

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

1. If you are in any doubt as to what action to take, please consult your stockbroker, banker, accountant, attorney or other professional adviser immediately.
2. If you have disposed of all your Gold Reef Casino Resorts Limited (“Gold Reef”) shares, please forward this circular together with the attached form of proxy to the purchaser or the stockbroker, banker or agent through whom you disposed of such Gold Reef shares. If you have disposed of part of your Gold Reef shares please consult the purchaser or the stockbroker/banker or agent through whom you disposed of such Gold Reef shares.
3. If you are unable to attend the general meeting to be held at 10:00 on Wednesday, 8 January 2003 at Gold Reef’s registered office, Gold Reef City, Gate 4, Northern Parkway, Ormonde 2157 and wish to be represented thereat, you should complete the attached form of proxy in accordance with the instructions contained therein and lodge it with Gold Reef’s transfer secretaries, Computershare Investor Services Limited, 70 Marshall Street, Johannesburg 2001 (P O Box 1053, Johannesburg 2000) by not later than 10:00 on Monday, 6 January 2003.
4. If you wish to accept the *pro rata* offer contained in this circular in whole or part, and optionally wish to tender an excess application as contemplated in paragraph 2.2 of this circular, you should complete the relevant attached form of acceptance, excess tender and surrender (green) and return it, together with your existing documents of title, to Computershare Investor Services Limited, 70 Marshall Street, Johannesburg 2001 (P O Box 1053, Johannesburg 2000) by not later than 17:00 on Wednesday, 29 January 2003.
5. Dematerialised shareholders who wish to attend the general meeting or vote by proxy must contact their CSDP or broker who will provide them with the necessary authority or carry out their instructions to accept the *pro rata* repurchase or tender an excess application. This must be effected in terms of the agreement entered into between the shareholder and its CSDP or broker.

**Gold Reef Casino Resorts Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1989/002108/06)

| Share code: GDF ISIN: ZAE000028338

("Gold Reef" or "the company")

CIRCULAR TO SHAREHOLDERS

regarding

- a specific *pro rata* repurchase of Gold Reef shares by Aldiss Investments (Proprietary) Limited, a wholly owned subsidiary of Gold Reef

and incorporating

- a notice of general meeting of shareholders;
- a form of proxy; and
- a form of acceptance, excess tender and surrender.

INVESTMENT BANK
AND SPONSOR

ATTORNEYS

CORPORATE LAW ADVISERS
AND CONSULTANTSINDEPENDENT REPORTING
ACCOUNTANTS

Date of issue: 17 December 2002

CORPORATE INFORMATION AND ADVISERS

SECRETARY AND REGISTERED OFFICE

J S Friedman CA(SA)
Gold Reef City
Gate 4
Northern Parkway
Ormonde 2157
(Private Bag X1890, Gold Reef City 2159)

TRANSFER SECRETARIES

Computershare Investor Services Limited
(Registration number 1958/003545/06)
70 Marshall Street
Johannesburg 2001
(PO Box 1053, Johannesburg 2000)

INVESTMENT BANK AND SPONSOR

Nedcor Investment Bank Limited
(Registration number 1955/003181/06)
1 Newtown Avenue
Killarney 2196
(PO Box 582, Johannesburg 2001)

INDEPENDENT REPORTING ACCOUNTANTS

PricewaterhouseCoopers Inc.
(Registration number 1998/012055/21)
Registered Accountants and Auditors
Chartered Accountants (SA)
No 2 Eglin Road
Sunninghill
(Private Bag X36, Sunninghill 2196)

ATTORNEYS

Werksmans Inc.
(Registration number 1990/007215/21)
155 Fifth Street
Sandown
Sandton
2196
(Private Bag X10015, Sandton 2149)

CORPORATE LAW ADVISERS AND CONSULTANTS

Edward Nathan & Friedland (Pty) Limited
(Registration number 1999/026464/07)
4th Floor
The Forum
2 Maude Street
Sandown 2196
(PO Box 783347, Sandton 2196)



GOLD REEF

CASINO RESORTS

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DEFINITIONS

In this circular, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column and words in the singular shall include the plural and *vice versa*, words importing natural persons shall include corporations and associations of persons and an expression denoting any gender shall include the other genders:

“Act”	the Companies Act, 1973 (Act 61 of 1973), as amended;
“Aldiss”	Aldiss Investments (Proprietary) Limited, registration number 2001/028431/07, a wholly owned subsidiary of Gold Reef;
“business day”	any day other than a Saturday, Sunday or official South African public holiday;
“CAI”	Casinos Austria International Holding GmbH;
“the CAI transaction”	the transactions pursuant to which 35 600 000 Gold Reef shares were issued to CAI at R3,00 per share;
“certificated shareholders”	shareholders who hold certificated shares;
“certificated shares”	shares, other than dematerialised shares;
“CGT”	capital gains tax;
“this circular”	this bound document dated 17 December 2002, including the notice of a general meeting of shareholders, the form of proxy and a form of acceptance, excess tender and surrender, attached hereto;
“controlling shareholders”	the A and S Krok family trusts and CAI, which together own 69,6% of the shares in Gold Reef (most of the A and S Krok family trust shares are registered in the name of Twintech and CRP);
“conditions precedent”	the conditions precedent set out in paragraph number 2.4 of this circular;
“CRP”	Consolidated Rand Parts (Proprietary) Limited, registration number 1961/000028/07;
“CSDP”	a Central Securities Depository Participant;
“dematerialised own name shareholders”	shareholders holding dematerialised shares recorded in the company’s electronic sub-register of members in the shareholder’s own name;
“dematerialised shareholders”	shareholders holding dematerialised shares not recorded in the company’s electronic sub-register of members in the shareholder’s own name;
“dematerialised shares”	those shares that have been dematerialised through a CSDP or broker and are held on the company’s sub-register of members in electronic form;
“directors”	the board of directors of Gold Reef, whose names appear in paragraph 5.1 of this circular;
“document(s) of title”	share certificate(s), transfer deed(s) or forms, balance receipts or any other documents of title acceptable to Gold Reef in respect of Gold Reef shares;
“election date”	by 17:00 on <u>Friday, 31</u> January 2003;
“excess tender”	the mechanism in terms of which shareholders may tender Gold Reef shares in excess of their <i>pro rata</i> entitlement to be repurchased, subject to no more than 14 235 346 Gold Reef shares, being 8% of the issued share capital of Gold Reef (excluding the 35 600 000 Gold Reef shares issued to CAI in terms of the CAI transaction), being repurchased in terms of the <i>pro rata</i> repurchase and excess tender, details of which are contained in paragraph 2 of this circular;
“general meeting”	a general meeting of shareholders to be held at 10:00 on Wednesday, 8 January 2002 at the registered office of Gold Reef, Gold Reef City, Gate 4, Northern Parkway, Ormonde, 2157;
“Gold Reef” or “company”	Gold Reef Casino Resorts Limited, registration number 1998/002108/06;
“Gold Reef shareholder(s)” or “shareholder(s)”	the registered holders of Gold Reef shares;
“Gold Reef share(s)” or “share(s)”	ordinary shares in Gold Reef with a par value of 2 cents each;
“JSE”	the JSE Securities Exchange South Africa;
“last practicable date”	the last practicable date prior to the finalisation of this document, being Friday, 6 December 2002;
“net asset value”	the estimated net tangible asset value of Gold Reef at 30 June 2002 being R3,45 per share;
“payment date”	the date when cheques in respect of the specific repurchase will be mailed or cash electronically transferred, expected to be on or about Tuesday, 4 February 2003;
“ <i>pro rata</i> repurchase”	the <i>pro rata</i> offer by Aldiss in terms of which, subject to the fulfilment of the conditions precedent, it offers to acquire from shareholders, <i>pro rata</i> to their shareholding, up to 14 235 346 shares (equivalent to 8,00000 shares per 100 shares held), for the <i>pro rata</i> repurchase consideration. The 35 600 000 shares issued in terms of the CAI transaction shall be specifically excluded from the <i>pro rata</i> repurchase;
“ <i>pro rata</i> repurchase consideration”	R3,00 per share to be acquired in terms of the <i>pro rata</i> repurchase, payable in cash;
“resolution”	the ordinary resolution to be proposed at the general meeting;
“transfer secretaries”	Computershare <u>Investor</u> Services Limited, registration number 1958/003546/06;
“treasury stock”	shares to be repurchased by Aldiss and not cancelled; and
“Twintech”	Twintech Holdings (Proprietary) Limited, registration <u>number</u> 1959/034298/07.

