
1time holdings Limited
Incorporated in the Republic of South Africa
(Registration number 1999/017536/06)
JSE code: 1TM ISIN: ZAE000102026
("1time" or "the Company" or "the Group")

FULFILMENT OF CONDITIONS PRECEDENT TO 1TIME BEE TRANSACTION AND CHANGE TO THE BOARD OF DIRECTORS

Highlights

- **1time concludes strategic deal with aviation focused BEE partners; and**
- **Positions itself for exciting growth opportunities.**

Glenn Orsmond, 1time's Group Chief Executive Officer, has expressed his delight at the conclusion of 1time's BEE transaction:

"We look forward to partnering with the BEE Consortium as their solid track record, entrepreneurial spirit and aviation expertise provide a perfect fit with the 1time culture. We are also pleased that Sipho Twala, a founding shareholder and Chairman of 1time, is also part of the BEE Consortium. The funding will give impetus to our growth plans for the airline by introducing new routes into Africa and the Lanseria operations, as well as facilitate the planned growth of the aircraft maintenance business."

1. Fulfilment of conditions precedent and effective date

The board of directors of 1time ("the board") is pleased to advise shareholders that all the conditions precedent to the strategic transaction, entered into with 1time's aviation focused BEE partners, have been fulfilled and that the transaction has been concluded. Shareholders are referred to the circular to 1time shareholders dated 2 December 2010 ("circular"), and to the SENS announcement dated 25 November 2010, wherein they were advised that agreement had been reached with the BEE Consortium, comprising Mtha Aviation (Proprietary) Limited ("Mtha Aviation"), SKMT Sunrise Investment Group (Proprietary) Limited ("Sunrise") and Oakleaf Investment Holdings 59 (Proprietary) Limited ("Oakleaf"). Oakleaf has been incorporated as an investment holding company, whose sole purpose will be to acquire and hold an equity stake in 1time. Oakleaf has subscribed for 70 million ordinary shares in the share capital of the Company at a 10% discount to the 30 day volume weighted average price ("VWAP") to the share price on the effective date, being the day following fulfilment of the conditions precedent ("the 1time BEE transaction"). Accordingly, shareholders are advised that, as the last of the conditions precedent was fulfilled on 1 March 2011, the effective date of the transaction is 2 March 2011.

2. Finalisation of subscription price

Oakleaf has subscribed for 70 million ordinary shares at a price of 70.16202 cents per share, being a 10% discount to the 30 day VWAP of the 1time share price on 2 March 2011, resulting in an aggregate subscription price of R49 113 414.

The board has resolved to utilise the equity capital to expand its airline as well as its aircraft maintenance and charter businesses. Funds will also be employed to expand and enhance the training facilities for pilots.

The vision and strategy of the board remains to create a diverse aviation group consisting of the best low cost airline in Southern Africa and a world class maintenance facility. This transaction, having notably strengthened the Group's BEE credentials and shareholding, has significantly strengthened the Group's ability to reach this goal.

3. Funding

1time is proud to announce the involvement of the Industrial Development Corporation of South Africa Limited ("the IDC") as the funder enabling the BEE Consortium to finance the 1time BEE transaction. The IDC is a self-financing, state-owned national development finance institution that provides financing to entrepreneurs and businesses engaged in competitive industries.

4. Financial Assistance

Financial assistance by 1time, in respect of this transaction, is limited to a guarantee equal to 10% of the subscription price, less a 3% contribution by the BEE Consortium, resulting in a guarantee in the amount of R3 437 939.

5. Change to the board

In compliance with paragraph 3.59 of the Listings Requirements of JSE Limited, the board hereby notifies its shareholders that Ms Busiwe Maqungo and Mr Blacky Komani have been appointed as executive director and non-executive director of the Company respectively, with effect from 4 March 2011.

Busiwe is the current Managing Director of Mtha Aviation. Her career spans various sectors, including academic institutions (Universities and Human Sciences Research Council), the private sector, as well as parastatals. She has consulted extensively in the public sector and specialises in organisational development, public and development management, research and development facilitation. She further also holds postgraduate qualifications in psychology.

Blacky is the Chairman of Mtha Aviation. He has 20 years experience in the field of travel and tourism. He worked in the United States for 10 years, and obtained his Masters Degree in Tourism Administration from George Washington University. Based in New York, he was the head of the South African Tourism operation for North and South America for a period of six years, whereafter he moved to Miami to become the Managing Director of Karell's African Dream Vacation. Blacky currently serves on different boards in the travel and tourism sector such as Ikapa Travel and Tourism, June Design Marketing and Communications, and is also an Executive Director at American Express Foreign Exchange, responsible for sales, marketing and human resources. Previously, he also formed part of the board of directors of Tourvest Holdings, from which he resigned in 2007.

Regarding the 1time deal, he had the following to say:

"This is a very exciting time for the BEE Consortium, comprising Mtha Aviation and Sunrise, given the success achieved to date by the dynamic and highly successful 1time management team. Our participation will focus on the synergies that already exist between the BEE Consortium and 1time, in order to leverage maximum value from the anticipated growth in passenger numbers in Africa. The BEE Consortium offers expertise that will maintain and enhance 1time's competitive edge, thereby delivering sustainable value for all stakeholders. We anticipate growth in our market share through an improved range of offerings to our loyal customers, and have very exciting expansion plans in place."

The board welcomes Busiwe and Blacky and looks forward to their contribution to the Company.

Johannesburg
7 March 2011

Sponsor and Corporate Adviser
Merchantec Capital

Auditors and Reporting Accountants
SAB&T Chartered Accountants Incorporated

Legal Advisor
Schindlers Attorneys, Conveyancers & Notaries