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Members Diary

Financial Year End	30 June
Annual General Meeting	27 October

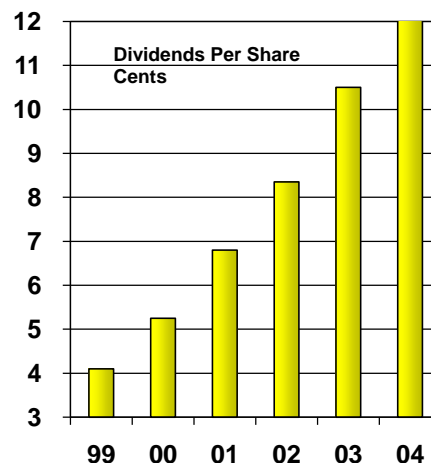
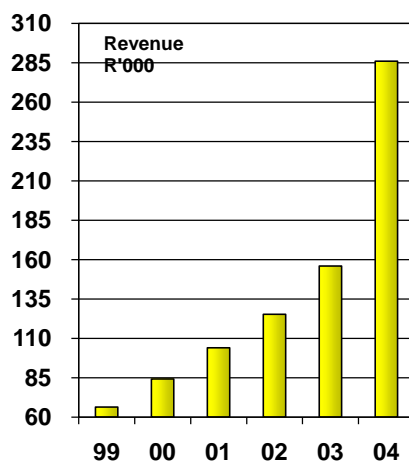
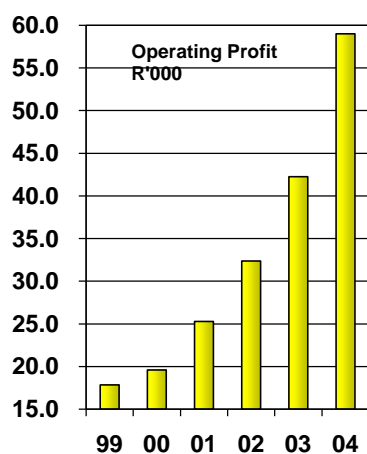
Reports	Date Published
Interim for half year	February
Preliminary profit announcement	August
Annual Report	September

Dividends	Date of Declaration	Date of payment
Interim	February	March
Final	September	October

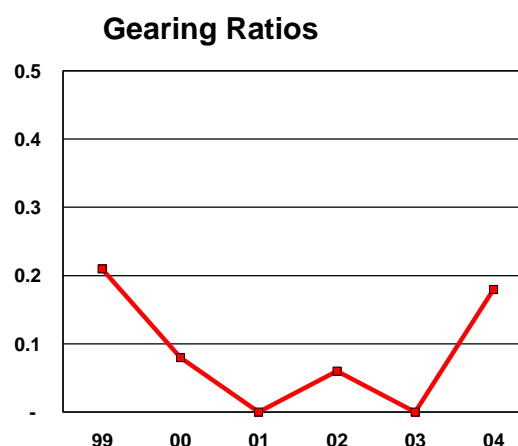
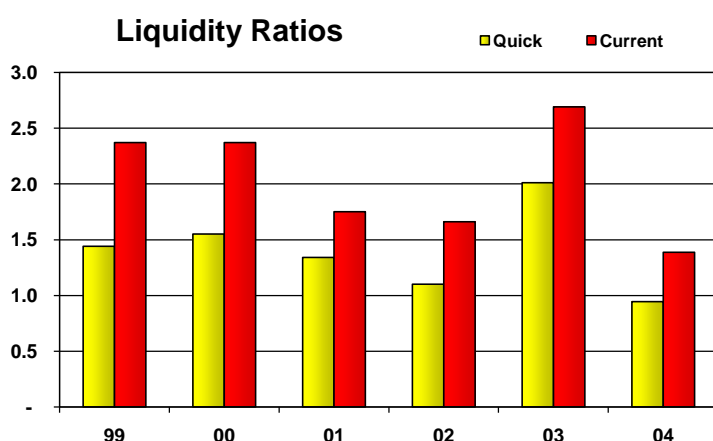
FINANCIAL HIGHLIGHTS

Years ending 30 June

TRADING	2004	2003	2002	2001	2000	1999	1998
Revenue (R'000)	286 029	155 911	125 247	103 969	84 172	66 319	62 967
Attributable income (R'000)	38 325	30 812	24 201	17 966	14 040	11 171	9 977
Growth - net profit (%)	24.4	27.3	34.7	28.0	25.7	12.0	32.1
Operating profit (R'000)	58 988	42 239	32 356	25 269	19 579	17 830	17 008
Return on capital employed (%)	24.2	26.4	26.4	24.1	22.4	19.1	19.8
Return on shareholders equity (%)	27.8	28.3	27.9	25.9	25.8	23.6	26.1
Compound 5yr growth-net profit (%)	28.0	25.3	26.2	19.5	25.9	21.7	24.7
Compound 10yr growth-net profit (%)	24.8	25.0	28.0	30.9	30.4	33.4	



BALANCE SHEET	2004	2003	2002	2001	2000	1999	1998
Shareholders equity (R'000)	137 658	109 030	86 730	69 262	54 497	47 316	38 244
Capital employed (R'000)	158 583	116 536	91 626	74 530	62 612	58 451	50 423
Total assets (R'000)	225 207	136 510	115 609	94 705	73 416	68 120	61 215
Current ratio	1.4	2.7	1.7	1.8	2.4	2.4	2.0
Quick ratio	0.9	2.0	1.1	1.3	1.6	1.4	1.4
Gearing ratio	0.2	-	0.1	-	0.1	0.2	0.3



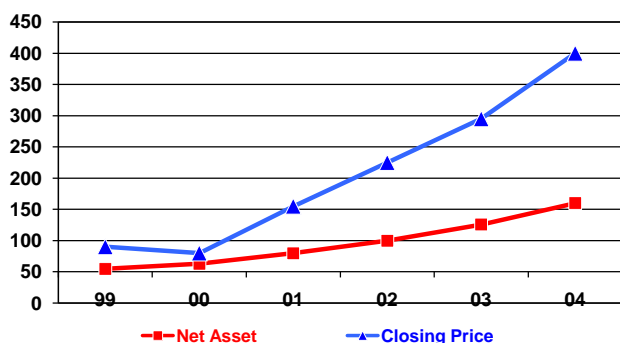
FINANCIAL HIGHLIGHTS - continued

Years ending 30 June

SHARE FACTS	2004	2003	2002	2001	2000	1999	1998
Headline earnings per share (cents)	44.2	35.5	27.9	20.7	16.2	12.9	11.6
Net asset value per share (cents)	160.0	125.5	99.8	79.7	62.7	54.5	44.4
Dividend per share	13.5	10.5	8.4	6.8	5.3	4.1	3.7
Dividend cover (times)	3.3	3.4	3.3	3.0	3.1	3.1	3.1
Compound growth (5yr) - eps (%)	28.0	25.0	26.2	18.9	25.2	18.3	21.4
Compound growth (10yr) - eps (%)	23.0	23.2	26.1	28.9	28.5	31.5	
Share price (cents)	400	295	225	155	80	90	180
Price earnings ratio	9.1	8.3	8.1	7.5	5.0	7.0	15.5
Shares traded ('000's)	5 202	5 747	9 562	15 254	13 362	5 152	10 579
Weighted number of shares in issue ('000)	86 763	86 861	86 861	86 861	86 861	86 861	85 937

