



Shareholder Information

Massmart business partners photographed in front of the JSE Limited.
From left to right
Chantell Ladeira (Deutsche Securities),
Brian Escott (Deloitte & Touche),
Bennie Graham (ABSA Bank Limited),
Heloise Murray (Edward Nathan Sonnenbergs),
Isana Cordier (The Standard Bank of South Africa Limited) and
Helen De Goede (First National Bank)

Notice of Annual General Meeting

for the year ended 30 June 2007

Notice is hereby given that the annual general meeting of the Company will be held at 08:30 at Massmart House, 16 Peltier Drive, Sunninghill Ext 6, Sandton, on Wednesday, 21 November 2007, for purposes of:

1. Transacting the following business:

- 1.1 to receive and adopt the annual financial statements of the Company and the Group for the year ended 30 June 2007;
- 1.2 to elect directors in the place of those retiring in accordance with the Company's Articles of Association; and
- 1.3 to transact such other business as may be transacted at an annual general meeting.

2. Considering and, if deemed fit, passing, with or without modification, the following ordinary and special resolutions:

Ordinary resolutions:

- 1. "Resolved that the annual financial statements of the Company and the Group for the year ended 30 June 2007, circulated together with this notice, be and are hereby adopted."
- 2. "Resolved that Mr KD Dlamini, who retires in terms of the Articles of Association and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
- 3. "Resolved that Dr NN Gwagwa, who retires in terms of the Articles of Association and has offered herself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
- 4. "Resolved that Mr JC Hodkinson, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
- 5. "Resolved that Mr MJ Lamberti, who retires by rotation and has offered himself for re-election, be and is hereby re-elected to the Board of Directors of the Company."
- 6. "Resolved that Ms P Langeni, who retires by rotation and has offered herself for re-election, be and is hereby re-elected to the Board of Directors of the Company."

7. "Resolved that the non-executive directors' annual remuneration for the 2008 financial year be set as follows:

Chairman of the Board	R625 000
Deputy Chairman	R450 000
Directors	R185 000
Committee chairmen	R185 000
Committee members	R87 000"

8. "Resolved that Messrs Deloitte & Touche be and are hereby re-elected as the Company's auditors for the ensuing financial year."

9. "Resolved that all the ordinary shares in the authorised but unissued share capital of the Company be and are hereby placed under the control of the directors in terms of section 221(2) of the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act"), who shall be authorised to allot and issue such shares to such person or persons on such terms and conditions as they may deem fit but not exceeding 5% of the number of shares already in issue. Such allotment will be in accordance with the Act and the Listings Requirements of the JSE Limited ("JSE")."

10. "Resolved that, subject to the JSE Listings Requirements, the directors be and are hereby authorised to issue the ordinary shares in the authorised but unissued share capital of the Company for cash to such person or persons on such terms and conditions as they may deem fit, subject to the following:

- 10.1 the shares shall be of a class already in issue;
- 10.2 the shares shall be issued to public shareholders (as defined in the JSE Listings Requirements) and not to related parties (as defined in the JSE Listings Requirements);
- 10.3 the issues in the aggregate in any one financial year shall not exceed 5% (five percent) of the number of shares already in issue;
- 10.4 the maximum discount at which the shares may be issued shall be 10% (ten percent) of the weighted average traded price of the shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors;

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10.5 the authority hereby granted will be valid until the Company's next annual general meeting, provided that it will not extend to beyond 15 (fifteen) months;

10.6 once the securities have been issued, the Company shall publish an announcement in accordance with paragraph 11.22 of the JSE Listings Requirements."

Special resolution:

The approval of a 75% (seventy-five percent) majority of the votes cast by members present or represented by proxy at the annual general meeting and entitled to vote is required for this resolution to become effective:

1. "Resolved that the Company and its subsidiaries be and are hereby authorised in terms of sections 85(2) and 85(3) of the Act, and the JSE Listings Requirements, from time to time to acquire the ordinary and/or preference shares in the issued share capital of the Company from such shareholder/s, at such price, in such manner and subject to such terms and conditions as the directors may deem fit, but subject to the Articles of Association of the Company, the Act and the JSE Listings Requirements, and provided that:

1.1 the authority hereby granted will be valid until the Company's next annual general meeting, provided that it will not extend to beyond 15 (fifteen) months from the date of registration of this special resolution;

1.2 acquisitions may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the shares determined over the 5 (five) business days prior to the date that the price for the acquisition is effected;

1.3 acquisitions in the aggregate in any one financial year shall not exceed 15% (fifteen percent) of that class of the Company's issued share capital;

1.4 the repurchase of securities will be effected through the order book operated by the JSE trading system and will be done without any prior understanding or arrangement between the Company and the counterparty;

1.5 the Company will only appoint one agent to effect the repurchases on the Company's behalf;

1.6 the Company will only undertake a repurchase of securities if, after such repurchases, the Company complies with the JSE listing shareholder spread requirements;

1.7 neither the Company nor its subsidiaries may repurchase securities during a prohibited period unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed and where full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;

1.8 an announcement complying with 11.27 of the JSE Listings Requirements will be published by the Company when the Company and/or its subsidiaries over any twelve month period have cumulatively repurchased 3% (three percent) of the Company's issued ordinary and/or preference share capital and for each 3% (three percent) in aggregate thereafter."

