DIRECTORATE AND ADMINISTRATION

Directors	Mr Michael S Goldberg BCom MBA (Rand) Mr Jeffrey A Goldberg BSc (Eng) (Rand) Mr J Michael Judin DipLaw (Rand) Mr Graham R Hindle BAcc (Wits) CA (SA) Mr Desmond Piaray Chem Eng (Natal) BCom (Unisa) MBA (Wits)
Secretary	Mr Bruce H Haikney CA (SA) 35, 3rd Street Wynberg Sandton 2199
Registered office	35, 3rd Street Wynberg Sandton 2199
Auditors	Tuffias Sandberg KSi Chartered Accountants (SA) Registered Auditors Building 8 Greenstone Hill Office Park Emerald Boulevard Greenstone Hill Extention 22 Edenvale 1609
Transfer secretaries	Computershare Investor Services (Proprietary) Limited 70 Marshall Street Johannesburg 2001
Bankers	First National Bank, a division of First Rand Bank Limited
Attorneys	Goldman, Judin, Maisels Inc. 2nd Floor, North Block Thrupps Illovo Centre 204 Oxford Road Illovo 2196
Company registration number	1968/002490/06
Sponsor	Sasfin Capital Sasfin Place, 13 – 15 Scott Street Waverley 2090

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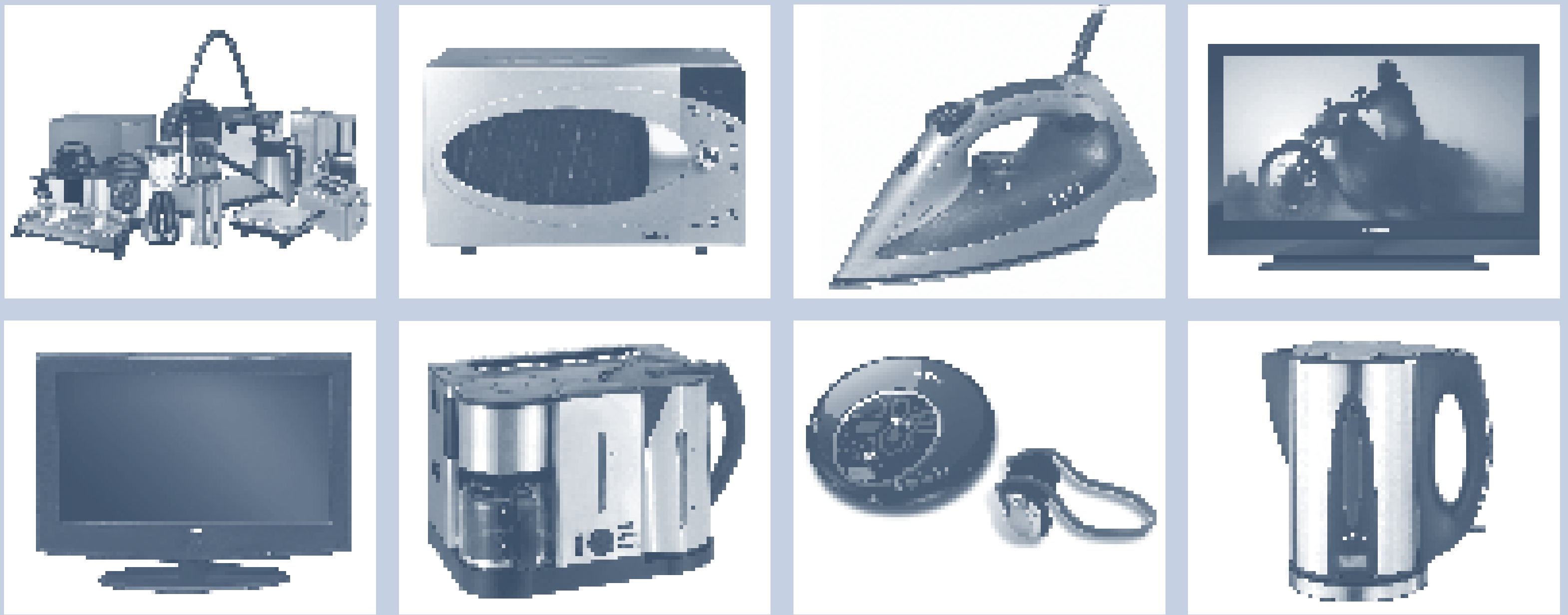
Nu-World Holdings Limited Annual Report 2009



Nu-World Holdings Limited Annual Report 2009

www.nuworld.co.za

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.

CONTENTS

FINANCIAL HIGHLIGHTS

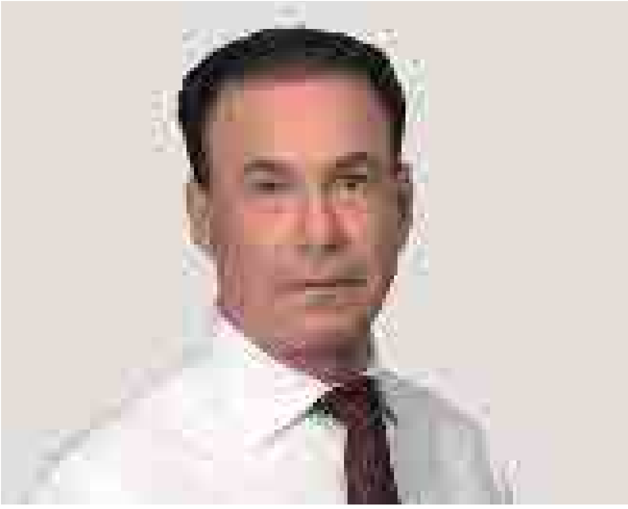
- Net operating income EBITDA **R47,021 million**
- Headline earnings per share **143,1 cents**
- Capital distribution per share **33,9 cents**
- Cash generated from operations **R40,704 million**
- Cash and cash equivalents at end of year **R149,131 million**
- Increase in comparative profit after tax – second half up **218,7%**

GROUP FINANCIAL RESULTS

	2009 R000s	2008 R000s
Revenue	**1 443 104**	1 890 883
Net operating profit	**47 021**	67 625
Depreciation	**6 904**	6 097
Interest paid	**6 676**	6 788
Profit before taxation	**33 441**	54 740
Taxation	**8 465**	11 619
Profit after taxation	**24 976**	43 121
Minority interest	**(1 943)**	(2 848)
Net profit attributable to ordinary shareholders	**23 033**	40 273
Earnings per share (cents)	**108,9**	185,6
Reconciliation of headline earnings:		
Attributable income	**23 033**	40 273
Net loss on disposal of subsidiary	**7 251**	3 323
Headline earnings	**30 284**	43 596
Earnings per share (cents)	**108,9**	185,6
Capital distribution per share (cents)	**33,9**	59,3
Headline earnings per share (cents)	**143,1**	200,9

"The Group is diversified across a broad range of product categories and key brands"

M S Goldberg



On behalf of your board, I wish to commend directors and management in tackling the enormous challenges of the past year with determined proactive accomplishments. It is evident that the 2009 financial year has proved to be a most difficult and challenging trading period both in South Africa and in Australia. Much has been achieved in restructuring the Group, which is now undoubtedly leaner and better positioned to take advantage of the anticipated upturn in the economy and the associated increase in consumer expenditure. Directors and managers have been proactive in divesting of loss-making divisions and foreign subsidiaries and reducing our off-shore exposure, in order to focus on South Africa and Australia. Staffing levels have been rightsized within all group companies. Whilst further opportunities for rationalisation and cost-cutting have emerged during the progression of the restructuring, the process is by and large complete.

In South Africa, the Nu-World Group is a leading source of supply of branded consumer durables and a key supplier to most leading South African retailers. The Group supplies an extensively broad range of affordable consumer durables, most specifically consumer electronics and electrical appliances, large and small. Our combined international sourcing for South Africa and Australia enables us to buy at best international prices and to pass on competitive pricing to our retail customers. Nu-World's products range from products of necessity, to aspirational products. Our diversified ranges of products sell to consumers across a broad spectrum of life-style categories. Strategies for growth include extending product offerings within existing ranges and offering new product ranges to our existing customer base.

The Group's financial position remains strong, providing a huge element of comfort in these uncertain economic times. It is rewarding to note the return to cash generation from operations of R40,7 million, as well as the strong balance sheet and cash holdings of R149,1 million. The net asset value per share has increased marginally to 2621,7 cents.

In Australia, following a number of years of rationalisation and rightsizing, directors are hopeful that the 2 integrated Australian subsidiaries are now better positioned to take advantage of anticipated growth in the forthcoming year. Prospects for growth in the Australian economy appear very positive.

The South African retail industry, the economy's third biggest sector has been under pressure for some years now, but statistics confirm that the South African economy has emerged from recession during 2009 Q3, with the economy having grown at an estimated 2% during this quarter.

In South Africa the BER is forecasting growth in GDP at 2.7% for calendar 2010. Government's socio-economic plans and expenditure on infrastructure, sub-economic housing and civil construction, have sheltered the South African economy from the worst of the global recession. Pravin Gordhan, South Africa's newly appointed Finance Minster, has confirmed that South Africa is sticking to its conservative economic policies of fiscal prudency and inflation targeting.

During the past year the Group has made excellent progress in achieving the strategic changes that were required. The Group's conservative business model together with its diversification continues to be a key advantage. The Group is diversified across a broad range of product categories and key brands. Our product offering is diversified across market segments, from price-entry to top-end. The Group's international exposure has been rationalised, but we continue to operate in both Southern Africa as well as Australia.

The Group has been restructured with an appropriate platform for future growth, and directors are cautiously optimistic that the Group is suitably positioned to provide shareholders with sustainable growth in the medium and the long term.

Our enduring commitment is to the achievement of acceptable operating margins, effective working capital management and ongoing value creation for shareholders.

As Chairman, I take this opportunity to thank all staff members, in South Africa and abroad. Thank you for your unwavering support and contribution. We sincerely appreciate your extraordinary commitment to the growth of our Group.

M S Goldberg
Executive chairman
26 October 2009

MANAGING DIRECTOR'S REVIEW

Financial Overview

The Nu-World Group has performed in line with the Trading Statement released on SENS on 5 October 2009.

The year under review has proved to be a time of restructuring the Group to be leaner and better positioned for sustainable growth. Our local manufacturing division has been restructured and substantially downsized. A number of small appliances, which are no longer cost-competitive to manufacture locally, are now outsourced from the East.

The second half of 2009 is showing signs of improvement as consumers respond to lower rates and consumer and business sentiment improves. Inflation is moderating and is predicted to inch lower to within the 3% – 6% official target range (BER forecast 5,7% for 2010). South Africa's medium-term growth prospects are looking more positive, with leading economic indicators such as vehicle sales and the ABSA house pricing index, improving month-on-month, in recent months. Government's substantial infrastructure program, including ongoing investment in low-cost housing, transport and electrification, will stretch beyond the Fifa 2010 World Cup and will impact positively on gross national product (GDP).

Structural changes, such as urbanisation and the migration of consumers to higher LSM levels, have supported GDP through the difficult years and will add impetus to renewed growth. Interest rates have been cut by a cumulative 5 percentage points since December 2008.

After a difficult and slow first half to February 2009, the remainder of the trading year "H2" has generated a substantial 218,7% improvement in profits after tax, compared to the same period, March to August 2008.

Group turnover for continuing operations decreased by 5,4% to R1 443,1 million (August 2008: R1 548,0 million). The South African operation reflected a decrease in revenue of 4,0% for the year under review.

Operating margins of 3,6% remained in line with margins from the previous year. The South African market place remains intensely competitive. Our subsidiaries in Australia are experiencing similar fierce competition in tight market conditions.

Restructuring costs of R3,027 million arose principally from the rightsizing of our staff complement, but costs were also incurred in the consolidation of warehousing to improve controls and streamline operations for future growth.

Income before tax is down by 29,9% to R33,4m (August 2008: R47,7 million).

The **effective tax rate** has increased to 25,3% from the previous year's 21,2%.

Headline earnings per share (HEPS) on a weighted basis - HEPS decreased by 30,3% to 143,1 cents (August 2008: 200,9 cents).

The net loss on disposal of investments represents the final write-down incurred on the sale of the UK subsidiary, effective 1 September 2008.

Capital distribution per share is down 42,8% to 33,9 cents (August 2008: 59,3 cents). Distribution cover remains in line with 2008, at 3 times cover.

Cash generated from operations amounted to R40,7 million.

The balance sheet remains strong with **cash balances on hand** of R149,1 million (August 2008: R139,7 million). The Group remains ungeared at the year end.

Inventories of R264,7 million are up 8,3% on the previous year (August 2008: R244,3 million) and management remains focused on improving stock turn.

The net asset value per share is up marginally to 2 621,7 cents (August 2008: 2 592,8 cents). The current share price of 1 400 cents is trading at a 47% discount to the net asset value.

Operational Review

Offshore Subsidiaries Australia
Yale Prima Pty Ltd
Overstockoutlet Pty Ltd

Yale Prima Pty Ltd is a 59,4% held subsidiary headquartered in Sydney Australia.

Overstockoutlet Pty Ltd is a 51% held subsidiary of Yale Prima. www.oo.com.au is the second largest Australian online internet retailer.

The Australian group remained marginally profitable for the year to August 2009 notwithstanding lower turnover and lower gross profit margins. Directors and management remain focused on consolidating the companies into new premises, cutting overheads and rightsizing staffing numbers.

In Australia, early signs point to an improving economy. Australia has become the first major western nation to lift interest rates. On 6 October 2009 the Reserve Bank of Australia, raised the official cash rate from a decade long low of 3%, by 25 basis points. The Australian dollar has rebounded and the Consumer Price Index has fallen below 2%.

Directors are hopeful that cost-benefit synergies will be achieved from the consolidation of the two companies, the relocation of the premises to larger but more affordable offices/warehousing and the concurrent savings in administration, finance, shipping, warehousing, returns and repairs.

