

NET 1 UEPS TECHNOLOGIES INC

Form 424B3

May 20, 2004

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Filed pursuant to Rule 424(b)(3)  
Registration Number 333-112463

## Proxy Statement and Prospectus

May 14, 2004

To the Shareholders of Net 1 UEPS Technologies, Inc.:

The board of directors of Net 1 has approved the acquisition by Net 1 of substantially all of the assets and the assumption of all of the liabilities of Net 1 Applied Technology Holdings Limited, a public company incorporated in South Africa and listed on the JSE Securities Exchange South Africa, through a newly incorporated South African company called New Aplitec, which will become a subsidiary of Net 1. In addition, the board of directors of Net 1 has approved the acquisition by Net 1 of certain assets of Net 1 Holdings S.a.r.l., a company incorporated in Luxembourg that currently holds the U.S. patent for the Funds Transfer System for which Net 1 currently holds a license.

In connection with the recapitalization of Net 1 and to provide the necessary liquidity to consummate the acquisition of Aplitec, the board of directors of Net 1 has approved the issuance of 105,661,428 newly issued common shares of Net 1 to the Brait Consortium, a group of affiliated investment funds, through its representative, SAPEF III International G.P. Limited, in consideration for a capital contribution of \$52.8 million.

I cordially invite you to attend our special meeting of shareholders to vote on proposals to:

- (i) authorize an amendment to Net 1's articles of incorporation to (a) increase the number of authorized shares of common stock from 100,000,000 to 500,000,000, (b) increase the number of authorized shares of preferred stock from 3,000,000 to 300,000,000, (c) modify the par value of the shares of preferred stock that may be issued by Net 1 from \$0.10 per share to \$0.001 per share, and (d) authorize the terms of the special convertible preferred stock;
- (ii) authorize the issuance and terms of 192,967,138 shares of special convertible preferred stock of Net 1 in connection with the Aplitec acquisition;
- (iii) authorize the issuance of 105,661,428 shares of common stock of Net 1 to the Brait Consortium in exchange for a capital contribution of \$52.8 million; and
- (iv) approve the 2004 Stock Incentive Plan.

**If any one of these proposals is not approved at the special meeting of Net 1's shareholders, the transactions will not be completed.**

If the transactions are approved, we will be required to issue up to an aggregate of 192,967,138 shares of common stock in connection with the acquisition of Aplitec. Each Aplitec shareholder who elects the reinvestment option will have the right to receive an interest in 0.814286 shares of Net 1 common stock for each ordinary share of Aplitec it holds.

The special shareholders meeting will be held on May 27, 2004 at 9 a.m. at the offices of Schneider Weinberger LLP, 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431. We cannot complete the transactions unless, among other things, the disinterested holders of a majority of outstanding shares of Net 1 common stock that cast votes at the special meeting of shareholders approve each of the above-referenced proposals.

**Your board of directors has determined that the proposed transactions are fair to, advisable and in the best interests of Net 1 and its shareholders. The board recommends that at the special meeting you vote FOR the proposed transactions.**

The board of directors has received a written opinion dated January 30, 2004 of its advisor, Stenton Leigh Capital Corp., to the effect that, as of such date and based upon and subject to the matters stated in the opinion, the issuance of shares of common stock of Net 1 to the Brait Consortium at a price of \$0.50 per share was fair, from a financial point of view, to the holders of Net 1 common stock. **You should be aware that while the trading price per share of Net 1 common stock quoted on the OTC Bulletin Board was \$8.10 on May 5, 2004, the fairness opinion issued to us by Stenton Leigh in connection with the transactions concluded that the value of one share of Net 1 common stock was approximately \$0.004 as of January 30, 2004 without giving effect to the proposed transactions.** See Annex C to this proxy statement/

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prospectus for the full text of Stenton Leigh's fairness opinion.

**YOUR VOTE IS IMPORTANT.** To assure your representation at the special meeting, please complete, sign and date the enclosed proxy card and return it in the enclosed prepaid envelope according to the instructions set forth on the enclosed proxy card. This will allow your shares to be voted whether or not you attend the meeting.

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Detailed information concerning the proposed transactions is set forth in the accompanying proxy statement/ prospectus. I urge you to read the enclosed material carefully and request that you promptly complete and return the enclosed proxy in the enclosed return envelope, which requires no postage if mailed in the United States. **You should, in particular, consider the matters discussed under Risk Factors beginning on page 26.** If you attend the special meeting, you may vote in person even if you have previously returned your proxy. Your vote is important regardless of the number of shares of common stock you own.

**We support the proposed transactions and urge you to vote FOR the proposed transactions.**

Sincerely,

Serge Belamant  
*Chairman of the Board*

**Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved the shares of common stock or the shares of special convertible preferred stock to be issued by Net 1 under this proxy statement/ prospectus or passed upon the adequacy or accuracy of this proxy statement/ prospectus. Any representation to the contrary is a criminal offense.**

This document serves as a proxy statement and as a prospectus of Net 1 for the 192,967,138 shares of special convertible preferred stock to be issued to shareholders of Aplitec in connection with the transactions and the shares of Net 1 common stock issuable upon conversion of the special convertible preferred stock. As described in this proxy statement/ prospectus, this document also serves as a prospectus in respect of a rescission offer being made to Aplitec shareholders.

This proxy statement/ prospectus is dated May 14, 2004, and is being first mailed to shareholders on or about May 14, 2004.

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**NET 1 UEPS TECHNOLOGIES, INC.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON MAY 27, 2004**

Dear Net 1 Shareholder:

A special meeting of shareholders of Net 1, a Florida corporation, will be held on May 27, 2004 at 9 a.m., local time, at the offices of Schneider Weinberger LLP, 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431, and any adjournments or postponements thereof.

At the meeting, you will be asked to:

1. authorize an amendment to Net 1's articles of incorporation to (a) increase Net 1's authorized shares of common stock, par value \$0.001 per share, from 100,000,000 to 500,000,000 shares, par value \$0.001 per share, to allow for additional shares of common stock of Net 1 to be issued in connection with the proposed transactions, (b) increase Net 1's authorized shares of preferred stock, par value \$0.10 per share, from 3,000,000 to 300,000,000 shares of preferred stock, par value \$0.10 per share, to allow for a sufficient number of shares of preferred stock to be issued in connection with the Aplitec acquisition, and (c) modify the par value of the shares of preferred stock that may be issued by Net 1 from \$0.10 per share to \$0.001 per share;
2. authorize the issuance and terms of 192,967,138 shares of special convertible preferred stock of Net 1 in connection with the Aplitec acquisition;
3. authorize the issuance of 105,661,428 shares of common stock of Net 1 to the Brait Consortium, through its representative, SAPEF III International G.P. Limited, in exchange for a capital contribution of \$52.8 million;
4. approve the 2004 Stock Incentive Plan; and
5. act upon such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

The accompanying proxy statement/prospectus describes the proposed transactions in detail.

The board of directors has set the close of business on May 5, 2004, as the record date for determining shareholders entitled to receive notice of the meeting and to vote at the meeting, and any adjournments or postponements thereof.

The proposed transactions cannot be completed unless a majority of Net 1's shareholders that cast votes at the special meeting of shareholders approve each of the above-referenced proposals. Net 1 Holdings, a Luxembourg company, owns 53.75% of the outstanding shares of Net 1. Dr. Serge Belamant, the current chairman of Net 1's board of directors, the chief executive officer of Aplitec and the chief executive of Net 1 Holdings, has the right to vote these shares on behalf of Net 1 Holdings. Because of Dr. Belamant's interest in the proposed transactions to be voted upon, the shares owned by Net 1 Holdings will be counted for purposes of establishing a quorum at the special meeting, but those shares will be voted in proportion to the votes cast (FOR and AGAINST) by our disinterested shareholders. Thus, the vote of a majority of Net 1's shareholders other than Net 1 Holdings will be determinative of the outcome of the proposed transactions.

We will admit to the special meeting (1) all shareholders of record at the close of business on May 5, 2004, (2) persons holding proof of beneficial ownership as of such date, such as a letter or account statement from the person's broker, (3) persons who have been granted proxies, and (4) such other persons that we, in our sole discretion, may elect to admit. **All persons wishing to be admitted must**

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**present photo identification.** If you plan to attend the special meeting, please check the appropriate box on your proxy card.

By order of the board of directors,

David Anthony  
*Secretary*

May 14, 2004

**Your vote is important. Please return your proxy as soon as possible, whether or not you expect to attend the special meeting in person.**

**You may submit your proxy by completing, dating and signing the enclosed proxy card and returning it in the enclosed postage prepaid envelope.**

**You may revoke your proxy at any time before the special meeting. If you attend the special meeting and vote in person, your proxy vote will not be used.**

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**QUESTIONS AND ANSWERS ABOUT THE PROPOSED TRANSACTIONS**

**Q1: What are the proposed transactions for which I am being asked to vote?**

A1: You are being asked to approve and adopt:

- (i) amendments to Net 1's articles of incorporation to (a) increase the number of authorized shares of common stock from the current 100,000,000 shares to 500,000,000, (b) increase the number of authorized shares of preferred stock from the current 3,000,000 to 300,000,000, (c) modify the par value of the shares of preferred stock that may be issued by Net 1 from \$0.10 per share to \$0.001 per share, and (d) authorize the terms of the special convertible preferred stock;
- (ii) the Aplitec acquisition and the issuance of 192,967,138 shares of special convertible preferred stock in connection with such acquisition;
- (iii) the issuance of 105,661,428 shares of common stock to the Brait Consortium, through its representative, SAPEF III International G.P. Limited in exchange for a \$52.8 million capital contribution; and
- (iv) the 2004 Stock Incentive Plan.

Without your approval of the above-referenced proposals, we will not be able to consummate any of the proposed transactions.

**Q2: What are the benefits and risks of the proposed transactions to Aplitec, Net 1 and their respective shareholders?**

A2: Since its formation, Aplitec has implemented numerous UEPS smart card systems and has developed the unique skills and business models required to successfully implement these smart card systems from an operational and financial perspective. Although Aplitec owns the FTS/ UEPS patents only for South Africa and its surrounding territories, it has also been successful in exploiting the technology in countries outside its designated territories through a Distribution Agreement with Net 1. The proposed transactions will consolidate the FTS/ UEPS intellectual property rights under a single structure, which will allow Aplitec to fully capitalize on Net 1's global rights to the FTS/ UEPS patents.

Net 1 has been unable to raise sufficient capital to implement its business model, due partly to its failure to have successfully implemented any smart card systems. Additionally, Net 1 is concerned that it may not have the capital to continue as a going concern beyond the second quarter of 2004. The proposed transactions will provide a much-needed capital injection into Net 1, and will give Net 1 access to the business model, intellectual property rights and operations of Aplitec.

The proposed transactions will dilute your interest in Net 1 by up to 95.29%, and it will further dilute the interests to be held by Aplitec's reinvesting shareholders by up to 42.73%. Additionally, the proposed transactions may have a variety of negative effects on Net 1. For example, there may be challenges of combining the two companies due to the complex group structure and the management focus required to implement the combination. Additionally, there are substantial costs, expenses and taxes to be paid by Net 1 in connection with the proposed transactions which will reduce the funds available for Net 1 to implement its business plan. Finally, there is a possibility that if a sufficient number of Aplitec shareholders do not elect the reinvestment option, the Brait Group may control Net 1. The risks related to this possible scenario are more fully addressed under Risk Factors Risks Relating to the Proposed Transactions.

Despite these significant risks, we believe that the proposed transactions also provide substantial benefits that are aimed to enhance the companies' overall value. For example, they will create:

a platform from which the combined group can compete on global markets;

a base of credible strategic investors;

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capital to implement Net 1's international expansion; and

the ability to attract funds from large institutional investors in the future.

The proposed transactions will also provide Net 1 the capital it needs to continue as a going concern. If the proposed transactions are not completed, Net 1 may not be able to continue as a going concern beyond the second quarter of 2004.

**Q3: Why is Net 1 issuing new shares of common stock to the Brait Consortium?**

A3: Net 1 has entered into a Common Stock Purchase Agreement with the Brait Consortium (through its representative SAPEF III International G.P. Limited), pursuant to which Net 1 will issue to the Brait Consortium 105,661,428 restricted shares of Net 1 common stock at a purchase price of \$0.50 per share, or a total purchase price of \$52.8 million. Of this amount, approximately \$33.67 million (assuming a conversion rate of ZAR 6.825 = \$1.00) will be used to fund cash payments to Aplitec's current shareholders in connection with the Aplitec acquisition, and the remainder will be used by Net 1 to finance its operations and implement its business plan.

Fees and expenses of approximately \$6.5 million will be paid out of the resources of Net 1, of which approximately \$3.9 million will be paid to the Brait Group.

In addition, Net 1 will issue to Aplitec shareholders who are U.S. residents and who elect the reinvestment option Net 1 common stock immediately upon completion of the proposed transactions. These Aplitec shareholders who are U.S. residents will not be required to hold their interests in Net 1 through the South African Trust or the Cayman Trust. These U.S. residents will receive, for each ordinary share of Aplitec subject to the reinvestment option, 0.814286 shares of Net 1 common stock.

**Q4: Does the current market price of shares of Net 1 common stock reflect the true value of these shares?**

A4: No. In connection with the proposed subscription for shares of Net 1 by the Brait Consortium, Net 1 obtained a fairness opinion from Stenton Leigh Capital Corp., the full text of which is attached to this proxy statement/prospectus as Annex C. In its fairness opinion, Stenton Leigh concluded that the value per share of Net 1 common stock was approximately \$0.004 as of January 30, 2004 without giving effect to the proposed transactions. The higher trading price per share quoted on the OTC Bulletin Board may result from the very limited liquidity available for those shares, which contributes to great fluctuations in the share price when small numbers of shares trade and does not reflect the true value of those shares.

**Q5: What consideration is Net 1 paying to consummate the Aplitec acquisition?**

A5: In addition to the ZAR 229.8 million (\$33.67 million) that Net 1 will pay in connection with the Aplitec acquisition, Net 1 will issue special convertible preferred stock to the Cayman Trust (convertible into up to 58.14% of the shares of Net 1 common stock on a fully diluted basis), whose trustee is Walkers SPV, for the benefit of Aplitec's reinvesting shareholders. In addition, Net 1 will cause New Aplitec to issue B class preference shares and to extend B class loan accounts to the South African Trust for the benefit of Aplitec's reinvesting shareholders. The purchase price for the Aplitec acquisition, including the amount of cash consideration and stock interests, was determined through negotiations among Claude Guerard (Net 1's Chief Executive Officer), representatives of the Brait Group and a special committee of Aplitec's board of directors. The cash consideration reflected the maximum amount that management believed that Net 1 could afford to pay in connection with the Aplitec acquisition, taking into account the availability of external financing and the cash needs of Net 1 after the proposed transactions.



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**Q6: What consideration will Aplitec shareholders receive in connection with the consummation of the proposed transactions?**

A6: As part of the proposed transactions, each Aplitec shareholder will receive, for each Aplitec ordinary share held, either:

1. the cash option in a amount of ZAR 5.00 (\$0.73) or,
2. the reinvestment option consisting of:

ZAR 1.90 (\$0.28) in cash; and

one unit in a South African Trust, which we refer to in this proxy statement/ prospectus as a beneficial interest. This unit will represent an interest in 0.814286 shares of Net 1 common stock.

Those Aplitec shareholders who elect the reinvestment option are referred to herein as the reinvesting shareholders. Interests in the South African Trust may not be transferred by reinvesting shareholders to third parties. To allow the South African Trust to obtain the common stock for reinvesting shareholders upon the occurrence of a trigger event which is described more fully in Answer 9 the South African Trust will initially hold 100% of the New Aplitec B class preference shares and B class loan accounts, as well as a right to receive 100% of the Net 1 special convertible preferred stock held by a Cayman Trust. Each unit of the South African Trust will represent one B class preference share and one B class loan account of New Aplitec and an interest in the Cayman Trust.

For purposes of allocating a portion of the consideration payable by Aplitec shareholders who make the reinvestment election, each B class preference share of New Aplitec has been assigned a value of ZAR 1.84 (\$0.27) and each B class loan account of New Aplitec has been assigned a value of ZAR 1.01 (\$0.15).

In effect, for each ordinary share of Aplitec subject to the reinvestment option, an Aplitec shareholder will receive an interest in 0.814286 shares of Net 1 common stock. The trustee of the South African Trust will be First National Asset Management & Trust Company (subject to the approval by the Master of the High Court in South Africa) and the Trustee of the Cayman Trust is Walkers SPV. The South African Trust and the Cayman Trust are described more fully on pages 68 and 69, respectively, of this proxy statement/ prospectus.

Net 1 believes that the combination of loan accounts and shares to be issued by New Aplitec represents the optimal corporate structure for a South African company. For example, the loan accounts will give New Aplitec the flexibility to take advantage of certain potential tax benefits available in South Africa.

**Q7: Will the shares of Aplitec or New Aplitec continue to be tradeable or be listed after the proposed transactions are consummated?**

A7: No. After the transactions described in this proxy statement/ prospectus are completed, the shares of Aplitec (which currently are listed on the JSE) will be de-listed and will no longer be tradeable. Moreover, reinvesting Aplitec shareholders will receive, through the South African Trust and the Cayman Trust, interests in the common stock of Net 1, which interests will not be listed on any securities exchange and will not be transferable. The only manner by which a holder who chooses the reinvestment option will be able to trade its interests will be by means of directing the sale of shares of Net 1 common stock held for its benefit through the South African Trust and the Cayman Trust.

