NU-WORLD HOLDINGS LIMITED

INTEGRATED ANNUAL REPORT 2016

ABOUT THIS REPORT

"Nu-World Holdings Limited (NWHL) is pleased to provide you with the Group's 2016 integrated report as recommended in the King Code of Governance Principles for South Africa 2009 (King III)."

"The objective of this integrated report is to provide stakeholders with continuous insight into the Group's performance and the way in which it manages its business. In this report, business reporting focuses on the Group's strategy and its ability to create long-term sustainable value."

In compiling this report the Group was guided by the principles of integrated reporting, which in turn address the needs of its various stakeholders. The integrated report should provide an understanding of the Group's strategy, its business model and its major impact across economic, social and environmental areas. It should also provide insight into how the Group's business is managed. Aligned with its business strategy, it describes the material issues of the Group and shows the approach to addressing these in support of a common strategy.

Aspects of social and environmental sustainability have been part of the Group's strategy and business practices for many years. Continuous progress is being made on the monitoring and reporting of data relevant and material to these matters.

Scope and boundary

The scope of the report includes all operating subsidiaries and covers the reporting period 1 September 2015 to 31 August 2016.

The audited annual financial statements were approved on 27 October 2016. This integrated report was approved for distribution on 15 December 2016 and includes reference to significant events subsequent to year-end, up to the approval date.

All references to NWHL, the Group, the company, the business, our and we refer to Nu-World Holdings Limited and its underlying subsidiaries. These subsidiaries include all businesses in the local South African and international operations. For more detailed information on the Group, refer to our integrated report which is also available on www.nuworld.co.za.

The annual financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). All financial information is contained in the integrated report.

Management has considered and applied the principles of King III on integrated reporting and the consultation draft of the International Integrated Reporting Framework in the preparation of this report.

As the concepts and practices of integrated reporting develop, management will aim to enhance disclosures and application as deemed appropriate.

The principle of materiality has been applied in determining the content and extent of disclosure in the integrated report.

Forward-looking information

This integrated report contains certain forward-looking statements which relate to the financial position and results of the operations of the Group. These statements are solely based on the view and considerations of the directors. These statements, by nature, involve risk and uncertainty, relate to events and depend on circumstances that may occur in the future. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, global, national, economic and market conditions, including interest and foreign exchange rates, gross and operating margins achieved, competitive conditions and regulatory factors. These forward-looking statements have not been reviewed or reported on by the Group's external auditors.

External assurance

Assurance of the contents of the integrated report was considered throughout the process. The Board, assisted by the Audit Committee, is ultimately responsible for overseeing the integrity of the integrated report. This was achieved through setting up appropriate teams and structures to undertake the reporting process and the review and approval of the integrated report by the Board.

A combined assurance approach is being considered to ensure the appropriate application of integrated reporting principles and the integrity of data contained in the report.

External assurance obtained in the current year was limited to the audit opinion on the Group's annual financial statements.

Application of principles in King III code

NWHL is aware of and complies with all regulations relative to its operations. The Board aims to apply the best practice recommendations as set out in the King Report, in a manner that reflects the stature, market position and size of the Group.

A detailed list of the Group's application of King III principles is detailed on pages 29 to 34 of this integrated annual report.

Approval of the integrated report

The Board acknowledges its responsibility to ensure the integrity of the integrated report. The directors confirm they have reviewed the content of the integrated report and believe it addresses the material issues and is a fair presentation of the integrated performance of the Group.

An electronic version of this report is available online at: www.nuworld.co.za.

A printed copy of the annual financial statements is available on request from:

The Company Secretary
P.O Box 8964, Johannesburg, 2000
Email: bhaikney@nuworld.co.za

CONTENTS

NU-WORLD HOLDINGS BRANDS

JVC

TELEFUNKEN

Palsonic

prima ONE&ONLY

Sunbeam®

Vegas®

GOLDAIR

FENICI

iDEAS BY NU-WORLD

ideal

CONTI

MaGIC LINE

NU-TEC

Group revenue increased by 20,0% to

R2,59 billion

Net operating income before bad debt write-off increased by 53,1% to

R204,5 million

Profit attributable to equity holders increased by 10,4% to

R102,1 million

Earnings per share increased by 13,6% to

488,4 cents

Dividend per share increased by 10,3% to

180,4 cents

Net asset value per share increased by 6,4% to

4 286,6 cents

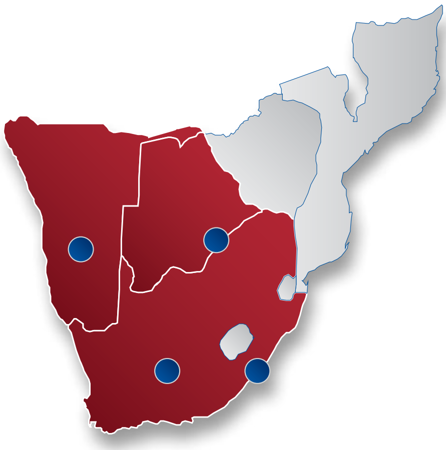
Cash generated from operations

R98,3 million

OPERATIONS/INTERNATIONAL REPRESENTATION

Major subsidiaries/operations
Johannesburg, South Africa | Hong Kong, China | Maseru, Lesotho | Sydney, Australia | Dubai, UAE | Sao Paulo, Brazil

Branch
Cape Town, South Africa



Southern African Agents

- South Africa
  - Bloemfontein
  - Durban
- Botswana
- Namibia

Worldwide customer base

Algeria

Angola

Australia

Bahrain

Botswana

Brazil

Congo

Cote D'ivoire

Djibouti

Fiji

France

Iraq

Iran

Israel

Jordan

Kazakhstan CIS

Lebanon

Lesotho

Libya

Madagascar

Mauritius

Morocco

Mozambique

Namibia

New Zealand

Nigeria

Paraguay

Qatar

Saudi Arabia

Senegal

South Africa

Swaziland

Syria

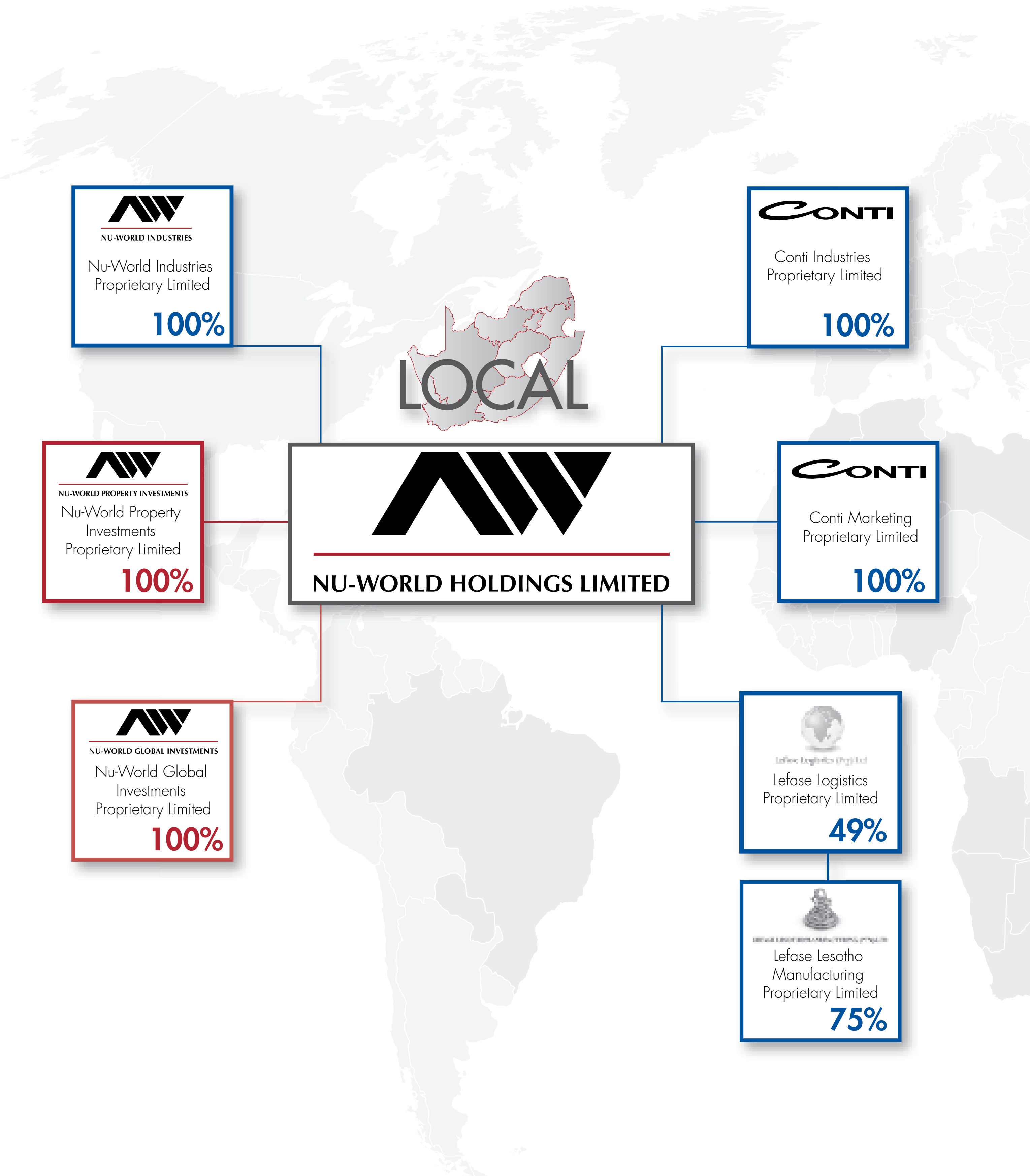
UAE

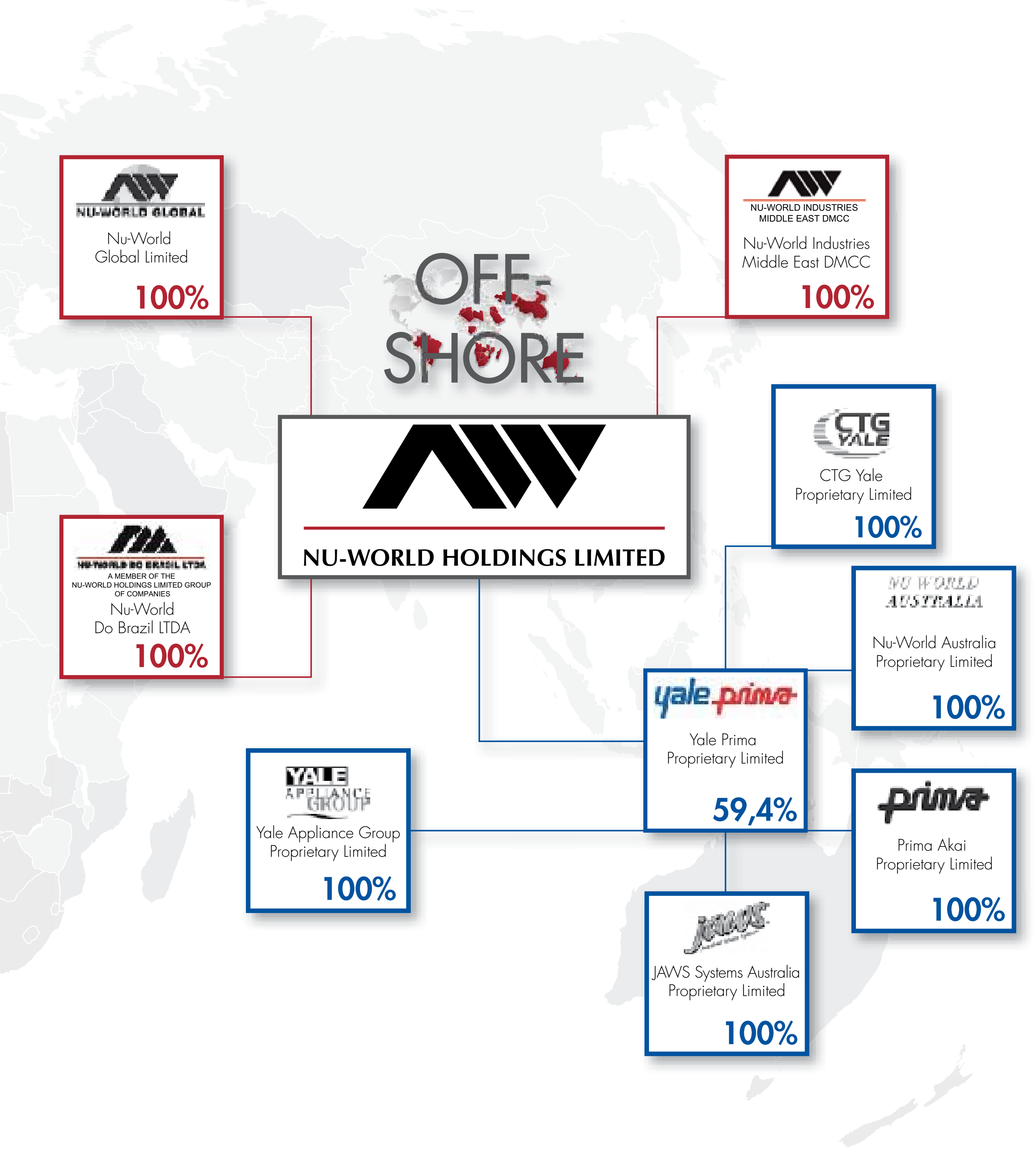
Uganda

Uruguay

Zambia

GROUP STRUCTURE





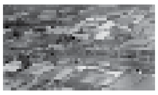
OFF-SHORE
NU-WORLD HOLDINGS LIMITED
NU-WORLD GLOBAL
Nu-World Global Limited
100%
NU-WORLD INDUSTRIES MIDDLE EAST DMCC
Nu-World Industries Middle East DMCC
100%
A MEMBER OF THE NU-WORLD HOLDINGS LIMITED GROUP OF COMPANIES
Nu-World Do Brazil LTDA
100%
CTG YALE
CTG Yale Proprietary Limited
100%
NU WORLD AUSTRALIA
Nu-World Australia Proprietary Limited
100%
yale prima
Yale Prima Proprietary Limited
59,4%
YALE APPLIANCE GROUP
Yale Appliance Group Proprietary Limited
100%
prima
Prima Akai Proprietary Limited
100%
JAWS
JAWS Systems Australia Proprietary Limited
100%

HISTORY OF NU-WORLD HOLDINGS LIMITED

1946 - 2000

1946

Nu-World Industries Proprietary Limited was established and began manufacturing electrical wiring accessories



1952

Manufacturing of small electrical appliances commenced

1980

Nu-World began importing and distributing small electrical appliances

1987

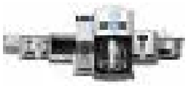
Nu-World Holdings Limited listed on the Johannesburg Stock Exchange

1995

Nu-World appointed as the sole agent for JVC in South Africa and sub-saharan Africa

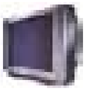
1996

Exclusive Sunbeam distribution agreement for the South African region



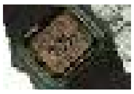
1999

Nu-Tec consumer electronics introduced



2000

Casio Agency and distribution agreement signed with James Ralph Proprietary Limited



2001 - 2016

2001

Appointed sole agent for Telefunken in South Africa

TELEFUNKEN

2003

Acquired interest in Conti South Africa

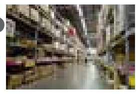
CONTI 100%

2007

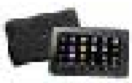
yale prima

Investment in Yale Prima Proprietary Limited

59,4%

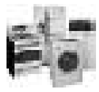


2009



Introduction of the Hi-Tech and Liquor divisions

Expansion of White Goods division



2010

Acquired 49% interest in Lefase Logistics Proprietary Limited

2012

Lefase Lesotho Manufacturing Proprietary Limited established

2013

Nu-World Global Limited in Hong Kong established

NU-WORLD GLOBAL

Nu-World's JVC agency agreement extended to include entire Africa, Middle East, Australasia, New Zealand and Brazil

2014

NU-WORLD INDUSTRIES MIDDLE EAST DMCC

Nu-World Industries Middle East DMCC in Dubai established

2016

SANSUI

Supply of Sansui brand to JD Group.


7
3
2
1
5
4
6

1

M S Goldberg (64)

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 39 years' experience in manufacturing and the appliance industry.

2

J A Goldberg (61)

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 39 years' experience in manufacturing and the appliance industry.

5

D Piaray (49)

Independent non-executive director

DChem. Eng (Natal) BCom (Unisa) MBA (Wits)

Currently the Group chief executive officer of Xeon Logistics Proprietary Limited. Appointed to the Board in 2002 and holds positions as executive and non-executive director for several listed and non-listed companies.

3

G R Hindle (55)

Group 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 33 years' experience in financial management and information system technology in the manufacturing and electronic environment.

6

R Kinross (75)

Independent non-executive director

BAcc (Unisa) CA(SA)

Served as a financial director in the retail industry for a number of years before becoming a senior partner at Tuffias Sandberg KSi. Retired from audit practice in 2009 having reached mandatory retirement age. Appointed to the Board in 2009 and is currently a consultant to several medium-sized family businesses.

4

J M Judin (70)

Lead independent non-executive director

Dip Law (Wits)

Currently the senior partner at the Johannesburg based law firm, Judin, Combrinck 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 Group Holdings Limited.

7

F J Davidson (51)

Independent non-executive director

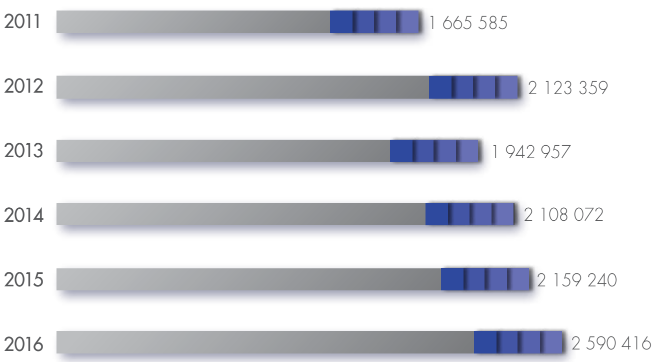
BCom BAcc (Wits) CA(SA)

Over the past 25 years he has acquired diverse business experience at an executive level, both as an employee and business owner. He continues to act as facilitator and consultant to various individuals and businesses, utilising his considerable business network and expertise. Appointed to the Board in 2016 and is also an independent non-executive director to KayDav Group Limited.

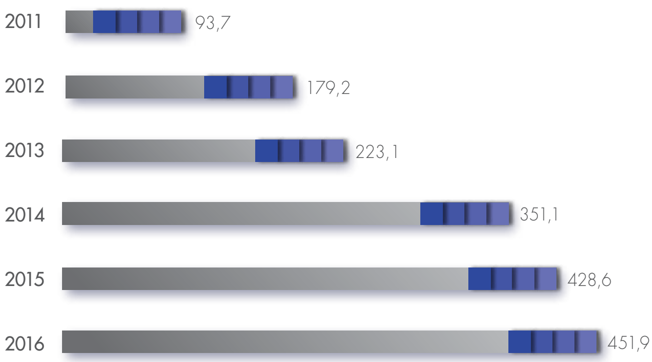
10-YEAR REVIEW

	2016 R'000	2015 R'000	2014 R'000	2013 R'000	2012 R'000	2011 R'000	2010 R'000	2009 R'000	2008 R'000	2007 R'000
STATEMENT OF COMPREHENSIVE INCOME										
Revenue	2 590 416	2 159 240	2 108 072	1 942 957	2 123 359	1 665 585	1 821 931	1 443 104	1 890 882	1 865 780
Operating income	113 277	131 150	109 237	55 597	69 525	38 075	105 479	40 117	61 528	109 027
Finance costs	14 683	7 180	4 356	7 225	13 224	8 573	4 811	6 676	6 788	4 691
Income before taxation	98 594	123 970	104 881	48 372	56 301	29 502	100 668	33 441	54 740	104 336
Taxation	18 985	33 457	26 256	12 290	13 678	7 888	26 596	8 465	11 619	15 214
Profit for the year	79 609	90 513	78 625	36 082	42 623	21 614	74 072	24 976	43 121	89 122
Share of profit from associate	36	41	13	24	28	(292)	(183)			
Net income for the year	79 645	90 554	78 638	36 106	42 651	21 322	73 889	24 976	43 121	89 122
Attributable to:										
Non-controlling interests	(22 483)	(1 990)	3 475	(351)	4 256	1 278	5 289	1 943	2 848	3 991
Owners of the parent	102 128	92 544	75 163	36 457	38 395	20 044	68 600	23 033	40 273	85 131
Net income for the year	79 645	90 554	78 638	36 106	42 651	21 322	73 889	24 976	43 121	89 122
STATEMENT OF FINANCIAL POSITION										
Goodwill and intangible assets	64 463	61 684	62 584	61 216	61 928	56 666	50 618	52 313	52 313	25 107
Property, plant and equipment	25 120	33 088	34 482	32 625	17 651	16 774	30 942	32 563	35 054	35 839
Deferred taxation	22 195	3 301	9 731	9 563	6 939	10 769	11 583	10 492	10 234	11 904
Other non-current assets	13 292	26 646	107	94	52 290	54 318	54 611	51 706	51 706	
Current assets	1 138 310	1 099 451	940 265	789 685	810 081	714 418	733 754	611 974	623 258	666 692
Total assets	1 263 380	1 224 170	1 047 169	893 183	948 889	852 945	881 508	759 048	772 565	739 542
Total equity	911 710	842 317	757 713	677 955	652 371	616 138	620 102	554 452	550 060	545 406
Interest bearing debt	71 017	128 873	37 648	12 166	84 725	20 000	20 000	20 000	20 000	
Interest free liabilities	280 653	252 980	251 808	203 062	211 793	216 807	241 406	184 596	202 505	194 136
Total equity and liabilities	1 263 380	1 224 170	1 047 169	893 183	948 889	852 945	881 508	759 048	772 565	739 542

Revenue
Rand thousand: 2011 – 2016



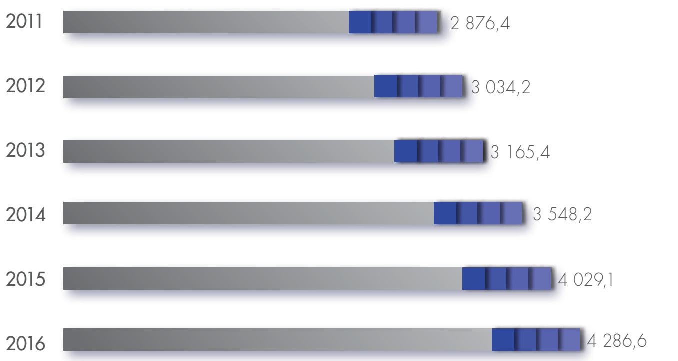
Headline earnings per share
Cents per share: 2011 – 2016



