

shareholder analysis

SHOPRITE HOLDINGS LIMITED

as at 30 June 2007

	Number of shareholdings	%	Number of shares	%
SHAREHOLDER SPREAD				
1 – 1 000 shares	3 902	59,21	1 223 894	0,22
1 001 – 10 000 shares	1 765	26,78	6 177 580	1,14
10 001 – 100 000 shares	551	8,36	19 015 207	3,50
100 001 – 1 000 000 shares	282	4,28	98 362 263	18,10
1 000 001 shares and over	90	1,37	418 700 516	77,04
	6 590	100,00	543 479 460	100,00

	Number of shareholdings	%	Number of shares	%
DISTRIBUTION OF SHAREHOLDERS				
Banks	101	1,53	56 460 874	10,39
Close corporations	50	0,76	303 794	0,06
Endowment funds	30	0,46	2 347 891	0,43
Individuals	5 116	77,63	15 901 053	2,93
Insurance companies	28	0,42	29 274 491	5,39
Investment companies	26	0,39	39 209 512	7,21
Medical aid schemes	12	0,18	977 453	0,18
Mutual funds	182	2,76	108 983 782	20,05
Nominees and trusts	525	7,97	41 360 620	7,61
Other corporations	80	1,21	3 963 448	0,73
Pension funds	241	3,66	142 512 565	26,22
Private companies	177	2,69	61 722 759	11,36
Public companies	20	0,30	4 301 649	0,79
Share trusts	1	0,02	506 036	0,09
Own holdings	1	0,02	35 653 533	6,56
	6 590	100,00	543 479 460	100,00

	Number of shareholdings	%	Number of shares	%
PUBLIC/NON-PUBLIC SHAREHOLDERS				
Non-public shareholders	41	0,63	124 483 121	22,90
Directors and associates of the Company	39	0,59	88 323 552	16,25
Own holdings	1	0,02	35 653 533	6,56
Share trusts	1	0,02	506 036	0,09
Public shareholders	6 549	99,37	418 996 339	77,10
	6 590	100,00	543 479 460	100,00

	Number of shares	%
BENEFICIAL SHAREHOLDERS' HOLDING OF 1% OR MORE		
Allan Gray	49 604 470	9,13
Public Investment Corporation	46 982 540	8,64
Titan Nominees (Pty) Ltd	44 548 410	8,20
Sanlam	38 514 726	7,09
Shoprite Checkers (Pty) Ltd	35 653 533	6,56
Thibault Square Financial Services (Pty) Ltd	32 000 000	5,89
Old Mutual Group	21 897 134	4,03
Liberty Group	17 290 456	3,18
Investment Solutions	16 133 303	2,97
Nedbank Group	14 991 994	2,76
Namibian Government Institutions Pension Fund	14 452 885	2,66
Transnet Pension Fund	9 185 909	1,69
Mines Pension Fund	6 835 021	1,26
Le Roux, JF	5 967 629	1,10

notice to shareholders

If you are in any doubt as to what action you should take arising from the following resolutions, please consult your stockbroker, banker, attorney, accountant or other professional adviser immediately.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shoprite Holdings Limited ("the Company") will be held in the boardroom of Shoprite's head office, corner William Dabs and Old Paarl Roads, Brackenfell, South Africa, on Monday, 29 October 2007 at 09:15 for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions set out below in the manner required by the Companies Act (Act 61 of 1973) as amended ("the Act"):

ORDINARY RESOLUTION NUMBER 1

To consider and adopt the annual financial statements of the Company and the Group for the year ended 30 June 2007, including the reports of the directors and auditors.

ORDINARY RESOLUTION NUMBER 2

To approve the remuneration of the non-executive directors for the year ended 30 June 2007, as reflected on page 89 of the annual financial statements.

ORDINARY RESOLUTION NUMBER 3

To confirm the reappointment of the auditors, PricewaterhouseCoopers, for the ensuing year and to authorise the directors to determine the auditors' remuneration.

