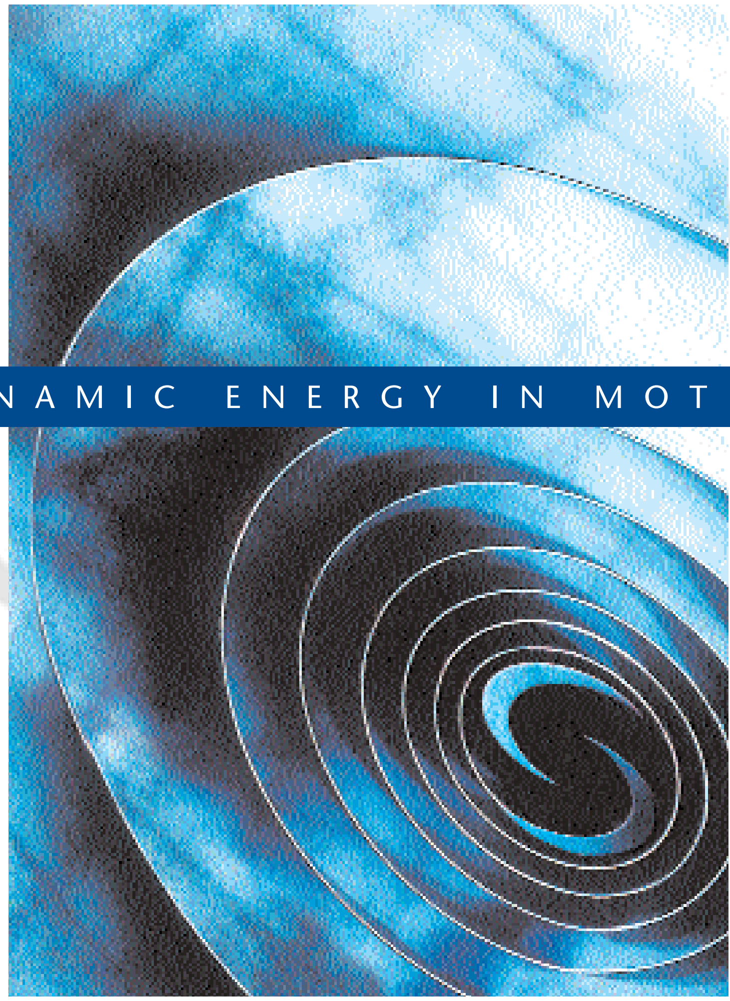
super group

ANNUAL REPORT 2001



DYNAMIC ENERGY IN MOTION

super group

DYNAMIC ENERGY IN MOTION

"We're not where we want to be,
and we're not
where we're going to be,
but we sure are a long way
from where we were."

March 1987
Acquisition of Super Rent an under-performing vehicle rental company operating 150 vehicles. Super Group is born.

March '87

December 1986
Dr Larry Lipschitz opens Midway Panel Beaters with a focus on delivery of professional and ethical service with a turnover of R16 000 in the first month.

December '86

February 1988
Establishment of National Truck Repair Centres (Super Service Centres) offering 24 hour break-down and repair service.

February '88

April 1992
Establishment of Super Move – third party distribution.

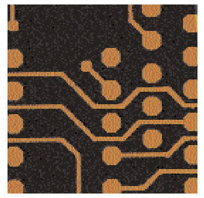
April '92

June 1990
Establishment of Super Fleet – full maintenance leasing.

June '90

December 1990
Acquisition of Alex Carriers.

December '90



May 1994
Super Rent becomes the largest truck rental company in South Africa.

May '94

October 1995
Formation of Motolink a motor dealership group focused on successful management and above average growth. Motolink Limited launched on the Johannesburg Stock Exchange – launch price R1,41 per share.

October '95

March 1996
Super Group is the largest privately owned transport group in South Africa with 2 500 vehicles and 2 000 employees.

March '96

September 1996
Super Group undertakes a reverse take-over of Motolink Limited to become Super Group Limited. Motolink had market capitalisation of R140 million.

September '96

October 1996
Acquisition of Bluefin resulting in the control of the largest transport distribution channel in sub-Saharan Africa. Substantial US dollar based income results.

October '96

1 9 8 6 WITH FOCUS AND DETERMINATION WE ARE PROGRESSING TO BECOME THE LOGISTICS GIANT OF AFRICA. 2 0 0 1

April 1997
Acquisition of BBR Security – South Africa's leading armed response and monitoring company. Further acquisitions follow resulting in the largest armed response company in the country.

April '97

October 1998
Super Group acquires the Chariots listed group of companies.

October '98

December 1998
Super Group reverse lists Unibank, its 47% held financial bank, into Creditsure. Creditsure changes name to UniFer and becomes the second largest microlender in South Africa.

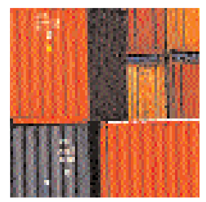
December '98

April 1999
Super Group buys Interorg the second largest competitor in Africa to Bluefin and consolidates its leading position in the sub-Saharan cross border logistics, transport and freight industry.

April '99

November 1999
Super Group acquires a 30% stake in CIC Holdings, Africa's largest logistics warehousing company listed in Namibia. In South Africa CIC owns TFD Network Africa a specialist fast moving consumer goods warehousing and distri-bution service company.

November '99



June 2000
Super Group, through its subsidiary company The Logistics Bureau, revolutionises logistics in Africa through the launch of the first Internet-Linked Logistics Portal called Collaborative Xchange.

June '00

March 2001
R2,4 billion FML contract secured. Various logistics contracts signed. Balance sheet strengthens. Focus enhanced with BBR sale.

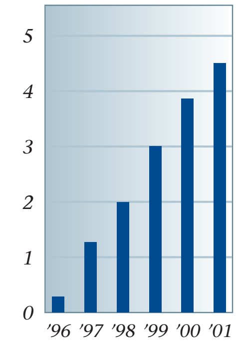
March '01

CONTENTS

FINANCIAL HIGHLIGHTS

REVENUE

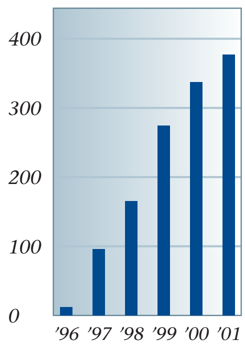
(R billion)



HIGHLIGHTS	2001 R000	2000 R000 Restated	% Change
Revenue	**4 505 319**	3 864 337	17
Operating income before depreciation and amortisation (EBITDA)	**526 446**	482 685	9
Profit before exceptional items (excluding income from associates)	**326 894**	246 578	33
Operating income	**377 252**	336 571	12
Net profit (excluding exceptional items)	**312 286**	265 030	18
Net profit for the year	**493 327**	229 608	115
Dividends per share (cents)	**22,0**	19,0	16
Ordinary shareholders' equity (including CCDs)	**1 315 321**	1 067 264	23
Total capital employed	**1 323 141**	1 649 830	(20)
Total assets	**2 722 584**	2 507 420	9
Market capitalisation	**2 603 558**	2 846 556	(9)
Enterprise value	**2 721 068**	2 404 701	13
Share price (cents)	**750**	820	(9)
Effective shares in issue (000)	**326 253**	347 141	(6)

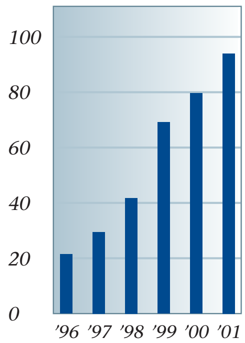
OPERATING INCOME

(R million)

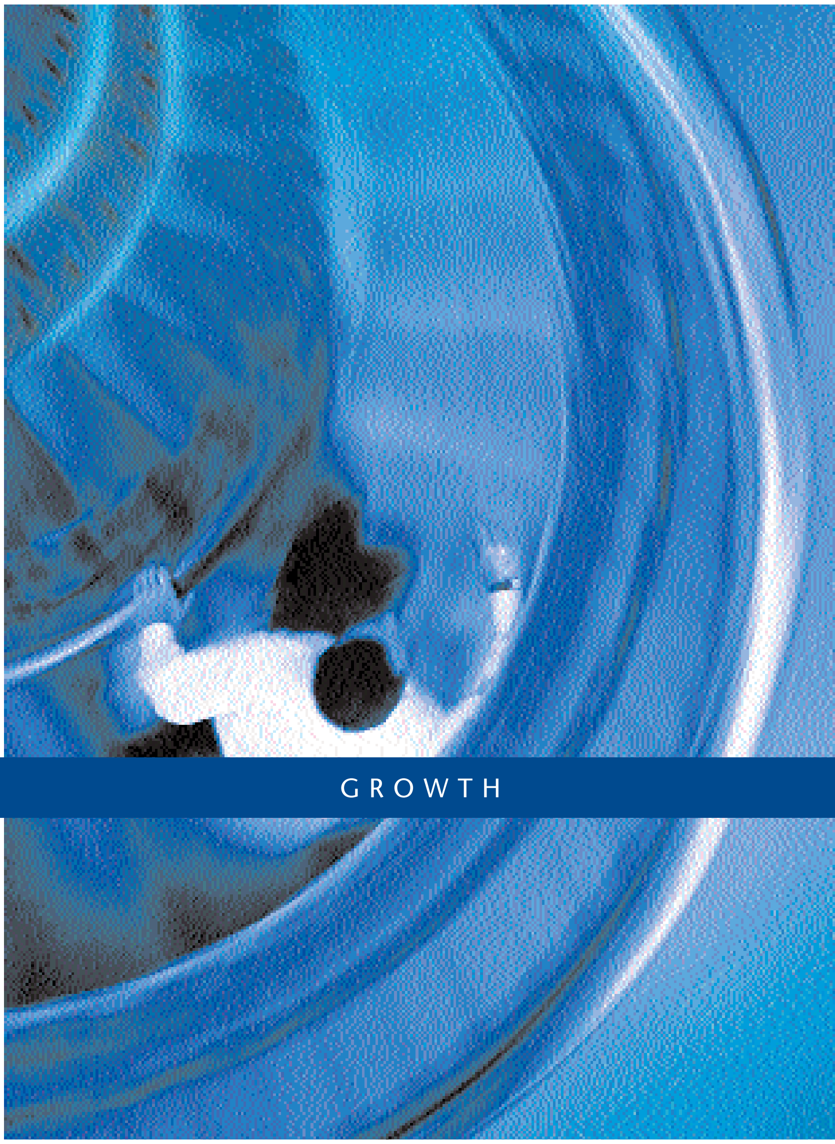


HEADLINE EPS

(Cents)



RATIOS	2001 R000	2000 R000 Restated	% Change
Returns			
Headline earnings per share (cents)	**94,0**	79,6	18
Price earnings ratio	**8,0**	10,3	(22)
Dividend cover	**4,5**	4,0	13
EBITDA margin (%)	**11,7**	12,5	(6)
Operating margin (%)	**8,4**	8,7	(3)
Return on capital employed (%)	**29,3**	29,8	(2)
Return on equity (%)	**30,2**	35,7	(15)
Return on total assets (%)	**16,7**	18,4	(9)
Effective tax rate (%)	**19,0**	20,7	(8)
Productivity			
Asset turn	**1,7**	1,7	–
Liquidity			
Interest cost cover	**7,5**	3,7	103
Gearing (%)	**—**	41,4	100
Current ratio	**1,5**	1,3	15
Acid test ratio	**1,1**	1,0	10



GROWTH

We have grown from humble beginnings into South Africa's and Africa's market leader in logistics.

OUR GOALS

Become the leader in the fields in which we operate.

Develop an integrated collaborative logistics business.

Retain best of breed status in automotive.

Focus on niche markets that provide good margins with high growth potential.

Foster a philosophy of entrepreneurship through flexible management with financial accountability.

Strive to achieve above-average returns.

To demonstrate consistency, in providing quality products and innovative solutions.

DYNAMIC ENERGY IN MOTION

MARKET LEADER IN:

Logistics on the African continent

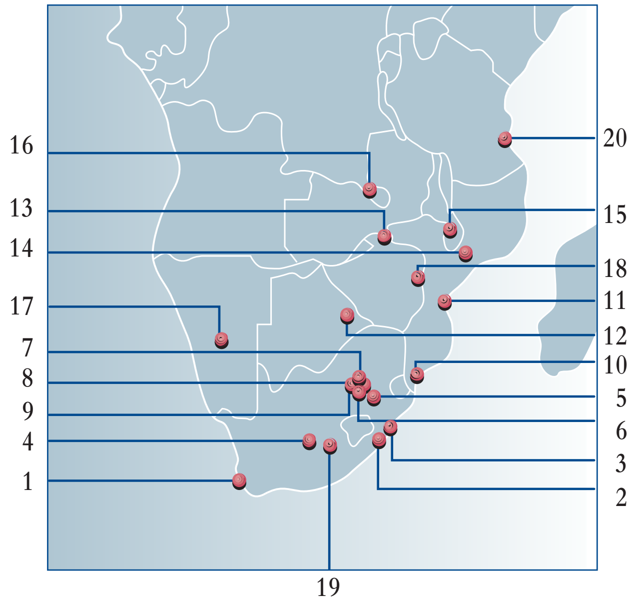
Automotive parts logistics

FMCG logistics

Sub-Saharan Africa transport

Commercial full-maintenance leasing

Wholesale and retail of automotive parts



Principal areas of operations

1. Cape Town	6. Alrode	11. Beira	16. Lubumbashi
2. Durban	7. Pretoria	12. Francistown	17. Windhoek
3. Richards Bay	8. Isando	13. Lusaka	18. Harare
4. Bloemfontein	9. Industria	14. Blantyre	19. Maseru
5. Springs	10. Maputo	15. Lilongwe	20. Dar es Salaam

EXECUTIVE DIRECTORS

PEOPLE

NON-EXECUTIVE DIRECTORS

Sam Abrahams (62), FCA, CA(SA),
Deputy Chairman
Retired from Arthur Andersen & Co as Country Managing Partner in 1996 after 40 years in the accounting profession. Holds directorships in a number of JSE listed companies and various private companies.

Basil Greenstone (64)
Twenty nine years with the group. Founder of Basil Green Auto in 1972, which he developed into one of South Africa's model motor dealerships. Joined Motolink on its formation.

Roger Hounsell (68), CA(SA)
Retired from Coopers & Lybrand in September 1994 as a senior partner after 25 years. Acts as a consultant to companies on mergers and acquisitions. Directorships include various Zimbabwean banking and public and private companies.

Left to right:

Rob Ballentine
(46), Pr Eng, MBA, Group Managing Director – South Africa
Appointed 1997. Has 21 years experience in the construction and property industry. Spent ten years with Group Five where he held positions of Divisional Managing Director, Executive Committee member and Director of Group Five Limited.

Les Johnston
(42), BSc (Eng), MBA, Director – Logistics
Thirteen years with the group. Spent three years in the Cape and KwaZulu-Natal councils as a civil engineer. Joined Super Group in 1988 as Operations Director.

Larry Lipschitz
(40), MB BCh, MBA, Executive Chairman
Founder of Super Group in 1987. Super Group grew from an operation with approximately 150 vehicles to the largest privately owned transport company in South Africa prior to listing. Chairman of UniFer Holdings Limited.

Glynn Cohen
(41), Group Managing Director – Cross border
Sixteen years with the group. The Bluefin Group has grown under his leadership from a company with 12 trucks to a fleet of 650 and the largest cross-border transporter in sub-Saharan Africa. Glynn is the founder of a number of other successful companies.

