

SUBTROPICO LTD: SHARE TRADING GENERAL RULES

1. Trading Procedures

General

The trading of shares via Subtropico Ltd's trading system take place via tender process. The tender period starts on the Saturday that follows on the last Friday of the month and closes at 12: 00 on the last Friday of the subsequent month. Trading takes place at 14: 00 on the last Friday of each month at the offices of Meintjes Vermooten Brooklyn (independent and external auditors of Subtropico Ltd).

Note: There is no tender process available during December.

Forms to tender for the purchase and sale of shares are available at:

- a) Subtropico's webpage: <http://www.subtropico.co.za/> -see "shares" section
- b) Subtropico Ltd's auditors:
Attention: JC Erlank
Meintjes Vermooten Brooklyn
Brooklyn Court Block B, Vealestreet, New Muckleneuk, 0181
PO Box 23, Pretoria, 0001
Tel: +2712 460 9146 fax: +2712 460 9147
E-mail: jc@mvbrooklyn.co.za
- c) Subtropico's transfer secretary:
Burger Botha
Subtropico Limited
Parkland Nr. 5
229 Bronkhorst Street
New Muckleneuk
0181
Tel: + 2712 460 9910/3/6 fax: 086 555 3013
E-mail: burger@subtropico.co.za

Tenders must be received by b) in a sealed envelope or per e-mail before 12:00 on the Friday of trade.

Tenders received by Subtropico's offices will not be accepted.

Information that relates to prices and volumes of the previous trading period can be obtained from person b), -c) or on Subtropico Ltd's webpage (www.subtropico.co.za) under the "shares" section.

The prices negotiated during the trading process are determined as follow:

- a) If a seller's price is higher than the buyer's, this result in no trade taking place.
- b) If a buyer's price is higher than the seller's, the trade will take place at the buyer's price against seller's shares with the highest price to the lowest, and in the order of the buyer with the highest tender price to the lowest.
- c) If more shares are available for sale than purchase offers received (at a certain price), shares are allocated pro rata.

Buyers

The purchase consideration payable by the buyer is calculated as follow:

-The number of shares allocated x price per share "A"

Plus: Stamp duty (0.25% x "A") "B"

All those buyers who have been successful in their bids during the trading process will be informed per e-mail, telephonically or fax. The correspondence will set out the total amount payable. The total amount payable must be paid by the Friday that follows on the Friday of trade into the bank account of Subtropico Ltd:

ABSA

Account number: 4054758883

Branch code: 632005

Proof of payment must be communicated to c).

If the total amount payable by the buyer is not paid on time, it will result in the transaction being cancelled. Buyers who have not been successful during the month's bid but are still available and in line with the trading criteria will be approached. Sellers will be notified of the cancelled and new bid. There will be no trade if an agreement cannot be reached between the buyer and the seller.

Shares that did not trade during the month's trading process will not be carried over to the next month.

A potential buyer must tender a new bid for each month. Unsuccessful buyers will be notified accordingly.

Sellers

The amount due to the seller is calculated as follow:

-Number of shares sold x price per share "A"

All sellers of shares will be notified per email or telephonically once a trade has taken place. The correspondence will set out the amount due to the seller and the documents required to finalise the transaction. Subtropico Ltd will make an electronic payment to the seller's bank account on the second Friday following the Friday of trade. Payment is subject to the purchaser's payment being received and the required documentation being received from the seller.

Shares that did not sell during the month's trading process will not be carried over to the next month. A seller must tender a new offer for each month. Unsuccessful seller will be notified accordingly.

If a seller offer its entire shareholding for sale and all the shares are sold it will result in the seller loan account being paid out automatically. If the seller has a debtor account outstanding with Subtropico Ltd, the outstanding amount will be settled before payment is made. Die amount payable is calculated as follow:

-Number of shares sold x price per share "A"

Plus: Loan account "B"

-Min: Debtor account "C"

2. Informing required before trading:

The following information is required:

Buyer

- a) A tender form for the purchase of shares. The number of shares to be purchased ("unlimited" or "everything available" is not acceptable) and the amount per share for which the shares will be purchased has to be indicated.
- b) Proof of payment.
- c) In the case of a new share shareholder who does not have an existing account with Subtropico Ltd a certified copy of the following:
 - a copy of the purchaser's identity document (in the case of a trust, copies of the trust deed and the identity documents of the trustees; in the case of a company, copies of the articles and the memorandum of association, minutes authorizing an individual to act on behalf of the company and a copy of the individual's identity document; in the case of a Closed Corporation, the founding statement, minutes authorizing an individual to act on behalf of the Closed Cooperation and a copy of the individual's identity document
 - Proof of physical address, e.g. a municipal account.

Seller

- a) A tender form for the sale of shares. The number of shares to be sold and the amount per share for which the shares will be sold have to be indicated.
- b) In the case of Company, Closed Corporation or trust, minutes authorizing an individual to act on behalf of the entity and a copy of the individual's identity document
- c) In the case of an estate, a certified copy of the letter of executorship and the authorisation to act as executor (if applicable).
- d) Full bank details
- e) The original share certificate.
- f) Signed security transfer form (form CM 42).

3. General information

The following information is available on Subtropico Ltd's webpage (www.subtropico.co.za) that can be used by potential buyers or sellers of shares to make informed decisions before trading in shares:

(a) Financial information

- Audited financial statements
- Interim financial statements
- Cautionary announcements and news

b) Share information

- Trading procedures
- Number of shares traded over a period
- Last trading price
- Dividend payable
- Net asset value per share

The closed period for trading purposes is as follow:

- Audited financial statements: From 31 December until the publication of the provisional financial results.
- Half year/Interim financial results: From 30 June until the publication of the interim financial results.
- Cautionary announcements, etc, from the day that information is available internally to any officer/director until publication of such information.

The closed period for trading purposes is applicable to the following persons, that include family members and any legal entities in which a person of family member have an interest in:

- Directors (Subtropico Ltd, subsidiaries, associates)
- Staff (Subtropico Ltd, subsidiaries, associates)
- Auditors (Subtropico Ltd, subsidiaries, associates)

Family members include spouses, children and any other resident family members.

4. Facilitating role

Subtropico Limited only acts as a facilitator between buyers and seller, the risk of payment for shares purchased lies with the purchaser.

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