ORDINARY RESOLUTION NUMBER 4

To confirm the proposed declaration and payment of the ordinary dividend as recommended by the directors of the Company.

ORDINARY RESOLUTION NUMBER 5

To re-elect Mr JG Rademeyer, who retires as director in terms of Article 14.1 of the Articles of Association of the Company, but being eligible, offers himself for re-election. Mr Rademeyer's abridged curriculum vitae appears on page 9 of this annual report.

ORDINARY RESOLUTION NUMBER 6

To re-elect Mr TRP Hlongwane, who retires as director in terms of Article 14.1 of the Articles of Association of the Company, but being eligible, offers himself for re-election. Mr Hlongwane's abridged curriculum vitae appears on page 9 of this annual report.

ORDINARY RESOLUTION NUMBER 7

To re-elect Mr B Harisunker, who retires as director in terms of Article 14.1 of the Articles of Association of the Company, but being eligible, offers himself for re-election. Mr Harisunker's abridged curriculum vitae appears on page 8 of this annual report.

ORDINARY RESOLUTION NUMBER 8

To re-elect Mr JW Basson, who retires as director in terms of Article 14.1 of the Articles of Association of the Company, but being eligible, offers himself for re-election. Mr Basson's abridged curriculum vitae appears on page 8 of this annual report.

ORDINARY RESOLUTION NUMBER 9

To re-elect Mr CG Goosen, who retires as director in terms of Article 14.1 of the Articles of Association of the Company, but being eligible, offers himself for re-election. Mr Goosen's abridged curriculum vitae appears on page 8 of this annual report.

ORDINARY RESOLUTION NUMBER 10

Control of authorised but unissued shares

"RESOLVED THAT the authorised but unissued shares in the capital of the Company be and are hereby placed under the control and authority of the directors of the Company and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the Company may from time to time and in their discretion deem fit, subject to the provisions of the Act, the Articles of Association of the Company and JSE Limited ("JSE") Listing Requirements, when applicable, and any other exchange on which the shares of the Company may be quoted or listed from time to time, until the Company's next Annual General Meeting."

ORDINARY RESOLUTION NUMBER 11

Approval to issue shares for cash

"RESOLVED THAT subject to no less than 75% (seventy five percent) of the votes cast by those shareholders of the Company present in person or represented by proxy to vote at this Annual General Meeting voting in favour of this ordinary resolution, the directors of the Company be and are hereby authorised by way of a general authority, to issue all or any of the authorised but unissued shares in the capital of the Company, for cash, as and when they in their discretion deem fit, subject to the Act, the Articles of Association of the Company, the JSE Listing Requirements and any other exchange on which the shares of the Company may be quoted from time to time, when applicable, subject to the following limitations, namely that :

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will only be made to "public shareholders" as defined in the JSE Listing Requirements and not related parties, unless the JSE otherwise agrees;
- the number of shares issued for cash shall not in the aggregate in any one financial year, exceed 10% (ten percent) of the Company's issued share capital of ordinary shares. The number of ordinary shares which may be issued shall be based on the number of ordinary shares in issue, added to those that may be issued in future (arising from the conversion of options/convertibles) at the date of such application, less any ordinary shares issued, or to be issued in future arising from options/convertible ordinary shares issued during the current financial year, plus any ordinary shares to be issued pursuant to a rights issue which has been announced, is irrevocable and fully underwritten, or an acquisition which has had final terms announced;
- this authority be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;

notice to shareholders (continued)

- a paid press announcement giving full details, including the impact on the net asset value and earnings per share, be published at the time of any issue representing, on a cumulative basis within one financial year, 5% (five percent) or more of the number of shares in issue prior to the issue; and
- in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company.

