

Annual Report | 2012





Annual
Report | 20
12



Contents

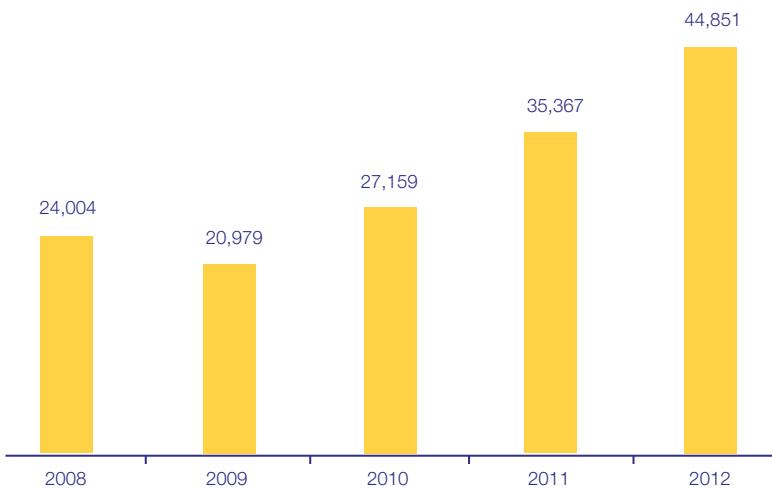
Financial performance	2
Board of directors	3
Chief executive officer's letter to shareholders	5
Corporate governance and sustainability reporting	8
Report of the audit committee	11
Annual financial statements	12
Notice of the annual general meeting	46
Proxy	inserted

Financial performance

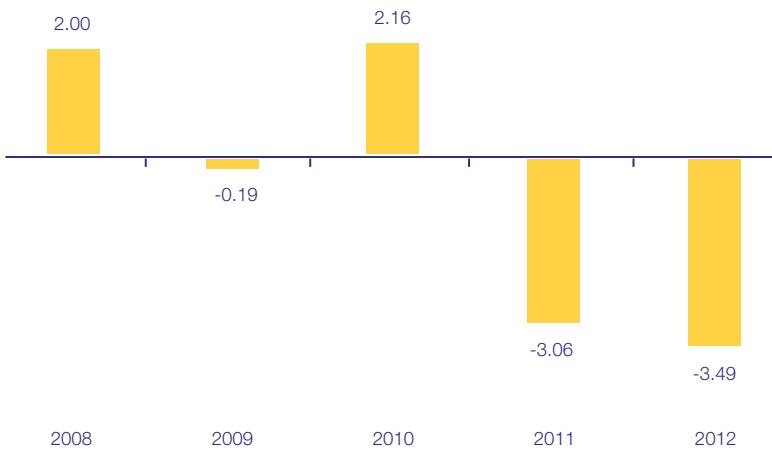
R'000	15 months 2012	12 months 2011
Revenue	44,851	35,367
EBITDA*	(4,413)	(2,159)
Headline loss	(3,724)	(2,913)
Headline loss per share (cents)	(3.49)	(3.06)
Cash generated (utilised) by operating activities	2,013	(30)

* After adjustment for items set out on page 22 of this annual report

REVENUE '000



HEADLINE EARNINGS / (LOSS) PER SHARE (CENTS)



Board of directors

PAUL JENKINS

Non-executive chairman

Paul qualified at Randse Afrikaanse Universiteit in 1981 with a BCom and LLB degree and was admitted as an attorney and notary in February 1986. He became a partner of Webber Wentzel in 1988 and left his position as senior commercial legal partner in 1999 to join the Johnnic group full time. In this capacity he served as a director of numerous listed companies and was CEO of Johnnic Entertainment. He is currently self-employed and provides business and legal advisory services to a select group of clients. He is the non-executive Chairman of Caxton and CTP Publishers and Printers Limited.

ALEC HOGG

Chief executive officer

Founded Moneyweb in 1997. Widely travelled and a voracious reader, he is passionate about the media sector.

PATRICK MEYER

Financial director

Patrick qualified as a Chartered Accountant (South Africa) in 2010 and completed his articles at PwC. He has a Masters degree in media studies obtained at the University of the Free State.

TERRY MOOLMAN

Non-executive director

Terry is the co-founder and chief executive officer of Caxton and CTP Publishers and Printers Limited. He joined the Board of Moneyweb on 31 August 2010 and is chairman of the Remuneration Committee.

TREVOR NCUBE

Independent non-executive director

Trevor is the executive deputy chairman of the Mail & Guardian Media Group. He is also the founder, owner and executive chairman of Alpha Media Holdings, Zimbabwe, which publishes the NewsDay daily newspaper and two weeklies namely the Zimbabwe Independent and The Standard. Alpha Media also owns Munn Marketing, a magazine and newspaper distribution company in Zimbabwe and StrandMultiprint. Trevor is currently the co-chair of the Africa Media Initiative (AMI) a pan African organization focusing on removing economic, political and legal constraints to a vibrant media.

LINDIKHAYA SIPOYO

Non-executive director

Lindikhaya comes from a six-year stint heading the Information and Communications Department in the Parliament of the Republic of South Africa, focusing in provincial and municipal liaisons. He is the current executive chairperson of Total Client Services Ltd, listed on the AltX stock exchange, and specialising in road and traffic management solutions, information Communications Technologies Solutions and back office administration support services. He is also a director and share-holder of Miganu Property Development, a BBBEE consortium partner in the R 1,4bn GrowthPoint deal and the director of a travel agent in the Harvey Travel Group called Travel Manor.

WESSEL VAN DER MERWE

Independent lead non-executive director

Wessel has a B Com Honours Degree in Accounting and Financial Management. He obtained his Certificate in Theory in Accounting and qualified as a Chartered Accountant in 1996. He also has served as a member on the Johannesburg Stock Exchange AltX Advisory Committee since 2007. Before starting his own business in 1998, Wessel completed his articles in 1996 at Arthur Andersen and joined Gensec Investment Bank for a period of two years. He gained valuable experience in investment banking, deal structuring, private equity and underwriting. During 1998 he started a corporate finance business and built it into one of the biggest advisory businesses for small and medium companies as well as advisory work to the local government sector. The business has been ranked by dealmakers in the top ten corporate advisory firms for the last 6 years. He was involved in more than 30 listings, various corporate finance transactions, and private equity transaction. He participated actively on more than 22 boards as a designated advisor or sponsor over the last 6 years. He sold his business during 2008, and headed up the corporate advisory business for the group until 2012. He is currently active as a non-executive director of five listed companies and manages Reign Capital, an advisory and private equity fund business.

PIET GREYLING

Non-executive director

Piet qualified as a Chartered Accountant (South Africa) in 1983 and entered commerce after a career of 14 years in the accounting and auditing profession. He is currently an executive director of Caxton and CTP Publishers and Printers Limited. Piet joined the Board of Moneyweb on 31 August 2010.

STAFFORD MASIE

Independent non-executive director

Technology Futurist, Entrepreneur, Technology Startup Angel Investor. Stafford is famous for establishing Google's South African presence. Stafford has been in the IT industry for more than 18 years and has assumed numerous roles throughout his career. After completing his tertiary computer science studies in Israel in the early 90's, he returned to South Africa and worked for Telkom and Dimension Data. He spent 8 years in the USA where he played a significant role in the open source software arena and he has been responsible for global partnerships and corporate technology strategy for numerous international territories including: Latin America (Brazil, Argentina, Venezuela), the Middle East, Sub Saharan Africa and Southern Europe. Stafford was country manager for Novell South Africa and developed and launched Google South Africa. A self-confessed entrepreneur, he is involved in several leading-edge technology startups...whilst flying microlights and single prop aircraft, scuba diving and snow skiing when time allows.

Chief executive officer's letter to shareholders

Fellow shareholders,

After a two year absence it is once again a privilege to pen the CEO's Letter in this review for the 15 months to end June. Much has happened during my time away from the business, including a change in Moneyweb's year-end from March to June. This brings us into line with the financial year of the now controlling shareholder, Caxton.

Management changes

By way of context, Moneyweb began in the room above my garage, officially registering as a company in 1998. After more than a decade of steering the boat, at the end of 2009 the board granted my request for what turned out to be a semi-sabbatical. Long-serving chairman Dr Andrew Smith agreed to take over the executive responsibilities, and to guide the company while still holding permanent employment overseas.

Andrew managed Moneyweb through a difficult two years punctuated through the discovery of fraud by the former financial director and heavy investment in two major projects – looklocal and the new Apps. After the fraud was uncovered he enlisted the assistance of his overseas-based colleague John Donnelly, who had been filling a consultant role to that stage, to serve as the company's financial director.

Early in 2012, Moneyweb's board decided the company now needed a South African-based management team which co-incided with my own return to Johannesburg. Since April I have once again been entrusted with the leadership responsibility and have returned refreshed and rejuvenated. The handover has been smooth and at the end of June, Andrew and John stepped off the board of directors.

We have secured a new financial director in Patrick Meyer, formerly on the Caxton Internal Audit team. Patrick has fitted in perfectly, aided by his passion for media. He managed a radio station during his university years and, like John, is a chartered accountant. Indeed, one of the highlights of the reporting period has been the work done by John, Patrick and our colleague, internal accountant Doris Laveille to professionalise Moneyweb's financial structures. The company's accounting system has never functioned better. Apart from protecting shareholders against a repeat of the fraud uncovered in 2010, it also provides the kind of solid foundation which a business needs to flourish.

Operating results

Moneyweb's heavy investment programme is reflected in losses during the last two financial reporting periods. Together they exceed R9m at an operating level, primarily as a result of building and rolling out the looklocal project, but also influenced by a substantial investment in Apps. The costs were expensed as they occurred. Both projects also absorbed considerable management time. Although neither is yet operating optimally, the potential is considerable.

At a headline level, the loss of R3,7m (3,5c a share) for the 15 month reporting period under review was in fact a better result than had been expected. It must also be seen in the context of a strong statement of financial position and considerable opportunities available to an Internet-focused business right now.

Moneyweb has no debt and at period-end, held cash or near-cash of R28m. This provides comfort in the current turbulent times, giving the company the ability to ride

storms and take bets without threatening its underlying business. But it also puts a responsibility onto management to continuously explore ways to efficiently apply its resources. Critics can justifiably complain that Moneyweb has a lazy statement of financial position. We would counter, though, that in an industry undergoing creative destruction, being well resourced brings considerable advantage.

At an operating level, during the 15 month period the core business of Internet Publishing did well.

The flagship Moneyweb.co.za website performed superbly under the stewardship of the company's new managing editor, Ryk van Niekerk. On every possible matrix, Moneyweb.co.za has had an exceptional run. Its audience jumped by a third to over 200 000 unique users who between them downloaded two and a half million pages a month. These explosive rates of growth have not happened since the website's early years. They reflect Ryk's inspired leadership combined with the long-promised emergence of South Africa into the Internet Age. Moneyweb's community members spent longer on the site, came back more often and downloaded more pages with each visit. All of which is a reflection of a website in rude health, serving its audience better than ever before.

Mineweb.com, however, experienced a difficult period reflecting a quieter resources market after a manic previous year. Monthly unique visitors fell by 25 000 to 135 000. On the brighter side, although the community was smaller, they downloaded more pages than before and stayed on the site for longer. This suggests that, although Mineweb lost readers, these were mainly from outside its core focus area – people who popped across during the commodities boom. Its retained audience is even more appreciative of the offering than before, which is a good sign for the future.

