsible for the annual financial statements and group annual financial statements from which this accountants' report has been prepared.

4. Scope of our examination

The pro forma financial information in this report has been compiled from the audited annual financial statements of Rembrandt and consolidated annual financial statements of the Rembrandt Group for the years ended 31 March 1996 to 31 March 2000 and from the annual financial statements of Remgro for the years ended 31 March 1999 and 31 March 2000. These financial statements were audited and reported on as set out in Section 1 of this report.

5. Accounting policies

5.1 Accounting policies

The pro forma financial information in this report has been compiled from the audited annual financial statements of Remgro and group annual financial statements of the Remgro Group, which were prepared in accordance with South African Statements of Generally Accepted Accounting Practice ("the Statements"), and in the manner required by the Companies Act in South Africa, on the going concern basis and incorporate full and responsible disclosure. The annual financial statements are prepared on the historical cost basis and incorporate the following principal accounting policies which have been consistently applied in all material respects in this accountants' report, thus taking into account the changes in accounting policies noted in 5.2. These accounting policies are in accordance with the Statements that were in force at 31 March 2000 and thus do not necessarily comply with Statements that have come into effect after that date.

5.1.1 Consolidation, proportionate consolidation and equity accounting

Preference shares and debentures which are compulsorily convertible are regarded as part of the permanent equity capital of a company for the purposes of consolidation, proportionate consolidation and equity accounting.

Consolidation – subsidiary companies

All companies which are defined as subsidiary companies in terms of the Companies Act are included in the consolidated statements in the usual manner. Inter-group transactions and balances are eliminated.

Proportionate consolidation – joint ventures

All jointly controlled ventures are accounted for according to the proportionate consolidation method. In terms of this method the group's share of assets, liabilities, income, expenditure and cash flow are included in the consolidated statements. The group's share of retained income is transferred to non-distributable reserves.

Equity accounting – associated companies

Companies which are neither subsidiaries nor joint ventures, but in which a long-term interest is held and over whose financial and operating policies a significant influence can be exercised, are accounted for according to the equity method as associated companies. Certain associated companies have year-ends which differ from that of the company. In such circumstances the results of listed and certain unlisted companies are accounted for from the latest published information and management accounts respectively, at year-end. The accounting policies of associated companies do not necessarily correspond with those of the group and no adjustments are made therefor. The group's share of retained income is transferred to non-distributable reserves. The group's share of other movements in the reserves of associated companies is accounted for as changes in consolidated non-distributable reserves.

Goodwill

The goodwill or negative goodwill is the difference between the cost of the investments and the attributable net assets of the subsidiary companies, joint ventures and associated companies at the acquisition dates. Negative goodwill is included in non-distributable reserves. Goodwill is written off against non-distributable reserves.

5.1.2 Fixed assets and depreciation

Capitalised leased assets – assets leased in terms of finance lease agreements are capitalised at their equivalent cash consideration. Depreciation is provided on the straight-line basis over the expected useful lives of the assets. Finance charges are written off over the term of the lease in accordance with the effective interest rate method.

Pre-production costs and interest – pre-production costs as well as interest on borrowings directly related to major capital projects under construction are capitalised until such assets are brought into a working condition for their intended use.

Land and buildings – are stated at cost or valuation. Specialised buildings are depreciated on a straight-line basis over their expected useful lives. Other buildings are not depreciated. Leasehold improvements are written off over the periods of the leases.

Machinery, equipment, office equipment and vehicles – are stated at cost and are depreciated on a straight-line basis over the expected useful lives.

Crops – are stated at cost or valuation. Cost consists of the aggregate of agricultural establishment and development costs. Agricultural establishment costs represent the costs incurred in establishing sugar cane and other perennial crops and are not amortised. Agricultural development costs consist of planting and other development costs. These costs are capitalised in the first year of planting and costs during the years thereafter are written off directly against income. Ongoing cultivation costs are expensed as incurred. Crops are revalued periodically.

Provision for deferred maintenance – where material, provision is made for costs and other expenses not evenly incurred from year to year in respect of maintenance of buildings, plant and equipment.

Trademarks, user rights and patents – the costs of trademarks and patents which are established and developed by the group itself are expensed as incurred. The value thereof is consequently not reflected in the annual financial statements. The costs of trademarks and user rights which have been purchased are written off on a straight-line basis over their expected useful lives.

Research and development costs – research and development costs are written off against income as incurred. Where the asset recognition criteria have been met, development expenditure is capitalised and written off over the expected useful life of the product.

5.1.3 *Investments*

Associated companies – are stated at cost after adjustment for goodwill. In the consolidated financial statements the group's share of post-acquisition reserves and retained income, accounted for according to the equity method, is added to cost.

Other long-term investments – are stated at cost, plus past equity adjustments of investments which are no longer classified as associated companies, less amounts written off for declines in value considered not to be of a temporary nature. Such amounts written off are accounted for as exceptional items.

Portfolio investments are stated at cost less amounts written off for declines in value considered not to be of a temporary nature. Such amounts written off and profits and losses on realisation are accounted for in normal income.

5.1.4 *Inventories and contracts in progress*

Inventories are stated at the lower of cost or net realisable value. The basis of determining cost is either the first-in-first-out or average cost method. Where applicable, provision is made for slow-moving and redundant inventories. Work-in-progress and finished goods include direct costs and an appropriate allocation of manufacturing overheads. The value of contracts in progress includes cost to date, an allocation of variable overheads and, in the case of certain subsidiaries, fixed works overheads, less provision for anticipated losses. Crops to be harvested within one year are included in inventories at the estimated cost thereof.

5.1.5 *Deferred taxation*

Deferred taxation is accounted for on the comprehensive method. Deferred tax assets are only accounted for when the realisation thereof is reasonably assured in the foreseeable future.

5.1.6 *Foreign currencies*

Transactions in foreign currencies are accounted for at the rates of exchange ruling on the dates of the transactions. Foreign currency monetary items at year-end are translated to South African Rand at the rates of exchange ruling at that date. Exchange differences that arise as a result thereof and on forward exchange contracts are accounted for in income.

