Remgro Limited

Registration number 1968/006415/06 ISIN ZAE000026480 Share code REM

SALIENT FEATURES

Final ordinary dividend per share	110 cents
Headline earnings per share	−41.7%
Headline earnings per share from continuing operations	−30.3%
Intrinsic value per share at year-end	R99.15
Successful unbundling of BAT shares and Reinet depositary receipts to shareholders	

AUDITED CONSOLIDATED RESULTS

for the year ended 31 March 2009 and cash dividend declaration

ABRIDGED CONSOLIDATED BALANCE SHEET

	2009 R'm	2008 R'm
ASSETS		
Property, plant and equipment	**2 756**	2 568
Biological agricultural assets	**76**	67
Investment properties	**34**	33
Intangible assets	**394**	408
Investments – Associated companies	**23 795**	43 175
– Joint ventures	**84**	64
– Other	**4 742**	8 551
Retirement benefits	**100**	103
Loans	**100**	2
Deferred taxation	**10**	4
Investment in money market funds	**1 578**	–
Cash and cash equivalents	**5 050**	3 934
Other current assets	**3 397**	2 918
Total assets	**42 116**	61 827
EQUITY AND LIABILITIES		
Shareholders' equity	**38 072**	57 227
Minority interest	**715**	648
Total equity	**38 787**	57 875
Interest-bearing loans	**242**	311
Other non-current liabilities	**981**	1 683
Non-interest-bearing current liabilities	**2 106**	1 958
Total equity and liabilities	**42 116**	61 827
Net asset value per share (Rand)		
– At book value	**R80.75**	R121.11
– At intrinsic value (*unaudited*)		
– at year-end	**R99.15**	R253.67
– at 19 June 2009 (17 June 2008)	**R101.12**	R242.26

ABRIDGED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	2009 R'm	2008 R'm
Balance at 1 April	**57 875**	46 427
Total income accounted for	**38 709**	14 377
Exchange rate adjustments	**(436)**	2 362
Net fair value adjustments for the year	**(3 563)**	1 962
Net (loss)/income directly accounted for in equity	**(3 999)**	4 324
Realised to the income statement	**(2 716)**	–
Net profit for the year	**45 424**	10 053
Dividends paid	**(1 990)**	(2 252)
Dividend *in specie*	**(54 819)**	–
Increase of interest in subsidiary company	**–**	(660)
Purchase of shares by wholly owned subsidiary (treasury shares)	**(666)**	–
Capital invested by minorities	**14**	58
Transfer between reserves and other movements	**23**	53
Change in reserves of associated companies and joint ventures	**(531)**	(165)
Net disposal/(purchase) of shares by The Remgro Share Trust	**213**	(18)
Long-term share incentive scheme reserve	**(37)**	18
Shares issued	**–**	37
Cancellation of treasury shares	**(4)**	–
Balance at 31 March	**38 787**	57 875

ABRIDGED CONSOLIDATED CASH FLOW STATEMENT

	2009 R'm	2008 R'm
Cash flow from operating activities	**1 129**	1 226
Taxation paid	**(280)**	(497)
Dividends received	**1 494**	3 548
Cash available from operating activities	**2 343**	4 277
Dividends paid	**(2 120)**	(2 252)
Net cash inflow from operating activities	**223**	2 025
Investing activities	**2 631**	(3 438)
Financing activities	**10**	84
Net increase/(decrease) in cash and cash equivalents	**2 864**	(1 329)
Investment in money market funds	**(1 578)**	–
Exchange rate gain/(loss) on foreign cash	**(98)**	259
Cash and cash equivalents at the beginning of the year	**3 831**	4 901
Cash and cash equivalents at the end of the year	**5 019**	3 831
Cash and cash equivalents – per balance sheet	**5 050**	3 934
Bank overdraft	**(31)**	(103)