Value

The difference between the net asset value per share and the closing JSE price per share



Price Earnings Ratio

Share price divided by earnings per share



TERM

DEFINITIONS

Capital Employed	Capital, reserves and non-current liabilities
Shareholders Equity	Capital and reserves
Operating Profit	Profit before tax and interest
Current Ratio	Current assets to current liabilities
Quick Ratio	Current assets, excluding inventories, to current liabilities
Dividends per Share	Interim paid and final proposed for the year
Gearing Ratio	Interest bearing debt to shareholders equity
Price Earnings Ratio	Share price divided by earnings per share
Value	The difference between the net assets value per share and the share price
Net Asset Value	Total assets less current and non-current liabilities

SHAREHOLDER PROFILE

Size of Holding	30 Jun 2004			31 Dec 2002		
	No of Holders	% of Holders	% of Capital	No of Holders	% of Holders	% of Capital
Shareholdings						
1 - 5 000	513	40.1	1.0	479	40.1	1.0
5 001 - 10 000	214	16.7	1.6	184	15.4	1.4
10 001 - 50 000	379	29.6	9.6	355	29.7	8.9
50 001 - 100 000	87	6.8	6.3	86	7.2	6.4
100 001 and above	86	6.8	81.5	90	7.6	82.3
Total	1 279	100.0	100.0	1 194	100.0	100.0
Spread						
Public - South African	1 260	98.5	54.9	1 188	99.5	44.3
Public - Non Residents	12	0.9	1.2	1	0.1	10.7
Directors	7	0.6	43.9	5	0.4	45.0
Total	1 279	100.0	100.0	1 194	100.0	100.0
Status						
Dematerialised	1 077	84.2	96.5	976	81.7	93.0
Certificated	202	15.8	3.5	218	18.3	7.0
Total	1 279	100.0	100.0	1 194	100.0	100.0
Other Large Investors						
Board of Executors			1.70			3.90
FNT Allan Gray			5.40			5.40
Escom Pension Fund			4.00			3.50
Nedbank Value Fund			2.70			0.00
Past directors			4.79			4.87

There are no nominees with beneficial holdings of greater than 5% of the number of issued shares

CHAIRMAN'S REPORT

Overview

The very satisfactory performance of the group for the eighteen months to June 2004 must be viewed against the operating environment. While the long-term benefits of the rand's strength on the South African economy is unquestionable, it had several short-term effects on our results. Certain of our export orientated customers had severe reductions in their volumes, further exacerbated by the entire industry being rendered vulnerable to cheap imports by companies who make no contribution to South Africa's industry. In real terms, expenditure to non-durables lagged the growth in the economy and furthermore, the industry was not afforded any price increases over the period, being restricted by the minimal 1.9% rise in Producer Price Index. Fortunately, the lower concomitant raw material prices stemming from the rand's strength, allowed margins to be maintained. To have prospered in this volatile environment is gratifying.

The change of our year-end to June was necessary in order to align all group companies. During the period, Quality Beverages changed from an associate company to a subsidiary and Amcos Cosmetics was only accounted for in part of the period. These changes have rendered comparatives meaningless and they will be equally meaningless in the 2005 year when we will be required to report a twelve month period against the present eighteen month period. In terms of the total transparency which we have always practiced, we have therefore restated previous comparative figures in the "highlights" section. These highlights do not form part of the audited financial statements.

Operations

Our position as an industry leader in custom-made rigid plastic packaging was consolidated despite the fact that the period saw several new entrants into the market. An amount of R35m was spent on new plant, primarily in the decorating and in the PET departments. An additional 4500m² factory was built in Cape Town at a cost of R8m.

Consistent with our plans to vertically integrate into our customers' supply chain, an 80% interest in Amcos Cosmetics International (Pty) Ltd, a specialized filler of cosmetics and toiletries was acquired, effective July 2003. Amcos is currently a premier manufacturer in the local market and their scope will be expanded to offer the international market a high quality packaged product at a competitive price. To this end, a 7000m² custom-built cosmetic factory in Midrand is currently being constructed, scheduled for completion in February 2005. Top European technology is being employed to ensure that production standards comply with ISO 9001/2000 and G.M.P. in order to qualify for the manufacturing of goods destined for Europe and North America.

In 2003 Quality Beverages spent R21m on upgrading and equipping their new Epping factory and teething problems resulted in them running in a loss to December 2003. A significant improvement in the last six months has vindicated the expenditure and an overall profit was shown. The factory is currently running at about 60% of installed capacity and indications for the summer season look promising.

Performance

Our increases of 157% and 78% in revenue and attributable profit respectively reflect both the eighteen month accounting period and sound group trading, with all of the divisions and subsidiaries returning a profit. The core business of plastic packaging maintained their performance trend. The reduction in operating margins from 20% to 13.8% was on budget, and mirrors the new group structure. As these acquisitions bed down, this should improve. Net financing costs have increased to R1,1m, solely due to the incorporation of subsidiaries while gearing remains at a modest 0,2 times.

The effective tax rate rose from 27,2% to 32,4% due mainly to the cessation of the manufacturing incentives, equating to an increase in taxation of 135%. Operating cash flow remains strong at R52m and attributable income, on a rolling twelve month cycle, was consistent with our five year growth rate of circa 25%. The final dividend of 6,6 cents represents an increase of 53% and it is our intention to maintain a prudent dividend cover (3.3 times) while endeavouring to pay the main portion of the dividend as a final dividend.

CHAIRMAN'S REPORT - continued

Prospects

2004 was a year of major development in terms of group activity and 2005 is likely to be similar. We will be devoting the requisite energy and resources into the development of Quality Beverages and in particular Amcos Cosmetics over the next twelve months. This growth will not impact on the 2005 bottom line immediately, and the full effect of these strategies will be seen in 2006.

Continued low interest rates and Employment Equity policies will undoubtedly result in a greater number of South African consumers having more disposable income. This will increase the spend on non-durables, to the benefit of the packaging industry. Working against this will be the triple threat of the lower inflationary environment, making revenue increase hard fought, excessive wage demands without the corresponding improved outputs and the anticipated raw material rise. I believe the group is up to the challenge.

Corporate Governance

Board of Directors:

Full details of the directorate, inclusive of remuneration and shareholdings are as set out. The executive directors meet on a weekly basis to effect management and the full board meets five times per annum. The directors retire in rotation, have no long-term contracts, are not automatically reappointed and do not participate in any share incentive scheme. A remuneration committee approves remuneration of all directors and senior management. All directors have access to the services of the company secretary and, at the company's expense, legal and financial advisors.

Internal controls and audit:

The directors are responsible for and ensure that the group maintains adequate accounting records and internal controls to reasonably assure the integrity of the financial information including the accountability of assets. The Board is responsible for the total process of risk management. All of the above processes are continuously monitored and directors and employees are required to maintain the highest ethical standards, ensuring that the businesses practices are conducted in a manner which, in all reasonable circumstances, is beyond reproach. Nothing has come to the attention of the directors or the company's advisors, or audit committee, to indicate any material breakdown in the above controls during the period under review.

