

Annual Report 2000



Contents

Contents	inside front cover	Directors' Report	12
Company Profile	1	Balance Sheets	16
Financial Highlights	3	Income Statements	17
Strategic Objectives	3	Statements of changes in equity	18
Portfolio Analysis	4	Cash Flow Statements	19
Corporate Information	5	Notes to the Financial Statements	20
Chairman's Report	6	Details of Subsidiary Companies	29
Corporate Governance Report	7	Particulars of the Property Portfolio	30
Approval of Financial Statements	10	Form of Proxy	35
Certification by Company Secretary	11	Notice of Annual General Meeting	inside back cover
Report of the Independent Auditors	11	Shareholders Diary	inside back cover



Admiral, 151 Lechwe Street, Corporate Park, Midrand

Company Profile

1. Bonatla Property Holdings Limited ("Bonatla"), listed on the Johannesburg Stock Exchange, owns a select portfolio of 51 commercial properties through its wholly-owned subsidiary Bonatla Properties (Pty) Ltd.
2. The portfolio has grown from an original listing cost of R240 million to a portfolio which is now valued at R646 million. Most of the investment properties are situated in Gauteng. The group has recently expanded its investment into Kwa Zulu Natal.
3. The long-term objective of the company is to provide shareholders with both income and capital growth on their investment through proactive property and asset management. Properties acquired are characterised by high and stable occupancy rates, built to good standards, well maintained and have an above-average income-earning capacity. They are generally well located.
4. In the short term the company's goals are to maximise net income by establishing good relations with existing tenants and brokers. Emphasis is on controlling costs and minimising vacancies.
5. Ownership is spread between retail (18,3%), office (24,7%) and industrial (57,0%).
6. Properties that are not performing to expectations are re-assessed with a view to either refurbishment or disposal.
7. Secured loans are raised to fund part of the acquisition cost of each property. On acquisition each property is assessed and geared to the extent allowed by its sustainable cash flow. Interest rates are not speculated with. Accordingly, a number of these interest rates have been fixed.
8. Barring unforeseen circumstances, and constraints on cash flow it is the intention that the entire amount of Bonatla's attributable income will each year be distributed as a dividend on ordinary shares and as interest on debentures which have the same income earning criteria as the shares.



Deloitte's Brooklyn, 7 Fehrsen Street, cnr Waterkloof Road, Pretoria



Klerksdorp Game Centre, Margaretha Prinsloo Street, Klerksdorp

Financial Highlights

for the year ended 30 September 2000

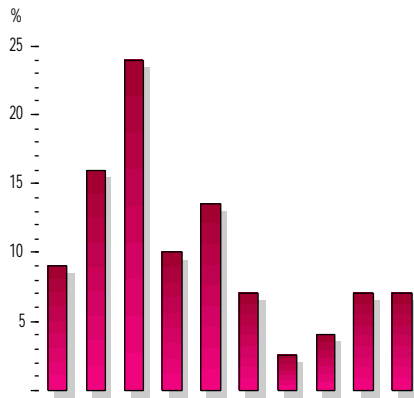
Group results	2000	1999
Gross rental income (R000)	91 362	34 136
Bond interest paid (R000)	69 731	25 506
Equity, capital and reserves (R000)	163 272	120 058
Number of shares in issue (000)	175 537	57 995
Weighted average number of shares in issue (000)	117 775	52 315
Headline earnings per share (cents)	3,48	0,28
Earnings/(loss) per share (cents)	3,48	(2,71)
Closing price per share (cents)	55	200
Net asset value per share (cents)	93	207
Vacancy ratio	4,30%	2,50%
Fixed property (R000) – fair value	646 951	191 543
Fixed property (R000) – cost	817 645	305 361
Gross lettable area (cost per square metre)	291 042	112 114
Cost per square metre of lettable area including land (R)	2 223	2 723
Capital commitments	–	713 804

Strategic Objectives

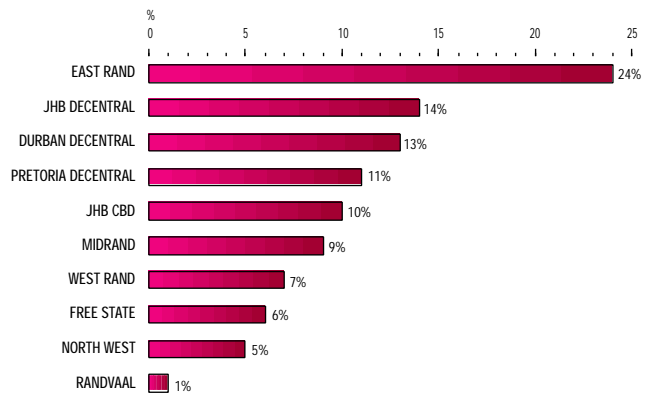
1. The portfolio objective is to invest in properties which:
 - 1.1 are substantially let to end users at, or below market rentals. No speculative properties will be acquired;
 - 1.2 have low maintenance requirements;
 - 1.3 are of a sufficiently high quality in construction to attract quality long-term tenants;
 - 1.4 are subject to leases which provide secure covenants with staggered expiry dates thus minimising the risk of vacancies upon the expiry of the lease;
 - 1.5 are subject to leases which provide for the recovery of operating costs from tenants so that the growth and net income yield are not eroded by inflationary pressures;
 - 1.6 have potential for inherent capital growth in value;
 - 1.7 will be let to retail, commercial and industrial tenants. The properties should be well situated in terms of micro-location within specific decentralised office areas, prime industrial and retail nodes with motorway accessibility and visibility, and located in established and growing nodes initially in the Gauteng area; and
 - 1.8 each property will be revalued every three years by an independent external valuer in order to reflect the current open market value of the portfolio.
2. The properties are to be characterised by high and stable occupancy rates, built to good standards, durable and well maintained and are acquired for their income earning capacity. A favourable location should result in enhanced capital appreciation of the property portfolio.
3. Bonatla will utilise borrowings to enhance the performance of the property portfolio in respect of income and capital growth, subject to individual properties being geared to the extent allowed by their sustainable cash flow. In terms of the debenture trust deed borrowings are restricted to 100% of the value of the portfolio as determined from time to time by an independent valuer.

Portfolio Analysis

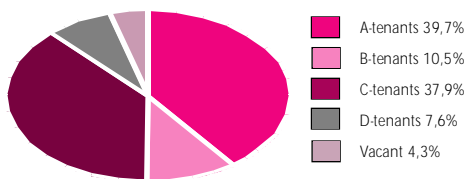
Bonatla expiry profile



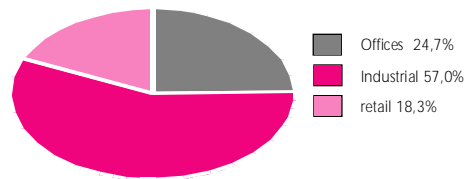
Portfolio locations



Tenant profile



Portfolio distribution by type



Bradenham Hall, Mellis Avenue, Rivonia

Corporate Information

Registration number

1996/014533/06

Registered office

72 Voortrekker Avenue
Cnr Hendrik Potgieter Street
Edenvale 1609

Postal address

PO Box 787133
Sandton 2146

Telephone and fax numbers

Telephone: (011) 609-2800
Fax: (011) 609-2890
e-mail: general@bonatla.com

Directors

M H Brodie (*Chairman*)
B P Botha
M J Dyke (*British*)
P J Otten
N G Vontas

Secretary

Corporate Governance CC
Chartered Secretaries
6 Dale Lace Glades
Eastwood Street
Randpark Ridge
(PO Box 279, Randpark Ridge 2156)

Commercial bankers

ABSA Bank Limited
Sandown Branch
Cnr Fredman Drive and Protea Place
Sandown 2196
(PO Box 7884400, Sandton 2146)

Transfer secretaries

Mercantile Registrars Limited
8th Floor
11 Diagonal Street
Johannesburg 2001
(PO Box 1053, Johannesburg 2000)

Auditors

Grant Thornton Kessel Feinstein
Chartered Accountants (SA)
Registered Accountants and Auditors
137 Daisy Street
Cnr Grayston Drive
Sandown 2196
(Private Bag X28, Benmore 2010)

Corporate advisor

M J Dyke Consulting cc
Ground Floor
Norwich Life House
Kirkby Road
Bedfordview
(PO Box 79249, Senderwood 2145)

Chairman's Report



Imation, 52 Electron Avenue, Isando Ext 1, Kempton Park

The 2000 financial year showed an exceptional growth in the company's portfolio. In the year under review the company acquired 25 properties (as disclosed in the circulars issued in December 1999 and August 2000 respectively) and these additions, together with a stable interest rate, enabled the company to increase profits considerably.

