

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Supplementary Circular should be read in conjunction with the Circular issued to Shareholders on Wednesday, 26 October 2011.

The definitions and interpretations commencing on page 6 of this Supplementary Circular apply, mutatis mutandis, throughout this document, including this cover page.

Shareholders are referred to page 2 of this Supplementary Circular, which sets out the action required of them with regard to the proposed B-BBEE Transaction, full details of which are set out in this Supplementary Circular. If you are in any doubt as to the action that you should take, please consult your CSDP, Broker, banker, legal adviser, accountant or other professional adviser immediately.

If you have disposed of all of your AECI Ordinary Shares, this Supplementary Circular and the Circular should be forwarded to the purchaser to whom, or the CSDP, Broker, banker or other agent through whom you disposed of such shares.



AECI Limited

(Incorporated in the Republic of South Africa)
(Registration number 1924/002590/06)

JSE ordinary share code: AFE

JSE preference share code: AFEP

JSE ordinary share ISIN: ZAE000000220

JSE preference share ISIN: ZAE000000238

SUPPLEMENTARY CIRCULAR TO AECI SHAREHOLDERS

relating to the proposed B-BBEE Transaction including:

- **amendments to the Memorandum of Incorporation of the Company to:**
 - **create AECI B Ordinary Shares (which will be unlisted);**
 - **increase the authorised share capital; and**
 - **allow for financial assistance by the Company;**
- **the authority to issue AECI Ordinary Shares for cash and AECI B Ordinary Shares;**
- **the approval of financial assistance given by the Company in terms of Section 44 of the Companies Act; and**
- **the future specific repurchases of the remaining AECI Ordinary Shares and the redemption of part of the remaining unlisted AECI B Ordinary Shares;**

and incorporating:

- **a notice of General Meeting of AECI Ordinary Shareholders; and**
 - **a form of proxy (to be completed by Certificated Shareholders and “own name” Dematerialised Shareholders only) (blue).**
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The Directors whose names appear on page 11 of this Supplementary Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Supplementary Circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this Supplementary Circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Supplementary Circular, read in conjunction with the Circular, contains all information required by South African law and by the Listings Requirements.

Standard Bank, which is regulated in terms of the Listings Requirements, is acting for AECI and no one else in relation to the preparation of this Supplementary Circular and will not be responsible to anyone other than AECI in relation to the preparation of this Supplementary Circular.

**Investment bank and
transaction sponsor**



Attorneys and tax advisers



**Reporting accountants
and auditors**



Accounting advisers

Tax Advisor

Deloitte.

Audit.Tax.Consulting.Financial Adv

**Programme and
implementation managers**



**Independent professional
expert**



Sponsor



Date of issue: Wednesday, 21 December 2011

This Supplementary Circular is available in English only. Copies of this Supplementary Circular and the Circular may be obtained from the registered office of AECI, the investment bank and transaction sponsor and the Transfer Secretaries whose addresses are set out in the "Corporate Information and Advisers" section of this Supplementary Circular. This Supplementary Circular and the Circular will also be available in electronic form from the Company's website (www.aeci.co.za) from Wednesday, 21 December 2011.

CORPORATE INFORMATION AND ADVISERS

Company Secretary and registered office

E N (Nomini) Rapoo
BCom (Law), UED, LLB, Admitted Attorney of the
High Court, Certificate in Corporate Governance
AECI Limited
(Registration number 1924/002590/06)
1st Floor, AECI Place
24 The Woodlands
Woodlands Drive
Woodmead
Sandton (no postal deliveries to this address)
South Africa
(Private Bag X21, Gallo Manor, 2052)

Attorneys and tax advisers

Webber Wentzel
10 Fricker Road
Illovo Boulevard
Illovo, 2196
South Africa
(PO Box 61771, Marshalltown, 2107)

Accounting advisers

Deloitte & Touche
(Registration partnership number 902276)
Deloitte Place
Building 33
The Woodlands
Woodlands Drive
Woodmead
Sandton
South Africa
(Private Bag X1, Gallo Manor, 2052)

Transfer Secretaries in South Africa

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001
South Africa
(PO Box 61051, Marshalltown, 2107)

Independent professional expert

Ernst & Young Advisory Services Limited
(Registration number 2006/01826/06)
52 Corlett Drive
Illovo
Johannesburg, 2196
South Africa
(Private Bag X14, Northlands, 2116)

Investment bank and transaction sponsor

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
3 Simmonds Street
Johannesburg, 2001
South Africa
(PO Box 61344, Marshalltown, 2107)

Reporting accountants and auditors

KPMG Inc.
(Registration number 1999/021543/21)
KPMG Crescent
85 Empire Road
Parktown, 2193
South Africa
(Private Bag 9, Parkview, 2122)

Programme and implementation managers

Barnstone Corporate Services Proprietary Limited
(Registration number 2003/024319/07)
Unit 13 Cambridge Park
No. 5 Bauhinia Street
Highveld Techno Park
Centurion, 0157
South Africa
(Suite 475, Private Bag X15, Menlopark, 0102)

Transfer Secretaries in the United Kingdom

Computershare Investor Services PLC
(Company number 3498808)
PO Box 82
The Pavilions
Bridgwater Road
Bristol BS99 7NH
England

Corporate sponsor

Rand Merchant Bank
(a division of FirstRand Bank Limited)
(Registration number 1929/001225/06)
1 Merchant Place
Corner Rivonia Road and Fredman Drive
Sandton, 2196
South Africa
(PO Box 786273, Sandton, 2146)

AECI date of incorporation

21 March 1924

AECI place of incorporation

Republic of South Africa

ACTION REQUIRED BY AECl SHAREHOLDERS

The definitions and interpretations commencing on page 6 of this Supplementary Circular apply, *mutatis mutandis*, to this section on actions required.

If you are in any doubt as to the action that you should take, please consult your CSDP, Broker, banker, legal adviser, accountant or other professional adviser immediately.

If you have disposed of all of your AECl Ordinary Shares, this Supplementary Circular and the Circular should be forwarded to the purchaser to whom, or the CSDP, Broker, banker or other agent through whom, you have disposed of such shares.

1. ACTION REQUIRED REGARDING THE GENERAL MEETING

A General Meeting of AECl Shareholders will be held at 13:30 on Wednesday, 25 January 2012 at AECl Place, Ground Floor, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton, to consider and, if deemed fit, pass the resolutions required to implement the B-BBEE Transaction, as detailed in this Supplementary Circular. A notice convening the General Meeting is attached to and forms part of this Supplementary Circular. Please take careful note of the following provisions regarding the actions required by Certificated Shareholders and Dematerialised Shareholders regarding the General Meeting.

The Record Date as determined by the Board in accordance with Section 59 of the Companies Act for AECl Ordinary Shareholders to be eligible to vote at the General Meeting is Friday, 20 January 2012.

1.1 If you are a Certificated Shareholder or if you have dematerialised your AECl Ordinary Shares with "own name" registration:

1.1.1 You may attend the General Meeting in person and may vote at the General Meeting.

1.1.2 Alternatively, if you are unable to attend the General Meeting, you may appoint a proxy to represent you at the General Meeting by completing the attached form of proxy (blue) for the General Meeting in accordance with the instructions it contains and returning it to the Transfer Secretaries to be received by no later than 13:30 on Monday, 23 January 2012.

1.2 If you have dematerialised your AECl Ordinary Shares other than with "own name" registration:

1.2.1 Your CSDP or Broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP or Broker to ascertain how you wish to cast your votes at the General Meeting and thereafter to cast your votes in accordance with your instructions. If you have not been contacted, it would be advisable for you to contact your CSDP or Broker and furnish them with your voting instructions.

1.2.2 If your CSDP or Broker does not obtain voting instructions from you, they will be obliged to vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or Broker.

1.2.3 You must **not** complete the attached form of proxy (blue) for the General Meeting.

If you wish to attend or be represented at the General Meeting, you must advise your CSDP or Broker in accordance with the agreement concluded between you and your CSDP or Broker, and your CSDP or Broker will issue the necessary letter of representation authorising you to attend the General Meeting. Should you not wish to attend the General Meeting in person, you must provide your CSDP or Broker with your voting instruction timeously in order for the CSDP or broker to vote in accordance with your instruction at the General Meeting.

2. **EXCHANGE CONTROL REGULATIONS**

In terms of the Exchange Control Regulations of South Africa:

- 2.1 Any share certificates that might be issued to non-resident shareholders will be endorsed "Non-resident";
- 2.2 Any new share certificates, dividends and residual cash payments based on emigrants' shares controlled in terms of the Exchange Control Regulations, will be forwarded to the Authorised Dealer in foreign exchange controlling their blocked assets. The election by emigrants for the above purpose must be made through the Authorised Dealer in foreign exchange controlling their blocked assets. Such share certificates will be endorsed "Non-resident"; and
- 2.3 Dividends and residual cash payments due to non-residents are freely transferable from South Africa.

