



NU-WORLD HOLDINGS LIMITED

A N N U A L R E P O R T
2 0 0 1



NU-WORLD HOLDINGS LIMITED

Our Mission Statement

We at Nu-World, are driven by the quest for excellence across all the disciplines of manufacturing, importing, distributing and exporting, in the Global Market of Branded Consumer Durables, working together with a team of committed, well trained and empowered employees.

We aim to provide products of outstanding quality to our clients worldwide, superior returns to our shareholders, whilst contributing to the growth of a democratic and prosperous South Africa.

We will strive to be acknowledged, both locally and internationally, as an outstanding source and provider of Branded Consumer Durables.

We will endeavour to ensure that the needs and expectations of our customers are consistently surpassed.

The attainment of this vision and mission, will require a sustained level of superior customer service and support as well as operational excellence, resulting in the continued growth and expansion of our business.

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FINANCIAL HIGHLIGHTS

| | 2001 R000's | 2000 R000's | % Change |
|--|----------------|----------------|-------------|
| Revenue | 884 252 | 653 772 | 35.3 |
| Net operating income | 56 206 | 54 212 | |
| Depreciation | 4 719 | 4 052 | |
| Interest paid | 8 988 | 6 414 | |
| Income before taxation | 42 499 | 43 746 | |
| Taxation | 8 336 | 12 013 | |
| Income after taxation | 34 163 | 31 733 | |
| Share of income attributable to associated company | 135 | | |
| Net income | 34 028 | 31 733 | |
| Minority interests | 87 | 2 648 | |
| Attributable earnings | 33 941 | 29 085 | 16.7 |
| Cents per share: | | | |
| Earnings per share | 156.4 | 134.1 | 16.6 |
| Earnings per share - weighted | 156.4 | 134.8 | 16.0 |
| Dividend per share | 27.2 | 22.6 | 20.4 |
| Net asset value | 1082.2 | 959.2 | 12.8 |
| EBITDA (Deconsolidated Comparative) | 54 476 | 48 940 | 11.3 |
| Financial ratios: | | | |
| Debt: equity ratio % | 0.0 | 0.0 | |
| Dividend cover (times) | 5.7 | 5.9 | |
| Interest cover (times) | 5.7 | 7.8 | |
| Return on average total assets (%) | 13.6 | 14.7 | |
| Liquidity ratio (times) | | | |
| - Current | 2.7 | 2.5 | |
| - Quick | 1.8 | 1.6 | |
| Closing price earnings ratio (times) | 6.23 | 10.1 | |



TEN YEAR REVIEW

| | 2001 R000's | 2000 R000's | 1999 R000's | 1998 R000's | 1997 R000's |
|--|----------------|----------------|----------------|----------------|----------------|
| INCOME STATEMENT | | | | | |
| Revenue | 884 252 | 653 772 | 527 706 | 446 629 | 343 979 |
| Operating income | 51 487 | 50 160 | 35 119 | 32 781 | 24 344 |
| Net interest paid | 8 988 | 6 414 | 6 098 | 6 636 | 5 957 |
| Income before taxation | 42 499 | 43 746 | 29 021 | 26 145 | 18 387 |
| Taxation | 8 336 | 12 013 | 6 462 | 7 729 | 4 720 |
| Income after taxation | 34 163 | 31 733 | 22 559 | 18 416 | 13 667 |
| Share of income attributable to associated company | 135 | | | | |
| Net income | 34 028 | 31 733 | 22 559 | 18 416 | 13 667 |
| Minority interest | 87 | 2 648 | | | |
| Net profit for the year | 33 941 | 29 085 | 22 559 | 18 416 | 13 667 |
| Share in issue (000's) | | | | | |
| - at year end | 21 695 | 21 695 | 21 327 | 21 229 | 17 989 |
| - weighted average | 21 695 | 21 584 | 21 300 | 19 496 | 17 848 |
| Headline earnings per share (cents) | 156.4 | 134.1 | 105.8 | 86.7 | 76.0 |
| Headline earnings per share (cents) | | | | | |
| - weighted | 156.4 | 134.8 | 105.9 | 94.5 | 76.6 |
| Dividend per share (cents) | 27.2 | 22.6 | 17.0 | 15.5 | 15.3 |
| Dividend cover | 5.7 | 5.9 | 6.2 | 6.0 | 5.0 |
| BALANCE SHEET | | | | | |
| ASSETS | | | | | |
| Non-current assets | 40 954 | 35 812 | 24 681 | 23 516 | 22 137 |
| Property, plant and equipment | 28 089 | 35 812 | 24 681 | 23 516 | 22 137 |
| Investment in associated company | 12 865 | | | | |
| Current assets | 330 648 | 350 628 | 273 364 | 265 296 | 144 971 |
| Inventories | 103 137 | 132 947 | 80 324 | 77 432 | 52 684 |
| Trade and other receivables | 162 433 | 157 150 | 113 622 | 104 632 | 79 755 |
| Bank and cash balances | 65 078 | 60 531 | 79 418 | 83 232 | 12 532 |
| Total assets | 371 602 | 386 440 | 298 045 | 288 812 | 167 108 |
| EQUITY AND LIABILITIES | | | | | |
| Total capital and reserves | 234 781 | 208 101 | 184 158 | 162 874 | 77 437 |
| Issued capital | 115 849 | 117 120 | 117 449 | 115 099 | 39 341 |
| Foreign currency translation reserve | | 88 | | | |
| Retained earnings | 118 932 | 90 893 | 66 709 | 47 775 | 38 096 |
| Minority interest | | 22 880 | | | |
| Non-current liabilities | 12 973 | 17 433 | 23 261 | 30 088 | 7 686 |
| Interest bearing borrowings | 5 089 | 10 119 | 16 150 | 23 316 | 7 686 |
| Deferred taxation | 7 884 | 7 314 | 7 111 | 6 772 | |
| Current liabilities | 123 848 | 138 026 | 90 626 | 95 850 | 81 985 |
| Trade and other payables | 117 909 | 132 095 | 88 459 | 92 670 | 77 550 |
| Shareholders for dividend | 5 909 | 4 900 | | | |
| Current portion of interest bearing borrowings | 30 | 1 031 | 2 167 | 3 180 | 4 435 |
| Total equity and liabilities | 371 602 | 386 440 | 298 045 | 288 812 | 167 108 |

TEN YEAR REVIEW

| 1996 R000's | 1995 R000's | 1994 R000's | 1993 R000's | 1992 R000's | |
|----------------|----------------|----------------|----------------|----------------|--|
| | | | | | INCOME STATEMENT |
| 247 387 | 174 476 | 112 863 | 74 580 | 52 092 | Revenue |
| 15 147 | 11 224 | 6 880 | 4 648 | 3 491 | Operating income |
| 4 209 | 3 989 | 2 685 | 1 879 | 1 187 | Net interest paid |
| 10 938 | 7 235 | 4 195 | 2 769 | 2 304 | Income before taxation |
| 1 594 | 1 843 | 868 | 532 | 536 | Taxation |
| 9 344 | 5 392 | 3 327 | 2 237 | 1 768 | Income after taxation |
| | | | | | Share of income attributable to associated company |
| 9 344 | 5 392 | 3 327 | 2 237 | 1 768 | Net income |
| | | | | | Minority interest |
| 9 344 | 5 392 | 3 327 | 2 237 | 1 768 | Net profit for the year |
| 17 657 | 14 854 | 14 025 | 12 750 | 12 750 | Share in issue (000's) |
| 17 009 | 14 378 | 13 361 | 12 750 | 12 750 | - at year end |
| 52.9 | 36.3 | 23.7 | 17.5 | 13.9 | - weighted average |
| | | | | | Headline earnings per share (cents) |
| 55.0 | 37.5 | 24.9 | 17.5 | 13.9 | Headline earnings per share (cents) |
| 10.6 | 8.1 | 5.3 | 3.8 | 3.0 | - weighted |
| 5.0 | 4.5 | 4.5 | 4.7 | 4.6 | Dividend per share (cents) |
| | | | | | Dividend cover |
| | | | | | BALANCE SHEET |
| 19 407 | 17 355 | 12 394 | 8 454 | 5 961 | ASSETS |
| | | | | | Non-current assets |
| 19 407 | 17 355 | 12 394 | 8 454 | 5 961 | Property, plant and equipment |
| | | | | | Investment in associated company |
| 100 486 | 67 512 | 41 320 | 33 375 | 23 504 | Current assets |
| 43 819 | 29 999 | 17 939 | 11 965 | 8 920 | Inventories |
| 49 136 | 35 899 | 23 395 | 21 283 | 10 423 | Trade and other receivables |
| 7 531 | 1 614 | (14) | 127 | 4 161 | Bank and cash balances |
| 119 893 | 84 867 | 53 714 | 41 829 | 29 465 | Total assets |
| | | | | | EQUITY AND LIABILITIES |
| 60 989 | 30 983 | 21 634 | 15 155 | 8 398 | Total capital and reserves |
| 33 810 | 11 273 | 6 116 | 2 224 | 2 224 | Issued capital |
| 27 179 | 19 710 | 15 518 | 12 931 | 6 174 | Foreign currency translation reserve |
| | | | | | Retained earnings |
| 10 337 | 9 950 | 5 812 | 7 005 | 7 836 | Minority interest |
| | | | | | Non-current liabilities |
| 10 337 | 9 950 | 5 812 | 7 005 | 7 836 | Interest bearing borrowings |
| | | | | | Deferred taxation |
| 48 567 | 43 934 | 26 268 | 19 669 | 13 231 | Current liabilities |
| 44 381 | 40 474 | 22 883 | 16 007 | 10 483 | Trade and other payables |
| 4 186 | 3 460 | 3 385 | 3 662 | 2 748 | Shareholders for dividend |
| | | | | | Current portion of interest bearing borrowings |
| 119 893 | 84 867 | 53 714 | 41 829 | 29 465 | Total equity and liabilities |

**CHAIRMAN'S REVIEW**

The Board of Directors is proud to report that the August 2001 results, represent the eleventh consecutive year of growth for the Group.

One of the highlights of the year, was an award from the Star Business Report, recognising Nu-World as one of the top ten growth Companies listed on the J.S.E.

Another highlight for our Manufacturing Division, was the export breakthrough into the American market, proving that we are one of the lowest-cost manufacturers of select Small Electrical Appliances, in the world today.

