

 SIMMER
& JACK^(PTY) LTD

CONTENTS

Index	Page
Document to Simmer and Jack (Pty) Ltd shareholders	1
Corporate information	3
Action required by shareholders	4
Important dates and times	6
Definitions and interpretations	7
Circular to shareholders	9
Form of instruction	Insert

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The “Definitions and Interpretations” section of this Circular commencing on page 7 apply throughout this Circular including, where required, on this cover page.

Action required

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

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 Broker, banker or other agent through whom you disposed of such shares.



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:

A fully underwritten non-renounceable Rights Offer of 113 477 211 ordinary shares at a subscription price of R0.10 per Rights Offer Share, in the ratio of 9 Rights Offer Shares for every 1 Shares held at the close of business on **Friday, 23 June 2016**;

and enclosing

a Form of Instruction

Rights Offer opens at 09h00 on

Monday, 6 June 2016

Rights Offer closes at 12h00 on

Friday, 17 June 2016

The Rights Offer Shares will, upon their issue, rank *pari passu* with all other Shares and shall be fully paid up and freely transferable.

There are no conversion or redemption provisions relating to the Rights Offer Shares.

Date of issue: Thursday, 12 May 2016

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 **Thursday, 12 May 2016** up to and including **Friday, 17 June 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.

DISCLAIMER

All transactions arising from the provisions of this Circular and the Form of Instruction shall be governed by and be subject to the laws of South Africa. The Rights Offer may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this Circular that may affect them, including the Rights Offer. It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Rights Offer, including the obtaining of any governmental, exchange control or other consent or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or requisite payments due in such jurisdiction. The Rights Offer is further subject to any other applicable laws and regulations. Any foreign Shareholder who is in doubt as to his position, including without limitation his tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

CORPORATE INFORMATION

Simmer and Jack registered address

Ground Floor
156 Coleraine Drive
Morningside
Johannesburg
Republic of South Africa
(Postnet Suite 120, Private Bag X51, Rivonia, 2196)
Tel: +27 11 706 6552

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 Alamién Road
Southdale
(PO Box 261001, Excom, 2023)

Company Secretary

iThemba Governance and Statutory Solutions
Proprietary Limited
(Registration number 2008/008745/07)
Block 5, Suite 201
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, commencing on page 7, apply 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 to take, you should consult your Broker, attorney, accountant, banker, or other professional adviser immediately.
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, or the Broker, agent or banker through whom you disposed of your Shares.

CERTIFICATED SHAREHOLDERS:

1. will receive a printed Form of Instruction in relation to the Letter of Allocation, providing for the sale of all, or part of, the rights embodied in the Form of Instruction, the subscription for Rights Offer Shares in terms thereof, or the renunciation of their rights and must act in accordance with the instructions thereon; and
2. who wish to subscribe for all of the Rights Offer Entitlement, must complete the Form of Instruction in accordance with the instructions contained therein, attach their cheques, banker's draft or EFT swift reference number for the appropriate amount and lodge same with the Transfer Secretaries as set out below:

Hand deliveries to:

Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg

Postal deliveries to: (at risk of the Shareholder)

Computershare Investor Services (Pty) Ltd
PO Box 61763
Marshalltown
2107

By EFT:

Payments by EFT will also be accepted. Simmer and Jack Shareholders wishing to pay by EFT should contact Computershare's Call Centre — Corporate Actions on +27 861 100 634 to facilitate electronic payment.

Simmer and Jack Shareholders paying by way of EFT are still required to lodge a duly completed Form of Instruction, together with proof of EFT payment, by no later than **12h00 on Friday, 17 June 2016** to either of the addresses provided above or by fax +27 11 688 5210 or email to corporate.events@computershare.co.za.