Despite the improved results the current ratio still precludes the declaration of a dividend. We are confident that the benefits of the new acquisitions will begin to flow through in the next fiscal period.

During the year, Mr Tumelo Motsisi (chairman) and Mr Graham Wilks (director) resigned. Mr Niki Vontas resigned as managing director with effect from 30 November 2000 but will remain on the board as a non-executive director.

On behalf of the board I would like to thank management and staff for their commitment and contributions to the company during the year under review.

M H Brodie

Chairman

25 February 2001

Corporate Governance Report

CORPORATE GOVERNANCE REPORT

Bonatla Property Holdings Limited is committed to exercise the principles of transparency, integrity and accountability as advocated in the King Report on Corporate Governance.

The directors endorse and have addressed and where possible have applied the Code of Corporate Practices and Conduct as set out in the King Report, with all variances being disclosed.

In supporting the Code, the directors recognize the need to conduct the business of the enterprise with integrity and in accordance with generally accepted corporate practices.

BOARD OF DIRECTORS

The Bonatla Board meets regularly, retains full and effective control over the affairs of the company and monitors management. The Board reserves to itself a range of key decisions to ensure that it retains property direction and control of the company.

The Chairman is Mr M H Brodie. All the directors are non-executive.

The Chairman provides leadership and guidance to the company's Board and encourages proper deliberation of all matters requiring the Board's attention, and obtains optimum input from the other directors.

COMPANY SECRETARY AND PROFESSIONAL ADVICE

The Company Secretary is suitably qualified and experienced.

All directors have access to the advice and services of the Company Secretary, whose responsibilities are, by agreement, set out in Section 268G of the Companies Act, including (but not restricted to) providing guidance to directors as to their duties, responsibilities and powers, liaison with the JSE Securities Exchange, STRATE and the Registrar of Companies and ensuring that minutes are kept of meetings of directors and shareholders meetings and making directors aware of relevant changes in law.

Directors are entitled, in consultation with the company secretary, to seek independent professional advice about the affairs of the company, at the company's expense.

BOARD COMMITTEES

To assist the Board in discharging its collective responsibility for corporate governance, several committees consisting entirely of non-executive directors, have been established, to which certain of the Board's responsibilities have been delegated.

These committees all have specific terms of reference and are accountable to the Board.

The committees are composed of directors who have a mix of skills, experience and other qualities appropriate to their roles. A sufficient number of non-executive Board members capable of exercising independent judgment to tasks, where there is a potential conflict of interest, have been assigned to these committees.

Examples of such responsibilities include executive remuneration, risk management, risk financing and financial reporting. The Board committees are:

EXECUTIVE COMMITTEE

An Executive Committee (Exco) is empowered and responsible for carrying out the strategies decided by the Board and managing the business affairs of the group.

The Exco comprises Dr B P Botha and Mr M H Brodie, with certain executives of the company in attendance.

Responsibility for directing management in the day-to-day operations is delegated to the executive committee, which meets regularly during the year.

Corporate Governance Report

(continued)

AUDIT COMMITTEE

The Audit Committee has been delegated powers by the Board. These powers clearly set out the responsibilities and authorities together with the structures and processes of the committee. During the financial year under review, the Audit Committee has addressed its responsibilities in terms of the delegated powers.

The primary objective of the Audit Committee is to promote the overall effectiveness of corporate governance in the group. Its objectives include:

- ensuring the integrity of the groups accounting and financial reporting systems;
- ensuring that appropriate systems are in place for monitoring risk, financial control and compliance with the law and codes of conduct;
- evaluating the effectiveness of the risk and compliance management functions in the group;
- maintaining transparent appropriate relationships with the external auditors; and
- reviewing the scope and quality of the statutory audit and the independence and objectivity of the auditors.

The Audit Committee consists of non-executive directors and meets at least twice a year. Members of senior management and the external auditors attend these meetings to assist the committee in effectively carrying out its mandate.

The members of the Bonatla Audit Committee are:

Dr B P Botha

Mr M J Dyke

REMUNERATION COMMITTEE

The Remuneration Committee approves the remuneration of executives of the company.

In terms of the remuneration policy, the group seeks to provide appropriate rewards and incentives for the remuneration of its executives.

Dr B P Botha and Mr P J Otten, non-executive directors, have served as members of the Remuneration Committee during the year under review.

INTERNAL CONTROL SYSTEM

The Company maintains systems of internal control over financial reporting and for the safe-guarding of assets (against unauthorized acquisition, use or disposition). These systems are designed to provide reasonable assurance to the company's management and Board of Directors that reliable financial statements are prepared.

Corrective actions are taken to address and control deficiencies in control systems, as and when these are identified.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention of overriding of controls. Accordingly, even an effective internal control system can provide only reasonable assurance with respect to financial statement preparation and the safe-guarding of assets.

RISK MANAGEMENT

The Company's Audit Committee is responsible for addressing all operational and financial risk, together with Risk Funding.

Corporate Governance Report

(continued)

ENVIRONMENT

Every practical step is taken to minimize any negative effect on the environment.

HEALTH AND SAFETY

Matters of health and safety are addressed as part of the responsibilities of management.

GOING CONCERN

The directors are satisfied that, notwithstanding the adverse current ratio, there is no reason to believe that the company will not continue in operation for the coming year.

EMPLOYMENT EQUITY

The Company is committed to creating a workplace in which individuals of ability and application can develop rewarding careers at all levels, regardless of their background, religion, race or gender.

ETHICS

The Board of Directors and the management of the Company are committed to exercising the highest ethical standards.

DIRECTOR'S CONTRACTS OF EMPLOYMENT

No director has a contract of employment.

STAKEHOLDER COMMUNICATION

The Board of Directors is committed to exercise the highest standards of Stakeholder Communication. From time to time the Board has held meetings with different groups of stakeholders, to ensure transparency at all levels.



Sanlam Gables, 1209 Schoeman Street, Hatfield, Pretoria

A pproval of Financial S tatements

Directors' responsibilities and approval of the annual financial statements

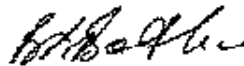
The annual financial statements set out on pages 12 to 28 are the responsibility of the directors. The directors are responsible for selecting and adopting sound accounting practices, for maintaining an adequate and effective system of accounting records, for the safeguarding of assets and for developing and maintaining a system of internal financial control that, among other things, will ensure the preparation of financial statements that achieve fair presentation.

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

The annual financial statements were approved by the directors on 25 February 2001 and are signed on their behalf by:



M H Brodie
Chairman



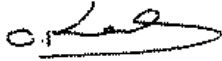
B P Botha
Director



QD House, 91 - 94 Silverstone Crescent, Business Park, Kyalami

Certification by Company Secretary

In terms of section 268 G (d) of the Companies Act 1973, as amended, we certify that the company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act and further that such returns are true, correct and up to date.



Corporate Governance CC
Chartered Secretaries
Company Secretary
25 February 2001

Report of the Independent Auditors

To the shareholders of Bonatla Property Holdings Limited

We have audited the annual financial statements and group annual financial statements of Bonatla Property Holdings Limited set out on pages 12 to 28 for the year ended 30 September 2000. 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 misstatements.

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 and group financial statements fairly present, in all material respects, the financial position of the company and of the group at 30 September 2000 and the results of its 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.



Grant Thornton Kessel Feinstein
Chartered Accountants (SA)
Registered Accountants and Auditors

Johannesburg
25 February 2001



Directors' Report

REVIEW OF ACTIVITIES

Bonatla Property Holdings Limited is an investment holding company, which through its subsidiaries invests in properties.

FINANCIAL STATEMENTS

The balance sheets (page 16) set out the groups and the company's financial position at 30 September 2000 and the income statement (page 17) reflects the results of the operations of the company and the group for the year ending 30 September 2000. The Company has earned net rental income from the properties of R66,305 million (1999 R27,062 million) on a total turnover of R91,362 million (1999 R34,136 million).

Net profit before abnormal items and taxation was R3,520 million (1999 – R149,000).

SHARE CAPITAL

The authorised share capital was increased from 300 000 000 Ordinary shares of 1 cent each to 500 000 000 Ordinary shares of 1 cent each. At 30 September 2000, there were 175 537 195 shares in issue (57 994 888 at 30 September 1999). Details of the share capital structure are given in note 4 of the financial statements.