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SALIENT DATES AND TIMES

Record date, as determined by the Board in accordance with Section 59 of the Companies Act, for AECI Shareholders to be eligible to receive the Supplementary Circular; the Circular (to the extent that it has not already been received) and the notice of the General Meeting	Thursday, 15 December 2011
Last day to trade AECI Ordinary Shares on the JSE in order to be recorded in the share register on the record date to be eligible to vote at the General Meeting	Friday, 13 January 2012
Record date to be eligible to vote at the General Meeting	Friday, 20 January 2012
Last day to lodge forms of proxy for the General Meeting by 13:30 on	Monday, 23 January 2012
General Meeting of AECI Shareholders to be held at 13:30 on	Wednesday, 25 January 2012
Results of General Meeting released on SENS	Wednesday, 25 January 2012
Results of General Meeting published in the South African press	Thursday, 26 January 2012
Expected listing of the new AECI Ordinary Shares on the JSE on or about	Friday, 3 February 2012

Notes:

1. The definitions and interpretations commencing on page 6 of this Supplementary Circular apply, mutatis mutandis, to these salient dates and times.
2. All times shown in this Supplementary Circular are South African local times.
3. These dates and times are subject to change. Any material changes will be released on SENS and published in the South African press.

DEFINITIONS AND INTERPRETATIONS

Throughout this Supplementary Circular and the annexures hereto, unless otherwise stated or the context otherwise indicates, the words and expressions in the first column will have the meanings stated opposite them in the second column and words and expressions in the singular will include the plural and vice versa, words importing natural persons will include corporations and associations of persons and vice versa and any reference to one gender will include the other gender:

“AECI” or “the Company”	AECI Limited (registration number 1924/002590/06), a public company incorporated in accordance with the laws of South Africa, of which the ordinary issued shares are listed on the exchange operated by the JSE;
“AECI B Ordinary Shares”	unlisted redeemable convertible B ordinary shares of no par value in the share capital of the Company which carry the same voting rights as AECI Ordinary Shares, and which are convertible into AECI Ordinary Shares on a one-for-one basis, to be created to facilitate the B-BBEE Transaction, subject to the fulfillment of the Conditions Precedent;
“AECI Group” or “the Group”	collectively the Company, any subsidiary of the Company and any other company in which the Company is directly or indirectly able to exercise control of 49% or more of the general voting rights associated with issued securities of that company, whether incorporated in South Africa or not;
“AECI Ordinary Shares”	ordinary shares with a par value of R1,00 each in the share capital of AECI;
“AECI Ordinary Shareholders” or “AECI Shareholders”	holders of AECI Ordinary Shares;
“AEL MS”	AEL Mining Services Limited (registration number 1973/008610/06), a public company incorporated in accordance with the laws of South Africa, a wholly-owned subsidiary of AECI post the KTH Transaction;
“AEL Trust”	the Tiso AEL Development Trust (Master’s reference number IT 4216/04), being the trust created and established to hold 25% of the issued share capital of Business Ventures Investment No. 851 Proprietary Limited (which in turn holds approximately 25,1% of AEL MS) and to conduct various corporate social investment programmes as the trustees of the trust may decide from time to time;
“Articles of Association”	the articles of association of AECI, forming part of the Memorandum of Incorporation;
“Broker”	any person registered as a broking member (equities) in terms of the rules of the JSE made in accordance with the provisions of the Securities Services Act, No. 36 of 2004;
“B-BBEE”	broad-based economic empowerment of Black people as contemplated in the B-BBEE Legislation;
“B-BBEE Act”	the Broad-Based Black Economic Empowerment Act, No. 53 of 2003, as amended or varied from time to time;
“B-BBEE Legislation”	collectively the B-BBEE Act and the Codes;
“B-BBEE Transaction”	the proposed transaction in terms of which the EST and the CST together will acquire an 11,5% interest in AECI’s Net Enlarged Issued Share Capital through the creation and issue of the AECI B Ordinary Shares and the issue of AECI Ordinary Shares in accordance with the terms of the applicable B-BBEE Transaction Agreements of which the full terms were set out in the Detailed Terms Announcement and the Supplementary Terms Announcement;

“B-BBEE Transaction Agreements”	the signed agreements giving effect to the B-BBEE Transaction, being the CST Trust Deed, the EST Trust Deed, the CST Subscription Agreement and the EST Subscription Agreement and any other agreements necessary to give effect or incidental to those agreements, including all addendums to the relevant agreements;
“Black” or “Black people”	in relation to any person, has the meaning ascribed to it in the B-BBEE Legislation;
“Board”	the board of directors of the Company as constituted from time to time, acting either itself or through any committee constituted by it for the purposes of the EST or CST;
“Business Day”	any day other than a Saturday, Sunday or gazetted national public holiday in South Africa;
“Certificated Shareholders”	AECI Ordinary Shareholders holding Certificated Shares;
“Certificated Shares”	AECI Ordinary Shares which have not been dematerialised in terms of the requirements of Strate, the title to which is represented by a share certificate or other physical Documents of Title;
“CIPC”	the Companies and Intellectual Property Commission;
“the Circular”	the bound document posted to Shareholders on Wednesday, 26 October 2011, which contained the full terms of the B-BBEE Transaction and which should be read in conjunction with this Supplementary Circular;
“Codes”	the codes of good practice published in terms of Section 9 of the B-BBEE Act, as may be amended from time to time;
“Commencement Date” or “Subscription Date”	the Business Day after the date on which all the Conditions Precedent are fulfilled;
“Companies Act”	Companies Act, No. 71 of 2008, as amended, re-enacted, substituted or varied from time to time;
“Conditions Precedent”	the conditions precedent to which the B-BBEE Transaction is subject, as set out in section 3 of this Supplementary Circular;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act, No. 36 of 2004, as amended;
“CST”	the AECI Community Education and Development Trust established in terms of the CST Trust Deed and registered in accordance with the laws of South Africa; under Master’s reference number IT3409/11;
“CST Subscription Agreement”	the agreement entered into between AECI and the CST Trustees on Wednesday, 12 October 2011 and the addendum thereto entered into on Wednesday, 7 December 2011, in terms of which the CST will subscribe for the CST Subscription Shares;
“CST Subscription Shares”	4 426 604 AECI Ordinary Shares, constituting 3,5% of the Net Enlarged Issued Share capital of AECI;
“CST Trust Deed”	the trust deed of the CST entered into between AECI and the CST Trustees on Thursday, 6 October 2011 and the addendum thereto entered into on Wednesday, 7 December 2011;
“CST Trustees”	the trustees of the CST from time to time, appointed in terms of the CST Trust Deed;
“Dematerialised Shareholders”	AECI Ordinary Shareholders who hold Dematerialised Shares;

“Dematerialised Shares”	AECI Ordinary Shares that have been dematerialised in accordance with Strate;
“Detailed Terms Announcement”	the announcement which included the key terms of the B-BBEE Transaction, as announced on SENS on Thursday, 13 October 2011 and in the South African press on Friday, 14 October 2011 and the Supplementary Terms Announcement;
“Directors”	the directors of AECI from time to time;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Certificated Shares, acceptable to AECI;
“Entitlement Shares”	the number of AECI B Ordinary Shares to which an EST Beneficiary will be entitled to at the Revised EST Termination Date, determined in accordance with paragraph 5.1.4 of the Circular, which shares after their conversion will be distributed to him by the EST Trustees on or before the EST Distribution Date;
“EPS”	earnings per ordinary share;
“EST”	the AECI Employees Share Trust established in terms of the EST Trust Deed and registered in accordance with the laws of South Africa under Master’s reference number IT3410/11;
“EST Beneficiaries” or “Eligible Employees”	all employees deemed eligible, in accordance with the EST Trust Deed, to participate in the EST, collectively the Initial EST Staff, Initial EST Managers, Subsequent EST Staff and Subsequent EST Managers;
“EST Distribution Date”	a date after the Revised EST Termination Date to be determined by the Company but which will be no later than six months after the Revised EST Termination Date;
“EST Lock-in Period” or “the EST Term”	the period commencing on the Commencement Date and ending on the day following the revised EST Termination Date and after the determination of the AECI B Ordinary Shares to which an EST Beneficiary is entitled;
“EST Subscription Agreement”	the agreement entered into between AECI and the EST Trustees on Wednesday, 12 October 2011 and the addendum thereto entered into on Wednesday, 7 December 2011, in terms of which the EST will subscribe for the EST Subscription Shares;
“EST Subscription Shares”	10 117 951 AECI B Ordinary Shares constituting 8% of the Net Enlarged Issued Share Capital of AECI;
“EST Trust Deed”	the trust deed of the EST entered into between AECI and the EST Trustees on Thursday, 6 October 2011 and the addendum thereto entered into on Wednesday, 7 December 2011;
“EST Trustees”	the trustees of the EST from time to time, appointed in terms of the EST Trust Deed;
“E&Y”	Ernst & Young Advisory Services Limited (registration number 2006/O1826/O6), a public company incorporated in accordance with the laws of South Africa;
“Financial Year/s”	the financial year of AECI from time to time, it being recorded that as at the Commencement Date, AECI’s financial year-end is 31 December;
“General Meeting”	the general meeting of AECI Ordinary Shareholders convened in terms of the notice of general meeting attached to this Supplementary Circular, to be held at 13:30 on Wednesday, 25 January 2012 at AECI Place, Ground Floor, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton;