SALIENT DATES AND TIMES

	2002
Circular mailed to shareholders Δ	17 December
	2003
<i>Pro rata</i> repurchase opens from commencement of trade on Monday Δ	6 January
Last day to lodge form of proxy for the general meeting by 10:00 on Monday Δ	6 January
General meeting held at 10:00 (and results of general meeting released on SENS) on Wednesday Δ	8 January
Results of general meeting published in the press on Thursday Δ	9 January
Last date to trade in order to participate in the <i>pro rata</i> repurchase on Friday Δ	24 January
Shares trade <i>ex-pro rata</i> repurchase on Monday Δ	27 January
Last day to lodge forms of surrender to accept the <i>pro rata</i> repurchase on Friday Δ	31 January
<i>Pro rata</i> repurchase closes at 16:00 on (see note 3) Friday Δ	31 January
Election date by 16:00 on Friday Δ	31 January
Record date to be recorded in the register in order to participate in the <i>pro rata</i> repurchase on Friday Δ	31 January
Results of the <i>pro rata</i> repurchase released on SENS on Monday Δ	3 February
Safe custody accounts held with CSDP's or brokers credited and updated in respect of both the <i>pro rata</i> repurchase and any excess tender to dematerialised shareholders on Monday Δ	3 February
<u>Cheques in respect of <i>pro rata</i> repurchase mailed at the risk of shareholders or cash electronically transferred to certificated shareholders, on Monday</u> Δ	<u>3 February</u>
Subject to the acceptance of the directors, cheques in respect of the excess tender posted or cash electronically transferred in respect of certificated shareholders, from Monday Δ	3 February
Results of <i>pro rata</i> repurchase published in the press on Tuesday Δ	4 February
Document(s) of title in respect of excess tender not taken up by Gold Reef and/or balance certificates in respect of the <i>pro rata</i> offer returned to shareholders concerned, by registered mail, at the risk of such shareholders, on or about Tuesday Δ	4 February

Notes:

1. Share certificates may not be dematerialised or rematerialised between Monday, 27 January 2003 and Friday, 31 January 2003, both days inclusive.
2. The above dates and times are subject to amendment. Any such amendment will be published in the press and on SENS.
3. Dematerialised shareholders are required to notify their duly appointed CSDP or broker of their acceptances of the *pro rata* repurchase in the manner and time stipulated in the agreement governing the relationship between a shareholder and his/her CSDP or broker.



GOLD REEF

CASINO RESORTS

Gold Reef Casino Resorts Limited

(Incorporated in the Republic of South Africa)

(Registration number 1989/002108/06)

Share code: GDF ISIN: ZAE000028338

("Gold Reef" or "the company")

DIRECTORS

AJ Aaron*, JS Friedman, SB Joffe, RJ Khoza*, M Krok (Chairman)*,
MZ Krok*, BJ Schutte, A Krok**, S Krok**, C Neuberger`,
F McFadden°, R Vierziger**`

* Non-executive directors

** Alternate directors

` Austrian Citizen

° Irish Citizen

CIRCULAR TO SHAREHOLDERS

1. INTRODUCTION

Gold Reef announced on 20 March 2002 that the board would propose the *pro rata* repurchase. The 35 600 000 Gold Reef shares issued to CAI in terms of the CAI transaction, as set out in the circular to Gold Reef shareholders dated 13 September 2002, will be excluded from the *pro rata* repurchase. This was agreed between CAI and Gold Reef when the CAI transaction was negotiated.

The *pro rata* repurchase had been put on hold pending clarity as to whether a potential offer to acquire the assets and assume the liabilities of Gold Reef, which was being contemplated by a consortium including the controlling shareholders of Gold Reef, would be forthcoming or not. On 1 November 2002 the company announced that it had been informed that no such offer would be forthcoming and, accordingly, it was decided to proceed with the *pro rata* repurchase.

The purpose of this circular is to provide shareholders with the relevant information regarding the *pro rata* repurchase and to convene the general meeting to approve the *pro rata* repurchase.

2. PRO RATA REPURCHASE

2.1 Rationale for the *pro rata* repurchase

In light of the discount to the underlying net asset value that the Gold Reef market capitalisation reflects, the directors believe that the application of a portion of Gold Reef's cash resources in the *pro rata* repurchase will enhance Gold Reef's future earnings per share and will assist in maximising shareholder value in the near and long term.

The repurchase will be discharged from existing cash resources.

2.2 Terms of the *pro rata* repurchase

It is proposed that, subject to the requisite resolutions being passed by shareholders in general meeting, Aldiss will offer to acquire from shareholders, *pro rata* to their shareholding, up to 14 235 346 shares (equivalent to 8,00000 per 100 shares), comprising 8% of the issued shares (excluding the shares issued to CAI in terms of the CAI transaction) for the *pro rata* repurchase consideration of R3,00 per share.

The shares issued to Casinos Austria in terms of the CAI transaction will be excluded from the *pro rata* repurchase.

The offer consideration will be discharged by cheque or electronic deposit on the payment date.

The shares repurchased will be held as treasury stock.

If 14 235 346 shares are repurchased, the cash cost to Aldiss in respect of the consideration payable in terms of the *pro rata* repurchase will be approximately R42,7 million and will be funded out of existing cash resources.

Fractions of shares will not be repurchased but will be rounded up or down to the nearest whole share according to the following formula:

- fractions of 0,49 of a share or less will be rounded down to the nearest whole share; and
- fractions of 0,50 of a share or more will be rounded up to the nearest whole share.

2.2.1 Excess tender

Gold Reef's shares may be tendered in excess of the *pro rata* number of 8,00000 shares per 100 shares held. Such excess shares so tendered may, at the discretion of the directors of Gold Reef, be acquired by Aldiss on an equitable basis *mutatis mutandis* on the terms applicable to the *pro rata* repurchase, provided that Aldiss does not acquire more than a maximum in aggregate of 14 235 346 of the company's shares in terms of the *pro rata* repurchase and excess entitlement.

Certificated shareholders wishing to participate in the excess tender are referred to the attached form of acceptance, excess tender and surrender (green), and are requested to complete such form in accordance with the instructions contained therein. All documents of title received in terms of the excess tender will be held in trust by the transfer secretaries pending the outcome of the *pro rata* repurchase. The relevant documents of title in respect of excess tender applications not accepted in full by the directors will be returned by registered post, at the risk of shareholders concerned, on the payment date.

Entitlements in respect of excess tender applications will be allocated by the directors of Gold Reef in their sole discretions on a basis equitable to all shareholders.

2.2.2 Procedure in respect of the acceptance of the *pro rata* repurchase and the excess tender

2.2.2.1 Dematerialised shareholders

The procedure for Gold Reef shareholders who hold dematerialised shares and who wish to accept the *pro rata* repurchase, in whole or in part, and/or who wish to tender an excess application are to advise their CSDP or broker in this regard by the stipulated cut-off time for the receipt of such instruction, and not to complete and surrender the form of acceptance, excess tender and surrender (green). Dematerialised shareholders should confirm with the CSDP or broker what the cut-off time will be. This must be done in terms of the agreement entered into between them and the CSDP or broker.

