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## DEFINITIONS

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| <b>“aloeCap”</b>                              | aloeCap (Proprietary) Limited (Registration number 1997/020270/07), a private company incorporated in South Africa;   |
| <b>“Articles of Association”</b>              | the articles of association of Blue Label Telecoms;   |
| <b>“Activi Technology”</b>                    | Activi Technology Services (Proprietary) Limited (Registration number 2006/020927/07), a private company incorporated in South Africa;  |
| <b>“APS”</b>                                  | Africa Prepaid Services (Proprietary) Limited (Registration number 2004/035253/07), a private company incorporated in South Africa;   |
| <b>“the Act”</b>                              | the South African Companies Act, 1973 (Act 61 of 1973), as amended;   |
| <b>“BBBEE Act”</b>                            | the Broad-Based Black Economic Empowerment Act, No.53 of 2003, as amended;  |
| <b>“BEE”</b>                                  | Black Economic Empowerment as envisaged in the BBBEE Act;   |
| <b>“Board”</b>                                | the Board of Directors of Blue Label Telecoms, whose names are given in the “Corporate Information” section of this Pre-Listing Statement;  |
| <b>“Bookrunner”</b>                           | Investec Bank;  |
| <b>“Blue Label One”</b>                       | Blue Label One (Proprietary) Limited (Registration number 2005/033903/07), a private company incorporated in South Africa;  |
| <b>“Blue Label Telecoms” or “the Company”</b> | Blue Label Telecoms Limited (Registration number 2006/022679/07), a public company incorporated in South Africa, the shares of which are to be listed on the JSE and which company was previously a dormant company known as Friedshelf 776 (Proprietary) Limited;  |
| <b>“Blue Label Telecoms Shares”</b>           | Ordinary shares with a par value of R0.000001 each in the authorised and issued share capital of Blue Label Telecoms;   |
| <b>“Blue Label Telecoms Shareholder(s)”</b>   | an individual(s) who holds shares in the issued share capital of Blue Label Telecoms;   |
| <b>“Blue Label Group” or “the Group”</b>      | Blue Label Telecoms, its subsidiaries, associates and joint ventures;   |
| <b>“BLI”</b>                                  | Blue Label Investments (Proprietary) Limited (Registration number 2001/003778/07), a private company incorporated in South Africa;  |
| <b>“BLI Group”</b>                            | BLI, its subsidiaries, associates and joint ventures;   |
| <b>“BLI Non-Core Assets”</b>                  | BLI investments that will not be included in the Listing and that will be sold to Newco in terms of the Restructuring prior to the Listing, which include investments in the following companies: <ul style="list-style-type: none"><li>– Siyathenga (Proprietary) Limited (Registration number 2006/014612/07);</li><li>– Forward Zone Sports Agency (Proprietary) Limited (Registration number 1999/003567/07);</li><li>– Umusa Monetary Platform (Proprietary) Limited (Registration number 2002/024696/07);</li><li>– Friedshelf 688 (Proprietary) Limited (Registration number 2005/041938/07) holding 100% of Coin-IT Administration and Marketing (Proprietary) Limited (Registration number 2005/018062/07);</li><li>– Retail Ventures (Proprietary) Limited (Registration number 2003/029956/07);</li><li>– Furniture Ventures (Proprietary) Limited (Registration number 2005/014203/07);</li><li>– Blue Label Properties (Proprietary) Limited (Registration number 1998/022459/07);</li></ul> |

- Blue Label Private Equity (Proprietary) Limited (Registration number 2004/028543/07);
- ZOK Cellular (Pty) Limited (Registration number 2004/011668/07); and
- Prepaid TV & Utilities (Proprietary) Limited (Registration number 2005/022264/07).