Both Yale Prima and www.oo.com.au are forecasting growth in turnover for the forthcoming year. Yale is currently holding a much improved order books though to February 2010 and is looking to new products, new listings and new customers for growth.

www.oo.com.au has restructured to create an appropriate foundation for future growth. The Company is currently re-branding its marketing position to the exclusive "Only Online". Specialist support has been outsourced for search engine optimisation and specialist category buyers have been brought on board.

Product Range

Consumer Electronics * Small Electrical Appliances * Conti Motorsport * Air-Conditioning * White Goods * Power Tools * Gas, Paraffin and Solar Appliances * DIY Home Improvement * Luxury Goods * Furniture

The Group's line-up of international and in-house value brands, encompass an increasing spread of consumer durables, including small appliances, consumer electronics, motorsport, large appliances, air-conditioning, generators, gas appliances, home improvement, DIY and furniture.

The retail market for consumer durables has contracted over the past 3 years, but Nu-World's sales have proved to be relatively resilient and the company has grown market share in a number of key categories. Apart from maintaining a lion's share of price-entry brands, Nu-World is focusing on value-added up-market products specifically with consumer electronics – matching the specifications of international brands at more affordable price points. The "Vegas" range of consumer electronics and appliances has been added to our top-line offering. New initiatives which will be available for the Christmas season include: Ideal Kids TV games, electronic musical instruments, full featured LCD's with IPOD docking and built-in DVD players, digital photo frames and Blue-Ray DVD's.

Manpower and Social Responsibility

Nu-World supports the Department of Trade and Industry's (DTI) Broad-Based Black Economic Empowerment (BBBEE) initiatives and remains committed to achieving the objectives set out in the DTI's Codes of Good Practice on BBBEE - in terms of management, employment equity, skills development, preferential procurement, enterprise development and corporate social responsibility. The Group is committed to comply with environmental regulations.

Prospects

Directors are confident that current strategic initiatives to consolidate and rationalise will better position all companies in the Group to be leaner and more competitive, to withstand these challenging times and better prepared to take advantage as markets improve.

The Group's diversification has always been an advantage. The Group is diversified across a broad range of product categories and key brands. Our product offering is diversified across market segments, from price-entry to top-end. The Group's international exposure has been rationalised, but we continue to operate in both Southern Africa as well as Australia.

Initiatives taken by management during the year under review

- The rightsizing of staffing levels within each company in the Group.
- The ongoing rightsizing of inventory levels and the improvement of stock turn.
- The downscaling and restructuring of the local manufacturing division.
- The sale of the loss-making UK subsidiary, Nu-World UK Ltd.

Recent economic data indicates that the worst of the economic cycle has passed and that there are tentative signs of recovery. The second half of 2009 has shown signs of improvement as consumers respond to lower rates. This is borne out by our South African company's improved performance during the second half as well as all companies in the Group reporting improved sales at reasonable margins in recent months.

Going forward, visibility remains limited, but current signs are positive and economists are hopeful that South Africa may emerge from recession later this year. The Group's conservative business model has served it in reasonable stead through these recessionary times.

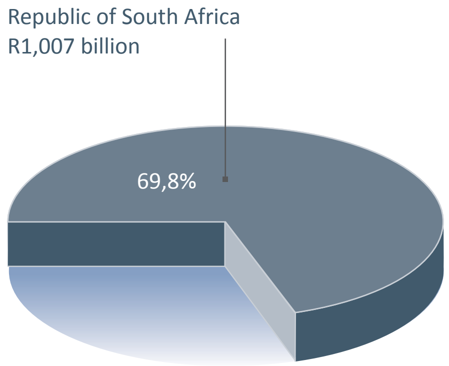
Directors are cautiously optimistic that the worst of the downturn has passed and that the Group is leaner and better positioned to provide shareholders with sustainable growth in the medium and the long term.

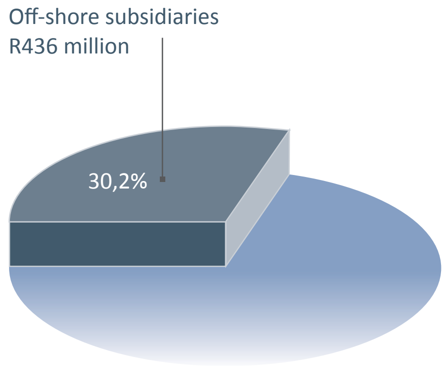
J A Goldberg
Managing director
26 October 2009

"Nu-world is focussing on value-added up-market products specifically with consumer electronics"

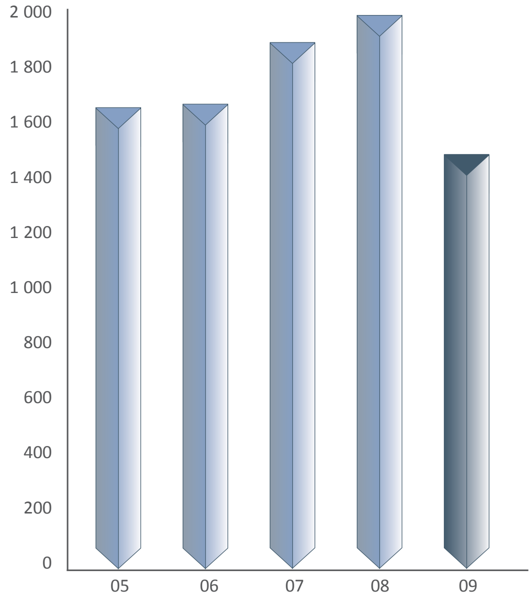
J A Goldberg

Geographical revenue 2009

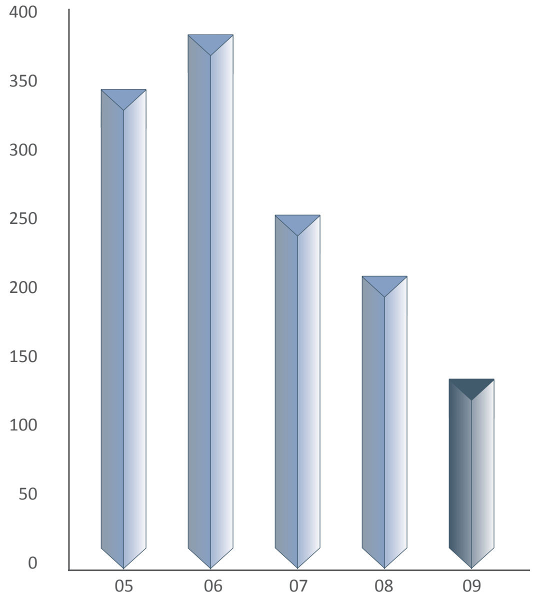




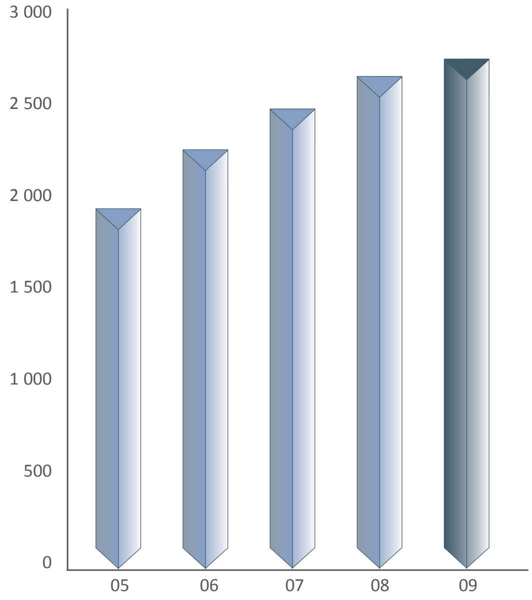
Turnover (Rm)



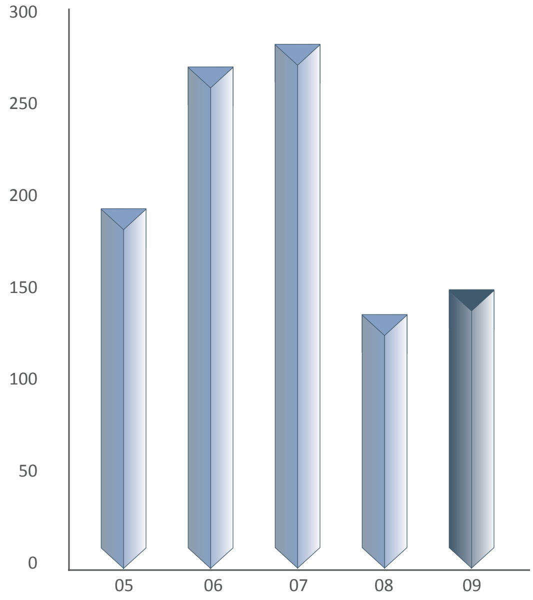
Headline earnings per share (cents)



Net asset value per share (cents)

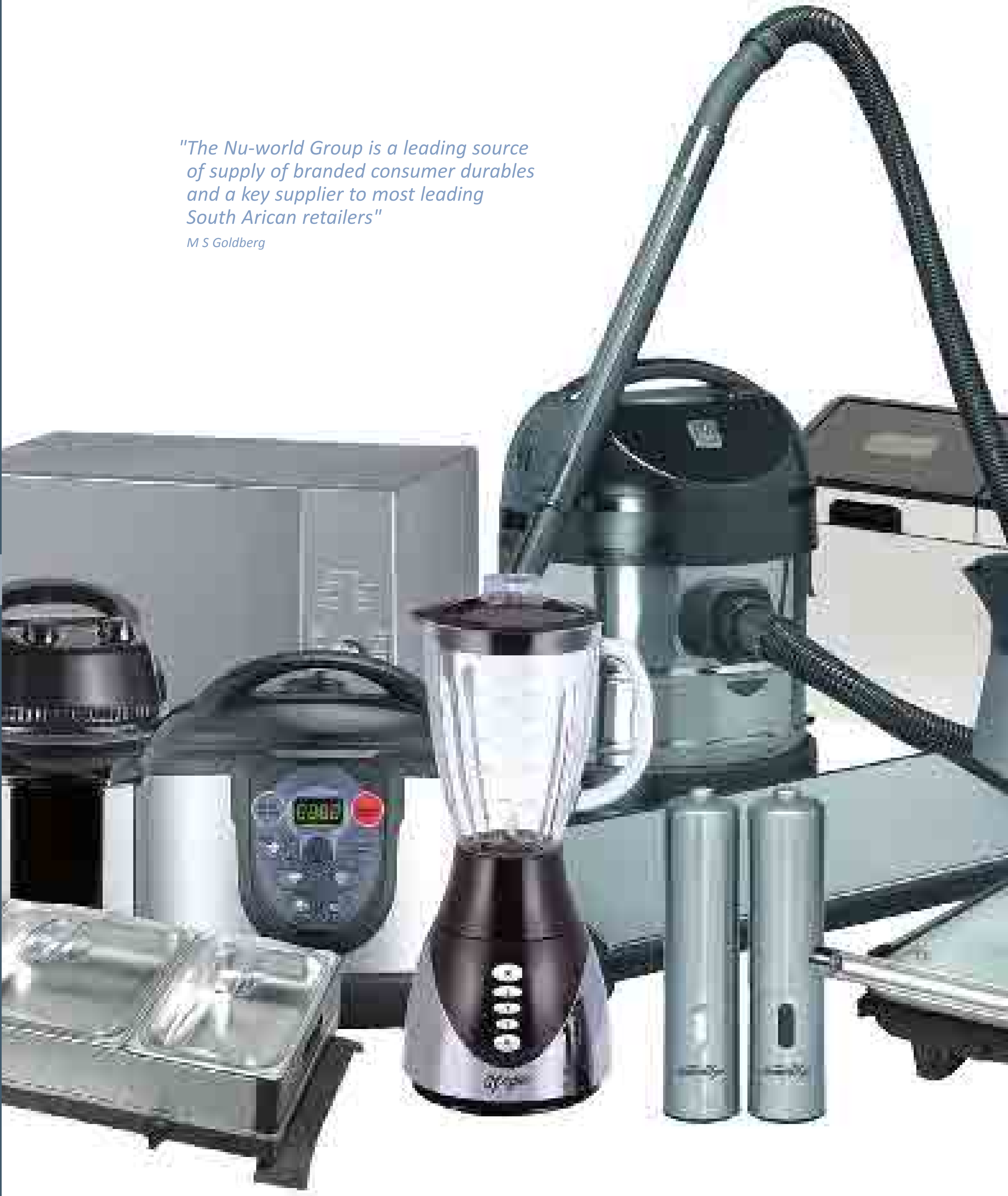


Bank and cash balances (Rm)



"The Nu-world Group is a leading source of supply of branded consumer durables and a key supplier to most leading South Arican retailers"

M S Goldberg



M S Goldberg (57)
Executive chairman
BCom MBA (Wits)

Executive chairman responsible for the Group's overall performance and well-being. He plays an active role in the formulation of Group strategies, in the formulation and implementation of growth strategies, and in determining the future direction of the Group. Appointed to the Board in 1986, listed the Group in 1987 and appointed chairman of the Group in 2001. Has 32 years' experience in manufacturing and the appliance industry.

J A Goldberg (54)
Managing director/Chief executive officer
BSc Eng (Wits)

Managing director responsible for developing and implementing the Group's marketing and sales strategies. Intimately involved in all operational aspects of the Group and in sourcing new products and markets. Appointed to the Board in 1986. Has 32 years' experience in manufacturing and the appliance industry.

G R Hindle (48)
Financial director
BAcc (Wits) CA(SA)

Financial director joined the Group in 1992. Responsibilities include all financial aspects of the business including Information Systems, administrative and treasury functions. Appointed to the Board in 1993. Has 26 years' experience in financial management and Information System technology in the manufacturing and electronic environment.

J M Judin (63)
Non-executive director
Dip Law (Wits)

Currently the senior partner at the Johannesburg based law firm, Goldman, Judin, Maisels Inc. Appointed to the Board in 1989 and holds the position of chairman of the Primeserv Group Limited and as a non-executive director to Set Point Technology Holdings Limited.

