

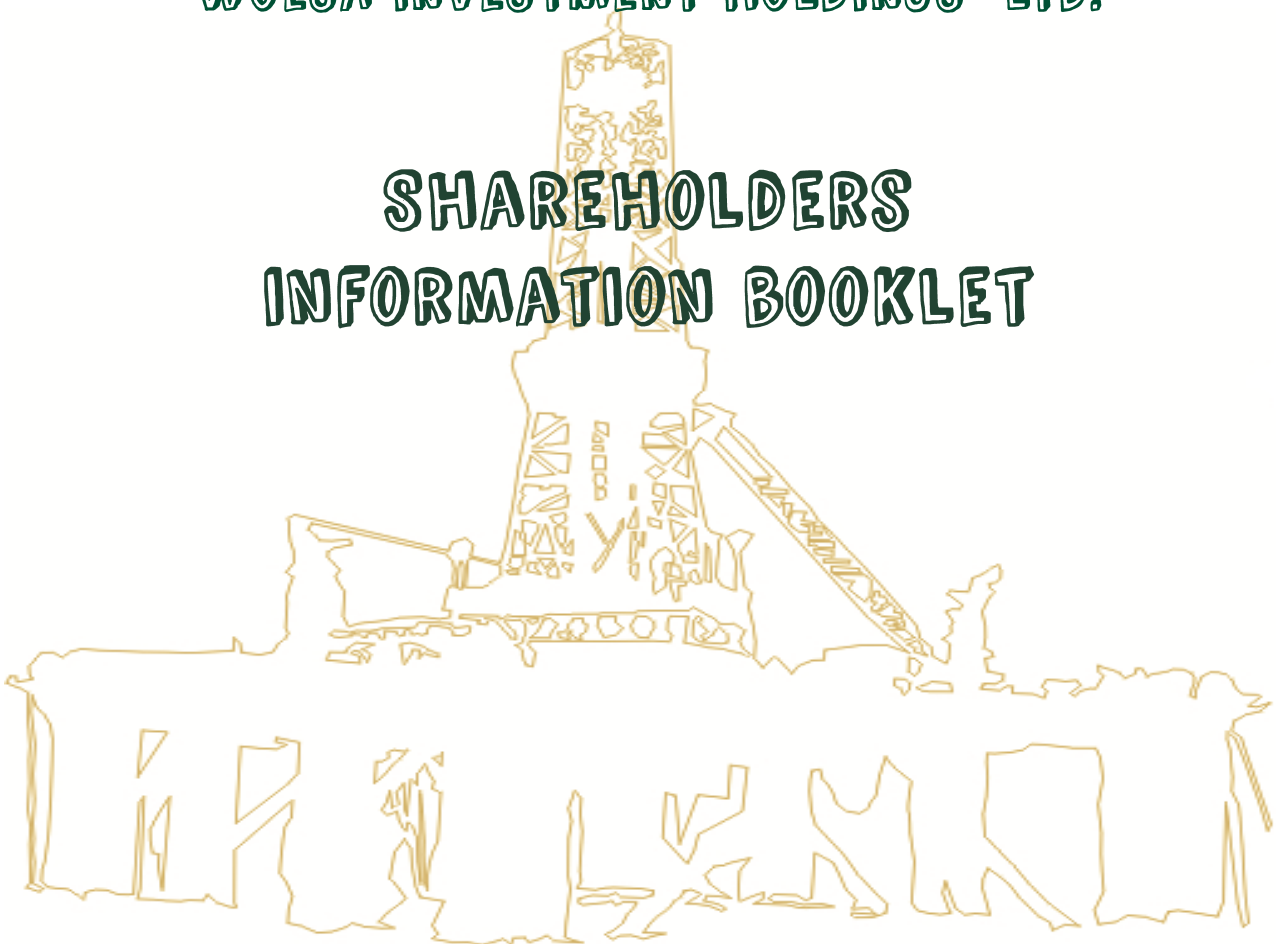


Women in Oil and Energy South Africa

# ORDINARY SHARES

WOESA INVESTMENT HOLDINGS LTD.