3. Computershare Investor Services will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed Forms of Instruction or owing to Forms of Instruction being forwarded to any other facsimile or email address other than those provided above. Forms of Instruction shall be deemed to be received on the date reflected in Computershare Investor Services' electronic or facsimile systems. Notwithstanding anything to the contrary, it is the responsibility of a Shareholder to ensure that his Form of Instruction is received by Computershare Investor Services;
4. will receive certificated share certificates in respect of the Rights Offer Shares;

NON-RESIDENTS

The distribution of this notice, the Rights Offer, and/or the rights to subscribe for the Rights Offer shares in jurisdictions other than South Africa may be restricted by law, and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction. Neither this circular, nor any Form of Instruction, may be regarded as an offer in any jurisdiction in which it is illegal to make such an offer. In those circumstances, this circular is sent for information purposes only. It is the responsibility of any person outside South Africa (including, without limitation, nominees, agents and trustees for such persons) receiving this circular and wishing to take up rights under the Rights Offer, to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The Rights Offer and any transactions resulting from any acceptances will be subject to South African law and to the jurisdiction of the South African courts.

IMPORTANT DATES AND TIMES

All times within this notice are South African times.

Circular to be posted to shareholders	Thursday, 12 May 2016
Last date to trade in Simmer and Jack Shares in order to participate in the Rights Offer	Thursday, 26 May 2016
Record Date for determining Simmer and Jack Shareholders entitled to participate in Rights Offer	Friday, 3 June 2016
Rights Offer opens at 09h00 on	Friday, 6 June 2016
Completed Forms of Instruction and payment to be received by Computershare by the latest	Friday, 17 June 2016
Rights Offer closes at 12h00	Friday, 17 June 2016
Refunds (if any) in respect of unsuccessful applications made on or about	Wednesday, 22 June 2016
Share Certificates from Computershare on or about	Thursday, 23 June 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 as well as the Company's website.
2. All Simmer and Jack Shareholders must provide their Broker of the action they wish to take in respect of the Rights Offer in the manner and by the time stipulated by their Broker in terms of their respective Custody Agreements.
3. Certificated Shareholders will have their rights credited to an account at Computershare Investor Services.
4. Rights Offer share certificates to be issued in terms of the Rights Offer will be posted to persons entitled thereto, by registered post, at the risk of the Certificated Shareholders concerned.

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;
“Beneficial Owner”	a shareholder on whose behalf any Shares not held with Own Name Registration are held by a Broker, or a nominee of a Broker in accordance with a Custody Agreement;
“Board” or “the Directors”	the board of directors of Simmer and Jack at the date of this Circular and set out on page 9 hereto;
“Broker”	any person registered as a broking member in equities in accordance with the provisions of the FMA;
“Certificated Shareholders”	Shareholders who have not Dematerialised their Shares through Strate;
“Circular”	this Circular to Shareholders dated [Thursday, 12 May 2016], including all annexures and attachments hereto;
“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;
“Custody Agreement”	a custody mandate agreement concluded between a Shareholder and a Broker, regulating their relationship in respect of Shares held on a sub-register of Simmer and Jack Shareholders as administered by such Broker on behalf of such Shareholder;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and/or any other form of acceptable document of title acceptable to Simmer and Jack in respect of Simmer and Jack Shares;
“EFT”	Electronic Funds Transfer;
“Form of Instruction”	the enclosed form of instruction in respect of a Letter of Allocation and on which Certificated Shareholders must indicate to the Transfer Secretaries, whether they wish to take up, renounce or sell all or part of the Rights Offer Entitlement;
“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;
“Letters of Allocation”	the renounceable (nil paid) letters of allocation issued by Simmer and Jack in electronic form conferring the right to subscribe for Rights Offer Shares pursuant to the Rights Offer;
“MOI”	the memorandum of incorporation of Simmer and Jack in force;
“Non-resident”	a person whose registered address is outside South Africa;
“Own Name Registration”	the registration of Shares in the name of the Beneficial Owner thereof (as opposed to in the name of a nominee for the Beneficial owner) in a sub-register;
“Qualifying Certificated Shareholders”	qualifying Simmer and Jack Shareholders who are Certificated Shareholders;
“Qualifying Shareholder”	registered holder of Simmer and Jack Shares recorded in the register at 17h00 on the Record Date for the Rights Offer;
“Rand” or “R” or “cents”	South African Rand and cents, the official currency of South Africa;