SPECIAL RESOLUTION NUMBER 1

Approval to repurchase shares

“RESOLVED THAT, the Company and/or any subsidiary of the Company be and is hereby authorised by way of a general approval contemplated in sections 85(2) and 85(3) of the Act, to acquire the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the Articles of Association of the Company, the provisions of the Act and the JSE Listing Requirements and any other exchange on which the shares of the Company may be quoted or listed from time to time, where applicable, and provided that:

- the repurchase of securities will be effected through the main order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall be valid only until the Company’s next Annual General Meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company’s ordinary shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;
- the acquisitions of ordinary shares in the aggregate in any one financial year do not exceed 10% (ten percent) of the Company’s issued ordinary share capital from the date of the grant of this general authority;
- the Company and the Group are in a position to repay their debt in the ordinary course of business for the 12 months after the date of the notice of the Annual General Meeting;
- the assets of the Company and the Group, being fairly valued in accordance with Generally Accepted Accounting Practice, are in excess of the liabilities of the Company and the Group for the 12 months after the date of the notice of the Annual General Meeting;
- the ordinary capital and reserves of the Company and the Group are adequate for the 12 months after the date of the notice of the Annual General Meeting;
- the available working capital is adequate to continue the operations of the Company and the Group 12 months after the date of the notice of the Annual General Meeting;
- upon entering the market to proceed with the repurchase, the Company’s sponsor has complied with its responsibilities contained in Schedule 25 of the JSE Listing Requirements;
- after such repurchase the Company will still comply with paragraphs 3.37 to 3.41 of the JSE Listing Requirements concerning shareholder spread requirements;
- the Company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listing Requirements;
- when the Company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made; and
- the Company only appoints one agent to effect any repurchase(s) on its behalf.”

Other disclosures in terms of the JSE Listing Requirements

The JSE Listing Requirements require the following disclosures, some of which are disclosed in the annual report of which this notice forms part as set out below:

Directors and management	pages 8 – 9, 20 – 34
Major shareholders of the Company	page 107
Directors’ interests in securities	page 51
Share capital of Company	page 77

Material change

Other than the facts and developments as referred to on page 46 of the annual report, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and the date of this notice.

Directors’ responsibility statement

The directors, whose names are given on pages 8 to 9 of the annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that to the best of their knowledge and belief there are no facts that 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 this resolution contains all such information.

Litigation statement

In terms of section 11.26 of the JSE Listing Requirements, the directors, whose names are given on pages 8 to 9 of the annual report of which this notice forms part, are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 (twelve) months, a material effect on the Group’s financial position.

notice to shareholders (continued)

Reason for and effect of special resolution number 1

The reason and effect for special resolution number 1 is to authorise the Company and/or its subsidiaries by way of a general authority to acquire its own issued shares on such terms, conditions and such amounts determined from time to time by the directors of the Company, subject to the limitations set out above.

The directors of the Company have no specific intention to effect the provisions of special resolution number 1 but will, however, continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect the provisions of special resolution number 1.

SPECIAL RESOLUTION NUMBER 2

Specific approval to repurchase shares

"RESOLVED THAT the repurchase by the Company of:

- up to 35 653 533 ordinary shares of 113,4 cents each from Shoprite Checkers (Pty) Ltd, a wholly owned subsidiary of the Company; and
- up to 506 036 ordinary shares of 113,4 cents each from the Shoprite Holdings Ltd Share Incentive Trust;

at such times and in such quantities as the directors may determine in their discretion and at the ruling price for the ordinary shares of the Company on the JSE at the relevant time, be approved as a specific approval in terms of section 85 of the Act, subject to the Articles of Association of the Company and the JSE Listing Requirements.

The directors of the Company will only implement the repurchase contemplated in this resolution if, after considering the effect of the specific repurchase:

- the Company and the Group will be able to pay its debts as they become due in the ordinary course of business for the period of 12 months after the date of the specific repurchase;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group after the date of the specific repurchase;
- the share capital and the reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the specific repurchase;
- the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of approval of the specific repurchase; and
- they are satisfied that it will have no other detrimental consequences for the Company."