2.2.2.2 Dematerialised own name shareholders

A dematerialised own name shareholder who wishes to accept the *pro rata* repurchase, in whole or in part, and/or wishes to tender an excess application, must properly complete the relevant attached form of acceptance, excess tender and surrender (green), in accordance with the instructions contained therein, and deliver it, together with the relevant documents of title, to the transfer secretaries, Computershare Investor Services Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 7184, Johannesburg 2000) to be received before the election date.

Dematerialised own name shareholders are advised to deliver the relevant form of acceptance, excess tender and surrender (green) together with their documents of title promptly so as to prevent any late arrivals due to postal delays, if sent through the post. Any forms sent through the post will be at the risk of such shareholder.

2.2.2.3 Certificated shareholders

A certificated shareholder who wishes to accept the *pro rata* repurchase, in whole or in part, and/or wishes to tender an excess application, must properly complete the relevant attached form of acceptance, excess tender and surrender (green), in accordance with the instructions contained therein, and deliver it, together with the relevant documents of title, to the transfer secretaries, Computershare Investor Services Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 7184, Johannesburg 2000) to be received before the election date.

Certificated shareholders are advised to deliver the relevant form of acceptance, excess tender and surrender (green) together with their documents of title promptly so as to prevent any late arrivals due to postal delays, if sent through the post. Any forms sent through the post will be at the risk of such shareholder.

Gold Reef and/or Aldiss reserve the right, in their discretion to:

- treat as invalid forms of acceptance, excess tender and surrender (green) not accompanied by valid documents of title (subject to paragraph 2.2.2.5 of this circular dealing with lost or destroyed documents of title); and
- require proof of authority of the person signing the form of acceptance, excess tender and surrender (green) where such proof has not yet been lodged with or recorded by the transfer secretaries, failing the production of which proof it may treat such form of acceptance, excess tender and surrender as invalid.

Without prejudice to its other rights, Gold Reef or its nominees reserve the right to accept the non-observance by a shareholder of any of the terms of the *pro rata* repurchase and/or the excess tender.

2.2.2.4 Transaction receipts

No receipts will be issued for the forms of acceptance, excess tender and surrender and the documents of title lodged with the transfer secretaries unless specifically requested. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping together with the documents of title lodged.

2.2.2.5 Lost or destroyed documents of title

If the documents of title relating to the shares have been lost or destroyed, shareholders who wish to accept the *pro rata* repurchase and/or the excess tender should nevertheless return the relevant form of acceptance, excess tender and surrender (green) duly signed and completed to the transfer secretaries. Provided that the envelope containing the properly completed relevant form of acceptance, excess tender and surrender (green) is received by the transfer secretaries on or before the election date, Gold Reef may dispense with the surrender of documents of title upon the production to Gold Reef by no later than the election date of evidence to Gold Reef's satisfaction that the documents of title have been lost or destroyed and upon delivery to Gold Reef of a suitable indemnity. Only indemnity forms obtained from the transfer secretaries, which are available on request, will be regarded as suitable.

2.2.3 Method of payment

2.2.3.1 Dematerialised shareholders

The procedure for Gold Reef shareholders who hold dematerialised shares who wish to accept the *pro rata* repurchase and/or participate in the excess tender is to advise their CSDP or broker in this regard by the stipulated cut-off time for the receipt of such instruction, and not

complete and surrender the form of acceptance, excess tender and surrender (green). Dematerialised shareholders should confirm with their CSDP or broker what the cut-off time will be. This must be done in terms of the agreement entered into between them and the CSDP or broker. On the payment date the transfer secretaries will transfer the *pro rata* repurchase consideration and/or excess tender consideration to the CSDP or broker and the shareholders will receive the funds as per the aforementioned agreement.

2.2.3.2 Dematerialised own name shareholders

Cheques in respect of the *pro rata* repurchase consideration and, subject to acceptance by the directors of Gold Reef and/or Aldiss, of the excess tender consideration (if any), will be either:

- mailed by registered post to the shareholders who accept the *pro rata* repurchase and who are registered as such on the record date, at the risk of the shareholders concerned, to the address as disclosed on the form of acceptance, excess tender and surrender, if different from the address on the Gold Reef share register; or
- deposited directly into such shareholder's bank account if such information has previously been made available to Gold Reef, depending on the shareholder's instructions contained in the properly completed relevant form of acceptance, excess tender and surrender. Such cheques will be posted or such deposits made on the payment date.

2.2.3.3 Certificated shareholders

Cheques in respect of the *pro rata* repurchase consideration and, subject to acceptance by the directors of Gold Reef and/or Aldiss, of the excess tender consideration (if any), will be either:

- mailed by registered post to the shareholders who accept the *pro rata* repurchase and who are registered as such on the record date, at the risk of the shareholders concerned, to the address as disclosed on the form of acceptance, excess tender and surrender, if different from the address on the Gold Reef share register; or
- deposited directly into such shareholder's bank account if such information has previously been made available to Gold Reef, depending on the shareholder's instructions contained in the properly completed relevant form of acceptance, excess tender and surrender. Such cheques will be posted or such deposits made on the payment date.

Those certified and dematerialised own name shareholders who wish to do so, may submit details of their bank account in order to facilitate the direct electronic transfer of the *pro rata* repurchase consideration and/or the excess tender consideration into such account. The attached form of acceptance, excess tender and surrender (green) provides space for the inclusion of such information.

2.2.4 Tax implications for the *pro rata* repurchase

Shareholders are referred to the introduction of CGT and are advised to consult with their tax advisers (or other professional advisers) as to the consequence of CGT (and/or any other tax) on the *pro rata* repurchase and the determination of the base cost of the shares.

2.2.5 Exchange Control Regulations

The following summary is intended only as a guide to shareholders who are registered on the South African share register of Gold Reef and is therefore not comprehensive. If a shareholder is in any doubt in regard thereto, such shareholder should consult his/her professional adviser.

2.2.5.1 Residents of the common monetary area

The *pro rata* repurchase consideration and/or excess tender consideration due to a shareholder who accepts the *pro rata* repurchase and/or participates in the excess tender who is resident in the common monetary area, will be paid in the common monetary area and will be subject to Exchange Control Regulations of the common monetary area.

2.2.5.2 Emigrants from the common monetary area

The *pro rata* repurchase consideration and/or excess tender consideration due to a shareholder who is an emigrant and whose documents of title have been restrictively endorsed under the Exchange Control Regulations (or, in the case of a dematerialised shareholder, whose registration as a member has been marked as an “emigrant”) who accepts the *pro rata* repurchase and/or participates in the excess tender will be deposited in a blocked Rand account with the authorised dealer in foreign exchange in South Africa controlling his blocked assets in terms of the South African Foreign Exchange Control Regulations. The attached form of acceptance, excess tender and surrender (green) makes provision for details of the authorised dealer concerned to be given.

2.2.5.3 Other non-residents of the common monetary area

The *pro rata* repurchase consideration and/or excess tender consideration due to a shareholder who is a non-resident of South Africa, whose registered address is outside the common monetary area and whose documents of title have been restrictively endorsed under the Exchange Control Regulations (or, in the case of a dematerialised shareholder, whose registration has been so endorsed) who accepts the *pro rata* repurchase and/or participates in the excess tender will be deposited into a non-resident account with an authorised dealer in South African currency nominated by the shareholder concerned or, failing such nomination, will be kept in trust and deposited in a non-interest bearing account under the control of the transfer secretaries, who will complete the transaction on behalf of the shareholder concerned. It will be incumbent on the relevant shareholder to instruct his nominated authorised dealer as to the disposal of the relevant proceeds. The attached form of acceptance, excess tender and surrender (green) makes provision for details of the authorised dealer concerned to be given.

2.3 Applicable laws

The *pro rata* repurchase and its acceptance will be governed by the laws of South Africa. This circular does not constitute an offer to purchase in any area of jurisdiction in which it is illegal to make such an offer. In such circumstances, this circular is sent for information purposes only.

