

Remgro Limited

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

AUDITED CONSOLIDATED RESULTS FOR THE FIFTEEN MONTHS ENDED 30 JUNE 2011 AND CASH DIVIDEND DECLARATION

SALIENT FEATURES

- > Change in financial year-end from 31 March to 30 June – Growth in headline earnings and dividend per share therefore not comparable
- > Ordinary dividend per share: **+50.2%**
- > Headline earnings per share: **+56.8%**
- > Intrinsic value per share at 30 June: **R135.97**

ABRIDGED CONSOLIDATED STATEMENT OF FINANCIAL POSITION		
	30 June 2011 R'm	31 March 2010 R'm
ASSETS		
Non-current assets		
Property, plant and equipment	3 098	3 050
Biological agricultural assets	131	157
Investment properties	41	34
Intangible assets	327	361
Investments – Associated companies	34 920	28 052
– Joint ventures	252	55
– Other	6 059	6 644
Retirement benefits	149	121
Loans	139	108
Deferred taxation	7	6
	45 123	38 588
Current assets	10 864	9 470
Inventories	1 476	1 048
Biological agricultural assets	445	423
Debtors and short-term loans	1 968	1 941
Investments in money market funds	1 725	1 812
Cash and cash equivalents	4 315	3 827
Other current assets	171	187
	10 100	9 238
Assets held for sale	764	232
	55 987	48 058
EQUITY AND LIABILITIES		
Issued capital	3 605	3 722
Reserves	48 170	39 837
Treasury shares	(216)	(255)
Shareholders' equity	51 559	43 304
Non-controlling interest	771	779
Total equity	52 330	44 083
Non-current liabilities		
Retirement benefits	238	180
Long-term loans	154	175
Deferred taxation	1 089	1 162
Current liabilities	2 176	2 458
Trade and other payables	2 160	2 292
Short-term loans	3	146
Other current liabilities	13	20
	55 987	48 058
Net asset value per share (Rand)		
– At book value	R100.37	R84.38
– At intrinsic value	R135.97	R121.64

ABRIDGED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY		
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Balance at the beginning of the period	44 083	38 787
Total comprehensive income for the period	9 587	2 526
Dividends paid	(1 220)	(1 006)
Capital invested by minorities	14	10
Other movements	(81)	2
Long-term share incentive scheme reserve	64	50
Unbundling of investment	(117)	–
Shares issued	–	3 714
Balance at the end of the period	52 330	44 083

ABRIDGED CONSOLIDATED STATEMENT OF CASH FLOWS		
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Cash generated from operations	381	1 004
Taxation paid	(407)	(144)
Dividends received	2 563	1 444
Cash available from operating activities	2 537	2 304
Dividends paid	(1 220)	(1 006)
Net cash inflow from operating activities	1 317	1 298
Investing activities	(758)	(1 147)
Financing activities	87	(5)
Net increase in cash and cash equivalents	646	146
(Increase)/decrease in money market funds	87	(234)
Exchange rate loss on foreign cash	(159)	(1 190)
Cash and cash equivalents at the beginning of the period	3 741	5 019
Cash and cash equivalents at the end of the period	4 315	3 741
Cash and cash equivalents – per statement of financial position		
	4 315	3 827
Bank overdraft	–	(86)

ABRIDGED CONSOLIDATED INCOME STATEMENT		
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Sales	14 955	11 849
Inventory expenses	(9 015)	(7 099)
Staff costs	(2 729)	(1 939)
Depreciation	(387)	(290)
Other net operating expenses	(2 160)	(1 680)
Trading profit	664	841
Dividend income	155	116
Interest received	205	146
Finance costs	(35)	(59)
Negative goodwill	112	–
Net impairment of investments, loans, assets and goodwill	(68)	(179)
Profit/(loss) on sale of investments	2 283	(7)
Consolidated profit before tax	3 316	856
Taxation	(480)	(309)
Consolidated profit after tax	2 836	547
Share of after-tax profit of associated companies and joint ventures	8 112	2 619
Net profit for the period	10 948	3 166
Attributable to:		
Equity holders	10 841	3 060
Non-controlling interest	107	106
	10 948	3 166