Assets, liabilities and reserves of foreign entities at year-end are translated to South African Rand at the rates of exchange ruling at that date. Operating results of foreign subsidiaries and income of foreign associated companies are translated to South African Rand at the average of the exchange rates prevailing during the year for each of the currencies concerned. Differences arising on translation are accounted for in reserves as exchange rate adjustments.

5.1.7 *Financial instruments*

Financial instruments include those carried on the balance sheet and off-balance sheet instruments.

Financial instruments carried on the balance sheet include cash resources, investments, debtors, creditors, provisions, leases and borrowings.

Certain group companies are also parties to financial instruments that reduce exposure to fluctuations in foreign currency exchange rates. These instruments, which mainly comprise forward exchange contracts, are not recognised in the financial statements on inception.

Fair values and the recognition methods of the different financial instruments are disclosed in the notes to the financial statements. Fair values represent an approximation of possible value, which may differ from the value that will be finally realised.

Where the redemption of loans is provided for by means of investments in financial instruments which allow for the contractual right of set off against the loan and it is expected that the loan will be settled in this way, the related balance sheet items are set off against one another.

5.1.8 Revenue recognition

The sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred. Revenue arising from services is recognised when the service is rendered. Interest is recognised on a time proportion basis (taking into account the principal amount outstanding, the effective rate and the period), unless collectability is in doubt. Dividends are recognised when the right to receive payment is established.

5.2 Changes in accounting policies during the periods under review

Effective 1 April 1999

The policy in respect of the accounting for income from foreign associated companies was changed to comply with the amended South African Statement of Generally Accepted Accounting Practice in respect of investments in associated companies.

The full attributable net income of foreign associated companies is consequently translated to South African Rand at the average of the exchange rates prevailing during the reporting period for each of the currencies concerned. Previously only the retained portion of income of foreign associated companies was translated to South African Rand at the average exchange rates, whilst dividends received were accounted for at the rates of exchange ruling on the dates of the transactions.

The comparative figures for the years ended 31 March 1996 to 31 March 1999 were restated.

Effective 1 April 1998

The carrying value of investments in associated companies previously included the cost price of investments plus equity adjustments. No adjustments were made for goodwill or negative goodwill.

The policy to account for goodwill and negative goodwill in respect of associated companies was changed during the 1999 financial year. Goodwill is now written off against non-distributable reserves. Negative goodwill is included in non-distributable reserves. This change had no effect on the group's results. The comparative figures have therefore not been restated.

Effective 1 April 1997

The accounting policy regarding deferred taxation was changed from the partial to the comprehensive method. This did not have a material effect on the results of the group and the comparative figures have therefore not been restated.

6. Balance sheets

The pro forma financial position of Remgro ("company") and the Remgro Group ("consolidated") set out below is based on the audited annual financial statements of Remgro and Rembrandt and consolidated annual financial statements of the Rembrandt Group at 31 March 2000, after making such adjustments thereto as we considered appropriate in the circumstances. In particular the financial position of Remgro and the Remgro Group is presented as if the established financial, mining and industrial investments acquired from Rembrandt had been part of the Remgro Group at 31 March 2000 and excluding investments transferred to VenFin as part of the transaction.

	Notes	Consolidated At 31 March 2000 R'm	Company At 31 March 2000 R'm
CAPITAL EMPLOYED			
Share capital	8.1	8	8
Reserves	8.2	12,627	4,671
Interest of own members		12,635	4,679
Interest of outside shareholders		809	-
Total shareholders' interest		13,444	4,679
Interest-bearing debt		403	-
Long-term	8.3	254	-
Short-term	8.4	149	-
		13,847	4,679
EMPLOYMENT OF CAPITAL			
Fixed assets	8.5	2,349	-
Investments	8.6	10,889	5,325
Interest-free loans		11	-
Current assets		2,283	8
Inventories	8.7	468	-
Debtors	8.8	763	-
Cash resources		1,034	8
Taxation		18	-
Total assets		15,532	5,333
Interest - free debt		1,685	654
Deferred liabilities	8.9	42	-
Creditors	8.10	1,467	654
Provisions		136	-
Taxation		40	-
		13,847	4,679
Number of Remgro shares in issue ('000) ⁽¹⁾		522 000	522 000
Net asset book value per Remgro share including intangible assets (Rand)		24,20	8,96
Net asset book value per Remgro share excluding intangible assets (Rand)		24,05	8,96

Note:

⁽¹⁾ In determining the pro forma net asset book value per share the total number of Remgro ordinary shares (486 493 650) and B shares (35 506 352) that will be in issue after the transaction were applied.

The comparative pro forma balance sheets for Remgro and the Remgro Group at 31 March 1999 have not been included in this report as the Remgro Group was only constituted on 1 April 2000.

7. Profit history

The consolidated pro forma results of the Remgro Group are set out below. These results are based on the audited annual financial statements of Remgro and Rembrandt and consolidated annual financial statements of the Rembrandt Group for the years ended 31 March 1996 to 31 March 2000 after making such adjustments thereto as we considered appropriate in the circumstances. In particular the results of Remgro and the Remgro Group are presented as if the established financial, mining and industrial investments acquired from Rembrandt had been part of the Remgro Group for the years ended 31 March 1996 to 31 March 2000, excluding the investments transferred to VenFin as part of the transaction.

		Years ended 31 March				
	Notes	2000 R'm	1999 R'm	1998 R'm	1997 R'm	1996 R'm
Revenue	8.11	5,738	10,381	9,091	6,815	7,146
Operating income	8.12	448	469	337	378	983
Interest paid		36	65	95	103	156
Net operating income before taxation		412	404	242	275	827
Taxation	8.13	103	118	119	99	282
Net operating income after taxation		309	286	123	176	545
Equity adjustment: Share of net income of associated companies	8.14	2,344	2,178	1,793	1,556	832
Net income before exceptional items and amortisation		2,653	2,464	1,916	1,732	1,377
Amortisation of goodwill by associated companies		(33)	-	-	-	-
Exceptional items	8.15	(334)	(21)	(122)	307	(24)
Net income		2,286	2,443	1,794	2,039	1,353
Attributable to outside shareholders	8.16	86	107	36	107	128
Attributable net income		2,200	2,336	1,758	1,932	1,225
<i>Reconciliation of headline earnings:</i>						
Attributable net income		2,200	2,336	1,758	1,932	1,225
<i>Plus/(Minus) - attributable to own members:</i>						
- Exceptional items		331	23	96	(273)	25
- Amortisation of goodwill by associated companies		33	-	-	-	-
- Net surplus, after taxation, on disposal of fixed assets		(29)	(20)	(2)	(2)	(6)
Headline earnings		2,535	2,339	1,852	1,657	1,244
Number of Remgro shares in issue ('000) ⁽¹⁾		522 000	522 000	522 000	522 000	522 000
Headline earnings per share (cents)		485,6	448,1	354,8	317,4	238,3
Earnings per share (cents)		421,5	447,5	336,8	370,1	234,7

