

TO ALL AFFECTED PERSONS

Dear Sir / Madam

NOTICE OF MEETING TO CONSIDER THE BUSINESS RESCUE PLAN OF ABELA PROPERTY INVESTMENTS PROPRIETARY LIMITED (IN BUSINESS RESCUE) ("the company") IN TERMS OF SECTION 151(1) and 151(2) OF THE COMPANIES ACT 71 OF 2008 ("the Act")

The date, time and place of the meeting:

1. Trevor Philip Glaum, in his capacity as business rescue practitioner of the company ("the practitioner"), hereby notifies all affected persons that a meeting has been convened, as required in terms of section 151(1) of the Act, at **10am on Friday, 6 September 2013, to take place in the Auditorium at ENS House, 1 North Wharf Square, Loop Street, Foreshore, Cape Town** ("the meeting").

The purpose of the meeting:

2. The meeting is called for the purpose of considering the proposed business rescue plan in respect of the company ("the plan").

The agenda of the meeting:

3. The agenda of the meeting is as follows:
 - The practitioner will introduce the plan for consideration by the creditors of the company;
 - The practitioner will inform the meeting whether he continues to believe that there is a reasonable prospect of the company being rescued;

- The practitioner will invite discussion, and entertain and conduct a vote, on any motions to –
 - (i) amend the plan, in any manner moved and seconded by holders of creditors' voting interests (to the satisfaction of the practitioner); or
 - (ii) adjourn the meeting in order to revise the plan for further consideration;
- The practitioner will call for a vote for the approval of the proposed plan, as amended if applicable, unless the meeting has first been adjourned as aforesaid.

A summary of the rights of affected persons to participate and vote at the meeting:

A. Rights of employees

4. In terms of section 144 of the Act, during a company's business rescue proceedings, every registered trade union representing any employees of the company, and any employee who is not so represented, is entitled to, *inter alia*:
 - 4.1. be consulted by the practitioner during the development of the business rescue plan, and afforded sufficient opportunity to review any such plan and prepare a submission contemplated in section 152(1)(c) of the Act;
 - 4.2. be present and make a submission to the meeting of the holders of voting interests before a vote is taken on any proposed business rescue plan, as contemplated in section 152(1)(c) of the Act;
 - 4.3. vote with creditors on a motion to approve a proposed business rescue plan, to the extent that the employee is a creditor.

5. The company has no employees and therefore the above rights will not be exercised by any person.

B. Rights of creditors

6. In terms of section 145 of the Act, each creditor has the right to vote to amend, approve or reject a proposed business rescue plan, in the manner contemplated in section 152 of the Act. In this regard, the following is reflected in section 145(4) of the Act:

- 6.1. a secured or unsecured creditor has a voting interest equal to the value of the amount owed to that creditor by the company; and

- 6.2. a concurrent creditor who would be subordinated in a liquidation has a voting interest, as independently and expertly appraised and valued at the request of the practitioner, equal to the amount, if any, that the creditor could reasonably expect to receive in such a liquidation of the company.

7. To the practitioner's knowledge, no concurrent creditors of the company would be subordinated in a liquidation and therefore he is not required to:

- 7.1. request a suitably qualified person to independently and expertly appraise and value an interest as contemplated in paragraph 6.2 above; and

- 7.2. give a written notice of the determination, or appraisal and valuation, to the person concerned (i.e. a concurrent creditor who would be subordinated in a liquidation) at least 15 business days before the date of the meeting,

as required by section 145(5)(b) and (c) of the Act.

8. In terms of section 152(2) of the Act, the plan will be approved on a preliminary basis if –
 - 8.1. it was supported by the holders of more than 75% of the creditors' voting interests that were voted; and
 - 8.2. the votes in support of the plan included at least 50% of the independent creditors' voting interests, if any, that were voted.
9. The practitioner refers to section 152(3) of the Act and advises that, as the plan does not alter the rights of the holders of any class of the company's securities (please see below), approval of the plan on a preliminary basis in terms of section 152(2) of the Act constitutes also the final adoption of that plan, subject to satisfaction of any conditions on which that plan is contingent.

C. Rights of shareholders

10. In terms of section 146 of the Act, each holder of any issued security of the company is entitled to, *inter alia*, vote to approve or reject a proposed plan in the manner contemplated in section 152, if the plan would alter the rights associated with the class of securities held by that person.
11. The practitioner advises that the plan will not alter the rights of any issued security held by any person. It follows, therefore, that no person will be exercising the above right.

General

12. Please be advised that this notice is not meant to be used in substitution of the Act.

13. Creditors are entitled to obtain independent legal advice in respect of their claims against the company and their rights in respect of the business rescue process.

SIGNED AT

Cape Town

ON

27th August 2013.

Yours faithfully



TREVOR PHILIP GLAUM

BUSINESS RESCUE PRACTITIONER