

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt as to the action that you should take, you should consult your stockbroker, banker, attorney, accountant or other professional adviser immediately.**

### Action required by a member:

1. If you have disposed of all your ordinary shares in Wesizwe this circular should be handed to the purchaser of such shares or the stockbroker, CSDP, banker or other agent through whom such disposal was effected.
2. Certificated members and dematerialised members who have elected own name registration in the sub-register maintained by a CSDP who are unable to attend the general meeting but wish to be represented thereat, must complete and return the form of proxy attached to this circular in accordance with the instructions contained therein, to the transfer secretaries of Wesizwe, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by not later than 09:00 on Monday, 14 December 2009.
3. Dematerialised members who have not elected own name registration in the sub-register maintained by a CSDP who wish to attend the general meeting must instruct their CSDP or broker to issue them with the necessary letter of representation to attend the general meeting, or, if they do not wish to attend the general meeting, they may provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.
4. Wesizwe does not take responsibility and will not be held liable for any failure on the part of the CSDP or broker of a dematerialised member to notify such dematerialised member of the general meeting or any business to be conducted thereat.
5. The interpretation and definitions set out on pages 4 and 5 apply to this page.



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## CIRCULAR TO MEMBERS

regarding

**the requisitioning of a general meeting of the Company by Africa Wide Investment Holdings (Proprietary) Limited and Biotrace Trading 60 (Proprietary) Limited, being shareholders of the Company together holding 56 666 947 (fifty-six million six hundred and sixty-six thousand, nine hundred and forty-seven) ordinary shares, in accordance with section 181 of the Companies Act, 61 of 1973, to consider the reconstitution of the board of directors of the Company;**

and incorporating

- a notice of general meeting of members; and
- a form of proxy (to be used by certificated and dematerialised members with "own name" registration).



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Date of issue: 25 November 2009

This circular is only available in English and copies hereof may be obtained from the registered office of the Company at the address set out in the Corporate Information and Advisors section of this circular.

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## CORPORATE INFORMATION AND ADVISORS

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### Company secretary and registered office

Routledge Modise Incorporated practising as Eversheds  
Unit 13, 2nd Floor  
3 Melrose Boulevard  
Melrose Arch  
Johannesburg  
2076  
(Private Bag X19, Northlands, 2116)

### Transfer secretaries

Computershare Investor Services (Proprietary) Limited  
(Registration number 2004/003647/07)  
70 Marshall Street  
Johannesburg  
2001  
(PO Box 61051, Marshalltown, 2107)

### Date of incorporation

21 August 2003

### Place of incorporation

Pretoria

### Sponsor

Investec Bank Limited  
(Registration number 1969/004763/06)  
100 Grayston Drive  
Sandown  
Sandton  
2196  
(PO Box 785700, Sandton, 2146)

### Attorneys

Edward Nathan Sonnenbergs Inc  
(Registration number 2006/018200/21)  
150 West Street  
Sandown  
Sandton  
2196  
(PO Box 783347, Sandton, 2146)

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## **IMPORTANT LEGAL NOTES AND FORWARD-LOOKING STATEMENTS**

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### **IMPORTANT LEGAL NOTES**

The release, publication or distribution of this circular in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this circular is released, published or distributed should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. This circular does not constitute an offer to sell or issue, or the solicitation of an offer to purchase or subscribe for, any shares or other securities or a solicitation of any vote or approval of any jurisdiction in which such offer or solicitation would be unlawful.

### **FORWARD-LOOKING STATEMENTS**

This circular contains statements about Wesizwe that are or may be forward-looking statements. All statements, other than statements of historical facts included in this circular, may be forward-looking statements. Without limitation any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipate", or similar expressions or the negative thereof are forward-looking statements. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Wesizwe's operation; and (iii) the effects of Government regulation on Wesizwe's businesses.

