South Ocean HOLDINGS

Integrated Annual Report 2023

Contents

About this report

South Ocean Holdings Limited ("South Ocean Holdings" or "SOH" or "the Group" or "the Company") is pleased to present its Integrated Annual Report for the year ended 31 December 2023.

Key data

South Ocean Holdings Limited (Registration number 2007/002381/06)
Incorporated in the Republic of South Africa
Listed on the Johannesburg Stock Exchange
Share code: SOH
Listing Date: 2007
Sector: Electronic and Electrical Equipment
ISIN: ZAE000092748

Scope and boundary

This report provides a comprehensive overview of the activities and performance of South Ocean Holdings for the 12 months from 1 January 2023 to 31 December 2023.

It includes an overview of the environment in which the Group operates, details of our business model and strategy, a broad-based operational report, and comprehensive reports on both financial and non-financial matters. These are intended to inform stakeholders of all issues material and relevant to the Group in order to enable them to make an informed assessment of its performance during the reporting period. They are also intended to give an informed view of our future prospects.

South Ocean Holdings is an investment holding company listed on the Johannesburg Stock Exchange and domiciled in South Africa. It comprises the following operating subsidiaries:

- South Ocean Electric Wire Company Proprietary Limited ("South Ocean Electric Wire Company" or "SOEW"), a manufacturer of low-voltage electrical wire and cable;
- Icembu Cables Proprietary Limited ("Icembu Cables"), a manufacturer of low-voltage electrical wire and cable;
- Icembu Services Proprietary Limited ("Icembu Services"), a manufacturer of conduit and compounding material;
- SOH Calibre International Limited ("SOH Calibre"), a foreign procurement company; and
- Anchor Park Investments 48 Proprietary Limited ("Anchor Park Investments" or "Anchor Park"), a property investment company.

The Group also holds investments in the following associate companies, all of which are outlets for the sale of electrical wire, cable and related accessories:

- Niehoff Electrical Warehouse Proprietary Limited;
- Global Cables PE Proprietary Limited;
- Global Cables PTA Proprietary Limited;
- Global Cables DBN Proprietary Limited;
- Global Cables NLP Proprietary Limited;
- Global Cables CPT Proprietary Limited;
- The Electrical Owl Proprietary Limited;
- The Electrical Owl KZN Proprietary Limited;
- Lomami SARI;
- Power Cable Trading Proprietary Limited; and
- Mwanga Afrika Cables Proprietary Limited.

In addition, SOH is the holding company of Icembu Holdings Proprietary Limited and South Ocean Electric Wire Company Namibia Proprietary Limited, both of which are dormant.

All references to the Group denote the holding company and its subsidiaries, both during the reporting period and during the current financial year, which will end on 31 December 2024. These businesses operate mainly in South Africa, but also have a limited footprint in the rest of Africa.

Corporate information

The Chief Executive Officer (CEO) of South Ocean Holdings is Mr Andre Smith and our Independent Non-Executive Chairperson is Mr Henry Pon.

Mr Smith may be contacted at:
South Ocean Holdings Limited
16 Botha Street
Alrode
1451
+27(0) 11 864 1606
andres@soew.co.za

We welcome feedback on this report and any suggestions for future reports. All comments and suggestions should please be addressed to Mr Smith.

The Six Capitals

South Ocean Holdings uses the Six Capitals of Sustainable Development model developed by the International Integrated Reporting Council (IIRC) to accurately evaluate and report on both our financial and non-financial performance.

By accepting that capital is more than a statement of assets on a balance sheet, we are able to harness the value of our people, knowledge, processes and relationships. This multi-capital framework connects our strategy, values, business model and metrics to broader socio-economic development goals. Details of capital inputs and outputs in these six key areas are provided in the body of this report.

Reporting framework

This report has been prepared in accordance with:

- IFRS® Accounting Standards.
- The Companies Act (No 71 of 2009) of South Africa;
- JSE Listings Requirements;
- The King IV Report on Corporate Governance™ for South Africa (King IV™); and
- The International Integrated Reporting Council's Integrated Reporting (IR) Framework.

Assurance

The non-financial content of this report was prepared by management and approved by the South Ocean Holdings Board of Directors with the assistance of its relevant Committees. External assurance of non-financial matters was limited to the Broad-Based Black Economic Empowerment (B-BBEE) scorecard, which was verified by an accredited ratings agency, Dextra BEE and Consulting (Pty) Ltd.

The consolidated Annual Financial Statements, presented separately, were prepared internally by Mr Werner Basson, the Chief Financial Officer (CFO) and audited by PricewaterhouseCoopers Inc., which expressed an unmodified opinion for the year ended 31 December 2023. The Annual Financial Statements were approved for issue by the directors on 18 March 2024.

Shareholders who would like to view the signed and audited Annual Financial Statements may arrange to do so at the Group's registered office.

Forward-looking statements

This report contains forward-looking statements that encompass both known and unknown risks and uncertainties. Should one or more of these risks materialise, or should any underlying assumptions prove incorrect, actual results may differ from those anticipated. Forward-looking statements apply only as of the date on which they are made and South Ocean Holdings does not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

Statement of responsibility

The Board of Directors and the Audit and Risk Management Committee acknowledge their responsibility to ensure the integrity of the information presented in this report as well as to ensure that it fairly presents the state of the Group at the end of the reporting period. The Annual Financial Statements included in the report have, as specified, been audited by external auditors.

Henry KH Pon CA(SA)
Chairperson

Andre Smith
Chief Executive Officer

Natasha Lalla CA(SA)
Audit and Risk Management Committee Chairperson

Group at a glance

Overview

South Ocean Holdings is a South African manufacturer and distributor of low-voltage electric wire, cable, and related products. We are a preferred supplier in the local market, servicing the building and construction industries, the mining industry and the country's parastatals. We also export into countries in the Southern African Development Community (SADC) and Africa.

As mentioned in the opening section, the Group has a number of subsidiaries, the largest of which is South Ocean Electric Wire Company, a manufacturer of low-voltage electrical wire and cable.

Our investment case

At South Ocean Holdings, we have a solid investment case to offer our shareholders. We are a leading player in the market segment in which we operate and have a Level 1 B-BBEE rating. We also have a stable, credible and highly experienced Board as well as knowledgeable, experienced and committed management teams.

In the local market, we have a large and stable customer base in the building and construction industries and are steadily growing our presence in the mining industry and parastatal sector. From a growth perspective, we are actively opening up sales and distribution channels into countries in the SADC region and beyond.

Further, in an industry that has been deeply affected by supply chain issues in recent years, we have robust strategies in place to manage our exposure to both local and international supply chain issues.

From an operational perspective, we are continuously investing in manufacturing capacity, process engineering and total quality management. We are also committed to research into and development of products used in electric vehicles and renewable energy for use in emerging markets.

Finally, our governance record speaks for itself. We are committed to being a good corporate citizen based on maintaining fully compliant corporate governance functions and structures that are independently audited. We also have strong and enduring relationships with the financial institutions we use, which contributes significantly to the financial stability we have been able to maintain in the face of the challenges we and so many other South African businesses have had to face over the past five years.

VISION

Our vision is to be the lowest cost and largest producer of low voltage power cable in Southern Africa. This includes being recognized as the employer of choice in the industry as well as a designer, developer and manufacturer of special cables for emerging markets like renewable energy and electric vehicles. Our vision is to be a level 1 B-BBEE company with a footprint in every SADC country on the African Continent.

MISSION

At South Ocean Holdings, we aim to:

- **maximise the profitability of our subsidiaries through strategic management in order to deliver excellent returns for shareholders;**
- **respond to changing market dynamics, secure cost efficiencies and focus on growing the business in both established and new markets;**
- **manufacture, import and supply consistently high-quality products;**
- **provide excellent customer service; and**
- **create an environment that develops our employees and enables them to attain their true potential.**

Values

Our values, which have remained constant for many years, are an expression of our business strategy and sustainability objectives. Every component of our ecosystem, including customers, employees and shareholders, is vital to our sustainability, growth and success. Everything we do is therefore based on a foundation of integrity and ethics, as well as a commitment to being a good corporate citizen.

Our values are:

- **Accountability:** We take ownership of outputs and deliverables.
- **Trust:** We keep our promises and complete tasks and deliverables as agreed.
- **Commitment:** We commit to departmental goals and objectives, are reliable team members and help teammates to meet our shared goals.
- **Teamwork:** Each of us makes a significant contribution to performance.
- **Communication**: We maintain consistent, regular and meaningful communication within and between departments.
- **Customer centricity:** We aim to exceed customer expectations and to foster a positive experience at all stages of the customer journey.

Our values are expressed through:

Service excellence

- Customers are the cornerstone of our business and are essential to sustainable success.
- Our business is rooted in long-term, mutually respectful relationships with our customers.
- We are dedicated to satisfying customer needs and have the appropriate people and systems in place to achieve this.

Employee satisfaction

- We support and show concern for our employees.
- We actively involve employees in managing their work processes and career growth.
- We aim to develop and advance our employees so that each employee can realise their full potential.
- We value, encourage and actively strive to create diversity.
- We promote honesty and open debate.
- We promote awareness of fraudulent practices and dishonest conduct so that employees can be an integral part of living our values of honesty and integrity.
- We facilitate, encourage and monitor both individual performance and co-operation within teams.

Empowerment

- We aim to empower our employees with appropriate skills and knowledge.
- We provide equal opportunities for them to grow in a supportive environment.
- We provide support and mentorship for our employees through the Human Resources department.
- We ensure that employees are aware of their rights in terms of the Basic Conditions of Employment Act (No. 75 of 1997).
- All employees are free to join a union of their choice or to choose not to.

Integrity and ethics

- We comply with all appropriate legal and regulatory frameworks and guidelines.
- We subscribe to and actively create and support a culture of good corporate governance.
- We act ethically, with honesty and integrity.

Corporate responsibility

- We actively and consistently contribute to the improvement of the communities in the areas in which we operate.
- We subscribe to business practices that are fair and just and which minimise the business's impact on the environment.

Strategy

Strategy for value creation

At South Ocean Holdings, we are strategically focused but tactically agile. This allows us to remain financially stable and to be a resilient investor, product designer, developer, manufacturer and distributor.

We consistently aim to be a successful and sustainable Group that produces quality products to the highest standards and provides excellent customer care. We also aim to deliver reliable returns for our shareholders, be an employer of choice in the segment in which we operate, make a positive contribution to the communities in which we operate, be a good corporate citizen, and fulfil our responsibilities as a custodian of the natural environment.

At the end of 2022, we undertook a major strategy review and a new three-year strategy called 'Good to Great: 2025' which came into effect at the start of 2023. This focuses specifically on our operational requirements for the three-year period to 31 December 2025 and we review progress against our objectives on a quarterly basis.

In our review at the end of 2023, we identified areas that require attention and updated our short-, medium- and long-term goals to address these. Further details are available in our operational report.

The strategy is based on three conceptual pillars that reflect our commitment to sustainability, good corporate governance, responsible risk management, manufacturing excellence, and the care and advancement of employees.

Strategic pillars

Our three strategic pillars are designed to:

1

Secure sustainable returns for stakeholders

We focus on innovation, quality and efficiency in order to secure sustainable returns in the short-, medium- and long-term and to deliver benefits to all of our stakeholders.

2

Secure our position as a respected and influential player in the cable manufacturing and related accessories market

We consistently aim to maintain a leadership position in the market sectors and segments we serve. We do this through organic growth and, where appropriate, through buy-ins, mergers or acquisitions.

3

Develop a globally competitive business

We consistently assess and streamline our business in order to ensure that we remain competitive within the markets and segments we serve. We also strive to identify, enter into and develop within viable new geographies.

Strategic goals

In the short- to medium-term, our strategy is focused on enhancing organisational flexibility, improving performance management, expanding our footprint in South Africa, developing distribution channels into new territories, and rebranding South Ocean Electric Wire (SOEW).

We also consistently focus on:

- securing our supply chains;
- organisational agility and flexibility;
- expanding our footprint in South Africa;
- developing distribution channels into new territories;
- improving production efficiencies;
- managing costs effectively;
- rebranding SOEW;
- developing our staff; and
- securing greater independence from the national grid.

In the medium- to long-term, we will be focusing on:

- consistent brand and reputation management;
- organic growth;
- growth by merger and acquisition if and as appropriate;
- securing a strong presence in the countries of the South African Development Community (SADC);
- securing a diverse mix of both local and international supply chains;
- innovation; and
- skills development and staff enrichment.

Critical risks

Our risk profile remains stable from year to year, with critical challenges being:

- maintaining a positive cash flow;
- maintaining and improving efficiency and profitability;
- managing disruptions to the supply chain, both locally and internationally;
- managing the impact of an unstable power supply;
- managing disruptions to operations;
- managing labour relations to the benefit of both the business and our employees; and
- managing the impact of the poor economic climate, volatile exchange rate, unpredictable Republic copper price (RCP) and unstable political environment.

Key opportunities

Key opportunities for the Group include:

- improving awareness and likeability of the SOEW brand;
- securing our existing client base through innovation, efficiency, product quality and excellent customer service;
- growing our client base in the public sector;
- expanding into new territories;
- consistently improving our production capacity;
- consistently improving our quality assurance processes;
- maintaining a strong and experienced Board and Executive Management team;
- securing distribution channels by using our own fleet in South Africa and strategic partners in other countries; and
- developing, recognising and rewarding our staff.

Board of Directors

Executive directors

Andre Smith (58)

Higher National Diploma: Mechanical Engineering

Chief Executive Officer

Andre is a qualified mechanical engineer with 30 years of experience in the cable industry. He has been employed in several senior management and executive positions in the manufacturing, sales, export and technical areas of the industry. He has visited and trained in cable factories around the world including in the US, Europe, Australia, China and Korea.

Andre is a proven strategic thinker with extensive experience in business strategy; new product development; operational, asset, quality and people management; Six Sigma processes; and lean management principles.

He joined the South Ocean Holdings Board on 1 March 2021 and was appointed CEO.

Werner Basson (41)

BAcc, BAcc (Hons), CA(SA)

Chief Financial Officer

Werner is a qualified chartered accountant who completed his articles at one of the "big four" audit and advisory firms. He later gained managerial experience with the firm before joining a JSE-listed Group as CFO in 2012. Since then, he has gained valuable experience in several different industries.

He joined the South Ocean Holdings Board in September 2020 and was appointed CFO.

Independent non-executive directors

Kwok Huen (Henry) Pon (87)

BCom, CA(SA)

Independent Non-Executive Director and Chairperson

Henry, a chartered accountant, member of the South African Institute of Chartered Accountants, and member of the Independent Regulatory Board of Auditors, entered the profession in 1962. He is still active in accounting and auditing practice. During his many years of practice, he has worked in several different commercial and industrial sectors, gaining extensive experience in finance, tax, auditing, accounting and management.

He joined the South Ocean Holdings Board in November 2007 and was appointed Chairperson in April 2014. He serves on the Audit and Risk Management Committee, the Remuneration Committee and the Nominations Committee, of which he is the Chairperson.

Hung-Lung (Eric) Li (71)

MSc (Industrial and System Engineering) (USA)

Independent Non-Executive Director and Deputy Vice Chairperson

Eric began his career in Silicon Valley, where he worked in the software engineering and semi-conductor manufacturing sectors for more than 20 years. In 2004, he joined Hong-Tai Electrical Industrial Co. Ltd. (Hong-Tai), which is headquartered in Taiwan, as the Vice President of its Information Technology Center (ITC). In 2008, he was seconded to start and manage Hong-Tai's Photovoltaic Business Unit, returning to the ITC as Chief Information Officer in 2014. He retired from that position in 2017.

Eric was appointed as an alternate director to Choice Pan in 2000, as a non-executive director in 2009 and as Deputy Vice Chairperson in 2016. He served on the Audit and Risk Management Committee until 31 December 2022, and the Nominations Committee and the Remuneration Committee until 3 August 2022, of which he was the Chairperson.

Independent non-executive directors continued

Melanie Chong (47)

BCom, BCom (Hons), CA(SA)

Independent Non-Executive Director

Melanie is a chartered accountant with extensive business, risk management and auditing experience. She completed her articles at one of the "big four" auditing firms and is a former director of a JSE-listed resources company as well as the former Vice President of the Businesswomen's Association of South Africa. She is currently a consultant contracted to optimise the finance team at a large construction company.

Melanie was appointed as an independent non-executive director on 28 June 2019. She had previously served on the Board in the same capacity and had served as Chairperson of the Audit and Risk Management Committee, the Remuneration Committee and the Social and Ethics Committee. She was re-appointed as a member to the Remuneration Committee on 27 January 2022 and as Chairperson on 3 August 2022. She was appointed as a member of the Nominations Committee on 3 August 2022, and re-appointed as a member to the Audit and Risk Management Committee on 1 January 2023.

Natasha Lalla (49)

BCom, BCom (Hons), CA(SA)

Independent Non-Executive Director

A chartered accountant, member of the South African Institute of Chartered Accountants and member of the Institute of Internal Auditors of South Africa, Natasha also holds a post-graduate diploma in Advanced Banking and a certificate in International Treasury Management.

Natasha began her career as an auditor at one of the country's largest accounting firms in January 1998. She later left the accounting profession to join one of the four big commercial banks in South Africa as a financial accountant, transitioned to the Internal Audit Department and then progressed to various managerial roles, with her last one being Head of Internal Audit for the Corporate and Investment Banking (CIB) division. She is currently the Regional Head of Internal Audit at a JSE listed investment holding company.

Natasha was appointed to the South Ocean Holdings Board in June 2014. She serves as Chairperson on both the Audit and Risk Management Committee and the Social and Ethics Committee.

Jen-Hao (Kevin) Yeh (50)

BSc (Actuarial Science)

Independent Non-Executive Director

Kevin is a certified financial planner, a member of the Financial Planning Institute of Southern Africa and a Top of the Table member of the Million Dollar Round Table. He began his career in 1996 and has extensive experience in financial modelling, financial planning, investments, investor education, insurance pricing, employee benefits, and business management. He is a member of the Taiwan Chamber of Commerce.

Kevin was an independent non-executive director of South Ocean Holdings from February 2016 to May 2017. He re-joined the Board in the same capacity in June 2019 and serves on the Nominations Committee. He was appointed as a member to the Remuneration Committee on 3 August 2022.

Non-executive directors

Lawrence Chen (46)

MBA

Non-Executive Director

Lawrence began his career in Hong Kong's equity capital market, where he worked on the marketing strategy for and execution of IPOs and SPOs. He participated in more than 40 projects between 2009 and 2013, when he joined Hong-Tai Electrical Industrial Company Limited (Hong Tai) as Portfolio Manager of the investment department. He later established the Development and Training Center at Hong-Tai. In this position, he was in charge of peripheral products development as well as in providing support with cost-saving, process optimisation and IP portfolio management.

Lawrence is a director of Hong Tai, which is a major shareholder in South Ocean Holdings. He joined the Board as a non-executive director on 1 March 2022, replacing Jeff Chen.

Johannes Van Rensburg (61)

BCom (Accounting), BCom (Hons), MCom (Business Management)

Non-Executive Director

Johannes has been a director and partner at Eureka DIY Solutions for the past 20 years. He and his sales team have been pivotal in developing the company from a small start-up into the powerhouse it is today.

He is a passionate, pioneering leader with first-class communication skills and has a three-decade track record as a successful manager. He has a natural flair for strategy and his experience will always ensure that clear objectives (KPIs) are defined and implemented.

Johannes joined the Board as a non-executive director on 10 March 2021.

Alternate non-executive directors

Daphne JC Pan (40)

BSc (Hotel and Tourism Management), Certificate in Finance

Alternate Non-Executive Director

Daphne started her career in the sales department of an international hotel chain in Taiwan in 2005. After completing post-graduate studies in finance in 2009, she joined a real estate firm in New York City, where she worked as a project manager on the development of various real estate assets including a hotel. She has a wide range of experience in real estate valuation and in the financing of real estate projects. Daphne is now a manager of real estate development and financing at a private investment company.

She was appointed as an alternate director to Edward Pan in August 2014. Mr Pan resigned in February 2016, at which time Daphne was appointed as an alternate director to Hung-Lung (Eric) Li. On 20 November 2019, she resigned as Eric Li's alternate director and became the alternate director to Melanie Chong.

Shin-Nan (Michael) Yeh (65)

BSc (Mechanical Engineering)

Alternate Non-Executive Director

Michael is a qualified mechanical engineer with 39 years of experience in the cable industry. He joined Hong-Tai Electric Industrial Company Limited in 1993 as the project manager in charge of technical cooperation projects with Japanese cable manufacturers including Sumitomo Electric Industries Limited, Mitsubishi Electric Wire Company Limited and Fujikura Company. He held this position for 10 years. He later worked in the cable industry in mainland China for a further 10 years, where he implemented comprehensive technical and management improvement in several cable factories.

Michael joined the Board of South Ocean Holdings in March 2022 as an alternate director to Lawrence Chen.

SOUTH OCEAN

ELECTRIC WIRE COMPANY (PTY) LTD

Co Reg No.: 1989/006650/07

11 January 2022

PRODUCT GUARANTEE

To whom it may concern

Dear Sir/Madam,

All of our manufactured cables are guaranteed to comply with the relevant SANS specifications. The material content of the cable is of a high-grade quality and the cable is manufactured to high standards. Due to the above mentioned we can therefore undertake to, at our cost, to replace, at our discretion, and cable or portion thereof, with any manufacturing defect which may develop under normal working condition and proper use, provided the cable is selected and installed as per the applicable standards, within the guaranteed period of ten years from date of purchase.

Any claim in respect of defective cable will first be investigated to ascertain the defect originated solely due to a faulty manufacturing process and/or design, material and workmanship before the claim will be honored.

The respective contact person at South Ocean Electric Wire Company (Pty) Ltd will need to be notified immediately, in writing, upon discovery of the defective cable.

The repaired or replaced portion of the cable will be delivered free of charge to the initial place of delivery. The defective portion of cable that will be replaced will be the property of South Ocean Electric Wire Company (Pty) Ltd.

All liability on the Company's behalf will cease at termination of the guaranteed ten-year period.

Our liability is in all cases limited as provided in these conditions and does not extend to the consequential loss of damages, either direct or indirect, nor to expenses incurred by the customers in respect to repairs or replacements or otherwise, paid or incurred without our prior written authority.

Sincere regards

Werner Basson
Chief Financial Officer

Andre Smith
Chief Executive Officer

SABS ISO 9001
Certified company

Directors: A Smith (CEO) WP Basson (CFO),
Company Secretary: WT Green

South Ocean HOLDINGS

Chairperson's report

Overview

The 2023 financial year proved to be very successful for South Ocean Holdings and we are pleased to present our best annual financial results since the company's inception as well as to declare a significant increase in dividend per share.

During the course of the year, we were able to increase our shareholding in several associate companies and to acquire minority shareholding in others, effectively consolidating the market lead we were able to secure in the previous period. Further details of these transactions are given in our five-year review and also our consolidated Annual Financial Statements.

I am also pleased to advise that we obtained a Level 1 B-BBEE accreditation in 2023, which we had defined as a core strategic goal for the period and which will open up new markets and segments for us.

Macroeconomic conditions

The conditions under which we operate nevertheless remain uncertain. Macroeconomic and geopolitical issues continue to impact the post-pandemic recovery of the global economy and, as importantly, global supply chains. As all of our stakeholders are aware, the ongoing conflict in Ukraine and Russia continues to impact on energy prices and, in turn, on inflation, the cost of living and consumer demand around the world. This is being exacerbated by the fact that the conflict in Israel and Gaza is fuelling tensions throughout the Middle East.

Since November 2023, Yemeni-based Houthi rebels have launched attacks on dozens of commercial ships in the Red Sea, sinking at least one and disrupting traffic along this critical shipping route. Approximately a third of the world's container traffic moves through the Suez Canal and the Red Sea and, given the current risk of attack, several major shipping companies have announced their intention to avoid the route. Not only will this have a ripple effect on the global economy but it will also further destabilise important supply chains.

At national level, political uncertainty, the poor exchange rate, low economic growth, the high rate of unemployment and the ongoing power supply crisis continue to affect businesses in all sectors. Given the persistent nature of these challenges, we treat them as critical risks for the business and plan accordingly.

We allow for and reinsure against fluctuations in the exchange rate and the Republic Copper Price (RCP), in which the price of copper is denominated. We have also invested heavily in a hybrid solar system at our Alrode site and this now has a stored capacity of 700KVA. When loadshedding occurs, we switch over to stored power within 0.2 seconds, which guarantees that work at the three plants on the site is never interrupted and outputs are not compromised. At our Elandsfontein site, we have two sub-stations on-site and the plant switches from one to the other whenever one is affected by loadshedding.

On the labour front, we allow for delays in the delivery of imports due to strikes at the port of Durban by carrying large reserve stocks of raw materials. This practice has served us well throughout periods of labour action and civil unrest that have affected local supply chains. Within our business, we manage our risk by maintaining open and regular communication with our employees and the Unions to which some of them belong. We also take critical socio-economic touchpoints, such as the national elections that are to be held in 2024, into account in our planning.

Market conditions

Our risk has also, to a large extent, been mitigated by the seismic shift that has taken place in the cable manufacturing industry over the past three years, with many competitors either being placed under business rescue or having to shut down. This has enabled us to acquire new plant and equipment, acquire shareholdings in a number of associate companies, and increase both our market share and our footprint in South Africa and the SADC region. It has also enabled us to mitigate the risk associated with having a limited number of large customers.

Achieving a Level 1 B-BBEE rating has also allowed us to begin expanding into the mining and public sectors, which present significant growth potential.

In 2022, South Ocean Holdings became the largest supplier of low-voltage cable in South Africa and was trading in an environment in which demand exceeds supply. During the course of the reporting period, we consolidated and expanded on this position and increased production capacity to meet demand. With demand increasing in both South Africa and neighbouring countries, this has placed us in a strong position to continue implementing our growth strategy and to consolidate our position in both the local and export markets. We are supporting this position by acquiring businesses that enable us to secure our important plastics supply chain.

Our steady performance in the face of both positive and negative developments in our operating environment is attributable to the knowledge and experience of the Group's Executive Directors, the cohesive and forward-looking approach of our management team, and the steadfastness, loyalty and hard work of our staff. I commend all of them for their contribution to our sustainability and success in 2023.

Strategy

Although the environment in which we operate and the risks we face are unlikely to change in the near future, we are optimistic about our prospects for 2024.

We will continue to remain strategically driven yet agile, which will enable us to mitigate the risk of operating in an unstable environment and to take advantage of business opportunities as they present themselves. We will do this by continuing to implement our current three-year strategy, which is regularly reviewed to take into account any changes within our operating environment. In doing this, we will focus on our core competencies, on building resilience, growing market share, expanding into new markets, and exploring opportunities to extend our product range.

We will also continue to minimise our exposure to the country's unreliable power supply and to manage productivity through best-practice production and human resources management. In addition, we will continue to secure our supply chains and production capacity through organic growth, mergers or acquisitions, backward integration, organic growth, and strategic distribution partnerships.

Finally, we will continue to actively manage the risk presented by policy uncertainty, political instability, corruption and mismanagement in government. In both our governance and operational procedures, we unfailingly take a proactive approach to managing all of these risks.

Business challenges

One of the greatest challenges we face from a strategic perspective is the persistently low economic growth rate in South Africa and, as in many other countries, an inflation rate that remains above target. During the reporting period, we also had to confront two interest rate hikes, the second of which took the repo interest rate to a 14-year high of 8.25%. This undoubtedly had an effect on end users and, therefore, also on our business.

While the size of the economy finally reached pre-pandemic levels by the end of 2022, growth has remained sluggish and has not kept pace with the population growth of 5.05% since 2019. The net effect is that unemployment remains high, especially among young people aged between 16 and 24, making this one of the country's most significant socio-economic concerns. With an expanded unemployment rate of 41.1% in 2023 (2022: 42.6%), this means that over 40% of the working population is not formally employed; a situation that is not sustainable.

Together with an average inflation rate of 6.09% (2022: 4.4%), unemployment continues to place strain on social cohesion and is contributing to what NielsenIQ South Africa has called a "hypersensitive consumer environment"; one in which consumers continue to make significant purchasing trade-offs. This, in turn, is placing downward pressure on key industries although, at present, agriculture, finance, ICT, transport and manufacturing remain the key drivers of supply-side growth.

The economic situation is naturally also being affected by loadshedding, which continues to have a very real impact on productivity, the cost of doing business, direct foreign investment, unemployment, and household income.

While growth is predicted to be 1.6% in 2024 (2023: 0.6%), one of South Africa's greatest challenges as a country remains its poor growth trajectory. The most notable hindrances are primarily on the supply side, being Eskom's protracted inability to keep the lights on and Transnet's equally protracted operational difficulties.

Another notable issue is the widespread and organised theft of copper cable. In an article written by Ciaran Ryan, and published on MoneyWeb (11 January 2024), the message is clear: "It's organised, massive, and crippling key sectors of the economy, from Transnet to municipal power systems and mining." According to the Economic Sabotage of Critical Infrastructure (ESCI) Forum, led by the Group chief executives of Eskom, Prasa, Telkom and Transnet, the annual cost of copper theft to the economy is as high as R45 billion.

As you will read in the CEO's report, South Ocean Holdings recently had its own experience of this scourge. In March 2023, our factory in Elandsfontein was the target of an organised armed robbery. Since this incident, we have undertaken an extensive review of our security protocols and, in particular, have tightened up on security checks and access control for outside contractors.

Fluctuations in the value of the Rand will naturally also continue to be a risk for the business but, like all of the other risks we face, we actively manage this by using mechanisms such as limited advance ordering procedures and appropriate exchange rate insurance. Further, cheap imports will continue to pose a threat to the electrical wire segment as a whole, especially as it is highly commoditised. Regulatory improvements and more stringent monitoring of sub-standard imports therefore continue to be urgently needed.

Governance

From a governance point of view, the Group is fully compliant with all relevant legislation, including the Companies Act (No. 71 of 2008), as well as with the principles and guidelines outlined in the King IV Report on Corporate Governance for South Africa, 2016 (King IV™). We also comply fully with the Department of Trade and Industry's B-BBEE Codes of Good Practice and Companies Act (2008).

Compliance is constantly monitored, and both the Board and management actively support continuous improvement in standards and practices. Members of the Board are required to uphold the highest ethical standards and adherence to these standards is constantly monitored too. All decisions relating to material matters are vested with the Board, which oversees all major transactions as well as risk management policies, processes and procedures.

From a transformation perspective a third of the Board is made up of people of colour, while at management level, 13% of employees are people of colour. At workforce level, the percentage is 92%, which more closely reflects the demographics of the country.

In terms of gender, 9% of the general staff complement is female which, to some extent, reflects the nature of the business and the sector in which it operates. The Group is strategically committed to an ongoing process of transformation at all levels of the business.

The health, safety and well-being of employees is also one of our top priorities. Safety in the workplace is constantly emphasised and all staff regularly undergo safety training. The stringent controls specified by the Controller of Safety, Health, the Environment and Quality (SHEQ) are carefully adhered to and monitored, and we have a doctor on call to attend to any serious medical issues. Additional healthcare support, including advice on HIV/Aids, is available at our on-site clinic.

Changes to the Board

There were no changes to the Board in 2023.

Group results

While the Group had many challenges to deal with during the course of the year, our strategy, our agility and the hard work and dedication of our staff enabled us to deliver excellent results and to consolidate our position as market leader.

Revenue increased to R2.36 billion in 2023 from R1.87 billion in the previous period, with operating profit increasing to R142.90 million from R60.86 million in 2022. The value of the Group's assets increased to R1.08 billion in 2023 from R885.47 million in 2022 and earnings per share increased to 43.60 cents per share from 22.12 cents per share in 2022. Cash flow remains carefully managed and the Group is well-positioned to fund ongoing operations.

Based on these fundamentals, South Ocean Holdings continues to be a going concern and our Annual Financial Statements for 2023, which are presented in full in this report, received an unmodified opinion from our auditors, PricewaterhouseCoopers Inc.

Dividend and executive remuneration

A dividend of 11 cents per ordinary share was declared for 2023, up from 6 cents per share in 2022. We are pleased to have been able to declare a dividend for the fourth year in a row after several years of being unable to do so.

Executive remuneration is carefully monitored and maintained within a market-related range. Comprehensive details are given in the Remuneration Report.

Outlook

Like all South African companies, we continue to face a high level of uncertainty in our operating environment, but with our market leadership position, increased production capacity, more secure supply chains and greater distribution network, we anticipate a positive year in 2024.

There are nevertheless many variables that we need to take into account. The South African economy remains subdued and there is insufficient power supply to foster the growth the country needs. Consumer demand also remains muted, driven by the rising cost of living and high levels of unemployment. Labour action therefore remains a real and ever-present possibility, with manufacturers having little control over the disruptions they cause. The same can be said for the corruption and mismanagement in government, which continues to have a detrimental effect on all aspects of our socio-economic life.

Of specific concern is the country's sovereign debt position, with public debt having risen from 35.1% of GDP in 2010 to 73.9% in 2023. The risk of the country falling into a sovereign debt trap is therefore significantly higher than it should rightfully be.

Globally, the International Monetary Fund projects growth of 3.1% in 2024 and 3.2% in 2025, driven by inflation falling faster than expected in most regions. The ongoing conflict in Ukraine and the conflict in Israel and Gaza and now Iran nevertheless pose significant risks as does uncertainty about elections in a number of countries in 2024. More specifically, the effect of the attacks on shipping in the Red Sea is still to be fully quantified, but the cost of re-routing container ships around Africa will undoubtedly have an influence on the cost of imports and increase the cost of exports.

From a business point of view, we at South Ocean Holdings will continue to monitor and adjust our strategy as necessary in response to market circumstances and in order to secure both our sustainability and our profitability. At present, demand for low-voltage electric cable remains high and this is a favourable position for us to be in. We are therefore focusing on meeting the demand represented by our large order book and on upweighting capacity in order to service new markets in Africa. This will, to some extent, offset the risk inherent in the South African market, as will our increasing focus on innovation and product development.

From an operational point of view, we will continue to implement our objectives under the guidance of a strong executive team, maintain stringent control over expenditure, reduce wastage during the production process, and adhere to our goal of continuous improvement in standards, processes, product quality and customer service. This will be supported by ongoing training and development throughout the organisation.

We are well positioned to take advantage of opportunities in both the local and African markets as well as to grow our capacity to service demand in all of the markets in which we operate.

Appreciation

In conclusion, I would like to extend my sincere thanks to the Group's Board of Directors for their vision, dedication and guidance throughout 2023. As always, it was invaluable.

A special word of thanks is also due to our CEO, Andre Smith, and CFO, Werner Basson, who work together so strongly and who are successfully leading the Company along its strategic path. They are ably assisted by several members of the Board, who have extensive financial and operational experience.

I would similarly like to express the Board's appreciation to the Company's management, staff and workforce for their commitment, cooperation, dedication and hard work. It is this that has enabled us to not only maintain a profitable and sustainable position, but also to grow our market leadership position.

Last, but certainly not least, sincere thanks are due to our valued customers, suppliers, advisors, business partners, banking partners, shareholders and stakeholders for their continued support and commitment to the Group and its subsidiaries. We look forward to another successful year in 2024.

KH Pon CA(SA)
Chairperson

Chief Financial Officer's report

Overview

It is my pleasure to present this report on the business performance of SOH for the year ended 31 December 2023. As indicated in the 'About this report' section above, SOH is an investment holding company with several operating subsidiaries, the largest of which is SOEW, a manufacturer of low-voltage electrical cables.

While operating conditions remained challenging throughout the reporting period, we were able to continue on the journey of implementing our growth strategy and to close the year on a very positive note.

Revenue increased significantly over the prior period, largely due to our investment in stock, which enabled us to increase our sales throughput to market. We also increased our holdings in a number of associate companies and grew our branch network, initiatives which enabled us to extend our market reach and to secure the leadership position we attained in 2022. In addition, we extended our reach into targeted markets in the SADC region and the rest of Africa by maintaining or entering into distribution contracts in a number of countries and by signing an agreement to distribute through agents in the Democratic Republic of Congo.