ASSOCIATED COMPANIES AND JOINT VENTURES		
Share of after-tax profit of associated companies and joint ventures		
Profit before taking into account impairments, non-recurring and capital items	7 624	3 952
Net impairment of investments, assets and goodwill	(102)	(118)
Profit on the sale of investments	2 759	41
Other non-recurring and capital items	389	(46)
Profit before tax and non-controlling interest	10 670	3 829
Taxation	(2 010)	(981)
Non-controlling interest	(548)	(229)
	8 112	2 619

RECONCILIATION OF HEADLINE EARNINGS		
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Net profit for the period attributable to equity holders	10 841	3 060
Plus/(minus):		
– Negative goodwill	(112)	–
– Net impairment of associates and joint ventures	(14)	117
– Net impairment of other investments	–	32
– Impairment of property, plant and equipment	40	4
– Impairment of intangible assets	–	26
– (Profit)/loss on sale of associates and joint ventures	(2 312)	13
– (Profit)/loss on sale of other investments	54	(4)
– Profit on sale of subsidiary company	(25)	–
– Net (surplus)/loss on disposal of property, plant and equipment	1	(4)
– Non-headline earnings items included in equity accounted earnings of associated companies and joint ventures	(3 122)	123
– Net surplus on disposal of property, plant and equipment	(76)	–
– Profit on the sale of investments	(2 759)	(41)
– Net impairment of investments, assets and goodwill	102	118
– Other non-recurring and capital items	(389)	46
– Taxation effect of adjustments	165	(10)
– Non-controlling interest	39	(2)
Headline earnings	5 555	3 355

EARNINGS AND DIVIDENDS		
	Fifteen months ended 30 June 2011 Cents	Twelve months ended 31 March 2010 Cents
Headline earnings per share		
– Basic	1 082.4	690.1
– Diluted	1 050.4	676.4
Earnings per share		
– Basic	2 112.4	629.4
– Diluted	2 072.3	616.3
Dividends per share		
Ordinary	314.00	209.00
Interim	101.00	84.00
Final	213.00	125.00

ABRIDGED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME		
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Net profit for the period	10 948	3 166
Other comprehensive income, net of tax	(1 361)	(640)
Exchange rate adjustments	(244)	(1 216)
Fair value adjustments for the period	(807)	1 421
Deferred taxation on fair value adjustments	145	(219)
Realisation of reserves previously deferred in equity	(14)	(6)
Change in reserves of associated companies and joint ventures	(441)	(620)
Total comprehensive income for the period	9 587	2 526
Total comprehensive income attributable to:		
Equity holders	9 480	2 420
Non-controlling interest	107	106
	9 587	2 526

ADDITIONAL INFORMATION		
	30 June 2011	31 March 2010
Number of shares in issue		
– Ordinary shares of 1 cent each	481 106 370	481 106 370
Issued at the beginning of the period	481 106 370	439 479 751
Issued during the period	–	41 626 619
– Unlisted B ordinary shares of 10 cents each	35 506 352	35 506 352
Total number of shares in issue	516 612 722	516 612 722
Number of shares held in treasury		
– Ordinary shares repurchased and held in treasury	(2 918 266)	(3 424 044)
	513 694 456	513 188 678
Weighted number of shares	513 209 003	486 152 822

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

	30 June 2011 R'm	31 March 2010 R'm
Listed investments		
Associated		
– Book value	23 380	17 235
– Market value	32 086	28 480
Other		
– Book value	5 482	6 357
– Market value	5 482	6 357
Unlisted investments		
Associated		
– Book value	11 540	10 817
– Directors' valuation	19 695	17 720
Joint ventures		
– Book value	252	55
– Directors' valuation	250	55
Other		
– Book value	577	287
– Directors' valuation	577	287
Additions to and replacement of property, plant and equipment	612	424
Capital and investment commitments	1 693	882
(Including amounts authorised, but not yet contracted for)		
Guarantees and contingent liabilities*	2 472	389
Dividends received from associated companies and joint ventures set off against investments (the 2011 amount includes the MMI and RMI Holdings unbundling dividends amounting to R6 174 million)	8 305	1 222

* The increase in guarantees and contingent liabilities since 31 March 2010 relates mainly to two tax assessments received from SARS during the period under review. One of the assessments amounting to R906 million relates to the buyback and cancellation of treasury shares, while the second assessment amounting to R699 million was issued in connection with the disposal of investments (both amounts include interest). Based on legal opinion received, the assessments are being disputed.

