



COMPANY SECRETARIAL PRACTICE

A GUIDE TO PRODUCING THE FORMS AND DOCUMENTATION IN COMPLIANCE WITH THE COMPANY'S ACT 2008 AS AMENDED

CONTENTS**PAGE**

INTRODUCTION	3
SECTION 1 Simple Director Appointment And Alternate Director Adjustments Change Of Directorships Adjustment To Alternates	5 6-16 17-29
SECTION 2 Officer, Registered Office, Year-End, Location Of Records Multiple Transactions 1 Change Of Registered Office Change Of Year-End	30 31-37 38-41 42-45
SECTION 3 Share Capital Allotment Of Shares Share Transfer Conversion Of Par Value Shares Plus Allotment Conversion Of Par Value To No Par Value Where No Shares In Issue Share Buyback	46 48-57 58-71 72-81 82-85 86-89
SECTION 4 Changes to the MOI Replacement of the MOI Change of name Consolidation of the MOI Change to Company Rules	90 95-102 103-106 107-110 111-115
SECTION 5 Special Resolutions Directors Exceed The Authority Sale Of A Major Portion Of The Assets	116 120-122 123-125
SECTION 6 Formation of Companies Formation of Company Registration of External Company	126 127-137 138-140

INTRODUCTION

I am pretty sure that we are all sick of going to another course on Company Law and learning about all intricacies about how our new Company's Act works. The act is also not the easiest document to read because you cannot keep one eye on the rugby and actually read sections of the Act at the same time, as its necessary to jump all over the place because of all the cross references.

What we at Accfin have attempted to do is to produce a practical guide to Company's Secretarial practice. This guide illustrates the output for various transactions type. We have started with the most common ones first, i.e. transactions you are going to need to know now. We state what the transaction is and then we display the documentation in terms of the law, the actual physical forms, notices, resolutions etc. As an introduction to each section we may give some selected parts of company law that we think is relevant in producing the documentation It is important to note that this guide does not specify the procedure that the CIPC has instituted into making the necessary changes as we have written this guide from the prospective of the practitioner who wishes to comply with the law.

It has always been our goal to make the routines of Company Secretarial Practice as simple and automatic as possible and I think with the current version we have almost achieved this.

The examples that we use in this guide are aimed at the medium size smaller company and are not necessarily for public or listed companies although all the rules and law may apply. We feel this is the right thing to do because the bulk of company secretarial work is in fact for smaller proprietary limited companies.

This guide is divided into various sections with some notes on the requirements for each transaction.

What I can tell you is that all the company secretarial paperwork that is contained in this guide is produced by Accfin's Secretarial Assistant, each transaction literally producing the documentation in seconds. Sure various databases have to be maintained in order to keep the statutory records, but the records go through right from the initial minutes, resolutions and forms through to the actual registers of the company. Once set up it's a cinch to make the changes required.

This guide is our first version of examples of Company Secretarial Practice and I do not believe that there is anything similar in South Africa today. This work will always be a work-in-progress as we will continually be updating it as we improve the documentation.

Of course if you do not like our wording you can change the wording to suit your own requirements as everything in the program is user definable.

There is also no point in carrying on about the situation that Secretarial Practitioners find themselves in with the change in the New Companies Act and the collapse of CIPRO and the situation that CIPC is in. We therefore need to find a way to reduce times taken in producing Company Secretarial paperwork and documentation. It is with this in mind that we have produced software that does exactly that.

Please note that the examples are all dummy situations and may not be complete as far as all aspects are concerned i.e. names addresses and telephone numbers.

Mark Silberman

SECTION 1

SIMPLE DIRECTOR APPOINTMENT AND ALTERNATE DIRECTOR ADJUSTMENTS

In this set of documentation we produce a consent form which is modeled on the old CM27. It is important to note that once a director has signed his or her consent and hands it in to the company he or she is then a director of the company despite what happens at the CIPC.

We also produce CoR 36.4 which shows the new directors and all their interests in terms of shares or directorship that they hold.

The CoR 39 is produced on a similar basis to the old CM29 – reflecting all directors and the current changes. The directors are printed in surname alphabetical order. The signer who is authorised must sign the first page in the place provided at the bottom of the page. The system will indicate on item 12, the word **None** for no change or **Resignation Date** where the director resigned or **Appointed** where the director was appointed.

If the director is not South African the passport number will print as item 4.

A **Notice and Resolution** of the shareholders or Directors meeting will also be produced with details of all the director changes.

It is important to note that whether you appoint five directors or resign three these names will list automatically in the documentation. The standard minutes will handle up to 10 appointments and 4 resignations in one set of minutes.

The system also produces an automatic **mandate letter** which must be signed by the Director authorised and this gives the secretarial company or practitioner the authority to proceed with the registration at CIPC.

In the second example of changes to directorships we show a resigning director who has an alternate and the alternate being made alternate to another director.

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 39

About this Form

- This form is issued in terms of Section 70 (6) of the Companies Act, 2008, and Regulation 39 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change of the information or the composition of the Board of Directors.
- The prescribed fee for filing this Notice is Nil.
- For multiple directors, please use block on page 1 as key.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2474
www.cipc.co.za

Notice of Change of Director

Date: 19/08/2011

Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

The above named company or external company gives notice of the following change of information on or in the persons serving as directors of the company or external company. In the case of new directors, each person named has consented to assume that office.

1. Full name/former name, if any: WYLAN CHOU
2. Identity number: 7301035126083
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: _____
5. Date of appointment: 10/08/1999
6. Designation in company: DIRECTOR
7. Residential address: 29 SOMERSET ROAD, KENSINGTON,
JOHANNESBURG, 2096
8. Business address: 29 SOMERSET ROAD KENSINGTON
2096
9. Postal address: P O BOX 94949, KENSINGTON, 2916,
10. Occupation: ACCOUNTANT
11. South African Resident: (yes) (no)
12. Nature of change: None
13. E-Mail Address: chou@citrus.co.za
14. Cell Number: 0835469278

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)
"This form is reproduced and/or distributed by Accfin Software with the permission of the CIPC under Government Printing Works Authority Number
11535 on conditions as determined by the CIPC from time to time. Copyright of this form vests with the CIPC and it is not liable for any misrepresentation
or error on this form and any subsequent loss or damages suffered by any party in the use of this form"

CoR 39 - Notice of Change of Directors (p2)

Date: 19/08/2011

Customer code: ABCDE

Concerning: *(Name and Registration Number of Company)*

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

1.	<u>PETER JOHN GREEN</u>
2.	<u>5301035126082</u>
3.	<u>SOUTH AFRICAN</u>
4.	<u></u>
5.	<u>10/08/1999</u>
6.	<u>DIRECTOR</u>
7.	<u>25 BESTER ROAD, GERMISTON, 3001</u>
8.	<u>25 BESTER ROAD GERMISTON</u> <u>3001</u>
9.	<u>P O BOX 7272, GERMISTON, 3000</u>
10.	<u>LAWYER</u>
11.	South African Resident: <input checked="" type="checkbox"/> (yes) <input type="checkbox"/> (no)
12.	<u>None</u>
13.	<u>mark@accfin.co.za</u>
14.	<u>0833779278</u>

1.	<u>CECIL RADEBE</u>
2.	<u></u>
3.	<u>SOUTH AFRICAN</u>
4.	<u></u>
5.	<u>16/08/2011</u>
6.	<u>DIRECTOR</u>
7.	<u>8TH STREET, BENONI, 2898</u>
8.	<u>8 STREET BENONI</u> <u>2898</u>
9.	<u>P O BOX 7272, BENONI, 2828</u>
10.	<u></u>
11.	South African Resident: <input checked="" type="checkbox"/> (yes) <input type="checkbox"/> (no)
12.	<u>Resignation 19/08/2011</u>
13.	<u>mark@accfin.co.za</u>
14.	<u></u>

1.	<u>SHIRLEY RESNICK</u>
2.	<u>4006300118083</u>
3.	<u>SOUTH AFRICAN</u>
4.	<u></u>
5.	<u>17/08/2011</u>
6.	<u>DIRECTOR</u>
7.	<u></u>
8.	<u></u>
9.	<u></u>
10.	<u></u>
11.	South African Resident: <input checked="" type="checkbox"/> (yes) <input type="checkbox"/> (no)
12.	<u>None</u>
13.	<u>mark@accfin.co.za</u>
14.	<u></u>

1.	<u>JONNY SADMAN</u>
2.	<u></u>
3.	<u>SOUTH AFRICAN</u>
4.	<u>5252525252523</u>
5.	<u>19/08/2011</u>
6.	<u>DIRECTOR</u>
7.	<u>24 ROBERTS AVE, KENSINGTON, 2001</u>
8.	<u>24 ROBERTS AVENUE KENSINGTON</u> <u>2001</u>
9.	<u>P O BOX 6363, KENSINGTON, 2929,</u>
10.	<u>BUSINESSMAN</u>
11.	South African Resident: <input type="checkbox"/> (yes) <input checked="" type="checkbox"/> (no)
12.	<u>Appointment</u>
13.	<u>mark@accfin.co.za</u>
14.	<u>0825353531</u>

NON RESIDENT ←

CoR 39 - Notice of Change of Directors (p3)

Date: 19/08/2011

Customer code: ABCDE

Concerning: (Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

1. JAYSON SMITH
2. 9876543221
3. SOUTH AFRICAN
- 4.
5. 17/08/2011
6. DIRECTOR
7. 35 WEST STREET, DURBAN, 4000
8. 35 WEST STREET DURBAN
4000
9. P O BOX 6363, DURBAN, 4000
10. BUSINESSMAN
11. South African Resident: (yes) (no)
12. None
13. mark@accfin.co.za
- 14.

THE SYSTEM PRINTS A BLOCK FOR EACH DIRECTOR

Consent to act as Director or Officer of Company Republic of South Africa

Consent

About this Form

- This form does not have to be submitted to the CIPC

IMPORTANT DOC AS ONCE SIGNED BY A DIRECTOR AND HANDED TO THE CO THE SIGNER IS A DIRECTOR

ALSO GREAT TO OBTAIN INFO FOR DATABASE INPUT

www.accfinc.co.za

Name of Company

BRANDNEW TWO PROPRIETARY LIMITED

Registration Number

1999/100281/07

I hereby consent to my appointment as a director/ officer of the above-named company in terms of the Companies Act 2008. I also certify that I am not disqualified from acting as a director in terms of the Companies Act 2008.

1. Full name/former name, if any: JONNY SADMAN
2. Identity number: _____
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: 52525252523
5. Date of appointment: 19/08/2011
6. Designation in company: DIRECTOR
7. Residential address: 24 ROBERTS AVE KENSINGTON
2001
8. Business address: 24 ROBERTS AVENUE KENSINGTON
2001
9. Postal address: P O BOX 6363 KENSINGTON
2929
10. Occupation: BUSINESSMAN
11. South African Resident: _____ (yes) (no)
12. E-Mail Address: mark@accfinc.co.za
13. Cell Number: 0825353531

Signature

Entry Ref:1018

BRANDNEW

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 10/08/2011

TO BE HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

**DETAILS OF ALL MEETINGS ARE MERGED FROM
THE TRANSACTION**

For consideration of the following changes in the directorate:-

The appointment of the following director of the company.

JONNY SADMAN

**SYSTEM WILL LIST ALL
THE APPOINTMENTS
HERE**

the resignation of the following director of the company.

CECIL RADEBE

By order of the Board

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

RESOLVED THAT :

DIRECTORATE :

The following is appointed a director of the company:-

JONNY SADMAN

Further it is noted that

CECIL RADEBE

resigned as a director of the company

Signed as a correct record

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

**P O BOX 7272
BENONI
2828**

WYLAN CHOU

**BRANDNEW TWO PROPRIETARY LIMITED
P O BOX 51559
RAEDENE
2124**

Dear Sir,

RESIGNATION AS DIRECTOR OF BRANDNEW TWO PROPRIETARY LIMITED

I hereby resign as a director of your company.

Yours faithfully

CECIL RADEBE

Page No. 00001		BRANDNEW				Trans Ref: 1018		
19/09/2011	11:37:23	Register of Directors	BRANDNEW TWO (PTY) LTD					
Type	Forename and Surname	Residential Address, Business Address, Postal Address	Nationality	ID Number Date of Birth	Occupation	Date Appointed	Date Of Change	Nature Of Change
DIRECTOR	WYLAN CHOU	29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096 29 SOMERSET ROAD KENSINGTON 2096 P O BOX 94949 KENSINGTON 2916	SOUTH AFRICAN	7301035126083	ACCOUNTANT	10/08/1999		
DIRECTOR	PETER JOHN GREEN	25 BESTER ROAD GERMISTON 3001 25 BESTER ROAD GERMISTON 3001 P O BOX 7272 GERMISTON 3000	SOUTH AFRICAN	5301035126082	LAWYER	10/08/1999		
DIRECTOR	CECIL RADEBE	8TH STREET BENONI 2898 8 STREET BENONI 2898 P O BOX 7272 BENONI 2828	SOUTH AFRICAN			16/08/2011	19/08/2011	RESIGNED
DIRECTOR	SHIRLEY RESNICK		SOUTH AFRICAN	4006300118083		17/08/2011		
DIRECTOR	JONNY SADMAN	24 ROBERTS AVE KENSINGTON 2001 24 ROBERTS AVENUE KENSINGTON 2001 P O BOX 6363 KENSINGTON 2929	SOUTH AFRICAN	5252525252523	BUSINESSMAN	19/08/2011		

Page No. 00002

BRANDNEW

Trans Ref: 1018

19/09/2011 11:37:23

Register of Directors

BRANDNEW TWO (PTY) LTD

Type	Forename and Surname	Residential Address, Business Address, Postal Address	Nationality	ID Number Date of Birth	Occupation	Date Appointed	Date Of Change	Nature Of Change
DIRECTOR	JAYSON SMITH	35 WEST STREET DURBAN 4000 35 WEST STREET DURBAN 4000 P O BOX 6363 DURBAN 4000	SOUTH AFRICAN	9876543221	BUSINESSMAN	17/08/2011		

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 36.4

About this Form

- This form is issued in terms of Section 75 of the Companies Act, 2008 and Regulation 36 (4) of the Companies Regulations, 2011.
- The use of this Form is voluntary. If this form is used, it is not necessary to file a copy with the commission.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Notice of Director's Personal Financial Interest

Date: 25/08/2011

From: JONNY SADMAN
(Insert name of director giving notice)

To:
(Name and Registration Number of Company)
Name: ZIPPY SOFTWARE CO (PTY) LTD
Registration No.: 1999/100291/07

The person named above, being director or prescribed officer of the company, advises the company of the following personal and financial interests :

(Provide particulars of the nature and extent of the interest, using additional sheets if required)

19272702020	ABRACADABRA (PTY) LTD	DIRECTOR
1999/809809/07	CITRUS FRUITS (PTY) LTD	DIRECTOR
	WILDMAN JUNGLE TOURS 2 (PTY) LTD	DIRECTOR
1999/100291/07	ZIPPY SOFTWARE CO (PTY) LTD	ALTERNATE TO
	GREEN PETER JOHN	

Signed: _____

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Consent to act as Director or Officer of Company Republic of South Africa

Consent

About this Form

- This form does not have to be submitted to the CIPC

www.accfm.co.za

Name of Company

ZIPPY SOFTWARE CO PROPRIETARY LIMITED

Registration Number

1999/100291/07

I hereby consent to my appointment as a director/ officer of the above-named company in terms of the Companies Act 2008. I also certify that I am not disqualified from acting as a director in terms of the Companies Act 2008.

