



PLATFIELDS LIMITED
("Platfields" or "the company")
REGISTRATION NUMBER 2002/005851/06
(INCORPORATED IN THE REPUBLIC OF SOUTH AFRICA)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Platfields ("the company") will be held at 10:30am on Friday, 20 March 2009 at Southern Sun's Cape Sun, Strand Street, Cape Town for the following purposes:

- 1 To consider the annual financial statements for the period ended 29 February 2008;
- 2 To transact such other business as may be transacted at an annual general meeting of a company including the re-appointment of the auditors and re-election of retiring directors; and
- 3 To consider and, if deemed fit, to pass, with or without modification, the special and ordinary resolutions set out below, in the manner required by the South African Companies Act, (Act 61 of 1973), as amended (the "Act"):

ORDINARY RESOLUTION 1: Re-election of A. Cilliers as a director of the company

"Resolved that A. Cilliers be re-elected as a director of the company"

A brief curriculum vitae is set out in the annual report of which this notice forms part.

ORDINARY RESOLUTION NUMBER 2: Re-election of R.S. Traviss as a director of the company

"Resolved that R.S. Traviss be re-elected as a director of the company"

A brief curriculum vitae is set out in the annual report of which this notice forms part.

ORDINARY RESOLUTION NUMBER 3: Re-election of N. Cornish as a director of the company

"Resolved that N. Cornish be re-elected as a director of the company"

A brief curriculum vitae is set out in the annual report of which this notice forms part.

ORDINARY RESOLUTION NUMBER 4: Re-election of D.B. Mbindwane as a director of the company

"Resolved that D.B. Mbindwane be re-elected as a director of the company"

A brief curriculum vitae is set out in the annual report of which this notice forms part.

ORDINARY RESOLUTION NUMBER 5: Non-Executive Directors Remuneration

“Resolved that the remuneration of the non-executive directors, as set out in the annual report of which this notice forms part be, and is hereby confirmed and ratified.”

ORDINARY RESOLUTION NUMBER 6: Re-appointment of auditors

“Resolved that Grant Thornton be re-appointed as auditors of the company.”

ORDINARY RESOLUTION NUMBER 7: Signature of documentation

“Resolved that any director or the company secretary of the company be and is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of Ordinary Resolution numbers 1, 2, 3, 4, 5 and 6 which are passed by the members in accordance with and subject to the terms thereof.

Voting and proxies

A shareholder of the company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, vote and speak in his/her stead.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share held in the company by such shareholder.

A form of proxy is attached for the convenience of any shareholder holding Platfields shares who cannot attend the annual general meeting. Forms of proxy may also be obtained on request from the company's registered office. The completed forms of proxy must be deposited at or posted to the office of the transfer secretaries of the company, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 (P.O. Box 61051, Marshalltown 2107) to be received at least 48 hours prior to the meeting. Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the general meeting should the member subsequently decide to do so.

By order of the board



Probit Business Services (Proprietary) Limited
Company Secretary

26 February 2009

Registered address

The SA Reserve Bank Building
7th Floor
60 St George's Mall
Cape Town 8001

Transfer Secretaries

Computershare Investor Services (Pty) Ltd
70 Marshall Street
Johannesburg 2001
(P.O. Box 61051, Marshalltown 2107)

FORM OF PROXY

PLATFIELDS LIMITED
Registration number 2002/005851/06
("the company")

For use by the holders of the company's certificated ordinary shares ("certified shareholders") at the annual general meeting of the company to be held at 10:30am on Friday, 20 March 2009 at Southern Sun's Cape Sun, Strand Street, Cape Town, or at any adjournment thereof if required. Additional forms of proxy are available from the transfer secretaries of the company.

I/We _____ (Name in block letters)

of _____ (Address)

being the registered holder of ordinary shares in the capital of the company hereby appoint

1. _____ or failing him

2. _____ or failing him

3. the chairperson of the meeting

as my/our proxy to act for me/us on my/our behalf at the annual general meeting, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions as detailed in the Notice of Annual General Meeting, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

	Number of votes		
	In favour of	Against	Abstain
To pass ordinary resolutions:			
1. To re-elect A. Cilliers as a director of the company			
2. To re-elect R.S. Traviss as a director of the company			
3. To re-elect N. Cornish as a director of the company			
4. To re-elect D.B. Mbindwane as a director of the company			
5. To ratify non-executive directors remuneration			
6. To re-appoint Grant Thornton as auditors of the company			
7. To authorise the signature of documentation			

(Indicated instructions to proxy in the spaces provided above.)
 Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this _____ day of _____ 2009

Signature

Assisted by (if applicable)

Notes:

1. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that shareholder at the annual general meeting.
2. Shareholder(s) that are certificated may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the chairperson of the meeting", but any such deletion must be initialled by the shareholders (s). 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. If no proxy is named on a lodged form of proxy the chairperson shall be deemed to be appointed as the proxy.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
4. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the shareholder.
5. Forms of proxy must be lodged at or posted to Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) to be received not less than 48 hours prior to the meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
7. The chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the shareholder concerned wishes to vote.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or the transfer secretaries or waived by the chairperson of the general meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
11. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.