These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Wesizwe, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of Wesizwe and the environment in which each will operate in the future. All subsequent oral or written forward-looking statements attributable to Wesizwe or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Wesizwe expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

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## IMPORTANT DATES AND TIMES

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**2009**

Last day to lodge the form of proxy for the general meeting, by 09:00, on	Monday, 14 December
General meeting at the Sandton Convention Centre, Maude Street, Sandton at 09:00, on	Thursday, 17 December
Results of the general meeting released on SENS, on	Thursday, 17 December
Results of the general meeting published in the press, on	Friday, 18 December

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**Notes:**

- These dates and times are subject to amendment. Any such amendment will be released on SENS and published in the press.
- The interpretation and definitions commencing on page 4 of this circular apply, to this information on important dates and times.
- If the date of the general meeting is postponed, replacement proxies must be furnished to the transfer secretaries by not later than 48 hours prior to the date and time to which the general meeting has been postponed.

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## INTERPRETATION AND DEFINITIONS

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In this circular, unless the context indicates a contrary intention:

- the words in the first column below shall have the meanings assigned to them in the second column;
- the singular includes the plural and *vice versa*;
- an expression which denotes one gender includes the other genders;
- a natural person includes a juristic person and *vice versa*; and
- cognate expressions shall bear correspondent meanings:

“affected directors”	those directors whose removal will be proposed at the general meeting, being Dr I Abedian, Mr N Tengawarima and Mr D J Phologane;
“Articles of Association”	the Articles of Association of Wesizwe;
“Africa Wide”	Africa Wide Investment Holdings (Proprietary) Limited (Registration number 2000/027931/07);
“Biotrace”	Biotrace Trading 60 (Proprietary) Limited (Registration number 2001/000931/07);
“board” or “Wesizwe board”	the Board of Directors of Wesizwe as constituted from time to time;
“certificated members”	members who hold certificated shares;
“certificated shares”	ordinary shares which have not yet been dematerialised in terms of Strate and title which is represented by a share certificate or other physical document of title;
“CSDP”	Central Securities Depository Participant, as contemplated in the Securities Services Act, No. 36 of 2004;
“Companies Act”	the Companies Act, No. 61 of 1973, as amended;
“dematerialised shares”	ordinary shares in respect of which paper share certificates have been replaced with electronic records of ownership under Strate with a duly appointed CSDP or broker, as the case may be;
“dematerialised members”	members who hold dematerialised shares which have been dematerialised;
“general meeting”	the general meeting of members convened in terms of the notice of meeting enclosed in this circular;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company incorporated in South Africa and a licensed stock exchange in accordance with the Securities Services Act, No. 36 of 2004;
“last practicable date”	Friday, 20 November 2009, being the last practicable date prior to the finalisation of this circular;
“members”	registered members of Wesizwe;
“ordinary share”	an ordinary share with a par value of R0.00001 in the share capital of Wesizwe;
“own name registration”	the registration in their own name by dematerialised members;
“proposed directors”	those directors whose election will be proposed at the general meeting, being Mr R G Rainey, Mr M H Solomon, Ms D N M Mokhobo, Mr W M Eksteen, Prof P G Gaylard and Adv K G Moroka;

“requisition”	collectively, the requisitions received by the Company from the requisitionists on 6 November 2009 requisitioning the Company to convene a general meeting of members in accordance with section 181 of the Companies Act for purposes of considering the removal of the affected directors and the appointment of the proposed directors;
“requisitionists”	Africa Wide and Biotrace;
“SENS”	the Securities Exchange News Service of the JSE;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Limited (Registration number 1998/022242/06), a registered central securities depository in terms of the Custody and Administration of Securities Act, No 85 of 1992;
“this circular”	this board circular, dated 25 November 2009, including the appendices hereto, the notice of general meeting and the form of proxy;
“transfer secretaries”	Computershare Investor Services (Proprietary) Limited (Registration number 2004/003647/07) with its address at Ground Floor, 70 Marshall Street, Johannesburg, 2001; and
“Wesizwe” or “the Company”	Wesizwe Platinum Limited (Registration number 2003/020161/06), a company duly registered and incorporated under the company laws of South Africa and listed on the JSE.