**Q8: Is Net 1 permitted to issue special convertible preferred stock?**

A8: Yes. Net 1's articles of incorporation permit the issuance of up to 3,000,000 shares of preferred stock with conversion rights and other characteristics as the board of directors of Net 1 may determine. Net 1 is seeking the specific approval by its shareholders to authorize issuance of the special convertible preferred stock to be issued by Net 1 in connection with the Aplitec acquisition, including increasing the number of authorized shares of preferred stock, which

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will facilitate consummation of the proposed transactions.

**Q9: What are the key features of the Net 1 special convertible preferred stock?**

A9: The Net 1 special convertible preferred stock will be issued to the Cayman Trust for the future benefit of Aplitec's current shareholders that choose to reinvest in the combined company. Each share of special convertible preferred stock, together with 1.228070 New Aplitec B class preference shares and 1.228070 New Aplitec B class loan accounts held by the South African Trust, will be convertible into one share of Net 1 common stock on the occurrence of a trigger event. A trigger event is defined as any one of the following events:

notification by the reinvesting Aplitec shareholder of the intention to convert some or all of the shares of Net 1 special convertible preferred stock attributable to him or her (via the South African Trust) into shares of Net 1 common stock;

the abolition or relaxation of South African Exchange Control regulations such that South African residents would be permitted to directly hold shares of non-South African companies; or

the liquidation, insolvency or other winding-up of either New Aplitec or Net 1.

Prior to their conversion into shares of common stock, the special convertible preferred stock will have voting rights in Net 1 that correspond to Net 1 common stock and will entitle the holders to receive dividends payable from all of Net 1's business operations outside of South Africa and on the liquidation of New Aplitec.

**Q10: How many shares of special convertible preferred stock will Net 1 issue?**

A10: 192,967,138.

**Q11: Can the price at which shares of common stock of Net 1 are issued to the Brait Consortium change between now and the time the transactions are completed?**

A11: No.

**Q12: Can the number of shares of special convertible preferred stock that is issuable in the Aplitec acquisition change between now and when the transactions are completed?**

A12: No.

**Q13: Can the consideration that Net 1 will pay to acquire Net 1 Holdings change between now and when the transactions are completed?**

A13: No.

**Q14: What are the U.S. federal income tax consequences of the transactions to Net 1?**

A14: Net 1 will not recognize any income or gain as a result of the issuance of its shares of common stock and special convertible preferred stock in the proposed transactions.

**Q15: What vote is required for approval?**

A15: The proposed transactions contemplated herein must be approved by holders of a majority of the shares of Net 1 common stock voting at the special shareholders meeting, provided that a quorum has been established. Shares of Net 1 common stock held by shareholders with an interest in the transactions will be tallied to establish a quorum at the meeting and will be voted in proportion to the votes cast (FOR and AGAINST) by Net 1's disinterested shareholders. You are entitled to vote at the meeting if you held Net 1 common stock at the close of business on the record date, which is May 5, 2004. On that date, 15,852,856 shares of Net 1 common stock were outstanding and entitled to vote.

**Q16: What is the rescission offer and why is it being made?**

A16: The SEC has advised Net 1 that a preliminary proxy statement on Schedule 14A filed by Net 1 on December 3, 2003 and certain Aplitec announcements that were made in South Africa in October and November 2003, as well as the Aplitec shareholder vote required under South African law to approve the sale of Aplitec's assets that was held on December 9, 2003, may not have complied with Section 5

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under the U.S. Securities Act of 1933. Thus, we are offering to all Aplitec shareholders the opportunity to rescind any acceptance of Net 1 securities that may have been offered to them prior to the December 9 vote. This rescission offer will be made prior to the election by Aplitec shareholders with respect to the reinvestment option. If holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer, the proposed transactions will not be consummated as a result of the failure of certain of the conditions to which the Aplitec acquisition is subject.

**Q17: Will Net 1 shareholders have dissenters or similar rights?**

A17: Shareholders who vote against the proposed transactions are not entitled to dissenters or similar rights under Florida law and Net 1's articles of incorporation.

**Q18: What regulatory approvals are required in order to close the proposed transactions?**

A18: As a condition precedent to the closing of the Aplitec acquisition, certain approvals from South African regulatory authorities are required. Specifically, approval from the Exchange Control Department of the South African Reserve Bank, the JSE Securities Exchange South Africa, the Securities Regulation Panel and the Competition Commission are required. All of these approvals have already been obtained. The remaining regulatory approval, the registration of the New Aplitec prospectus with the Registrar of Companies, is still outstanding as of the date of this filing.

**Q19: Are there any third party consents required as a condition to closing the proposed transactions?**

A19: The Aplitec acquisition is subject to approval by the holders of a majority of the issued ordinary shares of Net 1. The Aplitec acquisition has already been approved by the shareholders of Aplitec, but if holders of a majority of Aplitec's ordinary shares accept the rescission offer which is described in Answer 16 the Aplitec acquisition will fail and none of the transactions will be consummated. However, the decision by Aplitec's shareholders whether to reinvest in the combined company will be made only after the Net 1 special meeting.

**Q20: When do you expect the proposed transactions to be completed?**

A20: We expect to complete the proposed transactions in the second quarter of 2004.

**Q21: If my shares are held in street name by my broker, will my broker vote my shares for me?**

A21: You should instruct your broker to vote your shares, following the directions your broker provides. If you do not instruct your broker, your broker will generally not have the discretion to vote your shares.

**Q22: What do I need to do now?**

A22: After carefully reading and considering the information contained in this proxy statement/ prospectus, please fill out and sign the proxy card, and then mail your signed proxy card in the enclosed prepaid envelope as soon as possible so that your shares may be voted at the special meeting. Your proxy card will instruct the persons named on the card to vote your shares at the stockholders meeting as you direct on the card. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted FOR the proposed transactions. YOUR VOTE IS VERY IMPORTANT.

**Q23: May I change my vote after I have mailed my signed proxy card?**

A23: Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways. First, you can send a written notice stating that you want to revoke your proxy. Second, you can complete and submit a new proxy card. If you choose either of these two methods, you must submit your notice of revocation or your new proxy card to:

Executive Mail Service  
P.O. Box 265  
Little Ferry, NJ 07643

Third, you can attend the Net 1 special shareholder meeting and vote in person.



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Simply attending the meeting, however, will not revoke your proxy; you must vote at the meeting. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote.

**Q24: What does the board of directors of Net 1 recommend?**

A24: Net 1's board of directors has determined that the proposed transactions are fair to, advisable and in the best interests of Net 1 and its shareholders and recommends that you vote FOR the proposed transactions.

**Q25: Will Net 1 continue as a public company?**

A25: Yes. Net 1 will continue to be a public reporting company under the Securities Exchange Act of 1934 and its shares will continue to be quoted on the OTC Bulletin Board.

**Q26: Will I have the same ownership and voting percentages in Net 1 after the transactions are completed as I do now?**

A26: No. The proposed transactions will dilute your interests in Net 1 by up to 95.29%.

**Q27: Who can help answer my questions?**

A27: If you have any questions about the proposed transactions or if you need additional copies of this proxy statement/ prospectus you should contact:

David Anthony, Company Secretary  
(604) 669-4561

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**SUMMARY**

*This summary highlights selected information in this proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read the entire proxy statement/prospectus, including the annexes, for a more complete understanding of the proposed transactions. For purposes of convenience, we have provided certain amounts in both South African Rand (ZAR) and U.S. dollars. Unless otherwise noted, the rate of exchange used in determining these U.S. dollar amounts was ZAR 6.825 = \$1.00, which was the noon buying rate for customs purposes of the Rand as reported by the Federal Reserve Bank of New York on May 5, 2004. You should not construe these translations as representations by us that the nominal Rand or constant Rand amounts actually represent these U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated.*

**The Companies (page 94)**

***Net 1 UEPS Technologies, Inc.***

Net 1 was incorporated in the State of Florida on May 8, 1997. Net 1 is a development stage company engaged in the business of commercializing the smart card technology-based Universal Electronic Payment System (version 10 and any further releases), or UEPS, and the Fund Transfer System, or FTS, through the development of strategic alliances with national and international bank and card service organizations. The patent rights for the FTS technology in the U.S. is held by Net 1 Holdings. The FTS patents in South Africa and its surrounding territories (Namibia, Botswana and Swaziland) are held by Net 1 Investment Holdings (Pty) Ltd., or Net 1 (Pty), which was acquired by Aplitec in July 2000. Net 1 has a license in respect of the U.S. FTS patent and owns the exclusive marketing right for the UEPS technology for the world excluding South Africa and its surrounding territories. To date, Net 1's activities have consisted only of acquiring certain rights to the above-mentioned technology from Net 1 Holdings and entering into a Distribution Agreement with Net 1 (Pty), pursuant to which Net 1 (Pty) currently markets and sells products that utilize the UEPS technology on behalf of Net 1 outside of South Africa. Net 1 has one full-time employee, its Chief Executive Officer, Mr. Claude Guerard, who provides services to Net 1 pursuant to a consulting agreement. Net 1 generates all of its revenues by selling technology licenses on behalf of Net 1 Holdings, for which Net 1 receives a fee equal to Net 1 Holdings' net profit before amortization. Net 1 currently receives revenues in connection with technology licenses sold to institutions in Latvia, Burundi, Ghana, Rwanda and Malawi. Each of these licenses is material to Net 1's operations.

As a development stage company, Net 1's management devotes most of its activities to raising the funds required to implement its business plan. Planned principal activities have not produced significant revenues. Net 1 has suffered recurring operating losses since its incorporation and it has so far been unsuccessful at raising funds. Net 1's loss from operations for the 2003 fiscal year was \$281,869 and the accumulated deficit was \$2,523,508 at December 31, 2003. These factors raise substantial doubt about Net 1's ability to continue as a going concern beyond the second quarter of 2004 if the proposed transactions are not completed.

Net 1's principal executive offices are located at Suite 325-744 West Hastings Street, Vancouver, British Columbia, Canada V6C 1A5, and its telephone number is (604) 669-4561.

***Net 1 Applied Technology Holdings Limited***

Aplitec is a holding company established and existing under the laws of South Africa. Aplitec's subsidiaries employ specialized smart card technologies to add efficiency to commercial activities requiring money transfers, payment systems and other electronic data applications.

Through its subsidiaries, Aplitec is involved in the administration, management and payment of social welfare grants and handles the payment of pensions on behalf of the government in five of the nine provinces of South Africa. Revenue is generated through registration fees, card loading fees and transaction fees in the distribution of social welfare grants, and commissions generated through the

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provision of automated payment collection services to third parties. Aplitec also operates micro-lending businesses, operating more than 100 branches throughout South Africa and develops, markets and licenses administrative and payment solutions for the micro-finance industry. The primary source of revenue of this business is interest income. Aplitec also provides financial services to pensioners through its proprietary smart card platform and provides technical, operational and outsourcing services to companies.

Aplitec, through its subsidiary Net 1 (Pty), owns the FTS patents for South Africa and its surrounding territories and, pursuant to a Distribution Agreement with Net 1, provides integrated software and hardware services to customers outside its designated territories, for which it charges service fees and makes a margin on software and hardware sold.

Aplitec's principal executive offices are located at 4th Floor, President Place, 148 Jan Smuts Avenue, Rosebank 2128 South Africa, and its telephone number is +27 11 343-2000.

### ***Net 1 Holdings S.a.r.l.***

Net 1 Holdings, a Luxembourg company, owns the U.S. FTS patent and marketing rights to the UEPS technology for all regions other than South Africa and its surrounding territories. On May 3, 2000, Net 1 Holdings granted a license to Net 1 to use the U.S. patent and an exclusive marketing right to the UEPS technology worldwide, except for South Africa and its surrounding territories, in exchange for 4,729,612 shares of Net 1 common stock. At December 31, 2003, Net 1 Holdings owned 8,520,578 shares of Net 1 common stock, or 53.75% of the issued and outstanding shares of Net 1 common stock.

Net 1 Holdings' principal executive offices are located at No. 6, Rue Jean Monnet, L-2180 Luxembourg, and its telephone number is +352 466-1111.

### ***Net 1 Applied Technologies South Africa Limited (formerly Newshelf 713 (Proprietary) Limited)***

New Aplitec is a company incorporated in South Africa that will become a subsidiary of Net 1 upon the completion of the Aplitec acquisition. New Aplitec was formed solely for the purpose of effecting the Aplitec acquisition, and it has not carried on any activities other than in connection with the Aplitec acquisition.

### ***The Brait Consortium***

The Brait Consortium consists of funds under the management of the Brait Group, Southern Cross Capital Limited and FF&P Asset Management Limited. The Brait Group is an international investment group focused on private equity, alternative funds management, corporate advisory services and proprietary investing. The Brait Group has an established team and a track record that is recognized as a leader in the private equity asset class in the African region. Southern Cross Capital Limited manages a number of private equity funds that are funded by various Oppenheimer family interests. FF&P Asset Management Limited is a wholly owned subsidiary of Fleming Family and Partners Limited, an independent privately owned investment house, that manages funds and trusts on behalf of its clients. The Brait Consortium is acquiring Net 1's common stock in this transaction through its representative, SAPEF III International G.P. Limited. Pursuant to the terms of the Common Stock Purchase Agreement described in further detail below, SAPEF III International G.P. will assign the right to purchase shares of Net 1 common stock to South African Private Equity Fund III, L.P., a fund managed by FF&P Asset Management Limited, and two funds managed by Southern Cross Capital Limited.

## **The Proposed Transactions (page 44)**

### ***The Aplitec Acquisition***

Pursuant to the terms of a Sale Agreement between Aplitec and New Aplitec, a copy of which has been filed as an exhibit to the registration statement of which this proxy statement/ prospectus is a part, New Aplitec will acquire substantially all of the assets, and assume all of the liabilities, of Aplitec. As part





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of the proposed transactions, Aplitec's shareholders will receive, for each Aplitec ordinary share held, either:

1. the cash option in an amount of ZAR 5.00 (\$0.73) *or*,
2. the reinvestment option, consisting of

ZAR 1.90 (\$0.28) in cash; and

one unit in a South African Trust, which we refer to in this proxy statement/ prospectus as a beneficial interest.

This unit will represent an interest in 0.814286 shares of Net 1 common stock.

For purposes of allocating a portion of the consideration payable by Aplitec shareholders who make the reinvestment election, each B class preference share of New Aplitec has been assigned a value of ZAR 1.84 (\$0.27) and each B class loan account of New Aplitec has been assigned a value of ZAR 1.01 (\$0.15).

Those Aplitec shareholders who elect the reinvestment option are referred to herein as the reinvesting shareholders. To allow the South African Trust to obtain the common stock for reinvesting shareholders upon the occurrence of a trigger event, the South African Trust will initially hold 100% of the New Aplitec B class preference shares and B class loan accounts, as well as a right to receive 100% of the Net 1 special convertible preferred stock held by the Cayman Trust. The trustee of the South African Trust will be First National Asset Management & Trust Company (subject to the approval by the Master of the High Court in South Africa) and the Trustee of the Cayman Trust is Walkers SPV.

Assuming that 100% of Aplitec's current shareholders elect the reinvestment option, they will receive cash in the amount of ZAR 450.3 million (\$65.97 million) and an interest (via the South African Trust) in New Aplitec B class preference shares, B class loan accounts and shares of Net 1 special convertible preferred stock, which together are convertible into 58.14% of the aggregate shares of common stock of Net 1. Brait S.A. and several of its affiliates, or the Brait Group, has committed to acquire all of the rights of the reinvestment option not taken up by Aplitec's current shareholders up to a maximum amount of 64.70% of the total reinvestment option. The Brait Group will pay ZAR 2.85 (\$0.42) per Aplitec share not involved in the reinvestment (e.g., all shares with respect to which the cash option is elected). Accordingly, the Brait Group has committed, in addition to its obligations under the Common Stock Purchase Agreement, to invest up to a maximum amount of ZAR 437.0 million (\$64.03 million) in respect of the reinvestment option not taken up by Aplitec shareholders by acquiring interests in the South African Trust. The Brait Group is a member of the Brait Consortium. Aplitec has received written indications from two shareholders who together own 35.30% of Aplitec's outstanding shares, of their intent to elect the reinvestment option. Additionally, Aplitec has received a commitment from a South African asset manager, whose clients together own 22.24% of Aplitec's outstanding shares, that it will recommend the reinvestment option to such clients. This commitment to recommend is common in South Africa. Therefore, Net 1 believes that at least 57.54% of Aplitec's current shareholders will elect the reinvestment option. We have not received any indications from any of our shareholders or from the South African asset manager regarding their intentions with respect to the rescission offer.

In addition, as consideration for a capital contribution of ZAR 229.8 million (\$33.67 million) from Net 1 to New Aplitec, Net 1 will receive 100% of the A class shares and 100% of the A class loan accounts of New Aplitec.

***Contribution by the Brait Consortium***

Pursuant to the terms of a Common Stock Purchase Agreement between Net 1 and SAPEF III International G.P. Limited (as representative for the Brait Consortium), a copy of which has been filed as an exhibit to the registration statement of which this proxy statement/ prospectus is a part, the Brait Consortium will purchase from Net 1 105,661,428 newly issued restricted shares of Net 1 common stock for \$52.8 million.

