



Circular to
shareholders

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The "Definitions and Interpretations" section of this Circular applies to this Circular including, where required, to this cover page.

Action required

If you are in any doubt as to what action to take, you should immediately consult your CSDP, broker, banker, attorney, accountant or other professional advisor.

If you have disposed of all your Simmer and Jack (Pty) Ltd ordinary Shares, please forward this document to the purchaser of such Shares or the CSDP, broker, banker or other agent through whom you disposed of such Shares.

Full details of the action required by Simmer and Jack ordinary shareholders regarding the general meeting is set out in the notice of the general meeting.

DOCUMENT TO SIMMER AND JACK (PTY) LTD SHAREHOLDERS



SIMMER AND JACK (PTY) LTD

(Registration number 1924/007778/07)

("Simmer and Jack" or "the Company")

DOCUMENT TO SIMMER AND JACK SHAREHOLDERS IN RESPECT OF:

The restructuring of Simmer and Jack's stated capital by consolidating its authorised and issued stated capital on the basis of 1 for 100

and incorporating:

a Form of Surrender (yellow) with regard to the proposed Name Change and Share Consolidation (to be used by certificated shareholders only).

The Directors, whose names appear on page 7 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts which have been omitted, which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by South African law.

Date of issue: 7 December 2015

Copies of this Circular, in its printed format, may be obtained from the registered office of the Company as set out in the "Corporate information" section of this Circular during normal business hours from **Friday, 11 December 2015** up to and including **Friday, 8 January 2016**, or on the Company's website at www.simmers.co.za. This Circular is not an invitation to the public to subscribe for Shares, but is issued for the purpose of providing information to the public with regard to the Company, and is available in English only.

CORPORATE INFORMATION

Simmer and Jack registered address

Ground Floor
357 Rivonia Boulevard
Rivonia
2191
Republic of South Africa
(Postnet Suite 120, Private Bag X51, Rivonia, 2128)
Tel.: +27 11 234 2474
Fax: +27 11 234 2008

Auditors

Fullserve Chartered accountants
Unit 102, Building 4
Sandgate Park
16 Desmond street
Kramerville
Tel: +27 11 262 4861
Email: info@sigmacasa.co.za

Bankers

ABSA Bank (Pty) Ltd
Southdale Branch
63 Alamiën Road
Southdale
(PO Box 261001, Excom, 2023)

Company Secretary

iThemba Governance and Statutory Solutions
Proprietary Limited
(Registration number 2008/008745/07)
Block 5, Suite 102
Monument Office Park
79 Steenbok Avenue
Monument Park
(PO Box 25160, Monument Park, 0105)

Transfer Secretaries

South Africa
Computershare Investor Services (Pty) Ltd
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)
Republic of South Africa
Tel.: +27 11 370 5000
Fax: +27 11 688 7721/2

ACTION REQUIRED BY SHAREHOLDERS

The "Definitions and Interpretations" section of this Circular, on page 5 and 6, applies throughout this Circular, including to this "Action Required by Shareholders" section.

PLEASE TAKE CAREFUL NOTE OF THE FOLLOWING PROVISIONS AND ACTIONS TO BE TAKEN BY SHAREHOLDERS.

1. If you are in any doubt as to what action you have to take, please immediately consult your broker, CSDP, attorney, accountant, banker or other professional advisor.
2. If you have disposed of all of your Shares in Simmer and Jack, then this Circular, together with the accompanying Form of Instruction, should be forwarded to the purchaser to whom your Shares have been transferred, or the broker, agent, CSDP or banker through whom you disposed of your Shares.