	2016 R'000	2015 R'000	2014 R'000	2013 R'000	2012 R'000	2011 R'000	2010 R'000	2009 R'000	2008 R'000	2007 R'000
PERFORMANCE INDICATORS										
Profitability										
Return on total assets	9,1%	11,7%	11,3%	6,0%	7,7%	4,4%	12,9%	5,2%	8,1%	14,5%
Gross margin	20,6%	19,0%	19,4%	17,6%	20,4%	19,6%	22,5%	18,4%	21,3%	21,4%
Operating margin	4,4%	6,1%	5,2%	2,9%	3,3%	2,3%	5,8%	2,8%	3,3%	5,8%
Debt leverage										
Gearing ratio	(1,1%)	4,6%	3,1%	1,8%	13,0%	3,2%	3,2%	3,6%	3,6%	0,0%
Borrowing cost cover (times)	13,7	18,3	25,0	7,7	5,3	4,4	21,9	6,0	9,0	23,2
Shareholders returns										
Earnings per share (cents)	488,4	430,1	351,6	170,2	179,2	93,7	324,4	108,9	189,8	389,9
Headline earnings per share (cents)	451,9	428,6	351,1	223,1	179,2	93,7	324,4	143,2	205,5	249,1
Distribution per share (cents)	180,4	163,5	110,6	59,4	56,5	29,5	101,0	33,9	59,3	125,3
Distribution cover (times)	2,5	2,5	3,0	2,7	3,0	3,0	3,0	3,0	3,0	3,0
Net asset value per share (cents)	4 286,6	4 029,1	3 548,2	3 165,4	3 034,2	2 876,4	2 916,7	2 621,7	2 592,8	2 500,0
Effective tax rate	19,3%	27,0%	25,0%	23,0%	24,3%	26,7%	26,4%	25,3%	21,2%	14,6%
Share statistics										
Total shares in issue	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646
Shares in issue (net of treasury shares)	21 267	20 906	21 354	21 418	21 419	21 421	21 261	21 149	21 125	21 833
Weighted average shares in issue	20 910	21 519	21 377	21 418	21 420	21 400	21 144	21 163	21 697	21 833
Employee statistics										
Number of employees	381	376	353	483	501	665	720	842	935	874
Paid to employees	93 832	87 234	84 062	129 359	118 785	115 593	107 808	106 487	105 887	100 285
Employee cost to revenue	3,6%	4,0%	4,0%	6,7%	5,6%	6,9%	5,9%	7,4%	5,6%	5,4%

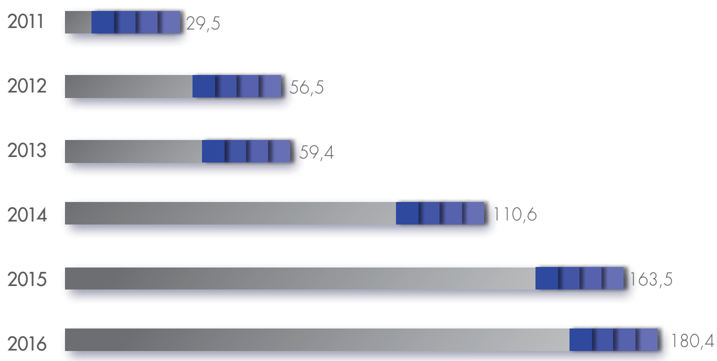
Net asset value per share

Cents per share: 2011 – 2016



Distribution per share

Cents per share: 2011 – 2016



CHAIRMAN'S REVIEW

The Nu-World Group performed satisfactorily for the financial year under consideration, notwithstanding the challenges both locally and abroad.

Slower GDP growth in South Africa is attributed to the impact of drought, global shocks, low commodity prices as well as domestic political upheaval. Globally, lingering softness in the Chinese economy and the uncertainty created by Brexit, suggest that export growth is likely to remain under pressure.

According to the latest BER Retail Survey, retail sales volumes held up reasonably well in early 2016, but have slowed over recent months. It is apparent that underlying consumer demand remains weak and the difficult trading conditions are set to continue. This can be ascribed to weak job creation prospects, slow income growth, slowing credit extension and low consumer confidence.

However, South African retailers are cautiously optimistic that conditions will improve over the upcoming festive season.

The length and breadth of our international tier-one premium brands together with our in-house value brands remain a cornerstone of the Group's ongoing growth performance. Our product range extends from price-entry essentials to aspirational purchases. Our international expansion and diversification has and continues to provide exciting avenues of growth.

Notwithstanding the fragile domestic economic environment together with a constrained global growth outlook, the group has fared well. A noted bad debt write-off was the single-most once-off negative note of the financial year, but despite this the group performed admirably. The group increased revenue by 20,0% to R2,59 billion. Net operating income before the bad-debt write-off increased by 53,1% to R204,5 million. Net asset value per share increased by 6,4% to 4 286,6 cents. The NWL share currently trading around the 3 000 cents represents a 30% discount to net asset value.

The segmental information shows South Africa's revenue increasing to R1,8 billion and income increasing 36,7% to R81,404 million. Offshore subsidiaries increased revenue to R836,632 million whilst income decreased to R20,724 million due to the bad debt write-off in Australia. It is rewarding to note that the Group generated cash of R98,289 million from operating activities as a consequence of rigorous working capital management and an overall reduction in inventory.

Transformation

Our Group remains committed to the ongoing establishment of a non-discriminatory working environment for all within our employ. Nu-World is committed to comply with the latest regulations as set out by the Department of Trade and Industry regarding broad-based black economic empowerment (B-BBEE).

Our Nu-World School of Excellence continues to operate successfully within the guidelines of the Wholesale and Retail sector SETA strategy for career pathing. I am pleased to report that one of our first graduates, has gone on to university to continue his education and eight other previously unemployed graduates have been employed by the company.

Corporate governance

We acknowledge the principles of King III and the Companies Act 71 of 2008, as amended (the Companies Act). Nu-World's board of directors and entire management team are committed to sound governance and good corporate citizenship. We accept that good governance practices are fundamental to creating, protecting and sustaining shareholder and stakeholder value.

All of our operating subsidiaries adopt our corporate governance framework and standards. Our group approach to risk management is functional and effective. The focus of managing the risks facing the group is based on identifying, assessing, mitigating, managing and monitoring all known forms of identifiable risks.

Environment, sustainability and governance

As a responsible corporate citizen, the group has always endeavored to apply the highest standard of ethical conduct in dealing with all stakeholders, together with the responsible approach we strive to adopt in ensuring that we optimize our consumption of scarce resources. This forms part of the broad mandate of the Group's Social and Ethics Committee, a Statutory Committee prescribed by the Companies Act. The Board of Directors and executive management recognize that the Group's reputation will be protected and enhanced as an ethical, profitable and responsible entity if it continues its success in retaining a loyal workforces and sustainable customer base.

Nu-World is conscious of its own responsibility to protect the environment and also of the market advantage that sound environmental policies and practices can afford us, with increasingly environmentally aware consumers and other stakeholders.

Appreciation

The Nu-World Group remains committed to best customer service, the achievement of acceptable operating margins, effective working capital management, and ongoing and sustainable value creation for our shareholders.

Thank you to all members of staff, in South Africa, Australia, Hong Kong and Dubai for your commitment and ongoing support. It is also a pleasure for me as Chairman to extend a special thank you to our executive management team and our board of directors. It is a fact that the group enjoys a low staff turnover which is a testament to our special Nu-World working environment.

Above all I wish to thank our many customers. It is a privilege to serve your needs and we will continue to strive to provide you with the best possible value-for-money quality merchandise. We recognise that our exceptional relationships with our many customers and suppliers provide us with a remarkable competitive advantage and goodwill and remain a cornerstone of the group's sustainability.

M S Goldberg

Executive chairman

27 October 2016

MANAGING DIRECTOR'S REVIEW

Corporate information

Nu-World is a company incorporated and domiciled in South Africa with subsidiaries and associates in Australia, Brazil, Dubai, Hong Kong and Lesotho. The main business of Nu-World, its subsidiaries, and associates includes the importing, manufacturing, assembling, marketing and distribution of branded consumer goods including consumer electronics, hi-tech, small electrical appliances, white goods, liquor and furniture.

Operating results

The Group produced satisfactory results for the year ended 31 August 2016 despite the write off of one of Nu-World's 59,35% held subsidiaries, Yale Prima Proprietary Limited's ("Yale"), customers, Dick Smith Holdings Limited ("DSH"), a Top 200 Australian Securities Exchange company.

Shareholders were advised in the SENS announcement released on 26 February 2016, that one of Nu-World's 59,35% held subsidiaries, Yale Prima Proprietary Limited's ("Yale"), customers, Dick Smith Holdings Limited ("DSH"), a Top 200 Australian Securities Exchange company and its subsidiaries (collectively "DSE"), were placed into liquidation on 25 February 2016.

Group financial results

A summary is as follows:

	2016 R'000	2015 R'000
Continuing operations		
Revenue	2 590 416	2 159 240
Operating profit	113 062	130 953
Finance income	215	197
Finance costs	14 683	7 180
Profit before tax	98 594	123 970
Income tax expense	18 985	33 457
Profit after tax	79 609	90 513
Share of profit attributable to associates	36	41
Profit for the year from continuing operations	79 645	90 554
Non-controlling interest	22 483	1 990
Profit attributable to owners of the company	102 128	92 544
Basic earnings per share (cents)	488,4	430,1
Reconciliation of headline earnings:		
Attributable income	102 128	92 544
Headline earnings	94 484	92 229
Earnings per share (cents)	488,4	430,1
Dividend per share (cents)	180,4	163,5
Headline earnings per share (cents)	451,9	428,6

On 4 January 2016, DSE was placed into Voluntary Administration (with McGrathNicol acting as Voluntary Administrators to DSH ("Administrators")) and shortly thereafter into Receivership (with Ferrier Hodgson acting as Receivers and Managers to DSH ("Receivers")).

The first creditors' meeting was held on 14 January 2016, where the Administrators outlined the following:

a. The intention of the Receivers was to continue trading as usual and simultaneously run a sale campaign for all or parts of the DSE business.

b. To allow the Administrators and Receivers to properly assess the state of the business and to run the sale campaign without creditor interference. It was their intention to postpone the second critical creditors' meeting by at least 6 months.

The request for extension of the second creditors' meeting was granted by both the federal courts of Australia and New Zealand until, at the earliest, the first week in August 2016. As a result of the extension and as per the orders of the court, no formal communication regarding either the sales process or DSE's financial position was supplied to the creditors' by either the Administrators or Receivers.

On 25 February 2016, the Receivers and Administrators announced the liquidation of DSE and that the remaining Dick Smith and Move Stores in Australia and New Zealand would close.

Subsequent to this date, all the DSE stores have either been closed or sold. There is no further trading. The liquidators have advised that there is no likelihood of any recovery of debt for any concurrent creditor, and accordingly the entire DSE debt of 8.6 million Australian Dollars ("AUD") has been written off.

With the exception of this, the directors are pleased to report strong positive top-line growth and positive earnings growth attributable to equity holders of the Company.

South Africa

South Africa is the largest hub of the Group, currently into our 70th year of operations.

The South African economy continues to show resilience, although the growth in the Group's categories is slower. Consumers' disposable income has fallen placing many retailers and others under undue pressure. Notwithstanding this issue, the company in South Africa managed to show positive growth in both sales and profitability. We continue to try and offer our customer base, best quality products at affordable prices.

Operating profit as a percentage of turnover improved by 12,6% mainly due to the completion of the consolidation of warehouses, thereby reducing overall warehousing, distribution and administration costs , as well as the sale of non-core assets previously held for sale.

The Company enjoyed strong exports into neighboring and other territories.

Our exclusive brands from Ideal, Sunbeam, Goldair, JVC, Telefunken, Nutec and Palsonic increased the opportunity for growth, with expanded ranges, designs and specifications. Due to climate change and the more extreme weather, seasonal sales, both summer and winter ranges, showed strong sales growth in the year under review.

Offshore operations

Africa / Middle East / CIS

Many of these markets are under pressure due to political and economic conditions. In Africa the foreign exchange availability affects the business cycle. Nevertheless, the Group broke through with additional sales to CIS (Commonwealth of Independent States). New distributors for various countries are being finalized as are different product categories.

Australia

Our penetration into the Australian market for JVC continues in both visual and audio sectors. Yale also experienced additional sales growth through their traditional business, ranging various items for major retail customers. With the exception of the bad debt write-off, the year under review was reasonable, however Yale continues to review all costs and is committed to reducing costs wherever possible.

Statement of profit or loss and other comprehensive income

Group revenue increased by 20,0% to R 2 590,4 million (August 2015 – R 2 159,2 million).

Net operating income before impairment of receivable increased by 53,1% to R 204,6 million (August 2015 – R 133,6 million)

Total earnings per share for the period increased by 13,6% to 488,4 cents (August 2015 – 430,1 cents).

Statement of financial position

The balance sheet remains strong with a negative gearing ratio (debt:equity) of (1,4%) (August 2015 – 4,6%).

Inventory levels, inclusive of stock in transit, of R 570,3 million decreased by 10,2% from August 2015 (R 635,0 million). Directors and management remain focused on improving working capital management. Stock levels and ranges are being rationalised and stock turn rates should improve in future.

The increase in trade and other receivable of 24,9% to R 500,7 million (August 2015 – R 400,9 million) arose due to the increase in Group turnover (20,0%) for the year together with the change in the customer sales mix.

Net asset value per share has increased by 6,3% to 4 286,6 cents (August 2015 – 4 029,1 cents).

Cash flow

Cash generated from operations amounted to R 98,3 million (August 2015 - R 28,9 million absorption) arose from higher debtor levels from increased turnover, reduced inventory levels, reduced goods in transit levels and reduced import prepayments.

Segment reporting

The South African business operations contributed 67,7% of the Group's revenue and 79,7% of the Group's attributable income. Offshore operations account for 32,3% of turnover and 20,3% of income. Revenue growth across certain business segments, coupled with improved margins from both local and offshore operations, resulted in operating income before impairment of receivables improving by 53,1%.

Prospects

Improvements in strategic and operational plans are the focus of management to grow market share in the consumer electronics and branded consumer durables sectors, both locally and offshore. This, coupled with the expanded offshore territories that the Group trades in, should increase the contribution from these businesses in future years. Corrective action has been taken in the Australian operations to ensure the return to profitability.

The Group continues to focus its target market on recognised international brands for consumer electronics and consumer durables, both locally and offshore.

Board of directors

F J Davidson joined the Board of Directors during the year under review.

Corporate activities

There were no corporate activities during the year under review.

Environmental, social and governance aspects

The Group subscribes to the Code on Corporate Governance Practices and Conduct as contained in the King III Report on Corporate Governance. Nu-World is committed to transparent and integrated reporting in the spirit of King III and the Global Reporting Initiative (GRI).

Nu-World continues its community support and corporate social investment. The Group has introduced the Nu-World School of Excellence for both employees and surrounding unemployed members of communities.

Subsequent events

No events material to the understanding of this report have occurred during the period between 31 August 2016 and the date of this report.

Declaration of final dividend

Notice is hereby given that a final gross dividend of 180,4 cents per share (2015: 163,5 cents per share) was declared on 27 October 2016 payable to shareholders recorded in the register of Nu-World at the close of business on the record date appearing below. The dividend is payable out of cash reserves.

The salient dates pertaining to the final dividend are as follows:

Declaration announcement	Thursday, 27 October 2016
Last date to trade "cum" dividend	Tuesday, 29 November 2016
Date trading commences "ex" dividend	Wednesday, 30 November 2016
Record date	Friday, 2 December 2016
Date of payment	Monday, 5 December 2016

Ordinary share certificates may not be dematerialised or rematerialised between Wednesday, 30 November 2016 and Friday, 2 December 2016, both days inclusive.

Dividend withholding tax (DWT) of 15% will be withheld in terms of the Income Tax Act for those shareholders who are not exempt from the DWT. Shareholders who are not exempt from the DWT will therefore receive a dividend of 153,34 cents net of DWT. Nu-World has 22 646 465 ordinary shares in issue and its income tax reference number is 9100/085/71/2.

Where applicable, dividends in respect of certificated shares will be transferred electronically to shareholders' bank accounts on the payment date. In the absence of specific mandates, dividend cheques will be posted to shareholders. Ordinary shareholders who hold dematerialised shares will have their accounts at their CSDP or broker credited on Monday, 5 December 2016.

Integrated report and notice of Annual General Meeting

The 2016 Integrated Annual Report will be mailed to shareholders prior to the end of December 2016. The annual general meeting will take place at 10h00 on Wednesday, 8 February 2017, at the registered office of the Company.

On behalf of the board of directors

J A Goldberg
Managing director

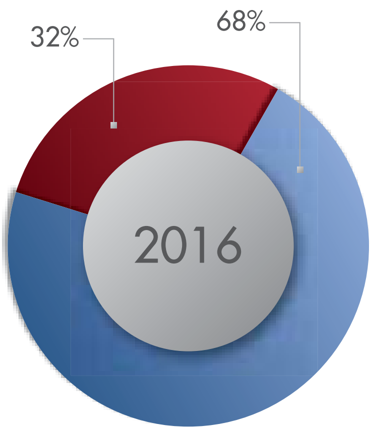
27 October 2016

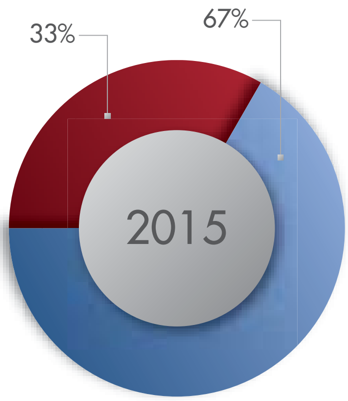
VALUE ADDED STATEMENT

	2016 R'000	2016 %	2015 R'000	2015 %
Revenue	2 590 416	100,00	2 159 240	100,00
Cost of materials, services and expenses	(2 055 577)	(79,35)	(1 749 817)	(81,04)
Value added from trading operations	534 839	20,65	409 423	18,96
Interest paid	(14 683)	(0,57)	(7 180)	(0,33)
Total value added	520 156	20,08	402 243	18,63
Allocated as follows:				
Employees				
Salaries, wages, commission and other benefits	93 832	3,62	87 234	4,04
Government				
Normal taxation on companies	35 850	1,38	25 537	1,18
Employee tax	14 075	0,54	12 745	0,59
Providers of capital				
Non-controlling interest	(22 483)	(0,86)	(8 621)	(0,40)
Dividends	37 027	1,43	26 205	1,21
Total wealth distributed	158 301	6,11	143 100	6,62
Depreciation and amortisation	2 812	0,11	2 437	0,11
Retained for future growth	359 043	13,86	256 706	11,90
Re-investment in the group	520 156	20,08	402 243	18,63

SEGMENTAL INFORMATION

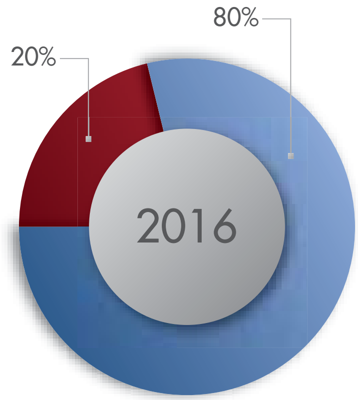
GEOGRAPHICAL REVENUE

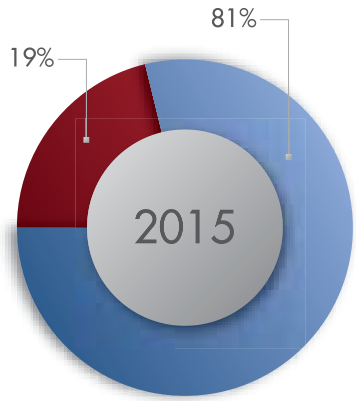




South Africa
Off-shore Subsidiaries

ASSETS



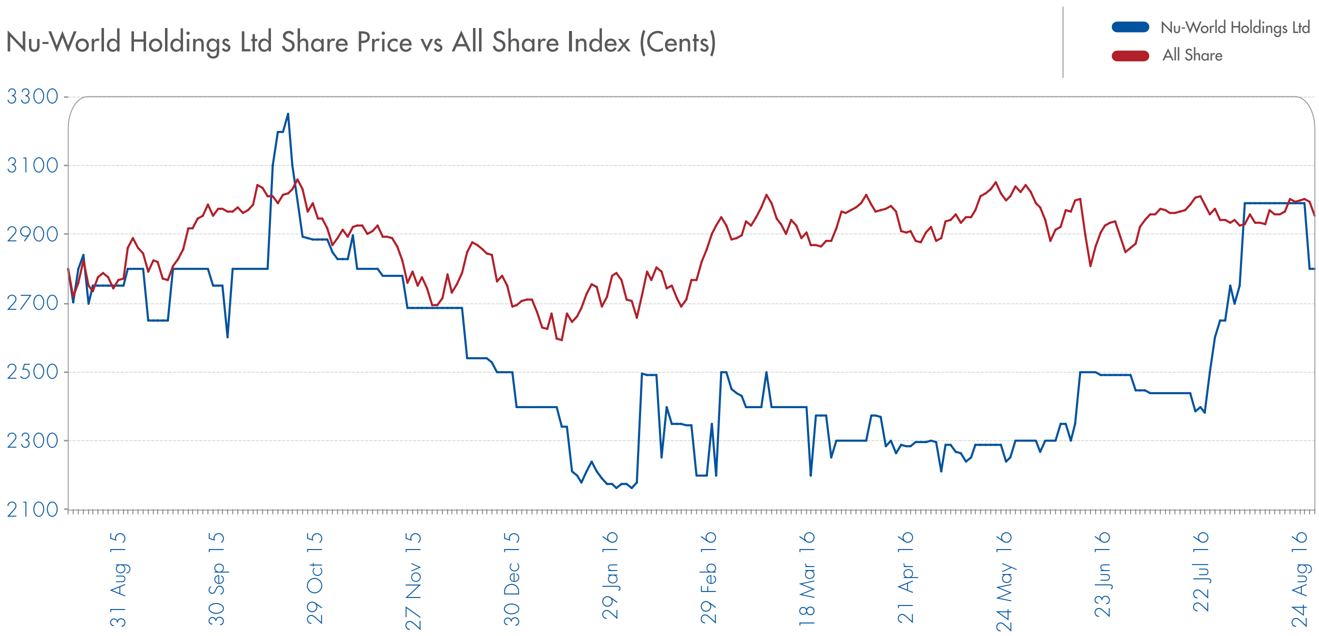


South Africa
Off-shore Subsidiaries

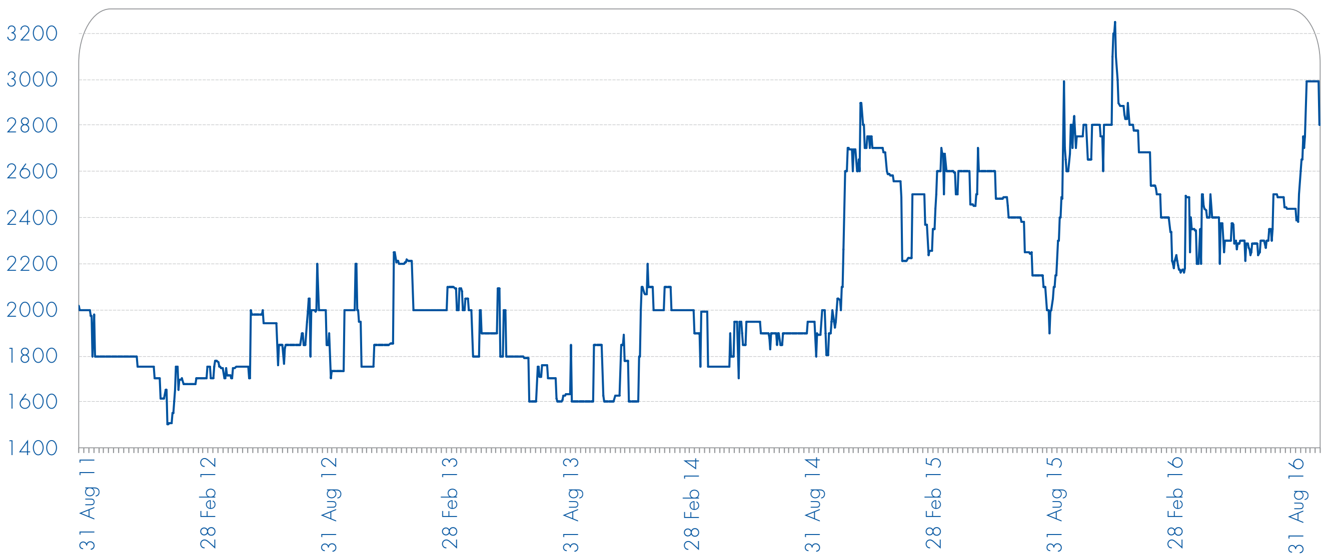
SHARE PERFORMANCE INFORMATION

	12 months trade 31 August 2016	12 months trade 31 August 2015
Stock exchange performance		
Market price per share (cents)		
– at year end	2 800	2 800
– highest	3 300	3 000
– lowest	1 811	1 503
Number of shares traded (000)	5 082	11 741
Number of shares in issue (000)	22 646	22 646
Volume traded as a percentage of total shares in issue (%)	22,4	51,8

Nu-World Holdings Ltd Share Price vs All Share Index (Cents)



Historical Share Price (Cents)



> "Nu-World Holdings Limited's (NWHL) remuneration policy dictates that all employees are fairly rewarded for their individual and joint contributions in the execution of the NWHL business strategy and delivery of the Group's operating and financial performance. NWHL remuneration philosophy is to remunerate all employees in a competitive manner to attract, motivate and retain individuals with the necessary skills and acumen."