1. Full name/former name, if any: JAYSON SMITH
2. Identity number: 9876543221
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: _____
5. Date of appointment: 25/08/2011
6. Designation in company: DIRECTOR
7. Residential address: 35 WEST STREET DURBAN
4000
8. Business address: 35 WEST STREET DURBAN
4000
9. Postal address: P O BOX 6363 DURBAN
4000
10. Occupation: BUSINESSMAN
11. South African Resident: (yes) (no)
12. E-Mail Address: mark@accfm.co.za
13. Cell Number: _____

Signature

Entry Ref:1028

ZIPPY

Consent to act as Director or Officer of Company Republic of South Africa

Consent

About this Form

- This form does not have to be submitted to the CIPC

www.accfm.co.za

Name of Company

ZIPPY SOFTWARE CO PROPRIETARY LIMITED

Registration Number

1999/100291/07

I hereby consent to my appointment as a director/ officer of the above-named company in terms of the Companies Act 2008. I also certify that I am not disqualified from acting as a director in terms of the Companies Act 2008.

1. Full name/former name, if any: JONNY SADMAN
2. Identity number: _____
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: 52525252523
5. Date of appointment: 25/08/2011
6. Designation in company: ALTERNATE TO SMITH JAYSON
7. Residential address: 24 ROBERTS AVE KENSINGTON
2001
8. Business address: 24 ROBERTS AVENUE KENSINGTON
2001
9. Postal address: P O BOX 6363 KENSINGTON
2929
10. Occupation: BUSINESSMAN
11. South African Resident: _____ (yes) (no)
12. E-Mail Address: mark@accfm.co.za
13. Cell Number: 0825353531

Signature

Entry Ref:1028

ZIPPY

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 39

About this Form

- This form is issued in terms of Section 70 (6) of the Companies Act, 2008, and Regulation 39 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change of the information or the composition of the Board of Directors.
- The prescribed fee for filing this Notice is Nil.
- For multiple directors, please use block on page 1 as key.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2474
www.cipc.co.za

Notice of Change of Director

Date: 25/08/2011

Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: ZIPPY SOFTWARE CO (PTY) LTD

Registration No.: 1999/100291/07

The above named company or external company gives notice of the following change of information on or in the persons serving as directors of the company or external company. In the case of new directors, each person named has consented to assume that office.

1. Full name/former name, if any: WYLAN CHOU
2. Identity number: 7301035126083
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: _____
5. Date of appointment: 31/08/2011
6. Designation in company: DIRECTOR
7. Residential address: 29 SOMERSET ROAD, KENSINGTON,
JOHANNESBURG, 2096
8. Business address: 29 SOMERSET ROAD KENSINGTON
2096
9. Postal address: P O BOX 94949, KENSINGTON, 2916,
10. Occupation: ACCOUNTANT
11. South African Resident: (yes) (no)
12. Nature of change: None
13. E-Mail Address: chou@citrus.co.za
14. Cell Number: 0835469278

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

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CoR 39 - Notice of Change of Directors (p2)

Date: 25/08/2011

Customer code: ABCDE

Concerning: *(Name and Registration Number of Company)*

Name: ZIPPY SOFTWARE CO (PTY) LTD

Registration No.: 1999/100291/07

1. PETER JOHN GREEN
 2. 5301035126082
 3. SOUTH AFRICAN
 4. _____
 5. 31/08/2011
 6. DIRECTOR
 7. 25 BESTER ROAD, GERMISTON, 3001

 8. 25 BESTER ROAD GERMISTON
3001
 9. P O BOX 7272, GERMISTON, 3000

 10. LAWYER
 11. South African Resident: (yes) _____ (no)
 12. **Resignation** 26/08/2011
 13. mark@accfin.co.za
 14. 0833779278

1. JONNY SADMAN
 2. _____
 3. SOUTH AFRICAN
 4. 5252525252523
 5. 25/08/2011
 6. ALTERNATE TO GREEN PETER JOHN
 7. 24 ROBERTS AVE, KENSINGTON, 2001

 8. 24 ROBERTS AVENUE KENSINGTON
2001
 9. P O BOX 6363, KENSINGTON, 2929,

 10. BUSINESSMAN
 11. South African Resident: _____ (yes) (no)
 12. **Resignation** 26/08/2011
 13. mark@accfin.co.za
 14. 0825353531

**RESIGNED
AS ALTERNATE
TO GREEN**

1. JONNY SADMAN
 2. _____
 3. SOUTH AFRICAN
 4. 5252525252523
 5. 25/08/2011
 6. ALTERNATE TO SMITH JAYSON
 7. 24 ROBERTS AVE, KENSINGTON, 2001

 8. 24 ROBERTS AVENUE KENSINGTON
2001
 9. P O BOX 6363, KENSINGTON, 2929,

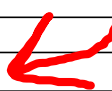
 10. BUSINESSMAN
 11. South African Resident: _____ (yes) (no)
 12. **Appointment**
 13. mark@accfin.co.za
 14. 0825353531

1. JAYSON SMITH
 2. 9876543221
 3. SOUTH AFRICAN
 4. _____
 5. 25/08/2011
 6. DIRECTOR
 7. 35 WEST STREET, DURBAN, 4000

 8. 35 WEST STREET DURBAN
4000
 9. P O BOX 6363, DURBAN, 4000

 10. BUSINESSMAN
 11. South African Resident: (yes) _____ (no)
 12. **Appointment**
 13. mark@accfin.co.za
 14. _____

**APPOINTED
ALT 2 SMITH**



ZIPPY SOFTWARE CO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100291/07

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 01/08/2011

TO BE HELD AT SANDTON

DATE 25/08/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG

For consideration of the following changes in the directorate:-

The appointment of the following directors of the company.

JONNY SADMAN as ALTERNATE TO JAYSON SMITH
JAYSON SMITH

**DIRECTORS IN OATABASE ARE DISPLAYE
HERE**

the resignation of the following directors of the company.

PETER JOHN GREEN
JONNY SADMAN as ALTERNATE TO PETER JOHN GREEN

By order of the Board

WYLAN CHOU

ZIPPY SOFTWARE CO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100291/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 25/08/2011

TIME 2PM

RESOLVED THAT :

DIRECTORATE :

The following are appointed directors of the company:-

JONNY SADMAN as ALTERNATE TO JAYSON SMITH
JAYSON SMITH

Further it is noted that

PETER JOHN GREEN
JONNY SADMAN as ALTERNATE TO PETER JOHN GREEN

resigned as directors of the company

Signed as a correct record

WYLAN CHOU

ZIPPY SOFTWARE CO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100291/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 25/08/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

WYLAN CHOU

JONNY SADMAN

JAYSON SMITH

ZIPPY SOFTWARE CO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100291/07

25 AUGUST 2011

**2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG**

**P O BOX 51559
RAEDENE
2124**

MANDATE LETTER FOR APPOINTMENT & RESIGNATION OF DIRECTOR/S

We hereby wish to confirm the following changes in directorate, as per attached notice, and resolutions that were passed by the company:-

APPOINTMENTS

JONNY SADMAN as ALTERNATE TO JAYSON SMITH

RESIGNATIONS

PETER JOHN GREEN

JONNY SADMAN as ALTERNATE TO PETER JOHN GREEN

We hereby give SUPER SECRETARY

of Agent Code ABCDE

full mandate to act as agent on our behalf and to do the necessary registration with CIPC.

Yours Faithfully

WYLAN CHOU

AGENT CODE: ABCDE

**P O BOX 6363
KENSINGTON
2929**

25 AUGUST 2011

**ZIPPY SOFTWARE CO (PROPRIETARY) LIMITED
P O BOX 5252
SANDTON
2143**

Dear Sir,

RESIGNATION AS DIRECTOR OF ZIPPY SOFTWARE CO (PROPRIETARY) LIMITED

I hereby resign as a director of your company.

Yours faithfully

JONNY SADMAN

**P O BOX 7272
GERMISTON
3000**

25 AUGUST 2011

**ZIPPY SOFTWARE CO (PROPRIETARY) LIMITED
P O BOX 5252
SANDTON
2143**

Dear Sir,

RESIGNATION AS DIRECTOR OF ZIPPY SOFTWARE CO (PROPRIETARY) LIMITED

I hereby resign as a director of your company.

Yours faithfully

PETER JOHN GREEN

Page No.	00001	ZIPPY			Trans Ref: 1028			
14/09/2011 20:37:49	Register of Directors	ZIPPY SOFTWARE CO (PTY) LTD						
Type	Forename and Surname	Residential Address, Business Address, Postal Address	Nationality	ID Number Date of Birth	Occupation	Date Appointed	Date Of Change	Nature Of Change

DIRECTOR	WYLAN CHOU	29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096 29 SOMERSET ROAD KENSINGTON 2096 P O BOX 94949 KENSINGTON 2916	SOUTH AFRICAN	7301035126083	ACCOUNTANT	31/08/2011		
DIRECTORS REGISTER								
DIRECTOR	PETER JOHN GREEN	25 BESTER ROAD GERMISTON 3001 25 BESTER ROAD GERMISTON 3001 P O BOX 7272 GERMISTON 3000	SOUTH AFRICAN	5301035126082	LAWYER	31/08/2011	26/08/2011	RESIGNED
ALTERNATE TO GREEN PETER JOHN	JONNY SADMAN	24 ROBERTS AVE KENSINGTON 2001 24 ROBERTS AVENUE KENSINGTON 2001 P O BOX 6363 KENSINGTON 2929	SOUTH AFRICAN	5252525252523	BUSINESSMAN	25/08/2011	26/08/2011	RESIGNED
ALTERNATE TO SMITH JAYSON	JONNY SADMAN	24 ROBERTS AVE KENSINGTON 2001 24 ROBERTS AVENUE KENSINGTON 2001 P O BOX 6363 KENSINGTON 2929	SOUTH AFRICAN	5252525252523	BUSINESSMAN	25/08/2011		
DIRECTOR	JAYSON SMITH	35 WEST STREET DURBAN 4000 35 WEST STREET DURBAN 4000 P O BOX 6363 DURBAN 4000	SOUTH AFRICAN	9876543221	BUSINESSMAN	25/08/2011		

SECTION 2

OFFICER - REGISTERED OFFICE – YEAR END – LOCATION OF RECORDS

This section deals with essentially four kinds of transactions:-

A change to the officers or prescribed officers of the company- this would include company secretary, auditor, board committees, audit committees, etc. When this is processed then form COR44 is produced together with supporting pages if there is a requirement to go onto a 2nd page.

The change to the registered office, year end and location of records is also dealt with. In this section we illustrate 3 different types of transactions:-

1. All 4 types
2. Registered Office Only
3. Year end Only

The above set of transactions irrespective of what you enter for the change of registered office, change of an officer, change of location, change of financial year-end will all be done as one document set and will automatically be produced in a notice and a resolution. For example if you do not do a notice of change of registered office this information will not be included in the minute as the words relating to this will automatically be excluded.

In regard to notice of change of registered office ensure that the effective date is at least five days after the notice is filed.

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 21.1

About this Form

This Form is issued in terms of Section 23 (3) of the Companies Act, 2008 and Regulation 21 of the Companies Regulations, 2011

The date to be inserted must be at least five business days after the date this form is filed.