The company remains highly exposed to radio and continues to invest heavily in its provision of audio, primarily through podcasts (an integral part of the App strategy) and its long-standing relationship with the national broadcaster, the SABC. A setback during the period under review was a shortening and a shift in the RSG Geldsake programme's broadcast from an hour in the heart of primetime (5pm to 6pm) to a more specialist slot (6:30pm to 7pm). This triggered negotiations to find ways to deepen the relationship with the SABC, a process which is ongoing.

Outlook

With the considerable upfront investment in looklocal and Apps behind us, Moneyweb Holdings is budgeting for better financial results during the year, to end June 2013. Apart from new revenue streams, the company's core offerings are benefitting from a continued switch in advertising spend from analogue (print) to digital (online) platforms. Companies are clearly adapting to the change in the media consumption habits of their customers. Since the 2010 financial year, digital's contribution has grown from just over half to more than two thirds of Moneyweb Holdings' revenues. The momentum is expected to continue.

Outside of the advantage of its online positioning, the company's other opportunities are also its biggest challenges. With its considerable expertise and market leadership position in business radio, there is an obvious opportunity to expand further in this area. Growing off this high base, however, introduces interesting choices. Also, early recognition of the important role Apps will play in the media mix enabled the company to build technologically superior products. But this does not automatically translate into higher revenues in a confused and competitive marketplace.

The company has relied heavily on its smart partnerships and will continue to do so in the year ahead.

The looklocal partnership with Caxton has progressed well with the now 43 hyper-local sites attracting around 500 000 unique visitors a month. A recent management change at the Caxton-owned newspaper The Citizen has also introduced a number of fresh opportunities. Included among them is the consequence of the JSE's decision to change the manner in which companies will be required to communicate with shareholders.

Through nightly broadcasts from its Melrose Arch studios, for almost a decade Moneyweb has been the de facto business programming arm of three SABC radio stations. Enormous potential exists to deepen this trusted relationship through expanding Moneyweb's services to other SABC stations. Management is also mindful of the development of online radio, an obvious growth area for a business with a large Internet footprint.

Longer-term opportunities are available through e-commerce (transaction revenue) and smart partnerships in Africa. They will receive greater attention in the year ahead. The company's well-capitalised financial position and strong parental links provide interesting possibilities for inorganic growth.

Appreciation

Malcolm Gladwell, author of mind-changing bestsellers The Tipping Point and Outliers left us two key conclusions. In the first of these, he argued that "overnight sensations" only occur after years of honest endeavour. In the second, that true proficiency comes from intense focus over a lengthy period, his now famous 10 000 hour rule.

Moneyweb is blessed to have a smart, experienced, dedicated and driven team which has focused on Internet Publishing for almost 15 years. Only time will tell whether the company has reached the point where it will now benefit from Gladwell's well-documented secret of success. Shareholders can be assured, though, that the team's collective attention is sharp as ever and that we still follow Warren Buffett's advice of building that moat every day by doing those small, almost imperceptible things which eventually make the difference between a good and a great business.

As a shareholder and a colleague it's impossible to fully express my appreciation to a Moneyweb Holdings team which remains without peer in the local Internet Publishing and Business Radio fields. There's nothing quite like working

in an organisation where the eyes are shining and there's a spring in every step. We are blessed to have this at Moneyweb.

Thanks, too, to the Moneyweb board of directors and especially the representatives of the company's new controlling shareholder Caxton, whose counsel, partnership and trust is invaluable for a smaller business in these turbulent times. In our new chairman Paul Jenkins, who chairs Caxton, Moneyweb is blessed with close access to a highly experienced media executive with a wonderful attitude and unique appreciation of the intricacies of this complex industry. We are also delighted to have Internet visionary and former Google executive Stafford Masie added as an independent non-executive director. He, too, has made an immediate positive impact.

The final word is reserved for our long-serving former chairman and, more recently, chief executive Dr Andrew Smith. The board, management and staff join me in thanking Andrew for more than a decade of service to Moneyweb, a business for which his passion has known no bounds. He was always ready to step up to the plate, including taking overall responsibility these past two years even while he was employed in a full-time position overseas. We wish him the very best in his future endeavours as he now dedicates himself to his career outside South Africa. During Andrew's stewardship of Moneyweb, he delivered two exciting new projects that have the potential to transform the business, and handed over a company with a strong statement of financial position and an enhanced reputation. No successor could ask for more.



Alec Hogg

CEO

14 September 2012

Corporate governance and sustainability reporting

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 2010 (King III) and the JSE Listings Requirements.

The Board of Directors

The Board is chaired by a non-executive director. The Board includes two executive directors and seven non-executive directors who have been chosen for their 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 at least quarterly for these purposes.

The following changes were made to the Board during the period under review. Andrew Smith and John Donnelly resigned from the board on 30 June 2012. Paul Jenkins

was appointed chairman on 14 March 2012. Wessel van der Merwe was appointed a non-executive director on 9 November 2011 and Stafford Masie was appointed as non-executive director on 1 July 2012. Patrick Meyer was appointed as financial director and Navin Sooka was appointed company secretary on 1 July 2012 following the resignation of John Donnelly. Certain functions of the Board are facilitated through the main sub-committees of the Board which include the Audit, Social and Ethics and Remuneration Committees. The Audit Committee and Social and Ethics Committee meets at least twice annually and the Remuneration Committee meets at least annually. The Chairmen of these committees report directly to the Board. In addition, management meets on a regular basis. 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.

Board Attendance

Seven meetings were held during the period under review:

Attendee	Designation	Meeting held						
		23 June 2011	23 August 2011	9 November 2011	14 March 2012	24 May 2012	20 June 2012	12 September 2012
JM Donnelly	Financial director	✓	✓	✓	✓	✓	✓	
PG Greyling	Non-executive director	✓	✓	✓	✓		✓	✓
EA Jay	Non-executive director*	✓	✓					
AB Hogg	Executive director	✓	✓	✓	✓	✓	✓	✓
LM Hogg	Non-executive director	✓	✓					
TD Moolman	Non-executive director	✓	✓	✓		✓	✓	✓
T Ncube	Non-executive director*	✓	✓	✓			✓	✓
LW Sipoyo	Non-executive director	✓	✓	✓	✓		✓	✓
A Smith	Executive director	✓	✓	✓	✓			
P Meyer	Financial director							✓
PM Jenkins	Non-executive chairman				✓	✓	✓	✓
W vd Merwe	Non-executive director*			✓	✓	✓	✓	✓
S Masie	Non-executive director*							✓

*Independent non-executive director

Board Appointment and Evaluation

Board appointments are conducted in a formal and transparent manner, by the Board as a whole. Any appointments to the Board are made taking into account the need for ensuring that the Board provides a diverse range of skills, knowledge and expertise, the requisite independence, the necessity of achieving the balance between skills and expertise and the professional and industry knowledge necessary to meet the group's strategic objectives. In general, non-executive directors need to be re-elected every three years on a rotation basis.

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 to 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 three non-executive directors: Wessel van der Merwe (Chairman), Trevor Ncube

Attendee	Designation	22 June 2011	9 September 2011	21 May 2012	11 September 2012
T Ncube	Non-executive director*	✓	✓		✓
PG Greyling	Non-executive director	✓	✓		
EA Jay	Non-executive director*	✓			
W van der Merwe (chairman)	Non-executive director*			✓	✓
L Sipoyo	Non-executive director				✓

*Independent non-executive director

and Lindikhaya Sipoyo, and in terms of the JSE Listings requirements, a representative of the Designated Adviser, who attend as an invitee only.

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; and
- satisfying themselves as to the appropriateness of the expertise and experience of the financial director.

The Audit Committee met on four occasions during the period under review. The external auditors attended these meetings and had direct access to the chairman of the Audit Committee. The Audit Committee has satisfied itself of the independence of the external auditors.

We believe the group has the resources to meet the current requirements of the business with the capacity to add thereto as necessary in the future.

Remuneration Committee

The Remuneration Committee comprises two directors: Terry Moolman (Chairman) and Lindikhaya Sipoyo.

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; and
- adherence to employment equity.

Social and Ethics Committee

The Social and Ethics Committee comprises three non-executive directors: Trevor Ncube (Chairman), Wessel van der Merwe and Lindikhaya Sipoyo.

The terms of reference of the Social and Ethics Committee include:

- establishing a social and ethics charter;
- all matters relating to sustainability;
- all matters relating to integrated reporting; and
- all matters relating to corporate social awareness and ethics.

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 International Financial Reporting Standards.

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. We are encouraged by the new talent we continue to identify and unlock from previously disadvantaged groups and continue to invest significantly in developing and building our editorial and production staff profiles. We believe this to be the most suitable manner to bring the staffing profile to an acceptable level.

Sustainability and Corporate Social Awareness

The group is fully committed to sustainability and corporate social awareness. This is evident in our decision to print the annual report for 2012 on CD's and not in hard copy format. The group continuously seeks new ways in which the environment can be benefitted through efficient and effective allocation of resources.

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.

Report of the audit committee

The statutory responsibilities of the group's Audit Committee which are set out in the Companies Act 71 of 2008, together with compliance with the relevant requirements of the JSE and the King Code on Corporate Governance for South Africa, as amended from time to time, are incorporated in the committee's charter/terms of reference which was approved by the Board during 2012 and reviewed for relevance by the committee during the period ended review. A summary of the committee's charter/terms of reference is provided in the Corporate Governance section of this annual report.

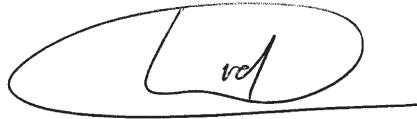
The committee was formally re-appointed by the shareholders at the annual general meeting held on 9 November 2011 and has conducted its affairs in compliance with its charter/terms of reference, and has discharged all of the responsibilities set out therein as follows:

- details of the committee members are set out on page 9 of this annual report and the fees payable to them are included in the directors' remuneration set out on page 44 of this annual report;
- audit committee meetings were held during the period under review to consider, *inter alia*, the interim and period-end results of the group, as well as to consider regulatory and accounting standard compliance by the group;
- discussions with the designated auditor to consider matters of importance and relevant to the finalisation of the group's financial statements and to the affairs of the company generally;
- recommended the appointment of BDO South Africa Inc. as the registered independent auditor with Mr. JG Marais as the designated auditor after

satisfying itself through enquiry that BDO South Africa Inc. is independent as defined in terms of the CLAA (Companies Act - Chapter 3, Part D, sub-section 94(8)) and approved the designated auditor in terms of the provisions of the CLAA (Companies Act);

- determined the fees to be paid to BDO South Africa Inc. and their terms of engagement;
- ensured that the appointment of BDO South Africa Inc complies with the provisions of the CLAA (Companies Act) and any other legislation relating to the appointment of auditors;
- approved a non-audit services policy, which complies with the provisions of the CLAA (Companies Act) pertaining to the nature and extent of any non-audit services which BDO South Africa Inc. may provide to the company;
- as required in terms of the JSE Listings Requirements, the committee has satisfied itself that the company's chief financial officer, Mr P Meyer, has the appropriate expertise and experience to meet the responsibilities of his position ; and
- considered, and satisfied itself of the independence of the external auditors.

The Audit Committee has evaluated the financial statements of the group for the period ended 30 June 2012 and, to the best of its knowledge and belief, considers that the group complies, in all material respects, with the requirements of the Companies Act, IFRS and the Listings Requirements of the JSE Limited. The Audit Committee accordingly recommended the financial statements to the Board for approval.