Statement by the Board of Directors

In accordance with the JSE Listings Requirements, the directors state that:

a) the intention of the directors is to utilise the authority at a future date, provided that the cash resources of the Company are in excess of its requirements. In this regard, the directors will take into account, inter alia, an appropriate capitalisation structure for the Company and the long-term cash needs of the Company, and will ensure that any such utilisation is in the interests of the shareholders;

b) having considered the effect of the maximum number of ordinary and preference shares that may be acquired pursuant to the authority and the date upon which such acquisition/s will take place:

– the Company and its subsidiaries will be able in the ordinary course of business to pay their debts for a period of twelve months after the date of this notice of annual general meeting;

– the assets of the Company and its subsidiaries will be in excess of the liabilities of the Company and its subsidiaries for a period of twelve months after the date of this notice of annual general meeting, such assets and liabilities being fairly valued in accordance

with International Financial Reporting Standards and in accordance with the accounting policies used in the Company and the Group annual financial statements for the year ended 30 June 2007;

- the issued share capital and reserves of the Company and its subsidiaries will be adequate for purposes of the business of the Company and its subsidiaries for a period of twelve months after the date of this notice of annual general meeting;
- the working capital available to the Company and its subsidiaries will be adequate for purposes of the business of the Company and its subsidiaries for a period of twelve months after the date of this notice of annual general meeting.

The Company will ensure that its sponsor provides the necessary sponsor letter on the adequacy of the working capital in terms of the JSE Listings Requirements, prior to the commencement of any purchase of the Company shares on the open market.

Reason and effect

The reason for special resolution number 1 is to give a mandate to the directors to repurchase ordinary and preference shares in the Company.

The effect of special resolution number 1 will be that the Company and its subsidiaries will be authorised to acquire ordinary and preference shares in the Company.

Voting and proxies

All holders of ordinary and preference shares in the share capital of the Company are entitled to attend and vote at the annual general meeting. Subject to any rights or restrictions for the time being attached to any ordinary and/or preference shares, on a show of hands, every holder of ordinary and/or preference shares who is present in person, or in the case of a company, the representative appointed in terms of section 188 of the Act, has one vote. On a poll, each holder of ordinary and/or preference shares has so many votes for each ordinary and preference share (as the case may be) as is determined in accordance with section 195 of the Act, read with the Company's Articles of Association.

In terms of the Listings Requirements, Massmart ordinary shares held by and registered in the name of The Massmart Holdings Limited Employees Share Trust will not have their votes at the annual general meeting taken into account for Listings Requirements resolution approval purposes. However, Massmart preference shares held by the Massmart Thuthukani Empowerment Trust and the Massmart Black Scarce Skills Trust will have their votes at the annual general meeting taken into account for Listings Requirements resolution approval purposes.

If you hold certificated shares (i.e. have not dematerialised your shares in the Company) or are registered as an own name dematerialised shareholder, then:

- you may attend and vote at the annual general meeting; alternatively
- you may appoint a proxy to represent you at the annual general meeting by completing the attached form of proxy and returning it to the registered office of the Company to be received by no later than 48 hours prior to the time appointed for the holding of the meeting (excluding Saturdays, Sundays and public holidays).

If you own dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, STRATE Limited ("STRATE")), and are not registered as an "own name dematerialised shareholder" (i.e. specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name on the Company's sub-register), then, subject to the mandate between yourself and your CSDP or broker:

- if you wish to attend the annual general meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively

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- if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by your CSDP or broker, as the case may be.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's subregister should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the registered office of the Company to be received not less than 48 hours prior to the time appointed for the holding of the meeting.

In terms of the JSE Listings Requirements for special resolution number 1, general information is included in the annual report attached, including:

- (i) Directors and management (pages 9 – 13);
- (ii) Major shareholders (page 176);
- (iii) Material changes (page 116);
- (iv) Directors' interests in securities (page 117);
- (v) Share capital of the Company (page 149); and
- (vi) Litigation (page 118).

The directors whose names appear on pages 9 to 11 of the annual report collectively and individually 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 circular (the notice to the annual general meeting) contains all information required by law and the JSE Listings Requirements.