The fee for filing this Notice is R Nil

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Change of Registered Office

Date: 20/08/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of External Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No. 1999/100281/07

The above named company, or external company, advises that it is has or will change its registered office in the Republic on 25/08/2011 *(Insert Date)* to the following address:

<u>2ND FLOOR</u>
<u>EDINBURGH GATE</u>
<u>HYDE PARK LANE</u>
<u>JOHANNESBURG</u>

<u>P O BOX 5252</u>
<u>SANDTON</u>
<u>2143</u>

Effective date: 25/08/2011 being a date at least five business days after filing.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 25

About this Form

- This form is issued in terms of Section 27 (4) of the Companies Act, 2008 and Regulation 25 of the Companies Regulations, 2011.
- The financial year end of a company may not be changed more than once during any particular financial year.
- The date to be inserted as the new financial year end must not be earlier than the date this form is filed, and must not result in a financial year that exceeds 15 months.
- The fee for filing this Notice is R100.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Change of Financial Year End

Date: 20/08/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

The Board of Directors of the above named company, whose current financial year end is February 2011, advises that the company will change its financial year end to June 2012 *(Insert Date)*

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 44

About this Form

- This form is issued terms of Section 85 (3) of the Companies Act, 2008 and Regulation 44 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change in the appointments of the company secretary, auditor or member of the audit committee.
- The fee for filing this Notice is R0.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Notice of Change of Auditor or Secretary

Date: 20/08/2011 Customer code: ABCDE

Concerning:

<i>(Name and Registration Number of Company)</i> Name: BRANDNEW TWO (PTY) LTD Registration No.: 1999/100281/07
--

The above named company gives notice of the following change in the persons it has appointed to serve as secretary, auditor or member of the audit committee of the company. In the case of new appointments, each person named has consented to that appointment:

(For each person listed, show the person's name and identity or registration number, and the office to which they have been appointed, or in which they have ceased to serve)

Name: **HAPPY CHAPPY AUDITOR** Office: **AUDITOR**

Designated Auditor (if applicable) _____

ID/Reg/Practice No.: **545454**

Date of appointment/Resignation: ~~XXXXXX~~ **20/08/2011**

Name: **GREEN PETER JOHN** Office: **SECRETARY**

Designated Auditor (if applicable) _____

ID/Reg/Practice No.: **5301035126082**

Date of appointment/Resignation: ~~XXXXXX~~ **20/08/2011**

Name: _____ Office: _____

Designated Auditor (if applicable) _____

ID/Reg/Practice No.: _____

Date of appointment/Resignation: ~~XXXXXX~~ _____

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF COMBINED MEETING OF SHAREHOLDERS AND DIRECTORS

DATE OF NOTICE 01/08/2011

TO BE HELD AT SANDTON

DATE 20/08/2011

TIME 2PM

Notice is hereby given that a combined meeting of directors and shareholders will be held at the registered office of the company situated at:

2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG

For the consideration and if deemed fit, passing with or without modification the following resolution:-

RESOLVED THAT

AUDITOR / OFFICERS

HAPPY CHAPPY AUDITOR is appointed as AUDITOR

PETER JOHN GREEN is appointed as SECRETARY

REGISTERED OFFICE:

The registered office address of the company is changed to:

2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE

P O BOX 5252
SANDTON
2143

with effect from 25/08/2011

YEAR END :

The company year end month changes from February to June with effect from the 2012 calendar year.

**REGISTERED OFFICE
AUDITOR OFFICER AND
YEAR END CAN ALL BE
ONE RESOLUTION**

By order of the board.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF COMBINED MEETING OF SHAREHOLDERS AND DIRECTORS

HELD AT SANDTON

DATE 20/08/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

AUDITOR / OFFICERS

HAPPY CHAPPY AUDITOR is appointed as SECRETARY

PETER JOHN GREEN is appointed as AUDITOR

REGISTERED OFFICE:

The registered office address of the company is changed to:

**2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG**

**P O BOX 5252
SANDTON
2143**

with effect from 25/08/2011

YEAR END :

The company year end month changes from February to June
with effect from the 2012 calendar year.

Signed as a correct record.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF COMBINED MEETING OF SHAREHOLDERS AND DIRECTORS

HELD AT SANDTON

DATE 20/08/2100

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

WYLAN CHOU

PETER JOHN GREEN

SHIRLEY RESNICK

JAYSON SMITH

SHAREHOLDERS

WYLAN CHOU

CHANGE OF REGISTERED OFFICE

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 21.1

About this Form

This Form is issued in terms of Section 23 (3) of the Companies Act, 2008 and Regulation 21 of the Companies Regulations, 2011

The date to be inserted must be at least five business days after the date this form is filed.

The fee for filing this Notice is R Nil

**Contacting the
Commission**

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Change of Registered Office

Date: 14/09/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of External Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No. 1999/100281/07

The above named company, or external company, advises that it is has or will change its registered office in the Republic on 25/09/2011 (Insert Date) to the following address:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

P O BOX 51559
RAEDENE
2124

Effective date: 25/09/2011 being a date at least five business days after filing.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)
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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 15/08/2011

TO BE HELD AT SANDTON

DATE 14/09/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following resolution:-

RESOLVED THAT

REGISTERED OFFICE:

The registered office address of the company is changed to:

9 KRAMER ROAD COR	P O BOX 51559
DESMOND AVE	RAEDENE
KRAMERVILLE	2124
SANDTON	
2143	

with effect from 25/09/2011

By order of the board.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 14/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

REGISTERED OFFICE:

The registered office address of the company is changed to:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

**P O BOX 51559
RAEDENE
2124**

with effect from 25/09/2011

Signed as a correct record.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 14/09/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

WYLAN CHOU

PETER JOHN GREEN

SHIRLEY RESNICK

JAYSON SMITH

CHANGE OF YEAR END

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 25

About this Form

- This form is issued in terms of Section 27 (4) of the Companies Act, 2008 and Regulation 25 of the Companies Regulations, 2011.
- The financial year end of a company may not be changed more than once during any particular financial year.
- The date to be inserted as the new financial year end must not be earlier than the date this form is filed, and must not result in a financial year that exceeds 15 months.
- The fee for filing this Notice is R100.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address : PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Change of Financial Year End

Date: 24/08/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

The Board of Directors of the above named company, whose current financial year end is February 2011, advises that the company will change it's financial year end to June 2012 (Insert Date)

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 01/08/2011

TO BE HELD AT SANDTON

DATE 24/08/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following resolution:-

RESOLVED THAT

YEAR END :

The company year end month changes from February to June with effect from the 2012 calendar year.

By order of the board.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 24/08/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

YEAR END :

The company year end month changes from February to June
with effect from the 2012 calendar year.

Signed as a correct record.

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 24/08/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

WYLAN CHOU

PETER JOHN GREEN

SHIRLEY RESNICK

JAYSON SMITH

SECTION 3

SHARE CAPITAL

In this section we deal with various share transactions, namely

1. allotment of shares
2. share transfer
3. share conversion from a par value to no par value where the company has run out of shares to issue
4. the conversion of a par value to a no par value shares where there are no shares in issue.
5. Buyback of shares

The share conversion is complicated because of Regulation 31 of the companies act 2008 as amended which we have summarised below. We feel that this is important as you will be doing this transaction for many companies over the next few years.

REGULATION 31

In the case of a new company under the new act the authorised share capital of a company can be increased by way of special resolutions as it is a change to the MOI. It should be noted that if there is a change to the MOI then Form CoR 15.2 has to be filed with the CIPC.

It is very different with a pre-existing company that has par value shares at the effective date of 1 May 2011 and the board of director's wish to increase the authorised number of the par value shares in existence. The following would be the procedure based on regulation 31 of the companies act.

THE LAW

Schedule 5, Section 6 (2) deals with this situation and says that par value shares continue to exist after the effective date subject to any regulations made by the minister. I have not seen any regulations to this effect.

In my view this means that in the case of a company that has par value shares (as the law is written now) can exist forever. There are formalities where the directors wish to increase the authorized share capital as there are not enough shares to issue.

In this case we then need to look at the Regulation 31 for the procedure. It is important to note that many of the regulations refer to the various sections in the act. This particular regulation does not. It is also important to note that in terms of section 36(2)(a) of the act that the change of the authorized share capital is in fact an amendment to the MOI and requires a special resolution.

Please also note that in terms of Regulation 31 5(b) the directors may issue shares if there are authorized shares available. Regulation 31 5(c) says that an amendment to the MOI may be filed at no charge in order to change a class provided that sub-regulation 6 to 11 are complied with.

SARS

It is interesting that sub-regulation 6 (a) says that this amendment must not be designed substantially or predominantly to evade the requirements of any applicable tax legislation and 6 (b) says that such conversion will only be approved by a special resolution adopted by the holders of the shares for each such class and a further resolution adopted by the meeting of the company shareholders called for that purpose.

REPORT REQUIRED

Sub-regulation 7 deals with a report that must go out with the proposed resolution to convert par value to no par value shares. The following items should be dealt with in the report.

- a. The report must state all information that may affect the value of the securities caused by the proposed conversion; and
- b. The report must identify the class of holders of the company securities affected by the proposed resolution and;
- c. The report must describe the material effects that the proposed conversion will have on the rights of any holders of shares, and;
- d. The report must evaluate any material adverse effects of the proposed arrangement against any compensation to those persons who receive compensation owing to the conversion.

Regulation 31 (8), the company must publish a resolution contemplated in sub-regulation (6) together with the report required by sub regulation (7) which must be made available to the shareholders before the meeting (which must have proper notice) at which the resolution is to be considered.

The resolution and the report must be filed with the Commission and the South African Revenue Service. In order to comply with this requirement the documentation must be scanned and emailed to regulation31@sars.gov.za

ALLOTMENT OF SHARES

ZAPTRAP CAR FIXERS PROPRIETARY LIMITED

REGISTRATION NO.: 2009/929292/07

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 01/09/2011

TO BE HELD AT JOHANNESBURG

DATE 19/09/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

For the consideration and if deemed fit, passing with or without modification the following resolution:

RESOLVED THAT

The following shares are allotted as set out below:

NAME OF ALLOTTEE	CLASS	PV	CERT NO.	QUANTITY	PREMIUM	ISSUE PRICE/ NOM VALUE
CECIL RADEBE	ORDINARY	NPV	2	5000		25000.00
WYLAN CHOU	ORDINARY	NPV	3	5000		25000.00

By order of the Board

WYLAN CHOU

ZAPTRAP CAR FIXERS PROPRIETARY LIMITED
REGISTRATION NO.: 2009/929292/07

MINUTES OF MEETING DIRECTORS MEETING

HELD AT JOHANNESBURG

DATE 19/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following shares are allotted as set out below:

NAME OF ALLOTTEE	CLASS	PV	CERT NO.	QUANTITY	PREMIUM	ISSUE PRICE/ NOM VALUE
CECIL RADEBE	ORDINARY	NPV	2	5000		25000.00
WYLAN CHOU	ORDINARY	NPV	3	5000		25000.00

Signed as a correct record

WYLAN CHOU

ZAPTRAP CAR FIXERS PROPRIETARY LIMITED
REGISTRATION NO.: 2009/929292/07

MINUTES OF DIRECTORS MEETING

HELD AT JOHANNESBURG

DATE 19/09/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

WYLAN CHOU

Index to Register of members (Section 105)

Forename and surname	Residential Address, Business Address, Postal Address	ID Number	Occupation	Folio Nr.	Share class	Original No of Shares	Cert. no.	Balance
WYLAN CHOU	29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096 P O BOX 94949 KENSINGTON 2916	7301035126083		CHOU	ORDNPV	5000	3	5000
								5000
CECIL RADEBE	8TH STREET BENONI 2898 P O BOX 7272 BENONI 2828 8 STREET BENONI 2898	1234567890		RADEB	ORDNPV	1000	1	1000
	8TH STREET BENONI 2898 P O BOX 7272 BENONI 2828	1234567890		RADEB	ORDNPV	5000	2	5000
								6000
						TOTAL ISSUED		11000

Register of Members Share Accounts

Name and Address	SHARES ACQUIRED					SHARES TRANSFERRED					Balance
	Share class	Date	Trans no.	Certific Ref. no.	No of Shares	Date	To Code	Trans no.	Certific Ref. no.	No of Shares	
WYLAN CHOU P O BOX 94949 KENSINGTON 2916	ORDNPV	19/09/2011	1061-A	2 3	5000						5000
Folio No/Nr:- CHOU			ALLOTMENT								5000
CECIL RADEBE P O BOX 7272 BENONI 2828	ORDNPV	01/07/2011	S	1 1	1000						1000
Folio No/Nr:- RADEB		19/09/2011	1061-A	1 2	5000						5000
			ALLOTMENT								6000
										TOTAL ISSUED	11000

SHARE CERTIFICATE

ZAPTRAP CAR FIXERS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 2009/929292/07

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the
above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	ISSUE PRICE	REF. NO.	DATE	CERT. NO.	NO OF SHARES
CECIL RADEBE 1234567890 8TH STREET BENONI 2898	ORDINARY SHARES OF NO PAR VALUE	R 5.000000	A 1	19/09/2011	2	5000

Given on behalf of the company at JOHANNESBURG on 19 SEPTEMBER 2011

Secretary

Directors

SHARE CERTIFICATE

ZAPTRAP CAR FIXERS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 2009/929292/07

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the
above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	ISSUE PRICE	REF. NO.	DATE	CERT. NO.	NO OF SHARES
WYLAN CHOU 7301035126083 29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096	ORDINARY SHARES OF NO PAR VALUE	R 5.000000	A 2	19/09/2011	3	5000

Given on behalf of the company at JOHANNESBURG on 19 SEPTEMBER 2011

Secretary

Directors

SHARES COMPRISING THIS ALLOTMENT

Name of company ZAPTRAP CAR FIXERS PROPRIETARY LIMITED Registration No 2009/929292/07

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated capital	Number of shares	Class of shares	Nominal amount of each share	Premium on each share	Total amount of paid-up capital and premium, if any
			R			R		R
10000	ORDINA	5.000000000	50000.000000000					
TOTAL VALUE OF ALLOTMENTS			Total R					Total R
			50 000.00					

Entry Ref:1061 ZAPTRAP

SHARE TRANSFER

**ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020**

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 01/08/2011

TO BE HELD AT SANDTON

DATE 06/09/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

in order to approve the following share transfers.