Wessel van der Merwe

Chairman of the Audit Committee

14 September 2012

Annual financial statements

Directors' responsibility for the annual financial statements	13
Declaration by company secretary	13
Report of the independent auditors	14
Report of the directors	16
Shareholder information	18
Shareholders with a direct or indirect beneficial holding	19
Statements of financial position	21
Statements of comprehensive income	22
Statements of changes in equity	23
Statements of cash flows	24
Notes to the annual financial statements	25

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 responsibilities, 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.

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 International Financial Reporting Standards and the Companies Act 71 of 2008 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 period ended 30 June 2012, set out on pages 21 to 45, were approved by the Board.



Alec Hogg
Chief executive officer
14 September 2012

DECLARATION BY COMPANY SECRETARY

In my capacity as company secretary, I hereby confirm, in terms of the Companies Act 71 of 2008, that for the period ended 30 June 2012, the Company has lodged with the Companies and Intellectual Property Commission 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.



Navin Sooka
Company secretary
14 September 2012

Report of the independent auditors

To the Shareholders of Moneyweb Holdings Limited

We have audited the consolidated and separate financial statements of Moneyweb Holdings Limited set out on pages 21 to 45, which comprise the statements of financial position as at 30 June 2012, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the period then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The company's directors are responsible for the preparation and fair presentation of these consolidated and separate financial statements in accordance with International Financial Reporting Standards, the AC 500 Standards as issued by the Accounting Practices Board and its predecessor and the requirements of the Companies Act 71 of 2008, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated and separate financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Moneyweb Holdings Limited as at 30 June 2012, and its consolidated and separate financial performance and consolidated and separate cash flows for the period then ended in accordance with International Financial Reporting Standards, the AC 500 Standards as issued by the Accounting Practices Board and its predecessor and the requirements of the Companies Act 71 of 2008.

Other reports required by the Companies Act

As part of our audit of the consolidated and separate financial statements for the period ended 30 June 2012, we have read the Directors' Report, the Audit Committee's Report and the Company Secretary's declaration for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated and separate financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

BDO South Africa Inc.

BDO South Africa Incorporated

Registered Auditors

Per: JG Marais

Partner

14 September 2012

22 Wellington Road

Parktown

2193

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 period ended 30 June 2012.

Nature of business

Moneyweb Holdings Limited is the holding company of an integrated media company with interests in the digital, broadcast and print publishing fields. The group's focus is on supplying independent high quality and credible information to targeted communities.

Operating results

The headline earnings for the group was a loss of R3.724 million (2011: R2.913 million loss), representing a headline loss of 3.49 cents per share (2011: 3.06 cents per share).

Dividend

No dividend was declared or paid during the period.

Share capital

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

Share repurchase

No shares were repurchased during the period.

Cancellation of treasury shares

No treasury shares were cancelled during the period.

Share incentive scheme

Summary of the details and terms of the company's share incentive scheme:

Maximum number of shares that may be allocated: 7,697,180

No options were granted during the period and there were none outstanding at period-end, all previously allocated options having lapsed.

Share incentive trust

782,394 issued shares remained in the share trust and have been accounted for as treasury shares.

Post statement of financial position events

There were no material events after period-end and date of this report that require further disclosure.

Directorate

The following acted as directors during the period:

AB Hogg	Chief executive officer
P Meyer	Financial director <i>(appointed 1 July 2012)</i>
T Ncube	Independent non-executive director
LW Sipoyo	Non-executive director
TD Moolman	Non-executive director
PG Greyling	Non-executive director
PM Jenkins	Chairman <i>(appointed 15 March 2012)</i>
SC Masie	Independent non-executive director <i>(appointed 1 July 2012)</i>
WP van der Merwe	Independent non-executive director <i>(appointed 9 November 2011)</i>
LM Hogg	Non-executive director <i>(resigned 9 November 2011)</i>
JM Donnelly	Financial director <i>(resigned 30 June 2012)</i>
EA Jay	Independent non-executive director <i>(resigned 9 November 2011)</i>
A Smith	Executive chairman <i>(resigned 30 June 2012)</i>

On 30 June 2012 the total beneficial shareholding of the directors was 11.1% of the issued capital.

The company secretary is N Sooka whose registered address is:

28 Wright Street	PO Box 43587
Industria West	Industria, 2042
Johannesburg, 2093	

Subsidiaries

Refer to note 3 on page 34 for the company's interest in subsidiaries.

Special Resolutions

On 9 November 2011, the date of the last Annual General Meeting, shareholders granted directors a general authority to repurchase shares in Moneyweb Holdings Limited, approved the remuneration scheme for non-executive directors and approved the provision of financial assistance to related and inter-related companies. No other special resolutions were passed during the period under review.

Shareholder information

Shareholder spread analysis as at 30 June 2012

Type of Shareholders	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
Public	641	98.7%	18,256,938	16.9
Non-public	8	1.3%	89,514,862	83.1
	649	100.0%	107,771,800	100.0%

Analysis of non-public shareholders as at 30 June 2012

Type of shareholders	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
Directors of the company	1	0.2%	12,015,243	11.1%
Associates of the above	6	0.9%	76,302,423	70.8%
Trustee of employee share scheme/subsidiary	1	0.2%	1,197,196	1.1%
	8	1.3%	89,514,862	83.1%

Size of registered shareholders

Type of shareholders	Number of shareholders	% of shareholders	Number of shares held	% of shares in issue
1-1,000	438	67.5%	277,954	0.3%
1,001-5,000	91	14.0%	290,804	0.3%
5,001-10,000	45	6.9%	389,027	0.4%
10,001-50,000	44	6.8%	978,070	0.9%
50,001-100,000	6	0.9%	454,080	0.4%
100,001-500,000	13	2.0%	2,779,939	2.6%
500,001-1,000,000	2	0.3%	1,523,775	1.4%
1,000,001 and above	10	1.6%	101,078,151	93.7%
	649	100.0%	107,771,800	100.0%

Shareholders with a direct or indirect beneficial holding

OF GREATER THAN 5% OF THE ISSUED SHARE CAPITAL OF THE COMPANY AT 30 JUNE 2012

	Number of shares held	% of shares in issue
Caxton & CTP Publishers & Printers Ltd	54,656,791	50.7%
Isingqi Investment Holdings (Pty) Ltd*	15,168,432	14.1%

* Isingqi Investment Holdings (Pty) Ltd is a 100% subsidiary of Mvelaphanda Holdings (Pty) Ltd. Mvelaphanda Holdings (Pty) Ltd has a direct interest of 3.85% (4,152,000 shares) in Moneyweb Holdings Limited.

Directors' shareholding

The following directors have a direct or indirect beneficial holding in the company:

	As at 30 June 2012			
	Aggregate number of shares held	% of shares in issue	Nature of Interest	
			Beneficial direct	Indirect beneficial
AB Hogg	12,015,243	11.1%	12,015,243	–
	12,015,243	11.1%	12,015,243	–

	As at 31 March 2011			
	Aggregate number of shares held	% of shares in issue	Nature of Interest	
			Beneficial direct	Indirect beneficial
AB Hogg	12,569,743	11.7%	12,569,743	–
A Smith	1,025,343	1.0%	1,025,343	–
JM Donnelly	166,667	0.2%	–	166,667
E A Jay	20,000	0.0%	20,000	–
	13,781,753	12.8%	13,615,086	166,667

Shareholders' diary

Financial Period End	30 June 2012
Annual General Meeting	21 November 2012

Stock exchange performance

Share Price Data

Period 1 April 2011 to 30 June 2012

Opening price as at 1 April 2011	78c
12 month high	79c
12 month low	46c
Closing price as at 30 June 2012	70c

Statements of financial position

AT 15 MONTHS ENDED 30 JUNE 2012 AND
12 MONTHS ENDED 31 MARCH 2011

	Notes	Group	Company		
		15 months 2012 R'000	12 months 2011 R'000	15 months 2012 R'000	12 months 2011 R'000
ASSETS					
Non-current assets					
Tangible fixed assets	1	1,263	1,988	–	–
Intangible assets	2	2,001	2,808	–	–
Investment in subsidiaries	3	–	–	27,384	27,384
Investment in joint ventures	4	533	1,334	445	800
Other investments	5	20	15	–	–
Deferred tax	6	554	136	–	–
		4,371	6,281	27,829	28,184
Current assets					
Amounts due from subsidiaries	3	–	–	24,651	24,530
Trade and other receivables	8	4,096	8,838	–	–
Other financial asset	9	16,533	15,015	–	–
Cash and cash equivalents	10	11,711	9,209	18	19
Taxation		1,006	823	–	–
		33,346	33,885	24,669	24,549
Total assets		37,717	40,166	52,498	52,733
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital and premium	11	32,732	32,732	32,954	32,954
Foreign currency translation reserve		(676)	(911)	–	–
Accumulated (loss)/profit		(4,520)	(441)	19,402	19,532
Ordinary shareholders'interest		27,536	31,380	52,356	52,486
Current liabilities					
Trade and other payables	12	4,956	3,748	33	33
Amounts due to subsidiary	3	–	–	–	105
Deferred revenue	14	5,225	5,038	–	–
Taxation		–	–	109	109
		10,181	8,786	142	247
Total equity and liabilities		37,717	40,166	52,498	52,733

Statements of comprehensive income

FOR 15 MONTHS ENDED 30 JUNE 2012 AND
12 MONTHS ENDED 31 MARCH 2011

	Notes	Group	Company		
		15 months 2012 R'000	12 months 2011 R'000	15 months 2012 R'000	12 months 2011 R'000
REVENUE		44,851	35,367	159	133
Advertising		39,927	31,389	—	—
Website maintenance and development		4,924	3,978	—	—
PROFIT/(LOSS) BEFORE INVESTMENT INCOME, FAIR VALUE ADJUSTMENT, DEPRECIATION, AMORTISATION, IMPAIRMENTS AND EXCHANGE GAINS/LOSSES		(4,413)	(2,159)	—	(152)
Depreciation and amortisation		(1,886)	(1,212)	—	—
Investment income		1,871	840	225	100
Finance cost		(78)	(139)	—	—
Fair value adjustment of investment and other financial asset		191	1	—	—
Impairment of financial asset		(117)	(116)	—	—
Impairment of joint venture investment		(355)	—	(355)	—
Foreign exchange gains/(losses)		31	(112)	—	1
Loss on disposal of intangible asset		—	(843)	—	—
NET LOSS BEFORE TAXATION	15	(4,756)	(3,740)	(130)	(51)
Taxation	16	181	(287)	—	(77)
Profit from joint ventures	4	496	271	—	—
NET LOSS FOR THE PERIOD		(4,079)	(3,756)	(130)	(128)
Other comprehensive income:					
Exchange differences on translation of foreign operations		235	(32)	—	—
TOTAL COMPREHENSIVE LOSS		(3,844)	(3,788)	(130)	(128)
BASIC AND DILUTED LOSS PER SHARE (cents)	18	(3.83)	(3.94)		
DIVIDEND PER SHARE (cents)		—	1.00		

Statements of changes in equity

FOR THE PERIOD ENDED 30 JUNE 2012

Group	Share capital R'000	Share premium R'000	Foreign currency translation reserve R'000	Accumulated (loss)/profit R'000	Total R'000
Balance as at 1 April 2010	76	11,712	(879)	4,073	14,982
Total comprehensive loss for the year ended 31 March 2011	–	–	(32)	(3,756)	(3,788)
Ordinary dividend paid	–	–	–	(758)	(758)
Ordinary shares issued	31	20,913	–	–	20,944
Balance as at 1 April 2011	107	32,625	(911)	(441)	31,380
Total comprehensive loss for the period ended 30 June 2012	–	–	235	(4,079)	(3,844)
Balance as at 30 June 2012	107	32,625	(676)	(4,520)	27,536