2.4 Conditions precedent to the *pro rata* repurchase

The *pro rata* repurchase is subject to the requisite resolutions being passed by shareholders at the general meeting.

3. FINANCIAL EFFECTS

Set out below are the unaudited *pro forma* financial effects on Gold Reef of the *pro rata* repurchase, based on the interim financial results of Gold Reef for the six months ended 30 June 2002 and on the assumption that the offer had been accepted in full. The unaudited *pro forma* financial effects have been prepared for illustrative purposes only to provide information about how the specific repurchase might have affected Gold Reef, had the *pro rata* repurchase been effected on 1 January 2002 (earnings/headline earnings per share) and 30 June 2002 (tangible/net asset value per share) respectively. Because of their nature, the *pro forma* financial

effects may not give a fair reflection of Gold Reef’s financial position nor the effect of income going forward. The financial information has been adjusted as described in note 2 below.

Per Gold Reef ordinary share	Unaudited before ^Δ	Pro forma after ²	Change (%)
Net asset value at 30 June 2002	345,0	348,8	1,13
Net tangible asset value at 30 June 2002	345,0	348,8	1,13
Headline earnings per share for the six months to 30 June 2002	25,4	27,1	6,73
Earnings per share for the six months to 30 June 2002	25,4	27,1	6,73

Notes:

1. ^Δ Extracted from the interim financial results of Gold Reef for the six months ended 30 June 2002.
2. ^Δ Adjusted to reflect the effect of the *pro rata* repurchase of 14 235 346 shares for the offer consideration of R3,00 per share, totalling R42 706 038 assuming that the offer had been accepted in full and that the offer consideration had been discharged from existing cash resources which bore interest at an after tax rate of 8,925% per annum.
3. ^Δ The number of Gold Reef shares on which earnings per share and net asset value is calculated is 199 306 484 Gold Reef shares.

4. SALIENT INFORMATION ON GOLD REEF

4.1 Nature of business

Gold Reef is a gaming and entertainment company. Its investments include shares in and claims against Akani Egoli (Proprietary) Limited, which operates Gold Reef City Casino and Theme Park, Akani Msunduzi (Proprietary) Limited, which operates the Golden Horse Casino and West Coast Leisure (Proprietary) Limited which operates Casino Mykonos. Gold Reef also owns 100% of CAI Gold Reef Management (Proprietary) Limited, which provides management to all of Gold Reef’s properties.

4.2 Share capital

The authorised and issued share capital of Gold Reef on the last practicable date was as follows:

	Before R’000	After R’000
Authorised		
590 000 000 ordinary shares of 2 cents each	11 800	11 800
Issued		
Before the <i>pro rata</i> repurchase		
213 541 830 ordinary shares of 2 cents each	4 271	4 271
After the <i>pro rata</i> repurchase*		
213 541 830 ordinary shares of 2 cents each		
Share premium	465 454	465 454
Share capital and premium	469 725	469 725

* Assuming the *pro rata* repurchase is accepted in full and is retained as treasury stock by Aldiss. The number of Gold Reef shares on which earnings per share and net asset value is calculated is 199 306 484 Gold Reef shares.

4.3. Material changes

There has been no material change in the financial or trading position of Gold Reef subsequent to the publication of the reviewed interim results for the six months ended 30 June 2002.

4.4. Major shareholders

Subject to the approval of the gaming board, CAI has agreed to purchase from the S Krok Family Trust 24 615 385 Gold Reef shares at R3,25 per share. As at the last practicable date, and prior to this transaction, the interests of shareholders holding 5% or more of the issued share capital of Gold Reef, were as follows:

Name	%	Number of ordinary shares
Twintech Holdings (Proprietary) Limited	35,50	75 722 512
CAI	17,40	37 162 238
CRP	16,70	35 766 122
PLJ Financial Services	8,89	15 811 967
SE Nominees*	5,99	10 653 780
SCMB Custody Account*	5,80	10 317 433

*Includes shares in which certain directors are interested. Directors' interests in shares are fully set out in paragraph 5.2 of this circular.

A register of beneficial interest in securities maintained in terms of section 140A of the Act is available for inspection at the company's registered office.

Save as indicated above, the directors are not aware of the existence of any shareholder who holds in excess of 5% of the issued share capital of Gold Reef.

4.5. Trading history

Annexure 3 to this circular sets out the trading history of Gold Reef shares on the JSE.

5. DIRECTORS AND DIRECTORS' INTERESTS**5.1. Directors**

The names, ages, qualifications, occupations and business addresses of the directors of Gold Reef are set out below:

Name, age and qualifications	Business address	Occupation
Archie Jacob Aaron (70)* <u>B.Com, LLB</u> ^Δ	155 Fifth Street Sandown Sandton 2196	Attorney Non-executive director of Gold Reef Attorney and non-executive director of various companies and trustee of various trusts
Jarrod Sean Friedman (29) ^Δ <u>CA (SA)</u>	Gold Reef City, Gate 4 Northern Parkway Ormonde 2157	Financial director of Gold Reef Director of Akani Msunduzi Management
Steven Brian Joffe (31) ^Δ <u>B.Com Hons (Taxation)</u> <u>H. Dip (Company Law), CA(SA)</u>	Gold Reef City, Gate 4 Northern Parkway Ormonde 2157 ^Δ	Chief executive officer of Gold Reef Director of several companies within the Gold Reef group
Reuel Jethro Khoza (52)* ^Δ <u>BA Hons</u> <u>MA(Lancaster U.K)</u>	Ground Floor Kingston House Hampton Office Park 20 Georgian Crescent Bryanston ^Δ	Non-executive director of Gold Reef Director of companies
Abraham Krok (73)**	Summer Place 69 Melville Road Hyde Park	Businessman Alternate director of Gold Reef Director of various other companies
Maxim Krok (45)* ^Δ <u>B.Proc, LLB</u>	Summer Place 69 Melville Road Hyde Park	Chairman of Gold Reef Director of companies
Martin Zane Krok (45)*	Summer Place 69 Melville Road Hyde Park	Businessman Non-executive director of Gold Reef Director of various other companies
Solomon Krok (73)**	Summer Place 69 Melville Road Hyde Park	Businessman Alternate director of Gold Reef Director of companies
Barend Jacobus Schutte (55)	19 Bundu Road Sebenza	Development director of Gold Reef and Managing director of Gold Reef City Theme Park Director of companies
Christian Neuberger (36) ^Δ <u>Masters in Business Administration</u> <u>(Vienna University of Economics and</u> <u>Business Administration)</u> ^Δ	Gold Reef City, Gate 4 Northern Parkway Ormonde 2157 ^Δ	Chief Operating Officer of Gold Reef Director of several companies within the Gold Reef group ^Δ
Francis Patrick McFadden (45) [°] <u>BA Honours</u>	Dr Karl Luegerring 14 A-1015 Vienna Austria	Non-executive director of Gold Reef Chief Operating Officer of CAI and of Casinos Austria International Limited
Robert Vierziger (49)** ^Δ <u>Hotel Management School</u>	Dr Karl Luegerring 14 A-1015 Vienna Austria	Alternate director of Gold Reef Regional Manager (Europe, Middle East and Africa) of CAI Director of several companies within the CAI group

* Non-executive directors

** Alternate directors

^Δ Austrian Citizen

[°] Irish Citizen

5.2 Directors' interests

Subject to the approval of the gaming board, CAI has agreed to purchase from the S Krok Family Trust 24 615 385 Gold Reef shares at R3,25 per share. As at the last practicable date, and prior to this transaction, the relevant directors' interests will be as follows:

	Beneficial		Non-beneficial		% held
	Direct	Indirect	Direct	Indirect	
AJ Aaron	10 000	-	-	64 132 112	30,0
JS Friedman	-	-	-	46 000	0,03
SB Joffe	897 436	-	-	115 300	0,6
RJ Khoza	27 500	27 500	-	-	0,03
A Krok	88 762	-	-	64 132 112	30,0
M Krok	2 330	17 687 543*	-	46 444 569*	30,0
	-	356 138	-	-	
MZ Krok	55 900	5 815 871**	-	29 950 251**	16,8
S Krok	47 134	-	-	35 766 122	16,8
BJ Schutte	-	15 811 968 ^Δ	-	-	7,4 ^Δ
C Neuberger	-	-	-	37 162 238	17,4
FP McFadden	-	-	-	37 162 238	17,4
R Vierziger	-	-	-	37 162 238	17,4

* Included in shareholding held non-beneficially by AJ Aaron and A Krok

**Included in shareholding held non-beneficially by S Krok

The following changes took place in directors' shareholding subsequent to the information disclosed in the annual financial statements for the year ended 31 December 2001 and up to the last practicable date:

Name	Date	Number of shares	Purchase/sale	Nature of business
M Z Krok	2 September 2002	2 326 035	Sale	Indirect, beneficial
M Z Krok	2 September 2002	13 956 211	Sale	Indirect, non-beneficial
S Krok	2 September 2002	16 282 246	Sale	Indirect, non-beneficial
M Krok	2 September 2002	2 713 707	Purchase	Indirect, beneficial
M Krok	2 September 2002	10 854 831	Purchase	Indirect, non-beneficial
A Krok	2 September 2002	13 568 538	Purchase	Indirect, non-beneficial
A J Aaron	2 September 2002	13 568 538	Purchase	Indirect, non-beneficial
A J Aaron	1 November 2002	10 000	Purchase	Direct, beneficial
A J Aaron	17 October 2002	1 684 384	Purchase	Indirect, non-beneficial
M Krok	17 October 2002	280 730	Purchase	Indirect, beneficial
M Krok	17 October 2002	1 403 654	Purchase	Indirect, non-beneficial
A Krok	17 October 2002	1 684 384	Purchase	Indirect, non-beneficial
C Neuberger*	28 October 2002	37 162 238	Purchase	Indirect, non-beneficial
F P McFadden*	28 October 2002	37 162 238	Purchase	Indirect, non-beneficial
R Vierziger*	28 October 2002	37 162 238	Purchase	Indirect, non-beneficial

* Relates to CAI's beneficial shareholding in Gold Reef.

No director is or has been interested in any transaction which is or was unusual in its nature or conditions or significant to the business of Gold Reef was effected by Gold Reef and which remains in any respect outstanding or under performed. No payment has been made to any director that is unusual in nature.

6. DIRECTORS' RESPONSIBILITIES STATEMENT

The directors collectively and individually accept full responsibility for the accuracy of the information given in this circular and certify that, to the best of their knowledge and belief, there are no material facts the omission of which would make any statement in this circular false or misleading and that they have made all reasonable enquiries to ascertain such facts.

The directors have considered the effects of the *pro rata* repurchase and are of the opinion that:

- the company and its subsidiaries will be able to pay their debts in the ordinary course of business for a period of 12 months after the date of this circular;
- the consolidated assets of the company and its subsidiaries will be in excess of the consolidated liabilities of the company and its subsidiaries for the period of 12 months after the date of this circular. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the interim results announcement of Gold Reef for the six months ended 30 June 2002; and

- the share capital, reserves and working capital of the company will be adequate for the company's requirements for a period of at least 12 months after the date of this circular.

7. LITIGATION STATEMENT

Neither Gold Reef nor any of its subsidiaries is involved in, or is aware of, any material legal or arbitration proceedings which are pending or threatened and which may have, or have had, in the 12 month period preceding the date of this circular, a material effect on the financial position of Gold Reef.

8. OPINIONS, RECOMMENDATIONS AND UNDERTAKINGS

The directors are of the opinion that the terms and conditions of the *pro rata* repurchase are fair and recommend that shareholders vote in favour of the resolutions. The directors who hold shares in Gold Reef intend voting in favour of such resolutions in respect of all of the shares owned by them.

9. CONSENTS

The investment bank and sponsor, corporate law advisors and consultants, attorneys, independent reporting accountants and transfer secretaries to Gold Reef have all provided their written consents to act in the capacity stated and to their names being used in this circular and have not withdrawn their consents prior to the publication of this circular.

10. GENERAL MEETING AND SHAREHOLDER APPROVAL

10.1 General meeting

A general meeting of shareholders will be held at 10:00 on Wednesday, 8 January 2003 at Gold Reef's registered office, Gold Reef City, Gate 4, Northern Parkway, Ormonde 2157 in order to consider and, if deemed fit, pass, with or without modification, the resolutions.

Shareholders who are unable to attend the general meeting and who wish to be represented thereat should complete the form of proxy in accordance with the instructions contained therein and lodge it with the transfer secretaries by no later than 10:00 on Monday, 6 January 2003.

10.2 Shareholder approval

In accordance with paragraph 5.89 of the Listing Requirements of the JSE the *pro rata* repurchase is subject to the approval by special resolution of the company by shareholders present or represented by proxy at the general meeting and entitled to vote.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of Gold Reef during normal business hours (excluding Saturdays, Sundays and public holidays) from Tuesday, 17 December 2002 up to and including Wednesday, 8 January 2003:

- 11.1 the memorandum and articles of association of Gold Reef;
- 11.2 the annual financial statements of Gold Reef for the 12 months ended 31 December 2001;
- 11.3 the unaudited interim financial results for the six months ended 30 June 2002;
- 11.4 a signed copy of this circular;
- 11.5 the consent letters referred to in paragraph 9; and
- 11.6 the independent reporting accountants' report on the *pro forma* financial effects of the *pro rata* repurchase.

For and on behalf of

GOLD REEF CASINO RESORTS LIMITED

Per: JS Friedman CA(SA)

Group Secretary

Johannesburg

17 December 2002

ANNEXURE 1

PRO FORMA FINANCIAL INFORMATION

Set out below is the unaudited *pro forma* balance sheet of Gold Reef after the *pro rata* repurchase based on the interim financial results of Gold Reef for the six months ended 30 June 2002. The unaudited *pro forma* balance sheet has been prepared for illustrative purposes to provide information about how the *pro rata* repurchase might have affected Gold Reef had the *pro rata* repurchase been effected on 30 June 2002. Because of its nature, the unaudited *pro forma* balance sheet may not give a fair reflection of Gold Reef's financial position. The financial information has been adjusted as described in note 2 below.

BALANCE SHEET

As at 30 June 2002

	Unaudited Before ¹ R'000	Unaudited adjustments ² R'000	Pro forma After R'000
ASSETS			
<i>Non-current assets</i>			
Property, plant and equipment	149	-	149
Investment in associates	549 938	-	549 938
Akani Egoli	422 516	-	422 516
Akani Msunduzi	95 351	-	95 351
West Coast Leisure	7 305	-	7 305
CAI Gold Reef Management	24 766	-	24 766
Other investments	2	-	2
Loan to share incentive trust	7 406	-	7 406
Deferred Taxation	111	-	111
	557 606	-	557 606
CURRENT ASSETS			
Receivables and prepayments	3 792	-	3 792
Cash and cash equivalents	52 730	(42 706)	10 024
	56 522	(42 706)	13 816
	614 128	(42 706)	571 422
EQUITY AND LIABILITIES			
Capital and reserves	362 924	(42 706)	320 218
Ordinary shareholders' equity	13 238	-	13 238
Non-distributable reserves	237 479	-	237 479
	613 641	(42 706)	570 935
<i>Current liabilities</i>			
Payables and provisions	455	-	455
Bank overdraft	32	-	32
Taxation liabilities	-	-	-
	487	-	487
	614 128	(42 706)	571 422

Notes:

1. Extracted from the interim financial results of Gold Reef for the six months ended 30 June 2002.
2. Adjusted to reflect the effect of the *pro rata* repurchase of 14 235 346 shares for the offer consideration of R3,00 assuming that the offer had been accepted in full and that the offer consideration will be discharged from existing cash resources.