TRANSFEROR	TRANSFeree	QTY
JONNY SADMAN	WYLAN CHOU	250
JONNY SADMAN	GUY FUNNY EARLE	250
JONNY SADMAN	CECIL RADEBE	250
JONNY SADMAN	JAYSON SMITH	250

ONE TO MANY TRANSFER

By order of the Board

WYLAN CHOU

ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 06/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

IT WAS RESOLVED THAT :-

TRANSFER OF SHARES

The following share transfer are approved:

<u>TRANSFEROR</u>	<u>TRANSFeree</u>	<u>QTY</u>
JONNY SADMAN	WYLAN CHOU	250
JONNY SADMAN	GUY FUNNY EARLE	250
JONNY SADMAN	CECIL RADEBE	250
JONNY SADMAN	JAYSON SMITH	250

Signed as a correct record

WYLAN CHOU

ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 06/09/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

JONNY SADMAN

SHARE CERTIFICATE

ABRACADABRA (PROPRIETARY) LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the
above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	NOMINAL AMOUNT	REF. NO.	DATE	CERT. NO.	NO OF SHARES
WYLAN CHOU 7301035126083 29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096	ORDINARY PAR VALUE SHARES	R 1.000000	T 1	06/09/2011	2	250

PREMIUM PER SHARE IS R0.000000

Given on behalf of the company at SANDTON on 6 SEPTEMBER 2011

Secretary

Directors

SHARE CERTIFICATE

ABRACADABRA (PROPRIETARY) LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	NOMINAL AMOUNT	REF. NO.	DATE	CERT. NO.	NO OF SHARES
GUY FUNNY EARLE 7206115126092	ORDINARY PAR VALUE SHARES	R 1.000000	T 2	06/09/2011	3	250

PREMIUM PER SHARE IS R0.000000

Given on behalf of the company at SANDTON on 6TH SEPTEMBER 2011

BALANCE CERTIFICATE

Secretary

Directors

SHARE CERTIFICATE

ABRACADABRA (PROPRIETARY) LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	NOMINAL AMOUNT	REF. NO.	DATE	CERT. NO.	NO OF SHARES
CECIL RADEBE 8TH STREET BENONI 2898	ORDINARY PAR VALUE SHARES	R 1.000000	T 3	06/09/2011	4	250

PREMIUM PER SHARE IS R0.000000

Given on behalf of the company at SANDTON on 6TH SEPTEMBER 2011

Secretary

Directors

SHARE CERTIFICATE

ABRACADABRA (PROPRIETARY) LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the
above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	NOMINAL AMOUNT	REF. NO.	DATE	CERT. NO.	NO OF SHARES
JAYSON SMITH 35 WEST STREET DURBAN 4000	ORDINARY PAR VALUE SHARES	R 1.000000	T 4	06/09/2011	5	250

PREMIUM PER SHARE IS R0.000000

Given on behalf of the company at SANDTON on 6TH SEPTEMBER 2011

Secretary

Directors

Index to Register of members (Section 105)

Forename and surname	Residential Address, Business Address, Postal Address	ID Number	Occupation	Folio Nr.	Share class	Original No of Shares	Cert. no.	Balance
WYLAN CHOU	29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096 P O BOX 94949 KENSINGTON 2916	7301035126083		CHOU	ORDPV	500	2	500
								500
JONNY SADMAN	24 ROBERTS AVE KENSINGTON 2001 P O BOX 6363 KENSINGTON 2929 24 ROBERTS AVENUE KENSINGTON 2001	5252525252523	BUSINESSMAN	SADMAN	ORDPV	1000	1	0
	24 ROBERTS AVE KENSINGTON 2001 P O BOX 6363 KENSINGTON 2929	5252525252523		SADMAN	ORDPV	500	3	500
								500
TOTAL ISSUED								1000

Register of Members Share Accounts

Name and Address	SHARES ACQUIRED					SHARES TRANSFERRED					Balance	
	Share class	Date	Trans no.	Certific Ref. no.	No of Shares	Date	To Code	Trans no.	Certific Ref. no.	No of Shares		
WYLAN CHOU P O BOX 94949 KENSINGTON 2916	ORDPV	06/09/2011	1036-T	1	2						250	
Folio No/Nr:- CHOU											250	
GUY FUNNY EARLE	ORDPV	06/09/2011	1036-T	2	3						250	
Folio No/Nr:- FUNNY											250	
CECIL RADEBE P O BOX 7272 BENONI 2828	ORDPV	06/09/2011	1036-T	3	4						250	
Folio No/Nr:- RADEB											250	
JONNY SADMAN P O BOX 6363 KENSINGTON 2929	ORDPV	06/09/2011	A	1	1					1000		
Folio No/Nr:- SADMAN											0	
JAYSON SMITH P O BOX 6363 DURBAN 4000	ORDPV	06/09/2011	1036-T	4	5						250	
Folio No/Nr:- SMITH											250	
											TOTAL ISSUED	1000

FULL AUDIT TRAIL OF ALL MOVEMENTS

06/09/2011 CHOU 1036-T 1 2 250
CHOU WYLAN TRANSFER
06/09/2011 FUNNY 1036-T 2 3 250
FUNNY EARLE GUY TRANSFER
06/09/2011 RADEB 1036-T 3 4 250
RADEBE CECIL TRANSFER
06/09/2011 SMITH 1036-T 4 5 250
SMITH JAYSON TRANSFER

<i>TRANSFEROR</i>									<i>TRANSFEEE</i>	
Tran. no.	Date Of transfer	Code	Name and Address	Old Cert. no.	No. Of Shares	Share class	Amount Paid	New cert no.	Code	Name and Address
1036- 1	06/09/2011	SADMAN	SADMAN JONNY P O BOX 6363 KENSINGTON 2929	1	250.00	ORDPV R	100000.00	2	CHOU	CHOU WYLAN P O BOX 94949 KENSINGTON 2916
1036- 2	06/09/2011	SADMAN	SADMAN JONNY P O BOX 6363 KENSINGTON 2929	1	250.00	ORDPV R	100000.00	3	FUNNY	FUNNY EARLE GUY
1036- 3	06/09/2011	SADMAN	SADMAN JONNY P O BOX 6363 KENSINGTON 2929	1	250.00	ORDPV R	100000.00	4	RADEB	RADEBE CECIL P O BOX 7272 BENONI 2828
1036- 4	06/09/2011	SADMAN	SADMAN JONNY P O BOX 6363 KENSINGTON 2929	1	250.00	ORDPV R	100000.00	5	SMITH	SMITH JAYSON P O BOX 6363 DURBAN 4000

Agent code: ABCDE

REPUBLIC OF SOUTH AFRICA

SECURITIES TRANSFER FORM

LODGED FOR CERTIFICATION BY: (Certification, if any, by issuer of security)

A FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE
ABRACADABRA (PROPRIETARY) LIMITED

Quantity and of securities to full description be transferred	Figures	250	Words	TWO HUNDRED AND FIFTY
	Description ORDINARY PAR VALUE SHARES			
	Certificate(s) No.(s)	1	Distinctive numbers(s) (if any)	—

TRANSFER FROM (in block letters insert the full name(s) of the present registered holder(s)) *
[transferor(s)] **JONNY SADMAN**

I/We, the undersigned, hereby transfer the above securities from the name(s) aforesaid to the person(s) named below or to the several persons named in Part B of the Broker's Transfer Forms (CM41) relating to the above security

Date of signature _____ (Stamp of selling broker)

B **TRANSFER TO** (in block letters insert the full name(s) and postal address(es) of the person(s) into whose name(s) the securities are to be transferred) *
(transferee(s)) **WYLAN CHOU**
P O BOX 94949 KENSINGTON
2916

Consideration State the amount (in figures) paid for the securities. If no consideration was paid, the market value of the securities at the date of the transaction must be stated.
R **100000.00**

I/We request that such entries be made in the register as are necessary to give effect to this transfer

Name and address or stamp of person lodging this form or stamp of buying broker (if any)

SA. REVENUE STAMPS (UNLESS BROKER'S TRANSFER FORMS ARE USED) or endorsement claiming exemption in terms of the Stamp Duties Act, 1968

***FOR USE IN REGISTERING OFFICE**
TRANSACTION/TRANSFER NO:
1036- 1
NEW CERT: 2

Agent code: ABCDE

REPUBLIC OF SOUTH AFRICA

SECURITIES TRANSFER FORM

LODGED FOR CERTIFICATION BY: (Certification, if any, by issuer of security)

A FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE
ABRACADABRA (PROPRIETARY) LIMITED

Quantity and of securities to full description be transferred	Figures	250	Words	TWO HUNDRED AND FIFTY
	Description ORDINARY PAR VALUE SHARES			
	Certificate(s) No.(s)	1	Distinctive numbers(s) (if any)	—

TRANSFER FROM (in block letters insert the full name(s) of the present registered holder(s)) *
[transferor(s)] **JONNY SADMAN**

I/We, the undersigned, hereby transfer the above securities from the name(s) aforesaid to the person(s) named below or to the several persons named in Part B of the Broker's Transfer Forms (CM41) relating to the above security

Date of signature _____ (Stamp of selling broker)

B **TRANSFER TO** (in block letters insert the full name(s) and postal address(es) of the person(s) into whose name(s) the securities are to be transferred) *
(transferee(s)) **GUY FUNNY EARLE**

THIS PORTION TO BE COMPLETED BY THE TRANSFEREE(S) (that is, the person(s) in whose name(s) the securities are to be registered) OR AGENT EXCEPT WHERE BROKERS' TRANSFER FORMS ARE USED.

Consideration State the amount (in figures) paid for the securities. If no consideration was paid, the market value of the securities at the date of the transaction must be stated.
R **100000.00**

I/We request that such entries be made in the register as are necessary to give effect to this transfer

Name and address or stamp of person lodging this form or stamp of buying broker (if any)

SA. REVENUE STAMPS (UNLESS BROKER'S TRANSFER FORMS ARE USED) or endorsement claiming exemption in terms of the Stamp Duties Act, 1968

***FOR USE IN REGISTERING OFFICE**
TRANSACTION/TRANSFER NO:
1036- 2
NEW CERT: 3

Agent code: ABCDE

REPUBLIC OF SOUTH AFRICA

SECURITIES TRANSFER FORM

LODGED FOR CERTIFICATION BY: (Certification, if any, by issuer of security)

A FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE
ABRACADABRA (PROPRIETARY) LIMITED

Quantity and of securities to full description be transferred	Figures	250	Words	TWO HUNDRED AND FIFTY
	Description ORDINARY PAR VALUE SHARES			
	Certificate(s) No.(s)	1	Distinctive numbers(s) (if any)	—

TRANSFER FROM (in block letters insert the full name(s) of the present registered holder(s)) *
[transferor(s)] **JONNY SADMAN**

I/We, the undersigned, hereby transfer the above securities from the name(s) aforesaid to the person(s) named below or to the several persons named in Part B of the Broker's Transfer Forms (CM41) relating to the above security

Date of signature _____ (Stamp of selling broker)

B **TRANSFER TO** (in block letters insert the full name(s) and postal address(es) of the person(s) into whose name(s) the securities are to be transferred) *
(transferee(s)) **CECIL RADEBE**
P O BOX 7272 BENONI
2828

Consideration State the amount (in figures) paid for the securities. If no consideration was paid, the market value of the securities at the date of the transaction must be stated.
R **100000.00**

I/We request that such entries be made in the register as are necessary to give effect to this transfer

Name and address or stamp of person lodging this form or stamp of buying broker (if any)

SA. REVENUE STAMPS (UNLESS BROKER'S TRANSFER FORMS ARE USED) or endorsement claiming exemption in terms of the Stamp Duties Act, 1968

*FOR USE IN REGISTERING OFFICE

TRANSACTION/TRANSFER NO:

1036- 3

NEW CERT:

4

Agent code: ABCDE

REPUBLIC OF SOUTH AFRICA

SECURITIES TRANSFER FORM

LODGED FOR CERTIFICATION BY: (Certification, if any, by issuer of security)

A FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE
ABRACADABRA (PROPRIETARY) LIMITED

Quantity and of securities to full description be transferred	Figures	250	Words	TWO HUNDRED AND FIFTY
	Description ORDINARY PAR VALUE SHARES			
	Certificate(s) No.(s)	1	Distinctive numbers(s) (if any)	—

TRANSFER FROM (in block letters insert the full name(s) of the present registered holder(s)) *
[transferor(s)] **JONNY SADMAN**

I/We, the undersigned, hereby transfer the above securities from the name(s) aforesaid to the person(s) named below or to the several persons named in Part B of the Broker's Transfer Forms (CM41) relating to the above security

Date of signature _____ (Stamp of selling broker)

B **TRANSFER TO** (in block letters insert the full name(s) and postal address(es) of the person(s) into whose name(s) the securities are to be transferred) *
(transferee(s)) **JAYSON SMITH**
P O BOX 6363 DURBAN
4000

Consideration State the amount (in figures) paid for the securities. If no consideration was paid, the market value of the securities at the date of the transaction must be stated.
R **100000.00**

I/We request that such entries be made in the register as are necessary to give effect to this transfer

Name and address or stamp of person lodging this form or stamp of buying broker (if any)

SA. REVENUE STAMPS (UNLESS BROKER'S TRANSFER FORMS ARE USED) or endorsement claiming exemption in terms of the Stamp Duties Act, 1968

***FOR USE IN REGISTERING OFFICE**
TRANSACTION/TRANSFER NO:
1036- 4
NEW CERT: 5

CONVERSION OF PAR VALUE SHARES + ALLOTMENT

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 15.2

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulations 15(2)+(3), 2011.
- A notice of Amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the company, the provisions of the Act and regulations applicable to company names apply.
- If the amendment has submitted a new Memorandum of Incorporation in place of the previous one, a copy of the new memorandum must be appended to this notice.
- The fee for filling this Notice is R250. See Item 3 of Table CR 2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, Item 4 (2) is exempt from the fee.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Amendment of Memorandum of Incorporation

Date: 21/09/2011

Concerning:

(Name and Registration Number of Company)

Name: ABRACADABRA (PTY) LTD
Registration number: 19272702020

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9),

this amendment is to take effect on -

- The date that this Notice is filled in the Companies Registry.
- The date of the amended registration certificate to be issued by the Commission.
- _____
(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorising the amendment and -

- A copy of the amendment to the Memorandum; or
- A copy of the Memorandum of Incorporation, as amended

As a result of this amendment, the Memorandum of Incorporation:

- Has no provisions of the type contemplated in section 15 (2) (b) or (c)
- Has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure A.