The year under review was a year of consolidation and organic growth. The economies of both South Africa and Australia, the geographical areas in which the Group operates, remained subdued, with low consumer confidence. Market conditions were extremely competitive throughout the year.

The overall growth performance of the Group, under these difficult circumstances, is commendable.

Subsequent to the financial year-end, Nu-World increased its shareholding in Prima Australasia Pty Ltd from 33% to 44,7%. The Board is confident that Prima is emerging from a difficult start-up period. Prima is expected to generate positive returns for the Group, in the year ahead.

In December 2001, Prima secured the rights to distribute the Telefunken brand of Consumer Electronics, from Thomson Multimedia of Europe. Telefunken will be marketed through select Retailers and will bring critical mass to the Australian operation.

The international economic outlook for the forthcoming year may well be as difficult as the year just passed, but the Board is confident that the Group's overall level of growth will be sustained.

Dr. J.A. Temple resigned as non-executive Chairman of the Group, as of the financial year-end. The Directors and I wish to thank Dr. Temple for his leadership and guidance over the 14 years of his Chairmanship. We wish him well in his retirement.

My thanks as well to Management and Staff for their dedication and commitment to the Company. Nu-World continues to create jobs. Our numbers increase every year, but our close family culture remains intact.

The Group is budgeting to break through the R1.0 billion Turnover mark in the forthcoming year. This achievement will be another milestone in our history, since our listing in November 1987 with a Turnover of R12 million.

The Nu-World Group of Companies is recognised as one of the largest and most important suppliers of branded Consumer Durables, to the Retail Industry in Southern Africa. The Group grows strategically stronger and more resilient each year and will continue to enhance Shareholder value.

I am confident that we at Nu-World will continue to meet the high expectations of our Shareholders.

M.S. Goldberg
Executive Chairman

MANAGING DIRECTOR'S REVIEW

FINANCIAL OVERVIEW

The Board of Directors of Nu-World Holdings Ltd is again pleased to report satisfactory growth results for the period ending 31st August 2001. This set of results represents the eleventh consecutive year of growth in Turnover, Operating Income, Attributable Income, Headline Earnings per Share and Dividend.

Trading conditions in both South Africa and Australia remained extremely difficult during the year under review. Notwithstanding the current economic conditions however, the Group achieved satisfactory growth.

Turnover increased by 35.3% to R884,252m (August 2000 : R653,772m).

The selling and marketing costs of introducing new brands into the South African market, together with the cost of re-launching Akai in Australia, placed downward pressure on margins overall. However, the drive to regain market share for these international brands, has proved successful. It is anticipated that margins will improve in the forthcoming year, to the levels of previous years.

EBITDA Earnings before interest, tax and depreciation, increased by 11.3% to R54,476m (August 2000: R48,940m).

Attributable income increased by 16.7% to R33,941m (August 2000 : R29,085m).

Headline earnings per share on a weighted basis increased 16% to 156.4 cents (August 2000 : 134.8 cents).

Dividend per share is up 20.4% to 27.2 cents (August 2000 : 22.6 cents).

Cash generated by operating activities of R12,3m reflects a particularly strong turnaround from the August 2000 year end position. The Group remained in an **ungeared** position at the end August 2001 with **cash balances on hand** of R65,078m. (August 2000 : R60,531m).

The net asset value per share at 1082.2 cents has increased by 12.8% (August 2000 : 959.2 cents).

At the time of writing, Nu-World shares are trading at a 17% discount to **net asset value per share**, at the current share price of R9.00.

Deconsolidation of Prima Australasia Pty Ltd. On the 1st March 2001, Directors took the decision to reclassify the Group's 33,3% interest in Prima Australasia Pty Limited, from a Subsidiary to an Associate Company.

The Current Assets section of the Balance Sheet, indicates an improvement in Working Capital Management. Inventory is down by 22.4% year on year, against an increase in Turnover of 35,3%. Stock turn ratios have improved and the D.S.O. debtors collection measure, reflects a significant improvement, as well.

OPERATIONAL REVIEW

IN-HOUSE MANUFACTURING - SMALL ELECTRICAL APPLIANCES

Nu-World is South Africa's leading low-cost, high-volume manufacturer, importer and exporter, of small electrical appliances.

The manufacturing division has achieved an increase in net margins, year on year, resulting from improved productivity, cost cutting through ongoing value engineering and the introduction of new low-cost products.

Manufacturing is expected to produce strong growth during the forthcoming year, with the launch of new products and a substantial increase in exports.

In-house manufacturing and concurrent exports, provide a natural hedge against the devaluation of the Rand.

MANAGING DIRECTOR'S REVIEW**OPERATIONAL REVIEW****EXPORTS**

The export division was restructured during the 3rd quarter. Exports for the last quarter grew 55% year on year.

The Group has achieved a huge breakthrough for exports into the U.S.A. market. It is anticipated that products manufactured in our South African plant will be on the shelves of leading American retailers during the first half of the new financial year.

Nu-World, as an international low-cost manufacturer, will benefit further from the 'African Growth and Opportunity Act' (AGOA) which provides specified South African exporters with duty-free access to the American market until 30 September 2008.

The Group's experience and success in exporting to developed countries in Europe and Australasia has opened the door to U.S.A. buyers. The volume requirements of our American customers are as much as ten times the current volumes of our existing exports to the United Kingdom.

A substantial Capex programme is underway to boost production, improve productivity and further improve quality.

**CONSUMER ELECTRONICS -
JVC * TELEFUNKEN * THOMSON * NU-TEC**

JVC continues to be the key growth driver within the Consumer Electronics Division. JVC achieved increased market penetration and continued to gain market share, with sales increasing 24% year on year.

The Group is now one of the leading players in Consumer Electronics in Southern Africa.

Nu-World's Consumer Electronics Division, with our range of complimentary international brands, differentiated within distinct market segments, from price-entry to top-end, will continue to generate growth.

The Group's purchasing power, for the Southern African and Australasian markets, provides a strategic advantage in obtaining world-best pricing and trading terms.

**'WHITE GOODS' -
'LAUNDRY', 'COOKING' AND 'REFRIGERATION'**

Nu-World imports large appliances from a number of countries. Recent consolidation and liquidations in the industry have opened up a number of opportunities for the Group.

In addition to our Nu-Tec range, Nu-World has successfully launched a range of large appliances under the Telefunken brand.

In-House assembly of Free-Standing Stoves - Subsequent to the financial year end, an assembly line was established in our Wynberg manufacturing plant, to assemble 3-Plate and 4-Plate free-standing stoves. Kits for these stoves are imported from Europe and South America. After the successful launch of these two products, it is anticipated that additional electric and gas stoves will be added to the range.

**PRIMA AUSTRALASIA PTY LTD
AKAI * TELEFUNKEN * PRIMA ELECTRONICS * NU-TEC**

Nu-World relinquished control of the Prima board to the majority shareholders, on 1st March 2001. Prima is reflected as an Associate Company investment rather than a Subsidiary, from this date.

Prima and its subsidiary, operated at breakeven for most of the year, in a difficult trading environment. Prima provided a small positive contribution to the Group at year end.

The reintroduction of the Akai branded range of consumer electronics into a depressed Australian market, proved to be more time-consuming than anticipated.

Since year-end however, Prima has experienced a positive turnaround. After more than a year in the market, the company is now making inroads into leading Australian retailers, with listings, catalogues and promotions. Margins are firmer as the company leverages its increased purchasing power into lower pricing and improved terms.

During October of 2001, Prima signed the rights to distribute the Telefunken brand of Consumer Electronics in the Australian market. It is anticipated that Telefunken will bring critical mass to the Australian operation.

Prima is expected to make an improved positive contribution to the Group's bottom line in the forthcoming six months.

MANAGING DIRECTOR'S REVIEW**PROSPECTS**

The Group is establishing itself as a key international player, within the ranges of Branded Consumer Durables, in which it operates.

The diversified nature and increasing size of the Group, together with its international reach, has provided shareholders with eleven consecutive years of growth across the board.

This growth has been achieved, notwithstanding the difficult trading climate in Southern Africa and Australia, during the past number of years.

Growth within manufacturing and exports will impact positively on margins. Hard currency denominated exports, will generate increasing profit margins as the South African currency weakens.

It is anticipated that margins will improve for the Group as a whole, notwithstanding the downward pressure on the Rand.

In South Africa, the Government's housing initiative and the ongoing electrification programme, underpins superior levels of growth, in the electrical appliance and consumer electronics sectors.

Directors are confident that the Group remains strategically well positioned to sustain growth levels for the forthcoming year and in the medium term.

DIVIDEND

Notice is hereby given that the final dividend number fourteen of 27,2 cents per share (2000 : 22,6 cents) has been declared to Shareholders.

The dividend is payable to the shareholders of the company recorded in the books of the company at the close of business on 14 December 2001 (record date). The last date to trade cum dividend will be 7 December 2001 and trading commences ex dividend from 10 December 2001. The dividend will be paid on 18 December 2001.

Share certificates may not be dematerialised or rematerialised between 3 December 2001 and 14 December 2001 (both dates inclusive).

BY ORDER OF THE BOARD

M.S. Goldberg
Executive Chairman

G.R. Hindle
Company Secretary

Johannesburg
15 November 2001

DIRECTORS

Nu-World Holdings Limited has announced changes to its Board of Directors. Dr John Temple retired from his dual role as Chairman and Non-Executive Director with effect from 31 August 2001. Michael Goldberg will assume the dual position of Executive Chairman and Executive Director, while Jeffrey Goldberg has been appointed Managing Director. The remainder of the Board has remained unchanged.

The Board of Directors of Nu-World Holdings Ltd takes this opportunity to thank Dr John Temple for his invaluable assistance, direction and drive over his fourteen year tenure as Chairman of the Board. We wish him well in his retirement.

The Board expects to appoint additional non-executive Directors in the future.

M.S. Goldberg BCom MBA (Wits) (Chairman), J.A. Goldberg BSc (Eng) (Wits) (Managing), G.R. Hindle CA (SA), P. Gross B.Com L.L.B. (Wits)*, J.M. Judin Dip Law (Wits)* (* Non-executive Directors.)

