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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Steinhoff  
International Holdings Ltd



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SUPPL

28 May 2007

Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington, D.C. 20549 – 0302  
Mail Stop 3-2  
United States of America

Dear Sirs

**STEINHOFF INTERNATIONAL HOLDINGS LIMITED :  
EXEMPTION PURSUANT TO RULE 12g3-2(b) OF THE US SECURITIES EXCHANGE  
ACT OF 1934 : EXEMPTION NUMBER 82-34772**

Enclosed please find copies of public announcements in respect of :

1. Dealing in Securities by Directors (dated 14 May 2007); and
2. Disposal of Steinhoff's South African furniture interests to a Private Equity consortium (dated 24 May 2007).

made through the news service of the JSE Limited for your records.

Trusting that you find the above in order.

Yours faithfully

**STEINHOFF INTERNATIONAL GROUP SERVICES  
PER : PIET FERREIRA  
DIRECTOR : M&A's AND CORPORATE ADVISORY SERVICES**

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THOMSON  
FINANCIAL

**SHF - Steinhoff - Dealing in securities by Directo**

14 May 2007

SHF

SHF

SHF - Steinhoff - Dealing in securities by Directors

STEINHOFF INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration Number 1998/003951/06)

("Steinhoff")

Share Code: SHF

ISIN: ZAE000016176

DEALING IN SECURITIES BY DIRECTORS

NAME OF DIRECTOR : ST SCHMIDT  
 COMPANY OF WHICH I AM A DIRECTOR : Steinhoff Europe AG  
 STATUS ( Executive/Non-Executive) : Director of a major subsidiary of  
 the Group  
 TYPE OF SECURITIES : Ordinary Shares  
 DATE OF TRANSACTION : 11 May 2007  
 CENTS PER SHARE : 2244  
 NUMBER OF SECURITIES TRANSACTED : 206 404  
 TOTAL RAND VALUE OF SECURITIES : R4 631 705,76  
 CLASS OF SECURITIES : Ordinary  
 NATURE OF TRANSACTION : Exercise rights in terms of the  
 2003 share incentive scheme  
 NATURE AND EXTENT OF DIRECTOR'S : Direct, beneficial  
 INTEREST IN THE TRANSACTION  
 CONFIRMATION THAT CLEARANCE HAS : Yes  
 BEEN GIVEN IN TERMS OF PARAGRAPH  
 3.66  
 DATE OF CONFIRMATION : 4 May 2007  
 14 May 2007  
 SPONSOR: PSG Capital Limited  
 Date: 14/05/2007 09:34:01 Produced by the JSE SENS Department.

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SHF

SHF

SHF-Steinhoff- Disposal of SA furniture interests to a Private Equity consortium

This announcement appears as a matter of record only

STEINHOFF INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration no. 1998/003951/06)

Ordinary share code: "SHF"

ISIN: ZAE000016176

("Steinhoff")

Disposal of the South African furniture interests of Steinhoff Africa Holdings (Proprietary) Limited ("Steinhoff Africa") ("Furnco") to a Private Equity consortium led by ABSA Capital, a division of Absa Bank Limited ("AbCap")

INTRODUCTION

Shareholders are referred to the announcement dated 12 April 2007 wherein it was stated that Steinhoff had received approaches from certain Private Equity groups for an acquisition of Furnco. Accordingly, the directors of Steinhoff are pleased to announce that agreement has now been reached between, inter alia, Steinhoff Africa and AbCap for the disposal of Furnco, in terms of a Leverage Buyout ("the LBO"), to a consortium led by AbCap, and including Furnco management and Black Economic Empowerment partners ("BEE") (collectively, "the Consortium").

PURCHASE CONSIDERATION

The purchase consideration for Furnco amounts to R1,375 billion and will be payable, effectively in cash upon fulfillment of all of the conditions precedent detailed below.

OWNERSHIP OF FURNCO

Upon implementation of the LBO, Furnco will be owned by Furnco management, AbCap and BEE (with an effective minimum BEE interest of 26%).

