



ENGLISH TEXT BELOW

NUUSFLITS | APRIL 2026.2

Geagte HSAG-lid

SPERDATUM: 30 JUNIE 2026

Die sperdatum is 30 Junie 2026 om 24:00, wanneer die HSAG sal bepaal wie hul verpligtinge nagekom het. Lede word aangemoedig om aan te hou, ten spyte van moegheid en onsekerheid.

Die HSAG volg 'n gestruktureerde regsbenadering om verlore beleggings te verhaal, en slegs lede wat op datum is, sal volle beskerming geniet. Onlangse hofuitsprake bevestig dat hierdie benadering werk.

Hoewel vordering stadig lyk, begin dit nou vrugte afwerp. Nou is nie die tyd om moed op te gee nie. Lede wat hul sake in orde kry, plaas hulself in 'n beter posisie om gehelp te word.

Die vraag bly: wie hou vol tot die einde?

DEADLINE: 30 JUNE 2026

The deadline is 30 June 2026 at 24:00, when HSAG will determine who has met their obligations. Members are encouraged to stay committed despite fatigue and uncertainty.

HSAG follows a structured legal approach to recover lost investments, and only members who are up to date will enjoy full protection. Recent court rulings confirm that this approach is effective.

Although progress may seem slow, it is beginning to yield results. Now is not the time to give up. Members who get their affairs in order place themselves in a stronger position to receive assistance.

The key question remains: who will stay the course until the end?

1. INLEIDING:

HSAG lede het die afgelope tyd navraag gedoen oor die status van die likwidasiesake van Orthotouch en Zephan, wat in November 2025 in die Vrystaatse Hooggeregshof aangehoor is. Ons bevind ons nou bykans vyf maande ná aanhoor, sonder dat uitspraak nog gelewer is.

Hierdie wagtyd gee verstaanbaar aanleiding tot vrae - veral in die lig van die omvang van HSAG-lede se beleggings en die sentrale rol wat hierdie maatskappye speel in die breër Highveld-struktuur.

Die feite soos dit tans staan, is betekenisvol:

- Die beleggings van HSAG-lede, wat miljarde rande beloop, is histories gekanaliseer deur 'n netwerk van entiteite wat deur mnr. Georgiou geskep is;
- Mnr. Georgiou is intussen oorlede, en sy boedel is **finale gesekwestreer**;
- Die betrokke maatskappye was vir jare onder **besigheidsredding**;
- Die eerste besigheidsreddingspraktisyn, **Jacques du Toit**, se lisensie is intussen teruggetrek weens onreëlmatighede;
- Die tweede besigheidsreddingspraktisyn, **Lebogang Mpakati**, is self intussen bankrot verklaar - beide haar persoonlike boedel en haar besigheid.

Belangrik is dat die sekwestrasie van me. Mpakati se persoonlike boedel **aangehoor en geargumenteer is vóór** die aanhoor van die likwidasiesake, en dat uitspraak daarvoor reeds in **Desember 2025** gelewer is. Hierdie ontwikkeling is ook onder die aandag van die hof gebring wat die likwidasiesake hanteer.

Teen hierdie agtergrond ontstaan die kernvraag:

Waarom neem die uitspraak in die likwidasiesake langer as wat lede verwag?

Hierdie nuusflits poog om op 'n gestruktureerde en gebalanseerde wyse antwoorde te gee deur:

- die werking van die regstelsel te verduidelik;
- die aard en dringendheid van likwidasiesake uiteen te sit; en
- duidelikheid te bied oor die regsposisie en moontlike volgende stappe.

Hoewel die wagtyd uitdagend is, is dit belangrik om die groter konteks en kompleksiteit van die aangeleenthede in ag te neem. HSAG bly verbind daartoe om lede ingelig te hou en hul belange konsekwent te beskerm.

2. IS DIE SUID-AFRIKAANSE REGSTELSEL ONDER DRUK?

'n Realiteit wat nie geïgnoreer kan word nie

Die HSAG lede kan op hierdie stadium gerus wees. Daar is niks buitengewoon of onrusbarend nie en is die saak steeds op spoor.

