



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

N\$2.00

WINDHOEK - 3 December 2004

No.3337

Advertisements

PROCEDURE FOR ADVERTISING IN THE GOVERNMENT GAZETTE OF THE REPUBLIC OF NAMIBIA

1. The *Government Gazette* (Estates) containing advertisements, is published on every Friday. If a Friday falls on a Public Holiday, this *Government Gazette* is published on the preceding Thursday.

2. Advertisements for publication in the *Government Gazette* (Estates) must be addressed to the Government Gazette Office, P.B. 13302, Windhoek, or be delivered at Justitia Building, Independence Avenue, Second Floor, Room 219, Windhoek, not later than 15:00 on the ninth working day before the date of publication of this *Government Gazette* in which the advertisement is to be inserted.

3. Advertisements are published in this *Government Gazette* for the benefit of the public and must be furnished in English by the advertiser or his agent.

4. Only legal advertisements shall be accepted for publication in the *Government Gazette* (Estates) and are subject to the approval of the Permanent Secretary, Ministry of Justice, who may refuse the acceptance of further publication of any advertisement.

5. The Ministry of Justice reserves the right to edit and revise copy and to delete there from any superfluous detail.

6. Advertisements must as far as possible be typewritten. The manuscript of advertisements must be written on one side of the paper only and all proper nouns plainly inscribed. In the event of any name being incorrectly printed as a result of indistinct writing, the advertisement can only be reprinted on payment of the cost of another insertion.

7. No liability is accepted for any delay in the publication of advertisements/notices, or for the publication of such on any date other than that stipulated by the advertiser. Similarly no liability is accepted in respect of any editing, revision, omission, typographical errors or errors resulting from faint or indistinct copy.

8. The advertiser will be held liable for all compensation and costs arising from any action which may be instituted against the Government of Namibia as a result of the publication of a notice with or without any omission, errors, lack of clarity or in any form whatsoever.

9. The subscription for the *Government Gazette* is N\$457,68 including VAT per quarter, obtainable from Solitaire Press CC, Corner of Bonsmara and Brahman Streets, Northern Industrial Area, P.O. Box 1155, Windhoek. Postage must be prepaid by all subscribers. Single copies of the *Government Gazette* are obtainable from Solitaire Press CC, Corner of Bonsmara and Brahman Street, Northern Industrial Area, P.O. Box 1155, Windhoek, at the price as printed on copy. Copies are kept in stock for two years only.

10. The charge for the insertion of notices is as follows and is payable in the form of cheques, postal or money orders:

LIST OF FIXED TARIFF RATES

STANDARDISED NOTICES	Rate per insertion N\$
Transfer of business	28,00
Deeds: Lost documents	52,00
Business Notices	40,00
Administration of Estates Act Notices, Forms J187, 193, 197, 297, 517 and 519.	20,00

Insolvency Act and Company Act Notices: J.28, J.29. Forms 1 to 9	36,00	Gambling house licences	90,00
N.B. - Forms 2 and 6 - additional statements according to word count table, added to the basic tariff.		SALES IN EXECUTION AND OTHER PUBLIC SALES:	
Change of name (two insertions)	250,00	Sales in execution	155,00
Naturalisation notices (including a reprint for the advertiser)	20,00	Public auctions, sales and tenders:	
Unclaimed moneys - only in the <i>Government Gazette</i> , closing date 15 January (per entry of "name, address and amount")	10,00	Up to 75 words	52,00
Butcher's notices	40,00	76 to 250 words	128,00
Lost Life insurance policies	20,00	251 to 350 words	190,00
NON-STANDARDISED NOTICES		ORDERS OF THE COURT	
Company notices:		Provisional and final liquidations or sequestrations	118,00
Short notices: Meetings, resolutions, offers of compromise, conversions of companies, voluntary windings-up, etc.: closing of members' registers for transfer and/or declarations of dividends	90,00	Reduction of change in capital mergers, offers of compromise	280,00
Declaration of dividends with profit statements, including notices	200,00	Judicial managements, <i>curator bonis</i> and similar and extensive <i>rule nisi</i>	280,00
Long notices: Transfers, changes in respect of shares or capital, redemptions, resolutions, voluntary liquidations	280,00	Extension of return date	36,00
Trade marks in Namibia	90,00	Supersession and discharge of petitions (J.158) ..	30,00
Liquidators' and other appointees' notices	60,00		

11. The charge for the insertion of advertisements other than the notices mentioned in paragraph 10 is at the rate of N\$10,00 per cm double column. (Fractions of a cm must be calculated as a cm).

