

# NOTICE OF SCHEME MEETING

**IN THE HIGH COURT OF SOUTH AFRICA**  
(WITWATERSRAND LOCAL DIVISION)

**Case number: 20663/07**

In the *ex parte* application of:

**GOLD REEF RESORTS LIMITED**  
(Registration number 1989/002108/06)

**Applicant**

**NOTICE IS HEREBY GIVEN** that, in terms of an Order of Court dated Tuesday, 2 October 2007, the High Court of South Africa (Witwatersrand Local Division) (the "**Court**") has ordered, in accordance with the provisions of section 311 of the Companies Act (61 of 1973, as amended) (the "**Companies Act**"), that a meeting (the "**Scheme Meeting**") of the shareholders of the Applicant, other than Aldiss Investments (Proprietary) Limited (a wholly-owned subsidiary of the Applicant and the holder of 14 427 602 treasury shares in the Applicant) ("**Aldiss**"), registered as such in the Applicant's share register and of the registered dematerialised shareholders of the Applicant reflected as such in the sub-registers of the Applicant maintained by the Central Securities Depository Participants ("**CSDP**"), both at 17:00 on Thursday, 25 October 2007 or, if this Scheme Meeting is adjourned, at 17:00 on the business day that is 2 (two) business days before the date of such adjourned meeting (the "**Scheme Members**"), be held under the chairmanship of Advocate Ahmed Rafik Bhana, or failing him, Mziwandile Ezra Clavis Davids or, failing both of them, any other independent person nominated for that purpose by Edward Nathan Sonnenbergs Incorporated and approved by the Court (the "**Chairperson**"), at 09:00, on Monday, 29 October 2007 (or any adjourned time or date as determined by the Chairperson) in the boardroom at Gold Reef City, Gate 4, Northern Parkway, Ormonde, Johannesburg, South Africa for the purpose of considering and, if deemed fit, of approving, with or without modification, the scheme of arrangement (the "**Scheme**") proposed by Fluxrab Investments No 159 (Proprietary) Limited (the "**Offeror**") between the Applicant and the shareholders of the Applicant, other than Aldiss, registered as such on the record date for the Scheme and who are therefore entitled to receive the consideration in respect of their shares (the "**Scheme Participants**"); provided that the Scheme Meeting shall not be entitled to agree to any modification of the Scheme which will have the effect of diminishing the rights that are to accrue in terms thereof to Scheme Participants.

The implementation of the Scheme is subject to the fulfilment of the conditions precedent stated therein including, but not limited to, the sanction of the Scheme by the Court.

**The basic essence of the Scheme is that, upon implementation, the Offeror will acquire all the issued shares of the Applicant, other than the issued shares held by Aldiss and will as a result effectively acquire control and ownership of the underlying assets and businesses of the Applicant. In terms of the Scheme, the Scheme Participants will receive R34,00 (the "Scheme Consideration") for each share in the Applicant (the "Scheme Share") held by such Scheme Participant on the consideration record date, which Scheme Consideration is expected to be paid on Monday, 31 December 2007. The consideration will be increased by one South African cent per Scheme Share per business day from 1 January 2008 until the operative date of the Scheme, if applicable.**

Copies of this notice, the Scheme, the explanatory statement in terms of section 312(1)(a)(i) of the Companies Act, the form of proxy to be used at the Scheme Meeting, the Order of Court authorising the convening of the Scheme Meeting and a form of acceptance, surrender and transfer shall be sent by the Applicant by pre-paid registered post at least 14 (fourteen) calendar days before the date of the Scheme Meeting to: (a) each shareholder whose name appears on the Applicant's register and sub-registers, to that shareholder's address appearing in the register and relevant sub-register (as the case may be) and (b) each person who is beneficially entitled to shares in the Applicant, to that person's address identified by the Applicant's transfer secretaries, Link Market Services South Africa (Proprietary) Limited, 11 Diagonal Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) (the "**Transfer Secretaries**"). The identification of each such shareholder and person beneficially entitled to the Applicant's shares and their respective addresses shall be performed by the Transfer Secretaries and shall take place at 17:00 on the day not more than 5 (five) business days (being a day other than a Saturday, Sunday or gazetted South African public holiday) before the date of posting. In addition, copies may on request by the shareholders of the Applicant during normal business hours be inspected or obtained free of charge, at any time prior to the Scheme Meeting or any adjournment thereof, at the registered office of the Applicant, at Gold Reef City, Gate 4, Northern Parkway, Ormonde, Johannesburg, South Africa.

Each Scheme Member who holds certificated shares in the Applicant (the "**Certificated Scheme Member**") or who holds dematerialised shares in the Applicant through a CSDP or broker and has selected "own-name" registration ("**Dematerialised Own Name Scheme Member**") may attend, speak and vote in person at the Scheme Meeting or any adjournment thereof, or may appoint any other person or persons (who need not be shareholders of the Applicant) as a proxy or proxies to attend, speak and vote, or abstain from voting at the Scheme Meeting or any adjournment thereof in the place of such Certificated Scheme Member or Dematerialised Own Name Scheme Member.