Keith Grunow
(42), CA(SA), MBL, Group Financial Director
Qualified as a Chartered Accountant in 1987. Spent seven years with the Kelly Personnel Group as Group Financial Director and later as Joint Managing Director. Joined Super Group in August 1997. Appointed to the board in 1999.

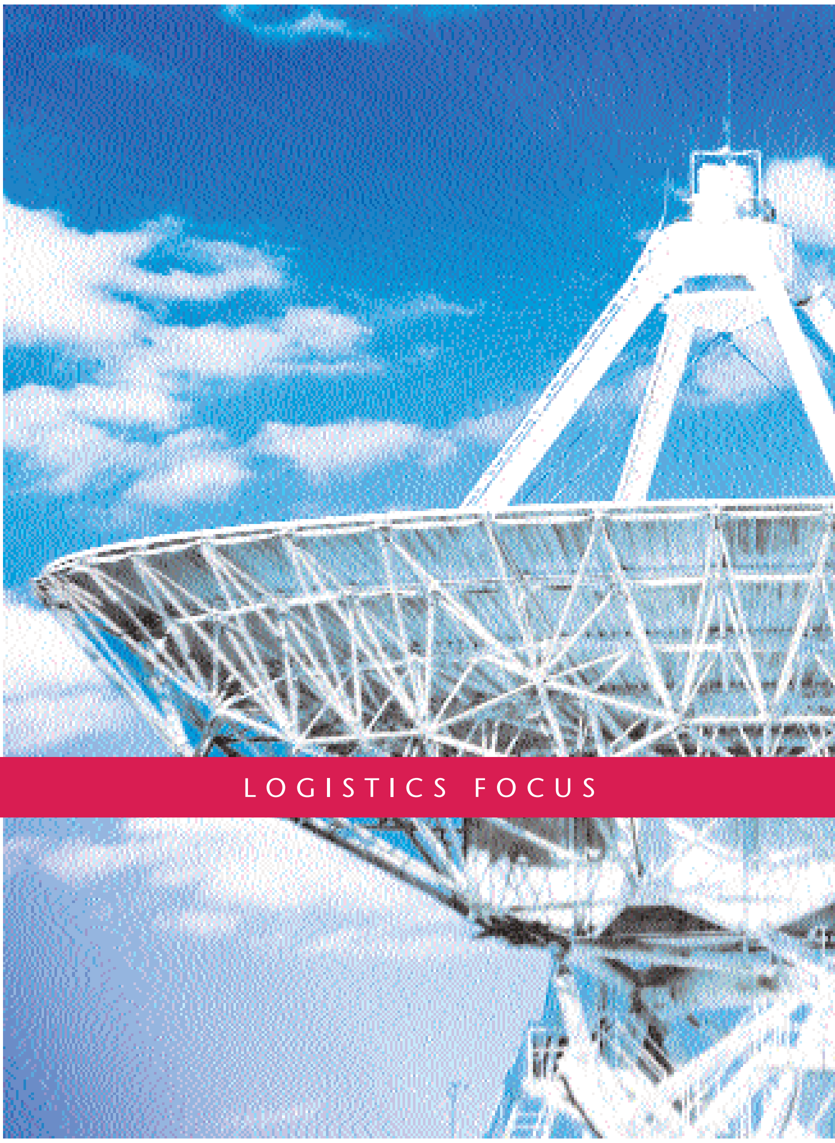
Maz Vico
(45), Managing Director – Bluefin
Involved with Bluefin since its inception. Eighteen years experience in management positions in various companies. Appointed to the board in 1999.

FOSTERING DEPTH OF MANAGEMENT THROUGHOUT THE GROUP

Joel Klotnick (57), CA(SA)
In public practice for ten years. Thereafter managed various businesses in the computer supplies field and was Financial Director of a listed company and of Super Group. Twelve years with the group. Deputy Chairman of UniFer Holdings Limited.

Phillip Vallet (55), BA LLB
Qualified as a lawyer in 1971. Presently senior partner at Fluxman Rabinowitz-Raphaely Weiner, specialising in corporate law.

Elias Mphande (43)
Has 14 years experience in the trade union movement and was National Regional Secretary of the National Union of Textile Workers for seven years.



LOGISTICS FOCUS

We have ***focused*** *our vision on becoming the* ***lead logistics*** *partner in Africa.*

GROUP AT A GLANCE

LOGISTICS

The market leader in both asset and non-asset logistics. We continue to lead the logistics evolution in Africa. Large logistics contracts secured.

Supply chain solutions

Advanced Planning Services
CIC Holdings
Collaborative Xchange
Inventory Optimisation Services
Super Move
Supply Chain Partners
TFD Network Africa
The Logistics Bureau
Transport Management Services

Rental

Avisuper
Beacon Crane Hire
Super Rent

Long-distance transport

South Africa
Alex Carriers (Flat-deck)
Bulktrans (Tankers)
Kuyabanda (Refrigerated)
Transport Brokers
Cross border
Bluefin
Interorg

A SECOND YEAR OF CONSOLIDATION AND FOCUS ON ORGANIC GROWTH

AUTOMOTIVE

Comprises dealerships and automotive components. Top margins have ensured profitability.

Dealerships

Arnold Chatz Cars
Auta Delta
Auto Baltic
Basil Green Auto
Cassey's Motors
Dornat Motors
Grand Central Motors
Honda Autocliff
Landrover East Rand
Lyndhurst Toyota
Truck and Cab
Northwest Nissan
Rand Stadium Toyota
Sandton Exclusives

Automotive trading

Autozone
Eddie's
Elpar Marjon
Femo Auto Parts
QSV

Panelbeating

Super Hermans
Super Panelbeaters
Super Renew-It

FINANCIAL SERVICES

Developing financial services products around logistics. Large FML contracts enhances potential returns.

Financial services

Emerald Insurance Company
Emerald Underwriting Managers
Power Plus Performance
Super Finance
Super Fleet
UniFer Holdings

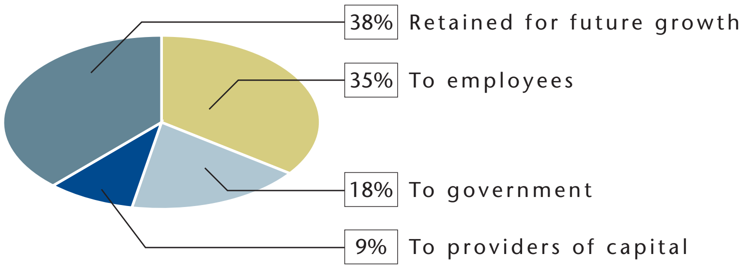
VALUE ADDED STATEMENT

"Value added" is the value which the group has added to its products and services. This statement shows how the value so added has been allocated amongst our various stakeholders.

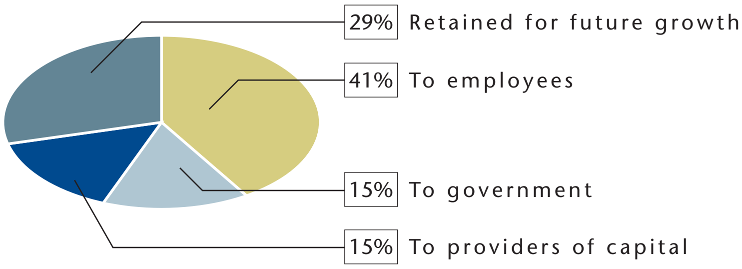
	2001 R000	**%**	2000 R000 Restated	%
Revenue	**4 505 319**		3 864 337	
Goods and services provided	**2 990 295**		2 749 974	
Total wealth created	**1 515 024**		1 114 363	
Allocated as follows:				
To employees	**531 947**	**35**	451 323	41
To government	**278 966**	**18**	165 824	15
To providers of capital	**131 295**	**9**	170 326	15
Total wealth allocated	**942 208**	**62**	787 473	71
Retained for future growth	**572 816**	**38**	326 890	29
Total wealth distributed	**1 515 024**	**100**	1 114 363	100

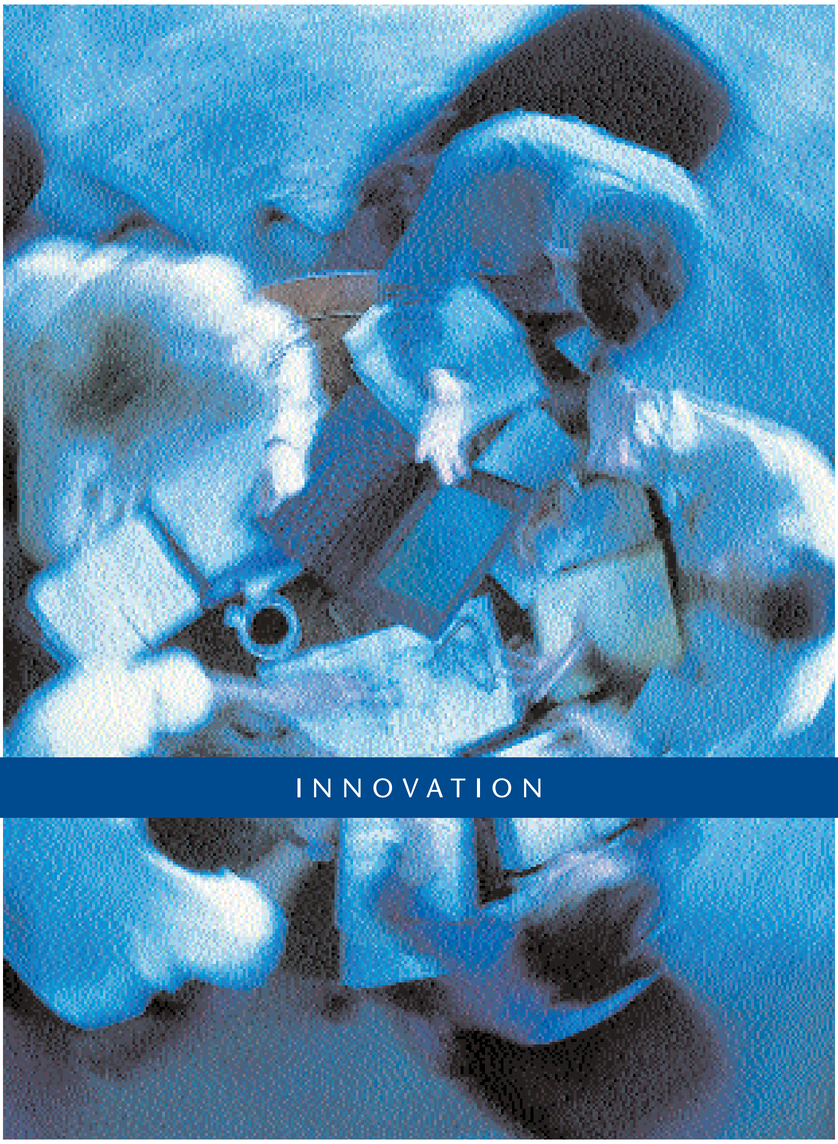
SERVICE

2001 WEALTH DISTRIBUTED



2000 WEALTH DISTRIBUTED





INNOVATION

We continue
to develop our expertise
in order to provide
innovative solutions.

EXECUTIVE CHAIRMAN'S REPORT

It is my privilege to report on Super Group Limited's fifth year as a listed company. The results for the year are pleasing and maintain Super Group's uninterrupted 14 year record of improved returns. Super Group has produced a five year compound headline earnings per share growth of 34,5%.

These results in a difficult environment highlight the group's resilience to tough trading conditions. This has been the second year of planned consolidation without acquisitions and hence for the second year the group's earnings growth has been organic. The focus has been on efficiency optimisation, cost reduction, systems enhancement and improved financial reporting. Management has been strengthened where necessary and quality of earnings improved – business fundamentals are sound.

Super Group comprises three divisions: Logistics, Automotive and Financial Services and is a market leader in several areas of activity. These include logistics on the African continent; FMCG (fast moving consumer goods) and automotive parts logistics in South Africa; commercial vehicle full maintenance leasing and automotive parts retailing.

Strong growth was achieved in the logistics and automotive divisions where we continue to invest time, energy and capital in building these two core divisions. The financial services division was refocused as we further exit non-core businesses to align with our chosen businesses.

We continue to transform Super Group into a broad based logistics business offering the widest range of services with the best skills level in supply chain management. Further progress has been made in the logistics strategy of transforming from an asset based enterprise (offering low margins) to one focused on technology, services and intellectual capital (offering higher margins) while maintaining relevant asset ownership. To this end a further 600 trucks have been sold off during the year. We will however invest in assets that are necessary to build the higher margin supply chain businesses.

We have for the fourth consecutive year improved our position in the Financial Mail Top 100 listed company rankings and have moved to being in the top 20 ranked companies for the first time. This achievement is admirable as it is based on last year's annual financial results, which was only our fourth year as a listed company.

Achievements during the year include: cash generation in excess of R1 billion; sustainable organic growth; increased focus; significant progress with the logistics strategy; strengthened management; the introduction of an empowerment partner to the full maintenance lease business and the award of a R2,4 billion full maintenance lease contract.

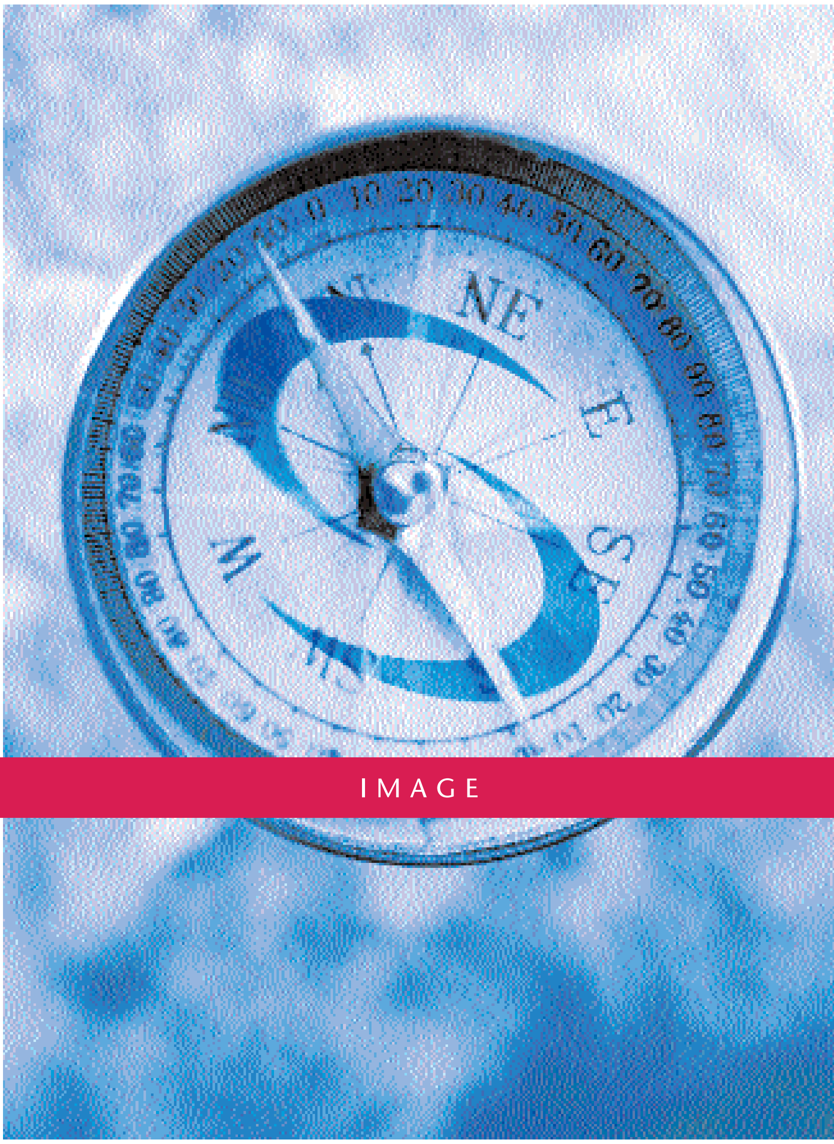
Operationally two layers of reporting have been removed from the organogram resulting in a flatter structure and senior management being closer to clients and operations. Further attention has been paid to the quality of service delivered to clients. A cohesive management team has resulted in improved synergy levels across group companies and improved cross selling opportunities. During the past two years of consolidation and introspection serious capacity for growth in volumes has been built in the management teams and businesses. This is in anticipation of future opportunities.

