MONEYWEB
HOLDINGS LIMITED

Annual Report 2005

[u n d i c t a t e d]

CONTENTS

Moneyweb Holdings Limited and its Subsidiaries

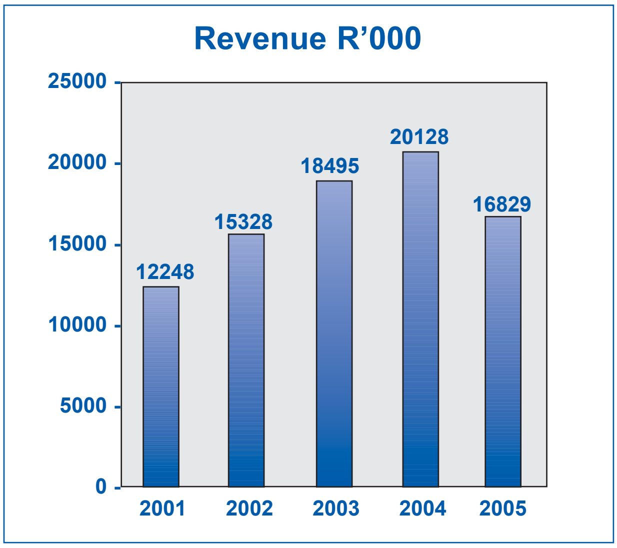
(Registration Number 1998/025067/06)
First Floor, West Wing
President Place
Corner Jan Smuts Avenue and Bolton Road
(Entrance in Hood Street)
Rosebank, 2196
PO Box 102, Parklands, 2121

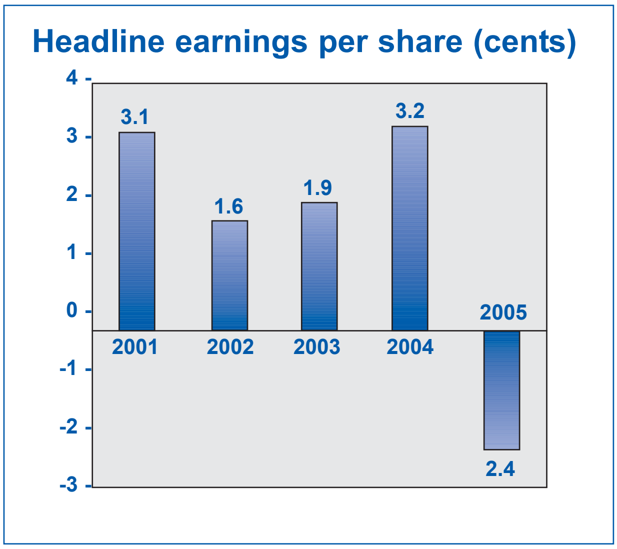
MONEYWEB HOLDINGS LIMITED

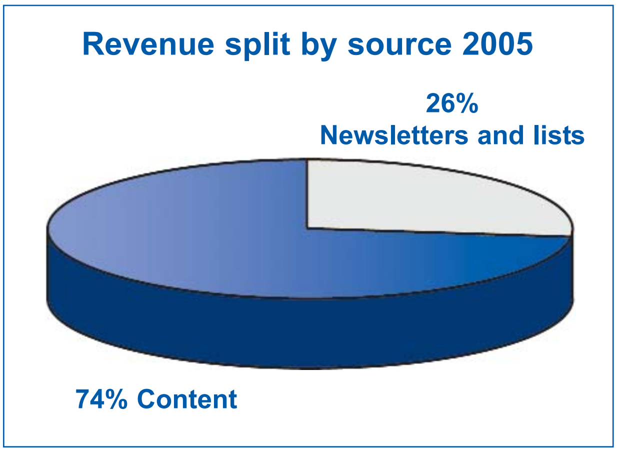
ww.moneyweb.co.za

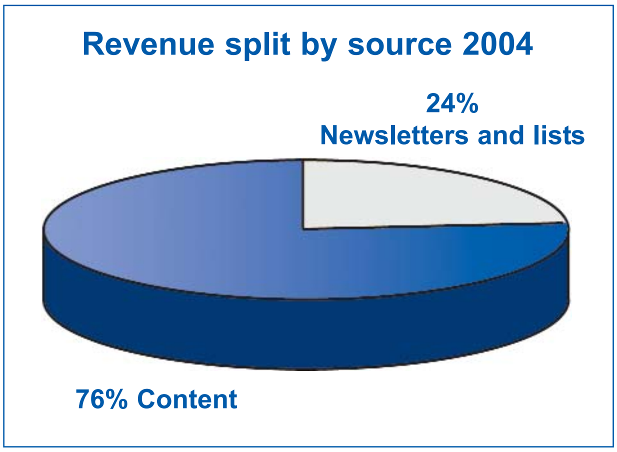
FINANCIAL HIGHLIGHTS

R'000	2005	2004
Revenue	16 829	20 128
EBITDA	(2 283)	3 047
Headline (loss)/earnings	(1 873)	2 542
Headline (loss)/earnings per share (cents)	(2.4)	3.2
Cash (outflow)/inflow generated by operating activities	(2 469)	3 829









BOARD OF DIRECTORS

Alec Hogg

Chief executive officer

Founded Moneyweb in 1997 and together with his wife Louise, holds a controlling interest in the company. Widely travelled and a voracious reader, he is passionate about the media sector and remains ultimately responsible for the strategic initiatives of the business.

On 16 Feb 2005 he was appointed as the chief executive officer.

Edwin Jay

Non executive director

Edwin Jay qualified as an attorney at Routledges Incorporated and became a partner at that firm. He left in 1994 to form Jay Incorporated which specialised primarily in banking law. By the time Edwin withdrew from the position of managing partner, the firm had 20 legal professionals and a staff of 55.

Edwin joined Moneyweb as its CEO on 1 January 2003 having served on its board as a non-executive director for the previous 2 years.

He resigned as CEO on 16 February 2005 to return to practice as an attorney. He remains as a non-executive director.

Louise Hogg

Executive director

Louise Hogg is the Community Manager of Moneyweb. She is responsible for building and maintaining relationships with over 12 000 registered subscribers and thousands more regular users of the service - the Moneyweb Community. Louise has been intimately involved in the development of Moneyweb since its inception, using experience gained in running the subscriber base at Racing Digest, which she helped found and build.

Victor Nosi

Non-executive director

Victor has a tertiary education with a BA majoring in Psychology and Sociology. This qualification is enhanced by a number of Management Diplomas from some distinguished Universities and Colleges.

He has worked for several blue chip companies that include Standard Bank, where he was Director of Group Communications, South African Airways where he was Executive Vice President responsible for Marketing and Communications, South African Breweries where he was brand manager responsible for Castle Lager and at Absa Group where he was General Manager. Prior to Absa Victor worked for Sasol Secunda Collieries as General Manager: Public Relations.

He is currently a Managing Partner at a sponsorship marketing consultancy called, THE SPONSORSHIP COMPANY .

He is also the Chairman of Birdi Clothing , a company that manufactures and markets golf apparel .He serves as a Trustee of Nelson Mandela Children's Fund;

He was appointed in March 2001 to the board of Moneyweb in a non-executive capacity.

Dr Andrew Smith

Chairman

Based in London, Andrew is currently a partner at Unisys Limited. Previously he was the managing partner at Andersen Business Consulting based in Johannesburg, where he had a special interest in the telecommunications and media sector. Prior to this he was the group executive at Datatec Limited, the JSE-listed international networking and technology company. He served as chairmain of the Board of Moneyweb from 1999 to 2000 and was re-appointed to the Board on 7 May 2003. He was reappointed as chairman on 16 February 2005.

SHAREHOLDER INFORMATION

Shareholder spread analysis as at 31 March 2005

Type of shareholders	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
Public	775	98,2	21 067 720	24,8
Non-public	14	1,8	63 932 280	75.2
	789	**100,0**	**85 000 000**	**100,0**

Analysis of non-public shareholders as at 31 March 2005

Type of shareholders	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
Directors of the Company or any of its subsidiaries	8	1,0	42 540 678	50,0
Any associates of the above	5	0,6	20 459 208	24,1
Trustee of employees' share scheme	1	0,2	932 394	1,1
	14	**1,8**	**63 932 280**	**75,2**

Size of registered shareholders

	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
1 - 1 000	536	67,9	347 452	0,4
1 001 - 5 000	95	12,0	314 931	0,4
5 001 - 10 000	47	6,0	410 378	0,5
10 001 - 50 000	71	9,0	1 816 641	2,1
50 001 - 100 000	13	1,6	996 973	1,2
100 001 - 500 000	14	1,8	3 025 980	3,5
500 001 - 1 000 000	4	0,5	2 971 694	3,5
1 000 001 and above	9	1,1	75 115 951	88,4
	789	**100,0**	**85 000 000**	**100,0**

Shareholders with a direct or indirect beneficial holding of greater than 5% of the issued share capital of the Company at 31 March 2005

	Number of shares held	% of shares in issue
Gauteng Noms - Pharoah Ltd	4 595 474	5,1
Moneyweb (Pty) Ltd	14 870 884	7,1
AB and LM Hogg	42 757 838	50,3

Directors' shareholding

The following directors have a direct or indirect beneficial holding in the Company (there has been no change in the holdings disclosed below from 31 March 2005 until the date of this report).

	As at 31 March 2005			
	Aggregate number of shares held	% of shares in issue	Nature of interest Beneficial	Non-beneficial
Direct				
AB Hogg and LM Hogg	42 438 778	49,5	42 438 778	-
A Smith	81 900	0,4	81 900	-
EA Jay	20 000	0,1	20 000	-
	42 540 678	50,0	42 540 678	-

	Effective holding of shares	% of shares in issue	Nature of interest Beneficial	Non-beneficial
Indirect				
AB Hogg - 43% interest in Pacer Investments CC	319 060	0,4	319 060	-
EA Jay - 14% interest in Pacer Investments CC	103 880	0,1	103 880	-
	422 940	0,5	422 940	-

	As at 31 March 2004			
	Aggregate number of shares held	% of shares in issue	Nature of interest Beneficial	Non-beneficial
Direct				
AB Hogg and LM Hogg	42 438 776	49,9	42 438 776	-
A Smith	58 900	0,1	58 900	-
EA Jay	20 000	0,0	20 000	-
	42 517 676	50,0	42 517 676	-

	Effective holding of shares	% of shares in issue	Nature of interest Beneficial	Non-beneficial
Indirect				
AB Hogg - 43% interest in Pacer Investments CC	303 795	0,4	303 795	-
EA Jay - 14% interest in Pacer Investments CC	98 910	4,3	98 910	-
P Desmidt - 100% interest in Llandudno Securities (Pty) Ltd	3 626 300	0,1	3 626 300	-
	4 029 005	4,8	4 029 005	-