Alhoewel daar toenemende aanduidings is dat die Suid-Afrikaanse regstelsel tans onder beduidende druk verkeer, is die verloop van sake nog normaal. Hierdie druk manifesteer nie net in hofagterstande nie, maar ook in die tempo waarteen komplekse sake afgehandel word - 'n faktor wat direk relevant is vir die voortslepende Orthotouch- en Zephan-litigasie.

Sleutelredes vir die druk op die stelsel

Verskeie strukturele en praktiese faktore dra by tot die huidige situasie:

- Oorlaaide hofrolle: Howe hanteer 'n groot volume sake, wat wagtye verleng
- Beperkte kapasiteit: Tekorte aan regters en administratiewe ondersteuning plaas verdere druk op die stelsel
- Toenemende kompleksiteit: Moderne kommersiële litigasie - veral sake wat beleggingskemas en besigheidsredding behels - is uiters tegnies en tydrowend
- Institusionele uitdagings: Hulpbronbeperkings en administratiewe agterstande vertraag prosesse
- Finansiële skandale van die verlede: Grootskaalse sake laat 'n nalatenskap van ingewikkelde litigasie wat jare neem om af te handel

Die praktiese gevolge: verdragings is onvermydelik

Hierdie realiteite lei dikwels tot:

- vertraagde hofdatums
- uitgestelde verrigtinge
- en, krities, stadiger aflewering van uitsprake

Selfs in sake wat van nature dringend is (soos likwidasies) kan hierdie druk tot frustrerende wagtye lei.

Implikasies vir HSAG-lede

Vir beleggers beteken dit dat die regstelsel, ten spyte van sy rol as beskermingsmeganisme, nie altyd vinnige oplossings kan bied nie.

Dit is belangrik om te verstaan dat verdragings nie noodwendig dui op onwilligheid om uitspraak te lewer nie, maar dikwels die gevolg is van:

- die kompleksiteit van die saak
- die omvang van getuienis en argumente
- en die breër druk waaronder houe funksioneer

'n Gebalanseerde perspektief

Alhoewel die druk op die stelsel werklik is, bly die houe toegewyd om uitstekende diens te lewer en altyd gebonde aan die beginsels van regverdigheid, deeglikheid en regmatigheid. Hierdie vereistes kan tyd neem, maar is noodsaaklik vir volhoubare en afdwingbare uitsprake.

3. WANNEER IS 'N MAATSKAPPY FEITELIK OF KOMMERSIEEL BANKROT?

Die regstoets verduidelik

Een van die kernvrae in die voortslepende Orthotouch- en Zephan-litigasie is wanneer 'n hof sal bevind dat 'n maatskappy gelikwedeer moet word. Die antwoord lê in die onderskeid tussen feitelike insolvensie en kommersiële insolvensie .

Feitelike insolvensie: Die balansstaat-toets

'n Maatskappy is feitelik insolvent wanneer sy laste die waarde van sy bates oorskry. Hierdie beoordeling word gemaak op grond van finansiële state en 'n objektiewe ontleding van die maatskappy se werklike netto waarde.

Kommersiële insolvensie: Die kontantvloei-toets

Meer bepaald in praktyk is egter kommersiële insolvensie. Dit ontstaan wanneer 'n maatskappy nie in staat is om sy skulde te betaal wanneer dit opeisbaar word nie - ongeag of daar op papier nog bates bestaan.

Die howe het herhaaldelik bevestig dat:

Onvermoë om skulde betyds te betaal, op sigself voldoende is om likwidasië te regverdig.

Implikasies vir Orthotouch en Zephan

Selfs al sou daar argumente wees dat sekere bates of strukture steeds binne die maatskappye bestaan, is die deurslaggewende vraag:

- Word skuldeisers betaal?
- Is daar werklike likiditeit?

Indien die antwoord nee is, versterk dit ons saak vir likwidasië, soos in die HSAG se geval, aansienlik en bly ons positief op 'n uitslag in ons guns.

Wat beteken dit vir HSAG-lede?

Lede moet bewus wees dat die hof nie hoef te wag vir totale finansiële ineenstorting op papier nie. Die praktiese werklikheid van nie-betaling is dikwels genoeg. Die fokus bly dus: werklike betalingsvermoë, nie bloot teoretiese batewaardes nie.