Company	Share capital R'000	Share premium R'000	Foreign currency translation reserve R'000	Accumulated (loss)/profit R'000	Total R'000
Balance as at 1 April 2010	77	12,070	–	20,301	32,448
Total comprehensive loss for the year ended 31 March 2011	–	–	–	(128)	(128)
Ordinary dividend paid	–	–	–	(770)	(770)
Ordinary shares issued	31	20,913	–	–	20,944
Other adjustment	–	(137)	–	129	(8)
Balance as at 01 April 2011	108	32,846	–	19,532	52,486
Total comprehensive loss for the period ended 30 June 2012	–	–	–	(130)	(130)
Balance as at 30 June 2012	108	32,846	–	19,402	52,356

Statements of cash flows

FOR THE PERIOD ENDED 30 JUNE 2012

	Notes		Group		Company	
			15 months 2012 R'000	12 months 2011 R'000	15 months 2012 R'000	12 months 2011 R'000
Cash flows from operating activities						
Cash utilised by operations	21.1	(3,936)	(1,241)	(355)	(151)	
Movements in working capital	21.2	5,949	1,211	–	6	
Cash generated/(utilised) by operating activities		2,013	(30)	(355)	(145)	
Investment income		1,871	842	225	100	
Finance cost		(78)	(139)	–	–	
Taxation paid	21.3	(418)	(2,053)	–	10	
Dividend paid		–	(758)	–	(770)	
Net cash inflows/(outflows) from operating activities		3,388	(2,138)	(130)	(805)	
Cash flows from investing activities						
Acquisition of tangible fixed assets	1	(355)	(554)	–	–	
Loans to subsidiaries		–	–	(226)	(20,125)	
Investment in other financial asset and other investment		(1,332)	(15,015)	–	–	
Decrease in investment in joint venture		801	37	355	–	
Net cash outflows from investing activities		(886)	(15,532)	129	(20,125)	
Cash flows from financing activities						
Shares issued		–	20,944	–	20,944	
Acquisition of treasury shares/shares cancelled		–	–	–	(8)	
Net cash inflows from financing activities		–	20,944	–	20,936	
Net movement in cash and cash equivalents for period		2,502	3,274	(1)	6	
Cash and cash equivalents at beginning of period	10	9,209	5,935	19	13	
Cash and cash equivalents at end of period	10	11,711	9,209	18	19	

Notes to the annual financial statements

FOR THE PERIOD ENDED 30 JUNE 2012

Statement of compliance

The consolidated financial statements at and for the period ended 30 June 2012 comprise the company and its subsidiaries (together referred to as the group) and the group's interest in joint ventures. The separate and consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), the AC 500 Standards as issued by the Accounting Practices Board and its successor and the Companies Act 71 of 2008.

Basis of preparation

The separate and consolidated financial statements are prepared on the historical basis except for certain financial instruments which are measured at fair value. The policies are consistent with the previous year. The presentational currency of the group and the company is South African Rand and the functional currency is substantially in South African Rand.

Judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities and income and expenses.

Estimates are based on historical experience and various other factors that management believe are reasonable under the circumstances. Actual results may differ from these estimates. Revisions to estimates are recognised in the year in which the revision is made. The main areas where such judgements and estimates have been made are:

- whether expenditure on intangible assets meets the criteria for recognition as an asset and the estimated useful life of the intangible asset;

- the useful lives and residual values of tangible assets;
- the amount of taxation and deferred taxation;
- the impairment of financial and non-financial assets.

• 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 dates effective control was acquired to the dates effective control ceased.

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.

Investments in joint ventures

Investments in jointly controlled activities are accounted for by recognising the group's share of related revenues and expenses in the financial statements and are classified according to their nature.

Investments in jointly controlled entities are accounted for by the equity method of accounting and are initially recognised at cost. The group's share of its joint ventures' post-acquisition profits or losses is recognised in profit or loss; its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the

carrying amount of the investment. When the group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. Unrealised gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies have been changed where necessary to ensure consistency with the policies adopted by the group. Dilution gains and losses in associates are recognised in profit or loss.

Company's separate financial statements

In the company's financial statements, investments in subsidiaries and joint ventures are carried at cost less impairment, if any.

• 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 estimated residual values and useful lives as well as depreciation method are reassessed by the directors at each reporting date.

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

Furniture	5 years
Computer hardware and software	3 years
Lease hold improvements	5 years
Office equipment	3-5 years
Studio equipment	3-10 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 flow to the group and costs can be reliably measured. 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 the statement of comprehensive income as appropriate. The surplus or deficit is the difference between the net disposal proceeds and the carrying amount of the asset.

• 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 on owned sites are recognised as an asset only when it is probable that the costs will give rise to future economic benefits and that the cost of the asset can be measured reliably. Development costs are amortised on the straight line basis over the estimated useful life of the website which is estimated at 7 years. 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 giving rise to the impairment have been determined.

• Impairment

The carrying amounts of the group's assets are reviewed at each statement of financial position 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 fair value less cost to sell 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. Any impairment losses are recognised through profit or loss in the period in which it arises.

• Accounting for foreign currencies

Foreign currency transactions

Foreign currency transactions are recorded in the functional currency by applying to the foreign currency amount the exchange rate between the functional 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 are recognised in profit or loss in the period in which they arise.

Foreign operations

The results and financial position of foreign operations that have a functional currency different to the group's presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate on the statement of financial position date;
- income and expenses are translated at average exchange rates for the period to the extent that such average rates approximate actual rates;
- differences arising on current inter group monetary assets and liabilities and financial assets measured at fair value through profit or loss, are recognised in profit or loss;
- other resulting exchange differences, if any, are recognised in profit or loss.

• Financial instruments

Financial instruments on the statement of financial position include amounts due from subsidiaries, cash and cash equivalents, other investments, trade and other receivables, and trade and other payables. Financial instruments are initially recognised when the group becomes party to the contractual arrangement of the instrument.

Financial assets (or portions thereof) are derecognised when the group realises the rights to the benefits specified in the contract, the rights expire or the group surrenders or otherwise loses control of the contractual rights that comprise the financial asset. On derecognition, the difference between the carrying amount of the financial asset and proceeds receivable, as well as any prior adjustments to reflect fair value that had been recognised in equity, is included in the statement of comprehensive income.

Financial liabilities (or portions thereof) are derecognised when the obligation specified in the contract is discharged or cancelled or has expired. On derecognition, the difference between the carrying amount of the financial liability, including related unamortised costs, and the amount paid for it is included in the statement of comprehensive income.

Measurement

Financial instruments are initially measured at fair value, which includes transaction costs except for those items measured at fair value through profit or loss. Subsequent to initial recognition these instruments are measured as set out below:

Amounts due to/from subsidiaries

Amounts due to/from subsidiaries are classified as loans and receivables and are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest method.

Other investments

Other investments comprise listed investments and are classified as non-current assets and carried at fair value through profit or loss. Fair value is calculated by reference to stock exchange quoted bid prices at close of business on statement of financial position date.

Trade and other receivables

Receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised through profit or loss when there is objective evidence that the asset is impaired.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 90 days overdue) are considered indicators that the trade receivable may be impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is

recognised in profit or loss within operating expenses. When a receivable is uncollectable, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against operating expenses in the statement of comprehensive income. Trade and other receivables are classified as loans and receivables.

Other financial assets

Other financial assets comprise units in an income fund (unit trust) and are classified as current assets and are carried at fair value through profit or loss. Fair value is calculated by reference to the related redemption price as quoted by the institution concerned.

Cash and cash equivalents

Cash and cash equivalents have been classified as loans and receivables and are measured at amortised cost.

Trade and other payables

Trade and other payables are recognised at amortised cost.

Gains and losses on subsequent measurement

Gains and losses arising from a change in the fair value of financial instruments through profit and loss are included net in the statement of comprehensive income in the period in which the change arises.

Offset

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position when the group 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.

• *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.

• *Share capital and reserves*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities.

Ordinary shares are classified as equity.

• *Treasury shares*

Shares in the company held by group entities are classified as treasury shares. These shares are treated as a deduction from the number of shares in issue and the cost of shares is deducted from equity in the statement of changes in equity. Dividends received on treasury shares are eliminated on consolidation.

• *Taxation*

Current tax comprises tax payable calculated on the basis of the expected taxable income for the period, using the tax rates substantively enacted at the statement of financial position date, and any adjustment of tax payable for previous years.

Deferred tax is provided using the statement of financial position liability method, on all temporary differences, other than those arising from the initial recognition of a transaction that is not a business combination and at the time of the transaction affects neither accounting profit nor taxable income.

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 statement of financial position date. Deferred tax is charged to the statement of comprehensive income except to the extent that it relates to a transaction that is recognised in other comprehensive income, or a business combination that is an acquisition. The effect on deferred tax of any changes in tax rates is recognised in the statement of comprehensive income, except to the extent that it relates to items previously charged or credited directly in other comprehensive income.

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.

- **Revenue recognition**

Revenue is recognised at fair value and 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 is recognised as the service is provided. Revenue from advertising related services is recognised in the period in which the service is delivered and related revenue sharing commission is recognised when the right to receive payment is established.

Revenue received from looklocal website rollout is recognised in full as and when the website initially goes live. A maintenance portion of this revenue is deferred and recognised in equal portions over 12 months. At the anniversary date of each website the full revenue amount is deferred and recognised in equal portions over 12 months as maintenance of the website for the year.

- **Deferred revenue**

Revenues received in advance are only recognised once the service has been provided.

- **Cost of sales**

Cost of sales consists of sales and agency commissions, third party content costs and production costs.

- **Investment income**

Interest is recognised on a time proportion basis, taking account of the principal outstanding and the effective interest rate over the period to maturity, when it is probable that such income will accrue to the group. Interest on interest yielding investments and dividends are recognised when the right to receive payment is established.

- **Leases**

Leases that transfer substantially all risks and rewards of ownership are classified as finance leases. The group is not party to any finance leases. Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating leases are recognised through profit or loss on a straight-line basis over the term of the lease.

- **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 statement of financial position date. The provisions have been calculated at undiscounted amounts based on current salary rates.

- **Operating segments**

IFRS 8 Segment Reporting has not been applied as the group is considered an integrated media business providing high quality and credible information to targeted communities across owned or operated media platforms. Its income is derived primarily from advertising, related commissions and services. The directors consider the group to be a single segment business.

NEW ACCOUNTING POLICIES AND INTERPRETATIONS

Management considered all new accounting standards, interpretations and amendments to IFRS that were issued prior to 30 June 2012, but not yet effective on that date.