Note:

⁽¹⁾ In determining the pro forma headline earnings and earnings per share the total number of Remgro ordinary shares (486 493 650) and B shares (35 506 352), which rank *pari passu* to ordinary shares in profit participation, that will be in issue after completion of the Group rationalisation scheme, was applied.

8. Notes to the balance sheets and profit history

	At 31 March 2000
	R'm
8.1 Share capital	
<i>Authorised</i> (after the transaction)	
512 493 650 ordinary shares of 1 cent each	5,1
40 506 352 B shares of 10 cents each	4,1
	9,2
<i>Issued</i> (after the transaction)	
486 493 650 ordinary shares of 1 cent each	4,9
35 506 352 B shares of 10 cents each	3,5
	8,4
8.2 Reserves	
<i>8.2.1 The company</i>	
Distributable reserves:	
Unappropriated income	4,671
<i>8.2.2 Consolidated</i>	
Statutory non-distributable reserves	6
General capital reserves	25
Equity accounted reserves	7,455
Total non-distributable reserves	7,486
Distributable reserves – unappropriated income	5,141
Total reserves	12,627
Included in the respective reserves above are reserves arising on exchange rate translation to the amount of R1 611 million.	
	At 31 March 2000
	R'm
8.3 Long-term debt	
25-year redeemable debentures bearing an effective interest rate of 14,96% per annum. The net liability, after deduction of an investment of R59 million in related financial instruments, amounts to	87
Net liabilities, after deduction of an investment of R75 million in related financial instruments, resulting from various capitalised finance leases and instalment sale agreements payable in monthly, six-monthly and annual instalments at effective interest rates of between 6,56% and 17,94% per annum, amount to	160
These liabilities are secured by machinery and equipment with net book value of R489 million.	
Sundry loans with varying interest rates and terms	16
	263
Instalments payable within one year transferred to short-term debt	9
	254

		At 31 March 2000
		R'm
8.4	Short-term debt	
	Short-term loans	3
	Long-term debt payable within one year	9
	Bank overdrafts	137
		149

8.5 Fixed assets

	At 31 March 2000		
	Cost or valuation R'm	Accumulated depreciation R'm	Net value R'm
Land and buildings	1,047	141	906
Capital expansion in progress	95	3	92
Machinery and equipment	1,889	796	1,093
Vehicles	171	95	76
Office equipment	19	8	11
Trademarks and user rights	142	62	80
Crops	91	-	91
	3,454	1,105	2,349

		At 31 March 2000
		R'm
Depreciation rates are as follows:		%
Specialised buildings		2 - 10
Machinery and equipment		4 - 33,3
Vehicles		7,5 - 33,3
Office equipment		8,3 - 33,3
Trademarks and user rights		4 - 10

Reconciliation of carrying value at the beginning and end of the year	Land and buildings R'm	Machinery, equipment and vehicles R'm	Trademark and user rights R'm	Crops R'm	Total R'm
Balances at the beginning of the year	1,265	1,485	87	89	2,926
Additions	34	145	-	3	182
Disposals	(7)	(9)	-	-	(16)
Depreciation	(27)	(140)	(7)	-	(174)
Dorbyl Limited until 31 March 1999 (note 8.11)	(209)	(367)	-	-	(576)
Other	(58)	66	-	(1)	7
Balances at the end of the year	998	1,180	80	91	2,349

Liabilities resulting from mortgage loans, finance leases and instalment sale agreements are secured by fixed assets with a book value of R489 million.

The registers containing details of land and buildings are available for inspection by members or their proxies at the registered offices of the companies to which the relevant properties belong. The directors are of the opinion that the market value of the buildings which are not depreciated exceeds the book value.

		At 31 March 2000		
		R'm		
8.6	Investments			
	<i>8.6.1 The company</i>			
	Unlisted subsidiary companies:			
	Shares - at cost	30		
	Advances and loans	5,295		
		5,325		
	Advances and loans to subsidiaries are unsecured, interest-free and there are no repayment terms.			
		Listed	At 31 March 2000	Total
		R'm	Unlisted	R'm
			R'm	R'm
	<i>8.6.2 Consolidated</i>			
	Long-term investments			
	Associated companies			
	Shares - at cost after write down of goodwill	1,269	1,692	2,961
	Equity adjustments	4,052	3,684	7,736
	Carrying value	5,321	5,376	10,697
	Debentures and long-term loans	-	42	42
		5,321	5,418	10,739
	Other long-term investments:			
	Shares - at cost/carrying value*	18	132	150
		5,339	5,550	10,889
	Market value of listed investments			
	Associated companies	9,080	-	9,080
	Other long-term investments	51	-	51
	Directors' valuation of unlisted investments			
	Associated companies	-	13,954	13,954
	Other long-term investments	-	142	142
	Market value and directors' valuation	9,131	14,096	23,227
	Excess of market value and directors' valuation over the book value of investments			
	- Attributable to own members	3,792	8,545	12,337
	- Attributable to outside shareholders	-	1	1
		3,792	8,546	12,338
		12,338		
	* Carrying value represents cost, plus past equity adjustments of investments which are no longer classified as associated companies, less amounts written off.			
		At 31 March 2000		
		R'm		
8.7	Inventories			
	Raw materials	278		
	Finished products	128		
	Work in progress	11		
	Consumable stores	51		
		468		
	The value of inventory that has attracted a write down to realisable value which is included in total inventory above amounts to R23 million.			
8.8	Debtors			
	<i>Consolidated</i>			
	Dividends receivable	66		
	Trade debtors	562		
	Other	135		
		763		

At 31 March 2000
R'm

8.9 Deferred liabilities

Deferred taxation in respect of:

Fixed assets	77
Inventories	32
Other	(30)
Tax loss utilised	(37)
	42

8.10 Creditors

8.10.1 The company

Interest-free loan	654
--------------------	-----

8.10.2 Consolidated

Trade creditors	424
Other creditors	389
Interest-free loan	654
	1,467

8.11 Revenue

Revenue consists of net sales of products, completed contracts and identifiable portions of contracts delivered to customers, fees, rentals as well as dividends and interest. Inter-group transactions are eliminated.