12. No advertisements shall be inserted unless the charge is prepaid. Cheques, drafts, postal or money orders must be made payable to the Ministry of Justice, Private Bag 13302, Windhoek.

FORM J 187

LIQUIDATION AND DISTRIBUTION ACCOUNTS IN DECEASED ESTATES LYING FOR INSPECTION

In terms of section 35(5) of Act 66 of 1965, notice is hereby given that copies of the liquidation and distribution accounts (first and final, unless otherwise stated) in the estates specified below will be open for the inspection of all persons interested therein for a period of 21 days (or shorter or longer if specially stated) from the date specified or from the date of publication hereof, whichever may be the later, and at the offices of the Master and Magistrate as stated.

Should no objection thereto be lodged with the Master concerned during the specified period, the executor will proceed to make payments in accordance with the accounts.

617/2003 DETTWEILER Heinz Günther, 4170257846, Flat No. 10 Am Südtring, 29 Moses Garoeb Street, Swakopmund. Swakopmund, Windhoek. Van Rensburg Associates, Am Strand Building, Office No. 1, Tobias Hainyeko Street, P O Box 61, Swakopmund.

38/2004 KLEIN Josef Hugo, 45111400222, Erf 1390 Tsumeb. Martha Klein, 4807180200283. Rehoboth, Rehoboth. Bank Windhoek Limited, P O Box 15, Windhoek.

429/2004 NEL John, 42100300020, Swakopmund. Regina Wilhelmina Nel. Amended. Swakopmund, Windhoek. F M Oehl-Trust CC, P O Box 90290, Klein Windhoek

86/2004 BEZUIDENHOUDT Frederick Johannes Sebastiaan, 6902080800532, Erf 5890 Khomasdal, Windhoek. Christine Magrieta Bezuidenhoudt, 7109090200416. Amended First and Final. Windhoek. Fisher, Quarmby & Pfeifer, 108 SWABS Building, Post Street Mall, Windhoek.

89/2004 CYRIAX Wolfram Otto, 5910010100450, Erf 3140, Klein Windhoek, Republic of Namibia. Windhoek, Windhoek. M.B. De Klerk & Associates, 2nd Floor, South Block C, Maerua Park, Centaurus Road, Windhoek, P O Box 90181, Klein Windhoek.

405/2004 ERLANK Grietjie Mor, 36010500176, Swakopmund. Swakopmund, Windhoek. First National Trust, P O Box 448, Windhoek.

99/2004 WRIGHT James Colin, 5709250100222, 19 Residens Avenue, Outjo. Maria Magdalena Wright, 56050600392. Outjo, Windhoek. First National Trust, P O Box 448, Windhoek.

376/2004 MARKS Anna Maria, 1310270100031, Lüderitz, Namibia. Windhoek. E.A. Kubirske, Keller & Neuhaus Trust Co., (Pty) Ltd., P O Box 156, Windhoek, Namibia.

509/2004 HAMMAN Stephanus Jacobus, 3712150-100117, Windhoek, Namibia. Windhoek. E.A. Kubirske, Keller & Neuhaus Trust Co., (Pty) Ltd., P O Box 156, Windhoek, Namibia.

FORM J 193**NOTICE TO CREDITORS IN DECEASED ESTATES**

All persons having claims against the estates mentioned below are hereby called upon to lodge their claims with the executors concerned, within 30 days (or otherwise as indicated) calculated from the date of publication hereof. The information is given in the following order: Estate number, surname and Christian names, date of birth, identity number, last address, date of death; surviving spouse's names, surname, date of birth and identity number; name and address of executor or authorised agent, period allowed for lodgement of claims if other than 30 days.

