



SHAREHOLDER AND ADMINISTRATIVE INFORMATION

For the year ended 30 June 2009

ANALYSIS OF PREFERENCE SHAREHOLDERS	Shareholders		Shares held	
	Number	%	Number	%
ANALYSIS OF HOLDING				
Brokers	1	0,1	27	-
Close Corporations	14	1,5	34 391	1,8
Endowment Funds	2	0,2	1 400	0,1
Individuals	721	77,9	1 135 074	59,5
Mutual Funds	2	0,2	35 514	1,9
Nominees and Trusts	159	17,2	512 166	26,9
Other Corporations	5	0,5	40 727	2,1
Public Companies	1	0,1	1 000	0,1
Private Companies	21	2,3	144 701	7,6
	926	100,0	1 905 000	100,0
SHAREHOLDER SPREAD				
Public shareholders	925	99,9	1 895 000	99,5
Non-public shareholders – Directors and Associates	1	0,1	10 000	0,5
	926	100,0	1 905 000	100,0

ANALYSIS OF ORDINARY SHAREHOLDERS	Shareholders		Shares held	
	Number	%	Number	%
ANALYSIS OF HOLDING				
Banks	5	0,3	18 006	0,1
Brokers	6	0,3	140 449	0,5
Close Corporations	37	2,0	140 244	0,5
Endowment Funds	4	0,2	3 091 845	11,0
Individuals	1 452	77,9	4 745 248	17,0
Insurance Companies	5	0,3	194 625	0,7
Investment Companies	4	0,2	387 708	1,4
Mutual Funds	20	1,1	2 480 824	8,8
Nominees and Trusts	231	12,4	3 258 068	11,6
Other Corporations	27	1,4	32 977	0,1
Pension Funds	6	0,3	546 751	2,0
Private Companies	58	3,1	2 505 858	8,9
Public Companies	8	0,4	10 458 684	37,3
Share Trusts	1	0,1	31 333	0,1
	1 864	100,0	28 032 620	100,0
SHAREHOLDER SPREAD				
Public shareholders	1 857	99,6	12 571 046	44,8
Non-public shareholders – Directors and Associates	7	0,4	15 461 574	55,2
	1 864	100,0	28 032 620	100,0



SHAREHOLDER AND ADMINISTRATIVE INFORMATION CONTINUED

ANALYSIS OF MAJOR ORDINARY SHAREHOLDERS	Number of shares	% of issued shares
Unitas Enterprises Limited	9 378 487	33,46
The Sassoon Children's Trust	3 080 845	10,99
Marsas Holdings (Pty) Limited	1 982 589	7,07
Saprop Investments Limited	1 060 999	3,78
The Sydney Sassoon Trust	922 808	3,29
Glattfin Trust	861 189	3,07

PERFORMANCE OF ORDINARY SHARES ON THE JSE	2009	2008
Shares traded (number)	5 816 447	5 902 469
Price (cents)		
Highest	3 196	5 900
Lowest	2 100	2 600
Year-end	2 625	2 639
Market capitalisation (R'000)	735 034	721 815

SHAREHOLDERS' DIARY	
Year-end	30 June
Reports published:	
• Interim for six months to December 2008	5 March 2009
• Preliminary announcement of annual results	8 September 2009
• Annual financial statements	26 October 2009
Interim ordinary share dividend paid	14 April 2009
Final ordinary share dividend paid	12 October 2009
Preference share dividend number 9 paid	30 March 2009
Preference share dividend number 10 paid	5 October 2009
Annual General Meeting	3 December 2009



NOTICE OF ANNUAL GENERAL MEETING

SASFIN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration Number 1987/002097/06

Ordinary Share Code: SFN ISIN: ZAE000006565

Preference Share Code: SFNP ISIN: ZAE000060273

("Sasfin" or "the Company")

Notice is hereby given that the 22nd Annual General Meeting of shareholders of the Company will be held at the Company's premises, 29 Scott Street, Waverley, Johannesburg on Thursday, 3 December 2009 at 14h00, to consider and if deemed fit, to pass, with or without modification, the following ordinary resolutions:

1. Ordinary resolution number 1

"Resolved to receive, consider and adopt the Annual Financial Statements and the Group Annual Financial Statements for the year ended 30 June 2009, including the reports of the directors and the auditors."

2. Ordinary resolution number 2

"Resolved that Mr CN Axten be re-elected as an independent non-executive director of the Company."

Mr Axten retires by rotation as a director of the Company in accordance with the Company's articles of association and is eligible and offers himself for re-election.

Mr Axten was appointed an independent non-executive director of Sasfin Holdings Limited and Sasfin Bank Limited on 1 November 1999. He is the chairman of the Group Risk and Capital Management committee and the Credit Review committee. He is also a member of, amongst others, the ALCO, Directors' Affairs committee, Group Audit and Compliance committee and the Directors' Strategy and Review committee. Mr Axten spent his entire working life with the Barclays Bank/First National Bank Group. He retired in 1996 as the Senior General Manager of the Group. He is a member and Past President of the Institute of Bankers and was also President of the Association of Mortgage Lenders. He served for some time as the CEO of the Banking Council. Mr Axten completed the Executive Development Programme at the University of the Witwatersrand and also the Advanced Management Programme of Harvard University. He is 73 years old.