More specifically, we started off the year with a large advance order book and our strategic focus was therefore on rapidly increasing our production and distribution capacity. This was achieved by taking a decision to hold larger reserves of raw materials, by minimising our exposure to power interruptions, by continuing to streamline our production processes, by ensuring that the Icembu plant at Elandsfontein was fully operational, and by entering into distribution agreements with a number of partners. The operational implementation of these initiatives is discussed in detail in the CEO's message.

Demand for our products remained high throughout the year, dipping only in the fourth quarter, partly due to the influence of geopolitical issues.

The conflict in Russia and Ukraine continues to affect global supply chains and energy prices, while the shipping delays caused by rebel attacks on carriers sailing through the Red Sea have affected imports in general and, in our case, imports of copper and PVC in particular. Delays in offloading shipments at the port of Durban were also particularly severe in the lead-up to the festive season of 2023 and this affected many manufacturers in the electric wire and cable segment.

We have buffered our risk against developments like these by increasing our reserve stocks of raw materials and this has served us well, both from a business continuity point of view and a competitive point of view. The completion of our R12 million hybrid solar system in Alrode has also all but eliminated our exposure to loadshedding at our principal site. As mentioned elsewhere in this report, the Icembu factory in Elandsfontein is also able to switch between two on-site power substations to avoid any impact on operations due to loadshedding.

From a labour perspective, we are currently in the third year of a three-year bargaining agreement with the Unions to which many of our employees belong, and wage negotiations for the 2025 to 2027 period will begin in July 2024. The three-year bargaining agreement that is still currently in place has minimised our exposure to labour action since 2021 and we have also been proactive in maintaining good labour relations. We conduct regular engagement sessions with the Unions to which our employees belong and, during the course of the reporting period, we introduced a productivity incentive scheme for shopfloor workers.

Further, production at Icembu Cables, which was acquired in 2022, began in February 2023 and increased steadily throughout the year, significantly improving our total capacity.

From a competitive point of view, we have managed to secure and entrench the market leadership position we attained in 2022. There is, however, some consolidation taking place in the industry and we are monitoring the impact this is likely to have on our business. The industry as a whole also continues to be affected by the unregulated importation of sub-standard wire and cable, and we continue to address this through industry bodies and government.

On a macroeconomic level, low growth, high inflation, high interest rates, a volatile currency exchange rate and increases in the Republic Copper Price (RCP) all impacted on our business during the course of the year. We have strategies and processes in place to address the effects of all of these issues but the fact is that they remain significant obstacles not only for our business but for the manufacturing sector as a whole. Many manufacturers therefore continue to focus on survival rather than profitability as they are currently not in a position to increase revenue of grow their businesses.

Within this context, we continue to adhere to our strategy, to focus on sectors that are still recoding growth, and to expand into new geographies where demand for our products is high.

Financial performance

Group revenue for the year ended 31 December 2023 increased to R2.36 billion (2022: R1.87 billion) and gross profit increased to R228.25 million (2022: R132.6 million). Operating profit, in turn, increased to R142.90 million (2022 R60.9 million), recovering and exceeding the decrease reported in 2022. Group profit before tax similarly increased to R142.90 million (2022: R58.2 million), also recovering and exceeding the decrease reported in the previous period.

Total comprehensive profit for the year amounted to R88.69 million, an increase from the R44.97 million recorded in the 2022 financial year.

Basic earnings per share increased to 43.60 cents per share (2022: 22.12 cents per share) and the dividend declared on 18 March 2024 was 11.00 cents per share, up from the 6.00 cents per share declared in March 2023.

The Directors are not aware of any matter or circumstance arising since the end of the financial year that is not otherwise dealt with in the Annual Financial Statements.

Outlook

The macroeconomic environment in which the Group operates is not expected to improve within the foreseeable future, with fundamental political and fiscal uncertainties remaining constant. The power supply crisis is also expected to continue with only intermittent periods of full availability and this is expected to continue to contribute to low growth and low levels of business and investor confidence.

As a Group, we will continue to actively pursue our growth strategy, especially with regard to expansion into Africa, where there is an increasing demand for our products. Our strategy is therefore not only a growth strategy but a risk mitigation strategy as well.

At operational level, we will continue to focus on reducing costs and using technology to drive growth, productivity and greater efficiencies in a sustainable way, which we anticipate will improve the profitability of our subsidiaries and therefore of the Group.

As part of our strategy, we will be leveraging our Level 1 B-BBEE rating to expand our presence in targeted sectors, especially the public sector, mining and construction. We will also continue to leverage our research and development capabilities to develop or expand on bespoke product ranges for clients with specific needs.

Management is confident that these actions will secure the Group's sustainability and enable it to continue to grow and be profitable.

Prospects

A full analysis of the Group's financial performance for the reporting period is given in the Annual Financial Statements included in this report. As indicated in our Corporate Governance Report, these were prepared on the basis of accounting policies applicable to a going concern. This assumes that funds will be available to finance future operations and that the realisation of assets and the settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Directors are confident that the business will be able to continue as a going concern throughout the 2024 financial year and well into the future.

Werner Basson
Chief Financial Officer

Chief Executive Officer's message

Our business in 2023

While SOEW had to face a number of challenges during the 2023 financial year, we are proud to report that the Company had a very successful year. This is testament to the steady implementation of our growth strategy and the institutional capacity we have built up and developed over the past four years. We were also able to take up a number of business opportunities during the course of the year and were able to grow both organically and through either increasing or taking up shareholdings in a number of associate companies.

The environment in which we operate nevertheless continues to be volatile at international, national and industry levels.

At international level, macroeconomic and geopolitical issues continue to impact the post-pandemic recovery of the global economy and global supply chains. At national level, political uncertainty, the poor exchange rate, high interest rates, low economic growth, loadshedding, labour unrest and the high rate of unemployment continue to impact businesses in all sectors.

At industry level, fluctuations in the RCP continue to be an issue for the business, but we have appropriate measures in place to mitigate the risk that this poses. Similarly, we have appropriate measures in place to mitigate risks within our supply chains. These include increasing our strategic reserves of raw materials and planning for disruptions resulting from labour action, civil unrest and logistical issues. The risk of labour action within our own business is mitigated by maintaining strong and open relationships with our employees and the Unions that represent those who are members.

In order to mitigate the impact of loadshedding, we have invested heavily in expanding the hybrid solar system at our Alrode site, which is now fully buffered against the ongoing instability of power supply from the national grid. At our Elandsfontein factory, we have two substations on-site and are able to switch between the two as necessary.

In addition, we have enhanced security at both our Alrode and Elandsfontein sites after an armed robbery at the latter end of March 2023. As the Chairperson has mentioned, we have undertaken an extensive review of our security protocols and, in particular, have tightened up security checks and access control for outside contractors.

Regretfully, most users of bare copper rods in the Alberton and surrounding areas experienced theft, highjackings or armed robberies over the past few years, with up to seven fully loaded trucks being taken at a time. Incidents like these are carried out by highly organised criminal syndicates and are costing the economy billions of rand every year. Key state-owned entities and manufacturing industry leaders affected by copper theft are working with the authorities to address this critical issue.

In general, the electric wire and cable segment continues to be unstable, with most manufacturers being affected by theft, loadshedding, labour action and disruptions to local supply chains.

Some of these developments worked in our favour and we were able to increase our manufacturing capacity, distribution network and share of market. We were therefore able to significantly increase the leadership position we attained in 2022 by the end of the 2023 financial year.

Macroeconomic factors

At the beginning of the period, National Treasury predicted a growth rate of 0.8% for 2023 and this ultimately closed the year at 0.6%. As the Chairperson has mentioned in his report, the country's low growth rate remains one of its most significant socio-economic challenges. Business and investor confidence continues to be low and unemployment and poverty remain serious issues in our society. Partly because of the power supply situation and partly because interest rates remain high, growth is only expected to improve marginally to 1.6% in 2024.

In our segment in particular, the unregulated inflow of imports, some of which are of poor or unreliable quality, continues to affect local manufacturers and, in turn, end users. We are working to address this through the Association of Electrical Cable Manufacturers of South Africa in co-operation with the Department of Trade, Industry and Commerce. However, unless government firms up import regulations and mandates quality control on imported wire and cable, this situation is likely to continue indefinitely. We have therefore become a member of Safehouse, a voluntary group of electrical industry manufacturers, business leaders and technical experts. Safehouse's function is to protect the industry and fellow South Africans from nefarious suppliers of unsafe electrical products and services and to eradicate dangerous products from the market.

In addition, the effects of geopolitical conflicts such as those in Ukraine, Israel, Gaza and Iran, and the recent campaign of attacks on ships sailing through the Red Sea, continue to impact international supply chains and exacerbate the international cost-of-living crisis.

The impact of these and many other macroeconomic, social and political factors are perhaps most evident in the poor exchange rate of the rand against all of the other major currencies. All of our imports are denominated in US dollars and at the start of the year, the rand was trading at R17.07 to the dollar. This had weakened to R18.29 against the dollar by the end of the year. In contrast, the RCP, the price at which all copper is traded in South Africa, increased by 4.8%. Copper is among the commodities that reached record highs in 2023, with the price having surged by 125% from a record low in March 2020.

We are, however, in a firm position to deal with factors such as these as we have positive cash flow, local demand for our products remains high, and we are steadily increasing our manufacturing and distribution capabilities. Demand also continues to grow throughout Africa and we continue to expand our distribution network into new jurisdictions in order to take advantage of this.

Going forward, we intend to continue implementing our strategy of backward integration and to seek new distribution channels for our products in order to further strengthen the business. As part of our growth strategy, we will also continue to be alert to suitable merger and acquisition opportunities, both in South Africa and in the rest of Africa, and to explore opportunities to extend our product range.

Strategy

From a strategic point of view, we continued to implement our 'Good to Great: 2025' Strategy but also remained tactically agile in order to address changes in our operating environment as they arose. 2023 was the first year in our current three-year strategic cycle and throughout the year, we were guided by the goals and objectives defined in our strategy.

Strategic reviews were conducted throughout the year, and the strategy updated if and as necessary. This approach has enabled us to attain a Level 1 B-BBEE rating, which will enable us to extend our reach in the public sector and to remain a financially stable and resilient investor, product designer, developer, manufacturer and distributor.

Issues affecting profitability, including operational efficiencies and absenteeism, continue to receive focused and intensive attention as we strengthen and grow our business around core competencies.

Operational review

The market was more buoyant for the first nine months of the year compared to 2022 and we managed to meet budget in Q4, although there was a slowdown due to political issues resulting from the BRICS summit and energy crises around the world.

The fact that we continued to be able to adjust to such rapidly changing circumstances demonstrates the resilience of our business, the institutional knowledge of our executives and management, and the commitment of our staff. While disruptions to both our business and to the market in general have been difficult to navigate, they have also presented us with new opportunities to secure our sustainability and to grow.

Facing the challenges

On the challenge side of the equation, loadshedding and sporadic labour action continue to be high-risk factors for the industry as a whole, and we therefore focused very specifically on these areas during the course of the year.

With the completion of our R12 million hybrid solar project in Alrode and with secure access to dual sub stations in Elandsfontein, our exposure to loadshedding is now negligible. Reducing our dependence on the national grid has helped us to secure our production processes, reduce the amount of scrap produced during the manufacturing process, reduce our environmental impact and improve our ROI.

Labour relations are also well managed within the context of our risk management strategy. During the reporting period, we had only one incident of an unprotected stayaway at Icembu and appropriate action was taken.

Overall productivity, absenteeism and our scrap rate nevertheless remain key focus areas. We went some way towards addressing productivity levels in the previous period by introducing a three-shift system that has eliminated the need for overtime work and has benefitted our operating budget.

Further, while absenteeism is within manageable levels, we lost 9.79% of total shifts worked during the period to absenteeism, so these levels are being carefully monitored.

Finally, our scrap rate decreased marginally in 2023 compared to 2022. Shopfloor discipline, training and accountability for scrap therefore required ongoing attention.

In order to address these issues, an integrated talent management system has been implemented for all employees. We also have an Employee Assistance Programme (EAP) in place, which provides assistance for employees who are experiencing personal difficulties. A new EAP provider was appointed at the beginning of 2024.

Health and safety are also proactively managed and there were no fatalities during the reporting period. The number of minor injuries also decreased to 18 from 28 in the previous period. Most of these injuries were treated on-site, with only one employee having to be hospitalised for surgery following a fracture to his arm.

Identifying the opportunities

While the uncertainty in both the macro environment and our own market can be difficult to navigate, it also presents new opportunities. During the reporting period, we were able to take advantage of a number of opportunities to grow through acquiring or increasing shareholdings in several associate companies.

SOEW became the largest manufacturer and distributor of low-voltage electric cable in South Africa in 2022, and we secured and expanded that position in 2023. Demand for our products remains high as we have an established reputation for quality and on-time delivery. We have therefore continued to focus on expanding our production capacity to cater for both current and future demand.

All of these actions, supported by the commitment of our people, have enabled us to post positive results for FY2023 as well as to declare a dividend for the fourth year in a row. A full analysis of our financial results is given in the Chief Financial Officer's report.

As a business, we have come through the past four years stronger, more productive and more resilient than we were at the turn of the decade. This is due not only to the strength of our business model but also to the quality of our management and the hard work of our employees. New challenges are sure to present themselves during 2024, but we are well-positioned to continue growing and to thrive.

The competitive environment

The competitive environment has changed significantly over the past three periods and although this has benefitted us, we always need to be alert to developments and trends within the industry and the markets we serve.

While demand for our products is increasing, which is positive for us, high levels of demand also provide fertile ground for new competitors to enter any of the markets in which we are active. Further, as I have mentioned, the unregulated importation of sub-standard cables continues to erode the market, although the companies in the industry and the authorities are making an attempt to address this problem.

Conversely, we have been able to benefit from an ongoing consolidation of the market, especially during the reporting period. Our Level 1 B-BBEE rating will also open up opportunities in mining and the public sector, where competitors previously had a strong foothold.

From a current perspective, most manufacturers in our segment were severely affected by loadshedding and supply chain difficulties during the year. Some invested heavily in battery storage units and also upweighted their manufacturing capacity. Others are in an unstable financial position and are looking for investors, while some are still in business rescue. This is resulting in a consolidation among certain competitors, and we are monitoring how this will impact our business.

Sustainability and integrated reporting

In line with the guidelines set out in the King Report on Corporate Governance for South Africa™ (2016) ("King IV"™), we will continue to report not only on financial matters but also provide non-financial information on issues such as corporate citizenship, transformation, sustainable development, industry regulation and environmental impact, all of which are material to stakeholders.

In order to align our reporting with international best practice, we will continue to be guided by the Six Capitals of Sustainable Development, which provide a widely accepted benchmark for listed companies around the world.

Further information is available in the Corporate Governance section of this report.

Outlook

While the outlook for 2024 is uncertain, we have a strong advance order book and continue to enhance our capacity for innovation as well as our production capabilities, efficiencies, quality management processes and product range. As in the previous period, we are therefore well positioned to take advantage of opportunities as they develop.

The development of special products during 2023 yielded positive results and we are expanding that range rapidly. Further, all of our newly established sales branches managed to be profitable within the first year. Output at Icembu Cables is increasing after an extensive process of refurbishing the equipment at the plant and we have a strategy in place to increase volumes there.

We have also completed feasibility and market studies for the medium- and high-voltage plant and have secured land to build this.

Many of the challenges we expect to face nevertheless remain constant and include fluctuations in the RCP, ongoing loadshedding, the impact of cheap imports, political and policy instability, and a volatile exchange rate. We have, however, planned for all of these risks and have procedures in place to manage them as they arise.

From a brand perspective, manufacturing capacity, quality management and customer service will continue to be our key focus areas. We will also continue to explore opportunities in Africa as moving into new territories is one of the most immediate ways to secure growth and mitigate the risk posed by conditions in the local market.

Similarly, we will continue to explore opportunities to access large contractors serving government, the parastatals and corporates in South Africa, especially those working on infrastructure projects.

The broader socio-economic context within which we operate is naturally beyond the direct control of the Group. Persistently low economic growth, low business confidence and low levels of investment are all of concern but again, we have plans in place to deal with the risk associated with these factors. We therefore anticipate another positive and productive year in 2024.

Appreciation

In conclusion, I would like to thank the Chairperson, Mr Pon, and my colleagues on the Board for their unfailing support and invaluable input throughout the reporting period. It takes a strong team to run a business successfully in such an unpredictable operating environment and I am proud to be part of just such a team.

Special thanks are due to our CFO, Werner Basson who, as always, has been extraordinarily generous in sharing his knowledge and experience with me. His input and support has been invaluable.

I would also like to extend my sincere thanks to our valued shareholders, partners, suppliers and customers for their trust in us and for their steadfast support. It is their unwavering commitment that has enabled us not only to navigate unexpected developments in the market but also to ensure that the Group is both sustainable and in a solid position to secure growth and profitability.

Last but definitely not least, I would like to extend my thanks to every one of our staff, whose hard work and dedication to the business have enabled us to report another successful year. You are the backbone of our business and your efforts are, as always, recognised and appreciated.

Andre Smith
Chief Executive Officer

Five-year review

Group performance and segmental analysis

	2023	2022	2021	2020	2019
GROUP STATEMENT OF COMPREHENSIVE INCOME					
Net revenue (Rm)	**2 363.6**	1 873.2	2 001.5	1 748.8	1 566.1
Operating profit (loss) (Rm)	**142.9**	60.9	112.2	43.4	(7.4)
Net profit (loss) after taxation (Rm)	**89.0**	45.0	75.1	26.9	(15.9)
GROUP STATEMENT OF FINANCIAL POSITION					
Shareholders' equity (Rm)	**670.4**	593.9	567.3	498.2	471.3
Non-current liabilities (Rm)	**159.5**	50.8	75.2	59.5	61.3
Current liabilities (Rm)*	**255.9**	240.7	113.0	136.6	173.2
Total liabilities (Rm)	**415.4**	291.5	188.2	196.1	234.5
Non-current assets (Rm)	**347.7**	250.3	207.5	229.6	306.8
Cash and cash equivalents (Rm)	**84.3**	134.0	140.0	20.7	15.8
Other current assets (Rm)	**653.8**	501.1	408.0	444.0	383.2
Total assets (Rm)	**1 085.8**	885.4	755.5	694.3	705.8
SHAREHOLDER RETURNS					
Earnings (loss) per share (cents)	**43.60**	22.12	36.93	13.25	(7.80)
Headline earnings (loss) per share (cents)	**43.60**	21.96	36.83	13.32	(4.14)
Dividend per share (cents)	**11.0**	6.0	9.0	3.0	–
Net tangible asset value per share (cents)	**329.8**	292.1	279.1	245.1	231.8
Total operating profit (loss) margin	**6.0%**	3.3%	5.6%	2.5%	(0.5%)
Cash generated (utilised) for the year* (Rm)	**(45.9)**	85.9	126.3	39.48	(20.0)
Number of shares in issue (millions)	**203.3**	203.3	203.3	203.3	203.3

Subsidiaries

South Ocean Electric Wire Company

About us

SOEW and its subsidiaries are a manufacturers and distributors of a full range of low-voltage electrical cable and wire, from those typically used in households to those used in industrial applications in which higher current ratings are required. Our product range includes general-purpose insulated wire, a range of flexible conductors, steel wire armoured cables, flat-twin and earth cables, aluminium conductor steel reinforced (ACSR) cables, aerial bundle conductors (ABC), solar cable, surface wire and conduit pipe.

The interests held by South Ocean Holdings in a number of subsidiary and associate companies are managed through SOEW.

In 2022, SOEW became the largest producer of low-voltage electric wire and cables in South Africa and we further secured this position during the reporting period. We also achieved a Level 1 B-BBEE rating (2022: Level 2), which was a core strategic objective for the period. The new rating enables us to compete in market segments, specifically in the public sector, that we were unable to compete in before.

Our vision is to be recognised as the employer of choice in the industry and as a designer, developer and manufacturer of both standard cables and customised cables designed to meet specific needs. We also aim to be the leading designer and producer of special cables for use in emerging applications such as renewable energy and electric vehicles as well as to achieve and sustain a footprint throughout South Africa and in every SADC country.

Our products are manufactured at our plant in Alrode (Gauteng) and at our cable factory, also in Alrode. In 2022, we acquired an additional plant, including equipment, in nearby Elandsfontein. Best-practice quality controls are in place at all of these.

We distribute directly to our clients in South Africa using our own fleet of trucks and delivery vehicles. Our clients are electrical wholesalers and distributors who, in turn, supply the building, construction, industrial, mining and retail sectors. Distribution to clients in Mozambique, the DRC and Zambia is handled through strategic partners.

As at 31 December 2023, we employed 561 people, including manufacturing, engineering, administration, marketing, warehousing, skilled and semi-skilled personnel. Of these, 454 were employed on a full-time basis and 107 were employed on a part-time basis.

Our competitive advantage

Our competitive advantage as a Company is based on product innovation, production capacity, consistently reliable quality, the low-cost and efficient production processes we use and our increasing independence from the national electricity grid. All of this ensures that we produce superior products, maintain reliable distribution and deliver excellent customer service. These key strategic deliverables have enabled us to remain competitive despite the challenging market conditions that have prevailed in South Africa for many years.

Anchor Park Investments

Anchor Park is an investment holding company that holds the Group's property assets. Our three properties in Alrode house SOEW's manufacturing operations and the South Ocean Holdings head office. Our property portfolio includes rental of the new factory in Elandsfontein.

SOH Calibre International

SOH Calibre International Limited is a foreign procurement company that is wholly owned by South Ocean Holdings.

Products

SOEW's comprehensive product range includes:

- Bare copper earth wire
- General purpose house wire
- Flat-twin and earth cables
- Surface wiring cable
- Twin illumination cable
- Cabtyre
- Single core flex
- Solid panel wire
- Flex power
- Ripcord
- Mains cord
- Submersible pump cable
- Nitrile trailing cable
- PVC nitrile welding cable
- Flame retardant (FR) armoured cable
- Low halogen (LH) armoured cable
- Flame retardant (ECC) armoured cable
- Armoured cable (FR) 1.9/3.3kv
- Single core double-insulated PVC cable
- Single core double PVC AWA PVC cable
- Aluminium conductor
- Aluminium conductor steel reinforced (ACSR)
- Low-voltage aerial bundle conductor (ABC)
- Solar cable
- Kiloflex
- Conduit pipe

What sets us apart?

- SOEW is a 100% local manufacturer with a Level 1 B-BBEE rating.
- Our world-class computer-integrated manufacturing (CIM) facilities feature multiple factories on various sites, accounting for floor space of 40 000 square metres.
- We have an in-house compounding plant.
- We maintain strategic reserves of key raw materials.
- Our company is ISO 9001:2008 compliant and certified by the SABS.
- All of our products conform to the SANS 1507, SANS 1574, SANS 1576, SANS 1418, SANS 62930 and SANS 61386 (PVC 20mm^2 & 25mm^2 & 32mm^2 conduit) quality standards.
- All of our products are quality tested and approved by the SABS.
- We have an on-time in-full (OTIF) delivery record of over 90%.
- Our operations run on a shift system 24/7.
- We have a 24-hour maintenance team on-site to ensure production consistency, quality and reliability.
- We have inhouse cable design and development capability and can as such develop standard and specialised customer specific products.
- We offer competitive pricing and proven customer service.
- We operate our own distribution and logistics division.
- Half of the workforce has been employed for at least 10 years, so we have retained valuable institutional knowledge.
- We adhere to the highest health and safety standards using our integrated Safety, Health, Environment and Quality Management (SHEQ) System.
- We procure from and empower local suppliers.
- We promote skills development and knowledge transfer.
- Our manufacturing processes are specifically designed to minimise their impact on the environment.
- We offer a 10-year guarantee on our cable.

Directors and management

Andre Smith (58)

Higher National Diploma: Mechanical Engineering

Chief Executive Officer

Andre is a qualified mechanical engineer with over 30 years of experience in the cable industry. He has been employed in several senior management and executive positions in the manufacturing, sales, export and technical areas of the industry. He has visited and trained in cable factories around the world, including in the US, Europe, Australia, China and Korea.

Andre is a proven strategic thinker with extensive experience in business strategy; new product development; operational, asset, quality, and people management; Six Sigma processes; and lean management principles.

He joined the South Ocean Holdings Board in March 2021 and was appointed CEO.

Werner Basson (41)

BAcc, BAcc (Hons), CA(SA)

Chief Financial Officer

Werner is a qualified chartered accountant who completed his articles at one of the 'big four' audit and advisory firms. He later gained managerial experience with the firm before joining a JSE-listed Group as CFO in 2012. Since then, he has gained valuable experience in several different industries.

He joined the South Ocean Holdings Board and was appointed CFO in September 2020.

Johan Prinsloo (50)

General Manager: Factory and Operations

Johan was appointed Divisional Director of Factory Operations at SOEW in January 2021. He initially joined the company as an electrician in 1999. He was appointed Technical Manager in 2006, Production Manager in 2009, and Divisional Director: Factory and Operations in 2010. He resigned effective 31 May 2017 and re-joined SOEW in 2021.

He is a qualified millwright by trade and has 24 years of cable and technical experience.

Tertius Ness (52)

General Manager: Manufacturing Engineering Services (MES)

Tertius started his career in the cable industry in 1991 and joined SOEW in 2000 when the Alrode factory was built. He later held various senior management positions at various cable companies, including the position of Regional Technical Manager (Africa) at British Approvals Service for Cable (BASC). He re-joined SOEW in July 2022.

Tertius holds a Quality Management qualification through City and Guilds of London, is a Lean Six Sigma Black Belt and completed his management training at Gordon Institute of Business Science.

Michèle Herbert (38)

General Manager: Sales

Michèle has 17 years of experience within the cable manufacturing sector and joined SOEW in 2006 as an internal sales consultant. She was appointed as a sales representative in 2009, as Senior Internal Sales Representative in 2013, and as Internal Sales Manager in 2016. She was promoted to General Manager: Sales in 2021 after successfully completing the Management Advancement Programme at Wits Business School.

Michèle is a customer-centric and sales-driven individual with a proven track record in the SOEW Sales and Marketing Department.

Angelique Swanepoel (36)

BCom (Financial Management)

General Manager: Finance

Angelique has 18 years of experience in finance in the manufacturing sector. She successfully completed her BCom degree in 2015 and the Management Advancement Programme at Wits Business School in 2021. She was appointed as an accountant in December 2019 and was promoted to Financial Manager in August 2020.

Gert Loots (55)

General Manager: Icembu Cables

Gert, who has a passion for educating people about manufacturing processes and systems, started his career in the manufacturing, supply chain and FMCG environment in 1988. In 2003, he made the transition into human resources, focusing specifically on human capital development. He designs systems and processes to mobilise people behind technical competence requirements within the manufacturing and supply chain environments. Over the course of his extensive career, he has developed both strong technical skills and business acumen.

Mike Hlongwane (65)

Senior HR Manager

Mike started at the Carlton Hotel in 1990 and while there, completed a Business Management Diploma with Damelin and a 3-year AHMA (American Hotel and Motel Association) diploma among others. He was promoted to the Human Resources department as Personnel Officer in 1995. After the closure of the Carlton Hotel, he joined the Powertech Group as Industrial Relations Officer and gradually advanced to Industrial Group Executive HR Manager in 2010. Mike was then transferred to Aberdare Cables in 2012 as Group HR Manager. During the whole career at Powertech he continued to study HR/IR. He joined SOEW in 2023 and was appointed Senior HR Manager in January 2024.

Operational report

Overview

The market in which we operate remained relatively stable during the reporting period and we have strong relationships with a portfolio of long-standing clients. However, in the absence of import protection, competitors have started to import large quantities of cable from factories in China, Portugal, Spain and Zambia to supplement their local capacity. Some wholesalers have also capitalised on this trend and imports of finished products doubled to approximately R4 billion during the reporting period from approximately R2 billion in the previous period.

All companies in the sector were, however, severely affected by loadshedding throughout the year and had to invest heavily in back-up power solutions. At SOEW, we increased the hybrid solar capacity at our Alrode site and the system is now supplied by 1 550 solar panels. When loadshedding occurs, we are able to switch over to 700KVA of stored capacity within 0.2 seconds. Our factory in Elandsfontein draws electricity from two on-site sub-stations and automatically switches between the two whenever loadshedding occurs. Both systems ensure that manufacturing remains uninterrupted.

On the labour front, we experienced only one case of unprotected labour action at our Elandsfontein factory during the year but this was managed appropriately.

Issues beyond our control nevertheless continue to affect global supply chains and to impact on manufacturers in all industries and segments.

The ongoing conflict in Russia and Ukraine continues to push up energy prices globally, while the conflict in Israel, Gaza and Iran is now beginning to impact on key supply routes. Since November 2023, attacks by the Houthi rebel group on dozens of commercial ships in the Red Sea has severely impacted on shipping traffic along this important route. The resulting exodus of shipping companies from the region now threatens to disrupt critical supply chains, which will inevitably have an impact on stock availability and pricing.

Factors such as these continue to be exacerbated by South Africa's low economic growth rate, the poor rand exchange rate, fluctuations in the RCP, and muted business and investor confidence. They have, however, been mitigated by the opportunities for business expansion that have presented themselves during the reporting period and by our ability to push product into the market due to our strategic holdings of raw materials.

All of these developments have enabled us to grow our business with existing clients, expand our client base, enter new markets and territories, and strengthen our distribution channels, both locally and in the SADC region. The net result is that we were able to increase revenue by 27.8% to R2.3 billion for the 2023 financial year (2022: R1.8 billion). We were also able to declare our highest dividend ever at 11 cents per share (2022: 6 cents per share).

Going forward, the nature of our business risks remain largely unchanged and are detailed in full in our risk report. Measures to mitigate these risks are well established and the company's ability to manage risk continues to be robust. In particular, our practice of holding reserves of key raw materials, of securing copper supply in countries other than Russia, and of continuing to implement our backward integration strategy all minimise risk and enable us to be aggressively competitive in the market.

Further, while labour action and civil unrest continue to be notable risks, the risk of labour action is managed by maintaining open relationships with our staff and the Unions to which they belong. We also accommodate the possibility of civil unrest during critical periods, such as the national elections that are scheduled to take place in 2024, in our planning.

Despite risks like these, demand for our products is expected to continue increasing throughout 2024, partly due to the ongoing realignment taking place in the competitor landscape and partly due to increasing demand both locally and in the SADC countries.

The upweighting of our production capabilities during 2023, our well-managed maintenance programme and our regular process reviews have secured both short-term and long-term sustainability and we expect to have another successful year in 2024.

People

Although we increased our shareholdings in a number of associate companies and acquired shareholdings in a number of other companies during the course of the year, our full-time staff complement has at SOEW remained stable, closing the year at 454 (2022: 463). We have, however, increased our part-time staff complement to allow for a greater demand for our products and for improvements to our Elandsfontein plant. As at 31 December 2023, our part-time staff complement was 107 compared to 7 in the previous period.

Our employees are supported by our HR division as well as by a well-established organisational health and safety programme. In line with our vision of becoming the employer of choice in our industry, skills training and education are a strategic priority for the business.

From an occupational health and safety point of view, we are proud to have maintained a good record, with 18 minor incidents having been recorded during the course of the year (2022: 28 incidents). Employee health and safety remains a top priority at SOEW and we follow all statutory and best-practice guidelines in this aspect of our business.

With regard to collective bargaining, a three-year wage agreement that was concluded at the end of 2021 will be in effect until the end of 2024. Wage negotiations for the next three-year cycle, starting in January 2024, will commence in July 2024.

Further information relating to staffing at both Group and subsidiary level is available in the Human Capital section of this report.

Outlook

South Africa's economic outlook is unlikely to improve markedly during July 2024. Persistent electricity supply challenges, weak business confidence, rising interest rates, and subdued global demand are all expected to impact on growth, which is expected to be 1.6% in 2024 following a modest recovery of 0.6% in 2023.

Within this context, we intend to retain and expand on the market leadership position we attained in 2023. We intend to do this by producing sufficient volumes to meet local demand; by growing through merger and acquisition, wherever possible; expanding our reach into the public sector; and focusing on exports into SADC countries where there is positive growth, such as Namibia, Mozambique and the DRC.

In addition, we will continue to drive our strategy towards entering emerging industries like renewable energy and electric vehicles. The first samples for use in these industries were produced in the first quarter of 2022 and research and development of new products continues.

Although SOEW is well positioned to take advantage of the opportunities available to us locally and in neighbouring countries, we are mindful that economic instability is likely to persist well into the foreseeable future. As a result, immediate planning remains largely tactical, focusing on such fundamentals such as securing our supply chains and managing input costs, production efficiency and cash flow.

Wealth creation and sustainability

Overview

At South Ocean Holdings, we use the Six Capitals of Sustainable Development model to accurately evaluate and report on both our financial and non-financial performance. We aim to add value, create wealth and secure long-term sustainability by transforming the six capital inputs into outputs (products and services) that result in positive outcomes (profits, dividends and other results) for all stakeholders. The six capitals of sustainability are financial capital, manufactured capital, intellectual capital, human capital, social and relationship capital and natural capital.

This internationally recognised framework, developed by the Technical Task Force of the International Integrated Reporting Council (IIRC), is designed to provide a standardised model to secure long-term business sustainability, as well as to ensure that companies make a real contribution to broader socio-economic development and sound environmental management. The framework is widely used in integrated reporting as it enables listed entities to report on performance in a broader way than traditional reporting standards have previously allowed for.

By reporting in this way, we aim to provide stakeholders with:

- a meaningful assessment of the long-term viability of our strategy and business model;
- in-depth information about inputs, outputs and outcomes;
- a comprehensive overview of the effective allocation and management of business and natural resources; and
- an overview of our governance framework.

Value-added statement	2023 R'000	2022 R'000	2021 R'000	2020 R'000	2019 R'000
Revenue	**2 363 575**	1 873 155	2 001 546	1 748 796	1 566 078
Paid to suppliers and providers of services	**(1 897 308)**	(1 528 920)	(1 611 377)	(1 459 298)	(1 338 301)
Value added	**466 267**	344 235	390 169	289 498	227 777
Income from investment	**20 284**	23 683	6 815	4 230	9 794
Total value created	**486 551**	367 918	396 984	293 728	237 571
Distributed as follows:					
Employees	**151 565**	115 135	133 645	125 999	115 324
Providers of capital	**25 040**	4 122	6 333	9 725	15 723
Government taxes	**173 937**	164 555	132 961	89 475	87 718
Retained for growth	**136 009**	84 106	124 045	68 529	18 806
Depreciation, amortisation and impairment	**36 364**	20 357	24 381	19 584	14 943
Deferred taxation	**11 011**	18 785	24 582	22 006	19 724
Retained earnings/(Accumulated loss)	**88 634**	44 964	75 082	26 939	(15 861)
Total value distributed	**486 551**	367 918	396 984	293 728	237 571
Value-added statement ratio analysis					
Number of employees	**568**	463	438	473	431
Revenue per employee (R'000)	**4 161**	4 046	4 570	3 697	3 634
Value added per employee (R'000)	**821**	743	891	612	528
Average salary per employee (R'000)	**267**	249	305	266	268

Financial capital

Organisational equity

Financial capital, as defined by the IIRC in the International Integrated Reporting (IR) Framework, is the pool of funds an organisation has access to in order to manage it as a going concern. This includes both equity and debt financing. This section gives an overview of our sources of funding, how those are converted into outputs through added-value processes, and the financial outcomes of these processes.

From an equity point of view, we have 203.3 million shares in issue (2022: 203.3 million) and a market capitalisation as at 31 December 2023 of R252.1 million (2022: R246.0 million). The current market capitalisation of the company is lower than its net asset value and this is declared as an impairment in the Annual Financial Statements.

From a financing point of view, the Board may exercise its mandate to acquire funding as necessary and appropriate. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained to meet short-term obligations as they become due and payable. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

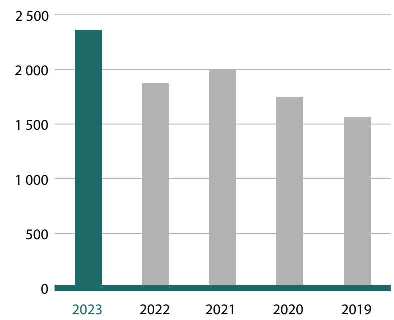
In addition to equity and financing, we make use of capital inputs that were previously considered to be non-monetary variables, but which have increasingly become monetised, such as water. A comprehensive analysis of our water usage is given in the relevant section below.