4. HOE LANK NEEM DIT VIR 'N UITSPRAAK OM GELEWER TE WORD?

Norme, nie vaste sperdatums

In die Suid-Afrikaanse reg bestaan daar nie 'n vaste wetlike sperdatum waarbinne 'n regter uitspraak móét lewer nie. Daar is egter duidelike norme en etiese riglyne wat die verwagte tydramwerk bepaal.

Volgens die Regterlike Gedragskode moet uitsprake binne 'n redelike tyd gelewer word.

Wat beteken “redelik” in praktyk?

In standaard sake: gewoonlik binne ongeveer 3 maande

In meer komplekse sake: langer tydperke kan geregverdig wees, mits daar goeie redes is. Die HSAG se saak kan onder hierdie kategorie resorteer.

Waar 'n uitspraak egter vyf maande of langer uitstaande bly - veral in dringende kommersiële sake soos likwidasies – is dit normaal vir HSAG lede om vrae te begin vra omdat dit objektief beoordeel moet word. Volgens ons is die saak nie 'n eenvoudige likwidasie aansoek nie, maar inderdaad 'n omskakeling van besigheidsredding tot likwidasie wat die aansoek *per se* meer ingewikkeld maak, al word dieselfde toets vir likwidasies toegepas.

Waarom verdragings saak maak

Die uitstel van 'n uitspraak is nie bloot 'n administratiewe kwessie nie; dit het tasbare gevolge:

- Voortgesette onsekerheid vir skuldeisers
- Potensiële verdere finansiële verliese
- Vertraagde ondersoeke na moontlike wanpraktyke
- 'n Potensiële afname in vertroue in die regstelsel

In sake soos Orthotouch en Zephan, waar tyd reeds 'n kritiese faktor is, word hierdie impak nog meer deur lede gevoel.

Moontlike optrede by buitensporige verdragings

Op hierdie stadium is daar geen stappe in die vooruitsig nie.

'n Delikate balans

Hoewel spoed altyd belangrik is, moet dit nie ten koste van deeglikheid geskied nie. Howe moet dikwels uitgebreide rekords, komplekse regsargumente en tegniese feite oorweeg voordat 'n finale beslissing gemaak word.

Die uitdaging bly dus om 'n balans te handhaaf tussen:

tydige geregtigheid en grondige regsbeoordeling.

5. DIE DRINGENDHEID VAN LIKWIDASIES EN DIE ROL VAN 'N LIKWIDATEUR

Waarom tyd van die uiterste belang is

Likwidasiesake word in die Suid-Afrikaanse reg in beginsel as dringend beskou. Die rede is eenvoudig maar krities: elke dag van vertraging kan lei tot die verdere erosie van batewaarde en die benadeling van skuldeisers.

In sake soos dié van Orthotouch en Zephan - waar miljarde rande se belange op die spel is - word hierdie dringendheid nog meer akuut.

Die sentrale rol van 'n likwidateur

Sodra 'n likwidasiebevel toegestaan word, word 'n likwidateur aangestel om beheer oor die maatskappy se sake oor te neem. Sy of haar funksies sluit onder meer in:

- die identifisering en beveiliging van alle bates
- die invordering van uitstaande skulde
- die ondersoek van vorige transaksies, veral dié wat moontlik onreëlmstig of bedrieglik was
- die regverdigte verdeling van opbrengste onder skuldeisers

Die likwidateur dien dus as die sleutelfiguur wat orde bring in 'n finansiële ineengestorte struktuur.

Die gevaar van vertraging: 'n Regsvakuum

Waar geen likwidateur aangestel is nie - soos tans die geval is hangende uitspraak - ontstaan 'n gevaarlike vakuum:

- Bates kan verdwyn, verswak of hul waarde verloor
- Kritiese ondersoeke na wanbestuur of onreëlmstighede word vertraag
- Skuldeisers asook HSAG-lede, bly sonder antwoorde of verhaal

Hierdie toestand bevoordeel in die praktyk niemand buiten moontlik dié wat voordeel trek uit die gebrek aan toesig.

Kompleksiteit verhoog die risiko

In strukture soos dié wat met mnr. Georgiou geassosieer word - waar verskeie entiteite, finansiële vloei en historiese transaksies betrokke is - is die rol van 'n likwidateur selfs méér deurslaggewend.