Social responsibility

Health and safety conditions comply with industry standards and the minimization of industrial pollution is entrenched in the manufacturing process. Since 1987, the group has had a successful policy of work enrichment through share participation. It is the intention to accelerate this process in the future. The group is committed to a work environment free of discrimination of any kind and to maintain a high level of worker education and training, thus facilitating the consequent affirmative action. The group has maintained its progress in meeting its employment equity goals and the latest workforce profile as submitted to the Department of Labour, is summarized hereunder. Any further details required are available at the registered office of the company.

Employment Equity

The group has made substantial progress towards meeting its employment equity goals before target date. The workforce profile at September 2003, timeously submitted to the Department of Labour, is summarised hereunder.

CHAIRMAN'S REPORT - continued

Employment Equity - continued

Workforce profile at September 2003

	Male			Female		
	African	Coloured & Asian	White	African	Coloured & Asian	White
Employment						
Latest reports						
Management	3	52	33	3	40	21
Skilled & other	165	186	20	7	88	1
Total by number	168	238	53	10	128	22
Percent of total	27%	38%	9%	2%	21%	4%
Equity Plan						
Management	-	29	25	1	22	17
Skilled & other	86	137	16	7	67	0
Total by number	86	166	41	8	89	17
Percent of total	21%	41%	10%	2%	22%	4%

Skills development has continued apace as seen from this summary of the September 2003 reports.

	Male			Female		
	African	Coloured & Asian	White	African	Coloured & Asian	White
Skills training						
Latest reports						
Management	-	-	10	-	13	-
Skilled & other	26	118	1	-	41	-
Total by number	26	118	11	-	54	-
Percent of total	15%	50%	21%	-	42%	-

King Code :

All the key principles underlying the requirements of the King II Code of Practices and Conduct, have been reviewed throughout the reporting period, and where practical, implemented.

Appreciation

My first vote of thanks goes to our customers, without whom we could not exist. I reiterate our mission statement by offering them the seamless integration which will help them prosper with ourselves. I would then like to thank my fellow directors for the enormous additional workload that they have taken on in their stride. I warmly welcome the management and staff of Amcos and Quality Beverages to the Bowler Metcalf family. And finally, I wish to thank all of our seven hundred and twenty employees for upholding our uncompromising standards of customer service.

H.W. SASS
Executive Chairman

INDEPENDENT AUDITORS' REPORT

To the members of Bowler Metcalf Limited

We have audited the Annual Financial Statements and Group Annual Financial Statements set out on pages 9 to 25 for the 18 months ended 30 June 2004. These financial statements are the responsibility of the company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope

We conducted our audit in accordance with statements of South African Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement.

An audit includes

- examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements,
- assessing the accounting principles used and significant estimates made by management, and
- evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

Audit opinion

In our opinion these financial statements fairly present, in all material respects, the financial position of the company and the group at 30 June 2004 and the results of their operations and cash flows for the 18 months then ended in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act in South Africa.

MOORES ROWLAND

*Registered Auditors and Accountants
Chartered Accountants (SA)*

Cape Town
13 September 2004

DIRECTORS STATEMENT

The Annual Financial Statements set out on pages 9 to 25 were approved by the Board of Directors on 13 September 2004 and are signed on their behalf by:

H W SASS
Chairman

M BRAIN
Managing Director

Ottery
13 September 2004

DIRECTORS REPORT

The Members

Bowler Metcalf Limited

Your directors have the pleasure in submitting their annual report which forms part of the group annual financial statements for the eighteen months ended 30 June 2004.

Change of Year End

The company and group have changed their year end to 30 June. This reporting period is for the 18 months ended 30 June 2004 and comparatives are for the 12 months ended 31 December 2002.

General Review of Business Operations and results

Your company carries on the business of manufacturing plastics and plastic mouldings. There were no major changes in the nature of the business of the company and of its subsidiaries during the period. The subsidiaries acquired during the period, Quality Beverages 2000 on 1 July 2003 and Amcos Cosmetics International on 1 March 2003, conduct filling operations in the soft drink and cosmetic markets. The results of the business and operations of the company and of its subsidiaries during the period and its state of affairs and financial position are set out in the attached group financial statements and do not, in our opinion, require any further comment or elucidation.

There are no material facts or circumstances which have occurred in the company or its subsidiaries between balance sheet date and the date of this report.

Share Capital

There has been no change to the authorised share capital during the period. The company issued 66 667 shares during the period.

Dividends

A first interim dividend of 4.3 cents per share (2002: 3.60 cents per share) was paid to shareholders on 1 September 2003 and a second of 6.9 cents per share (2002: 6.2 cents per share) on 15 March 2004. A final dividend of 6.6 cents per share has been proposed (refer to the Declaration of Dividend Notice on page 26).

Property, Plant and Equipment

There has been no change in the nature of the property, plant and equipment of the group and the policy relating to the use thereof remains the same.

Subsidiary and Associate Companies

	Country of Incorporation	Number of shares held		Shares at Carrying Value		Indebtedness	
		%	No	30 Jun 2004	31 Dec 2002	30 Jun 2004	30 Jun 2004
				R	R	R	R
Subsidiaries - directly held							
Bowler PET (Pty) Ltd	RSA	100	100	100	100	(6 235 421)	3 055 678
SKS Plastic Engineering (Pty) Ltd	RSA	100	100	400 000	400 000	(4 976 370)	1 390 586
Plus Plastik (Pty) Ltd	RSA	100	300	300	300	444 073	(300)
Hazra Properties (Two) (Pty) Ltd	RSA	100	300	300	300	8 739 834	6 902 863
Bowler Properties Two (Pty) Ltd	RSA	100	100	100	100	9 598 178	11 153 698
Amcos Cosmetics International (Pty) Ltd	RSA	80	80	80	-	4 811 920	-
Quality Beverages 2000 (Pty) Ltd	RSA	50.7	71	8 961 849	-	8 659 280	-
Subsidiaries - indirectly held							
Postal Presents (Pty) Ltd	RSA	50.7		-	1	-	(1)
				<u>9 362 729</u>	<u>400 801</u>	<u>21 041 494</u>	<u>22 502 524</u>
Associate							
Quality Beverages 2000 (Pty) Ltd	RSA	30	30	-	2 938 613		
Share Trust							
The Bowler Metcalf Share Trust						<u>40</u>	<u>40</u>

Aggregate profit after tax attributable to Bowler Metcalf Limited's interest in all its subsidiaries is R17,868,907 (2002: R12,905,145).

Borrowing limitations

The borrowing powers of the group are not limited by its articles of association.

Preparation of Annual Financial Statements

The Directors are required by the Companies Act to prepare annual financial statements, which fairly present the affairs of the group as at the end of the financial year, and of income or loss for that year, in conformity with South African Statements of Generally Accepted Accounting Practice and the Companies Act in South Africa.

DIRECTORS REPORT (continued)

Following discussions with the external auditors, the Directors consider that in preparing the financial statements, the group has consistently used appropriate accounting policies supported by reasonable and prudent judgements and estimates. All applicable accounting standards have been followed.

