

# Shareholders' Information



	Number of shareholders	Number of shares owned	% of total shares issued
<b>Size of shareholding</b>			
1 - 1 000	119	78 022	0,03
1 001 - 10 000	4 167	21 498 287	4,78
10 001 - 100 000	1 871	52 437 331	11,66
100 001 - 1 000 000	154	39 268 007	8,73
More than 1 000 000	48	336 299 672	74,80
	6 359	449 581 319	100,00
<b>Shareholder spread</b>			
		Number of shareholders	% number of shareholders
Public		6 352	92,07
Non-public			
– Directors of company and its associates		7	7,93
		6 359	100
<b>Distribution of shareholders</b>			
		Number of shares owned	% of total shares issued
BEE empowerment		296 474 130	65,94
Banks		2 160 000	0,48
Brokers		22 582 584	5,02
Close corporations		891 732	0,20
Endowment funds		1 078 000	0,24
Individuals		37 544 823	8,35
Insurance companies		99 499	0,02
Investment companies		15 673 372	3,49
Medical aid schemes		21 656	0,01
Mutual funds		20 394 711	4,54
Nominees and trusts		22 230 786	4,94
Pension funds		6 247 641	1,39
Private companies		23 985 535	5,34
Public companies		196 850	0,04
		449 581 319	100,00
<b>Beneficial shareholders holding 3% or more</b>			
The GPI SPV Trust		38 728 436	8,61
Quintessance Opportunities Limited		27 186 788	6,05
Sancino Projects Limited		25 943 236	5,77
Trilinear Empowerment Trust		19 387 860	4,31
Midnight Storm Investment 387 (Pty) Limited		19 195 402	4,27
Rowmoor Investments 769 (Pty) Limited		18 000 000	4,00
Chandos Trust		17 886 842	3,98
Sanlam		13 717 937	3,05
		180 046 501	40,04

Note 1: The above analysis is based on a report compiled by an independent contractor and by using judgement reclassified for the BEE empowerment category.

Note 2: The above information is based on the shareholder register dated 26 June 2009 and does not reflect the GPSIT transaction. The 5,8 million balance of the shares at year-end are disclosed as treasury shares.

# Notice of Annual General Meeting I for the year ended 30 June 2009

Notice is hereby given that the annual general meeting of shareholders of the company will be held at Market Hall, GrandWest Casino, Goodwood on Wednesday, 9 December 2009 at 18h00 to consider, propose and/or conduct the following business (registration closes 15 minutes before the meeting commences):

1. **To transact such other business as may be transacted at an annual general meeting.**

2. **Ordinary Resolution Number One**

To re-elect Hassen Adams as director of the company.

"RESOLVED THAT Hassen Adams who retires by rotation in terms of the articles of association of the company and being eligible for re-election, be and is hereby reappointed as director of the company." A summary of the curriculum vitae of Hassen Adams is provided on page 12.

3. **Ordinary Resolution Number Two**

To re-elect Anthony Bedford as director of the company.

"RESOLVED THAT Anthony Bedford who retires by rotation in terms of the articles of association of the company and being eligible for re-election, be and is hereby reappointed as director of the company." A summary of the curriculum vitae of Anthony Bedford is provided on page 13.

4. **Ordinary Resolution Number Three**

To re-elect Nombeko Mlambo as director of the company.

"RESOLVED THAT Nombeko Mlambo who retires by rotation in terms of the articles of association of the company and being eligible for re-election, be and is hereby reappointed as director of the company." A summary of the curriculum vitae of Nombeko Mlambo is provided on page 13.

5. **Ordinary Resolution Number Four**

To receive, consider and adopt the annual financial statements of the company and the group for the year ended 30 June 2009.

"RESOLVED THAT the audited financial statements in respect of the company and the group for the financial year ended 30 June 2009 be and are hereby confirmed and approved."

6. **Ordinary Resolution Number Five**

To approve the directors' fees as disclosed in the annual financial statements of the company and the group for the year ended 30 June 2009.

"RESOLVED THAT the directors' fees for the year ended 30 June 2009 be and are hereby approved."

7. **Ordinary Resolution Number Six**

To reappoint Ernst & Young Inc. as auditors for the ensuing financial year.

"RESOLVED THAT Ernst & Young Inc. be reappointed as the auditors of the company and the group until the company's next annual general meeting."

8. **Ordinary Resolution Number Seven**

To authorise the directors to determine and pay the auditors' remuneration for the past audit.

"RESOLVED THAT the directors of the company be and are hereby authorised to determine and pay the remuneration of the company's and the group's auditors for the services provided during the financial year ended 30 June 2009."

9. **Ordinary Resolution Number Eight**

To consider and if deemed fit, to pass the following ordinary resolution with or without modification:

To place the unissued shares of the company under the directors' control.