## SHAREHOLDERS INFORMATION BOOKLET



Please ensure that you read and understand the following about what is said in this booklet:

- This booklet tries to summarise your investment in WOESA Investment Holdings Ltd (WIH). You should not rely on this booklet as giving you a complete picture. For a complete understanding of your investment, you have to consult your 2007 or 2009 prospectus which was given to you when you purchased your shares.
- This booklet is not considered as investment advice or legal advice, hence you should not regard this booklet as giving you investment or legal advice, if you seek such advice on your investment in WIH please consult your own advisor.
- This booklet does not replace the WIH prospectus. If anything that is explained in this booklet differs from what has been said in the prospectus, then what is said in your prospectus will be what governs your investment.
- We at WIH think this is a helpful summary of your investment, however, WIH will be responsible in anyway if anything has been left out of the booklet or if anything has been said in this booklet which may be incorrect.

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## 1. YOUR INVESTMENT OPPORTUNITY

### *How you became apart of WOESA Investment Holdings LTD. (WIH)*

WIH is an organisation which seeks to empower women in the sector which was previously marginalised or ignored. In an effort to do so WIH gave women the opportunity to invest in the company to give them the opportunity to empower themselves and their families.

#### *Did you know*

*By purchasing these shares you became part of the WIH family as one of our valued shareholders.*

*WIH had 2 share periods one in 2006-07 and another in 2009. the money was then invested in a variety of projects.*

*WIH sold 70% of the companies ordinary shares to over 1000 women, many of whom have never bought shares before*

*Shares could be bought for any amount no less than R1000 at R10 per share*

*People were invited to buy shares through: Roadshows, emails, our website and through word of mouth.*





## 2. WHAT DOES IT MEAN TO BE A SHAREHOLDER

Being a shareholder means that you own a percentage of WOESA Investment Holdings LTD depending on the amount of shares you have purchased.

### *What you need to know as a shareholder*

Some companies are known as “listed companies”. These companies are listed on the JSE (the Johannesburg Stock Exchange). WIH however, is a smaller organisation and therefore is **not** a listed company. This means that you cannot trade your shares on the JSE. Companies can issue different classes of shares to meet the needs of the people who want to be shareholders. WIH has issued ordinary shares which you have bought.

### **As a shareholder you are entitled to know the following:**

-  How the company is performing by means of financial statements.
-  An Annual General Meeting where you as the shareholder gets to have your say
-  An up to date report on the progress of all projects and investments.
-  The administration of issues relating to your shares are done solely by Auditors Douglas and Velcich while the WIH office is responsible for communication between the parties.

### 3. HOW IS THE VALUE OF YOUR SHARES DETERMINED

WOESA Investments (PTY) Ltd started WOESA Investment Holdings LTD as a commercial vehicle in order to sell the shares of the organisation

WOESA Investment Holdings LTD had 100% worth of Shares which was sold:

30% went to WOESA Section 21

70% went to Individual shareholders like you

The money which was then collected from these share offers was used to invest in a variety of projects and investments as listed below.

- Sasol Inzalo Scheme
- MTN Asonge
- Bethlehem Hydro
- Grief
- Petroline
- Norconsult Iyanda
- Powerguard

Because of the variety of the investments and the fact that they are all long term it is difficult to determine the share value, but the share value basically depends on how well each investment is doing.

TIP:

You can find out more about these investments on our website: [www.woesa.com](http://www.woesa.com)

## 4. WHAT CAUSES THE VALUE OF YOUR SHARES TO DIFFER

*As mentioned on the previous page, because of the variety of investments which WIH has invested in, it is difficult to determine the exact value of your shares.*

*It is also important to note that all of these investments are long term based. This means that some of them will take more than 10 years for us to pay off our debts and see some profits.*

*However, the ultimate value of the shares depends on the success of each of our projects. For example, we have bought shares in the Sasol Inzalo Scheme. Therefore in order for us to make a profit on those shares, Sasol needs to perform well.*