The standards that are applicable to the group, but that were not implemented early, are the following:

Standards and interpretations	Details of amendment	Effective for annual periods beginning on or after
IFRS 1 First-time Adoption of International Financial Reporting Standards	Standard amended to provide guidance for entities emerging from severe hyperinflation and resuming presentation of IFRS compliant financial statements, or presenting IFRS compliant financial statements for the first time.	1 July 2011
	Standard amended to remove the fixed date of 1 January 2004 relating to the retrospective application of the derecognition requirements of IAS 39, and relief for first-time adopters from calculating day 1 gains on transactions that occurred before the date of adoption.	1 July 2011
	Amendments add an exception to the retrospective application of IFRSs to require that first-time adopters apply the requirements in IFRS 9 Financial Instruments and IAS 20 Accounting for Government Grants and Disclosure of Government Assistance prospectively to government loans existing at the date of transition to IFRSs.	1 January 2013
	Annual Improvements 2009–2011 Cycle amendments clarify the options available to users when repeated application of IFRS 1 is required and to add relevant disclosure requirements.	1 January 2013
	Annual Improvements 2009–2011 Cycle amendments to borrowing costs.	1 January 2013
IFRS 7 Financial Instruments: Disclosures	Amendments require additional disclosure on transfer transactions of financial assets, including the possible effects of any residual risks that the transferring entity retains. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.	1 July 2011
	Amendments require entities to disclose gross amounts subject to rights of set-off, amounts set off in accordance with the accounting standards followed, and the related net credit exposure. This information will help investors understand the extent to which an entity has set off in its statement of financial position and the effects of rights of set-off on the entity's rights and obligations.	1 January 2013
IFRS 9 Financial Instruments	New standard that forms the first part of a three-part project to replace IAS 39 Financial Instruments: Recognition and Measurement.	1 January 2015
IFRS 10 Consolidated Financial Statements	New standard that replaces the consolidation requirements in SIC-12 Consolidation—Special Purpose Entities and IAS 27 Consolidated and Separate Financial Statements. Standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company and provides additional guidance to assist in the determination of control where this is difficult to assess.	1 January 2013

IFRS 11	Joint Arrangements	New standard that deals with the accounting for joint arrangements and focuses on the rights and obligations of the arrangement, rather than its legal form. Standard requires a single method for accounting for interests in jointly controlled entities.	1 January 2013
IFRS 12	Disclosure of Interests in Other Entities	New and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off statement of financial position vehicles.	1 January 2013
IFRS 13	Fair Value Measurement	New guidance on fair value measurement and disclosure requirements.	1 January 2013
IAS 1	Presentation of Financial Statements	New requirements to group together items within OCI that may be reclassified to the profit or loss section of the statement of comprehensive income in order to facilitate the assessment of their impact on the overall performance of an entity.	1 July 2012
		Annual Improvements 2009–2011 Cycle: Amendments clarifying the requirements for comparative information including minimum and additional comparative information required.	1 January 2013
IAS 12	Income Taxes	Rebuttable presumption introduced that an investment property will be recovered in its entirety through sale.	1 January 2012
IAS 16	Property, Plant and equipment	Annual Improvements 2009–2011 Cycle: Amendments to the recognition and classification of servicing equipment.	1 January 2013
IAS 19	Employee Benefits	Amendments to the accounting for current and future obligations resulting from the provision of defined benefit plans.	1 January 2013
IAS 27	Consolidated and Separate Financial Statements	Consequential amendments resulting from the issue of IFRS 10, 11 and 12.	1 January 2013
IAS 28	Investments in Associates	Consequential amendments resulting from the issue of IFRS 10, 11 and 12.	1 January 2013
IAS 32	Financial Instruments: Presentation	Amendments require entities to disclose gross amounts subject to rights of set-off, amounts set off in accordance with the accounting standards followed, and the related net credit exposure. This information will help investors understand the extent to which an entity has set off in its statement of financial position and the effects of rights of set-off on the entity's rights and obligations. Annual Improvements 2009–2011 Cycle: Amendments to clarify the tax effect of distribution to holders of equity instruments.	1 January 2013
IAS 34	Interim Financial reporting	Annual Improvements 2009–2011 Cycle: Amendments to improve the disclosures for interim financial reporting and segment information for total assets and liabilities	1 January 2013

Management have considered the impact of the changes and it was deemed to have no material effect.

Notes to the annual financial statements

FOR THE PERIOD ENDED 30 JUNE 2012

1. Tangible fixed assets

Group 2012

	Cost R'000	Accumulated Depreciation R'000	Carrying amount R'000
Furniture	532	(305)	227
Computer hardware	1,164	(795)	369
Computer software	122	(107)	15
Leasehold improvements	815	(513)	302
Office equipment	556	(490)	66
Studio equipment	1,784	(1,500)	284
Total	4,973	(3,710)	1,263

Group 2011

	Cost R'000	Accumulated Depreciation R'000	Carrying amount R'000
Furniture	516	(174)	342
Computer hardware	848	(597)	251
Computer software	122	(89)	33
Leasehold improvements	815	(258)	557
Office equipment	546	(273)	273
Studio equipment	1,772	(1,240)	532
Total	4,619	(2,631)	1,988

Movement Summary 2012:

	Group				Carrying amount 2012 R'000
	Carrying amount 2011 R'000	Additions R'000	Depreciation R'000	Disposals R'000	
Furniture	342	16	(131)	–	227
Computer hardware	251	316	(199)	–	369
Computer software	33	–	(18)	–	15
Leasehold improvements	557	–	(255)	–	302
Office equipment	273	11	(218)	–	66
Studio equipment	532	12	(260)	–	284
Total	1,988	355	(1,081)	–	1,263

Movement Summary 2011:

	Carrying amount 2010 R'000	Additions R'000	Depreciation R'000	Disposals R'000	Carrying amount 2011 R'000
Furniture	401	34	(93)	–	342
Computer hardware	292	134	(175)	–	251
Computer software	20	30	(17)	–	33
Leasehold improvements	747	–	(190)	–	557
Office equipment	337	57	(121)	–	273
Studio equipment	342	299	(109)	–	532
Total	2,139	554	(705)	–	1,988

2. Intangible assets

	Group 2012		
	Cost R'000	Accumulated amortisation R'000	Carrying amount R'000
Website	4,495	(2,494)	2,001

	Group 2011		
	Cost R'000	Accumulated amortisation R'000	Carrying amount R'000
Website	4,495	(1,687)	2,808

Movement Summary 2012:

	Group				
	Carrying amount 2011	Additions	Amortisation	Write-off	Carrying amount 2012
Website	2,808	–	(807)	–	2,001

Movement Summary 2011:

	Group				
	Carrying amount 2010	Additions	Amortisation	Write-off	Carrying amount 2011
Website	4,164	–	(511)	(845)	2,808

3. Investment in subsidiaries

	Company	
	2012 R'000	2011 R'000
Shares at cost less impairments	27,384	27,384
Amounts due from subsidiaries	24,651	24,530
Amounts due to subsidiaries	–	(105)
Net amounts due from subsidiaries	24,651	24,425

Loans to and from subsidiaries are unsecured, interest free and being fluctuating current accounts have no fixed terms for repayment.

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

	Issued Ordinary Capital	Percentage Holding		Cost of Investment		Indebtedness by/ (to) Subsidiary	
		2012	2012 %	2011	2012 R'000	2011 R'000	2012 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	34	34
Moneyweb Internet Publishing Limited*	£100	100	100	1,748	1,748	(107)	(105)
Indirectly held:							
Moneyweb (Pty) Ltd*	R100	100	100			24,617	24,496
Impairment	–	–	–	(39,607)	(39,607)	–	–
				27,384	27,384	24,651	24,425

* 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 period amounted to R3.949 million loss (2011: R 3.628 million loss) which excludes the net fair value adjustment on the treasury shares held by Moneyweb (Pty) Ltd which is eliminated on consolidation.

4. Investment in joint ventures

The group has a 50% holding in Gist Publications (Pty) Ltd which is the publisher of the annual publication "SA at a Glance" as well as a 33% holding in Make a Million (Pty) Ltd which is a share trading competition. The operations of Mineweb Canada Inc, in which the group has a 50% interest, have been terminated and has no residual value. The following amounts represents the group's combined share of the assets and liabilities, sales and results of the joint ventures.

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Investment at cost less impairments	445	800	445	800
Post-acquisition profit	87	296	—	—
Adjustment to conform with group accounting policies	—	238	—	—
	533	1,334	445	800
Assets				
Non-current assets	12	16	—	—
Current assets	348	1,186	—	—
	360	1,202	—	—
Liabilities				
Non-current liabilities	—	—	—	—
Current liabilities	241	514	—	—
	241	514	—	—
Income	1,759	1,170	—	—
Expenses	(1,263)	(899)	—	—
Profit after income tax	496	271	—	—

5. Other investments

5.1 Listed investment	Group	
	2012 R'000	2011 R'000
Old Mutual plc (1,000 ordinary shares)	20	15

6. Deferred taxation

Deferred tax asset comprises:

	Group	
	2012 R'000	2011 R'000
Accelerated capital allowances	55	(717)
Income received in advance, net of allowances	155	1,339
Provisions and doubtful debts	300	438
Operating lease creditor	80	69
Other	(36)	(231)
Unrecognised deferred tax asset	–	(762)
	554	136

Deferred taxation movement:

	Group	
	2012 R'000	2011 R'000
Opening balance	136	147
Current period profit or loss credit/(charge)	418	(11)
Closing balance	554	136

The group and company have estimated tax losses of R4,487,000 and R150,000 respectively in respect of which no deferred tax asset has been recognised in the statement of financial position.

	Accelerated capital allowances	Income received in advance (net)	Provisions and doubtful debts	Operating lease creditor	Other	Unrecognised deferred tax asset	Total
At 1 April 2010	(1,007)	1,100	141	30	(117)	–	147
Profit or loss credit/(charge)	290	239	297	39	(114)	(762)	(11)
At 31 March 2011	(717)	1,339	438	69	(231)	(762)	136
Profit or loss credit/(charge)	772	(1,184)	(138)	11	195	762	418
At 30 June 2012	55	155	300	80	(36)	–	554

7. Financial assets by category

The accounting policies for financial instruments have been applied to the line items below:

Group 2012	Loans and receivables	Fair value through profit or loss: held for trading	Fair value through profit or loss: designated	Held to maturity	Available for sale	Total
Other investments	–	–	20	–	–	20
Other financial asset	–	–	16,533	–	–	16,533
Trade and other receivables	3,573	–	–	–	–	3,573
Cash and cash equivalents	11,711	–	–	–	–	11,711
	15,284	–	16,553	–	–	31,837

Group 2011	Loans and receivables	Fair value through profit or loss: held for trading	Fair value through profit or loss: designated	Held to maturity	Available for sale	Total
Other investments	–	–	15	–	–	15
Other financial asset	–	–	15,015	–	–	15,015
Trade and other receivables	7,669	–	–	–	–	7,669
Cash and cash equivalents	9,209	–	–	–	–	9,209
	16,878	–	15,030	–	–	31,908

The carrying value of all financial instruments approximates their fair value. The company's financial assets comprise solely loans and receivables.

8. Trade and other receivables

	Group	
	2012 R'000	2011 R'000
Trade receivables	2,599	7,107
Other receivables	1,303	2,126
Provision for impairment	(329)	(1,564)
	3,573	7,669
Prepayments	477	791
Value added tax	46	378
	4,096	8,838

Credit quality of trade and other receivables:

The directors are satisfied with the quality of accounts receivable that are neither past due nor impaired. The majority of these accounts receivable relate to an advertising agency which handles the credit risk on behalf of the group. Appropriate action is taken to recover long overdue debts.

Trade and other receivables past due but not impaired:

Trade and other receivables which are less than 3 months past due are not considered to be impaired. At 30 June 2012, R231,959 (2011: R1,503,242) were past due but not impaired.

The ageing of amounts past due but not impaired is as follows:

	Group	
	2012 R'000	2011 R'000
1 month past due	187	702
2 months past due	41	125
3 months past due	4	676
	232	1,503

Trade and other receivables impaired:

Trade and other receivables of Rnil (2011: R116,145) were written off in the statement of comprehensive income in the period under review.