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| <b>“BLI Share Sale Agreement”</b>    | the share sale agreement entered into between Blue Label Telecoms and the BLI Shareholders, in terms of which Blue Label Telecoms acquires all the shares in the share capital of BLI;  |
| <b>“BLI Shareholder(s)”</b>          | a person(s) who hold(s) shares in the issued share capital of BLI;  |
| <b>“Budding Trade”</b>               | Budding Trade (Proprietary) Limited (Registration number 2001/012758/07), a private company incorporated in South Africa;   |
| <b>“Business Day”</b>                | any day other than a Saturday, Sunday or official public holiday in South Africa;   |
| <b>“Cell C”</b>                      | Cell C (Proprietary) Limited (Registration number 1997/007722/07), a private company incorporated in South Africa;  |
| <b>“Cellfind”</b>                    | Cellfind (Proprietary) Limited (Registration number 2003/020255/07), a private company incorporated in South Africa;  |
| <b>“Certificated Shares”</b>         | Blue Label Telecoms Shares, which are held and represented by a share certificate or other documents of title, which have not been Dematerialised in terms of the requirements of Strate;   |
| <b>“Certificated Shareholders”</b>   | holders of Certificated Shares;   |
| <b>“Closing Date”</b>                | the Closing Date of the Private Placing, expected to be Thursday, 8 November 2007, but may be amended by Blue Label Telecoms by way of an announcement in the press and on SENS;  |
| <b>“Common Monetary Area”</b>        | collectively, South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;  |
| <b>“CSDP”</b>                        | a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act, No. 36 of 2004, as amended;   |
| <b>“Datacel”</b>                     | Datacel (Proprietary) Limited (Registration number 2004/029753/07), a private company incorporated in South Africa;   |
| <b>“Dematerialise”</b>               | the process by which Blue Label Telecoms shares held by Certificated Shareholders are converted to, or held in, electronic form as Dematerialised Shares and recorded in the sub-register of members maintained by a CSDP;        |
| <b>“Dematerialised Shares”</b>       | Blue Label Telecoms Shares which have been Dematerialised in terms of the requirements of Strate through a CSDP or broker and are held in Blue Label Holdings' sub-register of members administered by a CSDP in electronic form; |
| <b>“Dematerialised Shareholders”</b> | holders of Dematerialised Shares;   |
| <b>“Directors”</b>                   | the Board of Directors of Blue Label Telecoms, whose names are given in the “Corporate Information” section of this Pre-Listing Statement;  |
| <b>“e-Voucha”</b>                    | e-Voucha (Proprietary) Limited (Registration number 2006/025888/07), a private company incorporated in South Africa;  |
| <b>“Friedshelf 649”</b>              | Friedshelf 649 (Proprietary) Limited (Registration number 2005/033740/07), a private company incorporated in South Africa, holding a 25.2% equity interest in WBSH;   |
| <b>“Further Allotment Option”</b>    | the further allotment option as explained in paragraph 61 of this Pre-Listing Statement;  |
| <b>“Gold Label”</b>                  | Gold Label (Proprietary) Limited (Registration number 2003/014792/07), a private company incorporated in South Africa;  |
| <b>“Group”</b>                       | the Blue Label Group, as defined;   |

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| <b>“HOBS”</b>                                  | House of Business Solutions (Proprietary) Limited (Registration number 2003/015576/07), a private company incorporated in South Africa;  |
| <b>“IFRS”</b>                                  | International Financial Reporting Standards;   |
| <b>“Investment Bank”</b>                       | Investec Corporate Finance, a division of Investec Bank;   |
| <b>“Investec Bank”</b>                         | Investec Bank Limited (Registration number 1969/004763/06), a public company incorporated in South Africa;   |
| <b>“IT”</b>                                    | information technology;  |
| <b>“JSE”</b>                                   | the JSE Limited (Registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa, which is licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004);  |
| <b>“King Code”</b>                             | the Code of Corporate Practices and Conduct as set out in the Second King Report on Corporate Governance;  |
| <b>“Kwikpay”</b>                               | Kwikpay SA (Proprietary) Limited (Registration number 2004/030945/07), a private company incorporated in South Africa;   |
| <b>“Last Practicable Date”</b>                 | the last practicable date before finalisation of this Pre-Listing Statement, being Thursday, 25 October 2007;  |
| <b>“Listing”</b>                               | the proposed listing of the Blue Label Telecoms Shares on the JSE;   |