*Other factors include:*

- Decisions taken by the WOESA Board regarding the well being of the company*
- The state of the South African Economy*
- The state of the Global industries which our various investments belong to*
- The Inflation rate as well as foreign exchange rate.*

**TIP:**

*The financial statements which you receive every year give you an indication of how the company is performing which ultimately is how your shares are performing*

## 5. WHAT TO LOOK FOR IN YOUR ANNUAL FINANCIAL STATEMENTS

*A financial report should be issued at least once a year which can give shareholders an indication of how the organisation is performing.*

*A Financial report has 3 main parts:*

### *Statement of Financial Position*

This tells a shareholder about a companies assets and Liabilities

#### **Assets:**

Things the company owns

#### **Liabilities:**

What the company owes others

### *Income Statement*

This tells a shareholder about the companies income and expenses

#### **Profit:**

When income is more than expenses

#### **Loss:**

When expenses is more than income

### *Statement of Cash flow*

This report tells shareholders what the company has done with its cash

#### **Cashflow:**

How much money comes in and what the cash was used for.

*WIH's Financial Statements can be accessed in the following ways:*

*Online: at [www.woesa.com](http://www.woesa.com)*

*Email: you can request a copy by emailing [info@woesa.com](mailto:info@woesa.com)*

*Post: you can request a copy by writing to us at 15 Gold Reef Road, Ormonde, Ext 35, 2091*

*Tel: You can call the WOESA office and request a copy*



## 6. WHY WIH HAS NOT PAID OUT DIVIDENDS

WIH has not paid out dividends for the past few years since your investment as our investments are of a long term nature:

What makes our investments long term

### 1. They are BEE transactions

Becoming a BBEE Partner means that you have to conform to certain conditions of the agreement to which you have purchased the shares which could include lock in periods and clauses with regard to the resale of shares.

### 2. They are Greenfield projects

This means that projects are built from the ground up and as some of them are large investments (Eg: the Bethlehem Hydro Power station) it takes a while before the project is operational and can make a profit.

### 3. Lack of sufficient capital

During our share period in 2007 and again in 2009, we unfortunately did not raise sufficient funds to invest in the projects we planned to. The investments were heavily geared meaning we had to borrow money to participate in the investment. We are now paying off the debts occurred by those loans plus the interest which also delays the possibility of paying out dividends

## 7. YOUR RIGHTS AS A SHAREHOLDER

As a WIH Shareholder you have the right to:



*Attend certain WIH meetings:*

There are two types of meetings you may attend:

- § The Annual General Meeting (AGM)
- § The General Meeting (GM)- this is held if WIH needs the shareholders to vote on something which cannot wait until the AGM.



*Vote:*

On the following matters at the AGM:

- § To receive and consider the Annual Financial Statements
- § To approve any changes to the directors
- § To approve the appointment or re-appointment of the auditors for the following year
- § To approve any matters that require shareholder approval.

At the GM, on matters for which the GM was called.






The number of votes to have is equal to your number of shares, the more shares you have the more votes you have.