ABRIDGED CONSOLIDATED INCOME STATEMENT

	2009 R'm	2008 R'm
Continuing operations		
Sales	**11 455**	9 447
Inventory expenses	**(7 245)**	(5 415)
Personnel costs	**(1 744)**	(1 621)
Depreciation	**(271)**	(251)
Other net operating expenses	**(1 480)**	(1 109)
Trading profit	**715**	1 051
Dividends received	**355**	274
Interest received	**197**	296
Finance costs	**(49)**	(43)
Net impairment of investments, assets and goodwill	**(442)**	19
Profit on sale and restructuring of investments	**24**	1 665
Consolidated profit before tax	**800**	3 262
Taxation	**(268)**	(419)
Consolidated profit after tax	**532**	2 843
Share of after-tax profit of associated companies and joint ventures	**2 389**	3 825
Net profit for the year from continuing operations	**2 921**	6 668
Discontinued operations		
Profit for the year from discontinued operations	**42 503**	3 385
Net profit for the year	**45 424**	10 053
Attributable to:		
Equity holders	**45 330**	9 893
Continuing operations	**2 827**	6 508
Discontinued operations	**42 503**	3 385
Minority interest	**94**	160
	45 424	10 053
ASSOCIATED COMPANIES AND JOINT VENTURES		
Share of after-tax profit of associated companies and joint ventures (continuing operations)		
Profit before taking into account impairments, non-recurring and capital items	**3 208**	5 070
Net impairment of investments, assets and goodwill	**(253)**	(18)
Profit on the sale of investments	**360**	188
Other non-recurring and capital items	**(11)**	32
Profit before tax and minority interest	**3 304**	5 272
Taxation	**(809)**	(1 153)
Minority interest	**(106)**	(294)
	2 389	3 825

RECONCILIATION OF HEADLINE EARNINGS

	2009 R'm	2008 R'm
CONTINUING OPERATIONS		
Net profit for the year attributable to equity holders	**2 827**	6 508
Plus/(minus):		
– Net impairment of investments, assets and goodwill	**442**	(15)
– Profit on sale and restructuring of investments	**(24)**	(1 665)
– Net (surplus)/loss, on disposal of property, plant and equipment	**3**	(114)
– Non-headline earnings items included in equity accounted earnings of associated companies and joint ventures	**(117)**	(208)
– Taxation effect of adjustments	**34**	32
– Minority interest	**3**	13
Headline earnings from continuing operations	**3 168**	4 551
DISCONTINUED OPERATIONS		
Net profit for the year attributable to equity holders	**42 503**	3 385
Plus/(minus):		
– Profit on the distribution of investments	**(40 805)**	–
– Non-headline earnings items included in equity accounted earnings of associated companies and joint ventures	**(223)**	86
– Taxation effect of adjustments	**17**	(26)
– Minority interest	**–**	(5)
Headline earnings from discontinued operations	**1 492**	3 440
Total headline earnings from continuing and discontinued operations	**4 660**	7 991

EARNINGS AND DIVIDENDS

	2009 Cents	2008 Cents
Headline earnings per share		
– Basic	**987.7**	1 692.8
Continuing operations	**671.5**	964.1
Discontinued operations	**316.2**	728.7
– Diluted	**954.8**	1 649.0
Continuing operations	**659.2**	928.3
Discontinued operations	**295.6**	720.7
Earnings per share		
– Basic	**9 607.9**	2 095.7
Continuing operations	**599.2**	1 378.7
Discontinued operations	**9 008.7**	717.0
– Diluted	**9 570.4**	2 048.9
Continuing operations	**584.6**	1 339.5
Discontinued operations	**8 985.8**	709.4
Dividends per share		
Ordinary	**190.00**	510.00
– Interim	**80.00**	180.00
– Final	**110.00**	330.00

ADDITIONAL INFORMATION

	2009 R'm	2008 R'm
Discontinued operations		
Equity accounted income from discontinued operations	**2 417**	3 385
Realisation of reserves previously deferred in equity	**2 695**	–
Pre-tax profit on disposal of discontinued operations	**38 068**	–
Tax on the disposal of discontinued operations	**(677)**	–
Profit for the year from discontinued operations	**42 503**	3 385

On 7 October 2008 Remgro shareholders approved the unbundling of the investment in BAT by way of an interim dividend *in specie*, and on 3 November 2008 Remgro distributed 192.9 million ordinary shares in BAT and 302.6 million Reinet Investments S.C.A. (Reinet) depositary receipts (DRs) to Remgro shareholders in the ratio of 40.6054 BAT ordinary shares and 63.6977 Reinet DRs for every 100 Remgro shares held. Refer to the section on BAT below for further details of the unbundling.

