



Est. 1892

# TongaatHulett®

- Delivered by Email To:**
- All known Affected Persons of Tongaat Hulett Limited (in business rescue)
  - Companies and Intellectual Property Commission
- Displayed:**
- Registered office and principal place of business of the Company
- Published:**
- On the website maintained by the Company and accessible to Affected Persons
  - Availability recorded in an announcement to shareholders on the Stock Exchange News Service (SENS), released after distribution.
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November 2024

## **REPORT ON THE STATUS OF THE BUSINESS RESCUE PROCEEDINGS OF TONGAAT HULETT LIMITED (IN BUSINESS RESCUE) ("COMPANY" OR "THL")**

### **1. GENERAL**

1.1. Section 132(3)(a) and section 132(3)(b) of the Companies Act 71 of 2008, as amended ("**Companies Act**"), states that when the business rescue proceedings of a company have not concluded within 3 months of the date on which they commenced, a business rescue practitioner is required to -

1.1.1. prepare a report on the progress of the business rescue, and update it at the end of each subsequent month until the end of the business rescue proceedings; and

1.1.2. deliver the report and each update to each affected person and to the Companies and Intellectual Property Commission ("**CIPC**").

1.2. In compliance with the sections referred to in paragraph 1.1 above, we hereby provide you with the twenty-third report, being the November 2024 report, on the status of the Company's business rescue proceedings.

## **2. BUSINESS RESCUE UPDATES**

The following matters have occurred or remain relevant since the distribution and publication of the Company's October 2024 business rescue status update report ("**October Report**"):

### **2.1. Implementation of the Adopted Amended Business Rescue Plan**

- 2.1.1. The business rescue practitioners ("**BRPs**") continue to advance the preparatory steps for the implementation of the Adopted and Amended Business Rescue Plan ("**the Plan**") for THL as approved and adopted by the requisite majority of creditors on Thursday 11 January 2024 in accordance with section 151 of the Companies Act.
- 2.1.2. The BRPs are continuing to implement the Adopted Plan, focusing on the alternative transaction (the "**Asset Transaction**") in accordance with the Plan, which contemplates the sale of the Company's business and assets as a going concern, as a group, to the Vision Parties ("**Vision**").
- 2.1.3. The Asset Transaction is a complex multi-jurisdictional transaction requiring consideration of, inter alia, the regulatory requirements and implications in each jurisdiction in which the business and assets of the Company are located, tax optimisation, consideration of licencing and permit/authority requirements, required land transfers, assignments of contracts and requisite counterparty consents, employee transfers, interactions with key stakeholders (including the Lender Group, the IDC and shareholder bodies) and consideration of complex legal issues including the interplay between various items of different legislation ("**the Structural Issues**").
- 2.1.4. The legal, commercial, tax, regulatory and other professional teams advising the BRPs, Vision, the Lender Group, and the IDC, continue to interact, on an ongoing basis, multiple times each week, to progress the Asset Transaction and work through and resolve the Structural Issues.
- 2.1.5. The commercial agreements required to document same are being negotiated, drafted, and exchanged between the relevant counter parties and no significant commercial impediments have been identified to date.
- 2.1.6. The Lender Group have confirmed to the BRPs that they too are unaware of any impediments

to the implementation of the Asset Transaction.

- 2.1.7. The relevant regulatory authorities are being consulted on an ongoing basis in order to arrive at the most expeditious and efficient methodology for implementing the Asset Transaction.
- 2.1.8. The Zimbabwe competition filing was submitted in mid-July 2024. The Mozambique competition filings were made on 2 September 2024. Both of these approvals are pending approval by the respective competition authorities.
- 2.1.9. Vision continues to cooperate fully with the BRPs and executive management of the Company to bring implementation of the Asset Transaction to a close as soon as possible. There is a core team focused on satisfying the conditions on which the Plan is contingent and ensuring the implementation of the underlying transaction.

## **2.2. Business Rescue Proceedings of other Tongaat Hulett Group Entities**

- 2.2.1. The approved and adopted business rescue plan for Tongaat Hulett Developments Proprietary Limited ("**THD**") as published on Friday, 19 May 2023 continues to be implemented.
- 2.2.2. The BRPs also continue to advance the preparatory steps for the implementation of the Adopted and Amended Business Rescue Plans of both Tongaat Hulett Sugar South Africa Proprietary Limited (in business rescue) ("**THSSA**") and Voermol Feeds Proprietary Limited (in business rescue) ("**Voermol**") as approved and adopted by the requisite majority of creditors on Wednesday 31 January 2024 in accordance with section 151 of the Companies Act.
- 2.2.3. Separate monthly status update reports are provided for THD, THSSA and Voermol, which reports are uploaded and made accessible to Affected Persons on the Company's website at: <http://www.tongaat.com>, under the 'Business Rescue' tab.

