



HERMANUSDOORNS SHAREBLOCK LTD

Reg 91/06901/06

c/o 33 Western Boulevard, City West, Johannesburg.
Tel: (011) 630-3002 Fax: (011) 630-3235

5th August 2011

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Hermanusdoorns Shareblock Limited ("The Company") will be held at the entertainment area, near the swimming pool area of the Farm, Hermanusdoorns on 3rd SEPTEMBER 2011 at 11h00, for the purpose of dealing with the business and considering and, if deemed fit, with or without modification, the resolutions set out below:

1. Welcome
2. Attendance Register
3. Notice convening meeting and quorum
4. Apologies and proxies
5. Presentation of Financial Statements.
6. Ordinary Business
 - a. **Ordinary Resolution 1**
Resolved as Ordinary Resolution 1 to approve the minutes of the previous Annual General Meeting held on 2ND October 2010.
 - b. **Ordinary Resolution 2**
Resolved as Ordinary Resolution 2 to receive and adopt the Company's annual financial statements for the year ended 28 February 2011 together with the reports of the directors and auditors.
 - c. **Ordinary Resolution 3**
Resolved as Ordinary Resolution 3 to re-appoint Russell James and Company Incorporated (Incorporating Core Chartered Accountants (SA)) as auditors to the Company until the conclusion of the next Annual General Meeting.
 - d. **Ordinary Resolution 4**
Resolved as Ordinary Resolution 4 to ratify the appointment of Charles Hattingh as a Director of the company.

7. Special Business

To consider, and if deemed fit, to pass with or without modification the following resolution, which is proposed as a special resolution:

Special Resolution 1

i. Preamble to Special Resolution 1

In a previous AGM (2006) an ordinary resolution was passed prohibiting shares to be held in a syndicate. At the request from shareholders at the AGM of 2010, the Board was tasked to re-evaluate this resolution and if necessary propose a suitable solution that would allow the transfer of shares to more than one individual. This was of specific relevance to existing shareholders that wished to bequeath their share to their children in the event of death. This is also of relevance to existing shares that are not currently held by Natural Persons.

ii. Resolution

Resolved as Special Resolution 1 that the following clause be inserted into the Articles of association

TRANSFER OF SHARES TO MORE THAN ONE INDIVIDUAL (SYNDICATES)

1 Existing Syndicates will remain unchanged from the existing levy structure and will be treated as follows:

1.1 Existing levy structures will continue to apply as follows:

No of Persons holding a single share	Levy as a % of the ruling Non Resident Levy	Levy per member as a % of the Ruling Non resident Levy
1	100.0%	100%
2	133.3%	66.7%
3	166.7%	55.6%
4	200.0%	50.0%

1.2 The exact make up of the syndicate must be proved each year in February to determine the appropriate levy. This will apply to all shares registered in legal structures other than that of a Natural Person

2 Shares may be transferred to more than one individual under the following conditions:

2.1 Shares, or portions thereof, may only be registered in the name of a natural person

2.2 Levies applicable to shares held by more than one individual will be determined by a specific formula that is determined by the number of individuals holding the share as follows:

No of Persons holding a single share	Levy as a % of the ruling Non Resident Levy	Levy per member as a % of the Ruling Non resident Levy
1	100%	100%
2	150%	75.0%
3	200%	66.7%
4	300%	75.0%
5	400%	80.0%
6	600%	100.0%
>6	100% X No of Members	100.0%

3 No further shares will be registered in Companies, Trusts, Closed Corporations or any legal entity other than that of a Natural Person.

4 This Resolution will be applicable from the date of the AGM and will apply only to new share registrations and transfer of existing shares.

The reason for and effect of the special resolution 1 is to change the provisions regarding the treatment of Syndicate owners in respect of both conditions of registration and levy structure whilst protecting the status quo for existing syndicates or shares that are not registered to Natural Persons.

8. Re-election of Directors

As per the amended Articles of Association, no directors retire from office at this point in time.

9. Presentation of Business Plan and general issues

- a. General Business
- b. Fauna and Flora Action Plan

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

11. General

All shareholders are entitled to attend, speak and vote at the meeting and a form of proxy is enclosed for the convenience of any shareholder who is unable to do so.

The proxy form should be completed and sent to/lodged with the Company at:

- Federal-Mogul, 33 Western Boulevard, City West, Johannesburg
- Elma.seymore@federalmogul.com
- Fax: (011) 630-3235

These proxies, as per the Memorandum of Association of the Company are to be received not later than **11h00 on 1st September 2011**, being 48 hours before the time for holding the meeting.

Any member who completes and lodges the form of proxy will nevertheless be entitled to attend, speak and vote in person (to the exclusion of a previously appointed proxy holder) should he afterwards decide to do so.

Each shareholder is entitled to appoint one proxy (who need not be a shareholder) to attend, speak and vote in his stead.

BY ORDER OF THE BOARD

MJ PERRIE
MANAGING DIRECTOR