  
**WESIZWE PLATINUM LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 2003/020161/06)  
JSE code:WEZ ISIN: ZAE000075859  
(the "Company" or "Wesizwe")

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## **BOARD OF DIRECTORS OF WESIZWE**

Dr Iraj Abedian \*\*\* *Acting Chairman*  
Mr Nyasha Tengawarima \* *Acting Chief Executive Officer*  
Mr Clive Graham Knobbs \*\*\*  
Dr Mbendeni Humphrey Mathe \*\*\*  
Mr Mlibo Gladly Mgudlwa \*\*  
Mr Ezekiel Monnakgotla \*\*  
Mr Goleele Mosinyi \*\*\*  
Mr Disele Johannes Phologane \*\*  
Mr Julian Christopher Williams \*\*

\* Executive

\*\* Non-executive

\*\*\* Independent non-executive

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## **CIRCULAR TO MEMBERS**

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### **I. INTRODUCTION**

On 6 November 2009, Biotrace, certifying that it is the holder of 10 729 632 ordinary shares (constituting 1,83% of the total issued ordinary shares on that date) and Africa Wide, certifying that it is the holder of 45 937 315 ordinary shares (constituting 7,83% of the total issued ordinary shares on that date), furnished the Company with the requisition.

The object of the general meeting is to propose the removal of the affected directors and the appointment of the proposed directors in terms of section 220 of the Companies Act .

Pursuant to the Company receiving the notice of requisition of a members' meeting, the Company is hereby convening a general meeting to be held at the Sandton Convention Centre, Maude Street, Sandton at 09:00 on Thursday, 17 December 2009.

The background leading up to the requisitioning of the general meeting by the requisitionists is as follows:

- In accordance with Article 27.8 (as read with Article 27.8.3), of the Articles of Association, the majority of the members of the board at the time (being Abedian, Messrs, Monnakgotla, Phologane and Tengawarima) signed and deposited a notice with the Company on 2 November 2009, requesting Messrs Solomon and Rainey to vacate their office as directors of the Company, which took effect on such date.
- Messrs Solomon and Rainey were so removed as they have allegedly failed to act in the best interests of the Company in that they had not practiced transparency and good corporate governance which was destroying shareholder value.
- Messrs Solomon and Rainey challenged their removal as aforesaid in the South Gauteng High Court on the basis that such removal was in bad faith and unlawful. They have subsequently withdrawn their Court application. The Company is of the view that their removal was lawful and in accordance with its constitutional documents.
- The requisitionists have now requisitioned the general meeting for the purposes of removing the affected directors and re-appointing Messrs Solomon and Rainey. In addition, the requisitionists propose re-appointing certain directors whose tenure members elected not to extend at the annual general meeting of the Company held on 12 August 2009.
- No explanation has been offered by the requisitionists as to why the reconstitution of the board is warranted.

## 2. PARTICULARS OF THE PROPOSED DIRECTORS

The *curricula vitae* of the proposed directors appear in Appendix 1.

## 3. PROPOSED REMOVAL OF AFFECTED DIRECTORS AND REPRESENTATIONS TO MEMBERS BY THE AFFECTED DIRECTORS

The *curricula vitae* of the affected directors appear in Appendix 2.

Each affected director has, in accordance with section 220(3) of the Companies Act, the right to make representation to the Company regarding their proposed removal from the board. If so requested by the affected directors, such representations will either be posted to members, released on SENS, published in the press or read out at the general meeting.

In addition, each affected director, to the extent that they are present at the general meeting, will have the opportunity to be heard at the general meeting prior to the members voting on any resolutions proposed thereat.

## 4. COMBINED SHAREHOLDINGS

### 4.1 Major shareholders

Insofar as is known to the board, on the last practicable date, the members directly or indirectly beneficially interested in 5% (five percent) or more of the issued share capital of Wesizwe are set out in the table below.

Name	Number of shares beneficially held	Percentage shareholding of Wesizwe
Bakubung *	73 630 000	12,58
Newshelf 925 (Pty) Limited *	70 000 000	11,96
Stanlib Asset Management Limited	51 326 602	8,77
Investec Asset Management **	45 937 515	7,85
Camden Bay Investments 2 (Pty) Limited ***	29 761 905	5,08
	<b>586 092 473</b>	<b>46,24</b>

\* Bakubung-Ba-Ratheo Community.

\*\* Managed on behalf of Africa Wide Investment Holdings (Pty) Limited.

\*\*\* Beneficial shareholder – Vunani Capital Limited.

