

COURT CLASSIQUE SUITE HOTELS (PTY) LIMITED
(IN VOLUNTARY LIQUIDATION)
("the Company")

REGISTRATION NUMBER : 1998/020353/07

MASTER'S REFERENCE NUMBER : G229/2006

REPORT OF THE JOINT LIQUIDATORS, LIEBENBERG DAWID RYK VAN DER MERWE and KAREN KEEVY, IN TERMS OF SECTION 402 OF THE COMPANIES ACT, ACT NO. 61 OF 1973, AS AMENDED, ("THE ACT"), TO BE SUBMITTED TO CREDITORS AND CONTRIBUTORIES AT A SECOND MEETING OF CREDITORS TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, JOHANNESBURG, ON FRIDAY, 24 NOVEMBER 2006 AT 10H00

ORDER OF THE COURT AND MEETINGS

- 1 The company was placed under creditors' voluntary liquidation in terms of Section 349 and 351 of the Companies Act, Act No. 61 of 1973, as amended.

The Resolution was duly registered by the Registrar of Companies and Close Corporations on **19 November 2004** which date is therefore the date of liquidation as is provided for in Section 352 of the Companies Act, No. 61 of 1973.

The Master of the High Court, Johannesburg, appointed Liebenberg Dawid Ryk van der Merwe and Karen Keevy as Provisional Joint Liquidators as per Certificate of Appointment Number G229/2006 dated 10 April 2006.

- 2 The first meeting of creditors was held before the Master of the High Court, Johannesburg, on 19 May 2006. No claims were submitted and proved at this meeting.
- 3 No voting took place at the first meeting of creditors and the afore-mentioned Provisional Joint Liquidators were appointed as Final Joint Liquidators by the Master of the High Court, Johannesburg, as per Certificate of Appointment Number G229/2006 dated 28 September 2006.

HISTORY AND INFORMATION OF THE COMPANY

- 4 According to the records obtained from the Registrar of Companies, the company was incorporated under Registration Number 1998/020353/07 with its principle place of business situated on the 1st Floor, Old College Building, 35 Church Street, Stellenbosch, Western Cape.

REGISTERED ADDRESS

- 5 The registered address of the company is reflected as being 3rd Floor, 160 Jan Smuts Avenue, Rosebank, Gauteng.

DIRECTORS AND SHAREHOLDERS

- 6 It appears from our investigations that the following person served as the sole director of the company:

6.1 Benjamin van der Westhuizen.

BUSINESS OF THE COMPANY

- 7 The company did not trade and was a shell company within the Business Bank Group in respect of which all the shares have been taken over by Axiam Holdings Limited.

AUDITORS

- 8 The former auditor of the company is reflected as being Pricewaterhouse Coopers.

STATEMENT OF AFFAIRS

- 9 We have been placed in possession of a Statement of Affairs by the director as required in terms of Section 363 of the Companies Act, No. 61 of 1973, as amended.

SECTION 402(a) : FINANCIAL STATEMENT OF ASSETS AND LIABILITIES

- 10 The following represents estimates of the assets and liabilities of the company at date of voluntary liquidation and are subject to verification and adjustment.

ASSETS	AMOUNT {R}	AMOUNT{R}
<u>Movable and immovable Assets</u>		
The company is not possessed of assets		R NIL
<i>SUB-TOTAL</i>		<i>RNIL</i>
LIABILITIES	AMOUNT {R}	AMOUNT {R}
Secured Creditors : none	R NIL	

Preferent Creditors : unknown at this stage	Unknown	
Concurrent Creditors : estimated at	R2 114,13	
SHORTFALL		R2 114,13
TOTAL	R2 114,13	R2 114,13

SECTION 402(b) : CAUSES OF THE COMPANY'S FAILURE

- 11 According to investigations conducted, the following appears to be the main reason for the liquidation of the company:

As stated above the company was a shell company and a subsidiary of Axiam Holdings Limited.

A creditors' voluntary liquidation resolution was consequently adopted and registered by the Registrar of Companies and Close Corporations on 19 November 2005.

SECTION 402(c) : REPORT TO THE MASTER IN TERMS OF SECTION 400 (2) OF THE COMPANIES ACT

- 12 Based upon the information available to us at this stage, it is not our intention to submit a report to the Master of the High Court. A report will be submitted should it become necessary.

SECTION 402(d) : PERSONAL LIABILITIES OF DIRECTORS OR OFFICERS

- 13 At this stage it is not clear whether the former director of the company can be held personally liable for the debts of the company. A report will be submitted should it become necessary.

SECTION 402(e) : LEGAL PROCEEDINGS

- 14 We have no knowledge of any legal proceedings pending or threatened by or against the company as at date of liquidation other than actions relating to the recovery of debt.

SECTION 402(f) : ENQUIRY

- 15 Based upon the information available to us at this stage, we do not intend to convene an enquiry into the affairs of the company in terms of the provisions of the Act.

SECTION 402(g) : BOOKS AND RECORDS

- 16 We have not received any books and records relating to the company's financial affairs, but reiterate that the company was a shell company and conducted no business.

SECTION 402(h) : ESTIMATED DIVIDEND

- 17 There is, based on the present financial position, no prospect of a dividend accruing to creditors in this estate.