During the year 117 542 307 ordinary shares of 1 cent each were issued at a price of R2 each:

	No. of shares
– issued in order to fund the acquisition of investment properties,	94 042 307
– restraint of trade agreement paid to N G Vontas	12 500 000
– acquisition of the business of VLC Properties (Pty) Ltd	11 000 000
	117 542 307

SUBSIDIARY COMPANIES

The attributable interest of the holding company in the aggregate profits and losses after taxation of its subsidiaries is as follows:

	R'000
Subsidiaries making profits	7 174
Subsidiaries making losses	3 075

The details of subsidiary companies are set out on page 29.

ACQUISITIONS OF INVESTMENT PROPERTIES DURING THE FINANCIAL YEAR

Details of properties acquired during the year are shown on the portfolio analysis schedule on page 30.

ACQUISITION OF MANAGEMENT CONTRACT FROM VLC PROPERTIES (PTY) LTD

Bonatla acquired the business of VLC Properties (Pty) Ltd ("VLC") for a purchase consideration of R22 million with effect from 1 January 2000. This acquisition was disclosed in the circular issued in December 1999. VLC was responsible for the general management of Bonatla prior to this date.

The agreement contained a provision whereby the purchase price would be reduced in proportion to the shortfall between R683 million which was the disclosed value of the acquisition properties in the December 1999 circular and R421 million which was the final value of properties acquired during the period.

VLC also warranted in terms of this agreement that Bonatla would earn commission for the 12 month period after the effective date of 1 January 2000 of not less than R3 million, failing which VLC would be required to refund to a nominee of Bonatla's choice, a sum in cash equal to twice the amount of such shortfall within 30 days after the determination of such shortfall.

Directors' Report

(continued)

The value of the properties purchased did not reach the amount of R683 million provided for in the sale agreement and no commission was earned by the business purchased from VLC. The Board of Bonatla is therefore considering what action it will take to secure the reduction of the purchase price and the recovery of the amount due by VLC under the warranties.

Any resulting adjustment or recovery will be reported in the next financial year.

OCCUPANCY LEVELS

At 30 September 2000 the portfolio had a vacancy level of 4,3% (30 September 1999 – 2,5%).

DIVIDENDS

The directors have decided not to declare a dividend. Accordingly, no debenture interest was distributed and the entire distributable income was retained in the company for future investment purposes.

DIRECTORS

The directors of your company during the year and to the date of this report are as follows:

M H Brodie

M J Dyke

T Motsisi resigned 01/03/00

P J Otten

N G Vontas

G C Wilks resigned 01/03/00

B P Botha

J Styger appointed 01/03/00

Subsequent to the financial period under review Mr Johan Styger resigned from the board.

The following directors are standing for re-election at the Annual General Meeting:

B P Botha

M J Dyke

P J Otten

N G Vontas

The aggregate interests of directors in the shares of the company are set out on page 15.

SECRETARY

During the financial year under review the company secretary was Corporate Governance CC, Chartered Secretaries, 6 Dale Lace Glades, Eastwood Street, Randpark (P O Box 279, Randpark Ridge 2156).

Directors' Report

(continued)

ANALYSIS OF SHAREHOLDERS

	No. of Shareholders	% of total	No of shares	% of total
Individuals	197	38,031	67 690 967	38,562
Limited Companies	220	42,471	5 721 900	3,260
Nominee Companies or Trusts	34	6,564	30 023 994	17,104
Private Companies	29	5,598	7 220 452	4,113
Close Corporations	17	3,282	3 314 500	1,888
Trustee of a Trust	11	2,124	23 514 526	13,396
Other Corporate Bodies	6	1,158	3 013 633	1,717
Investment Companies	4	0,772	32 537 223	18,536
Not yet allotted	-	-	2 500 000	1,424
Grand Totals	518	100,000	175 537 195	100,000

DEBENTURE REDEMPTION

R1,5 million debentures fell due for redemption on 1 October 1999 and R904 000 on 22 October 1999. The R1,5 million was repaid to the debenture holder and the R904 000 is to be converted into shares.

CAPITAL COMMITMENTS

There were no capital commitments at 30 September 2000. (30 September 1999 – R713 804).



Oracle House, Oracle Close, off Smuts Drive, Halfway Gardens, Midrand

Directors' Report

(continued)

CONTINGENT LIABILITY

A vendor of properties acquired by the group was paid partly in shares in the company. The vendor has a joint and several PUT option of 5 000 000 ordinary shares at R2 each on Mr N G Vontas and the company. The company has sought legal advice regarding the obligation in respect of this PUT option. The directors do not believe that the company can legally be forced to perform under this PUT option. Mr Vontas has made specific representations that there are no other undisclosed contingent liabilities against the group.

DIRECTORS' INTERESTS

The aggregate interest of the directors in the shares of the company was as follows:

Directors' shareholding Names	Beneficially held		Non-beneficially held		%
	Direct ('000)	Indirect ('000)	Direct ('000)	Indirect ('000)	
B P Botha	10	–	–	15 208	8,70
M H Brodie	–	–	–	5 700	3,20
P J Otten	2 500	–	–	4 115	3,80
N G Vontas	31 548	8 602	–	–	22,90
J Styger	57	5 543	–	23 280	16,50

There have been no material changes in the abovementioned directors' interests between the year-end and the date of this report.

Persons who hold beneficial interests equal to or in excess of five percent of the securities of the company:

As required by Section 140A (8) (a) of the Companies Act 1973, as amended, it is recorded that the following persons held beneficial interests equal to or in excess of five percent at the end of the period under review:

	Extent of interest
N G Vontas	23,09%
Kroon Brothers	11,76%
Michael Viljoen Trust	11,30%
Yabeng Investment Holding Company Limited	8,79%
Jardine Prop Investments (Pty) Ltd	6,07%