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The following table represents the ownership and voting interests in Net 1 of the Brait Consortium and the Brait Group after completion of the proposed transactions described in this proxy statement/ prospectus, based on various scenarios:

Anticipated(1)	Minimum(2)	Maximum(3)
32.84%	31.83%	69.90%

- (1) Assumes that 100% of Aplitec shareholders elect the reinvestment option and the Brait Group elects to apply \$2.5 million of its capital raising fee to purchase five million shares of Net 1 common stock at a purchase price of \$0.50 per share. Based upon Aplitec's share price on May 5, 2004 of ZAR 7.15 (\$1.05) per share, which is above the cash offer price of ZAR 5.00 (\$0.73) per share, it is assumed that 100% of the Aplitec shareholders will elect the reinvestment option.
- (2) Assumes that 100% of Aplitec shareholders elect the reinvestment option and the Brait Group elects not to apply any part of its capital raising fee to purchase shares of Net 1 common stock. Accordingly, this scenario takes into account only the 105,661,428 shares of Net 1 common stock to be issued to the Brait Consortium in connection with its capital contribution.
- (3) Assumes that the Brait Group takes up the rights to the reinvestment option not taken up by Aplitec's current shareholders up to the maximum of 64.70% of the reinvestment option and the Brait Group elects to apply \$2.5 million of its capital raising fee to purchase 5 million shares of Net 1 common stock at a purchase price of \$0.50 per share. This would consist of the Brait Group's interest held via the South African Trust (37.06%) as well as the shares of Net 1 common stock that the Brait Consortium (of which the Brait Group is a member) will receive directly from Net 1 (32.84%).

***Net 1 Holdings Acquisition***

Pursuant to the terms of an Asset Purchase Agreement between Net 1 and Net 1 Holdings, a copy of which has been filed as an exhibit to the registration statement of which this proxy statement/ prospectus is a part, Net 1 will acquire, on behalf of a wholly owned subsidiary formed in Luxembourg, selected assets of Net 1 Holdings (including the U.S. patent for the FTS and rights to the UEPS technology) for aggregate consideration of \$1.00.

***Structure of the Proposed Transactions***

The following charts present the structure of the constituent companies before and after the proposed transactions. The post-transaction share ownership of Net 1 is presented on a fully diluted basis and assumes that 100% of Aplitec's current shareholders elect the reinvestment option. To the extent that any Aplitec shareholders elect the cash option, the Brait Group will acquire the interests in the South African Trust that are not subscribed for by such shareholders, thus increasing the Brait Group's ownership interest in Net 1. The various ownership scenarios of the Brait Group are detailed in the table appearing under the heading Contribution by the Brait Consortium. The risks associated with the Brait Group possibly owning a majority of the voting interest of Net 1 are more fully addressed under Risk Factors Risks Relating to the Proposed Transactions.

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*Before the Transactions*

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\* Dr. Belamant beneficially owns, or has the right to vote, a majority of the issued and outstanding shares of each of these companies. There are no voting agreements among these companies.

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*After the Transactions*

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\* Dr. Belamant will own 3.49% of the voting interest of Net 1 via the South African Trust.

\*\* The Brait Group's and the Brait Consortium's ownership interests in Net 1 can range from 31.83% to 69.90%. Please see the table appearing on page 10 for an explanation of the factors affecting this range of potential ownership percentage.

On March 12, 2004, Brait Capital Partners Trustees (Pty) Ltd. resigned as trustee of The South African Trust. First National's appointment as replacement trustee is subject to the approval by the Master of the High Court in South Africa, which we expect will occur prior to closing.

**The Proposals (page 40)**

Below is a summary of each of the proposals to be voted upon at the special meeting. **If any one of these proposals is not approved at the special meeting of Net 1's shareholders, we will not be able to complete the proposed transactions.**

***Proposal #1: Amendment to Net 1's Articles of Incorporation***

You are being asked to approve an amendment to Net 1's articles of incorporation. The amendment will (a) increase the number of authorized shares of common stock from the current 100,000,000 shares to 500,000,000, (b) increase the number of authorized shares of preferred stock from the current 3,000,000 to 300,000,000, (c) modify the par value of the shares of preferred stock from \$0.10 per share to \$0.001 per share and (d) authorize the terms of the special convertible preferred stock. This amendment is necessary because Net 1's current articles of incorporation do not authorize enough shares of common stock or preferred stock to complete the proposed transactions. If the proposed amendment is not approved by Net 1's shareholders, we will not be able to complete the proposed transactions. We encourage you to read the proposed amendment to our articles of incorporation, a copy of which is attached as Annex A to this proxy statement/prospectus.

***Proposal #2: Issuance of Special Convertible Preferred Stock to the Cayman Trust***

You are being asked to approve the issuance of 192,967,138 restricted shares of Net 1 special convertible preferred stock in connection with the Aplitec acquisition. These shares will be issued to the

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Cayman Trust and held for the benefit of Aplitec's current shareholders who elect the reinvestment option. Upon the occurrence of a trigger event, shares of Net 1 special convertible preferred stock, along with a proportionate number of New Aplitec B class preference shares and loan accounts, are convertible into shares of Net 1 common stock. A trigger event is defined as any one of the following events: (a) notification by a reinvesting Aplitec shareholder of the intention to convert some or all of the shares of special convertible preferred stock attributable to him or her into shares of Net 1 common stock, (b) the relaxation of South African Exchange Control Regulations such that South African residents would be permitted to directly hold shares of non-South African companies or (c) the liquidation, insolvency or other winding-up of either Net 1 or New Aplitec.

The purpose of this structure is to allow Aplitec's current shareholders to invest in the combined company. South African Exchange Control regulations currently restrict South African residents from investing in non-South African companies (please see the section titled "Exchange Controls" for more information on these regulations). The proposed acquisition structure, which has been approved by the South African Reserve Bank, provides Aplitec shareholders who elect the reinvestment option the opportunity to invest in Net 1.

The Net 1 special convertible preferred stock has been designed to afford its holders substantially all of the rights and benefits of Net 1 common stock. These shares will vote at all meetings of Net 1, and they will be entitled to share in certain distributions of Net 1 in respect of non-South African amounts. We encourage you to review the complete terms of the Net 1 special convertible preferred stock in the proposed amendment to our articles of incorporation, a copy of which is attached as Annex A to this proxy statement/prospectus.

***Proposal #3: Issuance of Common Stock to the Brait Consortium***

You are being asked to approve the issuance of 105,661,428 shares of Net 1 common stock to the Brait Consortium in exchange for a capital contribution of \$52.8 million. This will allow Net 1 to fund the Aplitec acquisition and to pay cash to Aplitec's shareholders, and it will also provide needed capital for Net 1 to finance its operations and implement its business plan.

This issuance is governed by the terms of a Common Stock Purchase Agreement, dated January 30, 2004, between Net 1 and SAPEF III International G.P. Limited (as representative of the Brait Consortium). The material terms of the Agreement are summarized beginning on page 63 herein, and a complete copy of the Agreement was filed as an exhibit to the registration statement of which this proxy statement/prospectus is a part. We encourage you to review this information.

***Proposal #4: Net 1 2004 Stock Incentive Plan***

You are being asked to approve the 2004 Stock Incentive Plan. The Plan will permit Net 1 to grant to our employees, directors, and consultants a variety of options and stock-based awards. The total number of shares of Net 1 common stock available under the 2004 Stock Incentive Plan will be 17,441,872, of which 8,720,936 shares may be used with respect to stock options, and 8,720,936 shares may be used in respect of other stock-based awards. The Net 1 board of directors, or any committee that it may delegate, will administer the 2004 Stock Incentive Plan, and in that capacity will determine who will receive awards under the 2004 Stock Incentive Plan, as well as the form of the awards, the number of shares underlying the awards, and the terms and conditions of the awards. Net 1 will issue stock-based awards in respect of all 8,720,936 shares of Net 1 common stock available for such awards to Serge Belamant, Herman Kotze, Brenda Stewart, Nitin Soma and other key employees, in each case for no cash consideration upon completion of the proposed transactions. No awards may be granted after the tenth anniversary of the effective date of the 2004 Stock Incentive Plan, but awards granted before such tenth anniversary may extend beyond that date.

A detailed summary of the 2004 Stock Incentive Plan begins on page 140 herein, and a complete copy of the 2004 Stock Incentive Plan is attached as Annex B to this proxy statement/prospectus. We encourage you to review this information.

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### **The Rescission Offer (page 76)**

On February 3, 2004, Net 1 initially filed with the SEC the registration statement of which this proxy statement/ prospectus is a part. In connection with its review of the registration statement, the staff of the SEC advised Net 1 that a proxy statement on Schedule 14A filed by Net 1 on December 3, 2003 and certain Aplitec announcements made in South Africa in October and November 2003, as well as the Aplitec shareholder vote required under South African law to approve the sale of Aplitec's assets on December 9, 2003, may not have complied with Section 5 under the U.S. Securities Act of 1933. Thus, we are offering to all Aplitec shareholders the opportunity to rescind any acceptance of Net 1 securities that may have been offered to them prior to the December 9 vote. This rescission offer will be made to all Aplitec shareholders of record on June 7, 2004 prior to the election by Aplitec shareholders with respect to the reinvestment option. The rescission offer is not an admission that we did not comply with U.S. federal securities laws.

If the holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer, the proposed transactions will not be consummated as a result of the failure of certain of the conditions to which the Aplitec acquisition is subject. If holders of a majority of the issued Aplitec ordinary shares do not accept the rescission offer, the transactions will be consummated as originally contemplated and Aplitec shareholders will receive cash or, if they elect the reinvestment option, cash and an interest in the South African Trust, subject to the satisfaction of any unfulfilled conditions. However, in the event that the proposed transactions are consummated, Aplitec shareholders who accept the rescission offer or who abstain from voting in respect of the rescission offer may retain the right to institute a claim for rescission after completion of the transactions.

In connection with the rescission offer, neither Aplitec nor Net 1 has obtained any undertakings from any of its shareholders to vote for or against such offer. The directors and executive officers of Aplitec who own, in aggregate, 7.5% of the shares of Aplitec currently outstanding, will also have a right to vote in respect of the rescission offer.

The Board of directors of Aplitec has recommended that Aplitec shareholders vote **AGAINST** acceptance of the rescission offer.

### **The Special Meeting (page 40)**

*When and Where.* The special meeting of Net 1's shareholders will be held at 9 a.m., local time on May 27, 2004, at the offices of Schneider Weinberger LLP, 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431.

*Purposes of the Special Meeting.* At the special meeting, you will be asked to approve (i) an amendment to the Net 1 articles of incorporation to (a) increase the number of authorized shares of common stock from 100,000,000 to 500,000,000, (b) increase the number of authorized shares of preferred stock from 3,000,000 to 300,000,000, (c) modify the par value of the shares of preferred stock that may be issued by Net 1 from \$0.10 per share to \$0.001 per share, and (d) authorize the terms of the special convertible preferred stock, (ii) the Aplitec acquisition and the issuance of 192,967,138 shares of special convertible preferred stock in connection with such acquisition, (iii) the issuance of shares of common stock to the Brait Consortium in exchange for a \$52.8 million capital contribution, and (iv) the 2004 Stock Incentive Plan. A copy of the proposed amendment to our articles of incorporation is attached as Annex A to this proxy/ statement prospectus. The material terms of the Aplitec acquisition and issuance of shares to the Brait Consortium are fully described in the section titled "The Proposed Transactions." The Net 1 2004 Stock Incentive Plan is attached as Annex B to this proxy statement/ prospectus, and its material terms are fully described in the section titled "Management of Net 1 After the Proposed Transactions."

*Record Date; Voting Power.* Holders of Net 1 common stock as of the close of business on May 5, 2004, the record date, are entitled to vote at the special meeting or any adjournment or postponement thereof. Each share of Net 1 common stock is entitled to one vote.

*Vote Required.* The affirmative vote of a majority of the outstanding shares of Net 1 common stock that cast votes at the special shareholders meeting is required to approve (i) the amendment to Net 1's

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articles of incorporation, (ii) the Aplitec acquisition and the issuance of 192,967,138 shares of special convertible preferred stock in connection with such acquisition, (iii) the issuance of shares of common stock to the Brait Consortium in exchange for a \$52.8 million capital contribution, and (iv) the 2004 Stock Incentive Plan. As of the record date, 15,852,856 shares of Net 1 common stock were outstanding. Because of Dr. Belamant's interest in the proposed transactions to be voted upon, the 53.75% of Net 1 common stock owned by Net 1 Holdings will be counted for purposes of establishing a quorum at the special meeting, but those shares will be voted in proportion to the votes cast (FOR and AGAINST) by our disinterested shareholders, who together own 46.25% of Net 1's common stock. Thus, the vote of a majority of Net 1's shareholders other than Net 1 Holdings will be determinative of the outcome of the proposed transactions.

*Quorum; Abstentions and Broker Non-Votes.* The required quorum for the special meeting is a majority of the issued and outstanding shares of Net 1 common stock as of the record date. Both abstentions and broker non-votes will be included in determining the number of votes present at the special meeting for the purpose of determining the presence of a quorum. The actions proposed in this proxy statement/ prospectus are not matters that can be voted on by brokers holding shares for beneficial owners without the owners' specific instructions. Brokers who hold your shares of Net 1 common stock as nominees cannot vote those shares unless you instruct them to, following the procedures they give you.

*How to Vote.* A shareholder may vote in person at the special meeting or by proxy without attending the special meeting. To vote by proxy, a shareholder must complete the enclosed proxy card, sign and date it and then return it in the enclosed prepaid postage envelope.

*Revocation of Proxy.* A shareholder may revoke a proxy at any time prior to its exercise by (a) delivering to Net 1's secretary a written notice of revocation of proxy prior to the special meeting, (b) delivering prior to the special meeting a duly executed proxy bearing a later date than the initial proxy (using a new proxy card) or (c) attending the special meeting and voting in person. The presence of a shareholder at the special meeting will not in itself automatically revoke such shareholder's proxy. If not revoked, the proxy will be voted in accordance with the instructions indicated on the proxy.

### **Recommendation of the Net 1 Board of Directors (page 46)**

On January 30, 2004, the Net 1 board of directors determined that the proposed transactions are fair, advisable and in the best interests of Net 1 and its shareholders, and it voted to approve the proposed transactions and related agreements. Net 1's board recommends a vote **FOR** approval of the proposed transactions.

### **Opinion of Stenton Leigh Capital Corp. (page 48)**

On January 30, 2004, the Net 1 board of directors received a fairness opinion from Stenton Leigh Capital Corp. with regard to the proposed issuance of shares of Net 1 common stock to the Brait Consortium. Among other things, Stenton Leigh concluded in its fairness opinion that the fair value per share of Net 1 common stock was approximately \$0.004 as of January 30, 2004 without giving effect to the proposed transactions, notwithstanding that the shares of common stock traded at \$7.35, as of that same date, on the OTC Bulletin Board. A copy of this opinion is attached as Annex C to this proxy statement/ prospectus. In addition to the opinion described above, in connection with the preparation of the pro forma financial statements included in this proxy statement/ prospectus, Stenton Leigh also prepared for Net 1 a valuation of certain identifiable intangible assets which ascribed value to such assets. See "The Proposed Transactions - Accounting Treatment."



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**Interests of Certain Persons in the Proposed Transactions (page 59)**

When considering the recommendation by the Net 1 board of directors to vote **FOR** the proposed transactions, you should be aware that certain persons have interests in the transactions that are different from, and may conflict with, your interests:

Dr. Serge Belamant, a director and the chairman of Net 1's board of directors, the chief executive officer of Aplitec and the chief executive of Net 1 Holdings, has the right to vote 53.75% of Net 1's outstanding shares that are beneficially owned by Net 1 Holdings.

Dr. Belamant, along with Herman Kotze, Brenda Stewart and Nitin Soma, will enter into employment agreements in connection with the proposed transactions. These agreements will be finalized before the completion of the proposed transactions.

The Brait Consortium has the right to nominate three designees to the Net 1 board of directors. To date, the Brait Consortium has only identified two designees: Anthony Ball and Chad Smart. Even if the Brait Consortium nominates a third designee to the Net 1 board of directors, it will not exercise control of the board immediately following the proposed transactions. See Management of Net 1 After the Proposed Transactions. The Brait Consortium also will have the right to designate three nominees to the slate of directors that Net 1's management recommends to shareholders in Net 1's annual proxy statement. Finally, affiliates of the Brait Group are providing advisory services to Net 1 in connection with the proposed transactions and will receive a capital raising fee of \$3.7 million and a further corporate finance fee of ZAR 1.15 million (\$168,498). The Brait Group has the option of applying up to \$2.5 million of its capital raising fee to purchase up to 5 million shares of Net 1 common stock, at a purchase price of \$0.50 per share.

In September 1998, Serge Belamant, as Chief Executive of Net 1 Holdings, agreed verbally to grant to Claude Guerard 608,511 shares of Net 1 common stock owned by Net 1 Holdings with the condition precedent that the shares would only be transferred from Net 1 Holdings to Mr. Guerard if Net 1 raised sufficient funds to be in a position to implement its business plan. On consummation of the proposed transactions, Mr. Guerard will have the right to receive these shares of Net 1 common stock.

The table appearing under the heading The Proposed Transactions Contribution by the Brait Consortium presents the ownership and voting interests of the Brait Consortium and the Brait Group after the completion of the proposed transactions described in this proxy statement/prospectus, based on various scenarios.

The Net 1 board of directors was aware of these interests and considered them in approving the transactions.