| <b>“Listing Date”</b>                          | the date that the Blue Label Telecoms shares are to be listed on the JSE, which date is expected to be Wednesday, 14 November 2007;  |
| <b>“Listing Requirements”</b>                  | the Listing Requirements of the JSE;   |
| <b>“Management Bonus Settlement Agreement”</b> | the agreement entered into between TPC and Brett Marlon Levy and Mark Steven Levy for the settlement of the original TPC management bonus agreement, as explained in paragraph 20 to this Pre-Listing Statement;   |
| <b>“Matragon”</b>                              | Matragon (Proprietary) Limited (Registration number 2002/005572/07), a private company incorporated in South Africa;   |
| <b>“Matrix”</b>                                | Matrix Investments No. 4 (Proprietary) Limited (Registration number 2003/016414/07), a private company incorporated in South Africa;   |
| <b>“MTN”</b>                                   | MTN Group Limited (Registration number 1994/009574/05), a public company incorporated in South Africa;   |
| <b>“Newco”</b>                                 | Newshelf 828 (Proprietary) Limited (Registration number 2006/018404/07), a private company incorporated in South Africa and the company into which the BLI Non-Core Assets will be transferred in terms of the Restructuring;  |
| <b>“Nthwese”</b>                               | Nthwese Investment Holdings Consortium (Proprietary) Limited (Registration number 2004/025336/07), a private company incorporated in South Africa;   |
| <b>“Opening Date”</b>                          | the opening date of the Private Placing, expected to be Monday, 29 October 2007, but may be amended by way of an announcement in the press and on SENS;  |
| <b>“Offer for Sale”</b>                        | a private placing to Qualifying Institutions of a maximum value of R376 467 352 of Blue Label Telecoms Shares priced between R5.75 and R6.75 per Blue Label Telecoms Share in terms of an offer for sale by certain of the Blue Label Telecoms Shareholders. In terms of the Offer for Sale and based on the Private Placing Price Range, the maximum number of Blue Label Telecoms Shares to be issued will be 65 472 583 and the minimum number of Blue Label Telecoms Shares to be issued will be 55 772 941; |
| <b>“Offer for Subscription”</b>                | a private placing to Qualifying Investors of a maximum value of R1 000 000 000 of new Blue Label Telecoms Shares, priced between R5.75 and R6.75 per Blue Label Telecoms Share, in terms of an offer for subscription and including the Preferential Placement. In terms of the Offer for Subscription and based on the Private Placing Price Range, the maximum number of Blue  |

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|                                      | Label Telecoms Shares to be issued will be 173 913 043 and the minimum number of Blue Label Telecoms Shares to be issued will be 148 148 148;  |
| <b>“Oxygen India”</b>                | Oxygen Services (India) Private Limited (Registration number U74999DL2003PTC121961), a private company incorporated in India;  |
| <b>“PIC”</b>                         | the Public Investment Corporation, an investment management company wholly-owned by the South African government, established in terms of the Public Investment Corporation Act, 2004;   |
| <b>“POS”</b>                         | Point of sale;   |
| <b>“Placees”</b>                     | those persons and/or entities selected from the Qualifying Investors and Qualifying Institutions that will participate in the Private Placing;   |
| <b>“Preferential Placement”</b>      | a private placing to Preferential Placees of a maximum value of R200 000 000 of new Blue Label Telecoms Shares and which will form part of the Offer for Subscription;   |
| <b>“Preferential Placees”</b>        | selected Blue Label Group business associates and selected individual investors invited by the Directors and who may participate in the Preferential Placement;  |
| <b>“Pre-Listing Statement”</b>       | this entire document and all annexures to it;  |
| <b>“Private Placing”</b>             | the Offer for Subscription and the Offer for Sale, collectively;   |
| <b>“Private Placing Price”</b>       | the price at which the Blue Label Telecoms Shares will be allocated to Placees in terms of the Private Placing, to be determined in accordance with the provisions of paragraph 47 headed “Private Placing Price”;   |
| <b>“Private Placing Price Range”</b> | the proposed pricing range of the Private Placing, being R5.75 to R6.75;   |
| <b>“Private Placing Shares”</b>      | the Blue Label Telecoms Shares placed with Placees in terms of the Offer for Sale and Offer for Subscription pursuant to this Pre-Listing Statement;   |