Registered office
35 - 3rd Street
Wynberg, Sandton
2199

Transfer secretaries
Mercantile Registrars Ltd
11 Diagonal Street
Johannesburg 2000

Share Code: NWL
ISIN Code: ZAE000005070

J.A. Goldberg
Managing Director

15 November 2001

CORPORATE GOVERNANCE

The directors endorse the principles of openness, integrity and accountability in accordance with the highest standards of corporate practice. Nu-World complies in all material respects with the provisions of the King Report on Corporate Governance.

FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the annual financial statements and related financial information in a manner that fairly presents the state of affairs and the results of the Company and the Group. The external auditors are responsible for independently auditing and reporting on these annual financial statements in conformity with generally accepted auditing standards.

The annual financial statements set out in this report have been prepared by management in accordance with generally accepted accounting practice. They incorporate full and reasonable disclosure and are based on appropriate accounting policies which have been consistently applied and which are supported by reasonable and prudent judgements and estimates.

DIRECTORATE AND EXECUTIVE MANAGEMENT

The Board of Directors includes non-executive directors who are chosen for their business acumen and skills. The Chairman is an executive director. Non-executive directors are appointed for specific terms and re-appointment is not automatic.

The board meets regularly to debate and monitor the progress of the Group's strategies, policies and performance.

AUDIT COMMITTEE

The audit committee, under the chairmanship of a non-executive director, meets formally at least twice a year, with the financial director (company secretary), and external auditors in attendance. The committee monitors the adequacy of the Group's internal controls, accounting policies and financial reporting.

INTERNAL CONTROLS AND ETHICS

The Group maintains internal controls and systems designed to provide reasonable assurance as to the integrity and reliability of the financial information and to safeguard, verify and maintain accountability of its assets. Such controls are implemented by skilled personnel with an appropriate segregation of duties. These are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business practices are conducted in a manner above reproach. Nothing has come to the attention of the directors or the auditors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

MANAGEMENT REPORTING

There are comprehensive management reporting disciplines in place which include the preparation of annual budgets by all operating divisions.

The Group budget is reviewed by the directors of this Company. Monthly results and the financial status of operating divisions are reported against approved budgets and compared to the prior year. Working capital and borrowing levels are monitored on an ongoing basis.

DIRECTORS' EMOLUMENTS

Details of directors' emoluments are set out in the annual financial statements. The remuneration of all directors and senior managers is approved by the remuneration committee.

AFFIRMATIVE ACTION

The Group is committed to providing equal opportunities for its employees regardless of their ethnic origin or gender. Affirmative Action strategies are being put in place to ensure that employee profiles will be more representative of the demographics of the regions in which the Group conducts its business activities. Progress in this key area is monitored at Board level.

EMPLOYEE PARTICIPATION

The Group employs a variety of participative structures to deal with issues which affect employees directly and materially. These include collective bargaining mechanisms, structures to drive productivity improvements, safety committees and other participative forums. These structures, which have been set up with employee representatives, are designed to achieve good employer/employee relations through effective sharing of relevant information, consultation and the identification and resolution of conflict.

GOING CONCERN

The directors have no reason to believe that the Company and the Group will not be a going concern in the year ahead. Accordingly, the annual financial statements are prepared on the going concern basis.

**DIRECTORS RESPONSIBILITY FOR, AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS**

The annual financial statements, set out on pages 13 to 31, were prepared by management in conformity with Generally Accepted Accounting Practice and the Companies Act, applied on a consistent basis throughout the year, except where otherwise stated. They have been approved by the board of directors and have been signed on their behalf by the undermentioned directors.

The manner of presentation of the annual financial statements, the selection of accounting policies and the integrity of the financial information are the responsibility of the board of directors.

To fulfil its responsibilities, the board of directors has developed and continues to maintain a system of internal controls. These controls are based on established policies and procedures, are implemented by trained skilled personnel with an appropriate segregation of duties and are closely monitored by the board of directors.

We believe the controls in use are adequate to provide reasonable assurance that assets are safeguarded from loss or unauthorised use and that the financial records may be relied on for preparing the financial statements and maintaining accountability for assets and liabilities.

Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

After conducting appropriate procedures the directors are satisfied that the Company will be a going concern for the foreseeable future and have continued to adopt the going concern basis in preparing the annual financial statements.

The board of directors are primarily responsible for the financial affairs of the Group. The auditors are responsible for independently reviewing and reporting on the group's annual financial statements and the relevant underlying financial controls.

The annual financial statements have been examined by the Group's auditors and their report is presented on page 11. The auditors are appointed each year based on recommendation by the audit committee.

M.S GOLDBERG
Executive Director

J.A GOLDBERG
Managing Director

Sandton
15 November 2001

CERTIFICATE BY COMPANY SECRETARY

I certify, in accordance with Section 286 G(d) of the Companies Act 1973 (as amended) that the Company has lodged with the Registrar all such returns as are required by a public Company in terms of this Act, for the year ended 31 August 2001. Furthermore, all such returns are true and correct.

G.R HINDLE
Company Secretary

Sandton
15 November 2001

REPORT OF THE INDEPENDANT AUDITORS

To the Members of Nu-World Holdings Limited

We have audited the annual financial statements and Group annual financial statements of Nu-World Holdings Limited set out on pages 13 to 31 for the year ended 31 August 2001. 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. These 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 31 August 2001, and the results of its operations and cash flow information for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act of South Africa.

TUFFIAS SANDBERG

Chartered Accountants (S.A.)
Registered Accountants and Auditors

Johannesburg
15 November 2001

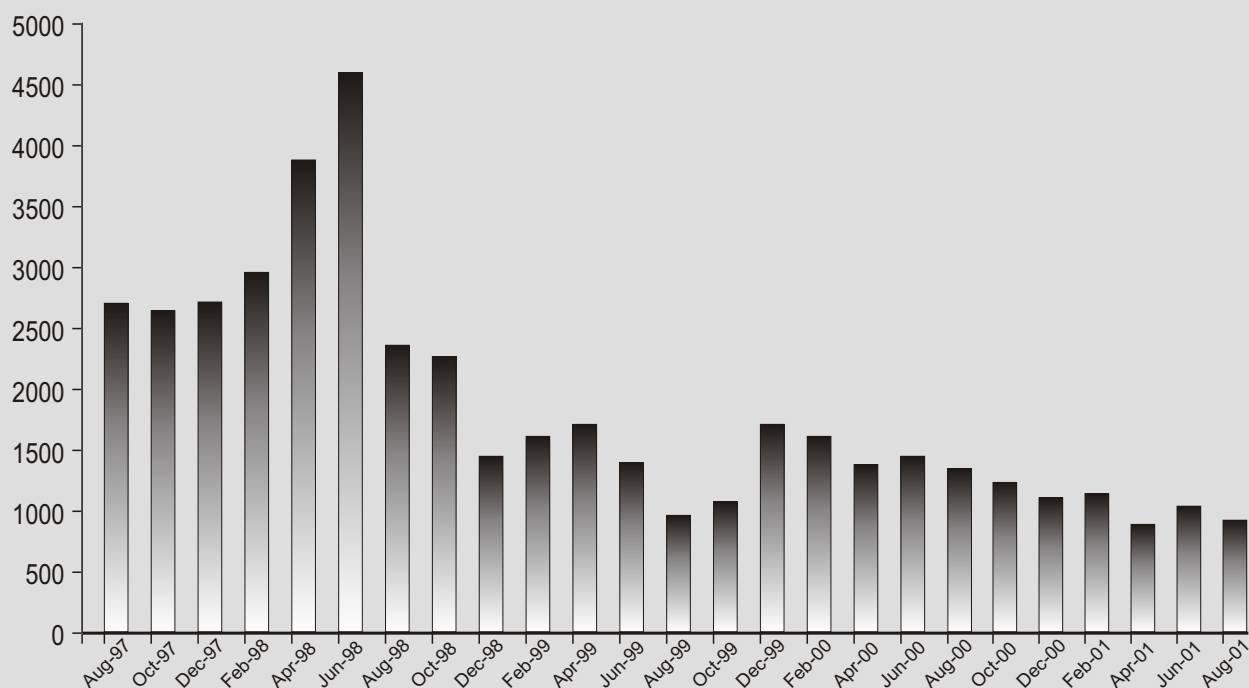
SHARE PERFORMANCE

| | | Price (cents) | |
|-----------|------|------------------|-------|
| Month | | High | Low |
| September | 2000 | 1 375 | 1 250 |
| October | 2000 | 1 200 | 1 175 |
| November | 2000 | 1 115 | 860 |
| December | 2000 | 1 070 | 925 |
| January | 2001 | 1 225 | 1 080 |
| February | 2001 | 1 075 | 1 010 |
| March | 2001 | 800 | 790 |
| April | 2001 | 925 | 840 |
| May | 2001 | 1 110 | 1 005 |
| June | 2001 | 1 020 | 995 |
| July | 2001 | 980 | 960 |
| August | 2001 | 975 | 940 |

Share Price

| | | | |
|-----------|------|-------|---|
| 31 August | 1997 | 2 680 | During the year 5 000 235 (2000: 5 564 351) shares were traded |
| 31 August | 1998 | 2 400 | |
| 31 August | 1999 | 980 | |
| 31 August | 2000 | 1 360 | |
| 31 August | 2001 | 975 | |

(Cents)



REPORT OF THE DIRECTORS

NATURE OF BUSINESS

Your Company is a holding company listed on the JSE Securities Exchange South Africa. Its subsidiaries manufacture, import and export a diversified range of Electrical Appliances, Consumer Electronics and Branded Consumer Durables.

The results and state of affairs of the Group are reflected in the attached financial statements and commentary thereon is provided in the managing director's review.

SHARE CAPITAL

Authorised share capital

The authorised share capital of the Company comprises 30 000 000 ordinary shares of 1 cent each and 20 000 000 "N" ordinary shares of 0,1 cent each. There were no changes to the authorised share capital for the year under review..

Unissued share capital

At the forthcoming annual general meeting, members will be asked to place the unissued share capital of the Company under the control of the directors. A resolution for this purpose is included in the notice of the forthcoming annual general meeting.

The Nu-World Share Incentive Trust

The Nu-World Share Incentive Trust ("the trust") was established in March 1994. In terms of the trust deed, the aggregate number of ordinary shares in the capital of the Company, which may be made available for purposes of the trust, shall not exceed 10% of the Company's issued share capital. The trust requires a minimum of two trustees. The current trustees are Messrs J A Goldberg, M S Goldberg, G R Hindle and B H Haikney.

