

# Remgro Limited

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

## Detailed terms announcement relating to the proposed unbundling by Remgro of 30 215 000 shares in Trans Hex Group Limited ("Trans Hex") to its shareholders

### 1. Introduction

The Board of Remgro has resolved to unbundle 30 215 000 shares in Trans Hex which equate to 28.49% of the entire issued share capital of Trans Hex ("Trans Hex shares") to its ordinary and "B" ordinary shareholders ("shareholders") in terms of section 90 of the Companies Act, No. 61 of 1973, and section 46 of the Income Tax Act, No. 58 of 1962 (the "proposed unbundling").

### 2. Rationale

During November 2009 it was decided to exit the investment in Trans Hex as the directors were of the opinion that shareholders should be given the choice of ownership given the company's exposure to the Angolan operations and potential upside that might result from it. Due to its size relative to Remgro the potential uplift will be materially diluted within Remgro. Accordingly the investment was reclassified as an investment "held for sale" with effect from 30 November 2009. Recently Trans Hex announced that agreement has been reached with the Angolan parties on the terms and structure of the Luana diamond concession, which is seen as a significant breakthrough. On 21 June 2010 the Remgro Board approved the unbundling of the investment in Trans Hex to its shareholders as a distribution.

The proposed distribution will afford shareholders the opportunity to obtain a direct shareholding in Trans Hex. It will increase the liquidity and free float of the Trans Hex shares on the JSE.

### 3. Details of the proposed unbundling

Remgro will, subject to the fulfilment of the condition precedent set out in paragraph 4 below, unbundle the Trans Hex shares to shareholders in the ratio of 5.85 Trans Hex shares for every 100 Remgro ordinary shares or unlisted "B" ordinary shares ("Remgro shares") held on the record date.

### 4. Condition precedent

The proposed unbundling is conditional upon shareholders approving at the Annual General Meeting ("AGM") the necessary ordinary resolution to implement the unbundling.

### 5. Details of the AGM

The AGM will be held on Wednesday, 18 August 2010 at 15:30 at the Conference Centre, Erinvale Estate Hotel & Spa, Lourensford Road, Somerset West, 7130, for the purpose of, *inter alia*, considering and, if deemed fit, passing the ordinary resolution required to give effect to the proposed unbundling.

### 6. Pro forma financial effects of the proposed unbundling

The table below summarises the unaudited *pro forma* financial effects of the proposed unbundling on shareholders based on the audited results of Remgro for the year ended 31 March 2010.

The unaudited *pro forma* financial effects are the responsibility of the Remgro directors and have been prepared for illustrative purposes only to provide information about how the proposed unbundling may have affected the financial position of the shareholders on the relevant reporting date. Due to its nature, the unaudited *pro forma* financial effects may not be a fair reflection of Remgro's financial position after the implementation of the proposed unbundling or of Remgro's future earnings.

	Audited financial results at 31 March 2010 before the proposed unbundling (cents)	Unaudited <i>pro forma</i> results after the proposed unbundling (cents)	Change (%)
Earnings per Remgro share	629.4	624.7	(0.7)
Fully diluted earnings per Remgro share	616.3	611.5	(0.8)
Headline earnings per Remgro share	690.1	688.1	(0.3)
Fully diluted headline earnings per Remgro share	676.4	674.4	(0.3)
Net asset value per Remgro share	8 438	8 426	(0.1)
Net tangible asset value per Remgro share	8 368	8 355	(0.2)

#### Notes:

- The *pro forma* financial effects are based on the audited results of Remgro for the year ended 31 March 2010. The financial impact on the earnings of Remgro are illustrated as if the proposed unbundling had been completed on 1 April 2009, while the impact on the net assets of Remgro are shown as if the proposed unbundling had been implemented on 31 March 2010.
- A Trans Hex ordinary share price of R1.45 and R3.51 at 31 March 2009 and 31 March 2010 respectively, were used in the calculation of the *pro forma* financial effects.

### 7. Salient dates and times

The salient dates and times for the proposed unbundling are set out below:

	2010
Post unbundling circular together with the Annual Report to shareholders on	Monday, 26 July
Last day for receipt of proxy forms for the meeting by 15:30 on	Monday, 16 August
AGM to be held at 15:30 on	Wednesday, 18 August
Results of the AGM released on SENS on	Wednesday, 18 August
Results of the AGM published in the press on	Thursday, 19 August
Last day to trade in Remgro shares in order to participate in the proposed unbundling on	Friday, 3 September
Remgro shares trade "ex" entitlement to Trans Hex shares in terms of the proposed unbundling on	Monday, 6 September
Record date to participate in the proposed unbundling on	Friday, 10 September
Proposed unbundling date on	Monday, 13 September
Dematerialised shareholders will have their accounts with their CSDP or broker updated with the Trans Hex shares received pursuant to the proposed unbundling on	Monday, 13 September
Share certificates in respect of the Trans Hex shares will be posted, by registered post, at the risk of the certificated shareholder concerned, to certificated shareholders on or about	Monday, 13 September

#### Notes:

- These dates and times are subject to change. Any material change will be released on SENS and published in the press.
- Any reference to time is a reference to South African time.
- No dematerialisation or rematerialisation of ordinary share certificates may take place between Monday, 6 September 2010, and Friday, 10 September 2010, both days inclusive.

### 8. Posting of the circular

A circular providing full details of the proposed unbundling will be posted together with the Annual Report to shareholders on or about Monday, 26 July 2010.

Johannesburg  
21 June 2010

Merchant bank and sponsor to  
Remgro and Trans Hex



Attorneys to Remgro

