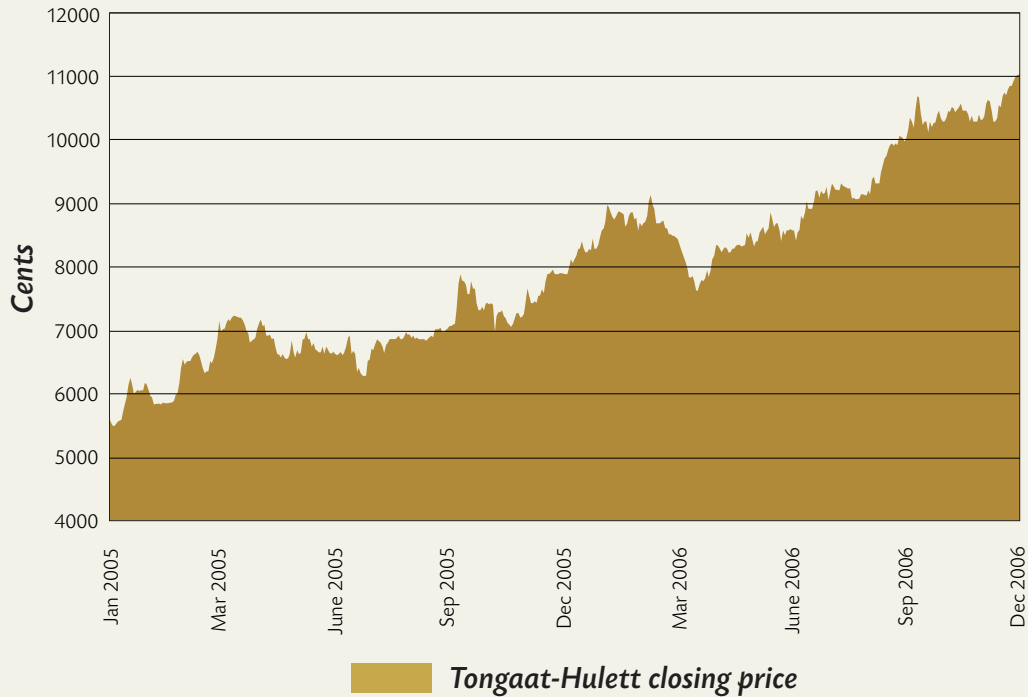


SHARE OWNERSHIP ANALYSIS

at 31 December 2006

Number of shareholders	Spread	Shares held	% Held
5 047	1 – 1 000 shares	1 715 906	1,61
1 631	1 001 – 10 000 shares	4 918 117	4,61
274	10 001 – 100 000 shares	8 882 816	8,33
72	100 001 – 1 000 000 shares	19 296 384	18,11
7	more than 1 000 000 shares	71 778 029	67,34
7 031	Total	106 591 252	100,00
Category			
95	Banks	4 293 264	4,03
89	Close Corporations	114 513	0,11
106	Endowment Funds	536 812	0,51
1	Holding Company	53 657 600	50,34
4 993	Individuals	5 289 801	4,96
28	Insurance Companies	2 051 576	1,92
30	Investment Companies	9 538 310	8,95
5	Medical Aid Schemes	70 082	0,07
105	Mutual Funds	8 881 798	8,33
1 097	Nominees and Trusts	4 637 348	4,35
93	Other Corporations	493 958	0,46
153	Pension Funds	15 767 516	14,79
215	Private Companies	861 502	0,81
21	Public Companies	397 172	0,37
7 031	Total	106 591 252	100,00
Type of shareholder			
Non-public			
18	Directors and associates of the company	1 586 280	1,49
1	Strategic holdings	53 657 600	50,34
4	Own holdings	77 716	0,07
4	Issuer pension funds	1 800 161	1,69
27	Total Non-public	57 121 757	53,59
7 004	Public	49 469 495	46,41
7 031	Total	106 591 252	100,00
Beneficial shareholdings over four percent			
	Anglo South Africa Capital (Pty) Limited	53 657 600	50,34
	Public Investment Corporation	7 496 550	7,03
	Liberty Group	7 448 446	6,99