	2009	2008
Number of shares in issue		
– Ordinary shares of 1 cent each	**439 479 751**	449 003 606
Issued at 1 April	**449 003 606**	448 802 207
Issued during the year	**–**	201 399
Cancelled during the year	**(9 523 855)**	–
– Unlisted B ordinary shares of 10 cents each	**35 506 352**	35 506 352
Total number of shares in issue	**474 986 103**	484 509 958
Number of shares held in treasury	**(3 500 000)**	(11 972 555)
– Ordinary shares repurchased and held in treasury	**(3 500 000)**	(8 554 019)
– Ordinary shares held by The Remgro Share Trust and accounted for as treasury shares	**–**	(3 418 536)
	471 486 103	472 537 403
Weighted number of shares	**471 798 001**	472 052 993

In determining earnings per share and headline earnings per share the weighted number of shares was taken into account.

	2009 R'm	2008 R'm
Listed investments		
Associated		
– Book value	**16 838**	16 665
– Market value	**18 904**	22 147
Other		
– Book value	**4 651**	8 483
– Market value	**4 651**	8 483

ADDITIONAL INFORMATION *(continued)*

	2009 R'm	2008 R'm
Unlisted investments		
Associated		
– Book value	**6 957**	26 510
– Directors' valuation	**11 407**	82 286
Joint ventures		
– Book value	**84**	64
– Directors' valuation	**84**	64
Other		
– Book value	**91**	68
– Directors' valuation	**91**	68
Additions to and replacement of property, plant and equipment	**463**	464
Capital commitments	**751**	888
(Including amounts authorised, but not yet contracted for)		
Guarantees and contingent liabilities	**435**	58
Dividends received from associated companies and joint ventures set off against investments	**1 528**	3 297

COMMENTS

1. ACCOUNTING POLICIES

The annual financial statements are prepared on the historical cost basis, unless otherwise indicated, in accordance with International Financial Reporting Standards (IFRS), including IAS 34: Interim Financial Reporting, and in accordance with the requirements of the Companies Act (No. 61 of 1973), as amended, and the Listings Requirements of the JSE Limited.

These financial statements incorporate accounting policies that have been consistently applied to both years presented.

During the year new accounting interpretations and amendments to IFRS became effective. The adoption of these new accounting interpretations and amendments to IFRS had no impact on the results of either the current or prior years.

2. COMPARISON WITH PRIOR YEAR

With effect from 3 November 2008 the investment in British American Tobacco Plc (BAT) was distributed to Remgro shareholders as an interim dividend *in specie*. For the year under review the investment in BAT was accordingly only equity accounted for the seven months to 31 October 2008, resulting in distortions when comparing the headline earnings for the two years reported on.

In order to facilitate year-on-year comparison, headline earnings and headline earnings per share are also presented for continuing operations, which excludes the equity accounted income of BAT, as well as all non-recurring costs relating to the unbundling.

3. RESULTS

Headline earnings

For the year to 31 March 2009 both headline earnings and headline earnings per share decreased by 41.7% from R7 991 million to R4 660 million and from 1 692.8 cents to 987.7 cents respectively.

Contribution to headline earnings

	Year ended 31 March 2009 R'm	2008 R'm
Tobacco interests	**2 295**	3 579
Financial services	**1 576**	2 120
Industrial interests	**1 318**	1 895
Mining interests	**164**	264
Corporate finance and other interests	**(693)**	133
	4 660	7 991

Currency movements continued to impact the tobacco interests' contribution to the Group's earnings. Due to the weaker rand, the positive currency impact on translation of R&R Holdings SA, Luxembourg's (R&R) contribution to headline earnings (consisting mainly of equity accounted income from BAT) was R141 million during the year under review, compared to R250 million in 2008, as set out in the table below.

	Year ended 31 March 2009	2008
Average exchange rate (R/£)	**15.2235**	14.2882
R&R's contribution(£'m)	**151**	251
R&R's contribution (R'm)	**2 295**	3 579
Favourable currency impact (R'm)	**141**	250

COMMENTS *(continued)*

The combined contribution of FirstRand and RMBH to Remgro's headline earnings from financial services amounted to R1 576 million (2008: R2 120 million). The decrease of 25.7% can be attributed mainly to an increase in bad debts in the retail lending business of the banking division as well as to equity trading losses.