D Piaray (42)
Non-executive director
DChem. Eng (Natal) BCom (Unisa) MBA (Wits)

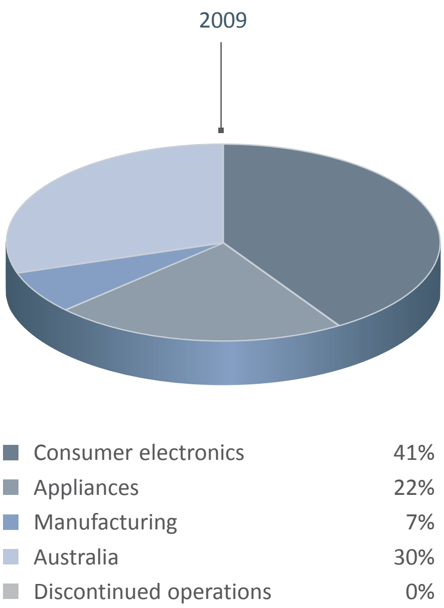
Currently the managing director of Innovative Management Consulting (Proprietary) Limited. Appointed to the Board in 2002 and holds positions as executive and non-executive director for several listed and non-listed companies.

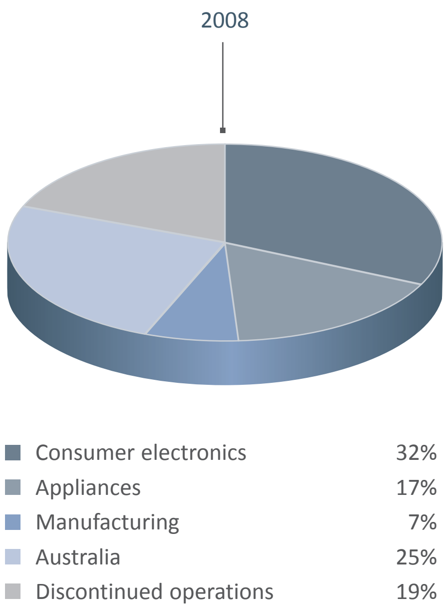
VALUE ADDED STATEMENT

	2009		2008	
	R000s	%	R000s	%
Revenue	**1 443 104**	**100,00**	1 890 882	100,00
Cost of materials, services and expenses	**(1 156 398)**	**(80,13)**	(1 496 929)	(79,17)
Value added from trading operations	**286 706**	**19,87**	393 953	20,83
Net interest paid	**(6 676)**	**(0,46)**	(6 788)	(0,36)
Total value added	**280 030**	**19,41**	387 165	20,47
Allocated as follows:				
Employees				
Salaries, wages, commission and other benefits	**106 487**	**7,38**	105 887	5,60
Government				
Normal taxation on companies	**8 245**	**0,57**	11 379	0,60
Employee tax	**10 119**	**0,70**	14 101	0,75
Providers of capital				
Minority interest	**1 943**	**0,13**	2 848	0,15
Dividends/capital distribution	**13 668**	**0,95**	28 653	1,52
Total wealth distributed	**140 462**	**9,73**	162 868	8,62
Re-investment in the Group				
Depreciation	**6 904**	**0,49**	6 097	0,32
Retained for future growth	**132 664**	**9,19**	218 200	11,53
	280 030	**19,41**	387 165	20,47

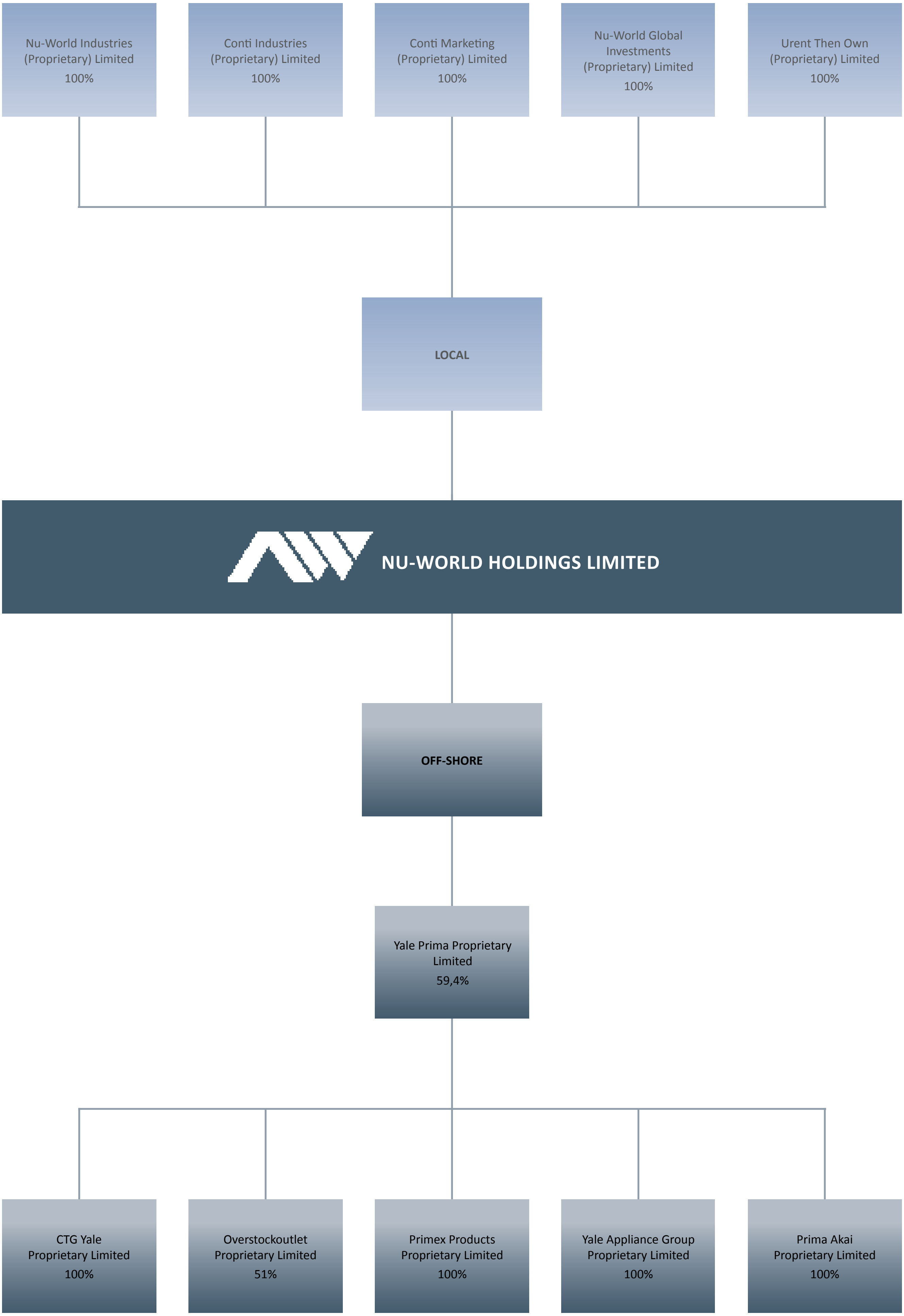
SEGMENTAL INFORMATION

Geographical revenue





GROUP STRUCTURE



"Directors are confident that current strategic initiatives to consolidate and rationalise will better position all companies in the Group to be leaner and more competitive"

J A Goldberg

1946	Nu-World Industries (Proprietary) Limited was established The Company began manufacturing electrical wiring accessories
1952	Manufacturing of small electrical appliances commenced
1980	Nu-World began importing and distributing small electrical appliances
1987	Nu-World Holdings Limited listed on the Johannesburg Stock Exchange
1995	Nu-World appointed as the sole agent for JVC in South Africa and sub-saharan Africa
1999	Nu-Tec consumer electronics introduced
2000	Nu-World acquires 33⅓% of Prima Australasia Proprietary Limited Agency/distribution agreement established with Casio/James Ralph (Proprietary) Limited Appointed sole agent for Telefunken in South Africa
2001	Thomson distribution agreement for South Africa signed Telefunken agency for Prima Australasia Proprietary Limited
2002	Nu-World increases its holding in Prima Australasia to 51% Strategic alliance with Prima International UK Proprietary Limited established
2003	Acquired 100% interest in Conti South Africa 60% investment in Nu-World UK Limited Trademark licence and distribution agreement established with Morphy Richards
2004	Appointed South African agent for General Electric large appliances 65% investment in Yale Appliance Group Proprietary Limited Introduction of Conti Motorsports division
2006	Rationalisation of Prima Australasia Proprietary Limited and Yale Appliance Group Proprietary Limited into Yale Prima (Proprietary) Limited 45% investment in On Corporation Inc. USA
2007	Increased investment in Yale Prima Proprietary Limited to 59,4% Introduction of home improvement division
2008	Disposed of investment in On Corporation Inc. USA Yale Prima Proprietary Limited acquires 51% of online retailer Overstockoutlet Proprietary Limited (www.oo.com.au)
2009	Disposed of investment in Nu-World UK Limited

	2009 R000s	2008 R000s	2007 R000s	2006 R000s	2005 R000s
Income statement					
Revenue	**1 443 104**	1 890 882	1 865 780	1 638 724	1 626 122
Operating income	**40 117**	61 528	109 027	121 646	94 215
Interest paid	**6 676**	6 788	4 691	1 223	7 220
Income before taxation	**33 441**	54 740	104 336	120 423	86 995
Taxation	**8 465**	11 619	15 214	29 613	18 212
Income after taxation	**24 976**	43 121	89 122	90 810	68 783
Share of income attributable to associated company				(6 994)	
Net income	**24 976**	43 121	89 122	83 816	68 783
Minority interest	**(1 943)**	(2 848)	(3 991)	(1 786)	4 444
Attributable income	**23 033**	40 273	85 131	82 030	73 227
Headline earnings	**30 285**	43 596	54 383	82 030	73 226
Shares in issue (000s):					
– at year end	**21 149**	21 215	21 833	21 684	21 592
– weighted average	**21 163**	21 697	21 833	21 684	21 592
Headline earnings per share (cents)	**143,2**	205,5	249,1	378,3	339,1
Headline earnings per share (cents) – weighted	**143,1**	200,9	249,1	378,3	339,1
Dividend per share (cents)	**33,9**	59,3	125,3	120,8	92,6
Dividend cover	**3,0**	3,0	3,0	3,0	3,5
Balance sheet					
Assets					
Non-current assets	**154 336**	157 456	80 083	86 134	62 956
Property, plant and equipment	**32 563**	35 054	35 839	41 673	44 867
Deferred taxation	**17 754**	18 383	19 137	18 732	
Investment in financial instruments	**51 706**	51 706			
Investment in associated company					
Intangible assets	**52 313**	52 313	25 107	25 729	18 089
Current assets	**611 974**	623 258	666 692	688 121	589 605
Inventories	**264 690**	244 349	153 086	179 030	171 340
Trade and other receivables	**198 153**	239 221	225 793	241 513	227 717
Bank and cash balances	**149 131**	139 688	287 813	267 578	190 548
Total assets	**766 310**	780 714	746 775	774 255	652 561
Equity and liabilities					
Total capital and reserves	**554 452**	550 060	545 406	485 282	422 478
Issued capital	**36 899**	51 410	89 070	115 697	114 684
Foreign currency translation reserve	**2 403**	2 803	1 246	166	(185)
Share-based payment reserve	**2 282**	1 839	1 078	538	158
Hedging reserve	**(3 934)**				
Retained earnings	**516 802**	494 008	454 012	368 881	307 821
Minority interest	**23 133**	21 466	51 346	47 949	28 156
Non-current liabilities	**27 262**	28 149	7 233	10 607	6 928
Interest bearing borrowings	**20 000**	20 000			
Deferred taxation	**7 262**	8 149	7 233	10 607	6 928
Current liabilities	**161 463**	181 039	142 790	230 417	194 999
Trade and other payables	**161 463**	181 039	142 790	219 056	194 999
Current portion of interest bearing borrowings				11 361	
Total equity and liabilities	**766 310**	780 714	746 775	774 255	652 561

2004 R000s	2003 R000s	2002 R000s	2001 R000s	2000 R000s	
					Income statement
1 430 804	1 179 455	942 984	884 252	653 772	Revenue
86 219	65 982	56 122	51 487	50 160	Operating income
3 606	5 018	8 355	8 988	6 414	Interest paid
82 613	60 964	47 767	42 499	43 746	Income before taxation
19 082	12 127	9 998	8 336	12 013	Taxation
63 531	48 837	37 769	34 163	31 733	Income after taxation
		2 296	(135)		Share of income attributable to associated company
63 531	48 837	40 065	34 028	31 733	Net income
(2 781)	(5 738)		(87)	(2 648)	Minority interest
60 750	43 099	40 065	33 941	29 085	Attributable income
60 610	43 562	40 065	33 942	29 085	Headline earnings
					Shares in issue (000s):
21 597	21 611	21 695	21 695	21 695	– at year end
21 597	21 611	21 695	21 695	21 584	– weighted average
280,6	201,6	184,7	156,4	134,1	Headline earnings per share (cents)
					Headline earnings per share (cents)
280,6	201,6	184,7	156,4	134,8	– weighted
70,3	39,8	31,3	27,2	22,6	Dividend per share (cents)
4,0	5,0	5,9	5,7	5,9	Dividend cover
					Balance sheet
					Assets
52 923	56 691	57 286	40 954	35 812	Non-current assets
46 997	50 905	36 204	28 089	35 812	Property, plant and equipment
					Deferred taxation
					Investment in financial instruments
		21 082	12 865		Investment in associated company
5 926	5 786				Intangible assets
546 664	419 055	361 091	330 648	350 628	Current assets
167 448	132 695	117 384	103 137	132 947	Inventories
217 528	182 923	156 563	162 433	157 150	Trade and other receivables
161 688	103 437	87 144	65 078	60 531	Bank and cash balances
599 587	475 746	418 377	371 602	386 440	Total assets
					Equity and liabilities
361 397	309 071	274 846	240 684	208 101	Total capital and reserves
114 776	115 058	115 849	115 849	117 120	Issued capital
(813)	(1 292)			88	Foreign currency translation reserve
					Share-based payment reserve
					Hedging reserve
247 434	195 305	158 997	124 835	90 893	Retained earnings
23 786	20 471			22 880	Minority interest
4 443	8 149	8 950	12 973	17 433	Non-current liabilities
			5 089	10 119	Interest bearing borrowings
4 443	8 149	8 950	7 884	7 314	Deferred taxation
209 961	138 055	134 581	117 945	138 026	Current liabilities
209 961	138 055	134 581	117 915	136 995	Trade and other payables
			30	1 031	Current portion of interest bearing borrowings
599 587	475 746	418 377	371 602	386 440	Total equity and liabilities

Nu-World continually strives to develop and retain its staff through the provision of an equitable, safe and healthy working environment.