Trading environment

The trading environment continued to be very difficult, as the economy did not perform to expectations. This is borne out by the latest GDP figures for the first quarter of 2001 which at 2% is below the consensus forecast of greater than 3% GDP growth. The slowing economies of a number of South Africa's major trading partners will also affect growth rates in the new financial year.

Government is once again commended for its management of the macro economy as well as its achievements in inflation targeting. The recent statements by President Mbeki that government will further focus on the micro economy and business stimulation is lauded. Agreements between labour and business in improving the current punitive labour legislation should be positive for the

IMAGE



We have chosen
an exciting new image
*to **lead** us into*
the future.

economy. Government is again criticised for its failure to manage the serious crime problem, which remains the biggest national problem. It is the right of every citizen to have and demand the basic human right of safety and security. In our attempt to assist and not merely criticise, the group continues to financially support Business Against Crime.

Results

Headline earnings increased 19,9% to R317,8 million. Headline earnings per share increased 18,1% to 94 cents (2000: 79,6 cents). The 2000 figures have been restated for a change in accounting policy for deferred tax assets of R11,5 million and a prior year adjustment by UniFer which reduced 2000 equity accounted income by R6,4 million (2000 headline EPS previously reported: 85 cents). Net profit of R493,3 million is an increase of 114,9% on the previous year.

Revenue increased by 16,6% to R4,5 billion while revenue from continuing operations increased by 24,5% to R4,1 billion. Profit before exceptional items has increased by 16,9% to R385,6 million. Dividend per share has been increased by 15,8% to 22 cents.

Income from associates at R58,7 million (2000: R83,2 million) is down mainly as a result of the reduction of the shareholding in UniFer. The exceptional item of R181 million arises from the net profit on sale of operations of R208 million less impairment of fixed property of R27 million. The impairment of fixed property is as a result of a devaluation of transport depots.

The balance sheet has improved significantly during the year with cash generated of R1,12 billion. Shareholders' equity (excluding CCDs) exceeds R1 billion for the first time. Gearing at 41% (R442 million) last year has been extinguished with net cash balances of R118 million at 2001 year end. The net tangible asset value per share has increased 28% from 307 cents to 392 cents.

There has been tight management of working capital during the year in respect of trade and other receivables and inventories.

The excellent cash generation is derived from the strong cash flow from operations of R545 million and the disposal of non-core businesses in line with the strategic direction of the group. The 2000 year end cash and cash equivalents swung from a borrowed R103 million to cash in bank of R447 million. The interest cover ratio moved to a healthy 7,5 times (2000: 3,7).

The EBITDA margin 11,7% (2000: 12,5%) and operating margin 8,4% (2000: 8,7%) were maintained at similar levels to the previous year, which is encouraging considering the greater contribution from the lower margin dealerships and parts businesses.

The ROE at 13,1% (2000: 11,9%) and ROCE at 15,3% (2000: 14,5%) prior to goodwill write off both improved. The ROCE prior to goodwill write off is targeted at 19% in the next three years. The ROE at 30,2% (2000: 35,7%) and ROCE at 29,3% (2000: 29,8%) after goodwill written off were affected by the write back of goodwill from the sale of businesses which had previously been written off against the share premium account.

Sale of businesses

Businesses that are no longer core or do not fit into the strategic direction of the group have been sold. Payloads tipper operations were unable to form part of a future supply chain strategy and were sold off during the year to management. The Glasfit after market glass replacement business which had grown strongly did not fit into our future parts and supply chain strategy and was sold to management at the start of the year. The equity stake in UniFer was decreased at the start of the year as disclosed in last year's annual report. Subsequent to year end the towing business, which formed part of the panelbeating operations, was sold.

BBR was originally acquired and built for its long term potential. The prior year's restructuring of the various acquired companies yielded a highly profitable well run business. BBR is a good example of Super Group's entrepreneurship in which we pride ourselves. BBR was sold as a result of the recent change in strategic direction. BBR was purchased by Chubb Security SA a subsidiary of Chubb PLC, one of the world's leading security service companies, for R556 million. The sale of BBR achieved an excellent capital return and has contributed significantly in improving the cash position of the group. Detailed announcements of the transaction have been made including a circular to shareholders. The guarding division will also be sold to Chubb as part of the original contract.

Change in accounting policies

In order to comply with revised GAAP statements, the group has changed its accounting policies for goodwill and deferred tax assets.

Whereas goodwill was previously written off against share premium, it is now capitalised and amortised over its useful life in terms of AC 131. In terms of AC 102, deferred tax assets are recognised.

The comparative deferred tax figures have been restated, the effect being a reduction of R11,5 million in attributable earnings and the creation of a deferred tax asset of R85,0 million.

Management and employees

The quality of our management and employees has contributed to the success of the group. We have a strong, dynamic and entrepreneurial management team with a proven track record. The most important differentiating factor is our entrepreneurial flair, which we intend to nourish and nurture.

We continuously strive to find and attract excellent management talent to ensure the continued prosperity and leadership of Super Group.

Prospects

Super Group is focused; with the business fundamentals and management teams the strongest they have ever been. After two years of consolidation, Super Group will be identifying suitable acquisitions. Management is once again confident of producing positive earnings growth this year. The balance sheet has no gearing with net cash of R118 million. Super Group has proved its resilience to tough trading conditions and is positively geared to any improvement in GDP.

A new branding initiative consolidating all logistics operations is being undertaken. This will be followed by a marketing campaign, which should assist growth.

Dr Larry Lipschitz

Good growth is anticipated in the logistics, parts, dealership and full maintenance leasing businesses. There are opportunities for our logistics skills in other emerging markets.

Dividend

A dividend of 22 cents per share (2000: 19 cents) has been declared in respect of the year ended 31 March 2001 and will be paid to shareholders registered in the books of the company at the close of business on Friday, 29 June 2001. Dividend cheques will be posted on or about 20 July 2001. The dividend is payable in South African rand.

Appreciation

I would like to thank my Deputy Chairman, Mr Sam Abrahams, and fellow directors for their support and guidance this past year. There have been no changes to the board during the year.

I would particularly like to thank all directors, managers and employees for their efforts this past year.

Our advisors, financiers, customers and suppliers are similarly thanked. Our shareholders are thanked for their belief in and support of Super Group.

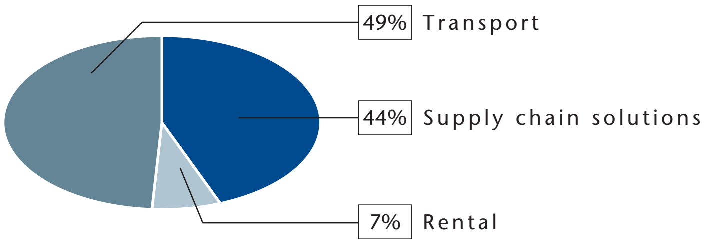
Dr Larry Lipschitz
Executive Chairman
29 June 2001

SEGMENTAL REPORT

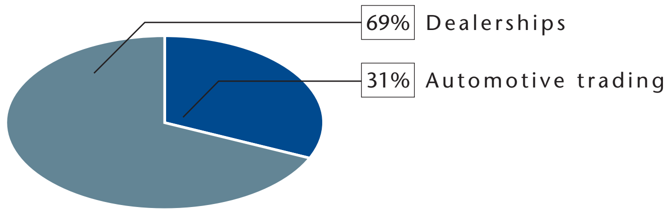
	Revenue			Operating income		
	2001 R000	Restated 2000 R000	% increase	**2001 R000**	Restated 2000 R000	% increase
Logistics	**1 487 780**	1 349 975	10	**128 038**	127 221	1
Automotive	**2 580 920**	2 140 277	21	**124 121**	109 006	14
Financial services	**436 619**	374 085	17	**125 093**	100 344	25
	4 505 319	3 864 337	17	**377 252**	336 571	12

OPERATING INCOME BY DIVISION

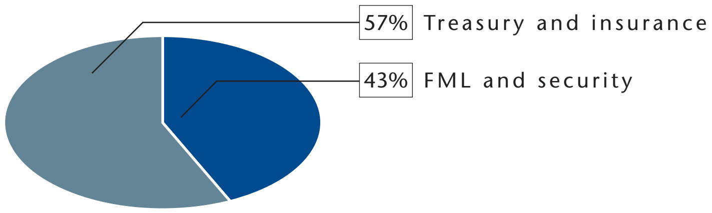
Logistics



Automotive



Financial services



ANALYSIS OF SHAREHOLDERS

Range of shareholders	Number of shareholders	%	Holding	% of issued share capital
1 – 1 000	4 845	86,4	568 580	0,2
1 001 – 5 000	507	9,0	985 230	0,3
5 001 – 10 000	82	1,5	543 460	0,1
10 001 – 100 000	107	1,9	2 760 118	0,8
100 001 and over	67	1,2	342 283 265	98,6
	5 608	100,0	347 140 653	100,0

Type of shareholders	Number of shareholders	%
Individuals	5 198	92,7
Companies	160	2,9
Nominee companies and trusts	187	3,3
Financial institutions	43	0,8
Pension and provident funds	8	0,1
Other corporate bodies	12	0,2
	5 608	100,0

Type of shareholders	Holding	%
Individuals	20 055 892	5,8
Companies	12 431 523	3,6
Nominee companies and trusts	297 205 222	85,6
Financial institutions	16 102 886	4,6
Pension and provident funds	9 073	–
Other corporate bodies	1 336 057	0,4
Issued shares	347 140 653	100,0

Shareholdings of more than 5%	Holding	%
Standard Bank Nominees Tvl (Pty) Limited	42 387 317	12,21
Nedcor Bank Nominees Limited	29 777 969	8,58
First National Nominees (Pty) Limited	29 593 872	8,53
ABSA Nominees (Pty) Limited	26 422 256	7,61
Old Mutual Nominees (Pty) Limited	23 905 046	6,89
SE Nominees (Pty) Limited	17 757 256	5,12

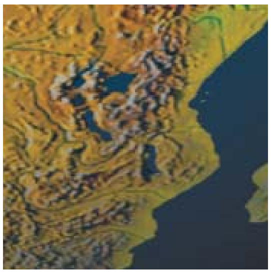
Directors' shareholdings

At 31 March 2001 the directors of the company were directly and indirectly interested in the issued share capital of the company as follows:

Ordinary shares	**2001 number**	2000 number
• Beneficial direct	**11 463 748**	11 477 342
• Beneficial indirect	**4 522 616**	6 138 186
• Non-beneficial indirect	**864 000**	–

Subsequent to year end, there have been no material changes in directors' interests. The following director held in excess of 1% of the issued share capital: Dr L Lipschitz

OPERATIONAL REVIEW
LOGISTICS



SIGNIFICANT PROGRESS IN LOGISTICS STRATEGY

Super Group continues to be the market leader on the African continent in both physical and intellectual logistics. We have made significant progress in executing our logistics strategy during the year. The strategy includes building upon our advanced skills base in the design, management and execution of complex supply chains. We are gaining a reputation in the market for competence and innovation, and are winning contracts of increasing complexity and higher value. The result is a formidable ability to add value and deliver benefits to our ever-increasing client base.

We continue to invest strongly in our intellectual supply chain businesses, and expect that within two years these investments will provide considerable financial return not only in their own right, but as importantly, by leveraging the group's physical logistics investments.

We have recently established a joint venture empowerment logistics company with Zimele, an Anglo American empowerment initiative, to target Anglo American group companies and wider logistics opportunities. The intellectual logistics businesses are working in several emerging markets with increasing success. Our supply chain consultants have developed an excellent reputation internationally for their practical approach to logistics problems and are highly competitive in terms of price.

Super Group is the market leader in FMCG (fast moving consumable goods) and automotive parts logistics. During the year we separated the parts logistics operations from the retail parts business, and thus created South Africa's leading parts logistics business with a dedicated distribution fleet, countrywide warehousing and sophisticated IT systems. Target opportunities include the OEM vehicle manufacturers, parts manufacturers and allied industries.

Super Group's logistics businesses operate 3 750 commercial vehicles (down from 7 000 vehicles three years ago) and 300 000 square metres of warehouse space. The decrease in the commercial fleet is as a result of the strategy embarked upon three years ago to move away from the asset intensive (truck) low margin to the higher margin supply chain management businesses.

This shift to higher margin and higher growth is also demonstrated by the contribution from transport operating income decreasing to 49% (2000: 72%) while supply chain solutions operating income has increased to 44% (2000: 38%) as a percentage of logistics operating income.

A new branding initiative under "Super Logistics" will be launched to project a single brand and simplify communication to clients. The new brand launch will be followed by a marketing campaign.

Last year we clarified Super Group's position with various definitions.

The role we originally wished to play was that of a lead logistics partner. However, we expanded the definition of our role from a leading logistics provider to that of a *strategic logistics partner (SLP).* The difference being the emphasis in the partnership relationship with our clients at senior management level. This requires the willingness to jointly share in the risks and rewards of the supply chain opportunity. It is a long-term relationship, which continuously innovates and invests in improving efficiencies and service levels while driving costs down.

The role of the SLP is to assess, build and manage integrated supply chain solutions. In this process the SLP leverages the capabilities of 3PLs, technology service providers, business process managers and consultants. Central to the SLP's success is the use of "best-of-breed" providers of both services and technologies and in so doing deliver ongoing, tangible value for clients.

Supply chain management

The following group companies are involved in various aspects of supply chain management.

- **Super Move** and **TFD Network Africa** (part of our 30% stake in CIC Limited), are market leaders in 3PL. Super Move further specialises in outsourcing, distribution, facilities management and warehousing as separate options of a supply chain solution. Super Move last year moved in excess of 90 million cases of FMCG via 800 000 deliveries. A feature of the year was diversification of the client base away from FMCG. Super Move had a good year and we anticipate strong results in the new year as a result of winning additional supply chain contracts. Contracts include Nampak, Sappi, Tiger (Milling), Sun International and Sasko.

- **The Logistics Bureau (TLB)** is the country's *leading* consulting and technology specialist in supply chain management with the broadest range of skills and services. TLB dominates this consulting arena and has consulted to the majority of blue-chip companies in the country. TLB further offers a logistics training academy accredited to a leading academy in Europe and represents several of the best logistics software offerings from around the world.

  TLB is developing world leading mobile solutions for hand held communication with on-board vehicle technology. This facilitates the real time interface with relevant client software systems, eg obtaining real time inventory availability and warehousing information electronically while in the field.