The contribution of the industrial interests decreased by 30.4% to R1 318 million (2008: R1 895 million). Total South Africa's contribution to headline earnings amounted to a loss of R25 million (2008: R207 million profit). The results of Total South Africa were materially impacted by the lower international oil price during the second half of 2008, resulting in substantial stock losses. Kagiso Trust Investments' (KTI) contribution to headline earnings amounted to a loss of R139 million (2008: R88 million profit). KTI's results were negatively impacted by unfavourable fair value adjustments amounting to R368 million (2008: R38 million favourable) relating to its holding of Metropolitan Holdings Limited convertible preference shares. Distell reported good results with its contribution to headline earnings amounting to R304 million (2008: R261 million). Rainbow reported lower results with its contribution to Remgro's headline earnings amounting to R235 million (2008: R377 million), while Unilever's contribution to headline earnings amounted to R231 million (2008: R229 million). Tsb Sugar reported excellent results with its contribution to headline earnings amounting to R187 million (2008: R121 million). Tsb Sugar's results were favourably impacted by the current high world price of sugar as well as favourable climatic conditions resulting in high levels of sugar production. Medi-Clinic and Nampak's contribution to headline earnings amounted to R288 million and R105 million respectively (2008: R285 million and R163 million).

Mining interest's contribution to headline earnings decreased by 37.9% to R164 million (2008: R264 million). Dividends received from Implats amounted to R346 million (2008: R267 million). Trans Hex reported a headline loss of R637 million for the year under review (2008: R8 million loss). Remgro's share of this loss amounted to R182 million (2008: R3 million loss). Included in Trans Hex's results for the 2009 financial year are impairment losses amounting to R370 million.

The contribution of corporate finance and other interests decreased to a headline loss of R693 million (2008: R133 million profit). The decrease can be attributed mainly to Secondary Taxation on Companies (STC) amounting to R686 million payable on the dividend *in specie*, as well as losses amounting to R108 million which were equity accounted from the investment in Xiocom (2008: R38 million loss for eight months of the year). Lower interest rates than in the comparative year also resulted in a decrease in the contribution from the central treasury division of R36 million. Also included in headline earnings, are foreign currency profits amounting to R50 million realised on the repatriation of R&R dividends.

Headline earnings from continuing operations

In order to facilitate year-on-year comparison, headline earnings and headline earnings per share are also presented for continuing operations, which excludes the equity accounted income of BAT, as well as all non-recurring costs relating to the unbundling, as set out in the following table.

	Year ended 31 March **2009** **R'm**	 2008 R'm
Headline earnings as reported	**4 660**	7 991
Equity accounted income of BAT	**(2 211)**	(3 440)
STC on the BAT unbundling	**686**	–
Other non-recurring costs relating to the unbundling	**33**	–
Headline earnings from continuing operations	**3 168**	4 551
Headline earnings per share as reported (cents)	**987.7**	1 692.8
Headline earnings per share from continuing operations (cents)	**671.5**	964.1

Headline earnings from continuing operations decreased by 30.4% from R4 551 million to R3 168 million, while headline earnings per share from continuing operations decreased by 30.3% from 964.1 cents to 671.5 cents.

Earnings

Total earnings increased by 358.2% to R45 330 million (2008: R9 893 million), mainly as a result of the capital gain amounting to R40 805 million realised on the unbundling of the investment in BAT.

During the year under review Remgro made an impairment provision amounting to R438 million in respect of three of its investments, i.e. Dorbyl, Trans Hex and PGSI, as their carrying values exceeded their estimated recoverable amounts.

4. INTRINSIC VALUE

Remgro's intrinsic value per share at 31 March 2009 was R99.15. The intrinsic value per share on Friday, 19 June 2009 was R101.12.

	2009 **R'm**	2008 R'm
Tobacco interests	**–**	69 018
Financial services	**12 030**	15 104
Industrial interests	**24 135**	25 271
Mining interests	**4 267**	8 670
Other	**1 237**	(242)
Cash and liquid assets at the centre	**5 967**	3 273
	47 636	121 094
Potential CGT liability	**(887)**	(1 233)
Intrinsic net asset value after tax	**46 749**	119 861
Issued shares after deduction of shares repurchased and the shares in The Remgro Share Trust (million)	**471.5**	472.5
Intrinsic value per share (R)	**R99.15**	R253.67

Further details are available on the website and will be included in the report that will be mailed to shareholders.

