

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                     |
|---|-------------------------------------|
| Securities Act Rule 801 (Rights Offering)             | <input type="checkbox"/>            |
| Securities Act Rule 802 (Exchange Offer)              | <input checked="" type="checkbox"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   | <input type="checkbox"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer) | <input type="checkbox"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response) | <input type="checkbox"/>            |

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) ☐

**VenFin Limited**

(Name of Subject Company)

**N/A**

(Translation of Subject Company's Name into English (if applicable))

**Republic of South Africa**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Remgro Limited**

(Name of Person(s) Furnishing Form)

**Ordinary shares**

(Title of Class of Subject Securities)

**N/A**

(CUSIP Number of Class of Securities (if applicable))

**Mariza Lubbe, Company Secretary, VenFin Limited, Carpe Diem Office Park, Quantum Street  
Park, Stellenbosch, 7600. Telephone number: +27 (0) 21 888 3311**

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**24 July 2009**

(Date Tender Offer/Rights Offering Commenced)

## **PART I - INFORMATION SENT TO SECURITY HOLDERS**

### **Item 1. Home Jurisdiction Documents**

(a) The following documents are attached as exhibits to this Form CB:

1. Exhibit A: Circular to VenFin Shareholders
2. Exhibit 1: B share purchase agreement;
3. Exhibit 2: order of court convening the scheme meeting;
4. Exhibit 3: VenFin Limited financials;
5. Exhibit 4: Remgro Limited financials;
6. Exhibit 5: undertakings/irrevocables;
7. Exhibit 6: VenFin Limited's memorandum and articles of association;
8. Exhibit 7: Remgro Limited's memorandum and articles of association;
9. Exhibit 8: Fairness opinion by Ernst & Young;
10. Exhibit 9: SAR Scheme Rules.

### **Item 2. Informational Legends**

The required legends have been included in a prominent portion of the offering document.

## **PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

N/A

## **PART III - CONSENT TO SERVICE OF PROCESS**

Concurrently with the furnishing of this Form CB to the Securities and Exchange Commission (the "SEC"), Remgro Limited is submitting to the SEC a written irrevocable consent and power of attorney on Form F-X.

#### **PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Wilhelm Emil Bührmann  
Name: Wilhelm Emil Bührmann  
Title: Director  
Date: 27 July 2009