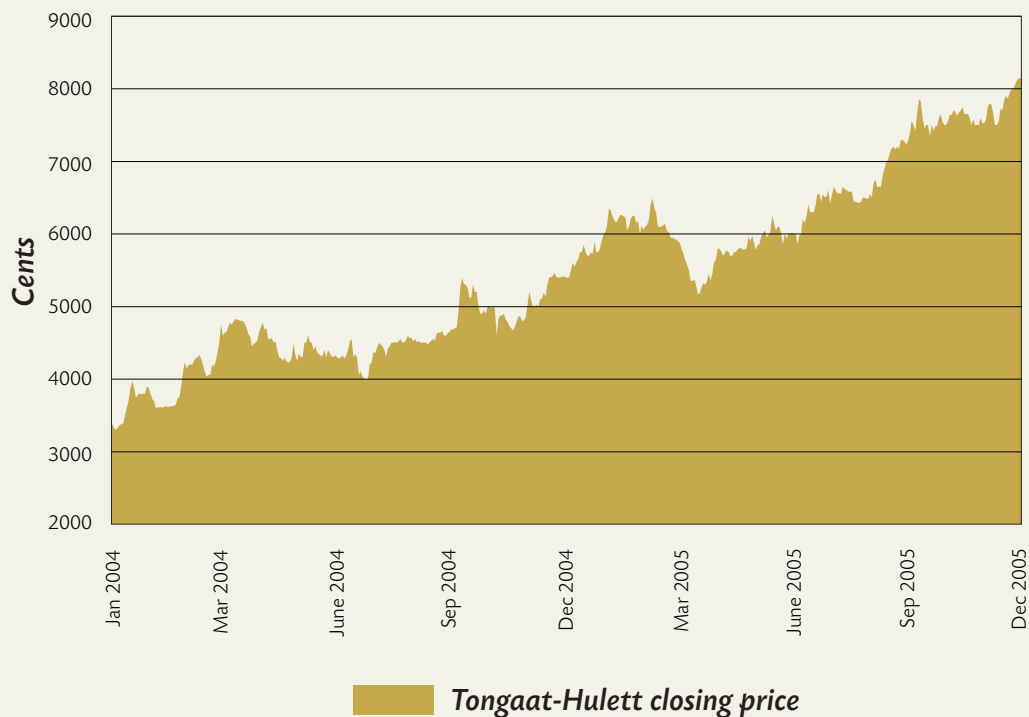


SHARE OWNERSHIP ANALYSIS

at 31 December 2005

| Number of shareholders | Spread | Shares held | % Held |
|---|--|-------------|--------|
| 4 648 | 1 - 1 000 shares | 1 557 610 | 1,50 |
| 1 499 | 1 001 - 10 000 shares | 4 369 337 | 4,21 |
| 280 | 10 001 - 100 000 shares | 9 255 793 | 8,91 |
| 76 | 100 001 - 1 000 000 shares | 19 199 185 | 18,48 |
| 7 | more than 1 000 000 shares | 69 513 704 | 66,90 |
| 6 510 | Total | 103 895 629 | 100,00 |
| Category | | | |
| 16 | Banks | 67 119 | 0,06 |
| 65 | Close Corporations | 60 943 | 0,06 |
| 1 | Holding Company | 53 657 600 | 51,65 |
| 4 866 | Individuals | 5 383 776 | 5,18 |
| 35 | Insurance Companies | 9 791 490 | 9,42 |
| 13 | Investment Companies | 1 125 304 | 1,08 |
| 92 | Mutual Funds | 7 545 947 | 7,26 |
| 982 | Nominees and Trusts | 10 239 144 | 9,86 |
| 68 | Other Corporations | 378 440 | 0,36 |
| 116 | Pension Funds | 14 153 907 | 13,62 |
| 243 | Private Companies | 1 284 794 | 1,25 |
| 11 | Public Companies | 106 928 | 0,10 |
| 2 | Share Schemes | 100 237 | 0,10 |
| 6 510 | Total | 103 895 629 | 100,00 |
| Type of shareholder | | | |
| Non-public | | | |
| 19 | Directors and associates of the company | 1 580 449 | 1,52 |
| 1 | Strategic holdings | 53 657 600 | 51,65 |
| 4 | Own holdings | 81 934 | 0,08 |
| 3 | Issuer pension funds | 1 531 261 | 1,47 |
| 27 | Total Non-public | 56 851 244 | 54,72 |
| 6 483 | Public | 47 044 385 | 45,28 |
| 6 510 | Total | 103 895 629 | 100,00 |
| Beneficial shareholdings over four percent | | | |
| | Anglo South Africa Capital (Pty) Limited | 53 657 600 | 51,65 |
| | Liberty Group | 7 174 468 | 6,91 |
| | Public Investment Corporation | 5 676 702 | 5,46 |