### 4.2 Board of Directors' interests in ordinary Wesizwe shares

At the last practicable date, the board, in aggregate, held 16 269 850 ordinary Wesizwe shares and the details of their holdings in ordinary shares are set out in the table below:

Director	Ordinary shares Indirect: Beneficial	Percentage shareholding
M G Mgudlwa	9 761 679	1,67
J C Williams	6 508 171	1,11

Other than as disclosed above, the board have no direct or indirect beneficial interest in transactions effected by the Company during the current financial year or in the preceding financial year or during any earlier financial year and which remain in any respect outstanding or unperformed.

## 5. OPINION AND RECOMMENDATIONS OF THE BOARD

In regard to the removal of the affected directors, the directors (with the exception of Mr M G Mgudlwa who is also a director of Africa Wide) note the following:

The requisitionists have proposed that a resolution be passed at the general meeting to accommodate the election of directors not re-elected at the last annual general meeting of the Company held on 12 August 2009, Mr W M Eksteen, Prof P G Gaylard and Ms D N M Mokhobo, to reinstate two directors, namely Mr R G Rainey and Mr M H Solomon, removed in terms of the Company's Articles of Association and appoint one new director, Adv. K G Moroka. The requisitionists have proposed that the nomination of the proposed directors and the removal of the affected directors be moved as individual resolutions rather than as block votes, which will enable combined members to vote in respect of each individual.

The board therefore recommends that members exercise discretion in determining which representatives they elect onto the board or remove from the board, having regard to the best interests of the Company.

Those directors entitled to vote at the general meeting intend to vote in accordance with the directors' recommendation as set out above.

## **6. GENERAL**

### **Material changes in the business**

There has been no material change in the financial or trading position of Wesizwe and its subsidiaries since the end of the last financial period, being 30 June 2009.

### **Board of directors' responsibility statement**

The Wesizwe board (with the exception of Mr M G Mgudlwa who is also a director of Africa Wide), whose names appearing on page 6 of this circular, collectively and individually, accept full responsibility for the accuracy of the information, other than the accuracy of the *curricula vitae* as set out in Appendix I, which were provided by the requisitionists and the board of Wesizwe, give and certify that, to the best of their knowledge and belief, there are no other facts that have been omitted, which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that this circular contains all information required by law and the JSE Listings Requirements.

### **Consents**

The sponsor, attorneys and transfer secretaries have all consented, in writing, to act in the capacities stated and to their names being used in this circular and have not withdrawn their consents prior to the publication of this circular.

## **7. GENERAL MEETING**

A general meeting of members will be held at 09:00 in Boardroom 6/7, Sandton Convention Centre, Maude Street, Sandton on Thursday, 17 December 2009.

The purpose of the general meeting will be to consider and if deemed fit, pass with or without modification, the proposed ordinary resolutions contained in the notice of general meeting.

## **8. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered office of Wesizwe during normal business hours from Wednesday, 25 November 2009 until Thursday, 17 December 2009:

- the Memorandum and Articles of Association of Wesizwe;
- the requisitions;
- the consents of the proposed directors to act as directors of the Company; and
- the consent letters from the sponsor, attorneys and transfer secretaries.

## **9. ACTION REQUIRED**

A notice convening the general meeting forms part of this circular and a form of proxy, for use by certificated members or dematerialised members who have elected own name registration who are unable to attend the general meeting, are attached hereto. Duly completed forms of proxy must be received by the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), by no later than 09:00 on Monday, 14 December 2009.

By order of the board (with the exception of Mr M G Mgudlwa who is also a director of Africa Wide)

## **WESIZWE PLATINUM LIMITED**

25 November 2009

### **Registered office**

Unit 13, 2nd Floor  
3 Melrose Boulevard  
Melrose Arch  
2076  
(Private Bag X19, Northlands, 2116)

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## CURRICULA VITAE OF THE AFFECTED DIRECTORS OF WESIZWE

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### 1. **IRAJABEDIAN (DR)** (Qualification: BA (Hons), MA, PhD (Economics) (age 53)

Dr Abedian is the founder and Chief Executive of Pan-African Capital Holdings (Pty) Ltd. He was the founder and Director of the Applied Fiscal Research Centre (AFReC) at the University of Cape Town and has consulted on economic policy issues to public and private sector organisations in South Africa and internationally.