THUYNSMA Francis Sebastiaan Valentine, Windhoek, 20 April 1927, 2704200100151, Farm Radfordputs, Bethanie, 26 June 2004. T. Scheepers, Cox & De Kock Legal Practitioners, Main Street, P O Box 8, Karasburg.

471/2003 BOOYSEN John Terrence, Windhoek. Unmarried. Erasmus & Associates, Attorneys, P O Box 86477, Eros.

696/2004 BONADEI (BORN BALDUZZI) Angela, Windhoek, 27 March 1916, Domiciled in Namibia, 30 August 2004. Mr C.J. Hinrichsen, Lorentz & Bone, P O Box 85, Windhoek.

743/2004 SWIEGERS Jacobus Petrus, Windhoek, 9 January 1958, 58010900532, Farm Nabas No. 61 Karasburg, 31 October 2004. Paula Swiegers, 28 November 1960, 60112800130. First National Trust, P O Box 448, Windhoek.

407/2004 MARTINS Clara Fransiena, Windhoek, 2 July 1948, 4807029900311, 129 Maanstreen Street, Khomasdal, Windhoek, 6 March 2004. First National Trust, P O Box 448, Windhoek.

555/2004 VANROOYEN Mariette, Windhoek, 29 June 1971, 7106290100064, No. 15 Must, Krupp Street, Windhoek, 30 July 2004. Denése Tromp, Veritas Board of Executors (Pty) Ltd., Corporate House, 17 Lüderitz Street, Windhoek, P O Box 755, Windhoek.

675/2004 SWANEPOEL Barbara Yvonne, Windhoek and Okahandja, 6 February 1952, 5202060100138, Farm Hartebees-Teich No. 182, Okahandja, 31 September 2004. Denése Tromp, Veritas Board of Executors (Pty) Ltd., Corporate House, 17 Lüderitz Street, Windhoek, P O Box 755, Windhoek.

298/2004 AMKANJA Edward Immanuel, Windhoek, 16 April 1958, 58041600786, Erf 168, DBC House, Oluno, 19 April 2004. Lusja Amkanja (Born NTINDA), 26 August 1960, 6008261100285. Namibia Development Services (Pty) Ltd., P O Box 24324, Windhoek, Namibia.

882/03 BOCK John Johannes, Windhoek, 15 April 1944, 44041508001179, Erf 3730, Japonica Road, Khomasdal, 27 October 2003. Elizabeth Bock (Born SILVER), 24 February 1944, 44022402000. Namibia Development Services (Pty) Ltd., P O Box 24324, Windhoek, Namibia.

685/2004 VAN DYK Jacobus Nicolaas Van Dyk, Windhoek, 14 June 1948, 4806140100203, No. 2, 3rd Avenue, Uis, 3 October 2004. Analene, 19 June 1952, 5206190100308. Barend Johannes Van Wyk as nominee of Bank Windhoek Limited, P O Box 15, Windhoek.

124/2004 VAN SCHALKWYK Albertus, Windhoek, 17 May 1920, 20051700085, Huis Palms Nr. 37, Walvis Bay, 22 August 2004. Sara Susanna Van Schalkwyk, 27 July 1928, 2807270100121. Bank Windhoek Limited, P O Box 15, Windhoek.

686/2004 DE WITT Hestia Irene Margaret, Windhoek, 14 April 1927, 27041400417, Grootfontein, 7 October 2004. Barend Johannes Van Wyk as nominee of Bank Windhoek Limited, P O Box 15, Windhoek.

744/2004 BESTER Johanna Susanna Francina, Windhoek, 28 January 1948, 4801280100037, Erf 542, Okahandja, 2 April 2003. Barend Johannes Van Wyk as nominee of Bank Windhoek Limited, P O Box 15, Windhoek.