Added value

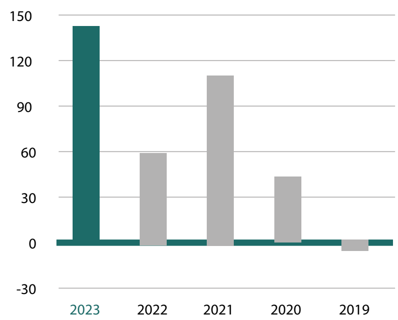
We add value, create wealth and secure sustainability by using the financial capital at our disposal to manufacture high-quality products, run an efficient distribution system, offer competitive pricing, deliver superior customer service, empower our staff, support external stakeholders, adhere to accepted principles of good governance, and be a responsible custodian of the natural environment.

Our financial outcomes are a result of all of these activities.

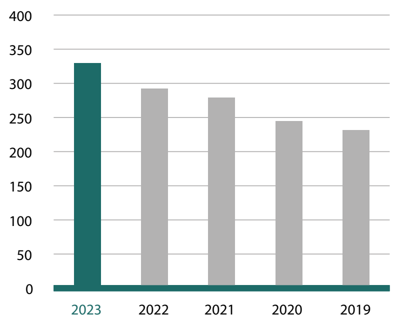
REVENUE
(Rm)



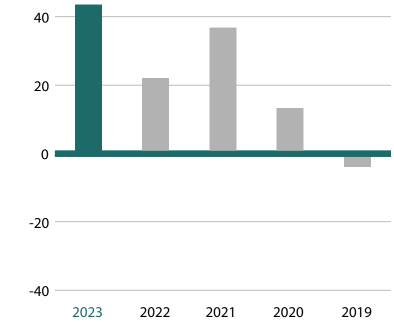
OPERATING PROFIT/(LOSS)
(Rm)



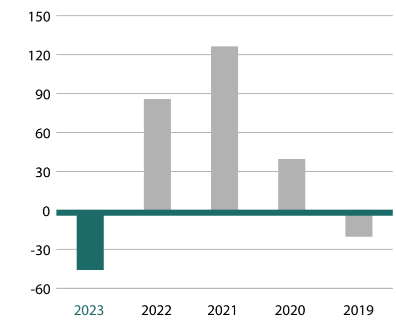
NET TANGIBLE ASSETS VALUE
Value per share (cents)



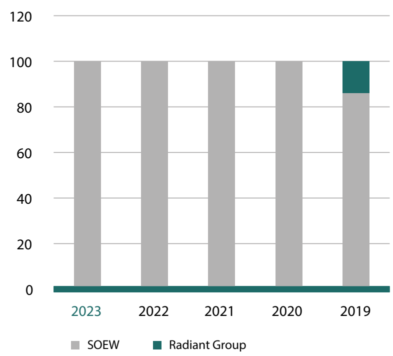
HEADLINE EARNINGS/(LOSS) PER SHARE
(cents)



CASH GENERATED/(UTILISED)
(Rm)



SEGMENT ANALYSIS
(Contribution to revenue %)



Manufactured and intellectual capital

Manufactured capital

Infrastructure, equipment and tools

Manufactured capital is defined in the International (IR) Framework as human-created, production-oriented equipment and tools, but also includes infrastructure either owned or leased by the organisation as well as any public infrastructure such as the road network that it is able to make use of. We also have a 24-hour on-site maintenance team, which monitors production consistency, quality and reliability.

Added value

Like all other manufacturers in South Africa, we have had to navigate challenging and uncertain market conditions in recent years.

In the 2023 financial year, the total value added was R487 million (2022: R368 million) and the value added per employee was R821 000 (2022: R743 000).

Our financial contribution to society is summarised in the value-added statement in the preceding section of this report.

Product range

Our operating subsidiaries, SOEW, Icembu Cables and Icembu Services manufacture a comprehensive range of low-voltage electrical wire and cable, and related accessories, as outlined in the section giving details of the Group's subsidiaries.

Product quality

Product quality remains the foundation on which our business is built and SOEW is certified as being fully compliant with ISO 9001: 2015 Quality Management Standards.

As mentioned elsewhere in this report, the products produced by SOEW also conform to the SANS 1507, SANS 1574, SANS 1576, SANS 1418, SANS 62930 and SANS 61386 (PVC 20mm^2, 25mm^2 and 32mm^2 conduit) quality standards. To ensure strict adherence to quality standards, we have two quality control testing facilities and a full compliance testing laboratory on-site at our Alrode plant. The testing facilities are manned 24 hours per day and conduct green stage testing at each stage of manufacturing to ensure our products are fully compliant with the SANS standards as well as our customer's expectations.

Intellectual capital

Protecting knowledge resources

The International (IR) Framework emphasises that the management of intellectual capital and institutional knowledge is essential to securing an organisation's long-term earning potential and to sustaining its competitive advantage.

The intellectual capital value chain involves making use of the output of research and development activities to add value in various areas of the business, most notably by using proprietary processes and procedures to create products and services. It also involves the effective management of an organisation's knowledge resources. These include employee competencies, customer relationship management procedures, financial management procedures and ICT resources. All of these can, of course, be compromised by illegal or unethical behaviours and practices.

This demonstrates the fact that there is a relationship between intellectual capital, human capital, and social and relationship capital. The reports on these capitals in this section give insight into how we manage and secure our intellectual capital. Our proven and stable governance procedures also protect the intellectual capital that secures our leadership position in the market.

Human capital

Managing the skills vested in skill and experience

The management of human capital and the creation of value in this aspect of our business is essential to the successful delivery of our strategic objectives. The value vested in the skills, abilities and productivity of our employees is critical to our sustainability, growth and development.

We therefore actively invest in developing all of our staff; enhancing human capital through training and development, competitive remuneration and incentive schemes. We also strive to create a motivating and inclusive work environment, in which the value of employees is acknowledged and in which they feel appreciated. We offer many development opportunities that inspire employees to advance their careers.

In 2023, we continued to focus on building a resilient and engaged workforce by strengthening and enhancing the skills, experience, diversity and productivity of our employees. We did this by investing significantly in sponsored study programmes, technical learning programmes, learnerships and critical skills development.

The transformation and empowerment of historically disadvantaged employees, in particular, is regarded as being pivotal to our long-term success, and we have initiated a number of targeted interventions to ensure that employees in this demographic benefit from skills development and improvement.

We are also committed to a process of meaningful transformation within the business. This objective is supported by intensified recruitment, the development and retention of candidates from historically disadvantaged groups and focused measures to enhance gender equality. We aim to be compliant with all laws and regulations designed to ensure that our business reflects the country's demographics. This is a particular focus in our recruitment practices.

As far as labour relations are concerned, we continue to maintain constructive relationships with all of the Unions to which our employees belong. Our aim is to create an inclusive working environment and to ensure that all employees work together towards achieving this objective.

As at 31 December 2023, we were employing 454 full-time staff (2022: 463), and 107 part-time staff (2022: 7).

We constantly strive to increase efficiencies in human capital management and to maintain the flexibility necessary to adapt to prevailing economic conditions.

Employment equity and diversity

We are dedicated to creating a diverse workforce by attracting and developing previously disadvantaged people, women and employees with disabilities. Our diversity figures for the reporting period were:

Black permanent employees	Black management
Male – 80% Female – 12%	Male – 13% Female – 0%

3 Disabled employees	**4** Disabled learners

Employee development

We are very proud to be able to partner with our employees in their development. We actively encourage staff at all levels to improve their skills and experience and we provide appropriate mechanisms for them to do so.

Continuing education

In 2023, 182 employees including executives, managers, office staff and factory staff had the opportunity to enhance their skills by studying further (2022: 123). Some enrolled for courses offered by the Wits Digital Campus, the university's online continuing education platform. We provided both financial and academic support for employees undertaking further studies in this way and are proud to announce that they achieved a 70% pass rate.

Bursaries

In addition to educational support for employees, we offer a number of bursaries for suitably qualified dependents. We offered 6 bursaries to the dependents of employees in 2023.

Learnerships

On a broader basis, we also funded learnerships for 4 disabled, 7 unemployed learners and 6 permanently employed learners with the aim of upskilling them and bringing them into the formal workplace.

On completing these learnerships, the beneficiaries had the additional opportunity to participate in an accelerated learning programme designed to improve their chances of being employed immediately after the learning process. In addition to paying their courses fees, we provided learnership beneficiaries with stipends to cover their day-to-day expenses.

Supervisors and foremen were also able to benefit from a separate learnership programme designed to enhance and strengthen their skills.

Training

We continue to invest in various training programmes to ensure that the skills of our workforce are consistently being enhanced. The total invested in training during the reporting period was R3.5 million (2022: R2.3 million).

Employee incentives

As a Group, we offer both short- and long-term incentives, the details of which are set out in full in the Remuneration Report. Employees also benefit from performance-related and attendance bonus schemes. Attendance bonuses are paid out at year-end to employees who have not taken sick leave during the course of the year.

Short- and long-term incentives are paid out in March of each year after having been approved by the Remuneration Committee.

Freedom of association

In compliance with the Constitution of the Republic of South Africa, we uphold the right of employees to exercise freedom of association and collective bargaining. We recognise Trade Unions that are sufficiently representative of our employees and give formal assurance that our staff may associate with employee representative organisations and Trade Unions or, indeed, choose not to do so.

Our Code of Conduct encourages employees to refrain from performing acts that conflict with freedom of association. There were no violations of freedom of association and collective bargaining during the year.

The number of employees belonging to Trade Unions in 2023 was as follows:

Trade union	2023	2022	2021	2020
NUMSA	**329**	239	327	296
Solidarity	**1**	3	5	6
Number or employees who are members of Unions	**330**	242	332	302
Percentage employees who are members of Unions (%)	**58.1**	52.0	75.8	63.8

Safety, health, environment and quality (SHEQ)

Safety is fundamental to the way we do business. We believe that zero harm is not only possible, but can be attained through dedicated focus and teamwork. Compliance with safety rules and procedures, which include the mandatory use of personal protective gear, is rigorously enforced.

Instances of workplace injuries and accidents are fully investigated and, where necessary, steps are taken to avoid future incidents. There are currently no outstanding claims that require employees to be compensated for health and safety matters.

Occupational health and safety standards are governed by national occupational health and safety regulations. In order to ensure a balanced management approach, we have health and safety Committees in various areas of the business and it is their function to ensure that we abide by these regulations.

The Committees include representatives from senior management as well as health and safety representatives selected from all levels of staff. Meetings are scheduled on a regular basis, depending on the working environment and requirements.

The Committees report compliance issues and safety incidents to the Management Committee and make recommendations on areas for improvement. The appointment of safety representatives and first-aid practitioners, as well as the oversight of processes necessary to ensure the safe operation of factory equipment, are all functions that are delegated to these Committees.

Safety

We facilitate and oversee the training of first-aid and fire-fighting representatives to ensure that, in the event of an accident, there are always trained personnel immediately on hand to assist their colleagues.

There was a slight decrease in the number of safety incidents during the reporting period compared to the number in the previous period. In 2023, 18 incidents were recorded, down from 28 in 2022. Management takes each of these incidents very seriously. All injured employees who require medical attention are provided with appropriate treatment and, where needed, time off work for recovery. All injuries that occurred during the year were treated on-site as none were serious.

The following table gives details of all safety incidents recorded during the course of the reporting period:

Injury incidents (permanent staff)	Number of employees
Minor injuries	18
Serious injuries	–
Treatment on site	8
Employees who received further medical treatment	10
Total number of employees injured	18

Health

We value the lives of our employees and believe that preventative measures have an important role to play in securing their health. As in previous years, a number of awareness programmes and campaigns were undertaken during 2023 to ensure that employees have the knowledge to detect both acute and chronic conditions early. We also encourage employees to adopt a generally healthy way of living, partly through a programme of communications designed to inform them of the risks associated with various lifestyle choices. This is supported by access to our on-site clinic.

Since 2017, when we conducted a comprehensive health and wellness survey to inform our long-term approach to health management, we have a formal health and wellness programme in place. This is specifically designed to assist employees with any physical and psycho-social issues they may be experiencing.

HIV and Aids

HIV and Aids awareness programmes are available to all employees. Everyone is encouraged to attend regular educational sessions, to take the necessary precautions to prevent infection and to regularly check their HIV status. The HIV status of employees is strictly confidential and the HIV prevalence rate amongst staff is not released for publication.

Lead poisoning

Stringent safety precautions are taken for any employees who come into contact with lead in the course of their work and blood screenings are conducted twice a year to ensure that they are lead-free. If an employee's blood tests indicate the presence of lead in their blood, that person is moved out of the relevant department until blood tests indicate that they are lead-free again.

Noise surveys

Noise-level screenings are routinely done on all existing equipment and on any new equipment before it is introduced into our manufacturing facilities. This is done by an independent company that specialises in monitoring noise levels in industrial installations. Employees are also required to wear ear plugs at all times when working on the factory floor.

Security practices

We ensure that all employees are aware of and fully understand the Group's security policies and practices. In-house security personnel and third-party security providers are all given formal training to acquaint them with these security policies and practices.

One security violation was reported where Icembu Cables was the subject of an armed robbery.

Staff turnover

The table below gives a summary of the various reasons why employees left the company:

Reason for leaving (number of employees)	2023	2022
Resigned	**10**	5
Dismissed	**29**	60
Death	**1**	2
Retrenched	**–**	51
Contract expired	**70**	1
Retirement	**1**	–
Total	**111**	119

Paid leave and absenteeism

Employees are encouraged to maintain a healthy work-life balance and various types of paid leave are offered to facilitate this. The following table indicates the average leave allowance employees are entitled to:

Leave type	Number of days
Annual leave (general employees)	15 days and additional five days for longer than five years' service
Annual leave (directors))	20 days. An additional five days for longer than five years' service
Sick leave	30 days over a three-year period
Maternity leave	Up to four months (unpaid)
Family responsibility leave	Three days (MEIBC members can accumulate family responsibility leave up to a total of nine days)
Study leave (approved courses)	Two days per paper

The following chart details the total number of leave days taken during the reporting period:

Leave type (days taken)	2023	2022
Annual leave	**7 629**	5 830
Family responsibility leave	**329**	200
Maternity leave	**14**	3
Sick leave	**1 902**	1 601
Study leave	**197**	–
Unpaid leave	**588**	1 638
Total number of leave days taken	**10 659**	9 272
Average number of leave days per employee (%)	**19**	20

External stakeholders

We engage regularly, openly and honestly with all stakeholders involved in and affected by the Group's operations. This enables us to build good relationships with these stakeholders, as well as to align development plans with their needs. These interactions also provide us with the opportunity to identify and report on important issues raised by both individual stakeholders and communities.

The stakeholder engagement map below graphically represents some of the communications strategies and channels we have employed in our stakeholder management process. Stakeholders are categorised as either primary, secondary or tertiary stakeholders, depending on their level of interaction with the Group.

Level	Group of stakeholders	Issues	Method of communication
Primary These stakeholders are vitally important to us as we have the greatest direct impact on them and, *vice versa*, they have the greatest direct impact on our business.	Employees	Our ability to pay salaries on time. Our performance as a Group, which impacts on employee livelihoods. Providing a safe environment for all our employees. Actively upskilling and promoting employees from previously disadvantaged communities.	The intranet Union meetings Shop steward meetings Face-to-face meetings Communication boards Internal newsletter
	Investors	Returns on their investment.	The Annual General Meeting Semi-annual financial results presentations Integrated Annual Report Corporate website Direct contact with major shareholders Investment updates on SENS
	Board	The Board carries the ultimate responsibility for the Group's decisions and for its accountability to investors.	Quarterly meetings Briefings for the Chairperson and the Board on matters of significance between meetings
	Customers	Our ability to supply quality products on time.	Advertisements Website Integrated Annual Report Exhibitions Catalogues
	Bankers	Our ability to continuously service short- and long-term borrowings.	Integrated annual report Specific information, as required
Secondary These stakeholders have the ability to directly impact the success of our business.	Suppliers	Our ability to procure from suppliers and settle debt as agreed.	Regular meetings The annual industry show Periodic communications from the respective business managers
	Government	Our ability to pay all taxes due timeously and in adherence to all legislative requirements.	Specific meetings Industry forums Adherence to legal reporting requirements
	JSE	Adherence to JSE rules and regulations.	Providing information as required
	Unions	The fair implementation of wage agreements and incentives.	Union meetings Shop steward meetings Engaging in negotiations
Tertiary These stakeholders have the ability to affect the brand's reputation.	Media	Positive and negative publicity.	Media releases Presentations

Social and relationship capital

A successful Group in a successful society

We strive to be a successful Group that contributes to creating and sustaining socio-economic development in South Africa. We have all of the appropriate structures, policies and procedures in place to achieve this.

Social and Ethics Committee

The Social and Ethics Committee is a formal sub-committee of the Board and was established in terms of Section 72 of the Companies Act. It operates under mandate from the Board within approved terms of reference. It is the role of the Committee to ensure that the Group engages in sustainable social, ethical, health, safety and transformation practices that are aligned to the Act, other legal requirements and accepted codes of best practice. It places specific emphasis on empowerment in respect of ownership, procurement, employment equity and skills development.

During the reporting period, the Committee was made up as follows:

N Lalla: Chairperson
KH Pon: Member
A Smith: Chief Executive Office

The CFO, Human Resources Manager also attend the Committee meetings by invitation.

Meetings

The Social and Ethics Committee meets at least twice a year unless additional meetings are required.

Reporting

The Chairperson of the Committee reports to the Board on its proceedings after each meeting. She also attends the Annual General Meeting to report on its functions and activities and to respond to any questions from stakeholders.

Responsibilities

The monitoring function of the Social and Ethics Committee applies, among others, to matters relating to:

- Social and economic development, with specific reference to:
  - the 10 principles defined in the United Nations Global Compact;
  - the Organisation of Economic Cooperation and Development ("OECD") recommendations regarding corruption;
  - the Employment Equity Act; and
  - the Broad-Based Black Economic Empowerment Act.
- Good corporate citizenship, with a particular focus on:
  - the promotion of equality, the prevention of unfair discrimination, and the elimination of corruption;
  - contributions to the development of the communities in which the Group operates and in which our products are sold; and
  - sponsorships and donations.
- The environment, health and public safety.
- The impact of the Group's activities and of our products or services.
- Consumer relationships, including our advertising and public relations.
- Labour and employment, including:
  - the Group's standing in terms of the International Labour Organisation's (ILO's) protocols on decent work and working conditions; and
  - our employment relationships and our contributions towards the educational development of its employees.
- Drawing matters within its mandate to the attention of the Board, if and as required.
- Reporting on matters within its mandate at the Annual General Meeting.

Employment Equity Committee

We monitor adherence with the Employment Equity Act on an ongoing basis through our Employment Equity Committee, which is made up of a senior management representative, a shop steward and elected employee representatives for the different categories of staff. We are fundamentally committed to ensuring that our workforce profile mirrors the demographics of the country.

During the reporting year, the categorisation of employees according to their workforce profile was as follows:

	WHITE		ACI*		NON-RESIDENT		TOTAL	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
Total workforce	**40**	33	**524**	444	**4**	–	**568**	477
Less: non-executive directors and non-permanent staff	**(6)**	–	**(107)**	(14)	**(1)**	–	**(114)**	(14)
	34	33	**417**	430	**3**	–	**454**	463
Gender profile								
Male	**25**	24	**364**	349	**3**	–	**392**	373
Female	**9**	9	**53**	81	**–**	–	**62**	90
	34	33	**417**	430	**3**	–	**454**	463
Occupational level								
Directors	**2**	2	**–**	–	**–**	–	**2**	2
Male	**2**	2	**–**	–	**–**	–	**2**	2
Female	**–**	–	**–**	–	**–**	–	**–**	–
Senior management	**5**	5	**1**	2	**–**	–	**6**	7
Male	**3**	3	**1**	1	**–**	–	**4**	4
Female	**2**	2	**–**	1	**–**	–	**2**	3
Professionally qualified and middle management	**8**	6	**7**	8	**–**	–	**15**	14
Male	**7**	5	**4**	7	**–**	–	**11**	12
Female	**1**	1	**3**	1	**–**	–	**4**	2
Skilled and technical staff	**11**	17	**78**	112	**–**	–	**89**	129
Male	**6**	11	**63**	91	**–**	–	**69**	102
Female	**5**	6	**15**	21	**–**	–	**20**	27
Semi-skilled and unskilled staff	**8**	3	**331**	308	**3**	–	**342**	311
Male	**7**	3	**296**	250	**3**	–	**306**	253
Female	**1**	–	**35**	58	**–**	–	**36**	58
	34	33	**417**	430	**3**	–	**454**	463
Disability profile								
Disabled	**–**	–	**3**	4	**–**	–	**3**	4
Male	**–**	–	**3**	4	**–**	–	**3**	4
Female	**–**	–	**–**	–	**–**	–	**–**	–
Non-disabled	**34**	33	**414**	426	**3**	–	**451**	459
Male	**25**	24	**361**	345	**3**	–	**389**	369
Female	**9**	9	**53**	81	**–**	–	**62**	90
	34	33	**417**	430	**3**	–	**454**	463
Age profile								
Under 30	**2**	4	**49**	38	**–**	–	**51**	42
Male	**2**	2	**41**	33	**–**	–	**43**	35
Female	**–**	2	**8**	5	**–**	–	**8**	7
Over 30, but less than 50 years	**15**	20	**292**	333	**3**	–	**307**	353
Male	**11**	16	**255**	265	**3**	–	**266**	281
Female	**4**	4	**37**	68	**–**	–	**41**	72
Over 50 years	**17**	9	**76**	59	**–**	–	**93**	68
Male	**12**	6	**68**	51	**–**	–	**80**	57
Female	**5**	3	**8**	8	**–**	–	**13**	11
	34	33	**417**	430	**3**	–	**454**	463

*ACI = African, Coloured and Indian

Unfair discrimination in the workplace is actively discouraged and, where instances of such discrimination are encountered, management acts decisively as soon as the matter has been identified and/or raised.

Whenever there are vacancies within the Group, preference is given to existing employees in order to maintain continuity and a smooth equity management process.

Broad-Based Black Economic Empowerment (B-BBEE)

We regard B-BBEE and transformation as essential to achieving our strategic objectives. We have therefore consistently made improvements to our B-BBEE score and, in 2023, achieved a Level 1 rating. We are now working towards maintaining Level 1 certification.

In the area of preferential procurement, we have considerably increased our spend with key categories of supplier, including black-owned businesses (businesses with a 51% or higher black ownership), companies owned by black women (with a 30% or higher black female ownership), and companies that are defined as Qualifying Small Enterprises (QSE) and Exempt Micro Enterprises (EME). These efforts are supported by our formal supplier development programme.

We are optimistic that we will be continue to increase procurement from businesses like these.

Corporate social investment

We are committed to making sustainable contributions to and uplifting communities in the areas in which we operate. We do this primarily through a process of enterprise development, which is facilitated by accelerating the sustainability and financial independence of black-owned enterprises. This is supported by additional financial assistance for community-based development programmes, such as the New Beginnings Care Centre (NBCC).

CSI spend

Our CSI spend during the year was made up of grants to the value of R2.2 million (2022: R0.8 million).

Political party policy

We fully endorse the principles and institutions that ensure a free and democratic society. It is, however, our policy not to make any donations to or in favour of any political party.

New Beginnings Care Centre (NBCC)

The primary beneficiary of our socio-economic development programme is the NBCC, which is situated in Boksburg and which offers a range of services aimed at stabilising and empowering destitute individuals.

The centre, which has an average residency rate of approximately 300 individuals, provides homeless people of all ages with accommodation, food and structured programmes designed to assist them in integrating back into mainstream society. It also provides a crèche and educational support for children under 18 and helps adult residents to find jobs that will enable them to regain their independence and rebuild their lives.

In addition, the NBCC offers a rehabilitation programme to individuals who are struggling with substance abuse and distributes food on a daily basis to approximately 120 community feeding schemes.

We source all of our casual and part-time labour from the NBCC and are proud to be part of an initiative that is making a difference in so many lives.

Yes Programme

Our Yes Programme employs previously disadvantaged people under the age of 35. Participants are recruited, upskilled and employed for a period of 12 months. We currently employ 30 people through this initiative.

Enterprise development

Enterprise development is another critical focus for us as it is a powerful means of creating jobs and alleviating poverty. As already mentioned, we focus in particular on supporting sustainable businesses owned by black people, especially black women. We assist these businesses by donating stock which can then be sold on to their customers at a profit. We have continued to do this throughout all of the financial challenges the business has faced in recent years.

Human rights

We ensure that all employees are afforded the dignity and respect they deserve, as enshrined in the Bill of Rights. We diligently ensure that none of our policies and procedures infringe on the rights of employees as articulated in all applicable legislation.

Child labour

We procure materials, products and services from a number of suppliers who are domiciled in various jurisdictions, each governed by a different legislative framework. We strongly reject the use of child labour by any of our suppliers as this is a violation of human rights. While monitoring labour practices across a wide range of suppliers in foreign jurisdictions can be difficult, to date we have not encountered instances of the use of child labour among our suppliers.

Natural capital

Towards a greener and cleaner future

In line with the guidelines outlined in King IV™, we regard the protection and conservation of the environment as a fundamental aspect of doing business.

Climate change

We recognise the impact of climate change on the natural environment and actively seek opportunities to mitigate our own environmental impact. A dedicated task team regularly measures the carbon impact of our manufacturing processes and our vehicles. We operate within the required environmental limit required and have no negative impact on the environment that will directly or indirectly affect climate change.

Environmental impact assessment and carbon footprint analysis

South Ocean Holdings did not perform any environmental impact assessments nor has it performed a carbon footprint analysis during the period under review. It did, however, perform its annual environmental assessments. We have installed a solar system that is used to supply energy.

Energy usage

During the course of the year, SOEW, our manufacturing subsidiary, used 13.50 MWh of electricity (2022: 17.21 MWh). This translates into 0.005 MWh per hour worked (2022: 0.005 MWh per hour worked).

Water management

Our manufacturing processes use very little water and, in this respect, we have only a minor impact on the environment. During the course of the year, we used 7 797 kilolitres of water (2022: 12 947 kilolitres), translating into an average of 0.01 kilolitres per hour worked (2022: 0.02 kilolitres per hour worked).

While our manufacturing processes have very little impact on biodiversity and the environment, we make every effort to conserve water on a Group-wide basis and to educate our employees on the importance of keeping water usage to a minimum.

Waste management

We have a policy of re-using materials before undertaking any recycling or disposal. Only waste that cannot be re-used is disposed of and this is done in an environmentally safe manner. We use specialist companies to handle the disposal of hazardous materials, such as used oil from manufacturing machinery, and paper recycling bins are situated throughout our factories, testing facilities and offices.

A portion of the total scrap generated during the year included PVC scrap, which was recycled and reused in the production process. The balance of the PVC scrap and the copper scrap was sold. We aim to keep cable scrap to a minimum and, where it is unavoidable, we sell it on as a financial recovery measure.

Used soluble and lubricating oils, which are a by-product of the manufacturing process, are disposed of through a third party, which either recycles or disposes of them in an environmentally safe manner. During 2023, 193 542 litres of both soluble and lubricating oil was generated and disposed of (2022: 60 000 litres).

Industrial waste generated and disposed of during the course of the year totalled 272 744 kilograms (2022: 1 512 000 kilograms). Some soil was also disposed of from the manufacturing site. In order to minimise waste in all categories, we adhere to a planned maintenance schedule designed to maximise the operating efficiency of all our equipment over its lifetime.

Finally, we attempt to keep refuse to a minimum and we recycle as much as possible. During the course of the year, a total of 2 727m^3 of refuse was generated (2022: 1 512m^3).

Risk report

Risk management policy statement

The Board is committed to a process of risk management that is aligned with the principles of good corporate governance as set out in King IV™ and the Companies Act. This is defined as a structured, systematic and comprehensive process designed to:

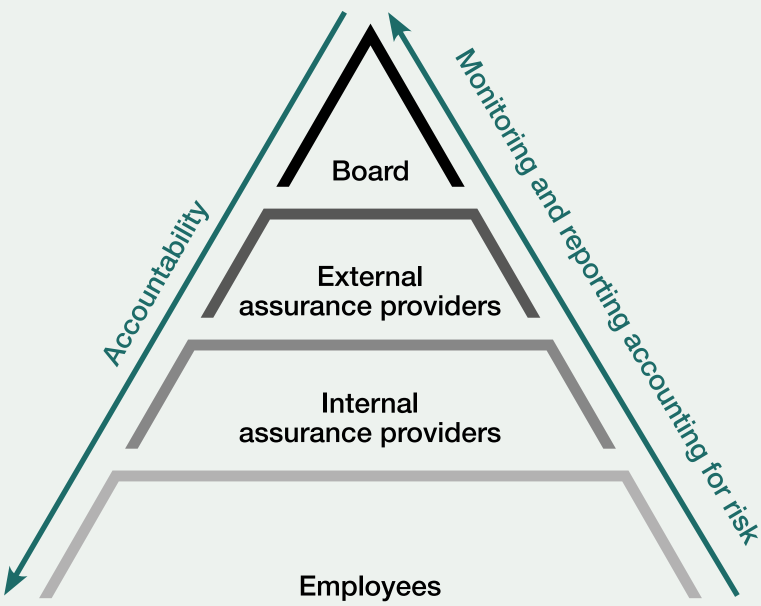
- identify potential risks that may affect the Group;
- prioritise and effectively manage these risks within clearly defined risk appetite parameters; and
- provide reasonable assurance regarding the achievement of organisational objectives.

Enterprise risk management principles

The following principles underpin our risk management processes:

- Although the Board is accountable for the entire process of risk management, it is the responsibility of all employees to embed and maintain effective risk management, control and governance processes throughout the organisation.
- Effective risk management is conducted within the approved risk management framework and structures. These have been tailored to our specific circumstances and form part of our daily operational activities.
- Risk identification, risk assessment, risk mitigation and risk monitoring are ongoing and evolving processes and form an integral part of our daily decision-making.
- Quarterly risk reporting provides a balanced assessment of significant risks and the effectiveness of internal control in managing these risks.
- Through the skilled application of high-quality, integrated risk analysis and management, our employees exploit risk to enhance opportunities, reduce threats and sustain a competitive advantage. As a Group, we take calculated risks subject to tolerance limits.

Governance structure



Enterprise risk management philosophy

Our enterprise risk management philosophy is defined by the following features:

- We are committed to proactive risk management as a discipline that is intended to create value, protect stakeholders and assets, and promote long-term sustainability. The risk management practice is founded on the ethical values of responsibility, accountability, fairness and transparency.
- We have a formal risk management policy in place to ensure that there is a standardised approach to and understanding of risks and risk management throughout the Group.
- The Board has the overall responsibility for the governance of risk. The Audit and Risk Management Committee assists the Board with risk management oversight. The Board discloses undue, unexpected or unusual risks in the Integrated Annual Report each year and provides an opinion on the effectiveness of the risk management processes.

Risk management framework

Our risk management framework has been approved by the Board and it includes a comprehensive implementation plan. The Board delegates responsibility for the implementation of the plan to the Chief Financial Officer and reviews the risk policy, risk framework and implementation plan annually.

As a Group, we adhere to ISO 31000:2009 risk management principles and guidelines and use ISO 73:2009 risk management principles to define risk-related terms.

Risk appetite

South Ocean Holdings has a low appetite for risk. The Board, therefore, prioritises organisational resilience and sustainability over aggressive risk-taking. Management, in turn, does not seek out exposure to risk in order to drive short-term financial performance or growth. It is the responsibility of management to ensure that decision-making and risk exposure are maintained within the parameters approved by the Board.

Principal risks and mitigations

Nature of risk	Cause and effect	Risk rating:	Mitigating actions
Business interruption	**Cause:** Any force majeure resulting from such events as a pandemic, civil unrest, labour action, a cyberattack, a radical disruption of the power or fuel supply or a radical disruption of our supply chain, including through armed robbery by organised criminal syndicates. **Effect:** Any of these factors could lead to the cessation of operations, a critical loss of revenue or business failure. Armed robbery could also result in staff, visitors or bystanders being injured or killed.	CRITICAL (2022: CRITICAL)	• Many of the factors that have the potential to impact on our ability to operate are beyond our immediate control, but we proactively plan for the eventualities listed here and have policies in place to mitigate their effects should they occur. • We also educate our staff about the risks to the Group and to them as individuals, and encourage or enable them to take whatever preventative measures may be within their control. • We have a well-defined crisis management policy, which is reviewed annually and which will come into effect if we have to declare a force majeure for any reason. • We proactively manage the risk of armed robbery by maintaining high-security measures at all of our operational facilities and offices. Our vehicles are also protected by state-of-the-art monitoring and tracking systems. • We adhere to all collective bargaining procedures and agreements and in the event of a strike - whether protected or not - our crisis management policy will be applied. • We constantly review our IT risk in accordance with international best practice and in cooperation with local and international partners. An IT crisis management policy is in place and this will be applied immediately in the event of a cyberattack. • We have implemented a R12 million on-site hybrid solar power system to mitigate the risk of ongoing loadshedding or catastrophic power failure. • We have a policy of maintaining strategic stocks of raw materials and a diversified supply chain in order to mitigate the risk of disruptions to our supply chains.

Nature of risk	Cause and effect	Risk rating:	Mitigating actions
Loss of revenue and/or decrease in profitability	**Cause:** The poor economic climate, both locally and internationally; the unstable power supply situation in South Africa; the unstable political environment in the country; the risk of civil unrest; the high level of labour disputes and strikes; disruptions to local and international supply chains; the volatile exchange rate; the unstable Republic Copper Price (RCP); poor sales; significant customer returns; and a decline in gross profit. **Effect:** Any of these factors could lead to an unsustainable loss of profitability or business failure.	HIGH (2022: HIGH)	• Many of the factors that can impact on revenue and profitability are beyond our immediate control, but we proactively plan for the eventualities listed and have policies in place to mitigate their effects should they occur. • We are taking advantage of changes in the competitive environment and the high level of demand for our products to secure our market leadership position, grow our client base and expand our footprint within South Africa, the SADC region and the rest of Africa. • We have entered into strategic partnerships in the DRC, Mozambique and Namibia in order to do this. • We are exploring other growth markets in Africa also to extend our footprint and enhance profitability. • We are implementing our strategy of backward integration in order to further secure our supply chain and minimise the risk associated with using third-party suppliers. • We maintain a high level of quality control in order to minimise the risk of returns. • We nurture our customer relationships. • We have an established research and development programme and are adding new products to our range, specifically to meet specialist needs, to extend our reach into the public sector and to enter into developing industries, such as renewable energy. • We consistently develop and execute marketing plans to position our products within the electric wire market and to increase sales. • We maintain diversity in our revenue stream. • We consistently develop and support excellent sales teams.