**Conditions to the Transactions (page 63)**

Net 1's obligation to issue shares of common stock to the Brait Consortium and New Aplitec's obligation to complete the Aplitec acquisition are conditioned upon each other and neither will close unless the other transaction is approved pursuant to the terms set forth in their respective transaction documents. In addition, the closing of the Aplitec acquisition is conditioned upon the following:

the registration statement, of which this proxy statement/prospectus forms a part, being declared effective and no stop order having been issued by the SEC; and

the shareholders of Net 1 approving:

• the amendment to the Net 1 articles of incorporation to:

• increase the number of authorized shares of common stock to 500,000,000 from the current 100,000,000 shares authorized;

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- s increase the number of authorized shares of preferred stock to 300,000,000 from the current 3,000,000 shares authorized;
  - s modify the par value of the shares of preferred stock that Net 1 is authorized to issue from \$0.10 per share to \$0.001 per share; and
  - s authorize the terms of the special convertible preferred stock, and
- ¢ the Aplitec acquisition and the issuance of 192,967,138 shares of special convertible preferred stock in connection with such acquisition; and
- ¢ the issuance of shares 105,661,428 of common stock to the Brait Consortium in exchange for a \$52.8 million capital contribution; and
- ¢ the 2004 Stock Incentive Plan.

In addition to the conditions described above, none of the proposed transactions will be completed if the holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer which would result in the failure of conditions to which the Aplitec acquisition is subject.

**The Transaction Agreements**

The principal agreements that have been entered into in connection with the proposed transactions are (i) the Sale Agreement between Aplitec and New Aplitec, (ii) the Common Stock Purchase Agreement between Net 1 and SAPEF III International G.P. Limited (as representative of the Brait Consortium), and (iii) the Asset Purchase Agreement between Net 1 and Net 1 Holdings.

***Sale Agreement (page 60)***

The Sale Agreement provides that New Aplitec, which is to become a subsidiary of Net 1, will acquire substantially all of the assets, and assume all of the liabilities, of Aplitec. Each party's obligation to complete the transaction is subject to satisfaction or waiver of certain conditions by June 8, 2004, including the following:

receipt of approvals required under the Competition Act of South Africa;

receipt of approvals of the Exchange Control Department of the South African Reserve Bank;

approval of the transaction by Aplitec's current shareholders;

receipt of all required third party consents;

entering into of employment agreements between New Aplitec or Net 1 and senior executives and employees of Aplitec, which will include the issuance of shares of Net 1 common stock pursuant to the 2004 Stock Incentive Plan;

absence of material adverse changes with respect to Aplitec from the date of execution through to the closing date set with respect to the proposed transactions; and

approval by Net 1's shareholders of the amendment to Net 1's articles of incorporation.

In addition, the Aplitec acquisition will not be completed if the holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer.

***Common Stock Purchase Agreement (page 63)***

The Common Stock Purchase Agreement provides that SAPEF III International G.P. Limited (as representative of the Brait Consortium), will purchase 105,661,428 newly issued shares of Net 1 common stock for \$52.8 million. Pursuant to the terms of the Common Stock Purchase

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Agreement described in further detail below, SAPEF III International G.P. will assign the right to purchase shares of Net 1 common stock to South African Private Equity Fund III, L.P., a fund managed by FF&P Asset

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Management Limited, and two funds managed by Southern Cross Capital Limited. The closing of this transaction will occur on the twelfth business day after the last of the conditions to the agreement have been satisfied or waived, or at another time as Net 1 and the Brait Consortium will agree.

### *Representations and Warranties*

The Common Stock Purchase Agreement contains customary representations and warranties of Net 1 and the Brait Consortium relating to, among other things:

capital structure of Net 1 currently and upon completion of the issuance of shares to the Brait Consortium;

documents filed with the SEC, the accuracy of information contained in those documents and the absence of undisclosed liabilities;

absence of material changes or events;

compliance with applicable law;

disclosure of affiliate transactions; and

the receipt of fairness opinions from Net 1's advisors.

### *Conditions to Closing*

Each party's obligation to effect the transactions contemplated by the Common Stock Purchase Agreement is subject to the satisfaction or waiver of various conditions, including the approval by Net 1's shareholders of the amendment to Net 1's articles of incorporation and the completion of the Aplitec acquisition. Because the Aplitec acquisition will not be completed if the holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer, this will also cause the transactions contemplated by the Common Stock Purchase Agreement to fail. Net 1 will also take all actions necessary prior to closing to increase the size of its board of directors to up to ten directors and to elect up to three nominees of the Brait Consortium.

### ***Asset Purchase Agreement (page 70)***

The Asset Purchase Agreement provides that Net 1 will acquire selected assets of Net 1 Holdings through a wholly owned subsidiary to be formed or acquired in Luxembourg, including (i) the rights to the U.S. FTS patent and UEPS technology currently held by Net 1 Holdings and (ii) the assignment of Net 1 Holdings' rights and obligations under certain agreements, including the Patent and Technology Agreement with Net 1, for \$1.00. This transaction is a condition to the completion of the Aplitec acquisition.

### **Related Agreements (page 66)**

In connection with the above-referenced transactions, certain parties have entered into the following agreements: (i) the Subscription Agreement between Net 1 and New Aplitec; (ii) the Subscription Agreement between the South African Trust and New Aplitec; (iii) the Umbrella Agreement among various parties, (iv) the Trust Deed for the South African Trust; (v) the Trust Deed for the Cayman Trust and (vi) the Underwriting Agreement. The material terms of these agreements are described under the section of this prospectus titled "The Proposed Transactions".

### **Trading of Net 1 Common Stock (page 22)**

Shares of Net 1 common stock are quoted on the OTC Bulletin Board. After completion of the proposed transactions, shares of Net 1 common stock will continue to be quoted on the OTC Bulletin Board. Shares of New Aplitec will not be listed for quotation or trading on any securities exchange within or outside the United States.

**Table of Contents****2004 Stock Incentive Plan (page 140)**

You are being asked to approve the 2004 Stock Incentive Plan, which is attached to this proxy statement/ prospectus as Annex B. The plan authorizes the grant of a variety of stock-based incentive awards; provided, however, that (i) no more than 8,720,936 shares of Net 1 common stock may be granted in respect of stock options, and (ii) no more than 8,720,936 shares of Net 1 common stock may be granted in the form of other stock-based awards, including grants of restricted shares.

**Share Ownership After the Proposed Transactions (page 144)**

The following table presents the fully diluted ownership interests of Net 1 shares of common stock and special convertible preferred stock immediately after the completion of the proposed transactions. This table assumes that 100% of Aplitec's current shareholders elect the reinvestment option. To the extent that any Aplitec shareholders elect the cash option, the Brait Group will acquire those interests in New Aplitec via the South African Trust, thereby increasing its ownership interest in Net 1.

<b>Beneficial Owner</b>	<b>Number of Shares of Common Stock</b>	<b>Percentage of Shares of Common Stock (%)</b>	<b>Number of Shares of Special Convertible Preferred Stock</b>	<b>Percentage of Shares of Special Convertible Preferred Stock (%)</b>	<b>Percentage Ownership of Shares of Net 1 Common Stock on Fully Diluted Basis (%)</b>
Net 1 Holdings	8,520,578	6.13			2.57
Gemplus	1,521,278	1.09			0.46
Other Net 1 shareholders	5,811,000	4.18			1.75
<b>Total Net 1 shareholders</b>	<b>15,852,856</b>	<b>11.41</b>			<b>4.78</b>
Nedbank Ltd.			56,542,278	29.29	17.03
Allan Gray Inv. Mgmt.			42,914,210	22.24	12.93
Serge Belamant (direct)			11,593,671	6.01	3.49
Other Aplitec shareholders			81,934,979	42.46	24.68
<b>Total Aplitec shareholders</b>			<b>192,967,138</b>	<b>100.00</b>	<b>58.14</b>
<b>Brait Consortium(1)</b>	<b>105,661,428</b>	<b>76.04</b>			<b>31.83</b>
<b>2004 Stock Incentive Plan</b>	<b>17,441,872</b>	<b>12.55</b>			<b>5.25</b>
<b>Total All shareholders</b>	<b>138,956,156</b>	<b>100.00</b>	<b>192,967,138</b>	<b>100.00</b>	<b>100.00</b>

(1) Excludes the five million shares of Net 1 common stock that the Brait Group has the option to purchase at a price of \$0.50 per share.

Following completion of the transactions, the shares of Net 1 special convertible preferred stock will have voting rights on a one-to-one basis with the shares of Net 1 common stock.

**Table of Contents****SUMMARY HISTORICAL FINANCIAL DATA OF NET 1 AND APLITEC**

The following tables present selected financial data of Net 1 and Aplitec, which have been derived from the audited financial statements of Net 1 and Aplitec. The selected historical financial data should be read in conjunction with Business , Operating and Financial Review and Prospects and the historical and pro forma financial statements included in this proxy statement/ prospectus.

**Summary Historical Financial Data of Net 1**

	Year Ended December 31,				
	1999	2000	2001	2002	2003
(In US\$, except number of shares)					
<b>Income Statement</b>					
Revenue				157,565	41,017
Administrative expenses	267,161	336,685	677,879	324,615	322,907
Financing costs		(475)	(284)	(108)	(21)
(Loss)/ Profit from operations	(267,161)	(336,210)	(677,595)	(166,942)	(281,869)
Basic earnings per share	(0.02)	(0.03)	(0.04)	(0.01)	(0.02)
Diluted earnings per share	(0.02)	(0.03)	(0.04)	(0.01)	(0.02)
Cash dividends paid					
<b>Balance Sheet</b>					
Total assets	87,470	795,623	90,902	114,039	12,754
Total liabilities	145,720	185,353	158,227	348,306	528,920
Shareholders' equity	(58,250)	610,270	(67,325)	(234,267)	(516,136)
Shares outstanding at year-end	10,873,244	15,852,856	15,852,856	15,852,856	15,852,856

**Table of Contents****Summary Historical Financial Data of Aplitec**

	Year Ended June 30,					
	1999	2000	2001	2002	2003	2003
	(In thousands of US\$)					
(In thousands of ZAR, except share and per share data)						
<b>Income Statement</b>						
<b>Amounts in accordance with South African GAAP</b>						
Revenue	ZAR 241,665	ZAR 436,860	ZAR 557,445	ZAR 525,585	ZAR 691,484	\$ 101,316
Profit from operations	32,703	79,243	125,756	135,000	175,868	25,768
Net profit for the year	29,774	59,558	93,187	104,033	126,187	18,489
Basic earnings per share	0.16	0.30	0.41	0.45	0.53	0.08
Diluted earnings per share	0.16	0.30	0.41	0.45	0.53	0.08
Cash dividend per common share	0.02				0.11	0.02
<b>Amounts in accordance with United States GAAP</b>						
Profit from continuing operations			ZAR 61,405	ZAR 86,443	ZAR 108,106	\$15,840
Net profit for the year			61,404	86,444	118,803	17,407
Basic earnings per share before extraordinary item and cumulative effect of a change in accounting principle			0.27	0.38	0.46	0.07
Diluted earnings per share before extraordinary item and cumulative effect of a change in accounting principle			0.27	0.37	0.46	0.07
Basic earnings per share after extraordinary item and cumulative effect of a change in accounting principle			0.27	0.38	0.50	0.07
Diluted earnings per share after extraordinary item and cumulative effect of a change in accounting principle			0.27	0.37	0.50	0.07
<b>Balance Sheet</b>						
<b>Amounts in accordance with South African GAAP</b>						
Total assets	ZAR 224,476	ZAR 266,453	ZAR 392,255	ZAR 510,717	ZAR 682,528	\$ 100,004
Total liabilities	110,754	110,910	83,180	92,262	158,408	23,210

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Capital and reserves	113,722	155,543	309,075	418,455	524,120	76,794
Shares in issue ( 000s)	178,565	198,599	229,814	233,464	236,977	

**Amounts in  
accordance with  
United States GAAP**

Total assets		ZAR 479,790	ZAR 587,853	ZAR 767,473	\$ 112,450
Total liabilities		117,111	155,161	215,132	31,521
Shareholders' equity		362,679	432,692	552,341	80,929



**Table of Contents****COMPARATIVE STOCK PRICES AND DIVIDENDS****Comparison**

Net 1's common stock is quoted on the OTC Bulletin Board under the symbol NUEP.OB and the ordinary shares of Aplitec are listed and traded on the JSE under the share code APL. The following table sets forth, for the respective fiscal periods of Net 1 and Aplitec indicated, the high and low bid information per share of Net 1 common stock, and the high and low sales prices per share of Aplitec ordinary shares, as reported on Bloomberg Financial Markets. The quotations for Net 1's common stock reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

**You should be aware that while the price per share of Net 1 common stock quoted on the OTC Bulletin Board was \$8.10 on May 5, 2004, we received a fairness opinion issued by Stenton Leigh in connection with the transactions that concluded that the fair value of one share of Net 1 common stock was approximately \$0.004 as of January 30, 2004 without giving effect to the proposed transactions. See Annex C to this proxy statement/ prospectus for the full text of Stenton Leigh's fairness opinion.**

	Net 1 Common Stock		Aplitec Ordinary Shares				
	High	Low	High		Low		Dividends
	US\$	US\$	ZAR	US\$(1)	ZAR	US\$(1)	ZAR
<b>2000</b>							
First Quarter	8.25	0.25	3.40	0.50	1.80	0.26	
Second Quarter	6.58	3.00	2.45	0.36	1.40	0.21	
Third Quarter	5.50	3.50	3.70	0.54	2.23	0.33	
Fourth Quarter	4.88	2.00	3.25	0.48	2.30	0.34	
<b>2001</b>							
First Quarter	3.50	1.50	3.40	0.50	2.51	0.37	
Second Quarter	1.69	1.15	3.30	0.48	2.70	0.40	
Third Quarter	2.00	0.90	4.00	0.59	3.10	0.45	
Fourth Quarter	1.10	0.70	3.70	0.54	3.25	0.48	
<b>2002</b>							
First Quarter	1.45	0.75	3.90	0.57	2.80	0.41	
Second Quarter	1.35	0.95	3.50	0.51	2.90	0.42	0.11(2)
Third Quarter	1.20	0.90	3.20	0.47	2.60	0.38	
Fourth Quarter	1.30	0.90	3.60	0.53	2.75	0.40	
<b>2003</b>							
First Quarter	1.30	0.95	3.60	0.53	3.00	0.44	
Second Quarter	2.12	1.06	4.15	0.61	3.50	0.51	0.15(3)
Third Quarter	2.40	1.90	6.00	0.88	4.00	0.59	
Fourth Quarter	6.80	2.22	7.00	1.03	4.85	0.71	
<b>2004</b>							
First Quarter	10.15	5.22	9.00	1.32	5.36	0.79	
Second Quarter (through May 5, 2004)	8.99	6.90	8.00	1.17	7.00	1.03	

(1) Converted at the rate of ZAR 6.825 = \$1.00, which was the noon buying rate for customs purposes of the Rand as reported by the Federal Reserve Bank of New York on May 5, 2004.

(2) \$0.02.

(3) \$0.02.



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On October 23, 2003, the last trading day prior to public reports regarding a possible transaction, the price per share of Net 1 common stock quoted on the OTC Bulletin Board was \$3.53 per share and the sale price of Aplitec ordinary shares quoted on the JSE was ZAR 4.20 per share, each as reported on Bloomberg Financial Markets. On May 5, 2004, the most recent practicable trading day prior to the printing of this proxy statement/ prospectus, the price per share of Net 1 common stock quoted on the OTC Bulletin Board was \$8.10 per share and the sale price of Aplitec ordinary shares was ZAR 7.15 (\$1.05) per share, each as reported on Bloomberg Financial Markets. The market prices of shares of Net 1 common stock and Aplitec ordinary shares are subject to significant fluctuation. As a result, Net 1 and Aplitec shareholders are urged to obtain current market quotations. On May 5, 2004 there were approximately 15,852,856 shares of Net 1 common stock outstanding and approximately 236,977,187 shares of Aplitec ordinary shares outstanding.

**Net 1 Dividend History**

Net 1 has not paid any dividends on its shares of common stock since its incorporation.

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**EXCHANGE CONTROLS**

The following is a summary of the material South African exchange control measures, which has been derived from publicly available documents. South African exchange controls may be of material relevance to Net 1 as New Aplitec will be a significant subsidiary of Net 1 after the transactions described in this proxy statement/ prospectus are consummated. The following summary has been prepared by South African counsel, Paul Botha Inc., and is not a comprehensive description of all of the exchange control regulations and does not cover exchange control consequences that depend upon your particular circumstances. We recommend that you consult your own advisor about the exchange control consequences in your particular situation. The discussion in this section is based on current South African law and regulations. Changes in law may alter the exchange control provisions that apply to a non-South African company that has investments in South Africa or in South African companies.

**Introduction**

Dealing in foreign currency, the export of capital and/or revenue, incurring of liabilities by South African residents to non-residents and various other exchange control matters in South Africa are regulated by South African exchange control regulations. These exchange control regulations form part of the general monetary policy of South Africa. The regulations are issued pursuant to section 9 of the South African Currency and Exchanges Act, 9 of 1933. Pursuant to the regulations, the control over South African capital and/or revenue reserves, as well as their accruals and spending, is vested in the Minister of Finance. The Minister of Finance has delegated the administration of exchange controls to the Exchange Control Department of the South African Reserve Bank, or Excon, which is responsible for the day to day administration and functioning of exchange controls. Excon has wide discretion but exercises its powers within certain policy guidelines. Within prescribed limits, authorized dealers in foreign exchange are permitted to deal in foreign exchange. Such dealings in foreign exchange by authorized dealers are undertaken in accordance with the provisions and requirements of the exchange control rulings, which rulings are issued by Excon, as the delegate of the Minister of Finance, and contain certain administrative measures, as well as conditions and limits applicable to transactions in foreign exchange, which may be undertaken by authorized dealers. Non-residents have been granted general approval, pursuant to the rulings, to deal in South African assets and to invest and disinvest in South Africa.