FORM 4**LIQUIDATION ACCOUNTS AND PLANS OF DISTRIBUTION OR CONTRIBUTION IN SEQUESTERED ESTATES OR COMPANIES**

Pursuant to section section 108(2) of the Insolvency Act, 1936, notice is hereby given that the liquidation account and plans of distribution or contribution in the estate mentioned below will lie open for inspection by creditors or contributories at the offices of the Master and the Magistrates stated herein, for a period of 14 days, or for such as stated therein, from the dates mentioned below or from the date of publication hereof, whichever may be the later date.

599/2003 **Armindo Nunes**, First and Final Liquidation and Distribution Account. At the office of the Master of the High Court, Windhoek and Magistrate's Office, Outjo for a period of (fourteen) 14 days. Fisher, Quarmby & Pfeifer, 1st Floor, Swabou Building, Post Street Mall, Windhoek.

NOTICE OF INTENTION TO APPLY FOR REHABILITATION

Notice is hereby given that the Insolvent mentioned in the annexure hereunto intends to apply for the rehabilitation of his estate at the date, time and place and for the reasons mentioned opposite his name.

1. **Estate Number:** W30/1999
2. **Full names and Description of the Insolvent:** **PHILLIPUS JOHANNES FOURIE**
Residing at corner of The Farm Eersteling No. 419 Uib in the district of Otavi, divorced and who at the time of his sequestration traded under the name and style of Tri-Circle Motors at Otavi, Namibia.
3. **Date of birth:** 05 February 1952
4. **Identity Number:** 5202050100549
5. **Date of sequestration:** 25 June 1999
6. **Date of application:** Monday the 24th of January 2005 at 10h00.
7. **Division of the Court where application will be made:** The High Court of Namibia - Windhoek
8. **Ground of application:** Section 124(2)(a) of the Insolvency Act, 1936

IN THE HIGH COURT OF NAMIBIA

In the matter between:

BANK WINDHOEK LIMITED Plaintiff
and
BRIAN VAANDA WILLIBALD KANDJIRIOMUINI Defendant

SITUATE: In the Municipality of Windhoek
Registration Division "K"
MEASURING: 303 (Three Zero Three) Square Metres
IMPROVEMENTS: Single storey dwelling consisting of:
Kitchen, Lounge, 3 Bedrooms, 1 Bathroom with WC, 1 Shower with WC.

NOTICE OF SALE IN EXECUTION

IN EXECUTION of a Judgement of the above Honourable Court in the above action, a sale without reserve will be held by the Deputy Sheriff, Windhoek, at Section No. 31 as shown and more fully described on Sectional Plan No 28/1999 in the building known as City Heights, Erf 4262, Merensky Street, Windhoek, on **10 January 2005, at 11h00**, of the undermentioned property.

CERTAIN: Section No. 31 as shown and more fully described on Sectional Plan No. 28/1999 in the building City Heights.
SITUATE: In the Municipality of Windhoek (Registration Division "K")
MEASURING: 71 Square Metres
IMPROVEMENTS: One bedroom sectional title with lounge, bathroom and kitchen.

TERMS: 10% of the purchase price and the auctioneers' commission must be paid on the date of the sale. The further terms and conditions of the sale will be read prior to the auction and lie for inspection at the office of the Deputy Sheriff, Windhoek and at the offices of the execution creditor's attorneys.

DATED at WINDHOEK this 18th day of NOVEMBER 2004.

DR WEDER KRUGER & HARTMANN
WH DICKS
LEGAL PRACTITIONER FOR PLAINTIFF
Nimrod Building
Casino Street
Windhoek

CASE NO: 4335/2004

IN THE MAGISTRATE'S COURT OF WINDHOEK HELD AT WINDHOEK

In the matter between:

SWABOU INVESTMENTS (PTY) LTD Plaintiff
and
KAKEKE MBINGA First Defendant
ADLEID MBINGA Second Defendant

NOTICE OF SALE IN EXECUTION

IN EXECUTION of a Judgement granted by the above Honourable Court, the following property will be sold by public auction by the Messenger of Court of Windhoek on **25 JANUARY 2005, 12h00** at Erf No. 1564 (Agnes Street), Khomasdal, Windhoek, Republic of Namibia.