Reason for and effect of special resolution number 2

The reason for special resolution number 2 is to authorise the Company by way of a specific authority to repurchase the shares issued by the Company as specified in the resolution.

The effect of the special resolution is that the Company will have a specific authority to repurchase the shares specified in the resolution. Following the implementation of the resolution, the shares so repurchased will be cancelled as issued shares and restored to the status of authorised unissued shares.

The implementation of the specific repurchase will be funded from existing cash resources.

The effect of the specific repurchase on earnings per share, headline earnings per share and net asset value per share will not be material.

This special resolution is subject to the approval of no less than 75% (seventy five per cent) of the votes cast by those shareholders of the Company present in person or represented by proxy to vote at this Annual General Meeting, other than the shares held by Shoprite Checkers (Pty) Ltd and The Shoprite Holdings Ltd Share Incentive Trust.

OTHER BUSINESS

To transact such other business as may be dealt with at an Annual General Meeting.

Voting and proxies

A shareholder of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his/her stead. The proxy need not be a shareholder of the Company. A form of proxy is attached for the convenience of any certificated shareholder and "own name" registered dematerialised shareholder who cannot attend the Annual General Meeting but who wishes to be represented thereat.

Subject to the Articles of Association of the Company and 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 the vote per share as prescribed by the Articles and subject to the Articles of Association of the Company.

Shareholders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker, other than "own name" registered dematerialised shareholders, who wish to attend the Annual General Meeting, must request their CSDP or broker to issue them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them and the CSDP or broker.

Proxy forms should be lodged or mailed to the company secretary at his office at Corner William Dabs and Old Paarl Roads, Brackenfell, 7560, South Africa (PO Box 215, Brackenfell, 7561, South Africa) to reach the company secretary by no later than 09:15 on Thursday, 25 October 2007.



For and on behalf
Shoprite Holdings Limited

AN van Zyl
Company Secretary
28 August 2007

form of proxy

Shoprite Holdings Limited
 (Incorporated in the Republic of South Africa)
 (Registration number 1936/007721/06)
 JSE share code: SHP
 NSX share code: SRH
 LUSE share code: SHOPRITE
 ISIN: ZAE00012084
 ("Shoprite Holdings" or "the Company")

For use only by certificated shareholders or dematerialised shareholders with "own name" registration.

Dematerialised shareholders holding shares other than with "own name" registration, must inform their CSDP or broker of their intention to attend the Annual General Meeting and request their CSDP or broker to issue them with the necessary letter of representation to attend the Annual General Meeting in person and vote or provide their CSDP or broker with their voting instructions should they not wish to attend the Annual General Meeting in person. **These shareholders must not use this form of proxy.**

I/We _____ (name/s in block letters) of _____

being a shareholder/shareholders of Shoprite Holdings and holding _____ ordinary shares in the Company, hereby appoint

1. _____ of _____ or, failing him/her,

2. _____ of _____ or, failing him/her,

3. the chairman of the Annual General Meeting,

as my/our proxy to attend speak and vote on my/our behalf at the Annual General Meeting of the shareholders of the Company to be held at 09:15 on 29 October 2007 at Brackenfell, and at any adjournment thereof:

	Number of shares		
	In favour of	Against	Abstain
Ordinary resolution number 1 Adoption of the annual financial statements			
Ordinary resolution number 2 Approval of non-executive directors' remuneration			
Ordinary resolution number 3 Reappointment of PricewaterhouseCoopers as auditors and approval of their remuneration			
Ordinary resolution number 4 Confirmation of the proposed declaration and payment of ordinary dividend			
Ordinary resolution number 5 Re-election of Mr JG Rademeyer			
Ordinary resolution number 6 Re-election of Mr TRP Hlongwane			
Ordinary resolution number 7 Re-election of Mr B Harisunker			
Ordinary resolution number 8 Re-election of Mr JW Basson			
Ordinary resolution number 9 Re-election of Mr CG Goosen			
Ordinary resolution number 10 To place the unissued shares under the control of the directors			
Ordinary resolution number 11 Approval to issue shares for cash			
Special resolution number 1 General authority to repurchase shares			
Special resolution number 2 Specific authority to repurchase shares			

* Please indicate with an "X" in the appropriate spaces above how you wish your votes to be cast.