Strategy and objectives

Our remuneration policies support a culture of effective corporate governance while encouraging innovation and entrepreneurial spirit to ensure the long-term sustainability of the business. In addition, they serve as a guideline for the effective governance of remuneration within the Group as a whole. The remuneration philosophy seeks to set criteria that will boost output as well as performance and thereby create long-term stakeholder value.

NWHL remuneration policy dictates that all employees are fairly rewarded for their individual and joint contributions in the execution of the NWHL business strategy and delivery of the Group's operating and financial performance. NWHL remuneration philosophy is to remunerate all employees in a competitive manner to attract, motivate and retain individuals with the necessary skills and acumen.

NWHL is an international business with revenue earned in many countries as summarised in the geographical segmental analysis of the annual financial statements. As a result, NWHL competes for skills and talent in a global marketplace and its approach to remuneration needs to be flexible and competitive in all of the countries where it operates.

Due to the Group's international structure, the Remuneration Committee has established Group subcommittees with standard terms of reference which are in line with the overseeing committees terms of reference. These Committees are responsible for all employee remuneration matters at subsidiary level.

Executive Directors' remuneration

Executive directors receive a remuneration package based on total cost-to-company, including basic remuneration, retirement, medical and other benefits. They, like other employees, also qualify for short and long-term incentives.

An element of executives' remuneration is performance related. A substantial portion of short-term performance incentives of the executive directors and senior management is directly linked to challenging annual Group performance targets. The balance of these incentives is specifically measured against individual performance objectives which are aligned with the Group's strategic priorities. The targets for long-term incentives are guided by reference to industry and market benchmarked performance targets. Such benchmarks are determined annually by measuring operational performance against those of peer Group companies (in comparable industries and markets) in local currencies.

Refer to note 27 on page 67 for details on the remuneration earned by executive directors for the year ended 31 August 2016.

Non-executive directors' remuneration

The Board, in reviewing non-executive directors' fees, makes recommendations to shareholders in light of, firstly, fees payable to non-executive directors of comparable companies and, secondly, the importance attached to the retention and attraction of high-calibre individuals as non- executive directors. Remuneration is reviewed annually, with reference to competitors and peer companies. Independent advice is also acquired from specialist human resources consultants.

This remuneration is not linked to the Company's share price or performance. Levels of fees are also set by reference to the responsibilities assumed by the non-executive directors in chairing the Board and in chairing or participation in its committees. The Group does not provide pension or medical benefits to non-executive directors. To avoid a conflict of interest, the Remuneration Committee, which consists entirely of independent non-executive directors, takes no part in the determination of non-executive directors' fees or in the recommendation to the Board and shareholders. Non-executive directors do not qualify for shares in terms of the Group's share incentive scheme. The Board annually recommends remuneration of non-executive directors for approval by shareholders in advance.

Refer to note 27 on page 67 for details on the fees earned by non-executive directors for the year ended 31 August 2016.

Senior management and employee remuneration

Remuneration for middle and junior management is governed and controlled by senior management and the Human Resource departments. A robust remuneration review process is in place which is aligned with business strategy. Employee development is encouraged through processes such as performance appraisals, counseling and career development programs.

Remuneration and other benefits in respect of employees who are subject to bargaining council or other authorities' determination are set through a process of collective bargaining with the major labour unions active in the various countries in which the Group operates.

Remuneration policy

The remuneration policy aims to follow the recommendations of King III and is based on the following principles:

- Remuneration practices are aligned with corporate strategy.
- Total rewards are set at levels that are competitive and relative within the specific market and industry. Incentive-based awards are earned through achieving demanding performance measures and targets with due regard for the sustainable well-being of all stakeholders over the short, medium and long-term.
- Incentive plans, performance measures and targets are structured to operate effectively throughout the business cycle.
- The design of long-term incentives is prudent and does not expose stakeholders to a position where the sustainability of the Group is placed at risk.

Elements of remuneration

The four elements of remuneration consist of a base salary, benefits, annual incentive bonus and long-term incentives. The committee seeks to ensure an appropriate balance between the fixed and performance-related elements of remuneration and between those aspects of the package linked to short-term financial performance and those aspects linked to longer-term sustainable stakeholder value creation. A further consideration is the need to attract and retain critical skills in the Group. The Remuneration Committee considers each element of remuneration relative to the market and takes into account the performance of the Company and the individual executive or senior manager in determining its quantum.

Base salary

The fixed element of remuneration is referred to as a base salary. Its purpose is to provide a competitive level of remuneration for each level of manager or employee. The base salary is subject to annual review. It is set to be competitive at the median level with reference to market practice in companies comparable in size, market sector, business complexity and international scope. Company performance, individual performance and changes in responsibilities are also taken into consideration when determining annual base salaries. In determining the salaries of the executive management, the committee takes into consideration inflation, agreed union and bargaining council increases, and the increased scale of business and corporate activity undertaken during the year.

Benefits

Benefits provide security for employees and their families and include membership of retirement funds and medical aid schemes, to which contributions are made by employees and the employer Company.

Annual bonus

An annual short-term incentive plan provides managers and employees with incentives to achieve the Company's short and medium-term goals. The annual incentive is based upon the achievement of Group and/or individual subsidiary financial, strategic and personal performance objectives agreed by the Remuneration Committee.

The bonus plan is not contractual and the Remuneration Committee retains the discretion to make adjustments to bonuses earned at the end of the financial year, taking into account both Company performance and the overall and specific contribution of individuals to meeting the Group's objectives.

Long-term share-based incentives (LTIs)

LTIs are awarded with the primary aim of retaining key staff members and aligning performance with the interests of investors and stakeholders.

The allocation and target criteria are at the discretion of the Remuneration Committee which comprises only of independent non-executive directors.

The allocation of LTIs is based on the following key eligibility criteria:

- Involving individuals who are key to driving the Group's business strategy.
- Retention of key talent/scarce skills.
- Talent management strategy and succession plans.

Furthermore, scheme rules and the application thereof are evaluated annually to ensure compliance with legislative and regulatory requirements. The targets for long-term incentives are set with reference to industry and market benchmark performance.

For more details on the Group's share-based payment scheme refer to note 29 on page 69.

Service contracts

Executives' contracts are generally subject to terms and conditions of employment in the local jurisdiction and there are no executive directors with a notice period of more than one year. In addition, no executive director's service contract includes predetermined compensation as a result of termination of service.

Non-executive directors are subject to regulations on appointment and rotation in terms of the Company's memorandum of incorporation and the South African Companies Act 71 of 2008.

"The corporate governance statement documented below sets out the key governance principles and practices of Nu-World Holdings Limited (NWHL). Our aim is to fairly and honestly inform our internal and external stakeholders through reasonable and understandable disclosure."

Endorsement

The Company's Board of Directors (the Board) is committed to ensuring that the Group is governed appropriately. The Board recognises the responsibility of the Group to conduct its affairs with prudence, transparency, accountability, fairness and in a socially responsible manner. The Group complies in all material respects with the principles of the Code of Corporate Practices and Conduct as recommended in the King Report on Corporate Governance in South Africa 2009, as well as with the spirit and form of the obligations that exist in terms of the Listings Requirements of the JSE Limited. Where specific principles have not been applied, explanations for these are contained within the annual report. Specifically, the directors report the following:

In terms of the King Report on Governance for South Africa, 2009 (King III), the Board needs to consider the interests of the Company and shareholders, taking into account the concerns and issues of its wider stakeholders, including suppliers, customers, employees and the environment. The Group is committed to conduct the business in accordance with sound corporate governance practices, understands the importance of balancing long-term social, environmental and economic interests, whilst achieving sustainable returns for its shareholders.

The Board has noted the new recommendations contained in the King III report, and will ensure that appropriate reporting principles and guidelines are applied at the relevant time.

A detailed list of the Groups application of King III principles can be viewed on page 29.

Board of Directors

Chairman of the Board of Directors

The roles of the Chairman and the Chief Executive Officer are seperate. The Chairman is an executive director which is not in accordance with King III, however the Group has appointed a lead independent non-executive director. The Chairman, M S Goldberg, an executive director of the Board since 1986, was appointed as Chairman on 1 September 2001. The Chairman is responsible for ensuring the effectiveness of governance practices within the Group.

Particular areas of responsibility for the Chairman include guidance regarding strategic planning, Group economic empowerment, corporate relations, and advice on local and overseas acquisitions.

The Chairman's duties are governed by a formal Board, and this is reviewed from time to time when appropriate.

Composition of the Board

The Board of Directors is comprised of three executive directors and four non-executive directors chosen for their achievements, business acumen and skills.

The Board considers J M Judin, D Piaray, R Kinross and F J Davidson to be independent non-executive directors as defined in King lll and the Companies Act.

All directors bring independent judgement to the issues of performance, strategy and resources including key appointments of directors and staff and standards of conduct within the Group.

The Board recognises the need for more independent directors and continues to seek further non-executive directors with the aim of obtaining a majority of non-executive directors.

Changes to the Board during the year

F J Davidson was appointed to the Board of Directors on the 1st March 2016.

Role and responsibilities of the Board

The Board is the focal point for corporate governance. It is responsible to shareholders and stakeholders for sustainable performance of the Company. In directing the Group, the Board exercises leadership, integrity and judgment based on fairness, accountability, responsibility and transparency, directed to achieve the ongoing prosperity of the Group.

The Board approves operational and investment plans and strategies and empowers executive management to implement these plans and strategies. There is a clear division between the responsibilities of the Board and management.

Structured management succession planning, for purposes of identifying, developing and advancing future leaders in the Group, is an important element in the management process.

The Board remains accountable for the overall success of the approved strategies, based on values, objectives and stakeholder requirements, and for the process and policy to ensure the integrity of risk management and internal control. The Board is also responsible for ensuring that it complies with all relevant laws, regulations and codes of best business practice.

Duties of Directors

The Companies Act places certain duties on directors and stipulates that they should apply the necessary care and skill in fulfilling their duties. To ensure that this is achieved, best practice principles, as contained in the King III Report on Corporate Governance for South Africa, are applied. As part of the implementation of King III, the Board approved changes to its governance structure going forward.

The Board is responsible for formulating the Company's communication policy and ensuring that spokespersons adhere to it. This responsibility includes clear, transparent, balanced, truthful and timeous communication to shareholders and relevant stakeholders.

In terms of the respective directors' charters, the directors are of the opinion that the Board and the subcommittees have discharged all their responsibilities.

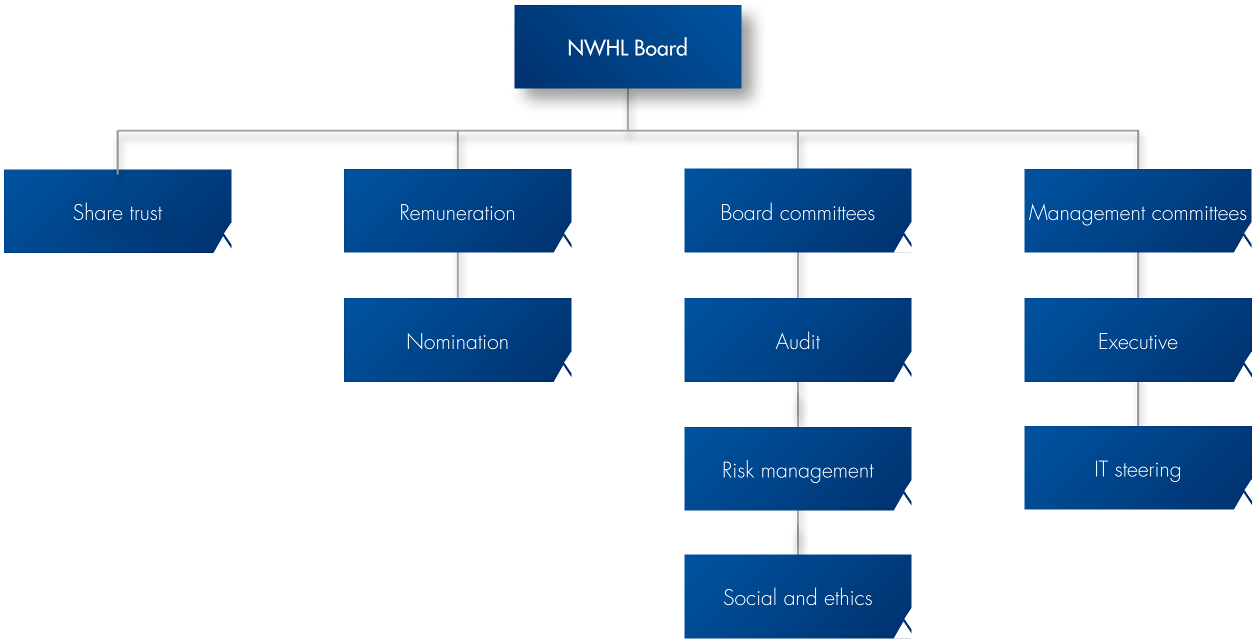
The Board meets four times annually and more frequently if circumstances or decisions require.

Directors declare their interests in contracts and other appointments at all board meetings. Meetings are conducted in accordance with formal agendas, ensuring that all substantive matters are properly addressed. Subcommittees have been appointed while ad hoc subcommittees are created as and when required. The chairman of the relevant subcommittee sets the agenda for each meeting in consultation with the Group chairman and Group chief executive officer. Any director may request that additional matters be added to the agenda. Board packs are circulated to the directors in advance of the meetings. The non-executive directors take responsibility for ensuring that the chairman reviews all matters requiring the Board's attention. The Board ensures that there is an appropriate balance of power and authority in its make-up, so that no one individual or block of individuals can dominate its decision-making process. All directors are entitled to seek independent professional advice concerning the affairs of the Group, at the Company's expense.

Board Committees

The Board has established several non-executive board committees which support the Board of Directors with regard to certain functions, and in which non-executive directors play an active and pivotal role. All Committees operate under Board approved terms of reference, which were reviewed and updated during the period under review to align them further with best practice and to take into consideration the recommendations set out in King III and all the requirements of the Companies Act. All Board Committees, except the Executive Committee, are chaired by a non-executive director who attends the Annual General Meeting in order to respond to shareholder queries.

With the exception of the Audit Committee and Social and Ethics Committee, membership of each committee is reviewed regularly by the Group chairman and adjusted accordingly. The chairmen of the Committees are elected by the members of each committee, unless sound reasons cause the Committees and the Board to determine otherwise.



Audit Committee

Subject to shareholder approval and taking into account the recommendations of the Nomination Committee, the Board is responsible for filling vacancies on the Audit Committee. The Board elects the Chairman of the Committee. As the Audit Committee is a statutory committee under the Companies Act 71 of 2008, as amended (the Companies Act), and in terms of the recommendations set out in King lll, shareholders will be requested to elect the members of the committee at the Annual General Meeting to be held on 8 February 2017. Audit Committee members are kept up to date with the developments affecting the skill set required for committee membership. The committee and/or individual members are permitted to consult with specialists in any related field, subject to Board approval.

The Audit Committee consists of three independent non-executive directors, R Kinross (chairman), D Piaray and J M Judin. G R Hindle and B H Haikney attend meetings by invitation.

The Audit Committee monitors proposed changes in accounting policy and all published financial information, reviews the external audit function and discusses the accounting implications of major transactions prior to Board approval.

The Audit Committee meets regularly with the Group's external auditors to review accounting controls, disclosure requirements, corporate governance practices, as well as auditing and financial matters and reports to the Board of Directors on its findings.

The Audit Committee performs the following specific activities:

- Approve the external auditor's terms of engagement, audit approach and audit fees;
- Ensure the independence of the external auditor;
- Approve external auditor's appointment for the ensuing financial year;
- Pre-approve all fees paid to the external auditor for non-audit service;
- Consider and set mandatory term limits on the period the lead partner of the external auditors may serve the Company;
- Review risk areas of the Company's operations to be covered in the scope of external audits;
- Reviewing half-year and annual financial statements before submission to the Board focusing on *inter alia*;
  - any changes in accounting policies and practices.
  - major judgmental areas.
  - significant adjustments arising from the audit.
  - the going concern statement.
  - compliance with stock exchange and statutory requirements.
  - reliability and accuracy of the financial information provided by management to other users of financial information.
  - satisfying itself regarding the experience and expertise of the financial director.
  - satisfying itself that the external auditors are accredited in terms of the JSE list of accredited auditors.
  - discussing any problems and reservations arising from the year-end audit and any related matters that the external auditors may wish to discuss.
- Satisfies itself of the expertise, resources and experience of the companies finance functions;
- Oversees and approves the company's integrated report;
- Ensures that a combined assurance model is applied to provide a coordinated approach to all assurance activities; and
- Integral component of risk management process.

The Audit Committee chairman and its members confirm their review and approval of the above-mentioned activities.

Attendance at Audit Committee meetings for the period 1 September 2015 – 31 August 2016:

		Attended	Eligible to attend
R Kinross	Chairman	3	3
J M Judin	Member	3	3
D Piaray	Member	1	3
G R Hindle	By invitation	3	3
B H Haikney	By invitation	3	3
F J Davidson	By invitation	1	1

Risk Management Committee

Risk Management Committee forms an integral component of the Group's governance framework and enables management to limit the impact of business, industry and general risks and protect the interests of all stakeholders.

The Board retains accountability for risk management. The Risk Committee ensures the Group has adequate risk management and internal control procedures in place.

The focus of the Risk Management Committee is on identifying, assessing, managing and monitoring material forms of risk encompassing strategic performance, trading, investment and operational risks. The Committee consists of four non-executive directors; J M Judin (chairman), D Piaray. R Kinross and F J Davidson with executive directors attending each meeting, being M S Goldberg, J A Goldberg and G R Hindle, as well as the company secretary, B H Haikney. The Committee meets quarterly and is responsible for monitoring key risk areas for which a comprehensive Group risk matrix has been developed, addressing the general business risks, trading conditions, succession planning, credit risk, exchange rate exposure, IT risk, insurable losses, interest rate and liquidity risks.

Attendance at Risk Management Committee meetings for the period 1 September 2015 – 31 August 2016:

		Attended	Eligible to attend
J M Judin	Chairman	3	3
D Piaray	Member	1	3
R Kinross	Member	3	3
F J Davidson	Member	1	1
M S Goldberg	By invitation	2	3
J A Goldberg	By invitation	2	3
G R Hindle	By invitation	3	3
B H Haikney	By invitation	3	3

Social and ethics committee

Introduction

The Board has delegated certain of its responsibilities and approved the formation of the Social and Ethics Committee and appointed members as listed below:

J M Judin – Chairman and independent non-executive director
D Piaray – Independent non-executive director
R Kinross – Independent non-executive director
F J Davidson - Independent non-executive director
G R Hindle – Financial director
B H Haikney – Company secretary

The Social and Ethics Committee is constituted as a committee of the Board of NWHL, in terms of Section 72(4) of the Companies Act no 71 of 2008 read with regulation 43 of the Companies Regulations, 2012.

The Committee's mandate, and main functions, are as follows:

- To monitor the Group's activities having regard to any relevant legislation, other legal requirements or existing codes of best practice, relating to:
  - Employment Equity Act.
  - Broad Based Black Economic Empowerment Act.
  - Good corporate citizenship, environment, health and public safety, to include the impact of the Group's activities and of its products and services.
  - Consumer relationships, and compliance with consumer protection laws.
  - Labour and employment.
- Raising matters of concern and importance within its mandate to the attention of the Board.
- Reporting to the shareholders of the Group at the Annual General Meeting.