From September to December 1999, he was based at the International Marketing Fund (IMF) in Washington D.C., and worked on issues related to fiscal vulnerability assessment. In January 2000, he joined the Standard Bank Group as Group Economist and was appointed Director of the group in April 2000. From June 2003 to August 2004, he was an economic columnist for the *Sowetan*, a Johannesburg-based daily newspaper. In 2003, the Association of Black Securities and Investment Professionals (ABSIP) named him Top Economist of the Year. He is an honorary Professor of Economics at Pretoria University, and is a director of a number of listed and unlisted companies.

### 2. **NYASHA TENGAWARIMA** (Qualification: BCom, BCompt (Hons), MCom, Advanced Diploma (Auditing) CA(SA)) (age 36)

Mr Nyasha Tengawarima, the Acting Chief Executive Officer and currently the only executive director of the Company, commenced with Wesizwe in 2007 as the Chief Financial Officer and was promoted to the position of Financial Director in July 2009 and has been acting Chief Executive Officer since September 2009 prior to the dismissal of Mr M H Solomon in terms of the Company's Articles of Association.

Previously he held a position as Senior Manager: Financial Service and Acting Vice President: Finance for Lonmin Platinum. Prior to joining Lonmin Platinum Nyasha was Financial Director of a health insurance company, African Life Health, a then subsidiary of African Life Assurance Limited.

### 3. **DISELE JOHANNES PHOLOGANE** (Qualifications: Health Diploma, Certificates in PR, Management and Leadership) (age 39)

Mr Disele Johannes Phologane, a non-executive director of the Company and representative of the Company's largest member the Bakubung-Ba-Ratheo Community, joined Wesizwe on 6 June 2005 and was recently re-elected as director on 12 August 2009.

Mr Phologane sits on the Bakubung-Ba-Ratheo Traditional Council and is Chairperson of the Advisory Committee to the Kgosi. He has certificates in Policy Development, Public Relations, Basic Management Principles, Development Leadership and Management. Previous experience includes being personal assistant to the Provincial ANC Secretary (North West) and Communications Manager, Office of the Executive Mayor. In addition he has served as a Youth Development Committee Secretary, IDP Officer and ANC Local Election Co-ordinator in the Rustenburg region. He is also a member of the Bojanala ANC Regional Committee in North West.

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## **CURRICULA VITAE OF THE PROPOSED DIRECTORS NOMINATED TO SERVE ON WESIZWE'S BOARD OF DIRECTORS**

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### **1. MICHAEL SOLOMON** (age 56)

BSc (Eng) (Mining), Mine Managers Certificate of Competency, Metalliferous, MDP Mining

After graduating, Michael worked for Anglovaal Mining Limited. He subsequently joined Steffen Robertson & Kirsten as a Senior Mining Engineer and then moved to the EL Bateman Group where he served as a Senior Mining Engineer and later as Principal Mining Engineer with Batepro/Van Eck and Lurie.

Prior to 1994, he served as a member of the Mineral and Energy Policy Group within the Department of Economic Planning for the African National Congress. He was a founding member of the non-governmental organisation, the Minerals and Energy Policy Centre, where he headed the Minerals Division. In 1997 he was deployed to Alexkor Limited as Manager Business Development.

From 2001 he served as Principal Mining Engineer and director of The Mineral Corporation, focusing on the management of transformation issues in the South African mining industry. In this capacity he served as an adviser to the Royal Bafokeng Nation and numerous other black empowerment interests. Before joining Wesizwe in October 2004, he was contracted to Anglo Platinum as Programme Director responsible for mineral and mining rights conversion.

Michael is a Fellow of both the South African Institute of Mining and Metallurgy and the Institute of Quarrying. He was recently appointed to the Mining and Metallurgy Advisory Group of the World Economic Forum.

### **2. ROBERT RAINEY** (age 57)

B.Com, CTA, CMA, CA(SA)

Robert is the CFO of Toronto-listed Energem Resources Inc. His experience in the mining and energy sectors spans over 20 years and covers a range of commodities including platinum, gold, chrome, diamonds, copper/cobalt, vanadium and tin mining.