“Record Date for the Letters of Allocation”	Friday, 3 June 2016, being the last day for Shareholders to be recorded in the Register in order for Shareholders;
“Record Date for the Rights Offer”	close of business on Friday, 3 June 2016 being the last day for Shareholders to be recorded in the Register in order for Shareholders to be entitled to participate in the Rights Offer;
“Rights Offer”	the non-renounceable rights offer by Simmer and Jack to its Shareholders in terms of which Shareholders obtain the Rights Offer Entitlement to subscribe for the Rights Offer Shares at a Subscription Price of R0.10 cents per Rights Offer Share in the ratio of 9 Rights Offer Shares for every 1 Shares held on the Record Date for the Rights Offer;
“Rights Offer Entitlement(s)”	a Shareholder’s entitlement to subscribe for new Shares in the ratio of 9 Rights Offer Shares for every 1 Shares held on the Record Date for the Rights Offer, which entitlement arises as a result of the Rights Offer;
“Rights Offer Shares”	113 477 211 Shares to be issued pursuant to the Rights Offer;
“Simmer and Jack”	The company Simmer and Jack Propriety Limited, Registration Number 1924/007778/07, a private company duly registered and incorporated under the company laws of South Africa.
“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;
“South Africa”	the Republic of South Africa;
“Subscription Price”	R0.10 per Rights Offer Share, payable on subscription for the Rights Offer Shares;
“Transfer Secretaries”	Computershare Investor Services (Pty) Ltd, the appointed transfer secretaries of Simmer and Jack;
“Underwriter”	Firm Trench Capital (Pty) Ltd; registration number 2006/000336/07
“Underwriting Agreement”	the agreement entered into between Simmer and Jack and the Underwriter, dated 4 April 2016, in terms of which the Underwriter has irrevocably undertaken to subscribe for all of the Rights Offer Shares that are not taken up by Simmer and Jack Shareholders.

Directors

DJ Watson
J Watson

Executive, Chief Executive Officer
Executive, Chief Financial Officer

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

Simmer and Jack Shareholders voted at the Annual General Meeting of Shareholders held on 18 June 2015 in favour of a resolution that Simmer and Jack would undertake a rights offer in order to raise approximately **R11 347 721,10** before expenses, before the end of June 2016.

Simmer and Jack Shareholders are now advised that the Board of Simmer and Jack has approved the Rights Offer to raise an amount of **R11 347 721,10** before expenses, the terms of which are summarised in paragraph 3 below.

The purpose of this Circular is to provide Simmer and Jack Shareholders with the relevant information pertaining to the Rights Offer and the implications thereof.

2. RATIONALE FOR THE RIGHTS OFFER

The purpose of the Rights Offer is to recapitalise the Company in order to, amongst other things, enable Simmer and Jack to pursue certain acquisitions.

3. TERMS OF THE RIGHTS OFFER

Simmer and Jack currently has 12 608 596 shares in issue. The allocation basis for the Rights Offer is therefore based on 12 608 596 shares in issue. Simmer and Jack hereby offers, by way of the Rights Offer, to all Simmer and Jack Shareholders, a total of **113 477 211** new Simmer and Jack Shares, at an issue price of **R0.10** per share, payable in full on acceptance in South African Rand, in the ratio of **9** Rights Offer Shares for every **1** Simmer and Jack Shares held as at the Record Date.

3.1 Opening and closing dates of the Rights Offer

The Rights Offer will open at **09h00** on **Monday, 6 June 2016** and will close at **12h00** on **Friday, 17 June 2016**.