Remuneration Committee

The Remuneration Committee (Remco) comprised Messrs D Piaray (chairman), J M Judin, R Kinross and F J Davidson. All members are independent non-executive directors, and the committee has satisfied its responsibilities in compliance with its written terms of reference during the year.

Attendance at Remuneration Committee meetings for the period 1 September 2015 – 31 August 2016:

		Attended	Eligible to attend
D Piaray	Chairman	1	2
J M Judin	Member	2	2
R Kinross	Member	2	2
F J Davidson	Member	1	1
G R Hindle	By invitation	2	2
B H Haikney	By invitation	2	2

The financial director and the company secretary attend all meetings of the Committee by invitation, unless deemed inappropriate by the Committee.

Remuneration Policies are implemented by the Remuneration Committee with the objective of:

- Motivating sustainable value creation and superior performance.
- Informing stakeholders of remuneration practices and governance processes.
- Complying with all applicable legislative requirements.

The Board carries ultimate responsibility for the Remuneration Policy. The Remuneration Committee operates in accordance with Board approved terms of reference.

In terms of King III recommendations, the Remuneration Policy is submitted to shareholders for their non-binding vote.

The Remuneration Committee has the responsibility to:

- Determine and approve the Group's general remuneration policy and philosophy, to be presented at each Annual General Meeting for a non-binding advisory vote by shareholders.
- Review and approve the remuneration packages of senior executives annually, including incentive schemes and increases or adjustments, ensuring they are appropriate, and in line with the remuneration policy.
- Reviews the recommendations of management on fee proposals for the chairman of the Board and the non-executive directors and determines, in conjunction with the Board, the final proposed remuneration.
- Agrees the criteria to be adopted for bonus incentives and share option allocations.
- Awards long-term incentives for executive directors and other qualifying members of senior management.
- Appraise the performance of the chief executive officer annually.

- Approve the appointments and promotions of key executives
- Review incidents (if any) of unethical behaviour by senior managers or executives.
- Review the Remuneration Committees charter annually and recommend amendments thereto as required.
- Approve amendments to the Nu-World share-based incentive plan, after consultation with shareholders and the JSE Limited.
- Fulfill delegated responsibilities on Nu-World share based incentive plans, e.g. appointing trustees and compliance officers, if required.
- Undertake an annual assessment of the effectiveness of the Committee, reporting these findings to the Board and the Committee.
- Review the charters of the Group's significant subsidiaries' remuneration committees annually, and their annual assessment of compliance with these charters to establish if the Nu-World remuneration committee can rely on the work of the subsidiary companies' remuneration committees.
- Evaluates the remuneration policies in relation to the requirements of good corporate governance.
- Prepare an annual remuneration report for inclusion in the company's integrated annual report.

The Remuneration Committee and divisional subcommittees are supported by established human resource departments at group and subsidiary level responsible for implementation and management of human resource and remuneration strategies, policies and practices.

Key considerations undertaken during the year:

- A review of the pay structures for managerial employees.
- A review of the effectiveness of the share incentive scheme as a long-term incentive plan.
- Annual bonus and incentive scheme awards and the approval of performance targets.
- The range of base salary increases.
- Investigations into alternate specific long-term incentive scheme for key management and personal.

Share Trust

The Group Share Option Scheme, which was approved by the shareholders a number of years ago, is managed by a Share Trust Fund. The trustees of the trust fund are as follows:

J M Judin	Chairman	Non-executive director
D Piaray	Trustee	Non-executive director
R Kinross	Trustee	Non-executive director

The main function of the Share Trust Committee is to award share options on recommendation of Remco to employee participants in terms of the trust deed, and to manage the share option scheme accordingly.

Remco utilises the share option scheme as the basis for long-term incentives to retain key employees, and reward deserving employees on a merit basis.

Nomination Committee

The Nomination Committee is an independent Committee. There is no formal meeting schedule because it will meet as and when required, but this Committee meets at least twice a year.

The members of the Committee are Messrs J M Judin (chairman), D Piaray, R Kinross and F J Davidson. All members are independent non-executive directors in terms of the King III report. The financial director and the company secretary attend meetings by invitation when appropriate.

The appointment of executive and non-executive directors is a transparent and formal procedure governed by the Nomination Committee's terms of reference. Special emphasis is placed on the development of diverse leadership representation of all race groups. Specific areas of responsibility include:

- Ensuring a balance of skills at board level.
- Succession planning of executive management.
- Nomination of members to serve on subcommittees.

The desire for additional board members requires that the nomination committee identify and evaluate suitable candidates to the Board. The composition of the various subcommittees were reviewed, and appointments recommended to the Board for approval.

Management Committees

Executive Committee

The Executive Committee comprises the executive directors, namely, M S Goldberg (chairman), J A Goldberg (chief executive officer), G R Hindle (financial director) and executive managers, namely, B H Haikney and other senior managers. The Committee monitors the operations of the Group giving monthly operational feedback on administrative, treasury and operational issues in order to keep abreast of economic and business trends. The Committee meets quarterly.

Attendance at Executive Committee meetings for the period 1 September 2015 – 31 August 2016:

		Attended	Eligible to attend
M S Goldberg	Chairman	4	4
J A Goldberg	Member	4	4
G R Hindle	Member	4	4
B H Haikney	Member	4	4

Information Technology Steering Committee

The Information Technology Steering Committee comprises G R Hindle (Chairman), G Smith, R Kellock and supported by senior management as and when required. The Committee meets regularly and ensures that Group strategic business needs and core objects are met. In addition, the Committee is tasked to keep up with ongoing technological changes in order to provide management with accurate and meaningful data to run the Group effectively.

A Group information technology disaster recovery plan is in place and is tested regularly to ensure systems continuity at all times.

Attendance at Information Technology Steering Committee meetings for the period 1 September 2015 – 31 August 2016:

		Attended	Eligible to attend
G R Hindle	Chairman	3	3
G Smith	Member	3	3
R Kellock	Member	3	3

Other corporate governance issues

Internal audit

NWHL do not believe it necessary to appoint separate internal auditors.

Internal control

The directors and management are responsible to maintain effective systems of internal control. These systems are designed to provide reasonable but not absolute assurance as to the integrity and reliability of the financial statements, to safeguard, verify and maintain accountability of the Group's assets and to detect and minimise significant fraud, potential liability, loss and material misstatement while complying with applicable laws and regulations.

Close day-to-day control of operations and procedures are maintained and monitored by senior management, producing monthly performance reports and management accounts for review by management, executive committee and the Board.

No significant internal control problems have come to the attention of the directors to indicate that a material breakdown in the controls within the Group has occurred.

Materiality and approval framework

Issues of a material or strategic nature, which can impact on the reputation and performance of the Group, are referred to the Board. Other issues, as mandated by the Board, are dealt with at executive management level.

The minutes of all the committee meetings are circulated to the members of the Board. Issues that require the Board's attention or a Board resolution are highlighted and included as agenda items for the next Board meeting.

Financial statements

The directors are responsible for ensuring that Group companies maintain adequate accounting records, and for reporting on the financial position of the Group at all levels to meet this responsibility. The external auditors are responsible for independently auditing and reporting on these financial statements in conformity with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act of South Africa. The Group's auditors have confirmed that the financial information is in accordance with the underlying audited financial records of the Company and its subsidiaries.

Company, secretarial and professional advice

To enable the Board to function effectively, all directors have full and timely access to all information that may be relevant to the proper discharge of their duties and obligations. This includes information such as agenda items for board meetings, corporate announcements, investor communications and any other developments, which may affect NWHL or its operations. The office of the Group company secretary is responsible for facilitating this access.

The Group company secretary is responsible for the functions specified in section 88 of the Companies Act of 2008 (as amended) (the Act). All meetings of shareholders, directors and Board subcommittees are properly recorded as per the requirements of section 24 of the Act. The appointment and removal of the Group company secretary would be a matter for the Board as a whole.

The Board has considered and is satisfied that the company secretary has the necessary competence, qualifications and experience and regularly ensures that there is an arm's length relationship between the company secretary and Board of directors. The company secretary Mr B H Haikney is required to ensure that the minutes of all shareholders' meetings, directors' meetings and minutes of any committee of the directors are properly recorded.

The directors have unlimited access to the services of the company secretary who is responsible to the Board for ensuring that proper corporate governance principles are adhered to. Board orientation and training are done when appropriate.

Dealing in securities

In accordance with the Listings Requirements of the JSE, NWHL has adopted a code of conduct for insider trading. During the closed period, directors and designated senior employees are prohibited from dealing in the Company's securities. Directors may only deal in the Company's securities outside the closed period, with the authorisation of the Group chairman and/or the Group chief executive officer. The closed period lasts from the end of the financial reporting period until the publication of financial results for that period. Additional closed periods may be declared from time to time if circumstances warrant.

Stakeholder communication

NWHL is committed to transparent, timeous and consistent communications with stakeholders and aims to present in all its communications, a balanced and logical assessment of the Group's position. The Group encourages stakeholder attendance at general meetings and, where appropriate, provides full and comprehensive explanations of the effect of resolutions to be proposed at these meetings.

Company announcements are released on SENS and posted on the Company's website. Further results' announcements are posted to shareholders. The chairman and Board are available to answer queries from stakeholders at all times and wherever possible, the Group chief executive officer or Group financial director will engage with the financial media to ensure accurate reporting. Communications with institutional shareholders and investment analysts is maintained through bi-annual presentations of financial results, one-on-one visits, trading statements and press announcements of interim and annual results.

Fraud and illegal acts

NWHL does not engage in or accept or condone the engaging in of any illegal acts in the conduct of its business. The directors' policy is to actively pursue and prosecute the perpetrators of fraudulent or other illegal activities, should they become aware of any such acts.

Legal/arbitration

There are no pending or threatened legal or arbitration proceedings which had or may have a material effect on the financial position of the Company or the Group.

Going concern

The directors confirm, giving due cognisance to the Group's current financial position and cash flows, that the Group is a going concern and accordingly will continue adopting the going concern basis in preparing the annual financial statements.

APPLICATION OF PRINCIPLES IN KING III CODE

Nu-World Holdings Limited is aware of and complies with all regulation relative to its operations. The Board aims to apply the best practice recommendations as set out in the King Report, in a manner that reflects the stature, market position and size of the Group.

A detailed list of the Group's application of King III principles is set out below:

1 Not applied / Will not be applied 2 In process / Partially applied 3 Full application

	Principle	Level of application	Comments
1.	Ethical leadership and corporate citizenship		
1.1	The Board should provide effective leadership based on an ethical foundation.	3	Ethics form part of the values of the Board and Group. The responsibility for effective leadership based on an ethical foundation is recognised in the Board charter.
1.2	The Board should ensure that the Group is, and is seen to be, a responsible corporate citizen.	3	The Group continually identifies and contributes to selected corporate social investment initiatives as it strives to become a more responsible corporate citizen.
1.3	The Board should ensure that the Group's ethics are managed effectively.	3	A Social and Ethics Committee is in place which supports the Board in managing the ethics program.
2.	Board and Directors		
2.1	The Board should act as the focal point for and custodian of corporate governance.	3	Contained in the Board charter as guiding principle.
2.2	The Board should appreciate that strategy, risk, performance and sustainability are inseparable.	3	Contained in the Board charter as guiding principle.
2.3	The Board should provide effective leadership based on an ethical foundation.	3	Contained in the Board charter as guiding principle.
2.4	The Board should ensure that the Group is and is seen to be a responsible corporate citizen.	3	The Group identifies and contributes to selected corporate social investment initiatives.
2.5	The Board should ensure that the Group's ethics are managed effectively.	3	A Social and Ethics Committee is in place which supports the Board in effectively managing the Group's ethics program.
2.6	The Board should ensure that the Group has an effective and independent audit committee.	3	An independent Audit Committee has been established and is chaired by an independent non-executive director. The Committees independence and effectiveness is continually reviewed by the Board.
2.7	The Board should be responsible for the governance of risk.	3	The Group's Risk Management Committee forms an integral component of the Group's governance framework and assists the Board in executing its responsibility in terms of the governance of risk.
2.8	The Board should be responsible for information technology (IT) governance.	3	The Board charter requires the Board to assume the overall responsibility for IT governance. The Board has delegated certain of this responsibility to its IT Steering Committee.
2.9	The Board should ensure that the Group complies with applicable laws and considers adherence to non-binding rules, codes and standards.	3	The Audit and Risk Committees assist the Board in ensuring that the relevant compliance framework is maintained and that the Group complies with all applicable laws and regulations.
2.10	The Board should ensure that there is an effective risk-based internal audit.	1	The establishment of an internal audit function is considered by the Audit and Risk Committees on a regular basis with appropriate recommendations to the Board. The Committees continually monitor the potential risks introduced by the absence of such a function.

	Principle	Level of application	Comments
2.	Board and Directors		
2.11	The Board should appreciate that stakeholders' perceptions affect the Group's reputation.	3	Stakeholders perceptions are a guiding principal contained in the Board charter.
2.12	The Board should ensure the integrity of the Group's integrated report.	3	The Board and members of the Audit Committee review the Integrated Annual Report.
2.13	The Board should report on the effectiveness of the Group's system of internal controls.	3	The internal controls are reviewed by the Audit Committee who also reports to shareholders via the Committee's report which is included in the annual financial statements.
2.14	The Board and its directors should act in the best interests of the Group.	3	The Board and individual directors have been reminded of their fiduciary and other responsibilities under the Companies Act and King III. The Directors are required to exercise objective judgment and to act in the best interests of the Group at all times.
2.15	The Board should consider business rescue proceedings or other turnaround mechanisms as soon as the Group is financially distressed as defined in the Act.	3	The Board continually monitors the solvency and liquidity of the Group and will consider business rescue proceedings should the need arise.
2.16	The Board should elect a chairman of the Board who is an independent non-executive director. The CEO of the Group should not also fulfill the role of chairman of the Board.	2	The roles of CEO and chairman are separate. As recommended by the King Report, a lead independent director has been appointed in light of the fact that the chairman is not an independent non- executive director.
2.17	The Board should appoint the Chief Executive Officer and establish a framework for the delegation of authority.	3	The Board has appointed a CEO and has established a framework for the delegation of authority.
2.18	The Board should comprise a balance of power, with a majority of non- executive directors. The majority of non-executive directors should be independent.	3	The Board consists of 7 directors including the 3 executive directors. All the non- executive directors are independent and the Group's Nomination Committee is actively looking to appoint additional non-executive directors with the necessary skill and acumen.
2.19	Directors should be appointed through a formal process.	3	Appointments to the Board are made in a formal and transparent manner with the assistance of the Nomination Committee, acting under the guidance of the lead independent non-executive Director.
2.20	The induction of and ongoing training and development of directors should be conducted through formal processes.	3	The Nomination Committee is responsible to ensure the induction and continued training and development of directors.
2.21	The Board should be assisted by a competent, suitably qualified and experienced Group Secretary.	3	The Board considers the Group Secretary to be suitably qualified and experienced and in a position to advise the Group independently.
2.22	The evaluation of the Board, its committees and the individual directors should be performed every year.	3	The Board delegates certain functions to the Audit, Risk, Remuneration, Nominations and Ethics Committees and continually evaluates the performance of the Board members, individual directors and Committees.
2.23	The Board should delegate certain functions to well-structured committees without abdicating its own responsibilities.	3	The Board has formed standing committees to perform certain functions and ad hoc committees are formed as and when required. The individual committees are listed in principle 2.22 above.

	Principle	Level of application	Comments
2.	Board and Directors		
2.24	A governance framework should be agreed between the Group and its subsidiary boards.	2	The Group is in the process of reviewing the governance framework of its subsidiary Boards. Change will be implemented where necessary.
2.25	Companies should remunerate directors and executives fairly and responsibly.	3	Directors' remuneration is determined annually based on market related benchmarks by the Remuneration Committee. The Group's detailed Remuneration report forms part of the Group's Integrated Annul Report.
2.26	Companies should disclose the remuneration of each individual director and certain senior executives.	3	The Group discloses directors' remuneration in the Integrated Annual Report.
2.27	Shareholders should approve the Group's remuneration policy.	3	In terms of the King III recommendation, the Group's Remuneration Policy is submitted annually to shareholders for their non-binding vote.
3.	Audit Committee		
3.1	The Board should ensure that the Group has an effective and independent audit committee.	3	The Group has an Audit Committee comprising of four independent, non- executive directors appointed by the shareholders. The Committee has clear terms of reference, approved by the board, which complies with Section 94 of the Companies Act and King III. The Committee is chaired by an experienced independent non-executive director that should also support the effectiveness of the Committee.
3.2	Audit Committee members should be suitably skilled and experienced independent, non-executive directors.	3	The Committee consists of suitably qualified and experienced independent directors.
3.3	The Audit Committee should be chaired by an independent non- executive director.	3	The Committee is chaired by, an independent non-executive director.
3.4	The Audit Committee should oversee the integrated reporting (integrated reporting, financial, sustainability and summarised information).	3	The Committee and/or members of the Committee reviews the Integrated Annual Report prepared by management.
3.5	The Audit Committee should be responsible for evaluating the significant judgements and reporting decisions affecting the integrated report.	3	All significant judgements and reporting decisions are reported to the Committee.
3.6	The Audit Committee's review of the financial reports should encompass the annual financial statements, interim reports, preliminary or provisional result announcements, summarised integrated information, any other intended release of price-sensitive financial information, trading statements, circulars and similar documents.	3	The Audit Committee reviews all Integrated Annual Reports, interim results and any provisional results announcements.
3.7	The Audit Committee should ensure that a combined assurance model is applied to provide a coordinated approach to all assurance activities.	2	The Committee will look at options to implement a formal assurance model.
3.8	The Audit Committee should satisfy itself of the expertise, resources and experience of the Group's finance function.	3	The Committee performs an annual review of the finance function and performance of the financial director.
3.9	The Audit Committee should be responsible for overseeing of internal audit.	1	The Group does not have an internal audit function as disclosed in principle 2.10 above.

	Principle	Level of application	Comments
3.	Audit Committee		
3.10	The Audit Committee should be an integral component of the risk management process.	3	The terms of reference of the Audit Committee requires the committee to oversee the Group's risk management process.
3.11	The Audit Committee is responsible for recommending the appointment of the external auditor and overseeing the external audit process.	3	The Committee oversees the external audit functions, reviews the appropriateness and independence of the external auditor annually and recommends to the shareholders, their appointment, re-appointment or removal.
3.12	The Audit Committee should report to the Board and shareholders on how it has discharged its duties.	3	The Committee formally reports to the shareholders in the Integrated Annual Report and on a frequent basis to the Board.
4.	The governance of risk		
4.1	The Board should be responsible for the governance of risk.	3	Contained in the Board charter as a guiding principle and supported by the role and responsibility of the Risk Committee.
4.2	The Board should determine the levels of risk tolerance.	3	The Risk Committee operates within its approved charter, framework and policy which are reviewed on an annual basis by the Board.
4.3	The Risk Committee or Audit Committee should assist the Board in carrying out its risk responsibilities.	3	The Audit and Risk Committee operates within its approved charter, framework and policy which are reviewed on an annual basis.
4.4	The Board should delegate to management the responsibility to design, implement and monitor the risk management plan.	3	The Board charter and the terms of reference of the Risk Committee delegates the development of risk management plans and strategies to management.
4.5	The Board should ensure that risk assessments are performed on a continual basis.	2	The Board, with the assistance of the Risk Committee, continually perform risk assessments.
4.6	The Board should ensure that frameworks and methodologies are implemented to increase the probability of anticipating unpredictable risks.	2	The Board, with the assistance of the Risk Committee, have and continue to implement strategies, procedures and measures to increase the probability of addressing all potential risks.
4.7	The Board should ensure that management considers and implements appropriate risk responses.	3	The terms of reference of the Risk Committee requires the Committee to ensure that management develops adequate risk responses and that the Committee considers and evaluates these responses.
4.8	The Board should ensure continual risk monitoring by management.	3	The terms of reference of the Risk Committee requires the Committee to ensure that there is effective and continual monitoring of risk management and that the responsibility for monitoring risk is defined in the risk management plan.
4.9	The Board should receive assurance regarding the effectiveness of the risk management process.	2	The Board, with the assistance of the Risk Committee is in the process of formalising its risk review process.
4.10	The Board should ensure that there are processes in place enabling complete, timely, relevant, accurate and accessible risk disclosure to stakeholders.	3	The Board is comfortable with the existing processes which are in place.

	Principle	Level of application	Comments
5.	The governance of Information Technology (IT)		
5.1	The Board should be responsible for information technology (IT) governance.	3	The Board charter requires the Board to assume the overall responsibility for IT governance. The Board has delegated certain of this responsibility to its IT Steering Committee.
5.2	IT should be aligned with the performance and sustainability objectives of the Group.	2	The IT strategy will be integrated with the Group's strategic and business processes.
5.3	The Board should delegate to management the responsibility for the implementation of an IT governance framework.	3	The terms of reference of the Audit and Risk Committees requires the Committees to ensure that management is responsible for the implementation of the structures, processes and mechanisms for the IT governance framework.
5.4	The Board should monitor and evaluate significant IT investments and expenditure.	3	IT investments and expenses form part of the normal budgeting process, and is therefore approved by the Board.
5.5	IT should form an integral part of the Group's risk management.	3	The terms of reference of the Audit and Risk Committees requires the Committees to ensure that management demonstrates that the Group has adequate business resilience arrangements in place for disaster recovery and that the Group complies with all IT laws and related rules, codes and standards.
5.6	The Board should ensure that information assets are managed effectively.	2	The terms of reference of the Audit and Risk Committees requires the Committees to ensure that systems are in place for the management of information. An information management strategy will be considered to monitor the management of IT assets.
5.7	A Risk Committee and Audit Committee should assist the Board in carrying out its IT responsibilities.	2	As noted in 5.1 above, the Board has delegated certain of this responsibility to its IT Steering Committee who's performances is monitored by the Audit and Risk Committees.
6.	Compliance with laws, codes, rules and standards		
6.1	The Board should ensure that the Group complies with applicable laws and considers adherence to non-binding rules, codes and standards.	2	The Board charter recognises the Board's responsibility for ensuring compliance by the Group. An appropriate compliance policy and framework will be adopted for this purpose.
6.2	The Board and each individual director should have a working understanding of the effect of the applicable laws, rules, codes and standards on the Group and its business.	2	The directors appointed by the Board are suitably skilled and experienced with regard to the applicable laws, rules, codes and standards applicable to the Group and its business. In addition, regular updates and briefings will be provided to directors on developments in this area.
6.3	Compliance risk should form an integral part of the Group's risk management process.	3	The Group's compliance with laws, codes, rules and standards currently forms an integral part of the Group's risk management process.
6.4	The Board should delegate to management the implementation of an effective compliance framework and processes.	2	A formal compliance framework and processes will be adopted.