The provision for impairment of trade and other receivables at 30 June 2012 is R328,916 (2011: R1,564,409)

The carrying amount of trade and other receivables are denominated in the following currencies:

	Group	
	2012 R'000	2011 R'000
Rand	3,742	8,092
British Pounds	–	101
Canadian Dollars	–	226
United States Dollars	326	419
Australian Dollars	28	–
	4,096	8,838

Reconciliation of provision for impairment of trade and other receivables:

	Group	
	2012 R'000	2011 R'000
Opening balance	1,564	502
Written off against provision	(576)	(198)
(Decrease)/increase in provision	(659)	1,260
Closing balance	329	1,564

9. Other financial asset

	Group	
	2012 R'000	2011 R'000
Stanlib Income Fund 11,981,062 units (2011:11,010,988)	16,533	15,015

10. Cash and cash equivalents

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Cash on hand and balances with banks	5,258	2,653	18	19
Short term money-market instruments	6,453	6,556	–	–
	11,711	9,209	18	19

11. Share capital and premium

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Authorised:				
500,000,000 ordinary shares of R0,001 each	500	500	500	500
Share capital:				
107,771,800 (2011: 107,771,800) ordinary shares of R0,001 each	108	108	108	108
414,802 (2011: 414,802) treasury shares held by subsidiary	–	–	–	–
782,394 (2011: 782,394) treasury shares held by share incentive trust	(1)	(1)	–	–
	107	107	108	108
Share premium:				
Opening balance	32,625	11,712	32,846	12,070
Arising on issue of ordinary shares	–	20,913	–	20,913
Other adjustment	–	–	–	(137)
Closing balance	32,625	32,625	32,846	32,846
Total share capital and premium	32,732	32,732	32,954	32,954

12. Trade and other payables

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Trade payables	2,063	1,670	–	–
Accruals	1,711	938	–	–
Sundry creditors and other payables	680	758	33	33
Accrued leave pay	502	382	–	–
	4,956	3,748	33	33

13. Financial liabilities by category

The accounting policies for financial instruments have been applied to the line items below:

Group 2012	Financial liabilities at amortised cost	Fair value through profit or loss: held for trading	Fair value through profit or loss: designated	Total
Trade and other payables	4,956	–	–	4,956
	4,956	–	–	4,956

	Financial liabilities at amortised cost	Fair value through profit or loss: held for trading	Fair value through profit or loss: designated	
Group 2011				Total
Trade and other payables	3,748	–	–	3,748
	3,748	–	–	3,748

14. Deferred revenue

	Group	
	2012 R'000	2011 R'000
Advertising contracts	2,573	4,355
Website support and operate contracts	2,632	663
Subscriptions	20	20
	5,225	5,038

15. Net profit/(loss) before taxation

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Net profit before taxation is stated after charging/(crediting):				
Cost of sales	25,908	19,739	–	–
Auditors' remuneration	462	467	–	–
- For services as auditors	450	407	–	–
- For other services	12	60	–	–
- Expenses	8	–	–	–
Amortisation of intangible assets	807	511	–	–
- Website costs	807	511	–	–
Depreciation of tangible fixed assets	1,081	705	–	–
- Furniture	131	93	–	–
- Computer hardware	199	175	–	–
- Computer software	18	17	–	–
- Leasehold improvements	255	190	–	–
- Office equipment	218	121	–	–
- Studio equipment	260	109	–	–
Dividend income	–	–	225	100
Foreign exchange (gains)/losses	(31)	(112)	–	1
Impairment of financial asset	117	116	–	–
Impairment of joint venture investment	(355)	–	(355)	–
Impairment of trade and other receivables	(659)	1,260	–	–
Interest paid	78	139	–	–
Interest received	(1,871)	(840)	–	–
Loss on disposal of intangible asset	–	(843)	–	–
Operating lease charges – property	1,690	1,233	–	–
Staff costs	16,712	10,268	–	–

16. Income tax expense

	Group	Company	
	2012 R'000	2011 R'000	2012 R'000
			2011 R'000
South African normal tax	236	200	—
- current	—	—	—
- prior year	236	200	—
Deferred	(417)	10	—
- current	(417)	10	—
- prior year	—	—	—
Secondary Tax on Companies	—	77	—
- current	—	77	—
- prior year	—	—	—
Total normal tax	(181)	287	—
			77

17. Reconciliation of tax rate

	%	%	%	%
Standard tax rate	28.0	28.0	28.0	28.0
Adjusted for:				
Disallowable expenses	(6.4)	(8.1)	(76.5)	(82.4)
Exempt income	0.6	—	48.5	54.9
Secondary tax on companies	—	(2.1)	—	(150.9)
Previously unrecognised deferred tax asset	(13.4)	(21.3)	—	—
Prior year under provision	(5.0)	(5.4)	—	—
Other	—	1.2	—	(0.5)
Effective tax rate	3.8	(7.7)	—	(150.9)

18. Earnings per share and headline earnings per share

The calculation of earnings per share is based on the net loss of R4,078,512 (2011: R3,756,196 net loss) and a weighted average number of issued shares of 106,574,604 (2011: 106,574,604).

The calculation of headline earnings per share is based on the headline loss of R3,723,649 (2011: R2,913,717 headline loss) and the weighted average number of issued shares of 106,574,604 (2011: 106,574,604).

The calculation of fully diluted headline earnings per share is based on the headline loss of R3,723,649 (2011: R2,913,717 headline loss) and the fully diluted weighted average number of shares of 106,574,604 (2011: 106,574,604).

	Group	
	2012 R'000	2011 R'000
Reconciliation of headline earnings:		
Net loss for the period	(4,079)	(3,756)
Loss on disposal of intangible assets	—	843
Impairment of joint venture investment	355	—
Headline loss for the period	(3,724)	(2,913)
Basic and diluted loss per share (cents)	(3.83)	(3.94)
Basic and diluted headline loss per share (cents)	(3.49)	(3.06)
Dividend per share (cents)	—	1.00

19. Risk management

The group is not party to any financial derivative contracts nor to any hedging arrangements. The risks, to which it is exposed in the conduct of its operations, and the management thereof, are:

Currency risk management

The group has currency risk as a result of sales and bank balances in foreign currencies and in respect of its foreign subsidiary. The currencies in which the group primarily deals are South African Rands, British Pounds, US Dollars, Australian Dollars and Canadian Dollars. A variation of 10% in the period-end exchange rates in relation to trade receivables and bank balances would result in an estimated R167, 000 and R21, 000 impact on the group's post-tax losses respectively, with a combined impact of R188, 000 on equity. A variation of 10% would have impacted the loss of the foreign subsidiary included in the group's post-tax loss by an estimated R26, 000 and the foreign currency translation reserve by an estimated R23, 000, with a combined impact of R49, 000 on equity.

Interest rate management

The group does not have any interest bearing borrowings or long-term debt financing arrangements. However, given the large net cash holdings of the group, it is exposed to the effects of fluctuating deposit rates and fixed income security yields. Whilst it is policy to remain as liquid as possible to take advantage of acquisition opportunities, certain funds have been invested in term deposits and fixed income securities to minimise the effects of fluctuating interest rates and to achieve a satisfactory return for shareholders.

A 1% basis point variation in interest rates during the period would result in an estimated impact of R190, 000 on post-tax losses and equity.

Credit risk management

Financial assets, which potentially subject the group to concentrations of credit risk, consist principally of cash, deposits, other financial assets and trade receivables. The group's cash equivalents, short-term deposits and other financial assets 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, however the group does have a degree of exposure in relation to certain of its sales which are undertaken by a third party which collects the related proceeds before paying these over to the group on a term basis. This risk is mitigated by ensuring strict observance to related payments terms and ongoing contact with the third party.

Liquidity risk management

The group has minimal exposure to liquidity risk as it has no borrowings and maintains sufficient cash balances to meet all obligations as they fall due. All trade and other payables are payable within 12 months.

Price risk management

The group has price risk as a result of an investment in an income fund. The underlying units are subject to price variations. A variation of 10% in the unit price would result in an estimated R1, 653 000 impact on the group's post-tax losses.

20. Related party transactions

Related party transactions exist within the group and with companies within the Caxton group. All purchasing and selling transactions with related parties are concluded at arm's length. Details of subsidiaries are given in note 3.

Key management

All members of key management are executive directors of the company.

The following persons held the position of directors of Moneyweb Holdings Limited during the financial period under review:

JM Donnelly, PG Greyling*, AB Hogg, LM Hogg*, EA Jay*, PM Jenkins (chairman)*, P Meyer, TD Moolman*, T Ncube*, L Sipoyo*, A Smith, SC Masie* and W van der Merwe* (* non executive director)

Directors' emoluments are disclosed in note 23.

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 19.

Ownership interests

The company's ownership interests in subsidiaries are set out in note 3.

Transactions with related parties

	Group		Company	
	2012	2011	2012	2011
Received by company from Moneyweb (Pty) Ltd:				
- Management fees	–	–	159	133
Received by Moneyweb (Pty) Ltd from Caxton group companies:				
- Website development, support and operation fees	4,924	3,978	–	–
- Revenue sharing commission	341	8	–	–
- Share of jointly controlled activities' profits	484	252	–	–

Amounts due from/to related parties within the group are set out in note 3.

At 30 June 2012 amounts receivable from Caxton group companies amounted to R57,258 (2011: R1,838,890).

21. 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.

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
21.1 Cash utilised by operations				
Loss before investment income, fair value adjustments, depreciation, amortisation, impairments and exchange gains/ (losses)	(4,413)	(2,159)	–	(152)
Profit from joint ventures	496	271	–	–
Impairment of financial asset	(117)	(116)	–	–
Impairment of joint venture investment	(355)	–	(355)	–
Foreign exchange gains/ (loss)	31	(112)	–	1
Exchange differences on translation of foreign operations	235	(32)	–	–
Movement in deferred revenue	187	907	–	–
	(3,936)	(1,241)	(355)	(151)

21.2 Movements in working capital

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Decrease/(increase) in trade and other receivables	4,741	(18)	–	–
Increase / (decrease) in trade and other payables	1,208	1,229	–	6
	5,949	1,211	–	6

21.3 Taxation paid

	Group		Company	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
Amounts owed/(owing) at the beginning of period	824	(952)	(109)	(22)
Current charge	(236)	(277)	–	(77)
Amounts (owed) owing at the end of period	(1,006)	(824)	109	109
Amounts (paid) refunded	(418)	(2,053)	–	10

22. Operating leases

A subsidiary has an operating lease agreement for premises. 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 lease agreement expires on 31 August 2014. The same subsidiary has a further operating lease agreement for premises. The lease does not contain a renewal option and the lease agreement expires on 31 May 2013. The following minimum aggregate rentals are committed to for the future.