"RESOLVED THAT the unissued share capital of the company from time to time be and is hereby placed under the control of the directors of the company until the next annual general meeting of the company, with the authority to allot and issue all or part thereof in their discretion, subject to sections 221 and 222 of the Companies Act, 1973 (No. 61 of 1973), as amended, the articles of association of the company and the provisions of the Listings Requirements of the JSE Limited."

10. **Ordinary Resolution Number Nine**

To consider and if deemed fit, to pass the following ordinary resolution with or without modification:

To issue shares for cash as contemplated in terms of the Listings Requirements of the JSE.

"RESOLVED THAT the directors of the company be and are hereby authorised by way of a general authority, to allot and issue for cash any of its unissued shares placed under their control as they in their discretion may deem fit, without restriction, subject to the provisions of the Listings Requirements of the JSE Limited, the Companies Act, 1973 (No. 61 of 1973), as amended, and the articles of association of the company, and subject to the proviso that the aggregate number of ordinary shares able to be allotted and issued in terms of this resolution, shall be limited to 15% of the issued share capital at 30 June 2009, provided further that:

- the approval shall be valid until the date of the next annual general meeting of the company, provided it shall not extend beyond fifteen months from the date of this resolution;
- a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published after any issue representing, on a cumulative basis within any one financial year, 5% or more of the number of shares in issue prior to such issue;
- the general issues of shares for cash in the aggregate in any one financial year may not exceed 15% of the applicant's issued share capital (number of securities) of that class. The securities of a particular class will be aggregated with the securities that are compulsorily convertible into securities of that class; and, in the case of the issue of compulsorily



convertible securities, aggregated with the securities of that class into which they are compulsorily convertible. The number of securities of a class which may be issued shall be based on the number of securities of that class in issue at the date of such application less any securities of the class issued during the current financial year, provided that any securities of that class to be issued pursuant to a rights issue (announced and irrevocable and underwritten) or acquisition (concluded up to the date of application) may be included as though they were securities in issue at the date of application;

- in determining the price at which an issue of shares will be made in terms of this authority the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 trading days prior to the date that the price of the issue is agreed between the directors and the subscriber (the committee of the JSE should be consulted for a ruling if the applicant's securities have not traded in such 30-business day period);
- any such issue will only be made to public shareholders as defined in paragraph 4.22 of the Listings Requirements of the JSE and not to related parties; and
- any such issue will only be securities of a class already in issue."

At least 75% of the shareholders present in person or by proxy and entitled to vote at the annual general meeting must cast their vote in favour of this resolution.

#### 11. Special Resolution Number One

To consider and if deemed fit, to pass the following special resolution with or without modification.

To authorise the company to purchase its own shares and/or shares in any of its subsidiaries in accordance with the provisions of sections 85 to 88 of the Companies Act, as amended.

"RESOLVED THAT as a special resolution the company be and is hereby authorised, as a general approval, to repurchase any of the shares issued by the company and/or any of its subsidiaries, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 85 to 88 of the Companies Act, 1973 (No. 61 of 1973), as amended, the articles of association of the company and the Listings Requirements of the JSE provided that:

- the general authority shall be valid until the next annual general meeting of the company or for 15 months from the passing of this resolution (whichever period is shorter);
- the general authority be limited to a maximum of 20% of the issued share capital of that class in one financial year;
- repurchases shall not be made at a price more than 10% above the weighted average of the market value of the securities traded for the five business days immediately preceding the

date on which the transaction was effected. The JSE should be consulted for a ruling if the securities have not traded in such five-business day period;

- the general repurchase of securities being implemented through the order book operated by the JSE's trading system (open market) and without any prior understanding or arrangement with any counterparty (reported trades prohibited);
- the company will, at any point in time, appoint only one agent to effect the repurchase(s) on the company's behalf;
- after such repurchase(s), at least 300 public shareholders, as defined in the Listings Requirements of the JSE, continue to hold at least 20% of the company's issued shares;
- the company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase plan in place as contemplated in terms of paragraph 5.72(g) of the Listings Requirements of the JSE;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue at the time that the general authority is granted, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter; and
- a certificate by the company's sponsor in terms of paragraph 2.12 of the Listings Requirements confirming the statement by the directors regarding working capital referred to hereunder in this notice convening the meeting, be issued before commencement of any repurchase."

#### 12. Special Resolution Number Two

To consider and if deemed fit, to pass the following special resolution with or without modification.

To authorise the company's subsidiaries to purchase shares in the company and/or their own shares in accordance with the provisions of sections 85 to 89 of the Companies Act, as amended.