Directors' Responsibility in Relation to Financial statements

Your Directors acknowledge their responsibility for the fair presentation of the financial statements in conformity with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act, 1973 of South Africa.

The directors are responsible for the maintenance of adequate accounting records and systems of internal control. The auditors have the responsibility to report on the fair presentation of the financial statements. Nothing has come to the attention of the directors to indicate any material breakdown in the functioning of these controls and systems during the year under review.

The financial statements have been prepared on the going concern basis, since the directors have every reason to believe that the company has adequate resources in place to continue in operation for the foreseeable future.

Directors and Secretary

Details of the present board of directors and the secretary appear on the inside front cover of this report.

Mr LV Rowles was appointed an executive director on 8 May 2003.

Directors' Interest in Shares

The directors' beneficial and non-beneficial interests in the company's issued share capital at 30 Jun 2004 were as follows:

Director's holdings ('000)	Direct	Indirect	30 Jun 2004		31 Dec 2002	
			Total	%	Total	%
HW Sass (Executive Chairman)	2 737	16 262	18 999	21.9	18 899	21.8
M Brain (Managing)	546	14 752	15 298	17.6	16 345	18.8
MA Olds (Sales)	-	2 560	2 560	2.9	2 700	3.1
PF Sass (Technical)	377	727	1 104	1.3	1 104	1.3
LV Rowles (Financial)	-	28	28	0.0	-	-
MS Parker (Executive)	-	67	67	0.1	-	-
BJ Frost (Non-Executive)	-	100	100	0.1	100	0.1
	<u>3 660</u>	<u>34 496</u>	<u>38 156</u>	43.9	<u>39 148</u>	45.1
Shares in issue ('000)			<u>86 928</u>		<u>86 861</u>	

There have been no material changes in these holdings up to the date of this report.

Secretarial Certification

In accordance with section 268G(d) of the Companies Act, it is hereby certified that the company has lodged with the Registrar of Companies all such returns that are required of a public company in terms of the Act and that such returns are true, correct and up to date.

L.V. Rowles
Company Secretary
13 September 2004

BALANCE SHEETS

At 30 June 2004

	Notes	GROUP		COMPANY	
		30 Jun 2004 R'000	31 Dec 2002 R'000	30 Jun 2004 R'000	31 Dec 2002 R'000
Assets					
Non-current assets					
		139 263	78 814	60 093	38 874
Property, plant and equipment	2	133 815	75 835	50 690	35 494
Intangible assets	3	5 448	-	-	-
Investments	4	-	40	40	40
Investment in subsidiaries		-	-	9 363	401
Investment in associate	5	-	2 939	-	2 939
Current assets					
		85 944	40 446	55 504	49 148
Inventories	6	27 440	11 968	11 784	10 445
Trade and other receivables	7	57 396	25 250	22 600	13 283
Cash and cash equivalents		1 108	3 228	79	2 917
Loans with group companies	8	-	-	21 041	22 503
Total assets		225 207	119 260	115 597	88 022
Equity and Liabilities					
Capital and reserves					
		137 658	101 856	93 272	75 298
Stated capital	9	11 025	10 865	11 065	10 865
Accumulated profits		126 633	90 991	82 207	64 433
Minority Interest	10	4 625	-	-	-
Non-current liabilities					
		20 925	7 275	5 734	4 190
Borrowings - interest bearing	11	10 626	-	-	-
Borrowings - other	12	1 705	-	-	-
Deferred taxation	13	8 594	7 275	5 734	4 190
Current liabilities					
		61 999	10 129	16 591	8 534
Trade and other payables	14	30 345	7 803	7 410	6 519
Provisions	15	1 732	1 357	1 126	1 259
Bank overdrafts		1 507	-	934	-
Short-term borrowings		12 436	-	-	-
Taxation		15 979	969	7 121	756
Total equity and liabilities		225 207	119 260	115 597	88 022

INCOME STATEMENTS

For the period ended 30 June 2004

	Notes	GROUP		COMPANY	
		18 months	12 Months	18 months	12 Months
		30 Jun 2004	31 Dec 2002	30 Jun 2004	31 Dec 2002
		R'000	R'000	R'000	R'000
Revenue	1	366 662	142 598	187 936	110 650
Other operating income		5 146	1 963	1 536	960
Raw materials and other operating costs		(194 603)	(57 369)	(67 791)	(42 896)
Staffing costs		(62 013)	(30 640)	(44 888)	(28 321)
Rental and property finance		(1 881)	(169)	(6 977)	(4 088)
Depreciation	19	(21 963)	(10 330)	(11 156)	(6 696)
Maintenance		(8 272)	(4 050)	(5 483)	(3 478)
Transport		(5 375)	(3 101)	(5 155)	(2 823)
Profit from operations		77 701	38 902	48 022	23 308
Net finance income/(costs)		(1 114)	(178)	2 012	(225)
- received		1 505	235	2 016	235
- paid		(2 619)	(413)	(4)	(460)
Profit before tax	16	76 587	38 724	50 034	23 083
Income tax expense	17	(24 795)	(10 544)	(16 875)	(7 808)
Profit after tax		51 792	28 180	33 159	15 275
Income/(loss) from associate		(267)	439	(267)	439
Minority interest	10	(765)	-	-	-
Net profit		50 760	28 619	32 892	15 714
Weighted number of shares in issue		86 762 973	86 861 399		
Earnings per share (cents)					
The calculation of earnings per share is based on net profit for the year and the weighted number of shares in issue during the period.		58.50	32.95		
- goodwill amortised		2.60	-		
- profit on sale of assets		(1.87)	-		
Headline earnings per share (cents)		59.23	32.95		
Dividends paid per share (cents)		17.40	8.35		
Dividends proposed per share (cents)		17.80	9.80		

STATEMENT OF CHANGES IN EQUITY

For the period ended 30 June 2004

	Stated Capital R'000	Non Distributable Reserve R'000	Accumulated Profits R'000	Total Equity R'000
Group				
Balance at 1 January 2002	10 585	280	69 625	80 490
Net profit for the year to 31 December 2002			28 619	28 619
Transfer	280	-280	-	-
Dividends paid			-7 253	-7 253
Balance at 31 December 2002	10 865	-	90 991	101 856
Share issue				
66 667 shares issued at 300 cents per share to The Sarang Family Trust	200			200
Share Trust	-40			-40
Net profit for the 18 months to 30 June 2004			50 760	50 760
Dividends paid			-15 118	-15 118
Balance at 30 June 2004	11 025	-	126 633	137 658
Company				
Balance at 1 January 2002	10 585	280	55 972	66 837
Transfer	280	-280	-	-
Net profit for the year to 31 December 2002			15 714	15 714
Dividends paid			-7 253	-7 253
Balance at 31 December 2002	10 865	-	64 433	75 298
Share issue	200			200
Net profit for the 18 months to 30 June 2004			32 892	32 892
Dividends paid			-15 118	-15 118
Balance at 30 June 2004	11 065	-	82 207	93 272

