

MOBILE INDUSTRIES LIMITED
(Incorporated in the Republic of South Africa)
(Registration Number 1968/014997/06)
Share code: MOB
ISIN: ZAE000091435
("Mobile")

**UNBUNDLING BY MOBILE OF ITS ENTIRE SHAREHOLDING IN TRENCOR LIMITED AND
WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT**

1. Introduction

Mobile shareholders ("**Shareholders**") are referred to the cautionary announcement of 18 October 2010 wherein it was announced that Mobile is considering the unbundling of its 46,25% shareholding in Tencor Limited ("**Tencor**") ("**Unbundling**").

The purpose of this announcement is to provide more detailed information relating to:

- the terms and anticipated timetable of the Unbundling; and
- the conditions to be fulfilled before the Unbundling will be effected.

2. Details of the Unbundling

2.1. The Unbundling and Entitlement Ratio

Subject to the fulfilment of the conditions precedent set out in paragraph 4 below and in accordance with the salient dates and times set out in paragraph 3 below, Mobile will unbundle all of the shares held by it in Tencor, being 86 695 758 Tencor shares ("**the Unbundled Tencor Shares**"), constituting 46,25% of the issued share capital of Tencor, to Shareholders, in the entitlement ratio of 8,117 Tencor shares for every 100 Mobile shares held ("**the Entitlement Ratio**") at the close of business on or about Friday, 4 February 2011 ("**the Unbundling Record Date**").

If the application of the Entitlement Ratio would result in the number of Tencor shares to be distributed to any Shareholder not being a whole number, the relevant fraction will be rounded up to the nearest whole number if the fraction is equal to or greater than 0,5 of a Tencor share; or rounded down to the nearest whole number if the fraction is less than 0,5 of a Tencor share.

The Unbundling will be in terms of sections 90 and 228 of the Companies Act, the relevant provisions of the Listings Requirements of the JSE Limited ("**JSE**") and section 46 of the Income Tax Act.

2.2. Rationale for the Unbundling

Mobile believes that the unbundling is in the best interests of Shareholders given it will result in the following key benefits:

- increased liquidity and tradability for all Tencor and Mobile shareholders (in the case of the latter, through their Unbundled Tencor Shares) and a potential significant value unlock;
- a simplified group structure, eliminating the "pyramid" structure and reducing the number of listed entry points from 3 to 2 (namely Tencor listed on the JSE and Textainer Group Holdings Limited ("**Textainer**") listed on the New York Stock Exchange);
- retains Tencor's beneficial position as a locally listed company with exposure to Textainer as a New York Stock Exchange listed company and United States dollar earnings stream. Tencor enables South African investors to effectively invest in Textainer without having to make use of foreign investment allowances;
- any discount in the Mobile share price as a result of the "pyramid" structure, which has been as much as 20% over the past year, is eliminated permanently; and

- retains stability of Trenchor and of Textainer and its management team as:
 - Neil Jowell and Cecil Jowell (“**the Jowells**”) will remain actively involved as directors of Trenchor (which holds a 61,74% indirect beneficial interest in Textainer) for another 3 to 5 years; and
 - trusts related to the Jowells (“**the Trusts**”) have signed a lock-up agreement agreeing not to dispose of the balance of their Unbundled Trenchor Shares, post the specific share repurchase by Trenchor of 10 800 881 Trenchor shares from the Trusts for a price of R38,61 per Trenchor share (“**Specific Share Repurchase**”), for a period of 2 years from the effective date of the Specific Share Repurchase. This ensures that the Jowells remain committed as shareholders in addition to being directors. The lock-up agreement expires immediately should:
 - the Jowells cease to be directors on the Trenchor board of directors through no fault of their own. Should this apply in respect of only one of the Jowells, then the lock-up agreement will only expire in respect of 50% of the remaining Unbundled Trenchor Shares; and / or
 - an offer for a change in control (greater than 35%) of Trenchor or a section 228 disposal by Trenchor in terms of the Companies Act become unconditional; and / or
 - a simple majority of Trenchor shareholders, other than the Trusts, for any reason whatsoever agree to the expiry of the lock-up agreement.