CERTAIN: ERF NO 1564
KHOMASDAL (Extension 14)

CONDITIONS OF SALE:

1. The sale is subject to provisions of the High Court Act No. 16 of 1990, as amended, and the property will be sold "voetstoots" according to the existing title deed.
2. One-tenth of the purchase price shall be payable immediately after the Sale in cash, the balance together with interest thereon at 12.50% against transfer, which transfer shall be given without delay.
3. The complete Conditions of Sale will be read out at the time of the sale, and may be inspected beforehand at the offices of the Plaintiff and Plaintiff's attorney at the undermentioned address, as also at the offices of the Messenger of Court, Windhoek.

DATED at WINDHOEK on the 22nd day of NOVEMBER 2004.

J C VAN WYK
LEGAL PRACTITIONER FOR PLAINTIFF
18 Love Street
P O Box 3273
Windhoek

CASE NO: I 1727/2003

IN THE HIGH COURT OF NAMIBIA

In the matter between:

FIRST NATIONAL BANK OF NAMIBIA LIMITED Plaintiff
and
FLORIAN OGELVIE Defendant

NOTICE OF SALE IN EXECUTION OF IMMOVABLE PROPERTY

IN EXECUTION of a Judgement of the above Honourable Court in the abovementioned suit, a sale will be held on **17 DECEMBER 2004, at 10h00** in front of the Magistrate's Court, GROOTFONTEIN, Republic of Namibia.

CERTAIN: Erf 350, Omalunga, Extension 1
SITUATE: In the Municipality of GROOTFONTEIN
MEASURING: 296m² (Two Hundred and Ninety Six Square Metres)
1 x Dwelling House

1. The Sale is subject to provisions of the High Court Act No. 16 of 1990, as amended, and the property will be sold "voetstoots" according to the existing Title Deed.

2. 10% of the purchase price is to be paid in cash on the date of the sale, the balance together with interest at a rate of 20% per annum as from the date of Sale in Execution to date of registration, both dates inclusive, is to be paid against transfer, to be secured by a Bank or Building Society or other acceptable Guarantee to be furnished to the Deputy Sheriff within fourteen (14) days after the date of Sale in Execution.
3. The complete Conditions of Sale will be read out at the time of the sale, but may be inspected beforehand at the offices of the Deputy Sheriff or at the offices of the Plaintiff's Attorneys at the undermentioned address.

DATED at WINDHOEK this 24th day of NOVEMBER 2004.

DIEKMANN ASSOCIATES
LEGAL PRACTITIONERS FOR PLAINTIFF
162 Robert Mugabe Avenue
Windhoek

**CASINO'S AND GAMBLING HOUSES ACT, 1994
NOTICE OF APPLICATION IN TERMS OF
SECTION 16(2) FOR TRANSFER OF
A GAMBLING HOUSE LICENCE**

Notice is hereby given of the application for the transfer of a licence of which the details are given below. Any person who wishes to object to the application in terms of section 19(1) may submit his/her objection in the prescribed manner to the secretary not later than 21 days after the publication of this notice.

Name of licence holder: D & V ENTERTAINMENT

Type of licence: GAMBLINGHOUSELICENCE

Name of accommodation establishment or retail liquor business: D & V ENTERTAINMENT/ ROSY'S DISCO

Name of proposed transferee: ROSY'S DISCO

Physical address of premises to which the application applies: ERF 114 SCHMIDE STREET KEETMANSHOOP

**CASINO'S AND GAMBLING HOUSES ACT, 1994
NOTICE OF APPLICATION IN TERMS OF
SECTION 16(2) FOR TRANSFER OF
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Notice is hereby given of the application for the transfer of a licence of which the details are given below. Any person who wishes to object to the application in terms of section 19(1) may submit his/her objection in the prescribed manner to the secretary not later than 21 days after the publication of this notice.