CASH FLOW STATEMENTS

For the period ended 30 June 2004

Notes	GROUP		COMPANY	
	18 months	12 Months	18 months	12 Months
	30 Jun 2004	31 Dec 2002	30 Jun 2004	31 Dec 2002
	R'000	R'000	R'000	R'000
Operating activities	52 566	29 804	28 534	24 542
Cash receipts from customers	342 820	143 927	179 838	113 413
Cash paid to suppliers and employees	(263 805)	(96 746)	(129 257)	(72 622)
Cash generated by operations	79 015	47 181	50 581	40 791
Dividends received	25	12	25	12
Interest received	1 505	235	2 016	235
Interest paid	(2 619)	(413)	(4)	(460)
Taxation paid	(10 242)	(9 958)	(8 966)	(8 783)
Dividends paid	(15 118)	(7 253)	(15 118)	(7 253)
Investing activities	(70 189)	(18 483)	(32 306)	(13 656)
Property, plant and equipment - proceeds on disposal	313	-	163	-
- additions	(64 412)	(15 983)	(26 379)	(11 156)
Acquisition of subsidiaries	(6 090)	-	(6 090)	-
Investment in associate	-	(2 500)	-	(2 500)
Financing activities				
Borrowings	13 996	(217)	-	-
Net increase/(decrease) for the period	(3 627)	11 104	(3 772)	10 886
Balance at beginning of period	3 228	(7 876)	2 917	(7 969)
Cash and cash equivalents at end of the period	(399)	3 228	(855)	2 917
Cash and cash equivalents comprise:				
Bank accounts and cash on hand	1 108	3 228	79	2 917
Bank overdrafts	(1 507)	-	(934)	-
Cash and cash equivalents at end of the period	(399)	3 228	(855)	2 917

NOTES TO THE FINANCIAL STATEMENTS

At 30 June 2004

1 Accounting policies

The financial statements are prepared in accordance with South African Statements of Generally Accepted Accounting Practice, on the historical cost basis and incorporate the following principal accounting policies, applied on a basis consistent with that of the previous reporting period.

Property, plant and equipment

1. Property, plant and equipment is brought into account at historical cost, including directly attributable expenditure, and subsequently reflected at cost less accumulated depreciation. Repairs and maintenance is charged against the income statement as they are incurred.
2. Depreciation is calculated on the straight line basis at rates which will reduce the cost of the assets to estimated residual values over their expected useful lives at the following rates:

Plant and machinery	10% - 15%
Motor vehicles	20%
Office equipment, furniture and fittings	10%
Moulds	20%
Computers	33.3%
Industrial buildings	5%
Land	0%

Deferred expenditure

Finance charges incurred on the acquisition of fixed assets are not included in the cost of such fixed assets. Finance charges are written off in the income statement as they become due.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined either on the first-in-first-out or weighted average basis. All damaged or substandard materials and obsolete, redundant or slow moving inventories are written down to their estimated net realisable values.

The cost of raw materials, consumable stores and spares is the delivered landed cost, while the cost of work in progress and finished goods includes both direct costs and production overheads.

Investments

Investments are stated at cost and are written down where the directors are of the opinion there is a permanent diminution in value.

Deferred taxation

Deferred taxation is provided on the balance sheet method, recognising all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which they can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or where in their initial recognition, neither the accounting or tax profit is affected at the time of the transaction. Deferred tax is calculated at the tax rate expected to apply when the asset is realised or the liability settled. Deferred tax arising on estimated losses is raised where future profitability is foreseen.

Foreign currencies

Transactions in foreign currencies are initially recorded at the rates of exchange ruling at transaction date. Foreign currency monetary items are translated at the rates of exchange ruling at balance sheet date. Exchange differences arising on the settlement of monetary items at rates different from those initially recorded are dealt with in the income statement in the period in which they arise.

Revenue

Revenue represents the net value of merchandise sold, after returns, trade discounts and value added tax receivable by the company and from sales to third parties.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

1 Accounting policies - continued

Retirement Benefits

The group operates a provident and pension fund to which substantially all salaried staff belong. The fund is a defined contribution plan and does not require to be actuarially valued. Current contributions to the pension and provident funds are charged against income as they are incurred.

Associates

Associates are those entities in which the group has a long term interest and over which it exercises significant influence, but not control. The group's share of post-acquisition results of associates is included in the company's and the consolidated financial statements, using the equity method, from the effective date of acquisition to termination of effective control. The income statement reflects the group's share of the net results of the operations of the investee.

Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiaries. Subsidiaries are all those entities where the group has control over the operating and financial policies of such entities. The financial results of the subsidiaries are included from the effective dates of acquisition up to the effective dates of disposal. All inter - group balances and transactions have been eliminated on consolidation.

The difference between the fair value of the consideration paid and the fair value of the net identifiable assets of subsidiaries at the date of acquisition is charged to goodwill arising on consolidation. Goodwill is amortised over a period of 10 years. In the event of a permanent impairment in the value of a subsidiary, the remaining unamortised balance is written down through a charge to the income statement.

Financial instruments

Financial Assets and liabilities are recognised on the group's balance sheet as and when arising.

1. Trade receivables are stated at their nominal value, reduced by appropriate allowances for estimated irrecoverable amounts.
2. Trade payables are stated at their nominal value.
3. Interest-bearing bank loans and overdrafts are recorded at the proceeds received and finance charges thereon accounted for on an accrual basis.
4. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Provisions

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events and a reliable estimate of the amount of the obligation can be made.

Segment report

The primary format of the segment report is on the basis of the business segments of the group. No secondary format has yet been identified. All the entities within the group are registered in and operating from South Africa.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP			COMPANY		
2 Property, plant and equipment						
	Cost R'000	Accumulated Depreciation R'000	Balance R'000	Cost R'000	Accumulated Depreciation R'000	Balance R'000
30 Jun 2004						
Land and buildings	51 315	9 069	42 246	-	-	-
Plant, equipment and other	165 089	73 520	91 569	102 050	51 360	50 690
	216 404	82 589	133 815	102 050	51 360	50 690
31 Dec 2002						
Land and buildings	32 488	6 709	25 779	-	-	-
Plant, equipment and other	100 405	50 349	50 056	75 883	40 389	35 494
	132 893	57 058	75 835	75 883	40 389	35 494
Reconciliation of net book value						
	Land & Buildings R'000	Plant, equip & other R'000	Total R'000	Land & Buildings R'000	Plant, equip & other R'000	Total R'000
30 Jun 2004						
Net balance at beginning of year	25 779	50 056	75 835	-	35 494	35 494
Additions	18 826	61 267	80 093	-	26 379	26 379
	44 605	111 323	155 928	-	61 873	61 873
Depreciation	(2 359)	(19 604)	(21 963)	-	(11 156)	(11 156)
Disposals	-	(150)	(150)	-	(27)	(27)
Net balance at end of year	42 246	91 569	133 815	-	50 690	50 690
31 Dec 2002						
Net balance at beginning of year	25 736	44 446	70 182	-	31 034	31 034
Additions	1 298	14 685	15 983	-	11 156	11 156
	27 034	59 131	86 165	-	42 190	42 190
Depreciation	-1 255	-9 075	-10 330	-	-6 696	-6 696
Disposals	0	0	0	-	0	0
Net balance at end of year	25 779	50 056	75 835	-	35 494	35 494