## **2.3. Litigation Matters**

- 2.3.1. **Declarator Application:** The record in relation to the Appeal in the Supreme Court of Appeal was filed at the end of November 2024. THL and the BRPs' Heads of Argument are due at the beginning of February 2025. The Notice of Appeal is available for download at

<https://www.tongaat.com/business-rescue/>.

- 2.3.2. **Powertrans Application:** There are no updates in relation to this application.
- 2.3.3. **RGS Urgent Application:** an urgent application was launched on 6 November 2024 ("**the application**") in the High Court of South Africa, KwaZulu Natal Local Division, Durban, under case number D13702/2024, by RGS Group Holdings Limited ("**RGS**"), against, *inter alios*, the Company, the BRPs, Vision, the Lender Group, and Powertrans Sales and Services. The full details of the application are set out in the BRPs' notice to Affected Persons dated 7 November 2024. Part A of the application was set down for hearing on 28 November 2024, but has been postponed by the Court until 29 January 2025. In the interim, there is nothing precluding the BRPs from continuing to implement the Asset Transaction in accordance with the Plan.

## 2.4. Creditor Claims

- 2.4.1. Creditors are reminded to review their claims as they are reflected in 'Annexure A' of the Plan, which reflects all claims in accordance with the Company's records. In the event that any Creditor identifies any discrepancies between its submitted claim and the claim amount recorded by the Company, please do not hesitate to contact us on: [BR@tongaat.com](mailto:BR@tongaat.com).
- 2.4.2. Take note that the Plan provides a process for Creditors to deal with any remaining disputes related to claims, and Creditors who dispute their claims reflected in the Plan, will be at liberty to follow such process, if they so wish.

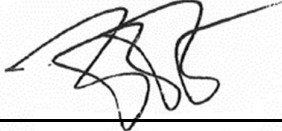
## 3. **CLOSING REMARKS**

- 3.1. It remains our view that the Company stands a reasonable prospect of being rescued, as contemplated in section 128(1)(h) of the Companies Act, in a manner that will balance the rights and interests of all Affected Persons.
- 3.2. Affected Persons are reminded that all notices and documents regarding the business rescue proceedings of the Company that have been and/or will be circulated to all known Affected Persons are or will be published and made available to all Affected Persons on the Company's website at:

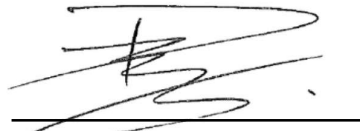
[www.tongaat.com](http://www.tongaat.com), under the 'Business Rescue' tab.

3.3. If you have any queries, they may be directed to the business rescue email address at:  
[BR@tongaat.com](mailto:BR@tongaat.com).

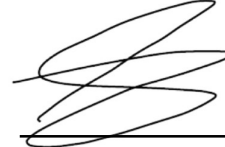
Yours faithfully,



**TJ Murgatroyd**



**PF van den Steen**



**GC Albertyn**

**The Joint Business Rescue Practitioners of Tongaat Hulett Limited (in business rescue)**

Companies and Intellectual Property Commission  
Republic of South Africa

Form CoR 125.1

About this Form

- This form is issued in terms of section 132 and 141 of the companies Act, 2008, and Regulation 125 of the Companies Regulations, 2011.
- This Notice and the attached report must be published to every affected person, and to-
  - a) The Commission, if the business rescue proceedings were started by the company; or
  - b) The court, if the proceedings were ordered by the court.
- A report and Notice must be issued at the end of the first three months of the business rescue proceedings, and at regular monthly intervals after that

Contacting the  
**Commission**

The Companies and Intellectual  
Property Commission of South  
Africa

Postal Address  
PO Box 429  
Pretoria  
0001  
Republic of South Africa  
Tel: 086 100 2472

[www.cipc.co.za](http://www.cipc.co.za)

**Business Rescue Status Report**

Date: November 2024

Customer Code: WERKMP

**Concerning**

*(Name and Registration Number of Company)*

Name: Tongaat Hulett Limited

Registration No: 1892/000610/06

The above named company commenced business rescue proceedings on  
27 October 2022

Because the business rescue proceedings have not concluded within three months, the appointed business rescue practitioner provides the attached report in terms of section 132 (3).

**Name and Title of person signing on behalf of the Practitioner:**

TJ Murgatroyd, PF van den Steen & GC Albertyn  
Joint Business Rescue Practitioners

**Authorised Signature:**