ANNEXURE 2

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON *PRO FORMA* FINANCIAL EFFECTS OF THE *PRO RATA* REPURCHASE

| 10 December 2002

Gold Reef Casino Resorts Limited
Gold Reef City
Northern Parkway
ORMONDE

| 2157

Dear Sirs

REPORT OF THE INDEPENDENT REPORTING ACCOUNTANTS ON THE UNAUDITED *PRO FORMA* BALANCE SHEET AND FINANCIAL EFFECTS OF GOLD REEF CASINO RESORTS LIMITED ("GOLD REEF") AFTER ACCOUNTING FOR THE PROPOSED SPECIFIC *PRO RATA* REPURCHASE OF GOLD REEF ORDINARY SHARES ("THE SPECIFIC REPURCHASE")

1. INTRODUCTION

We report on the unaudited *pro forma* balance sheet and financial effects set out in Annexure 1 and paragraph 3, respectively, of the circular to Gold Reef shareholders to be dated on or about 13 December 2002. The unaudited *pro forma* balance sheet and financial effects have been prepared for illustrative purposes to provide information about how the specific repurchase might have affected the shareholders of Gold Reef. Because of their nature, the unaudited *pro forma* balance sheet and financial effects may not give a fair reflection of Gold Reef's financial position nor the effect of income going forward.

At your request, and for purposes of the specific repurchase, we present our report on the unaudited *pro forma* balance sheet and financial effects of Gold Reef in compliance with the Listings Requirements of the JSE Securities Exchange South Africa.

2. RESPONSIBILITIES

The directors of Gold Reef are solely responsible for the preparation of the unaudited *pro forma* balance sheet and financial effects to which this independent reporting accountants' report relates, and for the financial statements and financial information from which it has been prepared.

It is our responsibility to form an opinion on the unaudited *pro forma* balance sheet and financial effects and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited *pro forma* balance sheet and financial effects beyond that owed to those to whom those reports were addressed at their date of issue.

3. BASIS OF OPINION

Our work, which did not involve any independent examination of any of the underlying financial information, consisted primarily of agreeing the unadjusted financial information to the published unaudited interim financial results of Gold Reef for the six months ended 30 June 2002, considering the evidence supporting the adjustments to the unaudited *pro forma* balance sheet and financial effects, recalculating the amounts based on the information obtained and discussing the unaudited *pro forma* balance sheet and financial effects with the directors of Gold Reef.

Because the above procedures do not constitute either an audit or a review made in accordance with statements of South African

Auditing Standards, we do not express any assurance on the fair presentation of the unaudited *pro forma* balance sheet and financial effects.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with the statements of South African Auditing Standards, other matters might have come to our attention that would have been reported to you.

4. OPINION

In our opinion:

- the unaudited *pro forma* balance sheet and financial effects have been properly compiled on the basis stated;
- such basis is consistent with the accounting policies of Gold Reef; and
- the adjustments are appropriate for the purposes of the unaudited *pro forma* balance sheet and financial effects, as disclosed.

Yours faithfully

PricewaterhouseCoopers Inc.

Chartered Accountants (SA)
Registered Accountants and Auditors
| Sunninghill"

ANNEXURE 3

SHARE PRICE HISTORY OF GOLD REEF SHARES

The recent trading history of the shares of Gold Reef on the JSE is set out below.

The high, low and closing price of Gold Reef's ordinary shares on the JSE, and the aggregated quarterly volume traded since March 2000 were as follows:

Quarter ended	High <i>(cents per share)</i>	Low <i>(cents per share)</i>	Close <i>(cents per share)</i>	Volume <i>(shares)</i>
31 March 2000	162	120	135	2 471 667
30 June 2000	144	110	120	2 468 126
30 September 2000	180	115	157	5 361 741
31 December 2000	170	135	168	6 519 372
31 March 2001	193	140	185	3 209 545
30 June 2001	260	176	236	3 853 950
30 September 2001	280	223	240	3 271 695
31 December 2001	265	220	240	2 181 269
31 March 2002	265	220	252	1 966 516
30 June 2002	275	230	254	3 600 850
30 September 2002	300	220	282	3 796 252

The high, low and closing price of Gold Reef's ordinary shares on the JSE, and the aggregated monthly volume traded since January 2001 were as follows:

Month ended	High <i>(cents per share)</i>	Low <i>(cents per share)</i>	Close <i>(cents per share)</i>	Volume <i>(shares)</i>
January 2001	167	155	155	443 302
February 2001	178	140	172	1 713 238
March 2001	193	170	185	1 053 005
April 2001	200	176	200	865 551
May 2001	260	180	235	2 188 897
June 2001	250	220	236	799 502
July 2001	250	223	225	826 173
August 2001	250	223	248	1 007 647
September 2001	280	223	240	1 437 875
October 2001	260	224	260	1 462 067
November 2001	265	236	255	494 753
December 2001	255	220	240	224 449
January 2002	250	235	236	325 690
February 2002	245	225	235	492 446
March 2002	265	220	252	1 148 380
April 2002	265	245	250	1 585 651
May 2002	260	240	255	499 109
June 2002	275	230	254	1 516 090
July 2002	260	220	250	1 447 149
August 2002	250	225	250	540 789
September 2002	300	250	282	1 808 314
October 2002	300	280	300	2 074 672

The high, low and closing price of Gold Reef's ordinary shares on the JSE for each trading day commencing from 1 October 2002 to the last practicable date, and the daily trading volume are as follows:

Date	High <i>(cents per share)</i>	Low <i>(cents per share)</i>	Close <i>(cents per share)</i>	Volume <i>(shares)</i>
1 October	288	280	280	7 346
2 October	280	280	280	-
3 October	280	280	280	22 000
4 October	280	280	280	-
7 October	280	280	280	-
8 October	280	280	280	-
9 October	290	280	282	9 175
10 October	290	285	290	13 400
11 October	290	290	290	-

ANNEXURE 3 CONTINUED

Date	High <i>(cents per share)</i>	Low <i>(cents per share)</i>	Close <i>(cents per share)</i>	Volume <i>(shares)</i>
14 October	285	280	280	134 288
15 October	280	280	280	10 850
16 October	280	280	280	130
17 October	285	282	283	1 734 384
18 October	280	280	280	45 000
21 October	280	280	280	-
22 October	281	280	281	14 374
23 October	281	281	281	4 650
24 October	282	282	282	30 000
25 October	282	282	282	-
28 October	285	281	281	7 175
29 October	300	285	300	40 100
30 October	300	298	300	1 800
31 October	300	300	300	-
1 November	290	275	290	74 150
4 November	275	275	275	250
5 November	275	275	275	-
6 November	250	240	250	66 478
7 November	250	250	250	25 000
8 November	250	241	250	233 791
11 November	250	250	250	2 409
12 November	250	250	250	466
13 November	265	260	265	12 127
14 November	250	250	250	2 433
15 November	250	250	250	-
18 November	252	250	252	76 985
19 November	250	250	250	20
20 November	251	250	250	92 219
21 November	253	250	250	230 262
22 November	269	250	269	125 273
25 November	269	269	269	-
26 November	251	251	251	1 165
27 November	255	255	255	99 441
28 November	255	255	255	12 665
29 November	255	255	255	42 335
2 December	255	255	255	1 200
3 December	255	242	242	57 024
4 December	253	253	253	1 000
5 December	260	255	256	64 700
6 December	257	256	256	24 500



GOLD REEF

C A S I N O R E S O R T S

Gold Reef Casino Resorts Limited

(Incorporated in the Republic of South Africa)

(Registration number 1989/002108/06)

(“Gold Reef” or “the company”)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the ordinary shareholders of the company will be held at the company’s registered office, Gold Reef City, Gate 4, Northern Parkway, Ormonde 2157 at 10:00 on Wednesday, 8 January 2003 to consider and, if deemed fit, to pass, with or without modification, the following resolutions:

SPECIAL RESOLUTION NUMBER 1

“RESOLVED THAT, as authorised by the company’s articles of association, the company’s wholly owned subsidiary Aldiss Investments (Proprietary) Limited (“Aldiss”) acquires a maximum of 14 235 346 ordinary shares (equivalent to 8,00000 shares per 100 ordinary shares held) comprising 8% of the issued share capital of the company for a consideration of R3,00 per share pursuant to the *pro rata* offer and excess tender made on 20 March 2002 by Aldiss to acquire from shareholders excluding Casinos Austria International Holding GmbH (“CAI”) in respect of 35 600 000 shares issued in terms of the circular sent to shareholders on 13 September 2002, *pro rata* to their shareholdings.”