By order of the Board



Ilan Zwarenstein
Company Secretary

Johannesburg
10 October 2007

Form of Proxy

For use by certificated and own name dematerialised shareholders only

Massmart Holdings Limited

Registration number 1940/014066/06

JSE share code: MSM

ISDN code: ZAE000029534

I/We (Please print names in full) _____

of (address) _____

being a member/members of the abovementioned Company and holding _____ ordinary shares

and/or _____ preference shares in the Company hereby appoint: _____

or failing him/her, _____

or failing him/her, the chairman of the annual general meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 08:30 on Wednesday, 21 November 2007 at Massmart House, 16 Peltier Drive, Sunninghill Ext 6, Sandton, and at every adjournment of that meeting.

Signed at _____ this _____ day of _____ 2007.

Signature _____

Please indicate with an "X" in the appropriate space below how you wish your vote to be cast. If you return this form duly signed, without any specific directions, the proxy shall be entitled to vote as he/she thinks fit.

	In favour of resolution	Against resolution	Abstain from voting
Ordinary resolutions			
1. Adoption of the annual financial statements			
Ordinary shares			
Preference shares			
2. Re-election of Mr KD Dlamini to the Board of Directors			
Ordinary shares			
Preference shares			
3. Re-election of Dr NN Gwagwa to the Board of Directors			
Ordinary shares			
Preference shares			
4. Re-election of Mr JC Hodkinson to the Board of Directors			
Ordinary shares			
Preference shares			
5. Re-election of Mr MJ Lamberti to the Board of Directors			
Ordinary shares			
Preference shares			
6. Re-election of Ms P Langeni to the Board of Directors			
Ordinary shares			
Preference shares			
7. Approval of the non-executive directors' annual remuneration			
Ordinary shares			
Preference shares			
8. Re-election of Messrs Deloitte & Touche as the Company's auditors			
Ordinary shares			
Preference shares			
9. Placement of the unissued ordinary share capital under the control of the directors			
Ordinary shares			
Preference shares			

Notes to the Proxy

10. Authorisation for the directors to issue ordinary shares for cash, limited to 5% of the shares in issue			
Ordinary shares			
Preference shares			
Special resolution			
1. Authority for the Company to buy back its own shares			
Ordinary shares			
Preference shares			

A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company. Proxies must be lodged at the registered office of the company not less than 48 (forty-eight) hours before the time for holding the meeting.

1. A form of proxy is only to be completed by those ordinary shareholders who are:
 - 1.1 holding ordinary shares in certificated form; or
 - 1.2 recorded on the subregister in dematerialised electronic form in "own name".
2. If you have already dematerialised your ordinary and/or preference shares through a Central Securities Depository Participant ("CSDP") or broker and wish to attend the annual general meeting, you must request your CSDP or broker to provide you with a letter of representation or you must instruct your CSDP or broker to vote by proxy on your behalf in terms of the agreement entered into between yourself and your CSDP or broker.
3. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided. The person whose name stands first on the form of proxy and who is present at the annual general meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
4. A member's instructions to the proxy must be indicated by the insertion of the relevant numbers of votes exercisable by the member in the space provided. 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 member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
5. Forms of proxy must be lodged with or posted to the Company's registered office, Massmart House, 16 Peltier Drive, Sunninghill, Ext 16, Sandton, 2196 (Private Bag X4, Sunninghill, 2157), to be received no later than 08:30 on Monday, 19 November 2007.
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairman of the annual general meeting.
8. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
9. Notwithstanding the foregoing, the chairman of the annual general meeting may waive any formalities that would otherwise be a prerequisite for a valid proxy.
10. If any shares are jointly held, the first name appearing in the register shall, in the event of any dispute, be taken as a member.

Shareholder Information

Administration and Financial Calendar

Administration

Company Secretary

I Zwarenstein, CA (SA)

Registered office

Massmart House, 16 Peltier Drive,
Sunninghill Ext 6, Sandton, 2196

Postal address

Private Bag X4, Sunninghill, 2157

Telephone number

+27 (0) 11 517 0000

Fax number

+27 (0) 11 517 0020

Website

<http://www.massmart.co.za>

Company registration number

1940/014066/06

JSE share code

MSM

ISIN code

ZAE000029534

Transfer secretaries

Computershare Limited,
Investor Services Division,
70 Marshall Street,
Johannesburg, 2000

Principal bankers

Nedbank Group Limited, ABSA
Bank Limited, The Standard Bank
of South Africa Limited, First
National Bank (A division of
FirstRand Bank Limited)

Auditors

Deloitte & Touche

Corporate law advisors

Edward Nathan Sonnenbergs

Lead sponsor

Deutsche Securities

Financial Calendar

Financial year-end

June

Annual report

October

Annual general meeting

November

Interim report

February

Dividends:**Declared**

interim February

final October

Payable

interim March

final October