South Africa's exchange control regulations provide for restrictions on exporting capital from the Common Monetary Area, consisting of the Republic of South Africa, the Republic of Namibia, and the Kingdoms of Lesotho and Swaziland. Transactions between residents of the Common Monetary Area, on the one hand, including companies, and non-residents of the Common Monetary Area, on the other hand, are subject to these exchange control regulations.

There are many inherent disadvantages of exchange controls including the distortion of the price mechanism, the problems encountered in the application of monetary policy, the detrimental effects on inward foreign investment and the administrative costs associated therewith. The South African Minister of Finance has indicated that all remaining exchange controls are likely to be dismantled as soon as circumstances permit. There has, since 1996, been a gradual relaxation of exchange controls. The gradual approach to the abolition of exchange controls adopted by the Government of South Africa is designed to allow the economy to adjust more smoothly to the removal of controls that have been in place for a considerable period of time. The stated objective of the authorities is equality of treatment between residents and nonresidents with respect to inflows and outflows of capital. The focus of regulation, subsequent to the abolition of exchange controls, is expected to favor the positive aspects of prudential financial supervision. The present exchange control system in South Africa is used principally to control capital movements. South African companies are not permitted to maintain foreign bank accounts and, without the approval of Excon, are generally not permitted to export capital from South Africa or hold foreign currency. In addition, South African companies are required to obtain the approval of Excon prior to raising foreign funding on the strength of their South African balance sheets, which would permit recourse to South Africa in the event of defaults. Repayment of principal and interest on funding is usually approved where the repayment is limited to the amount borrowed and a market-related role of interest

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subject to a maximum of South African prime plus two percent. New Aplitec has obtained Excon's approval for the loan funding from Net 1 for the Aplitec acquisition. Where 75% or more of a South African company's capital, voting power, power of control or earnings is directly or indirectly controlled by non-residents, such a company is designated an affected person by the South African Reserve Bank, and certain restrictions are placed on its ability to obtain local financial assistance. Upon completion of the Aplitec acquisition, New Aplitec will be designated as an affected person by the South African Reserve Bank.

Foreign investment and loans by South African companies to companies outside South Africa are also restricted. In addition, without the approval of Excon, South African companies are generally required to repatriate to South Africa profits of foreign operations and are limited in their ability to utilize profits of one foreign business to finance operations of a different foreign business. South African companies establishing subsidiaries, branches, offices or joint ventures abroad are generally required to submit financial statements on these operations to Excon on an annual basis. As a result, a South African company's ability to raise and deploy capital outside the Common Monetary Area is restricted.

Although exchange controls have been gradually relaxed since 1996, unlimited outward transfers of capital currently are not permitted.

### **Investment in South African Companies**

A foreign investor may invest freely in shares in a South African company. Foreign investors may also sell shares in a South African company and transfer the proceeds out of South Africa without restrictions upon production of a certificate from an auditor in South Africa confirming that the purchase price paid was fair. Acquisitions of shares or assets of South African companies by non-South African purchasers are not generally subject to review by the South African Reserve Bank when the consideration is in cash, but will require a review by the South African Reserve Bank in certain circumstances, including when the consideration is equity in a non-South African company or when the acquisition is financed by a loan from a South African lender.

### **Dividends**

There are no Excon restrictions on the remittance in full of dividends declared out of trading profits to non-residents of the Common Monetary Area upon production of a certificate from a South African auditor confirming that the dividends are payable out of the profits of the company. Cash dividends paid by New Aplitec are not subject to South African taxes in the hands of its shareholders, regardless of the nationality or residency of such shareholders. For a description of certain material U.S. federal tax consequences to Non-U.S. Holders, please see the section titled "The Proposed Transactions - Material United States Federal Tax Consequences to Non-U.S. Holders."

Pursuant to Excon's approval of the Aplitec acquisition, dividends may be declared by the New Aplitec board of directors only if (i) such declaration is approved by a majority of the holders of New Aplitec B class preference shares, (ii) all loan accounts have been paid by New Aplitec and (iii) certain dividend-to-earnings ratios are maintained. However, because the New Aplitec board will be appointed by Net 1, Net 1 will ultimately determine whether any dividends are declared by New Aplitec, subject to the above conditions. Any dividends declared by New Aplitec will be distributed to the holders of A class and B class preference shares *pro rata* in accordance with their respective ownership interests in New Aplitec.

### **Sale of Intellectual Property**

Pursuant to Excon's approval of the Aplitec acquisition, New Aplitec will not be entitled to sell the FTS patent held in South Africa and its surrounding territories to a non-South African resident without the prior written approval of Excon.

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**RISK FACTORS**

*In addition to the other information in this proxy statement/ prospectus, you should carefully consider the following risk factors in deciding whether to vote to approve the proposed transactions.*

**RISKS RELATING TO NET 1 S SHARES OF COMMON STOCK**

**The price for shares of Net 1 common stock quoted on the OTC Bulletin Board is not indicative of their fair value.**

The shares of Net 1 common stock currently trade on the Over-the-Counter Bulletin Board. The trading volume for shares of Net 1 common stock historically has been very limited. On May 5, 2004, the closing price per share of Net 1 common stock quoted on the OTC Bulletin Board was \$8.10. Investors who elect the reinvestment option, as well as current shareholders of Net 1, should be aware that the price per share of Net 1 common stock quoted on the OTC Bulletin Board is significantly higher than the fair value attributed to those shares by Stenton Leigh. The fairness opinion issued to Net 1 by Stenton Leigh in connection with the proposed sale of Net 1 common stock to the Brait Consortium concluded that, as of January 30, 2004, the fair value per share of Net 1 common stock was approximately \$0.004 without giving effect to the proposed transactions. In preparing its fairness opinion, Stenton Leigh was advised by Net 1's management that if even a small block of stock were to be sold into the public market (i.e. 100,000 shares), management believed that Net 1's stock price would most likely fall to pennies. The full text of the fairness opinion issued by Stenton Leigh is attached to this proxy statement/ prospectus as Annex C. For a discussion of the issues considered by Stenton Leigh in delivering its fairness opinion see The Proposed Transactions Opinion of Stenton Leigh Capital Corp. Investors should also note that Net 1's board of directors concluded on January 30, 2004 that the sale of shares to the Brait Consortium for \$0.50 per share was fair to, and in the best interests of, Net 1 and its shareholders. As a result, investors should not rely on the price per share quoted on the OTC Bulletin Board as an indication of the fair value per share of Net 1 common stock.

**Reinvesting Aplitec shareholders will receive interests that have no trading market and that are not transferable to third parties.**

After the transactions described in this proxy statement/ prospectus are completed, the shares of Aplitec (which currently are listed on the JSE) will be de-listed and will no longer be tradeable. Moreover, reinvesting Aplitec shareholders will receive, through the South African Trust and the Cayman Trust, interests in the common stock of Net 1, which interests will not be listed on any securities exchange and will not be transferable. The only manner by which a holder who chooses the reinvestment option will be able to trade its interests will be by means of directing the sale of shares of Net 1 common stock held for its benefit through the South African Trust and the Cayman Trust. Given the limited liquidity of the market for shares of Net 1 common stock, it may be difficult to consummate sales of such shares on a timely basis, if at all. In addition, the limited liquidity of this market may lead to share price volatility, which may limit your ability to sell your shares at the price per share you had anticipated.

**Because the market for shares of Net 1 common stock is very limited and not listed, it may be difficult to sell your shares and future sales of shares of Net 1 common stock may materially adversely affect the price of shares of Net 1 common stock.**

As a result of the limited liquidity in the market for shares of Net 1 common stock, future sales of additional shares of Net 1 common stock may result in significant decreases in the market price of such shares. Given the large number of additional shares of Net 1 common stock that will be issued in connection with the transactions described in this proxy statement/ prospectus, a large number of additional shares of Net 1 common stock will be available for sale, which may have a material adverse effect on the trading price of such shares. In addition, given the limited liquidity of the market for shares of Net 1 common stock and that the shares are not listed on any securities market, it may be difficult to

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consummate sales of Net 1 common stock, on a timely basis, if at all. This limited liquidity may also affect the ability of the South African Trust to effect sales of Net 1 common stock for the benefit of its unit holders. In addition, after giving effect to the consummation of the proposed transactions, the Brait Consortium will beneficially own in excess of 30% of the shares of Net 1 common stock and Nedbank Limited will beneficially own in excess of 15% of such shares. Any transfer, sale or distribution by these shareholders of a substantial amount of shares of Net 1 common stock or a perception in the marketplace that such transfers will occur, may materially adversely affect the prevailing market price of shares of Net 1 common stock.

**Aplitec shareholders who are U.S. residents will receive shares of Net 1 common stock directly rather than being required to hold their interests in Net 1 through the South African Trust and the Cayman Trust, and accordingly U.S. residents may avoid delays to which former Aplitec shareholders in South Africa may be subject.**

Approximately 1% of the total ordinary shares of Aplitec outstanding as of the date of this proxy statement/ prospectus is held by U.S. residents. The Aplitec shareholders who are U.S. residents may realize benefits from the proposed transactions that the non-U.S. residents may not be able to achieve. Because the Aplitec shareholders who are U.S. residents are not subject to South African exchange controls, they will be permitted to own shares of Net 1 common stock immediately upon completion of the proposed transactions. By contrast, Aplitec shareholders who elect the reinvestment option and that are resident in South Africa will be required to hold their interests in Net 1 through the South African Trust and the Cayman Trust, which may result in South African shareholders not being able to sell their shares on as timely a basis as Aplitec shareholders who are U.S. persons. Aplitec shareholders that are U.S. residents would be able to sell their shares at any time following consummation of the proposed transactions, allowing them to realize potential benefits from the transaction before other Aplitec shareholders.

**The market for the shares of Net 1 common stock may be highly volatile.**

The market for the shares of Net 1 common stock may be highly volatile for reasons both related to the performance of Net 1 or events pertaining to the industry in which Net 1 competes as well as factors related to the regions where Net 1 and its subsidiaries conduct their business. Instability in the prices for the products and services that Net 1 and its subsidiaries will provide may adversely affect Net 1's ability to raise capital. Net 1's shares of common stock can be expected to be subject to volatility in both price and volume arising from market expectations. Shareholders of Net 1 may be unable to sell significant quantities of shares in the public trading markets without a significant reduction in the price of its shares of common stock.

In addition, the trading prices of Net 1's shares of common stock have been volatile and may continue to be volatile in the future. Factors including the limited depth and liquidity of the market for Net 1's shares of common stock, investor perceptions of Net 1 and general economic conditions worldwide may cause the trading prices of Net 1's shares of common stock to fluctuate significantly. Due to these factors, the shares of common stock obtained upon the conversion of special convertible preferred stock, which will be sold for the benefit of reinvesting shareholders, may trade at a price substantially lower than the price for shares of Net 1 common stock quoted on the OTC Bulletin Board at the time a reinvesting shareholder instructs the South African Trust to sell its interests in shares of Net 1 common stock.

**Broker-dealers may be discouraged from effecting transactions in Net 1 common stock because it is considered a penny stock and is subject to the penny stock rules.**

Rules 15g-1 through 15g-9 promulgated under the Securities Exchange Act of 1934, as amended, impose sales practice and disclosure requirements on NASD broker-dealers who make a market in a penny stock. A penny stock generally includes any non-NASDAQ equity security that has a market price of less than \$5.00 per share. Net 1 is a non-NASDAQ traded equity security and its historical trading prices have been below \$5.00. See Comparative Stock Prices and Dividends. During the period from January 1, 2003 to December 31, 2003, Net 1's price per share ranged from \$0.95 (low) to \$6.80 (high).

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The closing price per share on May 5, 2004 was \$8.10 per share. In addition, as described above in the risk factor titled "The price for shares of Net 1 common stock quoted on the OTC Bulletin Board is not indicative of their fair value", the fair value of the shares of Net 1 common stock as determined by Stenton Leigh, Net 1's financial advisor, and based on the price being paid for shares of Net 1 common stock by the Brait Consortium is substantially lower than \$5.00. The additional sales practice and disclosure requirements imposed upon broker-dealers, to the extent they apply to Net 1 after the transactions, may discourage broker-dealers from effecting transactions in Net 1 shares, which could severely limit the market liquidity of the shares and impede the sale of its shares in the secondary market.

Under the penny stock regulations, a broker-dealer selling penny stock to anyone other than an established customer or accredited investor (generally, an individual with net worth in excess of \$1,000,000 or an annual income exceeding \$200,000, or \$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt.

In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks.

### **RISKS RELATING TO THE PROPOSED TRANSACTIONS**

#### **Investors and financial analysts may have difficulty in evaluating Net 1, which may adversely affect the market price of the Net 1 shares of common stock.**

If the proposed transactions are completed, Net 1 believes that it will be the only company with a principal focus on branded UEPS technology globally. Net 1 will have five principal sources of revenue: manufacture licensing, software licensing, usage licensing, joint ventures and hardware sales. Analysts may apply different valuation methodologies to these revenue streams and to Net 1. Investors and analysts may also have difficulty in evaluating the transaction structure, which may influence their valuation of Net 1. Net 1's business does not have an operating history and is not proven, and investors and analysts may need an extended period of time to fully understand this business. Although Net 1 expects to devote time and effort in explaining its business to investors, analysts and other market participants, it is possible that they will have difficulty evaluating Net 1, which may have an adverse effect on the market price of Net 1's shares of common stock.

#### **Net 1 may fail to realize the anticipated benefits of the proposed transactions, which may negatively affect Net 1's ability to develop its business plan.**

Net 1 will need to implement promptly and effectively a post-transaction action plan in order to realize the benefits or synergies from the proposed transactions, including:

increasing revenues from licensing and other sources; and

developing new businesses and providing additional services that benefit from the combined assets and resources of Net 1's constituent companies.

If Net 1's management team fails to execute this action plan, Net 1 may not realize anticipated growth in revenue, cash flow and earnings, which would have an adverse effect on the market price of Net 1's shares of common stock. Net 1's management has been involved for some time in attempting to develop Net 1's business plan with only limited success.



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**The proposed transactions may not be completed if certain conditions are not met.**

The proposed transactions are subject to a number of conditions, the outcome of which cannot be influenced by Net 1, including the approval of regulatory bodies in South Africa. If these conditions are not fulfilled or waived before June 8, 2004, the proposed transactions will not be completed. If the proposed transactions are not completed, Net 1 may not be able to continue as a going concern beyond the second quarter of 2004.

**Certain Aplitec shareholders may seek a rescission or damages by claiming a violation of the U.S. Securities Act of 1933.**

On February 3, 2004, we initially filed with the SEC the registration statement of which this proxy statement/ prospectus is a part. In connection with its review of the registration statement, the staff of the SEC advised Net 1 that a preliminary proxy statement on Schedule 14A filed by Net 1 on December 3, 2003 and certain Aplitec announcements in South Africa in October and November 2003, as well as the Aplitec shareholder vote approving the sale of assets on December 9, 2003, may not have complied with Section 5 under the U.S. Securities Act of 1933. Thus, we are offering to all Aplitec shareholders who are shareholders of record on June 7, 2004, the opportunity to rescind any acceptance of Net 1 securities that may have been offered to them on or prior to the December 9 vote (the rescission offer ).

**None of the proposed transactions will be consummated if the holders of a majority of the outstanding ordinary shares of Aplitec accept the rescission offer.**

If holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer, the proposed transactions will not be consummated as a result of the failure of certain conditions precedent to the consummation of the Aplitec acquisition is subject. If the proposed transactions are not consummated, no Aplitec shareholders, including those Aplitec shareholders who affirmatively reject the rescission offer, will receive any consideration. As a result of the possible failure to comply with Section 5 under the U.S. Securities Act, the right of rescission, under the U.S. Securities Act, granted to Aplitec shareholders who accept the rescission offer or who make no election in respect of the rescission offer may continue for a period of one year from the date of this proxy statement/ prospectus. Additionally, any rights of rescission under the U.S. Securities Act of any Aplitec shareholder may survive and not be barred by our making the rescission offer.

If holders of less than a majority of the issued Aplitec ordinary shares vote to accept the rescission offer, the proposed transactions will be consummated as originally contemplated and all Aplitec shareholders, including those Aplitec shareholders who accept the rescission offer, will receive cash or, if they elect the reinvestment option, cash and interests in the South African Trust, subject to the satisfaction of any unfulfilled conditions.

**Any failure to complete the proposed transactions or delay in the completion of the proposed transactions could cause Net 1 to incur substantial costs and negatively affect Net 1's results of operations.**

If the transactions are not completed on a timely basis or at all, Net 1 may suffer negative consequences to its business, results of operations, financial condition and prospects, including, among others, the following:

substantial fees and expenses related to the transactions in the range of \$2.0 million to \$5.8 million, such as legal and accounting fees and disbursements, which must be paid even if the transactions are not completed; and

if the transactions are terminated and Net 1's board of directors determines to pursue another transaction, it may not be able to find a partner at all or on terms as attractive as those provided for by the transactions described herein.

In addition, as a development stage company that has not been able to raise adequate financing to fund its business plan and operations since its incorporation in 1997, the failure to consummate the

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transactions and obtain the proposed financing from the Brait Consortium raises concerns about Net 1's ability to continue as a going concern beyond the second quarter of 2004.