Balance Sheets

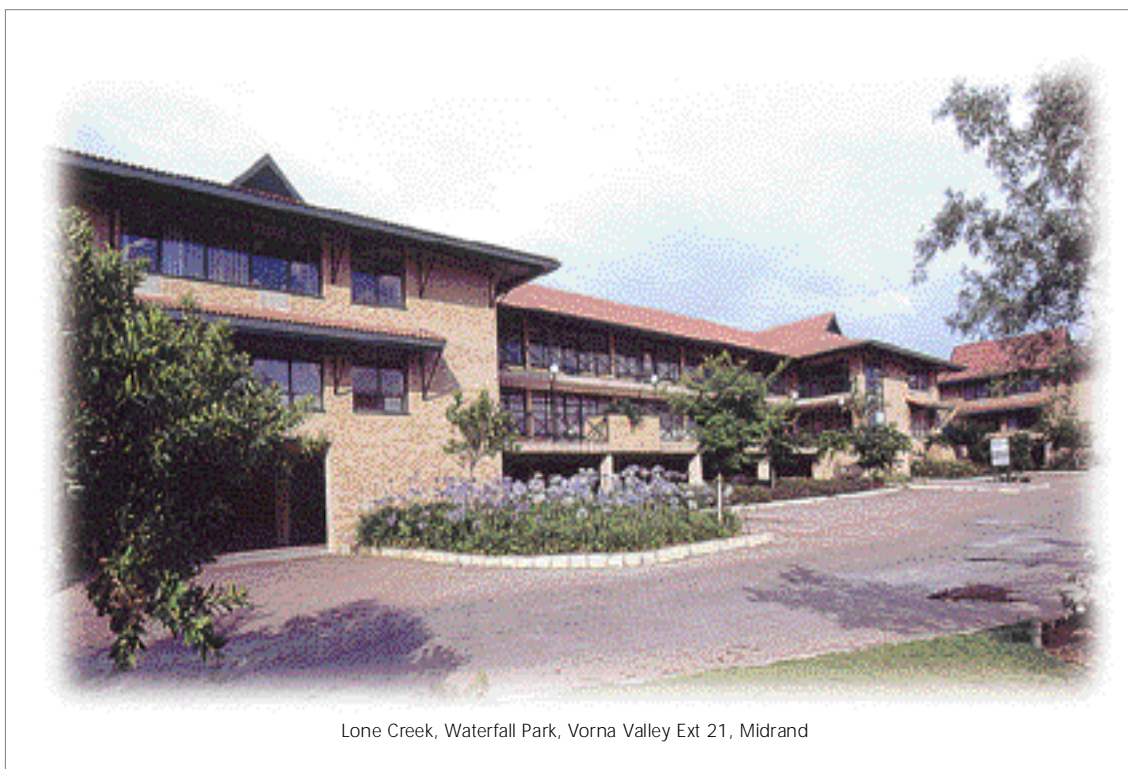
at 30 September 2000

	Notes	GROUP		COMPANY	
		2000 R000	1999 R000	2000 R000	1999 R000
ASSETS					
Non current assets		660 496	306 206	160 537	131 743
Tangible assets	2	646 951	305 361	-	-
Investment in subsidiaries	3	-	-	160 537	131 743
Deferred taxation	4	10 739	-	-	-
Debt redemption scheme		2 806	845	-	-
Current assets		4 363	3 285	-	-
Trade and other receivables		3 965	3 285	-	-
Funds on call and at bank		398	-	-	-
Total assets		664 859	309 491	160 537	131 743
EQUITY AND LIABILITIES					
Equity, capital and reserves		163 272	120 058	149 698	120 429
Share capital	5	1 755	579	1 755	579
Share premium	6	121 008	116 392	121 008	116 392
Shares to be issued	7	26 960	3 483	26 960	3 483
Distributable reserves/(accumulated loss)		13 549	(396)	(25)	(25)
Non current liabilities		483 780	182 556	7 876	8 911
Debentures	8	7 876	8 911	7 876	8 911
Long term liabilities	9	475 705	173 645	-	-
Deferred taxation	4	199	-	-	-
Current liabilities		17 807	6 877	2 963	2 403
Current portion of debentures	8	2 963	2 403	2 963	2 403
Current portion of long term liabilities	9	3 362	-	-	-
Trade and other payables					
- for interest		213	994	-	-
- other		11 151	2 931	-	-
Taxation		118	3	-	-
Bank overdraft		-	546	-	-
Total equity and liabilities		664 859	309 491	160 537	131 743

Income Statements

for the year ended 30 September 2000

	Notes	GROUP		COMPANY	
		2000 R000	1999 R000	2000 R000	1999 R000
Turnover		91 362	34 136	-	-
Operating expenses	10	25 057	7 074	-	-
Operating profit before finance charges, abnormal items and taxation		66 305	27 062	-	-
Net interest paid	11	62 785	26 913	-	-
Profit before abnormal items		3 520	149	-	-
Loss on disposal of land and buildings		-	1 564	-	-
Operating profit/(loss) before taxation		3 520	(1 415)	-	-
Taxation	13	579	(3)	-	-
Net profit/(loss) for the year		4 099	(1 418)	-	-
		Cents	Cents		
Earnings/(loss) per share	14	3,48	(2,71)		
Headline earnings per share	14	3,48	0,28		
Weighted average number of shares in issue (000)		117 775	57 995		



Statements of Changes in Equity

for the year ended 30 September 2000

	Total	Share capital	Share premium	Shares to be issued	Retained profit/ Accumulated loss
	R'000	R'000	R'000	R'000	R'000
Group					
Balance at 30 September 1998	84955	431	83 180	322	1 022
Issue of shares net of expenses	33 360	148	33 212	-	-
Liability in respect of shares to be issued	3 161	-	-	3 161	-
Net loss for the year	(1 418)	-	-	-	(1 418)
Balance at 30 September 1999	120 058	579	116 392	3 483	(396)
Issue of shares net of expenses	173 003	1 176	175 310	(3 483)	-
Liability in respect of shares to be issued	26 960	-	-	26 960	-
Adjustment to the value of properties**	(170 694)	-	(170 694)	-	-
Net profit for the year	4 099	-	-	-	4 099
Opening deferred tax adjustment*	9 846	-	-	-	9 846
Balance at 30 September 2000	163 272	1 755	121 008	26 960	13549
Company					
Balance at 30 September 1999	83 908	431	83 180	322	(25)
Issue of shares net of expenses	33 360	148	33 212	-	-
Liability in respect of shares to be issued	3 161	-	-	3 161	-
Balance at 30 September 2000	120429	579	116 392	3 483	(25)
Issue of shares net of expenses	173 003	1 176	175 310	(3 483)	-
Liability in respect of shares to be issued	26 960	-	-	26 960	-
Adjustment to the value of properties	(170 694)	-	(170 694)	-	-
Balance at 30 September 2000	149 698	1 755	121 008	26 960	(25)

* deferred tax assets not previously raised are now brought into account in terms of the revisions to AC 102.

** The adjustment to the value of the properties is set off share premium in anticipation that the write-off will be approved by shareholders at the forthcoming Annual General Meeting.

Cash Flow Statements

for the year ended 30 September 2000

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
CASH FLOWS FROM OPERATING ACTIVITIES	10 279	(248)	-	-
Profit/(loss) on ordinary activities before taxation	3 520	(1 415)	-	-
Adjustment: Loss on sale of land and buildings	-	1 564	-	-
Net interest paid	62 785	26 913	-	-
Interest received	(1 711)	(158)	-	-
Interest paid	64 496	27 071	-	-
Operating profit before working capital changes	66 305	27 062	-	-
Increase in working capital	6 759	(396)	-	-
Increase in trade and other receivables	(680)	(2 381)	-	-
Increase in trade and other payables	7 439	1 985	-	-
Cash generated from operations	73 064	26 666	-	-
Interest received	1 711	158	-	-
Interest paid	(64 496)	(27 071)	-	-
Tax paid	-	(1)	-	-
CASH FLOWS FROM INVESTING ACTIVITIES	(516 648)	(71 610)	(201 891)	(36 521)
Expenditure for expansion				
Additions to tangible assets	(512 284)	(77 012)	-	-
Disposal of investment property	-	11 000	-	-
Other investments	(1 961)	(524)	-	-
Loans to subsidiary companies	-	-	(199 488)	(31 447)
Net repayment of debentures	(2 403)	(5 074)	(2 403)	(5 074)
	(506 369)	(71 858)	(201 891)	(36 521)
CASH FLOWS FROM FINANCING ACTIVITIES	507 313	69 680	201 891	36 521
Proceeds from issue of share capital	199 963	36 521	199 963	36 521
Net proceeds from issue of debentures	1 928	-	1 928	-
Long term loans raised	305 422	33 159	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	944	(2 178)	-	-
Cash and cash equivalents at the beginning of the year	(546)	1 632	-	-
Cash and cash equivalents at the end of the year	398	(546)	-	-

Notes to the Financial Statements

for the year ended 30 September 2000

1. ACCOUNTING POLICIES

The financial statements are prepared on the historical cost basis and incorporate the principal accounting policies which are set out below and which are consistent with the prior year with the exception of the changes in note 16.

These policies comply with South African Statements of Generally Accepted Accounting Practice. The financial statements are prepared on a going concern basis.

1.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of Bonatla and all of its subsidiaries. All inter-company balances and transactions are eliminated. The results of the subsidiaries are included from the effective dates of acquisition.

1.2 Tangible assets

Investment properties are carried at fair value. Fair value is initially measured at its cost including transaction costs. Subsequently such fair value is determined by the directors on an annual basis. Any gain or loss arising out of changes in fair value is included in the net profit or loss for the year.

Subsequent expenditure relating to investment properties is added to the fair value thereof when it is probable that the future economic benefits, in excess of the originally assessed standard of performance of the existing investment property, will flow to the group. Expenditure that will not result in excess future benefits is included in the profit or loss for the year.

Investment properties are de-recognised on disposal or when the property is permanently withdrawn from use.

Gains or losses arising from the retirement or disposal of investment properties (being the difference between the net disposal proceeds and the carrying amount) are recognised in income or expense in the income statement.

1.3 Capitalisation of borrowing costs

The capitalisation of borrowing costs commences when:

- expenditure for the asset has occurred
- borrowing costs specific to a qualifying asset have been incurred; and
- activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation is suspended during extended periods in which active development is interrupted. Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

1.4 Deferred taxation

Current and deferred taxation are recognised as income or as an expense and included in the net profit or loss for the period, except to the extent that taxation arises from:

- a transaction or event which is recognised, in the same or different period, directly in equity; or
- a business combination that is an acquisition.

Current and deferred taxation are charged directly to equity if the taxation relates to items that are credited or charged in the same or a different period directly to equity.

Deferred taxation liabilities are the amounts of income taxes payable in future periods in respect of temporary differences.

Deferred taxation assets are the amounts of income taxes recoverable in future periods in respect of:

- deductible temporary differences; or
- the carry forward of unused tax losses.