5. BRITISH AMERICAN TOBACCO PLC (BAT)

Prior to the unbundling of the investment in BAT during November 2008, Remgro's interest in BAT was represented by its one-third holding of the ordinary shares and all of the "2005" participation securities issued by R&R. The balance of the ordinary share capital of R&R was held by Compagnie Financière Richemont SA. In addition to the above, Remgro also held one-third of the "2006" participation securities issued by R&R.

For the seven months to 31 October 2008 Remgro's share of R&R's headline earnings consisted of 35.46% of R&R's share of the attributable profit of BAT and its share of R&R's non-BAT income (including income attributable to its investment in the "2006" participation securities referred to above).

	2009 **£'m**	2008 £'m
Attributable profit of BAT before non-recurring and capital items	**1 359**	2 275
R&R's share of the attributable profit of BAT:		
– 30.06% to 30.20% (2008: 29.62% to 29.97%)	**410**	679
R&R's non-BAT income	**10**	12
R&R's headline earnings for the year ended 31 March	**420**	691
Remgro's share thereof:		
– 35.46% of R&R's share of the attributable profit of BAT	**145**	241
– portion of R&R's non-BAT income	**6**	10
	151	251
	R'm	R'm
Translated at an average R/£ rate of 15.2235 (2008: 14.2882)	**2 295**	3 579

BAT has a 31 December year-end and reports to its shareholders on a quarterly basis. Additional information in respect of BAT, including copies of the annual and quarterly reports, is available from the BAT website at www.bat.com.

On 7 October 2008 Remgro shareholders approved the unbundling of the investment in BAT by way of an interim dividend *in specie*, and on 3 November 2008 Remgro distributed 192.9 million ordinary shares in BAT and 302.6 million Reinet Investments S.C.A. (Reinet) depositary receipts (DRs) to Remgro shareholders in the ratio of 40.6054 BAT ordinary shares and 63.6977 Reinet DRs for every 100 Remgro shares held.

The interim dividend *in specie* amounted to a total amount of R55.2 billion and Secondary Taxation on Companies (STC) of R686.0 million was payable on this dividend. In addition to the STC payable, Securities Transfer Tax (STT) amounting to R144.1 million was also payable. As R129.7 million of the STT was paid on behalf of Remgro shareholders with the unbundling of the ordinary shares in BAT to them, this amount is included in the interim dividend *in specie* referred to above.

Due to the fact that the ordinary shares in BAT and Reinet DRs were distributed at market value, a capital gain of R40 805.0 million was realised on the dividend *in specie*.

All cautionary and other announcements relating to the unbundling of the investment in BAT are available on Remgro's website at www.remgro.com.

6. OTHER INVESTMENTS

The most important changes to Remgro's other investments during the year under review were as follows:

Repurchase of Remgro shares

At 31 March 2008 8 554 019 Remgro ordinary shares (1.9%) were held as treasury shares. During the six months ended 30 September 2008 a wholly owned subsidiary company of Remgro acquired 3 500 000 Remgro ordinary shares at an average price of R189.71 for a total amount of R666.4 million. These shares were acquired for the purpose of hedging the new share appreciation rights scheme that was implemented subsequent to the unbundling of the investment in BAT. At 30 September 2008, 12 054 019 Remgro ordinary shares (2.7%) were held as treasury shares.

During the year under review no Remgro ordinary shares were purchased by The Remgro Share Trust, while 1 042 426 shares were delivered to participants against payment of the subscription price.

Subsequent to 30 September 2008, as part of the preliminary steps to the unbundling of the investment in BAT, the 8 554 019 Remgro ordinary shares held as treasury shares and 969 836 of the Remgro ordinary shares held by The Remgro Share Trust, were cancelled after the unbundling of the investment in BAT was approved by Remgro shareholders. The balance of the Remgro ordinary shares held by The Remgro Share Trust were delivered to participants and a wholly owned subsidiary company of Remgro provided a direct finance facility to the participants to allow them to settle the outstanding purchase price. At 31 March 2009 the outstanding amount of the direct finance facility amounted to R73.6 million and this amount is included in the balance sheet as a non-current asset under "Loans".

