

Gold Reef Resorts Limited  
(Incorporated in the Republic of South Africa)  
Registration number 1989/002108/06  
Share Code: GDF  
ISIN: ZAE000028338  
("Gold Reef" or "the Company")

#### ABRIDGED REVISED LISTING PARTICULARS

These Abridged Revised Listing Particulars are not an invitation to the public to subscribe for or purchase shares in Gold Reef and are issued in compliance with the Listings Requirements ("Listings Requirements") of the JSE Limited ("JSE") for information purposes only. The information contained in these Abridged Revised Listing Particulars has been extracted from the revised listing particulars issued by Gold Reef on 3 April 2010, and amended where appropriate due to the elapsing of time.

Copies of the circular to Gold Reef shareholders dated 3 April 2010 (the "Circular") detailing the terms of the proposed merger of the respective Tsogo Sun Holdings (Proprietary) Limited ("Tsogo") and Gold Reef gaming and hotel businesses through the acquisition by Gold Reef of the entire issued share capital of Tsogo from Tsogo Investment Holding Company (Proprietary) Limited ("TIH") and SABSA Holdings (Proprietary) Limited ("SABSA") in exchange for the issue of shares in Gold Reef to each of TIH and SABSA (the "Transaction") may be obtained from the registered office of Gold Reef, Gate 4, Gold Reef City, Northern Parkway, Ormonde, Johannesburg 2091, South Africa during normal business hours, and are available on Gold Reef's website: [www.goldreefresorts.com](http://www.goldreefresorts.com).

#### 1. INTRODUCTION

Gold Reef shareholders are referred to the announcements published by Gold Reef on the Securities Exchange News Service of the JSE Limited on 18 February 2010, 1 April 2010, 26 April 2010, 6 May 2010, 4 October 2010, 15 November 2010, 3 December 2010, 13 December 2010, 19 January 2011 and 11 February 2011 and as well as the Circular.

Shareholders are advised that all the conditions precedent relating to the Transaction have been fulfilled or waived (where appropriate). Accordingly, the Transaction has become unconditional.

#### 2. INCORPORATION AND HISTORY

Gold Reef was incorporated in South Africa as a public company on 4 December 1989 and was listed on the securities exchange operated by the JSE on 25 October 1994.

The merger of the respective gaming and hotel businesses of Gold Reef and Tsogo will take effect on 24 February 2011 and will result in the existing Gold Reef listing on the JSE being amended with effect from the commencement of business on that date to reflect the enlarged issued share capital of Gold Reef and the creation of the enlarged group as reconstituted post implementation of the Transaction (the "Merged Entity"), further details of which are contained herein. The Merged Entity is consequently repositioned as both a hotel and gaming company with a new set of shareholders.

Upon implementation of the Transaction (or as soon as possible thereafter), it is intended that the name of the Company will be changed to "Tsogo Sun Holding Limited". Further details of the proposed change of name will be provided to shareholders in due course.

### 3. THE BUSINESS OF THE MERGED ENTITY

The Merged Entity will be South Africa's leading hotel, gaming and entertainment company. The Merged Entity consists of two operating divisions, namely Gaming and Hotels.

#### 3.1 Gaming

The Merged Entity's gaming operations consist of 14 casinos represented in 6 of South Africa's provinces.

The Merged Entity has an interest in the following resorts:

Casino	Location	% held
Montecasino	Johannesburg, Gauteng	100.00%
Gold Reef City	Johannesburg, Gauteng	100.00%
Silverstar Casino	Johannesburg, Gauteng	100.00%
Suncoast Casino and Entertainment World	Durban, Kwa-Zulu Natal	73.50%
Golden Horse Casino	Pietermaritzburg, Kwa-Zulu Natal	100.00%
Blackrock Casino	Newcastle, Kwa-Zulu Natal	100.00%
The Ridge Casino	Emalahleni (Witbank), Mpumalanga	100.00%

Emnotweni Casino	Nelspruit, Mpumalanga	100.00%
Goldfields Casino	Welkom, Free State	100.00%
Caledon Casino, Hotel and Spa	Caledon, Western Cape	100.00%
Garden Route Casino	Mossel Bay, Western Cape	85.00%
Mykonos Casino	Langebaan, Western Cape	70.36%
Hemingways Casino	East London, Eastern Cape	80.00%
Queens Casino	Queenstown, Eastern Cape	25.10%

### 3.2 Hotels

Southern Sun Hotels was founded in 1969 with the Beverly Hills Hotel in Umhlanga, and has grown to be the largest hotel group in South Africa, with approximately 90 hotels and 14 438 rooms at the end of 2010.