Certain plant and equipment with a carrying value of R8 044 242 are encumbered (see note 11)

	GROUP		COMPANY	
	30 Jun 2004 R'000	31 Dec 2002 R'000	30 Jun 2004 R'000	31 Dec 2002 R'000
Land and Buildings				
Freehold land and buildings (mortgaged in terms of note 11), consisting of :				
2.1 erven 3308 and 3808 of Ottery, Harris Drive, Ottery, Cape.				
- Land at cost December 1994	1 580	1 580		
- Buildings erected in 1995	7 340	7 340		
- Additions in 1998	430	430		
2.2 erf 3309 of Ottery, Harris Drive, Ottery, Cape.				
- Land and buildings acquired in September 2002	1 262	1 262		

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP		COMPANY	
	30 Jun 2004	31 Dec 2002	30 Jun 2004	31 Dec 2002
	R'000	R'000	R'000	R'000
2 Property, plant and equipment - continued				
Land and Buildings - continued				
2.3 erf 4396 of Ottery, Clifford Street, Ottery, Cape				
- Land at cost October 2003	1 504	-		
- Buildings erected in 2004	6 393	-		
2.4 erf 723 Spartan, Loper Ave, Spartan, Isando				
- Land at cost June 1994	1 416	1 416		
- Buildings erected in 1995	6 061	6 061		
- Additions 2001	2 616	2 616		
- Additions 2002	36	36		
2.5 portion 1 of farm 1460, City of Cape Town				
- Land at cost February 2000	3 792	3 792		
- Buildings erected 2001	7 955	7 955		
- Additions 2004	78	-		
2.6 erf 166802 of Epping, Benbow Ave, Epping, Cape Town				
- Land and buildings acquired in November 2003	5 541	-		
- Improvements 2003	5 311	-		
	51 315	32 488		
Directors' valuation	74 972	45 103		
3 Intangible Assets				
Goodwill on acquisition of subsidiaries				
- opening balance	-	-		
- on acquisition	6 074	-		
- amortised during the period	(626)	-		
	5 448	-		
- closing balance				
4 Investments				
The Bowler Metcalf Share Trust	-	40	40	40
In terms of the share trust scheme there were 450 000 ordinary shares of no par value available for sale to staff, of which 134 502 (2002: 140 452) are unissued.				
5 Investment in associate				
Quality Beverages 2000 (Pty) Ltd				
- holding	-	30%	-	30%
Shares at cost	-	2 500	-	2 500
Post-acquisition retained surplus	-	439	-	439
Carrying value	-	2 939	-	2 939
Directors' valuation	-	3 000	-	3 000
6 Inventories				
Finished goods	9 491	4 990	4 095	4 471
Work in progress	3 562	3 088	2 545	2 604
Consumable stores	2 791	170	175	170
Raw materials	11 596	3 720	4 969	3 200
	27 440	11 968	11 784	10 445

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP		COMPANY	
	30 Jun 2004	31 Dec 2002	30 Jun 2004	31 Dec 2002
	R'000	R'000	R'000	R'000
7 Trade and other receivables				
Trade receivables	49 092	22 816	21 381	13 008
Other receivables	8 304	2 434	1 219	275
	57 396	25 250	22 600	13 283
8 Loans with group companies				
Unsecured, interest free with no fixed date of repayment.				
Net amount owing by subsidiary companies			21 041	22 503
9 Stated capital				
<i>Authorised</i>				
189 850 000 Ordinary shares of no par value				
<i>Issued</i>				
86 928 066 (2002 -86 861 399) Ordinary shares of no par value	11 065	10 865	11 065	10 865
<i>The Bowler Metcalf Share Trust</i>				
134 502 (2002: 140 502) Ordinary shares	(40)	-		
	11 025	10 865	11 065	10 865
Until the forthcoming annual general meeting:				
- the unissued shares are under the control of the directors				
- the directors have a general authority to repurchase shares				
10 Minority Interest				
On acquisition of subsidiaries	3 860	-		
Net income for the period	765	-		
	4 625	-		
11 Borrowings - interest bearing				
11.1 Definite period loan repayable at interest rates linked to banker acceptance rates, secured over fixed property (see note 2.1 & 2.4)				
	-	-		
11.2 Mortgage bond over land and buildings in favour of ABSA Bank Ltd, repayable in monthly instalments of R107 369 inclusive of interest at a rate of 10.1% pa, terminating in December 2013 (see note 2.6).				
	7 746	-		
- current portion	(519)	-		
	7 227	-		
11.3 Instalment sale agreements secured over assets in favour of Bankfin, repayable in monthly instalments of R141 623, inclusive of interest at rates between 11.6% and 13.2%, terminating between July 2004 and May 2007.				
	2 326	-		
- current portion	(1 558)	-		
	768	-		
11.4 Instalment sale agreements secured over assets in favour of Wesbank, repayable in monthly instalments of R160 975, inclusive of interest at rates between 9.0% and 12.0%, terminating between July 2004 and March 2007.				
	4 008	-		
- current portion	(1 580)	-		
	2 428	-		

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP		COMPANY	
	30 Jun 2004	31 Dec 2002	30 Jun 2004	31 Dec 2002
	R'000	R'000	R'000	R'000
11 Borrowings - interest bearing - continued				
11.5 Instalment sale agreements secured over assets in favour of Nedbank, repayable in monthly instalments of R25 274, inclusive of interest at rates between 10.5% and 12%, terminating between July 2004 and December 2007.				
- current portion	371	-		
	(168)	-		
	203	-		
	10 626	-		
12 Borrowings - other				
Unsecured interest free related party loans		Repayment Period		
- MS Parker	312	No fixed date		
- The Sarang Family Trust	35	2 January 2006		
- A & M Theron Family Trust	1 358	No fixed date		
	1 705			
T Parker is a director of Quality Beverages 2000 (Pty) Ltd and a trustee of The Sarang Family Trust				
A Theron is a director of Amcos Cosmetics International (Pty) Ltd and a trustee of A&M Theron Family Trust				
13 Deferred taxation				
Balance at beginning of year	7 275	5 019	4 190	3 608
Movements during year				
- current year provision	1 319	2 256	1 544	582
	8 594	7 275	5 734	4 190
Balance at end of the year				
Balance at end of the year comprises:				
- Capital allowances	11 236	8 078	6 705	4 828
- Provisions	(1 224)	(733)	(971)	(638)
- Assessed losses	(1 418)	(70)	-	-
	8 594	7 275	5 734	4 190
14 Trade and other payables				
Trade payables	20 255	4 447	5 050	3 785
Other payables	10 090	3 356	2 360	2 734
	30 345	7 803	7 410	6 519
15 Provisions				
Leave pay				
- opening balance	1 357	1 165	1 259	987
- net movement	375	192	(133)	272
- closing balance	1 732	1 357	1 126	1 259
The provision for leave pay has been raised for leave accruing to employees in accordance with standard company employment conditions.				