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed at (place) _____ on (date) _____ 2007

Shareholder's signature _____

Please read the notes and instructions overleaf.

notes to form of proxy

1. This form of proxy must only be used by certificated ordinary shareholders or dematerialised ordinary shareholders who hold dematerialised ordinary shares with "own name" registration.
2. Dematerialised ordinary shareholders are reminded that the onus is on them to communicate with their CSDP or broker.
3. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the Annual General Meeting". The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box(es) provided. Failure to comply with the above will be deemed to authorise the chairman of the Annual General Meeting, if the chairman is the authorised proxy, to vote in favour of the ordinary and special resolutions at the Annual General Meeting, or any other proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
6. 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's transfer office or waived by the chairman of the Annual General Meeting.
7. The chairman of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
8. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual 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.
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 Company.
11. Where there are joint holders of any shares:
 - any one holder may sign this form of proxy;
 - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

Forms of proxy must be lodged with the company secretary, to reach the company secretary at the below-mentioned address by no later than 09:15 on Thursday, 25 October 2007.

The Company Secretary

Cnr William Dabs and Old Paarl Roads
Brackenfell, 7560
South Africa

(PO Box 215, Brackenfell, 7561, South Africa)

administration

SHOPRITE HOLDINGS LIMITED

REGISTRATION NUMBER

1936/007721/06

REGISTERED OFFICE

Physical address: Cnr William Dabs and Old Paarl Roads
Brackenfell, 7560, South Africa
Postal address: PO Box 215, Brackenfell, 7561, South Africa
Telephone: +27 (0)21 980 4000
Facsimile: +27 (0)21 980 4050
Website: www.shoprite.co.za

TRANSFER SECRETARIES

South Africa

Computershare Investor Services 2004 (Pty) Ltd
PO Box 61051, Marshalltown, 2107, South Africa
Telephone: +27 (0)11 370 5000
Facsimile: +27 (0)11 688 5238
Website: www.computershare.com

Namibia

Transfer Secretaries (Pty) Ltd
PO Box 2401, Windhoek, Namibia
Telephone: +264 (61) 22 7647
Facsimile: +264 (61) 24 8531

Zambia

Lewis Nathan Advocates
PO Box 37268, Lusaka, Zambia
Telephone: +260 (0)1 223 174
Facsimile: +260 (0)1 229 868

SPONSORS

South Africa

Nedbank Capital
PO Box 1144, Johannesburg, 2000, South Africa
Telephone: +27 (0)11 295 8602
Facsimile: +27 (0)11 294 8602
Website: www.nedbank.co.za

Namibia

Old Mutual Investment Services (Namibia) (Pty) Ltd
PO Box 25549, Windhoek, Namibia
Telephone: +264 (0)61 299 3527
Facsimile: +264 (0)61 299 3528

Zambia

Lewis Nathan Advocates
PO Box 37268, Lusaka, Zambia
Telephone: +260 (0)1 223 174
Facsimile: +260 (0)1 229 868

AUDITORS

PricewaterhouseCoopers Incorporated
PO Box 2799, Cape Town, 8000, South Africa
Telephone: +27 (0)21 529 2000
Facsimile: +27 (0)21 529 3300

BANKERS

Absa Bank Ltd
Citibank N.A.
Commerzbank AG
First National Bank Ltd
Investec Bank Ltd
Nedbank Ltd
The Standard Bank of South Africa Ltd

shareholders' diary

June	–	Financial year-end
August	–	Preliminary results
September	–	Publishing of annual report Payment of preference dividend
October	–	Payment of final ordinary dividend Annual General Meeting
December	–	End of financial half year
February	–	Interim results
March	–	Payment of preference dividend Payment of interim ordinary dividend