During his career, Robert has held the positions of CFO and CEO for several junior mining houses listed in Johannesburg, Canada, London and Australia including Southern Era Resources Ltd and listed companies within the JCI Group.

### **3. DAWN MOKHOB** (age 60)

BA (Social Science)

Dawn is a director of companies including Engen Limited, Nozala Holdings Limited and Sabvest Limited. She is also a director of Empowerdex and the Financial Services Board Foundation Trust. She Chairs African International Advisors, the Ombudsman's Council for Long-Term Insurance and is Deputy Executive Chairperson of Partnership.

### **4. MIKE EKSTEEN** (age 60)

Registered Certificated Engineer, National Higher Diploma in Mining, Mine Manager's Certificate of Competency

Mike is a retired mining engineer with 38 years of operating experience in a range of commodities, including platinum group metals, gold, diamonds and base metals.

He spent 34 years working in various positions in the Goldfields Group, including as Mine General Manager of O'Okiep Copper Company, Kloof Gold Mine and Northam Platinum. As General Manager he was responsible for all aspects of reserve development, mine planning, shaft sinking, budgeting and cost control. His last position was Senior Vice President and Chief Operating Officer of Southern Era Resources, a Canadian exploration and mining company in platinum and diamonds.

**5. PETER GAYLARD (PROFESSOR)** (age 66)

Pv Eng. BSc Eng (Chemical)

Peter has 34 years' experience in extractive metallurgy, mostly in the platinum industry, in which he held senior management and consultancy positions covering all stages of the platinum extraction and refining process. For the past 11 years he has been an Honorary Research Associate and Adjunct Professors in the Department of Chemical Engineering at the University of Cape Town and also worked as a Research Director of AMIRA International for the past 10 years.

**6. KGOMOTSO MOROKA** (age 54)

Kgomotso is an independent non-executive director of Standard Bank Group and The Standard Bank of South Africa Limited. She is chairman and director of Gobodo Forensic & Investigative Accounting and a director of Fidelity Security Group, MultiChoice South African Holdings, Network Healthcare Holdings, Schindler Lifts (SA) and South African Breweries.



**WESIZWE PLATINUM LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 2003/020161/06)  
JSE code:WEZ ISIN: ZAE000075859  
(the "Company" or "Wesizwe")

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## **NOTICE OF GENERAL MEETING OF MEMBERS**

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Notice is hereby given that a general meeting of the members of Wesizwe (requisitioned in terms of section 181 of the Companies Act, No. 61 of 1973 ("the Act"), pursuant to requisitions received from each of Africa Wide Investments Holdings (Proprietary) Limited and Biotrace Trading 60 (Proprietary) Limited, holding 7,83% and 1,83% of the issued share capital of the Company, respectively) will be held in Boardroom 6/7 at the Sandton Convention Centre, Maude Street, Sandton on Thursday, 17 December 2009 at 09:00, to consider and if deemed fit, to pass the following ordinary resolutions, with or without modification:

### **ORDINARY RESOLUTION 1**

Resolved that, with effect from the passing of this resolution 1, and in accordance with section 220 of the Act, Dr I Abedian is hereby removed from office as director of Wesizwe.

### **ORDINARY RESOLUTION 2**

Resolved that, if and once resolution 1 is duly passed, with effect from passing of this resolution 2, and in accordance with section 220 of the Act, Mr R G Rainey is hereby appointed as director of Wesizwe in the stead of Dr I Abedian.

### **ORDINARY RESOLUTION 3**

Resolved that, with effect from passing of this resolution 3, and in accordance with section 220 of the Act, Mr N Tengawarima is hereby removed from office as director of Wesizwe.

### **ORDINARY RESOLUTION 4**

Resolved that, if and once resolution 3 is duly passed, with effect from passing of this resolution 4, and in accordance with section 220 of the Act, Mr M H Solomon is hereby appointed as director of Wesizwe in the stead of Mr N Tengawarima.