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP		COMPANY	
	18 months 30 Jun 2004 R'000	12 Months 31 Dec 2002 R'000	18 months 30 Jun 2004 R'000	12 Months 31 Dec 2002 R'000
16 Profit before tax				
Profit before tax is arrived at after taking into account the following items:				
Income				
Amortisation of negative goodwill	791	-	-	-
Dividends	25	12	25	12
Surplus on disposal of fixed assets	163	-	136	-
Expenses				
Amortisation of goodwill	627	-	-	-
Auditors' remuneration	18	451	193	127
Directors' emoluments	20	6 002	4 704	2 514
Foreign exchange losses		624	218	299
Leasing charges				
- operating leases on land and buildings		1 194	6 977	4 088
- financial leases on plant & equip		646	-	-
Retirement funding		2 187	1 752	1 011
17 Taxation				
Current taxation	21 586	7 382	13 441	6 320
Deferred taxation	1 319	2 256	1 544	582
Secondary tax on companies	1 890	906	1 890	906
	24 795	10 544	16 875	7 808
Reconciliation of rate of taxation				
SA normal tax rate	30.0%	30.0%	30.0%	30.0%
Adjusted for:				
Disallowable expenses/exempt income	(0.1)	(5.1)	(0.1)	(0.1)
Secondary tax on companies	2.5	2.3	3.8	3.9
Net (decrease)/increase	2.4	(2.8)	3.7	3.8
Effective tax rate	32.4%	27.2%	33.7%	33.8%
18 Auditors' remuneration				
Audit fees				
- current year	390	152	144	121
- prior year	(15)	-	(5)	-
Other fees	65	-	45	-
Expenses	11	6	9	6
	451	158	193	127

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP				COMPANY			
	18 months		12 Months		18 months		12 Months	
	30 Jun 2004	R'000	31 Dec 2002	R'000	30 Jun 2004	R'000	31 Dec 2002	R'000
19 Depreciation								
Land and buildings		2 359		1 255		-		-
Plant, equipment and other		19 604		9 075		11 156		6 696
		<u>21 963</u>		<u>10 330</u>		<u>11 156</u>		<u>6 696</u>
20 Directors' emoluments								
R'000	Fees for services	Basic salary	Allowances	Bonuses	Benefits	Share options	Total	R'000
18 months								
30 Jun 2004								
<i>Executive</i>								
M Brain	-	851	102	91	54	-	1 098	
MA Olds	-	803	102	84	42	-	1 031	
LV Rowles	-	580	79	64	22	-	745	
HW Sass	-	560	102	79	22	-	763	
PF Sass	-	801	102	74	27	-	1 004	
MS Parker	10	540	-	45	44	-	639	
<i>Non-Executive</i>								
BJ Frost	53	-	-	-	-	-	53	
	63	4 135	487	437	211	--	5 333	
Paid by subsidiary	-	(540)	-	(45)	(44)	-	(629)	
Paid by company	63	3 595	487	392	167	-	4 704	
12 months								
31 Dec 2002								
<i>Executive</i>								
M Brain	-	518	68	115	21	-	722	
B Doyle	-	-	-	-	-	-	-	
MA Olds	-	495	67	108	20	-	690	
HW Sass	-	214	57	115	10	-	396	
PF Sass	-	471	67	107	17	-	662	
<i>Non-Executive</i>								
BJ Frost	35	-	-	-	-	-	35	
MS Parker	9	-	-	-	-	-	9	
Paid by company	44	1 698	259	445	68	--	2 514	
21 Contingent Liabilities								
Bank guarantees issued			<u>660</u>	<u>212</u>		<u>140</u>	<u>212</u>	

The company has ceded to ABSA Bank Ltd all rights to title and interest in loans to Postal Presents and stood surety for R4 000 000 (see note 11.2).

The company has guaranteed the overdraft facilities of its subsidiaries in the amount of R1 200 000.

Nedbank Ltd holds a cession of book debts and a notarial bond over the assets of Amcos Cosmetics International (Pty) Ltd for facilities granted.

As security for vehicle and asset finance to Quality Beverages 2000 (Pty) Ltd, ABSA Bank hold an invoice discounting agreement, a reversionary cession of debtors and a general notarial bond over inventory and movable assets.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

	GROUP		COMPANY	
	18 months	12 Months	18 months	12 Months
	Jun 2004	Dec 2002	Jun 2004	Dec 2002
	R'000	R'000	R'000	R'000
22 Cash Flow				
22.1 Cash generated by operations				
Profit before tax	76 587	38 724	50 034	23 083
Non cash items	21 636	10 330	11 020	6 696
- depreciation	21 963	10 330	11 156	6 696
- amortisation of goodwill	(164)			
- net surplus on disposal of fixed assets	(163)	-	(136)	-
Adjustments for items shown separately	1 089	166	(2 037)	213
Interest paid	2 619	413	4	460
Dividends received	(25)	(12)	(25)	(12)
Interest received	(1 505)	(235)	(2 016)	(235)
Working capital changes	(20 297)	(2 039)	(8 436)	10 799
Inventories	2 345	(2 175)	(1 338)	(1 787)
Trade and other receivables	(9 987)	(2 745)	(7 856)	9 871
Trade and other payables	(12 655)	2 881	758	2 715
	79 015	47 181	50 581	40 791
22.2 Reconciliation of taxation paid				
Charged to the income statement	(24 795)	(10 544)	(16 875)	(7 808)
Adjustment for deferred taxation	1 319	2 256	1 544	582
Movement in taxation liability	13 234	(1 670)	6 365	(1 557)
Payments made	(10 242)	(9 958)	(8 966)	(8 783)
22.3 Proceeds on disposal of property, plant & equipment				
Book value of assets disposed of	150	-	27	-
Profit (loss) on disposal	163	-	136	-
Proceeds received	313	-	163	-
22.4 Additions to property, plant and equipment				
To expand operations				
- Land and buildings	18 826	1 298	-	-
- Plant, equipment and other	45 586	14 685	26 379	11 156
	64 412	15 983	26 379	11 156
23 Financial Instruments				
Credit Risk				
Potential concentrations of credit risk consist principally of cash and cash equivalents and trade receivables. The group only deposits cash surpluses with major banks of high standing.				
Extensive credit evaluations are performed on all prospective customers and on an ongoing basis for existing customers.				
The group considers all concentration of credit risk to be adequately provided for at the balance sheet date.				

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

23 Financial Instruments - continued

Liquidity Risk

The group manages its liquidity risk by monitoring cash flows and ensuring that adequate liquid funds are available, either in cash or from maintained borrowing facilities, to meet its foreseen needs.

Substantial liquid and near liquid resources were held by the group at the balance sheet date.

Fair Value

The carrying amounts of liquid resources, trade receivables and trade payables approximate their fair value at the balance sheet date.

Interest Rate Risk

Borrowings are secured at the best prevailing rates, the movement of which is monitored and managed on an ongoing basis.

Foreign Exchange Risk

Foreign exchange risk arises on the acquisition of plant and machinery from abroad. Hedging instruments are used to reduce exposure to currency fluctuations.