Revenue is not directly comparable with that of the previous year:

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
Revenue of Dorbyl Limited until 31 March 1999	–	4,635
Comparable revenue of other subsidiaries	5,005	4,565
Dividends	688	1,122
Interest	45	59
Total revenue	5,738	10,381

The control structure of Dorbyl Limited changed during the 2000 financial year. The effective interest of 41,1%, previously accounted for as a subsidiary, has been equity accounted for as an associated company from 1 April 1999.

8.12 **Net operating income**

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
Net operating income before taxation is stated after taking the following into account:		
Income		
Interest - unlisted investments and deposits	45	59
Surplus on sale of fixed assets	26	7
Foreign exchange profit	3	5
Expenses		
Cost of sales		
Cost of sales of Dorbyl Limited until 31 March 1999	-	3,575
Comparable cost of sales of other subsidiaries	3,553	3,212
Foreign exchange loss	1	4
Depreciation		
Buildings	24	25
Capital projects under construction	3	1
Machinery and equipment	120	152
Vehicles	19	27
Office equipment	1	22
Trademarks and user rights	7	7
Rental		
Land and buildings	25	68
Machinery and equipment	4	6
Vehicles	27	12
Office equipment	5	10
Auditors' remuneration		
Audit services	5	10
Other services	1	1
Professional fees	11	21
Administration and management fees	2	5
Research and development costs written off	3	6
Provision for deferred maintenance	-	(1)
Provision for post-retirement medical benefits	(13)	6

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
8.14 Equity adjustments		
Share of net income of associated companies	2,344	2,178
Portion included under exceptional items	(539)	17
Portion included under amortisation of goodwill	(33)	-
Share of net income of associated companies after exceptional items and amortisation	1,772	2,195
Dividends from associated companies	(683)	(1,110)
Share of net income retained by associated companies	1,089	1,085
Attributable to outside shareholders	7	2
	1,082	1,083
Exchange rate differences on translation between average rates and year-end rates	57	21
Equity adjustments transferred to non-distributable reserves	1,139	1,104
Amount of the share of net income, after exceptional items and amortisation, retained by associated companies, that has been accounted for from unaudited interim reports and management accounts.	224	178

The table below reflects the composition of equity-accounted income, excluding exceptional items and goodwill in amortisation, from significant associated companies:

	Effective interest %	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
R&R Holdings Soc. An.	33,3	1,170	1,252
Billiton plc	8,9	130	87
ABSA Group Limited	9,5	164	129
Other		880	710
		2,344	2,178

8.15 Exceptional items

Exceptional items of subsidiary companies consist of the following:

Costs of restructuring and discontinuance of operations	(2)	(21)
Amounts previously provided against fixed assets and investments written back	-	44
Net capital surplus/(loss) on the sale of long-term investments and businesses	234	(54)
Net capital surplus/(loss) on the sale of fixed assets	-	(4)
Donation to The Business Trust	(30)	-
Other	-	(7)
Taxation	202	(42)
	3	4
	205	(38)
Share of exceptional items of associated companies:		
Cost of restructuring of British American Tobacco plc	(362)	-
Impairment of mining assets of Gold Fields Limited	(205)	-
Other	28	17
	(334)	(21)
Attributable to outside shareholders	3	2
Attributable to own members	(331)	(23)
Total	(334)	(21)

	Year ended 31 March 2000 R'm		Year ended 31 March 1999 R'm		
8.16	Attributable to outside shareholders				
	Subsidiaries and joint ventures		76	105	
	Associated companies		10	2	
			86	107	
8.17	Dividend income				
	Included in operating income				
	Listed		1	12	
	Unlisted - other		4	-	
			5	12	
	Dividends from associated companies set off against investments				
	Listed		233	208	
	Unlisted		450	902	
			683	1 110	
8.18	Directors' emoluments				
	Year ended 31 March 2000		Year ended 31 March 1999		
	Executive	Non-executive	Executive	Non-executive	
	R'm	R'm	R'm	R'm	
	Fees	0,3	0,1	0,2	0,1
	Salaries	7,2	0,1	6,5	0,1
	Benefits	2,3	-	2,0	-
	Bonuses	0,6	-	0,7	-
		10,4	0,2	9,4	0,2

The amounts set out above show the directors' remuneration paid by Rembrandt Group Limited to the directors of Rembrandt Group Limited for the years under review and is not necessarily an indication of what would have been paid by Remgro Limited had the transaction been effective during those periods. In future, subject to implementation of the transaction, Remgro's directors' remuneration will be determined by the Remuneration Committee of the board of directors. All directors will be remunerated by a management company outside the Remgro Group. The Remgro Group will pay the management company fees for directors' and other services.

The cost of the group's long-term management incentive scheme is disclosed in note 8.19.

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
8.19 Long-term management incentive scheme		
After-tax cost of the long-term management incentive scheme charged against income in respect of:		
Executive directors of Rembrandt Group Limited	10	2
Other participants	1	-
	11	2

The amounts set out above show the costs of the scheme paid by Rembrandt Group Limited in respect of the Rembrandt participants for the years under review and is not necessarily an indication of what would have been paid by Remgro Limited had the transaction been effective during those periods.

These long-term management incentives will be replaced by alternative arrangements to incentivise management on a long-term basis.

8.20 Commitments

	At 31 March 2000 R'm
Capital commitments	
Uncompleted contracts for capital expenditure	41
Capital expenditure authorised but not yet contracted for	76
	117
Operating lease commitments	
Due within one year	28
Due thereafter	47
	75
	192

The abovementioned commitments will be financed from internal sources and borrowed funds.