Shareholders' diary

Financial Year End	31 March 2005
Annual General Meeting	2 August 2004

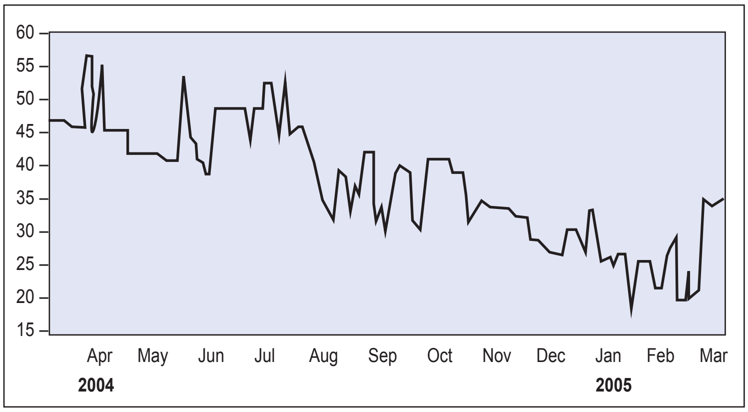
Stock exchange performance

Share Price Data

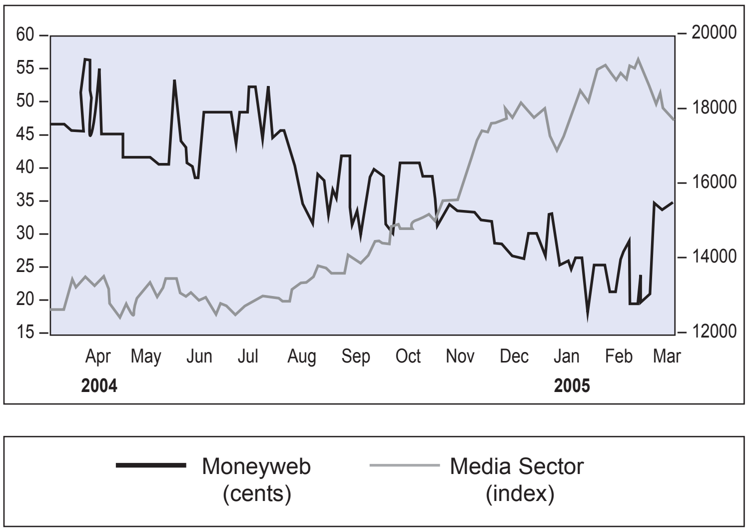
Period 1 April 2004 to 31 March 2005

Opening Price as at 1 April 2004	48c
12 Month High	58c
12 Month Low	18c
Closing Price as at 31 March 2005	36c

Share price



Share price performance versus sector performance



CHIEF EXECUTIVE'S OVERVIEW

Fellow shareholders,

It's tempting to say the past financial year was one when change was forced upon your company. Equally, one might start from the argument that had certain actions not been taken, the potential so obvious in the new positioning of Moneyweb Holdings would have been missed.

Those statements are true. Still, they cannot disguise what has been a tough year where exceedingly difficult decisions were required. Hindsight shows us the right choices were not always made and as a result of some of these, weaknesses endemic in any developing business were harshly exposed. Most disappointing of all, the company posted its first ever full year loss since being established in 1997.

Fortunately, the business was nimble enough and possessed sufficient resources to absorb the knocks and rapidly reposition itself. Moneyweb today has streamlined, is focused and profitable. The two-year quest for bulk, the acquire-for-growth strategy has been supplanted by a model which relies on organic expansion.

Along with this refocusing came some significant personnel changes. Edwin Jay, brought on as CEO specifically to drive the acquisition strategy, has returned to lawyering, handing me back the day to day leadership of the business. Moneyweb's first chairman, Dr Andrew Smith, has returned to the chair, with Edwin staying on as a non-executive director.

We also said farewell to financial manager Estelene Venter and IT executive Donovan Roberts, both of whom had served the company well over many years. Their seniority demanded the kind of challenges which the refocused Moneyweb was unable to offer in the short-term.

"The challenge for each of us is to create an Internet presence that is compelling enough that users make it their home page. Just as people traditionally started their day with coffee and a newspaper, in the future I hope that the way they start their day will be with coffee and our website."

– Rupert Murdoch, chairman of Newscorp, addressing US Newspaper owners.

Another significant departure was that of Timothy Wood whose contribution, especially the early days of Moneyweb, was enormous. Tim's grasp of the relevance and opportunity presented by the Internet made him a kindred spirit at a time when most in the media sector saw the web as a passing fashion.

Moneyweb retained its links with Timothy after he emigrated to the US and from this new base, he played a major role in helping develop the company's resources website Mineweb.com into a global player.

When strategic reasons required that an approach for Mineweb.com from an American buyer was once more turned down, Tim decided his future lay elsewhere. It remains a source of great pride that Moneyweb has played a part in helping him become established as a serious voice in US mining circles.

Business school academics say losing many of those who participate in the start-up years is natural in the development of a young business. Unfortunately, Moneyweb has not been an exception to that rule. On the other hand, its continued strong growth and uncompromising independence makes the company a magnet for ambitious media professionals. This ongoing process of attracting better quality staff enables us to approach the future with great confidence.

The year in review

Undoubtedly the most significant event of the past year was the break with Classic FM, the regional radio station in which Moneyweb owned 19,6%. Although the matter was touched on in last year's annual report, because of its significance and subsequent developments, further detail is necessary here.

In early 2004, Moneyweb was approached for assistance by the managers of Radio Today, a Johannesburg-based community radio station which broadcasts on AM, an inferior band (as opposed to FM). Much like the position Classic FM was in before Moneyweb became involved in 2000, Radio Today was on the brink of closure with substantial debts and significant monthly losses.

"I believe very firmly that if you want to build long-term assets (in media) you have to have a hard core of people willing to commit for the long-term. That's why family control or long-term investors are so important in the media industry."

– John Malone, chairman of Denver-based multinational Liberty Media.

Moneyweb was offered a management contract by Radio Today's management in return for injecting the financial and human resources required to return the station to health. After considerable deliberation, it was decided to pursue the opportunity. Radio Today's licence conditions – serving over 50s – was ideally suited to introducing the "golden oldies" music format which is successful globally on the AM band.

To complement this easy listening format, a well resourced three hour morning breakfast show focusing on news, sport, business, music and entertainment was planned, using Moneyweb presenters and producers. The intention was to run the Radio Today programming in parallel with the flagship business-focused programme being aired on Classic FM. Radio Today offered your company an excellent learning ground for future broadcasting initiatives.

At no time was the Radio Today opportunity considered by us to be threatening to the relationship with Classic FM. From the outset, the chairman of Classic FM was informed of progress in discussions, with the clear intention that this station would be able to work together with Moneyweb in addressing Radio Today's problems.

With hindsight, it is apparent that mistakes were made in this approach.

First, it was assumed that in the absence of a response from the Regulator, the draft management contract was acceptable on the basis that without Moneyweb's support Radio Today would close. This is not as naïve as it would appear – as Radio Today was bankrupt, logic would suggest the Regulator would welcome our efforts to keep the failing station alive.

At no time in discussions with the Regulator was any objection raised to the process being followed. Unfortunately, when the Regulator did eventually respond, it was negatively, with a directive that it could not sanction the management contract which had been offered to Moneyweb.

"The world has changed. My job is to adjust to the changing world."

– Sumner Redstone (81), Chairman and CEO of leading global media group Viacom.

Second, it was assumed that the Radio Today management team enjoyed the full support of the community which the station served. This, too, was not so. A small but vociferous group of mainly aged (70 plus) listeners were opposed to changes introduced to the programming. Not surprisingly, Moneyweb's media competitors provided the platform for this body to express its unhappiness.

Most importantly, instead of becoming involved in the process of helping the community station, Classic FM interpreted the Moneyweb/Radio Today partnership as a threat. Much to the surprise of your company's management, Classic FM issued an ultimatum that should Moneyweb programming be carried on any other radio station in its broadcast area, our relationship on the flagship business show would be terminated forthwith.

This ultimatum had to be interpreted within the context of your company's long-term strategy of expanding its radio interests. At the time, Moneyweb was in the final stages of extended negotiations aimed at introducing an hour long business programme to Radio Sonder Grense (RSG), the Afrikaans-language radio arm of the SA Broadcasting Corporation (SABC).

RSG offered a massive new opportunity (ten times Classic FM's audience), a countrywide FM footprint, and, potentially, the base from which to launch an Afrikaans-language version of Moneyweb.co.za. In addition, a partnership with RSG provided the opportunity to prove Moneyweb's value to the national broadcaster, opening the door to potential relationships with other radio stations.

Agreeing to Classic FM's ultimatum would have required an about-turn on hard won progress in discussions with the SABC, forcing Moneyweb to abandon all future expansion in radio. The trade-off was to walk away from a substantial, guaranteed revenue stream and simultaneously allowing a direct competitor easy access into a market where it was previously absent.

"Continuity gives us roots; change gives us branches, letting us stretch and grow and reach new heights."

– Pauline R. Kezer former Secretary for State, Connecticut.

Adding to the dilemma was the predictable negative impact on profitability. It was not an easy decision. But given the long-term nature of the media business, there was no alternative. Not for the first time in your company's history, a decision had to be taken in the belief that superior content would enable us to overcome the unfair advantage of regulated monopolies created by current radio licensing legislation.

The developing relationship with Radio Today helped cushion the impact by providing an immediate alternative platform for the Moneyweb Power Hour programme. But this brought new financial responsibility with Moneyweb having to financially support a leaky ship without being able to manage the operation. These costs, written off in the year under review, contributed significantly to the loss posted.

The Afrikaans programme – RSG se Geldsake met Moneyweb – was launched on September 1. By the financial year-end it had started to make a positive contribution. More importantly, it opened the way to other partnerships with the national broadcaster. Critically, from May 2005 the Moneyweb Power Hour moved to Radio 2000 and its nationally broadcast FM signal, the ultimate broadcast vehicle in South African radio. In effect, the Radio 2000 deal meant your had company traded Classic FM's regional footprint and small audience for national reach and at least double the listeners.

Another casualty of the new partnership was Moneyweb's relationship with independent television company eTV, a direct competitor of the SABC. The contract was terminated six months early by mutual agreement. The final broadcast was at the end of September. Unfortunately, the revenue projections were not achieved.

While all this action was happening on the broadcasting front, Moneyweb's stated strategy of seeking acquisitions was continuing apace. In two years, we had kissed a lot of frogs but for reasons of price or prospects, none of the possible partners turned into a prince. The most serious of these was the potential full blown merger with the Mail & Guardian ("M&G"), a weekly newspaper published in Johannesburg.

"With new technologies greatly increasing the capacity of distribution platforms, we're going back now to where Content is King. People who have no distribution platforms have always known Content is King, absolutely."

– Rupert Murdoch, chairman of Newscorp.

The proposed merger would have provided great potential for cost savings through combining administrative and other back-office functions. It would also have introduced the bulk necessary to move aggressively into other parts of the continent. The content fit was good with both editorial teams driven by independence and excellence. Chemistry with the M&G top management was excellent and the deal would in a single transaction have provided Moneyweb with Black Economic Empowerment credentials.