- **Collaborative Xchange (CX)** is the first internet-linked logistics data switching portal in Africa and is based upon unique software developed by Descartes Systems Group, a NASDAQ-listed company that is regarded as one of the leading e-fulfilment technology providers in the world today. CX provides a framework to link all service providers and clients seamlessly and real time into an interdependent collaborative supply chain. In addition to providing visibility across the entire supply chain CX allows for the seamless rapid integration of clients with other individual clients or communities of clients independent of their software or operating platforms. Good progress has been made in the past year with a growing client base.

– **Supply Chain Partners (SCP)** is the strategic logistics partnering division of Super Group. As a strategic logistics partner, SCP provides end-to-end logistics solutions to their clients. This is done through combining the expertise, resources, capabilities and technologies of the Super Group organisation with those of the client and outside service providers. Outside service providers could include business partners, independent operators and even competitors to individual Super Group companies.

Through this assembly and management of multiple service providers, SCP provides their clients with a comprehensive supply chain solution that delivers sustainable value. These solutions have been developed and implemented to work in collaboration with the client, and leverage each respective party's core competencies.

South African transport

The long distance transport operations had a difficult year in a competitive market. Fortunately this operation had been dramatically downscaled over the past three years and is a small contributor to the group. It is estimated that the market has contracted by 27% over the past 12 months.

Even though Super Group may be achieving some of the best efficiencies in the industry, the current returns are still unacceptable. To this end we have sold a further 600 trucks during the year across all transport operations.

The transport brokerage, fresh produce cross-border operation showed strong revenue growth. Flat-deck operations made a loss. The fuel tanker operations underperformed while the refrigerated transport operation increased revenue growth.

Clients are starting to seek mutually beneficial strategic relationships with reputable transporters and added value logistic services. This approach is to Super Group's advantage as it fits well with our strategic direction.

Rental operations

Super Rent the country's largest truck rental operation made a profit after showing a loss in the previous year. The restructuring process yielded a leaner business with the fleet at its optimal size. The market, however, continues to suffer from excess capacity. Beacon Crane Hire produced acceptable returns while Avisuper Car Rental had an improved year.

Cross-border transport

Super Group operates the largest sub-Saharan long distance, cross-border transport and logistics operation in Africa. The past year has been the most difficult in fourteen years. Despite this, there was only a slight decrease in US dollar earnings while rand earnings increased slightly, again proof of our resilience in operating in difficult circumstances.

The security, socio political, economic and climatic conditions all played their part in affecting the transport of goods in the region. The difficulties in Zimbabwe affected their neighbours (excluding South Africa) to some extent. The debilitating war in the Democratic Republic of Congo appears to be ending with the prospect of peace. Mozambique was again devastated by floods affecting the central and northern provinces, which resulted in delays along the Mozambique, Malawi and Zimbabwe transport corridors.

We proactively managed the situation according to the circumstances. Operational difficulties were improved by the selective reduction in fleet sizes depending on specific country conditions as well as the modernisation of truck tractors and trailers with newer vehicles. Staff levels were reduced where necessary as well as depot rationalisation. Administration, servicing and operations were moved from difficult regions into neighbouring countries. These will be returned when stability occurs. This advantage being unique in a transport business with mobile fixed assets.

The expansion into bulk fuel transportation in the region was enhanced by the addition of tankers to increase the fleet. A contract as preferred supplier to a world aid organisation was renewed. No single customer, client nor market dominates the division's revenue stream.

The overall potential of the region is cautiously optimistic. The privatisation of the Zambian Copper Mines is showing signs of recovery with both mining input and output requirements increasing steadily. The war in the Democratic Republic of Congo is drawing to a negotiated settlement with good prospects in the re-establishment of imports and exports to their previous levels. Transport, logistics and trading requirements are expected to increase substantially. Zimbabwe should yield medium term potential off a low base. Malawi continues to be stable and its agricultural based economy relies heavily on road transport for its import and export requirements. The southern Maputo corridor in Mozambique to South Africa is very active and we have expanded our services with success. This is proving to be competitive with rail alternatives. The new financial year should yield improved returns.

OPERATIONAL REVIEW
AUTOMOTIVE

SOLID RESULTS WITH EXCITING PROSPECTS

All businesses in the automotive division had an excellent year. Turnover of the division increased by 21% which translated into a 14% increase in operating income. Automotive has potential for further growth.

Dealerships

The 17 Gauteng based dealerships produced strong revenue and operating income growth in keeping with increased industry volumes of both new and used vehicles. Operating margins of 3,5% were achieved. This is the fifth consecutive year of increased earnings growth.

Super Group represents most of the major manufacturers including Mercedes, Toyota, Audi, Volkswagen, Nissan, Alfa Romeo, Fiat, Ford, Mazda, Colt, Chrysler, LandRover, Volvo, Opel, Honda and Jaguar.

Strong profit growth was generated by our Daimler Chrysler and Nissan franchises. The Mercedes and Chrysler sales achieved impressive rankings in their first year of trading.

The division has been awarded the Premier Auto Group franchises for the entire East Rand area. This brings the prestigious LandRover, Volvo and Jaguar brands to the portfolio. A flagship new dealership is being built to accommodate these brands, and is scheduled to open early next year.

The dealerships will benefit from the 6 000 vehicle full maintenance contract awarded by the City of Johannesburg.

The national chain of seven used truck outlets is now the major used truck dealer in the country and is expected to produce good earnings growth.

The panelbeating businesses showed increased volumes and utilisation through the five car and two truck repair facilities. These facilities have set the new benchmark in the industry with regard to appearance and quality of work. All the repair facilities have approval from the major motor manufacturers and major insurance companies. A new Daimler Chrysler repair facility is being established in KwaZulu-Natal. Our Renew-It operation in Sandton was awarded Daimler Chrysler Repairer of the Year 2000, a commendable achievement.

Automotive trading

The parts retail operation produced a further year of strong results and increased market share. Market leadership status was achieved in a flat market by gaining market share while maintaining margins. Tight working capital management yielded a 20% reduction in inventory through optimisation and a 30% reduction in debtor days, despite strong organic turnover growth.

The 60 group owned outlets utilise the group's parts logistics infrastructure and are fully integrated on the same IT platform, providing full central inventory and debtor visibility across all locations.

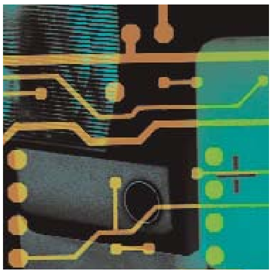
The well-known brands in the business include: Autozone – a national retailer of parts; Elpar the country's largest auto-electrical parts distributor; QSV the market leader in internal engine spares; Eddies the leading supplier to both the emerging market and the taxi industry and Femo Auto Parts – the largest distributor of branded products to the independent spare shops.

New stores are planned to nationalise the footprint in areas not represented.

The division distributes all the leading brands manufactured in South Africa, supplementing these ranges from an extensive global supply chain.

We are national suppliers to The Garage (Shell SA); Supa Quick; Speedy Auto Plus; Power Plus Performance and Mister Mister. A strategy of offering outsourced managed parts on consignment to big fleets is being implemented.

OPERATIONAL REVIEW
FINANCIAL SERVICES



INCREASED FOCUS WITH ENHANCED POTENTIAL

The financial services division produced pleasing results with operating income up 25% to R125 million. The division is downsized with the sale of BBR.

Full maintenance leasing

The full maintenance leasing business, the market leader in commercial vehicle full maintenance leasing, had a highly eventful year. A 30% equity stake in the company was sold to PEU, an empowerment company, confirming Super Group's commitment to the empowerment process. PEU and Super Group have been working together over the past five years. The transaction positions the company positively for future government and parastatal outsourcing opportunities.

The highlight of the year was being awarded R2,4 billion in contracts by the City of Johannesburg (COJ), who outsourced their entire fleet. In the initial R1,8 billion contract spread over a five-year period Super Fleet will assume responsibility for the procurement, licensing, maintenance, fleet management, finance, insurance, fuel and disposal of 6 000 vehicles from nine departments including Metro Police, Waste Management, Water and Sanitation, Roads and Stormwater, Parks and Recreation, Emergency Management Services, Core Administration and Metro Electricity. A second tender valued at R600 million over ten years was won to supply the Fire Department with 104 fire engines.

All existing COJ vehicles are to be replaced within two years and by applying Super Group's logistics expertise, the fleet will be reduced to an expected optimal level of 4 000 vehicles. The COJ will benefit through cost savings resulting from operating a significantly reduced fleet. The contract will provide significant downstream benefits to the majority of Super Group companies. The national chain of used truck outlets will sell the 6 000 vehicles; parts for servicing the fleet will be provided by the retail parts business; the 20 national service centres will maintain the fleet; the dealerships will provide new vehicles and sell them as used vehicles when replaced; panelbeating will repair accident damaged vehicles; car and truck rental will provide replacement vehicles for peak periods or during accident or service requirements; logistics technology will provide vehicle management and truck and fuel management solutions; the insurance company will insure the fleet and treasury will provide finance for the project. This translates into excellent group synergy, as nine out of 12 Super Group businesses will be involved in the project. Full maintenance leasing will be incorporated into the logistics division next year as the financial services division is refocused.

Other

UniFer's earnings were flat and below expectations. Prospects for the current year appear promising. UniFer remains a non-core holding.

The headquarters for the African operations is based in Mauritius where trade finance and international procurement is managed for the group.

During the year the short-term insurance company obtained a full insurance licence allowing it to write all classes of business during the year. The business had a good year and is focused on group business, including the management of insurance aggregates for all operations as well as insurance products for the logistics market. Insurance risk is currently well managed with reinsured treaties in place with leading reinsurance companies.

The group treasury oversees all group companies' treasury requirements and takes advantage of rate arbitrage opportunities between the group and external market. A full-time treasurer was appointed during the year. Treasury functions are managed from the head office in Sandton.

Super Group is committed to the principles of integrity and accountability in its dealings with all stakeholders.

Directors and executive management

The board of directors comprises six non-executive directors and six executive directors. The board meets at least quarterly and is responsible for the overall direction and control of the group. Major responsibilities of the board include the review of budgets, monitoring of performance, approval of major policy decisions and agreement of senior management structures. The board is responsible to shareholders, but proceeds mindful of the interests of the group's staff, customers and suppliers and the communities in which the group pursues its business.

The names of the executive and non-executive directors in office at 31 March 2001 and at the date of this report are set out on pages 4 and 5.

Super Group adopts a decentralised approach with regard to the day-to-day running of its businesses.

Principal board committees

Group Audit Committee – the committee comprises the non-executive deputy chairman, one other non-executive director and one independent third party. Divisional Audit Committees have been established which report to the Group Audit Committee. The group financial director attends as an invitee. The external auditors have free access to the committees and representatives from the auditors attend all audit committee meetings. The Group Audit Committee's principal functions are to review the annual financial statements and accounting policies, the effectiveness of the internal controls and the internal audit function, the risks facing the group and to discuss the auditors' findings and recommendations.

Remuneration Committee – the committee comprises the non-executive deputy chairman together with the executive chairman. It reviews salary trends in the marketplace and approves salaries at director level based on these findings.

Deal Committee – the committee comprises non-executive and executive directors and reviews and approves all acquisitions within appropriate preset levels of authority. Acquisitions outside of the board approved mandate are reviewed and the appropriate recommendation made to the board for consideration and approval.

Financial reporting

The directors of Super Group are responsible for preparing the financial statements and other information presented in the annual report in a manner that fairly presents the state of affairs and results of the operations of the group. The external auditors are responsible for carrying out an independent examination of the financial statements in accordance with generally accepted auditing standards and reporting their findings thereof.

The annual financial statements have been prepared in accordance with South African Statements of Generally Accepted Accounting Practice. They are based on appropriate accounting policies and are supported by reasonable and prudent judgements and estimates.

The directors believe that the group's operations will continue as going concerns in the year ahead.

Internal control

The board of directors is responsible for the group's systems of internal control. To fulfil its responsibilities, management maintains accounting records and has developed and continues to maintain appropriate systems of internal control.

The group's internal controls and systems are designed to provide reasonable, and not absolute, assurance as to the integrity and reliability of the financial statements and to safeguard, verify and maintain accountability of its assets and to detect and minimise significant fraud, potential liability, loss and material misstatement while complying with applicable laws and regulations.

The systems of internal control are based on established organisational structures together with policies and procedures, including budgeting and forecasting disciplines and the comparison of actual results against such budgets and forecasts. The directors have satisfied themselves that these systems and procedures are implemented, maintained and monitored by appropriately trained personnel with suitable segregation of authority, duties and reporting lines. Employees are required to maintain ethical standards in ensuring that business practices are conducted in a manner which in all reasonable circumstances is above reproach. The effectiveness of the systems of internal control in operation is monitored continually through reviews and reports from senior executives and divisional managers.

Management has continued, in conjunction with Arthur Andersen & Co., to develop a control self-assessment process to supplement the existing structures of evaluating the systems of internal control. The process is designed to assess, maintain and improve controls on an ongoing basis.

In addition, the group's external auditors review and test appropriate aspects of internal financial control systems during the course of their statutory examinations of the company and underlying subsidiaries.

Risk management

The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group. Management is involved in a continuous process of developing and enhancing its comprehensive risk and control procedures to improve the mechanisms for identifying and monitoring risks. These risks encompass such areas as client markets, skills and people risks, technology, competitors, corporate reputation, compliance with regulation and legislation, professional liability and the general operating, financial and treasury risks.

Operational and financial risks are managed through detailed systems of operating and financial controls which are reviewed and monitored continuously. Exposure to currency and interest rate risk is managed on a centralised basis. Regular meetings are held between senior executives of the various operations and the executive directors to identify and manage risk areas.

In consultation with external insurance experts, risks are assessed and insurance cover purchased for all risks above predetermined self-insured limits. Levels of cover are assessed annually and adjusted according to the circumstances.

Employment equity

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

STATUTORY INFORMATION

Nature of business

Super Group is a quoted company listed in the "Transport" sector of the JSE Securities Exchange South Africa.

Super Group is the leading South African company in logistics, distribution, transport, rental, motor dealerships, automotive parts and specialised financial services.

Financial results

The results for the year are set out in the financial statements on pages 27 to 55 of this report and are more comprehensively dealt with in the Executive Chairman's report.

Share capital

The authorised and issued share capital is detailed in note 7 to the financial statements.

Directors and Secretary

The names of the directors and secretary who presently hold office are set out on pages 4, 5 and IBC of this report.

In terms of the articles of association Messrs G D Cohen, B Greenstone, K N Grunow, L Johnston, J Klotnick and M Vico retire at the annual general meeting of shareholders. Being eligible, they offer themselves for re-election.

Directors' shareholding is reflected on page 15 of this report.

Dividends

Details of dividends declared during the year are outlined in note 21 to the annual financial statements.

Resolutions

Special resolutions amending the Articles of Association of the company by the inclusion of a new article 8.1.11 allowing the company to reduce its share capital.

Special resolutions authorising the directors to acquire issued shares in the capital of the company.

Special resolutions to reduce share capital by way of writing down goodwill arising from profit warranties and the acquisitions of subsidiaries and associate companies, against its share premium account as detailed in the notice to shareholders dated 20 June 2000.

No special resolutions, the nature of which might be significant to members in the appreciation of the affairs of the group, were passed by any subsidiary companies during the period covered by this report.

Subsidiaries

Refer to page 55 for further details.

Share repurchases

In terms of the general authority granted to the directors at the annual general meeting held on 21 September 2000, 20 887 600 shares have been repurchased. Press announcements in this regard were published on 19 January and 3 April 2001.