| <b>“PWC”</b>                         | PriceWaterhouseCoopers Inc, Chartered Accountants (SA), registered accountants and auditors incorporated in South Africa under Registration number 1998/012055/21, being the auditors and accountants of Blue Label Telecoms;  |
| <b>“Qualifying Institution”</b>      | selected qualifying institutions as defined by section 144 (1)(a) of the Act;  |
| <b>“Qualifying Investors”</b>        | selected Qualifying Institutions, selected private client stockbrokers and Preferential Placees, invited by the Directors and who may participate in the Private Placing;  |
| <b>“Rand” or “R”</b>                 | South African Rands;   |
| <b>“Restructuring”</b>               | the restructuring of the Blue Label Group as explained in Annexure 1 of this Pre-Listing Statement;  |
| <b>“Restructuring Agreements”</b>    | all the agreements, as listed in Annexure 17, entered into to give effect to the Restructuring;  |
| <b>“Restructuring Date”</b>          | the date on which the Board approves the restructuring, which date is likely to be approximately 5 Business Days before Listing Date;  |
| <b>“SA GAAP”</b>                     | Statements of South African Generally Accepted Accounting Practice;  |
| <b>“SARS”</b>                        | the South African Revenue Services;  |
| <b>“SENS”</b>                        | Securities Exchange News Service of the JSE;   |
| <b>“Settlement Date”</b>             | the date of implementation of the Private Placing when the Blue Label Telecoms Shares purchased pursuant to the Offer for Sale and subscribed for pursuant to the Offer for Subscription, will be transferred to Placees against payment of the Private Placing Price in accordance with paragraph 54 headed “Payment and delivery of Private Placing Shares”, expected to be Tuesday, 13 November 2007; |

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| <b>“SharedPhone”</b>                            | SharedPhone International (Proprietary) Limited (Registration number 1998/023432/07), a private company incorporated in South Africa;  |
| <b>“Shotput Investments”</b>                    | Shotput Investments (Proprietary) Limited (Registration number 1999/008260/07), a private company incorporated in South Africa;  |
| <b>“South Africa”</b>                           | the Republic of South Africa;  |
| <b>“South African Exchange Control”</b>         | the Exchange Control Department of the South African Reserve Bank;   |
| <b>“South African Mobile Network Operators”</b> | mobile operators in South Africa, being Cell C, MTN and Vodacom;   |
| <b>“Sponsor”</b>                                | Investec Bank;   |
| <b>“Strate”</b>                                 | Strate Limited (Registration number 1998/022242/06), a public company duly registered and incorporated in South Africa and which is a registered central depository responsible for the electronic custody and settlement system of the JSE;           |
| <b>“Telkom”</b>                                 | Telkom SA Limited (Registration number 1991/005476/06), a public company incorporated in South Africa;   |
| <b>“TPPC”</b>                                   | The Post Paid Company (Proprietary) Limited (Registration number 2004/021859/07), a private company incorporated in South Africa;  |
| <b>“TPC”</b>                                    | The Prepaid Company (Proprietary) Limited (Registration number 1999/016716/07), a private company incorporated in South Africa;  |
| <b>“USSD”</b>                                   | Unstructured Supplementary Service Data, a Global System for Mobile communication technology that is used to send text between a mobile phone and an application program in the network – applications may include prepaid roaming or mobile chatting; |
| <b>“Ventury”</b>                                | Ventury Group (Proprietary) Limited (Registration number 1996/016921/07), a private company incorporated in South Africa;  |
| <b>“Virtual Voucher”</b>                        | Virtual Voucher (Proprietary) Limited (Registration number 2001/012971/07), a private company incorporated in South Africa;  |
| <b>“Vodacom”</b>                                | Vodacom Group (Proprietary) Limited (Registration number 1993/003367/07), a private company incorporated in South Africa;  |
| <b>“WASP”</b>                                   | Wireless Application Service Provider, being a provider of remote services, typically to hand-held devices that connect to wireless data networks such as cell phones;   |
| <b>“WBS”</b>                                    | Wireless Business Solutions Service Provider Company (Pty) Limited (Registration number 1996/013739/07), a private company incorporated in South Africa; and   |
| <b>“WBSH”</b>                                   | WBS Holdings (Pty) Limited (Registration number 1999/011226/07), a private company incorporated in South Africa, which company is the holding company for WBS and iBurst (Proprietary) Limited (Registration number 2004/023951/07).                   |