SHARE PRICE PERFORMANCE



SHAREHOLDERS' DIARY

Financial year end 31 December

Annual general meeting April

Reports and profit statements:

Interim results July

Annual results February

Annual financial statements March

Dividends:

Interim Declared July

Paid September

Final Declared February

Paid March

CORPORATE INFORMATION

Registration Number: 1892/000610/06

Share Code: TNT

Issuer Code: THGL

ISIN Number: ZAE 000007449

Group Secretary

M M L Mokoka (34)

Appointed group secretary 2005

Business and Postal Address

Amanzimnyama Hill Road

Tongaat

KwaZulu-Natal

P O Box 3

Tongaat 4400

Telephone: +27 32 439 4000

Facsimile: +27 32 945 3333

Website: www.tongaat.co.za

E-mail: info@tongaat.co.za

Bankers

First National Bank
of Southern Africa Limited
Nedcor Bank Limited
The Standard Bank
of South Africa Limited
ABSA Bank Limited

Attorneys

Cox Yeats
Garlicke & Bousfield
Shepstone & Wylie
Taback & Associates

Auditors

Deloitte & Touche

Securities Exchange Listings

South Africa (Primary):
JSE Securities Exchange South Africa
United Kingdom (Secondary):
London Stock Exchange

Transfer Secretaries

South Africa:
Computershare Investor Services
(2004) (Pty) Limited
P O Box 61051
Marshalltown 2107

United Kingdom:
Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU

Sponsor

Investec Bank Limited
100 Grayston Drive
Sandown
Sandton 2196

NOTICE TO SHAREHOLDERS

Notice is hereby given that the one hundred and fourteenth annual general meeting of shareholders will be held at the Corporate Office, Amanzimnyama Hill, Tongaat, KwaZulu-Natal on Friday 21 April 2006 at 09h00.

Order of business

1. To receive and consider the annual financial statements of the company and of the Group for the year ended 31 December 2005.
2. To elect directors in place of Mrs E le R Bradley, Messrs P M Baum, A Fourie, M Mia, C M L Savage, R H J Stevens and A M Thompson, who retire in accordance with the articles of association and who, being eligible, offer themselves for re-election. Details of each of these retiring directors are set out on pages 34 and 35 of the 2005 Annual Report.
3. To consider and, if deemed fit, to pass, with or without modification, the following resolutions, subject to the approval of the JSE Securities Exchange South Africa ("JSE"):

Special Resolution Number 1

"Resolved as a special resolution that:

- a. the acquisition by the company of shares or debentures ("securities") issued by it on such terms and conditions as the directors of the company may deem fit; and
- b. the acquisition by any subsidiary of the company of securities issued by the company on such terms and conditions as the directors of any such subsidiary may deem fit;

be and it is hereby approved as a general approval in terms of sections 85 and 89 of the Companies Act, 61 of 1973, as amended ("the Companies Act") and in terms of the JSE Listings Requirements; provided that:

1. the number of ordinary shares acquired in any one financial year shall not exceed five percent of the ordinary shares in issue at the date on which this resolution is passed;
2. such general approval shall be valid only until the next annual general meeting of the company or the expiry of a period of 15 months from the date of this resolution, whichever occurs first, or until varied or revoked prior thereto by special resolution at any general meeting of the company;
3. such acquisitions may not be made at a price greater than ten percent above the weighted average of the market value for the securities on the JSE for the five business days immediately preceding the date on which the transaction for the acquisition is effected. The JSE should be

- consulted for a ruling if the company's securities have not traded in such five business day period;
4. the acquisitions be effected through the order book operated by the JSE trading system;
5. the company appoints, at any point in time, only one agent to effect any acquisition/s on the company's behalf;
6. the company complies with the shareholders' spread requirements in terms of the JSE Listings Requirements;
7. acquisitions will not be undertaken by the company or its subsidiaries during a prohibited period, as defined by the JSE Listings Requirements;
8. when the company and/or its subsidiaries have cumulatively repurchased three percent of the initial number (the number of that class of shares in issue at the time that general authority from shareholders is granted) of the relevant class of securities, and for each three percent in aggregate of the initial number of that class acquired thereafter, a press announcement must be made giving the details required in terms of the JSE Listings Requirements, in respect of such acquisitions;
9. the company will ensure that its sponsor will provide the necessary letter on the adequacy of the working capital in terms of the JSE Listings Requirements, prior to the commencement of any purchase of the company's shares on the open market;
10. before entering the market to effect the general repurchase, the directors, having considered the effects of the repurchase of the maximum number of ordinary shares in terms of the foregoing general authority, will ensure that for a period of 12 months after the date of the notice of annual general meeting:
 - the company and the Group will be able, in the ordinary course of business, to pay its debts;
 - the assets of the company and the Group, fairly valued in accordance with generally accepted accounting practice, will exceed the liabilities of the company and the Group;
 - the company and the Group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes;
11. this authority will be used if the directors consider that it is in the best interests of the company and shareholders to effect any such acquisitions having regard to prevailing circumstances and the cash resources of the company at the relevant time."

