



**NOTICE OF GENERAL MEETING RELATING TO A CATEGORY 1 ACQUISITION OF A 51% INTEREST
IN THE BUILDING MANUFACTURING COMPANIES OF DAWN ("the WATERTECH COMPANIES")
BY GROHE LUXEMBOURG FOUR S.A. ("Grohe") AND SALIENT DATES AND TIMES**

DAWN Shareholders are referred to the detailed terms announcement released by DAWN on SENS and in the press on 02 July 2014 relating to *inter alia* the proposed acquisition by Grohe of a 51% indirect interest in the Watertech Companies for R880 million together with a Call Option in favour of Grohe to acquire an additional 24.1% indirect shareholding in the Watertech Companies from DAWN after a 10 year period, and if such option is exercised by Grohe, or if Grohe's indirect shareholding has otherwise increased to 75.1%, the option for DAWN to sell its remaining 24.9% indirect interest in the Watertech Companies to Grohe, such transaction constituting a section 112 disposal for DAWN in terms of the Companies Act 71 of 2008 ("Companies Act") and a category 1 disposal in terms of the JSE Limited ("JSE") Listings Requirements ("the Transaction").

Words and expressions, including capitalised terms, in this announcement shall have the same meaning as assigned to them in the Circular, unless indicated otherwise.

DAWN Shareholders are hereby advised that the Circular setting out, *inter alia*, specific details as regarding the Transaction, and the rationale and terms of the Transaction, has been formally approved by the JSE and TRP and posted to DAWN Shareholders today, Monday, 18 August 2014.

The Circular incorporating the notice of general meeting is also available on the Company's website at <http://www.dawnltd.co.za> and can be viewed at its registered offices at Corner Barlow Road and Cavaleros Drive, Jupiter, Extension 3, Germiston, South Africa during normal office hours.

The General Meeting of Shareholders of DAWN will be held at DAWN's registered office, Corner Barlow Road and Cavaleros Drive, Jupiter, Extension 3, Germiston, South Africa at 10:00 on Monday, 15 September 2014 for the purposes of considering, and, if deemed fit, passing with or without modification, the Resolutions set out in the Circular, in the manner required by the Companies Act and the Listings Requirements.

SALIENT DATES AND TIMES

Salient dates and times for the general meeting, which are also contained in the Circular, are as follows:

	2014
Posting Record Date to be eligible to receive the Circular	Friday, 8 August
Circular posted to Shareholders and Notice of General Meeting released on SENS on	Monday, 18 August
Notice of General Meeting published in the South African press on	Tuesday, 19 August
Last day to trade Shares in order to be eligible to participate in and to vote at the General Meeting (see notes 2 and 4 below)	Friday, 29 August
Record Date for purposes of the General Meeting being 17:00 on	Friday, 5 September
Last day to lodge request for participation in General Meeting via electronic participation being 10:00 on	Thursday, 11 September
Completed Forms of Proxy to be lodged by 10:00 on (see note 5 below)	Thursday, 11 September
Last date and time for Shareholders to give notice, to DAWN objecting to the Special Resolution if they wish to exercise their Appraisal Rights by 10:00 on	Monday, 15 September
General Meeting held at DAWN's registered office, Corner Barlow Road and Cavaleros Drive, Jupiter, Extension 3, Germiston, 1401, South Africa at 10:00 on	Monday, 15 September
Results of General Meeting published on SENS and on the website of DAWN on	Monday, 15 September
Results of General Meeting published in the South African press on	Tuesday, 16 September
Last date on which Shareholders who vote against the Special Resolution can notify DAWN that he/she/it requires DAWN to make application to the court in terms of section 115(3)(a) of the Companies Act to seek court approval of the Special Resolution (applicable only in the event that the Special Resolution was opposed by more than 15% of the voting rights exercised on the Special Resolution)	Monday, 22 September
Last date for DAWN to send objecting Shareholders who gave written notice of their objection to the Special Resolution and who voted against the Special Resolution, notice of the adoption of the Special resolution, in terms of section 164 of the Companies Act	Tuesday, 30 September
Last date for Shareholders who voted against the Special Resolution to make application to the court in terms section 115(3)(b) of the Companies Act	Tuesday, 30 September
Finalisation announcement in respect of the Transaction released on SENS on	Thursday, 2 October

Notes:

- All or any of the above important dates and times are subject to change as may be required. Any changes made will be communicated to Shareholders by publication as soon as practicably possible on SENS and in the South African press.
- Shareholders should note that trade in Shares on the JSE is settled through Strate, with settlement of a trade occurring five Business Days following a trade. Accordingly, Shareholders who acquire Shares on the JSE after the Last Day to Trade in Shares, namely, Friday, 29 August 2014 will not be entitled to vote at the General Meeting as they will not be recorded as Shareholders in the Register by the Record Date, namely, Friday, 5 September 2014.
- All Dematerialised Shareholders (other than those with Own Name Registration) must provide their CSDP or Broker with their instructions for voting at the General Meeting by the cut-off time and date stipulated by their CSDP or Broker in terms of their respective Custody Agreements.
- No Dematerialisation or Rematerialisation of Shares may take place from the Business Day following the Last Day to Trade.
- Shareholders who have not lodged a completed Form of Proxy by 10:00 on Thursday, 11 September 2014 and who wish to do so may lodge it with the Chairman of the General Meeting at any time prior to the commencement of the General Meeting.
- All times referred to in this announcement are references to South African standard time on a 24-hour basis unless specified otherwise.
- The Certificated Register of DAWN will be closed between the Last Day to Trade and the Voting Record Date.

18 August 2014
Johannesburg

Corporate Advisor and Transaction Sponsor to DAWN



Legal Advisor to Grohe

**CLIFFORD
CHANCE**

Legal Advisor to DAWN



Legal Advisor to Grohe



Independent Expert



Financial Advisor to Grohe



Ongoing Sponsor to DAWN



Independent Reporting Accountants and Auditors to DAWN

