



## WESIZWE PLATINUM LIMITED

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

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### NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the annual general meeting of members of Wesizwe will be held at the Glenhove Conference Centre, 52 Glenhove Road, Melrose Estate, Houghton, Johannesburg on Tuesday, 12 August 2008 at 09h00 for the following purposes:

#### ORDINARY BUSINESS

1. To receive and consider the annual financial statements for the year ended 31 December 2007;
  2. To re-appoint KPMG Inc as auditors to the Company;
  3. To authorise the directors to determine the remuneration of the Company's auditors;
  4. To re-elect as a director Mrs L Maloney who is retiring in accordance with the articles of association;
  5. To re-elect as a director Mr R G Rainey who is retiring in accordance with the articles of association;
  6. To re-elect as a director Mr J C Williams who is retiring in accordance with the articles of association;
- A brief *curriculum vitae* in respect of each director referred to above appears on pages 28 to 31 of the annual report.

#### SPECIAL BUSINESS

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions:

##### ORDINARY RESOLUTION NUMBER 1

"Resolved that all the authorised but unissued ordinary shares in the capital of the Company, be and are hereby placed at the disposal and under the control of the directors until the next annual general meeting, and that the directors be and are hereby authorised to allot, issue and otherwise to dispose of all or any of such shares at their discretion, in terms of and subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, and the Listings Requirements of the JSE Limited and subject to the proviso that the aggregate number of ordinary shares which may be allotted and issued in terms of this ordinary resolution number 1, shall be limited to 20% (twenty percent) of the number of ordinary shares in issue from time to time."

A majority of the votes cast by all shareholders present, or represented by proxy at the annual general meeting, will be required to approve this resolution.

##### ORDINARY RESOLUTION NUMBER 2

"Resolved that the directors of the Company be and are hereby authorised and empowered, by way of a general authority, to allot and issue shares for cash to such persons, on such terms and conditions as the directors may from time to time at their discretion deem fit, but subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, and the Listings Requirements of the JSE Limited ("JSE") and the following limitations, namely that:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will be made only to public shareholders as defined in the JSE Listings Requirements and not related parties, unless the JSE otherwise agrees;
- the number of shares issued for cash shall not in the aggregate in any one financial year exceed 15% (fifteen per cent) of the Company's issued share capital of ordinary shares;
- this authority be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five per cent) or more of the number of shares in issue prior to the issue;
- in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten per cent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to by the directors of the Company.

Ordinary resolution number 2 is required, under the JSE Listings Requirements, to be passed by achieving a 75% majority of the votes cast in favour of such resolution by all members present or represented by proxy and entitled to vote, at the annual general meeting."

##### ORDINARY RESOLUTION NUMBER 3

"Resolved that any director of the Company or the Company Secretary be and is hereby authorised to sign all such documentation and do all such things as may be necessary for the implementation of ordinary resolutions numbers 1 and 2."

## NOTES:

FOR USE BY SHAREHOLDERS WHO HAVE NOT DEMATERIALISED THEIR SHARES AND "OWN NAME" DEMATERIALISED SHAREHOLDERS.

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend, speak and vote in such shareholder's stead. A proxy need not be a shareholder of Wesizwe.

Every person present and entitled to vote at the annual general meeting as a shareholder or as a proxy or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of Wesizwe shares such person holds or represents, but in the event of a poll, a shareholder holding shares shall be entitled to only one vote per share held.

## INSTRUCTIONS ON SIGNING AND LODGING THIS FORM OF PROXY:

1. Every member present in person or represented by proxy and entitled to vote shall, on a show of hands, have only one vote and upon a poll every member shall have a vote for every ordinary share held.
2. You may insert the name of any person(s) whom you wish to appoint as your proxy in the blank space(s) provided for that purpose. The person whose name appears first on this form of proxy and who is present at the annual general meeting will be entitled to act as a proxy to the exclusion of those whose names follow.
3. When there are joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders for which purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. Only that holder whose name appears first in the register need sign this form of proxy.
4. If this form of proxy is signed under the authority of a power of attorney or on behalf of a company or any other juristic person, then it must be accompanied by such power of attorney, or a certified copy of the relevant enabling resolution or other authority of such company or other juristic person, unless proof of such authority has been recorded by the Company.
5. If the shareholder does not indicate in the appropriate place on the face hereof how he or she wishes to vote in respect of any resolution, his or her proxy shall be entitled to vote as he or she deems fit in respect of that resolution.
6. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration must be signed, not initialled.
7. The chairperson of the annual general meeting may, in the chairperson's absolute discretion, reject any form of proxy which is completed, other than in accordance with these instructions and notes.
8. Forms of proxy, powers of attorney or any other authority appointing a proxy shall be deposited at the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (or posted to PO Box 61051, Marshalltown, 2107) so as to be received by no later than 09h00 on Friday, 8 August 2008 (in respect of the annual general meeting) or 48 hours, excluding Saturdays, Sundays and South African public holidays, before the time appointed for holding of any adjourned meeting.
9. No form of proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting in cases where the annual general meeting was originally held within six months from the aforesaid date.



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### FORM OF PROXY

All terms in the circular to which this form of proxy is attached shall bear the same meanings in this form of proxy.

