

CHIEF REGISTRAR'S CIRCULAR NO. 5 OF 2012

CONVERSION FROM PRIVATE COMPANY INTO A PUBLIC COMPANY CONCERNING ARROWHEAD PROPERTIES LIMITED

1. **ARROWHEAD PROPERTIES PROPRIETARY LIMITED (Registration Number 2011/000308/07)** has been converted, in terms of the provisions of the Companies Act, 2008 (Act No. 71 of 2008), from a private company into a public company now known as **ARROWHEAD PROPERTIES LIMITED (Registration Number 2011/000308/06)**, with effect from 26 October 2011.

The enclosed documentation regarding this conversion must be filed under BC No. 1 of 2012 in all deeds registries.

2. Due to the number of deeds that have to be endorsed regarding the conversion, permission is hereby granted to endorse deeds as and when they are lodged for an act of registration.
3. Powers of attorney, consents and applications signed, and deeds registered after the **date of this circular** must reflect the conversion from a private company into a public company, whilst those signed prior to this date must be accepted unaltered.
4. When relevant bonds are lodged for cancellation, it will not be necessary to endorse them in this regard, provided that the consent to cancellation refers to the conversion.
5. All deeds registries will be supplied with rubber-stamps.



CHIEF REGISTRAR OF DEEDS

DATE: *5 September 2012.*

REFERENCE: A 6/2/P
RINGBINDER 15

CHIEF REGISTRAR OF DEEDS
REGISTRARS OF DEEDS
DEPUTY REGISTRAR OF DEEDS: DEEDS TRAINING
DIRECTOR: LAW SOCIETY OF SOUTH AFRICA : PRETORIA
MANAGER: BUTTERWORTHS PUBLICATIONS : DURBAN

<p>ENDORSEMENT IN TERMS OF SECTION 3(1)(V) OF ACT 47 OF 1937 TO INDICATE THE CONVERSION OF A PRIVATE COMPANY TO A PUBLIC COMPANY</p>	<p>ENDOSSEMENT KRAGTENS ARTIKEL 3(1)(V) VAN WET 47 VAN 1937 OM DIE OMSKAKELING VAN 'N PRIVATE MAATSKAPPY NA 'N PUBLIEKE MAATSKAPPY AAN TE DUI</p>
<p>ARROWHEAD PROPERTIES PROPRIETARY LIMITED (Registration Number 2011/000308/07)</p> <p>HAS BEEN CONVERTED IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2008 (ACT 71 OF 2008) INTO A PUBLIC COMPANY AND IS NOW KNOWN AS</p> <p>ARROWHEAD PROPERTIES LIMITED (Registration Number 2011/000308/06)</p>	<p>ARROWHEAD PROPERTIES PROPRIETARY LIMITED (Registrasie Nommer 2011/000308/07)</p> <p>IS KRAGTENS DIE BEPALINGS VAN DIE MAATSKAPPYWET, 2008 (WET 71 VAN 2008) OMSKEP IN 'N PUBLIEKE MAATSKAPPY EN STAAN NOU BEKEND AS</p> <p>ARROWHEAD PROPERTIES LIMITED (Registrasie Nommer 2011/000308/06)</p>
<p>BC 1 / 2012</p>	
<p>DATUM / DATE</p>	<p>REGISTRATEUR / REGISTRAR</p>

CoR15.2



Companies and Intellectual
Property Commission
a member of the dti group

PKF SECRETARIAL SERVICES (PTY) LTD PKF
SECRETARIAL
DOCEX 135 JOHANNESBURG

Issue Date: 26/10/2011
Print Date: 11/11/2011
Tracking Number: X6774528

RE: Amendment to Company Information

Company Number: 2011/000308/07

Company Name: ARROWHEAD PROPERTIES (Pty) Ltd

We have received a CoR15.2 from you dated 14 September 2011

The CoR15.2 was registered and placed on file.

Regards

Asbid Ludin

Commissioner: CIPC

Please note:

The attached certificate can be validated on the CIPC website at www.cipc.co.za.

The contents of the attached certificate was electronically transmitted to the South African Revenue Services.