COMMENTS	
1. CHANGE IN FINANCIAL YEAR-END	
During the period under review the financial year-end of the Company was changed from 31 March to 30 June, with effect from the current financial year. The rationale for the change was to comply with the revised International Auditing Standard 600 (ISA 600), as fully set out in the announcement released on SENS on 16 March 2011.	
As a result of the change in year-end and in order to comply with the JSE Listings Requirements, Remgro published and distributed a second set of interim results to shareholders for the twelve-month period ended 31 March 2011, during June 2011. An increase of 17.6% in headline earnings per share compared to the twelve months ended 31 March 2010 was reported.	
For the fifteen months being reported on, the change in year-end has resulted in certain investee companies being accounted for either twelve, fifteen or eighteen months, compared to only twelve months in the comparative period, resulting in no meaningful comparison between the periods reported on. The most significant of the investee companies referred to above, are the following:	
<ul style="list-style-type: none">Air Products and Mediclinic – accounted for twelve months in both periodsRainbow, Tsb Sugar, Unilever and Wispeco – accounted for fifteen months for the period under review, compared to twelve months in the comparative periodDistell, FirstRand, Kagiso, PGSI, RMBH and Total – accounted for eighteen months for the period under review, compared to twelve months in the comparative period	
The change in year-end also has the effect that Remgro's final and interim dividends will now be paid during November and April of each year respectively, compared to August and January previously. In respect of the fifteen-month period ended 30 June 2011 the total dividend per share is based on earnings for the fifteen months. For subsequent financial years, the total dividend per share will again be based on earnings for the twelve months under review.	

2. 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: <i>Interim Financial Reporting</i> , and in accordance with the requirements of the Companies Act (No. 71 of 2008), as amended, and the Listings Requirements of the JSE Limited. The financial statements have been prepared under the supervision of the Chief Financial Officer, Leon Crouse CA(SA).	
These financial statements incorporate accounting policies that have been consistently applied to both periods presented, with the exception of the implementation of the amendments to IAS 28: <i>Investments in Associates</i> , resulting from the introduction of the revised IFRS 3: <i>Business Combinations</i> . Refer to the section on changes in accounting policy below for further detail.	
3. CHANGES IN ACCOUNTING POLICY	
In the past all dilutionary effects of equity transactions by associated companies and joint ventures that Remgro was not a party to, were accounted for in other comprehensive income. With the introduction of the amendments to IAS 28: <i>Investments in Associates</i> , resulting from the application of the revised IFRS 3: <i>Business Combinations</i> , these effects are now accounted for in the income statement.	
In terms of the transitional provisions of the revised IFRS 3, this standard is only applied prospectively for all financial periods commencing on/after 1 July 2009 and accordingly the comparative results have not been restated. The impact of the change in accounting policy for the period under review resulted in an increase in earnings of R194 million. In terms of Circular 3/2009: <i>Headline Earnings</i> , the effect of such transactions is not included in headline earnings and accordingly the change in accounting policy did not affect Remgro's headline earnings.	
4. COMPARISON WITH PRIOR PERIOD	
The acquisition of VenFin Limited (VenFin) in the comparative period was only completed on 23 November 2009, having the effect that only VenFin's associates and joint ventures with March and September year-ends being equity accounted for the three months to 31 March 2010. For the period under review the impact of the VenFin acquisition was however accounted for the full period. The VenFin acquisition did have a negative effect on headline earnings per share due to the dilutive effect of the issue of 41.6 million Remgro shares as consideration for the acquisition.	
5. RESULTS	
Headline earnings	
Headline earnings for the fifteen months to 30 June 2011 amounted to R5 555 million compared to R3 355 million for the twelve months to 31 March 2010, representing an increase of 65.6%. This increase is mainly due to the additional six months' equity accounted earnings from FirstRand, RMBH, Distell and Total resulting from the change in year-end. Headline earnings per share increased by 56.8% from 690.1 cents to 1 082.4 cents.	