**FOR USE BY SHAREHOLDERS WHO HAVE NOT DEMATERIALIZED THEIR SHARES AND "OWN NAME" DEMATERIALIZED SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE ANNUAL GENERAL MEETING OF WESIZWE TO BE HELD AT 09H00 ON TUESDAY, 12 AUGUST 2008 OR ANY ADJOURNMENT THEREOF BUT WHO WISH TO BE REPRESENTED THEREAT.**

**Shareholders who have dematerialised their shares**, other than "own name" dematerialised shareholders, with a CSDP or broker should advise their CSDP or broker as to what action they wish to take and should they wish to attend the annual general meeting they should request their CSDP or broker to issue them with the necessary authorisation to attend. This must be done in terms of the agreement entered into between them and the CSDP or broker.

Shareholders who have dematerialised their shares must not return this form of proxy to the transfer secretaries. Their instructions must be sent to their CSDP or broker for action.

I/We (please print)

of (please print address)

being a shareholder of Wesizwe, holding  shares in Wesizwe, hereby appoint:

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the chairperson of the general meeting,

as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of shareholders of Wesizwe to be held at the Glenhove Conference Centre, 52 Glenhove Road, Melrose Estate, Johannesburg at 09h00 on Tuesday, 12 August 2008 and at any adjournment thereof and to vote or to abstain from voting on the ordinary resolutions to be proposed at the annual general meeting as follows:

\*Indicated with an "X" in the spaces below how votes are to be cast:

	For	Against	Abstain
1. The adoption of the annual financial statements for the year ended 31 December 2007			
2. To re-appoint KPMG Inc as auditors			
3. To authorise the directors to determine the remuneration of the Company's auditors			
4. To re-elect L Maloney as a director			
5. To re-elect R G Rainey as a director			
6. To re-elect J C Williams as a director			
<b>7. Ordinary resolution number 1:</b> To place the unissued shares under the control of the directors			
<b>8. Ordinary resolution number 2:</b> To authorise the issue of shares for cash			
<b>9. Ordinary resolution number 3:</b> To authorise the directors or Company Secretary to do all things necessary			

Signed this day of \_\_\_\_\_

Signature of member(s)

Assisted by me (where applicable)

The completion and lodging of this form of proxy will not preclude the relevant shareholder who grants this proxy from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should he or she wish to do so.

**Please read the notes and instructions on the reverse hereof.**

## VOTING

### **Certificated shareholders/Dematerialised shareholders with "own name" registrations/representatives.**

On a show of hands, every shareholder of the Company who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented thereat by a representative appointed pursuant to section 188 of the Companies Act, shall have one vote. On a poll, every shareholder of the Company who (being an individual) is present in person or by proxy at the annual general meeting or which (being a company or body corporate) is represented thereat by a representative appointed pursuant to section 188 of the Companies Act, shall have one vote for every Wesizwe ordinary share of which it is a holder.

Dematerialised Wesizwe Shareholders (who are not "own name" dematerialised Wesizwe shareholders) who wish to attend the annual general meeting or to vote by way of proxy must contact their Central Securities Depository Participants ("CSDP") or broker who will furnish them with the necessary authority to attend the annual general meeting or be represented thereat by proxy. This must be done in terms of the agreement entered into between the dematerialised Wesizwe Shareholder and the CSDP or broker.

## PROXIES

A Wesizwe shareholder entitled to attend and vote at the annual general meeting may appoint one or more persons as its proxy to attend, speak and vote in such shareholder's stead. A proxy need not be a shareholder of the Company.

A form of proxy is attached for the convenience of certificated Wesizwe shareholders and "own name" dematerialised Wesizwe shareholders who are unable to attend the annual general meeting, but who wish to be represented thereat. In order to be valid, duly completed forms of proxy must be received by the transfer secretaries of the Company, namely Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001. (PO Box 61051, Marshalltown, 2107), so as to be received by no later than 09h00 on Friday, 8 August 2008.

By order of the board

### **Routledge Modise Attorneys**

*Company Secretary*

7 July 2008

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## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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### **Resolution 1**

To receive, consider and adopt the annual financial statements for the financial year ended 31 December 2007.

### **Resolutions 2 and 3 – Auditors**

To re-appoint KPMG Inc as auditors of the Company and authorise the directors to determine their remuneration.

### **Resolution 4 to 6 - Re-appointment of directors**

These resolutions will be proposed reappointing Mrs L Maloney, Mr R G Rainey, Mr J C Williams, who retire by rotation in accordance with the Company's Articles of Association.

### **Ordinary resolution number 1 – Authority to allot shares**

This gives directors the general authority to allot and issue shares at their discretion subject to the pro visa that the number of ordinary shares which may be allotted and issued shall be limited to 15% (fifteen per cent) of the number of ordinary shares in issue from time to time.

### **Ordinary resolution number 2 – Authority to allot shares for cash**

Shares allotted for cash must normally be first offered to shareholders in proportion to their existing shareholdings. However, ordinary resolution number 2 renews an existing authority given to directors to allot shares or other equity securities for cash to persons, other than existing shareholders, up to a maximum of 15% (fifteen per cent) of the Company's issued share capital from time to time. This authority will terminate on the date of the next annual general meeting and gives the directors the flexibility to take advantage of business opportunities which may arise.

### **Ordinary resolution number 3**

To authorise the directors or Company Secretary to implement ordinary resolutions number 1 and 2.