8.21 Financial instruments

8.21.1 Credit risk

Financial assets which are subject to credit risk consist mainly of cash resources and debtors.

Cash resources are placed with various financial institutions subject to approved limits. All these institutions are of a high standing. Debtors are disclosed net of a provision for doubtful debt.

8.21.2 Interest rate risk

Subsidiary companies generally adopt a policy of ensuring that their borrowings are at market-related rates to address their interest rate risk.

8.21.3 Forward exchange contracts

Subsidiary companies undertake transactions denominated in foreign currency and hence exposures to exchange rate fluctuations arise. If deemed necessary, this exposure is hedged through the use of forward exchange contracts. The following forward exchange contract commitments which existed at 31 March 2000 have not been reflected in the balance sheet:

	Foreign currency millions	Average forward rate	Rand amount R'm
US Dollar	10	6,50	67
Other			4

8.21.4 Fair value

At 31 March 2000 the fair value of financial instruments reported in the financial statements equals their carrying value.

At 31 March 2000
R'm

8.22 Guarantees

Guarantees by subsidiary companies

23

There are no guarantees by the company in respect of its associated companies.

8.23 Retirement benefits

The company's subsidiaries have three defined benefit pension funds, three defined contribution pension funds and five defined contribution provident funds which are administered by insurance companies independently of the finances of the Remgro Group. All the funds are governed by the Pension Funds Act, 1956. All employees are obliged to accept membership of one of the funds.

One of the defined benefit pension funds is actuarially valued every three years by independent actuaries according to the projected benefit method. The other two funds are actuarially valued on a triennial basis according to the projected unit credit method. At the most recent valuations of these defined benefit pension funds, during 1998 and 1999, the total present value of the accrued liabilities amounted to R269 million. The total fair value of the funds' assets amounted to R322 million, which reflected funding levels of 126%.

The actuarial valuations were based on the following principal assumptions:

Investment returns	11,5% - 15,0%
Salary increases	5,0% - 13,5%
Discount factor	15,0%

Normally members contribute between 5,0% and 7,5% and employers between 9,5% and 12,5% of pensionable salaries to the funds. The companies' contributions are charged against income.

For the year under review some subsidiary companies enjoyed a total contribution holiday of R1,6 million.

Membership of, and company contribution to, the funds at 31 March 2000, were:

	Number of members	Company contribution R'm
Defined benefit funds	1 445	0,6
Defined contribution funds	8 940	20,0
	10 385	20,6

8.24 Post-retirement medical benefits

The present value of the liabilities of subsidiary companies regarding future contributions to medical aid schemes in respect of retirees, is determined annually by independent actuaries and pre-funded as follows:

8.24.1 In respect of members who, in the case of certain subsidiary companies, retired prior to 1 April 1998, the liabilities at 31 March 2000 amounted to R17 million. These liabilities have been fully provided for against income.

8.24.2 In respect of members who were employees of certain subsidiaries on 1 April 1998, the past service liabilities at those dates are being amortised over 20 years by annual contributions to suitable benefit funds. In respect of service after the aforementioned dates, annual contributions are also made to the benefit funds which, in the case of certain subsidiary companies, are equal to the value of the liabilities arising in respect of that year. In the case of other subsidiary companies they are based on a fixed percentage of the payroll. Contributions to the benefit funds are charged against income. The net liabilities in respect of accumulated past service at 31 March 2000 amounted to R27 million.

8.25 Related parties

Transactions

Related party transactions are concluded on an arm's length basis.

Subsidiaries

Details of investments in and income from subsidiaries are disclosed in notes 8.6 and 8.17. Please also refer to the detail in Section 2 of this report.

Associated companies

Details of investments in and income from associated companies are disclosed in notes 8.6 and 8.14 respectively. Please also refer to the detail in Section 2 of this report.

Directors

Details relating to directors' emoluments are disclosed in notes 8.18 and 8.19.

9. Cash flow statement

No cash flow statements are presented as the Remgro Group was only constituted on 1 April 2000.

	Year ended 31 March 2000 R'm	Year ended 31 March 1999 R'm
10. Material assets not owned		
The rental charges for material leased assets were as follows:		
Land and buildings	25	68
Vehicles	27	12
		At 31 March 2000 R'm
11. Contingencies		
Contingent liabilities		24
Claims		7

12. Subsequent events

The following are the material events that occurred subsequent to 31 March 2000:

- 12.1** During April 2000 Gencor Limited distributed its interests in Gold Fields Limited ("GFL"), Gold Fields of South Africa Limited ("GFSA") and Standard Bank Investment Corporation Limited ("Stanbic") to its shareholders by way of unbundling. Thereafter, GFSA also distributed its interests in GFL and Northam Platinum Limited ("Northam") to its shareholders by way of unbundling. After these unbundlings, Remgro's interests in these companies are as follows: GFL 11,3%, GFSA 18,1%, Stanbic 0,2% and Northam 11,6%.
- 12.2** R&R Holdings Soc. An. ("R&R"), in which Richemont holds the other two-thirds interest, exercised the put option in respect of one-half of the convertible redeemable preference shares of British American Tobacco plc ("BAT") at £5.75 per share. Consequently, R&R received £695 million on 7 June 2000 which amount was used to repay its debt to a former subsidiary company which, in terms of the transaction, became a subsidiary of R&V Holdings Limited (Jersey), an associated company of VenFin Limited. Remgro's effective interest in BAT reduced to 10,53%. Please refer to note 12.5 of the VenFin Limited accountants' report included in that company's revised listing particulars.
- 12.3** During July 2000 Hunt Leuchars & Hepburn Holdings Limited sold the sugar business of its wholly-owned subsidiary Transvaal Sugar Limited for R1 billion. Subject to Competition Commission approval the sale will be effective on 1 April 2000 after which Remgro intends making an offer to the minority shareholders. Please refer to the joint cautionary announcement dated 28 January 2000 in this regard.

None of the above subsequent events would result in a material adjustment to the pro forma earnings and net asset book value per share at 31 March 2000.

13. Opinion

Our examination of the information contained in this report was limited to a review of the audited annual financial statements of Remgro and Rembrandt and consolidated annual financial statements of Rembrandt. We conducted our review in accordance with the statement of South African Auditing Standards applicable to review engagements. This statement requires that we plan and perform the review to obtain moderate assurance that the financial information is free of material misstatements. A review is limited primarily to enquiries from the company personnel and analytical procedures.