(Personal Liability Companies only)

As a result of this amendment, the company -

- Will remain a personal liability company;
- Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing

on _____

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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SPECIAL RESOLUTION

ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 01/09/2011

TO BE HELD AT SANDTON

DATE 21/09/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

CONVERSION

INCREASE AUTHORISED

ALLOTMENT

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED AS A SPECIAL RESOLUTION

1. The existing authorised Ordinary Share Capital consisting of 1000 ordinary par value shares of R1.00 each be converted to 1000 ordinary shares of no par value, each share to rank pari passu in all respects.
2. Subject to the passing of Special Resolution No. 1 the authorised share capital of the company consisting of 1000 Ordinary No Par Value shares be increased by 9 000 No Par Value shares to 10 000 Ordinary No Par Value shares, all shares to rank pari passu in every respect to the existing shares of the company.

RESOLVED AS AN ORDINARY RESOLUTION:

1. Subject to the passing of Special Resolution No. 1 the Ordinary Share Capital Account of R1000 be transferred to the Stated Capital Account of the company.
2. The board report accompanying this special resolution be approved by the shareholders.
3. The allotment as per the share allotment schedule attached of ordinary no par values shares is approved.

By order of the Board

WYLAN CHOU

**ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020**

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 21/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED AS A SPECIAL RESOLUTION

1. The existing authorised Ordinary Share Capital consisting of 1000 ordinary par value shares of R1.00 each be converted to 1000 ordinary shares of no par value, each share to rank pari passu in all respects.

2. Subject to the passing of Special Resolution No. 1 the authorised share capital of the company consisting of 1000 Ordinary No Par Value shares be increased by 9 000 No Par Value shares to 10 000 Ordinary No Par Value shares, all shares to rank pari passu in every respect to the existing shares of the company.

RESOLVED AS AN ORDINARY RESOLUTION:

1. Subject to the passing of Special Resolution No. 1 the Ordinary Share Capital Account of R1000 be transferred to the Stated Capital Account of the company.

2. The board report accompanying this special resolution be approved by the shareholders.

3. The allotment as per the share allotment schedule attached of ordinary no par values shares is approved.

Signed as a correct record

WYLAN CHOU

**ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020**

SCHEDULE OF ALLOTMENTS - SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 21/09/2011

TIME 2PM

RESOLVED THAT

The following shares are allotted as set out below:

NAME OF ALLOTTEE	CLASS	PV	CERT NO.	QUANTITY	PREMIUM	ISSUE PRICE/ NOM VALUE
WYLAN CHOU	ORDINARY NO PAR NPV		2	1000		5000.00
PETER JOHN GREEN	ORDINARY NO PAR NPV		3	1000		5000.00

**ALL THE SHARES THAT ARE ISSUED WILL
DISPLAY HERE**

ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 21/09/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

JONNY SADMAN

ABRACADABRA PROPRIETARY LIMITED
REGISTRATION NO.: 19272702020

BOARD REPORT PRESENTED TO SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 21/09/2011

TIME 2PM

Owing to the fact that the board of directors needs to increase the authorized par value share capital of the company in order to allot further shares. There are however certain formalities that have to be complied with in terms of Regulation 31 of the Companies Act 2008.

It is proposed that the ordinary par value shares consisting of 1000 shares be converted to 1000 ordinary no par value shares.

The 1000 par value shares in issue, details of which are contained in the share register which is available for inspection at the registered address of the company will be affected. The share certificates as indicated in the share register will be re-issued as no par value shares under the same certificate number on registration of the special resolution.

There are no effects on any of the rights of any shareholder.

Owing to the fact that no rights of any shareholder have been affected by this change no compensation has been paid out.

**SEE REGULATION 31 FOR THE
THE REQUIREMENTS OF THE
BOARD REPORT**

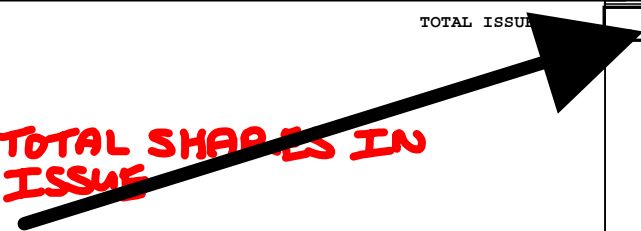
WYLAN CHOU

Register of Members Share Accounts

Name and Address	SHARES ACQUIRED						SHARES TRANSFERRED						Balance
	Share class	Date	Trans no.	Ref.	Certific no.	No of Shares	Date	To Code	Trans no.	Ref.	Certific no.	No of Shares	
WYLAN CHOU P O BOX 94949 KENSINGTON 2916	ORDNPV	21/09/2011	1065-A	1	2	1000	NEW SHARE ISSUE						1000
Folio No/Nr:- CHOU													1000
PETER JOHN GREEN P O BOX 7272 GERMISTON 3000	ORDNPV	21/09/2011	1065-A	2	3	1000	NEW SHARE ISSUE						1000
Folio No/Nr:- GREENP													1000
JONNY SADMAN P O BOX 6363 KENSINGTON 2929	ORDNPV	21/09/2011	1065-C	1	1	1000	NEW REPLACEMENT CERTIFICATE						1000
Folio No/Nr:- SADMAN	ORDPV	21/09/2011	1065-C	1	1	1000	THE ORIGINAL PAR VALUE SHARE IS REPLACED WITH A NO PAR VALUE SHARE ♡						0
	21/09/2011	SADMAN SADMAN JONNY	1065-C	1	1	1000	CONSOLIDATION ♡						0
												1000	
											TOTAL ISSUED	3000	

THE SHARE LEDGER GIVES A FULL AUDIT TRAIL OF SHARE TRANSACTIONS

TOTAL SHARES IN ISSUE



SHARE CERTIFICATE

ABRACADABRA PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	ISSUE PRICE	REF. NO.	DATE	CERT. NO.	NO OF SHARES
WYLAN CHOU 7301035126083 29 SOMERSET ROAD KENSINGTON JOHANNESBURG 2096	ORDINARY NO PAR VALUE SHARES	R 5.000000	A 1	19/09/2011	2	1000

Given on behalf of the company at JOHANNESBURG on 19 SEPTEMBER 2011

Secretary

Directors

SHARE CERTIFICATE

ABRACADABRA PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	ISSUE PRICE	REF. NO.	DATE	CERT. NO.	NO OF SHARES
PETER JOHN GREEN 5301035126082 25 BESTER ROAD GERMISTON 3001	ORDINARY NO PAR VALUE SHARES	R 5.000000	A 2	19/09/2011	3	1000

Given on behalf of the company at JOHANNESBURG on 19 SEPTEMBER 2011

Secretary

Directors

SHARE CERTIFICATE

ABRACADABRA PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa)

REG NO. 19272702020

Registered Office:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON

Postal address:

P O BOX 51559
RAEDENE
2124

This is to certify that the undermentioned is the registered proprietor of fully paid up shares as shown below in the capital of the
above Company, subject to the memorandum and articles of association

NAME AND ADDRESS	CLASS OF SHARE	ISSUE PRICE	REF. NO.	DATE	CERT. NO.	NO OF SHARES
JONNY SADMAN 5252525252523 24 ROBERTS AVE KENSINGTON 2001	ORDINARY NO PAR VALUE SHARES	R 2.000000	C 1	19/09/2011	1	1000

Given on behalf of the company at JOHANNESBURG on 19 SEPTEMBER 2011

Bona Fide replacement

**THIS IS A REPLACEMENT
CERTIFICATE**

Secretary

Directors

CONVERT PV TO NPV WHERE THERE ARE NO SHARES IN ISSUE

WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED

REGISTRATION NO.: 2001/007481/07

NOTICE OF DIRECTORS MEETING

DATE OF NOTICE 01/09/2011

TO BE HELD AT SANDTON

DATE 15/09/2011

TIME 2PM

Notice is hereby given that a meeting of directors will be held at the registered office of the company situated at:

9 KRAMER ROAD COR

DESMOND AVE

KRAMERVILLE

SANDTON

2143

For the consideration and if deemed fit, passing with or without modification the following resolution:-

RESOLVED THAT

The ordinary class of par value shares none of which have been issued are converted to ordinary shares of no par value.

By order of the Board

PETER JOHN GREEN

WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED
REGISTRATION NO.: 2001/007481/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 15/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following resolutions were passed without modification;.

RESOLVED THAT

The ordinary class of par value shares none of which have been issued are converted to ordinary shares of no par value.

Signed as a correct record

PETER JOHN GREEN

WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED
REGISTRATION NO.: 2001/007481/07

MINUTES OF DIRECTORS MEETING

HELD AT SANDTON

DATE 15/09/2011

TIME 2PM

ATTENDANCE REGISTER

DIRECTORS

PETER JOHN GREEN

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 31

About this Form

- This notice is issued terms of Schedule 5, Item 6 of the Companies Act, 2008 and Regulation 31 of the Companies Regulations, 2011.
- This Notice may be filled at any time, but only in respect of classes of authorised shares from which shares have not been issued, or if issued, are no longer outstanding.
- There is no fee for filing this Notice, if it is filed within 2 years after the effective date of the Act.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Notice of Board Resolution to Convert Par Value Shares

Date: 02/09/2011

Customer code: ABCDE

Concerning:

(Name and Registration Number of Foreign Company)

The Memorandum of Incorporation of the below named company,

Name: WORTHY CREDIT ORGANISATION (PTY) LTD

Registration No.: 2001/007481/07

has been amended in accordance with Schedule 5, Item 6 of the Companies Act, 2008, and Regulation 31 of the Companies Regulations, with effect from the date of the attached Board resolution.

As contemplated in Regulation 31 (3), this amendment serves only to convert the class or classes of par value or nominal shares, as noted in the resolution, to shares having no nominal or par value.

In support of this Notice, the company —

- (a) has attached a copy of the resolution of the Board, dated 15/09/2011 ; and
- (b) declares that it has no issued and outstanding shares, which will be classes referred to in this Notice.

As a result of this amendment, the company:

- Has no further classes of nominal value or par value shares.
- Has further classes of nominal value or par value shares, which will be the subject of a further amendment.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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SHARE BUY BACK

JAYZEE COMPANY PROPRIETARY LIMITED
REGISTRATION NO.: 2011/929292/07

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 07/09/2011

TO BE HELD AT JOHANNESBURG

DATE 07/10/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT

The company buys back 1000 shares from Wylan Chou at R10 per share and 1000 shares from Peter John Green at R10 per share.

The statement (which is attached to this notice) by the directors that the company meets the solvency and liquidity requirements of the Companies Act 2008 is accepted.

By order of the Board

JONNY SADMAN

JAYZEE COMPANY PROPRIETARY LIMITED
REGISTRATION NO.: 2011/929292/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 07/10/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT

The company buys back 1000 shares from Wylan Chou at R10 per share and 1000 shares from Peter John Green at R10 per share.

The statement (which is attached to this notice) by the directors that the company meets the solvency and liquidity requirements of the Companies Act 2008 is accepted.

Signed as a correct record

JONNY SADMAN

**JAYZEE COMPANY PROPRIETARY LIMITED
REGISTRATION NO.: 2011/929292/07**

SCHEDULE OF SHARE BUY BACKS SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 07/10/2011

TIME 2PM

RESOLVED THAT

The following shares were bought back as set out below:

NAME OF SHARE HOLDER	CLASS	PV	CERT NO.	QUANTITY	PREMIUM	ISSUE PRICE/ NOM VALUE
WYLAN CHOU	ORDINARY NO PAR NPV		1	1000		5000.00
PETER JOHN GREEN	ORDINARY NO PAR NPV		2	1000		5000.00

**THIS SCHEDULE PRINTS
FROM THE BUY BACK DATABASE**

Reference CORSHBBS Transaction No: 1074

SECTION 4

CHANGES TO THE MOI

In this section we have a number of transactions:-

1. the replacement of a whole MOI from the old articles of association to a new MOI
2. the change of name of a company,
3. the necessary forms required to consolidate the MOI and
4. changes to the rules.

With the new companies act a greater effort has to go into the MOI.

MEMORANDUM OF INCORPORATION AND RULES

By creating an approach of one size fits all to the companies act there are fundamental differences that practitioners need to understand in relation to the Memorandum of Incorporation.

The core document in the formation of a company is the MOI. Where in a small company the directors and shareholders are the same one can select the short form MOI – CoR 15.1A. Most of the power in managing and changing shares in the new act allows the directors to virtually make any change they like. This ability to do almost anything with shares is opposed to the old act where this power vested with the shareholders, the directors having to seek authority to make changes to the shares by obtaining special resolutions.

In the new act the directors have the same power as the shareholders with shareholders having the overriding power if the need arises. The terms **alterable** and **unalterable** provisions of the act need to be fully understood. Most of what the directors can do is contained in the new act as alterable provisions. If the shareholders want to limit what the directors can do they can do so by changing the MOI by way of a special resolution.

Under the old act one formed a company and it had the so called articles Table A or B and certainly in the smaller company environment one just created the articles and then forgot about them. This has now changed in that the MOI as the constitution of the company becomes a very important document because of the one size fits all approach. In fact it is so important now that outsiders dealing with a company like creditors, shareholders and other stakeholders need to know exactly what the MOI contains especially in regard to the ring fencing conditions. For bigger companies

drafting of the MOI is going to be an expensive process and probably needs to be handled by lawyers.

The MOI and rules are binding between the company and each shareholder and between the company and directors and prescribed officers.

DEFINITION OF THE MOI

Before we rush into changing the MOI we first of all need to look at the definition of the MOI. The definition of the MOI says that the MOI sets out the rights, duties and responsibilities of the shareholders, directors and others within and in relation to a company. This applies to any company that was incorporated under the New Act and for any pre-existing company i.e. a company that existed prior to the effective date of 1 May 2011.