	Principle	Level of application	Comments
7.	Internal audit		
7.1	The Board should ensure that there is an effective risk-based internal audit.	1	The Group does not have an internal audit function and the Audit and Risk Committees will be expected to consider the need for an internal audit function on a regular basis.
7.2	Internal audit should follow a risk-based approach to its plan.	1	Refer to principle 7.1 above.
7.3	Internal audit should provide a written assessment of the effectiveness of the Group's system of internal control and risk management.	1	In the absence of an internal audit function, the Audit and Risk Committees will be required to pay particular attention to the effectiveness of the Group's system of internal control and risk management.
7.4	The Audit Committee should be responsible for overseeing the internal audit.	1	Refer to principle 7.1 above.
7.5	Internal audit should be strategically positioned to achieve its objectives.	1	Refer to principle 7.1 above.
8.	Governing stakeholder relationships		
8.1	The Board should appreciate that stakeholders' perceptions affect a Group's reputation.	3	The Board monitors stakeholder perceptions very closely.
8.2	The Board should delegate to management to pro-actively deal with stakeholder relationships.	3	Management is responsible for dealing pro-actively with stakeholder relationships.
8.3	The Board should strive to achieve the appropriate balance between its various stakeholder groupings, in the best interests of the Group.	3	Stakeholder's interests are considered during decision-making processes.
8.4	Companies should ensure the equitable treatment of shareholders.	3	The Board considers the equitable treatment of shareholders in decision making.
8.5	Transparent and effective communication with stakeholders is essential for building and maintaining their trust and confidence.	3	Communication to stakeholders is the responsibility of the executive team and Group Secretary and is monitored by the Board.
8.6	The Board should ensure that disputes are resolved as effectively, efficiently and expeditiously as possible.	3	All disputes communicated to the Board are resolved effectively and efficiently.
9.	Integrated reporting and disclosure		
9.1	The Board should ensure the integrity of the Group's integrated report.	3	The Board will assume responsibility for the integrated report and will ensure that the report fairly represents the performance of the Group with the assistance of the Audit and Risk Committees.
9.2	Sustainability reporting and disclosure should be integrated with the Group's financial reporting.	2	Sustainability reporting is being integrated in the Group's financial reporting wherever possible.
9.3	Sustainability reporting and disclosure should be independently assured.	2	The Board is currently reviewing options in this regard.

"Nu-World Holdings Limited (NWHL), having been in existence and a very successful business for over 65 years, recognises that in order to remain successful, survive and prosper, it is critical that it continually strategise and change, adopting sound business practices to ensure the long-term viability of the Group is in the interests of the stakeholders it serves."

Introduction

In pursuit of this sustainability objective, the Group embraces the philosophy of the King III Report, and endeavours to implement the principles in all areas. The Board has approved this report and mandated the Social and Ethics Committee to take responsibility for the key sustainability issues contained in this report. The Group's Audit Committee has final oversight of the Integrated Annual Report.

The Group's sustainability strategy is based on the acknowledgement of its responsibility to all stakeholders in order to ensure its long term viability. In pursuing this strategy, the Group has to continuously identify and consider the impact of its business on its stakeholders.

NWHL aims to provide a balanced assessment of the Group's strategic position and performance to enable all stakeholders to properly assess its ability to continue creating value sustainability into the future. As part of this, the Board has embraced integrated reporting, seeking to provide financial and non-financial information applicable to a range of stakeholders. The Board has mandated the Company's management to ensure implementation of sustainability principles and periodically report on progress and the reasons for non-compliance, where applicable.

Whilst King III also requires that sustainability reporting should be independently assured, the Committee is of the opinion that it would be premature to obtain external assurance until the Group's recording systems are formalised. It is, however, the Group's intention to expand on the qualitative and quantitative information as systems are developed and put in place. The scope of the review currently covers its South African operations and will in time be extended to cover its subsidiaries in other countries.

Scope of report

This report covers the economic, social and environmental performance of NWHL for the year from 1 September 2015 to 31 August 2016 and is intended to provide this information to a wide range of stakeholders with an interest in its performance. These include existing and prospective shareholders and investment analysts, government (local, provincial and national), industry organisations, trade unions, employees and their families, communities in the vicinity of our operations, contractors, suppliers, customers, business partners and the media.

NWHL commitment to all employees

Employees are the cornerstone of the Group and employee wellness and development is recognised as key factors that contribute to maintaining and building a sustainable business. Business practices are based on the values of trust, respect, commitment and loyalty. Driven from the top, management aims to create an environment where people are encouraged to act in a responsible way, work hard, build friendships and be part of a working family. The Group employs individuals with passion, who are skilled in their fields, who can contribute in meaningful ways and who can identify with the Group's values. Throughout the Group there are systems in place to incentivise, retain, and manage employees, promoting the necessary climate for positive and active employee participation, whilst benefiting the Group, its shareholders and the individuals.

Broad-based black economic empowerment (B-BBEE)

NWHL endorses the B-BBEE strategy of the Department of Trade and Industry which supports the policy of the South African government towards an "integrated and coherent socio-economic process that directly contributes to the economic transformation of South Africa and brings about significant increases in the numbers of previously disadvantaged individuals that manage, own and control the country's economy, and significant decreases in income inequalities".

The B-BBEE Codes of Good Practice have recently been revised subsequent to the last ratings that were done for the Group. The Group will be evaluating the new codes to establish a minimum Group target after taking into account their evaluation of the codes and their ability to sustainably comply with the revised targets.

The major South African wholly owned subsidiary, Nu-World Industries (Pty) Ltd, has attained a level 8 accreditation in 2016. The Group will endeavour to improve on this level of accreditation.

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

The Group's B-BBEE subcommittee, duly constituted in 2003, has and continues to address the transformation challenges by focusing on each element separately which are presented below.

Employment equity

The Group commits itself to non-discrimination and employment equity, whilst maintaining its commitment to quality and service excellence.

The Group 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 Group 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 thirteenth 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.

The employee/employer relationship is governed by the customary human resource policies, which are reviewed on a regular basis, i.e. safety, health, training and development, etc.

Ownership

Ownership represents the greatest challenge to the Group. The Board of Directors is continually in pursuit and negotiations with various parties in an attempt to find suitable partners that would be of benefit to all stakeholders.

Management control

The Board is in the process of identifying candidates who will add value to the Board and increase the black representation of the Board.

Skills development

Skills development is viewed as a strategic and business imperative. The Group recognises that diversity will enable management to use differing skills, expertise and cultures to enhance our ability to provide proper employee succession and deliver sustained growth of the Group into the future. Skills development, having remained static during the restructuring phases of the Group is now considered of key importance and initiatives are currently under way to formalise both internal and external training and development programs. The current financial year saw the formation of the Nu-World School of Excellence which is now actively educating selected employees as well as unemployed individuals.

Preferential procurement

With regard to preferential procurement it should be noted that most of the Company's procurement spend is in product and components from international suppliers, and therefore our local spend is comparatively small. Nevertheless, we seek to place our local spend with black empowered and/ or black- owned companies wherever possible. We also encourage the development of black-owned SMMEs by, *inter alia*, procuring services for them and assist whenever possible to allow key local suppliers to transform their business to achieve B-BBEE status.

Enterprise and supplier development

NWHL has participated successfully in enterprise development and will continue to identify new opportunities in the future.

Socio-economic development

NWHL has contributed in excess of 1% of net profit after tax towards socio-economic development, elements of which are included in the corporate social investment review.

Environment

The Group acknowledges the importance of the communities who may be affected by its operations and the safe guarding of the environment is considered in the normal business decision making processes.

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.

NWHL is committed to ensuring that its environmental management systems comply with legislation and attempts to promote the long term philosophy of continuous environmental 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.

Social investment

As the Company's head office and main operations are based on the outskirts of Alexandra in Sandton, the Group's socio-economic development programs are mainly centered around development programs for the youth, elderly, woman and people with disabilities, living within the Alexandra community. The programs vary from community training, encouraging the skills development of the unemployed; support to the Alexander Police force, clinic and old age home; support for development programs for sport in the area; and programs focusing on conservation, education and waste management.

More specifically, the main beneficiaries of NWHL's Socio-Economic Development Initiatives during the 2016 financial year were as follows:

- Africa Tikkun, developing communities in South Africa by providing essential services to these disadvantaged communities.
- Alexandra Health Centre who provide primary healthcare services to the community.
- Phuthaditjaba Qoqizizwe who provide care for the aged.
- Sparrow Ministries who provides care and comfort to adults and children who have been infected or affected by the HIV/AIDS pandemic.
- Down Syndrome Association Gauteng who serve our disabled communities.
- St Mary's Children's Home who provide for the basic needs of children.
- The Haven Care Centre who uplift and educate individuals in our rural communities.

Occupational health and safety

Overall responsibility for health and safety across the Group rests with the NWHL board. The Board is supported by human resource managers, health and safety managers as well as occupational health and safety representatives. Health and safety committees are in place to ensure that the guidelines that are set at Group level are complied with. These guidelines require that, as a minimum, all operations adhere to the legislation, regulations and codes of practice and industry standards of each country in which we operate.

The Group is continually in the process of developing and implementing a health and safety management system to improve its occupational health and safety management, in its drive to reduce the risks of/to its operations and services.

Due to regular safety, health and environment committee meetings and inspections by safety and health representatives, the Board is satisfied that all non-conformances and risks are addressed and managed as required by the safety standards and Occupational and Safety legislation.

NWHL has a HIV/AIDS wellness policy to address and manage the potential impact of HIV/AIDS on the Group's activities. In recognising the seriousness of the HIV/AIDS pandemic, NWHL 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.

The Company has implemented an intensive communication programme about NWHL'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.

CONTENTS

Preparer

Prepared under the supervision of the Financial Director, G R Hindle (CA) (SA)

Level of assurance

Audited

DIRECTORS' RESPONSIBILITY FOR AND APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2016

The annual financial statements, set out on pages 41 to 86, were prepared by management in conformity with, International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Council, the Companies Act of South Africa and the Listings Requirements of the JSE Limited. They have been approved by the Board of Directors and have been signed on their behalf by the undermentioned directors.

The directors are required by the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements present fairly the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Council, the Companies Act of South Africa and the Listings Requirements of the JSE Limited.

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 Group 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 auditing and reporting on the Group's annual financial statements.

The Audit Committee is comprised of three 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 40. The auditors are appointed each year based on recommendation by the Audit Committee.

M S Goldberg
Executive Chairman

J A Goldberg
Chief Executive Officer

Sandton
27 October 2016

CERTIFICATE OF THE COMPANY SECRETARY

FOR THE YEAR ENDED 31 AUGUST 2016

I certify, in accordance with Section 88(2) of the Companies Act No. 71 of 2008 (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 2016. Furthermore, all such returns are true, correct and up to date.

B H Haikney
Company Secretary
Sandton
27 October 2016

INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF NU-WORLD HOLDINGS LIMITED

We have audited the group financial statements, and financial statements of Nu-World Holdings Limited, as set out on pages 44 to 86 which comprise the statements of financial position as at 31 August 2016, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

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, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider the 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 2016, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and the requirements of the Companies Act of South Africa.

Other Reports required by the Companies Act

As part of our audit of the financial statements for the year ended 31 August 2016, we have read the Directors' Report, the Report by the Audit Committee and the declaration by the company secretary for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate annual financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Report on other Legal and Regulatory Requirements

In terms of the Independent Regulatory Board of Auditors (IRBA) Rule published in the Government Gazette number 39475 dated 04 December 2015, we report that RSM South Africa has been the auditor of Nu-World Holdings Limited for two years.

RSM South Africa
Registered Auditors

Per: Jackie Kitching CA (SA) RA
Partner

27 October 2016

Randburg

REPORT OF THE AUDIT COMMITTEE
FOR THE YEAR ENDED 31 AUGUST 2016

The Board places strong emphasis on achieving the highest level of financial management, accounting and reporting to shareholders. An Audit Committee charter, which supports these principles, has been approved by the Board.

The Audit Committee, which comprises non-executive directors, reviews the scope of the audit and the accounting policies. The Audit Committee identifies key risk areas and evaluates exposure to significant risks and the appropriateness of internal controls.

The scope of the external audit and reliance on internal controls are discussed between the Audit Committee and the external auditors as part of the process of each audit. The external auditors have unrestricted access to the Audit Committee and its chairman.

The Audit Committee, with the auditors present, examines, reviews and discusses the audited annual financial statements and reports to be issued to the public before being submitted to the Board for approval. The Board is provided with regular reports on the committee's activities. The committee recommends the appointment of external auditors, the level of fees payable and the level of non-audit services.

Committee members

The following independent non-executive directors served on the Committee during the year:

R Kinross (Chairman)

J M Judin

D Piaray

In line with King III, the composition of the Audit Committee will be presented to the shareholders for approval at the Annual General Meeting.

Appropriateness and experience of the Financial Director

The Committee has satisfied itself that Mr G R Hindle has the appropriate expertise and experience to meet the responsibilities of his appointment as Finance Director of the Group.

External audit

RSM South Africa, whose appointment was approved at the company's Annual General Meeting on 10 February 2016, were the external auditors of the Group for the 2016 financial year.

The external auditors provide an independent assessment of systems of internal financial control and express an independent opinion on the annual financial statements. The external audit function offers reasonable, but not absolute assurance on the accuracy of financial disclosures.

Based on processes followed and assurances received, the Audit Committee has no concerns regarding the external auditors independence.

The Committee has recommended, for approval at the Annual General Meeting, the re-appointment of RSM South Africa as external auditors for the 2017 financial year. The Committee has recommended Ms J Kitching as the registered auditor responsible for the audit.

Terms of reference

For the year under review the Committee is satisfied that it has met its responsibilities in accordance with its terms of reference, as fully set out in the integrated report.

Annual financial statements

The Committee has recommended the annual financial statements for approval to the Board. The Board has subsequently approved the financial statements which will be open for discussion at the forthcoming Annual General Meeting.

On behalf of the Audit Committee

R Kinross

Audit Committee Chairman

27 October 2016

REPORT OF THE DIRECTORS'

Nature of business

The company is a holding company listed on the JSE. Its subsidiaries import and export a diversified range of electrical appliances, consumer electronics and branded consumer durables.

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

Share capital

Authorised share capital

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

Issued share capital

There were no changes in the issued share capital during the year under review.

Unissued share capital

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

The Nu-World Share Incentive Trust

The Nu-World Share Incentive Trust ("the trust") was established in March 1993. 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, D. Piaray and J. M. Judin. No trustee is a beneficiary of the trust.

Refer to note 29 in the attached financial statements for further details.

Dividend

The Board has resolved to declare a dividend to shareholders of 180,4 cents per share.

Directors

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

M.S. Goldberg (Executive Chairman), J.A. Goldberg (Chief Executive Officer), G.R. Hindle (Financial Director) , J.M. Judin, D. Piaray, R. Kinross and F. J. Davidson.

In terms of the Memorandum of Incorporation at least one third of the Directors are required to retire at the forthcoming annual general meeting, but being eligible, offer themselves for re-election.

Secretary

Mr B. H. Haikney

Business and postal address:
The Secretary
35, 3rd Street, Wynberg, Sandton, 2199
P O Box 8964, Johannesburg, 2000

Subsidiary companies

Details of your company's investment in its subsidiaries are set out in appendix A 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 7,8%.

With the exception of F. J. Davidson acquiring 40 000 shares on the 28 November 2016, there have been no other changes in the directors' interest between 31 August 2016 and the date of this report.

Subsidiary Companies

Details of your company;s investment in its subsidiaries are set out in appendix A to the financial statements.

Director's Interest in the Shares of the Company

The Director's interest, directly and indirectly, in the issued share capital of the company at the year end represented 7,8%.

The directors' interests in the issued share capital of the company as at 31 August 2016 was as follows:

Name	Direct beneficial No.	Indirect beneficial No.	Total 2016 No.	Total 2015 No.
Executive				
M S Goldberg	306 810	437 000	743 810	706 805
J A Goldberg	838 621		838 621	764 610
G R Hindle	138 799		138 799	94 078
Non-executive				
R Kinross	15 500		15 500	14 500
D Piaray				
J M Judin		26 039	26 039	26 039
F J Davidson				

With the exception of F. J. Davidson acquiring 40 000 shares on the 28 November 2016, there have been no other changes in the above holdings between 31 August 2016 and the date of this report.

Directors' remuneration

Name	Directors' fees R'000	Basic salary R'000	Performance bonus R'000	Other allowances R'000	Total 2016 R'000	Total 2015 R'000
Executive						
M S Goldberg		4 052		467	4 519	4 522
J A Goldberg		4 857		655	5 512	5 116
G R Hindle		2 930		762	3 692	4 018
Non-executive						
R Kinross	187				187	173
D Piaray	187				187	173
J M Judin	221				221	205
F J Davidson	93				93	
	688	11 839		1 884	14 411	14 207

Events after reporting date

No material facts or circumstances have occurred between 31 August 2016 and the date of these financial statements.

STATEMENTS OF FINANCIAL POSITION
AT 31 AUGUST 2016

	Note	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
ASSETS					
Non-current assets		142 297	126 435	172 686	141 824
Property, plant and equipment	2	25 120	23 148		
Intangible assets	3	64 464	61 684		
Investment in subsidiaries	4			85 713	85 713
Investment in associates	5	185	149	29	29
Deferred tax	6	39 421	14 957		
Trade and other receivables	8	13 107	26 497		
Loans to subsidiaries	11			86 944	56 082
Current assets		1 140 807	1 109 391		12 627
Inventories	7	391 861	422 095		
Stock in transit	7	178 421	212 883		
Trade and other receivables	8	425 223	335 057		
Prepayments	9	61 400	34 484		
Current tax receivable					2
Other financial assets	10	3 501	4 855		
Cash and bank balances		80 401	90 077		
Loans to subsidiaries	11				12 625
Assets classified as held-for-sale	12		9 940		
Total assets		1 283 104	1 235 826	172 686	154 451
EQUITY AND LIABILITIES					
Capital and reserves		924 475	873 650	35 725	68 066
Issued share capital	13	19 481	19 481	21 370	21 370
Treasury share reserve	13	(34 142)	(40 370)		
Foreign currency translation reserve	13	42 447	30 463		
Retained earnings		856 084	790 983	14 355	46 696
Share-based payment reserve	14	27 840	41 760		
Capital and reserves attributed to owners of the company		911 710	842 317	35 725	68 066
Non-controlling interest		12 765	31 333		
Non-current liabilities		17 226	11 656	4 622	2 858
Deferred tax	6	17 226	11 656	4 622	2 858
Current liabilities		341 403	350 520	132 339	83 527
Trade and other payables	15	241 245	200 068	26	25
Current tax liability		13 171	12 667	54	
Provisions	16	15 970	8 912		
Loans from subsidiaries	17			132 259	83 502
Bank overdraft	18	71 017	128 873		
Total equity and liabilities		1 283 104	1 235 826	172 686	154 451

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 AUGUST 2016

		Group		Company	
	Note	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Revenue	19	2 590 416	2 159 240	2 696	40 537
Cost of sales		2 055 577	1 749 818		
Gross profit		534 839	409 422	2 696	40 537
Other income	20	38 427	23 341	6 300	10 206
Selling and distribution costs		228 191	193 363		
Administrative expenses		137 258	61 611		
Operating expenses		94 755	46 836	2 488	2 372
Operating profit	21	113 062	130 953	6 508	48 371
Finance income		215	197		
Finance costs	22	14 683	7 180		
Profit before tax		98 594	123 970	6 508	48 371
Income tax expense	23	(18 985)	(33 457)	(1 822)	(2 855)
		79 609	90 513	4 686	45 516
Share of profit attributable to associates		36	41		
Profit for the year from continuing operations		79 645	90 554	4 686	45 516
Profit for the year attributable to:					
Non-controlling interest		(22 483)	(1 990)		
Owners of the company		102 128	92 544	4 686	45 516
		79 645	90 554	4 686	45 516
Earnings per share					
Basic earnings per share (cents)	24	488,4	430,1		
Diluted basic earnings per share (cents)	24	455,3	408,7		

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 AUGUST 2016

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Profit for the year	79 645	90 554	4 686	45 516
Other comprehensive income				
Items that will be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	15 899	689		
Gains arising during the year	20 346	1 040		
Related tax	(4 447)	(351)		
Other comprehensive income for the year, net of tax	15 899	689		
Total comprehensive income for the year	95 544	91 243	4 686	45 516
Total comprehensive income for the year attributable to:				
Non-controlling interest	(18 568)	(8 621)		
Owners of the company	114 112	99 864	4 686	45 516
	95 544	91 243	4 686	45 516

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2016

Group	Issued share capital R'000	Treasury share reserves R'000	Foreign currency translation reserve R'000	Share-based payment reserve R'000	Retained earnings R'000	Total R'000	Non-controlling interest R'000	Total equity R'000
	Attributable to owners of the company							
Balance at 31 August 2014	19 481	(24 926)	23 143	15 370	724 645	757 713	39 954	797 667
Total comprehensive income for the year			7 320		92 544	99 864	(8 621)	91 243
Dividend paid					(26 206)	(26 206)		(26 206)
Treasury shares acquired		(15 444)				(15 444)		(15 444)
Issue of share-based payment awards				26 390		26 390		26 390
Balance at 31 August 2015	19 481	(40 370)	30 463	41 760	790 983	842 317	31 333	873 650
Total comprehensive income for the year			11 984		102 128	114 112	(18 568)	95 544
Dividend paid					(37 027)	(37 027)		(37 027)
Treasury shares issued		6 228				6 228		6 228
Issue of share-based payment awards				(13 920)		(13 920)		(13 920)
Balance at 31 August 2016	19 481	(34 142)	42 447	27 840	856 084	911 710	12 765	924 475

Company	Issued share capital R'000	Share-based payment reserve R'000	Retained earnings R'000	Total R'000
Balance at 31 August 2014	21 370		26 227	47 597
Total comprehensive income for the year			45 516	45 516
Dividend paid			(25 047)	(25 047)
Balance at 31 August 2015	21 370		46 696	68 066
Total comprehensive income for the year			4 686	4 686
Dividend paid			(37 027)	(37 027)
Balance at 31 August 2016	21 370		14 355	35 725

STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2016

		Group		Company	
	Note	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Cash flows from operating activities		8 679	(94 257)	(36 819)	13 117
Receipts from customers		2 501 477	2 153 761	2 696	40 537
Paid to suppliers and employees		(2 403 188)	(2 182 693)	(2 486)	(2 371)
Cash generated from/(utilised by) operations	26.1	98 289	(28 932)	210	38 166
Finance income		215	197		
Finance costs		(14 683)	(7 180)		
Tax paid	26.2	(38 115)	(32 136)	(2)	(2)
Dividends paid	26.3	(37 027)	(26 206)	(37 027)	(25 047)
Cash flows from investing activities		21 814	(16 207)	(11 937)	(23 067)
Acquisition of property, plant and equipment		(4 726)	(5 719)		
Proceeds on disposal of property, plant and equipment		82	76		
Proceeds on disposal of assets held for sale		20 230	4 880		
Investment in subsidiary					(145)
Decrease/(increase) in investment in treasury shares		6 228	(15 444)		
Loans to subsidiaries advanced				(11 937)	(22 922)
Cash flows from financing activities				48 756	9 950
Loans from subsidiaries raised				48 756	9 950
Net increase/(decrease) in cash and cash equivalents		30 493	(110 464)		
Cash and cash equivalents at the beginning of the year		(38 796)	67 948		
Effects of exchange rate changes on the balance of cash held in foreign currencies		17 687	3 720		
Cash and cash equivalents at the end of the year		9 384	(38 796)		

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

1.1 GENERAL INFORMATION

Nu-World Holdings Limited is a company incorporated in South Africa.