Although terms had been agreed with M&G's biggest shareholder, triggering expensive formal processes that accompany such transactions, price became an issue with the largest minority shareholder. A substantial gap existed between what Moneyweb's board regarded as acceptable and the price required by the other party. As a result, discussions were called off in December 2004. Unfortunately, considerable expenses had to be met through professional fees incurred in the process.

While these discussions were being held, the company received another offer for Mineweb.com from the US, this time to acquire 100% ownership of the property and develop it globally. The sale would have precluded your company from producing any content on the resources sector. As this area accounts for 40% of the market capitalisation of the JSE, having the capacity to cover SA resources stocks is part of Moneyweb's core business. After protracted discussions aimed at trying to overcome the impasse, the proposal was finally rejected, resulting in the aforementioned resignation of Timothy Wood.

With all of this going on, it is not surprising that management's attention was distracted from the financial reverse being suffered in the underlying business. Termination of the proposed M&G transaction provided the catalyst for action. A turnaround plan was adopted focused on returning the company to profitability through cutting costs by 20%. This was achieved by February with the company returning to profit in March 2005.

Apart from addressing costs, the opportunity was also taken to streamline the company's investments. The bulk of the Classic FM stake was sold to a Black Empowerment consortium. A value of R5-million was agreed upon for Moneyweb's stake, with R2-million in cash received during the year. The balance will be paid on the Regulator's approval of the change in shareholding.

Although the sale of the Classic FM stake reflects a book loss, the actual position is more favourable. It should be remembered that the bulk of the purchase price was the sale of 5-million Moneyweb shares to Liberty Group (which in return expunged its R5-million loan to Classic FM) at a price of 100c each. Subsequent to the Classic FM disposal, these shares were bought back from Liberty at 32c each.

"I really want to say how thankful we are for the privilege of winning the Good Governance Award for 2004. I certainly believe that given the process that is used to arrive at the nomination and awards, leaves me to conclude that this is one of the greatest honours that have ever been bestowed upon Pick 'n Pay. Thank you for organizing and sponsoring this initiative."

– Sean Summers, CEO, Pick n Pay.

The company also bought back another 4-million shares through the market at 32c each from former non-executive director Pierre Desmidt. Over the past couple of years Pierre has played a valuable role at board level, but feels that with the acquisition strategy having been abandoned, he can no longer add value to deliberations. After resigning from the board, he offered his shares in the market.

These repurchases brought to 15-million the number of shares which have been bought back, reducing the issued number of shares from 85-million to 70-million, having the effect of expanding each shareholder's stake in the company by 22%. The share buyback is part of a conscious decision by the company to manage its cash more efficiently. Although sufficient cash will always be maintained to meet operational requirements, with the structure of South African interest rates having changed, there is a high disincentive to holding excess cash. Shareholders will be asked at the AGM to agree to a continuation of the share buy-back programme.

Also as part of the streamlining of the business, the 20% shareholding in niche stockbroking service Vestact was sold, also at a profit. The Moneyweb Digest was closed shortly after year-end because of the repatriation of the Oce digital press to Germany. Subsequent to year-end, the company also disposed of the List Broking business acquired with the Prescon acquisition in 2000. This operation, a brokerage of names for direct mail campaigns, has long sat uncomfortably within the Moneyweb fold where community members' confidentiality is respected.

Operationally, the business made good progress during the year under review. The core online operations continued to expand their readership bases and posted healthy improvements in advertising revenue. Growth is illustrated by the fact that it took the company five years (from 1997 to end 2002) to expand from zero to 35 000 unique users – yet just two years later that figure trebled to 115 000.

The partnership with The Citizen newspaper continues to benefit both parties.

The year ahead

While the 2004/5 financial year was one of meeting unexpected challenges, refocusing and repositioning, 2005/6 promises to be a period of consolidation and development off the strong platforms the company now possesses. Many opportunities exist, but the strategic objective is now to seek organic rather than transactional growth.

The core Internet properties are poised for another good year. Internet advertising is by far the fastest growing part of the global advertising pie and is enjoying excellent acceptance among South African advertisers. Industry researcher ZenithOptimedia estimates that in calendar 2005 the Internet will account for 3,8% of total advertising, up from 3,6% last year and 3,2% in 2003. The researchers project Internet's slice at 4,4% by 2007.

The value of online properties is recognised by the investment market. Earlier this year, Marketwatch.com was acquired by the Dow Jones company for a net US$463-million in cash. The company, like Moneyweb established in 1997, runs two websites which serve the investment community. Its sites boast 8-million unique users.

On a direct comparison, that would value your company's Moneyweb.co.za and Mineweb.com sites at well north of $6-million. Although Moneyweb's properties do not enjoy an equivalent rating in the South African investment market, it does give an indication of the kind of valuations global investors are prepared to put onto investment-focused websites.

This is partly due to a realisation that traditional media, especially newspapers, are continuing to lose ground to the Internet. Recent figures published by the Washington Post show the US's 814 biggest newspapers reported a 2% contraction in circulation last year, continuing a 20 year trend as people turn increasingly to the web and cable TV for their news.

South Africa's newspaper picture is distorted by the success of the bottom-end Daily Sun, but in the area where Moneyweb competes, the move to the Internet is distinct with contracting circulations among top end newspapers and magazines. An appreciation of this fact among advertisers is likely to ensure solid growth in the company's online revenues in the financial year to March 2006.

Biggest turnaround, though, is likely on the radio side where the Radio 2000 partnership and new relationship with another SABC station, Lotus FM, will give fresh impetus to revenues. Opportunities are being sought in providing business information to the SABC's portfolio of African Language Stations where massive audiences offer great potential. A second radio studio was commissioned at Moneyweb's Rosebank headquarters in anticipation of the expanded activities.

Concrete progress is now being made on the promised expansion into other parts of the African continent with a partner identified in Nigeria. Various joint venture opportunities have been identified after a fact finding trip by Moneyweb's head of editorial, Belinda Anderson. The first of these is likely to be launched in the current financial year.

The key to Moneyweb's future, however, lies in its people. In recognition, the board has introduced an incentive programme where 20% of pretax profit is distributed quarterly through a bonus pool to all except the sales staff (who have direct incentives). Recipients are encouraged to use part of these bonuses to acquire share options at a market related price.

"Thank you for all the letters that I regularly receive. I signed up to Moneyweb when I was doing my Finance Honours Thesis at UCT. Your help was greatly appreciated, and it helped me to get the highest Finance thesis mark in that year."

– Moneyweb Community member.

The editorial team has come through a difficult year with flying colours scooping numerous award for their journalistic efforts. Most notable of these was Investigations Editor Barry Sergeant's award of R100 000 by the Valley Trust – the richest prize in journalism – in recognition of his efforts in exposing malfeasance in the commercial arena.

Moneyweb also did well in the annual Sanlam and Citadel Award, with the Moneyweb Power Hour winning the business radio category in both competitions for the sixth successive year. In the Sanlam competition, Moneyweb also won the category for best Companies and Industries reporting for Internet and daily newspapers.

Felicity Duncan was awarded the "best newcomer" prize in the Sanlam competition, following in the footsteps of her colleague and 2004 winner Erika van der Merwe. In the Telkom Awards for ICT Journalism, Belinda Anderson scooped the Electronic Category and came third overall.

Subsequent to year-end, the editorial team was bolstered through employment of some experienced journalists and the retention of graduates of the successful Internship programme.

For the first time, the editorial function is complemented by a highly professional sales team, put together by experienced professional Gilda de Araujo. In the year since joining Moneyweb, Gilda has used her knowledge and skills to attract and train an extremely competent group that is maturing into one of the most effective sales teams anywhere in the media sector. This investment is sure to pay handsome dividends in the 2006 financial year.

It is a very different Moneyweb which approaches the future. The financial reverse of 2004/5 had a disruptive impact throughout the company, as did the consequent process of streamlining operations. With the picture having cleared, morale is back at its usual high levels that Moneyweb has enjoyed since inception. This has been helped by the securing of the partnership with the national broadcaster, obviously the most powerful partner for any radio content provider.

The change in radio platforms will require substantial marketing investment in the 2006 financial year. Even so, the company is poised to post a strong return to profits and expects to resume distributions to shareholders this year.

This has been a year when directors of your company have been asked to take some tough decisions, to ignore the noise and act in the longer-term interest of your company. I have been proud to be part of the decision making process and thank every member of our board for the contribution they have made. Our best wishes to Pierre Desmidt and thanks for the effort and enthusiasm he displayed while a director of Moneyweb.

My personal thanks to each member of the Moneyweb team. They have cheerfully parried a great deal of usually ill-founded criticism this past year – and even put up with a flash flood in the office courtesy of a mix-up with the Municipality's Water Department. It is an enduring pleasure to share one's working hours with such an outrageously talented group of people.

Sincere appreciation also to our advertisers. It is their support which enables us to report independently and really make a difference.

And, finally, thanks to the growing base of Moneyweb community members without whom all of what we do would be irrelevant. We will keep striving to repay your loyal support through raising the bar in everything we deliver.

Alec Hogg
CEO
5 June 2005

CORPORATE GOVERNANCE

The Moneyweb Group is committed to the principles of integrity and accountability in its dealings with all stakeholders.

The Board subscribes to the principles incorporated in the amended Code of Corporate Practices and Conduct, as set out in the King Report on Corporate Governance for South Africa 2002 (King II) and the JSE Securities Exchange Listing Requirements.

The Board of Directors

The Board is chaired by an executive director. The role and person of the executive chairman is, however, separate from that of the chief executive. The Board includes two executive directors and three non-executive directors who have been carefully chosen for their wide range of business skills.

The Board is responsible for formulating and implementing overall Group strategy and policies, planning of resources, monitoring of performance and maintaining standards of business conduct. The Board meets quarterly for these purposes.

Certain functions of the Board are facilitated through the main sub-committees of the Board which include the Audit and Remuneration Committees. The Audit Committee meets three times annually and the Remuneration Committee meets annually. The Chairmen of these committees report directly to the Board. In addition, management of the various strategic business units meet weekly.

All directors have access to the services and advice of the company secretary who provides the Board and individual directors with guidance regarding their duties and responsibilities.

Communication

The Group acknowledges that it operates within a community and values a good working relationship with its stakeholders. The Group consistently strives to strengthen links through regular communication with all its stakeholders which conforms with the criteria of timeous, objective, relevant and transparent communication.

Committees of the Board

The Board has delegated certain of its responsibilities to sub-committees of the Board.

Audit Committee

The Audit Committee comprises the non-executive directors, Edwin Andrew Jay (Chairman), Andrew Smith and Victor Nosi.