HIV/AIDS and Nu-World's voluntary counselling and testing statistics

Recognising the seriousness of the HIV/AIDS pandemic, Nu-World has over recent years intensified its drive to minimise the number of its employees who are infected by HIV and to prolong the lives of those who are already living with AIDS.

The Company has created an environment in which employees have access to information about HIV/AIDS in the workplace; appropriate supplementary and therapeutic medications through the Company Health Clinic and appropriate counselling services.

Nu-World commenced voluntary counselling and testing for HIV/AIDS among its employees in 2003. Since then, it has tested more than 15% of its employees, largely as the result of a concentrated drive to ensure that all Nu-World staff discover their status. The Company has implemented an intensive communication programme about Nu-World's improved support and care system which is aimed at:

- Improved levels of awareness and knowledge relating to HIV/AIDS at a general level.
- Enhanced management preparedness.
- Greater coverage of Nu-World's HIV/AIDS programme with regard to visibility, language adaptation and relevance.
- Increased uptake of voluntary testing activity.

Environment

The Group is conscious of the fact that in carrying out its activities there is a potential risk of environmental damage. An effort has therefore been made to educate all employees in best practice so as to avoid causing long-term damage to the environment or atmospheric pollution through the inappropriate use of plant and equipment.

Nu-World is committed to ensuring that its environmental management systems comply with legislation. The Company wishes to promote environments which are not harmful to the health or well-being of people, animals and land. The long-term environmental philosophy is the concept of continuous improvement.

The Company promotes the enhancement of the quality and safety of the environment through education that develops the knowledge, awareness, attitudes, values and skills that will enable its employees to make a valuable contribution towards maintaining and improving the quality of the environment both in the work place and in the community.

The aim is to optimise resource use, decrease wastage and minimise environmental impact.

Employment equity

The organisation commits itself to non-discrimination and employment equity. It is the policy of the organisation that discrimination in any form will not be tolerated and is a disciplinary offence. The organisation's selection policy is aimed at addressing employment inequalities through our employment equity programme. However, the organisation maintains its commitment to quality and service excellence. A position will not be deliberately de-skilled to prejudice an applicant from a previously disadvantaged group.

This will ensure that applications are not discriminated against in terms of their salary packages or employment benefits. The organisation encourages all its employees to undergo appropriate training and development in order to enable them to give of their best and also to realise their full potential in the work situation. The organisation believes in the policy of promotion from within, in accordance with selection procedures and criteria, and such promotion is non-discriminatory and based on merit.

In the implementation of the Group's employment equity strategy the Group submitted its sixth Employment Equity Plan to the department of labour. The Group is positively committed to this process, which is consistent with its philosophy in respect of employee development.

A share incentive scheme has been established to provide an incentive to employees to remain in the service of the Group and increase the Proprietary interest in the Group's success. Other mechanisms have also been put in place by the remuneration committee and sanctioned by the Board which incentivise, motivate and empower management to express dynamic entrepreneurial skills.

Affirmative action

As part and parcel of a broader Human Resources Development Policy, affirmative action is seen as a process of maximising human resources and empowering individuals within Nu-World.

Nu-World recognises that because of inequalities in the apartheid education system, and race and sex discrimination in the educational and employment opportunities available to women and black men, it needs to take positive steps to eliminate discrimination and to provide equal opportunities in its own workplace.

BBBEE

The Group recognises the importance of black economic empowerment. To this end, a BEE subcommittee was established in 2003 and continues its engagement with potential partners.

Nu-World will proceed with BEE activities as and when appropriate, to ensure that the changes made and initiatives taken are sustainable, viable, and will be benificial to our shareholders. Transformation will involve a systematic process and is not considered a short-term event.

Training and development

The organisation's policy is to encourage the development of our employees through education and training in order to maximise their full potential and productivity. Most training is offered in-house as on-the job training. External courses are considered where they can meet specific organisational needs, and in accordance with MerSETA standards. Employees are given the opportunity to utilise the available resources and improve their skills and knowledge. The Company completes a 'needs assessment' of all employees on an annual basis, and arranges training programmes around these assessments, once prioritised and in compliance with the Skills Levy Act.

Planning and implementation of the Skills Development Plan, in accordance with the Skills Levy Act, are completed timeously, and the Company has received its reimbursements for completion thereof.

CORPORATE CONDUCT AND PERFORMANCE

Introduction

The Board of directors subscribes to the recommendations for good corporate governance as set out in the King ll Report. The directors have recognised the need to conduct the enterprise with integrity and in accordance with sound corporate practices by implementing procedures that are enhanced where necessary to meet the changing demands of our Group and to ensure a culture of qualitative governance. The Board and its individual directors have embraced their duty of ensuring that the principles set out in the Code of Corporate Practices and Conduct as defined in the King ll Report are observed.

Business ethics

In order to foster the kind of corporate governance environment and guidelines needed, the Board and its directors have adopted the following guidelines:

- The Board accepts that dissent is not the same as disloyalty and constructive criticism at the boardroom table must be part of our corporate culture.
- Best endeavours are made to ensure that all relevant information is presented to the Board objectively and timeously.
- Information and communication to the Board is essential and individual directors are tasked to keep the Board informed of the strategic and operational issues that the Company is facing.
- A culture is created where every decision made must be in the best interests of the Company both in the short and long term.
- The Board is committed to communicating corporate information in a transparent way with substance over form in all its dealings with stakeholders and all others to whom the Company's corporate citizenship policy applies.

Board of directors

The Board comprises two non-executive directors and three executive directors. Nu-World is a small market capitalisation company, which is reflected in the composition and size of its board. This has sometimes made it difficult when constituting various committees and following the recommendations espoused in the King ll Report.

The Board considers the appointment of new directors as and when required. There are board appointment policies and procedures which are formal and transparent and a matter for the board as a whole and such appointment policies and procedures are reviewed and updated when necessary.

The Board has an independent company secretary who is both properly empowered and suitably experienced to fulfil the duties of a company secretary. The Company secretary provides the Board with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the Group in relation to its statutory and other requirements.

Board committees

The Board has established a number of committees, in which non-executive and independent skilled outsiders play an active role and which operate within the defined terms of reference laid down by the Board with clearly agreed upon reporting procedures, defined areas of authority and full transparency and disclosure. The committees are free, where appropriate, to take independent outside professional advice on any issues.

Executive committee

The executive committee consists of the executive chairman, managing director and group financial director. This committee deals with the normal operating decisions, which are required to be made to run the Group effectively whilst major matters of importance are referred to the Board for approval.

Remuneration committee

The remuneration committee is chaired by Mr J M Judin and its other members are Mr G R Hindle, Mr D Piary and Mr B H Haikney. The executive chairman and managing director are invitees where necessary, when the committee meets. The committee reviews and approves the remuneration and terms of employment of executive directors and senior employees of the Group. The committee reviews salary trends in the market place and recommends emolument structures and levels to the chairman for his consideration and approval.

The remuneration committee sets out to ensure that the employees of the Group are rewarded fairly in accordance with their contribution to the Group's operating and financial performance.

The remuneration committee also makes recommendations in regard to share incentives. A schedule setting out directors' remuneration and equity interests appears in the notes to the annual financial statements.

Meetings were held bi-annually and were attended by all members.

Audit and risk committees

The Board has appointed audit and risk committees.
Mr J M Judin holds the position of chairman of the committees and the other member is Mr D Piaray.

The executive chairman, managing director, financial director and the external auditors are invited to attend every meeting. From time to time members of other management committees may meet with the audit and risk committees.

The audit committee has written terms of reference that deal adequately with its membership, authority and duties. The committee deals with internal financial controls that are in place, assesses their adequacy and makes certain that business, statutory and financial risks have been identified and are being monitored and managed, and that appropriate standards of governance, reporting and compliance are in operation.

The committee is also responsible for reviewing the interim reports and financial statements, internal financial control procedures, accounting policies, compliance and regulatory matters, recommending the appointment of external auditors and other related issues. The audit committee advises the Board on various other issues ranging from the application of accounting standards to published financial information. The Group's external auditors have unrestricted access to the audit committee chairman and, if necessary, the non-executive directors. The audit committee also recommends principles for the use of external auditor for non-audit services. As required by the JSE Listings Requirements 3.84 (h), the audit committee is satisfied that the financial director has appropriate expertise and experience.

Meetings were held bi-annually and were attended by all members.

Accountability and audit

Going concern

The Board minutes the facts and assumptions used in the assessment of the going concern status of the Group at the financial year end, following the review by the audit committee. The directors consider their assessment at the reporting stage of the Group's ability to continue as a going concern and determine whether or not, under the guidance of the audit committee, any of the significant factors in the assessment have changed to such an extent that the appropriateness of the going concern assumption at the reporting stage has been affected.

Auditing and accounting

The Board considers that their auditors, Tuffias Sandberg KSi, observe the highest level of business and professional ethics and that their independence is not in any way impaired. Working papers and management letters as well as reports are drafted and prepared according to a set procedure and according to a common understanding of audit techniques, methods and terminology.

Internal financial controls

The Group maintains controls and systems designed to provide reasonable assurance as to the integrity and reliability of its financial information, to safeguard its assets and to provide reasonable, but not absolute assurance against material misstatement or loss.

General matters

Stakeholder communication

Members of the Board meet on an ad-hoc basis with institutional investors, investment analysts, individuals and members of the financial media. Discussions at such meetings are restricted to matters that are in the public domain.

Shareholders are informed, by means of press announcements and releases in South Africa and/or printed matter sent to such shareholders, and/or announcements on SENS, of all relevant corporate matters and financial reporting as required in terms of prevailing legislation. In addition, such announcements are communicated via a broad range of channels in both the electronic and print media. The Company maintains a corporate website, www.nuworld.co.za, containing financial and other information, including interim and annual results.

Information resources management

Nu-World, like other organisations, is reliant on information technology ("IT") to effectively and efficiently conduct its business. The Group's IT systems, policies and procedures are reviewed on an ongoing basis to ensure that effective internal controls are in place to manage risk and promote efficiencies, and as far as possible to comply with universally accepted standards and methods. Attention is continuously focused on maximising the benefits whilst minimising the risks associated with all aspects of the IT portfolio in as much as they apply to business operations.

Information security

Compliance with legislative requirements contributes towards the protection of corporate information, but in itself only addresses a small part of the total number of threats posed to the business arising from its dependencies on information technology and the internet. Security policies and procedures for employees and the use of technologies such as enterprise and personal firewalls, antivirus systems, intrusion monitoring and detection are applied, as well as frequent application of software security "patches" issued by vendors as and when vulnerabilities are discovered.

Restriction on trading in securities

A formal policy, implemented some years ago, prohibits directors, officers and employees with access to financial information from dealing in the Company's securities, from the date of the end of an interim reporting period until after the interim results have been published and similarly from the end of the financial year until after the audited annual results have been published. Directors and employees are reminded of this policy prior to the commencement of any restricted period.

In addition, no dealing in the Company's securities is permitted by any director, officer or employee whilst in possession of information which could affect the price of the Company's securities and which is not in the public domain.

Directors of the Company and of its subsidiaries are required to obtain clearance from Nu-World's chairman or in the absence of the chairman, from the managing director, prior to dealing in the Company's securities, and to timeously disclose to the Company full details of any transaction for notification to and publication by the JSE.

SHARE PERFORMANCE

	12 months trade 31 August 2009	12 months trade 31 August 2008
Stock exchange performance		
Market price per share (cents)		
– at year end	**1 250**	1 650
– highest	**1 899**	2 884
– lowest	**1 250**	1 251
Number of shares traded (000)	**3 917**	8 599
Number of shares in issue (000)	**22 646**	22 646
Volume traded as a percentage of total shares in issue (%)	**17,3**	38,0

Historical share price (cents)

	Number of shareholders	%	Number of shares	%
Shareholder spread				
1 – 25 000 shares	696	92,4	1 117 815	4,9
25 001 – 50 000 shares	11	1,5	352 993	1,6
50 001 – 100 000 shares	13	1,7	975 163	4,3
Over 100 000 shares	33	4,4	20 200 494	89,2
	753	100,0	22 646 465	100,0
Distribution of shareholders				
Banks	6	0,8	3 583	0,1
Close corporations	10	1,3	35 660	0,1
Endowment funds	2	0,3	20 131	0,1
Individuals	565	75,0	1 223 702	5,4
Insurance companies	5	0,7	3 441 449	15,2
Investment companies	1	0,1	1 600 641	4,4
Medical aid schemes	1	0,1	14 700	0,1
Mutual funds	34	4,5	7 518 316	33,2
Nominees and trusts	61	8,1	576 063	2,5
Other corporations	15	2,0	285 740	1,3
Pension funds	18	2,4	1 442 237	5,0
Private companies	18	2,4	159 793	0,7
Public companies	6	0,8	76 146	0,3
Share trusts	2	0,3	1 497 851	6,6
Custodian	8	1,1	5 649 148	24,9
Own Holdings	1	0,1	1 805	0,1
	753	100,0	22 646 465	100,0
Public/non-public shareholders				
Non-public shareholders				
– Directors and associates	3	0,4	557 702	2,4
– Trustee of Employees Share Scheme	2	0,3	1 497 851	6,6
– Strategic Holdings	1	0,1	3 409 303	15,0
– Own Holdings	1	0,1	1 805	0,1
Public shareholders	746	99,1	17 179 804	75,9
	753	100,0	22 646 465	100,0
Beneficial shareholders holding of 5% or more				
Old Mutual Group			3 409 303	15,0
SIS SegaInterSettle AG			3 226 697	14,3
Nu-World Share Trust			1 497 851	6,6

DIRECTORS' RESPONSIBILITY FOR AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

for the year ended 31 August 2009

The annual financial statements, set out on pages 26 to 43 were prepared by management in conformity with International Financial Reporting Standards 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 audit committee is comprised of two non-executive directors and meets bi-annually with the auditors. The auditors have free access to this committee.