“HEPS”	headline EPS;
“IFRS”	International Financial Reporting Standards;
“JSE”	JSE Limited (registration number 2005/022939/06), a company licensed to operate an exchange under the Securities Services Act, No. 36 of 2004, as amended;
“KTH”	Kagiso Tiso Holdings Proprietary Limited (RF) which came into effect on 1 July 2011 through the merger of the Tiso Group Limited and Kagiso Trust Investments Proprietary Limited;
“KTH Consortium”	a KTH-led consortium in the form of Business Ventures Investment No. 851 Proprietary Limited, in which KTH beneficially holds 75% and the AEL Trust holds 25% of the ordinary issued share capital;
“KTH Transaction”	<p>as per AECl’s SENS announcement on Tuesday, 26 July 2011, the proposed small related party transaction in terms of the Listings Requirements whereby AECl proposes to acquire the remaining 25,1% of AEL MS, not already held, from the KTH Consortium in exchange for an issue of 4 678 667 AECl Ordinary Shares.</p> <p>Post the completion of the KTH Transaction, and the implementation of the B-BBEE Transaction, the KTH Consortium will own 3,7% of the Net Enlarged Issued Share Capital of AECl and AEL MS will become a wholly-owned subsidiary of AECl;</p>
“Last Practicable Date”	Monday, 12 December 2012, being the Last Practicable Date prior to the finalisation of this Supplementary Circular;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time by the JSE;
“Master”	the Master of the High Court of South Africa;
“Memorandum of Incorporation”	the Memorandum of Incorporation of AECl consisting of the memorandum of association and Articles of Association;
“Net Enlarged Issued Share Capital”	the issued ordinary share capital of AECl, excluding Treasury Shares, following the implementation of the B-BBEE Transaction and the KTH Transaction, being 1 16 356 441 AECl Ordinary Shares and 10 117 951 AECl B Ordinary Shares, and on the assumption that no AECl Ordinary Shares will be issued after the Last Practicable Date, except those issued pursuant to the B-BBEE Transaction and the KTH Transaction;
“NAV”	net asset value;
“Notional Issue Price”	the VWAP of R75,82 per AECl Ordinary Share calculated as the higher of the VWAP for the 30 or 60 trading days ending at the close of business on the Price Calculation Date, being the Friday prior to the signature date of both the EST Subscription Agreement and the CST Subscription Agreement;
“Price Calculation Date”	Friday, 7 October 2011, being the close of business on the Friday prior to the signature date of both the EST Subscription Agreement and the CST Subscription Agreement;
“Revised EST Termination Date”	10 years after the Commencement Date, provided that if that date falls on a day which is not the first day of a month, that date will be the first day of the following month, as extended for one year at the discretion of the Board should there be no value to the EST Beneficiaries, or anticipated in order to facilitate an offer which, if accepted would result in, or would constitute, an Affected Transaction as defined in the Companies Act, or the disposal of all or the greater part of the assets of the Group, an amalgamation, a merger or a scheme of arrangement

as contemplated by the Companies Act, and in the case of the death of a EST Beneficiary and in relation to such EST Beneficiary only, the date of his death;

“Rules”	the rules made by the JSE in accordance with the Securities Services Act, No. 36 of 2004;
“SENS”	the Securities Exchange News Service of the JSE;
“Shareholders”	collectively AECI Ordinary Shareholders, Preference Shareholders and holders of AECI B Ordinary Shares;
“South Africa”	the Republic of South Africa;
“Standard Bank”	The Standard Bank of South Africa Limited (registration number 1962/000738/06), a public company duly incorporated and registered under the company laws of South Africa as a registered bank;
“Strate”	Strate Limited (registration number 1998/022242/06), a public company incorporated in accordance with the laws of South Africa and a registered CSDP responsible for the electronic custody and settlement system used by the JSE;
“Supplementary Circular”	this bound document dated Wednesday, 21 December 2011 containing the supplementary circular to AECI Ordinary Shareholders and the annexures thereto, a notice of the General Meeting and a form of proxy (blue), and which should be read in conjunction with the Circular;
“Supplementary Terms Announcement”	the announcement released on SENS on Monday, 19 December 2011 and published in the South African press on Tuesday, 20 December 2011 relating to the Revised EST Termination Date and the Supplementary Circular;
“Treasury Shares”	AECI Ordinary Shares held by AECI Treasury Holdings Proprietary Limited, a wholly-owned subsidiary of AECI;
“TNAV”	tangible NAV;
“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited, a private company incorporated in South Africa, or Computershare Investor Services PLC, a private company incorporated in the United Kingdom; and
“VWAP”	volume weighted average price.



AECI Limited

(Incorporated in the Republic of South Africa)

(Registration number 1924/002590/06)

JSE ordinary share code: AFE

JSE preference share code: AFEP

JSE ordinary share ISIN: ZAE000000220

JSE preference share ISIN: ZAE000000238

AECI Directors

Executive:

G N Edwards (Chief Executive)
K M Kathan (Financial Director and
Chief Financial Officer)

Non-executive:

F Titi (Chairman) *
R M W Dunne# *
S Engelbrecht
Z Fuphe *
M J Leeming *
L L Mda *
A J Morgan *
L M Nyhonyha *
R Ramashia *

* Independent

British

SUPPLEMENTARY CIRCULAR TO AECI SHAREHOLDERS

1. INTRODUCTION

Shareholders are referred to the Detailed Terms Announcement relating to the B-BBEE Transaction, the results of the general meeting and the cautionary announcement released on SENS on Thursday, 24 November 2011 and published in the South African press on Friday, 25 November 2011 ("the 24 November Announcement"), the Supplementary Terms Announcement and the Supplementary Circular.

Shareholders are also referred to the Circular which, read in conjunction with this Supplementary Circular, contains the full terms of the B-BBEE Transaction.

As set out in the Circular, the B-BBEE Transaction will be implemented through:

- the creation and the specific issue of 10 117 951 AECI B Ordinary Shares to the EST, constituting 8% of the Net Enlarged Issued Share Capital; and
- the specific issue of 4 426 604 AECI Ordinary Shares to the CST, constituting 3,5% of the Net Enlarged Issued Share Capital.

In the 24 November 2011 Announcement, Shareholders were advised that following feedback received from key Shareholders on the terms of the B-BBEE Transaction, the Company was giving further consideration to the terms of the B-BBEE Transaction and engaging with Shareholders in this regard.

Shareholders are hereby advised that, following discussions with key Shareholders, the EST Term has been amended from seven years to 10 years. No other material changes have been made to the terms of the B-BBEE Transaction. The amendment to the EST Term will allow AECI to maintain the B-BBEE benefits derived from the EST for a further three years and, at the same time, will increase the potential for Eligible Employees to unlock greater value from the B-BBEE Transaction.

Accordingly, in terms of the revised EST Term, the notional loan provided by AECI to the EST to fund the subscription by the EST of the 10 117 951 AECI B Ordinary Shares will now be settled at the end of 10 years.

The purpose of this Supplementary Circular and the attached notice of General Meeting is to provide AECI Shareholders with further information regarding the EST Term and to convene a General Meeting at which AECI Shareholders will be requested to consider, and if deemed fit pass, with or without modification, the resolutions required to implement the B-BBEE Transaction.

2. THE EST

2.1 Mechanics of the B-BBEE Transaction in relation to the EST

As set out in the Circular, the EST will subscribe for 10 117 951 AECI B Ordinary Shares for no cash consideration. The AECI B Ordinary Shares issued to the EST will equate to a market value of approximately R767 143 045, based on the Notional Issue Price. The AECI B Ordinary Shares will represent 8,0% of the Net Enlarged Issued Share Capital of AECI and approximately 70% of the total AECI shares to be issued under the B-BBEE Transaction. The market value of R767 143 045 will be notionally funded by AECI and settled at the end of the revised EST Term, through redemption of AECI B Ordinary Shares, at no consideration per AECI B Ordinary Share.