The terms of reference of the Audit Committee include:

- reviewing financial information
- assessment of the risk of fraudulent reporting
- review of the code of ethics
- compliance procedures
- appointment and evaluation of the external auditors
- determination of audit fees
- reporting to the Board
- setting the principles for recommending the use of the external auditors for non-audit purposes

Remuneration Committee

The Remuneration Committee comprises of an executive director, Louise Hogg, and the two non-executive directors Victor Nosi (Chairman), and Andrew Smith.

The terms of reference of the Remuneration Committee include:

- appointment/discharge of executive directors
- all matters relating to remuneration of employees
- all matters relating to conditions of service of employees
- staff participation in bonus scheme
- staff participation in share option scheme
- adherence to employment equity

Internal Control

The directors are responsible for the Group's systems of internal financial and operational control and for ensuring that the Group maintains adequate records that disclose, with reasonable accuracy, the financial performance and position of the Group. To enable the directors to meet these responsibilities, the Board sets standards and management implements systems of internal control, comprising policies, standards, procedures, systems and information to assist in:

- safeguarding assets and reducing the risk of loss, error, fraud and other irregularities;
- ensuring the accuracy and completeness of accounting records; and
- the timely preparation of reliable financial statements and information in compliance with relevant legislation and South African Statements of Generally Accepted Accounting Practice.

Employee Participation

The Group implements the increasing empowerment of its employees through participative structures on employee-related matters, training, development and information sharing.

Employment Equity

The Group is committed to providing equal opportunities for its employees regardless of their ethnic origin or gender. Affirmative action strategies are in place to ensure that employee profiles will be more representative of the demographics of the region in which the Group conducts its business activities. An aggressive intern training programme has been adopted as the most suitable manner to bring the staffing profile to an acceptable level.

Code of Ethics

The Group endorses a code of ethics which commits the Group to the highest standards of integrity, behaviour and ethics in all dealings with its stakeholders. An ethical decision-making model has been adopted, which engenders sound business decisions by encouraging staff members to take all relevant aspects into consideration.

Directors and employees who become aware of sensitive financial information cannot directly or indirectly deal in the relevant company's shares until the information is in the public arena.

ANNUAL FINANCIAL STATEMENTS

CONTENTS

DIRECTORS' RESPONSIBILITY FOR THE ANNUAL FINANCIAL STATEMENTS

The directors are responsible for monitoring the preparation and integrity of the financial statements and related information included in this annual report.

In order for the Board to discharge its reponsibilities, management has developed and continues to maintain a system of internal control. The Board has ultimate responsibility for the system of internal control and reviews its operation, primarily through the Audit Committee and various other risk-monitoring committees.

The internal controls include a risk-based system of internal accounting and administrative controls designed to provide reasonable but not absolute assurance that assets are safeguarded and that transactions are executed and recorded in accordance with generally accepted business practices and the Group's policies and procedures. These controls are implemented by trained, skilled personnel with an appropriate segregation of duties, are monitored by management and include a comprehensive budgeting and reporting system operating within strict deadlines and an appropriate control framework.

The financial statements are prepared in accordance with South African statements of Generally Accepted Accounting Practice and incorporate disclosure in line with the accounting philosophy of the Group. They are based on appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors believe that the Group will be a going concern in the year ahead. For this reason they continue to adopt the going concern basis in preparing the Group annual financial statements.

The annual financial statements for the year ended 31 March 2005, set out on pages 20 to 37, were approved by the Board of directors on 10 June 2005.

AB Hogg
Chief Executive Officer

Andrew Smith
Chairman

DECLARATION BY COMPANY SECRETARY

In my capacity as Company Secretary, I hereby confirm, in terms of the Companies Act, 1973, that for the year ended 31 March 2005, the Company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of this Act and that all such returns are true, correct and up to date.

Samantha Booysen
Company Secretary

REPORT OF THE INDEPENDENT AUDITORS

To the members of

MONEYWEB HOLDINGS LIMITED

We have audited the annual financial statements and group annual financial statements of Moneyweb Holdings Limited for the year ended 31 March 2005 set out on page 20 to 23. These financial statements are the responsibillity of the company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope

We conducted our audit in accordance with statements of South African Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance that the group and company financial statements are free of material misstatement. An audit includes:

- examining on a test basis, evidence supporting the amounts and disclosures in the group and company financial statements;
- assessing the accounting principles used and significant estimates made by management; and
- evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

Audit opinion

In our opinion, the financial statements fairly present, in all material respects, the financial position of the group and company at 31 March 2005 and the results of its operations, changes in equity and cash flows for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act in South Africa.

Grant Thornton

GRANT THORNTON

Registered Accountants and Auditors
Chartered Accountants (S.A.)
10 June 2005
JOHANNESBURG

REPORT OF THE DIRECTORS

The directors present their report together with the audited annual financial statements of the Company and of the Group for the year ended 31 March 2005.

Nature of Business

Moneyweb Holdings Limited is incorporated in the Republic of South Africa and is an integrated media company with interests in the electronic and print publishing fields. The Group's focus is on supplying independent high quality and credible information to targeted communities.

Operating Results

The headline loss for the Group amounted to R2,2 million, a decrease of 186,5% year on year. The Group achieved a headline loss per share of 2,82c per share, a decrease of 188% on 3,2c profit per share in the previous year.

Share Capital

The authorised and issued share capital remained unchanged during the year.

Share Repurchase

During the financial year the Company purchased 8 850 808 shares on the open market. The shares are being held as treasury stock by a wholly owned subsidiary of Moneyweb. Since year end 7 078 760 treasury shares have been cancelled reducing the issued share capital to 77 921 240. The JSE Securities Exchange South Africa has approved the cancellation.

Share Incentive Scheme

Summary of the details and terms of the Company's share incentive scheme.	
Maximum number of shares that may be allocated – 10% of issued share capital	8 500 000
Number of share options allocated at 31 March 2004	2 010 000
Allocated during the year	-
Lapsed since 1 April 2004	(1 275 000)
Number of share options allocated at 31 March 2005	735 000
Number of share options available for distribution	7 765 000

In terms of the rules of the share incentive scheme the aggregate number of shares which may be acquired under this scheme shall not be more than 10% of the Company's entire issued ordinary share capital from time to time and the aggregate number of shares that may be acquired by any one participant in terms of this scheme shall not exceed 2% of the Company's share capital.

Share Incentive Trust

922 394 issued shares remained unallocated in the share trust. It is intended to use these unallocated shares to partially facilitate the shares required in terms of the share incentive scheme.

Directorate

The following acted as directors during the year:

AB Hogg	Chief Executive Officer (appointed 16 February 2005, previously chairman)
EA Jay*	Non-executive director (resigned as CEO 16 February 2005)
LM Hogg	Executive director
P Desmidt*	Resigned on 23 March 2005
V Nosi*	Non-executive director
A Smith*	Chairman (appointed 16 February 2005, previously non-executive)

* *Independent non-executive director*

There has been no change in the directors' shareholdings, as set out on page 5 of this report, since the end of the financial year to the date of this report.

On 31 March 2005 the total beneficial shareholdings of the directors was 50,05% of the issued capital.

The Company Secretary is S Booysen whose business and postal addresses are:

Business Address: First Floor, West Wing
President Place
Corner Jan Smuts Avenue & Bolton Road
Rosebank, 2196

Postal Address: P O Box 102
Parklands
2121

Subsidiaries

The following relates to the Company's interest in its subsidiaries:

	Issued Ordinary Capital	Percentage Holding		Cost of Investment		Indebtedness by/ (to) Subsidiary	
	2005	2005 %	2004 %	2005 R'000	2004 R'000	2005 R'000	2004 R'000
Directly Held							
Moneyweb Investments (Pty) Ltd	R100	100	100	58 800	58 800	-	-
Prescon Publishing Corporation (Pty) Ltd	R100	100	100	6 443	6 443	112	112
Moneyweb Internet Publishing Limited*	£100	100	100	1 748	1 748	(183)	(197)
Indirectly Held							
Moneyweb (Pty) Ltd	R100	100	100			3 941	3 039
				66 991	66 991	3 870	2 954

*Unlisted

All subsidiaries, except Moneyweb Internet Publishing Limited which is incorporated in the United Kingdom, are incorporated in the Republic of South Africa.

The attributable interest of the Company in the aggregate net profits after taxation of its subsidiaries for the year amounted to a loss of R2 267 000 (2004: profit of R1 974 000). This amount excludes the net fair value adjustment on the treasury shares held by Moneyweb (Pty) Ltd which is eliminated on consolidation.

Special Resolutions

On 16 August 2004, the date of the last Annual General Meeting, shareholders approved amendments to the Company's articles of association and granted directors a general authority to repurchase shares in Moneyweb Holdings Limited

No other special resolutions were passed during the year under review.

Post-Balance Sheet Events

Cancellation of Treasury Shares

Moneyweb Holdings will cancel 7 078 760 treasury shares reducing the number of treasury shares from 14 870 884 to 7 792 124. The cancellation of the treasury shares is to reduce the holding to 10 % of the adjusted issued capital in compliance with section 89 of the Companies Act.

Disposal of lists

On 1 April 2005, the list division of Prescon Publishing Corporation (Pty) Ltd was sold for R200 000. The decision to dispose of the division was based on the fact that selling of lists is not part of Moneyweb's strategy. The net revenue generated by lists for the 2005 financial year was R232 752,37.

Disposal of Classic

During the latter part of the financial year, Moneyweb entered into an agreement for the disposal of 80% of the the 19,6% interest held in Classic for R4 million. As 50% of the disposal was conditional on the approval by ICASA, the group only recognised the disposal of an effective 40% in the results for the year ended 31 March 2005. Towards the end of the financial year, the Group entered into negotiations for the disposal of the remaining 20% of its investment in Classic. The agreement has not been finalised.