Nature of risk	Cause and effect	Risk rating:	Mitigating actions
Unstable cash flow	**Cause:** A volatile exchange rate, an unstable RCP, an increase in the cost of sales, reduced margins, high levels of debt, and/or reduced revenue/profitability. **Effect:** Any of these factors could lead to a critical cash flow crisis that could result in business failure.	HIGH (2022: HIGH)	• Reasonable fluctuations in the exchange rate and the RCP are taken into account when developing the annual budget. • Reasonable increases in the cost of sales are also taken into account when developing the annual budget. • Collections are closely monitored to identify distressed customers. • Working capital expenses are properly controlled. • Stock levels are optimally managed. • Bank borrowings are maintained at a reasonable level.
Unstable electricity supply	**Cause:** Continuing interruptions, either planned or unplanned, in the electricity supply. **Effect:** This has the potential to impact manufacturing operations and office functioning. This has the potential to affect business continuity, even if only partly, and to impact revenue and profitability.		• All of our offices and branches are equipped with back-up generators to ensure business continuity during loadshedding and other power outages. • Manufacturing operations require capacity that cannot be supplied by generators, but we have implemented a R12 million hybrid solar system at our Alrode site and have secure access to dual on-site substations at Elandsfontein. These measures ensure that all of our plants can continue to function during loadshedding or during longer, unplanned outages.
Cyberattacks, loss of data or corruption of the Group's IT systems	**Cause:** Cyberattacks, phishing attempts, power outages, poor cybersecurity and/or improper backup procedures. **Effect:** Any of these eventualities could lead to a loss of functionality or to our data being compromised, corrupted or lost.		• Critical IT services are outsourced to a proven and capable IT company. • Firewalls are in place to prevent infiltration by unknown parties. • Emerging cyber threats, including viruses and hacking attempts, are closely monitored and dealt with appropriately. • All backups are done offsite. • Controls are in place to ensure that backups are complete. • An IT crisis management policy is in place and this will be applied immediately in the event of a cyberattack or any other critical threat to our system or our data.
Loss of significant customers and/or a decline in sales	**Cause:** Failure to compete successfully or to retain customer trust. **Effect:** Either of these eventualities could result in the loss of one or more significant customers and/or a general decline in sales.		• We have secured a market leadership position and are working to consolidate and develop this position. • We continuously aim to improve customer experience by offering high-quality products and superior service, as well as by communicating regularly and effectively with our customers. • We are actively extending our client base in South Africa, the SADC countries and the rest of Africa to minimise dependence on a small group of significant customers.
Exchange rate volatility	**Cause:** Significant fluctuations in the value of the rand against other major currencies. **Effect:** This could impact heavily on financial security and sustainability.		• We continuously monitor exchange rates and the business's expenditure against budget. • We take foreign exchange rate cover at the best possible rates on all foreign purchases in order to minimise the impact of exchange rate losses.

Nature of risk	Cause and effect	Risk rating:	Mitigating actions
Unpredictable and/or unstable legislative and/or regulatory environment	**Cause:** Unexpected or unpredictable changes to the country's legislative and/or regulatory regimes. **Effect:** This could impact our ability to operate effectively.	HIGH (2022: HIGH)	• We monitor our business processes on an on going basis to ensure there that we are compliant with all applicable regulations and legislation. • We carefully monitor proposed changes to the regulatory and legislative regimes so that we can respond appropriately if and as necessary. • Staff are trained in order to raise awareness of Competition Commission regulations. • Further training is conducted on an on going basis to ensure that staff are fully aware of and compliant with changes in regulations and legislation.
Industrial action	**Cause:** Labour disputes and/or strikes. **Effect:** Interruption of operations and loss of revenue.		• Our business continuity plan outlines the actions to be taken in the event of a strike or other industrial action. • Non-union factory workers and office staff are used to maintain business continuity in the event of a strike or other industrial action.
Loss of key staff	**Cause:** Competitive offers from other companies, disputes, illness or death. **Effect:** Any of these factors would impact the Group's knowledge base and ability to operate effectively.		• We have comprehensive job descriptions and succession plans in place for all key staff to mitigate against the loss of these staff for any reason. • Short- and long-term incentive schemes are in place to encourage the retention of key staff.
A breakdown in the supply chain or long periods of disruption	**Cause:** Changes in or disputes with suppliers and/or disruptions in international supply chains due to global events such as military conflict. Disruptions in local supply chains due to labour action, inefficiencies within the national transport system, civil unrest or weather events. **Effect:** Any of these factors would impact directly on our ability to operate, our profitability and potentially, even our sustainability.	MEDIUM (2022: MEDIUM)	• We have a highly effective and proven supply chain management system. • We have formal processes in place to deal with supply chain disruptions, whether local or international. • We maintain close direct ties with all of our suppliers. • We have a policy of maintaining a strategic stock of raw materials to mitigate against external events that may have an impact on our supply chain. • We have mitigated our risk in the mission-critical copper supply chain by securing alternative sources of supply since trade with Russia was restricted at the start of the war in Ukraine.

Nature of risk	Cause and effect	Risk rating:	Mitigating actions
Non-compliance with JSE rules and regulations	**Cause:** Non-compliance with the rules and regulations defined by the JSE for all companies that trade on the exchange. **Effect:** This could lead to trading being suspended, a loss of revenue and reputation, and even business failure.	LOW (2022: LOW)	• The Board, the Committees of the Board, the Company Secretary, the Group's auditors, and the Company Sponsor are all tasked with ensuring that the Group and its subsidiaries remain compliant with JSE rules and regulations. Compliance is closely monitored.
Non-compliance with B-BBEE legislation	**Cause:** Non-compliance with B-BBEE legislation or a low B-BBEE rating. **Effect:** Either of these factors could lead to a loss of customers. The related inability to tender for large projects, specialist projects and/or public sector contracts would result in a loss of revenue.		• We obtained a Level 1 B-BBEE rating in 2023, which significantly mitigates this risk. • We have a comprehensive B-BBEE strategy in place to ensure that we consistently comply with legislation. • Preferential procurement assessments are undertaken on an ongoing basis to ensure that we procure goods and services from suppliers with a high B-BBEE rating. • Black-owned and black woman-owned enterprises are being identified as suppliers as well as for development assistance. • Our employment policies are consistent with our employment equity targets.
Misappropriation of assets due to fraud and/or corruption	**Cause:** Internal or external fraud and/or corruption. **Effect:** This could impact effective financial management, reputation and even sustainability.		• To mitigate against fraud and corruption, we have a whistle-blowing hotline in place and all staff are aware of our whistle-blowing policy. • We have a clear segregation of duties throughout the Group. • The approval of the directors is necessary before assets can be removed from the premises. • There are strict security controls in place at all exit points.
A default by a major debtor and/or a significant insurance exclusion	**Cause:** Debtor default and/or insurance exclusion. **Effect:** These factors could impact effective financial management and even sustainability.		• Sales are spread out across a number of significant customers and we monitor the debtors' book closely. • We further mitigate this effect by seeking out and taking on new customers. • The debtor's book is insured through the Credit Guarantee Insurance Corporation of South Africa Limited.

Remuneration report

PART 1: REMUNERATION POLICY

South Ocean Holdings' Remuneration Policy is aligned with the guidelines set out in King IV™ and complies with both the Companies Act and the JSE Listings Requirements. As a Group, we have an integrated approach to remuneration, and we aim to ensure that there is an appropriate balance between the interests of shareholders and other stakeholders and our strategic and operational requirements.

Our remuneration policy is designed to:

- support the implementation of our business strategy;
- provide attractive and market-related remuneration;
- motivate and reinforce individual and team performance; and
- demonstrate equitable remuneration related to job description, responsibility and personal performance.

The policy aims to ensure that remuneration is:

- market-related and competitive;
- performance-related;
- appropriate to the value delivered in each job category and at every level; and
- compliant with best-practice governance in both concept and practice.

This, in turn, is designed to:

- attract, motivate and retain skilled and talented people, especially in key positions;
- support our position as an employer of choice; and
- encourage and reward superior performance.

No major changes were made to the Remuneration Policy during the reporting period and established key performance indicators (KPIs) remain aligned to our strategy and goals.

Remuneration Committee

The Remuneration Committee operates under mandate from the Board, which assesses its composition annually in order to ensure that it has the appropriate mix of skills, knowledge and experience to operate effectively. The Committee complies with all legal requirements and governance guidelines.

Composition

The Remuneration Committee is made up of three Independent non-executive directors and one non-executive director, all of whom have the qualifications and experience to fulfil their duties.

Meetings

Committee meetings are held at least twice a year unless additional meetings are required. The Chief Executive Officer and the Chief Financial Officer attend the meetings by invitation but do not participate in discussions related to their own remuneration.

Reporting

The Chairperson reports on proceedings to the Board after each meeting and attends the Annual General Meeting to respond to any questions from stakeholders that relate to the Committee's areas of responsibility.

Roles and responsibilities

The Committee does not assume the functions of management, which remain the responsibility of the Executive Directors and senior management. Its primary task is to assist the Board in ensuring that the remuneration of Directors and Executives is fair and market-related.

The Remuneration Report in this section provides a detailed overview of our remuneration practices. It deals mostly with the remuneration of directors and senior management.

Remuneration of non-executive directors

Terms of service

Non-executive Directors, including the Chairperson, are appointed by the shareholders at the Annual General Meeting but interim appointments are permitted within the framework of the Remuneration Policy during the course of the year. Interim appointees retire at the next Annual General Meeting, when they may make themselves available for re-election.

According to the terms of the Group's memorandum of incorporation, one-third of the non-executive Directors may make themselves available for re-election each year under the condition that, should a director be appointed as an Executive Director or as an employee of the Group in any other capacity, they shall not, while they continue to hold that position or office, be subject to retirement by rotation and they shall not, in that case, be taken into account in determining the rotation or retirement of Directors.

Further, once a Director has served for nine or more years, they may continue to serve in an independent capacity if the Board concludes that they exercise objective judgement and there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making. The assessment must be made each year after the nine-year period.

The independence of the non-executive Directors is evaluated annually and the evaluation performed for 2023 has confirmed their independence.

Fees

Group policy is to pay competitive fees that are aligned to skill, experience and the time commitment required from the non-executive directors. Fees are benchmarked against a comparison group of JSE-listed companies. Non-executive Directors are entitled to be compensated for travel and subsistence when travelling on official business but there is no contractual agreement to compensate them for loss of office.

Non-executive Directors do not receive short-term incentives and do not participate in any long-term incentive schemes. Their fees are proposed by the Remuneration Committee on an annual basis and voted on by shareholders at the Annual General Meeting. There are no retirement provisions for non-executive Directors.

Remuneration of Executive Directors and senior management

Our remuneration philosophy is to pay Executive Directors, management and staff market-related remuneration that is intended to motivate them, encourage sustainable performance and secure retention. In terms of remuneration policy, above-average remuneration accrues only to employees who demonstrate a preparedness to accept the challenges of the enterprise and who excel in the achievement of the objectives of the enterprise.

Remuneration package

The remuneration packages of Executive Directors and Executive Managers are made up of:

- a guaranteed package;
- a performance-linked bonus;
- a short-term profit-sharing bonus; and
- a long-term incentive scheme.

Guaranteed package

A total cost-to-company package for each Director and Senior Manager is determined annually based on the market value of their position. It is awarded on the assumption that performance targets are higher than they were in the preceding year and that these targets will be met. The guaranteed pay is calculated at between 75% and 80% of the total cost-to-company package for Directors and at 92.4% for Executive Managers.

Performance bonus

Directors and Executive Managers are required to enter into performance contracts that clearly define individual key performance areas linked to the strategic objectives of the business. The contracts and related performance ratings are reviewed by the executive directors and reports are made to the Remuneration Committee. The Committee provides insight into how risks are being managed and controlled, as well as into succession planning at both Group and subsidiary levels.

Performance ratings based on KPIs are the basis on which the annual performance bonus is paid. For Directors, this is calculated at between 20% and 25% of the total cost-to-company package, while for executive managers it is calculated at 7.6% of total package.

Profit-sharing bonus

Executives and Senior Managers employed by the Group participate in a profit-share pool if profit before taxation exceeds targeted earnings for the year. This policy was proposed by the Remuneration Committee and approved by the Board.

Target earnings are defined as the inflation-adjusted moving average of earnings for the past three years multiplied by a growth factor equal to expected inflation. For the purposes of the profit-sharing bonus scheme, a nominated percentage of the excess earnings of the Group and its subsidiaries is allocated to be shared by eligible participants. The profit-sharing bonus for 2023 was R6 521 339.

Long-term incentive scheme

A long-term incentive scheme has been in place at South Ocean Holdings since 1 January 2009. The objective of this scheme is to align the interests of Directors, Executive Managers and Senior Managers with those of shareholders and to retain the key people who are responsible for leading the organisation.

The incentive scheme is a share-appreciation rights scheme in terms of which each participant receives a cash bonus based on equity growth. It does not confer any rights on employees to acquire, hold or subscribe for shares at any time and does not in any way dilute the shareholdings of existing or future shareholders.

The features of the scheme are as follows:

- There are separate schemes for the Group and its operating subsidiary, SOEW.
- Share appreciation rights are defined in relation to the issued shares of each entity at the commencement of each financial year.
- Each share appreciation right relates to one issued share.
- In the case of the Group scheme, eligible participants were allocated rights based on the value of ordinary shares which, in turn, is based on the volume-weighted quoted share price during the month preceding the allocation.
- Beneficiaries of the Group scheme receive a cash bonus at the end of a defined holding period, which is equal to the difference between the value of those shares at the beginning of the period and the value of the shares at the end of the period.
- In the case of SOEW, eligible participants are allocated rights:
  - in relation to a certain value of the shares of the company (75% of the allocation);
  - in terms of a valuation of the shares of the company which, in turn, is based on its financial results over the preceding three financial years;
  - based on the shares of the holding Company (25% of the allocation) which, in turn, is based on the volume-weighted quoted share price during the months of November and December in the previous year;
  - a cash bonus at the end of a defined holding period equal to the difference between the value of those shares at the beginning and end of the holding period; and
  - the holding period of allocations being three years, which may be extended to four years at the third year of each allocation at the option of the participant.
- The quantum of the allocations is in the range between 33.3% and 83.3% of the annual guaranteed pay of each participant in the years following.

Annual review by the Remuneration Committee

The total cost-to-company package for all Executive Directors is reviewed annually by the Remuneration Committee based on market information and individual competency assessments.

The Committee is also mandated to review on an annual basis the Remuneration Policy as it applies to all Executive and Senior Managers who are members of the Executive Committee or a Management Committee.

Executive Directors' remuneration from related companies

Executive Directors' remuneration paid for 2023 was as follows:

Company	2023 R'000	2022 R'000
South Ocean Holdings Limited	**8 614**	7 684

Details of the remuneration of individual Executive Directors are given in the notes to the Annual Financial Statements in this report.

Non-Executive Directors' remuneration

The fixed fee per annum for Non-Executive Directors paid during 2023 were as follows:

	Fixed fee per annum 31 December 2023 R
Chairperson	**638 977**
Deputy Vice-Chairperson	**368 627**
Non-Executive Director	**212 993**
Chairperson of the Audit Committee	**319 487**
Member of the Audit Committee	**69 026**
Chairperson of the Remuneration Committee	**98 239**
Member of the Remuneration Committee	**69 026**
Chairperson of the Social and Ethics Committee	**98 239**
Member of the Social and Ethics Committee	**69 026**
Chairperson of a Special Committees	**R4 142/hour**
Member of a Special Committees	**R2 486/hour**

Details of the remuneration of individual Non-Executive Directors are given in the notes to the Annual Financial Statements in this report.

Interest of Directors in the share capital of the Group

The details of individual Directors' interest in the share capital of the Group is disclosed in the Directors' Report on page 63

Interest of Directors in contracts

The Directors have certified that they had no material interest in any transaction of any significance with the Group or its subsidiaries.

Share Appreciation Scheme

Details of the Share Appreciation Scheme are set out in the notes to the Annual Financial Statements in this report.

Prescribed officers of the Group who are not executive directors

King IV™ recommends that the salaries of the prescribed officers, excluding Executive Directors should be disclosed. These officers have been identified and their earnings, including any bonus and share appreciation rights paid out, have been disclosed. Remuneration, benefits and incentives paid in 2022 and 2023 are set out in the notes to the Annual Financial Statements in this report.

Service contracts and severance pay

The Group enters into formal service contracts with all Non-Executive Directors.

Executive Directors, Executive Managers and Senior Managers are subject to South Ocean Holdings' standard terms and conditions of employment and have notice periods that vary between 30 and 90 days. In line with Group policy, no Director is compensated for loss of position and none of the Directors have special termination benefits.

Our policy when terminating the services of an individual for operational reasons is to pay a minimum of one week of the annual cost of employment for each completed year of service.

Provident fund and Group life cover

Employees who are not members of the Metal Engineering Industry Bargaining Council are contributing to the Alexander Forbes Access Retirement Fund and their contributions vary between 7.5% and 15% of their basic salaries. Employees who are members of the Metal Engineering Industry Bargaining Council belong to the Metal Industries Pension Fund or the MEIBC Provident Fund and their contributions amount to 15.4% of their basic salaries.

Employees also contribute to a funeral policy that covers funeral costs for the employee or for close family members in the event of death. This is packaged with a risk policy, which pays out between three and five times the employee's gross annual salary in the event of death or permanent disability.

Shareholder agreement

The Group's Remuneration Policy and related implementation plan is presented to shareholders for consideration and approval at each Annual General Meeting, as recommended by King IV™. In the event that 25% or more of the votes cast are against either the Remuneration Policy resolution or the implementation plan resolution, executive management will engage with shareholders to ascertain the reasons for the dissenting vote.

Whenever considered appropriate, Non-Executive Directors may participate in these engagements with selected shareholders and executive management and may then make specific recommendations to the Board as to how the legitimate and reasonable objections of shareholders might be addressed, either in the Remuneration Policy or through changes to the way in which the policy is implemented.

Remuneration Committee members

The Remuneration Committee members in 2023 were:

- M Chong: Chairperson
- KH Pon: Member
- JH Yeh: Member
- J van Rensburg: Member (appointed 18 March 2024)

Non-binding advisory vote

Shareholders are requested to cast a non-binding advisory vote on the Remuneration Policy as contained in this report.

PART 2: IMPLEMENTATION OF REMUNERATION POLICY

Executive Directors' remuneration

Guaranteed pay: Basic remuneration and benefits

In determining the cost-to-company increases for Executive Directors in 2023, the Board considered the average increases granted to general staff and also relevant market data. Benchmarks were selected based on a number of factors including, but not limited to, the Company size and the complexity of comparable listed companies with reference to market capitalisation, turnover, profitability, number of employees and sector.

The increases for the Executive Directors were as follows:

- Chief Executive Officer: 30%
- Chief Financial Officer: 30%

Details of the remuneration paid to Executive Directors in office during the year ending 31 December 2023 are set out in the notes to the Annual Financial Statements in this report.

Short-term incentive outcomes

Executive Directors and Prescribed Officers' short-term incentives for 2023, which were paid at the beginning of the 2024 financial year, were as follows:

Company	2023 R'000	2022 R'000
A Smith	**1 602**	490
W Basson	**1 009**	291

Long-term incentive outcomes

The number of shares allocated to Directors and Prescribed Officers as at 1 January 2023 and 1 January 2022 respectively are given in the table below. Each participant will receive a cash bonus based on the equity value growth at the end of the three-year holding period.

Company	2023 SOH shares	2022 SOH shares
Allocation price	**R1.24**	R1.29
A Smith	**2 299 512**	968 855
W Basson	**1 091 625**	594 558

Non-Executive Directors' remuneration

Payment of Non-Executive remuneration for the reporting period was as per the 2023 Annual General Meeting.

The fixed fee per annum for Non-Executive Directors for the 2024 financial year are proposed as follows:

	Fixed fee per annum 31 December 2024 R
Chairperson	**798 721**
Deputy Vice-Chairperson	**405 490**
Non-Executive Director	**234 292**
Chairperson of the Audit Committee	**351 436**
Member of the Audit Committee	**75 929**
Chairperson of the Remuneration Committee	**108 063**
Member of the Remuneration Committee	**75 929**
Chairperson of the Social and Ethics Committee	**108 063**
Member of the Social and Ethics Committee	**75 929**
Chairperson of a Special Committees	**R4 556/hour**
Member of a Special Committees	**R2 735/hour**

Non-binding advisory vote

Shareholders are requested to cast a non-binding advisory vote on the remuneration implementation plan as contained in this report.

Approval

This remuneration report was approved by the Board of South Ocean Holdings.

Corporate governance report

Overview

South Ocean Holdings recognises that it has a fiscal and fiduciary responsibility to adhere to all relevant laws, regulations and guidelines in the territories in which it operates. The Board, the executive and management are responsible for constantly monitoring compliance with laws, regulations and internationally accepted governance practices, as well as for ensuring that a robust framework is in place to provide for effective implementation.

Within this context, the Group constantly strives to entrench a culture of good governance and responsible corporate citizenship. This is to ensure that all decisions are taken in an ethical, fair and transparent manner that supports accountability to the law and all of the Group's stakeholders.

A detailed summary of how the Group adheres to the guidelines outlined in King IV™, the Companies Act and all other legal requirements is available on our web site.

Corporate responsibility

All decisions related to material matters are approved by the Board. These include, but are not limited to, decisions regarding the allocation of the capital resources needed to optimise the return on shareholders' investment, as well as the authorisation of procurement, capital expenditure, property transactions, borrowings and investments (other than where pre-approved materiality levels, which have been identified by the Board, have been granted to management).

Statement of compliance

South Ocean Holdings regularly undertakes assessments of its application of King IV™. The Group's governance processes are well established and comply with all of the applicable principles and guidelines set out in King IV™.

A report on the application and disclosure of all King IV™ principles is available on the South Ocean Holdings web site.

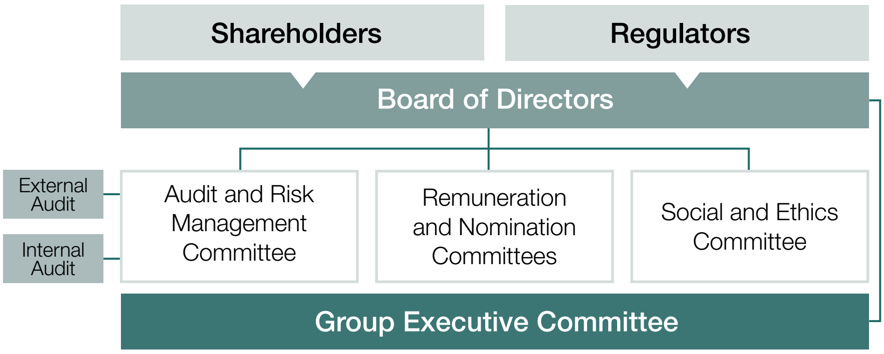
Board of directors

Composition and responsibilities

The Board is made up of nine Directors, with two being Executive Directors and the remainder being Non-Executive Directors. In accordance with King IV™, five of the seven Non-Executive Directors are independent. There are also two alternate Directors. There were no changes to the composition of the Board or the composition of the Committees of the Board in 2023.

Members of the Board are appointed by the Group's shareholders although the Board also has the authority to appoint Directors in order to fill any vacancy that may arise from time to time. These appointments, which are

Governance structure



Board and Committees of the Board

BOARD OF DIRECTORS

KH Pon (Chairperson):
Independent Non-Executive Director

HL Li (Deputy Vice Chairperson):
Independent Non-Executive Director

M Chong:
Independent Non-Executive Director

N Lalla:
Independent Non-Executive Director

JH Yeh:
Independent Non-Executive Director

LL Chen:
Non-Executive Director

J van Rensburg:
Non-Executive Director

DJC Pan:
Alternate to M Chong

SN Yeh:
Alternate to LL Chen

A Smith:
Executive Director, Chief Executive Officer

WP Basson:
Executive Director, Chief Financial Officer

AUDIT AND RISK MANAGEMENT COMMITTEE

N Lalla (Chairperson):
Independent Non-Executive Director

KH Pon:
Independent Non-Executive Director and Group Chairperson

HL Li:
Independent Non-Executive Director (resigned 1 January 2023)

M Chong:
Independent Non-Executive Director (appointed 1 January 2023)

REMUNERATION COMMITTEE

M Chong (Chairperson):
Independent Non-Executive Director

KH Pon:
Independent Non-Executive Director and Group Chairperson

JH Yeh:
Independent Non-Executive Director

J van Rensburg:
Non-Executive Director (appointed 18 March 2024)

NOMINATIONS COMMITTEE

KH Pon (Chairperson):
Independent Non-Executive Director and Group Chairperson

M Chong:
Independent Non-Executive Director

JH Yeh:
Independent Non-Executive Director

SOCIAL AND ETHICS COMMITTEE

N Lalla (Chairperson):
Independent Non-Executive Director

KH Pon:
Independent Non-Executive Director and Group Chairperson

A Smith:
Executive Director, Chief Executive Officer

a matter for the Board as a whole, are made according to a formal and transparent process defined by Board policy and are subject to ratification by shareholders at the next Annual General Meeting.

While members of the Board are appointed based on their skills, experience and level of contribution to the activities of the Group, diversity considerations are taken into account. The Board recognises that, being a South African-based company, it is important for South Ocean Holdings to consider the racial and gender diversity of the Directors and has set targets to ensure appropriate representation by black and female Directors on the Board. These targets are reviewed from time to time to ensure consistently diverse representation.

Members of the Board are required to uphold the highest ethical standards and the Board takes all appropriate measures to ensure that its members abide by these standards. It values the Group's standing as a good corporate citizen and makes every effort to preserve this standing.

The Board holds final responsibility for monitoring and reporting on the effectiveness of the Group's system of internal controls. It is assisted by the Audit and Risk Management Committee in discharging this responsibility.

Appointment process

Directors are appointed through a formal and transparent process that includes background checks. Appointments to the Board and recommendations for re-election to the Board are proposed by the Nominations Committee and are considered by the Board as a whole. All appointments are subject to shareholder approval and ratification. The Group's Memorandum of Incorporation allows the Board to remove any Director by giving written notice signed by the majority of the Directors. This process does not require shareholder approval.

Board Charter

The responsibilities of the Board are fully outlined in a formal Board Charter ("Charter"). The Charter sets out the powers of the Board and provides a clear definition of the responsibilities and accountability of Board members, both collectively and individually.

The Charter is reviewed from time to time and is evaluated in line with any changes in legislation and governance guidelines. It does not provide for a maximum number of Board members, but does mandate that the Board continuously evaluate itself in order to ensure it is capable of fulfilling its duties and responsibilities.

Board processes

The role of the Board is to establish, review and monitor the implementation of strategic objectives, approve major asset disposals and capital expenditure, and oversee the Group's systems of internal controls, governance and risk management.

Management information is supplied to the Board timeously so that it can fulfil its duties and carry out its responsibilities appropriately and correctly. This includes financial and non-financial information, which enables the Board to consider both quantitative and qualitative performance. The Board also has unrestricted access to all of the Company's information, records, documents and property. Non-Executive Directors have access to management without the need to have an Executive Director in attendance.

The daily management of the Group's affairs is delegated to the Chief Executive Officer, who co-ordinates and oversees the implementation of Board policies through the Executive Committee. Full and effective control over all Group operations is nevertheless maintained by the Board at all times.

Evaluation of Board performance

A questionnaire-based evaluation is undertaken annually by the directors. This provides for assessment of the performance of the Board, the Chairperson, the Chief Executive Officer, the Chief Financial Officer, individual Directors and all of the Committees of the Board.

The Chairperson discusses the results of these reviews with the Board and he, in turn, receives feedback on his performance from the members of the Board. Responses from the 2023 evaluation process indicate that the Board is well balanced, that its size and composition are adequate for the effective management of the Group, and that the members have the relevant knowledge required to fulfil the leadership role required of them. The directors are of the opinion that Board meetings are well organised and efficiently run, and that all relevant aspects of the Group's businesses are dealt with thoroughly by the Board and its various Committees.

Succession planning

The Nominations Committee evaluates the pool of skills, knowledge and experience on the Board and identifies the capabilities required for individual Board appointments. The Committee also makes recommendations for appointments to the Board, including recommendations for appointments to the Committees of the Board. Appointments to the Audit and Risk Management Committee and to the Board are subject to shareholders' approval. A succession plan for the Chairperson and Chief Executive Officer is in place.

Meetings

Board meetings are held quarterly or more frequently, if required. Directors are provided with all necessary information in advance in order to enable them to discharge their duties. Any Director may request additional matters be added to the agenda. Proceedings at Board meetings are properly recorded and minutes are circulated to all Board members for review prior to being approved. In addition to this, executive and Non-Executive Directors meet formally on a regular basis.

Attendance at meetings

A minimum of four Board meetings are scheduled per financial year and additional meetings may be convened if and when necessary. Four Board meetings were held in 2023.

The following table details the attendance by each Director at Board meetings held during the reporting period

	Attendance of meetings in 2023			
Director	15 Mar	17 May	2 Aug	15 Nov
KH Pon	✓	✓	✓	✓
HL Li	✓	✓	✓	✓
N Lalla	✓	✓	✓	✓
M Chong	✓	✓	✓	✓
JH Yeh	✓	✓	✓	✓
LL Chen	✓	✓	✓	✓
DJC Pan	✓	✓	✓	✓
J van Rensburg	✓	✓	✓	✓
SN Yeh	✓	✓	✓	✓
A Smith	✓	✓	✓	✓
WP Basson	✓	✓	✓	✓

✓ Present or via Microsoft Teams

* Not Present

Non-Executive Directors

Non-Executive Directors do not have fixed terms of appointment but are required to retire by rotation and are eligible for re-election by shareholders at Annual General Meetings.

All of the Directors retire at the first Annual General Meeting after their initial appointment and a third of the Directors, namely those who have been in office the longest, retire annually. They are eligible for re-election at the same meeting.

Non-Executive Directors are not involved in the day-to-day operations of the Group. All Non-Executive Directors have a fiduciary responsibility to represent the best interests of South Ocean Holdings and all its stakeholders. The Group's Non-Executive Directors contribute to the Board's deliberations and decisions. They have the skills and experience necessary to exercise judgement in areas such as strategy, performance, transformation, diversity and employment equity.

Mr Pon and Mr Li have been Directors for more than nine years, in accordance with King IV™, the Board has considered their independence and their deep knowledge of the business and is of the view that Mr Pon and Mr Li continue to exercise objective judgement on all matters and there is no interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in their decision-making.

Executive Directors

Executive Directors are permanent employees of the Group and are subject to a notice period of between one and three months, depending on the terms of their contracts. The Chief Executive Officer and Chief Financial Officer are both Executive Directors and are responsible for the daily operations of the Group.

Chairperson

Mr KH (Henry) Pon is the Group's Independent Non-Executive Chairperson and his role is separate from that of the Chief Executive Officer. It is his responsibility to set an ethical tone for the Board and to ensure that the Board operates efficiently and in a focused way as a unit.

He is also responsible for the leadership of the Board as outlined in King IV™, including for presiding over meetings and for ensuring the integrity and effectiveness of the Board's processes. He must ensure that no single Director dominates Board meetings or discussions relating to the Group's business, that all relevant matters are discussed, that the opinions of all Directors are solicited and freely expressed, and that discussions lead to appropriate decisions.

The role of the Chairperson is defined in the Board Charter and his ability to deliver on this role and add value to the Group is assessed annually by the Board. The Chairperson is subject to re-election annually. When appointing a candidate to this position, the Board considers the number of other positions of this nature held by the candidate and ensures that there is a formal succession plan in place.

Chief Executive Officer

Andre Smith is the Chief Executive Officer. He is responsible for the operational management of the Group and his responsibilities include, among others:

- developing and recommending to the Board a vision and long-term strategy for the Group that will secure its sustainability and deliver value for all stakeholders;
- developing and recommending to the Board annual business plans and budgets that support the long-term strategy;
- managing the affairs of the Group in accordance with its values and objectives; and
- managing the affairs of the Group in accordance with the general policies and specific decisions of the Board.

The Chief Executive Officer chairs and facilitates all Executive Committee meetings. He is not a member of the Audit and Risk Management Committee or the Remuneration Committee but attends the meetings of these Committees by invitation.

Company Secretary

Mr WT Green is the Company Secretary and it is his responsibility to provide the members of the Board with the legal, ethical and practical guidance needed to assist them in fulfilling their joint and individual mandates. The Board has considered and is satisfied with his qualifications, competence and expertise.

The Company Secretary, who is accountable directly to the Board, is responsible for:

- ensuring that Board procedures are followed and reviewed regularly;
- ensuring that the rules and regulations that govern the conduct and processes of the Board are complied with;
- maintaining and submitting statutory records in accordance with legal requirements;
- guiding the Board as to how its responsibilities should be properly discharged;
- keeping abreast of and informing the Board of current and new developments regarding corporate governance practice; and
- ensuring compliance with all legal and regulatory requirements, including the JSE Listings Requirements.
- All directors have access to the advice and the services of the Company Secretary and, in appropriate circumstances, are entitled and authorised, at the Group's expense, to obtain independent professional advice concerning the affairs of the Group.

All Directors have access to the advice and the services of the Company Secretary and, in appropriate circumstances, are entitled and authorised, at the Group's expense, to obtain independent professional advice concerning the affairs of the Group.

The Company Secretary is not a director of the Group and the Board is satisfied that he is independent and maintains an appropriate arm's-length relationship with the Board. The appointment and removal of the Company Secretary is a matter for the consideration of the entire Board.

Directors' remuneration

The Board has delegated the responsibility for dealing with all matters related to remuneration of Directors to the Remuneration Committee. The Committee is made up of three Independent Non-Executive Directors and one Non-Executive Director. Its role is to ensure that Directors are fairly and responsibly remunerated within a market-related framework.

Remuneration of Non-Executive Directors

Non-Executive Directors receive an annual fee for their service on the Board. This consists of a baseline fee and, where applicable, an additional fee for serving on one or more of the ad hoc Committees of the Board.

Proposed fees for Non-Executive Directors in 2023 were submitted to shareholders in advance of the Annual General Meeting and were subsequently approved.

Remuneration of Executive Directors

Executive Directors receive a remuneration package that consists of a baseline salary, a performance-related incentive bonus, retirement contributions, medical scheme membership and participation in both the short-term and long-term incentive schemes. Full details of Executive remuneration are given in the report of the Remuneration Committee.

Committees of the Board

Certain Board responsibilities have been formally delegated to the Committees of the Board, which have well-defined terms of reference and functions. The Committees are appropriately constituted with due regard to the skills required by each Committee and these are reviewed annually.

The Committees of the Board operate in a fully transparent manner and are tasked with reporting back to the Board on all of their activities and decisions. Each Committee is subject to regular evaluation by the Board in order to determine its performance and effectiveness. All of the Committees are free to seek independent professional advice as and when necessary in order to fulfil their mandates. With the exception of the Executive Committee, which is chaired by the Chief Executive Officer, all other Committees are chaired by an independent Non-Executive Director.

The Audit and Risk Management Committee is a statutory Committee constituted to comply with the Companies Act and the guidelines set out in King IV™. The members of the Committee are elected annually by the shareholders at the Annual General Meeting.

The charters of the Board Committees are reviewed on an ongoing basis to ensure that the duties and responsibilities of the members are aligned with best-practice corporate governance guidelines.

Audit and Risk Management Committee

Composition

In compliance with the requirements of King IV™, the Audit and Risk Management Committee consists of only independent non-executive directors. The Committee operates under mandate from the Board in compliance with written terms of reference as to its membership, authority and duties.

Meetings

The Audit and Risk Management Committee meets at least four times a year and Non-Executive Directors who are not members of the Committee are invited to attend. Executive management, the internal auditors, the external auditors and the Group's ICT service providers are also invited to attend.

Both internal and external auditors have unrestricted access to the Audit and Risk Management Committee and its Chairperson, which ensures the independence and impartiality of their audit.

Responsibility

The Audit and Risk Management Committee's primary responsibility is to review the interim and Annual Financial Statements, monitor the appropriateness of accounting policies, secure the effectiveness of the internal systems of control and consider the findings of the internal and external audits.

Further responsibilities include:

- regular reviews of the Group's financial reporting standards and processes to ensure that they are compliant with all appropriate laws, guidelines and requirements;
- regular reviews of the Group's compliance with all other laws and regulations;
- regular reviews of the Group's risk management strategy and the systems in place to identify, control and manage risk;
- regular reviews of asset management processes;
- regular reviews of the expertise, experience and performance of the Group's Chief Financial Officer; and
- the appointment and oversight of both the internal and external auditors.

Re-appointment of the Independent Auditors

The Audit and Risk Management Committee was responsible for assessing, approving and re-appointing the Group's external auditor, PricewaterhouseCoopers Inc. (PwC) for the 2023 financial year, as well as for assessing and approving the firm's fees for the period.

As part of this process, the Committee:

- assessed potential threats to the firm's auditing practice by any non-audit work that it undertakes;
- determined that neither the firm nor the engagement partner or any of the firm's staff hold shares in South Ocean Holdings;
- determined that the partners and staff responsible for the Group's audit comply with all legal and professional requirements, specifically with regard to rotation and independence; and
- assessed a range of other factors that could potentially impact on the firm's independence and impartiality.