The AECI B Ordinary Shares will rank *pari passu* in all respects with the other AECI Ordinary Shares except as set out in paragraph 5.1.2.2 of the Circular and articles 44 and 45 of the Memorandum of Incorporation as set out in Annexure 6 in the Circular, and will be issued in terms of the Memorandum of Incorporation of AECI, the Companies Act and the Listings Requirements. The AECI B Ordinary Shares, which are not redeemed on or after the Revised Termination Date, will be converted into new AECI Ordinary Shares as set out in more detail in the Circular.

It should be noted that the AECI B Ordinary Shares will be issued to a non-public shareholder as defined in the Listings Requirements. For the duration of the EST Lock-In Period, the EST Beneficiaries will be deemed to have appointed the EST to hold their AECI B Ordinary Shares and AECI Ordinary Shares on their behalf as their agent and to deal with their vested AECI B Ordinary Shares in accordance with the provisions of the EST Trust Deed.

A summary of the material terms of the EST are set out in the Circular.

2.2 Trustees

The EST Trustees will comprise five trustees in total, four of whom will be elected by the EST Beneficiaries and one of whom will be appointed by the Board.

Of the four EST Trustees elected by the EST Beneficiaries, one will be an EST Beneficiary employed by the AECI Group and three will be Independent Trustees, as defined in the Circular, provided that none of those four EST Trustees will be an Executive Director of the Company. In the interim, AECI has appointed two Initial EST Trustees who undertake to resign as trustees once the full board of EST Trustees has been appointed.

The EST Trustees will exercise all voting rights in respect of the AECI B Ordinary Shares vested in the EST Beneficiaries, in accordance with the directions of the EST Beneficiaries, as well as the Pool Shares.

Three EST Trustees will constitute a quorum for the purposes of meetings of the EST Trustees (other than meetings of the Initial EST Trustees), provided that at least one of these will be the EST Trustee appointed by AECI.

If no quorum is present at any meeting of EST Trustees within 30 minutes from the specified time, the meeting will be adjourned to a date not less than seven days later, at the same time and venue, or if that date is not a Business Day, then to the next succeeding Business Day. If at such adjourned meeting a quorum is not present within 30 minutes from the time of that meeting, the EST Trustees present will be deemed to constitute a quorum.

Decisions to be taken by the EST Trustees present at a meeting of EST Trustees will take place by majority vote, with the decision of the majority deemed to be the decision of all of the EST Trustees. In the event of a deadlock between the EST Trustees, the chairman of the meeting will have a second and casting vote in addition to his deliberative vote.

3. CONDITIONS PRECEDENT

The B-BBEE Transaction is subject, inter alia, to the fulfilment of the following conditions precedent:

- the passing of all requisite special and ordinary resolutions by the requisite majority of votes at the General Meeting;
- the filing of any special resolution to the CIPC, to the extent required; and
- the lodging of the amendments to the EST Trust Deed and CST Trust Deed with the Master of the High Court.

4. ECONOMIC COST

AECI had previously estimated the economic cost of implementing the B-BBEE Transaction to be approximately R257 million. Based on the revised EST Term, this figure has been revised upwards to approximately R260 million, calculated in accordance with IFRS, specifically IFRS 2 – Share-based Payments and confirmed by Deloitte & Touche acting as Accounting Advisers.

5. EMPOWERMENT LEVEL

In terms of the Codes, when applying the principle of excluding the value of foreign operations (currently approximately 29%) and mandated investments from the shareholder base of AECI (up to a maximum of 40%), the effective B-BBEE shareholding in the Net Enlarged Issued Share Capital of AECI, as a result of the B-BBEE Transaction and the KTH Transaction, is expected to be 27,4%. This has not been affected by the revised EST Term.

6. UNAUDITED PRO FORMA FINANCIAL INFORMATION AND EFFECTS

Based on the revised EST Term, the unaudited pro forma financial effects set out herein have been prepared to assist AECI Ordinary Shareholders to assess the impact of the B-BBEE Transaction on the EPS, HEPS, NAV and TNAV per AECI Ordinary Share. The material assumptions are set out in the notes following the table.

The unaudited pro forma financial effects are presented for illustrative purposes only and because of their nature may not fairly present AECI's financial position, changes in equity, results of operations or cash flows after the B-BBEE Transaction.

It has been assumed for purposes of the pro forma financial effects that the B-BBEE Transaction took place with effect from 1 January 2011 for the statement of comprehensive income purposes and at 30 June 2011 for the statement of financial position purposes. The Directors are responsible for the preparation of the unaudited pro forma financial effects.

There are no material changes to the pro forma financial information set out in the Circular.

	Before	Effects of the B-BBEE Transaction	After the B-BBEE Transaction	Percentage change (%)	Effects of the KTH Transaction	After the B-BBEE Transaction and the KTH Transaction	Percentage change (%)
EPS (cents)	275	(129)	146	(47)	10	156	(43)
HEPS (cents)	265	(130)	135	(49)	11	146	(45)
NAV per share (cents)	4 186	0	4 186	0	(49)	4 137	(1)
TNAV per share (cents)	3 184	0	3 184	0	(7)	3 177	(0)

Notes:

1. The "Before" column has been extracted without adjustment from the condensed consolidated unaudited interim financial results for the half-year ended 30 June 2011.
2. The "After the B-BBEE Transaction" EPS and HEPS have been adjusted to include the IFRS2 charge of the EST (R14,9 million) and the CST (R122,1 million), as well as implementation expenses of R2,0 million. The charge relating to

the EST is spread over the vesting period and varies from year to year whilst the charge relating to the CST is recognised immediately. The weighted average number of shares in issue has been adjusted to exclude the 10,1 million shares issued to the EST as these shares are treasury shares and have not been issued to external parties. The weighted average number of shares in issue has been adjusted further to exclude the 4,4 million shares relating to the CST as these shares are contingently returnable and are treated as not outstanding until the date they are no longer subject to cancellation.

3. The "After the B-BBEE Transaction" NAV and TNAV have been adjusted to include the IFRS2 charge of the CST, though this has no effect on the NAV or TNAV. The weighted average number of shares in issue has been adjusted to exclude the 10,1 million shares issued to the EST as these shares are treasury shares and have not been issued to external parties. The weighted average number of shares in issue has been adjusted further to exclude the 4,4 million shares relating to the CST as these shares are contingently returnable and are treated as not outstanding until the date they are no longer subject to cancellation.

7. LITIGATION STATEMENT

As at the Last Practicable Date, AECI was not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months from the date of issue of this Supplementary Circular, a material effect on the AECI Group's financial position.

8. MATERIAL CHANGES

There have been no material changes to the financial or trading position of AECI and its subsidiaries between 30 June 2011, being the end of AECI's immediate preceding interim period, and the Last Practicable Date.

9. FAIRNESS OPINION

As set out in the Circular, E&Y, the independent professional expert appointed by the Board in terms of the Listings Requirements, has considered the terms and conditions of the AECI B Ordinary Shares and is of the opinion that such terms and conditions are fair to Shareholders. E&Y has considered the revised EST Term and has informed the Board that its opinion, as set out in the Circular, remains unchanged.

10. DIRECTORS' OPINION AND RECOMMENDATION

The Board has considered the independent professional expert's opinion prepared by E&Y on the terms of the AECI B Ordinary Shares, as set out in Annexure 3 of the Circular.

The Board has further considered the terms and conditions of the B-BBEE Transaction and is of the unanimous opinion that such terms and conditions are fair to Shareholders and recommend that Shareholders vote in favour of the resolutions necessary to adopt and implement the B-BBEE Transaction, to be proposed at the General Meeting.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear on page 11 of this Supplementary Circular, collectively and individually accept full responsibility for the accuracy of the information given in this Supplementary Circular and certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement in this Supplementary Circular false or misleading and that they have made all reasonable enquiries to ascertain such facts and that this Supplementary Circular contains all information required by South African law and by the Listings Requirements. The Directors further confirm that to the best of their knowledge and belief, any statements regarding B-BBEE credentials following the implementation of the B-BBEE Transaction and the KTH Transaction are correct and that they have made all reasonable enquiries in this regard.

12. CONSENTS

Each of the advisers whose names appear in the "Corporate Information and Advisers" section of this Supplementary Circular have consented and have not, prior to the Last Practicable Date, withdrawn their written consent to the inclusion of their names in the form and context in which they appear in this Supplementary Circular.