Share schemes

At the annual general meeting of the company held on 21 September 2000, shareholders approved the amendments to the Super Group Share Incentive Scheme ("the scheme") which provides for options to be granted to eligible participants. The details of the options granted are as follows:

16 000 000	shares set aside
13 014 000	share options allocated to participants at R5 per share
2 986 000	share options available for allocation

In terms of the scheme, share options may be exercised as follows:

20% of participants' allocation on or after 30/11/2000;
25% of participants' allocation on or after 30/11/2001;
25% of participants' allocation on or after 30/11/2002; and
30% of participants' allocation on or after 30/11/2003.

299 000 share options have been exercised to 31/3/2001.

At 31 March 2001 the Super Group Executive Share Trust owed the group R13,8 million.

Subsequent events

The directors are not aware of any matter or circumstance occurring between the balance sheet date and the date of this report that materially affects the results of the group for the year ended 31 March 2001 or the financial position at that date.

SUPER GROUP LIMITED

Registration number 1943/016107/06

GROUP ANNUAL FINANCIAL STATEMENTS
for the year ended 31 March 2001

CONTENTS

DIRECTORS' APPROVAL

The directors have reviewed the group's budgets and cash flow forecasts. On the basis of this review, and in light of the current financial position and existing borrowing facilities, the directors are satisfied that Super Group Limited is a going concern and have continued to adopt the going concern basis in preparing the financial statements. The group's external auditors, Arthur Andersen & Co, has audited the financial statements and issued an unqualified report.

The annual financial statements which appear on pages 27 to 55 were approved by the board of directors and are signed on its behalf by:

Dr L Lipschitz
Executive Chairman
29 June 2001

K N Grunow
Group Financial Director
29 June 2001

GROUP SECRETARY'S CERTIFICATION

I certify that Super Group Limited had lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act, 1973. All such returns are correct and up to date.

J R Eaglesham
Group Secretary
29 June 2001

REPORT OF THE INDEPENDENT AUDITORS

To the members of SUPER GROUP LIMITED
We have audited the annual financial statements and the group annual financial statements of Super Group Limited as at 31 March 2001 and for the year then ended, set out on pages 27 to 55. These financial statements are the responsibility of the company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

SCOPE
We conducted our audit in accordance with statements of South African Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement. An audit includes:
- examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements;
- assessing the accounting principles used and significant estimates made by management; and
- evaluating the overall financial statement presentation.

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

AUDIT OPINION
In our opinion, the financial statements fairly present, in all material respects, the financial position of the company and the group as at 31 March 2001, and the results of their operations and cash flows for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act.

Arthur Andersen & Co

Arthur Andersen & Co.
Registered Accountants and Auditors
Chartered Accountants (SA)
Johannesburg
29 June 2001

BALANCE SHEETS

at 31 March 2001

Company 2000 R000	Company 2001 R000		Notes	Group 2001 R000	Group 2000* R000
		ASSETS			
		Non-current assets			
2 356	991	Property, vehicles and equipment	2	799 911	862 191
–	–	Goodwill	2	35 100	–
304 562	348 382	Investments in subsidiaries	3	–	–
133 714	154 577	Investments in associate companies	4	218 391	167 238
–	–	Other investments	5	74 073	27 197
–	–	Deferred tax asset	12	35 243	84 987
440 632	503 950			1 162 718	1 141 613
		Current assets			
–	–	Inventories	6	429 542	379 700
262 879	11 175	Trade and other receivables		683 443	883 913
2 207	20 957	Cash resources		446 881	102 194
265 086	32 132			1 559 866	1 365 807
705 718	536 082	*Total assets*		2 722 584	2 507 420
		EQUITY AND LIABILITIES			
		Capital and reserves			
34 714	32 626	Ordinary share capital	7	32 626	34 714
26 068	–	Share premium		–	26 068
365 636	265 309	Non-distributable reserves	8	421 717	388 085
27 836	1 440	Distributable reserves		720 483	477 902
140 495	140 495	Compulsorily convertible debentures	9	140 495	140 495
594 749	439 870			1 315 321	1 067 264
–	–	Minority interest		32 866	34 547
		Non-current liabilities			
–	–	Interest-bearing debt	10	247 153	266 574
–	–	Fund reserves	11	33 714	12 778
–	–	Deferred tax liability	12	58 750	93 386
–	–			339 617	372 738
		Current liabilities			
–	–	Short-term borrowings	13	82 218	277 475
39 689	12 276	Trade and other payables		757 943	599 826
5 553	14 135	Taxation		61 695	27 653
65 727	69 801	Shareholders for dividends		69 801	65 727
–	–	Provisions	14	63 123	62 190
110 969	96 212			1 034 780	1 032 871
705 718	536 082	*Total equity and liabilities*		2 722 584	2 507 420

** Comparative figures are restated for changes in accounting policies.*

INCOME STATEMENTS
for the year ended 31 March 2001

Company 2000 R000	Company 2001 R000		Notes	Group 2001 R000	Group 2000* R000
–	–	*Revenue*	15	4 505 319	3 864 337
–	–	Continuing operations		4 074 106	3 271 808
–	–	Discontinued operations	16	431 213	592 529
61 264	53 766	*Operating income*	17	377 252	336 571
61 264	53 766	Continuing operations		338 189	320 261
–	–	Discontinued operations	16	39 063	16 310
(1 227)	(1 832)	Net interest cost	18	(50 358)	(89 993)
–	–	Income from associates (net of taxation)		58 734	83 237
60 037	51 934	*Profit before exceptional items*		385 628	329 815
30 639	4 010	Exceptional items	19	181 041	(35 422)
90 676	55 944	*Profit before taxation*		566 669	294 393
4 315	8 625	Taxation	20	62 110	51 153
86 361	47 319	*Profit after taxation*		504 559	243 240
–	–	Minority interest		11 232	13 632
86 361	47 319	*Net profit for the year*		493 327	229 608
		Basic earnings per share (cents)	22	146,0	69,0
		Headline earnings per share (cents)	22	94,0	79,6
		Diluted earnings per share (cents)	22	142,9	68,5
		Dividend per ordinary share (cents)	21	22,0	19,0

** Comparative figures are restated for changes in accounting policies.*

GROUP STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2001

	Share capital R000	Share premium R000	Non-distributable reserves R000	Distributable reserves R000	Compulsorily convertible debentures R000	Total R000
*Balance at 31 March 1999***	32 569	110 775	176 957	236 705	140 495	697 501
Change in accounting policies (note 1)	–	–	–	83 700	–	83 700
Issue of shares	2 145	155 756	(41 526)	–	–	116 375
Share issue expenses	–	(1 803)	–	–	–	(1 803)
Attributable equity income for the year	–	–	(609)	–	–	(609)
Foreign currency translation reserve	–	–	(3 124)	–	–	(3 124)
Goodwill realised on sale of subsidiaries – previously written off against share premium	–	–	250 977	–	–	250 977
Write-off of goodwill and trade names arising on acquisition of businesses	–	(238 660)	–	–	–	(238 660)
Net profit for the year	–	–	5 410	224 198	–	229 608
Ordinary dividends	–	–	–	(66 701)	–	(66 701)
Balance at 31 March 2000	34 714	26 068	388 085	477 902	140 495	1 067 264
Repurchase of shares	(2 088)	(25 614)	(112 698)	–	–	(140 400)
Share issue expenses	–	(454)	–	–	–	(454)
Foreign currency translation reserve	–	–	(34 711)	–	–	(34 711)
Net profit for the year	–	–	181 041	312 286	–	493 327
Ordinary dividends	–	–	–	(69 705)	–	(69 705)
Balance at 31 March 2001	32 626	–	421 717	720 483	140 495	1 315 321

** The company changes in equity is evident from the above and further disclosure in note 8.*

*** Comparative figures are restated for changes in accounting policies.*

CASH FLOW STATEMENTS
for the year ended 31 March 2001

Company 2000 R000	Company 2001 R000		Notes	Group 2001 R000	Group 2000* R000
		Cash flows from operating activities			
		Cash receipts from customers		5 041 605	4 429 922
62 640	20 991	Cash paid to suppliers and employees		4 494 423	4 040 969
(62 640)	(20 991)	Cash generated from/(utilised by) operations	23	547 182	388 953
(1 227)	(1 832)	Net interest cost	18	(50 358)	(89 993)
–	8 569	Dividend received		14 896	–
(16 649)	(65 631)	Dividend paid	24	(65 631)	(16 649)
(214)	(43)	Taxation paid	25	(9 517)	(7 795)
(80 730)	(79 928)	Net cash inflow/(outflow) from operating activities		436 572	274 516
		Cash flows from investing activities			
–	–	Net proceeds/(cost) on disposal/(acquisition) of subsidiaries, operations and associates	26	621 213	(123 265)
(3 037)	(485)	Additions to operating fixed assets		(393 920)	(305 673)
–	14	Proceeds from sale of fixed assets		86 514	95 828
–	–	Foreign currency translation adjustment		3 523	(3 124)
138 646	242 160	Decrease in group loans		–	–
(57 328)	(2 157)	Increase in investments		(54 191)	(7 371)
5 179	–	Decrease in Super Group Share Scheme		–	11 911
83 460	239 532	Net cash inflow/(outflow) from investing activities		263 139	(331 694)
		Cash flows from financing activities			
(1 803)	(140 854)	Net cost of share repurchase and share issues	27	(140 854)	(1 803)
–	–	(Decrease)/increase in interest-bearing debt		(9 533)	48 145
(1 803)	(140 854)	Net cash (outflow)/inflow from financing activities		(150 387)	46 342
927	18 750	*Net increase/(decrease) in cash and cash equivalents*		549 324	(10 836)
1 280	2 207	*(Borrowings)/cash and cash equivalents at beginning of year*		(103 624)	(92 788)
2 207	20 957	*Cash and cash equivalents/(borrowings) at end of year*	28	445 700	(103 624)

** Comparative figures are restated for changes in accounting policies.*

ACCOUNTING POLICIES

The following are the principal accounting policies of the group, which are consistent in all material respects with those applied in the previous year, except for the change in accounting policies relating to capitalisation and amortisation of goodwill and the recognition of deferred tax assets. The financial statements have been prepared on the historical cost basis, except as modified by the revaluation of freehold land and buildings. The principal accounting policies of the group conform with South African Statements of Generally Accepted Accounting Practice (GAAP).

BASIS OF CONSOLIDATION AND GOODWILL

The consolidated financial statements incorporate the financial statements of the company and its subsidiaries. The results of the subsidiaries are included from the dates effective control were acquired and up to the dates effective control ceased. Material intercompany transactions and balances are eliminated on consolidation. Where not material, unearned profits that arise on an arm's length basis between independent corporate entities in the normal course of their business are not eliminated.

Goodwill, being the excess of the cost of an acquisition over the fair value of the group's share of the net assets and restraints of trade and trade names of the acquired subsidiaries or business at the date of acquisition is capitalised. This represents a change in accounting policy as goodwill was previously written off against share premium. Unamortised goodwill is reviewed at each balance sheet date and adjusted to take into account any impairments.

Goodwill arising on major strategic acquisitions of the group to expand its product or geographical market coverage is amortised over a maximum of ten years on the straight-line basis. For all other acquisitions, goodwill is amortised over a shorter period.

The local currency financial statements of businesses operating in hyperinflationary economies are restated to current values using appropriate indices at the balance sheet date before translation into rand if this restatement is deemed to materially effect fair presentation of the group financial statements.

ASSOCIATE COMPANIES

An associate company is one over which the group has the ability to exercise significant influence, but not control, and which it intends to hold as a long-term investment. The group's share of post-acquisition results of associate companies are incorporated in the financial statements, using the equity method of accounting, from the effective dates of their acquisition until the effective dates of their disposal.

Goodwill arising on the acquisition of associate companies is accounted for in the same way as goodwill on acquisition of subsidiary companies. The group's share of earnings of associate companies is included in earnings attributable to ordinary shareholders.

INVESTMENTS

Investments, other than in associate companies, are stated at cost less any provisions for permanent diminution in value. Dividends are accounted for on the last day for registration in respect of listed investments and when declared in respect of unlisted investments.

Portfolio investments by short-term insurance companies are stated at market value. Portfolio investments are held with the intention of realisation in the short to medium term. Market value with regard to listed investments is the closing price on the JSE Securities Exchange South Africa at 31 March. In respect of unlisted investments, market value is determined where appropriate via arm's length valuations by independent third parties.

Surpluses and losses arising as a result of the fluctuation in the market value and the realisation of the investments held by short-term insurance companies are included in investment surpluses in the income statement.

ACCOUNTING FOR INSURANCE

The underwriting results are determined in accordance with GAAP for short-term insurance companies. The basic principles are as follows:

A provision for unearned premiums is carried forward. This provision constitutes the estimated proportion of the current year's net premium, which relates to the estimated risk in future years.

Full provision is made for the estimated cost of claims net of anticipated recoveries for:

– claims notified but not settled at the end of the year; and
– claims incurred during the financial year but only reported thereafter.

Appropriations are made from income for the full amount of the contingency reserve required in terms of the Insurance Act.

PROPERTY, VEHICLES AND EQUIPMENT

Land and buildings are regarded as investment properties and are not depreciated. Valuations of land and buildings are carried out in conjunction with independent third party valuers at intervals not exceeding three years and any diminution in value is provided for immediately. Surpluses

ACCOUNTING POLICIES

arising from the professional valuations of properties are taken directly to the revaluation reserve. Revaluation surpluses realised on disposal are transferred from the revaluation reserve to the income statement.

Rental and transport vehicles and other fixed assets are stated at cost (or impaired value) less accumulated depreciation and are depreciated on the straight-line basis over their estimated useful lives to their estimated residual values.

Depreciation rates vary according to the type and nature of the assets. Rates according to the major classes of assets are as follows:

Rental and transport vehicles	4 – 8 years
Furniture and fittings	6 years
Computer equipment	3 years

Full maintenance lease motor vehicles are depreciated in line with the amortisation of capital over the life of the full maintenance lease contract.

LEASED ASSETS
Leases of property, vehicles and equipment where the group assumes substantially all the benefits and risks of ownership are classified as finance leases. Assets leased in terms of finance lease agreements are capitalised at the fair value of the leased property or, if lower, at the present value of the minimum lease payments and are depreciated at appropriate rates over the estimated useful lives of the assets. Finance lease payments are allocated using the effective interest rate method, between the lease finance cost, which is included in the financing cost, and the capital repayment, which reduces the liability to the lessor.

PROVISIONS
A provision is recognised when there is a present obligation, whether legal or constructive, as a result of a past event for which it is probable that a transfer of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

SEGMENTAL INFORMATION
The principal segments of the group have been identified on a primary basis by the nature of operations into the three major areas of Logistics, Automotive and Financial Services.

All segment revenue and expenses are directly attributable to the segments. Segment revenue, expenses and results include transfers between business segments and between geographical segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods and are eliminated on consolidation. Segment assets include all operating assets used by a segment, and consist principally of property, vehicles and equipment, investments as well as current assets. Segment liabilities include all operating liabilities and consist principally of trade payables and borrowings. These assets and liabilities are all directly attributable to the segments.

INVENTORIES
New, used and demonstration vehicles are stated on an actual unit cost basis. Parts, accessories and merchandise are stated at average cost and automotive components are stated at actual cost determined on a first-in first-out basis. All inventory is stated at the lower of cost and estimated net realisable value.

DEFERRED TAX
Deferred tax liabilities are recognised on using the balance sheet liability method for all taxable temporary differences unless the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profits nor taxable profits and is not a business combination, or goodwill for which amortisation is not deductible for tax purposes.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profits nor taxable profits and is not a business combination, or arises from negative goodwill.