A deferred taxation asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future tax profit will be available against which the unused tax losses can be utilised.

1.5 Revenue

Turnover comprises rental income, recoveries and excludes value added tax. Rentals are recognised on the first of the month in which they are due.

1.6 Employee benefits

Defined contribution plan

It is the policy of the Group to provide retirement, group life and disability benefits to its employees. The scheme is funded by the company on a defined contribution plan which is charged to the income statement as the related costs are incurred.

Medical

Cost is recognised as a period expense in operating profit and matched to the benefit received during the working life of the employee.

Notes to the Financial Statements

for the year ended 30 September 2000
(continued)

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
2. TANGIBLE ASSETS				
Investment properties	646 951	305 361		
Movement for the year				
At cost – 1 October 1999	305 361	240 914		
Additions at cost – 2000	512 284	77 012		
Disposal of property	–	(12 565)		
Fair value adjustment – 30 September 2000	(170 694)	–		
At valuation – 30 September 2000	646 951	305 361		

Finance charges amounting to R5 471 000 (1999 – R6 421 000) have been capitalised to investment properties during the year.

The directors carried out a valuation of the group's properties at 30 September 2000 in conjunction with the group's own professionally qualified staff and Barclay Schofield and Associates (Pty) Ltd. The valuation, which is incorporated in the financial statements this year, was on an open market basis for existing use in respect of all properties. The adjustment to the value of the properties is set off share premium in anticipation that the write-off will be approved by shareholders at the forthcoming Annual General Meeting.

Full details of investment properties belonging to the group are contained in the register of land and buildings, which is open for inspection at the registered office of the company. Details of the properties are also presented on page 30 to 34 of these financial statements.

3. INVESTMENT IN SUBSIDIARY

Shares at cost	–	–	1 000	1 000
Amount owing	–	–	159 537	130 743
	–	–	160 537	131 743

Full details of the subsidiaries are set out on page 29.

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
4. DEFERRED TAXATION				
Accumulated capital allowances	7 898	-	-	-
Doubtful debt provision	(410)	-	-	-
Prepaid expenses	394	-	-	-
Tax losses	(18 422)	-	-	-
	(10 540)	-	-	-
Represented by:				
Deferred tax asset	10 739	-	-	-
Deferred tax liability	(199)	-	-	-
	10 540	-	-	-
5. SHARE CAPITAL				
<i>Authorised</i>				
500 000 000 (1999 - 300 000 000) Ordinary shares of 1 cent each	5 000	3 000	5 000	3 000
<i>Issued</i>				
175 537 195 (1999 - 57 994 888) Ordinary shares of 1 cent each	1 755	579	1 755	579
The unissued shares are under the control of the directors in terms of a resolution passed at the last Annual General Meeting. This authority remains in force until the next Annual General Meeting.				
6. SHARE PREMIUM				
At the beginning of the year	116 392	83 180	116 392	83 180
Payment for restraint of trade written off	(25 000)	-	(25 000)	-
Payment for acquisition of management contract written off	(22 000)	-	(22 000)	-
Promoter's fee written off	(5 000)	-	(5 000)	-
Arising on shares issued during the year	233 913	33 713	233 913	33 713
Share issue and listing expenses written off	(6 603)	(501)	(6 603)	(501)
Fair value adjustment to investment properties set off	(170 694)	-	(170 694)	-
	121 008	116 392	121 008	116 392
7. SHARES TO BE ISSUED				
13 480 110 (1999 - 1 727 850) Ordinary shares of 1 cent each at a premium of 199 cents (1998—199 cents)	26 960	3 483	26 960	3 483

These are shares to be mainly issued in terms of
acquisitions published in a circular to shareholders
dated 22 August 2000 at 200 cents per share

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
8. DEBENTURES				
5 419 680 (1999—5 657 276) variable rate secured convertible redeemable debentures of R2 each	10 839	11 314	10 839	11 314
Debentures with a maturity of less than one year disclosed under current liabilities	(2 963)	(2 403)	(2 963)	(2 403)
	7 876	8 911	7 876	8 911
Movements during the year				
Balance at 30 September 1999—5 657 277 debentures	11 314	16 388	11 314	16 388
Converted to shares—451 538 debentures	(903)	–	(903)	–
Repaid—800 000 debentures	(1 600)	(5 074)	(1 600)	(5 074)
New debentures issued—1 013 941 debentures	2 028	–	2 028	–
Balance at 30 September 2000—5 419 680 debentures	10 839	11 314	10 839	11 314

Interest on the debentures is payable simultaneously with the payment of dividends and is an amount equal to that paid as a dividend in respect of any shares issued, on the basis that should no dividend be declared to any shareholder then no interest will be payable to a debenture holder within that period.

The debentures are redeemable at par or convertible into ordinary shares at the option of the debenture holder.

A summary of the relevant due dates recorded on the debenture certificates is as follows:

Due date

1 October 2000	1 028	–	1 028	–
22 October 2000	344	444	344	444
31 January 2001	1 500	1 500	1 500	1 500
31 January 2002	1 000	–	1 000	–
22 October 2002	6 967	6 967	6 967	6 967
	10 839	8 911	10 839	8 911

The debenture trust deed is available for inspection by members or their duly authorised agents at the registered office of the company.

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
9. LONG TERM LIABILITIES				
Unsecured loans	2 207	-	-	-
Loans secured by mortgages over investment properties	476 860	173 645	-	-
Less current portion under current liabilities	(3 362)	-	-	-
	475 705	173 645	-	-
Loans secured by first mortgage bonds over investment properties with a book value of R646,951 million (1999 – R305,361 million)				
With the exception of an amount of R36,422 million, there is no material capital repayment in the next five years.				
The 36,422 million is repayable as follows:				
31 December 2001	17 221			
30 June 2002	19 201			
	36 422			
The loans bear interest as follows:				
Creditor for investment properties – 11%	36 422			
Participation bonds – between 13% and 14,5%	17 040			
Floating – prime less 1,5%	14 424			
Floating – prime less 1,25%	21 315			
Floating – prime	119 052			
Fixed – 14,4% to 01/02/2001	1 984			
Fixed – 16,9% to 30/04/2001	1 523			
Fixed – 14,49% to 28/06/2001	39 998			
Fixed – 18,95% to 08/01/2002	27 864			
Fixed – 13% to 28/03/2002	53 998			
Fixed – 16,23% to 27/02/2002	9 107			
Fixed – 17,96% to 27/02/2002	14 268			
Fixed – 17,5% to 11/09/2002	8 468			
Fixed – 18,95% to 04/01/2004	27 773			
Fixed – 18,90% to 30/02/2004	15 360			
Fixed – 17,0% to 07/05/2009	10 501			
Structured finance – fixed 18,75% to 31/01/2009	57 763			
	476 860			
10. OPERATING EXPENSES				
Operating expenses is arrived at after taking into account the following charges:				
Audit fees – current year	165	83	-	-
Management fees				
– secretarial and administration	150	640	-	-
– asset and property management	667	917	-	-
11. NET INTEREST PAID				
Interest received	1 711	158	-	-
Less interest paid	64 496	27 071	-	-
Long term liabilities	69 731	25 506	-	-
Bank overdraft	236	7 986	-	-
Capitalised interest	(5 471)	(6 421)	-	-
	62 785	26 913	-	-

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

	GROUP		COMPANY	
	2000 R000	1999 R000	2000 R000	1999 R000
12. DIRECTORS' EMOLUMENTS				
Paid in cash	2 110	371	-	-
- For services as directors	82	41	-	-
- For managerial services	450	-	-	-
- Commission on property acquisition	1 000	330	-	-
- For professional services	578	-	-	-
Specific issue of shares for cash	25 163	-	-	-
- Commission on property acquisition (67 850 Ordinary shares at R 2,40)	163	-	-	-
- Restraint of trade agreement (12 500 000 Ordinary shares of R2,00)	25 000	-	-	-
	27 273	371	-	-
13. TAXATION				
SA Normal Taxation				
- current year	115	3	-	-
Deferred Taxation				
- current year	(694)	-	-	-
	(579)	3	-	-
Reconciliation between applicable tax rate- and average effective tax rate	%	%		
Applicable tax rate	30,0	30		
Capitalised interest	(47,5)	(30)		
Disallowable charges	0,05	-		
Average effective tax rate	(17)	-		
14. EARNINGS/(LOSS) PER SHARE				
The calculation of earnings per Ordinary share is based on a headline profit for the year of R4 099 000 (1999 – R1 418 000) and a weighted average of 117 775 000 (1999 – 52 314 860) Ordinary shares in issue during the year.				
Headline earnings have been reconciled as follows:				
Net profit/(loss) after taxation	4 099	(1 418)	-	-
Capital loss on disposal of building	-	1 564	-	-
	4 099	146	-	-

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

15. RETIREMENT BENEFIT INFORMATION

The group has made provision for a provident scheme covering substantially all employees. The scheme is a defined contribution and all funds are treated on an investment basis. Contributions are fully expensed during the year in which they funded.