The Companies and Intellectual Property Commission of South Africa
Postal Address: PO Box 429, Pretoria, 0001, Republic of South Africa

Tel: 086 100 2472
www.cipc.co.za



Certificate issued by the Commissioner of Companies & Intellectual
Property Commission on Tuesday, June 5, 2012 at 11:40



Certificate of Director Amendments

CoR 39

Registration Number: 2011 / 000308 / 06
Enterprise Name: ARROWHEAD PROPERTIES

Companies and Intellectual
Property Commission

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ENTERPRISE INFORMATION

Registration Number: 2011 / 000308 / 06
Enterprise Name: ARROWHEAD PROPERTIES
Enterprise Shortened Name:
Enterprise Translated Name:
Registration Date: 05/01/2011
Business Start Date: 05/01/2011
Enterprise Type: Public Company
Enterprise Status: In Business
Financial Year End: September
Number of Directors: 6
Description of Principal Business: TRADING IN ALL ITS ASPECTS AND ANYTHING ALLIED THERETO

Addresses

POSTAL ADDRESS
42 PRIVATE BAG X10048

SANDTON
Gauteng
2196

ADDRESS OF REGISTERED OFFICE
42 WIERDA ROAD WEST
WIERDA VALLEY
SANDTON
Gauteng
2196

DETAILS OF AUDITOR / ACCOUNTING OFFICER

Name: PKF (JHB) INC
Membership/Practice No: 806395E
Profession: The South African Institute of Chartered Accountants
Postal Address: PRIVATE BAG X10048
SANDTON
2146
Telephone Number:
Fax Number:
Email Address:
Cell Number:
Appointment Date: 29/04/2011

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Physical Address
the dti Campus - Block F
77 Melrose Street
Sunnyside 0001

Postal Address: Companies
P O Box 429
Pretoria
0001

Docex: 256
Web: www.cipc.co.za
Contact Centre: 086 100 2472 (CIPC)
Contact Centre (International): +27 12 394 8500



Certificate issued by the Commissioner of Companies & Intellectual Property Commission on Tuesday, June 5, 2012 at 11:40



Certificate of Director Amendments

Companies and Intellectual Property Commission
a member of the dti group

CoR 39

Registration Number: 2011 / 000308 / 06
Enterprise Name: ARROWHEAD PROPERTIES

ACTIVE DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Contrib. (R)	Interest (%)	Appoint. Date	Address
KAPLAN, MARK JONATHAN	Director	8097095021087	0.00	0.00	28/04/2011	Postal: 57 ASPEN VILLAS, KOPJE ROAD, MORNINGSIDe, 2195 Residential: 57 ASPEN VILLAS, KOPJE ROAD, MORNINGSIDe, 2195
ADLER, TAFFY MONTY	Director	5008136097085	0.00	0.00	02/09/2011	Postal: 10 THURSHTON PLACE, 22 WESTWOOD AVENUE, 22 WESTWOOD AVENUE, MELROSE Residential: 10 THURSHTON PLACE, 22 WESTWOOD AVENUE, MELROSE NORTH,
LEISSNER, GELAND GEORGE LEO	Director	4112255051081	0.00	0.00	02/09/2011	Postal: P O BOX 28066, SANDRINGHAM, SANDRINGHAM, 2131 Residential: 2 D MEHVYN ROAD, GLENHAZEI, JOHANNESBURG, 2192
NELL, MATTHEW ALEX ELLIS	Director	5001105096085	0.00	0.00	02/09/2011	Postal: P O BOX 2501, SAXONWOLD, SAXONWOLD, 2132 Residential: 30 VENUS STREET, BIRDAVEN 2195
STRÖBEL, ELIZABETH PETRONELLA	Director	8905220142083	0.00	0.00	02/09/2011	Postal: PO BOX 4734, MARSHALL TOWN, MARSHALL TOWN, 2107 Residential: 90 FIRST STREET, LINDEN, 2195
SOLEMAN, IMRAAN EBRAHIM	Director	7201135223088	0.00	0.00	02/09/2011	Postal: 8 ARNOLD ROAD, ROSEBANK, ROSEBANK 2195 Residential: 2 JUDITH ROAD, EMMARENTIA, 2193

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Physical Address
the dti Campus - Block F
77 Meintjies Street
Sunnyside 0001

Postal Address: Companies
P O Box 429
Pretoria
0001

Docex: 256
Web: www.cipc.co.za
Contact Centre: 086 190 2472 (CIPC)
Contact Centre (International): +27 12 394 9500



COR15.2**Certificate issued by the Companies and Intellectual Property Commission on 28/09/2011**

Companies and Intellectual
Property Commission
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Certificate of Confirmation

Registration Number M2011/000308/07
 Enterprise Name ARROWHEAD PROPERTIES (Pty) Ltd
 Enterprise Shortened Name
 Enterprise Translated Name
 Registration Date 06/01/2011
 Business Start Date 06/01/2011
 Enterprise Type Private Company
 Enterprise Status In Business
 Financial Year End September
 Tax Number 9779439189
 Number of Directors 2
 Description of Principal Business TRADING IN ALL ITS ASPECTS AND ANYTHING ALLIED THERETO
 Postal Address 42 PRIVATE BAG X10048