The address of its registered office is 35, 3rd Street, Wynberg, Sandton, 2199.

The principal business of the company is a holding company listed on the JSE. Its subsidiaries import and export a diversified range of electrical appliances, consumer electronics and branded consumer durables.

The consolidated and separate annual financial statements have been presented in South African Rand, and all amounts have been rounded to the nearest thousand Rand.

The consolidated and separate financial statements of Nu-World Holdings Limited for the year ended 31 August 2016 were authorised for issue in accordance with a resolution of the Directors on 27 October 2016.

1.2 STATEMENT OF COMPLIANCE

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and its interpretations adopted by the IASB, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and financial pronouncements as issued by the Financial Reporting Council, the JSE Limited's Listings Requirements and the requirements of the Companies Act of South Africa.

1.3 BASIS OF PREPARATION

The consolidated and separate annual financial statements have been prepared on the historical cost basis, unless stated otherwise.

1.4 ACCOUNTING POLICIES

The consolidated and separate financial statements incorporate the following principal accounting policies, which have been applied consistently to all periods presented in these consolidated and separate financial statements unless stated otherwise.

1.4.1 Standards, amendments and interpretations effective in 2016

There were no new standards nor amendments to standards and interpretation applicable for the first time during the year under review which had a material impact on the financial statements.

1.4.2 Basis of consolidation

Subsidiaries and business combinations

Subsidiaries are entities controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income ('SPLOCI') from the date the Group gains control until the date the Group ceases to control the subsidiary.

1.4.2 Basis of Consolidation (Continued)

Profit or loss and each component of other comprehensive income ('OCI') are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

Transactions eliminated on consolidation

Intra-group balances and unrealised gains and losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Impairment losses on transactions are recognised immediately if the loss provides evidence of a reduction in the recoverable amount of current assets.

Non-controlling interest

Non-controlling interest represents the portion of profit or loss and the net identifiable assets not held by the Group and are presented separately in the statement of comprehensive income and within equity in the consolidated statement of financial position, separately from owner shareholders' equity.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in OCI in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting, when applicable, the cost on initial recognition of an investment in an associate.

Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group's investment in its associate is accounted for using the equity method and the company's investment is accounted for at cost, less accumulated impairment losses.

Under the equity method, the investment in associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The SPLOCI reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the SPLOCI outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies into line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognises the loss as "Share of profit attributable to associates" in the SPLOCI. Upon loss of significant influence over the associate the Group measures and recognises any retained investment as its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

1.4.3 Property, plant and equipment

Property, plant and equipment items are stated at cost less accumulated depreciation and accumulated impairment losses and are depreciated on the reducing balance basis to reduce their cost to their residual values over their estimated useful lives.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. The estimated useful lives are:

Land	Infinite
Buildings	50 years
Computers and software	2 – 10 years
Motor vehicles	4 – 5 years
Equipment	10 – 13 years
Furniture, fixtures and fittings	4 – 13 years
Leasehold improvements	3 – 40 years

Depreciation methods, residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount when the asset's carrying amount is greater than its estimated recoverable amount.

Profits and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss in the period.

1.4.4 Intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

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 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.

Trademarks

The trademarks carried on the statement of financial position were acquired separately and are recognised as assets at their historical cost. Trademarks which are considered to be well-established growing brands and product lines for which there is no foreseeable limit to the period in which these assets are expected to generate cash flows, are classified as indefinite useful life assets.

1.4.5 Investments in subsidiaries and associates

Investments in subsidiaries and associates are stated at cost less any accumulated impairment losses.

1.4.6 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories 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. Specific allowances are made for slow moving, obsolete and redundant inventories.

1.4.7 Financial instruments

Financial assets and financial liabilities are recognised in the Group's and Company's statement of financial position when the Group or Company becomes a party to the contractual provisions of the instrument.

Loans and receivables

Loans and receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest 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.

Held-to-maturity Investments

Held to maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has the positive intent and ability to hold to maturity. Subsequent to initial recognition they are measured at amortised cost using the effective interest method less any impairment.

1.4.7 Financial instruments (Continued)

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, and are measured at fair value.

Borrowings, bank overdraft and trade and other payables

Borrowings, bank overdraft and trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method.

Derivatives

Derivatives including forward exchange contracts are categorised as financial instruments at fair value through profit or loss. Purchases and settlements of derivative financial instruments are recognised on the trade date at cost and are subsequently measured at fair value. Realised and unrealised gains and losses arising from changes in the fair value of derivative financial instruments are recognised in profit or loss as other income or other expenses in the period in which they arise. The fair value of forward foreign exchange contracts is determined using exchange rates at the reporting date.

Impairment of financial assets

The Group and Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets are impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset, has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

1.4.8 Assets classified as held-for-sale

Non-current assets (or disposal groups comprising assets and liabilities) that are expected to be recovered primarily through sale rather than through continuing use are classified as held-for-sale and are carried at the lower of carrying value and fair value less costs of disposal to sell. Immediately before classification as assets held-for-sale, the measurement of the assets (and all assets and liabilities in a disposal group) is determined in accordance with applicable IFRS. Then, on initial classification as assets held-for-sale, non-current assets and disposal groups are recognised at the lower of the carrying amounts and fair value less costs to distribute. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, and employee benefit assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held-for-sale and subsequent profits or losses on re-measurement are recognised in the SPLOCI. Profits are not recognised in excess of any cumulative impairment loss.

1.4.9 Share capital and other reserves

Issued share capital

Issued share capital is stated in the statement of changes in equity at the amount of the proceeds received less directly attributable issue costs.

Treasury shares

Treasury shares represent the shares in Nu-World Holdings Limited that are held by controlled entities. These shares are held at cost and treated as a deduction against Group reserves.

Share-based payment reserve

The share-based payment reserve represents the fair value of the share-based payment transactions entered into with employees.

1.4.10 Foreign currencies

Foreign operations

The assets and liabilities of the consolidated foreign subsidiaries are translated into South African Rand at rates of exchange ruling at reporting date. The income and expenses are translated at the weighted average rate of exchange for the period as it approximates the exchange rates at the dates of the transactions. Aggregate profits or losses on the translation of the foreign subsidiaries are recognised in OCI and presented in the foreign currency translation reserve, except to the extent that the translation difference is allocated to non-controlling interests.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Foreign currency transactions and balances

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

1.4.10 Foreign currencies (Continued)

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the rates of exchange ruling at the reporting date. Unrealised differences on monetary assets and liabilities are recognised in the SPLOCI in the period in which they occur, except when they relate to cash flow hedging activities in which case these profits and losses for the effective portion are recognised as other comprehensive income.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

1.4.11 Share-based payments

The Group historically issued equity-settled share-based payments to certain employees. The equity-settled share-based payments were measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments was expensed over the vesting period, based on the Group's estimate of the shares that would have eventually vested and adjusted for the effect of non-market-based vesting conditions. Fair value had been calculated using the Black Scholes Model. The expected life used in the model had been adjusted, based on management's estimates for the effects of non-transferability, exercise restrictions and behavioural considerations. If modification to a scheme results in a non-beneficial modification, the share-based payment expense already recognised is not adjusted.

1.4.12 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

1.4.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranty provisions

Provision is made in respect of the Group's estimated liability on all products under warranty at reporting date. The provision is measured as the present value of future cash flows estimated to be required to settle the warranty obligation. The future cash flows have been estimated by reference to the Group's history of warranty claims.

Warranty provisions are determined with reference to historical sales, the average period of warranties granted and data available to estimate a return pattern which is likely to occur in the future periods. Allowance is made for the estimated amount to be recovered from inventory that may be salvageable in the future.

1.4.14 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.4.15 Significant judgements and sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Allowance for doubtful debts of trade debtors

An allowance for impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade debtor is impaired. The amount of the allowance is the difference between the trade debtor's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate.

Property, plant and equipment

Property, plant and equipment is depreciated on a reducing balance basis over its useful life to residual value. Depreciation methods, residual values and useful lives are based on management's best estimates and actual future outcomes may differ from these estimates.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves an exercise of significant judgement and estimates of the outcome of future events.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies.

Share-based payments – equity

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. The Group is currently using the Black Scholes Model and making assumptions about them.

1.4.15 Significant judgements and sources of estimation uncertainty (Continued)

Income tax expense

Taxes are a matter of interpretation and subject to changes. The Group makes use of tax experts to advise on all tax matters. Estimations of normal company tax and Capital Gains Tax ("CGT") are based on the advice and management's interpretation thereof.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill, and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Consolidated financial statements

The Group and the Company have the majority of the voting rights of the entities classified as subsidiaries. On that basis, it has been determined that there is power over the investee, exposure to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the investor's returns.

The Group and the Company have determined that there is no power over the investee's exposure to variable returns from its involvement with the investee or their ability to use its power over the investee to affect the amount of the investor's returns with respect to associates. On that basis, it has been determined that there is significant influence based on the voting rights and representation on the Board of Directors for the investees to be classified as Associates.

Impairment of trademarks

The Group annually tests whether trademarks with an indefinite useful life have suffered any impairment. When performing impairment testing, the recoverable amount is determined for the individual asset. If the asset does not generate cash flows that are largely independent from other assets or groups of assets then the recoverable amounts of cash-generating units that those assets belong to are determined based on discounted future cash flows.

Warranty provisions

Provision is made in respect of the Group's estimated liability on all products and services under warranty at reporting date. The provision is measured as the present value of future cash flows estimated to be required to settle the warranty obligation. The future cash flows have been estimated by reference to the Group's history of warranty claims.

1.4.16 Revenue

Group

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer. Revenue is measured net of returns, trade discounts and volume rebates.

Company

Interest is recognised in profit or loss using the effective interest rate method.

Dividends are recognised in profit or loss when the companies right to receive payment has been established.

1.4.17 Operating leases

Leases of assets under which substantially all the risks and rewards incidental to ownership are effectively retained by the lessor are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

1.4.18 Finance income

Finance income comprises interest income calculated using the effective interest rate method. Finance income is recognised in profit or loss in the period in which it is incurred.

Dividend income is recognised when the Company's rights to receive payment is established.

1.4.19 Finance costs

Finance costs comprises interest paid and payable on borrowings, calculated using the effective interest method. Finance costs are recognised in profit or loss in the period in which they are incurred.

1.4.20 Employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay.

Contributions are made by the economic entity to an employee superannuation fund and are charged as expenses when incurred. There is no legal obligation to provide benefits to employees on retirement.

Bonus provisions

Provision is made in respect of the Group's estimated liability on employee bonuses at reporting date. These bonuses are payable at the sole discretion of the managing director.

The amount of the provision is the best estimate of the expenditure required to settle the present obligation at the reporting date.

1.4.21 Earnings per share

Basic

Basic earnings per share has been calculated on the basis of net profit attributable to owners of the company in relation to the weighted average number of shares in issue during the financial year.

Diluted

Diluted earnings per share is calculated adjusting the weighted average number of shares outstanding, which assumes conversion of all dilutive potential shares. The Group has only one category of dilutive potential shares: share options.

The calculation is performed for the share options to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the company's shares) based on the monetary value of the subscriptions rights attached to outstanding share options.

Headline earnings per share

The presentation of headline earnings per share as an alternative measure to earnings per share is required under the JSE Listings Requirements.

1.4.22 Cost of sales

When inventories are sold, the carrying amount of these inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

The related cost of providing services recognised as revenue in the current period is included in cost of sales.

2. PROPERTY, PLANT AND EQUIPMENT

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Cost				
Land	4 000	4 000		
Buildings	7 055	7 055		
Plant and machinery	11 511	7 511		
Motor vehicles	7 692	8 293		
Office equipment and furniture	12 002	16 138		
Leasehold improvements	3 736	3 774		
	45 996	46 771		
Accumulated depreciation and accumulated impairment losses				
Buildings	437	302		
Plant and machinery	3 749	2 963		
Motor vehicles	5 822	5 902		
Office equipment and furniture	9 461	13 509		
Leasehold improvements	1 407	947		
	20 876	23 623		
Net carrying amount				
Land	4 000	4 000		
Buildings	6 618	6 753		
Plant and machinery	7 762	4 548		
Motor vehicles	1 870	2 391		
Office equipment and furniture	2 541	2 629		
Leasehold improvements	2 329	2 827		
	25 120	23 148		

Movement summary

Group 2016	Land R'000	Buildings R'000	Plant and machinery R'000	Motor vehicles R'000	Office equipment / furniture R'000	Leasehold improvements R'000	Total R'000
Opening net carrying amount	4 000	6 753	4 548	2 391	2 629	2 827	23 148
Additions			3 963		717	46	4 726
Disposals				(74)	(168)	(270)	(512)
Depreciation		(174)	(757)	(572)	(665)	(643)	(2 811)
Exchange rate translation difference			8	125	28	369	530
Transfer to assets classified as held-for-sale		(5 311)					(5 311)
Transfer from assets classified as held-for-sale		5 350					5 350
Closing net carrying amount	4 000	6 618	7 762	1 870	2 541	2 329	25 120

2. PROPERTY, PLANT AND EQUIPMENT (Continued)

Group 2015	Land R'000	Buildings R'000	Plant and machinery R'000	Motor vehicles R'000	Office equipment / furniture R'000	Leasehold improvements R'000	Total R'000
Opening net carrying amount	7 000	13 914	1 708	1 587	2 829	3 444	30 482
Additions			2 973	1 649	619	478	5 719
Disposals				(19)	(49)	(534)	(602)
Depreciation		(304)	(130)	(804)	(764)	(435)	(2 437)
Transfer to assets classified as held-for-sale	(3 000)	(6 940)					(9 940)
Transfer from assets classified as held-for-sale		83					83
Exchange rate translation difference			(3)	(22)	(6)	(126)	(157)
Closing net carrying amount	4 000	6 753	4 548	2 391	2 629	2 827	23 148

3. INTANGIBLE ASSETS

	Group		Company	
	2016 R'000	2015 R'000	**2016 R'000**	2015 R'000
Goodwill				
Carrying amount at beginning of year	29 978	30 878		
Amount impaired during year				
Exchange rate translation difference	2 780	(900)		
Carrying amount at end of year	32 758	29 978		

The carrying amount of goodwill is attributable to the following cash-generating units:
Consumer goods – direct wholesale business
The recoverable amount of the cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period and a discount rate of 8% per annum (2015: 8% per annum). Growth rates ranging between 7% and 10% were used.

Cash flow projections during the budgeted period are based on the same expected gross margins and varying price inflation throughout the budgeted period. The directors believe that any possible change in the key assumptions on which recoverable amount is based would cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

	Group		Company	
Trademarks				
Carrying amount at beginning of year	31 706	31 706		
Acquired during the year				
Carrying amount at end of year	31 706	31 706		
	64 464	61 684		

The carrying amount of intangible assets is attributable to the following cash generating units:
Consumer goods – direct wholesale business

No impairment losses on intangible assets were recognised.

3. INTANGIBLE ASSETS (Continued)

The recoverable amount of the cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, with an annuity calculation thereafter and a discount rate of 13% per annum (2015: 13% per annum). Growth rates ranging between 7% and 10% were used.

Cash flow projections during the budgeted period are based on the same expected gross margins and varying price inflation throughout the budgeted period. The directors believe that any possible change in the key assumptions on which recoverable amount is based would cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

Indefinite life trademarks are assessed as such, as management believes there is no foreseeable limit over which the group will continue to generate revenues from their continued use. Supporting this assumption is the fact that the trademarks held are established, well known, and can reasonably be expected to generate revenues beyond the Group's strategic planning horizon, In addition, the Group can continue to renew legal rights attached to such trademarks without significant costs, and intends to do so beyond the foreseeable future.

4. INVESTMENT IN SUBSIDIARIES

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Shares at cost			85 713	85 713

Refer to Appendix A for analysis of subsidiaries.

5. INVESTMENT IN ASSOCIATES

On 1st September 2009 the Group acquired a 49% share of Lefase Logistics Proprietary Limited.

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Shares at cost	29	29	29	29
Equity-accounted share of profit or loss	156	120		
	185	149	29	29

6. DEFERRED TAX

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Net deferred tax asset at the beginning of the year	(3 301)	(9 731)	2 858	
Recognised in profit or loss				
Deferred tax income related to the origination and reversal of temporary differences.	(19 100)	7 756	1 764	2 858
Exchange rate translation difference	(4 241)	(975)		
Recognised in other comprehensive income – translation reserve	4 447	(351)		
Net deferred tax (asset)/liability at the end of the year	(22 195)	(3 301)	4 622	2 858
Comprises:				
Asset	(39 421)	(14 957)		
Computed tax losses	(39 421)	(14 957)		
Liability	17 226	11 656	4 622	2 858
Property, plant and equipment	783	938		
Translation reserve	18 085	11 874	4 622	2 858
Provisions and accruals	(1 642)	(1 156)		
	(22 195)	(3 301)	4 622	2 858

7. INVENTORIES

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Finished goods	391 861	422 095		
Stock in transit	178 421	212 883		

The amount of the write-up of inventories recognised as income is R1,833 million (2015: write-down of inventories R 9,280 million). This expense/(income) is included in the cost of sales line item as a cost of inventories.

Cost of goods sold during the year amounted to R 2 055,576 million (2015: R 1 749 818 million).

8. TRADE AND OTHER RECEIVABLES

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Trade receivables	409 416	320 478		
Others (aggregate of immaterial items)	3 934	1 026		
Staff loans	25 741	40 417		
Allowance for impairment	(761)	(367)		
	438 330	361 554		
Non-Current	13 107	26 497		
Current	425 223	335 057		
	438 330	361 554		

In line with the Group's accounting policies, total accruals of R 52,467 million (2015: R 44,284 million) are held in respect of the Group's total trade receivables. These accruals relate to, inter alia, customer returns and claims.

9. PREPAYMENTS

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Foreign Suppliers	60 235	34 138		
Other	1 165	346		
	61 400	34 484		

10. OTHER FINANCIAL ASSETS

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Financial instruments at fair value through profit or loss				
Derivatives not designated as hedges:				
Foreign exchange contracts	3 501	4 855		
Total current	3 501	4 855		

Foreign exchange contracts are also disclosed in note 31.2

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
11. LOANS TO SUBSIDIARIES				
Nu-World Industries Proprietary Limited				12 625
Nu-World Global Limited			53 529	29 808
The above loans are unsecured, interest free, with no fixed terms of repayment.				
Yale Prima Proprietary Limited			33 415	26 274
The above loan is unsecured, bears interest at 6,5% (2015: 6,5%), with no fixed terms of repayment. The loan has been subordinated in favour of the abovementioned company's banker.				
			86 944	68 707
Non-Current			86 944	56 082
Current				12 625
			86 944	68 707
12. ASSETS CLASSIFIED AS HELD-FOR-SALE				
Land and buildings for sale		9 940		
The Group disposed of land and buildings that were classified as held-for-sale at the end of the previous financial year.				

13. CAPITAL AND RESERVES

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
13.1 Issued 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				
22 646 465 ordinary shares of 1 cent each	226	226	226	226
Share premium	19 255	19 255	21 144	21 144
	19 481	19 481	21 370	21 370

There has been no change in the issued share capital during the year.

13.2 Nature and purpose of reserves

Treasury share reserve
The reserve for the Company's treasury shares comprises the cost of the Company's shares held by the Group. At 31 August 2016, the Group held 1 377 571 of the Company's shares (2015: 1 740 781).

Foreign currency translation reserve
The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

14. SHARE-BASED PAYMENT RESERVE

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Equity arising on share-based payment transactions	27 840	41 760		

15. TRADE AND OTHER PAYABLES

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Trade payables	173 817	138 075		
Accrued expenses	44 071	43 329	26	25
Value added tax	6 661	9 834		
Others (aggregate of immaterial items)	16 696	8 830		
	241 245	200 068	26	25

The directors consider the carrying amount of trade and other payables to approximate their fair value. The credit period of trade payables ranges between 30 and 90 days.

16. PROVISIONS

	Group		Company	
	2016 R'000	2015 R'000	**2016 R'000**	2015 R'000
Warranty provisions	15 970	8 912		
Analysis of movement:				
Opening balance	8 912	10 153		
Additional provision (reversed) recognised for the year	6 025	(853)		
Utilisation of provision	(7)	(388)		
Exchange rate translation difference	1 040			
Closing balance	15 970	8 912		

The warranty provisions represent management's best estimate of the Group's liability under the 12 month warranties granted on household domestic products and electronics and based on prior experience and industry averages for defective products and new legislation.

17. LOANS FROM SUBSIDIARIES

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Nu-World Industries Proprietary Limited			27 124	
Conti Industries Proprietary Limited			41 105	41 105
Conti Marketing Proprietary Limited			32 447	32 447
Nu-World Industries Middle East DMCC			31 580	9 947
Nu-World Do Brazil			1	1
Nu-World Property Investments Proprietary Limited			1	1
Nu-World Global Investments Proprietary Limited			1	1
			132 259	83 502

The above loans are unsecured, interest free, with no fixed terms of repayment.

18. BANK OVERDRAFT

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Secured	49 977	18 803		
Unsecured	21 040	110 070		
	71 017	128 873		

The banking facilities of Yale Prima Proprietary Limited are secured by a registered fixed and floating charge over the assets of Yale Prima Proprietary Limited.

Both the secured and unsecured facilities are repayable on demand. The outstanding amount is repayable within one year.