Sonder 'n behoorlike, onafhanklike ondersoek:

- bly kritiese vrae onbeantwoord
- word aanspreeklikheid nie vasgestel nie
- en word die kanse op verhaal vir beleggers verder verminder

Wat beteken dit vir HSAG-lede?

Die aanstelling van 'n likwidateur is nie bloot 'n prosedurele stap nie - dit is die beginpunt van werklike aanspreeklikheid en moontlike herstel .

Hoe langer dit verdrag word, hoe groter kan die risiko word dat waarde verlore gaan.

AFRIKAANS HIERBO

NEWSFLASH | APRIL 2026

Dear HSAG Member

1. INTRODUCTION

HSAG members have recently enquired about the status of the liquidation proceedings of Orthotouch and Zephan, which were heard in the Free State High Court in November 2025. We now find ourselves nearly five months after the hearing, without judgment having yet been delivered.

This waiting period understandably raises questions—particularly in light of the scale of HSAG members' investments and the central role these companies play within the broader Highveld structure.

The facts as they currently stand are significant:

- The investments of HSAG members, amounting to billions of rand, were historically channelled through a network of entities created by Mr Georgiou;
- Mr Georgiou has since passed away, and his estate has been finally sequestrated;
- The companies in question were under business rescue for several years;
- The first business rescue practitioner, Jacques du Toit, has had his licence revoked due to irregularities;
- The second business rescue practitioner, Lebogang Mpakati, has since been declared insolvent—both her personal estate and her business.

Importantly, the sequestration of Ms Mpakati's personal estate was heard and argued prior to the liquidation proceedings, and judgment thereon was delivered in December 2025. This development was also brought to the attention of the court hearing the liquidation matters.

Against this background, the central question arises:

Why is the judgment in the liquidation proceedings taking longer than members expected?

This newsletter seeks to provide structured and balanced answers by:

- explaining the functioning of the legal system;
- outlining the nature and urgency of liquidation proceedings; and
- clarifying the legal position and possible next steps.

Although the waiting period is challenging, it is important to consider the broader context and complexity of the matters. HSAG remains committed to keeping members informed and consistently protecting their interests.

2. IS THE SOUTH AFRICAN LEGAL SYSTEM UNDER PRESSURE?

A reality that cannot be ignored

HSAG members may rest assured at this stage. There is nothing unusual or alarming, and the matter remains on track.

Although there are increasing indications that the South African legal system is currently under significant pressure, the progression of matters remains within normal

bounds. This pressure manifests not only in court backlogs but also in the pace at which complex matters are finalised—a factor directly relevant to the ongoing Orthotouch and Zephan litigation.

Key reasons for the pressure on the system

Several structural and practical factors contribute to the current situation:

- Overburdened court rolls: Courts are dealing with a high volume of cases, extending waiting times
- Limited capacity: Shortages of judges and administrative support place additional strain on the system
- Increasing complexity: Modern commercial litigation—especially matters involving investment schemes and business rescue—is highly technical and time-consuming
- Institutional challenges: Resource constraints and administrative backlogs delay processes
- Historical financial scandals: Large-scale matters leave a legacy of complex litigation that takes years to resolve

Practical consequences: delays are unavoidable

These realities often result in:

- delayed court dates
- postponed proceedings
- and, critically, slower delivery of judgments

Even in matters that are inherently urgent (such as liquidations), these pressures may lead to frustrating delays.

Implications for HSAG members

For investors, this means that the legal system, despite its role as a protective mechanism, cannot always provide swift resolutions.

It is important to understand that delays do not necessarily indicate reluctance to deliver judgment, but are often the result of:

- the complexity of the matter
- the volume of evidence and arguments

- and the broader pressures under which courts operate

A balanced perspective

Although the pressure on the system is real, the courts remain committed to delivering excellent service and are bound by the principles of fairness, thoroughness, and legality. These requirements may take time but are essential for sustainable and enforceable judgments.

3. WHEN IS A COMPANY FACTUALLY OR COMMERCIALY INSOLVENT?

Explaining the legal test

One of the central questions in the ongoing Orthotouch and Zephan litigation is when a court will find that a company should be liquidated. The answer lies in the distinction between factual insolvency and commercial insolvency.