The Southern Sun Hotel group operates in all market segments from deluxe to budget, under a variety of brands including Southern Sun, Garden Court and StayEasy, which principally service "people at work" which includes the key, corporate, government, conference, airline and incentive segments of the market, making up approximately 75% of revenue. Southern Sun is also the largest timeshare operator in South Africa.

Internationally the group has expanded in Africa, Seychelles and the Middle East and continues to look for new investment opportunities in these regions.

## 4 PROSPECTS FOR THE MERGED ENTITY

The Transaction was structured so as to enable Gold Reef shareholders and the former Tsogo shareholders to benefit from the earnings, geographical and market segment diversification achieved through exposure to the respective portfolios of assets and income streams of Gold Reef and Tsogo.

Notwithstanding recent tough trading conditions, these businesses are well positioned to benefit from anticipated medium term improving economic conditions and increasing consumer spending across various regions in South Africa.

## 5 SHARE CAPITAL STRUCTURE

### 5.1 Authorised and issued share capital

The authorised and issued share capital of the Merged Entity after taking account of the allotment and issue of the 888 261 028 Gold Reef shares (the "Consideration Shares") issued to TIH (a 99.56% held subsidiary company of Hosken Consolidated Investments Limited), and SABSA (an indirect wholly-owned subsidiary of SABMiller plc) respectively, in consideration for the acquisition of the entire issued share capital of Tsogo is:

	R'000
Authorised share capital	
1 200 000 000 ordinary shares of 2 cents each	24 000
	<hr/> 24 000
Issued share capital	
1 180 604 925 ordinary shares of 2 cents each <sup>(a)</sup>	23 612
Share premium <sup>(b)</sup>	17 437 353
	<hr/> 17 460 965

(a) Inclusive of 83 666 029 treasury shares.

(b) The share premium has been calculated based on the Gold Reef share price in excess of par value on the last trading day prior to the fulfilment or waiver (where appropriate) of the last of the conditions precedent ("Fulfilment Date").

Other than a maximum of 3 million Gold Reef shares placed under the control of the directors of Gold Reef for the purpose of carrying out the terms of the Gold Reef Share Scheme (as detailed in the Circular), the authorised but unissued Gold Reef shares have not been placed under the control of the directors of Gold Reef and such authorised unissued shares are under the control of the Gold Reef shareholders in general meeting.

## 6 WORKING CAPITAL AND DIVIDEND POLICY

### 6.1 Working capital

The board of directors of Tsogo, which comprised a quorum of the then proposed board of directors of the Merged Entity (the "Merged Entity Board"), at a meeting held on 5 August 2010, confirmed that the working capital available to the Merged Entity and its subsidiaries is sufficient for ordinary business

purposes for at least 18 months from the date of the directors' resolution passed on 5 August 2010.

## 6.2 Dividend policy

A dividend cover of approximately 2x will be adopted as the targeted dividend policy of the Merged Entity, which will be reviewed periodically taking into account prevailing circumstances and future cash requirements and investment opportunities.

## 7 DIRECTORS AND SENIOR MANAGEMENT

On the Closing Date (5 business days following the Fulfilment Date), the following directors will be appointed to the Merged Entity Board and the current Gold Reef directors will resign with effect from the Closing Date.