13. GENERAL MEETING

In order to implement the B-BBEE Transaction, AECI is required to amend its Memorandum of Incorporation to create and to set out the terms and conditions of the AECI B Ordinary Shares. Such amendments require approval by a 75% majority vote of Ordinary Shareholders who are present in person or represented by proxy, excluding any parties and their associates participating in the B-BBEE Transaction.

The issue of AECI Ordinary Shares and AECI B Ordinary Shares to the EST and CST constitute specific issues of shares for cash in terms of the Listings Requirements. Such issues require the approval of an ordinary resolution by a 75% majority vote of Ordinary Shareholders in General Meeting present or represented by proxy, excluding any parties and their associates participating in the B-BBEE Transaction.

The authority for a specific repurchase of shares from the CST requires the approval of a special resolution by a 75% majority vote of Ordinary Shareholders in General Meeting present in person or by proxy, excluding any parties and their associates participating in the specific repurchase.

A notice of General Meeting of Ordinary Shareholders is attached to and forms part of this Supplementary Circular. The General Meeting is convened to be held at 13:30 on Wednesday, 25 January 2012 at AECI Place, Ground Floor, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton, for the purpose of considering, and if deemed fit, passing with or without modification the resolutions required to implement the B-BBEE Transaction.

AECI Shareholders are referred to the section entitled "Action Required by AECI Shareholders" on page 2 of this Supplementary Circular for the action required in respect of the General Meeting.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of AECI during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of this Supplementary Circular up to and including Wednesday, 25 January 2012:

- this Supplementary Circular;
- the Circular;
- a copy of the reporting accountants' report on the unaudited pro forma financial information and effects of the B-BBEE Transaction;
- a copy of E&Y's fairness opinion;
- the audited annual financial statements of AECI for the 2008, 2009 and 2010 Financial Years, together with all notes, certificates or information required by the Companies Act;
- the condensed consolidated unaudited interim financial results for the half-year ended 30 June 2011;
- copies of the B-BBEE Transaction Agreements (as amended) and the agreements relating to the KTH Transaction;
- the Memoranda of Incorporation of AECI and its subsidiaries; and
- consent letters of the investment bank and transaction sponsor, legal advisers, reporting accountants and auditors, independent professional expert, Transfer Secretaries, corporate sponsor and empowerment adviser.

SIGNED ON 19 DECEMBER 2011 AT WOODMEAD, SANDTON FOR AND ON BEHALF OF THE BOARD

G N Edwards
Chief Executive

F Titi
Chairman

UNAUDITED PRO FORMA FINANCIAL INFORMATION

Based on the revised EST Term, the unaudited pro forma statement of comprehensive income and statement of financial position are set out herein and have been prepared to assist AECI Ordinary Shareholders to assess the impact of the B-BBEE Transaction on the financial position of AECI.

It has been assumed for purposes of the pro forma financial effects that the B-BBEE Transaction and the KTH Transaction took place with effect from 1 January 2011 for statement of comprehensive income purposes and at 30 June 2011 for statement of financial position purposes.

No adjustments have been made to the pro forma financial information other than in respect of the corporate action contemplated in this Supplementary Circular. Due to its nature, this pro forma financial information may not fairly present AECI's financial position, changes in equity, results of operations or cash flows on implementation of the B-BBEE Transaction. The pro forma financial information and effects are the responsibility of the Board and are provided for illustrative purposes only.

The pro forma financial information as set out herein should be read in conjunction with the report of the independent reporting accountants which is included as Annexure 2 to this Supplementary Circular.

There are no material changes to the pro forma financial information set out in the Circular.

STATEMENT OF COMPREHENSIVE INCOME for the period ended 30 June 2011

	R'millions Before	R'millions Effects of the B-BBEE Transaction	R'millions After the B-BBEE Transaction	R'millions Effects of the KTH Transaction	R'millions After the B-BBEE Transaction and the KTH Transaction
Revenue	5 969	-	5 969	-	5 969
Net operating costs	(5 423)	(2)	(5 425)	3	(5 422)
Profit from operations	546	(2)	544	3	547
Share-based payment transactions	-	(137)	(137)	-	(137)
Net income from Pension Fund employer surplus accounts	1	-	1	-	1
Net income from plan assets for post-retirement medical aid	14	-	14	-	14
Interest expense	561 (106)	(139) -	422 (106)	3 -	425 (106)
Interest received	16	-	16	-	16
Share of profit of associate companies	-	-	-	-	-
Profit before tax	471	(139)	332	3	335
Income tax expense	(152)	-	(152)	(1)	(153)
Profit for the year	319	(139)	180	2	182
Attributable to:					
Ordinary shareholders	295	(139)	156	18	174
Preference shareholders	1	-	1	-	1
Non-controlling interest	23	-	23	(16)	7
	319	(139)	180	2	182

	R'millions	R'millions	R'millions	R'millions	R'millions
	Before	Effects of the B-BBEE Transaction	After the B-BBEE Transaction	Effects of the KTH Transaction	After the B-BBEE Transaction and the KTH Transaction
Per ordinary share (cents)					
- Basic earnings	275	(129)	146	10	156
- Diluted basic earnings	274	(131)	143	10	153
- Headline earnings	265	(130)	135	11	146
- Diluted headline earnings	264	(131)	133	10	143

Notes:

1. The "Before" column has been extracted without adjustment from the condensed consolidated unaudited interim financial results for the half-year ended 30 June 2011.
2. The "After the B-BBEE Transaction" EPS and HEPS have been adjusted to include the IFRS2 charge of the EST (R14,9 million) and the CST (R122,1 million), as well as implementation expenses of R2,0 million. The charge relating to the EST is spread over the vesting period and varies from year to year whilst the charge relating to the CST is recognised immediately in full. The weighted average number of shares in issue has been adjusted to exclude the 10,1 million shares issued to the EST as these shares are treated as treasury shares and have not been issued to external parties. The weighted average number of shares in issue has been adjusted further to exclude the 4,4 million shares relating to the CST as these shares are contingently returnable and are treated as not outstanding until the date they are no longer subject to cancellation.
3. The "After the B-BBEE Transaction and KTH Transaction" EPS and HEPS have been adjusted to include the extra 25,1% earnings of AEL MS which are no longer attributable to the KTH Consortium, fees and the tax effect thereof which will no longer be paid to KTH Consortium and the weighted average number of shares in issue has been adjusted further to include the 4,7 million shares issued to the KTH Consortium and as being in issue for the entire period.

STATEMENT OF FINANCIAL POSITION
as at 30 June 2011

	R'millions	R'millions	R'millions	R'millions	R'millions
	Before	Effects of the B-BBEE Transaction	After the B-BBEE Transaction	Effects of the KTH Transaction	After the B-BBEE Transaction and the KTH Transaction
ASSETS					
Non-current assets	5 756	-	5 756	-	5 756
Property, plant and equipment	3 622		3 622		3 622
Investment property	446		446		446
Goodwill	1 074		1 074		1 074
Pension Fund employer surplus accounts	231		231		231
Investments	26		26		26
Loans receivable	20		20		20
Deferred tax	337		337		337
Current assets	5 461	-	5 461	-	5 461
Inventories	2 180		2 180		2 180
Accounts receivable	2 421		2 421		2 421
Cash and cash equivalents	860		860		860
Total assets	11 217	-	11 217	-	11 217
EQUITY AND LIABILITIES					
Ordinary capital and reserves	4 489	-	4 489	141	4 630
Share capital and share premium	215	4	219	360	579
Other reserves	189	118	307	-	307
Retained earnings	4 085	(122)	3 963	(219)	3 744
Preference share capital	6	-	6	-	6
Non-controlling interest	169	-	169	(141)	28
Total shareholders' interest	4 664	-	4 664	-	4 664
Non-current liabilities	1 817	-	1 817	-	1 817
Deferred tax	117		117		117
Borrowings	709		709		709
Provisions	991		991		991
Current liabilities	4 736	-	4 736	-	4 736
Accounts payable	2 158		2 158		2 158
Borrowings	2 452		2 452		2 452
Tax payable	126		126		126
Total liabilities	6 553	-	6 553	-	6 553
Total equity and liabilities	11 217	-	11 217	-	11 217
NAV (cents)	4 186	-	4 186	(49)	4 137
TNAV share (cents)	3 184	-	3 184	(7)	3 177

Notes:

1. The "Before" column has been extracted without adjustment from the condensed consolidated unaudited interim financial results for the half-year ended 30 June 2011.
2. The "After the B-BBEE Transaction" NAV and TNAV have been adjusted to include the IFRS2 charge of the CST, though this has no effect on the NAV or TNAV. The weighted average number of shares in issue has been adjusted to exclude the 10,1 million shares issued to the EST as these shares are treated as treasury shares and have not been issued to external parties. The weighted average number of shares in issue has been adjusted further to exclude the 4,4 million shares relating to the CST as these shares are contingently returnable and are treated as not outstanding until the date they are no longer subject to cancellation.
3. The "After the B-BBEE Transaction and the KTH Transaction" NAV and TNAV have been adjusted to include the KTH non-controlling interest acquired by the Group and to include the issue of 4,7 million shares relating to the KTH Transaction and as being in issue for the entire period.