RATIONALE FOR THE LBO

Furnco manufactures and distributes a wide range of furniture and related products. It consists of four sub-divisions: upholstered furniture, bedding, non-solid case goods and solid case goods. These divisions are supported by an import distribution business that imports household goods to supplement the manufactured ranges and Roadway Logistics, which fulfils a large part of their logistics needs. Furnco's product offering include many of the major furniture brands at price points ranging from the upper to lower ends of the market. Furnco has developed into a substantial self-sustaining enterprise and its current ownership structure within Steinhoff is not optimal for its continued development and growth. Furnco's strategy had independently emerged as one driving towards the creation of an independent, broad-based household goods business. This, accompanied by the composition of Newco shareholders, notably Furnco management and BEE, are expected to deliver above-average growth opportunities in terms of BEE procurement and shareholders' interests that are perfectly aligned. Substantial synergies are also envisaged between Furnco and the larger ABSA Group's various economic development initiatives. From a Steinhoff point of view, the LBO paves the way for the continuation and acceleration of its strategy to expand Steinhoff's Retail interests in South Africa.

FINANCIAL EFFECTS

Although of substantial strategic importance to Steinhoff, the LBO is not expected to have a material effect on Steinhoff's headline earnings and net asset value per share.

CONDITIONS PRECEDENT

The LBO is conditional on the fulfillment of the following conditions precedent:

- the conclusion of the related comprehensive sale agreements, funding

agreements and shareholders agreements (in respect of Newco), and  
- the necessary Regulatory approvals, notably, the Competition Authorities being  
obtained.

Wynberg, Sandton

22 May 2007

Sponsor

PSG Capital Limited

Legal Advisors to AbCap

Roodt Inc

Date: 24/05/2007 10:46:01 Produced by the JSE SENS Department.

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30 May 2007

Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington, D.C. 20549 – 0302  
Mail Stop 3-2  
United States of America

Dear Sirs

**STEINHOFF INTERNATIONAL HOLDINGS LIMITED :  
EXEMPTION PURSUANT TO RULE 12g3-2(b) OF THE US SECURITIES EXCHANGE  
ACT OF 1934 : EXEMPTION NUMBER 82-34772**

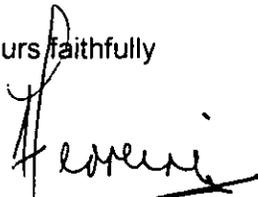
Enclosed please find copies of public announcements in respect of :

1. Termination of discussions regarding the proposed merger of Steinhoff and JD Group Limited (dated 29 May 2007).

made through the news service of the JSE Limited for your records.

Trusting that you find the above in order.

Yours faithfully



**STEINHOFF INTERNATIONAL GROUP SERVICES  
PER : PIET FERREIRA  
DIRECTOR : M&A's AND CORPORATE ADVISORY SERVICES**

SHF - Steinhoff - Termination of discussions regar

29 May 2007

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SHF - Steinhoff - Termination of discussions regarding the proposed merger of Steinhoff and JD Group Limited ("JDG")

STEINHOFF INTERNATIONAL HOLDINGS LIMITED  
(Incorporated in the Republic of South Africa)  
(Registration number: 1998/003951/06)

Share code: SHF  
ISIN:ZAE000016176  
(Steinhoff)

TERMINATION OF DISCUSSIONS REGARDING THE PROPOSED MERGER OF STEINHOFF AND JD GROUP LIMITED ("JDG")

Further to the joint announcement released by Steinhoff and JDG (collectively, the Companies) on SENS on Friday, 16 March 2007 and published in the press on Monday, 19 March 2007, wherein it was announced that Steinhoff had submitted an offer to the JDG board of directors, of its intention to acquire the entire issued ordinary share capital of JDG in exchange for the issue of new Steinhoff ordinary shares (proposed merger), Steinhoff shareholders are referred to the JDG announcement released on SENS on Tuesday, 29 May, 2007. The proposed merger would have been implemented by way of a scheme of arrangement in terms of section 311 of the Companies Act, No 61, of 1973, as amended (the scheme).

Steinhoff shareholders are hereby accordingly advised that, although the Steinhoff shareholders which Steinhoff approached indicated their support for the proposed merger, due to a lack of support from JDG shareholders for the proposed merger, the Board of directors of JDG have decided, in conjunction with the Board of directors of Steinhoff, to terminate merger discussions with immediate effect and not to proceed with the scheme.

The existing relationship between the Companies will not be affected in any way by the termination of the merger discussions.

Johannesburg  
29 May 2007

Investment bank and transaction Sponsor to Steinhoff  
sponsor to Steinhoff

Investec Bank logo PSG logo

Date: 29/05/2007 16:47:32 Produced by the JSE SENS Department.

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