Name of licence holder: J.J DE BRUYN

Type of licence: GAMBLINGHOUSELICENCE

Name of accommodation establishment or retail liquor business: VAN RIEBEECK HOTEL

Name of proposed transferee: J.C. ESTERHUIZEN

Physical address of premises to which the application applies: ERF NO. 101 PARK STREET KARASBURG

NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF NAMIBIA

CASE NO: A360/2004

Before the Honourable Justice Van Niekerk

In the ex parte application of:

NEDBANK NAMIBIA LIMITED Applicant
(Incorporated in the Republic of Namibia)
(Registration Number 73/04561)

**TO ALL SHAREHOLDERS OF THE APPLICANT
OTHER THAN NEDNAMIBIA HOLDINGS LIMITED**

NOTICE IS HEREBY GIVEN that, in terms of an Order of Court dated Monday, 22 November 2004, the High Court of Namibia has ordered, in accordance with the provisions of section 311 of the Companies Act, Act 61 of 1973, as amended ("Companies Act"), that a meeting ("scheme meeting") of the members of the Applicant, other than NedNamibia Holdings Limited ("NedNamibia"), registered as such at close of business on Friday, 21 January 2005 ("scheme members"), be held under the Chairmanship of Advocate Raymond Heathcote, or failing him, any other independent person approved by the Court, at Nampower Convention Centre, c/o Goethe & Uhland Streets, Windhoek, Namibia at 10h00 on Friday, 28 January 2005 (or any adjourned date as determined by the Chairman ("adjourned meeting")) for the purposes of considering and, if deemed fit, agreeing to, with or without modification, a scheme of arrangement ("the scheme") proposed by NedNamibia between the Applicant and its shareholders, other than NedNamibia ("the scheme") proposed by NedNamibia between the Applicant and its shareholders, other than NedNamibia ("the scheme participants"), provided that the scheme meeting shall not be entitled to agree to any modification of the scheme which was the effect of diminishing the rights that are to accrue in terms thereof to scheme participants.

The implementation of the scheme is subject to fulfilment of the conditions precedent stated therein including, but not limited to, the sanction by the above Honourable Court and a certified copy of the order of the Court sanctioning the scheme being lodged with an registered by the Registrar of Companies.

The basic characteristic of the scheme is that, upon implementation, NedNamibia will become the owner of the entire issued share capital of the Applicant. In terms of the scheme, the scheme participants will receive a consideration of 1 (one) share in the issued ordinary share capital of NedNamibia for every 1(one) ordinary share in the Applicant held by such scheme participants and upon implementation of the scheme participants will own 6.27% of the issued share capital in NedNamibia.

Each scheme member who holds ordinary shares in the Applicant may attend, speak and vote, or abstain from voting in person at the scheme meeting or any adjourned meeting, or may appoint one or more proxies (who need not be shareholders of the Applicant) to attend, speak and vote, or abstain from voting at the scheme meeting or any adjourned meeting in the place of such scheme member. A form of proxy (pink) for this purpose, for completion by scheme members, is included in the documents which have been posted to all holders of ordinary shares in the

Applicant at their addresses as recorded in the register of members of the Applicant at the close of business on or about 5 (five) business days before the date of such posting. If more than one person is appointed on a single form of proxy (pink), then only one of those proxies (in order of appointment) will be entitled to exercise that proxy. In the case of joint scheme members, the vote of the senior scheme member (seniority will be determined by the order in which the names of the joint scheme members stand in the Applicant's register of members) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote of the other joint scheme member(s).

Properly completed forms of proxy (pink) must be lodged with or posted to the transfer secretaries of the Applicant for the scheme, Transfer Secretaries (Pty) Ltd at Shop 8, Kaiserkrone Centre, Post Street Mall, Windhoek, Namibia (PO Box 2401, Windhoek, Namibia) or by fax (+264 61 248531), to be received by no later than 10h00 on Wednesday, 26 January 2005, or more than 48 (fourty eight) hours preceding any adjourned meeting or handed to the Chairman of the scheme meeting not later than 30 (thirty) minutes before the scheduled time for the commencement of the scheme meeting or adjourned scheme meeting. Notwithstanding the foregoing, the Chairman of the scheme meeting may approve, at the Chairman's discretion, the use of any other form of proxy.