2.3. Implementation of the Unbundling

If the conditions precedent referred to in paragraph 4 are fulfilled on or before Monday, 17 January 2011:

- the Unbundling Record Date will be the close of business on Friday, 4 February 2011; and
- all of Mobile's Trenchor shares will be distributed on Monday, 7 February 2011 to Shareholders recorded in the Mobile register on Friday, 4 February 2011 in the Entitlement Ratio.

Shareholders holding certificated shares will be issued their respective Unbundled Trenchor Shares in certificated form and share certificates will be posted, at the risk of the Shareholders concerned, by registered post on Monday, 7 February 2011, to the addresses reflected in the Mobile register on the Unbundling Record Date. Such Shareholders are advised that they will have to dematerialise the Unbundled Trenchor Shares received by them in certificated form, prior to trading in such shares on the JSE.

Shareholders holding dematerialised shares will have their accounts at their CSDP or broker updated on Monday, 7 February 2011 with the relevant Unbundled Trenchor Shares.

The Unbundling may be affected by the laws of the relevant jurisdictions of foreign Shareholders. Such foreign Shareholders should inform themselves about and observe any applicable legal requirements of such jurisdictions in relation to all aspects of this announcement that may affect them, including the Unbundling. It is the responsibility of any foreign Shareholder to satisfy himself as to the full observation of the laws and regulatory requirements of the relevant jurisdiction in connection with the Unbundling, including whether or not they may participate in the Unbundling, the obtaining of any governmental, exchange control or other consents or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction. The Unbundling is governed by the laws of South Africa and is subject to any applicable South African laws and regulations, including the exchange control regulations. Any foreign Shareholder who is in doubt as to his position, including without limitation, his tax status, should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

3. Salient dates and times

The salient dates and times of the Unbundling are as follows:

	2010
Terms announcement released on Securities Exchange News Service (" SENS ")	Monday, 22 November
Circular posted to Shareholders	Monday, 22 November
Terms announcement published in South African press	Tuesday, 23 November
Last day for the receipt of forms of proxy for the general meeting of Shareholders (" General Meeting ") by 10:00	Monday, 13 December
General Meeting to be held at 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town at 10:00	Tuesday, 14 December
Results of the General Meeting announced on SENS	Tuesday, 14 December
Results of the General Meeting published in the South African press	Wednesday, 15 December
	2011
Finalisation announcement released on SENS	Tuesday, 18 January
Last day to trade in Mobile shares on the JSE to participate in the Unbundling	Friday, 28 January
Mobile shares trade "ex" their entitlement to Trecor shares received by Shareholders pursuant to the Unbundling	Monday, 31 January
Shareholders commence trading their Unbundled Trecor Shares (the JSE share code for Trecor will remain "TRE" and the ISIN will remain ZAE000007506)	Monday, 31 January
Unbundling Record Date	Friday, 4 February
Announcement of apportionment of cost for taxation/base cost for capital gains tax purposes on or about	Monday, 7 February
Dematerialised Shareholders will have their accounts with their CSDP or broker updated with the Unbundled Trecor Shares on or about	Monday, 7 February
Share certificates in respect of the Unbundled Trecor Shares will be posted, by registered post, at the risk of the certificated Shareholders concerned on or about	Monday, 7 February

Notes:

1. The above dates and times are subject to change. Any material changes will be released on SENS and published in the South African press.
2. All times quoted in this announcement are local times in South Africa.
3. No dematerialisation or re-materialisation of Trecor share certificates may take place between Monday, 31 January 2011 and Friday, 4 February 2011, both days inclusive.

4. Conditions precedent

The Unbundling is conditional upon the fulfilment of the following conditions precedent:

- the approval by Shareholders of the special and ordinary resolutions required to implement the Unbundling;
- the registration of the special resolutions by the Companies and Intellectual Property Registration Office;
- the receipt by Mobile of the requisite regulatory approvals; and
- the Specific Share Repurchase becoming unconditional according to its terms. In this regard Shareholders are referred to the announcement by Trecor to Trecor shareholders on 22 November 2010 and available from that date on the Trecor website (www.trecor.net).