The Committee was satisfied with the independence, expertise and objectivity of PwC, which is accredited in terms of the JSE Listings Requirements. The annual re-appointment of the external auditor is subject to the approval of the shareholders at the Annual General Meeting.

The external auditor has unrestricted access to the Group's directors, senior managers, staff and all financial and management records. The firm provides a written report to the Committee on any significant findings following the annual audit and is able to raise any matters of concern directly with the Group Chairperson.

Internal audit

The Group is responsible for reviewing all of its internal controls, systems and procedures.

As part of its annual assessment of the internal auditor, the Committee:

- assessed potential threats to the independence of the internal audit function of each area of non-internal audit work that the firm undertakes;
- assessed whether the firm has appropriate safeguards in place to secure its independence;
- determined that neither the firm nor the engagement partner or any of the firm's staff hold shares in South Ocean Holdings; and
- assessed any other factors that could impact or be considered to impact on the firm's independence.

The Audit and Risk Management Committee is satisfied with the knowledge, expertise and objectivity of GRIPP Advisory, which was the internal auditor for the Group in 2023. The Committee is also satisfied that the internal controls in place at South Ocean Holdings are adequate to safeguard the Group's assets, prevent and detect errors and fraud, ensure the accuracy and completeness of accounting records, and guarantee the integrity of the Group's Annual Financial Statements.

The internal auditor reports to the Audit and Risk Management Committee and has unrestricted access to the Chief Executive Officer and the Chairperson of the Audit and Risk Management Committee. The internal audit programme, which runs in two-year cycles, is approved by the Audit and Risk Management Committee.

Internal financial controls

The Committee has assessed the information and explanations given by management and the internal auditor regarding the audit of the Annual Financial Statements. No material matters have come to the attention of the Committee or the Board that have caused the directors to believe that the Company's system of internal controls and risk management is not effective and that the internal financial controls do not form a sound basis for the preparation of reliable Annual Financial Statements.

Evaluation of Chief Financial Officer and the finance function

The Audit and Risk Management Committee is satisfied that the expertise and experience of the Chief Financial Officer was appropriate to meet the responsibilities of the position during the reporting period. This assessment is based on his qualifications, level of experience, continuing professional education and the Board's assessment of his financial knowledge.

The Audit and Risk Management Committee is further satisfied as to the appropriateness, expertise and adequacy of the resources of the finance function and the experience of the senior managers responsible for the finance function.

Risk management

Risk management is the responsibility of the Audit and Risk Management Committee. The development, implementation and maintenance of strategies to minimise risk to the Group is designed to support the Group's strategic, operational, reporting and compliance objectives, as well as to ensure sustainable value for shareholders.

In the area of risk management, the Audit and Risk Management Committee is responsible for:

- reviewing, on behalf of the Board, the effectiveness and integrity of the Group's risk management systems, processes, procedures and controls;
- reviewing the Group's approach to risk management and the effectiveness of its systems and processes;
- reviewing reports from the compliance officer on the adequacy and effectiveness of risk management systems and procedures;
- ensuring that disclosure regarding risk is comprehensive, timely and relevant; and
- reviewing reports from management and the internal auditors on the effectiveness and integrity of the Group's risk management systems and procedures.

Risk management is a dynamic process and the Group accepts its responsibility to:

- consistently recommend policies, systems, processes and procedures to manage risk;
- create a culture of risk awareness and ownership or risk mitigation through communication and education;
- clarify the roles, responsibilities and accountability of all staff responsible for the identification, assessment, management, monitoring and reporting of all financial and non-financial risks;
- maintain a robust and measurable approach to risk identification and assessment;
- assist management to identify, assess, manage, monitor and report effectively on risks to the business;
- establish a process that requires all material changes to the business to be subject to adequate risk assessment and due diligence prior to commencement; and
- ensure that an independent, effective, comprehensive and ongoing assessment of risks to the business is provided by the Internal Audit function.

Integrated reporting

The Audit and Risk Management Committee oversees the integrated reporting process and, in particular:

- reviews the Annual Financial Statements, interim report, preliminary results announcement and summarised integrated information;
- ensures compliance with international financial reporting standards;
- considers the frequency of interim reports and decides on whether interim results should be assured;
- reviews and approves the appropriateness of accounting policies, disclosure policies and the effectiveness of internal financial controls;
- provides oversight over the Group's integrated reporting process and considers factors and risks that could impact on the integrity of the integrated annual report;
- reviews the disclosure regarding sustainability in the integrated annual report and ensures it does not conflict with financial information;
- considers external assurance of material sustainability issues; and
- approves and recommends the Integrated Annual Report for approval by the Board.

The Integrated Annual Report for the year ended 31 December 2023 has been approved by the Board.

Attendance at meetings

The Audit and Risk Management Committee met four times during the course of the year. Attendance at the meetings was as follows:

	Attendance of meetings in 2023			
	13 Mar	17 May	31 Jul	15 Nov
N Lalla	✓	✓	✓	✓
KH Pon	✓	✓	✓	✓
M Chong (appointed 1 January 2023)	✓	✓	✓	✓

✓ Present in person or via Microsoft Teams

Executive Committee

Composition

The Executive Committee is made up of the Chief Executive Officer, Chief Financial Officer, General Manager: Icembu Cables, and SOEW's General Manager: Factory and Operations, General Manager: Mechanical and Engineering Support Services, General Manager: Sales and Marketing, General Manager: Financial and the Human Capital Manager. All matters related to policy and strategy are referred to the Board.

Meetings

The members of the Executive Committee attend the monthly Management Committee meeting of the subsidiary, except during the month of December. The purpose of attending these meetings is to plan, review and manage the day-to-day activities of the Group.

Responsibility

The Executive Committee is responsible for:

- developing and implementing the Group's policies and strategies;
- monitoring the business and affairs of the Group;
- prioritising the allocation of capital, technical and human resources;
- establishing best-practice management procedures and functional standards of the Group;
- appointing and monitoring the performance of senior managers;
- ensuring that regular, detailed reports on the Group's activities and performance, as measured against strategies and operational plans, are received and submitted to the Board;
- ensuring that regular, detailed reports on the Group's financial performance and forecasts against budgets are received and submitted to the Board; and
- reviewing and monitoring the Company's system of internal controls and risk management.

Remuneration Committee

Composition

The Remuneration Committee is made up of four members, three are independent non-executive directors and one Non-Executive Director. The Committee is responsible for ensuring that the Group's Directors and Senior Managers are fairly remunerated.

Responsibility

It is the responsibility of the Remuneration Committee to advise the Board on all remuneration-related matters. The Committee is responsible for determining fair and market-related remuneration packages for Directors and Senior Managers as well as for monitoring their performance.

During the course of the year, the Committee reviewed all of the Group's remuneration policies to ensure that these are aligned with Group strategy and are linked to individual performance.

The Remuneration Committee's responsibilities include:

- developing a remuneration policy that will support the achievement of the Group's strategic objectives and encourage individual performance;
- advising on the remuneration of Non-Executive Directors;
- determining and administering remuneration at senior management level;
- ensuring that the mix of fixed and variable pay in cash, short-term and long-term incentives, and other elements – meets the Group's needs and strategic objectives;
- considering the evaluation of the performance of the Chief Executive Officer and the Chief Financial Officer, both as Directors and as Executives responsible for determining remuneration;
- reviewing incentive schemes to ensure that these continue to contribute to shareholder value and are administered in terms of established rules; and
- reviewing the outcomes of the implementation of the remuneration policy to determine whether its objectives are being achieved.

Remuneration to Directors and Senior Managers comprises:

- A total-cost-to-company package based on position, qualifications and experience, which is divided into:
  - Fixed and guaranteed monthly remuneration calculated as a percentage of the total-cost-to-company package; and
  - A performance bonus equal to the balance of the total cost-to-company package and payable annually after performance assessments have been completed.
- Short-term incentives, which are intended to motivate Executives and Senior Managers to maximise short-term results and which are paid annually if pre-determined financial targets have been met.
- Long-term incentives, which take the form of a share appreciation scheme designed to retain Executives and Senior Manager and which is managed as follows:
  - Annual allocations are made for key staff to ensure retention;
  - These are payable three years after the allocation has been made but payment may be extended for another year;
  - The maximum value of each allocation is calculated at between 33% and 83% of guaranteed pay; and
  - The allocation is paid in cash after the specified period.

Meetings

The Remuneration Committee met twice during the course of the year. Attendance at the meetings was as follows

	Attendance of meetings in 2023	
	15 Mar	15 Nov
KH Pon	✓	✓
M Chong	✓	✓
JH Yeh	✓	✓
J van Rensburg (appointed 18 March 2024)	×	×

✓ Present in person or via Microsoft Teams
× No information

Nomination Committee

Composition

The Nominations Committee consists of three Independent Non-Executive Directors and, like all of the other Committees, operates under mandate from the Board.

Purpose

The Committee meets when there is a vacancy on the Board or at executive level as well as to discuss Director development.

Responsibilities

The Nominations Committee is responsible for finding suitable candidates for any vacancies on the Board. The Committee makes use of employment agencies to find suitable candidates, which are then short-listed and interviewed. It then recommends the most qualified and experienced candidates for the position.

The Board has established the Nominations Committee to:

- ensure that there is a formal process for the appointment of Directors, which includes processes to:
  - identify suitable individuals for the vacant positions;
  - undertake reference and background checks of the candidates prior to nomination; and
  - formalise the appointment of Directors through an agreement between the Company and the Director;
- oversee the development of a formal induction programme for new Directors;
- ensure that inexperienced Directors are developed through a mentorship programme;
- oversee the development and implementation of continuing professional development programmes for Directors;
- ensure that Directors receive regular briefings on changes in risks, laws and the Group's operating environment;
- consider the performance of Directors and take steps to remove Directors who do not make an appropriate contribution to the activities of the Board;
- ensure that formal succession plans are in place for the Board, Chief Executive Officer, Chief Financial Officer and senior management; and
- ensure that these plans are properly implemented as and when necessary.

Gender diversity policy

The Nominations Committee is also responsible for considering all aspects of diversity on the Board, including race, disability, culture, age and gender diversity.

The Nominations Committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

Meetings

The Committee did not meet during the course of the year.

Social and Ethics Committee

Composition

The Social and Ethics Committee is made up of two Independent Non-Executive Directors and the Chief Executive Officer. It operates within the framework of the Social and Ethics Committee Charter.

Responsibilities

The Social and Ethics Committee's role is to:

- monitor the Group's activities with regard to any relevant legislation of other legal requirements relating to socio-economic development; and
- monitor the Group's performance in relation to the United Nations Compact Principles.

Meetings

The Committee met twice during the course of the year. Attendance at the meetings was as follows:

	Attendance of meetings in 2023	
	15 Mar	15 Nov
N Lalla	✓	✓
KH Pon	✓	✓
A Smith	✓	✓

✓ Present in person or via Microsoft Teams

Employment equity

The Group is an equal opportunity employer and will not tolerate discrimination on the basis of ethnicity or gender. A number of programmes are in place to ensure that the Group's employee profile will progressively become more representative of the demographics of the region in which it operates while still maintaining the Group's high standards.

Code of Conduct and Ethics

Every employee at South Ocean Holdings is required to subscribe to the formal Code of Conduct and Ethics (the Code), which stipulates the Group's commitment to the highest standards of corporate governance and compliance with the laws of South Africa.

The Code sets out the standards of integrity and ethics that guide the Group's dealings with suppliers, customers, business partners, stakeholders, government and society in general. It requires that all employees act with fairness, dignity and respect to secure the Group's business reputation and a working environment that is free from harassment and discrimination.

In line with the Code, the Group recruits and promotes employees on the basis of their suitability for the requirements of each position without any discrimination on the basis of race, religion, national origin, gender, age, marital status, sexual orientation or disability unrelated to the task at hand.

Employees have been educated about the responsibility of reporting any actual, perceived or potential violation of the Code to management. Management bears the overall responsibility of monitoring compliance with the Code. The Group takes the Code very seriously and, where appropriate, employs disciplinary procedures and/or legal proceedings to address any transgressions.

Fraud, bribery, corruption and illegal acts

The Group does not condone any form of bribery, corruption or any other illegal acts in the conduct of its business. Employees are also discouraged from accepting any gifts or favours from suppliers that obligate them in any way to reciprocate. The Group's policy is to actively pursue and prosecute the perpetrators of any fraudulent or other illegal activities should they become aware of any such acts.

Corporate Social Investment

The Group invests in the communities in which it operates through job creation, donations, and educational and cultural contributions. The Social and Ethics Committee is responsible for the Group's activities in these areas.

Protection for whistle-blowers

In accordance with the provisions of the Protected Disclosures Act (No. 26 of 2000), management will ensure that no employee who has made a protected disclosure shall be subject to any occupational detriment and shall be afforded anonymity without fear of consequential victimisation. The Group has an independent hotline and reports are sent to the Chief Executive Officer and the Chairperson of the Audit and Risk Management Committee.

Preferential procurement

In terms of B-BBEE spending requirements, the Group seeks to secure products and services from black-owned and black women-owned enterprises as far as it is commercially viable.

Worker participation

South Ocean Holdings employs a variety of participative structures to deal with issues that affect employees directly and indirectly.

These include collective bargaining mechanisms and regular shop steward and trade union meetings as well as equity skills and development meetings, structures to drive productivity improvements, safety Committees and other participative forums. These structures are designed to achieve good employer and employee relations through effective sharing of relevant information, consultation and the identification and resolution of conflict.

Other corporate governance matters

Governance of IT systems

IT systems have a vital role to play in the implementation of the Group's strategy. The Audit and Risk Management Committee has therefore adopted an IT governance charter and formed an IT steering Committee to fulfil the mandate outlined in the charter. Reports on the effectiveness of the Group's IT systems are submitted to the Audit and Risk Management Committee in all regular meetings.

The IT Steering Committee ensures that the Group's strategy is aligned with its business objectives and oversees the implementation its IT strategy. The Committee meets monthly, comprises representatives from SOEW and is chaired by the account manager of Numata, the Group's IT service provider.

The Audit and Risk Management Committee is provided with reports detailing the functionality of Group's IT systems, IT governance and IT investments. The Committee also ensures that proper security controls, backup procedures and access controls are in place in the management of its information technology and associated data.

Disaster recovery plans are in place for any unforeseen circumstances to ensure minimum disruption to operations as any interruption in the Group's information technology systems can have a material impact on the business.

Dealing in Company securities

Directors are required to disclose their shareholdings and any dealings in shares of the Group to the Chairperson and Chief Executive Officer who, together with the Group's Sponsor, ensure that any such dealings are published on SENS in compliance with the JSE Listings Requirements.

In addition, all Directors, including the Company Secretary, are prohibited from dealing in the shares of the Company during prohibited periods or at any time when they are in possession of unpublished price-sensitive information in relation to those shares. The consent of the Chairperson is required before any Director or member of Senior Management, including the Company Secretary, can deal in the Company's shares.

Interest in contracts

Directors are required to inform the Board timeously of conflicts of interest or potential conflicts of interest they may have in relation to South Ocean Holdings. Directors are obliged to recuse themselves from discussions or decisions on matters in which they have a conflict of interest.

Relationships with stakeholders and investors

The Group actively promotes communication with shareholders, business analysts, business advisers and all other stakeholders. These include timeous, accurate, relevant and accessible announcements and circulars to shareholders in accordance with the JSE Listings Requirements. All shareholders are encouraged to attend the Annual General Meeting and to ask questions about the Group, its results and prospects. The Group also encourages stakeholders to approach Executive Directors whenever they wish.

The Group further subscribes to the principle of fair communication and disclosure. In accordance with this, there are ongoing interactions between the executive management team and a wide range of institutional investors, analysts and potential investors during the non-closed periods. These interactions include one-on-one meetings with the investor community.

Interim and final results are published in one English newspaper, on the Group's web site and on SENS. The Group also undertakes regular engagement with the media in order to promote clear and transparent communications.

Going concern status

The Annual Financial Statements have been prepared on the basis of accounting policies applicable to a going concern. These are based on the assumption that funds will be available to finance future operations and that the realisation of assets and the settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Board has assessed the Group's status as a going concern and is satisfied that it has adequate resources to continue operating for the next 12 months as well as into the foreseeable future.

Annual Financial Statements

Annual Financial Statements

for the year ended 31 December 2023

The reports and statements set out below comprise the Annual Financial Statements presented to the shareholders:

Level of assurance

These Annual Financial Statements have been audited in compliance with the applicable requirements of the Companies Act, No. 71 of 2008 of South Africa.

Preparer

The Annual Financial Statements were internally compiled by:

WP Basson
Group Chief Financial Officer

Issued

19 March 2024

Report of the Audit and Risk Management Committee

for the year ended 31 December 2023

The Audit and Risk Management Committee is pleased to present its report for the year ended 31 December 2023.

The Audit and Risk Management Committee is a statutory committee of the Board and forms an integral component of the Group's governance framework. The Audit and Risk Management Committee has written terms of reference that deal with its membership, authority and duties. In addition to having specific statutory responsibilities to the Shareholders in terms of Section 94 of the Companies Act 71 of 2008 of South Africa, the Audit and Risk Management Committee assists the Board by examining, reviewing and advising on the reliability and accuracy of the financial information provided by management as well as that provided for dissemination to other users of financial information; the risk management process; internal financial controls; external and internal audit functions; and statutory and regulatory compliance.

The Audit and Risk Management Committee has an independent role with accountability to both the Board and Shareholders.

1. Composition

The members of the Audit and Risk Management Committee, during the year were: Ms N Lalla CA(SA) (Independent Non-Executive Chairperson), Mr KH Pon CA(SA) (Independent Non-Executive Director) who is also the Chairperson of the Board, and Ms M Chong CA(SA) (Independent Non-Executive Director). Ms M Chong replaced Mr HL Li with effect 1 January 2023 as a member of the Audit and Risk Management Committee.

The Committee is satisfied that the members have the required knowledge, experience and expertise as set out in Section 94(5) of the Companies Act 71 of 2008 of South Africa and Regulation 42 of the Companies Regulation, 2011.

All the Members have the required financial and commercial skills and experience to contribute to the Committee's deliberations. The Board is satisfied that the Audit and Risk Management Committee members act independently.

2. Terms of reference

The Audit and Risk Management Committee functions within the scope provided by approved terms of reference which were reviewed and updated during the year. The Audit and Risk Management Committee has acted upon its statutory duties and functions during the year. The Board has assessed and is satisfied with the performance of the Audit and Risk Management Committee and its members and found it to be functioning effectively.

3. Meetings

The Audit and Risk Management Committee performs the duties laid upon it by Section 94(7) of the Companies Act 71 of 2008 of South Africa by holding meetings with the key role players on a regular basis and by the unrestricted access granted to all stakeholders.

The Audit and Risk Management Committee held four scheduled meetings during 2023 and all the members attended the Committee meetings.

The Group Chief Executive Officer, Group Chief Financial Officer and all other Board members who are not Audit and Risk Management Committee members and representatives from the external and internal auditors attend the Audit and Risk Management Committee meetings by invitation.

4. Duties

For the year ended 31 December 2023 the Audit and Risk Management Committee met their objectives and carried out their duties as per the statutory requirements.

5. External auditor

The Audit and Risk Management Committee has recommended the re appointment of PricewaterhouseCoopers Inc. as the independent auditors and Ms S Akoojee as the designated auditor, who is a registered independent auditor, for the year ended 31 December 2023 audit. The appointment of the auditors for the 2024 financial year will be approved at the next Annual General Meeting.

The Committee satisfied itself through enquiry and receiving a written independence declaration through the Audit and Risk Management Committee document that the external auditors are independent as defined in the Companies Act 71 of 2008 of South Africa and as per the standards stipulated by the auditing profession. Requisite assurance was sought that internal governance processes within PricewaterhouseCoopers Inc. support and demonstrate the claim to independence.

The Audit and Risk Management Committee in consultation with executive management, agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent of the work required and the scope.

The Audit and Risk Management Committee considers, and pre approves the fees relative thereto to ensure the independence of the external auditors is maintained. All non-audit services provided by the external auditors are preapproved by the Audit and Risk Management Committee prior to the work commencing.

At the end of each meeting during the year, the Audit and Risk Management Committee provided an opportunity to meet with the external auditors where management was not present, during which no matter of concern was raised by the auditors.

The Audit and Risk Management Committee reviewed the external auditor's reports and management responses to matters raised.

The Audit and Risk Management Committee has evaluated and is satisfied with the quality and effectiveness of the external auditors.

The Audit and Risk Management Committee has satisfied itself through representations that the external auditors are independent and approved the following fees for work done by them. The fees approved during the year for audit services amounted to R4 078 750 (2022: R2 348 560). Fees approved for non audit services amounted to Rnil (2022: Rnil).

Report of the Audit and Risk Management Committee (continued)

for the year ended 31 December 2023

6. Annual Financial Statements and Accounting Controls

The Audit and Risk Management Committee has:

Reviewed the Annual Financial Statements for the year ended 31 December 2023 and commented on the accounting practices and the effectiveness of the internal controls with regards to:

- the appropriateness and consistent application in the adoption of accounting policies and any changes in accounting policies and practices;
- significant financial estimates based on judgement which are included in the Annual Financial Statements;
- the appropriateness of major adjustments processed at the interim and at year end;
- the going concern assumption;
- compliance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IASB), Interpretations as issued by the IFRS Interpretations Committee (IFRIC), and comply with the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act 71 0f 2008 (the Companies Act);
- whether the Annual Financial Statements present a balanced and understandable assessment of the Group statements of financial position, statements of financial performance and cash flow statements; and
- the Directors' statement included in the Annual Financial Statements, including the statement on effectiveness of the system of internal control.

Reviewed the content of the summary financial information for whether it provides a balanced view.

Following the review of the Annual Financial Statements, the Audit and Risk Management Committee recommend to the Board the approval thereof.

The Audit and Risk Management Committee will review the integrated report and make recommendations to the Board for approval. The Committee will also comment on the state of the internal control environment in the integrated report once it has been prepared.

7. Internal auditors

The Audit and Risk Management Committee has:

- appointed the internal auditors for 2023 and 2024;
- satisfied itself with the competence of the internal auditor and adequacy of the internal audit staffing;
- satisfied itself through enquiry that GRIPP Advisory is independent;
- approved the annual risk based internal audit plan;
- reviewed the internal auditors' assessment of internal controls and confirmed that nothing has come to their attention to indicate any material failure of internal control systems;
- reviewed the internal audit reports and management's response to matters raised;
- reviewed and is satisfied with the quality and effectiveness of the internal audit;
- satisfied itself with the competence of the internal audit firm; and
- satisfied itself with the co ordination between internal and external auditors.

8. Legal and regulatory compliance

The Audit and Risk Management Committee reports that, to its knowledge, South Ocean Holdings Limited is in compliance with the legislative provisions and JSE Listings Requirements applicable to its operational environment.

9. Review of financial function and Chief Financial Officer

The Audit and Risk Management Committee has reviewed the performance, appropriateness and expertise of the Group Chief Financial Officer and confirms his suitability in terms of the JSE Listings Requirements.

10. Going concern

The Audit and Risk Management Committee has reviewed management's assessment and the key assumptions of the going concern status of the Group. The Audit and Risk Management Committee recommended to the Board, giving due cognisance of the Group's current financial position and cash flows, that the Group is a going concern.

On behalf of the Audit and Risk Management Committee:

N Lalla CA(SA)
Chairperson: Audit and Risk Management Committee

Johannesburg
18 March 2024

Directors' Responsibilities and Approval

for the year ended 31 December 2023

The Directors are required in terms of the Companies Act 71 of 2008 of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Annual Financial Statements fairly present the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS Accounting Standards.

The Annual Financial Statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board of Directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operational risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the Annual Financial Statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors of the Company are responsible for the controls over, and the security of the website and, where applicable for establishing and controlling the process for electronically distributing annual reports and other financial information to Shareholders and to the Companies and Intellectual Property Commission (CIPC).

The Directors have reviewed the Group's cash flow forecast for the year to 31 December 2024 and, in light of this review and the current financial position, they are satisfied that the Group has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the Group's Annual Financial Statements. The Annual Financial Statements have been examined by the Group's external auditor and their report is presented on pages 65 to 69.

Approval of the Annual Financial Statements

The Directors' Report and Annual Financial Statements set out on pages 61 to 64 and pages 70 to 115, which have been prepared on the going concern basis, were approved by the Board of Directors on 18 March 2024 and were signed on their behalf by:

KH Pon CA(SA)
Independent Non-Executive Director (Chairperson)

Johannesburg
18 March 2024

A Smith
Executive Director (Chief Executive Officer)

Johannesburg
18 March 2024

CEO and FD Responsibility Statement

for the year ended 31 December 2023

Annual compliance certificate in terms of form D1 of the Johannesburg Stock Exchange Listings Requirements

Each of the directors, whose names are stated below, hereby confirm that:

A Smith

WP Basson

- The Annual Financial Statements set out on pages 70 to 115, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- To the best of our knowledge and belief no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- Internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- The internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- Where we are not satisfied, we have disclosed to the Audit and Risk Management Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls; and
- We are not aware of any fraud involving directors.

A Smith
Executive Director (Group Chief Executive Officer)

Johannesburg
18 March 2024

WP Basson
Executive Director (Group Chief Financial Officer)

Johannesburg
18 March 2024

Company Secretary's Certification

for the year ended 31 December 2023

In terms of Section 88(2)(e) of the Companies Act 71 of 2008 of South Africa, as amended, I certify that the company has lodged with the Commissioner all such returns as are required of a public company in terms of the Act and that all such returns are true, correct and up to date.

WT Green
Company Secretary

Johannesburg
18 March 2024

Directors' Report

for the year ended 31 December 2023

The Directors have pleasure in submitting their report on the Annual Financial Statements of South Ocean Holdings Limited and its subsidiary companies for the year ended 31 December 2023.

1. Nature of business

SOH is the holding Company of four main operating subsidiary companies ("Group") being SOEW, Icembu Cables Proprietary Limited, electrical wire manufacturing companies, Icembu Services Proprietary Limited, manufacturer of conduit and compounding material, and Anchor Park Investments 48 Proprietary Limited ("Anchor Park"), a property investment company. It is also the holding Company of Icembu Holdings Proprietary Limited and South Ocean Electric Wire Company Namibia Proprietary Limited, two dormant companies. During the current year, investments in Global Cables NLP Proprietary Limited, Global Cables CPT Proprietary Limited, Global Cables DBN Proprietary Limited, The Electrical Owl Proprietary Limited, The Electrical Owl KZN Proprietary Limited, Lomami SARI and Power Cable Trading Proprietary Limited were acquired. In the prior year investments in the following associates i.e. Niehoff Electrical Warehouse Proprietary Limited, Global PE Proprietary Limited, Global PTA Proprietary Limited and Mwanga Afrika Cables Proprietary Limited outlets for electrical wire were acquired. It also wholly owns SOH Calibre International Limited, a foreign procurement company.

There have been no material changes to the nature of the Group's business from the prior year.

2. Financial results

The Group financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), and comply with the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the JSE Listings Requirements and the requirements of the South African Companies Act 71 of 2008 (the Companies Act). The Group have adopted all new accounting standards and interpretations that is relevant to the business that became effective in the current reporting period.

The financial position, results of operations and cash flows of the Group are adequately reflected in the attached Annual Financial Statements.

For the full view of the Annual Financial Statements of the Group, the user of the Annual Financial Statements should, in conjunction with this set, view the set titled "South Ocean Holdings Limited Annual Financial Statements for the year ended 31 December 2023".

3. Share capital

Authorised share capital

The authorised share capital amounts to R5 000 000, being 500 000 000 ordinary shares of R0.01 each. There were no changes in the authorised share capital during the year under review.

Issued share capital

The issued share capital value amounts to R1 743 000 (2022: R1 743 000), being 203 276 794 (2022: 203 276 794) ordinary shares issued. There were no changes to the issued share capital during the year under review.

4. Special resolutions

At the Annual General Meeting of the Company held on 26 July 2023, shareholders approved the following special resolutions:

Special Resolution Number 1:

Non-Executive directors' fees for the financial year ended 31 December 2023 and quarters ending 31 March 2024 and 30 June 2024.

Resolved that the fees, to be paid to the Non-Executive Directors for their services as Directors of the Company, for the year ended 31 December 2023 and the quarters ending 31 March 2024 and 30 June 2024 (being two quarters of the fees payable for the year ending 31 December 2024) be approved as follows:

Chairperson	R638 977
Deputy Vice-Chairperson	R368 627
Non-Executive Director	R212 993
Chairperson of the Audit Committee	R319 487
Member of the Audit Committee	R69 026
Chairperson of the Remuneration Committee	R98 239
Member of the Remuneration Committee	R69 026
Chairperson of the Social and Ethics Committee	R98 239
Member of the Social and Ethics Committee	R69 026
Chairperson of Special Committees	R4 142 per hour
Member of Special Committees	R2 486 per hour

Directors' Report (continued)

for the year ended 31 December 2023

The reason for special resolution number 1 is to obtain shareholder approval for the remuneration of each of the Non-Executive Directors of the Company for the financial year ended 31 December 2023 and for the quarters ending 31 March 2024 and 30 June 2024 in accordance with section 66(9) of the Companies Act, 2008 and to confirm and ratify the fees payable to the Directors for the quarters ending 31 March 2024 and 30 June 2024. The passing of the special resolution will have the effect of approving the remuneration of the Non-Executive Directors of the Company for the financial year ended 31 December 2023 and quarter ending 31 March 2024 and 30 June 2024 as well as confirming and ratifying the increase in fees paid to the Directors for the quarters ended 31 March 2023 and 30 June 2023.The fees payable for the quarters ending 31 March 2024 and 30 June 2024 will be based on a quarters of the fees as approved above. Shareholders will be requested to approve any adjustment to the fees payable for the quarters ending 31 March 2024 and 30 June 2024 at the 2024 Annual General Meeting.

Special Resolution Number 2:

Loans or other financial assistance

Resolved that the Board of Directors may authorise the Company, in terms of Section 45 of the Companies Act, 2008, to provide any direct or indirect financial assistance that the Board of Directors may deem fit to any related or inter related companies as defined in terms of Section 2 of the Companies Act, 2008.

The reason and effect of special resolution number 2 is to approve generally the provision of financial assistance to the Company's related or inter related companies and as, from time to time, may be required in the normal course of the Company's businesses.

5. Borrowing limitations

In terms of the Memorandum of Incorporation of the Company, the Directors may exercise their right to acquire funding as they consider appropriate.

On behalf of the Company, the Directors have established credit facilities with financial institutions, for use by the Company and its subsidiary companies.

6. Directorate

The Directors in office during the year are as follows:

Directors	Designation	Nationality
A Smith	Executive	South African
WP Basson	Executive	South African
KH Pon	Non-Executive (Independent)	South African
HL Li	Non-Executive (Independent)	Taiwanese
N Lalla	Non-Executive (Independent)	South African
M Chong	Non-Executive (Independent)	South African
JH Yeh	Non-Executive (Independent)	South African
LL Chen	Non-Executive	Hong Kong
J van Rensburg	Non-Executive	South African
DJC Pan (alternate)	Non-Executive	Brazilian
SN Yeh (alternate)	Non-Executive	Taiwanese

7. Directors' emoluments

The Directors' emoluments are set out in note 28 the Annual Financial Statements.

Directors' Report (continued)

for the year ended 31 December 2023

8. Dividends

Taking into account the earnings performance for the year ended 31 December 2023, notice is hereby given that a dividend of 11.00 cents per ordinary share was approved by the directors on 18 March 2024, payable to shareholders recorded in the share register of the Company at the close of business on 19 April 2024. A dividend of 6.00 cents per share was declared and paid in 2023.

In compliance with STRATE, the Company determined the following salient dates for payments of the dividend:

Last day of trade *cum* dividend	Tuesday, 16 April 2024
Trading *ex* dividend commences	Wednesday, 17 April 2024
Record date	Friday, 19 April 2024
Dividend payment date	Monday, 22 April 2024

Share certificates may not be dematerialised or rematerialised between Wednesday 17 April 2024 and Friday 19 April 2024, both days inclusive.

9. Directors' interests in contracts

During the financial year, no contracts were entered into which Directors or officers of the Group had an interest and which significantly affected the business of the Group.

10. Secretary

The Company Secretary is Mr WT Green.

Postal address:	**Business address:**
PO Box 123738	21 West Street
Alrode	Houghton
1451	2198

11. Directors' interests in shares

The interest of Directors in the issued share capital of the Company as at 31 December 2023 was as follows:

Interests in shares

Directors	2023 Indirect	Percentage of issued share capital
J van Rensburg	**62 205 447**	**30.60%**

No shares were traded by any director from 31 December 2023 until the date of this report.

12. Share-based payments

The Group has a long term incentive plan for identified senior management. Details of the scheme and rights allocated are disclosed in note 12 of the Annual Financial Statements.

13. Management by third and related parties

Neither the business of the Company nor its subsidiaries, nor any part thereof, has been managed by a third person or a company in which a director had an interest during the year under review.

14. Interests in subsidiaries

Details of material interests in subsidiary companies and investments in associates are presented in the Annual Financial Statements in notes 29 and 35.

Directors' Report (continued)

for the year ended 31 December 2023

15. Auditor

PricewaterhouseCoopers Inc. continued in office as auditors for the Company and its subsidiaries for the year ended 31 December 2023.

At the Annual General Meeting, the Shareholders will be requested to reappoint PricewaterhouseCoopers Inc. as the independent external auditors of the Company and to confirm Ms S Akoojee as the designated lead audit partner for the 2024 annual financial year.

16. Events after the reporting period

The Directors are not aware of any other matters or circumstances arising since the end of the financial year, not otherwise dealt with in the Annual Financial Statements, which would affect the operations of the Group or the results of those operations significantly.

17. Going concern

The Annual Financial Statements have been prepared on the basis of accounting applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

At 31 December 2023, the Group's assets, fairly valued, exceeded its liabilities. Furthermore, management assessed the Group's liquidity forecasts for a period of twelve months. Various scenarios have been considered to test the Group's resilience against operational risks and management concluded that the Group is a going concern.

Management has concluded that the Group's ability to continue to meet its financial obligations as they fall due is dependent on the Group's ability to continue to improve its performance.

The Group has short-term borrowings to the value of R15.8 million (2022: R14.6 million) as disclosed in note 11 of the Annual Financial Statements. SOEW has an overdraft facility with First National Bank of R224 million (2022: R229 million). The facility is due for renewal during May 2024.

The Directors perform a property valuation every three to five years, with the latest independent valuation having been performed in 2023, management performs its own internal valuation every year. The market valuation of the properties was in excess of the carrying value at the time. The properties are stated at historical cost less accumulated depreciation and accumulated losses in line with the Group's accounting policy.

18. Liquidity and solvency

The Directors have performed the required liquidity and solvency tests required by the Companies Act 71 of 2008 of South Africa which indicated that the Group and Company are liquid and solvent.

Independent Auditor's Report

To the Shareholders of South Ocean Holdings Limited

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of South Ocean Holdings Limited (the Company) and its subsidiaries (together the Group) as at 31 December 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

South Ocean Holdings Limited consolidated financial statements set out on pages 70 to 115 comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report.

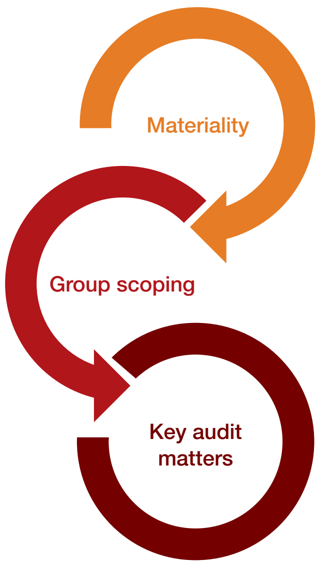
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

Our audit approach

Overview



Overall Group materiality

- Overall group materiality: R23,635,750 which represents 1% of consolidated revenue.

Group audit scope

The Group consists of seven components.

- We conducted a full scope audit for two of the components based on their financial significance to the group and the audit risk associated with them (South Ocean Electric Wire Company (Pty) Ltd and South Ocean Holdings Limited (standalone)).
- We performed an audit of material financial statement line items for one component in order to obtain sufficient, appropriate audit evidence to express an opinion on the consolidated financial statements as a whole.
- Group-wide analytics were performed over the remaining components.

