



GREYSTONE PARTNERS

Greystone Partners Limited
(Incorporated in the Kingdom of Swaziland)
(Registration number 74 of 2009)
Share code on the SSX: GRYS
ISIN: SZE000331023
("the Company" or "Greystone Partners")

ABRIDGED VERSION OF THE PROSPECTUS TO GREYSTONE PARTNERS LIMITED ANNOUNCEMENT AND TERMS OF OFFER FOR SUBSCRIPTION

1. Introduction

Greystone Partners is entering into a new capital raising programme via an offer for subscription by issuing 35 714 286 shares at an issue price of 210 cents.

Greystone Partners is a listed investment holding company that focuses primarily on unlisted investment opportunities, i.e. the private equity asset class.

The Company's aim and objective is to achieve superior long term capital appreciation through majority or minority equity stakes across a portfolio of investments. Greystone Partners, through its network of business associates, has the ability to leverage off its strong relationships within the business community to identify and execute on the most attractive of investment opportunities.

Although the Company's main focus is unlisted investments, the Company's investment mandate allows it to invest in a variety of instruments from pure debt, structured products, quasi equity funding, unlisted equity and listed equity investments. This flexibility provides Greystone Partners with the ability to structure investments that limit downside risk whilst enabling the opportunity to achieve superior returns.

Greystone Partners seeks to be the capital partner of choice for Swazi businesses, providing strategic insight and operational experience to support their growth initiatives.

Greystone Partners has been a pioneer in the private equity sector in Swaziland and through achieving its objectives aims to be a catalyst for growth and to make a meaningful and lasting impact in Swaziland.

2. Rationale for the Offer for Subscription

As part of the continued growth strategy and building on its successful track record, the main purpose of the offer for subscription and listing is to:

- Increase Greystone Partners uncommitted capital and therefore ability to execute on its investment pipeline;
- Further increase awareness with prospective institutional and retail investors about the merits of investing in Greystone Partners and therefore increase the liquidity and fair market valuation of the Company's shares; and
- Appeal to a broader range of prospective investors, both institutional and retail, who are familiar with the Company's investments and its history therefore providing further access to capital in order to facilitate and accelerate the Company's growth.

3. Key Characteristics of Greystone Partners

Greystone Partners provides investors with exposure to a unique combination of investments which are well positioned for long-term growth in Swaziland and the region. Investors are backing a proven management team with a consistent track record of returns, the ability to originate investment opportunities and a wealth of operational experience across the African continent.

Greystone Partners should be attractive to investors due to:

- The Company being a listed entity therefore providing a liquid instrument that allows investors to participate in emergent, unlisted businesses with superior growth potential;
- Greystone Partners providing investors with a single entry point to underlying assets;
- It provides investors with privileged access to the "real" economy through the private equity asset class. Due to the investment being in primarily unlisted entities, there are no other entry points for investors other than through Greystone Partners;
- All assets in the portfolio held at fair value;
- Efficient use of capital through on-balance sheet and portfolio gearing where necessary;
- The Manager's private equity team has collectively over 50 years of business management and private equity experience. The team is nimble and entrepreneurial with ability to move quickly;
- Consistently and actively seeking out investment partnerships with high quality privately owned businesses across a range of strategic sectors; and
- A superior track record of deal origination and execution.

4. Greystone Partners' highlights

Greystone Partners has a track record of superior returns and as at 31 December 2015 Greystone Partners had invested E 131.2 million in Swaziland achieving an Internal Rate of Return of 39% (thirty nine percent) on these investments. This clearly demonstrates the Manager's ability to source and execute the most attractive investment opportunities as well as extract value through proven entrepreneurial ability and value addition techniques. Greystone Partners investment portfolio has increased in value at 30 September 2015 to E 128.4 million, up from E 78.5 million at 31 March 2015.

The growth in the Company's NAV is the key performance measure for the board of directors of the Company. The growth in the NAV per share, when compared to the more recent reporting periods, is as follows:

Reporting Date	Net Asset Value Per share	Period	% Increase
30 September 2015	1.66	6 months	30.5%
31 March 2015	1.27	12 months	17.0%
31 March 2014	1.09	12 months	-0.9%

To date, Greystone Partners has:

- Received a total dividend of E 29.8 million and interest of E 17.9 million from its investments;
- Invested E 96 million in equity investments and E 35 million in debt investments;
- Paid E 13.7 million to shareholders in dividends; and
- Achieved a share appreciation of 110% since listing in November 2010.

5. Conditions precedent

The offer is subject to the minimum subscription of 15 000 000 ordinary shares at an issue price of 210 cents.

At the date of this abridged prospectus, the authorised share capital of Greystone Partners comprises 250 000 000 ordinary shares of one cent each. Pursuant to this offer, the issued share capital of Greystone Partners will comprise 147 705 083 ordinary shares of one cent each. The offer is not underwritten.

The SSX has granted approval for the listing of the issued ordinary shares of one cent each in the share capital of Greystone Partners at an issue price of 210 cents per share, on the SSX under the abbreviated code "GRYS" and ISIN code SZE000331023, with effect from 12 April 2016.