SECONDARY TAX ON COMPANIES
Secondary Tax on Companies is provided in respect of expected dividend payments net of dividends received or receivable and is recognised as a taxation charge for the year.

FULL MAINTENANCE LEASE FUND
The full maintenance lease fund is actuarially valued bi-annually by determining spending patterns and applying this to forecast funding requirements. Profits or losses resulting from actuarial valuations are recognised in the income statement immediately.

FOREIGN CURRENCIES
Transactions in foreign currencies are accounted for at rates of exchange ruling on the date of the transactions. Gains and losses arising from the settlement of such transactions are recognised in the income statement.

ACCOUNTING POLICIES
– continued

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

The majority of foreign consolidated subsidiaries are regarded as foreign entities since they are financially, economically and organisationally autonomous.

Assets and liabilities of foreign subsidiary companies are translated at rates of exchange approximating those ruling at the financial year end. Income and expenditure of foreign subsidiary companies are translated at the weighted average rate of exchange during the year.

Profits and losses arising on the translation of foreign subsidiary companies are taken directly to the foreign currency translation reserve, which is a non-distributable reserve.

DISCONTINUED OPERATIONS

Discontinued operations are significant, distinguishable components of an enterprise that have been sold, abandoned or are subject of formal plans for disposal. The profit or loss on sale or abandonment of a discontinued operation is determined from the formalised discontinuance date.

IMPAIRMENT OF ASSETS

At each balance sheet date, the group reviews the carrying amounts of its assets to determine if 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount. Impairment losses are recognised through the income statement.

FINANCIAL INSTRUMENTS

Financial instruments carried on the balance sheet include cash and bank balances, investments, receivables, trade payables and borrowings. These instruments are generally carried at their estimated fair value. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

Derivative financial instruments, principally interest rate swap contracts and forward foreign exchange contracts, are used by the group in its management of financial risks. Unrealised gains and losses on forward contracts to hedge specific future currency transactions are deferred against the matching losses and gains on the specific transactions.

Payments and receipts under interest rate swap contracts are recognised in the income statement on a basis consistent with corresponding fluctuations in interest payments on floating rate financial liabilities.

On issue of compulsorily convertible debentures for employee-related schemes, the fair value of the conversion option is recognised in shareholders' equity and is not changed in subsequent periods. The obligation to debenture holders to make interest payments is charged to the income statement in the year in which they relate.

POST-EMPLOYMENT BENEFIT COSTS

The group operates a number of defined contribution plans and one defined benefit plan, the assets of which are held in separate trustee-administered funds. The pension plans are generally funded by payments from employees and the relevant group companies, taking into account the recommendations of an independent qualified actuary.

The group's contributions to the pension plans are charged to the income statement in the year to which they relate.

The entitlement to these benefits is usually based on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

REVENUE

Revenue comprises the invoiced value of goods, rentals and services net of discounts and value added taxes and sales taxes where applicable.

COMPARATIVE FIGURES

Comparative figures are regrouped, where necessary, in accordance with current year classifications.

NOTES TO THE FINANCIAL STATEMENTS

	Group 2001 R000	Group 2000 R000 restated
1. CHANGE IN ACCOUNTING POLICIES		
In order to comply with revised statements of GAAP, the group has made the following changes to its accounting policies for goodwill and deferred tax assets:		
1.1 Whereas goodwill was previously written off against share premium, it is now capitalised and amortised over its useful life in terms of AC 131. The change is applied prospectively and no adjustments were made to prior period information. The effect of the change was as follows:		
Decrease in net profit		
Gross	3 900	–
Taxation	–	–
Net	3 900	–
1.2 The accounting policy for deferred tax was changed during the year to recognise deferred tax assets for deductible temporary differences in terms of AC 102. The change is applied retrospectively, the effect being the creation of a net deferred tax asset of R35,2 million (2000: R85,0 million). The effect to the income statement is as follows:		
Decrease in net profit	(36 957)	(11 500)
Increase in opening distributable reserves in respect of prior year adjustment	72 200	83 700

Leased and owned	Land and buildings R000	Rental and transport fleet R000	Other assets R000	Subtotal R000	Goodwill R000	Total R000
2. PROPERTY, VEHICLES, EQUIPMENT AND GOODWILL						
GROUP – AT 31 MARCH 2001						
Cost/valuation	118 807	878 939	159 820	1 157 566	39 000	1 196 566
Accumulated depreciation and amortisation	3 368	226 856	100 594	330 818	3 900	334 718
Impairment	26 837	–	–	26 837	–	26 837
Net carrying value	88 602	652 083	59 226	799 911	35 100	835 011
Movement summary						
Opening net carrying value	106 214	619 809	136 168	862 191	–	862 191
Exchange rate adjustments	(1 820)	(29 603)	(6 811)	(38 234)	–	(38 234)
Additions	18 081	301 102	74 737	393 920	39 000	432 920
Disposals	(3 949)	(183 647)	(58 239)	(245 835)	–	(245 835)
Impairment	(26 837)	–	–	(26 837)	–	(26 837)
Reclassifications	–	38 501	(38 501)	–	–	–
Depreciation and amortisation	(3 087)	(94 079)	(48 128)	(145 294)	(3 900)	(149 194)
Closing net carrying value	88 602	652 083	59 226	799 911	35 100	835 011

NOTES TO THE FINANCIAL STATEMENTS
– continued

Leased and owned	Land and buildings R000	Rental and transport fleet R000	Other assets R000	Subtotal R000	Goodwill R000	Total R000
2. PROPERTY, VEHICLES, EQUIPMENT AND GOODWILL (continued)						
GROUP – AT 31 MARCH 2000						
Cost/valuation	106 495	913 207	222 890	1 242 592	–	1 242 592
Accumulated depreciation	281	293 398	86 722	380 401	–	380 401
Net carrying value	106 214	619 809	136 168	862 191	–	862 191
Movement summary						
Opening net carrying value	31 121	635 461	104 438	771 020	–	771 020
Exchange rate adjustments	273	6 616	449	7 338	–	7 338
Additions	76 995	168 494	82 628	328 117	238 660	566 777
Disposals	(2 018)	(75 378)	(20 774)	(98 170)	–	(98 170)
Write-off of goodwill, trade marks and trade names arising on acquisition of businesses	–	–	–	–	(238 660)	(238 660)
Depreciation	(157)	(115 384)	(30 573)	(146 114)	–	(146 114)
Closing net carrying value	106 214	619 809	136 168	862 191	–	862 191
Leased assets included in above comprise:						
GROUP – AT 31 MARCH 2001						
Cost	40 500	51 140	14 425	106 065	–	106 065
Impairment	4 345	–	–	4 345	–	4 345
Accumulated depreciation	–	9 249	1 598	10 847	–	10 847
Net carrying value	36 155	41 891	12 827	90 873	–	90 873
Depreciation for the year	–	6 708	709	7 417	–	7 417

The directors carried out a valuation of the group's properties at 31 March 2001 in conjunction with independent third party valuers. The valuation, which is incorporated in the financial statements, was on an open market basis for existing use in respect of all properties.

Certain assets are encumbered as security for liabilities of the group (note 10). Details of the freehold land and buildings are recorded in a register which may be inspected by members or their duly authorised agents at the company's registered office.

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		3. INVESTMENTS IN SUBSIDIARIES		
347 630	337 487	Shares at cost less amounts written off		
(43 068)	10 895	Loans from subsidiary companies		
304 562	348 382			
		Details of subsidiary companies appear on page 55. Loans from subsidiary companies are unsecured with no specific repayment terms set.		
		4. INVESTMENTS IN ASSOCIATE COMPANIES		
		4.1 Listed investments in associate companies		
133 714	154 577	Shares at cost less amounts written off	69 976	64 738
–	–	Dividends received	(14 896)	–
–	–	Share of accumulated profits since acquisition	135 647	86 062
133 714	154 577		190 727	150 800
		4.2 Unlisted investments in associate companies		
–	–	Shares at cost less amounts written off	9 633	7 219
–	–	Share of accumulated profits since acquisition	17 624	8 475
–	–	Loan to associate company	407	744
–	–		27 664	16 438
133 714	154 577	*Total investment in associate companies*	218 391	167 238
		The listed investments in associate companies comprise	%	%
		UniFer Holdings Limited	18,9	18,9
		CIC Holdings Limited	30,0	30,0
			R000	R000
		Market value of listed investments	237 767	413 333
		Directors' valuation of unlisted investments	27 664	16 438
		4.3 The aggregate assets, liabilities and results of operations of associate companies are summarised as follows:		
		Revenue	2 886 631	2 702 914
		Share of associated companies' current year income	58 734	83 237
		Property, vehicles, equipment and investments	336 672	265 504
		Current assets (excluding cash)	4 978 599	3 971 887
		Cash	323 273	588 807
		Total assets	5 638 544	4 826 198
		Long-term liabilities	(49 133)	(51 921)
		Deferred taxation	132 658	74 992
		Current liabilities	(4 610 945)	(3 816 276)
		Total shareholders' funds	1 111 124	1 032 993

NOTES TO THE FINANCIAL STATEMENTS
– continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		5. OTHER INVESTMENTS		
		Shares at market value less amounts written off	60 942	13 661
		Loans to investment companies	13 131	13 536
			74 073	27 197
		Directors' valuation	74 073	27 197
		Listed investments included in other investments amount to R7 675 000 (2000: R7 384 000).		
		5.1 The group's holding of the issued shares of the following material unlisted investments are:	%	%
		Genesis Capital (Pty) Limited	50,0	50,0
		Tanua Holdings Limited	22,0	–
		6. INVENTORIES		
		Automotive components	197 764	176 368
		New vehicles	82 279	72 158
		Used and demonstration vehicles	110 790	71 579
		Parts and accessories	18 444	21 790
		Work in progress	9 151	6 253
		Consumables	9 255	17 807
		Other	1 859	13 745
			429 542	379 700
		Ownership of certain new vehicle stock is reserved by the suppliers until such time as they have been paid. At 31 March 2001, new vehicle stock of R62 275 405 (2000: R57 255 052) was subject to this reservation.		

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		7. ORDINARY SHARE CAPITAL		
		Authorised		
50 000	50 000	500 000 000 (2000: 500 000 000) ordinary shares of 10 cents each	50 000	50 000
		Issued		
34 714	34 714	347 140 653 (2000: 347 140 653) ordinary shares of 10 cents each in issue at 31 March 2001	34 714	34 714
–	(2 088)	Repurchase of 20 887 600 shares of 10 cents each by the group	(2 088)	–
34 714	32 626	Effective shares in issue	32 626	34 714
		The directors are authorised by resolution of the shareholders until the forthcoming annual general meeting, to allot and issue the unissued shares at their discretion and upon such terms and conditions as they see fit. Further, the directors are authorised to repurchase up to 10% of the issued share capital.		
		8. NON-DISTRIBUTABLE RESERVES		
		Balance at the end of the year		
–	–	Attributable retained equity earnings	22 777	22 777
–	–	Foreign currency translation reserve	(49 764)	(15 053)
365 636	265 309	Net surplus on disposal of investments	448 704	380 361
365 636	265 309		421 717	388 085

NOTES TO THE FINANCIAL STATEMENTS

– continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		9. COMPULSORILY CONVERTIBLE DEBENTURES		
59 995	59 995	*9.1* 10 434 000 compulsorily convertible debentures of 10 cents each were issued at a premium of R5,65 on 1 August 1997. The debentures carry a coupon rate of 11,38% per annum, payable six-monthly in arrears, and are compulsorily convertible on 1 August 2003 on the basis of one ordinary share for each debenture held.	59 995	59 995
80 500	80 500	*9.2* 7 000 000 compulsorily convertible debentures of 10 cents each were issued at a premium of R11,40 on 15 July 1998. The debentures carry a coupon rate of 13,71% per annum, payable six-monthly in arrears, and are compulsorily convertible on 1 June 2004 on the basis of one ordinary share for each debenture held.	80 500	80 500
140 495	140 495		140 495	140 495
		10. INTEREST-BEARING DEBT		
		10.1 Secured loans		
		Suspensive sale creditors and capitalised finance leases bearing interest at rates fluctuating between prime and 3,25% below, and repayable in monthly instalments including interest over periods of up to 60 months. Secured by motor vehicles with a net book value of R122 254 000 (2000: R236 755 000) and land and buildings with a net book value of R36 155 000 (2000: R40 500 000).	99 937	196 984

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		10. INTEREST-BEARING DEBT (continued)		
		10.2 Unsecured loans		
		Unsecured loans bearing interest at rates fluctuating between 12,70% and 14,43% per annum and repayable in monthly and six-monthly instalments with the last being in September 2005.	207 323	120 317
		Unsecured, non-interest-bearing loan with no specific repayment terms.	20 930	20 930
			328 190	338 231
		Current portion reflected as short-term borrowings (note 13)	(81 037)	(71 657)
			247 153	266 574
		10.3 Repayment terms		
		Year 1 (short-term portion)	81 037	71 657
		Year 2	131 015	141 310
		Year 3 to 5	116 138	125 264
		Total borrowings	328 190	338 231
		11. FUND RESERVES		
		Full maintenance lease fund	33 714	12 778
		12. DEFERRED TAX		
		Balance at beginning of year as restated	8 399	65 480
		– Deferred tax liability	93 386	65 480
		– Deferred tax asset	(84 987)	–
		Change in accounting policies	–	(83 700)
		Accelerated wear and tear for tax purposes on property, vehicles and equipment	(34 933)	42 698
		Assessable losses	8 614	11 500
		Exchange rate adjustment	(400)	400
		Other timing differences	41 827	(27 979)
		Balance at end of year	23 507	8 399
		– Deferred tax liability	58 750	93 386
		– Deferred tax asset	(35 243)	(84 987)

NOTES TO THE FINANCIAL STATEMENTS
– continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		12. DEFERRED TAXATION (continued)		
		Analysis of closing balance		
		Accelerated wear and tear for tax purposes on property, vehicles and equipment	46 494	81 427
		Other timing differences	40 599	(1 228)
		Assessable losses	(63 586)	(72 200)
		Exchange rate adjustment	–	400
			23 507	8 399
		13. SHORT-TERM BORROWINGS		
		13.1 Short-term money market borrowings and bank overdrafts at interest rates fluctuating between 10,90% per annum (2000: 10,90% per annum) and 12,50% per annum (2000: 14,50% per annum)	1 181	205 818
		13.2 Short-term portion of long-term borrowings (note 10)	81 037	71 657
			82 218	277 475
		14. PROVISIONS		
		Balance at beginning of year	62 190	80 154
		Increase in provisions/additional provisions	31 435	30 847
		Provisions reversed	(5 330)	(13 391)
		Payments against/expenses set off against provisions	(24 918)	(35 316)
		Foreign exchange rate adjustment	(254)	(104)
		Balance at end of year	63 123	62 190
		Analysis of closing balance		
		Employee service related	29 823	25 083
		Warranties	1 280	1 040
		Other	32 020	36 067
		Balance at end of year	63 123	62 190