CERTIFICATED SIMMER AND JACK SHAREHOLDERS

Recall of share certificates from Certificated Shareholders

1. It is hereby confirmed that the proposed Name Change and Share Consolidation had been approved at the annual general meeting of Shareholders held on 18 June 2015.
2. The registration of the relevant special resolutions by CIPC has been finalised.
3. It is now necessary to recall the share certificates from Certificated Shareholders in order to replace them with certificates reflecting the Name Change and Share Consolidation.
4. Certificated Shareholders must complete the attached Form of Surrender (yellow) and return it, together with their share certificates or other Documents of Title, to the Transfer Secretaries.
5. New share certificates will be posted, by registered post to those Certificated Shareholders who have surrendered their Documents of Title on or before 12:00 on the Consolidation Record Date.

IMPORTANT DATES AND TIMES

All times within this notice are South African times.

Circular to be posted to shareholders	Friday, 11 December 2015
Trading under the new name of Simmer and Jack (Pty) Ltd and with the new capital structure following the Share Consolidation commences	Monday, 4 January 2016
Record date in respect of the Name Change and Share Consolidation	Friday, 8 January 2016
Posting of new share certificates in respect of certificated Shares following the Name Change and Share Consolidation and update of CSDP and broker-safe custody accounts	Monday, 11 January 2016

Notes

1. All or any of the above important dates and times are subject to change as may be required. Any material changes made will be communicated to Shareholders by publication as soon as practicably possible in the South African press.

DEFINITIONS AND INTERPRETATIONS

In this Circular, unless otherwise stated or the context so requires, the words in the first column below shall have the meanings stated opposite to them in the second column below, words in the singular shall include the plural and vice versa, words denoting one gender include the other and expressions denoting natural persons include juristic persons and associations of persons:

“Act” or “Companies Act”	the Companies Act No. 71 of 2008, as amended or replaced from time to time;
“Board” or “the Directors”	the board of directors of Simmer and Jack at the date of this Circular and set out on page 7 hereto;
“Broker”	any person registered as a broking member in equities in terms of the rules of the JSE in accordance with the provisions of the FMA;
“Business Day”	a day other than a Saturday, Sunday or official public holiday in South Africa;
“Certificated Shareholders”	Shareholders who have not surrendered their Shares through Strate;
“Circular”	this document to Shareholders containing supplementary information relating to the Name Change and Share Consolidation, including the annexures hereto and the Form of Surrender;
“CIPC”	Companies and Intellectual Property Commission;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Swaziland and Lesotho;
“CSDP”	a central securities depository participant, a participant as defined in section 1 of the FMA;
“Computershare Investor Services”	Computershare Investor Services (Pty) Ltd, registration number 2004/003647/07, a limited liability private company duly incorporated in accordance with the company laws of South Africa;
“Consolidation Record Date”	Friday, 8 January 2016;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other form of acceptable documentation to Simmer and Jack in respect of Simmer and Jack Shares;
“Exchange Control”	the Financial Surveillance Department of the South African Reserve Bank;
“Exchange Control Regulations”	the rules and regulations of the Exchange Control, as amended or supplemented from time to time;
“Simmer and Jack” or “the Company”	Simmer and Jack (Pty) Ltd, registration number 1924/007778/07, a private company duly incorporated in accordance with the company laws of South Africa;
“MOI”	the memorandum of incorporation of Simmer and Jack in force;
“Name Change”	The name change of the Company to Simmer and Jack (Pty) Ltd as approved at the annual general meeting of shareholders held 18 June 2015;
“Name Change Record Date”	Friday, 8 January 2016;
“Non-resident”	a person whose registered address is outside South Africa;
“Simmer and Jack”	the company Simmer and Jack (Pty) Ltd, registration number 1924/007778/07, a private company duly registered and incorporated under the company laws of South Africa;