19. REVENUE

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
19.1 GROUP				
Continuing operations	2 590 416	2 159 240		
Consolidated revenue comprises the net invoiced value of goods supplied to customers, less trade discounts and rebates where applicable. The above figure includes a financing element of R15,371 million (2015: R11,129 million)				
19.2 COMPANY				
Revenue comprises dividends and interest received from subsidiary companies.			2 696	40 537
20. OTHER INCOME				
Bad debts recovered	498	550		
Profit on disposal of property, plant and equipment	10 329	437		
Net foreign exchange gains	22 487	20 593	6 300	10 206
Fair value adjustment of financial assets	530			
Others (aggregate of immaterial items)	4 583	1 761		
	38 427	23 341	6 300	10 206
21. OPERATING PROFIT				
Operating profit is arrived at after taking into account:				
Expenditure				
Depreciation of property, plant and equipment	2 811	2 437		
Buildings	174	304		
Plant and machinery	757	130		
Leasehold improvements	643	435		
Motor vehicles	572	804		
Office equipment and furniture	665	764		
Loss on disposal of property, plant and equipment	431			
Operating lease rentals				
Property	16 196	11 256		
Short-term employee benefits	93 832	87 234		
22. FINANCE COSTS				
Interest on bank overdrafts and loans	14 683	7 180		

23. INCOME TAX EXPENSE

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
23.1 RECOGNISED IN PROFIT OR LOSS:				
South African normal tax				
Current tax	(26 930)	(20 316)	(58)	(3)
Deferred tax	(1 122)	(3 069)	(1 764)	2 858
Capital gain	(2 236)	(164)		
Foreign tax				
Current tax	(8 919)	(5 221)		
Deferred tax	20 222	(4 687)		
	(18 985)	(33 457)	(1 822)	2 855
23.2 RECONCILIATION OF RATES OF TAX				
Statutory tax rate	28,00%	28,00%	28,00%	28,00%
Adjusted for:	(8,74%)	(1,01%)		(22,10%)
Foreign tax	(5,33%)	(1,01%)		
Permanent differences	(3,41%)			(22,10%)
Effective tax rate	19,26%	26,99%	28,00%	5,90%
24. EARNINGS AND HEADLINE EARNINGS PER SHARE				
Basic earnings and headline earnings per share are based on:				
Weighted average number of shares	20 910	21 519		
Basic earnings and diluted basic earnings	102 128	92 544		
Adjusted for:				
Profit on disposal of property, plant and equipment	(9 899)	(437)		
Total tax effects of adjustments	2 255	122		
Total non-controlling interest effect of adjustments				
Basic headline earnings and diluted headline earnings	94 484	92 229		
Basic earnings per share (cents)	488,4	430,1		
Headline earnings per share (cents)	451,9	428,6		

24. EARNINGS AND HEADLINE EARNINGS PER SHARE (Continued)

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Diluted basic earnings per share are based on:				
Diluted weighted average number of shares	22 429	22 646		
Basic earnings	102 128	92 544		
Diluted headline earnings per share are based on:				
Diluted weighted average number of shares	22 429	22 646		
Diluted headline earnings	94 484	92 229		
Diluted earnings per share (cents)	455,3	408,7		
Diluted headline earnings per share (cents)	421,3	407,3		

25. DIVIDEND

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
25. DIVIDEND	40 854	37 027	40 854	37 027
It is the company's policy to declare only one dividend per year. The Board has resolved to declare a dividend of 180,4 (2015: 163,5) cents per share in respect of the year ended 31 August 2016.				
Dividends declared per share (cents)	180,4	163,5	180,4	163,5

26. CASH FLOW INFORMATION

26.1 CASH GENERATED FROM OPERATIONS

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Net profit for the year before tax	98 594	123 970	6 508	48 371
Adjustments for:				
Depreciation	2 811	2 437		
Loss/(profit) on disposal of property, plant and equipment	431	(437)		
Profit on disposal of assets held-for-sale	(10 329)			
Unrealised profit on exchange differences on financial instruments measured at fair value through profit or loss	(3 501)	(4 855)	(6 300)	(10 206)
Finance income	(215)	(197)		
Finance costs	14 683	7 180		
Operating profit before working capital changes	102 474	128 098	208	38 165
Working capital changes	(4 185)	(157 030)	2	1
Decrease/(increase) in inventories	62 502	(171 014)		
Increase/(decrease) in trade and other receivables	(120 648)	990		
Increase in trade and other payables and provisions	53 961	12 994	2	1
	98 289	(28 932)	210	38 166

26. CASH FLOW INFORMATION (Continued)

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
26.2 TAX PAID				
Amount unpaid at beginning of year	(12 667)	(17 402)	2	(3)
Amounts recognised in profit or loss	(38 086)	(25 701)	(58)	3
Amounts unpaid/(prepaid) at end of year	13 171	12 667	54	(2)
Exchange rate translation difference	(533)	(1 700)		
	38 115	(32 136)	(2)	(2)
26.3 DIVIDENDS PAID				
Amounts unpaid at beginning of year				
Dividend paid	(37 027)	(26 206)	(37 027)	(25 047)
Amounts unpaid at end of year				
	(37 027)	(26 206)	(37 027)	(25 047)

27. RELATED PARTY TRANSACTIONS

Transactions with group companies

Transactions with related parties are made at market related prices.

Nu-World Industries Proprietary Limited, Nu-World Global Investments Proprietary Limited, Conti Marketing Proprietary Limited, Conti Industries Proprietary Limited, Yale Prima Proprietary Limited and Nu-World Global Limited are subsidiaries of Nu-World Holdings Limited.

Balances and transactions between the company and its subsidiaries, which are related parties of the company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between related parties are disclosed below:

	2016 Services (from) to related parties R'000	2015 Services (from) to related parties R'000	2016 Dividends received from related parties R'000	2015 Dividends received from related parties R'000	2016 Interest received from related parties R'000	2015 Interest received from related parties R'000
Group						
Lefase Logistics Proprietary Limited - associate	(3 881)	(9 307)				
Company						
Nu-World Industries Proprietary Limited - subsidiary				36 483		
Nu-World Global Investments Proprietary Limited - subsidiary						
Yale Prima Proprietary Limited - subsidiary				1 691	2 696	2 362

Services to related parties represent management fees, purchases and interest charged.

Loans to and from related parties are disclosed in notes 11 and 17.

For details on investments and subsidiaries and investments in associates refer to note 4 and 5.

27. RELATED PARTY TRANSACTIONS (Continued)

Key Management Personnel

Name	Directors' fees R'000	Basic salary R'000	Performance bonus R'000	Other allowances R'000	Total 2016 R'000	Total 2015 R'000
Executive directors						
M S Goldberg		4 052		467	4 519	4 522
J A Goldberg		4 857		655	5 512	5 116
G R Hindle		2 930		762	3 692	4 018
Non-executive directors						
R Kinross	187				187	173
D Piaray	187				187	173
J M Judin	221				221	205
F J Davidson	93				93	
	688	11 839		1 884	14 411	14 207

Summary of compensation of key management personnel

The remuneration of directors and other members of key management personnel during the year was as follows:

	2016 R'000	2015 R'000
Short-term benefits	13 303	13 087
Post employment benefits	1 108	1 120
Other long-term benefits		
Share-based payments		
Termination benefits		
	14 411	14 207

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

28. 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.

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Defined contribution expense	8 375	8 421		

29. SHARE-BASED PAYMENT

Employee share purchase plan (ESPP)

Description of share-based payment arrangement

On 1 August 2015, the group offered 31 employees the opportunity to participate in an employee share purchase plan. To participate in the plan the employees are required to remain in employment for specified period(s) upon which the shares vest in tranches on 1 August 2016, 1 August 2017 and 1 August 2018.

Total number of shares available to be utilised for the ESPP:

	Shares 2016	Shares 2015
Opening balance - unissued shares	1 740 781	1 291 745
Shares purchased during the year	216 790	1 380 536
Shares issued during the year	(580 000)	(931 500)
Closing balance – unissued shares	1 377 571	1 740 781

The abovementioned shares are under the control of the company's non-executive directors.

Of these shares, 217 571 (2015: 781) have been allocated for future schemes which have not yet been finalised.

The awards in existence at the beginning and end of the current reporting period 31 August 2016 are as follows:

Awards granted	Number of shares	Expiry date	Share price at grant date (cents)	Exercise price (cents)	Fair value at grant date (cents)
Allocation August 2015	580 000	August 2017	2 400	2 400	2 400
Allocation August 2015	580 000	August 2018	2 400	2 400	2 400
	1 160 000				

Of the 1 160 000 awards granted, the following awards have been granted to directors:

M S Goldberg	80 000
J A Goldberg	160 000
G R Hindle	160 000

These awards will vest in equal tranches over the vesting period.

580 000 awards were issued during the year under review (931 500 during the year ended 31 August 2015).

Measurement of fair value

The fair value of the ESPP has been measured using the Black Scholes model. This model takes into account all inputs to determine the fair value of the shares as follows:

Share purchase plan	
Fair value at grant date	R24,0
Share price at grant date	R24,0
Exercise price	R24,0
Expected volatility (weighted average)	8%
Expected life (weighted average)	3 years
Expected dividends	3,5%
Risk-free interest rate (based on government bonds)	7,6%

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price.

The receivable from the employees has been recognised in the statement of financial position.

30. COMMITMENTS

	Group		Company	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Operating lease commitments				
Property				
Due within one year	15 859	13 529		
Due within 2 to 5 years	59 703	55 978		
	75 562	69 507		

The above lease commitements are based on annual escalations at 8%. The Company has the option to extend the lease for an additional period.

Other commitments

At the reporting date the Group had established letters of credit for the equivalent of R 466 million (2015: R 228 million) in respect of future stock commitments.

31. FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks from its use of financial instruments:

- market risk: interest rate and foreign currency risk
- credit risk
- liquidity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated and separate financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Audit and Risk Committee, is responsible for developing and monitoring the Group's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive controlled environment in which all employees understand their roles and obligations.

Management undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Risk Committee.

31. FINANCIAL RISK MANAGEMENT (Continued)

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
31.1 INTEREST RATE RISK MANAGEMENT				
The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing borrowings with variable rates.				
At the reporting date the interest rate profile of the Group's interest bearing financial instrument was:				
Variable-rate instruments	71 017	128 873		
Interest rate sensitivity				
An increase/decrease of 100 basis points (2015: 100 basis points) in interest rates at the reporting date would have affected profit before tax, by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for the prior year.				
Increase of 100 basis points				
Decrease in profit before tax	(710)	(1 289)		
Decrease of 100 basis points	710	1 289		
Increase in profit before tax				
The sensitivity analysis disclosed above is unrepresentative of the risk inherent because the year end exposure does not reflect the exposure during the year.				
31.2 FOREIGN CURRENCY MANAGEMENT				
Foreign currency exposure				
The Group's exposure to foreign currency risk at reporting date was:				
Trade payables	73 106	94 476		
Equity in foreign subsidiaries	85 658	117 110		
Forward exchange contracts	332 980	127 778		

The Group's policy is to cover trade commitments within an agreed treasury management policy which has been approved by the Board of Directors. The Group has entered into forward exchange contracts to cover foreign commitments not yet due.

The majority of forward cover is established to mature within a period of 90 days from the date the cover is taken and the commitments are always firm and ascertainable.

31. FINANCIAL RISK MANAGEMENT (Continued)

31.2 FOREIGN CURRENCY MANAGEMENT (Continued)

Details of these contracts are as follows:

Currency	Forward exchange contract 2016 R'000	Forward exchange contract 2015 R'000	Foreign currency 2016 $'000	Foreign currency 2015 $'000	Market value 2016 R'000	Market value 2015 R'000	Fair value adjustment 2016 R'000	Fair value adjustment 2015 R'000
US Dollars	329 479	122 923	22 566	9 658	332 980	127 778	3 501	4 855

Foreign exchange sensitivity analysis

The Group is primarily exposed to exchange rate fluctuations in relation to the US Dollar. An assessment of the Group's sensitivity to the Rand : Dollar exchange rate shows that should the Rand strengthen by 10% against the Dollar, the Group's profit before tax would decrease by R33,309 million (2015: R19,170 million). A 10% weakening of the Rand versus the Dollar would result in a profit of the same amount.

31.3 CREDIT RISK MANAGEMENT

Potential concentrations of credit risk consist principally of trade receivables, loans receivable 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 2016, the Group did not consider that any significant concentration of credit risk existed which had not been adequately provided for.

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Exposure to credit risk				
The carrying amount of financial assets represents the maximum exposure to credit risk.				
Financial assets per class				
Trade receivables	409 416	320 478		
Other receivables	3 173	659		
Staff loans	25 741	40 417		
Loans receivable			86 944	68 707
Cash and bank balances	80 401	90 077		
	518 731	451 631	86 944	68 707
Trade receivables				
The maximum exposure to credit risk for trade receivables at the reporting date by geographical location was as follows:				
South Africa	196 744	184 070		
Hong Kong	96 554	58 505		
Australia	116 118	77 903		
	409 416	320 478		
Ageing of past due but not impaired trade receivables				
Not past due	405 931	315 072		
Past due:				
90 – 120 days	2 738	2 749		
+ 120 days	747	2 657		
	409 416	320 478		

31. FINANCIAL RISK MANAGEMENT (Continued)

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
31.3 CREDIT RISK MANAGEMENT (Continued)				
The movement in the allowance for impairment in respect of trade receivables during the year was as follows:				
Balance at the beginning of the year	367	387		
Increases in impairments	306			
Impairment loss written off/unused amounts reversed				
Exchange rate translation difference	88	(20)		
Balance at the end of the year	761	367		

The allowance accounts in respect of trade receivables are used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible; at that point the amount considered irrecoverable is written off against the financial asset directly.

31.4 LIQUIDITY RISK

The Group manages liquidity risk by the proper management of working capital and the continual monitoring of forecasts and actual cash flows. It is further managed by ensuring adequate banking facilities are available at all times to meet cash requirements.

Liquidity risk profile

The maturity profile of the financial liabilities is summarised as follows:

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
0 – 12 months				
Non-derivative				
Loans payable			132 259	83 502
Guarantees	8 410	7 805		
Bank overdraft	71 017	128 873		
Trade and other payables	241 245	200 068	26	25
	320 672	336 746	132 285	83 527
Derivative				
Forward exchange contracts	332 980	127 778		
	653 652	464 524	132 285	83 527

31. FINANCIAL RISK MANAGEMENT (Continued)

31.5 FAIR VALUE AND RISK MANAGEMENT

Accounting classifications and fair value

The following fair value hierarchy reflects the significance of the inputs used to make the measurements related to the classes below. Level 1 represents those assets which are measured using unadjusted quoted prices for identical assets. Level 2 applies inputs other than quoted market prices that are observable for the assets either directly (as prices) or indirectly (derived from prices). Level 3 applies inputs which are not based on observable market data.

Level 2 Forward exchange contracts linked to quoted market rates.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount				Fair value			
	Note	Fair value through profit or loss R'000	Loans and receive-ables R'000	Other financial liabilities R'000	Total R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
Group									
31 August 2016									
Financial assets measured at fair value									
Forward exchange contracts	10	3 501			3 501		3 501		3 501
	10	3 501			3 501				
Financial assets not measured at fair value									
Trade and other receivables	8		438 330		438 330				
Cash and cash equivalents			80 401		80 401				
			518 731		518 731				
Financial liabilities measured at fair value									
Forward exchange contracts	10								
Financial liabilities not measured at fair value									
Bank overdrafts	18			(71 017)	(71 017)				
Trade and other payables	15			(234 584)	(234 584)				
				(305 601)	(305 601)				

31. FINANCIAL RISK MANAGEMENT (Continued)

31.5 FAIR VALUE AND RISK MANAGEMENT

		Carrying amount				Fair value			
	Note	Fair value through profit or loss R'000	Loans and receive-ables R'000	Other financial liabilities R'000	Total R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
Group									
31 August 2015									
Financial assets measured at fair value									
Forward exchange contracts	10	4 855			4 855		4 855		4 855
		4 855			4 855				
Financial assets not measured at fair value									
Trade and other receivables	8		361 554		361 554				
Cash and cash equivalents			90 077		90 077				
			451 631		451 631				
Financial liabilities measured at fair value									
Forward exchange contracts	10								
Financial liabilities not measured at fair value									
Bank overdrafts	18			(128 873)	(128 873)				
Trade and other payables	15			(190 234)	(190 234)				
				(319 107)	(319 107)				

31. FINANCIAL RISK MANAGEMENT (Continued)

31.5 FAIR VALUE AND RISK MANAGEMENT

Accounting classifications and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount				Fair value			
	Note	Fair value through profit or loss R'000	Loans and receive-ables R'000	Other financial liabilities R'000	Total R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
Company 31 August 2016 Financial assets measured at fair value									
Financial assets not measured at fair value									
Loans receivable	11		86 944		86 944				
			86 944		86 944				
Financial liabilities measured at fair value									
Financial liabilities not measured at fair value									
Loans payable	17			(132 259)	(132 259)				
				(132 259)	(132 259)				
Company 31 August 2015 Financial assets measured at fair value									
Financial assets not measured at fair value									
Loans receivable	11		68 707		68 707				
			68 707		68 707				
Financial liabilities measured at fair value									
Financial liabilities not measured at fair value									
Loans payable	17			(83 502)	(83 502)				
				(83 502)	(83 502)				

32. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantage and security afforded by a sound capital position. The Group's return on capital was 12.2% (2015: 14.2%).

The Group monitors capital using a ratio of net debt to equity. For this purpose, net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents. Equity comprises all components of equity, net of non-controlling interest.

The Group's policy is to keep the ratio below 0,33 times. The Group's net debt to equity ratio at 31 August 2016 was as follows:

	Group	
	2016 R'000	2015 R'000
Total borrowings	71 017	128 873
Less: cash and cash equivalents	(80 401)	(90 077)
Net debt	(9 384)	38 796
Total equity	911 710	842 317
Net debt to equity ratio (%)	(1,0)	4,6

From time to time, the Group purchases its own shares on the market; the timing of which depends on the market prices. The shares are primarily intended to be used for issuing shares under the Group's share option programme. Buy and sell decisions are made on a specific transaction basis by the Risk Committee; the Group does not have a defined share buy-back plan.

33. SEGMENT INFORMATION

Geographical areas from which reportable segments derive their revenue

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the geographic location of services delivered or provided.

The Group's reportable segments under IFRS 8 are therefore as follows:

South Africa
Hong Kong
Australia
United Arab Emirates

The following is an analysis of the Group's revenue and results from operations by reportable segment:

	Segment revenue		Segment income		Segment non-current assets	
	2016 R'000	2015 R'000	2016 R'000	2015 R'000	2016 R'000	2015 R'000
South Africa	1 753 784	1 443 803	81 787	59 532	67 702	78 057
Hong Kong	185 732	218 184	35 511	26 660		
Australia	650 900	486 770	(32 827)	(2 905)	61 187	33 421
United Arab Emirates		10 483	17 657	9 257		
Total	2 590 416	2 159 240	102 128	92 544	128 889	111 478

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2015: Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies.

Segment income represents the profit after tax earned by each segment. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Non-current assets exclude those non-current assets classified as held for sale and deferred tax assets.

33. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

	2016 R'000	2015 R'000
South Africa	1 030 402	996 874
Hong Kong	125 128	114 726
Australia	62 687	124 224
United Arab Emirates	64 887	2
Consolidated total assets	1 283 104	1 235 826
South Africa	191 584	287 286
Hong Kong	8 812	13 555
Australia	122 375	61 335
United Arab Emirates	35 887	
Consolidated total liabilities	358 628	362 176

For the purpose of monitoring segment performance and allocating resources between segments:

- All assets including goodwill are allocated to reportable segments. No assets are used jointly by reportable segments.
- All liabilities including borrowings are allocated to reportable segments. No reportable segments are jointly liable for any liabilities.

Information about major customers

The Group has two customer groups (2015 : two customer groups) that individually account for at least 10% or more of the Group's South African operations revenue comprising 39,5% and 13,2% respectively (2015 : 36,4% and 12,8%).

No other single customer group contributed 10% or more to the Group's South African operation nor the Offshore Subsidiaries for both 2016 and 2015.

34. COMPOSITION OF THE GROUP

34.1 INFORMATION ABOUT THE COMPOSITION OF THE GROUP AT THE END OF THE REPORTING PERIOD

Principal activity	Place of incorporation and operation	Number of wholly-owned subsidiaries	Number of non wholly-owned subsidiaries
Sales of a diversified range of electrical appliances, consumer electronics and branded consumer durables	South Africa	5	0
Sales of a diversified range of electrical appliances, consumer electronics and branded consumer durables	Australia	0	6
Sales of a diversified range of branded consumer electronics	Hong Kong	1	0
Share purchase trust	South Africa	1	0
Sales of a diversified range of branded consumer electronics	UAE	1	0

Details of non-wholly owned subsidiaries that have material non-controlling interest to the Group are disclosed below.

34. COMPOSITION OF THE GROUP (Continued)

34.2 DETAILS ON NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
		2016 R'000	2015 R'000	2016 R'000	2015 R'000	2016 R'000	2015 R'000
Yale Prima Proprietary Limited	Australia	40,65%	40,65%	(22 483)	(1 990)	12 765	31 333

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intergroup eliminations.

	2016 R'000	2015 R'000
Yale Prima Proprietary Limited		
Non-current assets	61 187	34 296
Current assets	135 316	108 764
Non-current liabilities		
Current liabilities	165 103	65 981
Equity attributable to owners of the Company	18 636	45 747
Non-controlling interests	12 765	31 333
Revenue	650 900	486 770
Loss for the year	(55 309)	(4 865)
Loss attributable to owners of the Company	(32 826)	(2 905)
Loss attributable to the non-controlling interests	(22 483)	(1 990)
Loss for the year	(55 309)	(4 895)
Other comprehensive loss attributable to owners of the company		
Other comprehensive loss attributable to the non-controlling interests		
Other comprehensive loss for the year		
Total comprehensive loss attributable to owners of the company	(32 826)	(2 905)
Total comprehensive loss attributable to the non-controlling interests	(22 483)	(1 990)
Total comprehensive loss for the year	(55 309)	(4 895)
Net cash (outflow)/inflow from operating activities	(43 474)	14 762
Net cash outflow from investing activities		(1 329)
Net cash inflow/(outflow) from financing activities	29 336	(5 220)
Net cash outflow	(14 138)	(8 213)

35. CONTINGENT LIABILITIES

The Company has signed guarantee's and unlimited suretyships 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 R922 million (2015 : R850 million) in respect of available facilities and R8,4 million (2015: R7,8 million) in respect of bank guarantees.