BALANCE SHEETS AT 31 MARCH 2005

	Notes	Group		Company	
		2005 R'000	**2004 R'000**	**2005 R'000**	**2004 R'000**
ASSETS					
Non-current assets		5 765	21 835	34 278	38 203
Tangible assets	1	1 513	909	-	-
Intangible assets	2	347	14 315	-	-
Investment in associates	3	-	6 587	-	7 865
Investment in subsidiaries	4	-	-	31 278	30 338
Other investment	5	3 016	12	3 000	-
Deferred taxation	8	889	12	-	-
Current assets		4 691	12 268	630	1
Trade and other receivables		2 153	4 382	-	-
Taxation		-	28	-	-
Cash and cash equivalents	6	2 538	7 858	630	1
Total assets		10 456	34 103	34 908	38 204
EQUITY AND LIABILITIES					
Capital and reserves		7 285	28 067	34 904	38 202
Share capital and premium	7	6 257	10 543	11 569	12 817
Retained profit and reserves		1 028	17 524	23 335	25 385
Non-current liabilities					
Shareholders' loan	9	438	438	-	-
Current liabilities		2 733	5 598	4	2
Trade and other payables		2 067	3 575	-	-
Provisions	10	147	117	-	-
Deferred revenue	11	509	1 444	-	-
Receiver of Revenue		8	460	2	-
Shareholders for dividend		2	2	2	2
Total equity and liabilities		10 456	34 103	34 908	38 204

INCOME STATEMENTS FOR THE YEAR ENDED 31 MARCH 2005

	Notes	Group		Company	
		2005	**2004**	**2005**	**2004**
		R'000	**R'000**	**R'000**	**R'000**
REVENUE		16 829	20 128	-	49
AMORTISATION (EBITDA)		(2 283)	3 047	(19)	-
Depreciation		(424)	(444)	-	-
Amortisation of website development costs		(418)	(511)	-	-
PROFIT FROM OPERATIONS	12	(3 125)	2 092	(19)	-
Net investment income	13	374	477	632	(6)
Net income from associates (net of taxation)	3	286	577	-	-
Profit(loss) on disposal of investments		21	-	(1 061)	-
Fair value adjustment of investments		(326)	-	(1 595)	-
PROFIT BEFORE GOODWILL		(2 770)	3 146	(2 043)	(6)
Goodwill amortisation		(14 318)	(15 081)	-	-
– Subsidiaries		(13 550)	(13 550)	-	-
– Associates		(768)	(1 531)	-	-
NET LOSS BEFORE TAXATION		(17 088)	(11 935)	(2 043)	(6)
Taxation	14	592	(604)	(7)	(3)
NET LOSS FOR THE YEAR		(16 496)	(12 539)	(2 050)	(9)
LOSS PER SHARE (cents)	15	(21,20)	(15,74)		
FULLY DILUTED LOSS PER SHARE (cents)	15	(21,20)	(15,74)		
HEADLINE (LOSS)/EARNINGS PER SHARE (cents)	15	(2,41)	3,19		
FULLY DILUTED (LOSS)/EARNINGS PER SHARE (cents)	15	(2,41)	3,19		

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2005

Group	**Share Capital**	**Share Premium**	**Accumulated Profit**	**Total**
	R'000	**R'000**	**R'000**	**R'000**
Balance as at 1 April 2003	**84**	**12 295**	**30 063**	**42 442**
Net loss for the year			(12 539)	(12 539)
Treasury shares purchased	(6)	(1 984)		(1 990)
Disposal of share incentive trust shares		154		154
Balance as at 1 April 2004	**78**	**10 465**	**17 524**	**28 067**
Net loss for the year			(16 496)	(16 496)
Treasury shares purchased	(9)	(3 029)		(3 038)
Capital distribution		(1 248)		(1 248)
Balance as at 31 March 2005	**69**	**6 188**	**1 028**	**7 285**

Company	**Share Capital**	**Share Premium**	**Accumulated Profit**	**Total**
	R'000	**R'000**	**R'000**	**R'000**
Balance as at 1 April 2003	**85**	**12 732**	**25 394**	**38 211**
Net loss for the year			(9)	(9)
Balance as at 1 April 2004	**85**	**12 732**	**25 385**	**38 202**
Net loss for the year			(2 050)	(2 049)
Capital distribution		(1 248)		(1 248)
Balance as at 31 March 2005	**85**	**11 484**	**23 335**	**34 905**

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31 MARCH 2005

	Notes	Group		Company	
		2005 R'000	**2004 R'000**	**2005 R'000**	**2004 R'000**
Cash flows from operating activities		**(3 464)**	**3 730**	**(639)**	**(9)**
Cash generated by operations	19.1	(3 220)	3 894	(18)	-
Movements in working capital	19.2	751	(65)	-	-
Cash generated by operating activities		**(2 469)**	**3 829**	**(18)**	**-**
Net investment income		374	477	43	(6)
Dividends received		589	-	589	-
Capital distribution paid		(1 248)	-	(1 248)	-
Taxation paid	19.3	(710)	(576)	(5)	(3)
Cash flows from investing activities		**(1 856)**	**(2 395)**	**1 268**	**10**
Acquisition of tangible assets		(1 041)	(355)	-	-
Acquisition of treasury shares		(3 038)	(1 990)	-	-
Repayment of loans from associate		312	-	312	-
Loan advanced to associate		(105)	(207)	(105)	(207)
Proceeds on disposal of associate company - Classic FM		2 000	-	2 000	-
Proceeds on disposal of associate company - Vestact		2	-	2	-
Loans (advanced) repaid to subsidiaries		-	-	(941)	217
Disposal of share trust shares		-	154	-	-
Proceeds on disposal of tangible assets		14	3	-	-
Net movement in cash and cash equivalents for the year		(5 320)	1 335	629	-
Cash and cash equivalents at beginning of the year		7 858	6 523	1	1
Cash acquired during the year		-	-	-	-
Cash and cash equivalents at end of year		2 538	7 858	630	1

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2005

ACCOUNTING POLICIES

The financial statements incorporate the principal accounting policies set out below, which are consistent with those adopted in the previous financial year. The accounting policies of the subsidiaries and associates are consistent with those of the holding company.

STATEMENT OF COMPLIANCE

The financial statements and group financial statements are prepared in accordance with South African Statements of Generally Accepted Accounting Practice and the requirements of the Companies Act in South Africa.

BASIS OF PREPARATION

The financial statements and group financial statements are prepared on the historical cost basis, except for financial instruments. The financial statements are prepared on a going concern basis.

- **Basis of consolidation**

Investment in subsidiaries

Subsidiaries are those entities over whose financial and operating policies the Group has the power to exercise control, so as to obtain benefits from their activities.

The Group financial statements incorporate the assets, liabilities and results of the operations of the Company and its subsidiaries. The results of subsidiaries acquired and disposed of during a financial year are included from the effective dates of acquisition and to the effective dates of disposal.

Investment in associates

An associate is an enterprise over whose financial and operating policies the Group has the ability to exercise significant influence and which is neither a subsidiary nor a joint venture of the Group.

The equity method of accounting for associates is adopted in the Group financial statements. In applying the equity method, account is taken of the Group's share of accumulated retained earnings and movements in reserves from the effective date on which the enterprise became an associate and up to the effective date of disposal.

Goodwill arising on the acquisition of associates is included in the carrying amount of the associate and is treated in accordance with the Group's accounting policy for goodwill.

The share of associates' retained earnings and reserves is generally determined from the associate's latest financial statements.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

- **Tangible assets**

Tangible assets are stated at historical cost less accumulated depreciation and accumulated impairment losses. Depreciation is provided for on a straight line basis estimated to write each asset down to estimated residual value over the term of its useful life.

The principal annual rates used for this purpose are as follows:

Furniture	5 years
Computer hardware and software	3 years
Other assets	5 years
Office equipment	5 years
Studio equipment	7 years

Subsequent expenditure relating to a tangible asset is capitalised when it is probable that future economic benefits from the use of the asset will be increased. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

Surpluses or deficits on the disposal of tangible assets are credited or charged to income as appropriate. The surplus or deficit is the difference between the net disposal proceeds and the carrying amount of the asset.

- **Goodwill**

Goodwill represents the excess of the cost of an acquisition over the Group's interest in the fair value of the identifiable assets and liabilities acquired. Goodwill is carried at cost, less accumulated amortisation and accumulated impairment losses. Goodwill is amortised, on a straight line basis, over a five year period commencing in the year after the acquisition. The unamortised balance is reviewed on a regular basis and, if an impairment in value has occurred, it is written off in the period in which the circumstances have been determined.

- **Website development costs**

Development costs include the direct costs of personnel, materials and services consumed in the setting up of the infrastructure for products and services to be offered by the Group. Development costs are recognised as an asset only when it is probable that the costs will give rise to future economic benefits. Development costs are amortised on the straight line basis over a two year period, from the time of the release of the product or service concerned. The unamortised balance is reviewed on a regular basis and, if an impairment in value has occurred, it is written off in the period in which the circumstances have been determined.

Subsequent expenditure on website development costs after its completion is recognised as an expense when it is incurred unless it is probable that this expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance, and this expenditure can be measured and attributed to the asset reliably.

- **Impairment**

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If there is any indication that an asset may be impaired, its recoverable amount is estimated. The recoverable amount is the higher of its net selling price and its value in use.

In assessing value in use, the expected future cash flows from the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

A previously recognised impairment loss is reversed if the recoverable amount increases as a result of a change in the estimates used to determine the recoverable amount, but not to an amount higher than the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior years. For goodwill a recognised impairment loss is not reversed, unless the impairment loss was caused by a specific external event of an exceptional nature that is not expected to recur and the increase relates clearly to the reversal of the effect of that specific event.

- **Accounting for foreign currencies**

Foreign currency transactions

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Exchange rate differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the periods, are recognised in the income statement in the period in which they arise.

Foreign operations

Where a foreign subsidiary is determined to be an integrated foreign operation, transactions and resulting non-monetary items are translated at the exchange rates ruling when the transactions occurred. Income statement items are translated at the appropriate weighted average exchange rates for the period. Monetary items are translated at the ruling exchange rates at the balance sheet dates. Translation gains and losses are taken to income for the period.

- **Financial instruments**

Measurement

Financial instruments are initially measured at cost, which includes transaction costs. Subsequent to initial recognition these instruments are measured as set out below:

Investments

Listed investments classified as available-for-sale financial assets are carried at fair value, which is calculated by reference to stock exchange quoted bid prices at the close of business on the balance sheet date. Unlisted investments are shown at fair value, unless their fair value cannot be reliably determined, in which case they are shown at cost less accumulated impairment losses.

Investments that meet the criteria for classification as held-to-maturity financial assets are carried at amortised cost.

Trade and other receivables

Trade and other receivables originated by the Group are stated at cost less provision for doubtful debts.

Cash and cash equivalents

Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at balance sheet date.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisations.

Gains and losses on subsequent measurement

Gains and losses arising from a change in the fair value of financial instruments that are not part of a hedging relationship are included in net profit or loss in the period in which the change arises.

Offset

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when the Company has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

- **Taxation**

Current tax comprises tax payable calculated on the basis of the expected taxable income for the year, using the tax rates enacted at the balance sheet date, and any adjustment of tax payable for previous years.

Deferred tax is provided using the balance sheet liability method, based on temporary differences. Temporary differences are differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the balance sheet date. Deferrred tax is charged to the income statement except to the extent that it relates to a transaction that is recognised directly in equity, or a business combination that is an acquisition. The effect on deferred tax of any changes in tax rates is recognised in the income statement, except to the extent that it relates to items previously charged or credited directly to equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

- **Provisions**

A provision is recognised when, and only when, the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

- **Deferred revenue**

Subscriptions and advertising revenues received in advance are only recognised for revenue purposes once the service has been provided.

- **Revenue recognition**

Revenue comprises the invoiced sales from trading operations and excludes value added tax. Revenue earned from advertisements is recognised on a monthly basis as they are placed. Revenue from newsletters and broadcasting is recognised in the month earned. Commission on e-commerce is recognised when the transaction is completed.

- **Cost of sales**

Cost of sales consists of agency commissions, sales commissions, content costs of services provided, production costs for advertising and broadcasting as well as the cost of mailing lists. The cost of sales of printed publications includes commissions, editorial, printing and distribution costs.