“Share Consolidation”	the authorised and issued Shares of the Company comprising 20 000 000 000 authorised Shares of no par value and 1 260 857 893 issued Shares of no par value, was approved at the annual general meeting of shareholders held on 18 June 2015 to be consolidated on a 1 for 100 basis with the result that after the Share Consolidation, the authorised Shares comprise of 200 000 000 Shares of no par value and the issued Shares of approximately 12 608 579 Shares of no par value;
“Shareholders” or “Simmer and Jack Shareholders”	registered holders of Simmer and Jack Shares;
“Shares” or “Simmer and Jack Shares”	ordinary Shares of no par value in the share capital of Simmer and Jack;
“Strate”	Strate (Pty) Ltd (registration number 1998/022242/06), a private company duly registered and incorporated in accordance with the company laws of South Africa, and a registered CSDP responsible for the electronic custody and settlement system for transactions that take place on the JSE and off-market trades;
“South Africa”	the Republic of South Africa;
“Transfer Secretaries”	Computershare Investor Services, the appointed transfer secretaries of Simmer and Jack;



Directors

DJ Watson
J Watson

Executive, Chief Executive Officer
Executive, Chief Financial Officer

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the Name Change and Share Consolidation.

At the annual general meeting of Shareholders held on 18 June 2015, the proposed Name Change and Share Consolidation had been approved by the requisite majority of shareholders.

2. NAME CHANGE

2.1 Reason for Name Change

Simmer and Jack had over time undergone a number of changes and restructurings with the effect that the Company is no longer involved in mining or mining-related activities. The word "Mines" in the Company's name could be misleading and therefore the board of directors proposed that the name be changed from "**Simmer and Jack Mines (Pty) Ltd**" to "**Simmer and Jack (Pty) Ltd**".

The change of name was approved at the annual general meeting of shareholders held 18 June 2015 and subsequently registered with CIPC.

For a period of not less than one year, the Company will reflect the former name "**Simmer and Jack Mines (Pty) Ltd**" on all Documents of Title in brackets beneath the new name "**Simmer and Jack (Pty) Ltd**".

2.2 Surrender Procedure

2.2.1 Certificated Shareholders should complete the Form of Surrender (yellow), and return it to the Transfer Secretaries. Share certificates reflecting the name "Simmer and Jack (Pty) Ltd", as the issuer thereof, will be posted on or about Monday, 11 January 2016, by registered post in South Africa. These share certificates will be posted to Certificated Shareholders, at their own risk. Share certificates will only be posted to Certificated Shareholders who have surrendered their Documents of Title by 12:00 on the Name Change Record Date, or within 5 (five) business days of receipt of their existing Documents of Title, whichever is the later.

2.2.2 If any Documents of Title has been lost or destroyed and the Certificated Shareholder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries, then the Transfer Secretaries may dispense with the surrender of such existing Documents of Title against the provision of an indemnity, acceptable to, and in favour of, the Company, by the Certificated Shareholder concerned.

2.2.3 No receipts will be issued for Documents of Title surrendered unless specifically requested in writing.

2.3 Exchange Control Regulations

In the case of Certificated Shareholders whose registered addresses are outside the Common Monetary Area or where the share certificates are restrictively endorsed in terms of the Exchange Control Regulations, the following will apply:

2.3.1 Emigrants from the Common Monetary Area

Share certificates bearing the new name will be restrictively endorsed “non-resident” in terms of the Exchange Control Regulations and will be sent to the shareholder’s authorised dealer in foreign exchange in South Africa controlling his or her blocked assets.

2.3.2 All other non-residents of the Common Monetary Area

Share certificates bearing the new name will be restrictively endorsed “non-resident” in terms of the Exchange Control Regulations. Shareholders, whose registered addresses are outside the Common Monetary Area, will be annotated in the Company’s relevant sub-register as “non-resident” and statements will be restrictively endorsed in terms of those regulations.

3. SHARE CONSOLIDATION

3.1 Introduction

The Shares of the Company previously comprised of 20 000 000 000 (twenty billion) authorised Shares of no par value and 1 260 857 893 (one two six zero eight five seven eight nine three billion) issued Shares of no par value. A hundred (100) Shares were consolidated in one (1) share. Therefore, after the consolidation, the Company has 200 000 000 (two hundred million) authorised Shares of no par value and approximately 12 608 579 (twelve six zero eight five seven nine million) issued Shares of no par value. The consolidation was approved at the 18 June 2015 annual general meeting of shareholders.