Refer to note 18 in the attached financial statements for further details.

ESTIMATED VALUATION OF PROPERTY, PLANT AND EQUIPMENT

The directors estimate that the depreciated replacement value of property, plant and equipment at 31 August 2001 is R44,2 million, which exceeds book value by R16,1 million.

| | Book Value | | Replacement Value | |
|-----------------------------------|------------|-------|-------------------|--------|
| | 2001 | 2000 | 2001 | 2000 |
| Net asset value per share (cents) | 1082,2 | 959,2 | 1156,4 | 1025,6 |

There were no changes in the nature and usage of property, plant and equipment.

DIVIDEND

A final dividend amounting to 27,2 cents per share (2000: 22,6 cents) has been declared on 15 November 2001 payable on or about 18 December 2001 to shareholders registered in the books of the Company at the close of business on 14 December 2001.

**REPORT OF THE DIRECTORS****DIRECTORS**

The composition of the board of directors during the year under review was as follows:

Dr. J.A. Temple (chairman), M.S. Goldberg (managing director), J.A. Goldberg, G.R. Hindle, P. Gross, J.M. Judin.

RESIGNATIONS

Dr J.A. Temple resigned as chairman with effect 31 August 2001.

APPOINTMENTS

M.S. Goldberg was appointed chairman and J.A. Goldberg as managing director with effect from 31 August 2001

In terms of the articles of association, Messrs. P. Gross, G.R. Hindle and J.M. Judin retire at the forthcoming annual general meeting, but being eligible, offer themselves for re-election.

SECRETARY

Mr. G.R. Hindle was the secretary throughout the year.

Business and postal address:

The Secretary
35, 3rd Street, Wynberg.
P O Box 8964, Johannesburg.

SUBSIDIARY COMPANIES

Details of your Company's investment in its subsidiaries are detailed in appendix B to the annual financial statements.

DIRECTORS' INTEREST IN THE SHARES OF THE COMPANY

The directors' interest, directly and indirectly, in the issued share capital of the Company at the year end was as follows:

| | 2001 | 2000 |
|-------------------|--------------|-------|
| Beneficial | 46,9% | 46,9% |

There have been no material changes in the directors' interest between 31 August 2001 and the date of this report.

POST BALANCE SHEET EVENTS

No material facts or circumstances have occurred between 31 August 2001 and the date of this report.

BALANCE SHEETS

at 31 August 2001

| | | Group | | Company | |
|--|------|----------------|----------------|----------------|----------------|
| | Note | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| ASSETS | | | | | |
| Non-current assets | | 40 953 | 35 812 | 147 657 | 138 461 |
| Property, plant and equipment | 2 | 28 089 | 28 245 | | |
| Intangible asset | 3 | | 7 567 | | |
| Investment in subsidiaries | 4 | | | 134 793 | 134 461 |
| Investment in associated company | 5 | 12 864 | | 12 864 | |
| Current assets | | 330 648 | 350 628 | 75 | 33 |
| Inventories | 6 | 103 137 | 132 947 | | |
| Trade and other receivables | | 162 433 | 157 150 | | |
| Cash and cash resources | | 65 078 | 60 531 | | |
| Taxation prepaid | | | | 75 | 33 |
| Total assets | | 371 601 | 386 440 | 147 732 | 138 494 |
| EQUITY AND LIABILITIES | | | | | |
| Capital and reserves | | 234 780 | 208 101 | 141 823 | 133 594 |
| Issued capital | 7 | 115 849 | 117 120 | 137 737 | 134 008 |
| Foreign currency translation reserve | 8 | | 88 | | |
| Accumulated profits (losses) | | 118 931 | 90 893 | 4 086 | (414) |
| Outside shareholders interest | | | 22 880 | | |
| Non-current liabilities | | 12 973 | 17 433 | | |
| Interest bearing borrowings | 9 | 5 089 | 10 119 | | |
| Deferred taxation | 10 | 7 884 | 7 314 | | |
| Current liabilities | | 123 848 | 138 026 | 5 909 | 4 900 |
| Trade and other payables | | 115 933 | 123 006 | | |
| Current portion of interest bearing borrowings | 9 | 30 | 1 031 | | |
| Shareholders for dividend | | 5 909 | 4 900 | 5 909 | 4 900 |
| Taxation | | 1 976 | 9 089 | | |
| Total equity and liabilities | | 371 601 | 386 440 | 147 732 | 138 494 |

INCOME STATEMENTS

for the year ended 31 August 2001

| | Note | Group | | Company | |
|--|------|----------------|----------------|----------------|----------------|
| | | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| Revenue | 11 | 884 252 | 653 772 | 9 840 | 4 900 |
| Operating profit before interest | 12 | 51 487 | 50 160 | 9 686 | 4 735 |
| Interest paid | | 8 988 | 6 414 | | |
| Profit before taxation | | 42 499 | 43 746 | 9 686 | 4 735 |
| Taxation | 13 | 8 336 | 12 013 | | 41 |
| Net profit after taxation | | 34 163 | 31 733 | 9 686 | 4 694 |
| Share of income attributable to associated company | | 135 | | 135 | |
| Net income | | 34 028 | 31 733 | 9 551 | 4 694 |
| Outside shareholders interest | | 87 | 2 648 | | |
| Net profit for the year | | 33 941 | 29 085 | 9 551 | 4 694 |
| Headline earnings per share (cents) | 14 | 156,4 | 134,1 | | |
| Headline earnings per share (cents) - weighted | | 156,4 | 134,8 | | |
| Dividend per share (cents) | 15 | 27,2 | 22,6 | | |

**STATEMENT OF CHANGES IN EQUITY**

for the year ended 31 August 2001

| | Issued Share Capital R000's | Share Premium R000's | Share Election Reserve R000's | Foreign Currency Translation Reserve R000's | Accumulated Profits R000's | Total R000's |
|----------------------------------|-----------------------------------|-------------------------|-------------------------------------|---|----------------------------------|-----------------|
| GROUP | | | | | | |
| Balance at 31 August 1999 | 213 | 113 610 | 3 625 | | 66 708 | 184 156 |
| Currency translation difference | | | | 376 | | 376 |
| Transfer to deferred taxation | | | | (113) | | (113) |
| Transfer to outside shareholders | | | | (175) | | (175) |
| Net profit for the year | | | | | 29 085 | 29 085 |
| Dividend proposed | | | | | (4 900) | (4 900) |
| Share issue | 4 | 3 293 | (3 297) | | | |
| Dividend paid | | | (328) | | | (328) |
| Balance at 31 August 2000 | 217 | 116 903 | | 88 | 90 893 | 208 101 |
| Currency translation difference | | | | (201) | | (201) |
| Transfer to outside shareholders | | | | 60 | | 60 |
| Transfer to minority interest | | | | 94 | | 94 |
| Net profit for the year | | | | | 33 941 | 33 941 |
| Dividend proposed | | | | | (5 903) | (5 903) |
| Share repurchase | | (1 271) | | | | (1 271) |
| Reclassification of subsidiary | | | | (41) | | (41) |
| Balance at 31 August 2001 | 217 | 115 632 | | | 118 931 | 234 780 |

| | Issued Share Capital R000's | Share Premium R000's | Share Election Reserve R000's | Non-distributable Reserve R000's | Accumulated Profits (losses) R000's | Total R000's |
|--------------------------------|-----------------------------------|-------------------------|-------------------------------------|--|---|-----------------|
| COMPANY | | | | | | |
| Balance at 31 August 1999 | 213 | 115 498 | 3 625 | 10 000 | (209) | 129 127 |
| Revaluation of investment | | | | 5 000 | | 5 000 |
| Net profit for the year | | | | | 4 695 | 4 695 |
| Dividend proposed | | | | | (4 900) | (4 900) |
| Share issue | 4 | 3 293 | (3 297) | | | |
| Dividends paid | | | (328) | | | (328) |
| Balance at 31 August 2000 | 217 | 118 791 | | 15 000 | (414) | 133 594 |
| Revaluation of investment | | | | 5 000 | | 5 000 |
| Net profit for the year | | | | | 9 551 | 9 551 |
| Dividend proposed | | | | | | |
| Share repurchase | | (1 271) | | | | (1 271) |
| Dividend paid | | | | | | |
| Reclassification of subsidiary | | | | | (5 903) | (5 903) |
| | | | | | 852 | 852 |
| Balance at 31 August 2001 | 217 | 117 520 | | 20 000 | 4 086 | 141 823 |

CASH FLOW STATEMENTS

for the year ended 31 August 2001

| | Note | Group | | Company | |
|---|------|----------------|----------------|----------------|----------------|
| | | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| Cash generated from (absorbed by) operating activities | | 12 335 | (4981) | 4 751 | 4 215 |
| Receipts from customers | | 838 867 | 603 815 | | |
| Paid to suppliers and employees | | (797 815) | (600 404) | (154) | (165) |
| Cash generated from (absorbed by) operations | 16.1 | 41 052 | 3 411 | (154) | (165) |
| Investment income | | 264 | 4 080 | 9 840 | 4 900 |
| Interest paid | | (8 988) | (6 414) | | |
| Taxation paid | 16.2 | (15 099) | (5 730) | (41) | (192) |
| Dividends paid | 16.3 | (4 894) | (328) | (4 894) | (328) |
| Cash flows from investing activities | | (254) | (18 415) | (3 480) | (4 215) |
| Additions to property, plant and equipment | | (6 507) | (7 417) | | |
| Proceeds on disposal of property, plant and equipment | | 107 | 128 | | |
| Increase in investment subsidiaries | | | | (3 480) | (4 215) |
| Acquisition of subsidiary company | 16.4 | | (11 126) | | |
| Reclassification of subsidiary | 16.5 | 6 146 | | | |
| Cash flows from financing activities | | (7 333) | 4 509 | (1 271) | |
| Proceeds from issue of shares to minority shareholders' | | | 11 676 | | |
| Decrease in interest bearing borrowings | | (6 062) | (7 167) | | |
| Share repurchase | | (1 271) | | (1 271) | |
| Net increase / (decrease) in cash and cash equivalents | | 4 748 | (18 887) | | |
| Effects of exchange rate changes | | (201) | | | |
| Cash and cash equivalents at the beginning of the year | | 60 531 | 79 418 | | |
| Cash and cash equivalents at the end of the year | 16.6 | 65 078 | 60 531 | | |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES**1.1 BASIS OF PREPARATION**

The financial statements, except where otherwise stated, have been prepared on the historical cost basis in conformity with South African Statements of Generally Accepted Accounting Practice.