Contribution to headline earnings				
	Fifteen months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm	% Change	
Financial services	2 845	1 355	110.0	
Industrial interests	2 512	1 982	26.7	
Media interests	20	17	17.6	
Mining interests	112	96	16.7	
Technology interests	111	13	753.8	
Other investments	28	(64)	143.8	
Central treasury	89	57	56.1	
Other net corporate costs	(162)	(101)	(60.4)	
	5 555	3 355	65.6	

Refer to Annexures A and B for segmental information.

Financial services
The contribution from financial services amounted to R2 845 million (2010: R1 355 million). The increase of 110.0% is mainly due to the inclusion of the additional six months' equity accounted earnings from FirstRand and RMBH, as well as the inclusion of the results of RMI Holdings that were acquired in March 2011. Both FirstRand and RMBH reported improved results mainly due to a significant reduction in bad debts and improved profitability in both RMB and WesBank.

Industrial interests
The contribution of the industrial interests to headline earnings for the period under review amounted to R2 512 million, compared to R1 982 million in 2010. The increase of 26.7% is mainly due to the inclusion of the additional six months' equity accounted earnings from Distell, Total South Africa and Kagiso Trust Investments (KTI), as well as the additional three months' earnings accounted from Unilever, Rainbow, Tsb Sugar and Wispeco. Total South Africa's contribution to headline earnings amounted to R289 million (2010: R42 million). Total South Africa reported substantial favourable stock revaluations during the six months to 30 June 2011, resulting in a substantial increase in its contribution to Remgro's headline earnings when compared to its contribution of R99 million for the twelve months to March 2011. KTI's contribution to headline earnings amounted to R256 million (2010: R128 million),

AUDITED CONSOLIDATED RESULTS FOR THE FIFTEEN MONTHS ENDED 30 JUNE 2011 AND CASH DIVIDEND DECLARATION

(continued)

favourably impacted by fair value adjustments relating to its shareholding in MMI Holdings Limited and Adcock Ingram Holdings Limited. Distell's contribution to Remgro's headline earnings, which includes the investments in Capevin Holdings and Capevin Investments, amounted to R433 million (2010: R281 million). Rainbow and Unilever's contribution to headline earnings amounted to R285 million and R374 million respectively (2010: R259 million and R279 million). Rainbow experienced difficult trading conditions in the quarter to June 2011, with its contribution to Remgro's headline earnings only increasing by R12 million since March 2011. Tsb Sugar's contribution to headline earnings declined to R187 million (2010: R227 million) despite the additional three trading months. This decline is mainly due to a non-recurring cost of R43 million accounted for during the period under review relating to the closure of a pension fund, as well as a profit of R34 million in the comparative period relating to a change in the valuation methodology of its biological agricultural assets. Mediclinic was only accounted for the twelve months to March 2011 and its contribution to headline earnings amounted to R474 million (2010: R460 million).

Media interests
Media interests consist of the interests in Sabido, MARC, One Digital Media (ODM) and Premier Team Holdings (PTH). Sabido was only accounted for the twelve months to March 2011 and its contribution to Remgro's headline earnings amounted to R116 million (2010: R11 million). Both MARC and PTH were accounted for the eighteen months to June 2011. After allowing for the negative fair value adjustment of R24 million on the conversion right relating to the MARC convertible preference shares, its contribution to headline earnings amounted to a loss of R14 million. PTH's contribution to headline earnings also amounted to a loss of R52 million. In 2010 no income from PTH was accounted for, while MARC contributed R5 million to Remgro's headline earnings. ODM's contribution to headline earnings amounted to a loss of R30 million (2010: R1 million profit).

Mining interests
After the unbundling of the investment in Trans Hex to Remgro shareholders during September 2010, Implats is the only remaining investment being reported under mining interests. Dividends received from Implats amounted to R112 million (2010: R85 million), while no income from Trans Hex was accounted for during the period under review (2010: R11 million).