### **ORDINARY RESOLUTION 5**

Resolved that, with effect from passing of this resolution 5, and in accordance with section 220 of the Act, Mr D J Phologane is hereby removed from office as director of Wesizwe.

### **ORDINARY RESOLUTION 6**

Resolved that the members of Wesizwe hereby instruct the Board of Directors of Wesizwe, without prejudice to and subject to the fiduciary duties of such directors, to appoint as a director of Wesizwe, in terms of Article 27.2 of the Articles of Association of Wesizwe, as soon as reasonably possible, a person nominated in writing by or on behalf of the Kgosi of the Bakubung-Ba-Ratheo Tribe, after consultation with the Bakubung-Ba-Ratheo Traditional Council, so to be appointed.

### **ORDINARY RESOLUTION 7**

Resolved that, with effect from passing of this resolution 7, Ms D N M Mokhobo is hereby appointed as a director of Wesizwe.

### **ORDINARY RESOLUTION 8**

Resolved that, with effect from passing of this resolution 8, Mr W M Eksteen is hereby appointed as a director of Wesizwe.

### **ORDINARY RESOLUTION 9**

Resolved that, with effect from passing of this resolution 9, Dr P G Gaylard is hereby appointed as a director of Wesizwe.

## **ORDINARY RESOLUTION 10**

Resolved that, with effect from passing of this resolution 10, Advocate K D Moroka is hereby appointed as a director of Wesizwe.

## **ORDINARY RESOLUTION 11**

Resolved that the directors of Wesizwe are hereby authorised, instructed and empowered to do all such things, and procure the doing of all such things, and the signature of all such documents as may be necessary for or incidental to giving effect to resolutions 1 to 10 (both inclusive).

The *curricula vitae* of the proposed directors to be appointed appear in Appendix 2 to this circular to which this notice of general meeting is attached and the *curricula vitae* of the directors proposed to be removed appear in Appendix 1 to this circular to which this notice of general meeting is attached.

Each of Dr I Abedian, Mr Tengawarima and Mr D J Phologane, to the extent that they are present at the general meeting, shall have an opportunity to be heard at the general meeting prior to members voting on ordinary resolutions 1 to 10.

If required by any of Dr I Abedian, Mr Tengawarima and Mr D J Phologane, any written representations pertaining to ordinary resolutions 1 to 10 received by the Company from each such person shall be read at the general meeting, provided that such representations have not already been distributed to all the members of the Company.

## **VOTING AND PROXIES**

Certificated members and dematerialised members who have elected own name registration in the sub-register maintained by a CSDP, may attend, speak and vote at the general meeting or may appoint one or more proxies (who need not be members of Wesizwe) to attend, speak and vote at the general meeting on behalf of such members.

A resolution put to the vote will be decided on a show of hands, unless a poll is demanded before or immediately after the declaration of the result of the show of hands by:

- the Chairman of the general meeting; or
- not less than five members having the right to vote at the general meeting, or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the general meeting, or by a member or members entitled to vote at the general meeting and holding in the aggregate not less than at least one-tenth of the issued share capital of the Company.

On a show of hands, a proxy will, irrespective of the number of members he represents, have only one vote.

A form of proxy is attached to this notice of general meeting. Duly completed forms of proxy must be returned to the transfer secretaries of Wesizwe, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) and fax number (011) 688 5238 to be received by no later than 09:00 on Monday, 14 December 2009.

Dematerialised members who have not elected own name registration in the sub-register maintained by a CSDP, who wish to attend and vote at the general meeting as detailed above, should instruct their CSDP or broker to issue them with the necessary authority to attend the general meeting, or if they do not wish to attend the general meeting, but wish to be represented thereat, should provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between such members and their CSDP or broker.

By order of the board

## **WESIZWE PLATINUM LIMITED**

### **Routledge Modise Incorporated**

*Company secretary*

25 November 2009

### **Registered office**

Unit 13, 2nd Floor  
3 Melrose Boulevard  
Melrose Arch  
2076  
(Private Bag X19, Northlands, 2116)





**WESIZWE PLATINUM LIMITED**

(Incorporated in the Republic of South Africa)  
 (Registration number 2003/020161/06)  
 JSE code: WEZ ISIN: ZAE000075859  
 (the "Company" or "Wesizwe")

**FORM OF PROXY FOR MEMBERS**

For the use only by certificated members and by dematerialised members who have elected own name registration through a CSDP or broker at the general meeting of the Company to be held on Thursday, 17 December 2009 at 09:00 in Boardroom 6/7 at the Sandton Convention Centre, Maude Street, Sandton.