1.2 ACCOUNTING POLICIES

The financial statements incorporate the following principal accounting policies, which have been applied consistently in all material respects:

1.2.1 Basis of consolidation

The consolidated financial statements include those of Nu-World Holdings Limited and its subsidiaries. A subsidiary being defined as a Company in which Nu-World has the power to govern the financial and operating activities. The results of any subsidiary acquired or disposed of during the year are included from the date effective control commenced to the date that effective control ceased. Significant intercompany transactions and balances and any resultant unrealised profits have been eliminated.

1.2.2 Investment in associates

Investments in associated undertakings are accounted for by the equity method of accounting. These are undertakings over which the Group has between 20% and 50% of the voting rights, and over which the Group exercises significant influence, but which it does not control. Provisions are recorded for long-term impairment in value.

Equity accounting involves recognising in the income statement the Group's share of the associates' profit and loss for the year. The Group's interest in the associate is carried in the balance sheet at an amount that reflects its share of the net assets of the associate and includes goodwill on acquisition.

1.2.3 Property, Plant and equipment

Land is regarded as an investment property and is accordingly depreciated. Property, plant and equipment are stated at cost less accumulated depreciation and are depreciated on the reducing balance basis at rates which approximate their useful lives.

Depreciation is provided at the following rates:

| | |
|----------------------------------|--------------|
| Plant and machinery | 15% |
| Moulds and dies | 15% |
| Computers and software | 25% or 33,3% |
| Motor vehicles | 25% |
| Equipment | 20% |
| Furniture, fixtures and fittings | 10% |
| Leasehold improvements | 5% |
| Buildings | 2% |

1.2.4 Inventories

Inventories are valued at the lower cost or net realisable value. Cost is determined on the weighted average basis. Net realisable value is the estimate of the selling price in the ordinary course of business less the cost of completion and selling expenses. The value of work in progress and finished goods includes direct costs and an appropriate proportion of manufacturing overheads. Specific provisions are made for slow moving, obsolete and redundant inventories.

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

1.2 ACCOUNTING POLICIES (Continued)**1.2.5 Foreign currencies****Foreign entities**

The balance sheet of the consolidated foreign subsidiary is translated into South African Rand at rates of exchange ruling at year end. The related income statement is translated at the weighted average rate of exchange for the period. Aggregate gains or losses on the translation of the foreign subsidiary are taken directly to a foreign currency translation reserve.

Foreign currency transactions and balances

Transactions in foreign currencies are translated on the rate of exchange ruling on the transaction dates. Gains and losses on settlement of these amounts are included in operating profit when they arise.

Monetary assets and liabilities denominated in foreign currencies are brought to account or valued at the rates of exchange ruling at the balance sheet date. Unrealised differences in monetary assets and liabilities are recognised in the income statement in the period in which they occur.

1.2.6 Earnings per share

Earnings per share has been calculated on the basis of net profit for the year in relation to the weighted average number of shares in issue during the financial year.

1.2.7 Deferred taxation

Deferred taxation is provided using the liability method, for all temporary differences arising between tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted taxation rates are used to determine deferred taxation. Deferred taxation assets are recognised to the extent that it is probable that the future taxable profits will be available against which to offset the deductible temporary difference.

1.2.8 Retirement benefits

The policy of the Group is to contribute to a defined contribution fund on behalf of employees. Contributions to the retirement funds operated for employees are charged to income as incurred.

1.2.9 Revenue recognition

The sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer. Interest income is recognised on a time proportion basis. Dividend income is recognised when shareholders are entitled to such dividend.

1.2.10 Intangible assets**Goodwill**

Goodwill represents the excess of the purchase consideration over book value of net tangible asset values of the subsidiary acquired and is amortised over 20 years on the straight line basis.

1.2.11 Investment in subsidiaries

Investment in subsidiaries are stated at cost and are only written down when there is a permanent impairment in value.

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | Group | |
|---|----------------|----------------|
| | 2001 R000's | 2000 R000's |
| 2. PROPERTY, PLANT AND EQUIPMENT | | |
| Cost | | |
| Land and buildings | 1 100 | 1 100 |
| Plant and machinery | 35 508 | 33 611 |
| Motor vehicles | 3 242 | 2 855 |
| Office equipment and furniture | 8 790 | 8 017 |
| Leasehold improvements | 6 226 | 5 627 |
| | 54 866 | 51 210 |
| Accumulated depreciation | | |
| Land and buildings | 6 | 4 |
| Plant and machinery | 20 005 | 17 591 |
| Motor vehicles | 1 357 | 1 109 |
| Office equipment and furniture | 4 283 | 3 365 |
| Leasehold improvements | 1 126 | 896 |
| | 26 777 | 22 965 |
| Net carrying amount | | |
| Land and buildings | 1 094 | 1 096 |
| Plant and machinery | 15 503 | 16 020 |
| Motor vehicles | 1 885 | 1 746 |
| Office equipment and furniture | 4 507 | 4 652 |
| Leasehold improvements | 5 100 | 4 731 |
| | 28 089 | 28 245 |

Land and buildings purchased in 1998
is situated on erf 256 Wynberg

Movement summary

Opening net carrying amount
Conversion of subsidiary to
associate company
Additions
Disposals
Depreciation

Closing net carrying amount

| | Land and buildings R | Plant and machinery R | Other fixed asstes R | Total R |
|--|----------------------------|-----------------------------|----------------------------|------------|
| Opening net carrying amount | 1 096 | 16 020 | 11 129 | 28 245 |
| Conversion of subsidiary to associate company | | (694) | (1 166) | (1 860) |
| Additions | | 2 928 | 3 579 | 6 507 |
| Disposals | | | (85) | (85) |
| Depreciation | (2) | (2 751) | (1 965) | (4 718) |
| Closing net carrying amount | 1 094 | 15 503 | 11 492 | 28 089 |

The directors estimate that the depreciated
replacement value of property, plant and
equipment at 31 August 2001 is R44,2 million,
which exceeds book value by R16,1 million.

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 3. INTANGIBLE ASSET | | | | |
| Goodwill | | | | |
| Balance at beginning of year | 7 567 | | | |
| Acquisition of subsidiary | | 7 728 | | |
| Goodwill reversed (amortised) | 161 | (161) | | |
| Conversion of subsidiary to associate | (7 728) | | | |
| Balance at end of year | | 7 567 | | |
| 4. INVESTMENT IN SUBSIDIARIES | | | | |
| Shares at valuation | | | 58 930 | 65 849 |
| Amount owing by subsidiaries | | | 75 863 | 80 150 |
| Amount owing to subsidiaries | | | | (7 538) |
| | | | 134 793 | 138 461 |
| The above loans are unsecured, interest free with no fixed terms of repayment. Refer to Appendix A for analysis of subsidiaries.. | | | | |
| 5. INVESTMENT IN ASSOCIATED COMPANY | | | | |
| On 28 February 2001 the composition of the board of directors of Prima Australasia Pty Limited was changed resulting in the reduction of control Nu-World Holdings Limited had over the financial and operating activities of the company. At that date Prima Australasia Pty Limited was reclassified as an associate and equity accounted. | | | | |
| Shares at cost (33 1/3% of issued share capital) | 11 919 | | 11 919 | |
| Equity accounted share of retained earnings | 717 | | 717 | |
| Before reclassification | 852 | | 852 | |
| After reclassification | (135) | | (135) | |
| Amounts owing by associate | 228 | | 228 | |
| | 12 864 | | 12 864 | |

The above loan is unsecured, interest free with no fixed terms of repayment.