"RESOLVED THAT as a special resolution the company, in so far as it may be necessary to do so, hereby approves, as a general approval, and authorises the acquisition by any subsidiary of the company of shares issued by such subsidiary and/or by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 85 to 89 of the Companies Act, 1973 (No. 61 of 1973), as amended, the articles of association of the company and the Listings Requirements of the JSE, provided that:

# Notice of Annual General Meeting I for the year ended 30 June 2009

- the general authority shall be valid until the next annual general meeting of the company or for 15 months from the passing of this resolution (whichever period is shorter);
- the general authority be limited to a maximum of 20% of the issued share capital of that class in one financial year of the acquiree company's issued share capital at the time the authority is granted, subject to a maximum of 10% in aggregate in the event that it is the company's share capital that is repurchased by a subsidiary;
- repurchases shall not be made at a price more than 10% above the weighted average of the market value of the securities traded for the five business days immediately preceding the date on which the transaction was effected. The JSE should be consulted for a ruling if the securities have not traded in such five-business day period;
- the general repurchase of securities being implemented through the order book operated by the JSE's trading system (open market) and without any prior understanding or arrangement with any counterparty (reported trades prohibited);
- the company will, at any point in time, appoint only one agent to effect the repurchase(s) on the company's behalf;
- after such repurchase(s), at least 300 public shareholders, as defined in the Listings Requirements of the JSE, continue to hold at least 20% of the company's issued shares;
- the company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase plan in place as contemplated in terms of paragraph 5.72(g) of the Listings Requirements of the JSE;
- an announcement must be published as soon as any subsidiary has acquired shares constituting, on a cumulative basis, 3% of the number of shares of the acquiree company in issue at the time that the general authority is granted, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter; and
- a certificate by the company's sponsor in terms of paragraph 2.12 of the Listings Requirements confirming the statement by the directors regarding working capital referred to hereunder in this notice convening the meeting, be issued before commencement of repurchase."

## 13. Ordinary Resolution Number Ten

To consider and if deemed fit, to pass the following ordinary resolution with or without modification:

Granting the directors of the company and the Company Secretary general authority to implement all of the aforesaid resolutions.

"RESOLVED THAT the directors of the company and the Company Secretary be and are hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to give effect to and implement the resolutions set out in the notice convening the annual general meeting at which this Ordinary Resolution Number Ten will be considered."

## EXPLANATORY NOTES

### Reason for and effect of the special resolutions

The reasons for and effects of Special Resolutions Numbers 1 and 2 are:

To grant the directors a general authority in terms of the Companies Act, 1973 (No. 61 of 1973), as amended, ("the Act") for the acquisition by the company/subsidiary of shares issued by it on the basis reflected in such special resolutions.

The board does not intend to use such power unless prevailing circumstances (including the relevant tax dispensations and market conditions) warrant such a step. All required certificates and relevant statements shall be issued. The effect thereof will be that the directors will have the authority to implement a general repurchase of shares in accordance with the provisions of the Act, the articles of association of the company and the Listings Requirements of the JSE.

The directors are of the opinion, after considering the effect of a maximum repurchase of shares, that:

- the company and the group will be able, in the ordinary course of business, to pay its debts for a period of twelve months from the date of the notice of this annual general meeting;
- the assets of the company and the group fairly valued in accordance with IFRS, will be in excess of the liabilities of the company for a period of twelve months from the date of the notice of this annual general meeting;
- the company and the group will have adequate capital for a period of 12 (twelve) months after the date of this notice of the annual general meeting; and
- the working capital of the company and the group will be adequate for a period of 12 (twelve) months after the date of this notice of the annual general meeting.

The special resolutions are a renewal of the resolution approved at the previous annual general meeting held on 9 December 2008.

### Information relating to the special resolutions

The following general information is reflected in the annual report:

- directors and management of the company and its subsidiaries (refer to page 12)
- major shareholders of the company (refer to page 55)
- director's interests in the company's securities (refer to pages 55 and 31)
- share capital of the company (refer to page 46)



The directors, whose names are given on page 60 of this annual report, collectively and individually accept full responsibility for the information given in this notice and certify that to the best of their knowledge and belief there are no facts that have been omitted, which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made.

There have been no material changes in the financial trading position of the group since the publication of the financial results for the period ended 30 June 2009.

The directors are not aware of any information on any legal or arbitration proceedings, including any proceedings that are pending or threatened, that may have had, in the previous 12 months, a material effect on the company's or the group's financial position.

#### **Voting and proxies**

Shareholders entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

A form of proxy, in which is set out the relevant instructions for its completion, is enclosed for use by a certificated or dematerialised shareholder with own name registration who wishes to be represented at the general meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the annual general meeting.

A form of proxy is attached for the convenience for all of those shareholders who wish to be so represented. Duly completed forms of proxy together with the documents conferring the authority to the signatory and under which it is signed (if any) must be forwarded to the transfer secretaries by not later than 18h00 on Tuesday, 8 December 2009, in accordance with the instructions therein.