- **Investment income**

Interest is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is probable that such income will accrue to the group.

Dividends are recognised when the right to receive payment is established.

- **Operating lease**

Leases of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognised as an expense on a straight-line basis over the lease term.

- **Borrowing costs**

Borrowing costs are recognised as an expense when incurred.

- **Employee benefits**

Short term employee benefits

The cost of all short term employee benefits is recognised during the period in which the employee renders the related service.

The provisions for employee entitlements to salaries and annual leave represent the amount which the Group has a present obligation to pay as a result of employees' services provided to the balance sheet date. The provisions have been calculated at undiscounted amounts based on current salary rates.

Equity compensation benefits

The Group grants share options to certain employees under an employee share plan. Other than costs incurred in administering the scheme which is expensed as incurred, the scheme does not result in any expense to the Group.

- **Cash and cash equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand and deposits held on call with banks, all of which are available for use by the Group unless otherwise stated.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2005

1. Tangible assets

	Group 2005 Cost R'000	Group 2005 Accumulated Depreciation R'000	Group 2005 Net Book Value R'000
Furniture	212	(173)	39
Computer hardware	1 908	(1 654)	254
Computer software	593	(442)	151
Other assets	73	(43)	30
Office equipment	191	(116)	75
Studio equipment	1 092	(159)	933
Vehicles	39	(8)	31
Total	**4 108**	**(2 595)**	**1 513**

	Group 2004 Cost R'000	Group 2004 Accumulated Depreciation R'000	Group 2004 Net Book Value R'000
Furniture	202	(160)	42
Computer hardware	1 778	(1 449)	329
Computer software	460	(368)	92
Other assets	105	(69)	36
Office equipment	244	(146)	98
Studio equipment	389	(77)	312
Total	3 178	(2 269)	909

Movement Summary 2005	Group				
	Net Book Value 2004 R'000	Additions R'000	Depreciation R'000	Disposals/ Impairment R'000	Net Book Value 2005 R'000
Furniture	42	10	(13)	-	39
Computer hardware	329	149	(211)	(13)	254
Computer software	92	132	(74)	-	150
Other assets	36	-	(6)	-	30
Office equipment	98	8	(29)	-	77
Studio equipment	312	703	(83)	-	932
Vehicles	-	39	(8)	-	31
Total	**909**	**1 041**	**(424)**	**(13)**	**1 513**

Movement Summary 2004	Group				
	Net Book Value 2003 R'000	Additions R'000	Depreciation R'000	Disposals/ Impairment R'000	Net Book Value 2004 R'000
Furniture	25	32	(15)	-	42
Computer hardware	389	215	(275)	-	329
Computer software	73	76	(57)	-	92
Other assets	28	14	(6)	-	36
Office equipment	121	15	(35)	(3)	98
Studio equipment	365	3	(56)	-	312
Total	1 001	355	(444)	(3)	909

2. Intangible assets

2.1. Goodwil

	Group 2005 R'000	Group 2004 R'000
Opening carrying amount	13 897	27 447
Gross carrying amount	67 748	67 748
Accumulated amortisation	(53 851)	(40 301)
Goodwill amortised for the year	(13 550)	(13 550)
Closing carrying amount	347	13 897
Gross carrying amount	67 748	67 748
Accumulated amortisation – subsidiaries	(67 401)	(53 851)
2.2. Website development costs		
Opening carrying amount	418	929
Gross carrying amount	4 241	4 241
Accumulated amortisation	(3 823)	(3 312)
Goodwill amortised for the year	(418)	(511)
Closing carrying amount	-	418
Gross carrying amount	4 242	4 241
Accumulated amortisation	(4 242)	(3 823)
Total intangibles	347	14 315

3. Investment in associates

	Group		Company	
	2005 R'000	2004 R'000	2005 R'000	2004 R'000
Cost price	7 658	7 658	7 658	7 658
Net asset value at acquisition	-	-	-	-
Goodwill	7 658	7 658	-	-
Cumulative post acquisition reserves	1 723	1 785	-	-
To beginning of current year	1 785	1 208	-	-
Current year	286	577	-	-
Dividend received	(589)	-	-	-
Losses recouped on disposal of Vetsact	241	-	-	-
Goodwill amortised	(3 831)	(3 063)	-	-
Loan to associate	-	207	-	207
Transfer balance to investment - significant influence lost	(5 550)	-	(7 658)	-
	-	6 587	-	7 865

4. Investment in subsidiaries

	Company	
	2005	2004
	R'000	R'000
Shares at cost less provisions and amounts written off	27 384	27 384
Loans to subsidiaries	3 894	2 954
Total Company interest	31 278	30 338

Loans to subsidiaries are unsecured, interest free and repayable by mutual agreement.

5. Other investment

	Group		Company	
5.1 Listed investment	**2005**	**2004**	**2005**	**2004**
	R'000	**R'000**	**R'000**	**R'000**
Old Mutual plc (1 000 Shares)	16	12	-	-
5.2 Unlisted investment				
11,8% interest in Classic				
Transfer from Investment in associate	5 550	-	7 658	-
Sold 40% during the year	(2 220)	-	(3 063)	-
Fair value adjustment	(330)	-	(1 595)	-
	3 000	-	3 000	-
Total other investments	**3 016**	**12**	**3 000**	**-**

6. Cash and cash equivalents

	Group 2005	Group 2004	Company 2005	Company 2004
Cash on hand and balances with banks	1 956	1 971	630	-
Short term money-market instruments	582	5 887	-	1
	2 538	7 858	630	1

7. Share capital and premium

	Group 2005	Group 2004	Company 2005	Company 2004
Authorised				
500 000 000 ordinary shares of R0,001 each	500	500	500	500
Issued				
85 000 000 ordinary shares of R0,001 each	85	845	85	85
14 870 884 (2004: 6 020 076 treasury shares held by subsidiary	(15)	(6)	-	-
922 394 (2004: 947 394) treasury shares held by incentive trust	(1)	(1)	-	-
	69	78	85	85
Share premium	10 465	12 732	12 732	12 732
14 870 884 (2004: 6 020 076 treasury shares held by subsidiary	(5 013)	(1 984)	-	-
922 394 (2004: 947 394) treasure shares held by incentive trust	(283)	(283)	-	-
Capital distribution	(1 248)	-	(1 248)	
Balance at end of the year	6 188	10 465	11 484	12 732
Total share capital and premium	6 257	10 543	11 569	12 817

8. Deferred taxation

	Group	
	2005	**2004**
	R'000	**R'000**
Research and development	-	126
Balance at the beginning of the year	126	279
Movement for the year	(126)	(153)
Income received in advance	(26)	(76)
Balance at the beginning of the year	(76)	(63)
Movement for the year	50	(13)
Other temporary differences	(108)	(62)
Balance at the beginning of the year	(62)	(48)
Movement for the year	(46)	(14)
Estimated tax losses	(728)	-
Balance at the beginning of the year	-	-
Movement for the year	(728)	-
Effect of rate change	(27)	
Deferred tax (asset)/liability	(889)	(12)

9. Shareholders' loan

9. Shareholders' loan	438	438

The shareholders' loan is unsecured, interest free and no fixed date of repayment has been determined.

10. Provisions

	Group	
	2005	**2004**
	R'000	**R'000**
Leave pay		
At beginning of the year	117	75
Additional	97	60
Utilised during the year	(67)	(18)
At end of the year	147	117

11. Deferred revenue

	Group	
	2005	**2004**
	R'000	**R'000**
Annual subscriptions	112	213
Advertising contracts	397	1 231
	509	1 444

12. Profit from operations

	Group 2005 R'000	Group 2004 R'000	Company 2005 R'000	Company 2004 R'000
12.1 Profit from operations is stated after charging:				
Cost of sales	6 316	5 499		
Auditors' remuneration	208	134	-	-
- for services as auditors	208	21	-	-
- for website audit		30	-	-
- for other services		77	-	-
Depreciation	424	444		
Furniture	13	15	-	-
Computer hardware	211	275	-	-
Computer software	74	57	-	-
Other assets	6	6	-	-
Office equipment	29	35	-	-
Motor vehicles	8	-	-	-
Studio equipment	83	56	-	-
Net foreign exchange losses	36	77	-	-
Operating lease charges – Property	570	466	-	-
Staff Costs (including freelance journalists)	9 288	9 435	-	-
Profit on disposal of tangible asset	2	-	-	-
Average number of employees during the year	44	44	-	-

12.2 Directors' emoluments

	Group 2005 R'000	Group 2004 R'000
Directors' emoluments paid by a subsidiary company (See note 21)		
Directors' emoluments	957	1 164

13. Net investment income

	2005 R'000	2004 R'000
Interest received from cash deposits	380	461
Other interest	(6)	16
Total	374	477

14. Income tax expense

	Group		Company	
	2005 R'000	**2004 R'000**	**2005 R'000**	**2004 R'000**
South African normal tax	286	784	7	3
– current	87	971	2	-
– prior year	199	(187)	5	3
Deferred	(878)	(180)	-	-
– current year	(878)	(180)	-	-
– prior year	-	-	-	-
Total normal tax	(592)	604	7	3
Secondary tax on companies	-	-	-	-
	(592)	604	7	3

14.1 Reconcilliation of tax rate	%	%	%	%
Standard tax rate	30.0	30.0	30.0	30.0
Adjusted for:				
Goodwill amortisation	(25.2)	(8.0)	-	-
Net income from Associates	0.5	1.5	-	-
Prior year adjustment	(1.2)	1.5	-	50.0
Profit from disposal of investment	-	-	(15.6)	-
Fair value adjustment in investment	(0.6)	-	(23.4)	-
In respect of tax loss	-	-	-	(30.0)
Dividend received	-	-	8.7	-
	3.5	(5.0)	(0.3)	50.0

14.2 Group

The estimated losses available for setoff against future taxable income amounts to 2.5 million.

15. Loss per share and headline costs per share

The calculation of loss per share is based on Group losses of R16,496 million (2004: R12,539 million) and a weighted average number of issued shares of 77 810 880 (2004: 79 653 457).

The calculation of fully diluted loss per share is based on Group losses of R16,496 million (2004: R12,539 million) and a fully diluted weighted average number of shares of 77 897 722 (2004: 80 094 291).

The calculation of headline loss per share is based on the Group earnings before goodwill amortisation and exceptional losses of R1,873 million (2004: profit of R2,542 million) and the weighted average number of issued shares of 77 810 880 (2004: 79 653 457).

The calculation of fully diluted headline loss per share is based on Group earnings before goodwill amortisation and exeptional losses of R1,873 million (2004: profit of R2,542 million) and the fully diluted weighted average number of shares of 77 897 722 (2004: 80 094 291).