The approval of a 75% (seventy five percent) majority of the votes cast by shareholders present or represented by proxy at the general meeting is required for this resolution to become effective.

ORDINARY RESOLUTION NUMBER 1

“RESOLVED THAT, any member of the board of directors of the Company be and hereby is authorised to sign all such documents and do all such things as will be necessary for or incidental to special resolution number 1.”

Reasons for and the effect of special resolution number 1

The reason for special resolution number 1 is to approve the *pro rata* offer announced on 20 March 2002 by Gold Reef in terms of which Aldiss may acquire ordinary shares issued by Gold Reef. The 35 600 000 Gold Reef shares issued to CAI in terms of the CAI transaction, as set out in the circular to Gold Reef shareholders on 13 September 2002, will be excluded from the *pro rata* repurchase.

The effect of special resolution number 1 is that Aldiss will acquire, to the extent that the offer is accepted by shareholders, a maximum of 14 235 346 ordinary shares (equivalent to 8,00000 shares per 100 ordinary shares held), *pro rata* to the shareholders interest, comprising 8% of the issued share capital of Gold Reef, excluding the 35 600 000 shares issued to CAI in terms of the CAI transaction, for a consideration of R3,00 (three Rand) per share.

Voting and proxies

Each shareholder who is present in person or represented by proxy at the general meeting is entitled to one vote on a show of hands.

On a poll, each shareholder entitled to vote present in person or by proxy or represented in terms of section 188 of the Companies Act (No 61 of 1973), as amended, shall be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the company.

A shareholder entitled to attend and vote at the general meeting may appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder of the company.

For and on behalf of

GOLD REEF CASINO RESORTS LIMITED

Per: *JS Friedman* CA(SA)

Group Secretary

Johannesburg

17 December 2002



GOLD REEF

CASINO RESORTS

(Incorporated in the Republic of South Africa)
(Registration number 1989/002108/06)
("Gold Reef" or "the company")

FORM OF PROXY

For use at the general meeting of Gold Reef ordinary shareholders of the company to be held at the company's registered office, Gold Reef City, Gate 4, Northern Parkway, Ormonde 2157 at 10:00 on Wednesday, 8 January 2003.

Important note concerning this form of proxy:

This form of proxy is only for use by those shareholders of Gold Reef who *have not* yet dematerialised their shares in Gold Reef or *who have dematerialised their shares in Gold Reef and such dematerialised shares are recorded in the electronic sub-register of Gold Reef in the shareholder's own name.*

If either of the above situations is not applicable to you, you must not use this form. In such event, you must notify your duly appointed Central Securities Depository Participant ("CSDP") or broker, as the case may be, in the manner stipulated in the agreement governing your relationship with your CSDP or broker of your instructions as regards voting your shares at the general meeting.

I/We _____

(name/s in block letters)

of _____

being the holders of ordinary shares in the capital of the company do hereby appoint (see note):

1. _____ or failing him,
2. _____ or failing him,

3. the Chairperson of the general meeting,

as my/our proxy to act for me/us at the general meeting for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment thereof; and to abstain from voting for and/or against the resolutions in respect of the shares registered in my/our name in accordance with the following instructions:

	Number of shares		
	For	Against	Abstain
1. Special resolution number 1			
2. Ordinary resolution number 1			

Signed at _____ - _____ on _____ 2002/3

Signature _____

Assisted by (where applicable) _____

Each ordinary shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and vote in place of that ordinary shareholder at the meeting.

Notes

1. A shareholder entitled to attend and vote may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairperson of the general meeting". A proxy need not be a shareholder of the company. The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he deems fit in respect of all the shareholders' votes.
3. A vote given in terms of an instrument of proxy shall be valid in relation to the general meeting notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries not less than 48 hours before the commencement of the general meeting.
4. If a shareholder does not indicate on this form that his proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the general meeting be proposed, the proxy shall be entitled to vote as he thinks fit.
5. The Chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company or unless this requirement is waived by the Chairperson of the general meeting.
8. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the company.
9. Where there are joint holders of shares:
 - any one holder may sign the form of proxy;
 - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the company's register of shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
10. Forms of proxy should be lodged with or mailed to Computershare Investor Services Limited for attention P Buys:

Hand Deliveries:	Postal Address:
Ground Floor	PO Box 1053
70 Marshall Street	Johannesburg
Johannesburg	2000
2001	

so as to be received by not later than 10:00 on Monday, 6 January 2003.
11. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialled by the signatory(ies).



GOLD REEF

CASINO RESORTS

Gold Reef Casino Resorts Limited

(Incorporated in the Republic of South Africa)

(Registration number 1989/002108/06)

("Gold Reef" or "the company")

FORM OF SURRENDER, EXCESS TENDER AND ACCEPTANCE INCLUDING AN APPLICATION FOR EXCESS TENDER

For use by shareholders of Gold Reef who wish to accept the *pro rata* repurchase and for use by shareholders of Gold Reef who wish to tender further shares in excess of their entitlement in terms of the *pro rata* repurchase.

The definitions on page 2 of the circular to which this form of surrender, excess tender and acceptance is attached apply.

Important note concerning this form of surrender, excess tender and acceptance:

This form of surrender, excess tender and acceptance is only for use by those shareholders of Gold Reef who have not yet dematerialised their shares in Gold Reef or who have dematerialised their shares in Gold Reef and such dematerialised shares are recorded in the electronic sub-register of Gold Reef in the shareholders' own name.

If either of the above situations is not applicable to you, you must not use this form. In such event, you must notify your duly appointed Central Securities Depository Participant ("CSDP") or broker, as the case may be, in the manner stipulated in the agreement governing your relationship with your CSDP or broker of your instructions as regards voting your shares at the general meeting.

Important

- Parts A, B and C must be completed by shareholders of Gold Reef who wish to accept the *pro rata* repurchase in whole or in part and/or who wish to tender shares in terms of the excess tender. Details of the *pro rata* repurchase are contained in the circular to Gold Reef shareholders dated 17 December 2002, to which this form is attached.
- Please read the instructions overleaf. Non-compliance with the instructions may result in the rejection of this form and you may be deemed not to have accepted the *pro rata* repurchase or applied for the excess tender.
- If you are in any doubt as to how to complete this form, please consult your CSDP, broker, attorney, banker or other professional adviser immediately.
- Forms of acceptance and surrender will be rejected if they are not received by the transfer secretaries at the addresses below on or before 16:00 on Friday, 31 January 2003.
- A separate form of surrender, excess tender and acceptance is required for each shareholder.
- Depending on the method of payment detailed in Part B of this form of surrender, excess tender and acceptance, either cheques payable to shareholders pursuant to the *pro rata* repurchase will be mailed to shareholders concerned, at such shareholders risk, or the relevant amount will be electronically transferred into such shareholder's bank account reflected in Part B on or about Monday, 3 February 2003, provided that:
 - this form of surrender, excess tender and acceptance and the relevant document(s) of title have been timeously received by the transfer secretaries; and
 - the *pro rata* repurchase has been validly accepted.
- Depending on the method of payment detailed in Part B of this form of surrender, excess tender and acceptance, cheques payable to shareholders pursuant to any shares tendered by a shareholder in excess of the *pro rata*

repurchase by Gold Reef will, only if the excess tender or part thereof is accepted by Gold Reef, be mailed to the shareholder concerned at such shareholder's risk, or the relevant amount will be electronically transferred into such shareholders bank account reflected in Part B on or about Monday, 3 February 2003, provided that:

- this form of surrender, excess tender and acceptance and the relevant document(s) of title have been timeously received by the transfer secretaries; and
- any shares tendered in terms of the excess tender have been validly accepted by the directors.