This means that the current Memorandum of Incorporation and Articles of Association of a pre-existing company, a company formed under the old act is in fact an MOI as defined in the New Act. You might say so what, why do we need to know this? Unfortunately there are many misconceptions regarding the MOI of a pre-existing company.

DOCTRINE OF CONSTRUCTIVE NOTICE

The doctrine of constructive notice deems a person knowledge of certain events. The fact that a MOI is filed at the CIPC and is available for inspection does not mean that doctrine of constructive notice applies to the MOI. To this end read Section 19(4). However, where there are certain provisions in the MOI affected by Section 15(2)(b) or 15(2)(c), all those dealing with the company are deemed to have knowledge of this. A person is also deemed to have knowledge of the effect of Section 19(3) on a personal liability company.

THE SO CALLED RING FENCING PROVISIONS

Section 15 sub-section (2) (b) says that that the MOI may contain in addition to the requirements set out in Section 16 (which deals with the amending of the MOI), any requirements **impeding the amendment** of any particular provision of the MOI and sub-section 2 (c) deals with the **prohibition of the amendment** of any particular provision of the MOI.

Now if you look at the forms CoR 14.1 and at point (7) on the form it is necessary to tick whether the company has any of these kind of provisions or not. These provisions are referred to as **ring fencing provisions** and where there are ring fencing clauses in the MOI it is a requirement that you complete CoR 14.1 Annexure C indicating exactly what the ring fencing provisions are.

Section 13, which is the right to incorporate a company in sub-section (3) deals with the ring fencing arrangements and says that the ring fencing provisions must include a prominent statement drawing attention to each provision and its location.

I cannot see a definition of the term ring fencing and in the above sections the words ring fencing are not mentioned specifically, they are however mentioned on Form CoR 14.1 Annexure C.

Section 11 deals with names and in particular sub-section (3) (b) says, that if an MOI includes any provision contemplated in Section 15(2)(b) or (c) i.e. the ring fencing provisions the company name must immediately be followed by the expression **RF**. I would therefore assume in this particular case that if Accfin Software had any of these provisions the name would be Accfin Software (Pty) Ltd RF as an indication that the company has ring fencing provisions.

This therefore gives everyone dealing with the company knowledge that there are in fact ring fencing provisions and the onus is on these outsiders to obtain the necessary knowledge as to what they are.

It is important to understand that the MOI can incorporate any special conditions which are applicable to the company and provide for any conditions for the amendment of the MOI. The MOI may also contain provisions that prohibit the amendment of any particular provision including the special conditions as set out in the MOI. These special provisions would be in terms of Section 15(2)(b) and (c).

I quote from the New Companies Act Manual by Piet Delport.

“These special conditions are not defined and it may be argued that all “conditions” not covered in the alterable or unalterable provisions of the Act will be special conditions. Whether it is the choice of the company to determine that a particular provision is a “special condition” is not clear. As the doctrine of constructive notice applies to these “special conditions”, it would seem that only provisions that also affect third parties are categorized as such. Such “special conditions” could, obviously, restrict the capacity of the company or the authority of the agents, in which case the affect thereof on third parties is important.”

DEFINITION OF THE RULES

The **rules** and **rules of a company** are defined as any rules made by a company as contemplated in Section 15 (3) to (5) and relate to the governance of a company. They are incidental to the act. This

may be the way an Annual General Meeting is conducted or the way a Board Meeting is called. The rules are governance items which are not dealt with in the MOI or in the Companies Act and more often or not will apply to a larger company.

Rules can only be created or amended by the directors if the MOI allows the directors to do this. Section 15 (3) is an alterable provision in regard to rules.

In regard to the rules we also need to refer to Regulation 16 and Form CoR 16.1 to be filed within 10 business days after publishing a new set of rules. Form CoR 16.2 to be filed within 10 business days after the shareholders have ratified the rules.

The ratification is necessary for the rules to have a permanent effect. The ratification can take place at the next shareholders meeting. If the rules are not ratified a notice of non-ratification must be filed within 5 working days.

CHANGES TO THE MOI AND RING FENCING PROVISIONS

Refer to Section 65(11) which specifies when a special resolution is necessary. Sections 65 (11) (a) says a special resolution needs to be passed in order to change the MOI. In this case form CoR 15.2 will be produced and filed at the CIPC together with the changes.

Notice which check boxes have been marked. The last 2 items relate to the ring fencing provisions. Where the last item has been checked Annexure A must be completed and filed detailing the change to the ring fencing conditions.

ALTERATION TO THE MOI

The act differentiates between an **amendment** and an **alteration**. The situation for a change termed an alteration is indicated in Section 17 and Regulation 15(2) and (3) of the companies regulations. The major difference to the notice of alteration of an MOI and a notice of amendment is that an alteration fixes patent or clerical errors. The filing of this alteration notice does not require a special resolution. The board of directors is authorised to make this change.

CONSOLIDATION OF THE MOI

Many changes to the MOI are going to keep company secretaries very busy. Unfortunately because of the number of revisions that may take place the MOI may become difficult to keep track of and to see what the final revisions look like might just be like reading this companies act together with its amendments! Section 17 (6) will allow a consolidation version of the MOI to be filed. The consolidated version must be accompanied by sworn statement by a director of the company or a

statement by an attorney or notary public stating that the consolidated revision is a true, accurate and complete representation of the companies MOI as altered and amended up to date.

The Form CoR 15.5 must be filed together with the consolidated MOI.

Section 17 (5) allows the CIPC to request a consolidated version of the MOI. Section 65 (11) (b) says that a special resolution is required to ratify a consolidated revision of a company's MOI. Section 18 deals with the authenticity of versions of the MOI and if an MOI is not ratified by a special resolution the original MOI as altered and amended will take preference over the consolidated revision.

REPLACEMENT OF THE MOI

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 15.2

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulations 15(2)+(3), 2011.
- A notice of Amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the company, the provisions of the Act and regulations applicable to company names apply.
- If the amendment has submitted a new Memorandum of Incorporation in place of the previous one, a copy of the new memorandum must be appended to this notice.
- The fee for filling this Notice is R250. See Item 3 of Table CR 2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, Item 4 (2) is exempt from the fee.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Amendment of Memorandum of Incorporation

Date: 19/08/2011

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration number: 1999/100281/07

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9),

this amendment is to take effect on -

- The date that this Notice is filled in the Companies Registry.
- The date of the amended registration certificate to be issued by the Commission.
- _____
(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorising the amendment and -

- A copy of the amendment to the Memorandum; or
- A copy of the Memorandum of Incorporation, as amended

As a result of this amendment, the Memorandum of Incorporation:

- Has no provisions of the type contemplated in section 15 (2) (b) or (c)
- Has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure A.

(Personal Liability Companies only)

As a result of this amendment, the company -

- Will remain a personal liability company;
- Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing

on _____.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)
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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 10/08/2011

TO BE HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT

The company replaces the Memorandum Of Incorporation which was created under the old companies act with a new Memorandum Of Incorporation that conforms with the Companies Act 2008. The new Memorandum Of Incorporation used is contained on Form 15.1A as the standard Short Standard Form for Private Companies.

By order of the Board

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT

The company replaces the Memorandum Of Incorporation which was created under the old companies act with a new Memorandum Of Incorporation that conforms with the Companies Act 2008. The new Memorandum Of Incorporation used is contained on Form 15.1A as the standard Short Standard Form for Private Companies.

Signed as a correct record

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT SANDTON

DATE 31/08/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

CoR15.1 A SHORT STANDARD FORM FOR PRIVATE COMPANIES**Article 1 --- Incorporation and Nature of the Company****1.1 Incorporation**

- (1) The Company is incorporated as a private company, as defined in the Companies Act, 2008
- (2) The Company is incorporated in accordance with, and governed by –
 - (a) The provisions of the Companies Act, 2008 without any limitation extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company is not subject to any provision contemplated in section 15(2)(b) or (c).
- (2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19(1)(b)(ii).

1.3 Memorandum of Incorporation and Company rules.

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6)(b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15(3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17(1), by delivering a copy of those rules to each shareholder by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

- (1) The Company does not elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- (2) The Companies does not elect, in terms of Section 118(1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act..

Article 2 --- Securities of the Company**2.1 Securities**

- (1) The Company is authorised to issue no more than the number of shares of a single class of common shares with no nominal or par value as shown on the cover sheet, and each such issued share entitles the holder to –
 - (a) vote on any matter to be decided by a vote of shareholders of the company;
 - (b) participate in any distribution of profit to the shareholders: and
 - (c) participate in the distribution of the residual value of the company upon its dissolution
- (2) The Company must not make an offer to the public of any of its securities.

- (3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in Section 39, is not limited, negated or restricted in any manner contemplated in Section 39(2), or subject to any conditions contemplated in that section.
- (4) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to –
 - (a) authorise the company to issue secured or unsecured debt instruments, as set out in section 43(2); or
 - (b) grant special privileges associated with any debt instruments to be issued by the company, as set out in Section 43(3);
 - (c) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in Section 44;
 - (d) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in Section 47(1); or
 - (e) resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in Section 47(1).

2.2 Registration of beneficial interests

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56(1), is not limited or restricted by the Memorandum of Incorporation.

Article 3 --- Shareholders and meetings

3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the right to access information set out in Section 26(1).

3.2 Shareholders' authority to act

- (1) If, at any time, there is only one shareholder of the company the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57(2), is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at any time, every shareholder of the Company is also a director of the Company, as contemplated in Section 57(4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

3.3 Shareholder representation by proxies

- (1) This Memorandum of Incorporation does not limit, restrict or vary the right of a shareholder of the Company –
 - (a) to appoint 2 or more persons concurrently as proxies, as set out in Section 58(3)(a); or
 - (b) to delegate the proxy's powers to another person, as set out in Section 58(3)(b).

- (2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in Section 58(3)(c) is not varied by this Memorandum of Incorporation.
- (3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in Section 58(7) is not limited or restricted by this Memorandum of Incorporation.

3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record for the relevant matter is as determined in accordance with section 59(3).

3.5 Shareholders meetings

- (1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- (2) The right of shareholders to requisition a meeting, as set out in Section 61(3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- (3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.
- (4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is as provided for in Section 62(1).
- (5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in Section 63 is not limited or restricted by this Memorandum of Incorporation.
- (6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered is as set out in Section 61(1) without variation.
- (7) The time periods allowed in Section 64(4) and (5) apply to the Company without variation.
- (8) The authority of a meeting to continue to consider a matter, as set out in Section 64(9) is not limited or restricted by this Memorandum of Incorporation.
- (9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64(13), without variation.

3.6 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the resolution, as provided in Section 65(7).
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in 65(9).

- (3) A special resolution adopted at a shareholders meeting is not required for matter to be determined by the Company, except those matters set out in Section 65(11), or elsewhere in the Act.

Article 4 --- Directors and Officers

4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom is to be elected by the holders of the company's securities as contemplated in Section 68.
- (2) The manner of electing directors of the Company is as set out in Section 68(2), and each elected director of the Company serves for an indefinite term, as contemplated in Section 68(1).

4.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in Section 66(1) is not limited or restricted by this Memorandum of Incorporation.
- (2) If at any any time, the Company has only one director, as contemplated in Section 57(3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

4.3 Directors' Meetings

- (1) The right of the Company's directors to requisition a meeting of the Board, as set out in Section 73(1) may be exercised by at least 25% of the directors.
- (2) This memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to –
- (a) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in Section 73(3); or
 - (b) determine the manner and form of providing notice of its meetings, as set out in Section 73(4); or
 - (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in Section 73(5) or
 - (d) consider a matter other than a meeting as set out in Section 74.

4.4 Directors' compensation and financial assistance

This Memorandum of Incorporation does not limit the authority of the Company to—

- (a) pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66(9) and (10);
- (b) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78(3);
- (c) Indemnify a director in respect of liability, as set out in section 78(5); or
- (d) purchase insurance to protect the company, or a director, as set out in section 78(6).

**CHANGE OF NAME
SPECIAL RESOLUTION-CHANGE OF NAME**

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 15.2

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulations 15(2)+(3), 2011.
- A notice of Amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the company, the provisions of the Act and regulations applicable to company names apply.
- If the amendment has submitted a new Memorandum of Incorporation in place of the previous one, a copy of the new memorandum must be appended to this notice.
- The fee for filling this Notice is R250. See Item 3 of Table CR 2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, Item 4 (2) is exempt from the fee.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Amendment of Memorandum of Incorporation

Date: 17/09/2011

Concerning:

(Name and Registration Number of Company)

Name: **WORTHY CREDIT ORGANISATION (PTY) LTD**

Registration number: **2001/007481/07**

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9),

this amendment is to take effect on -

- The date that this Notice is filled in the Companies Registry.
- The date of the amended registration certificate to be issued by the Commission.
- _____
(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorising the amendment and -

- A copy of the amendment to the Memorandum; or
- A copy of the Memorandum of Incorporation, as amended

As a result of this amendment, the Memorandum of Incorporation:

- Has no provisions of the type contemplated in section 15 (2) (b) or (c)
- Has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure A.

(Personal Liability Companies only)

As a result of this amendment, the company -

- Will remain a personal liability company;
- Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing

on _____.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

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WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED
REGISTRATION NO.: 2001/007481/07

NOTICE OF SHAREHOLDERS MEETING

TO BE HELD AT JOHANNESBURG

DATE 17/09/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

**9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143**

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT
The company changed its name to Unlited Help (Pty) Ltd.

By order of the Board

WYLAN CHOU

WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED
REGISTRATION NO.: 2001/007481/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 17/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT

The company changed its name to Unlited Help (Pty) Ltd.