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

"The Directors
AECI Limited
1st Floor, AECI Place
24 The Woodlands
Woodlands Drive
Woodmead
Sandton

12 December 2011

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' LIMITED ASSURANCE REPORT ON THE UNAUDITED PRO FORMA FINANCIAL EFFECTS**Introduction**

We have performed our limited assurance engagement with regard to the unaudited pro forma financial effects, statements of comprehensive income and financial position (collectively "the pro forma financial information") of AECI Limited ("AECI") set out in paragraph 6 and Annexure 1 of this supplementary circular, to be dated on or about Wednesday, 21 December 2011 ("Supplementary Circular"), issued in connection with the B-BBEE Transaction ("Transaction"), which is the subject of this Supplementary Circular.

The pro forma financial information has been prepared for purposes of complying with the requirements of the JSE Limited ("JSE"), for illustrative purposes only, to provide information about how the Transaction might have affected the reported financial information had the Transaction been undertaken on 1 January 2011 for purposes of the statement of comprehensive income and at 30 June 2011 for purposes of the statement of financial position.

Because of its nature, the pro forma financial information may not present a fair reflection of the financial position, changes in equity, and results of operations or cash flows of AECI after the Transaction.

Directors' responsibility

The directors of AECI ("the Directors") are solely responsible for the compilation, contents and presentation of the pro forma financial information contained in this Supplementary Circular and for the financial information from which it has been prepared.

Their responsibility includes determining that the pro forma financial information contained in this Supplementary Circular has been properly compiled on the basis stated, the basis is consistent with the accounting policies of AECI and the pro forma adjustments are appropriate for the purposes of the pro forma financial information as disclosed in terms of the JSE Listings Requirements.

Reporting accountants' responsibility

Our responsibility is to express a limited assurance conclusion on the pro forma financial information included in this Supplementary Circular. We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and the Guide on Pro Forma Financial Information issued by the South African Institute of Chartered Accountants.

This requires us to comply with ethical requirements and to plan and perform the assurance engagement to obtain sufficient appropriate audit evidence to support our limited assurance conclusion, expressed herein.

We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Sources of information and work performed

Our procedures consisted primarily of comparing the unadjusted reviewed condensed interim financial information of AECL with the source documents, considering the pro forma adjustments in light of the accounting policies of AECL, considering the evidence supporting the pro forma adjustments, recalculating the amounts based on the information obtained and discussing the pro forma financial information with the Directors.

In arriving at our conclusion, we have relied upon reviewed published interim financial information prepared by the Directors of AECL and other information from various public, financial and industry sources.

Whilst our work performed involved an analysis of the reviewed interim financial information and other information provided to us, our limited assurance engagement does not constitute either an audit or review of any of the underlying financial information undertaken in accordance with the International Standards on Auditing or the International Standards on Review Engagements and accordingly, we do not express an audit or review opinion.

In a limited assurance engagement the evidence-gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe that our evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

Opinion

Based on our examination of the evidence obtained, nothing has come to our attention that causes us to believe that in terms of Sections 8.17 and 8.30 of the JSE Listings Requirements:

- the pro forma financial information has not been properly compiled on the basis stated;
- such basis is inconsistent with the accounting policies of AECL; and
- the adjustments are not appropriate for the purposes of the pro forma financial information as disclosed pursuant to Section 8.30 of the JSE Listings Requirements.

Consent

We consent to the inclusion of this letter and the reference to our opinion in this Supplementary Circular to be issued by AECL in the form and context in which it appears.

Yours faithfully

KPMG Inc.

Per **Nick van Niekerk**
Chartered Accountant (SA)
Registered Auditor
Director

KPMG Crescent
85 Empire Road
Parktown, 2193



AECI Limited

(Incorporated in the Republic of South Africa)

(Registration number 1924/002590/06)

JSE ordinary share code: AFE

JSE preference share code: AFEP

JSE ordinary share ISIN: ZAE000000220

JSE preference share ISIN: ZAE000000238

NOTICE OF GENERAL MEETING

The definitions and interpretations commencing on page 6 of this Supplementary Circular to which this notice of General Meeting is attached apply, mutatis mutandis, to this notice of General Meeting.

The record date in terms of Section 59 of the Companies Act, for AECI Ordinary Shareholders to be recorded in the securities register of AECI in order to be eligible to receive the Circular (to the extent not already received) and the Supplementary Circular and notice of the General Meeting is Thursday, 15 December 2011.

The record date, in terms of Section 59 of the Companies Act, for AECI Ordinary Shareholders to be eligible to participate and vote at the General Meeting is Friday, 20 January 2012.

Notice is hereby given to all AECI Ordinary Shareholders, as at the General Meeting record date, that a General Meeting of the AECI Ordinary Shareholders of the Company will be held at 13:30 on Wednesday, 25 January 2012 at AECI Place, Ground Floor, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton, to consider and, if deemed fit, to pass with or without modification the resolutions set out below.

AECI Ordinary Shareholders or their proxies may participate in the meeting by way of a teleconference call and, if they wish to do so:

- must contact the Company Secretary (by email at the address NominiR@aeci.co.za) by no later than 13:30, on Monday, 23 January 2012 in order to obtain a pin number and dial-in details for that conference call;
- will be required to provide reasonably satisfactory identification; and
- will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.

SPECIAL RESOLUTION NUMBER 1

"The number of authorised shares in the capital of the Company be and is hereby amended by the creation of 10 117 951 redeemable convertible B ordinary shares with no par value ("AECI B Ordinary Shares"), which have the rights, terms and privileges and which are subject to the terms and conditions set out in Special Resolution Number 2."

The reason for this Special Resolution Number 1 is to increase the authorised share capital of the Company by the creation of 10 117 951 AECI B Ordinary Shares, equivalent to 8% of the Net Enlarged Issued Share Capital, to be issued to the EST pursuant to the B-BBEE Transaction. The AECI B Ordinary Shares will rank pari passu in respect of voting rights with the AECI Ordinary Shares.

The effect of this Special Resolution Number 1 is that the authorised share capital of the Company will be increased by the creation of 10 117 951 AECI B Ordinary Shares.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 1 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

SPECIAL RESOLUTION NUMBER 2

"Subject to Special Resolution Number 1 having been passed and becoming effective, the Memorandum of Incorporation of the Company will be and is hereby amended by the inclusion in the Articles of Association (forming part of the Memorandum of Incorporation) of articles 44 and 45 as set out below:

"44. Definitions

For the purposes of this article 44 and article 45, unless inconsistent with or otherwise indicated by the context:

44.1	"Beneficiary"	a beneficiary as defined in the EST Trust Deed;
44.2	"B Ordinary Shareholder/s"	the lawful holder/s of the B Ordinary Shares;
44.3	"B Ordinary Shares"	the 10 117 951 redeemable convertible B ordinary shares with no par value in the Company which have the rights, terms and privileges and which are subject to the terms and conditions referred to in article 45;
44.4	"Business Day"	any day other than a Saturday, Sunday or gazetted national public holiday in South Africa;
44.5	"Commencement Date"	the Business Day after the date on which the EST Trust Deed becomes unconditional;
44.6	"Distribution Date"	a date after the Termination Date to be determined by the Company but which will be no later than six months after the Termination Date;
44.7	"Distribution Formula"	the formula to be utilised in determining the number of the B Ordinary Shares which are to be distributed to a Beneficiary, as set out in Annexure A to the EST Trust Deed;
44.8	"EST"	the AECI Employee Share Trust, Master's reference number IT3410/11;
44.9	"EST Trust Deed"	the trust deed of the EST and any annexures thereto;
44.10	"Group"	collectively the Company, any subsidiary of the Company and any other company in which the Company is directly or indirectly able to exercise control of 49% or more of the general voting rights associated with issued securities of that company, whether incorporated in South Africa or not;
44.11	"Ordinary Shares"	the ordinary shares in the issued share capital of the Company with a par value of R1,00 each; and
44.12	"Termination Date"	10 years after the Commencement Date, as extended or anticipated in accordance with the terms of the EST Trust Deed, and in the case of the death of a Beneficiary and in relation to such Beneficiary only, the date of his death, provided that if that date falls on a day which is not the first day of a month, that date shall be the first day of the following month.