*Appoint a proxy*

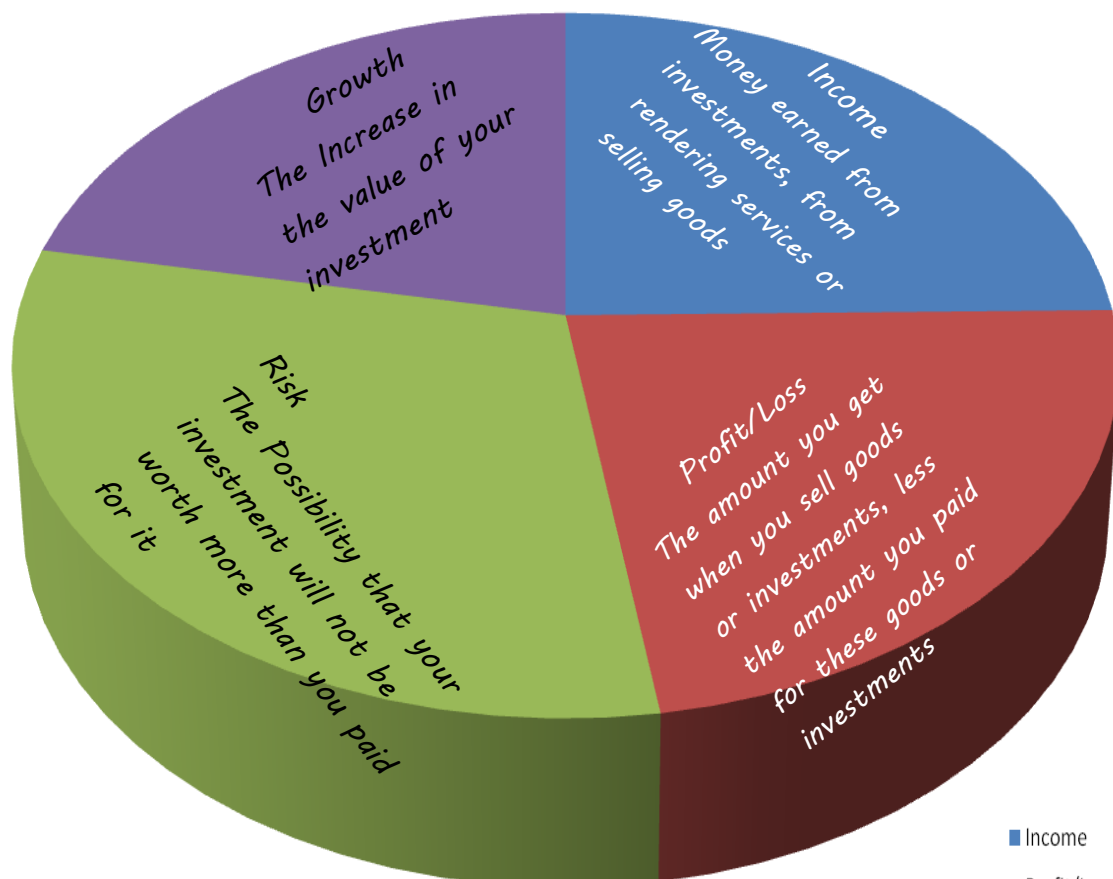
If you cannot attend a meeting you can "appoint a proxy" which means you can arrange for someone else to go in your place. When WIH sends you a notice of the meeting it will be accompanied by a proxy form. The person who you appoint can be the chairperson of the shareholders meeting or any body else who will be present at the meeting. However, completing a form of proxy is only necessary if you wish to exercise your votes and is not necessary if you do not want to exercise your votes. Even if you complete and submit a proxy form then later decide you are able to attend the meeting you are still welcome to do so.

## 8. BENEFITS AND RISKS OF BEING A SHAREHOLDER.

-  If the company is doing well, it pays the shareholder dividends. There is no guarantee that dividends will be paid.
-  When shareholders sell shares, the amount they receive could be equal, more or less than what they paid for their shares. If the shareholder receives more, they will make a **profit** on the sale. If they receive less, they will make a **loss** on the sale. Alternatively, shareholders could sell their shares for the same price at which they were bought, **breaking even**.
-  The reason for making a profit or a loss is that someone may **not** be willing to pay as much for the share as the shareholder had paid for them resulting in a loss or a buyer may be willing to pay **more** for the shares than what the shareholder paid for them resulting in a profit.
-  Shareholders may sell their shares at any time they wish as long as there is a buyer who is a South African that was previously disadvantaged who is willing to buy your shares. You must be able to produce your original copy of your share certificate as well as a signed agreement between the buyer and seller. If you cannot provide your share certificate you can obtain an avadavat from the police station to confirm this for you.
-  Because shares could grow in value, the shareholder might get back more than what they paid for the shares when the shares were sold.

*Remember that there is always the possibility that you can make more than what you paid for your investment, but there is also the possibility that you could make less. This determines whether you made a profit or loss from your investment, but for every investment you make, you take a risk.*

### Investment Terms



- Income
- Profit/Loss
- Risk
- Growth