In terms of the aforementioned Order of Court, the Chairman of the scheme meeting or adjourned scheme meeting must report the results thereof to the above Honourable Court on Monday, 7 February 2005 at 10h00 or so soon thereafter as Counsel may be heard. A copy of the Chairman's report to the Court will be available on request to any scheme member, free of charge, at the registered office of the Applicant, being 12 - 20 Dr Frans Indongo Street, Windhoek, Namibia (attention Mrs Meiring), during normal business hours at least 5 (five) business days prior to the date fixed by the Court for the Chairman to report back to it.

Copies of this notice, the form of proxy (pink) to be used at the scheme meeting or any adjourned scheme meeting, the scheme, the explanatory statement in terms of section 312(1) of the Companies Act, explaining the scheme, and the Order of Court summoning the scheme meeting, are included in the document which will be sent to holders of shares in the Applicant and of which this notice forms part. Such documents may be inspected and copies thereof obtained on request, free of charge, during normal business hours, at any time prior to the scheme meeting, at the registered office of the Applicant, being 12 - 20 Dr Frans Indongo Street, Windhoek, Namibia.

ADVOCATE RAYMOND HEATHCOTE
CHAIRMAN OF THE SCHEME MEETING
22 November 2004
Attorneys to the Applicant
PF Koep & Co

ORDER OF COURT

IN THE HIGH COURT OF NAMIBIA

CASE NO: A360/2004

Before the Honourable Justice Van Niekerk
on Monday, 22 November 2004

In the ex parte application of:
NEDBANK NAMIBIA LIMITED Applicant
(Incorporated in the Republic of Namibia)
(Registration number 73/04561)

Having read the documents filed and having heard Mr David Smuts for the Applicant and having considered the matter.

IT IS ORDERED THAT:

1. a meeting ("the scheme meeting") in terms of section 311(1) of the Companies Act, 61 of 1973, as amended ("the Companies Act") of the members of the Applicant (other than NedNamibia Holdings Limited ("NedNamibia")) recorded in the register as such at the close of business on Friday, 21 January 2005 ("the scheme members") be convened by the Chairman referred to in paragraph 2 of this Order of Court ("this Order") to be held at Nampower Convention Centre, c/o Goethe & Umland Streets, Windhoek, Namibia on Friday, 28 January 2005 at 10h00, for the purpose of considering and, if deemed fit, agreeing, with or without modification, to the scheme of arrangement ("the scheme") proposed by NedNamibia Holdings Limited between the Applicant and the scheme members, substantially in the form contained in the papers before this Honourable Court;
2. advocate Raymond Heathcote (or failing him an independent person approved by this Court) be and is hereby appointed as Chairman of the scheme meeting ("the Chairman");
3. the Chairman of the scheme meeting is authorised to:
 - 3.1 convene the scheme meeting and preside over the scheme meeting;
 - 3.2 appoint scrutineers for the purpose of the scheme meeting including any adjournment thereof;
 - 3.3 determine the validity and acceptability of any form of proxy submitted for use at the scheme meeting and/or any adjournment thereof;
 - 3.4 adjourn the scheme meeting from time to time if the Chairman considers it necessary to do so; and
 - 3.5 determine the procedure to be followed at the scheme meeting and any adjournment thereof, including the procedure regarding forms of proxy which have been or may be submitted before or at the meeting or any adjournment thereof;
4. the Applicant shall cause a notice convening the scheme meeting (substantially in the form contained in the papers before this Honourable Court) to be published once in each of The Namibian, Die Republikein and the Government Gazette at least 21 (twenty one) calendar days before the date of the scheme meeting.
5. this notice shall state:
 - 5.1 the basic characteristics of the scheme;
 - 5.2 the time, date and venue of the scheme meeting;
 - 5.3 that the scheme meeting has been convened in terms of this Order to consider and, if deemed fit, to agree, with or without modification, to the scheme;
 - 5.4 that a copy of this Order, the scheme and the explanatory statement in terms of section 312(1) of the Companies Act may be inspected during normal business hours at any time prior to the scheme meeting at the office of the Applicant at 12 - 20 Dr Frans Indongo Street, Windhoek, Namibia for attention of Mrs Meiring; and
 - 5.5 that a copy of this Order, the scheme and the explanatory statement in terms of section 312 (1) of the Companies Act may be obtained free of charge on request during normal business hours by any scheme member at the place mentioned in paragraph 5.4 of this Order;