Signed as a correct record

WYLAN CHOU

WORTHY CREDIT ORGANISATION PROPRIETARY LIMITED
REGISTRATION NO.: 2001/007481/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 17/09/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 15.5

About this Notice

- This notice is issued in terms of Section 17 of the Companies Act, 2008 and Regulation 15 (7) of the Companies Regulations, 2011.
- A notice of Consolidation must be supported by a sworn statement or other statements as required by section 17 (6), and must be filed with a copy of the consolidated version of the Memorandum of Incorporation.
- The fee for filing this Notice is R250

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Consolidation of Memorandum of Incorporation

Date: 30/09/2011

Customer code: ABCDE

(Name and Registration Number of Company)

The Memorandum of Incorporation of the below named company

Name: BRANDNEW TWO (PTY) LTD

Registration number: 1999/100281/07

has been consolidated in accordance with section 17 (5) of the Companies Act, 2008.

In support of this Notice, the company has attached a copy of the consolidated Memorandum of Incorporation, and a sworn statement by a director, or a statement by an attorney or notary public that the consolidation is a true, accurate and complete representation of the Memorandum of Incorporation as previously adopted, amended or altered from time to time, as required by section 17 (6).

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 01/09/2011

TO BE HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT:

The shareholders confirm that the consolidated revision of the Memorandum of Incorporation presented at the shareholders meeting is a true, accurate and complete representation of the company's Memorandum of Incorporation as amended and altered up to the date of this meeting.

By order of the Board

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT:

The shareholders confirm that the consolidated revision of the Memorandum of Incorporation presented at the shareholders meeting is a true, accurate and complete representation of the company's Memorandum of Incorporation as amended and altered up to the date of this meeting.

Signed as a correct record

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 16.1

Notice Concerning Company Rules

About this Notice

- This form is issued in terms of Section 15 of the Companies Act, 2008, and Regulation 16 of the Companies Regulations, 2011.
- A notice of changes to the Rules must be filed within 10 business days after publication of Rules, or the amendment or repeal of Rules, as the case may be.
- The fee for filing this Notice is R100.
- Any Change in the Rules of a company has interim effect from the date shown on the Notice, until it is put to a vote by the shareholders.

Date: 05/09/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD

Registration No.: 1999/100281/07

The Board of above named company has adopted, amended or repealed rules of the Company, in accordance with section 15 (3) to (5) of the Companies Act, 2008 and published those rules in accordance with the Act and Regulations on 01/09/2011.

This change is to take effect —

- 10 business days after the date on which this Notice is filed; or
 On 05/09/2011 *(enter a later date)*

The following new Rules have been published, and are attached to this Notice:

(List any new Rules that have been published. Use an additional sheet if required.)

The new rules in respect of the calling of the annual general meeting and the casting of votes are attached.

The following old Rules have been amended or repealed, and if amended, the amendments are attached to this Notice:

(List any previously filed Rules that have been amended or repealed. Use an additional sheet if required.)

Rules 10 to 15 have been repealed and replaced by the rules above.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 16.2

About this Form

- This form is issued in terms of Section 15 of the Companies Act, 2008, and Regulation 16 of the Companies Regulations, 2011.
- This Notice must be filed within 10 business days after a ratification vote is held to approve any change to the Rules of a company.
- The fee for filing this Notice is R100.
- Any Change in the Rules of a company has permanent effect only if it has been approved by an ordinary resolution of the company's shareholders.

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Results of Vote on Company Rules

Date: 05/09/2011 Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRANDNEW TWO (PTY) LTD
Registration No.: 1999/100281/07

The above named company gave Notice of a change to its Rules on 05/09/2011.

The company conducted a vote of the shareholders on an ordinary resolution to ratify the change referred to the above, on 01/09/2011.

In terms of the Memorandum on incorporation of the company, an ordinary resolution requires at least 50 % support to be adopted.

The resolution to ratify the change to the Rules was supported by 60 % of the voting interests exercised. Accordingly, the resolution was —

- adopted, giving permanent effect to the Rules change noted above
 rejected, resulting in the annulment of the Rule change noted above.

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 01/09/2011

TO BE HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

9 KRAMER ROAD COR
DESMOND AVE
KRAMERVILLE
SANDTON
2143

For the consideration and if deemed fit, passing with or without modification the following resolution:-

RESOLVED THAT:

The directors of the company have published a new set of rules relating to the calling of the annual general meeting and the procedure for casting votes. The purpose of this special resolution is to ratify the rules published by the directors. The rules as contained on CoR Form 16.1 have been submitted to the CIPC.

By order of the Board

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following resolutions were passed without modification;.

RESOLVED THAT:

The directors of the company have published a new set of rules relating to the calling of the annual general meeting and the procedure for casting votes. The purpose of this special resolution is to ratify the rules published by the directors. The rules as contained on CoR Form 16.1 have been submitted to the CIPC.

Signed as a correct record

WYLAN CHOU

BRANDNEW TWO PROPRIETARY LIMITED
REGISTRATION NO.: 1999/100281/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 30/09/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

SECTION 5

SPECIAL RESOLUTIONS

In this section we deal with two different kinds of special resolutions which are in terms of Section 65(11) of the Companies Act, one where the Directors have exceeded the authority, in other words the MOI did not allow them to do a particular act, another where a major portion of the business has been sold.

Not all special resolutions need to be lodged at the CIPC, in fact only where the MOI is changed.

RESOLUTIONS OTHER THAN AT A MEETING

A special resolution is to be taken at a shareholders meeting. There is a further interesting development in that a special resolution need not be adopted at a meeting. Section 60 deals with how such resolutions may be approved in writing without having a meeting. Now if you look at the electronic aspects of the New Act this method of passing resolutions is going to make the job much easier. Company secretaries then have to look at proper electronic filing systems.

In terms of Section 60 (1) (a) a resolution may be voted on where it is submitted for consideration to the shareholders entitled to exercise voting rights, in relation to that resolution, and (b) voted on in writing by shareholders entitled to within 20 business days after the resolution was submitted to them. This applies to both an ordinary resolution and a special resolution, and if adopted by making use of this method has the same effect as having been approved by voting at a meeting.

The Act stipulates that any business that is to be conducted in terms of the act or the MOI at an annual general meeting may not be conducted in this manner. A proper meeting has to take place.

The election of director can be conducted using this method.

SPECIAL RESOLUTION REQUIRED FOR SPECIFIED PURPOSES

Section 65 (11) deals with all the cases where a special resolution is required. In this section we will not deal with all of them. We deal with some of the subsections below.

- a. Refers to the amendment of a company's MOI to the extent required by Section 16(1)(c) and 36(2)(a). 16(1)(c) says that a company's MOI may be amended at any time if a special resolution to amend it is proposed.

Section 36(2) deals with the authorization and the classification of shares and indicates what the directors may do subject to exceptions in the MOI. If there

are any changes to the MOI then a special resolution is required and the amendment notice CoR 15.2 must be filed with the CIPC.

- b. Section 65(11) (b) deals with the ratification of a consolidated revision of the MOI as specified in Section 18(1)(b) which basically deals with the authenticity of the consolidated version. It is good idea when doing a consolidated version of a MOI that it is ratified by special resolution. If there is a dispute and the consolidation is not passed by special resolution then the unconsolidated resolution will take preference. In certain cases The CIPC will send out a notice requesting a consolidation of the MOI.
- c. Section 65(11) (c) requires a special resolution to ratify actions by the company if the directors act in excess of their authority as indicated in Section 20 (2) which basically deals with certain limitations that the directors may have. A special resolution can ratify these acts of the directors. An example of this is if the directors did not have authority to issue shares, the issue of these shares may stand provided a special resolution is passed to this effect. A special resolution cannot ratify anything in conflict with the companies act.

SPECIAL RESOLUTION IN SECTION 65(11) – FUNDAMENTAL TRANSACTION

This section deals with the required special resolution to approve any proposed fundamental transaction to the extent required by Part A of Chapter 5.

We need to look at Section 112 which deals with the proposal to dispose of all or greater part of the assets of an undertaking. Where the disposal is not pursuant to a business rescue plan or between companies within the same group, wholly owned subsidiary and holding company and various other combinations a company may not dispose of all or the greater parts of its assets or undertaking unless this disposal has been approved by a special resolution of the shareholders in accordance with Section 115 and the company has satisfied all other requirements set out in Section 115 to the extent those requirements are applicable to such a disposal of that company.

There are also some requirements in regard to the notice of a shareholders meeting to consider such resolution. The notice must be delivered within the prescribed time and in the prescribed manner to each shareholder of the company and this will be subject to Section 62 which deals with all the notice requirements of the meeting. The notice must include or will be accompanied by a written

summary of the precise terms of the transactions or series of transactions to be considered at the meeting and the provisions of Section 115 and 164 in a manner that satisfies the prescribed standards.

Any part of an undertaking or assets of a company to be disposed of must be fairly valued as calculated in the prescribed manner as at the date of the proposal which must be determined in the prescribed manner.

A resolution as specified above is effective only to the extent that it authorises a specific transaction.

We now need to look at some of the requirements for the approval of this transaction in terms of 115. Subsection 1 says that despite the provisions of Section 65 the provision of the Company's MOI or any resolution adopted by the board or holders of its securities to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of all, or the greater parts of its assets or undertaking, implement an amalgamation or merger, or implement a scheme of arrangement unless the disposal etcetera has been approved in terms of this section or is subject to an approved business rescue plan.

Sub Section 1(b) deals with the situation where the takeover or amalgamation needs to be handled by the takeover regulations panel where a compliance certificate is to be issued.

Sub Section 115(2) deals with the fact that the transaction must be approved by special resolution and at least 25% of all voting rights on the matter or any higher if the MOI says so. Part B deals with the fact where the shareholder is a holding company and may indicate the major portion of the holding company assets have been disposed of, where there is opposition to the transaction of at least 15% then the company has to apply to court to get the court to review the transaction in accordance with Sub Section 7.

SOME REQUIREMENTS OF A SPECIAL RESOLUTION

Who can propose a special resolution? In terms of Section 65(3) any two shareholders of a company may propose a resolution concerning any matter in respect of which they are each entitled to exercise voting rights and when proposing a resolution may require that the resolution be submitted to shareholders for consideration at a meeting, either at the next shareholders meeting or by written vote in terms of Section 60.

The board or any other person specified in the MOI may call a shareholders meeting at any time. If there is a written request and a signed demand for such meeting the directors must call a meeting. Please refer to Section 61 (3) for regulation in regard to a demand for a shareholders meeting.

In terms of Section 65 (4) a proposed resolution must be expressed with sufficient clarity and specificity and be accompanied by sufficient information or explanatory material to enable a shareholder entitled to vote to participate in a meeting and to influence the outcome of the vote of the resolution.

In terms of Section 65 (5) at any time before the start of a meeting of such resolution a shareholder or director who believes that the form of the resolution does not satisfy the requirements of sub-section (4) may seek leave to apply to a court for an order restraining the company from putting the proposed resolution to the vote until the requirements of sub-section (4) are satisfied. The court order may also require the company or the shareholders proposed resolution as the case may be to take appropriate steps to alter the resolution so that it satisfies the requirements of sub-section (4) and to compensate the applicant for costs of the proceedings if successful.

Once the resolution has been approved it cannot be challenged or set aside under subsection 4.

DIRECTORS EXCEED AUTHORITY - SPECIAL RESOLUTION

**ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07**

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 25/08/2011

TO BE HELD AT JOHANNESBURG

DATE 15/01/2011

TIME 2pm

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

**2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG**

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT

The Memorandum of Incorporation allows the directors to negotiate capital projects up to and including the amount of R1 million. The Directors have owing to unique circumstances which are contained in the report attached negotiated a capital project of R2,5 million.

The Directors require that the shareholders approve this project by way of special resolution in terms of section 65 (1) c of the Companies Act 2008 as amended.

By order of the Board

WYLAN CHOU

ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 15/01/2011

TIME 2pm

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT

The Memorandum of Incorporation allows the directors to negotiate capital projects up to and including the amount of R1 million. The Directors have owing to unique circumstances which are contained in the report attached negotiated a capital project of R2,5 million.

The Directors require that the shareholders approve this project by way of special resolution in terms of section 65 (11) c of the Companies Act 2008 as amended.

Signed as a correct record

WYLAN CHOU

ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 15/01/2011

TIME 2pm

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

PETER JOHN GREEN

SPECIAL RESOLUTION-SALE OF MAJOR PORTION OF ASSETS

**ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07**

NOTICE OF SHAREHOLDERS MEETING

DATE OF NOTICE 01/08/2011

TO BE HELD AT JOHANNESBURG

DATE 01/09/2011

TIME 2PM

Notice is hereby given that a general meeting of shareholders will be held at the registered office of the company situated at:

**2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG**

For the consideration and if deemed fit, passing with or without modification the following special resolution:-

RESOLVED THAT

The company has received an offer by outside parties to acquire 70% of the major portion of its property assets which constitutes the major portion of its business. Full details of the transaction are contained in Offer Documents and the Directors report attached.

The directors are desirous of proceeding with this transactions and it is a requirement in terms of Sections 65 (11) 1 and 112 and 115 of the Comapnaies act 2008 as amended to have this transaction approved by special resolution.

By order of the Board

WYLAN CHOU

ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 01/09/2011

TIME 2PM

PRESENT :

Per attached attendance register.

QUORUM :

The necessary quorum being present, the meeting was declared properly constituted.

RESOLVED THAT

The following special resolutions were passed without modification;

RESOLVED THAT

The company has received an offer by outside parties to acquire 70% of the major portion of its property assets which constitutes the major portion of its business. Full details of the transaction are contained in Offer Documents and the Directors report attached.

The directors are desirous of proceeding with this transactions and it is a requirement in terms of Sections 65 (11) 1 and 112 and 115 of the Companies act 2008 as amended to have this transaction approved by special resolution.