At 31 March 2009, 3 500 000 Remgro ordinary shares (0.8%) were held as treasury shares.

As a result of the 3.5 million treasury shares acquired and as part of the unbundling of the investment in BAT, the wholly owned subsidiary company that acquired the treasury shares, also received ordinary shares in BAT and Reinet DRs. At 31 March 2009, 1 252 712 ordinary shares in BAT and 1 966 260 Reinet DRs were held. These investments were classified as financial instruments "available-for-sale" for accounting purposes and only dividend income from these investments will in the future be accounted for in the income statement. The unbundling of the investment in BAT also resulted in Remgro receiving 196 626 Reinet warrant receipts. These warrant receipts were sold during December 2008 and an after-tax capital gain of R2.9 million was realised on this transaction.

Xiocom Wireless, Inc. (Xiocom)

During the 2008 financial year Remgro acquired a 37.5% interest, on a fully diluted basis, in Xiocom, a USA company that specialises in the deployment and operation of wireless broadband networks. Remgro has conditionally committed funds amounting to $50.0 million to Xiocom and on 31 March 2008 $11.25 million had already been invested. During the year under review Remgro invested a further $17.5 million in Xiocom.

For the year under review Xiocom was equity accounted for the twelve months to 31 March 2009, compared to eight months in the comparative year.

PG Group of Companies (PGSI)

With effect from 31 July 2007 Remgro acquired a 24.5% interest, on a fully diluted basis, in PGSI for R719.5 million. PGSI is the foreign holding company of the Plate Glass group. During the year under review Remgro invested a further $1.0 million (or R7.9 million) in PGSI. On 31 March 2009, Remgro's interest in PGSI, on a fully diluted basis, was 25.0%.

During March 2009 Remgro advanced a bridging loan amounting to R29.0 million to PGSI in anticipation of a PGSI rights offer intending to raise up to R300 million from shareholders.

For the year ended 31 March 2009 PGSI, which has a December year-end, has been equity accounted for the twelve months to December 2008 compared to the five months to December 2007 in the comparative year.

Kagiso Trust Investments (Pty) Limited (KTI) and the Kagiso Infrastructure Empowerment Fund (KIEF)

During the 2007 financial year, Remgro entered into agreements with KTI and KIEF, in terms of which it committed funds amounting to R350 million to KIEF. The fund has a target size of R650 million and aims to invest in infrastructure projects, including roads, airports, power and telecommunication installations, railway systems, ports, water and social infrastructure. By 31 March 2008, Remgro invested R50.4 million of the R350 million committed. During the year under review Remgro invested a further R24.7 million in KIEF.

Business Partners Limited (Business Partners)

During the year under review Remgro acquired a further 930 900 Business Partners shares for a total amount of R5.8 million. On 31 March 2009, Remgro's interest in Business Partners was 20.8% (31 March 2008: 20.2%) on a fully diluted basis.

Tsb Sugar Holdings (Pty) Limited (Tsb Sugar)

With effect from 1 April 2007 Tsb Sugar concluded the Tenbosch land claim whereby it disposed of 4 800 hectares (ha) of irrigated sugarcane agricultural land in the Nkomazi region to land claimants in terms of a land reform transaction for an amount of R285 million. The transaction constituted the first phase of Tsb Sugar's land reform process.

The second phase of Tsb Sugar's land reform transactions of approximately 6 000 ha is currently in progress and consists of the remaining claimed land, situated mainly in the Malelane area. This transaction is expected to be completed in the next financial year.

Post balance sheet events:

KWV Investments Limited (KWV Investments)

On 14 April 2009, Remgro acquired 4 028 136 KWV Investments shares (9.6% shareholding) for a total consideration of R258.5 million. As Remgro's interest in Distell Group Limited (Distell) is held through Remgro KWV Investments Limited, in which both Remgro and KWV Investments has a 50% interest, this acquisition effectively increases Remgro's indirect interest in Distell by 2.8% to 32.0% (31 March 2009: 29.2%).

For accounting purposes the investment in KWV Investments will be classified as a financial instrument "available-for-sale" and only dividend income will in the future be accounted for in the income statement.

Xiocom

Since 31 March 2009 a further $3.0 million was invested in Xiocom. Currently $31.75 million of the $50.0 million conditional commitment has already been invested.