3. Ordinary resolution number 3

"Resolved that Mr M Segal be re-elected as a director of the Company."

Mr Segal retires by rotation as a director of the Company in accordance with the Company's articles of association and is eligible and offers himself for re-election.

Mr Segal was appointed an executive director on the boards of Sasfin Holdings Limited and Sasfin Bank Limited on 6 September 2005. He was appointed as financial director of Sasfin Holdings Limited in May 2009. He heads Sasfin Capital. Mr Segal is a member of the Executive committee, the Directors' Strategy and Review committee and the Group Audit and Compliance committee, amongst others. He is also past Chairman of the South African Private Equity and Venture Capital Association ("SAVCA"). Mr Segal obtained a BComm. degree from the University of the Witwatersrand and is registered as a Chartered Accountant in both South Africa and Israel. He was a partner in one of the five largest firms of Chartered Accountants in South Africa from 1972 to 1997, during which time he was National Chairman from 1989. He left to become one of the founders of MDM Growth Investments Limited, of which he was the Chief Executive. That company was acquired by Sasfin Holdings Limited in 2005. Mr Segal is 60 years of age.



NOTICE OF ANNUAL GENERAL MEETING CONTINUED

4. Ordinary resolution number 4

“Resolved that Mr ML Smith be re-elected as an independent non-executive director of the Company.”

Mr Smith retires by rotation as a director of the Company in accordance with the Company’s articles of association and is eligible and offers himself for re-election.

Mr Smith joined the board of directors of Sasfin Holdings Limited and Sasfin Bank Limited on 1 December 1999 as an independent non-executive director. He is also a member of the Directors’ Affairs committee and the Transformation committee. He obtained a BComm. degree from the University of Stellenbosch and is a Fellow of the Faculty of Actuaries. He also completed the Advanced Executive programme of the University of South Africa. Mr Smith held senior positions with Sanlam Limited, Bank of Johannesburg, Senbank and Trust Bank from 1962 until 1986. He joined Metropolitan Life Limited in 1986, retiring as managing director in 1998. He is a non-executive director of Metropolitan Life and of Metropolitan Life (Namibia). Mr Smith is 69 years of age.

5. Ordinary resolution number 5

“Resolved that the directors be authorised to determine the remuneration of the Company’s auditors.”

6. Ordinary resolution number 6

“Resolved that KPMG Inc. and PKF (Jhb) Inc. be re-appointed as joint auditors of the Company and that Mrs H Berrange and Mr GM Chaitowitz be re-appointed as the individual designated auditors of the Company for the next financial year.”

7. Ordinary resolution number 7

“Resolved that the aggregate executive and non-executive directors’ fees for the past financial year of R11 089 933 be approved.”

8. Ordinary resolution number 8

“Resolved that the unissued ordinary shares in the authorised ordinary share capital of the Company be and are hereby placed under the control of the directors of the Company who are authorised to allot and issue the ordinary shares at their discretion, and on such terms and conditions and at such times as they deem fit until the next Annual General Meeting of the Company, subject to the provisions of the Companies Act, 61 of 1973 as amended (“the Companies Act”), the Banks Act, 94 of 1990, as amended (“the Banks Act”) and the JSE Limited Listings Requirements (“JSE Listings Requirements”).

9. Ordinary resolution number 9

“Resolved that the directors have the power to allot and issue ordinary shares in the authorised but unissued share capital of the Company for cash as and when the directors consider it appropriate in the circumstances, subject to the Companies Act, any share incentive trust deed entered into by the Company, the articles of association of the Company, the Banks Act and the JSE Listings Requirements, when applicable, and the following limitations, namely that:

- 9.1 this authority shall not endure beyond the earlier of the next Annual General Meeting of the Company or beyond 15 (fifteen) months from the date of this meeting;
- 9.2 there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders (as defined by the JSE Listings Requirements) but not to related parties;
- 9.3 upon any issue of ordinary shares representing on a cumulative basis within a financial year, 5% (five percent) or more of the number of ordinary shares in issue, the Company shall, by way of a paid press announcement in terms of 11.22 of the JSE Listings Requirements, give full details thereof, including the effect on the net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share of the Company, the number of securities issued and the average discount to the weighted average traded price of the securities over the 30 days prior to the date that the price of such issue was determined or agreed by the Company and the party subscribing for the securities;



NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- 9.4 that issues in the aggregate in any one financial year shall not exceed 15% (fifteen percent) of the number of issued ordinary shares of the Company (including instruments which are compulsorily convertible into ordinary shares) at the date of application less any ordinary shares issued, or to be issued in the future arising from options/convertible securities issued during the current financial year, plus any ordinary shares to be issued pursuant to an announced, irrevocable and fully underwritten rights offer or to be issued pursuant to any acquisition for which final terms have been announced;
- 9.5 the maximum discount at which ordinary shares may be issued is 10% (ten percent) of the weighted average traded price of the ordinary shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the Company and the party subscribing for the securities, and
- 9.6 under the JSE Listings Requirements a 75% (seventy-five percent) majority of votes cast by the ordinary shareholders present or represented by proxy at the annual general meeting is required to approve the resolution.”