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000			Group 2001 R000	Group 2000 R000 restated
		15.	REVENUE		
			Sale of goods	2 764 484	2 228 303
			Rendering of services	1 740 835	1 636 034
–	–		Total revenue	4 505 319	3 864 337
		16.	DISCONTINUED OPERATIONS		
			During the year under review, the group disposed of the following entities/businesses:		
			BBR Security		
			The group entered into a binding sale agreement to sell BBR Security on 1 March 2001. The results of this operation had previously been reported in the Financial Services segment and South African geographical segment. Details relating to the results and net assets of this operation are as follows:		
			Revenue	256 531	227 949
			Operating income	34 560	17 362
			Assets disposed of	57 129	
			Payloads		
			Through a management buy-out, the group has disposed of the Payloads business from 1 September 2000. The results of this operation had previously been reported in the Logistics Segment and South African geographical segment. Details relating to the results and net assets of this operation are as follows:		
			Revenue	174 682	250 892
			Operating income/(loss)	4 503	(7 308)
			Assets disposed of	81 273	
			Glasfit		
			Through a management buy-out, the group has disposed of the Glasfit business from 1 April 2000. The results of this operation had previously been reported in the Automotive Segment and South African geographical segment. Details relating to the results and net assets of this operation are as follows:		
			Revenue	–	113 688
			Operating income	–	6 256
			Total assets disposed of	60 456	
			Total liabilities disposed of	45 676	

NOTES TO THE FINANCIAL STATEMENTS
– continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		17. OPERATING INCOME		
		Operating income is arrived at after taking into account the following:		
		17.1 Income		
		Subsidiaries		
66 701	69 705	– Dividends	–	–
14 570	21 635	– Management fees	–	–
–	–	Foreign exchange gains	8 817	594
		Surplus on disposal of property, vehicles and equipment		
–	2	– Other assets	141	–
–	–	Investment surpluses and other finance income	35 984	55 577
		17.2 Expenses		
		Auditor's remuneration		
480	1 350	– Audit fees	4 429	4 423
–	–	– Expenses	29	–
–	35	– Other services	129	112
		Depreciation		
–	–	– Buildings	3 087	157
–	–	– Rental and transport fleet	94 079	115 384
892	1 838	– Other assets	48 128	30 573
–	–	Amortisation of goodwill	3 900	–
		Loss on disposal of property, vehicles and equipment		
–	–	– Rental and transport fleet	2 202	2 339
		Rental in respect of operating leases		
–	–	– Land and buildings	57 300	75 817
–	–	– Rental and transport fleet	28 883	50 205
–	–	– Other assets	7 867	6 252
3 046	198	Directors' emoluments	7 227	6 024
		Non-executive directors		
141	198	– for services as directors	198	141
		Executive directors		
2 905	–	– for managerial services	7 029	5 883
443	1 227	Pension and post-retirement benefit costs	32 648	27 146

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		18. NET INTEREST COST		
(21 515)	(22 761)	– Interest paid	(104 200)	(139 958)
20 288	20 929	– Interest received	53 842	49 965
(1 227)	(1 832)		(50 358)	(89 993)
		19. EXCEPTIONAL ITEMS		
		Profit/(loss) on sale of operations and change		
31 615	4 010	of interests in associates – net	207 878	(24 730)
–	–	Impairment of land and buildings	(26 837)	–
(976)	–	Rationalisation and restructuring costs	–	(10 692)
30 639	4 010		181 041	(35 422)
		The impairment loss is the result of deterioration in the market value of the properties.		
		20. TAXATION		
		Tax comprises:		
		Normal taxation		
–	–	– current	38 377	20 219
4 315	8 625	– secondary	8 625	4 315
		Deferred taxation		
–	–	– change in accounting policies	–	11 500
–	–	– current	15 108	15 119
4 315	8 625		62 110	51 153
		Reconciliation of rate of taxation		
30,0	30,0	Standard rate of taxation	30,0	30,0
		Adjustment for:		
–	–	Assessable losses applied to deferred tax		
		increased liability	–	4,5
(30,0)	(30,0)	Permanent differences	(4,1)	(7,9)
–	–	Foreign taxation rate differential	(9,6)	(7,7)
7,2	16,6	Secondary tax on companies	2,7	1,8
7,2	16,6	Effective tax rate	19,0	20,7
		Tax losses available for set-off against future		
8 132	28 395	taxable income are estimated to be	231 953	239 777

NOTES TO THE FINANCIAL STATEMENTS – continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		21. DIVIDENDS		
66 701	69 705	Dividends declared	69 705	66 701
		It is the company's policy to declare only one dividend per year. A cash dividend of 22 cents per share has been declared in respect of the year ended 31 March 2001 (2000: 19 cents per share) and will be paid to shareholders registered at the close of business on Friday, 29 June 2001. Dividend cheques will be posted on or about 20 July 2001. The dividend is payable in South African Rand.		
		22. EARNINGS PER SHARE	Cents	Cents
		22.1 Basic earnings per share		
		The calculation of basic earnings per share is based on consolidated profit attributable to shareholders of R493 327 000 (2000 restated: R229 608 000) after exceptional items and a weighted average of 337 913 532 (2000: 332 890 550) effective ordinary shares in issue during the year.	146,0	69,0
		22.2 Headline earnings per share		
		The calculation of headline earnings per share is based on consolidated profit of R317 803 000 (2000 restated: R265 030 000) before exceptional items and a weighted average of 337 913 532 (2000: 332 890 550) effective ordinary shares in issue during the year.	94,0	79,6
		Calculation of headline earnings		
		Attributable earnings	493 327	229 608
		Exceptional items (note 19)	(181 041)	35 422
		Amortisation of goodwill (including share of associates)	5 517	–
			317 803	265 030
		22.3 Diluted earnings per share		
		The calculation of diluted earnings per share is based on consolidated profit of R507 618 000 (2000 restated: R235 427 000) and a weighted average of 355 348 000 (2000: 343 558 000) effective ordinary shares in issue during the year.	142,9	68,5

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		23. CASH GENERATED FROM/(UTILISED BY) OPERATIONS		
		Reconciliation of net profit before taxation to cash generated from operations:		
60 037	51 934	Net profit before taxation, exceptional items and equity income	326 894	246 578
		Adjustments for:		
(66 701)	(69 705)	Dividend received	–	–
892	1 838	Depreciation and amortisation	149 194	146 114
–	–	Net loss on disposal of property, vehicles and equipment	2 061	2 339
1 227	1 832	Net interest cost	50 358	89 993
(4 545)	(14 101)	Operating profit/(loss) before working capital changes	528 507	485 024
(58 095)	(6 890)	Working capital changes	18 675	(96 071)
–	–	(Increase) in inventories	(63 638)	(34 863)
17 964	4 469	(Increase)/decrease in trade and other receivables	(80 481)	40 574
(76 059)	(11 359)	Increase/(decrease) in trade and other payables and provisions	141 858	(102 596)
–	–	Increase in fund reserves	20 936	814
(62 640)	(20 991)	Cash generated from/(utilised by) operations	547 182	388 953
		24. DIVIDEND PAID		
(7 328)	(65 727)	Balance at beginning of year	(65 727)	(7 328)
(66 701)	(69 705)	Dividend declared	(69 705)	(66 701)
(8 347)	–	Transfer from share election reserve	–	(8 347)
65 727	69 801	Balance at end of year	69 801	65 727
(16 649)	(65 631)		(65 631)	(16 649)
		25. TAXATION PAID		
(1 452)	(5 553)	Balance at beginning of year	(27 653)	(10 914)
–	–	Tax on acquisition, net of disposal, of subsidiaries	3 443	(1 115)
(4 315)	(8 625)	Normal tax charge	(47 002)	(23 419)
5 553	14 135	Balance at end of year	61 695	27 653
(214)	(43)		(9 517)	(7 795)

NOTES TO THE FINANCIAL STATEMENTS
– continued

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		26. NET PROCEEDS/(COST) ON DISPOSAL/(ACQUISITION) OF SUBSIDIARIES, OPERATIONS AND ASSOCIATES		
		During the year, the group acquired and disposed of various subsidiaries and business units. The fair value of the net assets acquired and liabilities assumed were as follows:		
		Property, vehicles and equipment	157 260	(22 448)
		Inventories	13 796	(5 522)
		Accounts receivable	280 951	(15 293)
		Goodwill and trade names	–	(100 518)
		Accounts payable	17 192	6 764
		Taxation	(3 443)	1 115
		Interest-bearing debt	(508)	3 395
		Minority interest	(12 913)	9 242
		Fair value of assets disposed/(total purchase price)	452 335	(123 265)
		Profit on sale of subsidiaries/businesses	207 878	–
		Goodwill on prior purchase of subsidiaries/businesses	(39 000)	–
		Proceeds/(cash paid) on disposal/(acquisition) net of cash acquired	621 213	(123 265)
		27. NET COST OF SHARE REPURCHASE AND SHARE ISSUES		
(1 803)	(454)	Share issue costs	(454)	(1 803)
–	(140 400)	Share repurchase costs	(140 400)	–
(1 803)	(140 854)		(140 854)	(1 803)
		28. CASH AND CASH EQUIVALENTS/(BORROWINGS)		
		Cash and cash equivalents/(borrowings) consist of the following balance sheet amounts:		
2 207	20 957	Cash on hand and balances with banks	446 881	102 194
–	–	Short-term money market instruments and bank overdrafts (note 13)	(1 181)	(205 818)
2 207	20 957		445 700	(103 624)

NOTES TO THE FINANCIAL STATEMENTS

Company 2000 R000	Company 2001 R000		Group 2001 R000	Group 2000 R000 restated
		29. COMMITMENTS		
		29.1 Capital expenditure		
		Contracted	49 089	51 695
		Authorised by the directors but not yet contracted	105 208	110 222
		Total future capital expenditure	154 297	161 917
		This capital expenditure is to be funded as follows:		
		– internally generated funds	–	29 887
		– existing credit facilities	154 297	132 030
			154 297	161 917
		29.2 Rental commitments		
		Property:		
		– due within one year	56 877	27 729
		– due thereafter	211 341	115 907
		Rental and transport fleet		
		– due within one year	11 293	–
		– due thereafter	36 829	–
		Other		
		– due within one year	8 678	–
		– due thereafter	28 826	–
			353 844	143 636

30. CONTINGENT LIABILITIES AND SUBSEQUENT EVENTS

Super Group and its subsidiary companies have signed as sureties and co-principal debtors in respect of financing facilities granted to the group.

The operations and earnings of the group continue, from time to time and in varying degrees, to be affected by political, legislative, fiscal and regulatory developments, in the countries in which it operates. The industries in which the group is engaged in are also subject to physical risks of various kinds. The nature and frequency of these developments and events, not all of which are covered by insurance, as well as their effect on future operations and earnings, are not predictable.

NOTES TO THE FINANCIAL STATEMENTS

– continued

	Logistics	Automotive	Financial Services	Eliminated	Consolidated
31. SEGMENT REPORT					
Business segments					
Segment revenue					
External sales	1 487 780	2 580 920	436 619	–	4 505 319
Inter-segment sales	7 147	9 901	1 055	(18 103)	–
Total revenue	1 494 927	2 590 821	437 674	(18 103)	4 505 319
Segment cost of sales					
External cost of sales	870 454	2 215 606	120 163	–	3 206 223
Inter-segment cost of sales	10 956	345	–	(11 301)	–
Total cost of sales	881 410	2 215 951	120 163	(11 301)	3 206 223
Segment result	128 038	124 121	125 093	–	377 252
Reconciliation of segment result to net profit:					
Interest received					53 842
Interest paid					(104 200)
Income from associate					58 734
Exceptional items					181 041
Taxation					(62 110)
Minority interest					(11 232)
Net profit per income statement					493 327
Segment assets (working)	1 052 259	1 175 445	459 637	–	2 687 341
Deferred tax asset	13 336	9 917	11 990	–	35 243
Total assets	1 065 595	1 185 362	471 627	–	2 722 584
Segment liabilities (working)	271 123	402 847	641 677	–	1 315 647
Deferred tax liability	18 984	15 154	24 612	–	58 750
Total liabilities	290 107	418 001	666 289	–	1 374 397
Cash flow from operations	226 300	117 680	203 202	–	547 182
Cash flow from investing activities	(159 647)	(91 528)	514 314	–	263 139
Cash flow from financing activities	(7 003)	106	(143 490)	–	(150 387)
Segment capital expenditure	130 935	38 958	224 027	–	393 920
Segment depreciation and amortisation	79 067	25 626	44 501	–	149 194
Impairment losses	5 147	–	21 690	–	26 837

Geographical segments	South Africa	Other SADC countries	Eliminated	Consolidated
Distribution of geographical sales regardless of where goods were produced	4 149 929	355 390	–	4 505 319
Carrying amount of segment assets by location	2 414 400	272 941		2 687 341
Additions to property, vehicles and equipment by location	356 808	37 112	–	393 920

NOTES TO THE FINANCIAL STATEMENTS

32. RELATED PARTY TRANSACTIONS

Related party transactions exist between the group, and existed between the group and former associate and subsidiary companies. All purchasing and selling transactions are concluded at arm's length. Where certain borrowing transactions are made with related parties these transactions are done on an arm's length basis taking due cognisance of market related circumstances. Certain property leases were and have been entered into with related parties. These leases were entered into on an arm's length basis at market related rates which prevailed at the time of the transactions.

33. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

33.1 Credit risk

Financial assets which potentially subject the group to credit risk consist principally of cash, short-term deposits and trade receivables. Trade receivables are presented net of the provision for doubtful debts. The group's cash equivalents and short-term deposits are placed with high credit quality financial institutions. The large customer base of the group and their dispersion across different industries and geographical areas limits the credit risk relating to trade receivables. Accordingly the group has no significant concentration of credit risk.

33.2 Currency exposures

The group's objectives in managing the currency exposures arising from its net investment overseas (in other words, its structural currency exposures) are to maintain a low cost of borrowing and to return same potential for currency related appreciation while predominately hedging against currency depreciation.

33.3 Interest rate risk

The group has entered into interest rate swap contracts that entitle it to receive and pay interest at floating rates on notional principal amounts and oblige it to pay interest at fixed rates on the same amounts. No material interest rate risk exists other than disclosed in notes 9, 10 and 13.

33.4 Liquidity risk

The group has minimised the risks attached to liquidity of funds by securing substantial banking facilities.

33.5 Fair value

At 31 March 2001 the carrying amounts of cash and cash equivalents and short-term deposits, accounts receivable, accounts payable, accrued expenses and short-term borrowings approximated their fair values due to the short-term maturities of these assets and liabilities.

The fair values of marketable securities, other long-term borrowings and long-term investments are not materially different from the carrying amounts.

34. HYPERINFLATION

Hyperinflation as defined by statement of South African Generally Accepted Accounting Practice AC 124, was identified in subsidiary companies operating in certain SADC countries. In terms of that statement the preparation of financial statements in accordance with the statement should be effective beginning from the period in which the existence of hyperinflation is first identified.

The directors have determined that compliance with this statement would not materially affect fair presentation of the group's annual financial statements.

NOTES TO THE FINANCIAL STATEMENTS
– continued

35. RETIREMENT BENEFITS

Pension and provident schemes

The group has pension and provident schemes covering employees. All eligible employees are members of either defined benefit or defined contribution schemes administered by the group, or are members of funds within the various industries in which they are employed. The assets of these schemes are held in administered trust funds separated from the group's assets. Scheme assets primarily consist of listed shares and property unit trusts and fixed income securities. South African funds are governed by the Pension Funds Act, 1956 and all other funds are governed by the respective legislation of the country concerned.

The process of amalgamating the funds under control of the group is progressing well. This amalgamation is in terms of the Pension Funds Act, 1956 and the directors anticipate that it should not give rise to any material contingent liability to the group.

The group has no exposure to any post-retirement benefit obligations.

36. DIRECTORS' REPORT

A separate report is not considered appropriate as the required statutory disclosures are included in the executive chairman's review of operations and statutory information.