**NOTES TO THE FINANCIAL STATEMENTS**

at 31 August 2001

| | | Group | | Company | |
|-----------|--|------------------------|------------------------|------------------------|------------------------|
| | | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 6. | INVENTORIES | | | | |
| | Raw materials | 11 285 | 13 488 | | |
| | Work in progress | 2 797 | 3 142 | | |
| | Finished goods | 89 055 | 116 317 | | |
| | | 103 137 | 132 947 | | |
| 7. | SHARE CAPITAL | | | | |
| | Authorised | | | | |
| | 30 000 000 ordinary shares of 1 cent each | 300 | 300 | 300 | 300 |
| | 20 000 000 "N" ordinary shares of 0,1 cent each | 20 | 20 | 20 | 20 |
| | | 320 | 320 | 320 | 320 |
| | Issued | | | | |
| | 21 695 465 ordinary shares of 1 cent each | 217 | 217 | 217 | 217 |
| | Share Premium | 115 632 | 116 903 | 117 520 | 118 791 |
| | Arising on shares issued | 122 165 | 122 165 | 122 165 | 122 165 |
| | Share issue expenses written off | (3 374) | (3 374) | (3 374) | (3 374) |
| | Shares re-purchased | (1 271) | | (1 271) | |
| | Goodwill arising on consolidation | (1 888) | (1 888) | | |
| | Non-Distributable Reserve | | | 20 000 | 15 000 |
| | Revaluation of investment in Nu-World Industries (Proprietary) Limited | | | | |
| | | 115 849 | 117 120 | 137 737 | 134 008 |
| 8. | FOREIGN CURRENCY TRANSLATION RESERVE | | | | |
| | Aggregate gains and losses on the translation of the financial statements of the foreign subsidiaries into South African Rands are taken directly to the foreign currency translation reserve. | | 88 | | |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | | Group | |
|--------------|--|----------------|----------------|
| | | 2001 R000's | 2000 R000's |
| 9. | INTEREST BEARING BORROWINGS | | |
| 9.1 | Industrial Development Corporation of South Africa Limited | 89 | 119 |
| | Total debt | 119 | 1 150 |
| | Amounts payable within the next 12 months reflected under current liabilities | (30) | (1 031) |
| 9.1.1 | The loan is repayable in monthly instalments of R2 520 (2000 : R2 520), bears interest at a fixed rate of 15,5% per annum payable monthly in arrear. | | |
| 9.1.2 | The debt is secured by a general notarial bond in favour of the Industrial Development Corporation of South Africa Limited over all the assets of the subsidiary company to a value of R7 000 000, and the group has undertaken that as long as the debt remains owing, it shall not dispose of any of its assets except in the ordinary course of business, or mortgage, pledge or hypothecate, or in any other way encumber any of its assets. | | |
| 9.2 | International Bank of Southern Africa limited. | 5 000 | 10 000 |
| | The loan is reduced by the revaluation of the investment in Nu-World Industries (Proprietary) Limited of R 20 000 000 (2000: R15 000 000) and bears interest at a fixed rate of 17% per annum, payable annually in arrear. | | |
| | | 5 089 | 10 119 |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 10. DEFERRED TAXATION | | | | |
| Balance at beginning of year | 7 314 | 7 111 | | |
| Charge to income statement | 683 | 90 | | |
| - Capital allowances | 17 | 143 | | |
| - Allowances for future expenditure | 310 | (20) | | |
| - Other temporary differences | 356 | (33) | | |
| Amounts not charged to income statement - Translation reserve | (113) | 113 | | |
| | 7 884 | 7 314 | | |
| Balance consists of: | | | | |
| Capital allowances | 4 306 | 4 289 | | |
| Allowances for future expenditure | 2 922 | 2 612 | | |
| Translation reserve | | 113 | | |
| Other temporary differences | 656 | 300 | | |
| | 7 884 | 7 314 | | |
| 11. REVENUE | | | | |
| 11.1 Group | 884 252 | 653 772 | | |
| Consolidated revenue comprises the net invoiced value of goods supplied to customers, less trade discounts where applicable. | | | | |
| 11.2 Company | | | 9 840 | 4 900 |
| Revenue comprises dividends from the subsidiary company. | | | | |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 12. OPERATING PROFIT | | | | |
| Operating profit is arrived at after taking into account: | | | | |
| Income | | | | |
| Foreign exchange profits | 531 | | 9 840 | 4 900 |
| Dividend received | | | | |
| Investment income | 264 | 4 080 | | |
| Profit on disposal of property, plant and equipment | 22 | 48 | | |
| Expenditure | | | | |
| Amortisation of goodwill | (161) | 161 | | |
| Auditors' remuneration | 314 | 356 | 7 | 7 |
| Audit fees | 250 | 260 | 7 | 7 |
| Fees for other services | 47 | 96 | | |
| Underprovision prior years | 17 | | | |
| Cost of sales | 659 573 | 481 864 | | |
| Depreciation of property, plant and equipment | 4 718 | 4 052 | | |
| Buildings | 2 | 2 | | |
| Plant and machinery | 2 751 | 2 587 | | |
| Leasehold improvements | 229 | 181 | | |
| Motor vehicles | 617 | 480 | | |
| Office equipment and furniture | 1 119 | 802 | | |
| Directors' executive emoluments - paid by subsidiary | 2 521 | 2 063 | | |
| Foreign exchange losses | | 378 | | |
| Operating lease rentals - property | 3 169 | 2 985 | | |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | | Group | | Company | |
|-------------|--|-----------------|----------------|-----------------|-----------------|
| | | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 13. | TAXATION | | | | |
| 13.1 | Charge to income statement | | | | |
| | South African normal taxation | 7 539 | 10 144 | | 41 |
| | - Current year | 7 512 | 10 103 | | |
| | - Secondary tax on companies | 27 | 41 | | 41 |
| | - Prior years | | | | |
| | Deferred taxation | | | | |
| | - Current year | 683 | 90 | | |
| | Foreign taxation | | | | |
| | - Current year | 114 | 1 779 | | |
| | | 8 336 | 12 013 | | 41 |
| 13.2 | Reconciliation of rates of taxation | | | | |
| | Statutory tax rate | 30,00% | 30,00% | 30,00% | 30,00% |
| | Adjusted for: | (10,40%) | (2,50%) | (30,00%) | (30,00%) |
| | Permanent differences | (10,70%) | (3,20%) | (30,00%) | (30,00%) |
| | Secondary taxation on companies | | 0,10% | | |
| | Foreign taxation | 0,30% | 0,60% | | |
| | Effective tax rate | 19,60% | 27,50% | 0,00% | 0,00% |
| 14. | EARNINGS PER SHARE | | | | |
| | Earnings per share based on: | | | | |
| | Weighted average number of shares | 21 695 | 21 584 | | |
| | Net profit for the year | 33 941 | 29 085 | | |
| 15. | DIVIDEND | 5 903 | 4 900 | 5 903 | 4 900 |

A final dividend of 27,2 (2000: 22,6) cents per share was declared on 15 November 2001 payable on or about 18 December 2001 to shareholders registered in the books of the company at the close of business on 14 December 2001.

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | | Group | | Company | |
|-------------|---|----------------|----------------|----------------|----------------|
| | | 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's |
| 16. | CASH FLOW INFORMATION | | | | |
| 16.1 | Cash generated from (absorbed by) operating activities | | | | |
| | Operating profit before interest and taxation | 51 487 | 50 160 | 9 686 | 4 735 |
| | Adjustments for: | | | | |
| | Translation difference | | 376 | | |
| | Depreciation | 4 718 | 4 052 | | |
| | Profit on disposal of property, plant and equipment | (22) | (48) | | |
| | Investment income | (264) | (4 080) | (9 840) | (4 900) |
| | Amortisation of goodwill | (161) | 161 | | |
| | Operating profit (loss) before working capital changes | 55 758 | 50 621 | (154) | (165) |
| | Working capital changes | (14 706) | (47 210) | | |
| | Increase in inventories | (15 309) | (38 088) | | |
| | Increase in trade and other receivables | (41 887) | (37 099) | | |
| | Increase in trade and other payables | 42 490 | 27 977 | | |
| | | 41 052 | 3 411 | (154) | (165) |
| 16.2 | Taxation paid | | | | |
| | Amount (unpaid) prepaid at beginning of year | (8 946) | (2 753) | 33 | (118) |
| | Amounts charged to the income statement | (7 653) | (11 923) | | (41) |
| | Reclassification of subsidiary | (476) | | | |
| | Amounts unpaid (prepaid) at end of year | 1 976 | 8 946 | (74) | (33) |
| | | (15 099) | 5 730 | (41) | (192) |
| 16.3 | Dividends paid | | | | |
| | Cash dividend paid | (4 900) | (328) | (4 900) | (328) |
| | Amounts charged to the income statement | (5 903) | (4 900) | (5 903) | (4 900) |
| | Shareholders' for dividends | 5 909 | 4 900 | 5 909 | 4 900 |
| | | 4 894 | (328) | (4 894) | (328) |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | | Group | |
|-------------|---|----------------|----------------|
| | | 2001 R000's | 2000 R000's |
| 16.4 | Acquisition of subsidiary - Prima Australasia Proprietary Limited | | |
| | Property, plant and equipment | | 279 |
| | Cash and cash equivalents | | 793 |
| | Inventories | | 14 535 |
| | Trade and other receivables | | 6 429 |
| | Trade and other payables | | (9 465) |
| | Fair value of assets acquired | | 12 571 |
| | Minority interest | | (8 380) |
| | Goodwill | | 7 728 |
| | Purchase price | | 11 919 |
| | Cash and cash equivalents on acquisition | | (793) |
| | Net cash purchase price | | 11 126 |
| 16.5 | Reclassification of subsidiary | | |
| | Property, plant and equipment | 1 859 | |
| | Cash and cash equivalents | (6 146) | |
| | Inventories | 45 120 | |
| | Trade and other receivables | 36 604 | |
| | Trade and other payables | (45 261) | |
| | Interest bearing borrowings | (4 166) | |
| | Net assets on reclassification | 28 010 | |
| | Currency translation differences | (175) | |
| | Outside shareholders interest | (22 792) | |
| | Goodwill | 7 728 | |
| | Cost investment | (12 771) | |
| | Net cash movement | - | |
| | Bank overdraft on reclassification of subsidiary | 6 146 | |
| | Net cash increase on reclassification of subsidiary | 6 146 | |
| 16.6 | Cash and cash equivalents | | |
| | Cash and cash equivalents consist of cash on hand, balances with banks and investments in money market instruments | 65 078 | 60 531 |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

| | | Group | |
|--|--|----------------|----------------|
| | | 2001 R000's | 2000 R000's |
| 17. Retirement benefits | | | |
| <p>The group contributes to either a defined contribution pension fund or provident fund. These funds are registered under the Pension Funds Act, 1956</p> <p>Non-scheduled employees may choose to which fund they wish to belong.</p> | | | |
| 18. Share incentive and option scheme | | Shares | Shares |
| <p>During March 1994 a share incentive and option scheme was created</p> <p>Total number of shares available to be utilised for the share incentive and option scheme:</p> <p>Opening balance</p> <p>- unissued shares</p> <p>Shares purchased during the year</p> <p>Closing balance - unissued shares</p> <p>The abovementioned shares are under the control of the company's executive directors.</p> | | | |
| | | 53 273 | 47 549 |
| | | 3 200 | 5 724 |
| | | 56 473 | 53 273 |
| 19. OPERATING LEASE COMMITMENTS | | R000's | R000's |
| Property | | | |
| | | 4 524 | 3 484 |
| | | 15 040 | 16 522 |
| | | 19 564 | 20 006 |
| 20. FINANCIAL RISK MANAGEMENT | | | |
| <p>Senior executives meet on a regular basis to analyse interest rate exposures and evaluate treasury management strategies against revised economic forecasts. Compliance with Group policies and exposure limits are reviewed at quarterly meetings of the board. The directors believe, to the best of their knowledge, that there are no undisclosed financial risks.</p> | | | |

NOTES TO THE FINANCIAL STATEMENTS

at 31 August 2001

20. FINANCIAL RISK MANAGEMENT (Continued)

20.1 Interest rate management

As part of the process of managing the Group's fixed and floating borrowings, the interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates. For details of interest bearing borrowings refer to note 9.

20.2 Foreign currency management

Foreign exchange commitments are managed using forward exchange contracts and the natural hedge derived from uncovered export proceeds. At the 31 August 2001 forward exchange contracts amounted to R96,3 million (2000: R79,7 million).

20.3 Credit risk management

Potential concentrations of credit risk consist principally of trade receivables and short term cash investments.

The Group only deposits short term cash surpluses with major banks of high quality credit standing. Trade receivables comprise a large, widespread customer base. The granting of credit is controlled via credit applications, rigorous credit reviews, and the assumptions therein are reviewed and updated on an ongoing basis. At 31 August 2001, the Group did not consider that any significant concentration of credit risk existed which had not been adequately provided for.