Any of these effects or the failure to complete the transactions on a timely basis or at all would adversely affect the market price of Net 1's shares of common stock and could result in the bankruptcy of Net 1.

**The shares of Net 1 common stock and special convertible preferred stock to be issued in connection with the proposed transactions will significantly dilute the voting power, and could have a material adverse impact on the market price of Net 1's common stock.**

Net 1 will issue to the Brait Consortium 105,661,428 shares of common stock at a purchase price of \$0.50 per share and in addition, the Brait Group has the option of applying up to \$2.5 million of its capital raising fee to purchase up to 5 million shares of Net 1 common stock, for a purchase price of \$0.50 per share. Net 1 will also issue to the South African Trust 192,967,138 shares of special convertible preferred stock in connection with the Aplitec acquisition, which are convertible on a one-for-one basis into shares of Net 1 common stock. The shares of special convertible preferred stock will be convertible into shares of common stock that will be issued to holders of special convertible preferred stock upon exercise of their conversion option. Together, these issuances (assuming the Brait Group purchases 5 million additional shares of Net 1 common stock) will account for 90.10% of the voting power of Net 1 after the closing of the proposed transactions. These issuances will significantly limit the voting power of shares of Net 1 common stock currently outstanding, and could have a material adverse impact on the market price of Net 1's common stock.

**Net 1's shareholders who vote against the proposed transactions will not have dissenters' or similar rights.**

Neither Florida law nor Net 1's articles of incorporation provide for any dissenters' or appraisal rights to shareholders who vote against the proposed transactions. The absence of such rights may limit the ability of Net 1 shareholders to challenge the proposed transactions after they are approved.

**If a sufficient number of Aplitec's current shareholders do not elect the reinvestment option, the Brait Group may control Net 1, which could inhibit or cause potential changes of control of Net 1 and may give rise to conflicts of interest with Net 1's other shareholders.**

To the extent Aplitec shareholders decline the reinvestment option, the Brait Group, an affiliate of which is a member of the Brait Consortium, will acquire those interests via the South African Trust. The Brait Group would therefore participate in the ownership of New Aplitec in lieu of the non-participating Aplitec shareholders and exercise voting and other rights in Net 1 indirectly through the South African Trust. The effect of this scenario would be to increase the Brait Group's ownership of Net 1's voting shares. If a sufficient number of Aplitec's shareholders decline the reinvestment option, the Brait Group may effectively control a majority of the voting interest of Net 1 when added to the shares of common stock that will be issued directly to the Brait Consortium (of which the Brait Group is a member) in connection with its capital contribution. Finally, the Brait Group may elect to apply up to \$2.5 million of its capital raising fee to purchase up to 5 million shares of Net 1 common stock at a purchase price of \$0.50 per share, which has the potential to increase its total holdings to 69.90% of the voting interest of Net 1. This would enable the Brait Group to determine all matters requiring shareholder approval, including a sale of Net 1 or of substantially all of its assets, or a material acquisition by Net 1.

The Brait Consortium has the right to nominate three designees to the Net 1 board of directors. To date, the Brait Consortium has only nominated two designees: Anthony Ball and Chad Smart. Even if the Brait Consortium were to nominate a third designee to the Net 1 board of directors, it would not exercise control of the board immediately following the proposed transactions. See Management of Net 1 After the Proposed Transactions. The Brait Consortium also has the right to designate three nominees to the slate of directors that Net 1's management recommends to shareholders in its annual proxy statement. These board representation rights could discourage other parties from initiating potential merger or other change of control transactions that might otherwise be beneficial to Net 1's shareholders. In addition, if

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the Brait Group were to become the controlling shareholder of Net 1, its interests may differ with those of Net 1's other shareholders with respect to, among other things, Net 1's strategic direction, significant corporate transactions, or other corporate opportunities that could be pursued by Net 1 or by the Brait Group. Brait currently has investments in three portfolio companies which, although not technology companies, may provide certain products and services that conflict with the micro-lending operations and the wage payment services to be provided by Net 1 after completion of the proposed transactions. In the future, Brait or its affiliates may invest in companies that may compete with Net 1 and may prevent Net 1 from expanding its business into areas where any such other companies provide competing services.

### **Intangible assets that may be recognized on consummation of the proposed transactions may be impaired in the future, which may adversely affect our earnings and financial condition.**

As discussed more fully under *The Proposed Transactions Accounting Treatment Accounting for the transaction*, intangible assets, including goodwill, may be recognized on the consummation of the proposed transactions. Goodwill and other identified intangible assets will be prospectively tested and measured for impairment. Should these intangible assets be impaired, our earnings and financial condition may be adversely affected.

### **Aplitec is making no representations or warranties with respect to the sale of assets to New Aplitec.**

Aplitec is making no warranties or representations with respect to the acquisition of the business of Aplitec by New Aplitec. As a result, New Aplitec and Net 1 may be exposed to certain liabilities which may have a material adverse effect on its business, operating results, cash flows and financial condition.

### **There is a risk we may become subject to a United States tax liability for failing to withhold on certain distributions.**

As discussed more fully under *The Proposed Transactions Material United States Federal Tax Consequences to Non-U.S. Holders Consequences to Non-U.S. Holders Reclassification of Special Convertible Preferred Stock Interest*, there is no statutory, judicial or administrative authority that directly addresses the tax treatment of Non-U.S. holders that elect to receive units in a trust representing beneficial interests in B class preference shares and B class loan accounts issued by New Aplitec pursuant to the reinvestment option. We believe these interests should be treated for United States federal income tax purposes as, and intend to treat them as, separate and distinct interests in New Aplitec. As such, we and our affiliates do not intend to withhold any amounts for United States federal taxes in respect of such interests. There is a risk, however, that these interests, together with the special convertible preferred stock, will be treated as representing a single direct equity interest in Net 1 for United States federal income tax purposes. In such case, distributions received with respect to the B class preference shares and B class loan accounts could be subject to United States federal withholding tax as described under *The Proposed Transactions Material United States Federal Tax Consequences to Non-U.S. Holders Consequences to Non-U.S. Holders Dividends*. Should Non-U.S. Holders fail to pay the United States federal tax associated with such distributions, we may be liable for such taxes in our capacity as withholding agent. In addition, our failure to collect and remit United States federal withholding tax may also subject us to penalties.

## **RISKS RELATING TO NET 1**

### **Net 1's business has incurred losses and might not be able to continue as a going concern if the proposed transactions are not completed.**

Net 1's business has a history of losses and Net 1 is expected to continue to incur losses as it has to fund operating and capital expenditures in the future including marketing, personnel and integration costs. Net 1 incurred total net losses in 2003 of \$281,869 and the accumulated deficit at December 31, 2003 was \$2,523,508. If the proposed transactions are not completed, Net 1 believes that it will not be able to adequately fund its operating and capital expenditures, and that it may not be able to continue as a going concern beyond the second quarter of 2004.

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**Net 1 may fail to retain or recruit qualified managers with the requisite multi-national and industry expertise, which could impede the implementation of Net 1's business strategy.**

Net 1's future financial and operational performance depends, in large part, on the continued service of Dr. Belamant, who is the current chairman of Net 1's board of directors and who will also serve as Net 1's chief executive officer after the completion of the proposed transactions. The loss of the services of Dr. Belamant could have a material adverse effect on Net 1's businesses and financial performance.

Net 1's multi-country strategy also requires the hiring and retention of highly qualified personnel in each market. Net 1 may not be able to retain key personnel or attract and retain additional highly qualified technical and managerial personnel in the future. Any failure to attract and retain the necessary personnel could result in Net 1 failing to successfully implement its business plan and prevent Net 1 from attaining profitability.

**Net 1 may be required to raise additional financing by issuing new securities with terms or rights superior to those of the shares of common stock, which could adversely affect the market price of the shares of common stock.**

Net 1 may require additional financing to fund future operations, including expansion in current and new markets, the granting of new licenses, programming development and acquisition, capital costs and the costs of any necessary implementation of technological innovations or alternative technologies. Because of the early stage of development of Net 1's operations, its negative earnings and exposure to market risks associated with economies in emerging markets, Net 1 may not be able to obtain financing on favorable terms or at all. If Net 1 raises additional funds by issuing equity securities, the percentage ownership of its then current shareholders will be reduced, and the holders of the new equity securities may have rights superior to those of the holders of its shares of common stock, which could adversely affect the market price and voting power of shares of common stock. If Net 1 raises additional funds by issuing debt securities, the holders of these debt securities would similarly have some rights senior to those of the holders of its shares of common stock, and the terms of these debt securities could impose restrictions on its operations and create a significant interest expense for Net 1.

**Net 1 may have difficulty raising necessary capital to fund operations as a result of market price volatility for its shares of common stock.**

In recent years, the securities markets in the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly small-capitalization companies such as Net 1, have experienced wide fluctuations that have not necessarily been related to the operations, performances, underlying asset values, or prospects of such companies. For these reasons, Net 1's shares of common stock can also be expected to be subject to volatility resulting from purely market forces over which Net 1 will have no control. If its business development plans are successful, additional financing may be required to continue to develop and exploit existing and new technologies and to expand into new markets. The exploitation of Net 1's technologies may, therefore, be dependent upon Net 1's ability to obtain financing through debt and equity or other means.

**Patent competition may adversely affect our products or processes, and the lack of proprietary protection could be harmful to our operations.**

Our products and technology have unique characteristics and structures and, as a result, are subject to patent protection, the extent of which varies from country to country. During the life of a patent, a product is only subject to competition by alternative products. However, aggressive patenting by our competitors and potentially patent piracy may threaten protected products and processes and may result in an increased patent infringement risk, especially in emerging economies such as those where we currently operate. The expiration of a patent also results in increased competition in the market for the previously patented products and processes. In addition, Net 1's patent filings in Europe have been revoked and consequently it does not have any patent protections in the member countries of the European Union. As a result, the

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local system operator from the CIS State has stopped paying licensing fees to Net 1 on the grounds that the evocation of the European FTS patent relieves it from the obligation to pay such fees. Moreover, although Net 1 has certain rights to patents in the United States, these are not expected to have significant utility in Net 1's business given that Net 1's management does not expect the U.S. market will become a material part of its business in the future. Each of these factors could have a material adverse effect on our business, operating results, cash flows and financial condition.

### **We may not be able to exploit technological advances quickly and successfully, which could impair our competitive position and operations.**

Most of our operations depend on the use of advanced technological methods. The use of the appropriate advanced technological procedures can affect, among other things, the competitiveness of our products, the safety of transactions performed using our products, the continuity of our operations and the capacity and efficiency of our production.

We believe that new technologies may emerge and that existing technologies may be further developed in the fields in which we operate. Unexpected rapid changes in employed technologies that affect our operations and product range could render the technologies we utilize obsolete or less competitive in the future. Difficulties in accessing new technologies may impede us from implementing them and competitive pressures may force us to implement these new technologies at a substantial cost. In addition, limited access to sources of new capital to acquire new technologies may adversely affect our results of operations and financial condition.

We cannot predict the effect of technological changes on our business or on our ability to provide competitive products. Our ability to meet the competition will depend on our timely and cost-effective implementation of new technological advances. It will also depend on our success in commercializing these advances in spite of competition we face by patents registered by our competitors. If we are unable to implement new technologies in a timely or cost-efficient basis or penetrate new markets in a timely manner in response to changing market conditions or customer requirements, we could experience a material adverse effect on our business, operating results, cash flows and financial condition.

### **Volatility in the South African Rand to U.S. dollar exchange rate may adversely affect our business, operating results, cash flows and financial condition.**

The Rand is a substantial operating currency for Aplitec and will be a substantial operating currency for Net 1 upon completion of the Aplitec acquisition. Because a large part of Net 1's sales will be denominated in Rand, a decline in the value of the Rand against the U.S. dollar may have a significant adverse effect on the results of operations of Net 1. In recent years, the Rand has steadily depreciated against the U.S. dollar, moving at an average rate per U.S. dollar from ZAR 6.33 in 2000 to ZAR 7.64 in 2001 to ZAR 10.20 in 2002. However, since June 2002, the Rand has appreciated against the U.S. dollar, mainly due to a general depreciation of the U.S. dollar, reaching ZAR 6.825 on May 5, 2004. Over this period, the exchange rate has been particularly volatile and we expect this volatility to continue in the foreseeable future.

In addition, although the Rand exchange rate is primarily market-determined, its value at any time may not be an accurate reflection of underlying value, due to the potential effect of exchange controls. Trends in sales and profits may experience significant fluctuations as the rate of exchange between the Rand and the U.S. dollar fluctuates. We cannot assure you what effect, if any, a decline in the exchange rate of the Rand against the U.S. dollar will have on our results of operations and financial condition after consummation of the transactions.

### **Our ability to engage in a reorganization subsequent to the proposed transactions may be limited.**

Immediately following the proposed transactions, substantially all of our business activities will be conducted outside of the United States. We intend to analyze the possibility of engaging in a subsequent reorganization in which Net 1 would become organized outside of the United States. However, legislation

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recently proposed by the United States Congress could affect the economic feasibility of such a reorganization.

**There are risks relating to other countries in which we intend to operate that could adversely affect our business, operating results, cash flows and financial condition.**

In the future, we intend to expand operations into countries and regions (such as Africa, South America, Southeast Asia and Central Europe) that are subject to significantly differing political, economic and market conditions. Specific country risks that may have a material impact on our business, operating results, cash flows and financial condition, include:

political and economic instability;

external acts of warfare and civil clashes;

government interventions, including protectionism and subsidies;

regulatory, taxation and legal structure changes;

cancellation of contractual rights; and

expropriation of assets.

Many of these countries are in various stages of developing institutions and legal and regulatory systems that are characteristic of parliamentary democracies. However, institutions in these countries may not yet be as firmly established as they are in parliamentary democracies in the developed world. Many of these countries are also in the process of transitioning to a market economy and, as a result, experience changes in their economies and their government policies that can affect our investments in these countries. Moreover, the procedural safeguards of the new legal and regulatory regimes in these countries are still being developed and, therefore, existing laws and regulations may be applied inconsistently. In some circumstances, it may not be possible to obtain the legal remedies provided under those laws and regulations in a timely manner.

As the political, economic and legal environments remain subject to continuous development, investors in these countries face uncertainty as to the security of their investments. Any unexpected changes in the political or economic conditions in these or neighboring countries may have a material adverse effect on the international investments that Net 1 has made or may make in the future, which may in turn have a material adverse effect on its business, operating results, cash flows and financial condition.

**Net 1 may incur significant costs to ensure compliance with United States corporate governance and accounting requirements subsequent to the proposed transactions.**

Aplitec is currently subject to all laws applicable to South African companies, as well as the listing requirements of the JSE. Net 1 may need to modify its corporate governance standards to comply with U.S. requirements, including the Sarbanes-Oxley Act. Additionally, after completion of the proposed transactions the accounting standards currently used by Aplitec may require modifications to ensure compliance with U.S. GAAP. These adjustments may require Net 1 to incur significant third-party advisory costs.

**RISKS RELATING TO APLITEC AND NEW APLITEC**

**There are risks relating to South Africa that could adversely affect New Aplitec's business, operating results, cash flows and financial condition.**

New Aplitec, which will be Net 1's primary operating subsidiary after the proposed transactions, is a South African company. All of New Aplitec's operations will be located and all of its sales will be

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generated in South Africa and its surrounding territories. As a result, New Aplitec will be subject to the uncertainties of the political, economic and regulatory environment of South Africa.

*The changing political and social environment.* South Africa has faced a rapidly changing political environment since the democratic elections of 1994, when over forty years of National Party rule came to an end. South Africa now faces social, political and economic challenges, which may adversely affect New Aplitec's business, operating results, cash flows and financial condition. The country is experiencing high levels of unemployment and crime. There are significant differences in the level of economic and social development among its people, with large parts of the population not having access to education, healthcare, housing and other basic services. Furthermore, South Africa faces challenges related to lack of adequate infrastructure. These problems have hampered foreign direct investment into South Africa, prompted emigration of skilled workers and may in the future have an adverse impact on productivity.

*High inflation and interest rates.* The economy of South Africa has been, and may in the future be, characterized by high rates of inflation and high interest rates. High rates of inflation could increase Net 1's South African-based costs and decrease its operating margins. High interest rates could adversely affect Net 1's ability to obtain cost-effective debt financing in South Africa.

*Black economic empowerment.* The South African government has recently taken a number of steps to increase ownership of South African business assets by Black Empowerment Entities, or "BEEs". The government and the information technology industry in South Africa are currently drafting an Information Technology charter, which is expected to result in a requirement that South African information technology companies accommodate a BEE ownership component, which will probably be a set percentage ownership that has to be achieved over a predetermined period. The potential dilutive effect and the cost of accommodating BEE shareholders is a risk to the shareholders of New Aplitec. Furthermore, the retention of existing government contracts, as well as awards of new contracts from the South African government, will be influenced by the BEE profile of New Aplitec. Because the provincial governments of South Africa will be New Aplitec's largest customers, a poor BEE profile could have a material adverse impact on New Aplitec's ability to retain its existing contracts or to win new contracts from these provincial governments, which will adversely affect our operations.