Any fractions arising out of the Share Consolidation will be rounded up or down to the nearest number in accordance with the rounding principle whereby fractions of 0,5 and above will be rounded up and fractions below 0,5 will be rounded down.

There will be no fraction entitlements.

3.2 Background information and rationale

The Share Consolidation of the authorised and issued Shares of the Company is to decrease the large number of authorised and issued Shares following the implementation of the Rights Offer to a more manageable number of Shares and to improve the bid-offer spread.

3.3 Surrender Documents of Title

The following applies to the surrender of Documents of Title:

3.3.1 Certificated Shareholders

Certificated Shareholders must complete the attached Form of Surrender (yellow) and submit it to the Transfer Secretaries, together with their Documents of Title, in order to receive replacement share certificates. Replacement share certificates will be posted, by registered post:

- for Forms of Surrender together with Documents of Title received by close of business on the Consolidation Record Date, on or about Monday, 8 January 2016; and
- thereafter, within five business days of receipt of such forms of surrender, together with Documents of Title.

If any existing Documents of Title have been lost or destroyed and the Certificated Shareholder provides evidence to this effect to the satisfaction of the Transfer Secretaries and the Company, then the Company may dispense with the surrender of such Documents of Title against provision of an indemnity acceptable to, and in favour of, the Company, by the Certificated Shareholder concerned.

Receipts will not be issued for the surrender of existing Documents of Title. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping together with the Documents of Title lodged.

4. MATERIAL CHANGES

There have been no material changes in the financial or trading position of Simmer and Jack since the end of the last financial period, being 30 June 2015, up to and including date on which this circular was posted.

5. LITIGATION STATEMENT

Simmer and Jack is not involved in any material legal or arbitration proceedings or legal actions, nor are the Directors aware of any proceedings that are pending or threatened, that may have, or have had, in the 12-month period preceding the date of this Circular, a material effect on the Company's financial position.

The Company is part of the action against the mining industry for damages allegedly suffered by employees as a result of silicosis.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular in relation to Simmer and Jack and certify that, to the best of their knowledge and belief, no facts have been omitted, which would make any statement in this Circular false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by law.

7. CONSENT

The Transfer Secretaries consented in writing to act in the capacities stated in this document and to their name being stated in this document and in the case of the independent expert, reference to their report in the form and context in which it appears and have not withdrawn their consent prior to the publication of this Circular.

8. CONSENT

The following documents, or copies thereof, will be available for inspection at the registered office of Simmer and Jack and the Transfer Secretaries, during normal business hours on Business Days from Friday, 11 December 2015 until Friday, 8 January 2016, both days inclusive:

- the MOI of Simmer and Jack;
- the audited annual financial statements of Simmer and Jack for the years 2012, 2013, 2014;
- the consent letters referred to in paragraph 7 on previous page; and
- a signed copy of this Circular.

By order of the Board



Daniël Watson
Chief Executive Officer

2 December 2015
Rivonia



Jared Watson
Chief Financial Officer



SIMMER AND JACK (PTY) LTD
(Registration number 1924/007778/07)
("Simmer and Jack" or "the Company")

FORM OF SURRENDER FOR THE NAME CHANGE AND SHARE CONSOLIDATION

The "Definitions and Interpretations" section of this Circular commencing on page 5 and 6 apply throughout this Circular including, where required, on this Form of Surrender.