Based on our review nothing came to our attention that caused us to believe that the non-financial information and financial information set out in paragraphs 5 to 12 of this report are not fairly presented in all material respects, in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act in South Africa.

14. Consent

We hereby consent to the inclusion of this report and the reference to our opinion in the combined circular to TIB, Tegkor, RBB, Rembrandt and Remgro shareholders, including the pre-listing statement of Remgro, in the form and context in which it appears.

Yours faithfully

PricewaterhouseCoopers Inc.
Chartered Accountants (SA)
Registered Accountants and Auditors

Bellville”

Extracts from the articles of association of Remgro

Control of the issue or disposal of authorised but unissued shares

3.2 Where the company in general meeting has granted a general authority to the directors, the directors may in their discretion allot, grant options over or otherwise deal with or dispose of any unissued shares to such persons at such times and on such terms and conditions and for such consideration, whether payable in cash or otherwise, as the directors may think fit.

Variation of rights attaching to shares

17.1.1 If at any time the share capital is divided into different classes of shares, all or any of the special rights or privileges attached to any class of shares may:

17.1.1.1 only be varied or cancelled by special resolution and with:

17.1.1.1.1 the prior written consent of three-quarters of the holders of the issued shares of that class; or

17.1.1.1.2 the prior sanction of a resolution passed by three-quarters of the holders of the shares of that class present or represented by proxy and voting at a separate general meeting;

17.1.1.2 be varied or cancelled as provided for in Article 17.1.1.1, whether or not the company is being wound-up or a winding-up is contemplated.

Voting rights

27.1.1 Subject to the provisions of the articles and to any special terms as to voting rights upon which any share may be issued or which may from time to time attach to a share, every member shall:

27.1.1.1 if the share capital is divided into shares of par value, be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the company;

27.1.1.2 if the share capital is divided into shares of no par value, be entitled to one vote in respect of each share he holds.

27.1.2 Notwithstanding the provisions of Article 27.1.1, a member of the company present in person or, if the member is a body corporate, represented, at any meeting of the company shall on a show of hands have only one vote, irrespective of the number of shares he holds or represents.

Directors' remuneration

29.2.1 The directors shall be entitled to such remuneration as the company in general meeting may from time to time determine, which remuneration shall be divided among the directors in such proportions as they may agree, or in absence of such agreement, equally, except that in such event any director holding office for less than a year shall only rank in such division in proportion to the period during which he has actually held office.

29.2.2 Such remuneration shall accrue to the directors from day to day.

29.2.3 Any director who:

29.2.3.1 serves on any executive or other committee; or

29.2.3.2 devotes special attention to the business of the company; or

29.2.3.3 goes or resides outside South Africa for the purpose of the company; or

29.2.3.4 otherwise performs or binds himself to perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director,

may be paid such extra remuneration or allowance in addition to or in substitution of the remuneration to which he may be entitled as a director, as a disinterested quorum of the directors may from time to time determine.

Appointment of directors

29.1.2 The directors shall have the power to appoint further directors, provided that:

- 29.1.2.1 the total number of directors will not exceed the maximum number set out in Article 29.1.1;
- 29.1.2.2 no appointment in terms of this Article 29.1.2 shall be valid unless at least two-thirds of the directors of the company at the time approve such appointment.

Directors' qualifications

29.1.3 A director shall not be required to hold any qualifying shares.

Term of office of directors

31.1.1 All the directors shall retire at the first annual general meeting and, subject to Article 36 hereof, at every annual general meeting thereafter, one-third of the directors for the time being or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office.

31.1.2 The directors so to retire shall be those who have been longest in office since their last election, but in the case of persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31.2.1 Retiring directors shall be eligible for re-election.

Borrowing powers

33.1 Subject to the provisions of Article 33.3, the directors may from time to time:

- 33.1.1 borrow for the purpose of the company such sums as they think fit;
- 33.1.2 secure the payment or repayment of any such sums or any other sum, as they think fit, whether by the creation and issue of debentures, mortgage or charge upon all or any of the property or assets of the company, including its uncalled or unpaid capital;
- 33.1.3 make such regulations regarding the transfer of debentures, the issue of certificates therefor (subject to Article 8 hereof) and all such other matters incidental to debentures as the directors think fit.

33.3 The directors shall procure (but as regards subsidiaries of the company only insofar as by the exercise of voting and other rights or powers of control exercisable by the company they can procure) that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by:

- 33.3.1 the company; and
- 33.3.2 all the subsidiaries for the time being of the company (excluding moneys borrowed or raised by any of such companies from any other of such companies but including the principal amount secured by any outstanding guarantees or suretyships given by the company or any of its subsidiaries for the time being for the share capital or indebtedness of any other company or companies whatsoever and not already included in the aggregate amount of the moneys so borrowed or raised),

shall not exceed the aggregate amount at that time authorised to be borrowed or secured by the directors of the company's holding company (if any) in respect of that holding company and all the then subsidiaries of that holding company, provided that no such sanction shall be required to the borrowing of any moneys intended to be applied and actually applied within ninety days in the repayment (with or without any premium) of any moneys then already borrowed and outstanding and notwithstanding that new borrowing may result in the abovementioned limit being exceeded.

Dividends

39.1 Subject to the provisions of the Act, the company in general meeting or the directors may from time to time declare a dividend.

39.3.1 The directors may from time to time declare and pay to the members such interim dividends as the directors consider to be justified.

39.4 Unless otherwise determined by the directors, dividends shall be declared payable to members registered as such on a date at least fourteen days after the date of the declaration of the dividend.

39.5 No larger dividend shall be declared by the company in general meeting than is recommended by the directors, but the company in general meeting may declare a smaller dividend.

39.6 All unclaimed dividends may be invested or otherwise made use of by the directors for the benefit of the company until claimed, provided that dividends unclaimed for a period of 3 (three) years from the date on which they were declared may be declared forfeited by the directors for the benefit of the company.