Any shareholder who has dematerialised his/her shares (other than those with "own name registration"), who wishes to attend the annual general meeting must instruct his/her Central Securities Depository Participant ("CSDP") or broker to issue them with the necessary written authority in terms of the custody agreement entered into between the shareholder and his/her CSDP or broker, in order to attend the annual general meeting, or if such shareholder wishes to vote by way of proxy they should provide the CSDP or broker with their voting instruction.

By order of the board

**Grand Parade Investments Limited**

# Company Information

## **Directors (at date of Directors' Report)**

A Abercrombie  
H Adams (Chairman)  
A W Bedford  
R G Freese  
N Mlambo  
R Hoption (Financial Director)  
N V Maharaj  
C W Williams  
A Funkey (Chief Executive)

## **Nature of business**

Investment holding company

## **Company secretary**

R Hoption

## **Public officer**

S Petersen

## **Transfer secretaries**

Computershare Investor Services (Pty) Limited  
PO Box 61051  
Marshalltown, 2107

## **Auditors**

Ernst & Young Inc.

## **Attorneys**

Bernadt Vukic Potash & Getz

## **Bankers**

The Standard Bank of South Africa Limited

## **Corporate advisers**

Leaf Capital (Pty) Limited  
PO Box 3377  
Cape Town, 8000

## **Sponsors**

PSG Capital (Pty) Limited  
PO Box 7403  
Stellenbosch, 7599

## **Registered office**

15th Floor, Triangle House  
22 Riebeeck Street  
Cape Town, 8001

## **Registration number**

1997/003548/06

## **Share code**

GPL

## **ISIN**

ZAE00119814

## **Domicile and country of incorporation**

South Africa

# Shareholders' Diary

## Annual general meeting

Wednesday, 9 December 2009 at 18h00

Market Hall, GrandWest Casino, Goodwood

## Reports/activity

Announcement of interim results for the half-year ended 31 December 2008	March 2009
Announcement of annual results and declaration of final dividend for the year ended 30 June 2009	September 2009
2009 annual report published	September 2009
Annual general meeting	December 2009
Final dividends – payable on or about	December 2009
Announcement of interim results for the half-year ended 31 December 2009	March 2010
Announcement of annual results for the year ended 30 June 2009	September 2010
Annual general meeting	December 2010

# Glossary of Terms

Afrisun KZN Manco	Afrisun KwaZulu-Natal Manco (Proprietary) Limited
Akhona GPI	Akhona Gaming Portfolio Investments Holdings (Proprietary) Limited
Boardwalk Casino	Boardwalk Casino and Entertainment World
BVI	Business Venture Investments No. 575 (Proprietary) Limited
BBBEE	Broad-based Black Economic Empowerment
Carnival City	Afrisun Gauteng (Proprietary) Limited
CSDP	Central Securities Depository Participant
CSI	Corporate Social Investment
CTICC	Cape Town International Convention Centre (Proprietary) Limited
Depfin	Depfin Investments (Proprietary) Limited
Dolcoast	Dolcoast Investments Limited
Emfuleni Manco	Emfuleni Manco (Proprietary) Limited
Golden Valley or Worcester Casino	Golden Valley Casino (Proprietary) Limited
Gauteng Manco	Gauteng Manco (Proprietary) Limited
GDP	Gross Domestic Product
GPI Slots	GPI Slots (Proprietary) Limited
GPSIT	Grand Parade Share Incentive Trust
GPI	Grand Parade Investments Limited
GGP	Gross Geographic Product
GPI Management Services	GPI Management Services (Proprietary) Limited
GrandWest	GrandWest Casino and Entertainment World
IFRIC	International Financial Reporting Interpretations Committee
IFRS	International Financial Reporting Standards
JSE	Johannesburg Stock Exchange / JSE Limited
King II	King Report on Corporate Governance
LPM	Limited Pay-out Machines
National Manco	National Casino Resort Management Company (Proprietary) Limited
NRGP	National Responsible Gambling Programme
RAH	Real Africa Holdings Limited
Sanlam	Sanlam Capital Markets Limited
Sibaya Casino	Sibaya Casino and Entertainment Kingdom
Standard Bank	Standard Bank of South Africa Limited
STC	Secondary Tax on Companies
SunWest	SunWest International (Proprietary) Limited
SISA	Sun International (South Africa) Limited
Thuo Gaming WC	Thuo Gaming Western Cape (Proprietary) Limited
Thuo Gaming KZN	Thuo Gaming KwaZulu-Natal (Proprietary) Limited
Utish	Utish Investments (Proprietary) Limited
Western Cape Manco	Western Cape Casino Resort Manco (Proprietary) Limited
Wild Rush	Wild Rush Trading 97 (Proprietary) Limited