Technology interests
Technology interests primarily represent the interest in the CIV group of companies, as well as the investments in Tracker and SEACOM. For the period under review the CIV group was only accounted for the twelve months to March 2011 and contributed R91 million to Remgro's headline earnings (2010: R7 million). Tracker's contribution to headline earnings amounted to R57 million. SEACOM reported a headline loss of R203 million for the eighteen months to June 2011, with Remgro's share of this loss amounting to R51 million. SEACOM is cash flow positive and Remgro received dividends of \$6 million during the period under review. No income from Tracker and SEACOM were accounted for in the comparative period. It should be noted that with effect from 31 December 2010 the investment in Tracker was reclassified as an investment "held for sale".

Other investments
The contribution of other investments to headline earnings improved by R92 million to R28 million (2010: R64 million loss). It should be noted that a headline loss amounting to R79 million for Xicom was included in the results of the comparative period. This investment was sold in March 2010. For the period under review Business Partners was only accounted for the twelve months to March 2011 and its contribution to headline earnings amounted to R18 million (2010: R12 million).

Central treasury and other net corporate costs
Higher average cash balances resulted in an increase in the contribution from the central treasury division to R89 million (2010: R57 million). Other net corporate costs amounted to R162 million (2010: R101 million).

Headline earnings for the twelve months ended 30 June 2011
During the period under review the financial year-end of the Company was changed from 31 March to 30 June, as set out in detail above. As additional information to shareholders we have prepared an analysis of headline earnings for the twelve months to June 2011. This will enable shareholders to make a meaningful comparison when Remgro publishes its results for the twelve months to June 2012 during September next year.

In a similar way we will also present an analysis of headline earnings for the six months ended December 2010 when Remgro releases its results for the six months to December 2011.

Contribution to headline earnings	Twelve months ended 30 June 2011 R'm
Financial services	1 915
Industrial interests	1 930
Media interests	31
Mining interests	112
Technology interests	97
Other investments	25
Central treasury	76
Other net corporate costs	(137)
	4 049

Refer to Annexure A for further information.

Total earnings
Total earnings increased by 254.3% to R10 841 million (2010: R3 060 million), mainly as a result of the earnings growth of the underlying investments, as well as the capital gains amounting to R4 252 million realised on the FirstRand/RMBH restructuring transactions. These gains include the profit realised on the restructuring transactions by Remgro as well as Remgro's share of the profits realised by FirstRand and RMBH.

6. INTRINSIC VALUE
Remgro's intrinsic value per share increased by 11.8% from R121.64 at 31 March 2010 to R135.97 at 30 June 2011. Refer to Annexure B for full details.

7. INVESTMENT ACTIVITIES
The most important investment activities during the period under review were as follows:

FirstRand Limited (FirstRand) and RMB Holdings Limited (RMBH)
On 12 November 2010 it was announced that all of the suspensive conditions of the proposed merger of Metropolitan Holdings Limited and Momentum Group Limited, as well as the subsequent unbundling by FirstRand of its entire shareholding in the new merged entity (MMI Holdings Limited (MMI)) to its ordinary shareholders, were fulfilled. On 13 December 2010 Remgro received 81.2 million MMI shares in terms of the above transaction.

During March 2010 RMBH also announced that it was exploring a number of restructuring steps to realign its investment portfolio and to enhance shareholder value. The restructuring commenced during December 2010 and included the separation of RMBH's insurance and banking interests (RMI Holdings Limited (RMI Holdings) and RMBH respectively) and resulted in a separate listing of both companies. In terms of the restructuring Remgro disposed of its entire holding in MMI to RMI Holdings in exchange for shares in RMI Holdings, and now has the following direct interests in the respective entities after the completion of all related restructuring transactions:

RMI Holdings	34.9%
RMBH	31.5%
FirstRand	3.9%

Due to the fact that Remgro only acquired its interest in RMI Holdings during March 2011, the results of that company was only accounted for the four months to 30 June 2011.

Nampak Limited (Nampak)
During August 2010 Remgro sold its 13.3% interest in Nampak through an accelerated book build offering for a total consideration of R1 358.9 million (or R17.40 per share). During the period under review the results of Nampak were equity accounted for the four months to 31 July 2010 and its contribution to Remgro's headline earnings amounted to R33 million (2010: R73 million).