SHARE PRICE PERFORMANCE



SHAREHOLDERS' DIARY

Financial year end		31 December
<hr/>		
Annual general meeting		April
<hr/>		
Reports and profit statements:		
Interim results		July
Annual results and final dividend declaration		February
Annual financial statements		March
<hr/>		
Dividends:		
Interim	Declared	July
	Paid	August
<hr/>		
Final	Declared	February
	Paid	March
<hr/>		

CORPORATE INFORMATION

Registration Number: 1892/000610/06

Share Code: TNT

Issuer Code: THGL

ISIN Number: ZAE 000007449

Group Secretary

M M L Mokoka

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

Bowman Gilfillan
Cox Yeats
Garlicke & Bousfield
Shepstone & Wylie
Taback & Associates

Independent External Auditors

Deloitte & Touche

Internal Auditors

KPMG
SizweNtsalubaVSP

Securities Exchange Listings

South Africa (Primary):
JSE Limited
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 fifteenth annual general meeting of shareholders will be held at the Corporate Office, Amanzimnyama Hill, Tongaat, KwaZulu-Natal on Wednesday 25 April 2007 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 2006.
2. Appointment of auditors.
3. To elect directors in place of Mrs T H Nyasulu and Messrs D D Barber, I Botha, B G Dunlop, G P N Kruger, M H Munro and S J Saunders, 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 38 and 39 of the 2006 Annual Report.

In addition to the above, shareholders are advised that Messrs M W King and L Boyd will retire from the board at the annual general meeting having reached the mandatory retirement age in terms of the articles of association of the company.

Further, shareholders are advised that the unbundling and listing of Hulett Aluminium and the introduction of BEE equity participation will result in further changes to the composition of the Tongaat-Hulett and Hulett Aluminium boards and these will be communicated in the documents to be sent to shareholders in advance of these transactions being considered at a future special general meeting.

4. To consider and, if deemed fit, to pass, with or without modification, the following resolutions, subject to the approval of the JSE Limited ("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 will 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:

NOTICE TO SHAREHOLDERS *continued*

- 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 International Financial Reporting Standards, 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 2006 Annual Report as follows:

- a. directors of the company (see pages 38 and 39);
- b. major shareholders (see page 84);
- c. directors' interests in the company's securities (see page 75 and pages 80 to 83);
- d. share capital (see page 61).

There have been no material changes since 31 December 2006.

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 38 and 39 of the 2006 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 25 April 2007 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 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 will 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 2007, 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."

Proposed Directors' Fees with effect from 1 January 2007

Type of fee	Existing fees R	Proposed fees from 1 January 2007 R
Group Board:		
Chairman	500 000 pa	535 000 pa
Non-Executive Directors	135 000 pa	150 000 pa
Non-Executive Directors:		
Operating Company Boards	70 000 pa	80 000 pa
Audit and Compliance Committee:		
Chairman	140 000 pa	150 000 pa
Non-Executive Directors	70 000 pa	75 000 pa
Remuneration Committee:		
Chairman	106 000 pa	120 000 pa
Non-Executive Directors	53 000 pa	60 000 pa
Employment Equity :		
Non-Executive Directors	53 000 pa	60 000 pa

- 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 Monday, 23 April 2007. 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
Tonga, KwaZulu-Natal

16 February 2007



The Tongaat-Hulett Group Limited

Registration Number: 1892/000610/06 Share 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 Wednesday 25 April 2007 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.			
Appointment of auditors – retaining of Deloitte & Touche.			
Re-election of directors:			
D D Barber			
I Botha			
B G Dunlop			
G P N Kruger			
M H Munro			
T H Nyasulu			
S J Saunders			
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 No. 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 2007 Signature

Completed forms of proxy must be received at the office of the company's transfer secretaries by not later than 09h00 on Monday, 23 April 2007.

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.