Key audit matters

- Impairment assessment of South Ocean Electric Wire Company Proprietary Limited ("SOEW") and Anchor Park Investments 48 Proprietary Limited ("Anchor Park").

Independent Auditor's Report (continued)

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement.

Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall Group materiality	*R23,635,750*
How we determined it	*1% of total consolidated revenue.*
Rationale for the materiality benchmark applied	• *We chose total consolidated revenue as our benchmark because, in our view, it is the benchmark against which the performance of the Group can be consistently measured when year-on-year profit before tax is volatile.* • We chose 1% of consolidated revenue which is consistent with quantitative materiality thresholds used for profit-oriented companies, where profit/loss before tax is not considered the appropriate benchmark, in this sector.

How we tailored our Group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The consolidated financial statements are a consolidation of 7 entities operating across South Africa, comprising the holding company, one intermediary holding company, three operating subsidiaries, one property investment subsidiary and one foreign procurement subsidiary (each considered to be a "component" for the purpose of group scoping). Full scope audits were performed for the holding company and the Group's main operating subsidiary (South Ocean Electric Wire Company (Pty) Ltd) based on their financial significance to the group based on contribution to revenue and the audit risk associated with these components. An audit of material financial statement line items for one component and group-wide analytics were performed over the remaining insignificant components.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>Impairment assessment of South Ocean Electric Wire Company Proprietary Limited ("SOEW") and Anchor Park Investments 48 Proprietary Limited ("Anchor Park")</td><td>Our audit addressed this key audit matter as follows:</td></tr>
<tr><td>
Refer to the following notes to the consolidated financial statements for detail:

Note 1.16: Significant judgements and sources of estimation uncertainty (Impairment of non-financial assets); and
Note 9: Impairment assessment

The Group reviews all assets subject to amortisation for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. As at 31 December 2023, the Group identified an impairment indicator, namely, the market capitalization of the Company being lower than its net asset value .

As a result, an impairment assessment was performed to determine the recoverable amounts of two of the Group's cash generating units ("CGU"s), namely SOEW and Anchor Park. Based on the results of the impairment assessment performed for each CGU no impairment was recognised in the current reporting period.

The recoverable amounts of both CGUs have been determined based on the higher of the CGUs value-in-use or fair value less costs to sell. The methodologies and judgement applied by the Group in determining the recoverable amounts of the SOEW and Anchor Park CGUs are disclosed in note 9 to the consolidated financial statements

We considered the impairment assessment of SOEW and Anchor Park to be a matter of most significance to the current year audit due to the judgement and estimation applied by management in determining the recoverable amount of the CGUs.
</td><td>
With the assistance of our valuations expertise, we performed the following audit procedures over management's impairment assessment of the SOEW CGU:

We assessed the appropriateness of the valuation methodology used by management in their determination of the recoverable amount of the SOEW CGU against the requirements of IAS 36 - Impairment of Assets ("IAS 36") We found the valuation methodologies applied by management to be in accordance with IAS 36 requirements.
We tested the mathematical accuracy of management's valuation model by recalculating the value in use and we noted no material exceptions.;
We independently recalculated the weighted average cost of capital discount rate taking into account independently obtained data such as the cost of debt, risk-free rate, market risk premium, capital structure as well as the beta of comparable companies. Where differences were noted between the respective discount rate, we obtained an understanding of the reasons and incorporated our independently calculated discount rate as part of our sensitivity analysis testing to assess the impact of the differences noted in the discount rate on the valuation results. Management's discount rate was within an acceptable range and there was enough headroom with no further consideration required;
The terminal growth rate as used by management was compared to the long term inflation rate obtained from independent sources. Where differences were noted between the respective growth rates, we obtained an understanding of the reasons for these differences and incorporated the independently obtained growth rates as part of our sensitivity analysis testing to assess the impact of the differences in the growth rates noted on the valuation results. No material differences were noted; and
We performed sensitivity analyses on the inputs and assumptions used by management in their valuation model relating to the revenue growth rates, gross margins, discount rate and terminal growth rate to evaluate the minimum changes in these inputs that would result in a material change to the value in use calculation for both disclosure and measurement purposes. We did not note any aspect requiring further consideration.
We calculated the value in use using the independently determined discount rate and terminal growth rate as applied to management's forecasts and compared this independently calculated value in use to the value in use calculated by management and noted no material differences.

We performed the following audit procedures over management's impairment assessment of the SOEW CGU:

We tested management's cash flow forecasts by comparing the key inputs to the approved budgets. No material exceptions were noted;
We assessed the reasonableness of management's budgeting process by comparing the budgeted figures for the current and prior financial years to the actual results for these years. We evaluated any significant differences noted against underlying support to corroborate explanations obtained from management. We found management's budgeting process to be reasonable;
We tested management's key assumptions applied for revenue growth and gross profit margins by comparing these to the historical actual average revenue growth rate and gross profit margins for the current and prior financial years. The rates used by management were found to be within an acceptable range and management's assumptions were found to be comparable; and
We compared the value in use of the CGU to the net asset value of the same CGU and noted no impairment required;

</td></tr>
</table>

Independent Auditor's Report (continued)

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td></td><td>
We performed the following audit procedures over management's impairment assessment of the Anchor Park CGU:

We evaluated the valuation methodology used by management in determining the recoverable amount of the Anchor Park CGU against the requirements of IFRS 13 "Fair value measurement" ("IFRS 13"). We found the methodology applied by management to be in accordance with IFRS 13 requirements;
We tested the key assumptions used by management's expert in the model relating to the capitalisation rates and vacancy allowances by comparing these to publicly available rates from a reputable source. We noted that the capitalisation rates and vacancy allowances were comparable to the published data;
We tested the mathematical accuracy of management's valuation model by agreeing fair values used by management in the model to the fair values as determined by management's independent valuer and we did not note any discrepancies requiring further consideration;
We performed a reasonability test on management's costs to sell by taking into account what would make up the costs to sell in the area the properties are located, the type of assets being sold and all other costs necessary to bring an asset into condition for its sale. We found management's estimate to be reasonable;
We compared the fair value less costs to sell to the net asset value of the CGU and noted no impairment required; and
We performed sensitivity analyses on the inputs and assumptions used by management's expert in his valuation model relating to the capitalisation rate and vacancy allowances to evaluate the minimum changes in these inputs that would result in a material change to the fair value calculation for both disclosure and measurement purposes. We did not note any aspect requiring further consideration.

We performed the following audit procedures over both CGUs:

We agreed the information disclosed in the financial statements relating to valuation methods used, and the percentages for the key assumptions used in the current and prior year to the work performed as noted above and the prior year audited financial statements.

We compared the recoverable amounts of the SOEW and Anchor Park CGUs, to the net asset value and noted no impairment.
</td></tr>
</table>

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "South Ocean Holdings Limited and its subsidiary companies Annual Financial Statements for the year ended 31 December 2023" and the document titled "South Ocean Holdings Limited Annual Financial Statements for the year ended 31 December 2023", which includes the Directors' Report, the Audit and Risk Management Committee Report and the Company Secretary's Certification as required by the Companies Act of South Africa, which we obtained prior to the date of this auditor's report, and the other sections of the document titled "South Ocean Holdings Integrated Report 2023", which is expected to be made available to us after that date. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PwC has been the auditor of South Ocean Holdings Limited for 15 years. Prior to its incorporation, the business of South Ocean Holdings Limited was transacted through South Ocean Electric Wire Company Proprietary Limited, of which PwC and its predecessor firms have been the auditor for 32 years.

PricewaterhouseCoopers Inc

Director: S Akoojee
Registered Auditor
Johannesburg, South Africa
19 March 2024

Statement of Financial Position

as at 31 December 2023

	Notes	Group 2023 R'000	Group 2022 R'000
Assets			
Non-current assets			
Property, plant and equipment	3	**242 226**	244 202
Right-of-use assets	4	**77 910**	4 895
Investment in associates	35	**9 045**	–
Loans to associates	36	**6 596**	–
Deferred tax assets	5	**11 897**	1 210
		347 674	250 307
Current assets			
Inventories	6	**380 400**	295 352
Trade and other receivables	7	**273 329**	203 949
Loans to associates	36	**–**	1 933
Current tax receivable		**175**	–
Cash and cash equivalents	8	**84 261**	133 932
		738 165	635 166
Total assets		**1 085 839**	885 473
Equity and liabilities			
Equity			
Share capital	10	**461 343**	461 343
Reserves		**521**	461
Retained earnings		**208 566**	133 593
Non-controlling interest		**–**	(1 464)
		670 430	593 933
Liabilities			
Non-current liabilities			
Interest-bearing borrowings	11	**66 206**	24 038
Lease liabilities	4	**68 064**	2 702
Deferred tax liabilities	5	**22 908**	19 995
Share-based payments	12	**2 294**	4 111
		159 472	50 846
Current liabilities			
Trade and other payables	13	**214 978**	212 445
Interest-bearing borrowings	11	**15 804**	14 618
Lease liabilities	4	**14 839**	2 872
Current tax payable		**768**	5 625
Share-based payments	12	**9 548**	5 134
		255 937	240 694
Total liabilities		**415 409**	291 540
Total equity and liabilities		**1 085 839**	885 473

The accounting policies on pages 74 to 82 and the notes on pages 83 to 115 form an integral part of the Annual Financial Statements.

Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

		Group	
	Notes	**2023 R'000**	2022 R'000
Revenue	14	**2 363 575**	1 873 155
Cost of sales	16	**(2 135 324)**	(1 740 485)
Gross profit		**228 251**	132 670
Other operating income	15	**17 385**	22 234
Administration expenses	16	**(56 652)**	(46 951)
Distribution expenses	16	**(5 698)**	(2 814)
Operating expenses	16	**(49 459)**	(43 470)
Movement in credit loss allowance	16	**315**	(809)
Share of net profits from associates	35	**8 763**	–
Operating profit		**142 905**	60 860
Finance income	18	**2 899**	1 449
Finance costs	19	**(25 040)**	(4 122)
Profit before taxation		**120 764**	58 187
Taxation	20	**(32 130)**	(13 223)
Profit for the year		**88 634**	44 964
Other comprehensive income for the year net of taxation	21	**60**	10
Total comprehensive income for the year		**88 694**	44 974
Total comprehensive income attributable to:			
Equity holders of the parent		**88 694**	46 438
Non-controlling interest		**–**	(1 464)
Earnings per share			
Basic and diluted earnings per share (cents):	22	**43.60**	22.12

The accounting policies on pages 74 to 82 and the notes on pages 83 to 115 form an integral part of the Annual Financial Statements.

Statement of Changes in Equity

for the year ended 31 December 2023

	Share capital R'000	Share premium R'000	Total share capital R'000	Foreign currency translation reserve* R'000	Retained earnings R'000	Non-controlling interest R'000	Total equity R'000
Group Balance at 1 January 2022	1 743	459 600	461 343	451	105 460	–	567 254
Profit for the year	–	–	–	–	46 428	(1 464)	44 964
Dividend paid	–	–	–	–	(18 295)	–	(18 295)
Other comprehensive income	–	–	–	10	–	–	10
Total comprehensive income for the year	–	–	–	10	28 133	(1 464)	26 679
Balance at 1 January 2023	**1 743**	**459 600**	**461 343**	**461**	**133 593**	**(1 464)**	**593 933**
Profit for the year	**–**	**–**	**–**	**–**	**88 634**	**–**	**88 634**
Dividend paid	**–**	**–**	**–**	**–**	**(12 197)**	**–**	**(12 197)**
Other comprehensive income	**–**	**–**	**–**	**60**	**–**	**–**	**60**
Non-controlling interest reversed	**–**	**–**	**–**	**–**	**(1 464)**	**1 464**	**–**
Total comprehensive income for the year	**–**	**–**	**–**	**60**	**74 973**	**1 464**	**76 497**
Balance at 31 December 2023	**1 743**	**459 600**	**461 343**	**521**	**208 566**	**–**	**670 430**
Note	10	10	10				

* The translation deficit represents the accumulative position of translation gains and losses arising from the conversion of the net assets of the foreign subsidiary company and also long-term loan of the subsidiary company, to the reporting currency.

The accounting policies on pages 74 to 82 and the notes on pages 83 to 115 form an integral part of the Annual Financial Statements.

Statement of Cash Flows

for the year ended 31 December 2023

	Notes	Group 2023 R'000	Group 2022 R'000
Cash flows (used in)/from operating activities			
Cash generated from operations	23	**21 208**	104 950
Interest received	18	**2 899**	1 449
Interest paid	19	**(25 039)**	(4 122)
Tax paid	24	**(44 936)**	(16 402)
Net cash (used in)/from operating activities		**(45 868)**	85 875
Cash flows used in investing activities			
Purchase of property, plant and equipment	3	**(16 682)**	(67 029)
Proceeds on disposal of property, plant and equipment	25	**–**	6 204
Investment in associates		**(282)**	–
Advances on loan to associates	36	**(12 898)**	–
Repayments on loan to associates	36	**8 234**	–
Net cash used in investing activities		**(21 628)**	(60 825)
Cash flows from/(used in) financing activities			
Repayment of interest-bearing borrowings	26	**(21 836)**	(8 686)
Proceeds from interest-bearing borrowings	26	**65 190**	–
Payment of dividends	34	**(12 197)**	(18 295)
Repayment of lease liabilities	26	**(13 392)**	(2 188)
Advances on loan to associates	36	**–**	(1 933)
Net cash from/(used in) financing activities		**17 765**	(31 102)
Total cash and cash equivalents movement for the year		**(49 731)**	(6 052)
Cash and cash equivalents at the beginning of the year		**133 932**	139 974
Effect of exchange rate movement on cash balances		**60**	10
Total cash and cash equivalents at end of the year	8	**84 261**	133 932

The accounting policies on pages 74 to 82 and the notes on pages 83 to 115 form an integral part of the Annual Financial Statements.

Accounting Policies

for the year ended 31 December 2023

1. Presentation of the Annual Financial Statements

General information

South Ocean Holdings Limited ("the Company or Group") is a holding company of a number of subsidiaries whose businesses are involved in the manufacture and distribution of electrical wire and rental of property. It has investments in a number of associates whose businesses are involved in outlets for electrical wire.

The Company is a public limited company, which is listed on the Johannesburg Stock Exchange and is incorporated in South Africa.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated Annual Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The Group financial statements have been prepared on the historical cost basis in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), and comply with the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act 71 of 2008 (the Companies Act). The Group have adopted all new accounting standards and interpretations that is relevant to the business that became effective in the current reporting period. The consolidated and separate financial statements are presented in South African Rands (R), which is the Group's functional and the Group's presentation currency.

The preparation of Annual Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Annual Financial Statements are disclosed in note 1.16.

For the full view of the Annual Financial Statements of the Group, the user of the Annual Financial Statements should, in conjunction with this set, view the set titled "South Ocean Holdings Limited Annual Financial Statements for the year ended 31 December 2023".

1.1 Consolidation

Basis of consolidation

The Annual Financial Statements incorporate the Annual Financial Statements of the Company and all its subsidiaries.

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and is deconsolidated from the date that the control ceases (disposal date).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless they provide evidence of impairment. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. The results of the subsidiaries are included in the consolidated Annual Financial Statements from the effective date of acquisition to the effective date of disposal.

Investments in associates

An associate is an entity in which the group has significant influence. The Group's interests in associates are accounted for on the equity accounting basis.

Financial results of the associates are prepared for the same reporting period as the parent company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity accounting method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in an associate. The Group determines at each statement of financial position date whether there is any objective evidence that the investment in the joint venture and associate is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount of the associate and the carrying value and recognises the amount in profit and loss.

The losses in the associate get recognised in profit and loss until the investment is written down to its nominal value. Equity accounting will apply once the associate has retained profits. Refer to note 35 of the notes to the consolidated financial statements for assessment of the recoverability of the loan receivable from the associate.

1.2 Property, plant and equipment

The cost of an item of property, plant and equipment comprises the purchase consideration and plus any acquisition costs and is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Group; and the cost of the item can be measured reliably.

Property, plant and equipment is stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Accounting Policies

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.2 Property, plant and equipment (continued)

Land is not depreciated, and capital work in progress is depreciated once the asset is available for use. Depreciation on other assets is calculated using the straight line basis over its estimated useful lives, to the estimated residual value, as follows:

Item	Average useful life
Buildings	50 years
Plant and machinery	5 – 25 years
Furniture and fixtures	3 – 10 years
Motor vehicles	5 – 7 years

The assets' residual values, useful lives and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate. Depreciation is recognised from the date when the assets are available for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'operating expenses' in the statement of comprehensive income.

Where the estimated residual value of an asset is above the carrying value, no depreciation is raised.

Borrowing cost are not capitalised on capital work in progress.

1.3 Leases

The Group assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the Group has the right to substantially use all of the economic benefits from the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

Group as lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the Group is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Low value assets are defined as any assets with a value of R200 000 or less when new.

Details of leasing arrangements where the Group is a lessee are presented in note 4 Leases (Group as lessee).

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payments, including in substance fixed payments, less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the Group under residual value guarantees;
- the exercise price of purchase options, if the Group is reasonably certain to exercise the option;
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability (or right-of-use asset). The related payments are recognised as an expense in the period incurred and are included in operating expenses (note 16).

The lease liability is presented as a separate line item on the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Interest charged on the lease liability is included in finance costs (note 19).

Accounting Policies (continued)

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.3 Leases (continued)

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) when:

- there has been a change to the lease term, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- there has been a change in the assessment of whether the Group will exercise a purchase, termination or extension option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- there has been a change to the lease payments due to a change in an index or a rate, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- there has been a change in expected payment under a residual value guarantee, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate;
- a lease contract has been modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised payments using a revised discount rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Right-of-use assets

Right-of-use assets are presented as a separate line item on the statement of financial position.

Lease payments included in the measurement of the lease asset comprise the following:

- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the Group incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation gets applied on a straight line basis.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

For right-of-use assets which are depreciated over their useful lives, the useful lives are determined consistently with items of the same class of property, plant and equipment. Refer to the accounting policy for property, plant and equipment for details of useful lives.

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate. Each part of a right-of-use asset with a cost that is significant in relation to the total cost of the asset is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

1.4 Share capital

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity.

1.5 Translation of foreign currencies

Functional and presentation currency

Items included in the Annual Financial Statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency).

The Annual Financial Statements are presented in Rand which is the Group's presentation currency.

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the average exchange rate between the functional currency and foreign currency.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous Annual Financial Statements are recognised in profit or loss in the period in which they arise.

Accounting Policies (continued)

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.5 Translation of foreign currencies (continued)

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

Group companies

The results and financial position of a foreign operation are translated into the functional currency using the following procedures:

- monetary assets and liabilities for each reporting date presented are translated at the closing rate at the reporting date;
- income and expenses for each item of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates in which case income and expenses are translated at the rate on the dates of the individual transactions); and
- all resulting exchange differences are recognised to other comprehensive income.

The cash flows of a foreign subsidiary are translated at the average exchange rates between the functional currency and the foreign currency or at the exchange rate applicable at the date of the respective cash flows, where applicable.

1.6 Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of manufactured goods is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less variable selling expenses. There was no inventory write down recognised in the statement of comprehensive income. Therefore, there were no significant judgements made in the determining the variable selling expenses.

Provision is made for slow moving goods and obsolete inventories.

1.7 Impairment of non-financial assets

The Group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset.

If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss.

1.8 Financial instruments

Financial instruments held by the Group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Broadly, the classification possibilities, which are adopted by the Group, as applicable, are as follows:

Financial assets which are debt instruments:

- Amortised cost

Financial liabilities:

- Amortised cost

Note 30, Financial instruments and risk management, presents the financial instruments held by the Group based on their specific classifications.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the Group are presented below:

Trade and other receivables

Classification

Trade and other receivables, excluding, when applicable, VAT, deposits and prepayments, are classified as financial assets subsequently measured at amortised cost (note 7).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on trade and other receivables.

Recognition and measurement

Trade and other receivables are recognised when the Group becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Accounting Policies (continued)

for the year ended 31 December 2022

1. Presentation of Annual Financial Statements (continued)

1.8 Financial instruments (continued)

Application of the effective interest method

For receivables which contain a significant financing component, interest income is calculated using the effective interest method, and is included in finance income (note 18).

The application of the effective interest method to calculate interest income on trade receivables is dependent on the credit risk of the receivable as follows:

- The effective interest rate is applied to the gross carrying amount of the receivable, provided the receivable is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a receivable was not purchased or originally credit impaired, but it has subsequently become credit impaired, then the effective interest rate is applied to the amortised cost of the receivable in the determination of interest. If, in subsequent periods, the receivable is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The Group recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT, deposits and prepayments. The amount of expected credit losses is updated at each reporting date.

The Group measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit losses, which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

Measurement and recognition of expected credit losses

The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade and other receivables. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. All trade receivables are credit insured. Details of the provision matrix is presented in note 7.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in the statement of other comprehensive income and is separately disclosed in terms of IFRS 9.

Write-off policy

The Group writes off a receivable when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Receivables written off may still be subject to enforcement activities under the Group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Credit risk

Details of credit risk are included in the trade and other receivables note (note 7) and the financial instruments and risk management note (note 30).

Borrowings

Classification

Interest-bearing borrowings (note 11) are classified as financial liabilities subsequently measured at amortised cost. Where the Group has an unconditional right to defer payments beyond 12 months, the obligation is classified as a non current liability. If there is no right to defer the obligation, the obligation is classified as a current liability.

Recognition and measurement

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in finance costs (note 19).

Borrowings expose the Group to liquidity risk and interest rate risk. Refer to note 30 for details of risk exposure and management thereof.

Trade and other payables

Classification

Trade and other payables (note 13), excluding VAT, payroll accruals and deposits, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the Group becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective

Accounting Policies (continued)

for the year ended 31 December 2022

1. Presentation of Annual Financial Statements (continued)

1.8 Financial instruments (continued)

interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in finance costs (note 19).

Trade and other payables expose the Group to liquidity risk and possibly to interest rate risk. Refer to note 30 for details of risk exposure and management thereof.

Trade and other payables denominated in foreign currencies

When trade payables are denominated in a foreign currency, the carrying amount of the payables are determined in the foreign currency. The carrying amount is then translated to the Rand equivalent using the spot rate at the end of each reporting period. Any resulting foreign exchange gains or losses are recognised in profit or loss.

Details of foreign currency risk exposure and the management thereof are provided in the financial instruments and risk management note (note 30).

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at the bank, other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Derecognition

Financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and recognises a collateralised borrowing for the proceeds received.

Financial liabilities

The Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non cash assets transferred or liabilities assumed, is recognised in profit or loss.

Reclassification

Financial assets

The Group only reclassifies affected financial assets if there is a change in the business model for managing financial assets. If a reclassification is necessary, it is applied prospectively from the reclassification date. Any previously stated gains, losses or interest are not restated.

The reclassification date is the beginning of the first reporting period following the change in business model which necessitates a reclassification.

Financial liabilities

Financial liabilities are not reclassified.

1.9 Employee benefits

Defined contribution plans

The Group operates a number of defined contribution plans. The schemes are generally funded through payments to insurance companies or trustee administered funds. A defined contribution plan is a pension or provident fund plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

Accounting Policies (continued)

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.10 Revenue recognition

The Group recognises revenue from the following major sources:

Revenue from contracts with customers:

- Sales of goods

Revenue other than from contracts with customers:

- Rental income

Revenue from contracts with customers is measured based on the consideration specified in the contract with the customer and excludes amounts collected on behalf of third parties.

Sale of goods

The Group manufactures and sells copper and aluminium cables and conduit which is considered to represent a single performance obligation. Sales are recognised when control of the goods has transferred, being when the goods are delivered to the customer, the customer has full discretion over the channel and price to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods.

In majority of sales, transport is considered to be a fulfilment activity as the costs are incurred as the goods are shipped to the specific location and control of the goods transfer upon delivery to the customer's premises.

The goods are often sold with retrospective volume rebates to customers based on aggregate sales over a 12 month period. In addition, trade and settlement discounts are provided to customers when the criteria for early settlement have been met. Revenue is recognised based on the price specified in the contract, net of the estimated trade and settlement discounts and volume rebates. Accumulated experience is used to estimate and provide for the discounts and rebates, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected volume rebates payable to customers in relation to sales made until the end of the reporting period.

The Group also provides a right of return to its customers. At the end of each reporting period it has been concluded that a significant reversal of cumulative revenue recognised in relation to goods sold as a result of the right of return provided, will not occur from a change in the estimated returns. As a result, any impact from right of return has been concluded to be immaterial.

No significant element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice. Due to the short period of time that elapses between the satisfaction of the performance obligation and billing of amounts due, no material contract assets are expected to arise at reporting date. In addition, customer payments are also not received in advance resulting in no contract liabilities having to be accounted for.

The Group's obligation to replace faulty products under the standard warranty terms is recognised as a provision. Customers do not have the ability to purchase warranties separately.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Rental income

The Group is party to leasing contracts as the lessor of property. All leases are operating leases, which are those leases where the Group retains a significant portion of the risks and rewards of ownership. Rental income is recognised on a straight line basis over the period of the lease term.

1.11 Finance income

Finance income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Finance income on impaired loans and receivables are recognised using the original effective interest rate.

1.12 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments has been identified as the Executive Committee that makes strategic decisions.

1.13 Tax

Current income tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes income tax liabilities where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities

A deferred tax asset is 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. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Accounting Policies (continued)

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.13 Tax (continued)

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

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that 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 profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Income tax expenses

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

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income; or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

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

1.14 Share-based payments

Cash-settled share-linked instruments have been granted to certain employees in the Group. The fair value of the amount payable to the employee is recognised as an expense with a corresponding increase in liabilities. The fair value is initially measured at grant date and expensed over the period during which the employees are required to provide services in order to become unconditionally entitled to payment.

The fair value of the instrument granted is measured using generally accepted valuation techniques, taking into account the terms and conditions upon which the instruments are granted. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognised as employees' remuneration in employee costs (note 17).

1.15 Provisions

Provisions are recognised when:

- the Group has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation. Provisions are not recognised for future operating losses.

1.16 Significant judgements and sources of estimation uncertainty

In preparing the Annual Financial Statements, management is required to make estimates and judgements that affect the amounts represented in the Annual Financial Statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the Annual Financial Statements. Significant estimates and judgements include:

Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Impairment losses are recognised as an expense immediately, and are recorded in the statement of profit or loss and other comprehensive income.

Non-financial assets, that were previously impaired are reviewed for possible reversal of impairment at each reporting date. Impairment losses are recognised as an expense immediately, and are recorded in the statement of profit or loss and other comprehensive income.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, however the increased carrying amount is limited to the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash-generating unit in prior years.

A reversal of an impairment loss is recognised in the statement of profit or loss and other comprehensive income.

Share-based payments (estimate)

The fair value of employee share appreciation rights granted are being determined using the Black Scholes valuation model. The significant inputs into the model are: vesting period and conditions, risk free interest rate, volatility, price on date of grant and dividend yield. (Refer to note 12 for details on each of the share option schemes).

Accounting Policies (continued)

for the year ended 31 December 2023

1. Presentation of Annual Financial Statements (continued)

1.16 Significant judgements and sources of estimation uncertainty (continued)

Tax (judgement and estimate)

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

Impairment of inventory (estimate)

The Company will provide for slow moving goods and will write off obsolete materials where required.

Impairment of trade receivables (estimate)

The Company recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date. The Company measures the loss allowance for trade and other receivables at an amount equal to lifetime expected credit losses (lifetime ECL), which represents the expected credit losses that will result from all possible default events over the expected life of the receivable.

Bank overdraft (judgement)

Judgement is required to determine the classification of the bank overdraft based on if it has been used primarily for operating or financing activities. The bank overdraft is repayable on demand, used for working capital management as part of the operations and the balance has fluctuated in the previous years from negative to positive. Based on these judgements the bank overdraft is classified as cash and cash equivalents in the Statement of cash flows.

Incremental borrowing rate (judgement)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build up approach that starts with a risk free interest rate adjusted for credit risk for leases held, which does not have recent third party financing; and
- makes adjustments specific to the lease.

If a readily observable amortising loan rate is available to the individual lessee which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

1.17 Related party transactions

All subsidiaries, major shareholders and key management personnel of the Group are related parties. A list of all transactions with major subsidiaries, major shareholders and key management personnel is included in note 27. All transactions entered into with subsidiaries were on terms no more favourable than those with third parties and have been eliminated in the consolidated Group accounts. There were no other material contracts with related parties.

1.18 Earnings/(loss) per share

Earnings/(loss) per share is based on attributable earnings/(loss) for the year divided by the weighted average number of ordinary shares in issue during the year. Fully diluted loss per share is presented when the inclusion of potential ordinary shares have a dilutive effect on the earnings/(loss) per share.

1.19 Headline earnings/(loss) per share

Headline earnings/(loss) per share is based on the same calculation as above, except that attributable loss specifically excludes items as set out in Circular 1/2023: “Headline Earnings” issued by The South African Institute of Chartered Accountants. Fully diluted headline earnings/(loss) per share is presented when the inclusion of potential ordinary shares has a dilutive effect on headline earnings/(loss) per share.

1.20 Cost of sales

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

1.21 Dividends

Dividend distributions to the Company’s shareholders are recognised as a liability in the Group financial statements in the period in which the dividends are approved by the Company directors.

Notes to the Annual Financial Statements

for the year ended 31 December 2023

2. New standards and interpretations

2.1 Standards and interpretations effective and adopted in the current year

In the current year, the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/Interpretation:	Effective date: Years beginning on or after	Impact:
Initial application of IFRS 17 and IFRS 9 – Comparative information	1 January 2023	The impact of this standard is not applicable
Deferred tax related to assets and liabilities arising from a single transaction – Amendments to IAS 12	1 January 2023	The impact of this standard is not material
Classification of Liabilities as Current or Non-Current – Amendment to IAS 1	1 January 2023	The impact of this standard is not material
Amendments to IAS 12 International Tax Reform – Pillar two Model Rules	1 January 2023	The impact of this standard is not material
IFRS 17: "Insurance Contracts Amendments"	1 January 2023	The impact of this standard is not applicable
Narrow scope amendments to IAS 1: "Presentation of Financial Statements", Practice statement 2 and IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors"	1 January 2023	The impact of this standard is not material

2.2 Standards and interpretations not yet effective

The Group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory and relevant for the Group's accounting periods beginning on or after 01 January 2024 or later periods:

Standard/Interpretation:	Effective date: Years beginning on or after	Expected impact:
Amendments to IAS 1 – Non-current liabilities with covenants	1 January 2024	Unlikely there will be a material impact
Amendments to IAS 21 – Lack of Exchangeability	1 January 2024	Unlikely there will be a material impact
Amendments to IFRS 16 – Lease on sale and leaseback	1 January 2024	Unlikely there will be a material impact
Amendments to Supplier Finance Arrangements (IAS 7 and IFRS 7)	1 January 2024	Unlikely there will be a material impact

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

3. Property, plant and equipment

	2023			2022		
Group	Cost R'000	Accumulated depreciation R'000	Carrying value R'000	Cost R'000	Accumulated depreciation R'000	Carrying value R'000
Buildings	**102 461**	**(12 983)**	**89 478**	102 461	(11 979)	90 482
Plant and machinery	**291 014**	**(162 917)**	**128 097**	242 313	(148 190)	94 123
Furniture and fixtures	**27 162**	**(24 690)**	**2 472**	25 615	(22 786)	2 829
Motor vehicles	**14 171**	**(9 919)**	**4 252**	13 334	(8 896)	4 438
Capital work-in-progress	**17 927**	**–**	**17 927**	52 330	–	52 330
	452 735	**(210 509)**	**242 226**	436 053	(191 851)	244 202

Reconciliation of property, plant and equipment – Group – 2023

Group	Opening balance R'000	Additions R'000	Disposals R'000	Transfers R'000	Depreciation R'000	Total R'000
Buildings	**90 482**	**–**	**–**	**–**	**(1 004)**	**89 478**
Plant and machinery	**94 123**	**12 223**	**–**	**36 478**	**(14 727)**	**128 097**
Furniture and fixtures	**2 829**	**1 547**	**–**	**–**	**(1 904)**	**2 472**
Motor vehicles	**4 438**	**837**	**–**	**–**	**(1 023)**	**4 252**
Capital work-in-progress	**52 330**	**2 075**	**–**	**(36 478)**	**–**	**17 927**
	244 202	**16 682**	**–**	**–**	**(18 658)**	**242 226**

Reconciliation of property, plant and equipment – Group – 2022

Group	Opening balance R'000	Additions R'000	Disposals R'000	Transfers R'000	Depreciation R'000	Total R'000
Buildings	91 486	–	–	–	(1 004)	90 482
Plant and machinery	95 642	–	(5 503)	17 222	(13 238)	94 123
Furniture and fixtures	4 138	987	–	–	(2 296)	2 829
Motor vehicles	5 474	391	(263)	–	(1 164)	4 438
Capital work-in-progress	3 905	65 647	–	(17 222)	–	52 330
	200 645	67 025	(5 766)	–	(17 702)	244 202

Cost and accumulated depreciation for property, plant and equipment, at the start of the comparative year was R388 285 000 and (R187 640 000) respectively.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

3. Property, plant and equipment (continued)

Property, plant and equipment encumbered as security

Carrying value of assets pledged as security for interest-bearing borrowings (note 11):

	Group	
	2023 R'000	2022 R'000
Buildings	**89 478**	90 482
Plant and machinery	**34 409**	10 163

A register containing the information required by Regulation 25(3) of the Companies Regulations is available for inspection at the registered office of the Company.

4. Right-of-use assets (Group as lessee)

The Group leases several assets consisting of buildings and motor vehicles. The average lease term for buildings is six years' and motor vehicles is five years'. The interest rate for buildings and motor vehicles ranges from 6% to 11.5%. There is an option to extend and/ or to terminate the contracts on buildings. The contracts have no residual values, guarantees or restrictions. The net cash outflow effect will be R138 490 000 should the option to extent be exercised.

Net carrying amounts of right-of-use assets

The carrying amounts of right-of-use assets are as follows:

	Group	
	2023 R'000	2022 R'000
Buildings	**75 601**	–
Motor vehicles	**2 309**	4 895
	77 910	4 895
Additions to right-of-use-assets		
Buildings	**90 721**	–
	90 721	–
Depreciation recognised on right-of-use assets		
Depreciation recognised on each class of right-of-use assets, is presented below and is included in the total depreciation charge in profit or loss (note 16).		
Buildings	**15 120**	–
Motor vehicles	**2 586**	2 654
	17 706	2 654
Other disclosures		
Interest expense on lease liabilities	**5 460**	629
Capital repayment on lease liabilities	**13 392**	2 188
Total cash outflow for leases	**18 852**	2 817
Leases of low value assets included in operating expense	**526**	649
Lease liabilities		
Non-current liabilities	**68 064**	2 702
Current liabilities	**14 839**	2 872
	82 903	5 574

The classification of interest on the cash flow statement is driven by the nature of the assets and is included in operating activities.

