



**ANNOUNCEMENT TO SHAREHOLDER’S OF TURNSTAR HOLDINGS LIMITED REGARDING A  
POTENTIAL TRANSACTION RELATING TO AN ACQUISITION FROM A RELATED PARTY:**

**INTRODUCTION**

In accordance with the Equity Listings Requirements of the Botswana Stock Exchange (“Listings Requirements”) shareholders and the public in general are hereby advised that Turnstar Holdings Limited (“Turnstar”) has conditionally offered to acquire a commercial letting enterprise and its two underlying assets (the “Properties”) from G.H. Group Proprietary Limited (“GHG”), a Related Party (the “Transaction”).

The related party (GHG) holds 80 148 355 linked units in Turnstar.

The salient details of Properties are, as follows:

<b>Properties</b>	<b>Salient Details</b>
Plot No.	Tribal Lot 19668
Land Tenure	Memorandum of Agreement of Lease
Property Size	1,7836 Ha
Plot No.	Tribal Lot 19674
Land Tenure	Memorandum of Agreement of Lease
Property Size	1,5036 Ha

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Directors: B D Phirie (Chairman)\*, G H Abdoola (Managing Director)\*, V T Tebele\*, S S Mantswe\*, A Chetty \*\*,  
S. Puvimanasinghe\*\*\*, S H Manake\*

\*Botswana \*\*South Africa \*\*\*Sri Lanka

This cautionary announcement is issued to enable the Board of Turnstar to undertake whatever may be requisite to advance and conclude the Transaction, subject to the necessary Regulatory approvals.

#### DIRECTOR'S RESPONSIBILITY

The Directors are responsible for the preparation of this announcement in accordance with the Listings Requirements.

#### CLASSIFICATION OF THE TRANSACTION

In accordance with the Listings Requirements the proposed Transaction constitutes a Related Party transaction.

#### SALIENT TERMS AND CONDITIONS OF THE PROPOSED TRANSACTION

The Properties shall be acquired for a purchase price of BWP P123,000,000.00 (the "Consideration") upon satisfaction of a number of conditions precedent including but not limited to;

1. approval by the Competition and Consumer Authority as well as the independent shareholders of Turnstar.
2. requisite approvals under the Tribal Land Act;
3. the passing of all necessary resolutions;
4. the issuance of BURS tax clearance certificates for both parties; and
5. the completion of a due diligence to the satisfaction of Turnstar.

Implementation of the proposed Transaction will not result in any changes to the Board or the terms of service of the Directors.

The proposed Transaction is subject to the standard set of warranties used in a sale of business assets.

#### RATIONALE

The Board is confident that the proposed Transaction is fair and reasonable as far as the shareholders of Turnstar are concerned, and furthermore that the proposed Transaction will benefit Turnstar.

## THE TRANSACTION

The Board further believes that the proposed Transaction provides a unique opportunity to acquire an exceptional quality asset that rarely comes to market.

On conclusion of the proposed Transaction, Turnstar's portfolio value will increase to over BWP 2.745 bn and its total portfolio size will increase to approximately 105 000 m<sup>2</sup> of gross lettable area.

## FUNDING

The acquisition will be funded through a loan from a commercial bank.

## CAUTIONARY

The Proposed Transactions, if successfully completed, may have an impact on the price of Turnstar shares. Turnstar shareholders and the investing public are advised to exercise caution when trading in Turnstar Shares until a further announcement is made.

By order of the Board