SECTION 402(i) : MATTERS REQUIRING THE FURTHER DIRECTIONS OF CREDITORS

- 18 Such directions as are required of creditors are contained in the draft resolutions numbers 1 – 13 which are submitted for consideration and adoption by the creditors at the second meeting of creditors in conjunction with this report. Creditors are requested to adopt these resolutions to enable the administration of the company in liquidation to be continued with and finalised.

**LIEBENBERG DAWID RYK VAN DER MERWE
JOINT LIQUIDATOR**

and

**KAREN KEEVY
JOINT LIQUIDATOR**

**C/O INDEPENDENT TRUSTEES (PTY) LIMITED
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RANDBURG
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RESOLUTIONS

RESOLUTIONS TO BE SUBMITTED AT THE SECOND MEETING OF CREDITORS TO BE HELD BEFORE THE MASTER OF THE HIGH COURT, JOHANNESBURG, ON FRIDAY, 24 NOVEMBER 2006 AT 10H00

RESOLVED THAT:

1. The report of the Provisional Joint Liquidators or Joint Liquidators, as the case may be, hereinafter referred to as "the Joint Liquidators", as submitted be received and adopted and all their actions referred to therein be and are hereby confirmed, ratified and approved.
2. All actions of whatsoever nature hereto before taken by the Joint Liquidators be and are hereby confirmed, ratified and approved.
3. The Joint Liquidators be granted the authority and is vested with all the powers mentioned in Section 386(4) (a) – (i) of the Companies Act No 61 of 1973, as amended, ("The Act") such powers to be exercised at their sole and absolute discretion.
4. The Joint Liquidators be and are hereby authorised in their sole and absolute discretion to:
 - 4.1. Take legal advice on any question of law affecting the administration and distribution of the company;
 - 4.2. Institute or defend on behalf of the company any action or other legal proceedings of a civil nature for the recovery of monies due to the company or otherwise and subject to the provisions of any law relating to criminal procedure, institute any criminal proceedings;

- 4.3. Hold any enquiry into the affairs of the company and/or any matter relating thereto;
- 4.4. Investigate and institute legal proceedings for the recovery of any voidable or undue preferences, voidable dispositions of property or any other impeachable transactions of whatsoever nature and to abandon same at any time;
- 4.5. Write up the books of the company as may be required, and if necessary, to produce a balance sheet, audited or not, as at the date of liquidation, either for the purpose of investigating the affairs of the company, establishing the claims of creditors, or any other purpose.
5. The Joint Liquidators be and are hereby authorised in their sole and absolute discretion to employ and engage the services of attorneys and/or counsel (senior and/or junior) and/or accountants and/or bookkeepers and/or any employee of the company and/or recording agents and/or any other person who in the sole discretion of the Joint Liquidators may be of assistance in the winding-up of the company in relation to any matter referred to in 4 above and further to pay all the costs thereof of whatsoever nature out of the estate as costs incurred in the liquidation.
6. The Joint Liquidators be and are hereby authorised to collect any debts due to the company and for the purpose thereof to sell or compound or compromise any of these debts for such sum and upon such terms and conditions as they in their sole discretion may deem fit, and to accept any part of the debt in settlement thereof, and to grant an extension of time for the payment of any such debt, and to abandon any debt which they in their sole discretion may deem to be irrecoverable.
7. The Joint Liquidators be and are hereby authorised to dispose of any movable and immovable property of the company, whether in their possession or under their control now or to come into their possession or under their control in the future by public auction, private treaty or public tender upon such terms and conditions as they in their sole and absolute discretion shall determine and to abandon any such assets for which they can find no purchaser or abandon them to a secured creditor at the value placed thereon by such creditor or at such value as is agreed upon by the Joint Liquidators and the creditor if such creditor's claim is secured by such assets and to sign all such documents as may be necessary to give effect to such disposition.
8. The Joint Liquidators be and are hereby authorised and empowered in their sole discretion to compromise and admit any claim against the company of whatsoever nature and howsoever arising and whether disputed or not and whether actual, contingent, prospective, conditional, unconditional, assessed, unassessed, liquidated or unliquidated as a liquidated claim in terms of Section 78(3) of the Insolvency Act No. 24 of 1936, as amended, read with Section 339 of the Act, at such amount as may be agreed upon by the Joint Liquidators, provided that proof thereof has been tendered at a meeting of creditors.
9. The Joint Liquidators be and are hereby authorised to make application for the destruction of books and records of the estate six months after the confirmation of the Final Liquidation and Distribution Account.
10. The Joint Liquidators be and are hereby authorised to perform any act or exercise any power for which they are not expressly required by the Companies Act No. 61 of 1973, as amended, to obtain the leave of the Court.

11. The Joint Liquidators be and are hereby authorised to submit to the determination of arbitrators any dispute concerning the company or any claim or demand by or upon the company.
12. The Joint Liquidators be and are hereby authorised to carry on or discontinue any part of the business of the company insofar as may be necessary for the beneficial winding-up thereof.
13. The Joint Liquidators be and are hereby authorised to exercise *mutatis mutandis* the powers conferred upon a Liquidator by Section 35 (uncompleted acquisition of immovable property before liquidation) and Section 37 (effect of liquidation upon a lease) of the Insolvency Act No. 24 of 1936, as amended, read with Section 339 of the Act.
14. The further administration of the affairs of the company be left entirely in the hands and at the discretion of the Joint Liquidators.

q.q. CREDITOR / DIRECTOR