The annual financial statements have been examined by the Group's auditors and their report is presented on page 23. The auditors are appointed each year based on the recommendation by the audit committee.

M S Goldberg
Executive director
Sandton
26 October 2009

J A Goldberg
Managing director

CERTIFICATE OF THE COMPANY SECRETARY

as at 31 August 2009

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 2009. Furthermore, all such returns are true and correct.

B H Haikney
Company secretary

Sandton
26 October 2009

To the members of Nu-World Holdings Limited

We have audited the Group annual financial statements and annual financial statements of Nu-World Holdings Limited, which comprise the consolidated and separate balance sheets as at 31 August 2009, the consolidated and separate income statements, the consolidated and separate statement of changes in equity, the consolidated and separate cash flow statements for the year then ended, a summary of significant accounting policies, other explanatory notes and the directors report, as set out on pages 26 to 43.

Directors' responsibility for the financial statements

The Company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and in the manner required by the Companies Act of South Africa. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involved performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects the consolidated and separate financial position of Nu-World Holdings Limited as at 31 August 2009 and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards, and in the manner required by the Companies Act of South Africa.

Tuffias Sandberg KSi

Tuffias Sandberg KSi
Registered Auditors
Per Shaun Nurick
Chartered Accountants (SA)
Registered Auditors
Partner
26 October 2009

REPORT OF THE DIRECTORS

Nature of business

The Company is a holding Company listed on the JSE Limited South Africa. It's 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" unlisted ordinary shares of 0,1 cent each. There were no changes to the authorised share capital for the year under review.

Issued share capital

Details of the change in issued share capital is reflected in note 10 on page 34.

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 R Kinross and J M Judin. No trustee is a beneficiary of the trust.

Refer to note 22 in the attached financial statements for further details.

Dividend/capital distribution

The Board has resolved to declare a distribution to shareholders by way of a capital distribution out of share premium of 33,9 cents per share. The distribution will be paid in terms of a general authority to make such payments granted to the Board of shareholders at the Company's annual general meeting, held on Wednesday, 18 February 2009.

Directors

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

M S Goldberg (Chairman), J A Goldberg (Managing director and Chief executive officer) G R Hindle, J M Judin, D Piaray.

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

Secretary

Mr B H Haikney was company secretary throughout the year.
Business and postal address:
The Secretary
35, 3rd Street, Wynberg.
P O Box 8964, Johannesburg.

Subsidiary companies

Details of the Company's investment in its subsidiaries are set out on page 44 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 represented 2,7%.

There have been no material changes in the directors' interest between 31 August 2009 and the date of this report.

Post balance sheet events

No material facts or circumstances have occurred between 31 August 2009 and the date of this report.

The directors' remuneration in respect of the financial year ended 31 August 2009 was as follows:

Name	Directors' fees R000s	Basic remuneration R000s	Performance bonus R000s	Car/ subsistance allowance R000s	Total 2009 R000s	Total 2008 R000s
Executive						
M S Goldberg		**3 443**		**168**	**3 611**	3 519
J A Goldberg		**3 443**		**168**	**3 611**	3 519
G R Hindle		**2 426**		**218**	**2 644**	2 566
Non-executive						
D Piaray	**115**				**115**	115
J M Judin	**115**				**115**	115
	230	**9 312**	**–**	**554**	**10 096**	9 834

The directors' interests in the issued share capital of the Company was as follows:

Name	Direct beneficial	Indirect beneficial	Total 2009	Total 2008
Executive				
M S Goldberg	**35 000**	**437 000**	**472 000**	472 000
J A Goldberg	**517 610**		**517 610**	517 610
G R Hindle	**4 470**		**4 470**	49 470
Non-executive				
J M Judin		**26 039**	**26 039**	26 039

There have been no changes in the directors' interests in the share capital from 31 August 2009 to the date of posting of this annual report.

BALANCE SHEETS

as at 31 August 2009

		Group		Company	
		2009	2008	**2009**	2008
	Note	**R000s**	R000s	**R000s**	R000s
Assets					
Non-current assets		**154 336**	157 456	**51 230**	47 966
Property, plant and equipment	2	**32 563**	35 054		
Intangible assets	3	**52 313**	52 313		
Investment in subsidiaries	4			**51 230**	47 966
Investment	5	**51 706**	51 706		
Deferred taxation	6	**17 754**	18 383		
Current assets		**611 974**	623 258	**839**	24 196
Inventories	7	**264 690**	244 349		
Trade and other receivables	8	**198 153**	239 221	**800**	24 157
Cash and cash resources		**149 131**	139 688		
Taxation prepaid				**39**	39
Total assets		**766 310**	780 714	**52 069**	72 162
Equity and liabilities					
Capital and reserves		**577 585**	571 526	**51 956**	72 049
Issued capital	10	**36 899**	51 410	**60 796**	74 225
Foreign currency translation reserve		**2 403**	2 803		
Accumulated profits		**516 802**	494 008	**(8 840)**	(2 176)
Share based payment reserve	11	**2 282**	1 839		
Hedging reserve	12	**(3 934)**			
Capital and reserves attributed to equity holdings of the Company		**554 452**	550 060	**51 956**	72 049
Minority interest		**23 133**	21 466		
Non-current liabilities		**27 262**	28 149	**–**	–
Long term liability	13	**20 000**	20 000		
Deferred taxation	6	**7 262**	8 149		
Current liabilities		**161 463**	181 039	**113**	113
Trade and other payables	9	**157 844**	179 164	**113**	113
Taxation		**3 619**	1 875		
Total equity and liabilities		**766 310**	780 714	**52 069**	72 162

INCOME STATEMENT

for the year ended 31 August 2008

		Group		Company	
		2009	2008	**2009**	2008
	Note	**R000s**	R000s	**R000s**	R000s
Continuing operations					
Revenue	14	**1 443 104**	1 548 370	**356**	404
Cost of sales		**1 156 398**	1 281 087		
Gross profit		**286 706**	267 283	**356**	404
Other income		**13 210**	10 427		2 964
Operating expenses		**259 799**	224 473	**7 020**	819
Operating profit/(loss) before interest	15	**40 117**	53 237	**(6 664)**	2 549
Interest paid		**6 676**	6 667		
Profit/(loss) before taxation		**33 441**	46 570	**(6 664)**	2 549
Taxation	16	**8 465**	10 440		
Net profit/(loss) after taxation from continuing operation		**24 976**	36 130	**(6 664)**	2 549
Discontinued operations					
Revenue	14		342 512		
Cost of sales			286 847		
Gross profit		**–**	55 665	**–**	–
Other income			486		
Operating expenses			47 861		
Operating profit before interest	15	**–**	8 290	**–**	–
Interest paid			121		
Profit before taxation		**–**	8 169	**–**	–
Taxation	16		1 178		
Net profit after taxation from discontinued operation		**–**	6 991	**–**	–
Total net income/(loss) after taxation		**24 976**	43 121	**(6 664)**	2 549
Attributable to:					
Minorities		**1 943**	2 848		
Equity holders of the Company		**23 033**	40 273	**(6 664)**	2 549
		24 976	43 121	**(6 664)**	2 549
Reconciliation of headline earnings:					
Attributable income		**23 033**	40 273		
Net loss on disposal of subsidiary		**7 251**	3 323		
Headline earnings		**30 284**	43 596		
Earnings per share (cents)	17	**108,9**	185,6		
Capital distribution per share (cents)	18	**33,9**	59,3		
Headline earnings per share		**143,1**	200,9		

STATEMENTS OF CHANGES IN EQUITY

for the year ended 31 August 2009

	Issued share capital R000s	Share premium R000s	Treasury share R000s	Foreign currency translation reserve R000s	Accu-mulated profits R000s	Share-based payment reserve R000s	Hedging reserve R000s	Total R000s	Minority interest R000s	Total equity R000s
Group										
Balance at 31 August 2007	226	100 487	(20 201)	1 246	454 012	1 078		536 848	51 346	588 194
Currency translation difference				4 940				4 940	270	5 210
Transfer to deferred taxation				(1 482)				(1 482)		(1 482)
Transfer to minorities				(1 901)				(1 901)	1 901	
Decrease in investment in subsidiary									(30 453)	(30 453)
Increase in investment in subsidiary									(4 446)	(4 446)
Net profit for the year					40 273			40 273	2 848	43 121
Dividend paid/capital distribution		(28 376)			(277)			(28 653)		(28 653)
Treasury share movement			(726)					(726)		(726)
Transfer of fair value adjustment – transfer to share-based payment reserve						761		761		761
Balance at 31 August 2008	**226**	**72 111**	**(20 927)**	**2 803**	**494 008**	**1 839**	**–**	**550 060**	**21 466**	**571 526**
Currency translation difference				**(1 330)**				**(1 330)**	**583**	**(747)**
Transfer to deferred taxation				**399**				**399**		**399**
Transfer to minorities				**531**				**531**	**(531)**	
Decrease in investment in subsidiary									**(328)**	**(328)**
Net profit for the year					**23 033**			**23 033**	**1 943**	**24 976**
Dividend paid/capital distribution		**(13 429)**			**(239)**			**(13 668)**		**(13 668)**
Treasury share movement			**(1 082)**					**(1 082)**		**(1 082)**
Transfer of fair value adjustment – transfer to share-based payment reserve						**443**		**443**		**443**
Hedging reserve							**(3 934)**	**(3 934)**		**(3 934)**
Balance at 31 August 2009	**226**	**58 682**	**(22 009)**	**2 403**	**516 802**	**2 282**	**(3 934)**	**554 452**	**23 133**	**577 585**

	Issued share capital R000s	Share premium R000s	Accu-mulated losses R000s	Total equity R000s
Company				
Balance at 31 August 2007	226	102 375	(4 725)	97 876
Net profit for the year			2 549	2 549
Dividend paid/capital distribution		(28 376)		(28 376)
Balance at 31 August 2008	**226**	**73 999**	**(2 176)**	**72 049**
Net loss for the year			**(6 664)**	
Dividend paid/capital distribution		**(13 429)**		
Balance at 31 August 2009	**226**	**60 570**	**(8 840)**	**51 956**

CASH FLOW STATEMENTS

for the year ended 31 August 2009

		Group		Company	
		2009	2008	**2009**	2008
	Note	**R000s**	R000s	**R000s**	R000s
Cash flows from operating activities		**12 088**	(56 070)	**3 264**	(49 985)
Receipts from customers		**1 484 172**	1 975 315	**356**	404
Paid to suppliers and employees		**1 449 066**	(1 988 593)	**16 337**	(22 812)
Generated from/(absorbed by) operations	19.1	**35 106**	(13 278)	**16 693**	(22 408)
Investment income		**5 598**	7 016		799
Interest paid		**(6 676)**	(6 789)		
Taxation paid	19.2	**(8 272)**	(14 366)		
Dividends paid	19.3	**(13 668)**	(28 653)	**(13 429)**	(28 376)
Cash flows from investing activities		**(2 645)**	(112 055)	**(3 264)**	49 985
Additions to property, plant and equipment		**(5 607)**	(2 897)		
Proceeds on disposal of property, plant and equipment		**563**	98		
Investment in financial instruments			(51 706)		
Decrease in investment in subsidiary				**1 735**	21 592
Acquisition of subsidiaries	19.4		(38 798)		
(Decrease)/increase in amounts due by subsidiaries				**(4 999)**	36 951
Disposal of subsidiary	19.4	**3 481**	(9 468)		
Increase in investment in treasury shares		**(1 082)**	(726)		
Share repurchase			(8 558)		(8 558)
Cash flows from financing activities		**–**	20 000	**–**	–
Increase in interest bearing borrowings			20 000		
Net increase/(decrease) in cash and cash equivalents		**9 443**	(148 125)	**–**	–
Cash and cash equivalents at the beginning of the year		**139 688**	287 813		
Cash and cash equivalents at the end of the year	19.5	**149 131**	139 688	**–**	–

1. Basis of preparation and accounting policies

1.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), its interpretations adopted by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") and the requirements of the Companies Act.

1.2 Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial instruments to fair value.

1.3 Accounting policies

The financial statements incorporate the following principal accounting policies, which have been applied consistently in all material respects with those applied in the previous year.

1.3.1 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 on consolidation.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein.

1.3.2 Investment in subsidiaries

Investment in subsidiaries are stated at cost less impairment losses.

1.3.3 Property, plant and equipment

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%
Motor vehicles	25%
Equipment	20%
Furniture, fixtures and fittings	10%
Leasehold improvements	10%

1.3.4 Inventories

Inventories are valued at the lower of 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 costs 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.

1.3.5 Foreign currencies

Foreign entities

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

Foreign currency transactions and balances

Transactions in foreign currencies are translated at 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 on monetary assets and liabilities are recognised in the income statement in the period in which they occur.

1.3.6 Financial instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash resources

Cash and cash resources comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Derivatives
Derivatives including forward foreign exchange contracts and financial future options are categorised as held-for-trading. Assets in this category are classified as current assets. Purchases and settlements of derivative financial instruments are recognised on the trade date at cost and are subsequently carried at fair value. Realised and unrealised gains and losses arising from changes in the fair value of derivative financial instruments are included in the income statement as other income or other expenses in the period in which they arise. The fair value of forward foreign exchange contracts and financial future options is determined using exchange rates at the balance sheet date.

