



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.
- 

February 2025

## **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-sixth report, being the February 2025 report, on the status of the Company's business rescue proceedings.

## 2. BUSINESS RESCUE UPDATES

The following matters have occurred and/or remain relevant since the distribution and publication of the Company's January 2025 business rescue status update report ("**December Report**"):

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

- 2.1.1. The business rescue practitioners ("**BRPs**") continue to advance the necessary steps for purposes of implementing the 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 implementation of the Plan continues to focus 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. As a reminder, the Asset Transaction will entail the sale of *inter alia*:
  - 2.1.3.1. the South African assets, including the South African sugar business and head office ("**SA Assets Transaction**"); and
  - 2.1.3.2. the shares in and claims against each of the subsidiaries in Zimbabwe, Mozambique and Botswana.
- 2.1.4. All sale agreements have now been signed, the latest being in relation to the Mozambique subsidiaries. This was announced on SENS on 11 February 2025. The full SENS announcement can be found at [<https://www.tongaat.com/investors/sens/>].
- 2.1.5. 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 business rescue plan for Tongaat Hulett Developments Proprietary Limited ("**THD**") as approved and adopted by the relevant Affected Persons on Tuesday 30 May 2023 continues to be implemented.
- 2.2.2. The BRPs continue to advance the necessary steps for purposes of implementing the Adopted 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 with respect to the Company's SASA redistribution payments was filed at the end of November 2024. THL and the BRPs' Heads of Argument were filed on 7 February 2025. Any respondents who are participating in the Appeal must file their Heads of Argument by 7 March 2025. The Notice of Appeal is available for download at <https://www.tongaat.com/sca-notice-of-appeal-26-august-2024/>
- 2.3.2. **RGS Urgent Application:** The urgent application 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 was heard in Court on 29 January 2025. Judgment in Part A of the application was handed down on 18 February 2025:
- 2.3.2.1. Part A: The Court has dismissed Part A of the Application to interdict the

implementation of the adopted business rescue plan of THL and has ordered RGS to pay the costs of the Application on the highest scale, including the costs of two counsel where employed. In its ruling, the Court found that RGS had not demonstrated grounds for urgency, or grounds to justify the interdict sought by RGS. Accordingly, RGS was also not granted disclosure of the information it sought in Part A of the application.

2.3.2.2. Part B: It was sought to set aside the Company's business rescue plan, which was approved and adopted by the requisite majority of creditors on 11 January 2024. Part B of the Application was not before the Court for determination. However, the Court granted RGS leave to supplement its founding affidavit and *inter alios*, the BRPs and THL were granted leave to deliver further affidavits in response in relation to Part B of the Application that is pending for determination by the Court at a later stage, that is, if RGS chooses to proceed with Part B of its Application. RGS has not yet indicated whether it intends to proceed with Part B of its Application.

Details relating to this application can be accessed at [<https://www.tongaat.com/rgs-urgent-application/>].

## 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

**Business Rescue Status Report**

Date: February 2025

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:**