45. Terms and conditions of the B Ordinary Shares

45.1 Notwithstanding anything to the contrary contained in the articles, the B Ordinary Shares shall rank pari passu with the Ordinary Shares (and for the avoidance of doubt shall not rank pari passu or in priority to the existing preference shares issued by the Company), save that:

45.1.1 the B Ordinary Shares shall not rank pari passu with the Ordinary Shares as regards dividends, payments or other distributions and the Directors shall in their sole and absolute discretion be entitled to declare a dividend or make any payment or other distribution in respect of a B Ordinary Share, provided that such dividends, payments or distributions shall not in any financial year of the Company exceed 100% of the aggregate of dividends, payments or distributions declared and paid by the Company per Ordinary Share in that financial year;

45.1.2 a B Ordinary Share shall not entitle its holder to participate in any rights offer which is implemented by the Company;

45.1.3 B Ordinary Shares shall not be listed on any stock exchange;

45.1.4 for so long as the Ordinary Shares are listed on the JSE, the rights attaching to the B Ordinary Shares may not be amended in any material respect without the prior written approval of the JSE and will not be counted for categorisation purposes in terms of Section 9 of the Listings Requirements of the JSE;

45.1.5 the Board shall have the right and be obliged to redeem in respect of each Beneficiary, that number of B Ordinary Shares vested in the Beneficiary in accordance with the EST Trust

Deed which exceeds that number of shares to which that Beneficiary is entitled determined in accordance with the Distribution Formula, without consideration, in accordance with the EST Trust Deed and such procedure as the Board may determine;

- 45.1.6 the Board shall have the right (but not the obligation) by written notice to the trustees of the EST at any time prior to the Distribution Date, to elect to redeem such number of B Ordinary Shares for consideration per B Ordinary Share equal to the volume weighted average price of an Ordinary Share on the JSE for the 30 trading days prior to the Termination Date, to pay the taxes and other expenses for which a Beneficiary is liable in respect of the B Ordinary Shares to which he is entitled (determined in accordance with the Distribution Formula), in accordance with the EST Trust Deed and such procedure as the Board may determine;
- 45.1.7 the Board may at any time prior to the Distribution Date offer to redeem the B Ordinary Shares for an amount in respect of each B Ordinary Share equal to the volume weighted average price of an Ordinary Share on the JSE for the 30 trading days prior to the Termination Date;
- 45.1.8 the Board shall by written notice to the trustees of the EST at any time on or after the Termination Date but before the Distribution Date determine a date on which the B Ordinary Shares shall convert into Ordinary Shares and on the date specified therein the B Ordinary Shares shall automatically convert into Ordinary Shares at a rate of one B Ordinary Share for one Ordinary Share;
- 45.1.9 this article 45 may only be amended or deleted by way of (i) a special resolution of shareholders duly adopted at a meeting of shareholders convened in terms of the Articles, which is approved by shareholders holding no less than 75% of the shares held by shareholders who are present and who vote at that meeting, either in person or by proxy; and (ii) a resolution of the B Ordinary Shareholders duly adopted at a meeting of B Ordinary Shareholders as to which the provisions of the articles relating to the general meetings of Ordinary Shareholders shall mutatis mutandis apply (which may be held immediately prior to or after the meeting referred to in (i) or at any other time within 30 days of such meeting), which is approved by B Ordinary Shareholders holding no less than 75% of those B Ordinary Shares held by B Ordinary Shareholders who are present and who vote at that meeting, either in person or by proxy; and
- 45.1.10 no meeting may be convened for the purposes of proposing a resolution contemplated in article 45.1.9 to be taken by the relevant shareholders unless the convening of such meeting is approved by B Ordinary Shareholders holding no less than 90% of the B Ordinary Shares.

45.2 In the event of any conflict between the provisions of these articles 44 and 45 and any other article, the provisions of these articles 44 and 45 shall prevail.”

The reason for this Special Resolution Number 2 is to amend the Memorandum of Incorporation of the Company to include the terms of the AECL B Ordinary Shares authorised pursuant to Special Resolution 1.

The effect of this Special Resolution Number 2 is that the Memorandum of Incorporation of the Company will be amended to include the terms of the AECL B Ordinary Shares.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 2 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

SPECIAL RESOLUTION NUMBER 3

“Subject to the passing and filing of Special Resolutions Numbers 1 and 2, resolved as a special resolution that the Company’s Articles of Association (forming part of the Memorandum of Incorporation) be and are hereby amended by the deletion of Article 4.1 in its entirety.”

The reason for this Special Resolution Number 3 is to amend the Articles of Association (which form part of the Company’s Memorandum of Incorporation) by deleting those provisions which prohibit the provision of financial assistance by the Company.

The effect of this Special Resolution Number 3 is that the Articles of Association (which form part of the Company’s Memorandum of Incorporation) will be amended and brought in line with the provisions of Section 44 of the Companies Act, thereby permitting the Board to authorise the Company to provide financial assistance for the subscription of securities, subject to compliance with the Companies Act.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 3 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

SPECIAL RESOLUTION NUMBER 4

“Resolved as a special resolution that, subject to the passing and filing of Special Resolutions Numbers 1 to 3, insofar as the terms of the proposed B-BBEE Transaction constitute financial assistance to be given by the Company for the purpose of or in connection with the purchase of or subscription for any shares in the Company, those terms are hereby sanctioned by the Shareholders of the Company in accordance with the provisions of Section 44(3)(a)(ii) of the Companies Act including, without limitation, the terms of any financial assistance arising from the allotment and issue of shares to the AECl Employees Share Trust or the AECl Community Education and Development Trust. In particular without limitation the Company may make a contribution of R4 426 604 to the AECl Community Education and Development Trust for the subscription of AECl Ordinary Shares.”

The reason for this Special Resolution Number 4 is to sanction the giving of any financial assistance by the Company for the purpose of or in connection with the subscription by the CST for AECl Ordinary Shares or the EST for AECl B Ordinary Shares.

The effect of this Special Resolution Number 4 is that the Company will be able to provide financial assistance for purposes of the B-BBEE Transaction.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 4 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

SPECIAL RESOLUTION NUMBER 5

“Resolved as a special resolution that, subject to the passing and filing of Special Resolutions Numbers 1 to 3 and the passing of Special Resolution Number 4, the Shareholders of the Company hereby grant specific approval as contemplated in Article 3.2 of the Articles of Association (forming part of the Company’s Memorandum of Incorporation) and rule 5.69 of the Listings Requirements of the JSE Limited (as that rule is amended, modified, re-enacted or substituted from time to time) to repurchase or acquire the AECl Ordinary Shares from the AECl Community Education and Development Trust for no consideration in accordance with the terms of the AECl Community Education and Development Trust Deed, such shares to be cancelled as issued shares and restored to the status of authorised shares, provided that the repurchase or acquisition by the Company of the shares pursuant to this Special Resolution Number 5 will not take effect unless, at the time that any repurchase takes place, the Company makes a working capital statement in terms of paragraph 11.23(g) of the Listings Requirements of the JSE Limited and provides the Directors’ resolution in terms of 16.32(e) of the Listings Requirements of the JSE Limited and that all requirements of the Companies Act, No 71 of 2008, have been met.”

The reason for this Special Resolution Number 5 is to obtain the specific authority required in terms of rule 5.69 of the Listings Requirements (as that rule is amended, modified, re-enacted or substituted from time to time) and the Articles of Association (forming part of the Memorandum of Incorporation) to repurchase or acquire AECl Ordinary Shares from the CST, in accordance with the terms and conditions of the CST Trust Deed.

The effect of this Special Resolution Number 5 is that the Company will be authorised to acquire some or all of the AECl Ordinary Shares issued to the CST, and cancel such shares.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 5 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

SPECIAL RESOLUTION NUMBER 6

“Resolved as a special resolution that, subject to the passing and filing of Special Resolutions Numbers 1 to 3 and the passing of Special Resolutions Numbers 4 and 5, the Board be and is hereby authorised:

- (i) by way of a specific authority in terms of Section 41 of the Companies Act, No. 71 of 2008, and rule 5.51 of the Listings Requirements of the JSE Limited to allot and issue 10 117 951 AECl B Ordinary Shares to the AECl Employees Share Trust for no cash consideration payable at the time of issue in accordance with the terms and conditions of the Subscription Agreement between AECl Limited and the Trustees for the time being of the AECl Employees Share Trust dated Wednesday, 12 October 2011, as amended; and
- (ii) by way of a specific authority in terms of Section 41 of the Companies Act, No 71 of 2008 and rule 5.51 of the Listings Requirements of the JSE Limited to allot and issue 4 426 604 AECl Ordinary Shares to the AECl Community Education and Development Trust for R 4 426 604,00 in cash in accordance with the terms and conditions of the Subscription Agreement between AECl Limited and the Trustees for the time being of the AECl Community Education and Development Trust dated Wednesday, 12 October 2011, as amended,

and that all of the shares referred to above be and are hereby placed under the control of the Board for allotment and issue as described above.”