Rights on winding-up

52.1 If the company is wound-up the liquidator may, with the sanction of a special resolution of the members, divide among the members *in specie* or kind the whole or any part of the assets of the company and may for such purpose:

52.1.1 set a value which he deems fair upon any asset; and

52.1.2 determine how the division shall be carried out as between the members or different classes of members.

Details of loans

Loans payable

Borrower	Lender	Amount (R'm)	Terms and conditions	Interest rate (%)	Security	Conversion rights	If payable within 12 months, how financed	How loan arose
Transvaal Sugar Limited	Rand Merchant Bank	86,726	25-year debentures.	17,50	Unsecured	N/a	N/a	Debenture issue
Transvaal Sugar Limited	Rand Merchant Bank	143,018	Capitalised finance lease and instalment sale agreements. Repayable October 2004. Annual instalments.	17,94	Plant	N/a	Internal finance	Purchase of plant and equipment
Transvaal Sugar Limited	Rand Merchant Bank	7,251	Capitalised finance lease and instalment sale agreements. Repayable July 2005. Annual instalments.	16,07	Vehicles	N/a	Internal finance	Purchase of vehicles
Israel Edible Products Limited	First International Bank	9,878 (shekel denominated)	Capitalised finance lease and instalment sale agreements. Monthly instalments. Ongoing renewal	6,56	Machinery	N/a	Internal finance	Purchase of machinery
Transvaal Sugar Limited	ABSA	4,604	Fixed rate loan to October 2004. Annual instalments.	15,97	Unsecured	N/a	Internal finance	
Knorr Bestfoods Morocco SA	City Bank Credit du Maroc Banque Commerciale du Maroc	10,551 (dirham denominated)	7 to 10 equal half-yearly instalments.	8,25 – 9,00	Pledge of machinery and corporate guarantees	N/a	Internal finance	Purchase of machinery
Israel Edible Products Limited	First International Bank	0,899 (shekel denominated)	Variable rate loan, monthly instalments.	6,56	Unsecured	N/a	Internal finance	

Loans receivable

Borrower	Lender	Amount (R'm)	Interest rate (%)	Security	Conversion rights	Period of loan	How loan arose
Rainbow	Staff members	0,529	Prime	Pension/ Provident funds	N/a	Maximum 10 years	Staff housing loans
Rainbow - Epol	Farmers	1,269	-	Various	N/a	12 - 24 months	Farmers' assistance
HL&H	Share incentive scheme trust	1,941	-	Unsecured	N/a	Various	Funding of share incentive scheme
Robertsons	Paoz Fund Bank Limited	6,413	-	Unsecured	N/a	Call	Surplus in a severance pay fund

Contingent liabilities and guarantees

Name of company	Amount (R)	Details	Recipient
HL&H Group	1 597 000	Guarantees	Employee housing
HL&H Group	92 000	Guarantees	Commercial Bank of Africa
HL&H Group	239 000	Claims	Revenue penalties - Kenya
HL&H Group	812 000	Claims	Building contractor - Israel
HL&H Group	4 875 000	Claims	Customs
HL&H Group	813 000	Claims	Debt collection agency
Rainbow Chicken	365 000	Guarantees	Warranty on loans granted to owner-driver
Rainbow Chicken	23 603 000	Contingent liability	Legal action pending
Metkor	737 000	Commercial guarantees	Commercial guarantees
Financial Securities	19 000 000	Finsec options	Preference shareholders

Capital commitments

HL&H Group	28 730 000	Contracted but not spent	Will be funded by HL&H internal resources
Rainbow Chicken	12 319 000	Contracted but not spent	Will be funded by Rainbow available facilities
HL&H Group	48 097 000	Authorised by directors	Will be funded by HL&H internal resources
Rainbow Chicken	26 447 000	Authorised by directors	Will be funded by Rainbow available facilities

Operating lease commitments

HL&H Group	21 314 000	Due within one year
	36 287 000	Due thereafter
Rainbow Chicken	6 936 000	Due within one year
	11 026 000	Due thereafter

Principal immovable properties

The principal immovable properties owned by Remgro are:

Owner	Description of property	Situation	Area
Heerenhof Beleggings	Court House– training centre and guest house	Johannesburg	8,6042 ha
Stellenbosch Development	Head office building	Stellenbosch	28 420,71 m ²
Fleur du Cap	Guest house	Somerset West	19,8715 ha
Rainbow Farms (Proprietary) Limited	Farming land and related buildings	Hammarisdale	2 119,9915 ha
Rainbow Farms (Proprietary) Limited	Farming land and related buildings	Worcester	2 146,0499 ha
Rainbow Farms (Proprietary) Limited	Farming land and related buildings	Rustenburg	4 510,4557 ha
Rainbow Farms (Proprietary) Limited	Farming land and related buildings	East London	45,7247 ha
Bonny Bird Farms (Proprietary) Limited	Farming land and related buildings	Bellville	195,6445 ha
Bonny Bird Farms (Proprietary) Limited	Farming land and related buildings	Krugersdorp	724,2723 ha
Rainbow Farms (Ciskei) (Proprietary) Limited	Farming land and related buildings	Ndantsani	819,8086 ha
Hyflite Breeders (Proprietary) Limited	Farming land and related buildings	Carolina	391,7067 ha
Epol (Proprietary) Limited	Land and feedmill building	Worcester	3,8446 ha
Epol (Proprietary) Limited	Land and feedmill building	Pietermaritzburg	9,1646 ha
Transvaal Sugar Limited	Farm	Portion 5 of Mhlati No 170 JU Mkomazi	73,4751 ha
Transvaal Sugar Limited	Farm	Remaining portion of portion 1 Malelane 389 JU Mkomazi	1 147,6453 ha
Transvaal Sugar Limited	Farm	Portion 9 of Mhlati 170 JU Mkomazi	478,7555 ha
Transvaal Sugar Limited	Farm	Portion 1 of consolidated farm Weltevrede No 454 JU district Barberton	706,6375 ha
Transvaal Sugar Limited	Farm	Portion 4 of farm Lomati 466 JU Mkomazi	513,9192 ha
Transvaal Sugar Limited	Farm	Remaining portion of farm Mhlati 169 JU Mkomazi	130,4990 ha
Transvaal Sugar Limited	Farm	Portion 10 Kaalrug 465 JU Mkomazi	1 023,2598 ha
Transvaal Sugar Limited	Farm	Remaining portion of Tenbosch 153 JU	3 264,5953 ha
Transvaal Sugar Limited	Farm	Portion 1 Coopersdal 423 JU Mkomazi	1 719,3050 ha
Transvaal Sugar Limited	Farm	Portion 58 Tenbosch 162 JU Mkomazi	218,6795 ha
Transvaal Sugar Limited	Farm	Mweti 191 JU Mkomazi	608, 8780 ha
Gamwave (Proprietary) Limited	Irrigation facility	Prospecton	2 835 m ²