The general information regarding the company, referred to in paragraph 11.26(b) of the JSE Listings Requirements, is contained in the 2005 Annual Report as follows:

- a. directors of the company (see pages 34 and 35);
- b. major shareholders (see page 81);
- c. directors' interests in the company's securities (see page 66 and pages 71 to 74);
- d. share capital (see page 58).

There have been no material changes since 31 December 2005.

The company is not a party to any material litigation nor is it aware of any pending material litigation to which it may become a party.

The directors (whose names appear on pages 34 and 35 of the 2005 Annual Report) collectively and individually accept full responsibility for the accuracy of the information given and certify, that to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of the annual general meeting contains all information required by law and the JSE Listings Requirements.

The effect of special resolution number 1 is to provide a general authority for the company and its subsidiaries to acquire shares issued by it in accordance with the provisions of sections 85 and 89 of the Companies Act and the JSE Listings Requirements.

Ordinary Resolution Number 1

"Resolved as an ordinary resolution that the directors be and they are hereby authorised and empowered to do all such things and sign all such documents and procure the doing of all such things and the signature of all such documents as may be necessary or incidental to give effect to the approval granted in terms of special resolution number 1."

Ordinary Resolution Number 2

"Resolved as an ordinary resolution that the unissued shares in the capital of the company (other than the shares reserved for the purposes of The Tongaat-Hulett Employees Share Incentive Scheme and The Tongaat-Hulett Group Limited 2001 Share Option Scheme) be and they are hereby placed under the control of the directors of the company who are hereby authorised to allot and issue such shares at their

discretion upon such terms and conditions as they may determine, subject to the proviso that the aggregate number of shares to be allotted and issued in terms of this resolution shall be limited to five percent of the number of shares in issue at 21 April 2006 and subject to the provisions of the Companies Act and the JSE Listings Requirements."

Ordinary Resolution Number 3

"Resolved as an ordinary resolution that subject to the passing of ordinary resolution number 2 and the approval of a 75 percent majority of the votes cast by shareholders present in person or represented by proxy at the annual general meeting at which this resolution is proposed, and the JSE Listings Requirements, the directors of the company be and are hereby authorised and empowered to allot and issue for cash, without restriction, all or any of the unissued shares in the capital of the company placed under their control in terms of ordinary resolution number 2 as they in their discretion may deem fit; provided that:

- a. this authority shall not extend beyond 15 months from the date of this annual general meeting;
- b. a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one financial year, five percent or more of the number of ordinary shares of the company's issued ordinary share capital in issue prior to such issues provided further that such issues shall not in any one financial year exceed five percent of the company's issued ordinary share capital; and
- c. in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted shall be ten percent of the weighted average traded price of the shares in question over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors. The JSE should be consulted for a ruling if the company's securities have not traded in such 30 business day period."

Ordinary Resolution Number 4

"Resolved as an ordinary resolution that the proposed fees, set out below, payable to non-executive directors for their services as directors on the board and on board committees for the period commencing 1 January 2006, as recommended by the Remuneration Committee and the board, subject to ratification by the shareholders at the annual general meeting, be and are hereby approved."

NOTICE TO SHAREHOLDERS continued

Proposed Directors' Fees with effect from 1 January 2006.

| Type of fee | Existing fees R | Proposed fees from 1 January 2006 R |
|---------------------------------|-----------------|-------------------------------------|
| Group Board: | | |
| Chairman | 230 000 pa | 500 000 pa [≠] |
| Non-Executive Directors | 115 000 pa | 135 000 pa |
| Non-Executive Directors: | | |
| Operating Company Boards | 60 000 pa | 70 000 pa |
| Audit and Compliance Committee: | | |
| Chairman | 120 000 pa | 140 000 pa |
| Non-Executive Directors | 60 000 pa | 70 000 pa |
| Remuneration Committee: | | |
| Chairman | 90 000 pa | 106 000 pa |
| Non-Executive Directors | 45 000 pa | 53 000 pa |
| Employment Equity Committee: | | |
| Non-Executive Directors | 45 000 pa | 53 000 pa |

[≠] Separate consulting fee, included in note 25 of the Annual Financial Statements, to be discontinued with effect from the annual general meeting on 21 April 2006.

