



South African Reserve Bank

Publication Detail

Title:

Media Statement: Withdrawal of directives in respect of property syndication companies promoted by Sharemax Investments (Pty) Limited.

Publish Date:

2012-02-08

Category:

Media Releases

The Office of the Registrar at the South African Reserve Bank (SARB) has carried out its mandate to ensure the compliance of Sharemax (Pty) Limited and its property syndication companies with the Banks Act. The SARB has also withdrawn the directives issued to Sharemax and its property syndication companies to repay investors.

This follows the approval of the schemes of arrangement by the High Court on 20 January 2012 and the subsequent registration of Sharemax and the property syndication companies with the Companies and Intellectual Property Commission on 24 January 2012. Sharemax and its syndication companies were investigated by the Registrar's office and it was concluded that the funding models used by the entities were in contravention of the Bank's Act. Directives were issued to Sharemax for the repayment of funds to individual investors in September 2011. The SARB appointed independent fund managers to take control of the assets of Sharemax and its property syndication companies. Following the High Court decision, these fund managers have been relieved of their duties. The SARB inspects various schemes of a similar nature on an annual basis and actions taken by the Registrar's Office are dependent on the merits and demerits of each case.

Refer to the attached fact sheet for further details.

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Attachments:

Sharemax_Fact Sheet.pdf



South African Reserve Bank

Fact Sheet: Withdrawal of directives in respect of property syndication companies promoted by Sharemax Investments (Pty) Limited.

1. Following an investigation into the affairs of Sharemax Investments (Pty) Limited and various property syndication companies it had promoted, the Registrar's Office found that the funding models were in contravention of the Bank's Act.
2. This finding is not a conviction of criminality of the persons involved in the scheme. The Office of the Registrar, however, will report the findings to the appropriate authorities.
3. Following this finding, in September 2010 the Registrar's Office issued directives to Sharemax and its property syndication companies to repay the funds obtained from members of the public.
4. The Registrar's Office subsequently appointed independent inspectors as managers, to take control of the assets of Sharemax and its property syndication companies.
5. The majority of the funds were invested in fixed property and, as a result, it would have been impossible to immediately give effect to the directives to repay investors. The only option would have been to liquidate the companies and to repay the investors. This option would have brought no return for the investors.
6. In the interim, the property syndication companies appointed new independent directors to their board.
7. The Office of Registrar and the appointment managers did not appoint the new board members.
8. The new board of directors requested that the Registrar's Office grants them an opportunity to consider their options before the companies are liquidated.
9. The board of directors were granted a reasonable period to seek alternative options that would ensure that the companies were not in contravention of the Bank's Act and that they complied with the directives to pay investors.
10. The board of directors opted to resolve the matter by means of schemes of arrangement as per section 311 of the Companies Act.

11. The Office of the Registrar had no objection to the proposals as the schemes of arrangement require approval by the vast majority of investors as well as the High Court.
12. The Office of Registrar had no influence on the schemes of arrangement and the facts provided in the scheme papers were provided by the property syndication companies.
13. The board of directors also considered the "business rescue" concept, which was introduced when the Companies Act came into effect in May 2011.
14. The fees of the inspection and management of Sharemax and the property syndication companies were paid for by the Office of the Registrar.
15. The appointed inspectors acted in the interest of the South African Reserve Bank and the investors.