



UKUTHOLWA KWENZUZO ENGU 7.5% KWI APPLYIT (PTY) LTD KANYE NO 100% WENZUZO KWI MICROZONE INVESTMENT HOLDINGS (PTY) LTD

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1. Isiqalo

Ibhodi lase InfoWave linentokozo ukunazisa ngesivumelwano phakathi kuka Mnuz S. Shabalala sokwamukela ukunikizela ngo 100% wezabelo zakhe kwi Microzone Investment Holdings (Pty) Ltd kanye no 7.5% wezabelo zakhe kwi ApplyIT, lolu shitsho lwezandla lulinganiselwe ku R11.7 wamamiliyoni. Microzone inezabelo ezingu 67% kwi Adapt-IT (Pty) Ltd ("Adapt-IT"), kanye no 70% wezabelo kwi Isizinda Consulting (Pty) Ltd ("Isizinda") (collectively including Apply-IT, "Shabalala businesses"). Lolushitsho luyooqalwa ngomhlaka 1 December 2007.

ulnfoWave ubenezabelo ezingu 33% kwi Adapt-IT kanye no 66.9% wezabelo kwi ApplyIT. Umphumela uzokwenza u InfoWave abe nenzuzo engu 100% kwi Adapt-IT, u 74.4% wenzuzo kwi ApplyIT, kanye no 70% wenzuzo kwi Isizinda. Amabhuku ezinkampani zika mnumzane S Shabalala azolungiswa ekuba ahambisane nohlu lweshumi lwe JSE Limited ("JSE") Listings Requirements kanye nezinye zalezi zinkampani.

2. Imiqathango yesi vumelwano

Lolu shitsho lwezandla olulinganiselwe ku R11.7 wamamiliyoni, liyophothulwa ngokwabelwa kwezabelo ezingu 16 488 772 zase InfoWave ku Mnuz S. Shabalala ngen- tengu ka 71 wamamiliyoni ngesabelo ngasinye, u 5.6 wamamiliyoni obungcinwe ngabangcini bezabelo, ingxenye esele yezabelo ezikhishweyo zamashaya. Isabelo sika mnumzane Shabalala ka InfoWave emva kokuphuthulwa kwalolushitsho siyoba ngu 16.9%.

3. Izizathu zesivumelwano

Izizathu zazinguquko zingokukhulisa kwenkampani yase InfoWave kanye nokwakha indlela yokuthuthukisa umnotho wenkampani. Lolushitsho luzoveza amathuba amaningi ngokwakha futhi nokuthenjiswa kwe mikhiziqo kwimakethe yezobuchwepheshe kanye nokwandisa amakhasimende.

Isiqi esibizwa nge BEE ngolimi lwesilungu lesi gungu ngemuva kwezinguquko sokuphatha kwabantu abamnyama sikhuphuke kusuka ku 23% kuya ku37.8%. Ekusungul- weni kwalesivumelwano kanye nesiphetho salesivumelwano uMnuz Shabalala uyewaqokwa ukuba abe kwibhodi lase InfoWave njengomphathi omkhulu ("CEO"). uNkz T. Dunsdon, obekade ephethe enkampanini yakwa InfoWave, usezoba umqondisi wezomnotho wenkampani.

4. Isaziso Mayelana nezinkampani zika Mnuz S. Shabalala

I Adapt-IT yasungulwa ngonyaka ka 2004. Impumelelo yayo iqhile kakhulu kwezolwazi kanye nezindlela zokuphatha ekusebenziseni neminyango ekhona. Isilinganiso semiphumela ekupheleni konyaka silinganiselwa ku R9.6 wamamiliyoni futhi kunenkomba yempumelelo nokukhula eminyakeni ezayo.

I ApplyIT yasungulwa ngonyaka ka 2000. Lenkampani yezobuchwepheshe ingumsunguli wesisombululo ezimayelana nokuphepha, nezempilo ezindaweni zokusebenzela kanjalo nokuncinwa wezindawo zokusebenzela okuhleliwe. I- ApplyIT iyaziqhenya ngemikhiziqo yayo.

Isizinda sasungulwa ngonyaka ka 2004. Lenkampani yezobuchwepheshe ingumaluleki wezobuchwepheshe ikakhulukazi ERP market.

5. Ukuhlaziywa kwesivumelwano

Loku hlaziywa kwesibili ngokuka Section 9.5(a) ngokohla lwezidingo ze JSE.

6. Izimo zesivumelwano

Izimo ezisihambisana nemilandelo ethile enjwayelekile ehambisana nemingomo ekumele ilandelwe. Isicelo sokufaka kwamashaya kwa JSE angu 16 488 772 sizokwen- ziwa maduze.

7. Imininingwano yezezimali

Isilinganiso semithelela yalesivumelwano yase InfoWave ngesabelo ngasinye kanye nehlo lesabelo eliyisihloko ihlo lesabelo ngalinye elijwayelekile eliwubuncane besis- indo kanye nehlo lesabelo ngalinye elibonakalayo eliwubuncane besisindo libekwe ngezansi. Lemiphumela iyeyabekwa njengesifanekiso ngakho imininingwane ayisiyo imiphumela eqodile mayelana nesivumelwano. Imiphumela yesilinganiso ishicilelwe abanqondisi base InfoWave.

	Ngaphambi koshitsho (amasenti) ¹	Emva koshitsho (amasenti) ²	% Ushitsho
Ihlo ngesabelo ngasinye	3.55	3.78 ²	6.4%
Ihlo lesabelo Eliyisihloko	3.55	3.78 ²	6.4%
Ihlo lesabelo ngalinye	18.31	23.72 ³	29.5%
Elijwayelekile eliwubuncane besisindo			
Ihlo lesabelo ngalinye	17.30	12.67 ³	-26.8%
Elibonakalayo eliwubuncane besisindo			
Inani lezabelo ezikhishiwe	80 969 694	97 458 467 ⁴	
Amashaya abengcinawe	5 605 000	nil	

Iziqephu

1. Umisigondisa ngokushicilelwa kwalemiphumela yesiqaba sezinyanga eziyithupha eziphele ngomhlaka 31 August 2007
2. Isilinganiso se EPS kanye HEPS sikhombisa imiphumela yalesivumelwano ukuba senziwa ngomhlaka 1 March 2007 ngokuhlukanisa ihlo elingahlaziwanga lamabhinizi ka Mnuz Shabalala ezinyangeni eziyisithupha ezendule eziphele zingu 31 August 2007;
3. Isilinganiso se NAV kanye NTA, sikhombisa imiphumela yasesivumelwano ukuba senziwa ngomhlaka 31 August 2007 ngokuhlukanisa imiphumela engahlaziwanga yamabhinizi ka Mnuz. Shabalala.
4. Ihlukanisa yamasheya akhishiwe ekuphuthuleni kwesivumelwano.

8. Ukushitshwa kwengama lenkampani

Okuhambisana nesivumelwano, inkampani ibeke ukucela kubanini bamasheya enkampani angumphakathi, ukugugula igama lenkampani InfoWave Holdings Limited ukuba libizwe nge AdaptIT Holdings Limited. Isishicilelo sesicelo kumphakathi siyakukhishwa esikhathini esingekudala.

eThekwini

21 November 2007