The principal immovable properties leased by Remgro are:

Lessee	Lessor	Description of property	Situation	Monthly rental R	Expiry date
Robertsons (Proprietary) Limited	Paladin Properties (Proprietary) Limited	Head office	Durban	316 780	31/07/2001
Robertsons Food (Proprietary) Limited	Factory Building Projects (Proprietary) Limited	Distribution centre	Driefontein	117 000	13/12/2001
Robertsons Food	Airports Company Limited	Distribution centre	Airport Park Prospecton	231 265	01/04/2008
Robertsons Food	Iscor Pension Fund	Distribution centre	Isipingo Prospecton	89 823	31/03/2002
Robertsons Foodservices (Proprietary) Limited	Atlas Properties	Food factory	Phoenix	66 605	30/09/2004
Robertsons Foodservices	Shyr-li Properties	Warehousing	Montague Gardens	32 818	30/09/2001
Robertsons Foodservices	Clearspan (Proprietary) Limited	Warehousing	Alrode	53 750	30/05/2004
Israel Edible Products Limited	State of Israel	Food factory	Haifa	70 000	2044
Israel Edible Products	State of Israel	Food factory	Safad industrial zone	30 000	2034
Israel Edible Products	State of Israel	Food factory	Arad industrial zone	30 000	2039
Israel Edible Products	State of Israel	Food factory	Hadera	30 000	2019
Israel Edible Products	Pereg United Industries Limited	Distribution centre	Atarot	70 000	01/10/2001
Knorr Bestfoods Morocco SA	Sarl Schang	Distribution centre	Casablanca	20 000	01/03/2001
HL&H	Kohler Packaging Limited	Head office	Sandton	22 704	30/11/2002

Acquisitions and disposals

During the last three financial years, the company has made the following disposals:

- During 2000, the company sold its 3,5% interest in Sappi Limited for R337 million on the JSE. A capital surplus of R194 million was realised and accounted for as an exceptional item.
- During 1999 the company sold:
 - the Standard Bank Investment Corporation Limited shares it received as a result of the unbundling of certain shares by Gold Fields of South Africa Limited to Sanlam for R244 million;
 - its 4,3% interest in Engen Limited to Petroliam National Berhad for R178,3 million;
 - the M-Cell and MIH/M-Web shares it received as a result of the unbundling of certain shares by Perskor Group Limited on the JSE for R55,4 million.
- During 1998 Metkor Group Limited ("Metkor"), in which the company is a shareholder, sold its interest in Usko Limited to Fedsure and Capital Partners. A capital surplus of R14 million was realised and accounted for as an exceptional item.

The company has made the following acquisitions during the last three financial years:

- **In 2000:**
 - the company invested a further amount of R30 million in Malbak Limited ("Malbak") to bring its interest to 44%. The shares were acquired from Lenco Holdings Limited;
 - the company acquired all of the shares of the minority shareholders of Metkor Group Limited. The acquisition was financed by R46 million cash plus 2,8 million shares in Dorbyl Limited; and
 - Rothmans International BV and British American Tobacco plc merged their businesses. R&R Holdings SA, in which the company holds a one-third interest, exchanged its 100% interest in Rothmans International for 35% of the enlarged British American Tobacco. The company's effective interest is 11,67%, made up of 25% in ordinary shares and 10% in convertible preference shares.
- **In 1999:**
 - Malbak acquired the packaging interests of Lenco Holdings Limited and the Group's 30% interest in Printpak Limited. During August 1998 Malbak acquired all of the shares of Kohler Limited ("Kohler") in terms of a scheme of arrangement. Accordingly, the company's shares in Kohler were exchanged for additional shares in Malbak. During October 1998 an additional investment of R96 million was made in Malbak, with shares acquired from Sanlam. On 31 March 1999, the Group's direct interest in Malbak was 42,8%;
 - Lenco Investment Holdings Limited ("Lenco") distributed its holding in Lenco Holdings Limited to shareholders by way of an unbundling. During August 1998 the company acquired additional shares in Lenco at a cost of R20 million, R16 million of which was acquired from Sanlam and the remaining R4 million on the JSE. On 31 March 1999 the company's effective interest in Lenco was 32,7%;
 - the company increased its direct investment in Dorbyl Limited to 16,5% at a cost of R32,9 million. The shares were acquired from Sanlam;
 - the company increased its interest in Rainbow Chicken Limited to 55,9% at a cost of R7,6 million. The shares were acquired from Sanlam;
 - the company acquired 14,2% of Business Partners Limited (formerly the Small Business Development Corporation Limited) from Standard Corporate and Merchant Bank, at a cost of R45 million.
- **In 1998:**
 - Malbak was restructured by way of an unbundling. Following an agreement with Sankorp Limited, the company exchanged certain shares received in terms of the unbundling for additional Malbak shares. After these transactions, the company's interest in Malbak was 19,2%. Malbak has subsequently been equity accounted as an associated company. On 7 November 1997 the company made an offer to the minority shareholders of Malbak to acquire 25% of their shareholding at R6,40

per share. As a result, the company acquired an additional 19,5% interest. On 31 March 1998 the company's interest in Malbak was 38,7%. The total net cost of these acquisitions was R338 million, after allowing for amounts received due to a capital reduction;

- the company acquired a direct interest of 7,2% in Kohler, a subsidiary of Malbak, at a cost of R140 million from Sanlam. This interest is also equity accounted;
- Gencor Limited sold all its non-precious metal assets to Billiton plc in exchange for Billiton shares, which were then distributed to Billiton shareholders. The company's interests in Gencor and Billiton are now 11,1% and 8,9%, respectively.

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