Cash flow hedges
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the income statement as the recognised hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit of loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

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

1.3.8 Deferred taxation
Deferred taxation is provided using the liability method, for all temporary differences arising between the 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 future taxable profits will be available against which to offset the deductible temporary difference.

Management applies judgement to determine whether sufficient future taxable profits will be available after considering, amongst others, factors such as profit histories, forecasted cash flows and budgets.

1.3.9 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.

1.3.10 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.

1.3.11 Intangible assets
Goodwill
The difference between the fair value of the consideration paid and the fair value of net tangible assets of subsidiaries at the date of acquisition is charged or credited to goodwill arising on consolidation. Goodwill is not amortised, instead it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

If the net fair value of the identifiable assets, liabilities and contingent liabilities recognised exceeds the cost of the business combination, the Company shall:
- reassess the identification and measurement of the identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the combination; and
- recognise immediately in profit or loss any excess remaining after that assessment.

The Group's policy for goodwill arising on the acquisition of an associate is described under "Investment in associates" above.

Intellectual property
Intellectual property is recognised at directors valuation on the acquisition of subsidiary. Intellectual property has a finite useful life and is carried at directors' initial valuation less any accumulated amortisation and any impairment losses. Intellectual property is amortised over its useful life, which is estimated to be 20 years. The useful life will be reviewed at each balance sheet date.

1.3.12 Share-based payments
The Group provides employees with the ability to purchase the Company's shares at a discount to the market value. The Group records an expense, based on its estimate of the discount related to shares expected to vest, on a straight line basis over the vesting period with a corresponding increase in the share-based payment reserve.

	Group		Company	
	2009	2008	**2009**	2008
	R000s	R000s	**R000s**	R000s
2. Property, plant and equipment				
Cost				
Plant and machinery	**88 392**	89 867		
Motor vehicles	**6 319**	6 039		
Office equipment and furniture	**21 360**	21 265		
Leasehold improvements	**10 994**	10 127		
	127 065	127 298		
Accumulated depreciation				
Plant and machinery	**68 084**	67 149		
Motor vehicles	**4 596**	4 064		
Office equipment and furniture	**15 966**	15 778		
Leasehold improvements	**5 856**	5 253		
	94 502	92 244		
Net carrying amount				
Plant and machinery	**20 308**	22 718		
Motor vehicles	**1 723**	1 975		
Office equipment and furniture	**5 394**	5 487		
Leasehold improvements	**5 138**	4 874		
	32 563	35 054		

Movement summary	**Leasehold improvements R000s**	**Plant and machinery R000s**	**Other fixed assets R000s**	**Total R000s**
Opening net carrying amount	**4 874**	**22 718**	**7 462**	**35 054**
Additions	**869**	**2 128**	**2 610**	**5 607**
Disposals	**(79)**	**(584)**	**(65)**	**(728)**
Depreciation	**(527)**	**(3 937)**	**(2 440)**	**(6 904)**
Translation difference	**1**	**(17)**	**(108)**	**(124)**
Disposal of subsidiary			**(342)**	**(342)**
Closing net carrying amount	**5 138**	**20 308**	**7 117**	**32 563**

	Group	
	2009	2008
	R000s	R000s
3. Intangible assets		
Goodwill		
Balance at beginning of year	**37 991**	25 107
Acquisition of subsidiaries		14 649
Disposal of subsidiary		(1 765)
Balance at end of year	**37 991**	37 991
Intellectual property		
Balance at beginning of year	**14 322**	
Acquisition of subsidiary		14 322
Balance at end of year	**14 322**	14 322
	52 313	52 313

		Group		Company	
		2009	2008	**2009**	2008
		R000s	R000s	**R000s**	R000s
4.	**Investment in subsidiaries**				
	Shares at valuation			**85 556**	87 291
	Amount owing by subsidiaries			**(34 326)**	(39 325)
				51 230	47 966
	The above loans are unsecured, interest free, with no fixed terms of repayment. Refer to page 44 for analysis of subsidiaries.				
5.	**Investment**				
	Unlisted investment at cost				
	HY Investments 19 (Proprietary) Limited	**51 706**	51 706		
	Two redeemable cumulative preference shares, redeemable on 18 October 2012.				
	Dividends are receivable at a annual rate of 10,6% nominal, compounded semi-annually.				
6.	**Deferred taxation**				
	Balance at beginning of year	**(10 234)**	(11 904)		
	Charge to income statement	**222**	239		
	– Capital allowances	**(555)**	(411)		
	– Other temporary differences	**333**	852		
	– Rate adjustment		(202)		
	Amounts not charged to income statement – translation reserve	**(480)**	1 431		
		(10 492)	(10 234)		
	Balance consists of:				
	Asset	**17 754**	18 383		
	Computed tax losses	**17 754**	18 383		
	Liability	**7 262**	8 149		
	Capital allowances	**5 301**	5 856		
	Other temporary differences	**(495)**	(563)		
	Translation reserve	**2 456**	2 856		
		(10 492)	(10 234)		
7.	**Inventories**				
	Raw materials	**13 016**	19 010		
	Work in progress	**3 508**	3 571		
	Finished goods	**248 166**	221 768		
		264 690	244 349		

		Group		Company	
		2009	2008	**2009**	2008
		R000s	R000s	**R000s**	R000s
8.	**Trade and other receivables**				
	Trade receivables	**155 536**	184 941		
	Other	**42 617**	54 280	**800**	24 157
		198 153	239 221	**800**	24 157
	Ageing of past due but not impaired trade receivables				
	Not past due	**151 572**	177 640		
	Past due	**3 964**	7 301		
		155 536	184 941		
	The maximum exposure to credit risk for gross trade and other receivables at the reporting date by geographical region was:				
	South Africa	**164 092**	189 894	**800**	24 157
	Australasia	**26 224**	37 376		
	Europe		7 898		
	Africa	**399**	269		
	Asia	**7 438**	3 784		
		198 153	239 221	**800**	24 157
9.	**Trade and other payables**				
	Trade payables	**104 187**	104 357		
	Accrued expenses	**22 346**	32 941		
	Value added tax	**4 610**	4 751		
	Provisions/other payables	**26 701**	37 115	**113**	113
		157 844	179 164	**113**	113
	Ageing of due dates				
	Trade payables				
	0 – 30 days	**70 690**	91 013		
	31 – 60 days	**16 510**	12 940		
	61 – 90 days	**288**	404		
	> 90 days	**16 699**			
		104 187	104 357		
10.	**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				
	22 646 645 (2008: 22 646 465) ordinary shares of 1 cent each	**226**	226	**226**	226
	Treasury share	**(22 009)**	(20 927)		
	Share premium	**58 682**	72 111	**60 570**	73 999
	Capital distribution	**(69 162)**	(55 733)	**(69 162)**	(55 733)
	Arising on shares issued	**133 106**	133 106	**133 106**	133 106
	Share issue expenses written off	**(3 374)**	(3 374)	**(3 374)**	(3 374)
	Goodwill arising on consolidation	**(1 888)**	(1 888)		
		36 899	51 410	**60 796**	74 225
11.	**Share-based payment reserve**				
	Equity arising on share-based payment transactions	**2 282**	1 839		

		Group		Company	
		2009	2008	**2009**	2008
		R000s	R000s	**R000s**	R000s
12.	**Hedging reserve**				
	Balance at beginning of year				
	Loss recognised on cash flow hedges:				
	Foreign currency forward exchange contracts	**5 620**			
	Income tax related to loss recognised in equity	**(1 686)**			
	Balance at end of year	**3 934**	–		
13.	**Long term liability**				
	The loan from Gap Finance 19 (Proprietary) Limited is repayable on 18 October 2012, bears interest at a fixed rate of 12,05% compounded semi annually in arrear and is secured by a fellow subsidiary of Nu-World Holdings Ltd.	**20 000**	20 000		
14.	**Revenue**				
14.1	**Group**				
	Continuing operations	**1 443 104**	1 548 370		
	Discontinued operation		342 512		
	Consolidated revenue comprises the net invoiced value of goods supplied to customers, less trade discounts and rebates where applicable	**1 443 104**	1 890 882		
14.2	**Company**				
	Revenue comprises dividends from a subsidiary company.			**356**	404
15.	**Operating profit**				
	Operating profit is arrived at after taking into account:				
	Income				
	Foreign exchange profits	**4 704**	7 869		
	Investment income	**5 598**	7 016		
	Expenditure				
	Auditors' remuneration	**986**	1 166	**19**	18
	Audit fees	**744**	934	**15**	15
	Fees for other services	**242**	232	**4**	3
	Depreciation of property, plant and equipment	**6 904**	6 097		
	Plant and machinery	**3 937**	3 660		
	Leasehold improvements	**527**	519		
	Motor vehicles	**643**	536		
	Office equipment and furniture	**1 797**	1 382		
	Directors' executive emoluments				
	Paid by company			**230**	230
	Paid by subsidiary	**17 923**	16 815		
	Loss on disposal of property, plant and equipment	**165**	114		
	Operating lease rentals				
	Property	**9 229**	9 468		

	Group		Company	
	2009	2008	**2009**	2008
	R000s	R000s	**R000s**	R000s
16. Taxation				
16.1 Charge to income statement				
South African normal taxation	**8 104**	11 386		
– Current year	**8 104**	11 392		
– Prior year		(6)		
South African deferred taxation	**(488)**	(567)		
– Current year	**(488)**	(567)		
Foreign taxation	**139**	(7)		
– Current year	**139**	(7)		
Foreign deferred taxation	**710**	806		
– Current year	**710**	806		
	8 465	11 618		
16.2 Reconciliation of rates of taxation				
Statutory tax rate	**28,00%**	28,00%		
Adjusted for:	**(2,69%)**	(6,78%)		
Permanent differences	**(2,68%)**	(3,75%)		
Foreign taxation	**(0,01%)**	(2,63%)		
Attributable to rate change		(0,40%)		
Effective tax rate	**25,31%**	21,22%		

16.3 The Group has a tax loss of R415 934 (2008: R4 618 464) to carry forward to set off against future taxable income. These have not been recognised in these financial statements due to uncertainty of their recoverability.

17. Earnings per share and headline earnings per share

The calculation of earnings per share is based on earnings of R23 033 525 (2008: R40 273 071) for the year and a weighted average of 21 162 931 (2008: 21 696 807) shares in issue for the year.

The calculation of headline earnings per share of 143,1 cents (2008: 200,9 cents) is based on headline earnings of R30 285 219 (2008: R43 596 210) and a weighted average of 21 162 931 (2008: 21 696 807) shares in issue. The following adjustments to income attributable to shareholders were taken into account in the calculation of headline earnings:

	Group 2009 R000s	Group 2008 R000s	Company 2009 R000s	Company 2008 R000s
Attributable to ordinary shareholders	**23 033**	40 273		
Net loss on disposal of subsidiary	**7 251**	3 323		
Headline earnings	**30 284**	43 596		

		Group		Company	
		2009	2008	**2009**	2008
		R000s	R000s	**R000s**	R000s
18.	**Capital distribution**	**7 678**	13 429	**7 678**	13 429
	It is the Company's policy to declare only one dividend per year. The Board has resolved to declare a distribution to shareholders by way of a capital distribution out of share premium of 33,9 cents (2008: 59,3 cents) per share in respect of the year ended 31 August 2009.				
19.	**Cash flow information**				
19.1	**Cash generated from/(absorbed by) operations**				
	Operating profit/(loss) from continuing operations	**40 117**	53 238	**(6 664)**	2 549
	Operating profit from discontinued operation		8 290		
	Operating profit/(loss) before interest and taxation	**40 117**	61 528	**(6 664)**	2 549
	Adjustments for:				
	Loss on disposal of subsidiary	**4 925**	2 906		
	Depreciation	**6 904**	6 097		
	Transfer of fair value adjustment	**443**	761		
	Loss on disposal of property, plant and equipment	**165**	114		
	Investment income	**(5 598)**	(7 016)		(799)
	Translation difference	**(704)**	9 875		
	Hedging reserve	**(3 934)**			
	Operating profit/(loss) before working capital changes	**42 318**	74 265	**(6 664)**	1 750
	Working capital changes	**(7 212)**	(87 543)	**23 357**	(24 158)
	Increase in inventories	**(31 710)**	(55 749)		
	Decrease/(increase) in trade and other receivables	**33 170**	(66 257)	**23 357**	(24 156)
	(Decrease)/increase in trade and other payables	**(8 672)**	34 463		(2)
		35 106	(13 278)	**16 693**	(22 408)
19.2	**Taxation paid**				
	Amount (unpaid)/prepaid at beginning of year	**(1 875)**	(6 095)	**39**	39
	Amounts charged to the income statement	**(8 243)**	(11 379)		
	Disposal of subsidiary	**(1 773)**	1 233		
	Amounts unpaid/(prepaid) at end of year	**3 619**	1 875	**(39)**	(39)
		(8 272)	(14 366)	**–**	–
19.3	**Dividends paid**				
	Amounts unpaid at beginning of year				
	Amounts charged to the income statement	**(239)**	(277)		
	Capital distribution	**(13 429)**	(28 376)	**(13 429)**	(28 376)
	Amounts unpaid at end of year				
		(13 668)	(28 653)	**(13 429)**	(28 376)