Factual insolvency: the balance sheet test

A company is factually insolvent when its liabilities exceed the value of its assets. This assessment is made based on financial statements and an objective analysis of the company's actual net worth.

Commercial insolvency: the cash flow test

More decisive in practice, however, is commercial insolvency. This arises when a company is unable to pay its debts as they fall due—regardless of whether assets still exist on paper.

The courts have repeatedly confirmed that:

An inability to pay debts timeously is, in itself, sufficient to justify liquidation.

Implications for Orthotouch and Zephan

Even if there are arguments that certain assets or structures still exist within the companies, the decisive questions are:

- Are creditors being paid?
- Is there real liquidity?

If the answer is no, this significantly strengthens the case for liquidation, as in HSAG's position, and we remain optimistic about a favourable outcome.

What does this mean for HSAG members?

Members should be aware that the court does not need to wait for total financial collapse on paper. The practical reality of non-payment is often sufficient. The focus therefore remains on actual ability to pay, not merely theoretical asset values.

4. HOW LONG DOES IT TAKE FOR A JUDGMENT TO BE DELIVERED?

Norms, not fixed deadlines

In South African law, there is no fixed statutory deadline within which a judge must deliver judgment. However, there are clear norms and ethical guidelines that determine the expected timeframe.

According to the Judicial Code of Conduct, judgments must be delivered within a reasonable time.

What does "reasonable" mean in practice?

- In standard matters: usually within approximately three months
- In more complex matters: longer periods may be justified, provided there are valid reasons. The HSAG matter may fall within this category

Where a judgment remains outstanding for five months or longer - especially in urgent commercial matters such as liquidations - it is normal for HSAG members to begin raising questions, as the matter must be objectively assessed.

In our view, this is not a simple liquidation application, but rather a conversion from business rescue to liquidation, which inherently makes the application more complex, even though the same legal test applies.

Why delays matter

The postponement of a judgment is not merely an administrative issue; it has tangible consequences:

- Continued uncertainty for creditors
- Potential further financial losses
- Delayed investigations into possible irregularities
- A potential decline in confidence in the legal system

In matters such as Orthotouch and Zephan, where time is already a critical factor, this impact is felt even more acutely by members.

Possible action in cases of excessive delay

At this stage, no steps are contemplated.

A delicate balance

Although speed is always important, it should not come at the expense of thoroughness. Courts must often consider extensive records, complex legal arguments, and technical facts before reaching a final decision.

The challenge, therefore, is to maintain a balance between: timely justice and thorough legal adjudication.

5. THE URGENCY OF LIQUIDATIONS AND THE ROLE OF A LIQUIDATOR

Why time is of the essence

Liquidation proceedings are, in principle, regarded as urgent in South African law. The reason is simple but critical: each day of delay may lead to further erosion of asset value and prejudice to creditors.

In matters such as Orthotouch and Zephan—where billions of rand are at stake—this urgency becomes even more pronounced.

The central role of a liquidator

Once a liquidation order is granted, a liquidator is appointed to take control of the company's affairs. Their functions include:

- identifying and securing all assets
- collecting outstanding debts
- investigating prior transactions, particularly those that may have been irregular or fraudulent

- distributing proceeds fairly among creditors

The liquidator thus serves as the key figure in restoring order to a financially collapsed structure.

The danger of delay: a legal vacuum

Where no liquidator has been appointed - as is currently the case pending judgment— a dangerous vacuum arises:

- Assets may disappear, deteriorate, or lose value
- Critical investigations into mismanagement or irregularities are delayed
- Creditors, including HSAG members, remain without answers or recourse

In practice, this situation benefits no one, except possibly those who gain from the absence of oversight.

Complexity increases risk

In structures such as those associated with Mr Georgiou—where multiple entities, financial flows, and historical transactions are involved—the role of a liquidator is even more critical.

Without a proper, independent investigation:

- key questions remain unanswered
- accountability is not established
- and the prospects of recovery for investors are further diminished

What does this mean for HSAG members?

The appointment of a liquidator is not merely a procedural step—it marks the beginning of real accountability and potential recovery.

The longer this is delayed, the greater the risk that value may be lost.

Kind regards

HSAG Steering Committee

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