	2012 R'000	2011 R'000
Within 1 year:		
- Premises	1,668	1,148
Within 2 to 5 years:		
- Premises	1,689	3,154

23. Directors' emoluments

2012
Accrued/paid (credited) by a subsidiary: (R'000)

	For services as director	Other services	Salary	Bonus and performance related payments	Medical aid contributions	Total
JM Donnelly*	–	–	1,700	–	–	1,700
PG Greyling	(18)	–	–	–	–	(18)
AB Hogg	–	–	1,600	–	50	1,650
EA Jay	18	–	–	–	–	18
TD Moolman	(18)	–	–	–	–	(18)
T Ncube	58	–	–	–	–	58
LW Sipoyo	45	–	–	–	–	45
A Smith*	–	–	3,000	–	–	3,000
W van der Merwe	40	–	–	–	–	40
	125	–	6,300	–	50	6,475

2011
Accrued/paid (credited) by a subsidiary: (R'000)

	For services as director	Other services	Salary	Bonus and performance related payments	Medical aid contributions	Total
PG Greyling	18	–	–	–	–	18
AB Hogg	–	–	903	49	35	987
LM Hogg	–	269	494	15	–	778
EA Jay	30	–	–	–	–	30
TD Moolman	18	–	–	–	–	18
T Ncube	30	–	–	–	–	30
LW Sipoyo	30	–	–	–	–	30
A Smith	–	–	1,046	–	–	1,046
DG Wessels	–	–	261	29	64	354
	126	269	2,704	93	99	3,291

**JM Donnelly and A Smith's salary includes a contractual notice period payment of 9 months. No other directors received any benefit during the period under review.*

24. Capital Management

The company manages its shareholders' equity as capital. The group's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to shareholders in the form of dividends and capital appreciation.

In order to maintain or adjust the capital structure the group may adjust the amount of dividends paid to shareholders. A general authority needs to be obtained from shareholders on an annual basis to place the authorised but unissued ordinary shares under control of the directors as well as giving the directors the authority to issue shares for cash, as and when suitable opportunities arise.

For the period under review, dividends amounting to Rnil (2011: R757,772) were paid and shares to the value of nil (2011: R24,944,000) were issued. The group sold treasury shares to the value of Rnil (2011: Rnil) and repurchased its own shares to the value of Rnil (2011: Rnil).

Refer to the Statement of Changes in Equity on page 23 for further details regarding the company's and group's capital.

Notice of the Annual General Meeting

Moneyweb Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1998/025067/06)

JSE Share Code: MNY ISIN: ZAE000025409

("Moneyweb" or "the company")

A NOTICE OF MEETING

Notice is hereby given that the annual general meeting of shareholders of the company ("the meeting") will be held in the boardroom, Second Floor, 20 The Piazza, Melrose Arch, 2196 at 10:00 on Wednesday, 21 November 2012.

B RECORD DATE, ATTENDANCE AND VOTING

The record date for determining which shareholders are entitled to notice of the meeting is Monday, 17 September 2012 and the record date for determining which shareholders are entitled to participate in and vote at the meeting is Friday, 9 November 2012. The last day to trade in order to be eligible to vote at the meeting is accordingly Friday, 2 November 2012.

If you hold dematerialised shares which are registered in your name or if you are the registered holder of certified shares:

- you may attend the meeting in person;
- alternatively, you may appoint a proxy to represent you at the meeting by completing the attached form of proxy in accordance with the instructions it contains and returning it to Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) ("transfer secretaries") to be received not later than 48 (forty-eight) hours (excluding Saturdays, Sundays and public holidays) prior to the meeting.

If you hold dematerialised shares which are not registered in your name:

- and wish to attend the meeting, you must obtain the necessary letter of representation from your Central

Securities Depository Participant ("CSDP") or broker;

- and do not wish to attend the meeting but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions;
- you must not complete the attached form of proxy.

A shareholder who is entitled to attend and vote at the meeting is entitled, by completing the attached proxy form and delivering it to the company in accordance with the instructions on that proxy form, to appoint a proxy to attend, participate in and vote at the meeting in that shareholder's place. A proxy need not be a shareholder of the company.

All meeting participants (including shareholders and proxies) will be required to provide satisfactory identification to the chairman of the meeting. Forms of identification include valid identity documents, passports and driver's licences.

Electronic attendance at the meeting

The company intends to make provision for the shareholders of the company or their proxies to participate in the meeting by way of electronic communication. Should you wish to participate in the meeting in this manner, you will need to contact the company at 011 344 8600 by 10:00 on Monday, 19 November 2012; alternatively, contact the transfer secretaries at 011 370 5334 by 10:00 on Monday, 19 November 2012, so that the company can make the necessary arrangements for electronic communication. Should you be participating in the meeting by electronic communication, kindly ensure that the voting proxies are sent to the company or the transfer secretaries by 10:00 on Monday, 19 November 2012 at the addresses set out at the end of this notice of meeting.

C PURPOSE OF MEETING

The purpose of this meeting is to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below.

ORDINARY RESOLUTIONS

Voting rights:

In order to be adopted, all ordinary resolutions require the support of a majority of the votes cast by shareholders present or represented by proxy at this meeting. The quorum for the meeting is 25% of the issued share capital of the company.

1. Ordinary resolution number 1

"To receive, consider and adopt the Annual Financial Statements of the company and the group for the financial period ended 30 June 2012, together with the reports of the Auditors and Directors."

The reason for and effect of ordinary resolution number 1 is to receive and adopt the Annual Financial Statements of the company for the period ended 30 June 2012.

2. Ordinary resolution number 2

"To confirm the re-appointment of BDO South Africa Incorporated as auditors of the company for the ensuing financial year and to register Mr. JG Marais as the designated auditor who will undertake the audit and to authorise the directors to determine the remuneration of the auditors."

The reason for and effect of ordinary resolution number 2 is to confirm the appointment of BDO South Africa Incorporated as the auditors and Mr. JG Marais as the designated auditor to the company and to determine their remuneration.

3. Ordinary resolution number 3

"To confirm the appointment of Mr. Wessel van der Merwe, independent non-executive director, as Chairman of the Audit Committee, in order to comply with section 94(2) of the Companies Act."

The reason for and effect of ordinary resolution number 3 is to confirm the appointment of Mr. W van der Merwe as chairman of the Audit Committee.

4. Ordinary resolution number 4

"To confirm the appointment of Mr. Trevor Ncube, independent non-executive director, as a member of the Audit Committee in order to comply with section 94(2) of the Companies Act."

The reason for and effect of ordinary resolution number 4 is to confirm the appointment of Mr. Trevor Ncube as member of the audit committee.

5. Ordinary resolution number 5

"To confirm the appointment of Mr. Lindikhaya Sipoyo, non-executive director, as a member of the Audit Committee in order to comply with section 94(2) of the Companies Act."

The reason for and effect of ordinary resolution number 5 is to confirm the appointment of Mr. Lindikhaya Sipoyo as member of the audit committee.

6. Ordinary resolution number 6

"To approve by way of a non-binding, advisory vote, the remuneration philosophy of the company as set out on page 10 of this annual report of which this notice forms part."

The reason for and effect of ordinary resolution number 6 is to approve the remuneration philosophy of the company.

7. Ordinary resolution number 7

"Resolved that in terms of the JSE Listings Requirements, the mandate given to the directors of the company in terms of a general authority to issue shares for cash, as and when suitable opportunities arise, be renewed subject to the following conditions:

- this authority be valid until the company's next Annual General Meeting or for 15 (fifteen) months from the date of the resolution, whichever period is shorter;

- 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 convertible into a class already in issue;
- the securities must be issued to public shareholders as defined in the JSE Listings Requirements and not to related parties;
- the general issues of shares for cash in the aggregate in any one financial year may not exceed 50% (fifty per cent) of the company's issued share capital of that class;
- the maximum discount at which securities may be issued is 10% (ten per cent) of the weighted average traded price of such securities over the 30 business days prior to the date that the price of the issue is determined or agreed between the company and the party subscribing for the securities; and
- after the company has issued securities representing, on a cumulative basis within a financial year, 5% (five per cent) or more of the number of securities in issue, prior to such issue, the company shall publish an announcement containing full details of the issue and the impact of the issue on net asset value, net tangible asset value, earnings and headline earnings per share."

The reason for and effect of ordinary resolution number 7 is to renew the general authority of the directors to issue shares for cash.

VOTING

In terms of the JSE Listings Requirements, the approval of a 75% majority of the votes cast by the shareholders present or represented by proxy and entitled to vote at the Annual General Meeting is required to approve Ordinary Resolution Number 7, excluding the Designated Adviser and the controlling shareholders, together with their associates.

8. Ordinary resolution number 8

"To authorise any one Director or the Company Secretary of the company to do all such things and sign all such documents as are deemed necessary to implement the resolutions set out in the notice convening the annual general meeting at which this ordinary resolution will be considered."

The reason for and effect of ordinary resolution number 8 is to grant authority to a single director or the Company Secretary to give effect to resolutions approved at the annual general meeting.

SPECIAL RESOLUTIONS

Voting rights

In order to be adopted, all special resolutions require the support of 75% of the votes cast by shareholders present or represented by proxy at this meeting. The quorum for the meeting is 25% of the issued share capital of the company.

SPECIAL RESOLUTION NUMBER 1 – Financial assistance to related or inter-related entities to the company

"Resolved that the board of directors is authorised, in terms of and subject to the provisions of section 45 of the Companies Act, to cause the company to provide financial assistance to any company or corporation that is related or inter-related to the company".

Reason for and effect of this resolution

Special resolution number 1 is required in terms of section 45 of the Companies Act to grant the directors of the company the authority to cause the company to provide financial assistance to any entity which is related or inter-related to the company, and it will have this effect. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the company.

SPECIAL RESOLUTION NUMBER 2 – Financial assistance for subscription for or purchase of securities by related or inter-related entities to the company

"Resolved that the board of directors is authorised, in terms of and subject to the provisions of section 44 of the Companies Act and the JSE Listing Requirements, to cause the company to provide financial assistance to any company or corporation that is related or inter-related to the company for the subscription for or purchase of securities in the company or in any company or corporation that is related or inter-related to the company".

Reason for and effect of this resolution

Special resolution number 2 is required in terms of section 44 of the Companies Act to grant the directors of the company the authority to cause the company to provide financial

assistance for the subscription for or purchase of securities to any entity which is related or inter-related to the company, and it will have this effect. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the company.

SPECIAL RESOLUTION NUMBER 3 – To renew the general authority to repurchase the company's own shares

"Resolved, as a special resolution, that the mandate given to the company in terms of its Memorandum of Incorporation (or one of its wholly-owned subsidiaries) providing authorisation, by way of a general approval, to acquire the company's own securities, upon such terms and conditions and in such amounts as the directors may from time to time decide, but subject to the provisions of the Act and the JSE Listings Requirements be extended, subject to the following terms and conditions:

- the repurchase of the ordinary shares must be 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;
- this general authority shall only be valid until the earlier of the next Annual General Meeting of the company and the expiry of a period of 15 (fifteen) months from the date of passing of this Special Resolution No. 3;
- in determining the price at which the company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten per cent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is effected;
- should derivatives be repurchased, the company must comply with the relevant paragraphs of the JSE Listings Requirements; subject to any exemptions and/or additions contained therein;
- at any point in time, the company may only appoint one agent to effect any repurchases on its behalf;
- Repurchases may not be made by the company and/or its subsidiaries during a prohibited period as defined by the JSE Listings Requirements unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period

are fixed and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;

- the repurchase of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty per cent) of the company's issued ordinary share capital at the date of passing this special resolution or 10% of the company's issued share capital in case of an acquisition of shares in the company by a subsidiary of the company;
- 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 ("initial number"), and for each 3% in aggregate of the initial number acquired thereafter, an announcement will be made; and
- the company may not enter the market to proceed with the repurchase of its ordinary shares until the company's designated adviser has confirmed the adequacy of the company's working capital for the purpose of undertaking a repurchase of securities in writing to the JSE."

The directors are of the opinion that, after considering the effect of the maximum repurchase permitted and for a period of 12 months after the date of the notice of the annual general meeting:

- the company and the group will be able to repay its debts in the ordinary course of business;
- the assets of the company and the group will be in excess of the liabilities of the company and the group. For this purpose, the assets and the liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited group annual financial statements;
- the share capital and reserves of the company and group will be adequate for ordinary business purposes; and
- the working capital of the company and the group will be adequate for ordinary business purposes.

