

# NOTICE TO SHAREHOLDERS OF ANNUAL GENERAL MEETING

## Directors' and Audit Committee's responsibility statements

In terms of the Act and the JSE Listings Requirements the Directors, whose names are given on page 51 of this annual report, and/or Audit Committee ("the Committee"), as the case may be, respectively confirm that:

- collectively and individually they 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 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 the annual report and notice of general meeting contains all information required by the Act and the JSE Listings Requirements; and
- save as may be addressed in the report of the Directors, there has been no material change in the financial or trading position of the Company or any of its subsidiaries that has occurred since 30 June 2008; and
- other than as disclosed in this annual report, they are aware of no legal or arbitration proceedings, either pending or threatened against the Company or its subsidiaries which may have, or have had in the last 12 months, a material effect on the financial position of the Company or its subsidiaries;
- the Committee has carried out and have met periodically to consider and to act upon its statutory duties and functions and confirms that it has satisfied itself of the independence of the Company's auditors and of the appropriateness of the expertise and experience of the financial director of the Company.

## Shareholders diary 2008 - 2009

Interim year-end:	31 December 2008
Release of interim results:	on or before 31 March 2009
Financial year-end:	30 June 2009
Release of annual financial results:	on or before 30 September 2009
Next (93rd) annual general meeting:	October/November 2009

By order of the Board

Francois Dekker  
Company Secretary



## FORM OF PROXY

For use ONLY by certificated and dematerialised ordinary shareholders of The York Timber Organisation Limited ("the Company") with own name registration, Central Securities Depository Participants' ("CSDP") nominee companies and brokers' nominee companies at the 92nd York annual general meeting to be held at Ground Floor, 2 Arnold Road, Rosebank at 11:30 on 3 December 2008. Dematerialised York shareholders other than those with own name registration must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody agreement entered into between such York shareholders and their CSDP or broker.

I/We \_\_\_\_\_

of (address) \_\_\_\_\_

being (an) ordinary shareholder/s in the Company holding \_\_\_\_\_ shares, appoint \_\_\_\_\_

or failing him, \_\_\_\_\_

or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the annual general meeting of the Company which will be held at Ground Floor, 2 Arnold Road, Rosebank at 11:30 on 3 December 2008 for the purpose of considering the business as set out in the notice which this form of proxy accompanies, and, in particular, to vote for and on my/our behalf in respect of the following resolutions:

Insert X in the appropriate box

VOTING INSTRUCTIONS	FOR	AGAINST	ABSTAIN
1. To read and confirm the following minutes:			
1.1. Special General Meeting of shareholders held on 20 February 2007			
1.2. 91st Annual General Meeting of shareholders held on 5 June 2007			
1.3. Special General Meeting of shareholders held on 9 July 2007			
2. To re-elect the following directors retiring in terms of the Company's Articles of Association and who are eligible offered themselves for re-election:			
2.1. Jim Myers			
2.2. Andrew Bonamour			
2.3. Gay Mokoena			
3. To confirm the appointment of the following non-executive directors:			
3.1. Tlhopheho Modise (on 4 Sept 2007)			
3.2. Shakeel Meer (on 4 Sept 2007)			
3.3. Simon Murray (on 4 Sept 2007)			
3.4. Paul Botha (on 26 March 2008)			
3.5. Pieter Odendaal (on 26 March 2008)			
4. To confirm the resignations of the following executive and non-executive directors:			
4.1. Ivor Tucker (on 31 April 2007)			
4.2. Sally Motlana (on 30 May 2007)			
4.3. William Marshall-Smith (on 4 September 2007)			
4.4. Gavin Tipper (on 30 April 2008)			
5. To receive and consider the financial statements and reports of the directors and auditors of the Company for the period ended 30 June 2008			
6. To authorise the directors to approve the remuneration of the auditors for the past financial period and (on the recommendation of the Audit Committee) to appoint auditors for the ensuing financial year			
7. Ordinary resolution 1: Authorising the directors to allot and issue the unissued shares of the Company			
8. Ordinary resolution 2: Authorising the directors to allot and issue for cash shares in the capital of the Company of a class of shares already in issue			
9. Ordinary resolution 3: Approving the fees paid and payable to Non-Executive Directors			
10. Special resolution 1: Changing the name of the Company			
11. Special resolution 2: Authorising the Company and its subsidiaries to repurchase the issued ordinary shares of the Company			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2008

Signature: \_\_\_\_\_ Number of shares: \_\_\_\_\_

A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his stead. A proxy need not be a member of the company. Forms of proxy, in order to be valid, must be lodged at the transfer secretary or the registered office of the company at least 48 hours before the commencement of the meeting.

## Notes to proxy

1. A York shareholder may insert the name of a proxy or the names of two alternative proxies of the York shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the annual general meeting"; but any such deletion must be initialled by the York shareholder concerned. The person whose name appears 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.
2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in York, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the 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.  

A York shareholder or his/her proxy is not obliged to use all the votes exercisable by the York shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. The date must be filled in on this proxy form when it is signed.
4. The completion and lodging of this form of proxy will not preclude the relevant York shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
5. 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 transfer secretaries of York or waived by the Chairperson of the annual general meeting of York shareholders.
6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of York.
8. Forms of proxy must be received by the transfer secretaries, Computershare Investor Services 2004 (Pty) Ltd at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or by the Company at York Corporate Offices, Main Street, Sabie, 1260 (PO Box 1191, Sabie, 1260) at least 48 hours prior to the meeting by not later than 11:30am on Monday, 01 December 2008.
9. The Chairperson of the annual general meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
10. If required, additional forms of proxy are available from the transfer secretaries of York.
11. Dematerialised shareholders, other than by own name registration, must NOT complete this form of proxy but must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.