All directors are South African unless otherwise stated. The names, ages, qualifications and functions in the Merged Entity of the directors of the Merged Entity are as follows:

Name	Designation/Capacity
Name: J A Mabuza Age: 53	Chief Executive Officer
Name: M N von Aulock Age: 37 Qualification(s): CA(SA)	Chief Financial Officer
Name: R A Collins Age: 49 Qualification(s): BCom (Legal), BCom Hons (Marketing), HDip Tax Law, HDip Company Law	Executive Director
Name: G I Wood Age: 41 Qualification(s): BCom, BCompt (Hon), CA(SA)	Executive Director
J A Copelyn Age: 60 Qualification(s): BCom (Hons B. Proc)	Non-Executive Director, Chairman of the Board and member of the Remuneration Committee
M J A Golding Age: 50 Qualification(s): BA(Hons)	Non-Executive Director
A Van Der Veen Age: 40	Non-Executive Director

Qualification(s): CA (SA), CFA V E Mpande	Non-Executive Director
Age: 52	
Qualification(s): Elec. Eng. (dip) J M Kahn	Non-Executive Director
Age: 71	
Qualification(s): BA(Law), MBA D Com (hc), SOE E A G Mackay	Non-Executive Director and member of the Remuneration Committee
Age: 61	
Qualification(s): BSc (Eng), B Com M Wyman	Non-Executive Director
Age: 65	
Qualification(s): CA(SA) R Tomlinson	Independent Non- Executive Director, Lead Independent Director, Chairman of the Audit and Risk Committee and a member of the Remuneration Committee
Age: 48	
Qualification(s): Bachelor of Commerce, Higher Diploma in Personnel Management, Stanford Executive Programme	
P J Venison	Independent Non- Executive Director, Chairman of the Remuneration Committee and member of the Audit and Risk Committee
Nationality: British	
Age: 68	
Qualification(s): BA J Ngcobo	Independent Non- Executive Director and member of the Audit and Risk Committee and a member of the Remuneration Committee
Age: 60	

#### 8. PRO FORMA FINANCIAL EFFECTS ON GOLD REEF

The unaudited *pro forma* financial effects have been prepared for illustrative purposes only, in order to provide information about how the Transaction might have affected Gold Reef shareholders had the Transaction been implemented on the dates indicated in the notes below.

Due to their nature, the unaudited *pro forma* financial effects may not fairly present the financial position,

changes in equity, results of operations, cash flows or the effect of future earnings on the Merged Entity after the Transaction.

The directors of Gold Reef are responsible for the preparation of the unaudited *pro forma* financial information.

The table below sets out the unaudited *pro forma* financial effects of the Transaction on Gold Reef shareholders based on the published unaudited interim financial results of Gold Reef for the six months ended 30 June 2010.

	Before the Transaction <sup>(1)</sup>	After the Transaction <sup>(2)</sup>	% Change
Attributable earnings per Gold Reef share (cents) <sup>(3)</sup>	39.0	14.3	(63.3%) <sup>(6)</sup>
Headline earnings per Gold Reef share (cents) <sup>(3)</sup>	39.2	35.3	(9.9%) <sup>(6)</sup>
Net asset value ("NAV") per Gold Reef share (cents) <sup>(4)</sup>	925.4	595.3	(35.7%)
Net tangible asset value ("NTAV") per Gold Reef share (cents) <sup>(4)</sup>	497.2	126.3	(74.6%)
Weighted average number of Gold Reef shares (millions) <sup>(5)</sup>	276.2	1 096.6	
Number of Gold Reef shares in issue as at 30 June 2010 (millions) <sup>(5)</sup>	276.5	1 096.9	

Notes:

1. Gold Reef "Before the Transaction" results were extracted from the published, unaudited interim results of Gold Reef for the six months ended 30 June 2010 as released on SENS on 2 September 2010, and published in the South African press on 3 September 2010. These results have not been reviewed by the Company's auditors.
2. Represents the *pro forma* financial effects of the Transaction, which have been accounted for in terms of IFRS3 (revised): Business Combinations, using the principles of reverse acquisition accounting.
3. Attributable earnings and headline earnings per Gold Reef share effects are based on the following principal assumptions:
  - i. the Transaction was effective on 1 January 2010;
  - ii. Tsogo results represent the results of Tsogo for the six months ended 30 September 2010;
  - iii. a fair value adjustment of the current shareholding of Tsogo in Gold Reef, based on Gold Reef's share price of R17.55 as at 16 February 2011, being the last trading day prior to the Fulfilment Date. This results in the fair value adjustment of the current Tsogo shareholding in Gold