INTEREST IN SUBSIDIARIES

	Interest owned directly or indirectly	Issued share capital R	Shares 2001 R000	Shares 2000 R 000	Loans (from)/to 2001 R000	Loans (from)/to 2000 R 000
Africa Truck Accident Repairs (Pty) Ltd	100	100				
Arnold Chatz Motors (Pty) Ltd	100	1				
Basil Green (Edenvale) (Pty) Ltd	100	1				
Beacon Crane Hire (Pty) Ltd	100	100				
Bluefin Investments and its subsidiaries (Mauritius)	100	US$1 000				
Bulktrans (Pty) Ltd	50	1 000				
Carletonville Motors (Pty) Ltd	100	100				
Carvellette Fitment Centre (Pty) Ltd	100	100				
Casseys Motors (Eastrand) (Pty) Ltd	100	4 000	2 129	2 129		
Colfayre Investments (Pty) Ltd	50	100				
Dornat Motors (Pty) Ltd	100	100				
Eddies Holdings (Pty) Ltd	100	106 648				
Elpar Distributors (Pty) Ltd	100	600				
Emerald Insurance Company Ltd	100	5 897 249	5 850	5 850	(3 875)	
Femo Auto Parts SA (Pty) Ltd	100	1 000	3 793	3 793		
Femo South Africa Ltd	100	1 007 964	62 825	62 825	43 877	7 316
Fleet Distributions (Pty) Ltd	100	900	3 750	3 750	(6 114)	(12 983)
GCER Distributors (Pty) Ltd	100	1				
GDI Bulk (Pty) Ltd	100	3 000 600				
Germax Spares and Accessories (Pty) Ltd	100	1 000				
Glasfit (Pty) Ltd	100	1 550	–	12 846	–	11 850
Hultrans (Pty) Ltd	100	250 000				
Klifridge Investment Holdings (Pty) Ltd	100	100 000				
Logisco (Pty) Ltd	100	200 000				
Mapleton Properties (Pty) Ltd	100	1 000				
Marjon Manufacturing (Pty) Ltd	100	10 000				
Motolink (Pty) Ltd	100	300			–	(20)
Newtrans (Pty) Ltd	70	100			1 551	(534)
Parts Centre Holdings (Pty) Ltd	100	1				
Penfayre Investments (Pty) Ltd	67	100				
Performance Tyres (Pty) Ltd	100	50 900	51	51	2 473	1 759
Power Plus Performance (Pty) Ltd	90	4 000			16 011	
Rand Stadium Toyota (Pty) Ltd	100	1 000	17 563	17 563	–	13 035
Rand Stadium Service Centre (Pty) Ltd	100	20 000	2 715	2 715		
Renew-It (Pty) Ltd	75	100				
Regional Transporters (Pty) Ltd	100	100	129 698	129 698	92 345	168 503
Super Fleet (Pty) Ltd	100	100				
Super Group Holdings (Pty) Ltd	100	2 500	106 410	106 410	61 555	34 530
Super Group Trading (Pty) Ltd	100	200			(206 424)	(320 606)
Super Move (Pty) Ltd	100	3 421 488			–	45 248
Super Nissan (Pty) Ltd	100	100				
Super Rent (Pty) Ltd	100	200				
The Logistics Bureau (Pty) Ltd	100	1	2 703		486	
Transport Brokers (Pty) Ltd	85	300			9 010	8 834
Winhaven Investments (Pty) Ltd	100	100				
TOTAL			337 487	347 630	10 895	(43 068)

The group's share of attributable profits in subsidiaries is R343 520 000 (2000: R244 734 000) and share of attributable losses is R39 882 000 (2000: R17 940 000). Country of incorporation: Republic of South Africa unless stated otherwise. R = rand unless stated otherwise.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Super Group Limited (the company) in respect of the year ended 31 March 2001 will be held at the registered offices of the company, 27 Impala Road, Chislehurston, Sandton, on 21 September 2001 at 09:00 for the following purposes:

AGENDA

1. To receive and adopt the audited annual financial statements of the company and of the group and the report of the independent auditors for the year ended 31 March 2001.

2. To elect directors by means of a single resolution.

3. To elect directors in place of Messrs G D Cohen, B Greenstone, K N Grunow, L Johnston, J Klotnick and M Vico who retire by rotation but, being eligible, offer themselves for re-election.

4. To determine the remuneration of the directors for the past year.

5. To authorise the directors to determine the remuneration of the auditors for the past year.

6. To place the unissued ordinary shares in the capital of the company under the control of the directors, who are authorised to allot and issue the same upon such terms and conditions as they deem fit in accordance with the provisions of section 221 of the Companies Act, 1973, and the requirements of the JSE Securities Exchange South Africa.

7. To consider and, if deemed fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

   ORDINARY RESOLUTION NUMBER 1

   Resolved that, subject to meeting the requirements of the JSE Securities Exchange South Africa, the directors are hereby authorised to issue ordinary shares for cash as and when suitable opportunities arise, subject to the following conditions:
   - that this authority shall not extend beyond the next annual general meeting or 15 months from the date of this annual general meeting, whichever date is the earlier;
   - that there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders and not to related parties;
   - that a press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one financial year, 5% or more of the number of shares in issue prior to the issue/s;
   - that issues in the aggregate in any one financial year shall not exceed 15% of the company's issued ordinary share capital; and
   - that in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the average closing price of the shares in question, as determined over the 30 days prior to either the date of the press announcement or, where no announcement is required and none has been made, the date of issue of the shares.

   The approval of a 75% majority of the votes cast by shareholders present or represented by proxy at the general meeting is required for this resolution to become effective.

8. SPECIAL RESOLUTION NUMBER 1

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

   Resolved 1. that the directors be authorised to facilitate the acquisition, by the company or a subsidiary of the company from time to time, of the issued shares of the company on the open market from such shareholder(s), at such price and in such manner and subject to such conditions as they in their sole and absolute discretion deem fit, provided that in making an acquisition, the directors shall comply with the provisions of:

   (i) section 85 of the Companies Act, 1973, as amended, and any other provisions of the Statutes which may be applicable;

   (ii) the listing requirements of the JSE Securities Exchange South Africa insofar as they may be applicable including but not limited to:

NOTICE OF ANNUAL GENERAL MEETING

– a maximum repurchase of shares in any full financial year of 20% of the issued capital of the relevant class;
– a purchase consideration of no more than 10% above the weighted average of the market value of the shares for the five business days immediately preceding the date of purchase.

2. that the approval given in terms of (1) shall remain in force from the date of registration of this special resolution by the Registrar of Companies until the conclusion of the next annual general meeting of the company and, in any event, no later than 15 months from the date on which it was passed.

At the present time the directors intend to continue to utilise this authority if they consider the circumstances appropriate.

The directors consider, after the effect of such a 20% repurchase, for the period of 12 months after the date of this notice of annual general meeting:

– that the company will be able in the ordinary course of business to pay its debts;
– that the assets of the company will be in excess of the liabilities of the company;
– that the ordinary capital and reserves of the company are adequate;
– that the working capital of the company is adequate.

The reasons for proposing the special resolutions are to permit and grant Super Group a general authority to acquire its own shares, and to permit Super Group to make payments to its shareholders.

The effect will be to authorise the company to purchase shares in Super Group.

9. SPECIAL RESOLUTION NUMBER 2

Resolved that the company's Articles of Association be amended by the insertion of the following new Article 48A.

"Insofar as the company's shares are uncertified, the provisions of section 91A of the Act shall apply and prevail. A certificate need not accompany instruments of transfer in relation to uncertified securities."

The effect of special resolution number 2 is to amend the Articles of Association of the company to give effect to the recent amendments to the Companies Act, 1973 (Act 61 of 1973), as amended ("Act"), by the Companies Amendments Act, 37 of 1999, and to allow for the issue by the company of uncertified securities in terms of section 91A of the Act and the implementation by the JSE Securities Exchange South Africa of Share Transactions Totally Electronic ("STRATE") and the reason therefor is to enable the company to, and to set the manner by which the company may settle transactions pursuant to the implementation of section 91A of the Act and pursuant to the implementation of STRATE.

10. To transact such other business as may be transacted at an annual general meeting.

Any member qualified to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. The person so appointed need not be a member of the company.

In order to be effective, proxy forms must reach the registered office of the company or the office of the transfer secretaries at least 48 hours before the time fixed for the meeting.

By order of the board

J R Eaglesham
Group Secretary

Sandton
14 August 2001

STRATE

DEAR INVESTOR

As you may already know, STRATE (Share Transactions Totally Electronic) is an electronic share settlement and custody system which has been designed to achieve the contractual, rolling and irrevocable settlement of share transactions through electronic means.

The move to the STRATE system will involve many changes from the current paper-based settlement system where the transfer of ownership is effected by means of submitting share certificates to the relevant transfer secretary. One of the first responsibilities for the investor in the STRATE environment will be the submission of share certificates to a Central Securities Depository Participant (CSDP) or JSE member for 'dematerialisation'. Dematerialisation refers to the conversion of a share certificate into an electronic record.

Super Group Limited has been selected by STRATE to commence dematerialisation on 17 September 2001 in terms of the JSE Securities Exchange SA's revised listing requirements. Our move to STRATE is obligatory and it will ensure we participate in a sophisticated settlement process that is on a par with international best practice.

Once we are on the STRATE system, there is a legal requirement for our shareholders to dematerialise their shares prior to selling them in order to be able to settle the transaction in the new, electronic environment. Paper share certificates will not lose their value once we have moved to the STRATE system; they are simply no longer acceptable for settlement purposes. So, while we would encourage you to dematerialise your shares in the interests of efficiency and security, you are within your rights to retain these shares in certificated form until such time as you wish to sell them.

Subsequent rematerialisation of shares is also possible. However, as the rematerialisation process reintroduces risk into the market and requires additional administration, a handling fee will be levied for this service.

The dematerialisation period applicable to Super Group Limited commences on 17 September 2001 with trading for electronic settlement on 8 October 2001, for settlement on 15 October 2001. As of 8 October 2001, no paper scrip will be accepted for settlement, so we urge shareholders wishing to dematerialise their shares to set the process in motion as soon as possible.

The contact details of STRATE are given below should you require additional information.

Yours faithfully

J R Eaglesham
Group Secretary

SUPER GROUP	STRATE	MERCANTILE REGISTRARS
Telephone: (011) 783-0100	Info line: 0800 04727	Telephone: (011) 370-5000
Web: www.supergrp.com	E-mail: Liaisondesk@STRATE.co.za	Web: www.registrars.co.za
	URL: www.STRATE.co.za	

FORM OF PROXY

SUPER GROUP LIMITED

Registration number 1943/016107/06

For use by shareholders at the annual general meeting of the company to be held at 09:00 on 21 September 2001, and at any adjournment thereof.

I/We ____ (name in full),

of ____ (address),

being the holder(s) of ____________ shares in Super Group Limited hereby appoint

____ ,

or failing him ____ ,

or failing him, the chairman of the meeting as my/our proxy to attend and speak on my/our behalf at the annual general meeting of the company to be held at 09:00 on 21 September 2001, and at every adjournment thereof, and to vote or abstain from voting on the resolutions to be proposed at the meeting, as follows:

	*For	*Against	*Abstain
1. Adoption of 2001 annual financial statements			
2. Election of directors by a single resolution			
3. Re-election of directors who retire by rotation			
4. To determine the remuneration of directors			
5. To authorise the directors to determine the remuneration of the auditors			
6. Placing all unissued shares under the control of directors			
7. Authority for directors to issue shares for cash			
8. Special resolutions to allow the company to purchase Super Group shares			
9. Special resolution amending the Articles of Association to allow the company to implement STRATE			

**Please place an X in the appropriate spaces above to indicate how you wish your votes to be cast.*

Signed at this ____________ day of ____________ 2001

Signature of member(s) ____

Completed proxy forms must be received at least 48 hours before the time of the meeting by the Group Secretary at the company's registered office or by the transfer secretaries, Mercantile Registrars Limited, PO Box 1053, Johannesburg, 2000.

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A proxy need not be a member of the company.

2. Every person present and entitled to vote at the meeting as a member or as a proxy or as a representative of a body corporate shall, on a show of hands, have one vote only, irrespective of the number of shares such person holds or represents but, in the event of a poll, a member shall be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the company.

3. Please insert the relevant number of shares/votes and indicate with an X in the appropriate spaces on the face hereof, how you wish your votes to be cast. If you return this form duly signed without any specific directions, the proxy will vote or abstain from voting at his/her discretion.

INSTRUCTIONS ON SIGNING AND LODGING THE PROXY FORM

1. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.

2. The chairman shall be entitled to decline to accept the authority of a person signing the proxy form
   (a) under a power of attorney
   (b) on behalf of a company
   unless that person's power of attorney or authority is deposited at the registered office of the company or at its transfer secretaries not less than 48 (forty-eight) hours before the meeting.

3. You may insert the name of any person(s) whom you wish to appoint as your proxy in the blank space(s) provided for that purpose.

4. When there are joint holders of shares, any one holder may sign the proxy form.

5. The completion and lodging of this proxy form will not preclude the member who grants this proxy from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so.

6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries of the company or waived by the chairman of the meeting.

SHAREHOLDERS' DIARY

Annual general meeting	September 2001
Interim results for the half-year to 30 September 2001	November 2001
Announcement of annual results for the year ended 31 March 2002	May 2002

DEFINITIONS

MARKET CAPITALISATION – share price multiplied by the number of ordinary shares in issue at 31 March.
ENTERPRISE VALUE – market capitalisation less net interest-bearing debt (debt less cash resources).
DIVIDEND COVER – profit, before exceptional items, attributable to ordinary shareholders, divided by dividends.
EBITDA MARGIN – operating income before depreciation and amortisation as a percentage of revenue.
OPERATING MARGIN – operating income expressed as a percentage of revenue.
CAPITAL EMPLOYED – total equity and liabilities less current liabilities, excluding interest-bearing debt, less cash resources.
RETURN ON CAPITAL EMPLOYED – operating income and equity accounted profit expressed as a percentage of average capital employed.
RETURN ON EQUITY – profit, before exceptional items and goodwill amortisation, attributable to ordinary shareholders as a percentage of average shareholders' equity (excluding compulsorily convertible debentures).
RETURN ON TOTAL ASSETS – operating income and equity accounted profit expressed as a percentage of average total assets.
EFFECTIVE TAX RATE – taxation charge expressed as a percentage of profit before exceptional items and equity income.
ASSET TURN – turnover divided by average total assets.
INTEREST COST COVER – operating income divided by net interest costs.
GEARING RATIO – net interest-bearing debt expressed as a percentage of ordinary shareholders' funds (including compulsorily convertible debentures).
CURRENT RATIO – current assets divided by current liabilities. Current liabilities include short-term interest-bearing debt and interest-free liabilities.
ACID TEST RATIO – current assets less inventory divided by current liabilities (as defined for current ratio).

ADMINISTRATION

GROUP SECRETARY
J R Eaglesham

REGISTERED OFFICE
27 Impala Road
Super Group Park
Chislehurston
Sandton, 2196

MERCHANT BANKERS
Rand Merchant Bank

AUDITORS
Arthur Andersen & Co

AUDIT COMMITTEE
S Abrahams
J Klotnick
K Davies

REMUNERATION COMMITTEE
S Abrahams
L Lipschitz

CORPORATE ADVISORS
Nucleus Corporate Finance

BANKERS
First National Bank
Nedcor Bank
ABSA Bank

ATTORNEYS
Fluxman Rabinowitz-Raphaely Weiner

SPONSORING BROKERS
Deutsche Securities SA

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