Trans Hex Group Limited (Trans Hex)
During September 2010 the investment in Trans Hex was unbundled and each Remgro shareholder received 5.85 Trans Hex shares for every 100 Remgro shares held. As the investment in Trans Hex was reclassified as an investment "held for sale" in the previous financial year, no income from Trans Hex was accounted for during the period under review (2010: R11 million).

Mediclinic International Limited (Mediclinic)
During August 2010 a further R591.9 million was invested in Mediclinic in terms of a rights offer whereby Mediclinic shareholders could subscribe for an additional 10 Mediclinic shares for every 100 shares held at a price of R23.00 per share. On 30 June 2011 Remgro's interest in Mediclinic was 45.2% (31 March 2010: 45.7%).

DIRECTORATE

Non-executive directors
Johann Rupert (Chairman), E de la H Hertzog (Deputy Chairman), P E Beyers, G T Ferreira*, P K Harris*, N P Mageza*, J Malherbe, P J Moleketi*, M M Morobe*, M A Ramphela*, F Robertson*, H Wessels* (*Independent)
Executive directors
M H Visser (Chief Executive Officer), W E Bührmann, L Crouse, J W Dreyer, J J Durand, J A Freller

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Business Partners Limited (Business Partners)
During the period under review Remgro acquired a further 14 381 742 Business Partners shares for a total consideration of R79.3 million. On a fully diluted basis, Remgro's interest in Business Partners increased to 28.8% (31 March 2010: 20.8%).

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. During the period under review Remgro invested a further R134.2 million in KIEF. By 30 June 2011, Remgro had invested R228.4 million of the R350 million committed.

Dark Fibre Africa (Pty) Limited (Dark Fibre)
In the past Remgro only had an indirect interest of 31.3% in Dark Fibre through its interests in the CIV group of companies. During the period under review an amount of R142.6 million was invested directly in Dark Fibre, while an additional amount of R292.6 million was invested in the CIV group of companies. These investments effectively increased Remgro's loan interest in Dark Fibre to 46.5%. At the same time Remgro agreed to provide a loan facility amounting to R116.6 million to Dark Fibre. The term of the facility is ten years and the full amount has already been advanced.

Capevin Holdings Limited (Capevin Holdings)
During the period under review Remgro acquired a further 12 210 311 Capevin Holdings shares for a total consideration of R42.7 million. These acquisitions increased Remgro's indirect interest in Distell to 33.5% (31 March 2010: 33.3%).

Lashou Group Inc. (Lashou)
During April 2011 Remgro invested \$18.0 million for a 1.6% interest, on a fully diluted basis, in Lashou, a Chinese company specialising in group buying and location-based marketing campaigns.

Fundamo (Pty) Limited (Fundamo)
During June 2011 Remgro sold its interest in Fundamo to Visa Inc. for a total consideration of R230 million. A capital gain of R142 million was realised on this transaction.

Tsb Sugar Holdings (Pty) Limited (Tsb Sugar)
During the period under review Tsb Sugar divested from its citrus operations and sold its interests in Golden Frontiers Citrus (Pty) Limited and Komatie Fruits (Pty) Limited with effect from 31 March 2011. An after-tax capital gain of R22 million was realised on this transaction. The future impact of the transaction on Tsb Sugar's results is not expected to be material.

Other smaller investments, amounting to R202 million, were made during the period under review in PGSI Limited, Fundamo, Premier Team Holdings Limited, One Digital Media (Pty) Limited and Milestone China Funds.

POST YEAR-END EVENTS:

Grindrod Limited (Grindrod)
Shareholders are referred to the joint detailed terms announcement made on 20 September 2011 by Remgro and Grindrod. In terms of an agreement reached with Grindrod, Remgro has agreed to subscribe for 133 333 334 new Grindrod ordinary shares (at a price of R15.00 per share) for a total consideration of R2 billion. The subscription will result in Remgro acquiring an interest of 22.3% in Grindrod on a fully diluted basis. Remgro has further provided Grindrod shareholders the option to subscribe for Grindrod shares, in its stead, on a pro-rata basis, also at R15.00 per share. The Grindrod Family has agreed not to exercise their option to subscribe for additional shares. As a result, through the subscription, Remgro will own a minimum of 4.5% in Grindrod regardless of the take-up of the subscription option.