Refer to note 30 Financial instruments and financial risk management for details of the maturity analysis of lease liabilities and the liquidity risk exposure and management.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

5. Deferred tax

The deferred tax asset and the deferred tax liabilities are calculated on all temporary differences under the liability method using a principal taxation rate of 27%. Deferred taxation asset and liabilities are offset when the income taxes relate to the same fiscal authority, and there is a legal right to offset at settlement. The amount disclosed in the statement of financial position is analysed as follows:

	Group	
	2023 R'000	2022 R'000
Deferred tax asset		
Tax losses	**10 487**	–
Provisions	**1 410**	1 210
Total deferred tax asset	**11 897**	1 210
Deferred tax liability		
Property, plant and equipment	**(22 908)**	(19 995)
Total deferred tax asset	**(22 908)**	(19 995)
Deferred tax asset	**11 897**	1 210
Deferred tax liability	**(22 908)**	(19 995)
Total net deferred tax liability	**(11 011)**	(18 785)
Reconciliation of deferred tax (liability)/asset		
At beginning of year	**(18 785)**	(24 582)
Current year tax losses raised	**10 686**	618
Temporary differences on capital allowances	**(262)**	(1 649)
Temporary differences on provisions	**(1 226)**	5 404
Section 45 roll over relief utilised	**(1 424)**	1 424
At end of year	**(11 011)**	(18 785)
Disclosed as		
Non-current assets	**11 897**	1 210
Non-current liabilities	**(22 908)**	(19 995)
	(11 011)	(18 785)

Group	Tax losses R'000	Capital allowances R'000	Provisions R'000	Total R'000
2023				
Opening balance	**4 915**	**(37 352)**	**13 652**	**(18 785)**
Charged to the statement of comprehensive income	**10 686**	**(262)**	**(2 650)**	**7 774**
Closing balance	**15 601**	**(37 614)**	**11 002**	**(11 011)**
2022				
Opening balance	4 297	(35 703)	6 824	(24 582)
Charged to the statement of comprehensive income	618	(1 649)	6 828	5 797
Closing balance	4 915	(37 352)	13 652	(18 785)

Recognition of deferred tax asset

The Group recognises a deferred tax asset when a loss is incurred in either the current or preceding period and the Group expects future taxable profits based on budgets and forecasted cash flows. Utilisation of the deferred tax asset is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences. The Group expect to recover this after 12 months.

Unremitted earnings from a foreign entity

The unremitted earnings from foreign entities are a loss of R2 142 (2022: R74 404 loss). Deferred tax on the future remittances has not been provided for as the future dividends will not be subject to tax in South Africa.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
6. Inventories		
Raw materials, components	**69 277**	95 040
Work-in-progress	**216 105**	162 790
Finished goods	**75 952**	17 860
Consumable stores	**19 066**	19 662
	380 400	295 352

The cost of inventories recognised as an expense and included in cost of sales is R1 994 175 281 (2022: R1 609 932 013).

	Group	
	2023 R'000	2022 R'000
7. Trade and other receivables		
Financial instruments:		
Trade receivables	**258 797**	184 759
Other receivables	**3 300**	2 281
Deposits	**266**	225
Loss allowance	**(2 830)**	(3 145)
Trade receivables at amortised cost	**259 533**	184 120
Non-financial instruments:		
South African Revenue Services – VAT receivable	**10 755**	11 092
Prepayments	**3 041**	8 737
Total trade and other receivables	**273 329**	203 949
Categorisation of trade and other receivables		
Trade and other receivables are categorised as follows in accordance with IFRS 9: Financial Instruments:		
Financial instruments	**259 533**	183 895
Non-financial instruments	**13 796**	20 054
	273 339	203 949

Trade and other receivables pledged as security

60% (2022: 60%) of the carrying value of trade and other receivables were pledged as security for overdraft facilities limited to R224 000 000 (2022: R229 000 000) of the Group. At year end the overdraft amounted to Rnil (2022: Rnil).

Trade receivables are insured with Credit Guarantee Insurance Corporation of South Africa Limited. The Group is exposed to 20% (2022: 20%) trade receivables within their credit limits and 100% of trade receivables in excess of their approved credit limits. No trade receivables were in excess of their credit limit.

Exposure to credit risk

Trade receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due.

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9: Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are subject to enforcement activities.

The Group measures the loss allowance for trade receivables by applying the simplified approach which is prescribed by IFRS 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime expected credit losses on trade receivables. These lifetime expected credit losses are estimated using a provision matrix, which is presented below. The provision matrix has been developed by making use of past default experience of debtors, but also incorporates forward-looking information, including competition in the industry, volatility of copper prices and demand, and other factors such as industry stability and unemployment levels.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

7. Trade and other receivables (continued)

Trade receivables default is defined by a customer exceeding its approved trading terms. 90% of all customers have payment terms of 30 to 60 days. Trade receivables are considered to be past due the standard approved trading terms which is between 30 and 60 days and, the repayment profile of the customers. 60 days past due is considered to be an appropriate indicator of default when considered against the Group's customer base, the trading terms for which are predominantly 30 to 60 days. This is also informed by the Group's extensive experience with its customer base.

The Group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles. The loss allowance provision is determined as follows:

	Group			
	2023		2022	
Expected credit loss rate:	**Estimated gross carrying amount at default R'000**	**Loss allowance (Lifetime expected credit loss) R'000**	Estimated gross carrying amount at default R'000	Loss allowance (Lifetime expected credit loss) R'000
Not past due: 0.30% (2022: 0.38%)	**66 854**	**205**	69 569	267
Less than 30 days past due: 0.55% (2022: 0.70%)	**128 568**	**709**	44 427	310
31 – 60 days past due: 0.37% (2022: 0.17%)	**41 100**	**152**	41 409	72
61 – 90 days past due: 8.44% (2022: 8.50%)	**22 275**	**1 764**	29 354	2 496
	258 797	**2 830**	184 759	3 145

Reconciliation of loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade receivables:

	Group	
	2023 R'000	2022 R'000
Opening balance	**(3 145)**	(2 337)
Expected credit loss on new trade receivables	**–**	–
Movement in expected credit losses on trade receivables	**315**	(808)
	(2 830)	(3 145)

Trade receivables balance in the 61 – 90 days bucket declined in current year. This resulted in the decrease in the loss allowance in the current year.

Fair value of trade and other receivables

Due to the short-term nature of trade and other receivables, the carrying amount is considered to be the same as the fair value.

Exposure to currency risk

The net carrying amounts, in Rand, of trade and other receivables are denominated in the following currency.

	Group	
	2023 R'000	2022 R'000
Rand amount		
Rand	**270 551**	195 317
US Dollar	**2 762**	1 906
Euro	**16**	6 726
	273 329	203 949

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
8. Cash and cash equivalents		
Cash and cash equivalents consist of:		
Bank balances	**84 242**	133 896
Cash on hand	**19**	36
	84 261	133 932

Exposure to currency risk

The net carrying amounts, in Rand, of cash and cash equivalents, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

	Group	
	2023 R'000	2022 R'000
Rand amount		
Rand	**80 627**	132 749
US Dollar	**2 345**	–
Hong Kong Dollar	**1 288**	1 182
Euro	**1**	1
	84 261	133 932
Disclosed as		
Current assets	**84 261**	133 932

Credit quality of cash at bank and short-term deposits, excluding cash on hand

The credit quality of cash at bank and short-term deposits, excluding cash on hand that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or historical information about counterparty default rates:

Credit rating

Bb- (2022: Ba1) – First National Bank, a division of FirstRand Bank Limited

A+ (2022: AA-) – HSBC Hong Kong

There has been an increase in the credit risk of the banks, however the Group has determined that no expected credit loss is required.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

9. Impairment assessment

An impairment assessment was performed to determine if the recoverable amounts of the two cash generating units ("CGU's"), namely South Ocean Electric Wire Company Proprietary Limited ("SOEW") and Anchor Park Investments 48 Proprietary Limited ("Anchor Park"), exceeded the net asset value of the Group included in the Statements of Financial Position. The market capitalisation of the company is lower than its net asset value which was an impairment indicator at Group level. This assessment and disclosure was included in the annual financial statements for this purpose.

The following valuation methods were used:

- SOEW CGU – Income approach to calculate the value-in-use
- Anchor Park CGU – Fair value less costs to sell

The debt of both units was then deducted from the values calculated above to determine the value of the businesses.

The recoverable amount of the SOEW CGU is determined based on the higher of its value-in-use or fair value less costs to sell. Value-in-use calculations are prepared using cash flow projections based on financial budgets approved by management and cover a five-year period. The estimated growth rates applied are in line with that of the industries in which the companies operate and are materially similar to assumptions of external market sources. The CGU's recoverable amount is most sensitive to the growth rate and gross margin assumptions applied. Management assumed budgeted gross margins and growth rates for the first five years based on past performance and best estimates regarding forecasts. Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below. The discount rates used are pre-tax and reflect the appropriate risk associated with the industry and respective business.

In addition to the assumptions mentioned above, the other key assumptions used for value-in-use calculations are as follows:

- Terminal growth rate – (Weighted average growth rate used to extrapolate cash flows into perpetuity) 5.0% (2022: 5.0%).
- Discount rate – (Weighted pre-tax discount rate applied to the cash flow projections) 20.2% (2022: 17.1%).
- Revenue growth rate – (Average growth rate applied to the revenue cash flow projections) 10.0% (2022: 10.0%).
- Gross profit rate – (Average growth rate applied to the cash flow projections) 10.0% (2022: 10.0%).

The recoverable amount of the Anchor Park CGU is determined based on the higher of its value-in-use or its fair value less costs to sell. The fair value of the properties was determined by management. The value was performed using a single year's cash flow and applying a capitalisation rate which is the ratio between the net operating income produced by the asset and its capital cost. The single year cash flow was calculated using the square meters available for rental multiplied by the expected market rental per square meter and deducting operating expenses using an expected operating expenses ratio in relation to the derived revenues based on the market rental per square meter. All rates used in the calculation was obtained from publicly available rates prepared by a reputable source. The calculation represents the open market value of the properties.

A summary of the key assumptions used for fair value calculations are as follows:

- Vacancy allowance 3.0% – 5.0% (2022: 3.2% - 5.4%).
- Capitalisation rate – (weighted average rate used to calculate the market value of the property) 11.0% (2022: 5.4% – 6.4%).

After calculating the value for the individual CGUs, the individual results were reduced by the associated debt and these amounts were compared to the carrying value of the underlying assets and liabilities in the CGUs and no impairment loses were identified.

After calculating the individual recoverable amount of the CGUs, and comparing it to the net asset value of each CGU, no impairment were identified and recognised for the Group in 2023 (2022: Rnil).

Sensitivity analysis

SOEW and Anchor Park sensitivity analysis assessments indicated that there was significant headroom available therefore no sensitivity analysis disclosed.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
10. Share capital		
Authorised		
500 000 000 paid ordinary shares of R0.01 each	**5 000**	5 000
Issued		
203 276 794 fully paid ordinary shares	**1 743**	1 743
Share premium	**459 600**	459 600
	461 343	461 343

	Group	
	2023 R'000	2022 R'000
11. Interest-bearing borrowings		
Mortgage bond		
First National Bank, a division of FirstRand Bank Limited: 3-000-013-732-425	**373**	8 025
First National Bank, a division of FirstRand Bank Limited: 3-000-013-460-751	**30 000**	10 422
First National Bank, a division of FirstRand Bank Limited: 3-000-017-904-697	**17 229**	10 801
Other loans		
Instalment sale agreements	**34 408**	9 408
	82 010	38 656
Non-current liabilities		
Mortgage bonds	**43 089**	21 322
Instalment sale agreements	**23 117**	2 716
	66 206	24 038
Current liabilities		
Mortgage bonds	**4 513**	7 926
Instalment sale agreements	**11 291**	6 692
	15 804	14 618

Refer to note 30 Financial instruments and financial risk management for details of the maturity analysis of interest-bearing borrowings and the liquidity risk exposure and management.

Borrowing powers

The Company's Memorandum of Incorporation does not limit the Company's borrowing powers.

Securities

The interest-bearing borrowings are secured as follows:

First National Bank, a division of FirstRand Bank Limited

The loans are secured by first covering mortgage bond over the following properties:

Loan agreement 3-000-013-732-425 for an initial R68 665 000

Erf 688 Alrode Extension 2 for R30 000 000 and a cession of all rights, title, and interest in, and to any existing and future income derived from rental of the property, and all rental agreements in respect of the property in favour of First National Bank Limited, suretyship for R400 000 000 by South Ocean Electric Wire Company Proprietary Limited and Anchor Park Investments 48 Proprietary Limited. The interest is payable at First National Bank's prime lending rate less 0.50% per annum. The prime lending rate at year end is 11.75% (2022: 10.50%). The loan is repayable in monthly instalments of R471 642 (2022: R433 770) inclusive of interest. Covenant includes that the loan as a ratio to the value of the mortgaged property may not exceed the loan-to-value for the term of the loan. There has been no breaches and were compliant for the financial year ended 31 December 2023.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

11. Interest-bearing borrowings (continued)

Loan agreement 3-000-013-460-751 for an initial R14 918 150

Erf 637 Alrode Extension 4 Township of R14 918 150 and a cession of all rights, title, and interest in, and to any existing and future income derived from rental of the property, and all rental agreements in respect of the property in favour of First National Bank. The interest is payable at First National Bank's prime lending rate less 0.50% per annum. The prime lending rate at year end is 11.75% (2022: 10.50%). The loan is repayable in monthly instalments of R183 854 (2022: R188 100) inclusive of interest. Covenant includes that the loan as a ratio to the value of the mortgaged property may not exceed the loan-to-value for the term of the loan. There has been no breaches and were compliant for the financial year ended 31 December 2023.

Loan agreement 3-000-013-460-697 for an initial R20 200 000

Erf 685 Alrode Extension 2 Township of R24 000 000 and a cession of all rights, title, and interest in, and to any existing and future income derived from rental of the property, and all rental agreements in respect of the property in favour of First National Bank. The interest is payable at First National Bank's prime lending rate less 0.50% per annum. The prime lending rate at year end is 11.75% (2022: 10.50%). The loan is secured by a cross suretyship for R300 000 dated 13 May 2019 by Anchor Park and SOEW, and a cross suretyship for R30 000 000 dated 23 June 2021 by Anchor Park and SOEW. The loan is repayable in monthly instalments of R276 589 (2022: R232 006) inclusive of interest. Covenant includes that the loan as a ratio to the value of the mortgaged property may not exceed the loan-to-value for the term of the loan. There has been no breaches and were compliant for the financial year ended 31 December 2023.

Other loans

Instalment sale agreements are secured by the underlying assets with a net book value of R34 408 516 (2022: R10 163 000), bear interest at rates varying from 11.25% to 11.75% (2022: ranged between 7.50% to 10.50%) and are repayable over 36 months (note 3).

Exposure to liquidity risk

Refer to note 30 Financial instruments and financial risk management for details of liquidity risk exposure and management. For the borrowings, the fair values are not materially different from their carrying amounts since the interest payable on those borrowings are close to current market rates.

Banking facilities

The following securities are held by the Group's bankers:

First National Bank Limited, a division of FirstRand Bank Limited

The Group has an overdraft facility with First National Bank of R224 million (2022: R229 million). The facility is secured by a cession of the Group's trade receivables, a cession of trade receivables cover policy with Credit Guarantee Insurance Corporation of Africa Limited, a general notarial bond over stock for the amount of R75 million (2022: R50 million), as well as noting the bank's interest and deed of negative pledge of assets. The overdraft is also secured by a bond of R30 million (2022: R30 million) registered over Erf 688 Alrode, extension 1. The facility, when utilised, bears interest at prime (2022: prime). The unused facility at year end amounted to R224 million (2022: R229 million). The facility is renewable annually in July. The Group has an instalment sale facility of R60 million (2022: R60 million) with the same bank, of which R25.6 million (2022: R50.59 million) was unutilised at year end.

The classification of interest on the cash flow statement is driven by the nature of the assets.

12. Share-based payment liabilities

Share Appreciation Rights (SAR) – Long-term incentive plan

The Group has a 100% cash settled Share Appreciation Rights ("SAR") plan in place, which has been in place since 2009. The next SARs were eligible to be exercised in 2023, if not exercised in 2023, they can be exercised in 2024. The fair value of the rights was calculated using the Black - Scholes Valuation Model. The assumptions used in determining the fair value of each SAR granted as at the end of the respective reporting periods are summarised as follows:

	2023	2022
Share price (Volume Weighted Average Price)	**R1.17**	R0.89
Strike price: SOH	**R1.24**	R1.29
Strike price: SOEW	**R39.49**	R31.21
Spot price: SOH	**R1.24**	R1.29
Spot price: SOEW	**R67.87**	R41.77
Dividend yield	**0.00%**	0.00%
Volatility	**60.00%**	60.00%

Expected SAR life: Three years, may be extended at the option of the holder for one more year.

Risk-free rate: Zero coupon perfect fit swap curve from the JSE Debt Market of South Africa.

The volatility was determined by applying the equally weighted methodology to the historical share prices of SOH. The spot price of the rights in the subsidiary is determined using three-year average profit after tax.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

12. **Share-based payment liabilities** (continued)

	Group 2023 R'000	Group 2022 R'000
Rights granted		
Grant date	**1 January 2023**	1 January 2022
Grant price: SOEW	**R39.49**	R31.21
Grant price: SOH	**R 1.24**	R 1.29
Number of units granted	**4 580**	2 623
Reconciliation of liability		
Opening balance	**9 245**	11 662
Charge in statement of comprehensive income	**2 597**	(2 417)
Closing balance	**11 842**	9 245
Non-current liabilities	**2 294**	4 111
Current liabilities	**9 548**	5 134
	11 842	9 245

	Number of SAR units 2023	Number of SAR units 2022
Reconciliation of units		
Opening balance	**9 045**	16 149
Units granted	**4 580**	2 623
Equity units forfeited/Encashment of units	**(2 576)**	(9 727)
Closing balance	**11 049**	9 045

Units comprise a combination of SOH and SOEW units.

At year end 1 378 501 (2022: 5 455 407) shares have vested with an intrinsic value of R6 757 924 (2022: R2 968 712).

	Number of SAR units	Value R'000
Directors' interest in long-term incentive plans		
2023		
A Smith	**3 268**	**292**
W Basson	**4 517**	**2 733**
2022		
A Smith	**969**	**–**
W Basson	**3 426**	**2 772**

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
13. Trade and other payables		
Financial instruments:		
Trade payables	**177 369**	173 550
Accruals and provisions*	**29 795**	18 643
Deposits received	**212**	–
Non-financial instruments:		
Payroll accruals	**7 349**	7 000
South African Revenue Services – VAT payable	**253**	252
Sundry creditors	**–**	13 000
	214 978	212 445
Financial instrument and non-financial instrument components of trade and other payables		
Financial instruments	**207 376**	192 193
Non-financial instruments	**7 602**	20 252
	214 978	212 445

Accruals and provisions mainly consist of audit fees, printing and stationery, professional fees and legal fees.

Exposure to currency risk

The trade and other payables are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amount at the closing rate at the reporting date.

	Group 2023 R'000	Group 2022 R'000
Rand amount		
US Dollar	**119**	417
	119	417

The carrying amounts of trade and other payables are considered to be the same as their fair values due to the short-term nature. Refer to note 30 Financial instruments and financial risk management for details of liquidity risk exposure and management.

	Group	
	2023 R'000	2022 R'000
14. Revenue		
Revenue from contracts with customers		
Sale of goods	**2 363 207**	1 872 677
	2 363 207	1 872 677
Revenue other than from contracts with customers		
Rental income	**368**	478
	368	478
	2 363 575	1 873 155
Disaggregation of revenue from contracts with customers		
The Group disaggregates revenue from customers as follows:		
Sale of goods at a point in time		
Copper cable sold	**2 291 352**	1 819 174
Aluminium cable sold	**55 540**	35 139
Conduit sold	**16 315**	18 364
Total revenue from contracts with customers	**2 363 207**	1 872 677

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
15. Other operating income		
Profit on exchange differences	**16 263**	20 927
Profit on the sale of assets	**–**	437
Sundry income	**1 122**	870
	17 385	22 234

16. Expenses by nature

The total cost of sales, administrative expenses, distribution expenses and other operating expenses are analysed by nature as follows:

	2023 R'000	2022 R'000
Cost of sales		
Depreciation	**14 727**	8 386
Electricity and water	**33 726**	25 840
Employee benefit expense (refer to note 17)	**111 064**	79 705
Rental	**15 944**	–
Changes in inventories of finished goods and WIP	**(87 549)**	(17 782)
Motor vehicle expenses	**5 483**	1 273
Other expenses	**34 537**	22 764
Raw materials and consumables purchased	**1 994 175**	1 609 932
Repairs and maintenance	**13 217**	10 367
Administration expenses		
Auditors remuneration	**3 818**	4 729
Depreciation	**2 905**	2 293
Advertising	**327**	26
Employee benefit expense (refer to note 17)	**35 373**	29 714
Legal fees	**(4 969)**	5 276
Other expenses	**15 495**	1 279
Security expenses	**3 703**	3 634
Distribution expenses		
Other expenses	**5 698**	2 814
Operating expenses		
Depreciation	**18 731**	9 678
Electricity and water	**1 710**	2 066
Employee benefit expense (refer to note 17)	**6 438**	6 687
Insurance – trade receivables	**4 279**	4 180
Insurance – other	**5 305**	5 145
Loss allowance movement	**(315)**	809
Low value leases	**526**	649
Motor vehicle expenses	**5 083**	5 153
Other expenses	**5 905**	8 799
Consumables purchased	**468**	–
Repairs and maintenance	**1 014**	1 113
Total cost of sales, administration, distribution and operating expense	**2 246 818**	1 834 529

In 2023 the expense by nature disclosure distinguishes between cost of sales, administration expenses, distribution expenses and operating expenses. Consequently the 2022 disclosure have been represented to be aligned with this.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group 2023 R'000	Group 2022 R'000
17. Employee benefit expense		
Salaries, wages and bonuses	**143 220**	113 148
Share-based payment expense	**2 597**	(2 417)
Pension and provident fund contributions	**7 058**	5 375
	152 875	116 106

The employees of the Group are the members of the following contribution plans:

- Metal Industries Pension Fund
- Alexander Forbes Access Retirement Fund
- MEIBC Provident Fund
- MPF Provident Fund

Number of persons employed at 31 December	Group 2023	Group 2022
Full time	**461**	456
Part time	**107**	7
	568	463

	Group 2023 R'000	Group 2022 R'000
18. Finance income		
Bank and other cash	**1 786**	1 139
Other	**1 113**	310
Total interest income	**2 899**	1 449
19. Finance costs		
Mortgage bonds	**4 337**	2 613
Instalment sale agreements	**–**	121
Bank overdraft	**12 679**	688
Lease liabilities	**5 460**	629
Other	**2 564**	71
Total finance costs	**25 040**	4 122

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
20. Tax		
Major components of the tax expense/(income)		
Current		
Local income tax – current period	**37 647**	20 213
Local income tax – prior period under/(over) provision	**2 257**	(1 192)
	39 904	19 021
Deferred tax		
Originating and reversing temporary differences – current period	**(9 198)**	(4 374)
Section 45 roll over relief utilised	**1 424**	(1 424)
	32 130	13 223
Reconciliation of the tax expense		
Reconciliation between accounting profit and tax expense.		
Accounting profit	**120 764**	58 187
Tax at the applicable tax rate of 27% (2022: 28%)	**32 606**	16 292
Tax effect of adjustments on taxable income		
Expenses of a capital nature which are not deductible	**(4 157)**	(453)
Local income tax – prior period under/(over) provision	**2 257**	(1 192)
Section 45 roll over relief utilised	**1 424**	(1 424)
	32 130	13 223

21. Other comprehensive income

Components of other comprehensive income

Group	Gross R'000	Tax R'000	Net R'000
2023			
Items that may be reclassified to income			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	**60**	**–**	**60**
	60	**–**	**60**
2022			
Items that may be reclassified to income			
Exchange differences on translating foreign operations			
Exchange differences arising during the year	10	–	10
	10	–	10

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group	
	2023 R'000	2022 R'000
22. Earnings per share		
Basic and diluted earnings per share (cents)	**43.60**	22.12
Profit for the year	**88 634**	44 964
Headline earnings per share		
Headline earnings and diluted headline earnings per share (cents)	**43.60**	21.96
Reconciliation between earnings and headline earnings		
Profit for the year	**88 634**	**44 964**
Profit on disposal of property, plant and equipment	**–**	**(438)**
Tax effect on adjustments	**–**	**123**
Headline earnings	**88 634**	44 649
Number of share in issue ('000)	**203 277**	203 277
Headline and diluted headline earnings (cents)	**43.60**	21.96
Weighted average number of shares		
Number of shares	**203 276 794**	203 276 794
Weighted average number of shares in issue at the beginning of the year	**203 276 794**	203 276 794
Weighted average number of shares in issue at the end of the year	**203 276 794**	203 276 794

	Group	
	2023 R'000	2022 R'000
23. Cash generated from operations		
Profit before taxation from operations	**120 764**	58 188
Adjustments for:		
Depreciation	**36 364**	20 357
Finance income	**(2 899)**	(1 449)
Finance costs	**25 040**	4 122
Share-based payment provision	**2 597**	(2 417)
Profit on disposal of property, plant and equipment	**–**	(438)
Share in net profits from associates	**(8 763)**	–
Changes in working capital:		
Inventories	**(85 048)**	(85 852)
Trade and other receivables	**(69 380)**	(5 497)
Trade and other payables	**2 533**	117 936
	21 208	104 950
24. Tax paid		
Balance at beginning of the year	**(5 625)**	(3 007)
Current tax for the year recognised in profit or loss	**(39 904)**	(19 020)
Balance at end of the year	**593**	5 625
	(44 936)	(16 402)

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

	Group 2023 R'000	Group 2022 R'000
25. Proceeds on disposal of property, plant and equipment		
Profit on disposal of property, plant and equipment	–	438
Net book amount of assets disposed of	–	5 766
	–	6 204

	Group 2023 R'000	Group 2022 R'000
26. Net debt reconciliation		
Cash and cash equivalents	**84 261**	133 932
Interest-bearing borrowings repayable within one year	**(15 804)**	(14 618)
Interest-bearing borrowings repayable after one year	**(66 206)**	(24 038)
Lease liabilities repayable within one year	**(14 839)**	(2 872)
Lease liabilities repayable after one year	**(68 064)**	(2 702)
Net debt	**(80 652)**	89 702

Net debt movement reconciliation – Group	Cash and cash equivalents R'000	Interest-bearing borrowings R'000	Lease liabilities R'000	Total R'000
Balance at 1 January 2022	139 974	(47 343)	(6 518)	86 113
Cash movement capital repayments*	(6 052)	0	(6 052)	(6 072)
Cash movement interest repayments*	8 687	2 734	629	11 421
Funds advanced	2 188	629	(1 244)	2 817
Non-cash movement	4 823	3 363	(629)	8 186
Balance at 1 January 2023	**133 932**	**(38 656)**	**(5 574)**	**89 702**
Cash movement capital repayments	**(49 731)**	**21 836**	**13 392**	**(14 503)**
Cash movement interest repayments	**–**	**4 337**	**5 460**	**9 797**
Funds advanced	**–**	**(65 190)**	**–**	**(65 190)**
Non-cash movement	**60**	**(4 337)**	**(96 181)**	**(100 458)**
Balance at 31 December 2023	**84 261**	**(82 010)**	**(82 903)**	**(80 652)**

* Cash movement repayments disclosure is distinguished between capital and interest in the financial year ended 31 December 2022, to be aligned with the financial year ended 31 December 2023 disclosure.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

27. Related parties

Relationships

Directors	KH Pon HL Li N Lalla M Chong JH Yeh J van Rensburg LL Chen A Smith WP Basson DJC Pan (Alternate) SN Yeh (Alternate)
Subsidiaries	Anchor Park Investments 48 Proprietary Limited Icembu Holdings Proprietary Limited Icembu Cables Proprietary Limited Icembu Services Proprietary Limited South Ocean Electric Wire Company Proprietary Limited South Ocean Electric Wire Company Namibia Proprietary Limited SOH Calibre International Limited
Associates	Global Cables PE Proprietary Limited Global Cables PTA Proprietary Limited Global Cables DBN Proprietary Limited Global Cables CPT Proprietary Limited Global Cables NLP Proprietary Limited The Electric Owl Proprietary Limited The Electric Owl KZN Proprietary Limited Power Cable Trading Proprietary Limited Lomami SARI Niehoff Electrical Warehouse Proprietary Limited Mwanga Afrika Cables Proprietary Limited

Dividends paid to directors were as follows:

	2023 R'000	2022 R'000
J van Rensburg	**3 732**	5 598

Related party balances

	Group	
	2023 R'000	2022 R'000
Loan accounts – Owing by related parties		
Niehoff Electrical Warehouse Proprietary Limited	**3 589**	1 933
Global Cables PE Proprietary Limited	**1 254**	–
Global Cables PTA Proprietary Limited	**1 490**	–
The Electrical Owl Proprietary Limited	**263**	–
	6 596	1 933

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

27. Related parties (continued)

Related party balances

	Group	
	2023 R'000	2022 R'000
Amounts included in Trade receivables/(Trade Payables) regarding related parties		
Global Cables PE Proprietary Limited	**3 340**	15 054
Global Cables PTA Proprietary Limited	**18 768**	11 684
Niehoff Electrical Warehouse Proprietary Limited	**5 471**	10 376
Global Cables DBN Proprietary Limited	**38 569**	–
Global Cables NLP Proprietary Limited	**3 397**	–
Global Cables CPT Proprietary Limited	**26 725**	–
The Electrical Owl Proprietary Limited	**4 701**	–
The Electrical Owl KZN Proprietary Limited	**5 039**	–
	106 010	37 114
Revenue to branches		
Global Cables PTA Proprietary Limited	**49 785**	–
Global Cables PE Proprietary Limited	**31 863**	–
Global Cables DBN Proprietary Limited	**71 388**	–
Global Cables CPT Proprietary Limited	**24 728**	–
Global Cables NLP Proprietary Limited	**2 954**	–
Niehoff Electrical Warehouse Proprietary Limited	**22 879**	–
The Electrical Owl Proprietary Limited	**9 185**	–
The Electrical Owl KZN Proprietary Limited	**5 206**	–
	217 988	–
Compensation to directors and other key management personnel		
Salaries and short-term benefits	**11 548**	10 376

Refer to note 12 Share-based payments for details on key management personnel. Refer to note 28 Directors' and prescribed officers' emoluments for details on terminations and post-employment details on key personnel.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

28. Directors' and prescribed officers' emoluments

Executive

	Group			
	Salary R'000	Medical group benefit contributions R'000	Provident fund R'000	Total R'000
2023				
A Smith	**4 872**	**176**	**317**	**5 365**
WP Basson	**3 085**	**32**	**132**	**3 249**
	7 957	**208**	**449**	**8 614**
2022				
A Smith	4 290	143	255	4 688
W Basson	2 857	29	110	2 996
	7 147	172	365	7 684

Non-Executive

	Group	
	Directors' fees 2023 R'000	Directors' fees 2022 R'000
KH Pon	**846**	798
HL Li	**369**	434
N Lalla	**631**	573
M Chong	**380**	276
JH Yeh	**282**	220
J van Rensburg	**213**	194
LL Chen (appointed 1 March 2022)	**213**	177
CF Chen (resigned 27 February 2022)	**–**	20
	2 934	2 692

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

28. Directors' and prescribed officers' emoluments (continued)

Directors' interests in share capital

No shares were traded by any director from 31 December 2023 until the date of this report. Refer to note 12 for details of share appreciation rights allocated to the directors during the year.

The interest in the issued share capital of the Company as at 31 December 2023 was as follows:

	Direct beneficial holding	Indirect beneficial holding	Total	Percentage of issued share capital
2023 and 2022				
J van Rensburg	**–**	**62 205 447**	**62 205 447**	**30.60%**
Beneficial Shareholders holdings > 5% of Issued Shares				
2023 and 2022				
Joseph Investments Proprietary Limited			62 118 447	30.56%
Hong Tai Electric Industrial Co Limited			56 270 187	27.68%
Metalic City International Limited			41 048 988	20.19%

29. Interest in subsidiaries

	Issued share capital and percentage held		Shares at cost	Shares at cost
	2023 %	2022 %	**2023 R'000**	2022 R'000
Direct Holdings				
South Ocean Electric Wire Company Proprietary Limited	**100**	100	**712 165**	712 165
Anchor Park Investments 48 Proprietary Limited	**100**	100	**–***	–*
SOH Calibre International Limited	**100**	100	**–***	–*
Indirect Holdings				
Icembu Holdings Proprietary Limited	**100**	70	**–***	–*
Icembu Services Proprietary Limited	**100**	49	**–***	–*
Icembu Cables Proprietary Limited	**100**	34	**–***	–*
South Ocean Electric Wire Company Namibia Proprietary Limited	**100**	100	**–***	–*
			712 165	712 165
Less: Dividends received from pre-acquisition profits (prior to 2009)			**(41 550)**	(41 550)
Less: Impairments				
South Ocean Electric Wire Company Proprietary Limited			**(302 290)**	(302 290)
			368 325	368 325

* denotes amounts of less than R1 000.

All subsidiaries are incorporated and operate in South Africa with the exception of SOH Calibre International Limited which is incorporated in Hong Kong. All subsidiaries have a 31 December year end.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

29. Interest in subsidiaries (continued)

On 10 February 2023 the company exercised its rights in terms of a call option where Icembu Holdings increased its shareholding in Icembu Cables from 49% to 70%. The company exercised its rights in terms of the shareholders agreement where Icembu Holdings increased its shareholding in Icembu Cables and Icembu Services from 70% to 100% respectively and where the company increased its shareholding in Icembu Holdings from 70% to 100%. The financial effect of the increase in ownership is estimated to be R 1 463 886 on non-controlling interest for the year ended 31 December 2023.

All the subsidiaries are wholly owned for the year ended 31 December 2023.

Group – 2022 **Summary statement of comprehensive income**	**Revenue R'000**	**Interest expense R'000**	**Tax income/ (expense) R'000**	**Profit/(loss) from continuing operations R'000**	**Total compre-hensive income R'000**
Icembu Services	42 811	–	–	(150)	(150)
Icembu Cables	–	–	–	(2 112)	(2 112)
	42 811	–	–	(2 262)	(2 262)

Summary statement of financial position	**Non-current assets R'000**	**Cash and cash equivalents R'000**	**Other current assets R'000**	**Total current assets R'000**	**Total assets R'000**
Assets					
Icembu Services	5 189	4 312	3 954	8 266	13 455
Icembu Cables	30 953	3	3 277	3 280	34 233
	36 142	4 315	7 231	11 546	47 688

	Non-current liabilities R'000	**Total non-current liabilities R'000**	**Other current liabilities R'000**	**Total current liabilities R'000**	**Total liabilities R'000**
Liabilities					
Icembu Services	–	–	(13 590)	(13 590)	(13 590)
Icembu Cables	–	–	(36 346)	(36 346)	(36 346)
	–	–	(49 936)	(49 936)	(49 936)

There were no contingent liabilities or commitments in the non-wholly-owned subsidiaries.

There were no unrecognised share of losses realised during the period under review.

The principle place of business for the subsidiaries are in Alrode and Elandsfontein respectively.

No dividends were received from the subsidiaries.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

30. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

	Notes	Group Amortised cost R'000	Group Total R'000
2023			
Trade and other receivables	7	**259 533**	**259 533**
Cash and cash equivalents	8	**84 261**	**84 261**
Loan to associates	36	**6 596**	**6 596**
		350 390	**350 390**
2022			
Trade and other receivables	7	183 895	183 895
Cash and cash equivalents	8	133 932	133 932
		317 827	317 827

Categories of financial liabilities

	Notes	Group Amortised cost R'000	Group Total R'000
2023			
Trade and other payables	13	**207 376**	**207 376**
Interest-bearing borrowings	11	**82 010**	**82 010**
Lease liabilities	4	**82 903**	**82 903**
		372 289	**372 289**
2022			
Trade and other payables	13	192 193	192 193
Interest-bearing borrowings	11	38 656	38 656
Lease liabilities	4	5 574	5 574
Trade and other payables		236 423	236 423

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The executive directors are involved in the daily operations of the Group, and the necessary decisions regarding capital risk management are made as and when necessary.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 4 and 11, cash and cash equivalents disclosed in note 8, and equity as disclosed in the statement of financial position.

The Group maintains overdraft facilities with reputable financial institutions for short-term financing needs. Where operational needs require prolonged use of overdraft facilities, the Group seeks opportunities to use long-term financing. Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as the total debt plus net overdraft divided by total equity. The Group's strategy is to maintain the ratio below 50%.

At 31 December 2023 the gearing ratio was 12.27% (2022: 6.50%). The gearing ratio considers interest-bearing borrowings and increased as a result thereof.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

30. Financial instruments and risk management (continued)

Financial risk management

Overview

The Group is exposed to the following risks from its use of financial instruments:

a. Credit risk

b. Liquidity risk; and

c. Market risk (foreign currency risk, interest rate risk).

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out under policies approved by Board of Directors.