	Group	
	2005 R'000	**2004 R'000**
Reconciliation of headline earnings:		
Net loss for the year	(16 496)	(12 539)
Goodwill amortisation	14 316	15 081
Profit/(Loss) on disposal of investments	(21)	-
Fair value adjustment of investments	326	-
Headline earnings for the year	(1 873)	2 542

16. Financial instruments

The Group's objectives in using financial instruments is to reduce the uncertainty of the future cash flows (as a result of movements in currency and interest rates) arising from the financing of its operations and from its sources of finance.

The Group finances its operations through a mixture of accumulated profits and cash balances.

The Group does not write any derivatives and it has a policy that no trading in derivative instruments may take place.

The main risks arising from the Group's financial instruments are currency risk, interest rate risk, credit risk and liquidity risk.

Currency risk management

The Group has limited currency risk as a result of purchases, sales and bank balances in foreign currencies. The currencies in which the Group primarily deals are Pounds Sterling, US Dollars and Australian Dollars.

Interest rate management

As part of the process of managing the Group's interest rate risk, interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates. Given the large net cash holdings of the Group, it is exposed to the effects of fluctuating deposit interest. Whilst it is corporate policy to remain as liquid as possible to take advantage of acquisition opportunities, certain funds have been invested in term deposits / investments to minimise the effects of fluctuating interest rates and to achieve a satisfactory return for shareholders.

Credit risk management

The Group has no significant concentration of credit risk. Financial assets, which potentially subject the Group to concentrations of credit risk, consist principally of cash, deposits and trade receivables. The Group's cash equivalents and short-term deposits are placed with high quality financial institutions. Trade receivables are presented net of the provision for doubtful receivables. Credit risk with respect to trade receivables is reduced due to the large number of customers comprising the Group's customer base and their dispersion across different industries and geographical areas. Accordingly the Group has no significant concentration of credit risk.

Liquidity risk management

The Group has minimised its liquidity risk by ensuring that it has adequate banking facilities and reserve borrowing capacity. Liquidity risk also arises from the possibility that customers may not be able to settle obligations to the Group within the normal terms of trade. To manage this risk the Group periodically assesses the financial viability of its customers.

Fair value

The directors are of the opinion that the book value of financial instruments approximates fair value.

17. Related party transactions

Related party transactions exist within the Group. All purchasing and selling transactions with related parties are concluded at arm's length.

Directors

The following persons held the position of directors of Moneyweb Holdings Limited during the past financial year, unless otherwise stated:

AB Hogg	CEO appointed 16 February 2005 – previously chairman
EA Jay*	Non-executive director – previously CEO resigned 16 February 2005
LM Hogg	
V Nosi*	
A Smith*	Chairman appointed 16 February 2005 – previously non-executive director
* Non-executive director	
P Desmidt	Resigned 23 March 2003

Directors' shareholdings

The aggregate number of shares held by directors of the Company and their director-related entities are disclosed in the Shareholder Information section on page 4.

Amounts due to and receivable from related parties in the Group

These amounts are set out in the respective notes to the financial statements.

Ownership interests

The ownership interests in subsidiaries are set out in the directors' report.

18. Borrowing powers

In terms of the articles of association the Company's borrowing powers are unlimited. The Group's corporate bankers have granted R200 000 overdraft facilities to the Group.

19. Cash Flow Statements

The following convention applies to figures other than adjustments: Outflows of cash are represented by figures in brackets. Inflows of cash are represented without brackets.

19.1 Cash generated by operations

	Group	
	2005 R'000	2004 R'000
Operating profit before depreciation and amortisation	(2 283)	3 047
Adjustments:		
Fair value adjustment on investment included in net investment income	-	(2)
Profit on disposal of fixed assets	(2)	-
Movement in deferred revenue	(935)	849
	(3 220)	3 894

19.2 Movements in working capital

	Group		Company	
	2005 R'000	2004 R'000	2005 R'000	2004 R'000
(Decrease)/Increase in trade and other receivables	2 229	(1 284)	-	-
Decrease/(Increase) in trade and other payables	(1 478)	1 219	-	-
	751	(65)	-	-

19.3 Taxation paid

	Group		Company	
	2005 R'000	2004 R'000	2005 R'000	2004 R'000
Amounts owing at the beginning of the year	(421)	(224)	-	-
Amounts charged per income statement	(288)	(784)	(7)	(3)
Amounts owing at the end of the year	(8)	432	2	-
Amounts paid	(710)	(576)	(5)	(3)

20. Operating lease

The Company has an operating lease agreement for offices. The lease contains a renewal option and an escalation clause. Lease terms do not contain restrictions on the Company's activities concerning dividends, additional debt or further leasing. The following rentals are committed to for the future:

Within one year		
- Premises	542 855	511 637
One to five years		
- Premises	2 133 484	2 705 037

21. Directors' emoluments

	For services as director R'000	Other services	Salary R'000	Paid to March 2005 Bonus and performance related payments R'000	Medical aid contribution R'000	Total R'000
AB Hogg	-		269	-	31	300
LM Hogg	-		300	-	-	300
EA Jay	2		285	-	15	302
P Desmidt+	8		-	-	-	8
V Nosi+	8	31	-	-	-	39
A Smith+	8		-	-	-	8
Total	26	31	854	-	46	957

	For services as director R'000	Salary R'000	Paid to March 2004 Bonus and performance related payments R'000	Medical aid contribution R'000	Total R'000
AB Hogg	-	272	-	29	301
LM Hogg	-	301	4	-	305
EA Jay	0	344	-	17	361
P Desmidt+	8	-	-	-	8
V Nosi+	8	-	-	-	8
A Smith+	8	-	-	-	8
DA McKay	-	55	113	5	173
Total	24	972	117	51	1 164

No other directors received any benefit during the periods under review

Share options granted to executive directors

	Expiry date	Strike price	Number of shares Outstanding 2004	Granted	Exercised	Lapsed	Outstanding 2005
L Hogg	31 March 2007	R0,64	325 000	-	-	-	325 000
L Hogg	7 May 2008	R0,26	75 000	-	-	-	75 000
			400 000	-	-	-	400 000

Notes

1. None of the directors exercised any of their options or were granted further share options in either the current or previous financial years.
2. There were no pensions paid to directors or past directors of the Company.
3. No compensation was paid to any director or past director for loss of office.
4. There are no service contracts with any directors which have a notice period of longer than one month.
5. Other than stated above no other emoluments were received from any other entity associated with the Company.

22. Employee benefits

Share incentive scheme

Moneyweb offers share options to certain of the employees of the Company or its subsidiary companies.

Participants are entitled to exercise their options as follows:

After two years - up to 25% of the shares

After three years - up to 50% of the shares

After four years - up to 75% of the shares

After 5 years - up to 100% of the shares

If an option is not exercised within 7 years from the date such option was granted, it will lapse.

In the event that the participant ceases to be an employee otherwise than as a result of death, retirement or other reasons approved by the trustees, any option not yet exercised will lapse.

Details of outstanding share options at 31 March 2005:

		Number of shares				
Expiry date	**Option price**	**Outstanding 2004**	**Granted**	**Exercised**	**Lapsed**	**Outstanding 2005**
1 April 2007	R0,64	1 300 000	-	-	(975 000)	325 000
9 November 2007	R0,46	135 000	-	-	-	135 000
8 May 2008	R0,26	500 000	-	-	(225 000)	275 000
26 September 2008	R0,26	75 000	-	-	(75 000)	-
		2 010 000			(1 275 000)	735 000

NOTICE OF THE ANNUAL GENERAL MEETING

MONEYWEB HOLDINGS LIMITED
Registration number 1998/025067/06
Share code: MNY ISIN:ZAE000025409
("Moneyweb" or "the Company")

Notice is hereby given that the annual general meeting of shareholders of Moneyweb Holdings Limited will be held at the Company offices, First Floor, West Wing, President Place, Corner Jan Smuts Ave and Bolton Road (Entrance in Hood Street) Rosebank 2196, on Tuesday 2 August 2005 at 10h00 to consider and, if deemed fit, to pass with or without modifications, the following resolutions:

Special Resolution Number 1

To grant a General Authority to the Company to repurchase its own shares

Resolved that the Company, or any of its subsidiaries, be and hereby is authorised, by way of general authority in terms of Article 3A of the Articles of Association, to acquire shares issued by its subject to the requirements of section 85 and 89 of the Companies Act 1973, as amended and the Listings Requirements of the JSE Securities Exchange South Africa ("JSE").

It is recorded that the Listings Requirements of the JSE require, inter alia, that the Company or a Subsidiary may make a general acquisition of shares issued by the Company only if

- The repurchase of the ordinary shares is effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported traded are prohibited);
- At any point in time the Company may only appoint one agent to effect any repurchases on its behalf;
- This general authority shall only be valid until the next Annual General Meeting of the Company, provided that it shall not extend beyond 15 months from the date of passing of this Special Resolution Number 1;
- The maximum price at which the shares may be acquired will be 10% above the weighted average market value at which such ordinary shares are traded on the JSE, for such ordinary shares for the 5 (Five) business days immediately preceding the date on which the transaction is effected;
- Any such acquisition shall not, in any one financial year, exceed 20% of the Company's issued share capital at the beginning of the financial year;
- The Company or its subsidiaries may not repurchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listing Requirements;
- The repurchase may only be effected, if the shareholder spread requirements as set out in paragraphs 3.37 to 3.41 of the JSE Listings Requirements are still met after such repurchase;
- Should derivatives be used, such authority is limited to paragraphs 5.72(c) and (d) and 5.84(a) of the JSE Listings Requirements;
- When the Company has cumulatively repurchased 3% of the number of the ordinary shares in issue at the time that this general authority is granted, and for each 3% in aggregate acquired thereafter, a press announcement prepared in accordance with paragraph 11.27 of the JSE Listings Requirements, will be made. As part of such press announcement, a statement will be issued by the directors, that after considering the effect of such repurchase, for a period of at least 12 months following such repurchase that;
    - The Company and the Group will be able to repay its debts in the ordinary course of business;
    - The consolidated assets of the Company and the Group fairly valued according to Generally Accepted Accounting Practice and on a basis consistent with the last financial year of the Company ended 31 March 2005, exceed its consolidated liabilities;
    - The Company and the Group have adequate share capital and reserves;
    - The Company and the Group have sufficient working capital for their requirements;
- The Directors undertake not to effect a repurchase unless they are satisfied that the working capital requirements of the Company are adequate for its requirements.

The Directors of the Company do not have any specific intentions for utilizing the General Authority at the date of the Annual General Meeting.

Reason for and effect of the Special Resolution Number 1

The reason for and effect of this special resolution is to obtain an authority for, and to authorise the Company and its subsidiaries, by way of a general authority to acquire the Company's issued ordinary shares. The Directors of the Company do not have any specific intentions for utilising the General Authority at the date of the Annual General Meeting. It is the intention of the Directors of the Company to use such authority should prevailing circumstances, such as market conditions, in their opinion warrant it and will take into account the long term cash needs of the Company and the Group and their interests.