3.2 Procedure for acceptance of the Rights Offer

Full details of the procedures for acceptance and payment are contained in the Form of Instruction accompanying this notice. It should be noted that:

- Acceptances of the Rights Offer are irrevocable and may not be withdrawn;
- Acceptances may only be made by Simmer and Jack Shareholders in the prescribed manner set out in the Form of Instruction and submitting it to Computershare;
- A Simmer and Jack Shareholder may accept a lesser number of Rights Offer Shares than the full entitlement;
- Properly completed Forms of Instruction and proof of EFT payment or a bank-guaranteed cheque or banker's draft in South African Rand in payment of the subscription price payable for the relevant

Rights Offer Shares, must be received by Computershare at the addresses referred to in paragraph 3.4 below by no later than **12h00 on Friday, 17 June 2016**. All Forms of Instruction sent by post by Simmer and Jack Shareholders will be accepted provided the envelope is received by no later than **12h00 on Friday, 17 June 2016**;

- The Rights Offer will only be regarded as irrevocably accepted when the EFT payment has been received by Computershare or the bank-guaranteed cheque or bankers' draft has been cleared for payment. Should payment not be received, Simmer and Jack, in its sole discretion, may either treat the acceptance of the offer by the acceptor concerned as null and void and no agreement results from such acceptance or may hold the acceptor to the contract that follows on the acceptance and demand immediate payment in cash of the subscription amount in respect of the Rights Offer Shares concerned;
- If an acceptance in the prescribed form and payment for the Rights Offer Shares have not been received as intended in this Circular, then the Rights Offer will be deemed to have been declined and not accepted;
- Any interest accruing on money received, in terms of the Rights Offer, will be for the benefit of Simmer and Jack and will be utilised towards the payment of expenses relating to the Rights Offer. No interest will accrue to Simmer and Jack Shareholders in respect of any refund due to Simmer and Jack Shareholders; and
- Any money received in respect of any acceptance which was rejected or exceeded the amount payable for the allocated Rights Offer Shares, will be refunded without interest by way of a cheque drawn in South African Rand and posted by registered post at the risk of the Simmer and Jack Shareholder concerned on or about **Wednesday, 22 June 2016**. In instances where Simmer and Jack Shareholders have supplied bank account details and such bank account details have been validated by a registered bank in South Africa, refunds may be made via EFT. In the event that no address was given and Simmer and Jack has not been provided with the bank account details of the Shareholder, any refunds owing will be held by Simmer and Jack until claimed by the Shareholder. No interest in respect of any such refunds will be paid by Simmer and Jack.

Qualifying Shareholders are advised to take into consideration postal delivery times when posting their Form of Instruction, as no late postal deliveries will be accepted. Qualifying Shareholders are advised to deliver their completed Form of Instruction together with their bank-guaranteed cheques or bankers' draft by hand or by courier where possible.

3.3 Renunciation or sale of rights

The Rights Offer is non-renounceable and will only be open to Simmer and Jack Shareholders registered as such at the Record Date. This means that existing Simmer and Jack Shareholders will not be able to renounce their entitlement to receive Rights Offer Shares in favour of any other person.

3.4 Payment terms

The amount due on acceptance of the Rights Offer is payable in South African Rand.

By cheque

A bank-guaranteed cheque or banker's draft drawn on a registered bank in South Africa (each of which should be crossed and marked "not transferable", and, in the case of a cheque, with the words "or bearer" deleted) in favour of "Simmer and Jack – Rights Offer" in respect of the amount due, together with the duly completed Form of Instruction, must be lodged to be received by no later than **12h00 on Friday, 17 June 2016** as follows:

By hand

Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg
2001

By post (at risk of the Shareholder)

Computershare Investor Services (Pty) Ltd
PO Box 61763
Marshalltown
2107

Each cheque or banker's draft received will be deposited immediately for payment.