5. Financial effects

The table below sets out the unaudited *pro forma* financial effects of the Unbundling on Mobile's earnings per share ("EPS"), headline EPS ("HEPS"), net asset value ("NAV") and tangible NAV ("TNAV").

The unaudited *pro forma* financial effects have been prepared using accounting policies that comply with International Financial Reporting Standards and that are consistent with those applied in the unaudited group interim results for the six months ended 30 June 2010 as well as the audited group results of Mobile for the 12 months ended 31 December 2009.

The unaudited *pro forma* financial effects, which are the responsibility of the board of directors, are provided for illustrative purposes only and, because of their *pro forma* nature, may not fairly present Mobile's financial position, changes in equity, results of operations or cash flow.

	Before (cents) ¹	Effects of the Unbundling (cents) ^{6,7}	Post Unbundling (cents)	Total % change
EPS ^{2,4}	9,6	91,8	101,4	956%
HEPS ^{2,4}	9,7	(10,2)	(0,5)	(105%)
NAV ^{3,5}	199,1	(199,1)	-	(100%)
TNAV ^{3,5}	199,1	(199,1)	-	(100%)
Number of Mobile shares in issue at ('000) ⁴	1 068 040		1 068 040	
Weighted average number of Mobile shares in issue ('000) ⁴	1 068 040		1 068 040	

Notes and assumptions:

1. The Mobile financial information reflected in the "Before" column has been calculated from the most recent published unaudited group interim results of Mobile (six months ended 30 June 2010) which were prepared using accounting policies that comply with International Financial Reporting Standards and are consistent with those applied in the audited group results of Mobile for the 12 months ended 31 December 2009.
2. The *pro forma* adjustments to the unaudited condensed consolidated statement of comprehensive income have been calculated on the assumption that the unbundling was implemented on 1 January 2010.
3. The *pro forma* adjustments to the unaudited condensed consolidated statement of financial position have been calculated on the assumption that the unbundling was implemented on 30 June 2010.
4. In the unaudited condensed consolidated statement of comprehensive income all adjustments are considered to have a continuing effect, except for the adjustments detailed in notes 6 and 7.
5. The assets and equity, in the unaudited condensed consolidated statement of financial position, and all transactions, in the unaudited condensed consolidated statement of comprehensive income, relating to Trecor, have been reversed from the Mobile financial information.
6. Profit on the unbundling of Trecor is R1 089,5 million, being the difference between the carrying value of Trecor in Mobile and the fair value of Trecor at the date of the unbundling. The carrying value of Trecor in Mobile is R2 120,8 million and the fair value has been determined at R3 210,3 million for purposes of this calculation.
7. Transaction costs of R5,3 million, which are non-deductible for income tax purposes have been expensed to the statement of comprehensive income.

6. Documentation

A circular providing information on the Unbundling and incorporating a notice convening the General Meeting as well as a circular by Trecor to Trecor shareholders providing information on the Specific Share Repurchase will be posted to Shareholders on Monday, 22 November 2010. Both circulars will also be available on Mobile's website www.mobile-industries.net, after they have been posted.

7. Prospects

If by the implementation of the Unbundling, no further corporate action has taken place by or in relation to Mobile or has been proposed, then Mobile will cease to qualify for a listing on the JSE, whether as a cash shell or otherwise, and the Mobile board of directors intends that on or before 28 February 2011 it will send a circular to Shareholders proposing that Mobile be placed into voluntary liquidation.

8. Undertakings

Commitments to vote in favour of the Unbundling have been secured from Shareholders holding 80,68% of the issued shares of Mobile.

9. Withdrawal of cautionary announcement

Shareholders are referred to the cautionary announcement of 18 October 2010 and are advised that it is hereby withdrawn.

By order of the board of directors

Cape Town
22 November 2010

Investment bank and transaction sponsor:
Investec Bank Limited

Corporate law adviser:
Edward Nathan Sonnenbergs Inc.

Sponsor:
Rand Merchant Bank (A division of FirstRand Bank Limited)