KTI and Tiso Group (Pty) Limited (Tiso)
During the period under review KTI and Tiso entered into negotiations for the merger of the two groups into a new merged entity, Kagiso Tiso Holdings (Pty) Limited. The effective date of the transaction is 1 July 2011 and Remgro's effective interest in the new entity is 25.1%.

Tracker Investment Holdings (Pty) Limited (Tracker)
Since year-end the investment in Tracker was sold for a total consideration of approximately R1.2 billion. It is expected that the transaction will be concluded early in October 2011.

8. TREASURY SHARES
At 31 March 2010, 3 424 044 Remgro ordinary shares (0.7%) were held as treasury shares by a wholly owned subsidiary company of Remgro. As previously reported, these shares were acquired for the purpose of hedging Remgro's share incentive schemes.

During the period under review no Remgro ordinary shares were repurchased, while 505 778 Remgro ordinary shares were utilised to settle Remgro's obligation towards scheme participants who exercised the rights granted to them.

At 30 June 2011, 2 918 266 Remgro ordinary shares (0.6%) were held as treasury shares.

9. CASH RESOURCES AT THE CENTRE
The Company's cash resources at 30 June 2011 were as follows:

	30 June 2011			31 March 2010 R'm
	Local R'm	Offshore R'm	Total R'm	
Per consolidated statement of financial position	2 050	2 265	4 315	3 827
Investment in money market funds	–	1 725	1 725	1 812
Less: Cash of operating subsidiaries	(152)	(36)	(188)	(977)
Cash at the centre	1 898	3 954	5 852	4 662

On 30 June 2011, approximately 44% (R1 725 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 statement of financial position.

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.

DECLARATION OF CASH DIVIDEND

Declaration of Dividend No. 22
Notice is hereby given that a final dividend of 213 cents (2010: 125 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 fifteen months ended 30 June 2011.

The total dividend for the fifteen months ended 30 June 2011 of 213 cents per share represents an increase of 50.2% over the total dividend of 209 cents per share paid in respect of the twelve months to 31 March 2010.

Shareholders should note that the total dividend for the period of 314 cents per share includes 63 cents per share in respect of the three months with which the financial year-end of the Group was extended to 30 June 2011.

Dates of importance:	
Last day to trade in order to participate in the final dividend	Friday, 11 November 2011
Trading on or after this date will be ex the final dividend	Monday, 14 November 2011
Record date	Friday, 18 November 2011
Payment date	Monday, 21 November 2011

Shareholders may not dematerialise or rematerialise their holdings of ordinary shares between Monday, 14 November 2011, and Friday, 18 November 2011, both days inclusive.

The Annual Report will be posted to members during October 2011.

Signed on behalf of the Board of Directors.

Johann Rupert Chairman	Thys Visser Chief Executive Officer
Stellenbosch 20 September 2011	

CORPORATE INFORMATION

Secretary M Lubbe
Listing JSE Limited **Registered**: Industrials – Diversified Industrials
Business address and sector office Carpe Diem Office Park, Quantum Street, Techno Park, Stellenbosch 7600, (PO Box 456, Stellenbosch 7599)
Transfer Secretaries Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg 2001, (PO Box 61051, Marshalltown 2107)
Auditors PricewaterhouseCoopers Inc., Stellenbosch
Sponsors Rand Merchant Bank (A division of FirstRand Bank Limited)