By EFT

Payments by EFT will also be accepted. Simmer and Jack Shareholders wishing to pay by EFT should contact Computershare's Call Centre – Corporate Actions on +27 861 100 634 to facilitate electronic payment.

Simmer and Jack Shareholders paying by way of EFT are still required to lodge a duly completed Form of Instruction, together with proof of EFT payment, by no later than **12h00 on Friday, 17 June 2016** to either of the addresses provided above or by fax +27 11 688 5210 or email to corporate.events@computershare.co.za.

Computershare Investor Services will not be responsible for any loss and/or damage whatsoever in relation or arising from the late of non-receipt of faxed or emailed Forms of Instruction owing to Forms of Instruction being forwarded to any facsimile or email address other than those provided above.

PLEASE NOTE THAT SHOULD YOUR CHEQUE, BANKER'S DRAFT OR EFT SWIFT REFERENCE NUMBER NOT ACCOMPANY THE FORM OF INSTRUCTION, THE TRANSFER SECRETARIES WILL TREAT YOUR APPLICATION AS INVALID.

3.5 Lapsing of Rights

- i. Qualifying Shareholders that do not take up their Rights Offer Entitlement will continue to own the same number of Shares as held prior to the Rights Offer, but their percentage holding in the Company will be diluted.
- ii. Any Rights Offer not taken up will lapse and such a Shareholder shall not receive any economic benefit in respect of the Rights Offer.

3.6 Jurisdiction

The distribution of this Circular, the Rights Offer, and/or the rights to subscribe for the Rights Offer shares in jurisdictions other than South Africa may be restricted by law, and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction. Neither this Circular, nor any Form of Instruction, may be regarded as an offer in any jurisdiction in which it is illegal to make such an offer. In those circumstances, this Circular is sent for information purposes only. It is the responsibility of any person outside South Africa (including, without limitation, nominees, agents and trustees for such persons) receiving this Circular and wishing to take up rights under the Rights Offer, to satisfy themselves as to full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories. The Rights Offer and any transactions resulting from any acceptances will be subject to South African law and to the jurisdiction of the South African courts.

3.7 Tax consequences

Simmer and Jack Shareholders are advised to consult their professional advisers regarding the tax implications of the Rights Offer.

3.8 Documents of Title

Share certificates to be issued to Certificated Shareholders pursuant to the Rights Offer will be posted to persons entitled thereto by registered post, at the risk of the Shareholders concerned, on or about **Thursday, 23 June 2016**.

4. UNDERWRITING

In addition, the Rights Offer has been underwritten by the Underwriters. In terms of the Underwriting Agreement, Firm Trench Capital (Pty) Ltd, the Underwriters, agreed to purchase any unsubscribed or undersubscribe Rights Offer Shares.

The Underwriters requires no minimum level of participation by shareholders on the Rights Offer before it will commit itself as underwriter to the Rights Offer.

The Directors have made due and careful enquiry to confirm that the Underwriters are able to meet their commitments in terms of the Underwriting Agreement.

5. INFORMATION ON THE UNDERWRITERS

Full legal entity name: Firm Trench Capital (Pty) Ltd
Registration number: 2006/000336/07
Registered address: No 37 Avignon
Herbert Street Petervale
Bryanston
Sandton, 2164
Auditors: MD Tax and Payroll Consulting Services
Commercial bankers: FNB

4. DIRECTORS' RESPONSIBILITY STATEMENT

The current Directors, whose names appears on page 9 of the Circular, collectively and individually accept full responsibility of the accuracy of the information given in this Circular. All the Directors have read, and understand and agree with, the contents of this Circular.

SIGNED AT MORNINGSIDE FOR AND ON BEHALF OF THE DIRECTORS OF THE COMPANY



Jared Watson
CFO

12 May 2016
Morningside, Johannesburg

 SIMMER
& JACK^{(PTY) LTD}

www.simmers.co.za