10. Ordinary resolution number 10

“Resolved that the unissued non-redeemable, non-cumulative, non-participating, variable rate preference shares in the authorised preference share capital of the Company be and are hereby placed under the control of the directors of the Company who are authorised to allot and issue the preference shares at their discretion, and on such terms and conditions and at such times as they deem fit until the next Annual General Meeting of the Company, subject to the provisions of the Companies Act, 61 of 1973 as amended (“the Companies Act”), the Banks Act, 94 of 1990, as amended (“the Banks Act”) and the JSE Listings Requirements.

VOTING AND PROXIES

All holders of the issued ordinary shares are entitled to attend and vote at the Annual General Meeting. Holders of preference shares are only entitled to attend the Annual General Meeting.

Ordinary shareholders who hold their shares in certificated form or who are own name registered dematerialised shareholders who are unable to attend the Annual General Meeting but who wish to be represented thereat, are required to complete and return the attached form of proxy so as to be received at the registered office of the Company and the Company’s transfer secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 by not later than 14h00 on Tuesday, 1 December 2009. Ordinary shareholders who have dematerialised their shares through a Central Securities Depository Participant (“CSDP”) or broker, other than by own name registration who wish to attend the Annual General Meeting must instruct their CSDP or broker to issue them with the necessary authority to attend the meeting, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. Ordinary shareholders who have dematerialised their shares through a CSDP or broker, other than by own name registration who wish to vote by way of proxy, 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. These instructions must be provided to their CSDP or broker by the cut-off time or date advised by their CSDP or broker for instructions of this nature.

On a show of hands, every shareholder present in person or represented by proxy shall have one vote only. On a poll, every shareholder shall have one vote for each share of which he/she is the registered holder.

By order of the board

S Jackson
Company Secretary

2 September 2009

Registered office
29 Scott Street
Waverley
2090
PO Box 95104
Grant Park
2051

Transfer secretaries
Computershare Investor Services (Pty) Limited
PO Box 61051
Marshalltown
2107

2009



FORM OF PROXY

SASFIN HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
 Registration Number 1987/002097/06
 Ordinary Share Code: SFN ISIN: ZAE000006565
 Preference Share Code: SFNP ISIN: ZAE000060273
 ("Sasfin" or "the Company")



FOR USE ONLY BY CERTIFICATED ORDINARY SHAREHOLDERS AND OWN NAME REGISTERED DEMATERIALIZED ORDINARY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF SASFIN SHAREHOLDERS TO BE HELD AT 29 SCOTT STREET, WAVERLEY, JOHANNESBURG ON THURSDAY, 3 DECEMBER 2009 AT 14H00 OR SUCH LATER TIME THAT MAY BE APPLICABLE ("THE ANNUAL GENERAL MEETING").

I/We (Names in capital letters) _____

of (address) _____

being a member(s) of Sasfin and entitled, on a poll, to _____ votes hereby

appoint _____ of _____ or failing him / her

_____ of _____ or failing them,

the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 3 December 2009 and at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. Unless this is done, the proxy will be deemed to have been authorised as he/she thinks fit.

	In favour	Against	Abstain
1. To receive and consider the Annual Financial Statements			
2. To re-elect Mr CN Axten as an independent non-executive director			
3. To re-elect Mr M Segal as an independent non-executive director			
4. To re-elect Mr ML Smith as an independent non-executive director			
5. To authorise the directors to determine the auditors' remuneration			
6. To re-appoint the joint auditors for the next financial year			
7. To approve the directors' fees for the past year			
8. To place the unissued ordinary shares under the control of the directors			
9. To grant the directors a general authority to issue ordinary shares for cash			
10. To place the unissued preference shares under the control of the directors			

Signature: _____

Date: _____

Please read the notes on the reverse side hereof.



NOTES TO THE FORM OF PROXY

1. A Sasfin ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the Sasfin shareholder's choice in the space/s provided, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the Sasfin ordinary 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. A proxy is entitled to attend, speak and vote at the Annual General Meeting in place of the shareholder whom he or she is representing. A proxy need not be a member of the Company.
3. 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 ordinary shares than you own in Sasfin, 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 Sasfin shareholder or his/her proxy is not obliged to use all the votes exercisable by the Sasfin shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
4. The date must be filled in on this form of proxy when it is signed.
5. The completion and lodging of this form of proxy will not preclude the relevant Sasfin 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.
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 transfer secretaries of Sasfin or waived by the Chairman of the Annual General Meeting of Sasfin shareholders.
7. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
8. 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 Sasfin.
9. Forms of proxy must be received by the Company, Sasfin Holdings Limited at 29 Scott Street, Waverley, 2090 (PO Box 95104, Grant Park, 2051) and the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 by not later than 14h00 on Tuesday, 1 December 2009.
10. The Chairman of the Annual General Meeting may in his absolute discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.
11. If required, additional forms of proxy are available from the transfer secretaries of Sasfin.
12. 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.

SASFIN GROUP CONTACT INFORMATION

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