Additional disclosure requirements in terms of paragraph 11.26 of the JSE Listing requirements

Material Changes

There have been no material changes to the Company's or the Group's financial or trading position between 31 March 2005 and the date of this Notice of Annual General Meeting.

Directors' Responsibility Statement

The Directors of Moneyweb as set out in page 17 of these Financial Statements

- Have considered all the statements of fact and opinion in the Annual Report to which this notice is attached;
- Accept, individually and collectively, full responsibility for such statements; and
- Declare that, to the best of their knowledge and belief, such statements are correct and no material facts have been omitted, the omission of which would make any such statements false or misleading and that they have made all reasonable enquiries to ascertain such facts and the annual report and this Notice contains all information required by law and the JSE Listings Requirements.

Litigation Statement

Neither Moneyweb nor its subsidiaries are party to any legal or arbitration proceedings, including any proceedings that are pending or threatened of which Moneyweb is aware, which may have or have had in the previous 12 months a material effect on the Group's financial position.

Other disclosure in terms of paragraph 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures which are contained in the Annual Report

Disclosures	References in the Annual Report
Directors & Senior Management	Page 3
Major Shareholders	Page 4
Directors' interests in securities	Page 5
Share Capital of the Company	Page 22 and Page 30 (note 7)

The sponsor of the Company has forwarded a signed working capital confirmation letter to the JSE in accordance with Schedule 25 of the JSE Listings Requirements.

Ordinary Resolutions

1. "To receive, consider and adopt the Annual Financial Statements for the year ended 31 March 2005 together with the reports of the Auditors and Directors."
2. "To confirm the re-appointment of AB Hogg as director of the Company"

   2.1 Mr Hogg a financial journalist founded Moneyweb in 1997.
3. "To confirm the re-appointment of LM Hogg as director of the Company"

   3.1 Mrs Hogg is the Community Manager of Moneyweb. She is responsible for building and maintaining relationships with shareholders.
4. "To grant a general authority to Directors to allot and issue the un-issued ordinary shares of the Company upon such terms and conditions as they in their sole discretion may determine, subject to the provisions of the Companies Act, 1973, as amended, and the requirements of the JSE."
5. **General authority to issue shares for cash**

   "The Directors of the Company be and are hereby authorised by way of a general authority to issue (which shall, for the purposes of the JSE Listings Requirements, include the sale of treasury shares) shares for cash subject to the following requirements:

   - The equity securities which are the subject of the general authority, must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertable into a class already in issue;

- that this authority shall not be extended beyond the earlier of 15 (fifteen) months from the date of this Annual General Meeting, or the next Annual General Meeting;
- Issues in terms of this authority in any one financial year shall not exceed 15% (fifteen percent) in the aggregate of the number of shares in the Company's issued share capital in issue at the date of this notice of the Annual General Meeting. The 15% shall also take into account (and shall include, if applicable) any securities to be issued pursuant to a rights issue which has been announced which is irrevocable and fully underwritten, ir securities issued in terms of an acquisition which has had the final terms announced;
- a press announcement giving full details of the issue including
  - the number of securities issued;
  - the average discount to the weighted average trading price at the securities over the 30 days prior to the date that the issue was determined or agreed by the Directors of the Company; and
  - the impact on Net Asset Value, Net Tangible Asset Value and an Earnings and Headline Earnings per Share, shall be published at the time of any issue representing, on a cumulative basis within a financial year, 5%(five percent) or more of the number of shares in issue, prior to such issue.
- In determining the price at which shares will be issued in terms of this authority, the maximum discount permitted shall be 10% (ten percent) of the weighted average traded price of such shares, as determined over the 30 day business period prior to the date that the price of the issue is determined or agreed by the Directors of the Company. If no shares have been traded in the said 30 day business period, a ruling will be obtained from the JSE.
- any such issue must be made to public shareholders as defined in the Listings Requirements of paragraph 4.5 to 4.27 of the JSE Listings Requirements and not to related parties.

In order to approve this Resolution, a majority of 75% of the votes cast by the Shareholders present or represented by proxy of this Annual General Meeting is required for this ordinary resolution to be passed.

6. "To approve the directors' emoluments for the year ended 31 March 2005.
7. "To reappoint Grant Thornton as auditors and authorise the directors to determine the remuneration of the auditors.

Voting and proxies

Certificated shareholders and dematerialized shareholders who hold shares in "own name" registration who are unable to attend the general meeting and who wish to be represented thereat, must complete the form of proxy as attached to this annual report, in accordance with the instructions contained therein and return it to the office of the transfer secretaries to be received by no later than 10h00 on Friday 29 July 2005.

Dematerialised shareholders, other than those with "own name" registration who wish to attend the annual general meeting, must inform their CSDP or broker of their intention to attend and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the general meeting in person and vote, or, if they do not wish to attend the meeting in person, but wish to be represented thereat, provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and their CSDP or broker in the manner and cut-off time stipulated therein.

By order of the board
24 June 2005

Alec Hogg

AB Hogg – Chief Executive Officer

Moneyweb Holdings Limited

Registration Number 1998/025067/06
Incorporated in the Republic of South Africa

Registered Office
First Floor, West Wing
President Place
Corner Jan Smuts Ave and Bolton Road
Rosebank, 2196
Tel: 011 327 1277
Fax: 011 327 1279

Postal Address

PO Box 102
Parklands
2121

Directors

AB Hogg (Chief Executive Officer)
EA Jay*
LM Hogg
V Nosi*
A Smith (Chairman)

* Non-Executive Director

Audit Committee

E Jay (Chairman)
A Smith
V Nosi*

* Non-Executive Director

Remuneration Committee

V Nosi* (Chairman)
LM Hogg
A Smith*

* Non-Executive Director

Company Secretary

S Booysen

Transfer Secretaries

Computershare Investor Services 2004 (Pty) Ltd
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg, 2001 South Africa
(PO Box 61051
Marshalltown, 2107 South Africa)

Auditors
Grant Thornton
Chartered Accountants (SA)
137 Daisy Street, cnr Grayston Drive
Sandown, 2196
(Private Bag X28,
Benmore, 2010)

Attorneys

Jay Incorporated
(Registration number 1951/000170/21)
Level 6, Sunnyside Ridge Building,
Sunnyside Drive,
Parktown, 2193
(PO Box 87160,
Houghton, 2041)

Commercial Bank

Nedcor Bank Limited
(Registration number 1951/000009/06)
Nedbank House
1st Floor
12 Fredman Drive
Sandown, 2196
(PO Box 78488,
Sandton, 2146)

Sponsor
Grant Thornton Corporate Finance (Proprietary) Limited
137 Daisy Street, cnr Grayston Drive
Sandown, 2196
(Private Bag X28,
Benmore, 2010)

www.moneyweb.co.za

www.mineweb.co.za

www.marketingweb.co.za

FORM OF PROXY

MONEYWEB HOLDINGS LIMITED
Registration number 1998/025067/06
Share code: MNY ISIN:ZAE000025409
("Moneyweb" or "the Company")

Only to be completed by certificated and dematerialised shareholders with "own name" registration. If you are a dema terialised shareholder, other than with "own name" registration, do not use this form.

Dematerialised shareholders other than those with "own name" registration who wish to attend the Annual General Meeting, must inform their CSDP or broker of their intention to attend and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the Annual General Meeting in person and vote, if they do not wish to attend the meeting in person, but wish to be represented thereof, provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and their CSDP or broker in the manner and cut off time stipulated therein.

An ordinary shareholder entitled to attend and vote at the Annual General Meeting to be held in the Moneyweb Holdings boardroom, First Floor, West Wing, President Place, corner Jan Smuts Avenue and Bolton Road (Entrance in Hood Street), Rosebank 2196 at 10:00 on Tuesday, 2 August 2005, is entitled to appoint a proxy to attend, speak or vote thereat in his/her stead. A proxy need not be a shareholder of the company.

All forms of proxy must be lodged at the Company's transfer secretaries, Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Friday 29 July 2005.

I/we (names in full) ______________________________

of (address) ______________________________

Being an ordinary shareholder(s) of the Company holding ____________ Ordinary shares in the Company do hereby appoint

1. ______________________________ or failing him/her

2. ______________________________ or failing him/her

3. the chairman of the Annual General Meeting ______________________________

as my / our proxy to vote on my / our behalf at the above mentioned Annual General Meeting (and any adjournment thereof) to be held at 10:00 in the Moneyweb boardroom, First Floor, West wing, President Place, corner Jan Smuts Avenue and Bolton Road (Entrance in Hood Street), Rosebank 2196 on Tuesday, 2 August 2005, for the purpose of considering and, if deemed fit, passing with or without modifications, the following resolutions to be considered at such meeting:

	Number of votes (one per share)		
	For	**Against**	**Abstain**
Special Resolution 1. General authority to repurchase own shares			
Ordinary Resolutions 1. Adopt the financial statements in respect of the year ended March 2005			
2. Re-appoint AB Hogg as Director of the company			
3. Re-appoint LM Hogg as Director of the company			
4. General authority over unissued share capital			
5. General authority to issue shares for cash			
6. Approve directors Emoluments			
7. Authority to reappoint auditors			

Insert an X in the appropriate block. If no indications are given, the proxy will vote as he/she deems fit. Each member entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a member of the company) to attend, speak and vote in his/her stead.

Signed at ______________________________ on ______________________________ 2005

Signature ______________________________ (Assisted by (where applicable) ______________________________

Please read the notes on the reverse side hereof.

Notes

1. A shareholder may insert the names of a proxy or the names of two alternatives proxies of the member's choice in the space provided, with or without deleting " the chairman of the meeting", but any such deletion must initiated by the shareholders. The person whose name appears first on the proxy and which has not been deleted shall be entitled to act as proxy to the exlusion of those names following.

2. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box. Failure to comply with this will be deemed to authorize the proxy to vote or to abstain from voting at the General Meeting as he / she deems fit in respect of all the shareholder's votes.

3. A vote given in terms of an instrument of proxy shall be valid in relation to the general meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, of the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have received by the transfer secretaries or by the chairman of the general meeting before the commencement at the general meeting.

4.` If a shareholder does not indicate on this form that his / her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the general meeting, be proposed, the proxy shall be entitled to vote as he / she thinks fit.

5. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded with the Company's transfer secretaries or waived by the chairman of the general meeting.

6. A minor or any other person under legal incapacity must be attached to the proxy unless the relevant documents establishing capacity are produced or have been registered with the transfer secretaries.

7. Where there are joint holders of ordinary shares:
   - Any one holder may sign the form of proxy
   - The vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the Company's register) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

8. Proxies must be lodged at or posted to the Company's transfer secretaries, Computershare Investor Services 2004 (Proprietary) Limited, Ground floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received not later than 10:00 Friday 30 July 2005.

9. Any alterations or correction made to this form of proxy other than the deletion of alternatives, must be initiated by the signatory/ies.

10. The completion and lodging of this proxy shall not prelude the relevant shareholder from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

11. The chairman of the meeting may reject or accept a proxy that is completed other that in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.