	Fifteen months ended 30 June 2011 R'm	Twelve months ended 30 June 2011 R'm	Twelve months ended 31 March 2010 R'm
Financial services			
RMBH	1 489	1 014	720
RMI Holdings	183	183	–
FirstRand	1 173	718	635
Industrial interests			
Mediclinic	474	474	460
Unilever SA Holdings	374	312	279
Distell Group¹	433	328	281
Rainbow Chicken	285	220	259
Tsb Sugar	187	134	227
Air Products South Africa	139	139	115
Nampak	33	33	73
Kagiso Trust Investments	256	59	128
Total South Africa	289	191	42
PGSI	11	18	63
Wispeco	45	35	83
Other industrial interests	(14)	(13)	(28)
Media interests			
Sabido	116	116	11
MARC	(14)	(17)	5
Other media interests	(82)	(68)	1
Mining interests			
Implats	112	112	85
Trans Hex Group	–	–	11
Technology interests			
CIV group²	91	89	7
Tracker	57	23	–
SEACOM	(51)	(30)	–
Other technology interests	14	15	6
Other investments	28	25	(64)
Central treasury	89	76	57
Other net corporate costs	(162)	(137)	(101)
Headline earnings	5 555	4 049	3 355
Weighted number of shares (million)	513.2	513.3	486.2
Headline earnings per share (cents)	1 082.4	788.8	690.1
Notes			
1. Includes the investments in Capevin Investments Limited and Capevin Holdings Limited.			
2. Includes the investments in CIV Fibre Network Solutions (Pty) Limited, CIE Telecommunications Limited, CIV Power Limited, Central Lake Trading No. 77 (Pty) Limited and Dark Fibre Africa (Pty) Limited.			

	Fifteen months ended 30 June 2011		Twelve months ended 31 March 2010	
	Book value R'm	Intrinsic value R'm	Book value R'm	Intrinsic value R'm
Financial services				
RMBH	9 968	11 846	6 400	9 785
RMI Holdings	5 623	6 404	–	–
FirstRand	3 027	4 363	6 026	9 719
Industrial interests				
Mediclinic	4 216	8 776	3 111	6 948
Unilever SA Holdings	2 990	5 313	3 109	4 346
Distell Group¹	2 100	4 725	1 798	4 430
Rainbow Chicken	2 108	3 455	1 956	3 412
Tsb Sugar	1 546	2 804	1 376	2 506
Air Products South Africa	521	2 257	536	1 752
Nampak	–	–	1 205	1 398
Kagiso Trust Investments	1 441	1 667	1 213	1 269
Total South Africa	972	1 374	631	1 080
PGSI	578	582	533	528
Wispeco	383	343	358	381
Other industrial interests	458	457	328	351
Media interests				
Sabido	898	1 405	837	1 215
MARC	169	168	187	211
Other media interests	16	16	50	71
Mining interests				
Implats	4 862	4 862	5 711	5 711
Trans Hex Group	–	–	65	106
Technology interests				
CIV group²	1 027	1 236	378	539
Tracker	587	1 196	574	911
SEACOM	577	1 057	721	1 120
Other technology interests	255	278	385	479
Other investments	944	634	573	399
Central treasury – cash at the centre³	5 852	5 852	4 662	4 662
Other net corporate assets	441	744	581	796
Net asset value (NAV)	51 559	71 814	43 304	64 125
Potential CGT liability¹		(1 965)		(1 703)
NAV after tax	51 559	69 849	43 304	62 422
Issued shares after deduction of shares repurchased (million)	513.7	513.7	513.2	513.2
NAV after tax per share (Rand)	100.37	135.97	84.38	121.64
Notes				
1. Includes the investments in Capevin Investments Limited and Capevin Holdings Limited.				
2. Includes the investments in CIV Fibre Network Solutions (Pty) Limited, CIE Telecommunications Limited, CIV Power Limited, Central Lake Trading No. 77 (Pty) Limited and Dark Fibre Africa (Pty) Limited.				
3. Cash at the centre excludes cash held by subsidiaries that are separately valued above (mainly Rainbow Chicken, Tsb Sugar and Wispeco).				
4. The potential capital gains tax (CGT) liability, which is unaudited, is calculated on the specific identification method using the most favourable calculation for investments acquired before 1 October 2001 and also taking into account the corporate relief provisions. Deferred CGT on investments available-for-sale (mainly Implats and Caxton) is included in "other net corporate assets" above.				
5. For purposes of determining the intrinsic value, the unlisted investments are shown at directors' valuation and the listed investments are shown at stock exchange prices.				

Remgro Limited