Group restructuring

On 8 June 2009 Remgro and VenFin Limited announced that they are engaged in discussions regarding a possible merger of the two companies.

The boards of directors of the respective companies have proposed that the possible merger will be implemented on a net asset value (NAV) basis and will exclude VenFin's shareholding in Dimension Data Plc (Didata). Based on the NAV of Remgro and VenFin (excluding VenFin's shareholding in Didata) as at 5 June 2009, the agreed value date of the transaction, it is anticipated that VenFin shareholders will receive 1 Remgro share for every 6.25 VenFin shares held.

All cautionary and other announcements relating to the possible merger are available on Remgro's website at www.remgro.com.

7. CASH RESOURCES

The Company's cash resources at 31 March 2009 were as follows:

	Local **R'm**	**Offshore** **R'm**	**Total** **R'm**
Per consolidated balance sheet	1 507	3 543	5 050
Investment in money market funds	–	1 578	1 578
Less: Cash of operating subsidiaries	(633)	(28)	(661)
Cash at the centre	874	5 093	5 967

On 31 March 2009, approximately 31% (R1 578 million) of the available offshore cash at the centre was invested in money market funds which are not classified as cash and cash equivalents on the balance sheet.

DIRECTORATE

Mr D Prins and Mrs M Ramos resigned as independent non-executive directors on 22 August 2008 and 26 February 2009 respectively. The Board of Directors wishes to thank them for their contribution. On 22 August 2008 Mr H Wessels was appointed as an independent non-executive director and also as the Chairman of the Audit and Risk Committee.

AUDIT REPORT

The annual financial statements have been audited by PricewaterhouseCoopers Inc. and their unqualified audit reports on the comprehensive annual financial statements and the summarised financial statements are available for inspection at the registered office of the Company.

DIVIDENDS

The final ordinary dividend per share was determined at 110 cents (2008: 330 cents). Total ordinary dividends per share in respect of the financial year to 31 March 2009 therefore amount to 190 cents (2008: 510 cents).

For a Remgro shareholder who continues to hold ordinary shares in BAT as well as Reinet DRs, this means an increase of 8.0% in dividend income when compared to the previous financial year.

DECLARATION OF CASH DIVIDEND

Declaration of Dividend No 18

Notice is hereby given that a final dividend of 110 cents (2008: 330 cents) per share has been declared in respect of both the ordinary shares of one cent each and the unlisted B ordinary shares of ten cents each, for the financial year ended 31 March 2009.

Dates of importance:

Last day to trade in order to participate in the final dividend	Friday, 14 August 2009
Trading on or after this date will be ex the final dividend	Monday, 17 August 2009
Record date	Friday, 21 August 2009
Payment date	Monday, 24 August 2009

Shareholders may not dematerialise or rematerialise their holdings of ordinary shares between Monday, 17 August 2009, and Friday, 21 August 2009, both days inclusive.

The Annual Report will be posted to members during July 2009.

Signed on behalf of the Board of Directors.

Johann Rupert
Chairman

Thys Visser
Chief Executive Officer

Stellenbosch
22 June 2009

DIRECTORATE

Non-executive directors
Johann Rupert (*Chairman*), E de la H Hertzog (*Deputy Chairman*), P E Beyers, G D de Jager*, P K Harris*, J Malherbe, M M Morobe*, F Robertson*, H Wessels*
(**Independent*)

Executive directors
M H Visser (*Chief Executive Officer*), W E Bührmann, L Crouse, JW Dreyer, J A Preller (Mrs), T van Wyk

CORPORATE INFORMATION

Secretary M Lubbe (Mrs)

Listing JSE Limited, *Sector:* Industrials – Diversified Industrials

American depositary receipt (ADR) program
Cusip number 75956M107 ADR to ordinary share 1 : 1

Depositary The Bank of New York, 101 Barclay Street, New York NY 10286

Business address and registered office Carpe Diem Office Park, Quantum Street, Techno Park, Stellenbosch 7600 (PO Box 456, Stellenbosch 7599)

Transfer Secretaries Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107)

Auditors PricewaterhouseCoopers Inc. Cape Town

Sponsor Rand Merchant Bank (A Division of FirstRand Bank Limited)

Remgro Limited

www.remgro.com

GREYMATTER & FINCH # 4666