Signed as a correct record

WYLAN CHOU

ANDY PROPRIETARY LIMITED
REGISTRATION NO.: K2011/100271/07

MINUTES OF SHAREHOLDERS MEETING

HELD AT JOHANNESBURG

DATE 01/09/2011

TIME 2PM

ATTENDANCE REGISTER

SHAREHOLDERS

WYLAN CHOU

PETER JOHN GREEN

SECTION 6**FORMATION OF COMPANIES**

We do all the necessary forms for the formation of a simple company using the short form, standard MOI 15.1(a) and we do the necessary documentation in order to complete an advise CIPC on the registration of an external company.

This section contains an example of a simple formation and the registration of an external company.

Additional Incorporators

Customer code: ABCDE

From:

(Name, address and identity or registration number of Incorporator:)

(If there are multiple incorporators, each must be listed. Use a separate sheet)

Name : PETER JOHN GREEN

Address: 25 BESTER ROAD

GERMISTON

3001

Identity/ Reg. No: 5301035126082

**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 14.1
Annexure A**

- This form is issued in terms of Section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- Annexure A must be completed and attached to the notice of incorporation when it is filed
- A public company, or a state owned company, must have at least 3 initial directors.
- A Non profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

**Notice of Incorporation
Initial Directors of the Company**

The incorporators confirm that each person named below has consented to being appointed in terms of s 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

1. Full name/former name, if any:	<u>WYLAN CHOU</u>
2. Identity number:	<u>7301035126083</u>
3. Nationality:	<u>SOUTH AFRICAN</u>
4. Passport number, if not South African:	_____
5. Date of appointment:	<u>DATE OF INCORPORATION</u>
6. Designation in company:	<u>DIRECTOR</u>
7. Residential address:	<u>29 SOMERSET ROAD, KENSINGTON, JOHANNESBURG, 2096</u>
8. Business address:	<u>29 SOMERSET ROAD KENSINGTON 2096</u>
9. Postal address:	<u>P O BOX 94949, KENSINGTON, 2916,</u>
10. Occupation:	<u>ACCOUNTANT</u>
11. South African Resident:	<input checked="" type="checkbox"/> (yes) <input type="checkbox"/> (no)
12. Nature of change:	<u>NEW APPOINTMENT: DATE OF INCORPORATION</u>
13. E-Mail Address:	<u>chou@citrus.co.za</u>
14. Cell Number:	<u>0835469278</u>

For Commission Use Only:	Commission file number: _____	Date filed: _____
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**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 14.1
Annexure B**

- This form is issued in terms of Section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- Annexure B must be completed and attached to the notice of incorporation when it is filed only if the incorporators have chosen the third option at paragraph 6 of the Notice
- You may list up to 4 alternative names, which will be considered for use in the listed order. only one name will be assigned to the company. This form is not an application to reserve names for future use. Any name listed on this form that is not assigned to the company will be disregarded.
- Every word of each proposed name must be expressed using the alphabet that is commonly used for writing in an official language of the republic, and any number, other than a date, must be expressed in words, or Roman or Arabic numerals.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa
Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

**Notice of Incorporation
Alternative Names for the Company**

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

The incorporators request the Commission to assign to the company the first eligible name from the following:

(Insert the proposed name or names in the order you wish to be considered by the Commission)
1. <u>BRANDNEW TWO (PTY) LTD</u>
2. <u>NEW VENTURES (PTY) LTD</u>
3. _____
4. _____

1. Does any proposed name -
 - (a) Include any word in a language that is not an official language of the Republic?
 - (b) Include any word, number or other element that constitutes a registered trade mark, mark in respect of which an application for registration has been filled in the republic, or a well known trade mark as contemplated in section 35 of the Trade Mark Act, 1993?
 - (c) Fall within the category of names restricted in terms of section 11 (2)(c) of the Companies Act, or Regulation 8 (5)?
2. Is any proposed name similar to that of another company, close corporation or co-operative?

If the answer to any question above is "yes", please attach a separate sheet setting out the information or satisfactory evidence required by Regulation 8 (3) to (6), as applicable, with respect to each name

Commission file number: _____	Date filed: _____
For Commission Use Only	

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**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 15.1A
Short standard form
for Private Companies**

• This form is issued in terms of section 13 of the companies Act, 2008 and regulation 15 of the Companies Regulations, 2011

• This form may be used only to incorporate a private company.

• A private company may be incorporated by one or more persons

• The incorporators must complete this form by-
(a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14(b)(i) or (iii);
(b) inserting the number of directors and alternate directors in the spaces provided;
(c) inserting the number of authorised shares, in the space provided, and
(d) each signing and dating the form on a line of the Table at left.

• There are 4 pages in this form. If filling by paper, all 4 pages, must be filled.

• This Form must be filed with Form CoR 14.1 Notice of Incorporation, and required annexures and fees

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

**Memorandum of Incorporation
of
BRANDNEW TWO (PTY) LTD**

Which is a private company, has 4 director(s) and 0 alternate director(s), is authorised to issue no more than 1000.000 shares of a single class of common shares as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company".

In this Memorandum of Incorporation —

- (a) a reference to a section to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008 bear the same meaning **in this Memorandum as in that Act.**

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf.

Name and Address of incorporator	Identity or Registration #	Signature	Date
CHOU WYLAN 29 SOMERSET ROAD KENSINGTON JOHANNESBURG	7301035126083		19/08/201
GREEN PETER JOHN 25 BESTER ROAD GERMISTON 3001	5301035126082		19/08/201

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

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CoR15.1 A SHORT STANDARD FORM FOR PRIVATE COMPANIES**Article 1 --- Incorporation and Nature of the Company****1.1 Incorporation**

- (1) The Company is incorporated as a private company, as defined in the Companies Act, 2008
- (2) The Company is incorporated in accordance with, and governed by –
 - (a) The provisions of the Companies Act, 2008 without any limitation extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company is not subject to any provision contemplated in section 15(2)(b) or (c).
- (2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19(1)(b)(ii).

1.3 Memorandum of Incorporation and Company rules.

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6)(b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15(3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail.
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17(1), by delivering a copy of those rules to each shareholder by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

- (1) The Company does not elect, in terms of section 34(2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- (2) The Companies does not elect, in terms of Section 118(1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act..

Article 2 --- Securities of the Company**2.1 Securities**

- (1) The Company is authorised to issue no more than the number of shares of a single class of common shares with no nominal or par value as shown on the cover sheet, and each such issued share entitles the holder to –
 - (a) vote on any matter to be decided by a vote of shareholders of the company;
 - (b) participate in any distribution of profit to the shareholders: and
 - (c) participate in the distribution of the residual value of the company upon its dissolution
- (2) The Company must not make an offer to the public of any of its securities.

- (3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in Section 39, is not limited, negated or restricted in any manner contemplated in Section 39(2), or subject to any conditions contemplated in that section.
- (4) This Memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to –
 - (a) authorise the company to issue secured or unsecured debt instruments, as set out in section 43(2); or
 - (b) grant special privileges associated with any debt instruments to be issued by the company, as set out in Section 43(3);
 - (c) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in Section 44;
 - (d) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in Section 47(1); or
 - (e) resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in Section 47(1).

2.2 Registration of beneficial interests

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56(1), is not limited or restricted by the Memorandum of Incorporation.

Article 3 --- Shareholders and meetings

3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the right to access information set out in Section 26(1).

3.2 Shareholders' authority to act

- (1) If, at any time, there is only one shareholder of the company the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57(2), is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at any time, every shareholder of the Company is also a director of the Company, as contemplated in Section 57(4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

3.3 Shareholder representation by proxies

- (1) This Memorandum of Incorporation does not limit, restrict or vary the right of a shareholder of the Company –
 - (a) to appoint 2 or more persons concurrently as proxies, as set out in Section 58(3)(a); or
 - (b) to delegate the proxy's powers to another person, as set out in Section 58(3)(b).

- (2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in Section 58(3)(c) is not varied by this Memorandum of Incorporation.
- (3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in Section 58(7) is not limited or restricted by this Memorandum of Incorporation.

3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record for the relevant matter is as determined in accordance with section 59(3).

3.5 Shareholders meetings

- (1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- (2) The right of shareholders to requisition a meeting, as set out in Section 61(3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- (3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61(9) is not limited or restricted by this Memorandum of Incorporation.
- (4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is as provided for in Section 62(1).
- (5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in Section 63 is not limited or restricted by this Memorandum of Incorporation.
- (6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered is as set out in Section 61(1) without variation.
- (7) The time periods allowed in Section 64(4) and (5) apply to the Company without variation.
- (8) The authority of a meeting to continue to consider a matter, as set out in Section 64(9) is not limited or restricted by this Memorandum of Incorporation.
- (9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64(13), without variation.

3.6 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 50% of the voting rights exercised on the resolution, as provided in Section 65(7).
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in 65(9).

- (3) A special resolution adopted at a shareholders meeting is not required for matter to be determined by the Company, except those matters set out in Section 65(11), or elsewhere in the Act.

Article 4 --- Directors and Officers

4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom is to be elected by the holders of the company's securities as contemplated in Section 68.
- (2) The manner of electing directors of the Company is as set out in Section 68(2), and each elected director of the Company serves for an indefinite term, as contemplated in Section 68(1).

4.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in Section 66(1) is not limited or restricted by this Memorandum of Incorporation.
- (2) If at any any time, the Company has only one director, as contemplated in Section 57(3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

4.3 Directors' Meetings

- (1) The right of the Company's directors to requisition a meeting of the Board, as set out in Section 73(1) may be exercised by at least 25% of the directors.
- (2) This memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to –
- (a) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in Section 73(3); or
 - (b) determine the manner and form of providing notice of its meetings, as set out in Section 73(4); or
 - (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in Section 73(5) or
 - (d) consider a matter other than a meeting as set out in Section 74.

4.4 Directors' compensation and financial assistance

This Memorandum of Incorporation does not limit the authority of the Company to—

- (a) pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66(9) and (10);
- (b) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78(3);
- (c) Indemnify a director in respect of liability, as set out in section 78(5); or
- (d) purchase insurance to protect the company, or a director, as set out in section 78(6).

**Companies and Intellectual Property Commission
Republic of South Africa**

Registration of External Company

Form CoR 20.1

About this Form

- This form is issued in terms of Section 23(1),(2) and (2A) of the Companies Act, 2008, and Regulation 20 of the Companies Regulations, 2011.
- All documents referred to in the notice must be attached to this Notice when filed.
- The fee for filing this Notice is R400

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address : PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472
www.cipc.co.za

Date: 19/08/2011

Customer code: ABCDE

Concerning:

(Name and Registration Number of External Company)

Name: BRAND NEW CO (PTY) LTD

Registration No.: 525252525

The above named foreign company, which was incorporated on (insert date) 01/01/1970 under the law of (insert jurisdiction) SWITZERLAND, and is currently registered under the law of (insert jurisdiction) SWITZERLAND, advise that it is carrying on business within the republic to the extent that requires its registration as an external company, in terms of section 23(1), (2) and (2A) of companies Act,2008.

in support of this notice, the external company has attached a certificate copy of its Memorandum of incorporation, its Certificate of Incorporation or comparable document registered in the foreign jurisdiction, its current Registration Certificate, if different, and translated copies of any such document if the original is not in an official language of the Republic.

In further support of this Notice, the external company declares that:

1. Its principal address outside the republic is:

55 BRUSSELSPROUT STREET
ZURICH

2. Its principal address within the republic is:

2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE

3. The external company's directors are set out on Annexure A

4. The name and address of the person within the Republic who has consented to accept service of documents on behalf of the external company and has been appointed by the external company to do so, is:

BAKKIES BOTHA
2ND FLOOR
EDINBURGH GATE
HYDE PARK LANE
JOHANNESBURG

Name and Title of person signing on behalf of the Company:

WYLAN CHOU

Authorised Signature:

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**Companies and Intellectual Property Commission
Republic of South Africa**

**Form CoR 20.1
Annexure A**

About this Form

- This form is issued in terms of Section 23 (1), (2) and (2A) of the Companies Act, 2008 and Regulation 20 of the Companies Regulations, 2011.
- This document must be filled in conjunction with Form 20.1

**Contacting the
Commission**

The Companies and Intellectual
Property Commission of South Africa
Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Directors of External Company

Date: 19/08/2011

Customer code: ABCDE

Concerning:

(Name and Registration Number of Company)

Name: BRAND NEW CO (PTY) LTD

Registration No.: 525252525

The above named foreign company, which has filed a notice of registration as an external company, in terms of section 23 (1), (2) and (2A) of the Companies Act, 2008, advises that its current directors are the following persons:

1. Full name/former name, if any: PETER JOHN GREEN
2. Identity number: 5301035126082
3. Nationality: SOUTH AFRICAN
4. Passport number, if not South African: _____
5. Date of appointment: 19/08/2011
6. Designation in company: DIRECTOR
7. Residential address: 25 BESTER ROAD, GERMISTON, 3001

8. Business address: 25 BESTER ROAD GERMISTON
3001
9. Postal address: P O BOX 7272, GERMISTON, 3000

10. Occupation: LAWYER
11. South African Resident: (yes) (no)
12. Nature of change: None
13. E-Mail Address: mark@accfin.co.za
14. Cell Number: 0833779278

Name and Title of person signing on behalf of the Company:

BAKKIES BOTHA

Authorised Signature:

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CoR 20.1A - Directors of External Company (p2)

Date: 19/08/2011

Customer code: ABCDE

Concerning: (Name and Registration Number of Company)

Name: BRAND NEW CO (PTY) LTD

Registration No.: 525252525

1. WYLAN CHOU
2. 7301035126083
3. SOUTH AFRICAN
- 4.
5. 19/08/2011
6. DIRECTOR
7. 29 SOMERSET ROAD, KENSINGTON, JOHANNESBURG, 2096
8. 29 SOMERSET ROAD KENSINGTON
2096
9. P O BOX 94949, KENSINGTON, 2916,
10. ACCOUNTANT
11. South African Resident: (yes) (no)
12. None
13. chou@citrus.co.za
14. 0835469278