6. notice of the scheme meeting be given by the Applicant to the scheme members by the Applicant posting copies of the following documents by pre-paid post at least 21 (twenty one) calendar days before the date of the scheme meeting to each of the scheme members at their addresses as reflected in the Applicant's register of members at the close of business on a date not more than 5 (five) business days before the date of such posting:
- 6.1 the scheme and the explanatory statement in terms of section 312(1) of the Companies Act substantially in the form of the scheme and explanatory statement attached to the papers before this Honourable Court;
 - 6.2 the notice convening the scheme meeting substantially in the form of the notice attached to the papers before this Honourable Court showing the time, date and place of the scheme meeting;
 - 6.3 the form of proxy to be used at the scheme meeting substantially in the form of the form of proxy attached to the papers before this Honourable Court; and
 - 6.4 this Order of Court;
7. copies of:
- 7.1 the scheme and the explanatory statement in terms of section 312(1) of the Companies Act substantially in the form of the scheme and the explanatory statement attached to the papers before this Honourable Court;
 - 7.2 the notice convening the scheme meeting substantially in the form of the notice attached to the papers before this Court;
 - 7.3 a form of proxy substantially in the form of the form of proxy attached to the papers before this Court; and
 - 7.4 this Order of Court,
- shall lie for inspection at, and copies of these documents may be obtained free of charge from, the registered office of the Applicant at 12 - 20 Dr Frans Indongo Street, Windhoek during normal business hours at least 21 (twenty one) calendar days prior to the date of the scheme meeting;
8. the date of posting of the documents referred to in paragraph 6 shall be evidenced by an affidavit deposited by a representative of the Applicant;
9. the Chairman shall report by way of affidavit the results of the scheme meeting to this Honourable Court by no later than Monday the 7th of February 2005 at 10h00 or so soon thereafter as Counsel may be heard;
10. the report required by this Honourable Court from the Chairman shall give details of:
- 10.1 the number of scheme members present in person at the scheme meeting or any adjournment thereof (including those represented) and the number of shares held by them;
 - 10.2 the number of scheme members represented by proxy at the scheme meeting and the number of shares held by them together with information as to the numbers represented by the Chairman in terms of proxies annexed to the scheme document;
 - 10.3 any proxies which have been disallowed;
 - 10.4 all resolutions passed at the scheme meeting, with particulars of the number of votes cast in favour of and against each such resolution and of any abstentions;
 - 10.5 all rulings made and directions given by the Chairman at the meeting or any adjournment thereof;
 - 10.6 the relevant portions of documents and reports submitted or tabled at the scheme meeting or any adjournment thereof which bear on the merits or demerits of the scheme, including copies thereof; and
 - 10.7 the main points of any other proposals which were submitted to the meeting or any adjournment thereof;
11. the Applicant shall arrange to make available at the places mentioned in paragraph 5.4 (and the notice of the scheme meeting which is published and sent to scheme members shall include a statement that it will be so available) a copy of the Chairman's report to this Honourable Court free of charge to any scheme member on request, for at least 5 (five) business days before the date fixed by the Court for the Chairman to report back, being the 7th of February 2005.
12. any scheme member wishing to vote by proxy should tender as his/her proxy the form of proxy referred to in paragraph 6.3 of this Order and that the form of proxy must be completed and returned in accordance with the instructions therein to the Applicant's transfer secretaries, namely, Transfer Secretaries (Pty) Ltd at Shop 8, Kaiserkrone Centre, Post Street Mall, Windhoek, Namibia (PO Box 2401, Windhoek, Namibia) or by fax (+264 61 248531), to be received by no later than 10:00 on Wednesday, 26 January 2005; and
13. the explanatory statement substantially in the form contained in the papers before this Honourable Court meets the requirements of Section 312(i)(a) of the Companies Act.

BY ORDER OF THE COURT

COURT REGISTRAR

ATTORNEYS TO THE APPLICANT
P F KOEP & CO