Dematerialised members who have not elected own name registration in the sub-register maintained by a CSDP who wish to attend and vote at the general meeting must **not** complete this form of proxy but must instruct their CSDP or broker to issue them with the necessary letter of representation to attend and vote at the general meeting, or if they do not wish to attend the general meeting but wish to be represented thereat, should provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

I/We

(NAME/S IN BLOCK LETTERS)

of (address)

being the registered holder/s shares of  in Wesizwe, hereby appoint (see note 1):

1. \_\_\_\_\_ or failing him/her;
2. \_\_\_\_\_ or failing him/her;
3. the Chairman of the general meeting.

as my/our proxy to act on my/our behalf at the general meeting which will be held for the purpose of considering, and if deemed fit, passing with or without modification, the ordinary resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary Wesizwe shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	Number of votes (one vote per share)		
	For	Against	Abstain
<b>Ordinary resolution number 1</b> Dr I Abedian be removed as director of Wesizwe			
<b>Ordinary resolution number 2</b> Mr R G Rainey be appointed as director of Wesizwe in the stead of Dr I Abedian			
<b>Ordinary resolution number 3</b> Mr N Tengawarima be removed as director of Wesizwe			
<b>Ordinary resolution number 4</b> Mr M H Solomon be appointed as director of Wesizwe in the stead of Mr N Tengawarima			
<b>Ordinary resolution number 5</b> Mr D J Phologane be removed as director of Wesizwe			
<b>Ordinary resolution number 6</b> That the members of Wesizwe hereby instruct the Board of Directors of Wesizwe, to appoint a person nominated in writing by or on behalf of the Kgosi of the Bakubung-Ba-Ratheo Tribe			
<b>Ordinary resolution number 7</b> Ms D N M Mokhobo be appointed as a director of Wesizwe			
<b>Ordinary resolution number 8</b> Mr W M Eksteen be appointed as a director of Wesizwe			
<b>Ordinary resolution number 9</b> Prof P G Gaylard be appointed as a director of Wesizwe			
<b>Ordinary resolution number 10</b> Advocate K D Moroka be appointed as a director of Wesizwe			
<b>Ordinary resolution number 11</b> To authorise, instruct and empower the directors of Wesizwe to do all such things necessary for or incidental to giving effect to resolutions 1 to 10 (both inclusive).			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2009

Signature

Assisted by me (where applicable)

Name

Capacity

Signature

(Please print in BLOCK LETTERS)

Unless otherwise instructed, my/our proxy may vote as he thinks fit.

A member entitled to attend and vote at the general meeting is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.

**Please read the notes on the reverse side hereof.**

**Notes:**

1. A member may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the Chairman of the general meeting", but any such deletion must be initialled by the member. The person whose name stands first on this form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member's instructions to the proxy must be indicated by the insertion by him of his shareholding in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he deems fit in respect of all the member's votes exercisable thereat. A member or the proxy is not obliged to use all the votes exercisable by the member or by the proxy, but the total cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the member or by the proxy.
3. Forms of proxy must be lodged with or posted to the Company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) and fax number (011) 688 5238 to reach them by no later than 09:00 on Monday, 14 December 2009.
4. The completion and lodging of this form of proxy by certificated members and by dematerialised members who have elected own name registration through a CSDP, will not preclude the relevant member from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company.
6. Subject to note 1, a deletion of any printed matter and the completion of any blank spaces on this form of proxy need not be signed or initialled. Any other alteration or correction made to this form of proxy must be initialled by the authorised signatory/ies.
7. This form of proxy may be used at any adjournment or postponement of the general meeting, including any postponement due to a lack of a quorum, unless withdrawn by the member. Replacement proxies, which can be obtained from the Company secretary, must be furnished to the transfer secretaries by not later than 48 hours prior to the date and time to which the general meeting has been postponed.