16. CHANGE IN ACCOUNTING POLICY

The accounting policy note 1.2 represents a change from the accounting policy followed in previous years. In those years investment properties were carried at cost and not depreciated.

The difference between the carrying amount and the fair value at 30 September 2000 has been, set-off the share premium account in anticipation of the necessary authority being obtained from shareholders to write this difference off the share premium.

17. CONTINGENCIES

Refer directors' report page 15.

18. RELATED PARTY TRANSACTIONS

Transactions with directors of the company and controlled entities and their director related entities.

18.1 SAB site – additional investment property

An additional investment property adjacent to the SAB site was acquired by the company and detailed in the circular issued in December 2000. G C Wilks was a director of Bonatla Property Holdings Limited and of the vendor company Stand 509 (Pty) Ltd at the time that the acquisition was made. Mr Wilks received 2 181 000 Ordinary shares of R2 each in Bonatla in settlement of this acquisition.

18.2 Makeover Investments (Pty) Ltd – acquisition of Profurn House

N G Vontas, director of Bonatla Property Holdings Limited and of Makeover Investments (Pty) Ltd held 50% of the share capital at the date that Bonatla acquired Makeover. Mr Vontas received 2 912 500 Ordinary shares of R2 each in Bonatla in settlement of this acquisition.

18.3 VLC Commercial & Industrial Properties (Pty) Ltd – acquisition of Menlyn Square and Pretoria Gateway

N G Vontas, director of Bonatla Property Holdings Limited and of VLC Commercial & Industrial Investments (Pty) Ltd held 72,5% of the share capital at the date that Bonatla acquired VLC Commercial & Industrial. Mr Vontas received 6 126 173 Ordinary shares of R2 each in Bonatla in settlement of this acquisition.

18.4 Management Contract – acquisition of the entire management of Bonatla from VLC Properties (Pty) Ltd

The entire issue share capital of VLC Properties (Pty) Ltd is held by N G Vontas who is also a director of Bonatla Property Holdings Limited. Mr Vontas received 11 000 000 million Ordinary shares of R2 each in Bonatla. Additional information on this transaction is noted in the directors report.

18.5 M J Dyke Consulting CC

During the year, director M J Dyke acted as corporate advisor on behalf of the company for the circular issued in August 2000. He received fees of R128 750 during the year.

18.6 MDC Multi-disciplinary Consultants

Director J Styger was involved in the construction of the development carried out at the Welkom Game Centre during the year. He received a consultancy fee of R366 515.

18.7 Mongmotse Capital (Pty) Ltd

N G Vontas, director of Bonatla Property Holdings Ltd was a shareholder and a director of Mongmotse Capital (Pty) Ltd was paid R700 000 in cash and 350 000 ordinary shares of R2 each in Bonatla in settlement for advisory fees relating to the circular issued on 15 December 1999.

Notes to the Financial Statements

for the year ended 30 September 2000

(continued)

19. FINANCIAL INSTRUMENTS

Interest rate risk

Interest rate terms are set out in note 9. No hedging instruments are linked to any financial debt.

Credit risk

The company maintains cash, cash equivalents and short term investments with various financial institutions. The company's policy is designed to limit exposure with any one financial institution and a high credit standing if necessary for the financial institutions with which the transactions are executed.

Credit risk with respect to trade accounts receivable is dispersed due to the large number of tenants and the diversity of the properties in which the group invests. The company performs credit evaluations of its tenants.

20. CASH FLOW STATEMENT

The following convention applies to figures other than adjustments: Outflows of cash are represented by figures in brackets. Inflows are represented by figures without brackets.



Cambridge Park, Witkoppen Road, Paulshof

Details of Subsidiary Companies

at 30 September 2000

Name of company	Issued share capital 2000/1999 R	% held	Shares at cost R'000	Loans to		Investment properties owned by subsidiaries Name of Building
				2000 R'000	1999 R'000	
Subsidiary of Bonatla Property Holdings Ltd						
Bonatla Properties (Pty) Ltd	4	100	1 000	159 537	130 743	See pages 30 to 32
Subsidiaries of Bonatla Properties (Pty) Ltd						
Dalefern Properties (Pty) Ltd	1 000	100				Dalefern
EG Chapman Syndication						
Hatfield No 2 (Pty) Ltd	1 235 000	100				Sanlam Gables
Hail Investments (Pty) Ltd	100	100				Evapco
M&P Boating (Pty) Ltd	120	100				Electro-components
New Adventure Investments 72 (Pty) Ltd	100	100				VLC House
Samrand 869 Investments (Pty) Ltd	100	100				Grinaker Electronics
Stand 206 Vanderbijlpark (Pty) Ltd	1 450 100	100				Vanderbijl Centre
Stand 508 Isando (Pty) Ltd	100	100				SAB
Codify Investments (Pty) Ltd	100	100				Imation
Cambridge Park Mall (Pty) Ltd	100	100				Cambridge Park Mall
Stand 972 Cambridge Park (Pty) Ltd	100	100				Xpanda
Stand 11 Corporate Park (Pty) Ltd	100	100				Baracuda
Rara Avis Properties (Pty) Ltd	100	100				Protrans
VLC Commercial & Industrial Properties (Pty) Ltd						
	2 000	100				Menlyn Square Pretoria Gateway
Makeover Investments (Pty) Ltd		100				Profurn House
Avoca Industrial Park (Pty) Ltd	100	100				Avoca Industrial Park
Morgan Creek Properties (Pty) Ltd	198	100				Morgan Creek
909 Umgeni Road (Pty) Ltd	1	100				909 Umgeni Road
Enaplan Developers (Pty) Ltd						
	100	100				Klerksdorp Game Centre
Subsidiaries of Enaplan Developers (Pty) Ltd						
Sunrise Estate Development (Randburg) (Pty) Ltd	100	100				Fourways Game Centre
Bogare Properties (Pty) Ltd	100	100				Mafikeng Game Centre
Welkom Square Properties (Pty) Ltd	100	100				Welkom Game Centre

Particulars of the Property Portfolio

at 30 September 2000

No.	Property number and street address	Description of improvement	Date acquired	Valuation R000	Gearing R000	Income contribution before gearing R000	Amount of letting space Sq m	Number of tenants	Vacancy %	Owned by
1.	Spoonet House 121 Eloff House Braamfontein Johannesburg	Modern eight storey building with three levels of basement parking.	Oct 97	10 500	8 074	1 810	4 764	1	0	Bonatla Properties (Pty) Ltd
2.	Gothic House 67 Seventh Str Linden	Two storey modern office block with parking. It is situated in a suburban node close to amenities.	Oct 97	400	2 284	168	1 400	4	44	Bonatla Properties (Pty) Ltd
3.	Sanrio Fruit Cnr Fortune & Merino Streets, City Deep, Johannesburg	Two warehouse buildings which are located approx. one kilometre of each other at City Deep. They both have cold storage facilities.	Oct 97	8 300	8 927	1 408	6 200	1	0	Bonatla Properties (Pty) Ltd
4.	Delta City 4 Salisbury Street Johannesburg	A multi level industrial building, designed and let to the motor industry providing ample parking, parts warehouse, panel beating shop	Oct 97	4 000	3 000	884	14 992	3	2	Bonatla Properties (Pty) Ltd
5.	Dan Perkins 20 John Street Selby Johannesburg	Multi tenanted industrial building which is let to motor industry.	Oct 97	5 250	4 100	807	6 300	3	0	Bonatla Properties (Pty) Ltd
6.	Silliconics Cnr Precision & Staal Street Kya Sands Randburg	A small modern double storey office building with an adjoining single storey warehouse.	Oct 97	2 250	1 522	373	1 452	1	0	Bonatla (Properties) (Pty) Ltd
7.	Electrocomponents Indianapolis Crescent Kyalami Park	Modern warehouse/ industrial building with adjoining offices situated in a secure park environment.	Oct 97	6 350	4 570	907	3 854	3	0	M&P Boating (Pty) Ltd
8.	Inspectorate House Data Street Ormonde Johannesburg	A two storey face brick building with office and laboratory facilities	Oct 97	6 400	3 634	826	2 704	1	0	Bonatla Properties (Pty) Ltd
9.	Deloitte Brooklyn 7 Fehrsen Street Cnr Waterkloof Rd Pretoria	Modern prestigious two storey office building with basement parking situated in the upmarket node of Brooklyn.	Oct 97	20 100	13 343	2 295	4 000	2	0	Bonatla Properties (Pty) Ltd
10.	Grinaker Electronics 35 Waterloo Road Samrand Midrand	Modern two storey office building with an adjoining warehouse/ workshop situated in Samrand Industrial Park	Oct 97	7 300	5 141	1 204	2 970	1	0	Samrand 869 (Pty) Ltd
11.	VLC House 326 Rivonia Boulevard Rivonia	Two storey modern office building situated in Rivonia with basement parking	Oct 97	3 350	3 047	362	1 202	7	12,82	New Adventures 72 (Pty) Ltd