*Exchange control regulation.* South Africa's exchange control regulations restricts the export of capital from South Africa, the Republic of Namibia, and the Kingdoms of Lesotho and Swaziland, known collectively as the Common Monetary Area. Transactions between South African residents (including companies) and non-residents of the Common Monetary Area are subject to exchange controls enforced by the South African Reserve Bank. As a result, Net 1's ability to raise and deploy capital outside the Common Monetary Area is restricted. In particular, New Aplitec will:

generally not be permitted to export capital from South Africa or to hold foreign currency without the approval of the South African Reserve Bank; and

generally be required to repatriate to South Africa profits of its foreign operations.

These restrictions could prevent New Aplitec and ultimately Net 1 from obtaining adequate funding on acceptable terms for its acquisitions and other business opportunities outside South Africa.

Acquisitions of non-South African shares or assets, or South African shares or assets, from a non-South African by South African residents, are subject to prior approval by the South African Reserve Bank, pursuant to South African exchange control regulations. The South African Reserve Bank may refuse to approve such proposed acquisitions in its discretion. As a result, New Aplitec's management may be limited in its ability to consider strategic options and Net 1's shareholders may not be able to realize the premium over the current trading price of Net 1's shares that they might otherwise receive upon an acquisition of New Aplitec's ordinary shares if Net 1 sought to dispose of New Aplitec. Moreover, Exxon's approval of the Aplitec acquisition is conditioned on the requirement that it must approve any sale of the FTS patent in South Africa and its surrounding territories to a non-South African resident.

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*Unionized labor force.* Most of South Africa's major industries are unionized, and the majority of employees belong to trade unions. In the past, trade unions have had a significant impact on the collective bargaining process as well as on social and political reform in South Africa in general. Aplitec currently has 141 unionized employees. Although in recent years Aplitec has not experienced significant labor disruptions, we cannot assure you that such labor disruptions could not occur in the future.

*Regional instability.* Historically, there has been regional, political, and economic instability in the countries surrounding South Africa. Such political or economic instability in neighboring countries could affect the social, political and economic conditions in South Africa, and this could have a negative impact on Net 1's ability to manage its operations in the country.

*HIV/AIDS.* HIV/AIDS and tuberculosis, which is exacerbated in the presence of HIV/AIDS, are major healthcare challenges in South Africa and other sub-Saharan countries. HIV infection among women in antenatal clinics throughout South Africa has risen from 1% in 1990 to nearly 25% in 2000. Under South African law, Aplitec cannot run tests to determine if its employees are infected with, or die from, AIDS. Aplitec may incur costs relating to the loss of personnel and the related loss of productivity as well as the costs relating to recruiting and training of new personnel. New Aplitec is not in a position to accurately quantify these costs and cannot assure you that the costs that will be incurred in connection with this epidemic will not have a material adverse effect on New Aplitec and its financial condition.

**The provincial governments of South Africa will be New Aplitec's largest customers, and any payment defaults by these governments will adversely affect our operations.**

Cash Paymaster Services (Proprietary) Limited, or CPS, Aplitec's principal operating subsidiary, is responsible for the distribution of social welfare grants on behalf of five of the provincial governments of South Africa. CPS uses internal cash resources and facilities to fund the payment of these grants in the KwaZulu-Natal and Eastern Cape provinces of South Africa. These funds are subsequently recovered from the provincial government at the end of the payment cycle. New Aplitec's ongoing revenues, operating results and cash flows will be dependent on this concentrated group of customers. Also, Aplitec's pre-funding obligations with respect to these grants expose it to the risk of default by the applicable provisional government. Although no provincial government has ever defaulted on a repayment of funds at the end of the payment cycle, we cannot guarantee that such a default will not occur in the future. Any such default could have a material adverse effect on New Aplitec and its financial position.

**New Aplitec may not be successful in renewing its existing contracts to distribute social welfare payments through its CPS subsidiary.**

CPS generates the majority of the revenue and profits of Aplitec. Most of the contracts to which CPS is a party are in extension periods and contracts in the five provinces will expire at different times between December 2004 and November 2006. New Aplitec's failure to win tenders for the award of these contracts once they expire or to obtain further extensions will have a material adverse effect on New Aplitec and its financial position.

**New Aplitec may not recover outstanding amounts owed to its micro-finance businesses.**

Aplitec operates a traditional micro-finance business, with more than 100 branches throughout South Africa. These branches extend short-term loans for periods ranging from 30 days to 3 months. Despite credit granting procedures, the rate of default on loans has been high due to the high credit risk of these borrowers and the difficulty of collecting outstanding repayments. New Aplitec may therefore not recover the principal and interest amounts currently owed by its borrowers, which at December 31, 2003 totaled ZAR 78.2 million (\$11.46 million). New Aplitec's inability to recover these amounts may have a material adverse effect on its financial position.



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**New Aplitec may be exposed to credit risk through its investment in hedging arrangements.**

New Aplitec intends to use financial instruments in order to reduce its exposure to exchange rate and interest rate fluctuations arising from its operations.

*Foreign exchange risk.* New Aplitec intends to use forward cover contracts in order to limit its exposure to the ZAR/ USD and ZAR/ EUR exchange rate fluctuations from foreign currency transactions. We could enter into such contracts at rates which may result in financial losses, should the South African Rand strengthen against the currency being hedged against.

*Interest rate risk.* As a result of normal borrowing and leasing activities, New Aplitec's operating results will be exposed to fluctuations in South African interest rates, which will be managed primarily through Aplitec's regular financing activities. Any adverse movements in South African interest rates which have not been hedged against may result in financial losses.

**New Aplitec may face competition from the incumbent retail banks in South Africa in the un-banked market segment.**

The incumbent South African retail banks recently announced a joint initiative to create a common banking product to offer to the significant portion of South Africa's population that does not have access to traditional banking services, or the un-banked. This national bank account is scheduled to be introduced in the middle of 2004 and will offer limited transactional capabilities with minimal charges. While the initiative is still under development, the use of these accounts to deliver social welfare grants will have a material adverse effect on New Aplitec and its financial position.

**New Aplitec may fail to retain or recruit qualified managers with needed industry expertise, which could impede the implementation of New Aplitec's business strategy.**

New Aplitec's future financial and operational performance depends, in large part, on the continued service of its senior management. New Aplitec will rely, in particular, on the strategic guidance of Dr. Belamant, the current chief executive officer and chairman of the board of directors of Aplitec, and on the services of Aplitec's current executive managers including Herman Kotze, Brenda Stewart and Nitin Soma. The loss of the services of these individuals, and Dr. Belamant in particular, could have a material adverse effect on New Aplitec's businesses and financial performance.

New Aplitec's and Net 1's future growth also requires the hiring and retention of highly qualified personnel. They may not be able to retain key personnel or attract and retain additional highly qualified technical and managerial personnel in the future. Any failure to attract and retain the necessary personnel could delay or lead to the cancellation of new projects or the overall implementation of New Aplitec's business plan, which could impact the growth in revenue and profitability of New Aplitec.

**New Aplitec may not be successful in attracting and retaining sufficient skilled employees in South Africa.**

New Aplitec is highly dependent on the continuous development and successful application of new technologies. In order to achieve this, it needs to maintain a focus on recruiting and retaining qualified personnel. In the past, Aplitec has been successful in recruiting such personnel. However, demand for personnel with the range of capabilities and experience required in its industry in South Africa is high and success in attracting and retaining such employees is not guaranteed. The risk exists that its scientific skills base may be depleted over time because of natural attrition. Furthermore, social and economic factors in South Africa have led and continue to lead numerous qualified individuals to leave the country, thus depleting the availability of qualified personnel in South Africa. Failure to attract and retain people with the right capabilities and experience could negatively affect Net 1's ability to introduce the appropriate technological improvements to New Aplitec's business and may have a material adverse effect on operating results.

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### **Patent competition may adversely affect New Aplitec's products or processes.**

New Aplitec's various products and technology have unique characteristics and structures and, as a result, are subject to patent protection, the extent of which varies from country to country. During the life of its patent, a product is only subject to competition by alternative products. While Aplitec's patents in South Africa, Botswana, Namibia and Swaziland remain in full force and effect, aggressive patenting by our competitors and future patent piracy may threaten protected products and processes and may result in increased patent infringement risk. In addition, the expiration of a patent results in increased competition in the market for the previously patented products and processes.

### **New Aplitec may not be able to exploit technological advances quickly and successfully.**

Most of Aplitec's operations are highly dependent on the use of advanced technological methods. The use of the appropriate advanced technological procedures can affect, among other things, the competitiveness of its products, the safety of transactions performed using these products and the continuity of operations.

New technologies may emerge and existing technologies may be further developed in the fields in which Aplitec currently operates. Unexpected rapid changes in employed technologies that affect these fields could render Aplitec's current products obsolete or less competitive in the future. Difficulties in accessing new technologies may impede New Aplitec in the future from implementing them, and competitive pressures may force New Aplitec to implement these new technologies at a substantial cost.

The effect of technological changes on New Aplitec's business or its ability to provide competitive products cannot be predicted. New Aplitec's ability to meet the competition will depend on the timely and cost-effective implementation of new technological advances. It will also depend on their success in commercializing these advances in spite of competition faced by patents registered by its competitors. If New Aplitec is unable to implement new technologies in a timely or cost-efficient basis or penetrate new markets in a timely manner in response to changing market conditions or customer requirements, it could experience a material adverse effect on its business, operating results, cash flows and financial condition.

## **RISKS RELATING TO HOLDERS OF NET 1'S SPECIAL CONVERTIBLE PREFERRED STOCK**

### **Payments to Non-U.S. Holders in respect of the B Class Preference Shares and B Class Loan Accounts may be subject to United States withholding tax.**

There is no statutory, judicial or administrative authority that directly addresses the tax treatment of Non-U.S. holders that elect to receive units in a trust representing beneficial interests in B class preference shares and B class loan accounts issued by New Aplitec pursuant to the reinvestment option. We believe these interests should be treated for United States federal income tax purposes as, and intend to treat them as, separate and distinct interests in New Aplitec. As such, we and our affiliates do not intend to withhold any amounts for United States federal taxes in respect of such interests. There is a risk, however, that these interests, together with the special convertible preferred stock, will be treated as representing a single direct equity interest in Net 1 for United States federal income tax purposes. In such case, distributions received with respect to the B class preference shares and B class loan accounts issued by New Aplitec could be treated as United States-source dividends received in respect of an equity interest in Net 1 and could be subject to United States federal withholding tax for which Non-U.S. holders would be liable at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. See *The Proposed Transactions' Material United States Federal Tax Consequences to Non-U.S. Holders' Consequences to Non-U.S. Holders*, for more details on the foregoing.

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**SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS**

Some of the statements contained or incorporated by reference in this proxy statement/ prospectus, including those relating to Net 1 s, Aplitec s and New Aplitec s strategies and other statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as expects, anticipates, intends, plans, believes, estimates and similar expressions, are forward-looking statements. Forward looking statements include the information concerning possible or assumed future results of operations of Net 1, Aplitec and New Aplitec. These statements are not historical facts but instead represent only Net 1 s expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, which may include the risk factors set forth above and other market, credit or counterparty, liquidity, legal and operational risks discussed elsewhere in this document and the documents which are incorporated herein by reference. Those risks and uncertainties include, but are not limited to:

*Market Fluctuations and Volatility.* Changes in interest and foreign exchange rates, securities valuations and increases in volatility can increase risk, and may also impact customer flow related revenues in Net 1 s businesses, particularly those outside the U.S.

*Industry Competition and Changes in Competitive Environment.* Increased competition from both banking institutions and non-traditional financial services providers, including issuers of credit cards, and from industry consolidation could impact fees earned from Net 1 s businesses.

*Investor Sentiment.* Last year saw a record number of accounting and corporate governance scandals, which have had a significant impact on investor confidence in the marketplace. In addition, geopolitical concerns about possible military action and terrorist activities can have an effect on the global financial markets.

*Liquidity.* Liquidity risk management is of critical importance to Net 1. Liquidity could be impacted by the inability to access the long-term or short-term debt markets or the repurchase and securities lending markets necessary to expand Net 1 s business.

Net 1 s, Aplitec s and New Aplitec s actual results and financial condition may differ, perhaps materially, from the anticipated results and financial condition in any forward-looking statements, and, accordingly, readers are cautioned not to place undue reliance on such statements. In addition, there can be no assurance that (a) Net 1 has correctly identified and assessed all of the factors affecting its businesses; (b) the publicly available and other information with respect to these factors on which Net 1 has based its decisions is complete or correct; (c) Net 1 s analyses are correct; or (d) Net 1 s strategies, which are based in part on these analyses, will be successful. Net 1 undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**THE SPECIAL MEETING**

**General; Date; Time and Place**

This proxy statement/ prospectus is being provided by, and the enclosed proxy is solicited by and on behalf of, Net 1's board of directors for use at a special meeting of Net 1 shareholders. This proxy statement/ prospectus is also furnished by Net 1 to holders of Aplitec's ordinary shares along with an election circular and a prospectus in connection with the election of the reinvestment option by Aplitec's current shareholders.

The special meeting is scheduled to be held on May 27, 2004 at 9 a.m. at the offices of Schneider Weinberger LLP, 2200 Corporate Boulevard, N.W., Suite 210, Boca Raton, Florida 33431.

**Purpose of the Special Meeting; The Proposals**

The purpose of the special meeting of Net 1's shareholders is to consider the approval and adoption of each of the four proposals described below. If any one of these proposals is not approved at the special meeting of Net 1's shareholders, we will not be able to complete the proposed transactions.

***Proposal #1: Amendment to Net 1's Articles of Incorporation***

You are being asked to approve an amendment to Net 1's articles of incorporation. The amendment will (a) increase the number of authorized shares of common stock from the current 100,000,000 shares to 500,000,000, (b) increase the number of authorized shares of preferred stock from the current 3,000,000 to 300,000,000, (c) modify the par value of the shares of preferred stock from \$0.10 per share to \$0.001 per share and (d) authorize the terms of the special convertible preferred stock. This amendment is necessary because Net 1's current articles of incorporation do not authorize enough shares of common stock or preferred stock to complete the proposed transactions. If the proposed amendment is not approved by Net 1's shareholders, we will not be able to complete the proposed transactions. We encourage you to read the proposed amendment to our articles of incorporation, a copy of which is attached as Annex A to this proxy statement/ prospectus.

***Proposal #2: Issuance of Special Convertible Preferred Stock to the Cayman Trust***

You are being asked to approve the issuance of 192,967,138 shares of Net 1 special convertible preferred stock in connection with the Aplitec acquisition. These shares will be issued to the Cayman Trust and held for the benefit of Aplitec's current shareholders who elect the reinvestment option and the Brait Group, to the extent it takes up any rights to the reinvestment option not taken up by Aplitec's shareholders. Upon the occurrence of a trigger event, shares of Net 1 special convertible preferred stock, along with a proportionate number of New Aplitec B class preference shares and loan accounts, are convertible into shares of Net 1 common stock. A trigger event is defined as any one of the following events: (a) notification by a reinvesting Aplitec shareholder of the intention to convert some or all of the shares of special convertible preferred stock attributable to him or her into shares of Net 1 common stock, (b) the relaxation of South African Exchange Control Regulations such that South African residents would be permitted to directly hold shares of non-South African companies or (c) the liquidation, insolvency or other winding-up of either Net 1 or New Aplitec.

The purpose of this structure is to allow Aplitec's current shareholders to invest in the combined company. South African Exchange Control regulations currently restrict South African residents from investing in non-South African companies (please see the section titled Exchange Controls for more information on these regulations). The proposed acquisition structure, which has been approved by the South African Reserve Bank, provides Aplitec shareholders who elect the reinvestment option the opportunity to invest in Net 1.

The Net 1 special convertible preferred stock has been designed to afford its holders substantially all of the rights and benefits of Net 1 common stock. These shares will vote at all meetings of Net 1, and they will be entitled to share in certain distributions of Net 1 in respect of non-South African amounts. We encourage you to review the complete terms of the Net 1 special convertible preferred stock in the

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proposed amendment to our articles of incorporation, a copy of which is attached as Annex A to this proxy statement/ prospectus.

### ***Proposal #3: Issuance of Common Stock to the Brait Consortium***

You are being asked to approve the issuance of 105,661,428 restricted shares of Net 1 common stock to the Brait Consortium in exchange for a capital contribution of \$52.8 million. This transaction will allow Net 1 to fund the Aplitec acquisition and to pay cash to Aplitec's shareholders, and it will also provide needed capital for Net 1 to finance its operations and implement its business plan.

This issuance is governed by the terms of a Common Stock Purchase Agreement, dated January 30, 2004, between Net 1 and SAPEF III International G.P. Limited (as representative of the Brait Consortium). The material terms of the Agreement are summarized beginning on page 63 herein, and a complete copy of the Agreement was filed as an exhibit to the registration statement of which this proxy statement/ prospectus is a part. We encourage you to review this information.

### ***Proposal #4: Net 1 2004 Stock Incentive Plan***

You are being asked to approve the 2004 Stock Incentive Plan. The Plan will permit Net 1 to grant to our employees, directors, and consultants a variety of options and stock-based awards. The total number of shares of Net 1 common stock available under the 2004 Stock Incentive Plan will be 17,441,872 of which 8,720,936 shares may be used with respect to stock options, and 8,720,936 shares may be used in respect of other stock-based awards. The Net 1 board of directors, or any committee that it may delegate, will administer the 2004 Stock Incentive Plan, and in that capacity will determine who will receive awards under the 2004 Stock Incentive Plan, as well as the form of the awards, the number of shares underlying the awards, and the terms and conditions of the awards. Net 1 will issue stock-based awards in respect of all 8,720,936 shares of Net 1 common stock available for such awards to Serge Belamant, Herman Kotze, Brenda Stewart, Nitin Soma and other key employees, in each case for no cash consideration upon completion of the proposed transactions. No awards may be granted after the tenth anniversary of the effective date of the 2004 Stock Incentive Plan, but awards granted before such tenth anniversary may extend beyond that date.

