

IN THE HEARING BEFORE THE EXECUTIVE DIRECTOR OF THE SECURITIES  
REGULATION PANEL ON MONDAY 15 AUGUST 2005

In the matter between:

**HOSKEN CONSOLIDATED INVESTMENTS LIMITED (“HCI”)**

**and**

**FABULOUS GAMING AND LEISURE DIVERSIFIED INVESTMENTS LIMITED  
 (“FABGAMING”):**

**and**

**THE FABCOS TRUST (“FABCOS TRUST”)**

**and**

**FABVEST INVESTMENT HOLDINGS LIMITED (“FABVEST”)**

**and**

**JOHNNIC HOLDINGS LIMITED (“JOHNNIC”)**

**and**

**MABOGOANE FAMILY TRUST (“THE MABOGOANE TRUST”)**

**and**

**OTHERS**

---

**PROVISIONAL RULING**

---

Having heard counsel for the parties, the following Ruling is made:

1. The terms defined in the application by HCI and FabGaming dated 31 May 2005 (as amended) (the “**Revised Application**”) shall have the same meaning when used in this Ruling.

2. Rule 2.3 and Other Timing Issues

- 2.1 In terms of the agreement entered into by Fabvest, FabGaming, HCI and Fabcos Trust dated 16 May 2005 as amended by a further agreement between the parties, to which HCI Treasury (Proprietary) Limited became a party, dated 27 June 2005, it is clear that there is a firm intention to make an offer.
- 2.2 Fabvest is required to publish an announcement in terms of Rule 2.3 of the The Securities Regulation Code and Rules of the Securities Regulation Panel (“the Rules”) forthwith.
- 2.3 The contention by Johnnic and the Mabogoane Trust and others that HCI should be prohibited from the making of an offer for a 12 month period in terms of Rule 32.1 of the Rules is dismissed.
3. For purposes of giving effect to and implementing the Transactions, Fabvest, HCI and FabGaming are granted consent to deal with the Transaction in:
- 3.1 a single firm intention announcement; and
- 3.2 a single offer circular
4. The application by HCI for approval of the Proposed Timetable as set out in the Revised Application is dismissed.

5. Any further application/s if any, relating to, inter alia, Rules 27.1, 28.1, 28.2, 28.6 and 28.7 of the Rules should be made at times close to such events coming into issue, if at all.
6. The contention by Johnnic and the Mabogoane Trust and others that the entering into and the implementation of the Loan Agreement by Fabvest contravenes Rule 19 of the rules read with General Principle 7 is dismissed.
7. The contention by Johnnic and the Mabogoane Trust and others that the acceptance of the Nedbank Offer by Fabvest and its implementation in terms of which Fabvest will subscribe for the Deferred Shares in EI (as defined in the Nedbank Offer) contravenes Rule 19 of the Rules read in conjunction with General Principle 7 is dismissed.
8. To the extent that the Securities Regulation Panel may have jurisdiction, the contention by Johnnic and Mabogoane Trust that HCI and the Fabcos Trust are concert parties in relation to the Fabvest Offer and as such the Fabcos Trust shares cannot be counted towards the determination of a 90% acceptance for purposes of Section 440K of the Companies Act is dismissed.
9. Johnnic, the Mabogoane Trust and the other objecting Fabvest shareholders are ordered to pay 2/3 and HCI, FabGaming, Fabcos Trust and Fabvest 1/3 of the fees of the Securities Regulation Panel pertaining to the preparation for and hearing of this matter on a joint and several basis.

10. Within three days of the date of this provisional ruling, Fabvest shall notify all shareholders of Fabvest who did not participate in the hearing before the Securities Regulation Panel on 15 August 2005 (“the minority shareholders”), about this provisional ruling in the Business Day Newspaper and in the Business Report of the Cape Times and The Star.
11. Should any of the minority shareholders wish to make submission to the Securities Regulation Panel regarding the provisions of this provisional ruling, they shall do so in writing within five days after publication of this provisional ruling.
12. To the extent that no written submissions are made by any of the minority shareholders within the time period stipulated in paragraph 11 of this provisional ruling, this provisional ruling will become final.
13. In the event that written submissions are made within the period contemplated in paragraph 11 above, the matter shall be dealt with as directed by the Executive Director.

**EXECUTIVE DIRECTOR**

**R J CONNELLAN**

**25 AUGUST 2005**