Particulars of the Property Portfolio

at 30 September 2000

(continued)

No.	Property number and street address	Description of improvement	Date acquired	Valuation R000	Gearing R000	Income contribution before gearing R000	Amount of letting space Sq m	Number of tenants	Vacancy %	Owned by
12.	Associated Transport Holdings Lepus Road Crown Extension 8 Johannesburg	Modern warehouse property with ancillary offices situated in Crown with easy access to main arterial routes.	Oct 97	3 100	2 225	538	2 343	1	0	Bonatla Properties (Pty) Ltd
13.	Kensington B Cnr Hendrik Verwoerd Drive & Frere Road Randburg	Modern commercial property with offices showroom space and with covered and open parking bays.	Oct 97	4 500	6 019	517	3 300	3	18,79	Bonatla Properties (Pty) Ltd
14.	Dalefern 284 Oak Avenue Ferndale, Randburg	Modern polished granite & glass three floor "A" grade office building with basement parking.	Oct 97	10 000	9 940	1 136	3 744	4	7,58	Dalefern Properties (Pty) Ltd
15.	Standard Bank Louis Botha Avenue Cnr Louis Botha & Forest Rd, Bramley	Modern two storey office building with main frontage in Louis Botha Avenue.	Oct 97	4 650	5 318	743	2 977	3	17,97	Bonatla Properties (Pty) Ltd
16.	Edenvale 98 72 Voortrekker Avenue Cnr Hendrik Potgieter Street Edenvale	Three storey office building situated in central Edenvale.	Oct 97	2 150	3 239	204	1 976	3	14,72	Bonatla Properties (Pty) Ltd
17.	Evapco Cnr Quality & Barlow Roads Isando	Modern eight metre warehouse and office building.	Oct 97	8 500	4 439	1 217	5 294	1	0	Hail Investments (Pty) Ltd
18.	SAB Complex Cnr Monteer & Foundry Roads Isando	Multi-tenanted refurbished warehouse complex offering large premises for industrial users.	Oct 97/ Nov 99	12 000	16 265	4 036	29 771	9	9,06	Stand 508 Isando (Pty) Ltd
19.	Sanlam Gables 1209 Schoeman Str Hatfield Pretoria	Upmarket three storey office building with basement parking in the decentralised node of Hatfield.	Oct 97	14 650	7 904	1 691	2 868	4	0	EG Chapman Syndication Hatfield No 2 (Pty) Ltd
20.	Vanderbijl Centre Frikkie Meyer Boulevard Vanderbijlpark	A prominent corner retail property close to the town's CBD let to restaurants and the motor industry.	Oct 97	5 300	3 327	720	2 449	7	0	Stand 206 Vanderbijlpark (Pty) Ltd
21.	Oracle House Oracle Close Off Smuts Drive Halfway Gardens Midrand	Corporate two storey office building overlooking the N1 Freeway with good parking facilities and a provision for a third floor of offices.	Oct 97	23 348	17 221	-	n/a	1	0	Bonatla Properties (Pty) Ltd
22.	Bradenham Hall Mellis Avenue Rivonia	Two identical modern three storey office buildings with basement parking set in a secure office park.	Oct 97	24 719	19 201	-	n/a	11	0	Bonatla Properties (Pty) Ltd

Particulars of the Property Portfolio

at 30 September 2000

(continued)

No.	Property number and street address	Description of improvement	Date acquired	Valuation R000	Gearing R000	Income contribution before gearing R000	Amount of letting space Sq m	Number of tenants	Vacancy %	Owned by
23.	Lone Creek Waterfall Park Vorna Valley Ext 21 Midrand	Four individual "A" grade facebrick office buildings along the N1 Freeway in a secure office park	Feb 99	25 500	15 360	3 487	5 486	20	0	Bonatla Properties (Pty) Ltd
24.	Podium Building Cnr Atterbury & Ingersol Roads Menlyn	Facebrick office park overlooking Menlyn Regional Shopping Centre	Jun 99	12 750	9 107	1 790	4 646	15	5,38	Bonatla Properties (Pty) Ltd
25.	One Highveld Cnr Bellingham & John Vorster Roads Centurion	Modern office and warehouse complex	Jun 99	12 300	7 338	1 865	5 513	8	3,63	Bonatla Properties (Pty) Ltd
26.	Rooihuiskraal 143 Sarel Baard Crescent Rooihuiskraal	Two modern office and warehouse units	Sep 98	1 900	1 984	331	2 471	2	0	Bonatla Properties (Pty)Ltd
27.	QD House 91-94 Silverstone Crescent Kyalami Business Park, Kyalami	Double storey office complex with a single storey hi-tech industrial/warehouse facility	Nov 99	8 700	4 952	609	3 338	1	0	Bonatla Properties (Pty) Ltd
28.	Flexitainer 59 Lechwe Street Corporate Park Midrand	Modern warehouse/ light industrial premises with separate two storey office block	Feb 00	3 150	2 021	195	1 841	1	0	Bonatla Properties (Pty)Ltd
29.	Motorola 410 Janedel Ave Halfway Gardens Ext 4, Midrand	Modern double storey office building facing the N1 freeway	Feb 00	3 900	2 025	193	719	1	0	Bonatla Properties (Pty)Ltd
30.	Admiral 151 Lechwe Street Corporate Park Midrand	Modern warehouse/ light industrial premises with ancillary offices facing the N1 freeway	Feb 00	12 200	6 063	642	5 308	3	0	Bonatla Properties (Pty)Ltd
31.	Imation 52 Electron Avenue Isando Ext 1 Kempton Park	Modern three storey facebrick office block plus hi-tech/ pharma space and conventional warehousing	Feb 00	8 770	7 590	1 544	8 918	1	0	Codify Investments (Pty) Ltd
32.	Cambridge Park Witkoppen Road Paulshof	Modern light industrial buildings facing the N1 freeway	Feb 00	41 300	24 345	4 631	12 251	6	0	Stand 972 Cambridge Park (Pty) Ltd
33.	Xpanda 918 Morkels Close Halfway House Midrand	One large commercial/light industrial building with a large component of offices which has been split into two (adjoining) sections	Feb 00	5 600	3 441	688	2 453	2	0	Cambridge Park Mall (Pty)Ltd

Particulars of the Property Portfolio

at 30 September 2000

(continued)