	Group		Company	
	2009	2008	**2009**	2008
	R000s	R000s	**R000s**	R000s
19. Cash flow information (continued)				
19.4 Acquisition/disposal of subsidiaries				
19.4.1 Acquisition of subsidiary				
Primex Products Proprietary Limited				
Fair value of assets acquired				
Goodwill		296		
Net cash purchase price	–	296		
19.4.2 Acquisition of subsidiary				
Overstockoutlet Proprietary Limited				
Plant and equipment		3 041		
Cash and cash equivalents		(14 454)		
Inventories		22 002		
Trade and other receivables		115		
Trade and other payables		(19 777)		
Fair value of assets acquired	–	(9 073)		
Minority interest		4 446		
Goodwill		14 322		
Intellectual property		14 322		
Purchase price	–	24 017		
Cash and cash equivalents on acquisition		14 454		
Net cash purchase price	–	38 471		
19.4.3 Acquisition of subsidiary				
CTG Yale Proprietary Limited				
Fair value of assets acquired				
Goodwill		31		
Net cash purchase price	–	31		
	–	38 798		
19.4.4 Disposal of subsidiary				
On Corporation Inc.				
Property, plant and equipment		484		
Cash and cash equivalents		33 243		
Inventories		5 840		
Trade and other receivables		52 943		
Trade and other payables		(31 123)		
Translation difference		(4 785)		
Receiver of revenue		(1 233)		
Fair value of assets disposed off	–	55 369		
Minority interest		(30 453)		
Goodwill		1 765		
Loss on disposal		(2 906)		
Selling price	–	23 775		
Cash and cash equivalents on disposal		(33 243)		
Net cash selling price	–	(9 468)		

		Group		Company	
		2009	2008	**2009**	2008
		R000s	R000s	**R000s**	R000s
19.	**Cash flow information (continued)**				
19.4.5	***Disposal of subsidiary***				
	Nu World UK Limited				
	Property, plant and equipment	**342**			
	Cash and cash equivalents	**(3 481)**			
	Inventories	**11 369**			
	Trade and other receivables	**7 897**			
	Trade and other payables	**(12 647)**			
	Loan	**(4 434)**			
	Receiver of revenue	**1 773**			
	Fair value of assets disposed off	**819**	–		
	Minority interest	**(328)**			
	Loss on disposal	**(491)**			
	Selling price	**–**	–		
	Cash and cash equivalents on disposal	**3 481**			
	Net cash selling price	**3 481**	–		
19.5	**Cash and cash equivalents**				
	Cash and cash equivalents consist of cash on hand, balances with banks and investments in money market instruments.	**149 131**	139 688		

20. Related party transactions

Transactions with group companies

Nu-World Industries (Proprietary) Limited; Nu-World Strategic Investments (Proprietary) Limited; Conti Marketing (Proprietary) Limited; Conti Industries (Proprietary) Limited and Yale Prima Proprietary Limited are subsidiaries of Nu-World Holdings Limited.

Related party transactions are conducted at arms length.

Transactions with related parties are as follows:

Nu-World Industries (Proprietary) Limited is a wholly owned subsidiary and the main manufacturing and trading entity of the Group.

Nu-World Industries (Proprietary) Limited has a Procurement, Purchasing and Assembly Agreement with Conti Industries (Proprietary) Limited and a Warehousing and Distribution Agreement with Conti Marketing (Proprietary) Limited.

Manufactured goods are exported to Yale Prima Proprietary Limited.

21. Retirement benefits

The Group contributes to either a defined contribution pension fund or provident fund. These funds are registered under the Pension funds Act, 1956.

Non-scheduled employees may choose to which fund they wish to belong.

		2009 Shares	2008 Shares
22.	**Share incentive and option scheme**		
	During March 1994 a share incentive and option scheme was created.		
	Total number of shares available to be utilised for the share incentive and option scheme:		
	Opening balance – unissued shares	**1 431 852**	818 125
	Shares purchased during the year	**65 999**	613 727
	Shares issued during the year		
	Closing balance – unissued shares	**1 497 851**	1 431 852
	The above mentioned shares are under the control of the Company's executive directors.		

		Group	
		R000s	R000s
23.	**Operating lease arrangements**		
23.1	**The Group as lessee**		
	Property		
	Due within one year	**10 540**	11 394
	Due within two to five years	**47 226**	27 829
		57 766	39 223
23.2	**The Group as lessor**		
	The Group leases certain consumer electronics to the public in terms of operating lease agreements. The following represents the future minimum lease payments in terms of the operating lease agreements:		
	Due within one year	**313**	383
	Due within two to five years	**59**	202
		372	585

24. Financial risk management

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.

24.1 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.

24.2 Foreign currency management

Foreign exchange commitments are managed using forward exchange contracts and the natural hedge derived from uncovered export proceeds. At 31 August 2009 forward exchange contracts amounted to USD26,4 million (2008: USD19,4 million).

24.3 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 2009, the Group did not consider that any significant concentration of credit risk existed which had not been adequately provided for.

24.4 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.

25. Contingent liabilities

The Group has signed guarantee's for bank borrowings and other loan facilities on behalf of their wholly owned subsidiary, Nu-World Industries (Proprietary) Limited, which at year end amounted to R383,0 million (2008: R372,5 million).

26. Accounting statements issued, not yet effective

At the date of authorisation of these financial statements, the following new standards and interpretations and amendments to existing standards were in issue but not yet effective:

Standard	Details of amendment	Annual periods beginning on or after
IFRS 1 – First-time adoption of International Financial Reporting Standards	▪ Measurement of the cost of investments in subsidiaries, jointly controlled entities and associates when adopting IFRS for the first time. ▪ Amendments relating to oil and gas assets and determining whether an arrangement contains a lease.	1 January 2009 1 January 2010
IFRS 2 – Share based payments	▪ Amendments to vesting conditions and cancellations. ▪ Clarification of scope of IFRS 1 and IFRS 3 revised. ▪ Accounting for group cash-settled share based payment transactions – clarity of the definition of the term "Group".	1 January 2009 1 July 2009 1 January 2010
IFRS 3 – Business combinations	▪ Amendments to accounting for business combinations.	1 July 2009
IFRS 5 – Non-current assets held for sale and discontinued operations	▪ Plan to sell the controlling interest in a subsidiary. ▪ Disclosure of non-current assets (or disposal groups) classified as held for sale of discontinued operations. ▪ Amendments resulting from IFRIC 17 for assets held for distribution to owners.	1 July 2009 1 January 2010 1 July 2009
IFRS 7 – Financial instruments: disclosures	▪ Presentation of finance costs. ▪ Amendment dealing with improving disclosures about financial instruments. ▪ Amendments enhancing disclosures about for value and liquidity risk.	1 January 2009 1 January 2009 1 January 2009
IFRS 8 – Operating segments	▪ New standard on segment reporting (replaces IAS 14). ▪ Disclosure of information about segment assets.	1 January 2009 1 January 2010
IAS 1 – Presentation of financial statements	▪ Amendments to structure of Financial Statements. ▪ Current/non-current classification of derivatives. ▪ Current/non-current classification of convertible instruments.	1 January 2009 1 January 2010
IAS 7 – Statement of cash flows	▪ Cash flows from assets held for rental classified as operating activities. ▪ Classification of expenditures on unrecognised assets.	1 January 2009 1 January 2010
IAS 8 – Accounting policies, changes in accounting estimates and errors	▪ Status of implementation guidance.	1 January 2009
IAS 10 – Events after the reporting period	▪ Dividends declared after the end of the reporting period. ▪ Amendment resulting from the issue of IFRIC 17.	1 January 2009 1 July 2009
IAS 16 – Property, plant and equipment	▪ Recoverable amount definitions. ▪ Accounting for sale of assets held for rental.	1 January 2009
IAS 19 – Employee benefits	▪ Curtailments and negative past service cost. ▪ Plan administration costs. ▪ Replacement of term 'fall due'. ▪ Guidance on contingent liabilities.	1 January 2009
IAS 20 – Accounting for government grants and disclosure of government assistance	▪ Government loans with a below-market rate of interest. ▪ Consistency of terminology with other IFRSs.	1 January 2009
IAS 23 – Borrowing costs	▪ Amendment requiring capitalisation only model. ▪ Components of borrowing costs.	1 January 2009

26. **Accounting statements issued, not yet effective (continued)**

Standard	Details of amendment	Annual periods beginning on or after
IAS 27 – Consolidated and separate financial statements	▪ Amendment dealing with measurement of the cost of investments when adopting IFRS for the first time. ▪ Consequential amendments from changes to business combinations. ▪ Measurement of subsidiary held for sale in separate financial statements.	1 January 2009 1 July 2009 1 July 2009
IAS 28 – Investments in associates	▪ Required disclosures when investments in associates are accounted for at fair value through profit or loss. ▪ Impairment of investment in associate. ▪ Consequential amendments from changes to business combinations.	1 January 2009 1 July 2009
IAS 29 – Financial reporting in hyperinflationary economies	▪ Description of measurement basis in financial statements. ▪ Consistency of terminology with other IFRSs.	1 January 2009
IAS 31 – Interests in joint ventures	▪ Required disclosures when interests in jointly controlled entities are accounted for at fair value through profit or loss. ▪ Consequential amendments from changes to business combinations.	1 January 2009 1 July 2009
IAS 32 – Financial instruments: presentation	▪ Certain financial instruments will be classified as equity whereas, prior to these amendments, they would have been classified as financial liabilities.	1 January 2009
IAS 34 – Interim financial reporting	▪ Earnings per share disclosures in interim financial reports.	1 January 2009
IAS 36 – Impairment of assets	▪ Disclosure of estimates used to determine recoverable amount. ▪ Unit of accounting for goodwill impairment test.	1 January 2009 1 January 2010
IAS 38 – Intangible assets	▪ Advertising and promotional activities. ▪ Unit of production method of amortisation. ▪ Additional consequential amendments arising from revised IFRS 3. ▪ Measuring the fair value of an intangible asset acquired in a business combination.	1 January 2009 1 July 2009 1 July 2009

IAS 39 – Financial instruments: recognition and measurement	▪ Reclassification of derivatives into or out of the classification of at fair value through profit or loss.
	▪ Designating and documenting hedges at the segment level.
	▪ Applicable effective interest rate on cessation of fair value hedge accounting.
	▪ Clarifies two hedge accounting issues:
	  ▪ Inflation in a financial hedged item.
	  ▪ A one-sided risk in a hedged item.
	▪ Treating loan prepayment penalties as closely related embedded derivatives.
	▪ Scope exemption for business combination contracts
	▪ Cash flow hedge accounting.
	▪ Amendments for embedded derivatives when reclassifying financial instruments.
		1 January 2009
		1 July 2009
		1 January 2010
		30 June 2009

26. Accounting statements issued, not yet effective (continued)

Standard	Details of amendment	Annual periods beginning on or after
IAS 40 – Investment property	▪ Property under construction or development for future use as investment property. ▪ Consistency of terminology with IAS 8. ▪ Investment property held under lease.	1 January 2009
IAS 41 – Agriculture	▪ Discount rate for fair value calculations. ▪ Additional biological transformation. ▪ Examples of agricultural produce and products. ▪ Point-of-sale costs.	1 January 2009

Interpretations	Annual periods beginning on or after
IFRIC 9 (amended) – Reassessment of embedded derivatives	1 July 2009
IFRIC 14 IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their Interaction	1 January 2009
IFRIC 15 – Agreements for the construction of real estate	1 January 2009
IFRIC 16 – Hedges of a net investment in a foreign operation. IFRIC 16 (amended) – Hedges of a net investment in a foreign operation	1 October 2009 1 July 2009
IFRIC 17 – Distribution of non-cash assets to owners	1 July 2009
IFRIC 18 – Transfers of assets from customers	1 July 2009

The directors anticipate that the adoption of these standards and interpretations and amendments to existing standards in future periods will have no material impact on the financial statements of the Group.

INTEREST IN SUBSIDIARIES

as at 31 August 2009

	Issued share capital		Effective shareholding		Shares at valuation		Loans receivable/ (payable)	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008
	Rs	Rs	**%**	%	**R000s**	R000s	**R000s**	R000s
Direct interest								
Nu-World Industries (Proprietary) Limited	**5 725**	5 725	**100,0**	100,0	**38 930**	38 930	**(90 045)**	(104 587)
Nu-World Strategic Investments (Proprietary) Limited	**1**	1	**100,0**	100,0	**1**	1		
Conti Industries (Proprietary) Limited	**35 401**	35 401	**100,0**	100,0	**15**	15		
Conti Marketing (Proprietary) Limited	**4 781**	4 781	**100,0**	100,0	**15**	15		
Nu World U.K. Limited		1 188		60,0		1 735		4 433
Yale Prima Proprietary Limited	**58 267 140**	58 267 140	**59,4**	59,4	**46 595**	46 595	**9 479**	9 123
Nu-World Global Investments (Proprietary) Limited	**100**	100	**100,0**	100,0			**46 240**	51 706
Urent Then Own (Proprietary) Limited	**100**	100	**100,0**	100,0				
The aggregate net profit after taxation of subsidiaries attributable to the company amounted to R23 033 525 (2008: R40 273 073).								
					85 556	87 291	**(34 326)**	(39 325)

Indirect interest

Prima Akai Proprietary Limited
Yale Appliance Group Proprietary Limited
Primex Products Proprietary Limited
CTG Yale Proprietary Limited
Overstockoutlet Proprietary Limited

SHAREHOLDERS CALENDER

Declaration of dividend	26 October 2009
Announcement of 2009 results	Published 27 October 2009
2009 Annual Financial Statement to shareholders	Published November 2009
Record date	11 December 2009
Payment of capital distribution four	14 December 2009
Annual General Meeting	10 February 2010
Announcement of 2010 interim results	To be published April 2010

Notice is given that the annual general meeting of shareholders in respect of the year ended 31 August 2009 will be held in the boardroom of Nu-World Holdings Limited at 35 Third Street, Wynberg, Sandton at 10h00 on Wednesday, 10 February 2010 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"); and subject to the Listings Requirements of the JSE Limited ("JSE"):

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 2009 be approved."

Ordinary resolution number 2
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. Curriculum vitae in respect of each director as at 31 August 2009 appear on page 9 of the annual report.

"Resolved that the retiring directors, G R Hindle, J M Judin, R Kinross and D Piaray who, being eligible, have offered themselves for re-election, be and they are hereby re-appointed as directors."

Ordinary resolution number 3
"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 2009 be approved."