Reef being a write-down of R229.8 million (after-tax effects), which adjustment is excluded from headline earnings;

- iv. the recognition of the tangible and identifiable intangible assets is based on a preliminary fair value exercise, with the carrying value of Gold Reef's land and buildings being estimated to be their fair value. In terms of IFRS 3 (revised): Business Combinations, a fair value exercise will need to be performed on the effective date of the Transaction;
  - v. costs of R42.2 million (after-tax effects), which arise from the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular), based on the assumption of the No Fault Termination (as defined in the Service Agreements referred to in the Circular) being on 24 February 2011, and at Gold Reef's share price of R17.55 as at 16 February 2011, which are once-off in nature; and
  - vi. Transaction costs of R60.8 million, which are once-off in nature.
4. NAV and NTAV per Gold Reef share effects are based on the following principal assumptions:
- i. the Transaction was effective on 30 June 2010;
  - ii. a fair value adjustment of the current shareholding of Tsogo in Gold Reef, based on Gold Reef's share price of R17.55 as at 16 February 2011, being the last trading day prior to the Fulfilment Date. This results in the fair value adjustment of the current Tsogo shareholding in Gold Reef being a write-down of R229.8 million (after-tax effects), which adjustment is excluded from headline earnings;
  - iii. the recognition of the tangible and identifiable intangible assets is based on a preliminary fair value exercise, with the carrying value of Gold Reef's land and buildings being estimated to be their fair value. In terms of IFRS 3 (revised): Business Combinations, a fair value exercise will need to be performed on the effective date of the Transaction;
  - iv. costs of R42.2 million (after-tax effects), which arise from the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular), based on the assumption of the No Fault Termination (as defined in the Service Agreements referred to in the Circular) being on 24 February 2011, and at Gold Reef's share price of R17.55 as at 16 February 2011, which are once-off in nature;
  - v. an increase of 971 014 Gold Reef shares as a result of the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular), arising from the early exercise and vesting of existing options in terms of the Gold Reef Share Scheme (as defined in the Circular), and the settlement of the Executive's loan accounts within the Gold Reef Share Scheme (as defined in the Circular); and
  - vi. Transaction costs of R60.8 million, which are once-off in nature.
5. The weighted average number of Gold Reef shares and Gold Reef shares in issue "After the Transaction " are based on the issue of the



Consideration Shares and the additional Gold Reef shares (being the 383 333 unvested and/or 971 014 share options of the Executives as at 30 June 2010) with respect to the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular), less the Tsogo Sun Expansion Shares (as defined in the Circular).

6. Excluding the effects of the once-off transaction costs of R60.8 million, costs relating to the fair value adjustment of the current shareholding of Tsogo in Gold Reef of R229.8 million (after-tax effects), and costs relating to the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular) of R42.2 million (after-tax effects), the "After the Proposed Transaction" earnings per Gold Reef share would be 44.7 cents (14.6% increase), which includes the effects of the 2010 FIFA World Cup which occurred in the period.
7. Excluding the effects of the once-off Transaction costs of R60.8 million and costs relating to the No Fault Termination (as defined in the Service Agreements referred to in the Circular) of the Executives' Service Agreements (as detailed in the Circular) of R42.2 million (after-tax effects), the "After the Transaction" headline earnings per Gold Reef share would be 44.7 cents (14.0% increase), which includes the effects of the 2010 FIFA World Cup which occurred in the period.
8. The *pro forma* financial information has been prepared using the same accounting policies as those applied in the unaudited interim financial results for the period ended 30 June 2010.

Johannesburg

18 February 2011

Advisers to Gold Reef

Financial adviser and Sponsor

Deutsche Securities (SA) (Proprietary) Limited

Legal adviser

Edward Nathan Sonnenbergs Inc

Independent expert

Grant Thornton

Independent reporting accountants and auditors

PriceWaterhouseCoopers Inc

Advisers to Tsogo

Investment Bank

Investec Corporate Finance

Legal advisers

Tabacks

Competition law advisers

Nortons Inc