No.	Property number and street address	Description of improvement	Date acquired	Cost R000	Gearing R000	Income contribution before gearing R000	Amount of letting space Sq m	Number of tenants	Vacancy %	Owned by
34.	Baracuda Lechwe Street Corporate Park Midrand	Modern warehouse/light industrial premises with ancillary offices facing the N1 freeway	Feb 00	11 250	10 624	1 730	6 696	2	23,87	Stand 11 Corporate Park (Pty) Ltd
35.	Protrans 8 Jansen Street Jet Park Ext 14 Boksburg	Large modern warehouse with double storey office components	Oct 99	28 700	20 241	4 075	22 774	1	0	Rara Avis Property Investments (Pty) Ltd
36.	Cresta Corner Cnr DF Malan Drive and Pendorring Street, Cresta	Modern multi-use office, retail, motor and gymnasium complex at major intersection in Northcliff area	Nov 99	30 500	22 086	4 147	7 623	17	9,35	Bonatla Properties (Pty) Ltd
37.	Profurn House 66 De Korte Street Braamfontein	Fifteen-storey office building which was renovated in 1997	Dec 99	12 000	8 181	1 282	7 238	7	0	Makeover Investments (Pty) Ltd
38.	Menlyn Square 116 Louis Avenue Menlyn, Pretoria	Four two-storey office buildings built around a parking courtyard and let primarily to the banking sector	Dec 99	43 700	33 306	5 561	9 939	17	0	VLC Commercial & Industrial (Pty)Ltd
39.	Pretoria Gateway Cnr Schoeman and Pretorius Streets Hatfield, Pretoria	Convenience retail centre located at the junction of major arterial routes in the eastern suburbs of Pretoria	Dec 99	8 400	6 167	943	1 749	8	0	VLC Commercial & Industrial (Pty) Ltd
40.	Fourways Game Centre, Short Street, Fourways Sandton	Retail centre anchored by Game adjacent to Fourways Mall	Nov 99	39 300	31 023	2 817	8 010	16	0	Sunrise Estate Development (Pty)Ltd
41.	Mafikeng Game Centre, Cnr Nelson Mandela Drive and Victoria Streets Mafikeng	Retail shopping centre anchored by Game situated on the main arterial road in Mafikeng	Nov 99	17 200	8 423	1 428	5 218	9	2,95	Bogare Properties (Pty)Ltd
42.	Klerksdorp Game Centre, Margaretha Prinsloo Street Klerksdorp	Retail centre anchored by Game in a growth location in Klerksdorp	Nov 99	28 200	16 521	2 113	10 434	20	0	Enaplan Developers (Pty) Ltd
43.	Welkom Game Centre, Cnr Long and Toronto Streets Welkom	Retail centre anchored by Game with numerous line shops, a gymnasium, petrol station and a fruit & veg hyper.	Nov 99	47 700	32 820	3 341	16 643	34	0	Welkom Square Properties (Pty)Ltd

Particulars of the Property Portfolio

at 30 September 2000

(continued)

No.	Property number and street address	Description of improvement	Date acquired	Cost R000	Gearing R000	Income contribution before gearing R000	Amount of letting space Sq m	Number of tenants	Vacancy %	Owned by
44.	Avoca Industrial Park, 4 Old Main Road, Hillcrest	Centre leased to the motor trade	Mar 00	3 600	3 679	390	1 820	4	19,51	Avoca Industrial Park (Pty) Ltd
45.	Fosa Park 570 Inanda Road Durban	Modern warehouse and double storey offices with long term lease	Mar 00	5 300	6 001	550	4 200	1	0	Bonatla Properties (Pty) Ltd
46.	Greenfields Business Centre 1455 North Coast Road Durban North	Double level building complex consisting of 22 commercial and light industrial units	Mar 00	8 500	15 003	952	9 399	18	23,92	Bonatla Properties (Pty) Ltd
47.	Lot 202, The Wolds Umgeni Business Park	Two factory/ warehouses and office buildings	Mar 00	4 550	3 698	367	2 540	5	0	Bonatla Properties (Pty) Ltd
48.	Manchester Park Section 5 Manchester Park Manchester Road Pinetown	Warehouse building complex	Mar 00	2 700	4 403	363	5 054	3	0	Bonatla Properties (Pty)Ltd
49.	Morgan Creek 38 Mahogany Road, Pinetown	Modern distribution warehouse with double storey offices on long lease	Mar 00	9 400	6 822	623	4 644	1	0	Morgan Creek Properties Ten (Pty)
50.	Rinaldo Park Red Hill Industrial Park, Durban North	Modern warehouse building in industrial complex	Mar 00	2 000	1 900	170	1 650	1	0	Bonatla Properties (Pty) Ltd
51.	909 Umgeni Road	Modern warehouse/ industrial buildings with double storey offices	Mar 00	15 000	8 995	638	7 907	6	0	909 Umgeni Road (Pty)Ltd
	Sundry other assets			5 764						
				646 951	476 859	69 311	291 042	304	4,30	

Notes

1. In regard to property references 21 and 22 Bonatla does not have the right to the use and enjoyment of such properties for five years, which rights vest in the vendors in respect of unexpired leases.
 - 1.1 The balance of the purchase consideration of R20 500 000, inclusive of finance charges of R11 149 721, is payable on 31 December 2001 in respect of property reference 21.
 - 1.2 The balance of the purchase consideration of R19 200 000, inclusive of finance charges of R10 442 666, is payable on 30 June 2002 in respect of property reference 22.

Form of Proxy

No. of shares certificate numbers

I/We

of

being a shareholder of Bonatla Properties Holdings Limited

hereby appoint

or failing him/her

of

or failing him/her, the Chairman of the meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the company to be held

at and every adjournment thereof, as follows.

Please indicate with an 'X' in the appropriate spaces how you wish your votes to be cast. Unless this is done, the proxy will vote as he sees fit:

Ordinary resolutions	As he/she sees fit	In Favour	Against	Abstain
Resolution 1				
Resolution 2				
Resolution 3				
Resolution 4				
Resolution 5				
Special resolutions				
Resolution 1				
Resolution 2				
Resolution 3				
Resolution 4				
Resolution 5				

Signed this Day of

Signature of member

Form of Proxy

(continued)

A 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. A proxy need not be a member of the company.

1. A signatory of the proxy form may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space provided, with or without deleting "the chairman of the meeting", but any deletion must be initialed by the signatory. Any insertion or deletion not complying with the foregoing will be determined not to have validity effected. The member present at the meeting whose name appears first shall be validly appointed proxy of the other member thereat.
2. A proxy may vote on a show of hands and on a poll. The instructions to the proxy may be indicated by the insertion of the relevant number of votes exercisable by the member in the appropriate box provided. On a poll, a member or his proxy is not obliged to use all the votes exercisable by the member or his proxy or to cast in the same way all those votes exercised by the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the member. Failure to comply with either of the above instructions will be deemed to authorise the proxy to vote and/or abstain from voting at concerned with and/or without modification as he deems fit in respect of all the shares held by that member.
3. No proxy form will be treated as valid unless such proxy form together with the power of attorney or other authority certified copy of that power of attorney or other authority, has been deposited at the registered office of the company not less than forty-eight hours before the time appointed for the holding of the annual general meeting.
4. Any alteration or correction made to this form (including the deletion of alternatives) other than those indicating singular or plural must be initialed by the signatory.
5. The completion and lodging of this form of proxy will not preclude the member from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should he/she wish to do so.
6. A minor must be assisted by his/her natural or legal guardian.
7. Documentary evidence establishing the authority of a person signing this form of proxy in representative capacity must be attached to this form unless previously recorded by the company.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND DEBENTURE HOLDERS (MEMBERS) OF BONATLA PROPERTY HOLDINGS WILL BE HELD IN THE BOARDROOM, 72 VOORTREKKER STREET, EDENVALE, ON TUESDAY, 20 MARCH 2001 AT 10H00

BY ORDINARY RESOLUTION

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

1. To receive and note the financial statements for the year ended 30 September 2000, together with the reports of directors and auditors.
2. To agree to re-appoint directors by means of a single resolution.
3. To re-elect directors Messrs N G Vontas, P J Otten, M J Dyke and Dr B P Botha who retire but being eligible, offer themselves for re-election.
4. To re-appoint Messrs Grant Thornton Kessel Feinstein as auditors.
5. To agree that subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of the Johannesburg Stock Exchange, the directors are hereby authorised to allot and issue in their discretion all the authorised but unissued share capital for such purposes as they may deem fit.
6. To approve the write-down of R170 694 129 against the share premium arising as a result of a revaluation of the property portfolio.

Members unable to attend the meeting may:

- a) if the member is a company or body corporate, by resolution of its directors or other governing body, authorise any person to act as its representative.

The representative will be counted in the quorum and will be entitled to vote on a show of hands or on a poll; OR

- b) a 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. A proxy need not be a member of the company,

In order to be valid completed proxy forms must be lodged at the office of

The Transfer Secretaries, Mercantile Registrars Limited, 11 Diagonal Street, Johannesburg not less than 48 hours before this meeting.

By order of the board

CORPORATE GOVERNANCE cc

Chartered Secretaries

Company Secretary to Bonatla Property Holdings Limited

Randburg

12 February 2001

Shareholder's Diary

30 September 2000	Financial year end
22 December 2000	Publish annual results
28 February 2001	Send out Annual Report
20 March 2001	Annual General Meeting
31 March 2001	Six months period end