4. To transact such other business as may be transacted at a general meeting.

Voting

Any shareholder who holds certificated ordinary shares in the company or who holds dematerialised ordinary shares in the company through a Central Securities Depository Participant ("CSDP") and who has selected "own name" registration, may attend, speak and vote at the annual general meeting or may appoint any other person or persons (none of whom need be a shareholder) as a proxy or proxies, to attend, speak and vote at the annual general meeting in such shareholder's stead.

Should any shareholder who holds dematerialised ordinary shares in the company and has not selected "own name" registration, wish to attend, speak and vote at the annual general meeting, such shareholder should timeously inform his CSDP or broker for the purposes of obtaining the necessary letter of representation from such shareholder's CSDP or broker to attend the annual general meeting or timeously provide such shareholder's CSDP or broker with such shareholder's voting instruction in order for the CSDP or broker to vote on such shareholder's behalf at the annual general meeting.

A proxy form is enclosed for use by shareholders holding certificated ordinary shares in the company or dematerialised ordinary shares in the company through a CSDP and who has selected "own name" registration. Such proxy form, duly completed should be forwarded to reach the transfer secretaries of the company, by no later than 09h00 on Thursday 13 April 2006. The completion of a proxy form will not preclude a member from attending the meeting.

By order of the board



M M L Mokoka
Group Secretary

Amanzimnyama
Tongaat, KwaZulu-Natal

17 February 2006



The Tongaat-Hulett Group Limited

Registration Number: 1892/000610/06 JSE Code: TNT Issuer Code: THGL ISIN Number: ZAE 000007449

FORM OF PROXY FOR ANNUAL GENERAL MEETING

Note: All beneficial shareowners that have dematerialised their shares through a CSDP or broker, other than those which are in "own name", must NOT COMPLETE THIS FORM.

Instead, they must either provide the CSDP or broker with their voting instructions, or alternatively, should they wish to attend the meeting themselves, they may request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between themselves and the CSDP or broker.

A member entitled to attend and vote at the meeting mentioned below is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his stead. A proxy need not be a member of the company.

I / We

(Name in block letters)

of

(Address in block letters)

being the holder/holders of ordinary shares in The Tongaat-Hulett Group Limited do hereby appoint

..... or failing him, Mr C M L Savage or failing him, Mr P H Staude as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the company to be held at 09h00 on Friday 21 April 2006 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, at each adjournment thereof and to vote on the resolutions in respect of the ordinary shares registered in my/our name/s in accordance with the following instructions.

| Proposed resolution | For | Against | Abstain |
|--|-----|---------|---------|
| Adoption of financial statements | | | |
| Re-election of directors: | | | |
| P M Baum | | | |
| E le R Bradley | | | |
| A Fourie | | | |
| M Mia | | | |
| C M L Savage | | | |
| R H J Stevens | | | |
| A M Thompson | | | |
| Special Resolution Number 1 authorising the repurchase of issued ordinary shares to a maximum of five percent in any year. | | | |
| Ordinary Resolution Number 1 authorising directors to give effect to Special Resolution 1. | | | |
| Ordinary Resolution Number 2 authorising the placing of unissued share capital under the control of directors to a maximum of five percent of the issued share capital. | | | |
| Ordinary Resolution Number 3 authorising directors to issue for cash unissued shares in terms of Ordinary Resolution No. 2. | | | |
| Ordinary Resolution Number 4 approval of directors' fees. | | | |

Signed this day of 2006 Signature

Completed forms of proxy must be received at the office of the company's transfer secretaries by not later than 09h00 on Thursday 13 April 2006.

South Africa: Computershare Investor Services 2004 (Pty) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107).

United Kingdom: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Notes:

1. A member's instructions to the proxy must be indicated in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the annual general meeting as he/she deems fit. A member may instruct the proxy to vote less than the total number of shares held by inserting the relevant number of shares in the appropriate box provided. A member who fails to do so will be deemed to have authorised the proxy to vote or abstain from voting, as the case may be, in respect of all the member's votes exercisable at the annual general meeting.
2. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company's share registrar or waived by the chair of the annual general meeting.
3. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
4. A minor must be assisted by the minor's parent or guardian unless the relevant documents establishing the minor's legal capacity are produced or have been registered by the share registrars of the company.
5. The chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if the chairman of the annual general meeting is satisfied as to the manner in which the member wishes to vote.