	GROUP		COMPANY	
	18 months Jun 2004 R'000	12 Months Dec 2002 R'000	18 months Jun 2004 R'000	12 Months Dec 2002 R'000
24 Commitments				
Capital				
Plant	1 292	7 089	1 292	63
Land and buildings	16 592	-	-	-
	17 884	7 089	1 292	63
The commitment for plant includes items covered by forward exchange contracts:				
US \$ at a rate of 7.11	355	-	355	-
Euros at rates between 9.186 - 9.282	-	3 513	-	-
Yen at a rate of 12.94	-	2 129	-	-
	355	5 642	355	-
The expenditure will be financed from cash generated from normal business operations and loan finance.				
Leases				
Operating leases on property	273	509	11	44
Due within one year	253	224	11	21
Due between one and five years	20	285	-	23
Financial leases on plant and equipment	612	1 160	-	-
Due within one year	428	548	-	-
Due between one and five years	184	612	-	-
	885	1 669	11	44

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2004

25 Segmental Report

Primary Format - Business Segments R'000	Plastic Operations	Filling Operations	Property Invest	Unallocated and eliminations	Total
18 months					
30 Jun 2004					
Revenue	241 475	144 716	9 468	(28 997)	366 662
Other income	-	-	-	5 146	5 146
Costs (excl. depreciation)	(161 862)	(138 255)	(1 024)	28 997	(272 144)
Depreciation	(16 292)	(3 312)	(2 359)	-	(21 963)
	63 321	3 149	6 085	5 146	77 701
Net Finance Income/(Expenses)	-	-	-	(1 114)	(1 114)
Net income before tax	63 321	3 149	6 085	4 032	76 587
Taxation	(21 084)	(517)	(1 763)	(1 431)	(24 795)
Net income after tax	42 237	2 632	4 322	2 601	51 792
Associated company loss	-	(267)	-	-	(267)
Minority interest	-	(848)	83	-	(765)
Attributable Income	42 237	1 517	4 405	2 601	50 760
Total Assets	146 131	57 741	21 335	-	225 207
Total Liabilities	31 905	41 462	9 557	-	82 924

A comparative report for the previous reporting period has not been prepared as there was only one significant segment at the time.

DECLARATION OF ORDINARY DIVIDEND

Notice is hereby given that a final dividend of 6.6 cents per share has been declared payable to shareholders on 11 October 2004.

The last day to trade "cum" the dividend will be Friday, 1 October 2004. "Ex" dividend trading begins on Monday, 4 October 2004 and the record date will be Friday, 8 October 2004.

Share certificates may not be dematerialised or re-materialised from 4 October 2004 to 8 October 2004, both days inclusive.

By order of the Board

L V ROWLES
Secretary

Ottery
13 September 2004

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fifteenth Annual General Meeting of shareholders of the company will be held at the company's head office, Harris Drive, Ottery, Cape at 11h00 on Wednesday, 27 October 2004 for the purposes of considering and passing, with or without modification, the resolutions set out below, and to transact any other business as may be transacted at an annual general meeting:

1 Ordinary Resolution Number One (Approval of Annual Financial Statements)

"Resolved that the Annual Financial Statements of the company for the 18 months ended 30 June 2004, be and are hereby approved."

2 Ordinary Resolution Number Two (Approval of directors emoluments)

"Resolved that the directors emoluments as reflected in the Annual Financial Statements of the company for the 18 months ended 30 June 2004, be and are hereby approved."

3 Ordinary Resolution Number Three (Re-Election of Director)

"Resolved that Mr HW Sass, who retires as a director in terms of the company's articles of association, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the company."

4 Ordinary Resolution Number Four (Re-Election of Director)

"Resolved that Mr PF Sass, who retires as a director in terms of the company's articles of association, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the company."

5 Ordinary Resolution Number Five (Re-Election of Director)

"Resolved that Mr M Brain, who retires as a director in terms of the company's articles of association, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the company."

6 Ordinary Resolution Number Six (Unissued shares under control of Directors)

"Resolved that the authorised but unissued ordinary shares in the share capital of the company, be and are hereby placed under the control and authority of the Directors, to allot and issue, at such prices and to such persons and on such terms, as they deem fit."

7 Special Resolution Number One (General authority to repurchase shares)

"Resolved that the Company hereby approves, as a general approval contemplated in sections 85(2) and 85(3) of the Companies Act, 1973 as amended ("the Act"), the acquisition by the Company from time to time of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company from time to time may determine, but subject to the articles of association of the Company, the provisions of the Act and the Listings Requirements from time to time of the JSE Securities Exchange South Africa ("JSE"), and:

- 7.1 any such acquisition of ordinary shares shall be implemented on the open market of the JSE on terms determined by the board of directors of the Company;
- 7.2 this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution Number One;
- 7.3 a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue prior to the acquisition pursuant to which the 3% (three percent) threshold is reached, which announcement shall contain full details of such acquisitions;
- 7.4 acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's issued ordinary share capital from the date of the grant of this general authority;
- 7.5 in determining the price at which the Company's shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;
- 7.6 the consolidated assets of the Company, valued in accordance with South African Statements of Generally Accepted Accounting Practice, will be in excess of the consolidated liabilities of the Company;
- 7.7 the Company shall have adequate capital; and
- 7.8 the working capital of the Company will be adequate for the Company's next year's operations."

7 Special Resolution Number One (continued)

Statement by the board of directors of the Company

Pursuant to and in terms of the Listings Requirements of the JSE, the directors of the Company hereby state that:

- a. the intention of the directors of the Company is to utilise the authority if at some future date the cash resources of the Company are in excess of its requirements. In this regard the directors will take account of, *inter alia*, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and will ensure that any such utilisation is in the interests of shareholders;
- b. the method by which the Company intends to re-purchase its shares, the maximum number of shares to be re-purchased and the date on which such re-purchase will take place, has not yet been determined; and
- c. after considering the effect of a maximum permitted re-purchase of shares, the company is, at the date of this notice convening the fifteenth annual general meeting of the Company, unable to fully comply with paragraph 5.133 (c) (referred to below) of the Listings Requirements of the JSE, however, at the time that the contemplated re-purchase is to take place, the directors of the Company will ensure that:
- the Company will be able to repay its debts;
- the consolidated assets of the Company, valued in accordance with South African Statements of Generally Accepted Accounting Practice, will be in excess of consolidated liabilities of the Company;
- the issued capital of the Company will be adequate for the purposes of the business of the Company and its subsidiaries for the next twelve months; and
- the working capital available to the Company and its subsidiaries will be sufficient for the Company's requirements for the next twelve months.

8 Ordinary Resolution Number Seven (Director's authority to negotiate and sign)

"Resolved that any one of the directors of the Company be and are hereby authorised to negotiate on behalf of the Company and sign all such documents and do all such things as may be necessary for or incidental to the registration or implementation of the resolutions set out in this notice convening the annual general meeting at which this Ordinary Resolution Number Five is considered."

9 Ordinary Resolution Number Eight (Reappointment of auditors)

"Resolved that Moores Rowland be and are hereby reappointed as auditors until the conclusion of the next annual general meeting of the company."

A member entitled to attend and vote at the annual general meeting may appoint a proxy to attend, speak and vote in his or her stead. A proxy need not be a member of the Company.

By order of the board

L V ROWLES
Secretary

Ottery
13 September 2004