Instructions

1. It is necessary to recall the share certificates from Certificated Shareholders in order to replace them with certificates reflecting the consolidation.
2. To facilitate the timeous receipt by Certificated Shareholders of replacement share certificates, Certificated Shareholders who wish to anticipate the implementation of the Name Change and Share Consolidation, are requested to surrender their share certificates to the Transfer Secretaries by completing this Form of Surrender in accordance with the instructions it contains, and return it to the Transfer Secretaries:

Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61763, Marshalltown, 2107)

3. The Transfer Secretaries will, within five (5) business days after receipt thereof, but not earlier than Monday, 11 January 2016 post the new share certificates to the Certificated Shareholders concerned, by registered post, at the risk of such shareholders.
4. In the event that Certificated Shareholders do not complete this Form of Surrender and who later wish to obtain a share certificate reflecting the Name Change and Share Consolidation, such shareholders will be required to return their share certificates to the Transfer Secretaries together with certified copies of identity documents, if in own name, or if otherwise, certified copies of company/ trust documents.
5. In all cases certificated shareholders are to send their Documents of Title together with surrender documentation and if there is an address change the supporting documentation.
6. If any Documents of Title of shareholders have been lost or destroyed and the shareholder concerned produces evidence to this effect to the satisfaction of the Transfer Secretaries, then the company may dispense with the surrender of such existing Documents of Title against provision of an acceptable indemnity.
7. Part 1 must be completed by shareholders who are residents and within the common monetary area.
8. Part 2 must be completed by shareholders who are emigrants from or non-residents of the Common Monetary Area.

PART 1 – TO BE COMPLETED BY ALL SHAREHOLDERS

I/We surrender and enclose the undermentioned Documents of Title:

Certificate number(s)	Number of Shares covered by each certificate

Address to which the new consolidated share certificate reflecting the Name Change and Share Consolidation should be sent (if different from registered address). Holders are to also attach a **certified copy of their identity document** when returning this Form of Surrender.

Signature of Shareholder	Stamp and address of agent lodging this form (if any)
Assisted by me (if applicable)	
(State full name and capacity)	
Date	
Telephone number (Home)	
Telephone number (Work)	
Cell phone number	
Postal address	

In order to comply with the requirements of the Financial Intelligence Act, 2001 (Act 38 of 2001), Computershare Investor Services Proprietary Limited will be unable to record any change of **address** mandated unless the following documentation is received from the relevant Shareholder:

- An original certified copy of your identity document,
- An original certified copy of a document issued by the South African Revenue Services to verify your tax number, if you do not have one please submit this in writing and have the letter signed by a Commissioner of Oaths; and
- An original or an original certified copy of a service bill to verify your residential address e.g. rates/electricity bill or telephone bill (not a mobile telephone account) bearing your name and current residential address. Alternatively you may provide any two of the following retail credit account statements e.g. Edgars, Jet, Woolworths etc., that reflect your residential address. Should the service bill be in the name of a third party, please supply a certified copy of the homeowners identity document, service bill and a completed and signed Co-Habitant form. Please note that all documents should be dated within the preceding 3 months.
- Please note that copies of certified copies will not be accepted

PART 2 – TO BE COMPLETED BY ALL EMIGRANTS FROM AND NON-RESIDENTS OF THE COMMON MONETARY AREA

Name of authorised dealer/bank: _____

Address: _____

Account number: _____

Notes

1. No receipts will be issued for documents lodged, unless specifically requested.
2. Signatories may be called upon for evidence of their authority or capacity to sign this Form of Surrender.
3. Any alteration to this Form of Surrender must be signed in full and not initialled.
4. If this Form of Surrender is signed under a power of attorney, then such power of attorney, or a notarial certified copy hereof, must be sent with this Form of Surrender for noting (unless it has already been noted by the Transfer Secretaries).
5. Where the member is a company or a close corporation, unless it has already been registered with the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form of Surrender must be submitted if so requested by the Transfer Secretaries.
6. Where there are joint holders of any Shares, only that holder whose name appears first in the register in respect of such Shares needs to sign this Form of Surrender.



S SIMMER
& JACK^{(PTY) LTD}

www.simmers.co.za