A form of proxy (green) for this purpose, for completion by Certificated Scheme Members and Dematerialised Own Name Scheme Members only, is included in the document which has been, or will be, posted to all holders of shares in the Applicant at their addresses as recorded in the register of members of the Applicant at the close of business 4 (four) business days before the date of such posting and in respect of holders of dematerialised shares, at the addresses as notified by Strate Limited to the Transfer Secretaries at the close of business not more than 4 (four) business days before the date of such posting. If more than 1 (one) proxy is appointed on a single form of proxy, then only 1 (one) of those proxies (in order of appointment) will be entitled to exercise that proxy. In the case of joint Certificated Scheme Members and joint Dematerialised Own Name Scheme Members, the vote of the senior Certificated Scheme Member or senior Dematerialised Own Name Scheme Member (seniority will be determined by the order in which the names of the joint Certificated Scheme Members or joint Dematerialised Own Name Scheme Members stand in the Applicant's register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote of the other joint Certificated Scheme Member(s) or joint Dematerialised Own Name Scheme Member(s).

Each form of proxy should be properly completed and signed in accordance with the instructions contained therein and lodged with or posted to the Transfer Secretaries, so as to be received by no later than 09:00 on Friday, 26 October 2007 or on the business day immediately preceding any adjourned Scheme Meeting, or handed to the Chairperson no later than 10 (ten) minutes before the time for which the Scheme Meeting has been convened. Notwithstanding the foregoing, the Chairperson may approve in the Chairperson's discretion the use of any other form of proxy.

Each Scheme Member who holds dematerialised shares in the Applicant through a CSDP or broker, who wishes to attend, speak and vote at the Scheme Meeting or adjournment thereof, in person or by proxy should: (a) timeously inform his CSDP or broker of his intention to attend and vote in person at the Scheme Meeting or adjournment thereof or be represented by proxy thereat in order for the CSDP or broker to issue him with the necessary authorisation to do so or (b) timeously provide his CSDP or broker with his voting instruction in terms of their custody agreement should he not wish to attend the Scheme Meeting in person, in order for the CSDP or broker to vote in accordance with his instruction at the Scheme Meeting. The CSDP or broker will then provide the Transfer Secretaries with a form of proxy in terms of each individual. Where there are joint holders of the Applicant's shares, any one of such persons may vote at the Scheme Meeting or adjournment thereof in respect of those shares as if such joint holder was solely entitled thereto, but if more than 1 (one) of the joint holders is present or represented at the Scheme Meeting or adjournment thereof, then the joint holder whose name appears first in the Applicant's register of members in respect of such shares (or his proxy) will be entitled to vote in respect of those shares at the Scheme Meeting. If more than 1 (one) proxy is appointed on a single proxy, then only 1 (one) of these proxies (in order of appointment) will be entitled to exercise that proxy.

Each person who holds a beneficial interest in dematerialised shares in the Applicant (the "**Dematerialised Scheme Member**") and has not selected "own-name" registration may attend, speak and vote in person at the Scheme Meeting or adjournment thereof, only if such Dematerialised Scheme Member informs its CSDP or broker timeously of its intention to attend and vote at the Scheme Meeting or adjournment thereof or be represented by proxy thereat, in order for its CSDP or broker to issue it with the necessary authorisation to do so, or such Dematerialised Scheme Member provides its CSDP or broker timeously with its voting instruction should such Dematerialised Scheme Member not wish to attend the Scheme Meeting or adjournment thereof in person in order for the CSDP or broker to vote in accordance with its instruction at the Scheme Meeting or adjournment thereof. The CSDP or broker will then provide the Transfer Secretaries with a form of proxy in terms of each individual Dematerialised Scheme Member's instruction.

Holders of shares (whether certificated or dematerialised) who hold such shares through a nominee should timeously make the arrangements with that nominee or, if applicable, CSDP or broker, to enable them to attend and vote at the Scheme Meeting or to enable their votes in respect of their shares in the Applicant to be cast at the Scheme Meeting by that nominee or a proxy or a representative.

In terms of section 311(2)(b) of the Companies Act, the Scheme requires the approval at the Scheme Meeting of a majority representing not less than 3/4 (three-quarters) of the votes exercisable by the Scheme Members present and voting either in person or by proxy at the Scheme Meeting or adjournment thereof.

In terms of the Order of Court, the Chairperson must report the result thereof to the Court on Tuesday, 13 November 2007 at 10:00 or so soon thereafter as Counsel may be heard. A copy of the Chairperson's report to the Court will be available, free of charge, to any Scheme Member on request, at the registered office of the Applicant during normal business hours for at least 7 (seven) calendar days prior to Tuesday, 13 November 2007 or any extension of such date.

Copies of this notice, the form of proxy to be used at the Scheme Meeting, the Scheme, the explanatory statement in terms of section 312 of the Companies Act explaining the Scheme and the Order of Court convening the Scheme Meeting may be obtained on request, free of charge, from the Applicant at the time and places mentioned below and have been, or will be, posted to all holders of shares in the Applicant at their addresses as recorded in the register of members of the Applicant at the close of business 4 (four) business days before the date of such posting and in respect of holders of dematerialised shares, at the addresses as notified by Strate Limited to the Transfer Secretaries, such names and addresses having been determined as at 17:00 not more than 4 (four) business days before the date of such posting. Such documents may be inspected, during normal business hours, up to and including, the Scheme Meeting or any adjournment thereof, at the registered office of the Applicant at Gold Reef City, Gate 4, Northern Parkway, Ormonde, Johannesburg, the office of the Transfer Secretaries and at the office of the Chairperson, c/o the Applicant's attorneys, whose address is given at the foot of this notice.

**Ahmed Rafik Bhana**  
*Chairperson of the Scheme Meeting*

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