Ordinary resolution number 4
"Resolved that the directors be and are hereby authorised to re-appoint Tuffias Sandberg KSi as auditors and Shaun Nurick as the individual designated auditor 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 2009 be approved."

Ordinary resolution number 5
"Resolved that the authorised but unissued shares in the capital of the Company be and are hereby placed under the authority of the directors in terms of Sections 221 and 222 of the Companies Act 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. Such issues in the aggregate in any one financial year shall not exceed 5% (five percent) of the ordinary shares in issue in the capital of the Company.

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."

Ordinary resolution number 6
"Resolved that subject to the passing of ordinary resolution number 5 and the Act and the Listings Requirements of the JSE, the directors of the Company be authorised, by way of a general authority to allot and issue ordinary shares of the Company for cash, in the share capital of the Company, subject to the following limitations:

That this authority shall not extend beyond 15 (fifteen) months from the date of this annual general meeting, or the date of the next annual general meeting, whichever is the earlier date;

That the shares will only be issued to "public shareholders" as defined in the Listings Requirements of the JSE, and not to related parties;

That a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one financial year, 5% (five percent) or more of the number of shares of that class in issue prior to the issue;

That issues in the aggregate in any one financial year may not exceed 5% (five percent) of the number of shares of that class of the Company's issued share capital (including instruments which are compulsorily convertible into shares of that class) at the date of application less any shares of that class issued, or to be issued in future arising from option/convertible securities issued during the current financial year, plus any shares to be issued pursuant to an announced, irrevocable and fully underwritten rights offer or to be issued pursuant to any acquisition for which final terms have been announced; and

That, in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average trading price of the shares in question, as determined over the 30 (thirty) business days prior to the date that the price of the issue is determined or was agreed between the issuer and the party subscribing for the securities."

In terms of the Listing Requirements of the JSE, the approval of a 75% (seventy five percent) majority of votes cast by shareholders present or represented by proxy at this meeting is required for this resolution to become effective.

Special resolution number 1
"Resolved that the Company hereby approves, as a general approval contemplated in sections 85(2) and 85(3) of the Act, and in terms of the Company's articles of association the

acquisition by the Company or any of its subsidiaries 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 may from time to time determine, but subject to the articles of association of the Company, the provisions of the Act and the Listings Requirements of the JSE as presently constituted and which may be amended from time to time, and provided:

That any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party;

That 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;

That a paid press announcement will be published as soon as the Company or its subsidiaries has/have 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, and in respect of every 3% (three percent) thereafter, which announcement shall contain full details of such acquisitions. Such announcement must be made as soon as possible and in any event no later than 08h30 on the second day following the day the relevant threshold is reached or exceeded;

That acquisitions by the Company and its subsidiaries of ordinary shares in the aggregate in any one financial year may not exceed 10% (ten percent) of the Company's issued ordinary shares capital from the date of the grant of this general authority;

That, in determining the price at which the Company's ordinary 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) business days immediately preceding the date of repurchase of such ordinary shares by the Company;

That the Company may at any point in time only appoint one agent to effect any repurchase(s) on its behalf;

That the Company may only undertake a repurchase if, after such a repurchase it shall still comply with the spread requirements of the JSE Listings Requirements; and

That the Company may not repurchase securities during a prohibited period, as defined in the JSE Listings Requirements, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period.

The reason for the special resolution is to grant the Company a general authority in terms of the Act for the acquisition by the Company or any of its subsidiaries of shares issued by the Company, which authority shall be valid until the earlier of the next annual general meeting of the Company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this annual general meeting. The passing and registration of this special resolution will have the effect of authorising the Company or any of its subsidiaries to acquire shares issued by the Company.

The following information which is required by the JSE Listings Requirements with regard to the ordinary resolution number 7 and special resolution number 1, granting a general authority to the Company to repurchase securities and authority to make payment out of the share premium account, appears on the pages of the annual financial statements to which this notice of general meeting is annexed, namely:

Directors of the Company:	page 9
Major shareholders:	page 21
Directors' interests in securities:	page 25
Share capital of the Company:	page 34

Litigation

There are no legal or arbitration proceedings, either pending or threatened against the Company or its subsidiaries, of which the Company is aware, which may have, or have had in the last 12 (twelve) months, a material effect on financial position of the Company or its subsidiaries.

Material changes

Save as disclosed in the report of the directors, there has been no material change in the financial and trading position of the Company or of its subsidiaries since 31 August 2009 and the date of this report.

Directors' responsibility statement

The directors, whose names are given on page 9 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and notice of annual general meeting contains all the information required by the JSE Listings Requirements.

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 the intention of the directors of the Company is to utilise the authorities 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;

That the method by which the Company intends to re-purchase its securities and the date on which such re-purchase will take place, has not yet been determined; and

That after considering the effect of a maximum permitted re-purchase of securities, the Company is, as at the date of this notice convening the annual general meeting of the Company, able to fully comply with the Listings Requirements of the JSE.

Nevertheless, at the time that the contemplated repurchase and the capital distribution is to take place, the directors of the Company will ensure:

That the Company and the Group will be able to pay their debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the date of the general repurchase and the capital distribution;

That the consolidated assets of the Company and the Group, fairly valued in accordance with the accounting policies used in the Company's latest audited annual group financial statements, will be in excess of the consolidated liabilities of the Company and the Group for a period of 12 (twelve) months after the date of the general repurchase and the capital distribution;

That the issued share capital and reserves of the Company and the Group will be adequate for the purposes of the business of the Company and the Group for a period of 12 (twelve) months after the date of the general repurchase and the capital distribution;

That the working capital available to the Company and the Group will be sufficient for the Company and the Group's requirements for a period of 12 (twelve) months after the date of the general repurchase and the capital distribution; and

That the Company will provide its sponsor and the JSE with all documentation as required in Schedule 25 of the JSE Listings Requirements, and will not commence any repurchase programme until the sponsor has signed off on the adequacy of its working capital, advised the JSE accordingly, and the JSE has approved this documentation.

Ordinary resolution number 7

"Resolved that, in terms of article 40 of the Company's Articles of Association and subject to the Company obtaining a declaration of the directors that the directors of the Company shall be entitled, from time to time, to pay by way of a reduction of share premium, capital distributions, pro-rata, to all shareholders of the Company in lieu of a dividend. Such distributions shall be the amounts which the directors would have declared and paid out of the profits of the Company as final dividends in respect of the financial year ended 31 August 2009. This authority shall not extend beyond the earlier the date of the annual general meeting following the annual general meeting at which this resolution is being proposed or 15 (fifteen) months from the date of the resolution."

In terms of section 5.86 of the Listings Requirements of the JSE any general payment(s) may not exceed 20% (twenty percent) of the Company's issued share capital, including reserves but excluding minority interests, and revaluations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last six months, in any one financial year, measured as at the beginning of such financial year.

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

That the intention of the Company and/or any of its subsidiaries is to utilise the general authority to make capital payments to shareholders 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, inter alia, of 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 interest of shareholders;

That the method by which the Company intends to make capital payments to shareholders in terms of the authority and the date on which such payments will take place will be announced following the annual general meeting; and

That further relevant disclosure as required for ordinary resolution number 7, in terms of the JSE Listings Requirements, is contained in the special resolution number 1.

The capital distribution is subject to the South African Exchange Control Regulations of the South African Reserve Bank. The following is a summary of certain of the South African Exchange Control Regulations insofar as they are applicable to shareholders in relation to this document. Shareholders should consult their professional advisors in this regard:

Emigrants from the common monetary area

Certificated shares: The capital distribution due to shareholders who have not dematerialised their shares, who are emigrants from the common monetary area and whose documents of title have been restrictively endorsed under the South African Exchange Control Regulations, will be deposited in a blocked rand account with the authorised dealer in foreign exchange in South Africa controlling the shareholders' blocked assets in accordance with his instructions, or failing such nomination, with the Company to be held in trust as an interim measure until such time as an authorised dealer is appointed and shall not bear interest.

Dematerialised shares: The capital distribution due to shareholders who are emigrants from the common monetary area and have dematerialised their shares will be credited directly to the blocked rand bank account of the duly appointed Central Securities Depository Participant ("CSDP") of the shareholders and will be held to the order of the authorised dealers in foreign exchange in South Africa controlling such shareholders' blocked accounts.

Other non-residents of the common monetary area: The capital distribution due to shareholders whose registered addresses are outside the common monetary area will be dealt with as follows:

Certificated shares: In the case of shareholders who have not dematerialised their shares, the capital distribution will be forwarded to the authorised dealers in foreign exchange in South Africa nominated by the shareholders. It will be incumbent on the shareholders concerned to instruct the nominated authorised dealers as to the disposal of the amount concerned.

Dematerialised shares: In the case of shareholders who have dematerialised their shares, the capital distribution will be credited directly to the bank account nominated by the shareholders, by their duly appointed CSDP. If the information regarding authorised dealers is not supplied, the cash consideration will be held in trust by the Company for the shareholders concerned pending receipt of the necessary information and instruction.

No interest will accrue or be paid on any capital distributions so held in trust.

Ordinary resolution number 8

"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."

Any member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote in his stead and the person so appointed need not be a member. A form of proxy is attached for use by certificated and own name dematerialised shareholders who cannot attend the annual general meeting and wish to be represented thereat. A form of proxy may be obtained from the registered office of the Company.

The attention of members is drawn to the fact that, to be effective, the completed proxy form must reach the transfer secretaries of the Company, Computershare Investor Services (Proprietary) Limited, Ground floor, 70 Marshall Street, Johannesburg, 2001 (P O Box 61051, Marshalltown, 2107), 48 hours (being 10h00 on Monday, 8 February 2010) before the scheduled time of the meeting. Shareholders whose shares have been dematerialised (other than by own name registration) must inform their CSDP or broker of their intention to attend the meeting and obtain the necessary Letter of Representation from the CSDP or broker to attend the meeting, or provide the CSDP or broker with voting instructions in terms of the custody agreement between them.

Dematerialised shareholders, other than own name dematerialised shareholders, who wish to attend the annual general meeting must request their CSDP or broker to provide them with a Letter of Representation or must instruct their CSDP or broker to vote by proxy on their behalf in terms of the agreement entered into between the shareholder and the CSDP broker.

By order of the Board

B H Haikney
Company secretary
Sandton
20 November 2009

NU-WORLD HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(REGISTRATION NUMBER 1968/002490/06)
Share Code: NWL ISIN code: ZAE000005070
("Nu-World" or "the Company")

For use only by certificated shareholders and own name dematerialised shareholders at the annual general meeting of the Company to be held at the Company's registered office, 35 Third Street, Wynberg, Sandton on Wednesday, 10 February 2010 at 10h00 and at any adjournment thereof.

I/We (Please print name in full) ____________________

of (address) ____________________

being a holder of ____________________ ordinary shares hereby appoint

1. ____________________ or failing him/her

2. ____________________ or failing him/her

3. The Chairman of the annual general meeting
as my/our proxy to act for me/us at the annual general meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary shares in the issued capital of Nu-World registered in my/our name as follows:

	For	Against	Abstain
Ordinary resolution 1: approval of annual financial statements			
Ordinary resolution 2: re-appointment of directors			
2.1 G R Hindle			
2.2 J M Judin			
2.3 D Piaray			
2.4 R Kinross			
Ordinary resolution 3: approval of directors' remuneration			
Ordinary resolution 4: re-appointment of auditors and individual designated auditor			
Ordinary resolution 5: placing of unissued shares under the control of directors			
Ordinary resolution 6: general authority to issue shares for cash			
Special resolution 1: general approval to repurchase shares			
Ordinary resolution 7: approval to make a capital distribution out of the share premium			
Ordinary resolution 8: authority to sign documents			

Signed at ____________________ on ____________________

Signature ____________________

Name if full ____________________

NOTES TO THE FORM OF PROXY

Any member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote in his stead and the person so appointed need not be a member. A form of proxy is attached for use by certificated and own name dematerialised shareholders who cannot attend the annual general meeting and wish to be represented thereat. A form of proxy may be obtained from the registered office of the Company. The attention of members is drawn to the fact that, to be effective, the completed proxy form must reach the transfer secretaries of the Company, Computershare Investor Services (Proprietary) Limited, Ground floor, 70 Marshall Street, Johannesburg, 2001 (P O Box 61051, Marshalltown, 2107), 48 hours (being 10h00 on Monday, 8 February 2010) before the scheduled time of the meeting. Shareholders whose shares have been dematerialised (other than by own name registration) must inform their Central Securities Depository Participant (“CSDP”) or broker of their intention to attend the annual general meeting and obtain the necessary authorisation from the CSDP or broker to attend the annual general meeting, or provide the CSDP or broker with voting instructions in terms of the custody agreement between them. A form of proxy is only to be completed by those shareholders who are:

1.1 Holding shares in certificated form; or

1.2 Recorded in dematerialised form on the electronic sub-register in ”own name”.

All other beneficial owners who have dematerialised their shares through a Central Securities Depository Participant (”CSDP”) or broker and wish to attend the annual general meeting, must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker in the manner and cut-off time stipulated therein.

A shareholder may insert the name of a proxy or the names of an alternative proxy of the shareholder’s choice in the space provided, with or without deleting ”the Chairman of the annual general meeting”, but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are filled in, the proxy shall be exercised by the Chairman of the annual general meeting.

A shareholder’s instruction to the proxy must be indicated by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he deems fit in respect of all the shareholder’s votes exercised thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect of which abstentions are recorded may not exceed the total votes exercisable by the shareholder or his proxy.

Forms of proxy must be lodged with or posted to the transfer secretaries; Computershare Investor Services (Proprietary) Limited, Ground floor, 70 Marshall Street, Johannesburg, 2001 (P O Box 61051, Marshalltown, 2107) to be received by not later than 10h00 on Monday, 8 February 2010, in accordance with the instructions thereon.

The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting, speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

Documentary proof establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company or waived by the Chairman of the annual general meeting.

Any alterations to the form of proxy must be initialled by the signatories.