SANDTON
 Gauteng
 2196
 Address of Registered Office 42 WIERDA ROAD WEST
 WIERDA VALLEY
 SANDTON
 Gauteng
 2196

Auditors

Auditor Name	Practice Number	Type	Appoint Date	Address
PKF (JHB) INC	808395E	Auditor	28/04/2011	Postal: PRIVATE BAG X10048 SANDTON :Gauteng 2148



The Companies and Intellectual Property Commission of South Africa
 Postal Address: PO Box 429, Pretoria, 0001, Republic of South Africa

tel: 086 100 2472
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COR15.2

Certificate Issued by the Companies and Intellectual Property Commission on 28/09/2011



Companies and Intellectual
Property Commission
A member of the dti group

Certificate of Confirmation

Registration Number: M2011/000300/07
Enterprise Name: ARROWHEAD PROPERTIES (Pty) Ltd

Directors:

Surname, Name	ID Number	Type	Appoint Date	Addresses
KAPLAN, MARK JONATHAN	8007085021082	Director	28/04/2011	Postal: 57 ASPEN VILLAS KOPJE ROAD MORNINGSIDE 2198 Residential: 57 ASPEN VILLAS KOPJE ROAD MORNINGSIDE 2198
KAPLAN, MARK JONATHAN	8007085021082	Company Secretary (Natural Person)	28/04/2011	Postal: 57 ASPEN VILLAS KOP JE ROAD MORNINGSIDE Gauteng 2198 Residential:



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Postal Address: PO Box 429, Pretoria, 0001, Republic of South Africa

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ARROWHEAD PROPERTIES (PROPRIETARY) LIMITED**MINUTES OF A GENERAL MEETING OF THE SHAREHOLDER OF THE
COMPANY HELD IN JOHANNESBURG ON 1 SEPTEMBER 2011 AT 10:30****PRESENT:**

As per attendance register

NOTICE:

Notice of a meeting was given.

QUORUM

A quorum being present the meeting was declared properly constituted.

RESOLVED THAT:**SPECIAL RESOLUTION NUMBER 1**

THAT the company be and is hereby converted from a private company to a public company.

SPECIAL RESOLUTION NUMBER 2

THAT subject to the passing of special resolution numbered 1 above, the company adopt a new Memorandum of Incorporation in place of its existing Memorandum and Articles of Association.

SPECIAL RESOLUTION NUMBER 3

THAT subject to the passing of special resolutions numbered 1, and 2 above, and in terms of requirements stipulated by the JSE Limited the company adopts a new Memorandum of Incorporation in place of its existing Memorandum and Articles of Association.

SPECIAL RESOLUTION NUMBER 4

The authorised share capital of the company being R1 000 divided into 1 000 ordinary shares of R1,00 each is converted to 1 000 ordinary shares of no par value each ranking pari passu in all respects with the existing shares in the company.

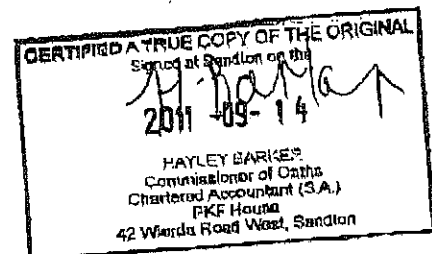
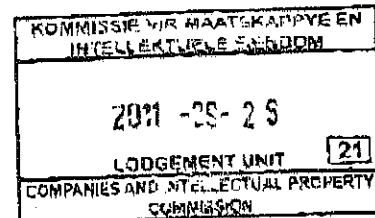
SPECIAL RESOLUTION NUMBER 5

Subject to the passing of special resolution number 1, 2, 3 and 4 above, the authorised share capital of no par value be increased to 2 000 000 000 ordinary shares of no par value to rank in pari passu in all respects with the existing shares of the company

The authorised and issued share capital will thereafter be:

Authorised: 2 000 000 000 ordinary shares of no par value

Issued: 100 ordinary shares of no par value



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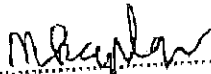
ORDINARY RESOLUTION

Subject to the passing of special resolution number 1, 2, 3, 4 and 5 above, the Ordinary Share Capital account of R100 related to this capital, be transferred to the stated capital account of the company.

The above special resolution shall be effective from date of passing notwithstanding the date of Registration thereof by the Registrar of Companies.

There being no further business, the meeting terminated.

SIGNED AS A CORRECT RECORD


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CHAIRMAN