Reason for and effect of this resolution

Special resolution number 3 is to extend the general authority given to the Directors in terms of the Act and the JSE Listings Requirements for the acquisition by the company and/or its subsidiaries of the company's securities, which authority shall be used at the Directors' discretion during the course

of the period so authorised. 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.

SPECIAL RESOLUTION NUMBER 4 – to approve the remuneration scheme for non-executive directors

“Resolved:

- that the company be and is hereby authorised to pay remuneration to its non-executive directors for their services as directors, as contemplated in s66(8) and s66(9) of the Act ; and
- that the remuneration structure and amounts as set out below, be and are hereby approved until such time as rescinded or amended by shareholders by way of a special resolution:
- Board member - annual fee of R30, 000 per non-executive director;
- Audit Committee member - annual fee of R30, 000 per non-executive director; and
- Additional consultation fee of R1, 000 per hour per non-executive director.

Reason for and effect of this resolution

Special resolution number 4 is required in order to approve the remuneration scheme for non-executive directors.

SPECIAL RESOLUTION NUMBER 5 – Introduction of Memorandum of Incorporation

“Resolved that the existing Memorandum and Articles of Association of the company and its subsidiaries, adopted in accordance with the provisions of the Companies Act, No. 61 of 1973, be and hereby are deleted in their entirety

and substituted by a new Memorandum of Incorporation approved by the Johannesburg Stock Exchange (a copy of which has been tabled at this meeting and initialed by the Chairman of the meeting for purposes of identification) in accordance with the provisions of the Act (“the MOI”) and with effect from the date of registration of the MOI by the Companies and Intellectual Property Commission.”

Reason for and effect of this resolution

Special resolution number 5 is required in terms of the Act, to replace the Memorandum and Articles of Association of the company with the MOI.

A copy of the MOI, so initialed, will be available for inspection at the registered office of the company for a period of 21 days prior to the date of the annual general meeting.

D INTERPRETATION OF THIS NOTICE

In this notice of annual general meeting, all references to:

“The Act” means the Companies Act, No. 71 of 2008, as amended;

“JSE Listings Requirements” means the Listings Requirements of the Johannesburg Stock Exchange, as amended from time to time;

“MOI” means the Memorandum of Incorporation

By order of the board



Navin Sooka

Johannesburg

14 September 2012

Registered office

Second Floor
20 The Piazza
Melrose Arch, 2196
Tel: 011 344 8600
Fax: 011 344 8601

Company Secretary

Navin Sooka
28 Wright Street
Industria West
Johannesburg, 2093
PO Box 43587
Industria, 2042

Website: www.moneyweb.co.za
Email: nsooka@ctp.co.za

Directors

PG Greyling*
AB Hogg
PM Jenkins*
SC Masie* ^
P Meyer
TD Moolman*
T Ncube* ^
L Sipoyo*
W van der Merwe* ^

* *Non-executive director*

^ *Independent*

Share transfer secretaries

Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown 2107)

Designated Advisor

Arcay Moela Sponsors (Pty) Limited
Arcay House II, Number 3 Anerley Road, Parktown, 2193,
P O Box 62397, Marshalltown, 2107
Telephone: +27 11 480 8500
Facsimile: +27 11 480 8501

FORM OF PROXY

Moneyweb Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1998/025067/06)

JSE Share Code: MNY ISIN: ZAE000025409

("Moneyweb" or "the company")

This form of proxy ("form") is for use by certificated and dematerialised shareholders whose shares are registered in their own names on Friday, 16 November 2012, being the record date for the meeting (see note 1) at the annual general meeting of the company to be held at 10:00 on Wednesday, 21 November 2012 in the boardroom at Second Floor, 20 The Piazza, Melrose Arch 2196 (see note 2).

For instructions on the use of this form and a summary of the rights of the shareholders and the proxy, please see the instructions and notes at the end of this form.

I/We (full names) _____

of (address) _____

being a shareholder/s of the company and being the registered owner/s of _____ ordinary shares in the company (see note 3), hereby appoint:

1. _____ or failing him/her
2. _____ or failing him/her

the chairman of the meeting (see note 4) as my/our proxy to attend, speak and on a poll to vote or abstain from voting on my/our behalf at the general meeting of the company to be held in the boardroom at Second Floor, 20 The Piazza, Melrose Arch, 2196 at 10:00 on 21 November 2012 or at any adjournment thereof (see note 5).

I/We desire my/our proxy to vote as follows:

Indicate with a cross how you wish your votes to be cast. If you do not do so, the proxy may vote or abstain at his discretion (see note 6).

	In favour of	Against	Abstain
1. Ordinary resolution number 1 To receive, consider and adopt the Annual Financial Statements of the company and the group for the financial period ended 30 June 2012			
2. Ordinary resolution number 2 To confirm the re-appointment of BDO South Africa Inc. as auditors of the company for the ensuing year and to register Mr. JG Marais as the designated auditor who will undertake the audit and to authorise the directors to determine the remuneration of the auditors			
3. Ordinary resolution number 3 To confirm the appointment of Wessel van der Merwe as chairman of the audit committee			
4. Ordinary resolution number 4 To confirm the appointment of Trevor Ncube as member of the audit committee			
5. Ordinary resolution number 5 To confirm the appointment of Lindikhaya Sipoyo as member of the audit committee			
6. Ordinary resolution number 6 To approve by way of non-binding vote the remuneration philosophy of the company			
7. Ordinary resolution number 7 To renew the general authority to issue shares for cash			
8. Ordinary resolution number 8 To authorise a Director or the Company Secretary to do all such things and sign all such documents to implement resolutions set out in the notice to this Annual General Meeting			
9. Special resolution number 1 Financial assistance to related and inter-related entities to the company			
10. Special resolution number 2 Financial assistance for the subscription for or purchase of securities by related and inter-related entities to the company			
11. Special resolution number 3 To renew the general authority to repurchase the company's own shares			
12. Special resolution number 4 To approve the remuneration scheme for non-executive directors			
13. Special resolution number 5 Introduction of Memorandum of Incorporation			

Signed this _____ day of _____ 2012

Signature _____ Number of Shares _____

Instructions and notes to proxy form

1. This form is for use by certificated and dematerialised shareholders with "own-name" registration whose shares are registered in their own names on the record date and who wishes to appoint another person to represent them at the meeting. If duly authorised, companies and other corporate bodies which are shareholders having shares registered in their own names may appoint a proxy using this form, or may appoint a representative in accordance with the last paragraph below.

Other shareholders should not use this form. All beneficial holders who have dematerialised their shares through a central Securities Depository Participant ("CSDP") or broker, and do not have their shares registered in their own name, must provide the CSDP or broker with their voting instructions. Alternatively, if they wish to attend the meeting in person, they should request the CSDP or broker to provide them with a letter of representation in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.

2. This form will not be effective at the meeting unless received at Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg 2001, Republic of South Africa, not later than 10:00 on Monday, 19 November 2012. If a shareholder does not wish to deliver this form to that address, it may also be posted at the risk of the shareholder to P O Box 61051, Marshalltown, 2107.
3. This form shall apply to all the ordinary shares registered in the name of shareholders at the record date unless a lesser number of shares are inserted.
4. A shareholder may appoint one person as his proxy by inserting the name of such proxy in the space provided. Any such proxy need not be a shareholder of the company. If the name of the proxy is not inserted, the chairman of the meeting will be appointed as proxy. If more than one name is inserted, then the person whose name appears first on this form and who is present at the meeting will be entitled to act as proxy to the exclusion of any persons whose names follow. The proxy appointed in this form may delegate the authority given to him in this proxy by delivering to the company, in the manner required by these instructions, a further form which has been completed in a manner consistent with the authority given to the proxy of this form.
5. Unless revoked, the appointment of a proxy in terms of this form remains valid until the end of the meeting even if the meeting or part thereof is postponed or adjourned.
6. If
 - 6.1. a shareholder does not indicate on this form that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or
 - 6.2. the shareholder gives contrary instructions in relation to any matter; or
 - 6.3. any additional resolution/s are properly put before the meeting; or
 - 6.4. any resolution listed in the proxy form is modified or amendedthe proxy shall be entitled to vote or abstain from voting, as he thinks fit, in relation to that resolution or matter. If, however, the shareholder has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 6.1 to 6.4, then the proxy shall comply with those instructions.
7. If this form is signed by a person (signatory) on behalf of the shareholder, whether in terms of a power of attorney or otherwise, then this form will not be effective unless:
 - 7.1. it is accompanied by a certified copy of the authority given by the shareholder to the signatory; or
 - 7.2. the company has already received a certified copy of that authority.
8. The chairman of the meeting may, at his discretion, accept or reject any form or other written appointment of a proxy which is received by the chairman prior to the time when the meeting deals with a resolution or matter to which the appointment of the proxy relates, even if that appointment of a proxy has not been completed and/or received in accordance with these instructions. However, the chairman shall not accept any such appointment of a proxy unless the chairman is satisfied that it reflects the intention of the shareholder appointing the proxy.
9. Any alterations made in this form must be initialed by the authorised signatory/ies.
10. This form is revoked if the shareholder who granted the proxy:
 - 10.1. gives written notice of such revocation to the company, so that it is received by the company by not later than 10:00 on Monday, 19 November 2012; or
 - 10.2. appoints another proxy for the meeting; or
 - 10.3. attends the meeting himself in person.
11. All notices which a shareholder is entitled to receive in relation to the company shall continue to be sent to that shareholder and shall not be sent to the proxy.
12. A minor must be assisted by his/her guardian, unless proof of competency to sign has been recorded by the company.
13. If duly authorised, companies and other corporate bodies which are shareholders of the company having shares registered in their own name may, instead of completing this proxy form, appoint a representative to represent them and exercise all of their rights at the meeting by giving written notice of the appointment of that representative. This notice will not be effective at the meeting unless it is accompanied by a duly certified copy of the resolution/s or other authorities in terms of which that representative is appointed and is received at the company's transfer office, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg, 2001, Republic of South Africa, not later than 10:00 on Monday, 19 November 2012.

Summary of rights established by section 58 of the Companies Act, as required in terms of subsection 58(8)(b)(i)

1. A shareholder may at any time appoint any individual, including a non-shareholder of the Company, as a proxy to participate in, speak and vote at a shareholders' meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at a meeting) (section 58(1)(b)).
2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 or expires earlier in terms of paragraph 10.4 below (section 58(2)).
3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).
4. A proxy may delegate his or her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy ("proxy instrument") (section 58(3)(b)).
5. A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders' meeting (section 58(3)(c)) and in terms of the Memorandum of Incorporation ("MOI") of the Company at least 48 hours before the meeting commences.
6. Irrespective of the form of instrument used to appoint a proxy:
 - 6.1. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58(4)(a));
 - 6.2. the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
 - 6.3. if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).
7. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5)).
8. If the proxy instrument has been delivered to a Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company's MOI to be delivered by the Company to the shareholder must be delivered by the Company to the shareholder (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).
9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).
10. If a Company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument:
 - 10.1. the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised (section 58(8)(a));
 - 10.2. the invitation or form of proxy instrument supplied by the Company must:
 - 10.2.1. bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));
 - 10.2.2. contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b) (ii)); and
 - 10.2.3. provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting (section 58(8)(b)(iii));
 - 10.3. the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and
 - 10.4. the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 7 above (section 58(8)(d)).