Should no method of payment be detailed in this form of surrender, excess tender and acceptance, the shareholders involved will be paid by cheque as set out above.

Document(s) of title in respect of the excess tender not taken up by the directors will be returned, by registered mail, at the risk of the shareholder concerned, on or about Monday, 3 February 2003.

This form of surrender, excess tender and acceptance can be delivered to:

Computershare Investor Services Limited
11th Floor,
70 Marshall Street
Johannesburg 2001

This form of surrender, excess tender and acceptance can be mailed to:

Computershare Investor Services Limited
PO Box 7184
Johannesburg 2000

PART A - to be completed by all shareholders electing to accept the *pro rata* repurchase in whole or in part or who wish to tender shares in terms of the excess tender.

The *pro rata* repurchase

I/we, the undersigned, hereby irrevocably and unconditionally accept the *pro rata* repurchase, details of which are contained in the circular dated 17 December 2002 to which this form is attached, in respect of that number of my/our shares in Gold Reef as is indicated in Block C overleaf.

My/our signature(s) on this form of surrender, excess tender and acceptance constitutes my/our execution of an instrument of transfer of the shares held by me/us and for which the *pro rata* repurchase is accepted to Gold Reef and I/we hereby irrevocably nominate and constitute any director or duly authorised representative of Gold Reef or its subsidiary in my/our name, place and stead to sign all further document(s) necessary to give effect to the transfer of the undermentioned shares into the name of Gold Reef and/or any other wholly-owned subsidiary(ies) of Gold Reef.

Excess tenders

Shareholders may tender more shares for repurchase than the *pro rata* repurchase. Any shares tendered in excess of the *pro rata* repurchase will be allocated by the directors in their sole discretion on a basis equitable to shareholders *mutatis mutandis* on the same terms and conditions applicable to the *pro rata* repurchase but up to a maximum aggregate of 14 235 346 shares being acquired under the *pro rata* repurchase and excess tender.

I/We, the undersigned, hereby tender for repurchase by Gold Reef *mutatis mutandis* on the same terms and conditions applicable to the *pro rata* repurchase that number of my/our shares as stated in Block H which tender may be accepted in whole or in part.

My/our signature(s) on this form of surrender, excess tender and acceptance constitutes my/our execution of an instrument of transfer of the shares held by me/us and for which the excess tender is accepted to Gold Reef and I/we hereby irrevocably nominate and constitute any director or duly authorised representative of Gold Reef or its subsidiary in my/our name, place and stead to sign all further document(s) necessary to give effect to the transfer of the undermentioned shares into the name of Gold Reef and/or any other wholly-owned subsidiary(ies) of Gold Reef.

General

I/we hereby authorise and instruct you to forward the cheque in respect of the repurchase consideration due and owing my mail, at my/our risk, and the balance share certificate(s), (if any) of my/our shareholdings in Gold Reef to me/us by registered mail at my/our risk, to the address given below, and/or to deposit the repurchase consideration due and owing directly into my/our bank account, details of which are given below. Should no address be provided, the cheque(s) and/or balance share certificate(s) (if any) will be mailed to the address recorded in Gold Reef's register of shareholders at my/our risk.

I/we, being the registered holder(s) of the number of shares specified in Column B overleaf, which are free of encumbrance, hereby surrender and enclose the above mentioned share certificates and other documents of title.

Column A Certificate number(s)	Column B Number of shares represented by each certificate/share statement	Column C Number of shares I/we wish to sell in terms of the pro rata offer	Column D Number of shares I/we wish to tender in excess of my entitlement in terms of the pro rata offer	Column E Number of shares I/we do not wish to sell
	*	*	*	*
	*	*	*	*
	*	*	*	*
	*	*	*	*
	*	*	*	*
	Block F (aggregate of Column B - my/our aggregate holding of shares)	Block G (aggregate of Column C - cannot exceed 8% of the number of shares in Block F)	Block H (aggregate of Column D - the number in this Block H plus the number in Block G cannot exceed the number in Block F)	Block I (aggregate of Column E - must be greater than or equal to zero)

* Complete all of these boxes (insert NIL where applicable). Should you require more space, kindly complete a separate schedule and attach it hereto.

Signature of acceptor _____
 Assisted by me (if applicable) _____
 Place _____ Date _____ 2002/3

PART B

Depending on the choice of the shareholder either PART B (i) (cheque mailed) or PART B (ii) (electronic transfer) must be completed by all shareholders who return this form of surrender, excess tender and acceptance so as to clearly indicate the shareholder's preference regarding payment.

PART B (i) (cheque mailed)
Surname of individual or name of corporate body
Dr/Mr/Mrs/Ms/Miss/Other
First names in full if an individual
Postal address (PO Box address preferable)
Telephone number including area code

PART B (i) (bank deposit)
Surname of individual or name of corporate body
Dr/Mr/Mrs/Ms/Miss/Other
First names in full if an individual
Banking details
• Name of bank
• Name of branch
• Name in which account is held (personal accounts only, not third party accounts)
• Branch code
• Account number
• Type of account

PART C

To be completed by non-resident shareholders who are emigrants from the Republic of South Africa

The repurchase consideration comprises blocked Rand which may only be paid to an authorised dealer in foreign exchange in the RSA controlling non-resident shareholders' blocked assets. Such non-resident shareholder must give the following information:

Account Number _____

To be completed by all other non-resident shareholders

The repurchase consideration can be retained in a Rand account with an authorised dealer in the RSA and/or invested in the RSA and/or may be remitted to the non-resident concerned. It will be incumbent upon the non-resident shareholder to give the following information:

Account Number _____

Instructions

- No receipt will be issued for this form of surrender, excess tender and acceptance or the document(s) of title lodged with it. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping with the document(s) of title lodged.
- A minor must be assisted by his/her parent(s) or guardian(s), unless the relevant document(s) establishing his/her legal capacity are produced or have been registered with the transfer secretaries.
- When shares are jointly held, this form of surrender, excess tender and acceptance must be signed by all joint holders.
- If this form of surrender, excess tender and acceptance is submitted under a power of attorney, such power of attorney must be produced unless it has already been registered with the transfer secretaries or the documents have been lodged with a JSE stockbroker and this form bears the stamp of that stockbroker.
- If the pro rata repurchase is accepted by a recognised nominee company on behalf of its principal(s), a form of surrender, excess tender and acceptance may be completed in aggregate or in respect of each principal Gold Reef member on whose behalf the offer is accepted.
- If any document(s) of title have been lost or destroyed and the holder produces evidence to this effect to the satisfaction of Gold Reef, then Gold Reef may dispense with the surrender of such document(s) of title against provision of an indemnity which is acceptable to Gold Reef. Only indemnity forms obtained from the transfer secretaries and which are available on request will be regarded as suitable.
- The pro rata repurchase is subject to the fulfilment of the conditions precedent set out in the circular of which this form of surrender, excess tender and acceptance forms part.
- The acceptance in whole or in part of the excess tender is in the sole and absolute discretion of the directors, which shall exercise such discretion on a fair and equitable basis.