20.4 Liquidity risk

The Group manages liquidity risk by the proper management of working capital and cash flows. The risk of illiquidity is not considered probable as the Group has substantial banking facilities available.

| | Group | |
|-------------------------------|----------------|----------------|
| | 2001 R000's | 2000 R000's |
| Banking facilities | | |
| Total banking facilities | 400 000 | 286 000 |
| Bank borrowings | (94 772) | (84 420) |
| Unutilised banking facilities | 305 228 | 201 580 |

21. CONTINGENT LIABILITIES

The group has signed guarantee's for bank borrowings and other loan facilities of R94 772 000 (2000: R84 419 621) on behalf of their wholly owned subsidiary, Nu-World Industries (Proprietary) Limited.

Nu-World Holdings Limited has issued deeds of suretyship in favour of both ABN Amro Bank for five million Australian Dollars and the Australia and New Zealand Banking Group Limited for five million five hundred thousand Australian Dollars, to be used for general banking facilities of Prima Australasia Proprietary Limited.

APPENDIX A: VALUE ADDED STATEMENT

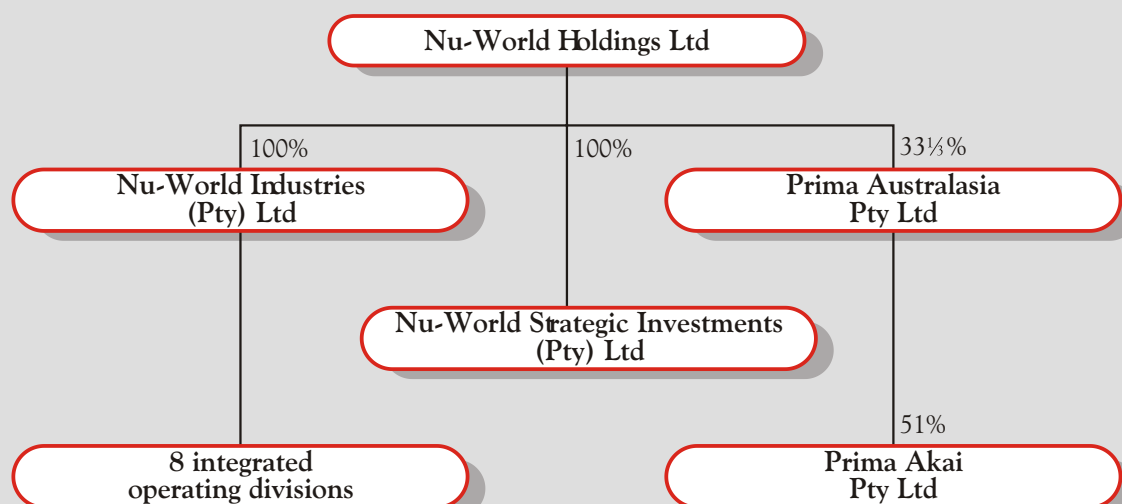
at 31 August 2001

| | Group | | | |
|---|----------------|---------------|-----------|---------|
| | R000's | 2001 | R000's | 2000 |
| | | % | | % |
| REVENUE | 884 252 | 100,00 | 653 772 | 100,00 |
| Cost of materials, services and expenses | (779 148) | (88,11) | (562 202) | (86,45) |
| VALUE ADDED FROM TRADING OPERATIONS | 105 104 | 11,89 | 88 570 | 13,55 |
| Net interest paid | (8 724) | (0,99) | (2 334) | (0,36) |
| TOTAL VALUE ADDED | 96 380 | 10,90 | 86 236 | 13,19 |
| Allocated as follows: | | | | |
| Employees | | | | |
| Salaries and wages, commission and other benefits | 44 459 | 5,03 | 34 974 | 5,34 |
| Government | | | | |
| Normal taxation on companies | 7 512 | 0,85 | 10 103 | 1,54 |
| Secondary tax on companies | | | 41 | 0,01 |
| Employee tax | 5 663 | 0,64 | 5 333 | 0,82 |
| Providers of capital | | | | |
| Minority interest | 86 | 0,01 | 2 648 | 0,41 |
| Dividends | 5 903 | 0,67 | 4 900 | 0,75 |
| Total wealth distributed | 63 623 | 7,20 | 57 999 | 8,87 |
| Re-investment in the group | | | | |
| Depreciation and amortisation | 4 719 | 0,53 | 4 052 | 0,62 |
| Retained for future growth | 28 038 | 3,17 | 24 185 | 3,70 |
| | 96 380 | 10,90 | 86 236 | 13,19 |

**APPENDIX B: ANALYSIS OF SUBSIDIARIES**

at 31 August 2001

| | Issued Share Capital | | Effective Shareholding | |
|---|----------------------|----------------|------------------------|-----------|
| | 2001 R000's | 2000 R000's | 2001 % | 2000 % |
| Direct interest | | | | |
| Prima Australasia Proprietary Limited (Incorporated in Australia) | - | 715 | - | 33 1/3 |
| Nu-World Industries (Proprietary) Limited | 1 130 | 1 130 | 100 | 100 |
| Nu-World Strategic Investments (Proprietary) Limited | 1 | 1 | 100 | 100 |
| The aggregate net profit after taxation of subsidiaries attributable to the company amounted to R31 432 583 (2000: R27 037 922) | | | | |
| Indirect interest | | | | |
| Prima Akai Proprietary limited (Incorporated in Australia) | - | 23 828 435 | - | 17 |
| Prima Australasia Proprietary Limited has been reclassified as an associate (refer to note 5 for details) | | | | |

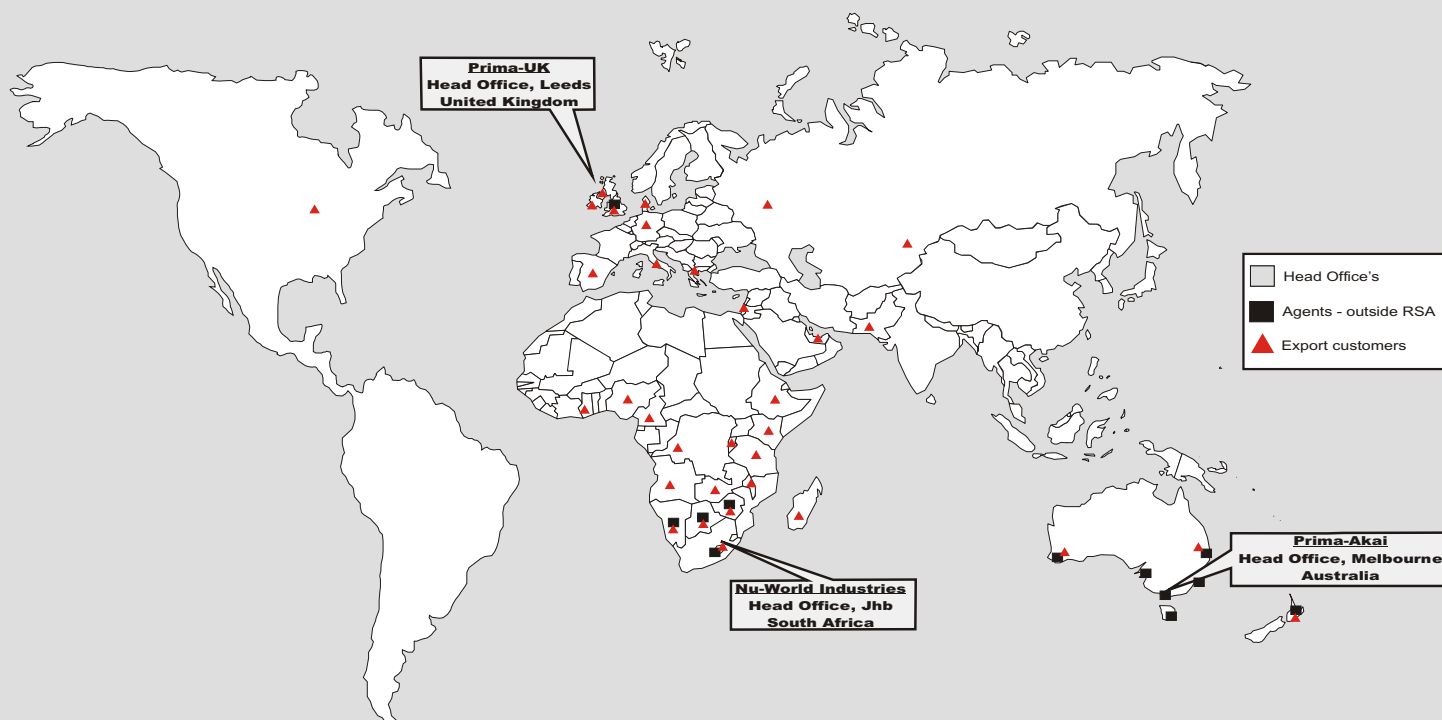
Group Structure

APPENDIX B: ANALYSIS OF SUBSIDIARIES

at 31 August 2001

| Shares at valuation | | Loans receivable / (payable) | | |
|---------------------|----------------|------------------------------|----------------|--|
| 2001 R000's | 2000 R000's | 2001 R000's | 2000 R000's | |
| - | 11 919 | - | 150 | Direct interest Prima Australasia Proprietary Limited (Incorporated in Australia) Nu-World Industries (Proprietary) Limited Nu-World Strategic Investments (Proprietary) Limited |
| 58 930 | 53 930 | 783 | (7 538) | |
| | | 75 080 | 80 000 | |
| 58 930 | 65 849 | 75 863 | 72 612 | |