The directors, whose names are given in section 6 of this abridged prospectus, collectively and individually, accept full responsibility for the information given in the prospectus and certify that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading, that they have made all reasonable enquiries to ascertain such facts and that the prospectus contains all information required by law.

The corporate advisor and sponsoring broker, attorneys, independent reporting accountants and auditors, transfer secretaries and company secretary whose names are included in the prospectus, whose reports are contained in the prospectus as relevant, have given and have not withdrawn their written consent to act in the capacities stated, to their names being included in the prospectus and to the inclusion of their reports in the form and context in which they appear.

6. Directors

Name	Address	Occupation
Alfred T Dlamini Masters (International Public Administration)	Private Bag Uniswa Kwaluseni Matsapha	Assistant Registrar (IDE) University of Swaziland
Nelsiwe Khuphukile Mabuza-Mkhabela MSc (Mathematical Modelling)	2nd Floor, Nedbank Centre, Cnr Sishayi and Sozisa Roads, Mbabane	Director African Alliance Swaziland Limited
Antonio Baptista Manuel de Castro MSc (Economics)	Illovo Edge Office Block, Building 4, Cnr Harries and Fricker roads, Illovo, 2196	Director African Alliance Group CEO
Mandla Lucky Dlamini Master of Business Leadership (MBL)	C/o P.O. Box 546 Mbabane Swaziland	National Payment Systems Manager Central Bank of Swaziland
Doctor Hlongwane B.Eng (Electrical)	Eluvatsini House, Mhlambanyatsi Road, Mbabane	Generations Manager Swaziland Electricity Company

7. Financial effects of the offer for subscription

The reviewed pro forma financial information for the period ended 30 September 2015 is set out below. These have been prepared for illustrative purposes only to provide information on how the offer for subscription will impact on the financial position of Greystone Partners. Due to their nature, the reviewed pro forma information may not be a fair reflection of Greystone Partners' financial position after the offer for subscription, nor its future earnings.

The reviewed statement of financial position and statement of comprehensive income are expanded on in the full prospectus and should be read in conjunction with the report of the independent reporting accountant which is included in Annexure 2 of the prospectus.

The directors of Greystone Partners are responsible for the pro forma information for the period ended 30 September 2015.

	Audited financial information	Reviewed Pro forma financial information	Change
EPS (cents)	0.45	0.34	-24%
Diluted EPS (cents)	0.45	0.34	-24%
HEPS (cents)	0.45	0.34	-24%
NAV per share (cents)	1.66	1.75	6%
TNAV per share (cents)	1.66	1.75	6%
Ordinary shares in issue ('000)	111,991	147,705	32%
Weighted average number of Ordinary Shares in issue ('000)	111,991	147,705	32%
Diluted weighted average number of Ordinary Shares in issue ('000)	111,991	147,705	32%

Notes and assumptions:

1. It is assumed that E 73.5 million is raised through the offer for subscription, net of all fees.
2. The proceeds have been assumed to increase Greystone Partners' cash balance.
3. The initial effects of the capital raise will be negligible on the earnings of Greystone Partners until such time as the capital is deployed into potential investments.

8. Salient dates and times

Description	Time
Offer for subscription opens at 09:00	Monday, 9 May 2016
Abridged prospectus published in the press	Monday, 9 May 2016
Closing of Offer for Subscription at 17:00	Monday, 30 May 2016
Results of allotments to successful applicants	Thursday, 2 June 2016
Results announcement published by applicant giving date of commencement of dealing in securities if listing has been granted or appropriate negative statement	Monday, 6 June 2016
Documents of title posted	Tuesday, 7 June 2016
Listing of securities and the commencement of trading on the SSX (09:00)	Monday, 13 June 2016

All references to dates and times are to local dates and times in Swaziland. These dates and times are subject to amendment. Any such amendment will be released and published in the press.

9. Posting of Form of Instruction Salient Times and Dates

The prospectus includes detailed terms of the offer for subscription. The prospectus contains a Form of Instruction to investors which will need to be completed and returned to the Greystone Partners transfer secretary, PricewaterhouseCoopers.

Copies of the full prospectus may be obtained during business hours from the following addresses:

- Greystone Partners, 2nd Floor, Nedbank Centre, Cnr Sishayi and Sozisa Roads, Mbabane;
- African Alliance Swaziland Securities Limited, 2nd Floor, Nedbank Centre, Cnr Sishayi and Sozisa Roads, Mbabane;
- Transfer Secretaries: PricewaterhouseCoopers, RHUS Office Park, Karl Grant Street, Mbabane.

Date of Issue: 9 May 2016

Corporate Advisor



AFRICAN ALLIANCE

African Alliance Swaziland Limited
(Registration number 415 of 1997)

Sponsoring Broker



AFRICAN ALLIANCE
CAPITAL MARKETS

African Alliance Swaziland Securities Limited
(Registration number 549 of 1998)

Reporting Accountants and Auditor



Chartered Accountants (Swaziland)

Attorneys



Transfer Secretaries



Chartered Accountants (Swaziland)