A detailed summary of the 2004 Stock Incentive Plan begins on page 140 herein, and a complete copy of the 2004 Stock Incentive Plan is attached as Annex B to this proxy statement/ prospectus. We encourage you to review this information.

## **The Rescission Offer**

On February 3, 2004, Net 1 initially filed with the SEC the registration statement of which this proxy statement/ prospectus is a part. In connection with its review of the registration statement, the staff of the SEC advised Net 1 that a preliminary proxy statement on Schedule 14A filed by Net 1 on December 3, 2003 and certain Aplitec announcements made in South Africa in October and November 2003, as well as the Aplitec shareholder vote required under South African law to approve the sale of Aplitec's assets on December 9, 2003, may not have complied with Section 5 under the U.S. Securities Act of 1933. We are offering to all Aplitec shareholders the opportunity to rescind any acceptance of Net 1 securities that may have been offered to them prior to the December 9 vote. This rescission offer will be made to all Aplitec shareholders of record on June 7, 2004 prior to the election by Aplitec shareholders with respect to the reinvestment option. The rescission offer is not an admission that we did not comply with U.S. federal securities laws.

If the holders of a majority of the outstanding Aplitec ordinary shares accept the rescission offer, the proposed transactions will not be consummated as a result of the failure of certain of the conditions to which the Aplitec acquisition is subject and none of the proposed transactions will be completed. If holders of a majority of the issued Aplitec ordinary shares do not accept the rescission offer, the transactions will be consummated as originally contemplated and Aplitec shareholders will receive cash or, if they elect the reinvestment option, cash and an interest in the South African Trust, subject to the

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satisfaction of any unfulfilled conditions. However, in the event that the proposed transactions are consummated, Aplitec shareholders who accept the rescission offer or who abstain from voting in respect of the rescission offer may retain the right to institute a claim for rescission after completion of the transactions.

In connection with the rescission offer, neither Aplitec nor Net 1 has obtained any undertakings from any of its shareholders to vote for or against such offer. The directors and executive officers of Aplitec who own, in aggregate, 7.5% of the shares of Aplitec currently outstanding, will also have a right to vote in respect of the rescission offer.

### **Record Date; Voting Power**

Only holders of shares of Net 1 common stock as of the close of business on May 5, 2004, which is the record date for the special meeting, will be entitled to receive notice of and to vote at the special meeting and any adjournments or postponements thereof. Each share of Net 1 common stock is entitled to one vote at the special meeting.

### **Required Vote; Quorum**

The affirmative vote of a majority of the outstanding shares of Net 1 common stock as of the record date that cast votes at the special shareholders meeting is required to approve the amendment to Net 1's articles of incorporation and the other proposed transactions. As of the record date, 15,852,856 shares of Net 1 common stock were outstanding and held by approximately 950 holders of record.

The proposed transactions cannot be completed unless a majority of Net 1's shareholders that cast votes at the special meeting of shareholders approve each of the proposals made at the special meeting. Dr. Serge Belamant, the current chairman of Net 1's board of directors, the chief executive officer of Aplitec and the chief executive of Net 1 Holdings, has the right to vote 53.75% of the outstanding shares of Net 1 common stock owned by Net 1 Holdings. Additionally, Dr. Belamant will serve as the chief executive officer of Net 1 and New Aplitec upon completion of the proposed transactions. Because of Dr. Belamant's interests in the proposed transactions to be voted upon, the shares owned by Net 1 Holdings will be counted for purposes of establishing a quorum at the special meeting, but those shares will be voted in proportion to the votes cast (FOR and AGAINST) by our disinterested shareholders. Thus, the vote of a majority of Net 1's shareholders other than Net 1 Holdings will be determinative of the outcome of the proposed transactions.

Brokers holding shares of Net 1 common stock as nominees will not have discretionary authority to vote such shares in the absence of instructions from the beneficial owners thereof.

The holders of a majority of the shares of the Net 1 common stock outstanding on the record date must be present, either in person or by proxy, at the special meeting to constitute a quorum. In general, abstentions and broker non-votes are counted as present or represented at the special meeting for the purpose of determining a quorum for the special meeting.

*How to Vote.* A shareholder may vote in person at the special meeting or by proxy without attending the special meeting. To vote by proxy, a stockholder must complete the enclosed proxy card, sign and date it and return it in the enclosed prepaid postage envelope. The enclosed proxy card sets forth instructions for voting.

### **Revocation of Proxy**

A proxy card is enclosed for use by Net 1's shareholders. The board of directors of Net 1 requests that shareholders **sign and return the proxy card in the accompanying envelope**. No postage is required if mailed within the United States. **If you have questions or requests for assistance in completing and submitting proxy cards, please contact Executive Mail Service, a firm that provides professional proxy soliciting services that Net 1 has retained, at (201) 373-1050.**

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All properly executed proxies that are not revoked will be voted at the special meeting as instructed on those proxies. Proxies containing no instructions will be voted in favor of the proposed transactions. A shareholder who executes and returns a proxy may revoke it at any time before it is voted, but only by executing and returning a proxy bearing a later date (using a new proxy card), by giving written notice of revocation to the secretary of Net 1, or by attending the special meeting and voting in person.

### **No Dissenters or Similar Rights**

Net 1 shareholders who vote against the proposed transactions will not be entitled to dissenters or similar rights. Neither Florida law nor Net 1's articles of incorporation and bylaws provide for dissenters' rights or appraisal rights.

### **Expenses of Solicitation**

Net 1 will bear the costs of soliciting proxies from its shareholders. Net 1 will also bear the costs of filing, printing and mailing the registration statement on Form S-4 and this proxy statements/prospectus. In addition to soliciting proxies by mail, directors, officers and employees of Net 1, without receiving additional compensation therefore, may solicit proxies by telephone, by facsimile or in person. Arrangements may also be made with brokerage firms and other custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of shares held of record by such persons, and Net 1 will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith. In addition, Executive Mail Service has been retained by Net 1 to assist in the solicitation of proxies. This firm may contact holders of shares of Net 1 common stock by mail, telephone, facsimile, telegraph and personal interviews and may request brokers, dealers and other nominee stockholders to forward materials to beneficial owners of shares of Net 1 common stock. Executive Mail Service will receive reasonable and customary compensation for its services (estimated at \$6,000) and will be reimbursed for certain reasonable out-of-pocket expenses.

### **Miscellaneous**

It is not expected that any matter not referred to herein will be presented for action at the special meeting. If any other matters are properly brought before the special meeting, the persons named in the proxies will have discretion to vote on such matters in accordance with their best judgment. The grant of a proxy will also confer discretionary authority on the persons named in the proxy as proxy appointees to vote in accordance with their best judgment on matters incident to the conduct of the special meeting, including (except as stated in the following sentence) postponement or adjournment for the purpose of soliciting votes. However, shares represented by proxies that have been voted AGAINST the proposed transactions contemplated herein will not be used to vote FOR postponement or adjournment of the special meeting to allow additional time to solicit additional votes FOR the proposed transactions.

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**THE PROPOSED TRANSACTIONS**

**General**

On October 31, 2003, New Aplitec's board of directors and the representatives of the board of directors of Aplitec, each approved the sale agreement pursuant to which Net 1, through New Aplitec, would acquire substantially all of the assets and liabilities of Aplitec. After the Aplitec acquisition, New Aplitec will become a subsidiary of Net 1. On January 30, 2004, SAPEF III International G.P. Limited (as representative of the Brait Consortium), executed the Common Stock Purchase Agreement with Net 1 providing for, among other things, a contribution of \$52,830,714 to Net 1 in exchange for the issuance by Net 1 of 105,661,428 shares of its common stock. The proceeds of that issuance are to be used, in part, to enable Net 1 to complete the Aplitec acquisition. The Net 1 board of directors approved the Common Stock Purchase Agreement on January 30, 2004.

**Background of the Proposed Transactions**

Net 1 owns the exclusive rights to market and sell the UEPS technology throughout the world, excluding South Africa and its surrounding territories and the right to license the U.S. FTS patent. Aplitec holds similar rights in South Africa and its surrounding territories.

Over the last five years, Aplitec has successfully launched numerous UEPS systems in South Africa and its surrounding territories. This is attributable to Aplitec's ability to develop business models that are responsive to its customers' specific needs and then effectively implement the system. Aplitec continues to develop the UEPS technology and its derivative applications to meet the requirements of both its customers and its own business ventures. By contrast, Net 1 has not been able to successfully implement its business plan. This has resulted primarily from its inability to raise the necessary capital to develop and market the UEPS technology. Additionally, its lack of operating history makes it increasingly difficult to attract investors and potential customers. In 2002, representatives of Net 1 met with Jones Gable Securities, Gruntal Securities and Thompson Kernaghan to discuss possible funding opportunities, each time without success. During the last quarter of 2002, Net 1 retained Investec Limited, an international merchant banking group, to provide corporate finance services and assistance in order to raise equity and/or debt funding. These efforts were unsuccessful and, in February 2003, the parties mutually agreed to terminate the relationship.

Throughout this process to secure funding, Net 1 has sought to generate revenue through license arrangements. In October 2002, Net 1 entered into a Distribution Agreement with Net 1 (Pty), a subsidiary of Aplitec, pursuant to which Net 1 appointed Net 1 (Pty) as a UEPS integrator for all territories excluding South Africa and its surrounding territories. These relationships allowed Aplitec to market and sell UEPS systems on behalf of Net 1, and generated license fees for Net 1. However, these arrangements have not provided Net 1 sufficient revenue to successfully develop and implement its own business plan.

On March 6, 2003, Dr. Serge Belamant, the chairman of Net 1's board of directors and the chief executive officer of Aplitec, met with representatives of the Brait Group to discuss possible business transactions involving Net 1 and Aplitec. At this meeting, Dr. Belamant expressed an interest in the Brait Group investigating mechanisms and sources of funding for Net 1's acquisition of Aplitec. These transactions would further Net 1's goals of:

maturing from a development stage business into a profitable company with global reach;

combining the rights to the UEPS and FTS technologies into a single group, which will unlock value for both companies and their shareholders; and

giving Net 1 the required access to the international capital markets to raise further capital to implement its business plan.

On April 30, 2003, Net 1 formally retained an affiliate of the Brait Group as its financial advisor to develop the structure and implementation of a possible acquisition of Aplitec, including the raising of funds necessary to finance such acquisition and obtaining the necessary approvals of South African



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regulatory authorities. The agreement (and subsequent amendments) between the Brait Group and Net 1 provides that, in exchange for the Brait Group's services, it will receive a fee based on a percentage of the capital raised to finance the Aplitec acquisition, in addition to a fee of ZAR 1.15 million (\$168,498) in connection with its corporate finance services. If the proposed transactions are consummated, the Brait Group will be paid a fee of approximately \$3.9 million. In lieu of receiving a cash payment, the Brait Group has the option of receiving part of its fee in the form of shares of Net 1 common stock calculated at a price of \$0.50 per share up to a maximum of 5 million shares.

Over the next several months, the Brait Group met with Dr. Belamant and Claude Guerard, Net 1's chief executive officer, to develop the broad outlines of a potential transaction with Aplitec. On July 21, 2003, the Brait Group submitted a letter on behalf of Net 1 to Aplitec's board of directors expressing its interest in pursuing a business combination with Aplitec. In August 2003, Brait initiated a detailed due diligence review of Aplitec, and it commenced structuring a transaction that would allow the South African shareholders of Aplitec to participate in the combined entity. Also during this time, Aplitec, Net 1 and Brait negotiated the consideration to be paid to Aplitec shareholders. The primary factors being discussed throughout these negotiations were:

the published financial and operating results of Aplitec;

the market trading price of Aplitec's ordinary shares and the determination of a reasonable premium to be paid over this price; and

discussions with Nedbank Limited, a key shareholder of Aplitec, and Allan Gray Investment Management, an asset manager whose clients own a significant percentage of Aplitec ordinary shares.

In September 2003, Brait received approval in principle from Excon to pursue the proposed transaction. To protect the interests of Aplitec's minority shareholders and mitigate any potential conflicts of interests, Aplitec's board of directors appointed a special committee comprised of two independent non-executive directors (Derek Geoffrey Sidney Muller and Jeffrey Livingstone) to evaluate the proposed transactions with Net 1. There were no restrictions placed on the special committee's ability to evaluate and negotiate the proposed acquisition. Aplitec also retained Rand Merchant Bank, a division of FirstRand Bank Limited, to act as an independent advisor to Aplitec's minority shareholders and to evaluate the fairness of any offer presented by New Aplitec.

During this period, Aplitec (represented by Serge Belamant and Herman Kotze), the Brait Consortium (represented by Anthony Ball, Chad Smart and Alasdair Pein) and Net 1 (represented by Claude Guerard) conducted negotiations regarding the senior officers and board composition of the combined company. It was decided that Dr. Belamant, along with Herman Kotze, Brenda Stewart and Nitin Soma, would be hired as senior officers of the combined company and that Mr. Guerard would resign as Chief Executive Officer of Net 1 but will continue to serve as a non-executive director. It was further decided that Messrs. Belamant and Kotze would join the Net 1 board of directors, and that the Brait Consortium would have the right to designate three nominees to the slate of directors that Net 1's management recommends to shareholders in Net 1's annual proxy statement. The parties agreed to defer other decisions regarding board composition until after the completion of the proposed transactions.

In October, Brait and Net 1 agreed in principle to an arrangement whereby a group of investors assembled by Brait would make a capital contribution to Net 1 of \$52.8 million in exchange for shares of Net 1 common stock. The parties heavily negotiated the per share consideration to be paid by the Brait Consortium, and they finally settled on a purchase price of \$0.50 per share. Separately, the Brait Group agreed to acquire any rights of the reinvestment option not taken up by Aplitec's current shareholders for the same consideration that would have been paid by such holders. Brait and Simpson Thacher & Bartlett LLP, Brait's outside legal counsel, commenced a due diligence review of Net 1, and Simpson Thacher began discussions with Schneider Weinberger LLP, Net 1's outside legal counsel, about the transaction structure and documentation. On October 24, 2003, Net 1 filed a current report on Form 8-K disclosing the negotiations with Brait and the proposed Aplitec acquisition. To protect the interests of Net 1's disinterested shareholders, Net 1 retained Stenton Leigh Capital Corp., an independent financial

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consultant, to evaluate the fairness of any consideration to be paid by the Brait Consortium in exchange for shares of Net 1 common stock. The board of Net 1 did not consider obtaining a fairness opinion with respect to the consideration to be paid to the Aplitec shareholders.

On October 28, 2003, the Aplitec special committee met to consider the proposed transactions with Net 1. It evaluated the terms and conditions of the proposed transaction and received the advice of Rand Merchant Bank, the independent advisors to the minority shareholders of Aplitec. The Aplitec special committee, together with Rand Merchant Bank, evaluated the dilutive effect of the 2004 Stock Incentive Plan upon reinvesting Aplitec shareholders. Following this evaluation, the special committee approved the combination with Net 1 and it further delegated Dr. Belamant and Mr. Herman Kotze the authority to sign the agreements giving effect to the transactions. The Sale Agreement, the New Aplitec Subscription Agreement and the South African Trust Deed were executed on October 31, 2003.

Following the execution of the foregoing agreements between Aplitec and New Aplitec, the Net 1 board of directors completed the negotiation of the Common Stock Purchase Agreement with the Brait Consortium, and Aplitec began preparing the circular required to be delivered to Aplitec's shareholders pursuant to applicable provisions of South African law. This circular was finalized by the middle of November. After Aplitec's shareholders approved the Aplitec acquisition transaction, Net 1's board of directors convened a meeting for late December at which time Stenton Leigh presented a preliminary draft of its fairness opinion. The board requested additional information from Stenton Leigh to be presented in its final fairness opinion.

On January 30, 2004, after the close of the market, the Net 1 board of directors held a special meeting with Net 1's advisors to consider the Aplitec acquisition and the issuance of shares to the Brait Consortium. At that meeting, Stenton Leigh reviewed with the board its financial analyses of the transactions and delivered the fairness opinion described below under the section Opinion of Stenton Leigh Capital Corp. The board took note of the fact that, while the \$0.50 per share to be paid by the Brait Consortium was less than the current market price of Net 1's common stock, it was also significantly higher than the value assigned to such shares by Stenton Leigh. Moreover, the Net 1 board agreed with the analysis of Stenton Leigh to disregard the market price of Net 1 common stock due to its thin trading volume. Schneider Weinberger then reviewed with the board the final terms of the agreements governing the proposed transactions.

After hearing these presentations and further discussions, the Net 1 board of directors voted to approve the agreements and the proposed transactions contemplated by those agreements, including the amendment to Net 1's articles of incorporation and the terms of the special convertible preferred stock to be issued in connection with the Aplitec acquisition. The Net 1 board of directors further voted to approve the 2004 Stock Incentive Plan. After the close of the markets on January 30, 2004, the parties executed the Common Stock Purchase Agreement between Net 1 and the SAPEF III International G.P. Limited (on behalf of the Brait Consortium) and the Asset Purchase Agreement with Net 1 Holdings.

Because of Dr. Belamant's interest in the proposed transactions to be voted upon, the shares owned by Net 1 Holdings will be voted in proportion to the votes cast (FOR or AGAINST) by Net 1's minority shareholders. Thus the vot