World Relations



APPENDIX C: ANALYSIS OF SHAREHOLDERS

at 31 August 2001

| | Number of Shareholders | % | Number of Shares 000's | % |
|--|---------------------------|---|------------------------------|---|
| HOLDINGS | | | | |
| 1 to 25 000 | 321 | 93,3 | 533 | 2,5 |
| 25 001 to 50 000 | 6 | 1,7 | 219 | 1,0 |
| 50 001 to 100 000 | 4 | 1,2 | 418 | 1,9 |
| Over 100 000 shares | 13 | 3,8 | 20 525 | 94,6 |
| | 344 | 100,0 | 21 695 | 100,0 |
| CATEGORY OF SHAREHOLDERS | | | | |
| Individuals | 283 | 82,3 | 422 | 2,0 |
| Other companies | 17 | 4,9 | 1 797 | 8,3 |
| Nominees | 44 | 12,8 | 19 476 | 89,7 |
| | 344 | 100,0 | 21 695 | 100,0 |
| SHAREHOLDERS SPREAD | | | | |
| Major shareholders beneficially interested in more than 5% of the company's listed securities | | | | |
| First National Nominees (Proprietary) Limited | | | 10 157 | 46,8 |
| Standard Bank Nominees (Proprietary) Limited | | | 2 024 | 9,3 |
| Nedcor Bank Nominees Limited | | | 2 010 | 9,3 |
| Old Mutual Nominees (Proprietary) Limited | | | 1 910 | 8,8 |
| CSD Dematerialised Control Account | | | 1 729 | 8,0 |
| | | 12 months trade 31 August 2001 | | 12 months trade 31 August 2000 |
| STOCK EXCHANGE PERFORMANCE | | | | |
| Market price per share (cents) | | | | |
| - at year end | | 975 | | 1 300 |
| - highest | | 1 475 | | 1 975 |
| - lowest | | 775 | | 980 |
| Number of shares traded (000) | | 5 000 | | 5 564 |
| Number of shares in issue (000) | | 21 695 | | 21 695 |
| Volume traded as a percentage of total shares in issue (%) | | 23,1 | | 25,7 |

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders in respect of the year ended 31 August 2001 will be held in the boardroom of Nu-World Holdings Limited at 35, 3rd Street, Wynberg, Sandton at 10h00 on Wednesday 13 March 2002 for the purpose of considering and, if deemed fit, passing with or without modification the resolutions set out below, in the manner required by the Companies Act, 1973 (Act 61 of 1973), as amended ("the Act");

1. Ordinary Resolution number 1

"Resolved that the annual financial statements and Group annual financial statements together with reports of the directors and auditors for the year ended 31 August 2001 be approved."

2. Ordinary Resolution number 2

"Resolved to elect directors by means of a single resolution."

3. Ordinary Resolution number 3

In terms of the Company's Articles of Association, all non-executive directors and at least one third of the executive directors are required to retire from office at every Annual General Meeting. Messrs M.S. Goldberg and J.A. Goldberg will not retire and thus will continue as directors.

Subject to the passing of resolution 2 by unanimous consent, "Resolved that the retiring directors, P. Gross, G.R. Hindle and J.M. Judin, who, being eligible, have offered themselves for re-election, be and they are hereby re-appointed as directors."

4. Ordinary Resolution number 4

Subject to the failure to obtain unanimous consent to passing of resolution number 2, "Resolved as separate resolutions to 4.1, 4.2, and 4.3 respectively that, P. Gross, G.R. Hindle and J.M. Judin be re-appointed as directors."

5. Ordinary Resolution number 5

"Resolved that the remuneration paid to the directors of the Company as set out in the financial statements for the financial year ended 31 August 2001 be approved."

6. Ordinary Resolution number 6

"Resolved that the directors be and are hereby authorised to re-appoint Tuffias Sandberg as auditors of the Company, which appointment shall be valid until the next Annual General Meeting of the Company unless varied or revoked by any general meeting prior thereto and that their remuneration for the year ended 31 August 2001 be approved."

7. Ordinary Resolution number 7

"Resolved that the authorised but unissued shares in the capital of the Company be and are hereby placed under the authority of the directors and that the directors be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors may from time to time in their discretion deem fit, subject to the terms and conditions of the Act and the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE").

Further, that this authorisation is valid until the next Annual General Meeting of the Company, unless varied or revoked by any general meeting prior thereto."

8. Ordinary Resolution number 8

"Resolved that the directors have the powers to allot and issue any shares of any class in the capital of the company for cash when the directors consider it appropriate in the circumstances, subject to the following:

- 8.1** this authority shall not endure beyond the next annual general meeting of the company nor shall it endure beyond 15 months from the date of the meeting;

NOTICE OF ANNUAL GENERAL MEETING

- 8.2** there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders (as defined by the JSE Securities Exchange South Africa in its Listing Requirements) and not to related parties;
- 8.3** upon any issue of shares which, together with prior issues during any financial year, will constitute 5% or more of the number of shares of the class in issue, the company shall, by way of a paid press announcement, give full details thereof, including the effect on the net asset value of the company and earnings per share;
- 8.4** the aggregate issue of any particular class of shares in any financial year will not exceed 15% of the number of that class of shares (including securities which are compulsorily convertible into shares of that class); and
- 8.5** no shares issued pursuant to this authority will be issued at a price which is less than 90% of the weighted average traded price of the shares in question determined over the 30 day period prior to the date that the price of the issue is determined or agreed by the directors."

9. Special Resolution number 1

"Resolved that the company or any of its subsidiaries, are hereby authorised as a general approval given in terms of section 85(2) of the Act, to acquire shares issued by the company upon such terms and conditions and in such amounts as the directors may from time to time decide, but subject to the provisions of the Act and the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE") which currently stipulate that:

- 9.1** any such acquisition of ordinary shares shall be implemented on the main board of the JSE;
- 9.2** 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;
- 9.3** 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, at the time of passing of this Special Resolution, which announcement shall contain full details of such acquisitions;
- 9.4** acquisitions of ordinary shares by the company in terms of this general authority in the aggregate in any one financial year may not exceed 20% (twenty percent) of the company's issued ordinary share capital;
- 9.5** in determining the price at which ordinary shares issued by the company are acquired 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 traded on the JSE over the 5 (five) business days immediately preceding the date of repurchase of such ordinary shares, and provided that the repurchase may not be made at a bid price greater than the current trading price."

Although no such repurchases are currently being considered, the general authority to repurchase the company's shares will be acted upon within the parameters laid down by the JSE, as and when the directors deem it to be appropriate. After considering the effect of a general repurchase within these parameters, the directors are of the view that for a period of at least twelve months after the date of this notice:

- the company and the group will be able in the ordinary course of business to pay its debts;
- the assets of the company and the group will be in excess of the liabilities of the company and the group;
- the ordinary capital and reserves of the company and group will be adequate for the purposes of the company's and the group's businesses respectively; and
- the working capital of the company and the group will be adequate for their requirements."

The reason for this Special Resolution is to grant a general approval in terms of the Act and the Listings Requirements of the JSE for the acquisition by the company or its subsidiaries of shares issued by the company, subject to statutory and regulatory limitations and controls.

**NOTICE OF ANNUAL GENERAL MEETING**

The effect of this Special Resolution is to enable the company and/or a subsidiary, by way of a general approval, to repurchase up to a maximum of 20% of its share capital in any one financial year; such authority to remain valid until the company's next annual general meeting but not beyond the period of 15 (fifteen) months after the date of this resolution.

10. Ordinary Resolution number 9

“Resolved that the directors of the company be and are hereby authorised to 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 the notice convening the annual general meeting at which this ordinary resolution is to be considered.”

A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and on a poll, vote in his stead. A proxy need not be a member of the company. Proxy forms must reach the registered office of the company not less than 48 hours before the time fixed for the meeting.

By order of the board

G.R.Hindle
Company Secretary

15 November 2001

SHAREHOLDERS CALENDAR

| | |
|---|----------------------------|
| Declaration of dividend | 15 November 2001 |
| Announcement of 2001 results | Published 15 November 2001 |
| 2001 Annual Financial statement to shareholders | Published February 2002 |
| Registers to close for dividend purposes | 14 December 2001 |
| Payment of dividend fourteen | 18 December 2001 |
| Annual General Meeting | 13 March 2002 |
| Announcement of 2002 interim results | To be published April 2002 |

**DIRECTORATE AND ADMINISTRATION****DIRECTORS**

Mr Michael S. Goldberg B.Com M.B.A. (Rand)
Mr Jeffrey A. Goldberg B.Sc (Eng) (Rand)
Mr J. Michael Judin Dip.Law (Rand)
Mr Graham R. Hindle B.Acc (Wits) CA (SA)
Mr Paul Gross Dip. Law L.L.B (Wits)

SECRETARY

Mr Graham R. Hindle B.Acc (Wits) CA (SA)
35, 3rd Street
Wynberg
Sandton
2199

REGISTERED OFFICE

35, 3rd Street
Wynberg
Sandton
2199

AUDITORS

Tuffias Sandberg
Chartered Accountants (SA)
Registered Accountants & Auditors
4, 5th Avenue
Edenburg
Sandton
2128

TRANSFER SECRETARIES

Mercantile Registrars Limited
11 Diagonal Street
Johannesburg
2001

BANKERS

First National Bank of Southern Africa Limited, a division of
First Rand Bank Limited

Standard Corporate and Merchant Bank, a division of
The Standard Bank of South Africa Limited

ATTORNEYS

Goldman, Judin, Maisels Attorneys Inc.
2nd Floor, North Block
Thrupps Illovo Centre
204 Oxford Road
Illovo, Johannesburg
2196

COMPANY REGISTRATION NUMBER

1968/002490/06

**FORM OF PROXY****NU-WORLD HOLDINGS LIMITED**

(REGISTRATION NUMBER 1968/002490/06)

I/We _____

of _____

being a member/members of the above Company hereby _____

appoint _____

of _____

or failing him/her _____

of _____

or, failing him/her, the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Company's registered office, 35 - 3rd Street, Wynberg, Sandton on 13 March 2002 at 10h00 and at any adjournment thereof.

Dated this _____

day of _____

2002 _____

Name in Full _____

Address _____

Number of shares

Signature _____

| | For | Against | Abstain |
|-----------------------|-----|---------|---------|
| Ordinary resolution 1 | | | |
| Ordinary resolution 2 | | | |
| Ordinary resolution 3 | | | |
| Ordinary resolution 4 | | | |
| 4.1 P. Gross | | | |
| 4.2 G.R. Hindle | | | |
| 4.3 J.M. Judin | | | |
| Ordinary resolution 5 | | | |
| Ordinary resolution 6 | | | |
| Ordinary resolution 7 | | | |
| Ordinary resolution 8 | | | |
| Special resolution 1 | | | |
| Ordinary resolution 9 | | | |

Mark with an X whichever is applicable. Unless otherwise directed, the proxy will vote as he/she thinks fit in respect of the member's total holding. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and on a poll, vote in his stead. A proxy need not be a member of the Company.

Proxy forms must reach the registered office of the Company not less than 48 hours before the time fixed for the meeting.