The reason for this Special Resolution Number 6 is to obtain the approval of Shareholders for the issue of shares to the EST and CST in terms of Section 41 of the Companies Act and the Listings Requirements.

The effect of this Special Resolution Number 6 is that the Company will be authorised to issue 10 117 951 AECI B Ordinary Shares to the EST and 4 426 604 AECI Ordinary Shares to the CST in terms of the Companies Act and the Listings Requirements.

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Special Resolution Number 6 to be adopted is at least 75% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

ORDINARY RESOLUTION NUMBER 1

“Resolved as an ordinary resolution that any Director of the Company be and is hereby authorised to do all such things, sign all such documents and take all such action or procure the doing of all such things, the signature of all such documents and the taking of all such action as may be necessary or incidental to give effect to all of the Special Resolutions which are proposed and passed at the General Meeting at which this Ordinary Resolution Number 1 is proposed.”

In terms of Section 62(3)(c) of the Companies Act, the percentage of voting rights that will be required for this Ordinary Resolution Number 1 to be adopted is more than 50% of the voting rights exercised on the resolution, excluding any parties and their associates participating in the B-BBEE Transaction.

VOTING AND PROXIES

An AECI Shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more persons as his proxy (or concurrent proxies) to attend, participate in and vote at the General Meeting in the place of the AECI Shareholder, and AECI Shareholders are referred to the attached form of proxy.

A proxy need not also be an AECI Shareholder.

In terms of Section 63(1) of the Companies Act, any person attending or participating in a meeting of Shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a Shareholder or as proxy for a Shareholder) has been reasonably verified.

On a show of hands, every AECI Shareholder will have one vote (irrespective of the number of AECI Ordinary Shares held). On a poll, every AECI Shareholder will have for each AECI Ordinary Share held by him that proportion of the total votes in the Company which the aggregate amount of the nominal value of that AECI Ordinary Share held by him bears to the aggregate amount of the nominal value of all the AECI Ordinary Shares issued by the Company.

The necessary form of proxy accompanies this notice. Duly completed forms of proxy must be lodged with the Transfer Secretaries at the address below to be received by no later than 13:30 on Monday, 23 January 2012.

AECI Ordinary Shareholders who have dematerialised their AECI Ordinary Shares, other than those Shareholders who have dematerialised their AECI Ordinary Shares with “own name” registration, should contact their CSDP or Broker in the manner and time stipulated in their agreement:

- **to furnish them with their voting instructions; and**
- **in the event that they wish to attend the meeting, to obtain the necessary letter of representation to do so.**

AECI Ordinary Shares held by a share trust or scheme will not have their vote at General Meetings taken into account for the purposes of resolutions proposed, in terms of the Listings Requirements.

By order of the Board

Nomini Rapoo
Company Secretary

Wednesday, 21 December 2011



AECI Limited

(Incorporated in the Republic of South Africa)
 (Registration number 1924/002590/06)
 JSE ordinary share code: AFE
 JSE preference share code: AFEP
 JSE ordinary share ISIN: ZAE000000220
 JSE preference share ISIN: ZAE000000238

FORM OF PROXY

For use by Certificated Shareholders and Dematerialised Shareholders who have "own name" registration of securities at the General Meeting of AECI Shareholders to be held at 13:30 on Wednesday, 25 January 2012 at AECI Place, Ground Floor, 24 The Woodlands, Woodlands Drive, Woodmead, Sandton.

The definitions and interpretations commencing on page 6 of this Supplementary Circular to which this form of proxy is attached apply, mutatis mutandis, to this form of proxy.

Please print clearly when completing this form and see the notes and summary at the end of this form for an explanation of the use of this proxy form and the rights of an AECI Shareholder and his proxy.

I/We (Please print full names)

I/We (Please print full names)	
Being the holders of <input type="text"/>	ordinary shares in the Company, hereby appoint (see note 1).
1.	or failing him/her,
2.	or failing him/her,

the chairman of the General Meeting as my/our proxy to attend and speak and vote for me/us on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the special and ordinary resolutions to be proposed and at each adjournment of the meeting and to vote for or against the special and ordinary resolutions or to abstain from voting in respect of the AECI Ordinary Shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions (see note 2).

	For	Against	Abstain
Special Resolution Number 1 to increase the authorised share capital of the Company by the creation of 10 117 951 AECI B Ordinary Shares			
Special Resolution Number 2 to amend the Memorandum of Incorporation of the Company to include the terms of the AECI B Ordinary Shares authorised			
Special Resolution Number 3 to amend the Articles of Association (which forms part of the Company's Memorandum of Incorporation) by deleting those provisions which prohibit the provision of financial assistance by the Company			
Special Resolution Number 4 to sanction the giving of any financial assistance by the Company for the purpose of or in connection with the subscription by the CST for AECI Ordinary Shares or the EST for AECI B Ordinary Shares			
Special Resolution Number 5 to obtain the specific authority required in terms of rule 5.69 of the Listings Requirements and the Articles of Association to repurchase or acquire AECI Ordinary Shares from the CST			
Special Resolution Number 6 to obtain the approval by Shareholders for the issue of AECI B Ordinary Shares to the EST and AECI Ordinary Shares to the CST in terms of Section 41 of the Companies Act and the Listings Requirements			
Ordinary Resolution Number 1 to authorise any Director to take all such action as may be necessary or incidental to give effect to all the proposed Special Resolutions which are passed			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of AECI Ordinary Shares than you own in the Company, insert the number of AECI Ordinary Shares held in respect of which you desire to vote (see note 2).

Signed at [place] _____ on [date] _____

Signature _____

Assisted by me (where applicable) _____

Each AECI Ordinary Shareholder is entitled to appoint one or more proxies (who need not be a Shareholder of the Company) to attend speak and, on a poll, vote in place of that AECI Ordinary Shareholder at the General Meeting.

On a show of hands, every AECI Shareholder will have one vote (irrespective of the number of AECI Ordinary Shares held). On a poll, every AECI Shareholder will have for each AECI Ordinary Share held by him that proportion of the total votes in the Company which the aggregate amount of the nominal value of that AECI Ordinary Share held by him bears to the aggregate amount of the nominal value of all the AECI Ordinary Shares issued by the Company.



PLEASE READ THE NOTES AND SUMMARY ON THE REVERSE SIDE OF THIS PROXY FORM.

Notes:

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the chairman of the General Meeting", but any such deletion must be initialed by the Shareholder. The person whose name stands first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of AECI Ordinary Shares than you own in the Company insert the number of AECI Ordinary Shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all of the Shareholder's votes exercisable at the meeting. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or by his/her proxy.
3. Forms of proxy must be received by the Transfer Secretaries at the address set out on the "Corporate Information" page by no later than 13:30 on Monday, 23 January 2012.
4. The completion and lodging of this proxy form will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
5. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this form of proxy unless previously recorded by the Transfer Secretaries or waived by the chairman of the General Meeting.
6. Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries.
8. The chairman of the General Meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the Shareholder wishes to vote.

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

1. A Shareholder may at any time appoint any individual, including a non-Shareholder of the Company, as a proxy to participate in, speak and vote at a Shareholders' meeting on his or her behalf (Section 58(1)(a)).
2. A proxy appointment must be in writing, dated and signed by the Shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 5 or expires earlier in terms of paragraph 9 below (Section 58(2)).
3. An AECI Shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the Shareholder (Section 58(3)(a)).
4. A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the Shareholder at a Shareholders' meeting (Section 58(3)(c)) and in terms of the Memorandum of Incorporation of the Company at least 48 hours before the meeting commences (provided that Business Days will not be taken into account in calculating the aforesaid period).
5. Irrespective of the form of instrument used to appoint a proxy:
 - the appointment is suspended at any time and to the extent that the Shareholder chooses to act directly and in person in the exercise of any rights as a Shareholder (Section 58(4)(a));
 - the appointment is revocable unless the proxy appointment expressly states otherwise (Section 58(4)(b)); and
 - if the appointment is revocable, a Shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (Section 58(4)(c)).
6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 5 above (Section 58(5)).
7. If the proxy instrument has been delivered to the Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the Shareholder must be delivered by the Company to the Shareholder (Section 58(6)(a)), or the proxy or proxies, if the Shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (Section 58(6)(b)).
8. A proxy is entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the Memorandum of Incorporation or proxy instrument provides otherwise (Section 58(7)).
9. The proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 6 above (Section 58(8)(d)).