36. ACCOUNTING STATEMENTS ISSUED, NOT YET EFFECTIVE

The Group has considered the following standards and interpretation that are effective in future periods and has decided not to early adopt any in the current year:

Standard	Details of amendment	Annual periods beginning on or after
IFRS 7, Financial Instruments: Disclosures	• Continuing Involvement for servicing contracts. IFRS 7 is amended to clarify when servicing arrangements are in the scope of its disclosure requirements on continuing involvement in transferred financial assets in cases when they are derecognized in their entirety. • Offsetting disclosures in condensed interim financial statements. IFRS 7 is also amended to clarify that the additional disclosures required by previous amendment to IFRS 7 are not specifically required in condensed interim financial statements, unless required by IAS 34.	1 January 2016

IFRS 9, Financial
Instruments
	• IFRS 9 Financial Instruments issued on 24 July 2014 is the IASB's replacement of IAS 39 Financial Instrument: Recognition and Measurement. The standard includes requirements for recognition and measurement impairment, derecognition and general hedge accounting. The IASB completed its project to replace IAS 39 in phases, adding to the standard as it completed each phase.
	• The version of IFRS 9 issued in 2014 supersedes all previous versions and is mandatorily effective for periods beginning on or after 1 January 2018 with early adoption permitted.
	• The highlights are as follows:
	  • Introduction of a new approach to the classification of financial assets, which is driven by the business model in which the asset is held and their cash flow characteristics.
	  • A new single impairment model to be applied to all financial instruments, as well as an "expected credit loss" model for the measurement of financial assets.
	  • A new model for hedge accounting that aligns the accounting treatment with the risk management activities of an entity.
		1 January 2018

IFRS 10, Consolidated Financial Statements	• Investment entities : Applying the consolidation exception: Narrow-scope amendments to IFRS 10, IFRS 12 and IAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances which will reduce the costs of applying the standards. • Sale or contribution of assets between an investor and its associate or joint venture: These amendments to IFRS 10 and IAS 28 address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with a sale or contribution of assets between an investor and its associate or joint venture.	1 January 2016

Standard	Details of amendment	Annual periods beginning on or after
IFRS 12, Disclosure of Interests in other Entities	• Investment entities: Applying the consolidation exception: Narrow scope amendments to IFRS 10, IFRS 12 and IAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances, which will reduce the costs of applying the Standards.	1 January 2016

IFRS 15, Revenue from Contracts from Customers	• IFRS 15 contains a single revenue accounting model with two approaches to recognizing revenue, i.e. either at a point in time or over time. The model features a five-step analysis of accounting for revenue:
	  • Identify the contract;
	  • Identify the performance obligations;
	  • Determine the transaction price;
	  • Allocate the transaction price to the performance obligations; and
	  • Recognise revenue as performance obligations are satisfied.
	• IFRS 15 requires enhanced disclosures to be included in financial statements including several disclosures which require judgement.
	• IFRS 15 supersedes:
	  • IAS 11 Construction Contracts;
	  • IAS 18 Revenue;
	  • IFRIC 13 Customer Loyalty Programmes;
	  • IFRIC 15 Agreements for the Construction of Real Estate;
	  • IFRIC 18 Transfers of Assets from Customers; and
	  • SIC-31 Revenue – Barter Transactions Involving Advertising Services.
	• Clarification to IFRS 15:
	Amendments to IFRS 15 include clarifications to the second step regarding identifying performance obligations and the distinct criteria.
	In addition, Appendix B on Application Guidance has been amended for guidance and criteria for principal versus agent licensing and sales-based royalties. The amendments also clarify certain illustrative examples.
		1 January 2018

36. ACCOUNTING STATEMENTS ISSUED, NOT YET EFFECTIVE (Continued)

Standard	Details of amendment	Annual periods beginning on or after

IFRS 16, Leases	• A new standard that introduces a single lessee accounting model and requires a lessee to recognise a right of use asset, representing the entity's right to use the underlying leased asset, and a lease liability, representing the entity's obligation to make lease payments, for all leases with a term of more than 12 months unless the underlying asset is low value.
	• IFRS 16 contains expanded disclosure requirements for lessees. Lessees will need to apply judgement in deciding upon the information to disclose.
	• IFRS 16 substantially retains the lessor accounting requirements in IAS 17. Therefore, the dual model of finance or operating leases continues to be applicable to lessors.
	• IFRS 16 also requires enhanced disclosures by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk.
	• IFRS 16 supersedes:
	  • IAS 17 Leases
	  • IFRIC 4 Determining whether an Arrangement contains a lease;
	  • SIC-15 Operating Leases –Incentives; and
	  • SIC -27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.
		1 January 2019

IAS 1, Presentation of Financial Statements	• Disclosure Initiative; These amendments are designed to encourage entities to apply professional judgement in determining what information to disclose in their financial statements. The amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. The amendments also clarify that entities should use professional judgement in determining where and in what order information is presented in the financial disclosures.	1 January 2016

Standard	Details of amendment	Annual periods beginning on or after
IAS 16, Property, Plant and Equipment	• Amendments applicable to IAS 16 and IAS 38. The amendments to IAS 38 introduces a rebuttable presumption that the use of revenue based amortisation methods for intangible assets is inappropriate. • Amendments applicable to IAS 16 and IAS 41. The amendments define bearer plants and include bearer plants in the scope of IAS 16 rather than IAS 41, allowing such assets to be accounted for under IAS 16	1 January 2016
IAS 27, Consolidated and Separate Financial Statements	• The amendments allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements	1 January 2016
IAS 28, Investment in Associates and Joint ventures	• Investments entities: applying the consolidation exception: Narrow-scope amendments to IFRS 10, IFRS 12 and IAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances, which will reduce the costs of applying the Standards. • Sale or contribution of assets between an investor and its associate or joint venture. • These amendments to IFRS 10 and IAS 28 address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with a sale or contribution of assets between an investor and its associate or joint venture.	1 January 2016
IAS 34, Interim Financial Reporting	• Annual Improvements 2012 – 2014 Cycle; IAS 34 is amended to clarify that certain disclosures, if they are not included in the notes to the interim financial statements, may be disclosed elsewhere in the interim financial report.	1 January 2016
IAS 38, Intangible Assets	• Amendments to IAS 16 and IAS 38. The amendments to IAS 38 introduces a rebuttable presumption that the use of revenue-based amortisation methods for intangible assets is inappropriate.	1 January 2016

It is unlikely that the above amendments will have a material impact on the Group's annual financial statements, apart from changes to IFRS 16.

Under the new IFRS 16, the Group will recognise the right of use of one of its warehouses which is currently held and accounted for as an operating lease.

The full impact of the above is currently being assessed.

36. ACCOUNTING STATEMENTS ISSUED, NOT YET EFFECTIVE (Continued)

The following new Standards and interpretations were considered and noted not to be applicable to the Group:

Standard	Details of amendment	Annual periods beginning on or after
IFRS 5, Non-current Assets Held for sale on Discontinued Operations	Annual Improvements 2012-2014 Cycle: • These amendments clarify that if an entity: • Changes the method of disposal of an asset(or disposal group) – i.e. reclassifies an asset from held-for-sale to held-for-distribution to owners (or vice versa) without any time lag – then change in classification is considered a continuation of the original plan of disposal and entity continues to apply held-for-sale or held-for-distribution accounting; and • Determines that an asset (or disposal group) no longer meets the criteria for held-for-distribution, then it ceases held-for-distribution (same as held-for-sale). Any change in method does not in itself extend the period in which a sale has to be completed.	1 January 2016
IFRS 11, Joint Arrangements	• These amendments add new guidance on how to account for the acquisition of an interest in joint operation that constitutes a business and specifies the appropriate accounting treatment for such acquisitions.	1 January 2016
IFRS 14, Regulatory Deferral Accounts	• IFRS 14 permits first-time adopters to continue to recognise amounts related to its rate regulated activities in accordance with their previous GAAP requirements when they adopt IFRS. An entity that already presents IFRS financial Statements is not eligible to apply the Standard.	1 January 2016
IAS 19, Employee Benefits	• Annual Improvements 2012-2014 Cycle This amendment clarifies that high quality corporate bonds used in determining the discount rate should be issued in the same currency in which the benefits are to be paid. Therefore, assessment should be at currency level, not country level (for example Eurozone).	1 January 2016
IAS 41, Agriculture Bearer Plants	• These amendments apply to IAS 16 and IAS 41 and define bearer plants and include bearer plants in the scope of IAS 16 rather than IAS 41, allowing such assets to be accounted for in accordance with IAS 16.	1 January 2016

ANALYSIS OF SUBSIDIARIES – APPENDIX A
AT 31 AUGUST 2016

INTEREST OF NU-WORLD HOLDINGS LIMITED

Interest / Place of operation	Issued share capital 2016 R	2015 R	Effective shareholding 2016 %	2015 %	Shares at valuation 2016 R'000	2015 R'000	Loans receivable/ (payable) 2016 R'000	2015 R'000
Direct interest								
Nu-World Industries Proprietary Limited (South Africa)	5 725	5 725	100,0	100,0	38 929	38 929	(27 125)	12 625
Conti Industries Proprietary Limited (South Africa)	35 401	35 401	100,0	100,0	15	15	(41 105)	(41 105)
Conti Marketing Proprietary Limited (South Africa)	4 781	4 781	100,0	100,0	15	15	(32 447)	(32 447)
Yale Prima Proprietary Limited (Australia)	58 267 140	58 267 140	59,4	59,4	46 594	46 594	33 416	26 274
Nu-World Global Investments Proprietary Limited (South Africa)	100	100	100,0	100,0	1	1	(1)	(1)
Nu-World Property Investments Proprietary Limited (South Africa)	100	100	100,0	100,0	1	1	(1)	(1)
Nu-World Global Limited (Hong Kong)	12 500	12 500	100,0	100,0	13	13	53 529	29 808
Nu-World Industries Middle East DMCC (Dubai)	144 090	144 090	100,0	100,0	144	144	(31 580)	(9 947)
Nu-World Do Brazil (Brazil)	1 000	1 000	100,0	100,0	1	1	(1)	(1)
The aggregate net profit after taxation of subsidiaries attributable to the owners of the Company amounted to R102,128 million (2015: R 92,534 million).								
					85 713	85 713	(45 315)	(14 795)

Indirect interest
Prima Akai Proprietary Limited (Australia)
Yale Appliance Group Proprietary Limited (Australia)
CTG Yale Proprietary Limited (Australia)
Nu-World Australia Proprietary Limited (Australia)
Jaws Systems Australia Proprietary Limited (Australia)

ANALYSIS OF SHAREHOLDERS – APPENDIX B
AT 31 AUGUST 2016

	Number of shareholders	%	Number of shares	%
HOLDINGS				
1 to 25 000	613	94,3	1 019 338	4,5
25 001 to 50 000	7	1,1	220 796	1,0
50 001 to 100 000	7	1,1	534 599	2,3
Over 100 001 shares	23	3,5	20 871 732	92,2
	650	100,0	22 646 465	100,0
CATEGORY OF SHAREHOLDERS				
Non Public - Directors and Associates	5	0,8	1 762 769	7,8
- Trustee of Employees Share Scheme	2	0,3	1 385 955	6,1
- Strategic Holdings	2	0,3	11 203 109	49,4
Public shareholders	641	98,6	8 294 632	36,7
	650	100,0	22 646 465	100,0
SHAREHOLDERS SPREAD				
Major shareholders (excluding directors') beneficially interested in more than 5% of the company's listed securities:				
Richophase (Pty) Ltd			7 653 425	33,8
UBS Zurich AG			4 433 775	19,6
Nu-World Share Trust			1 377 571	6,1
DISTRIBUTION OF SHAREHOLDERS				
Banks	12	1,8	14 712 883	64,9
Close Corporations	13	2,0	250 327	1,1
Individuals	542	83,4	2 355 830	10,4
Investment Companies	1	0,2	286 686	1,2
Mutual Funds	11	1,7	2 542 048	11,2
Trusts	40	6,1	356 167	1,6
Other Corporations	4	0,6	78	0,1
Pension Funds	3	0,5	278 181	1,2
Private Companies	20	3,1	478 265	2,1
Public Companies	2	0,3	45	0,1
Share Trust	2	0,3	1 385 955	6,1
	650	100,0	22 646 465	100,0

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Nu-World Holdings Limited ("Nu-World" or "the Company") in respect of the year ended 31 August 2016 will be held in the boardroom of Nu-World at 35, 3rd Street, Wynberg, Sandton at 10h00 on Wednesday, 8 February 2017 ("the AGM" or "the Annual General Meeting").

Purpose

The purpose of the Annual General Meeting is to transact the business set out in the agenda below.

Agenda

1. Presentation of the audited annual financial statements of the Company, including the Report of the Directors and the Audit Committee for the year ended 31 August 2016. The annual report of which this notice forms part, contains the group financial statements and the aforementioned reports. The annual financial statements, including the unmodified audit opinion, is available on Nu-World's website at www.nuworld.co.za, or may be requested and obtained in person at no charge, at the registered office of Nu-World during office hours.
2. To consider and, if deemed fit, passing with or without modification, the resolutions set out below, in the manner required by the Companies Act, 2008 (Act 71 of 2008), as amended ("the Act"), the JSE Limited ("JSE") Listings Requirements and the provisions of the Company's memorandum of incorporation ("MOI").

Note:

For any of the ordinary resolution numbers 1 to 6 to be adopted, more than 50% of the voting rights exercised on each such resolution must be exercised in favour thereof.

Ordinary resolution number 1

In terms of the Company's MOI, at least one third of the directors are required to retire from office at every Annual General Meeting and, being eligible, may offer themselves for re-election as directors.

Curriculum vitae in respect of each director as at 31 August 2016 appear on page 11 of the annual report.

Accordingly, shareholders are requested to consider and, if deemed fit, to re-elect the directors named below by way of passing the separate ordinary resolutions set out below:

1.1 "Resolved that J M Judin, who retires by rotation in terms of the MOI of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

1.2 "Resolved that D Piaray, who retires by rotation in terms of the MOI of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

1.3. "Resolved that R Kinross, who retires by rotation in terms of the MOI of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

Ordinary resolution number 2

In terms of the Company's MOI, all directors shall be elected by ordinary resolution of the Shareholders at a general or Annual General Meeting of the Company.

Accordingly, shareholders are requested to consider and, if deemed fit, to elect the director named below by way of passing the following ordinary resolution:

"Resolved that F J Davidson be and is hereby elected as a director of the Company"

Ordinary resolution number 3

"Resolved to re-elect, each by separate vote, the following independent non-executive directors as members of the Nu-World Holdings Limited Audit Committee for the ensuing year:

3.1 "Resolved that J M Judin, subject to the passing of ordinary resolution number 1.1, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."

3.2 "Resolved that D Piaray, subject to the passing of ordinary resolution number 1.2, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."

3.3 "Resolved that R Kinross, subject to the passing of ordinary resolution 1.3, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."

3.4 "Resolved that F J Davidson, subject to the passing of resolution 2, being eligible, be and is hereby appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."

Curriculum vitae in respect of each director as at 31 August 2016 appear on page 11 of the annual report.

Ordinary resolution number 4

"Resolved that the directors be and are hereby authorised to re-appoint RSM South Africa as auditors and Jackie Kitching 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."

Ordinary resolution number 5

"Resolved that the shareholders of the Company endorse, through a non-binding advisory vote, recommended by the King Code of Governance for South Africa 2009 (King III), to ascertain the shareholders' views on the Company's Remuneration Policy and its implementation. The Company's remuneration report is set out on page 21 of this report."

Ordinary resolution number 6

"Resolved that any of the directors of the Company and/or the company secretary 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."

To consider and, if deemed fit, pass, with or without modification the following special resolutions:

Note:

For the special resolutions numbers 1 to 3 to be adopted, at least 75% of the voting rights exercised on each special resolution must be exercised in favour thereof.

Special resolution number 1

"Resolved that in terms of section 66(9) of the Act, the Company be and is hereby authorised to pay remuneration to its non-executive directors for their services as non-executive directors as listed below."

	Fees for the year ending 31 August 2017	Fees paid for the year ended 31 August 2016
Lead non-executive board member	R260 000	R221 000
Non-executive board member	R225 000	R187 000

The reason for special resolution number 1 is for the Company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Act.

The effect of special resolution number 1 is that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the next Annual General Meeting of the Company.

Special resolution number 2

"Resolved that the Company hereby approves, as a general approval contemplated in section 48 of the Act, and in terms of the Company's MOI, 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 (or the directors of the subsidiary company as the case may be) may from time to time determine, but subject to the MOI 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 share 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;
- a resolution has been passed by the Board of Directors, that the Board has authorised the repurchase, that the Company has satisfied the solvency and liquidity test contemplated in Section 4 of the Act, and that since the test was applied there had been no material changes to the financial position of the Company and its subsidiaries; 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 writing to the JSE prior to the commencement of the prohibited period."

Special resolution number 2 (Continued)

The reason for special resolution number 2 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 of this special resolution will have the effect of authorising the Company or any of its subsidiaries to acquire shares issued by the Company.

Disclosures required in terms of paragraph 11.26 of the JSE Listings Requirements:

The following additional information, some of which may appear elsewhere in this annual report, is provided in terms of the JSE Listings Requirements for purposes of the special resolution:

Directors of the Company	page 10
Major shareholders	page 86
Share capital of the Company	page 62

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 2016 and the date of this report.

Directors' responsibility statement

The directors, whose names are given on page 11 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.

Special resolution number 3

"Resolved that in terms of section 45 of the Act, the shareholders hereby approve of the Group providing, at any time and from time to time during the period of 2 (two) years commencing on the date of approval of this special resolution, any direct or indirect financial assistance as contemplated in such section of the Act to any 1 (one) or more related or inter-related companies or corporations of Nu-World provided:

- that the recipient or recipients of such financial assistance; the form, nature and extent of such financial assistance, and the terms and conditions under which such financial assistance is provided, are determined by the Board from time to time;
- that the Board may not authorise the Group to provide any financial assistance pursuant to this special resolution unless the Board meets all those requirements of section 45 of the Act which it is required to meet in order to authorise the Group to provide such financial assistance;
- that the Board is satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test; and
- that such financial assistance to a recipient thereof is, in the opinion of the Board, required for the purpose of meeting all or any such recipient's operating expenses (including capital expenditure), and/or funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient, and/or funding such recipient for any other purpose which in the opinion of the Board is directly or indirectly in the interests of the Group."

The reason for and effect of this special resolution is to allow the Group to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their debts. This authority will be in place for a period of two years from the date of adoption of this special resolution.

NOTICE OF ANNUAL GENERAL MEETING

Identification, Voting and Proxies

In terms of section 63(1) of the Act, before any person may attend or participate in a shareholders meeting such as the Annual General Meeting convened in terms of this notice of Annual General Meeting, that person must present reasonably satisfactory identification and the person presiding at the Annual General Meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified. The Company will regard the presentation of a participants' original valid drivers license, identity document or passport as satisfactory identification.

Each shareholder who, being a natural person is present in person or by proxy, or, being a company, is present by representative proxy at the Annual General Meeting is entitled to one vote on a show of hands. On a poll, each shareholder, whether present in person or by proxy, or by representation, is entitled to one vote for each share held.

Equity securities held by a share purchase trust or scheme will not have their votes at the Annual General Meeting taken into account for the purposes of resolutions proposed in terms of the JSE Listing Requirements. Unlisted securities and shares held as treasury shares may not vote.

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, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107), 48 hours (being 10h00 on Monday, 6 February 2017) before the scheduled time of the Annual General 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 Annual General Meeting and obtain the necessary Letter of Representation 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.

The date on which shareholders must be recorded as such in the Share Register maintained by the transfer secretaries of the Company ("the Share Register") for purposes of being entitled to receive notice is Friday, 9 December 2016.

The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at the Annual General Meeting is Friday, 3 February 2017, with the last day to trade being Tuesday, 31 January 2017.

By order of the Board

B H Haikney
Company Secretary

Sandton
15 December 2016

FORM OF PROXY

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, 8 February 2017 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 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: re-appointment of directors			
1.1 J M Judin			
1.2 D Piaray			
1.3 R Kinross			
Ordinary resolution 2: appointment of a director			
Ordinary resolution 3: appointment or re-appointment of the Audit Committee members			
3.1 J M Judin			
3.2 D Piaray			
3.3 R Kinross			
3.4 F J Davidson			
Ordinary resolution 4: re-appointment of auditors and individual designated auditor			
Ordinary resolution 5: endorsement of Remuneration Policy			
Ordinary resolution 6: authority to sign documents			
Special resolution 1: approval to pay remuneration to non-executive directors			
Special resolution 2: general approval to repurchase shares			
Special resolution 3: approval to providing direct or indirect financial assistance			

Signed at ______________________________ on ______________________________

Signature ______________________________

Name in 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, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107), 48 hours (being 10h00 on Monday, 6 February 2017) before the scheduled time of the Annual General 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:

- holding shares in certificated form; or
- recorded in dematerialised form on the electronic sub-register in 'own name'.

Please note that in terms of section 58(3):

- the appointment of a proxy is revocable unless the proxy appointment expressly states otherwise. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy; and delivering a copy of the revocation instrument to the proxy, and to the Company. The revocation will take effect on the later (i) the date stated in the revocation instrument; or (ii) the date on which the revocation instrument was delivered to the proxy and the Company;
- a proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form; and
- a proxy must be delivered to the Company, or to the transfer secretary of the Company, namely Computershare Investor Services Proprietary Limited, before your proxy exercises any of your rights as a shareholder at the Annual General Meeting.

All other beneficial owners who have dematerialised their shares through a 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, Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107) to be received by not later than 10h00 on Monday, 6 February 2017, 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.

DIRECTORATE AND ADMINISTRATION

Directors	Mr Michael Stanley. Goldberg B.Com M.B.A. (Rand) Mr Jeffrey Alan. Goldberg B.Sc (Eng) (Rand) Mr John Michael Judin Dip.Law. (Rand) Mr Graham Rodney Hindle B.Acc (Wits) CA (SA) Mr Desmond Piaray Chem Eng (Natal) B.Com (Unisa) M.B.A. (Wits) Mr Richard Kinross B.Acc (Unisa) CA (SA) Mr Frank Joel Davidson B.Com B.Acc (Wits) CA(SA)
Secretary	Mr Bruce Hall Haikney CA (SA) 35, 3rd Street Wynberg Sandton 2199
Registered office	35, 3rd Street Wynberg Sandton 2199
Auditors'	RSM South Africa Registered Auditors Executive City Cross Street & Charmaine Avenue President Ridge Randburg 2194
Transfer secretary	Computershare Investor Services Proprietary Limited Rosebank Towers, 15 Bierman Avenue, Rosebank, 2196
Bankers'	ABSA Bank Limited Bank of China Limited China Construction Bank Citibank, N.A First National Bank, a division of First Rand Bank Limited Investec Bank Limited Standard Bank of South Africa Limited
Attorney	Adams Attorney Unit 7, 77 Park Drive Northcliff
Company registration number	1968/002490/06
Sponsor	Sasfin Capital, a division of Sasfin Bank Limited Sasfin Place, 29 Scott Street Waverley 2090