Credit risk

Potential concentrations of credit risk consist primarily of cash and cash equivalents and trade receivables. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas, but we draw attention to the fact that 18.00% (2022: 24.00%) of revenue was derived from a single customer. The Group has policies in place to ensure that sales are made to customers with an appropriate credit history and in most instances, utilises credit insurance. The ongoing creditworthiness of the trade receivables is assessed taking into account the specific debtors balances against their credit limit. Details of credit risk for trade receivables is disclosed in note 7.

The Group manages outstanding trade receivables using a combination of Credit Guarantee and outside collection agents. The Credit Guarantee terms require that before the outstanding accounts are handed over to them for management, an effort must have been made by management to collect the outstanding amounts. The amount not recoverable from Credit Guarantee is limited to 20% of trade receivables within their credit limit and 100% of trade receivables in excess of their approved limits. The amounts recoverable from Credit Guarantee are only recoverable 60 to 90 days after they have been handed over to Credit Guarantee for management. Trade debtors are not individually classed for insurance purposes, as all trade debtors within their credit limits are covered by Credit Guarantee.

The overdraft is renewable annually in July. All the indications from the Group's bankers is that the facility will be renewed.

The maximum exposure to credit risk is presented in the table below:

		Group					
		2023			2022		
	Notes	**Gross carrying amount R'000**	**Credit loss allowance R'000**	**Amortised cost/ fair value R'000**	Gross carrying amount R'000	Credit loss allowance R'000	Amortised cost/ fair value R'000
Trade and other receivables	7	**262 363**	**(2 830)**	**259 533**	187 040	(3 145)	183 895
Cash and cash equivalents	8	**84 261**	**–**	**84 261**	133 932	–	133 932
Loan to associates	35	**6 596**	**–**	**6 596**	–	–	–
		353 220	**(2 830)**	**350 390**	320 972	(3 145)	317 827

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

30. Financial instruments and risk management (continued)

Liquidity risk

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained to meet short-term obligations as they become due and payable. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

	Group			
	2023		2022	
	Credit limit R'000	Balance utilised R'000	Credit limit R'000	Balance utilised R'000
Counter-party				
First National Bank – Overdraft	(224 000)	–	(229 000)	–

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

		Group					
	Notes	Less than 1 year R'000	1 to 2 years R'000	2 to 5 years R'000	Over 5 years R'000	Total R'000	Carrying amount R'000
2023							
Non-current liabilities							
Interest-bearing borrowings	11	–	33 389	26 936	25 054	85 379	66 206
Lease liabilities	4	–	35 434	64 508	–	99 942	68 064
Current liabilities							
Trade and other payables	13	207 376	–	–	–	207 376	207 376
Interest-bearing borrowings	11	21 878	–	–	–	21 878	15 804
Lease liabilities	4	15 447	–	–	–	15 447	14 839
		244 701	68 823	91 444	25 054	430 022	372 289
2022							
Non-current liabilities							
Interest-bearing borrowings	11	–	9 245	10 052	11 998	36 404	24 038
Lease liabilities	4	–	2 876	–	–	2 876	2 702
Current liabilities							
Trade and other payables	13	192 193	–	–	–	192 193	192 193
Interest-bearing borrowings	11	17 729	–	–	–	17 729	14 618
Lease liabilities	4	2 872	–	–	–	2 872	2 872
		212 794	12 121	10 052	11 998	249 198	236 423

Foreign currency risk

The Group operates and trades internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States Dollars ("USD"). The Group buys its major machinery and raw copper in USD. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities when they are denominated in a currency that is not the entity's functional currency.

The Group does not hedge foreign currency risk.

At 31 December 2023, if the currency had weakened/strengthened against the USD by 2.00% (2022: 2.00%) with all other variables held constant, (loss)/profit after tax would have decreased/increased by R72 825 (2022: R21 437), mainly as a result of foreign exchange gains/losses on translation of trade payables.

At 31 December 2023, if the currency had weakened/strengthened against the Hong Kong Dollar ("HKD") by 2.00% (2022: 2.00%) with all other variables held constant, (loss)/profit after tax would have decreased/increased by R18 806 (2022: R17 021), mainly as a result of foreign exchange gains/losses on translation of trade payables and cash and cash equivalents.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

30. Financial instruments and risk management (continued)

Currency exposure

The net carrying amounts, in Rand, of the various exposures, are denominated in the following currencies. The amounts have been presented in Rand by converting the foreign currency amounts at the closing rate at the reporting date:

		Group	
	Notes	2023 R'000	2022 R'000
US Dollar exposure			
Current assets:			
Cash and cash equivalents	8	**2 345**	–
Trade and other receivables	7	**2 762**	1 906
Current liabilities:			
Trade and other payables	13	**(119)**	(417)
Net US Dollar exposure		**4 988**	1 489
Hong Kong Dollar exposure			
Current assets:			
Cash and cash equivalents	8	**1 288**	1 182
Net Hong Kong Dollar exposure		**1 288**	1 182
Euro exposure			
Current assets:			
Cash and cash equivalents	8	**1**	–
Trade and other receivables	7	**16**	6 726
Net Euro exposure		**17**	6 726
Net exposure to foreign currency in Rand		**6 293**	9 397

Interest rate risk

As the Group has no significant interest-bearing assets, the Group's income is substantially independent of changes in market interest rates. The Group's interest rate risk arises from long-term and current borrowings as well as cash and cash equivalents. Borrowings, cash balances and leasing arrangements issued at fixed rates expose the Group to fair value interest rate risk. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The interest rates are monitored when there are indications that rates may change. Details of interest rates on borrowings are disclosed in note 11.

All Group borrowings are denominated in Rands. The Group is exposed to interest rate risk as it borrows funds at floating interest rates. Interest rate exposure is not analysed on a specific basis. However, should the interest rates increase/decrease by 2% the Group profit after tax will decrease/increase by R1 197 356 (2022: R556 647).

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

31. Segment reporting

The Group is organised into two main business segments:

- Electrical cable manufacturing – manufacturing and distribution of electric wire (South Ocean Electric Wire Company and Icembu Cables); and
- Property investments (Anchor Park).

The activities of other Group companies are not significant enough and do not warrant to be regarded as a segment on their own and are reported together with corporate activities as other assets or liabilities or other overheads and are included in corporate and other assets in the reconciliation of total assets. The chief operating decision-maker who has been identified as the Group's executive committee, reviews the Group's internal reporting in order to assess performance and has determined the operating segments based on these reports.

The assessment of the performance of the operating segments is based on the adjusted operating profit before interest, income tax, depreciation and amortisation (adjusted EBITDA). This measurement basis excludes intercompany management fees and the effect of non-recurring expenditure from the operating segments, such as profit on disposal of property, plant and equipment and impairments. Earnings are defined as the operating profits. The reported total assets and liabilities exclude current and deferred taxation and intercompany balances.

The details of the business segments are reported as follows:

	Group		
	Electric cable manufacturing R'000	**Property investments R'000**	**Total R'000**
2023			
Revenue	**2 454 911**	**23 626**	**2 478 537**
Employee benefit expense	**(152 875)**	**–**	**(152 875)**
Change in inventories of finished goods and WIP	**(87 549)**	**–**	**(87 549)**
Raw materials and consumables purchased	**(1 994 175)**	**–**	**(1 994 175)**
Other expenses	**(28 573)**	**(3 212)**	**(31 785)**
Adjusted EBITDA	**191 739**	**20 414**	**212 153**
Segment assets	**1 000 248**	**115 641**	**1 115 889**
Segment liabilities	**340 502**	**49 341**	**389 843**
2022			
Revenue*	1 911 039	21 344	1 932 383
Employee benefit expense*	(116 106)	–	(116 106)
Change in inventories of finished goods and WIP*	17 782	–	17 782
Raw materials and consumables purchased*	(1 609 932)	–	(1 609 932)
Other expenses*	(118 071)	(3 277)	(121 348)
Adjusted EBITDA*	84 712	18 067	102 779
Segment assets	819 869	137 135	957 004
Segment liabilities	296 158	30 554	326 712

* In the current year the EBITDA line has been expanded to disclose the material income and expense line items in order to comply with the JSE proactive monitoring process in respect of the application of IFRS 8. The comparative segment has been re-presented for comparability purposes.

Segment assets consist primarily of property, plant and equipment, inventories, receivables and operating cash. Segment assets exclude available for sale financial assets, taxes and any inter-group loans existing at reporting date.

Segment liabilities comprises operating liabilities and exclude taxes and any inter-group liabilities existing at reporting date.

Corporate assets and liabilities incorporates the assets and liabilities of South Ocean Holdings Limited and SOH Calibre International which comprise receivables, payables and cash balances.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

31. Segment reporting (continued)

Reconciliation of segment results to statements of comprehensive income and financial position

	Group	
	2023 R'000	2022 R'000
Revenue		
Reportable segment revenue	**2 478 537**	1 932 383
Inter-segment revenue	**(114 962)**	(59 228)
Revenue per statement of profit or loss and other comprehensive income	**2 363 575**	1 873 155
EBITDA		
Adjusted EBITDA	**212 153**	102 779
Corporate and other overheads	**(10 218)**	(10 454)
Depreciation	**(51 701)**	(17 675)
Impairment of Group loans	**(25 879)**	–
Inter-segment eliminations	**9 787**	(13 790)
Share of net profits in equity accounted investments	**8 763**	–
Operating profit per consolidated statement of profit or loss and other comprehensive income	**142 905**	60 860
Operating profit	**142 905**	60 860
Finance income	**2 899**	1 449
Finance costs	**(25 040)**	(4 122)
Profit before taxation per consolidated statement of profit or loss and other comprehensive income	**120 764**	58 187
Assets		
Reportable segment assets	**1 115 889**	957 004
Corporate and other assets	**1 921**	4 672
Current tax receivable	**175**	–
Deferred tax	**11 897**	1 210
Inter-segment eliminations	**(44 043)**	(77 413)
Total assets per statement of financial position	**1 085 839**	885 473
Liabilities		
Reportable segment liabilities	**389 843**	326 712
Corporate and other liabilities	**12 243**	10 564
Current tax payable	**768**	5 625
Deferred tax	**22 907**	19 995
Inter-segment eliminations	**(10 352)**	(71 356)
Total liabilities per statement of financial position	**415 409**	291 540

The Group operates primarily in South Africa. No geographical segmental information is disclosed as there are no separately defined segments that contribute more than 10% of revenue, results, assets or liabilities.

The Group revenue earned in South Africa is R2 335 272 257 (2022: R1 850 159 731) and earned from other countries is R28 624 801 (2022: R22 995 269). Revenue of 18% (2022: 24%) of total revenue was derived from a single external customer.

The total non-current assets other than financial instruments and excluding deferred tax assets located in South Africa is R241 445 157 (2022: R243 627 926) and the total of these non-current assets located in other countries is Rnil (2022: Rnil).

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

32. Going concern

The Annual Financial Statements have been prepared on the basis of accounting applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

At 31 December 2023, the Group's assets, fairly valued, exceeded its liabilities. Furthermore, management also assessed the Group's liquidity forecasts for a period of 12 months. Various scenarios have been considered to test the Group's resilience against operational risks and found the results to be acceptable.

Management has concluded that the Group's ability to continue to meet its financial obligations as they fall due is dependent on the Group's ability to continue to improve its performance, and/or the Group's bankers, First National Bank, renewing the Group's working capital facilities (refer note 8). Each of these matters present a risk to the Group remaining as a going concern.

Management will continue to capitalise on available market opportunities, seek new markets, and secure and increase market share. Operationally, these goals will continue to be supported by stringent internal cost control measures and continual improvements in both efficiencies and capacity.

The Group has short-term borrowings to the value of R15.8 million (2022: R14.6 million) as disclosed in note 11 of the Annual Financial Statements. SOEW has an overdraft facility with First National Bank of R224 million (2022: R229 million). The facility is due for renewal during June 2024.

The directors perform a property valuation every three to five years, with the latest independent valuation having been performed in 2023. The market valuation of the properties was in excess of the carrying value at the time. The properties are stated at historical cost less accumulated depreciation and accumulated losses in line with the Groups' accounting policy.

33. Events after the reporting period

The directors are not aware of any other matter or circumstance arising since the end of the financial year, not otherwise dealt with in the Annual Financial Statements.

34. Dividends per share

	Group	
	2023 R'000	2022 R'000
Dividends recommended (R'000)	**22 360**	12 197
Number of shares in issue ('000)	**203 277**	203 277
Dividend per share (cents)	**11.00**	6.00

A final dividend of 11.00 cents per share was approved at the Board meeting of the Company held on 18 March 2024. In compliance with IAS 10, "Events after reporting date", the annual financial statements do not reflect this dividend. This dividend will only be accounted for in the financial statements for the year ending 31 December 2024.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

35. Investment in associates

The following amounts represent the Group's share of the aggregate carrying amount of the assets and liabilities and income and expenses in the associates:

Name of company	2023 % Ownership interest	2022 % Ownership interest	2023 Carrying amount	2022 Carrying amount
Global Cables PE Proprietary Limited	50	30	2 369	–*
Global Cables PTA Proprietary Limited	50	30	2 938	–*
Global Cables DBN Proprietary Limited**	50	–	3 566	–*
Global Cables CPT Proprietary Limited**	50	–	306	–*
Global Cables NLP Proprietary Limited**	50	–	(289)	–*
The Electric Owl Proprietary Limited**	30	–	(214)	–*
The Electric Owl KZN Proprietary Limited**	30	–	(115)	–*
Power Cable Trading Proprietary Limited**	30	–	–*	–*
Lomami SARI**	30	–	282	–*
Niehoff Electrical Warehouse Proprietary Limited	25	25	202	–*
Mwanga Afrika Cables Proprietary Limited	30	30	–*	–*
			9 045	–*

* denotes amounts of less than R1 000.

** investments in associates acquired during the financial year ended 31 December 2023.

All associates are incorporated and operate in South Africa except for Niehoff Electrical Warehouse and Lomami which is incorporated in Namibia and the Democratic Republic of Congo respectively.

Summarised financial information of associates

Group – 2023

Summary statement of comprehensive income	Opening net assets	Profit for the period	Closing net assets	Group's share in %	Group share in CU	Carrying amount
Global Cables PE Proprietary Limited	–	4 739	4 739	50	2 369	2 369
Global Cables PTA Proprietary Limited	–	5 877	5 877	50	2 938	2 938
Global Cables DBN Proprietary Limited	–	7 133	7 133	50	3 566	3 566
Global Cables CPT Proprietary Limited	–	614	614	50	306	306
Global Cables NLP Proprietary Limited	–	(578)	(578)	50	(289)	(289)
The Electric Owl Proprietary Limited	–	(715)	(715)	30	(214)	(214)
The Electric Owl KZN Proprietary Limited	–	(384)	(384)	30	(115)	(115)
Power Cable Trading Proprietary Limited	–	–	–	30	–	–
Lomami SARI	940***	–	940	30	–	282
Niehoff Electrical Warehouse Proprietary Limited	–	805	805	25	202	202
Mwanga Afrika Cables Proprietary Limited	–	–	–	30	–	–
	940	**17 491**	**18 431**		**8 763**	**9 045**

*** value represents initial equity investment.

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

35. Investment in associates (continued)

Summary statement of financial position	Non-current assets R'000	Cash and cash equivalents R'000	Other current assets R'000	Total current assets R'000	Total assets R'000
Assets					
Global Cables PE Proprietary Limited	1 006	–	24 321	24 321	25 327
Global Cables PTA Proprietary Limited	189	5	45 862	45 867	46 056
Global Cables DBN Proprietary Limited	705	13	50 502	50 515	51 220
Global Cables CPT Proprietary Limited	585	846	55 812	56 658	57 243
Global Cables NLP Proprietary Limited	386	880	7 475	8 355	8 741
The Electric Owl Proprietary Limited	630	–	2 751	2 751	3 381
The Electric Owl KZN Proprietary Limited	–	353	3 476	3 829	3 829
Niehoff Electrical Warehouse Proprietary Limited	289	3 244	19 213	22 457	22 746
Other	–*	–*	–*	–*	–*
	3 790	5 341	209 412	214 753	218 543

	Non-current liabilities R'000	Total non-current liabilities R'000	Other current liabilities R'000	Total current liabilities R'000	Total liabilities R'000
Liabilities					
Global Cables PE Proprietary Limited	–	–	(20 319)	(20 319)	(20 319)
Global Cables PTA Proprietary Limited	–	–	(40 063)	(40 063)	(40 063)
Global Cables DBN Proprietary Limited	–	–	(44 221)	(44 221)	(44 221)
Global Cables CPT Proprietary Limited	–	–	(56 630)	(56 630)	(56 630)
Global Cables NLP Proprietary Limited	–	–	(9 318)	(9 318)	(9 318)
The Electric Owl Proprietary Limited	–	–	(4 133)	(4 133)	(4 133)
The Electric Owl KZN Proprietary Limited	(200)	(200)	(4 044)	(4 044)	(4 244)
Niehoff Electrical Warehouse Proprietary Limited	–	–	(23 409)	(23 409)	(23 409)
Other*	–*	–*	–*	–*	–*
	(200)	(200)	(202 137)	(202 137)	(202 337)

Group – 2022 Summary statement of comprehensive income	Revenue R'000	Interest expense R'000	Tax income/ (expense) R'000	Profit/(loss) R'000	Total comprehensive income/ (loss) R'000
Assets					
Global Cables PE Proprietary Limited	25 865	–	(170)	559	559
Global Cables PTA Proprietary Limited	35 774	–	(117)	380	380
Niehoff Electrical Warehouse Proprietary Limited	14 502	–	468	(1 340)	(1 340)
Mwanga Afrika Cables Proprietary Limited	–	–	–	–	–
	76 141	–	181	(401)	(401)

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

35. Investment in associates (continued)

Summary statements of financial position	Non-current assets R'000	Cash and cash equivalents R'000	Other current assets R'000	Total current assets R'000	Total assets R'000
Assets					
Global Cables PE Proprietary Limited	15 623	4 026	14 669	18 695	34 318
Global Cables PTA Proprietary Limited	268	3 028	15 632	18 660	18 928
Niehoff Electrical Warehouse Proprietary Limited	207	1 244	14 532	15 776	15 983
Mwanga Afrika Cables Proprietary Limited	–	–	–	–	–
	16 098	8 298	44 833	53 131	69 229

	Non-current liabilities R'000	Total non-current liabilities R'000	Other current liabilities R'000	Total current liabilities R'000	Total liabilities R'000
Liabilities					
Global Cables PE Proprietary Limited	–	–	(33 707)	(33 707)	(33 707)
Global Cables PTA Proprietary Limited	–	–	(18 512)	(18 512)	(18 512)
Niehoff Electrical Warehouse Proprietary Limited	(8 584)	(8 584)	(8 856)	(8 856)	(17 440)
Mwanga Afrika Cables Proprietary Limited	–	–	–	–	–
	(8 584)	(8 584)	(61 075)	(61 075)	(69 659)

* denotes amounts of less than R1 000.

There were no contingent liabilities or commitments in the associates.

There were no unrecognised share of losses realised during the period under review.

The associates are outlets, established mainly for the sale and distribution of electric cables and house wire.

The principle place of business for the associates are in Gqeberha, Pretoria, Durban, Cape Town, Nelspruit, Brits, Richards Bay, Lubumbashi, Windhoek and Alrode respectively.

No dividends were received from the associates.

36. Loan to associates

The following amounts represent the Group's loans to associates:

		Group	
Name of company	Basis of accounting	2023 R'000	2022 R'000
Liabilities			
Global Cables PE Proprietary Limited	Amortised costs	**1 254**	–
Global Cables PTA Proprietary Limited	Amortised costs	**1 490**	–
The Electric Owl Proprietary Limited	Amortised costs	**263**	–
Niehoff Electrical Warehouse Proprietary Limited	Amortised costs	**3 589**	1 933
		6 596	1 933
These loans bear no interest (2022: 0%) per annum. These loans are available to settle with 12 months' notice, which has not been given at the reporting date.			
Split between non-current and current portions			
Non-current assets		**6 596**	–
Current assets		**–**	1 933
		6 596	1 933

Notes to the Annual Financial Statements (continued)

for the year ended 31 December 2023

36. Loan to associates (continued)

Exposure to credit risk

Loans receivable inherently expose the Company to credit risk, being the risk that the Company will incur financial loss if counterparties fail to make payments as they fall due.

Loans receivable are subject to the impairment provisions of IFRS 9, Financial Instruments, which requires a loss allowance to be recognised for all exposures to credit risk. The loss allowance for Group loans receivable is calculated based on 12-monthh expected losses if the credit risk has not increased significantly since initial recognition. In cases where the credit risk has increased significantly since initial recognition, the loss allowance is calculated based on lifetime expected credit losses. The loss allowance is updated to either 12-month or lifetime expected credit losses at each reporting date based on changes in the credit risk since initial recognition. If a loan is considered to have a low credit risk at the reporting date, then it is assumed that the credit risk has not increased significantly since initial recognition. On the other hand, if a loan is in arrears more than 90 days, then it is assumed that there has been a significant increase in credit risk since initial recognition.

In determining the amount of expected credit losses, the company has taken into account any historic default experience, the financial positions of the counterparties as well as the future prospects in the industries in which the counterparties operate.

Management has considered the effect of forward-looking information, taking into account the cash flow forecast information for the company and have concluded that any potential resulting impact in ECL is not material.

Management has assessed the cash flow forecasts of the counterparties and obtained evidence that they have a strong ability to make payments should they become due and payable.

The maximum exposure to credit risk is gross carry amount of the loans as presented below. The Company does not hold collateral or other credit enhancements against Group loans receivable.

The Company's exposure to various risks associated with financial instruments is discussed in note 30.

Credit loss allowances

The following tables set out the carrying amount, loss allowance and measurement basis of expected credit losses for the Group loans receivable by credit rating grade:

		Group		
		Gross carrying amount R'000	Loss allowance R'000	Amortised cost R'000
2023				
Summary statement of comprehensive income				
Global Cables PE Proprietary Limited	Lifetime ECL (not credit impaired)	**1 254**	**–**	**1 254**
Global Cables PTA Proprietary Limited	Lifetime ECL (not credit impaired)	**1 490**	**–**	**1 490**
The Electric Owl Proprietary Limited	Lifetime ECL (not credit impaired)	**263**	**–**	**263**
Niehoff Electrical Warehouse Proprietary Limited	Lifetime ECL (not credit impaired)	**3 589**	**–**	**3 589**
		6 596	**–**	**6 596**
2022				
Summary statement of comprehensive income				
Niehoff Electrical Warehouse Proprietary Limited	Lifetime ECL (not credit impaired)	1 933	–	1 933
		1 933	–	1 933

Analysis of Ordinary Shareholders

as at 31 December 2023

Shareholder spread	Number of shareholder accounts	% of total shareholder accounts	Number of shares	% of issued shares
1 – 1 000	2 018	**85,40%**	191 626	0,09%
1 001 – 10 000	195	**8,25%**	823 904	0,41%
10 001 – 100 000	102	**4,32%**	4 064 441	2,00%
100 001 – 1 000 000	37	**1,57%**	11 175 635	5,50%
Over 1 000 000	11	**0,46%**	187 021 188	92,00%
Total	**2 363**	**100,00%**	**203 276 794**	**100,00%**

Shareholder types	Number of shareholder accounts	% of total shareholder accounts	Number of shares	% of issued shares
Banks, Brokers and Nominees	5	**0,21%**	28 907	0,01%
Close Corporations	5	**0,21%**	533 720	0,26%
Collective Investment Schemes	3	**0,13%**	7 908 773	3,89%
Non-SA Custodians	2	**0,08%**	5 458 340	2,70%
NPO and Charity Funds	1	**0,04%**	70	0,00%
Pooled and Mutual Funds	1	**0,04%**	273 277	0,13%
Private Companies	16	**0,68%**	63 695 481	31,33%
Public Companies	3	**0,13%**	103 541 805	50,94%
Retail Individuals	2 302	**97,42%**	16 338 021	8,04%
Retirement Benefit Funds	5	**0,21%**	1 758 264	0,86%
Trusts and Investment Partnerships	20	**0,85%**	3 740 136	1,84%
Total	**2 363**	**100,00%**	**203 276 794**	**100,00%**

Key shareholders	Number of shareholder accounts	% of total shareholder accounts	Number of shares	% of issued shares
Non-public shareholders	*3*	**0,12%**	*159 437 692*	*78,44%*
Beneficial Holders > 10%	2	**0,08%**	97 319 175	47,88%
Directors and Associates (Indirect Holdings)	1	**0,04%**	62 118 517	30,56%
Directors and Associates (Direct Holdings)	0	**0,00%**	0	0,00%
Public Shareholders	*2 360*	**99,88%**	*43 839 102*	*21,56%*
Total	**2 363**	**100,00%**	**203 276 794**	**100,00%**

Beneficial shareholders holding > 3% of issued shares	Number of shares	% of issued shares
Joseph Investments (Pty) Ltd	62 118 517	30,56%
Hong Tai Electric Industrial Co Ltd	56 270 187	27,68%
Metallic City International Ltd	41 048 988	20,19%
Ninety One	7 131 491	3,51%
Moneywin International Ltd	6 222 630	3,06%
Total	**172 791 813**	**85,00%**

Fund managers holding > 3% of issued shares	Number of shares	% of issued shares
Ninety One	9 714 273	4,78%
Total	**9 714 273**	**4,78%**

Shareholders by country	Number of shares	% of issued shares
South Africa	89 504 071	44,03%
Taiwan, Province of China	60 943 609	29,98%
Virgin Islands, British	47 271 618	23,26%
United States	4 186 714	2,06%
Luxembourg	1 271 626	0,63%
Australia	60 839	0,03%
Botswana	29 898	0,01%
Namibia	4 255	0,00%
Zimbabwe	3 000	0,00%
Other	1 164	0,00%
Total	**203 276 794**	**100,00%**

Analysis of Ordinary Shareholders (continued)

as at 31 December 2023

Non-public shareholder type

Strategic shareholders (>10%)	**Account**	Shares	%
Hong Tai Electric Industrial Co Ltd	Hong Tai Electric Industrial Co Ltd	56 270 187	27,68%
Metallic City International Ltd	Metallic City International Ltd	41 048 988	20,19%
		97 319 175	47,87%
Directors and associates	**Account**	Shares	%
Joseph Investments (Pty) Ltd	Joseph Investments Proprietary Limited	62 118 517	30,56%
		62 118 517	30,56%
Non-public shareholder totals		**159 437 692**	**78,43%**

Share price performance	Indicator
Opening Price 3 January 2023	R1,22
Closing Price 29 December 2023	R1,24
High for period (10 January 2023)	R1,34
Low for period (10 July & 18 July to 24 July & 26 July to 31 July)	R1,00
Number of shares in issue	203 276 794
Volume traded during period	1 321 275
Ratio of volume traded to shares issued	0,65%
Rand value traded during the period	R1 526 917
Dividend yield as at 29 December 2023	4 800
Earnings yield as at 29 December 2023	21 960
Price/Earnings Ratio as at 29 December 2023	4 550
Market capitalisation at 29 December 2023	R252 063 225

Notice of the Annual General Meeting

for the year ended 31 December 2023

Notice is hereby given that the Annual General Meeting of shareholders of South Ocean Holdings Limited ("SOH" or "the Company") will be held virtually on Wednesday, 31 July 2024 at 11:00. The Annual General Meeting will be conducted entirely by electronic communication as contemplated in Section 63 (2) of the Companies Act, 2008. Shareholders or their proxies may only participate in the Annual General Meeting by way of electronic participation. Shareholders will need to access an online meeting platform. Shareholders who wish to participate in the Annual General Meeting are advised to contact Computershare Investor Services Proprietary Limited on +27 11 370 5000 or via email on proxy@computershare.co.za.

The Board has determined, in terms of section 62(3)(a), as read with sections 59(1)(a) and (b) of the Companies Act, the following dates in respect of the Annual General Meeting ("AGM").

	2024
Record date for determining those shareholders entitled to receive the notice of AGM	Friday, 26 April
Last day to trade to be eligible to participate in, and vote at the AGM	Tuesday, 23 July
Record date (for voting purposes at the AGM)	Friday, 26 July

The purpose of the Annual General Meeting is to propose the passing of the following ordinary and special resolutions:

1. ORDINARY RESOLUTION NUMBER 1

Approval of Annual Financial Statements

Resolved that the Annual Financial Statements of the Company and its subsidiary companies for the year ended 31 December 2023, together with the reports of the Directors, Auditors and Audit and Risk Management Committee be and are hereby considered and adopted.

2. ORDINARY RESOLUTION NUMBER 2

Appointment of auditors and designated auditor

Resolved that PricewaterhouseCoopers Inc. be and are hereby re-appointed auditor of the Company and that Ms S Akoojee is hereby appointed as the designated auditor to hold office for the ensuing year.

The Company's Audit and Risk Management Committee has recommended the re-appointment of PricewaterhouseCoopers Inc. as auditor of the Company with Ms S Akoojee being appointed the designated auditor for the current financial year.

3. ORDINARY RESOLUTION NUMBER 3

Re-election of Ms M Chong as a director

Resolved that Ms M Chong, who retires in terms of the Company's Memorandum of Incorporation, be re-elected a director of the Company.

The curriculum vitae for Ms M Chong appears on page 6 of this annual report.

4. ORDINARY RESOLUTION NUMBER 4

Re-election of Mr J Van Rensburg as a director

Resolved that Mr J Van Rensburg, who retires in terms of the Company's Memorandum of Incorporation, be re-elected a director of the Company.

The curriculum vitae for Mr J Van Rensburg appears on page 7 of this annual report.

5. ORDINARY RESOLUTION NUMBER 5

Appointment of Audit and Risk Management Committee member

Resolved that Ms N Lalla be appointed a member of the Company's Audit and Risk Management Committee and that this appointment shall be valid up to the date of the next Annual General Meeting of the Company.

6. ORDINARY RESOLUTION NUMBER 6

Appointment of Audit and Risk Management Committee member

Resolved that Ms M Chong be appointed a member of the Audit and Risk Management Committee and that this appointment shall be valid up to the date of the next Annual General Meeting of the Company.

7. ORDINARY RESOLUTION NUMBER 7

Appointment of Audit and Risk Management Committee member

Resolved that Mr K H Pon be appointed a member of the Audit and Risk Management Committee and that this appointment shall be valid up to the date of the next Annual General Meeting of the Company.

Notice of the Annual General Meeting (continued)

for the year ended 31 December 2023

8. ORDINARY RESOLUTION NUMBER 8

Remuneration Report and Implementation Report

Section 3.84(k) of the JSE Listings Requirements requires the Company to submit its Remuneration Report and Implementation Report every year to shareholders for consideration and to provide shareholders with an opportunity to indicate whether they do or do not support the material provisions of the Remuneration Report and policy of the Company and the implementation thereof. Shareholders are referred to the Remuneration Report and the Implementation Report set out on pages 40 to 43 of the Integrated Annual Report.

As the above are not matters that are required to be resolved or approved by shareholders, no minimum voting threshold is required. Nevertheless, for record purposes, the minimum percentage of voting rights that is required for each resolution to be adopted as non- binding advisory votes is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.

8.1 **Ordinary resolution number 8.1**

Resolved that, as a non-binding advisory vote, the Remuneration Report, as tabled, be and is hereby approved.

8.2 **Ordinary resolution number 8.2**

Resolved that, as a non-binding advisory vote, the Implementation Report, as tabled, be and is hereby approved.

The Remuneration Policy, which forms part of the Remuneration Report, as set out on page 40 of the annual report, for the financial year ended 31 December 2023, will be tabled at the Annual General Meeting.

9. SPECIAL RESOLUTION NUMBER 1

Non-Executive directors' fees for the financial year ending 31 December 2024 and quarters ending 31 March 2025 and 30 June 2025

Resolved that the fees, to be paid to the Non-Executive directors for their services as Directors of the Company, for the year ending 31 December 2024 and the quarters ending 31 March 2025 and 30 June 2025 (being two quarters of the fees payable for the year ending 31 December 2024) be approved as follows:

	31 December 2023
• Chairperson	R798 721.00
• Deputy Vice Chairperson	R405 490.00
• Non-Executive Director	R234 292.00
• Chairperson of the Audit Committee	R351 436.00
• Member of the Audit Committee	R75 929.00
• Chairperson of the Remuneration Committee	R108 063.00
• Member of the Remuneration Committee	R75 929.00
• Chairperson of the Social and Ethics Committee	R108 063.00
• Member of Social and Ethics Committee	R75 929.00
• Chairperson of Special Committees	R4 556.00 per hour
• Member of Special Committees	R2 735.00 per hour

The reason for special resolution number 1 is to obtain shareholders' approval for the remuneration of each of the Non-Executive directors of the Company for the financial year ending 31 December 2024 and for the quarters ending 31 March 2025 and 30 June 2025 in accordance with section 66(9) of the Companies Act, 2008 and to confirm and ratify, if necessary, the fees payable to the directors for the quarters ended 31 March 2024 and 30 June 2024. The passing of this special resolution will have the effect of approving the remuneration of each of the Non-Executive directors of the Company for the financial year ending 31 December 2024 and quarters ending 31 March 2025 and 30 June 2025 as well as confirming and ratifying, if necessary, the increase in fees paid to the Directors for the quarters ended 31 March 2024 and 30 June 2024. The fees payable for the quarters ending 31 March 2025 and 30 June 2025 will be based on a quarter of the fees as approved above. Shareholders will be requested to approve, if necessary, any adjustment to the fees payable for the quarters ending 31 March 2024 and 30 June 2024 at the 2024 Annual General Meeting.

Notice of the Annual General Meeting (continued)

for the year ended 31 December 2023

10. SPECIAL RESOLUTION NUMBER 2

Loans or other financial assistance

Resolved that the Board of Directors may authorise the Company, in terms of section 45 of the Companies Act, 2008, to provide any direct or indirect financial assistance that the Board of Directors may deem fit to any related or inter-related companies as defined in terms of section 2 of the Companies Act, 2008.

The reason and effect of special resolution number 2 is to approve generally the provision of financial assistance to the Company's related or inter-related companies and as, from time to time, may be required in the normal course of the Company's businesses.

11. ORDINARY RESOLUTION NUMBER 9

Directors' or Company Secretary's authority to implement special and ordinary resolutions

Resolved that any Director of the Company or the Company Secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting.

12. SOCIAL AND ETHICS COMMITTEE

A report on the Social and Ethics Committee, in terms of Regulation 43 of the Companies Act, 2008, has been included in the annual report (page 30). The report sets out the matters as required in terms of the Social and Ethics Committee's terms of reference. Shareholders will not be asked to vote on any matters contained in the Social and Ethics Committee's terms of reference but may raise any questions they may have regarding the said terms of reference.

General instructions and information

The annual report to which this notice of the Annual General Meeting is attached, provides details of:

- the directors of the Company on pages 5 to 7;
- the major shareholders of the Company on page 116 to 117;
- the directors' shareholding in the Company on page 103; and
- the share capital of the Company in note 10 on page 91.

There are no other material changes to the Company's financial or trading position, nor are there any material, legal or arbitration proceedings (pending or threatened) that may affect the financial position of the Company between 31 December 2023 and 18 March 2024.

The directors, whose names are given on pages 5 to 7 of the integrated annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and beliefs there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and this notice contains all information required by law and the JSE Listings Requirements.

All shareholders are encouraged to attend, speak and vote at the Annual General Meeting.

Entitlement to attend and vote at the Annual General Meeting in person or by proxy

If you hold certificated shares (i.e. have not dematerialised your shares in the Company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your Central Securities Depository Participant ("CSDP") to hold your shares in your own name in the Company sub-register), as at Friday, 26 July 2024, then:

- You may participate and vote at the Annual General Meeting, alternatively;
- You may appoint an individual as a proxy (who need not also be a shareholder of the Company) to participate in and speak and vote in your place at the Annual General Meeting by completing the attached form of proxy and returning it to the registered office of the Company or to the transfer secretaries, Computershare Investor Services Proprietary Limited, the details of which are set out on the inside back cover of the annual report. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note that the attached form of proxy must be delivered to the registered office of the Company or to the transfer secretaries, Computershare Investor Services Proprietary Limited as aforesaid, before your proxy may exercise any of your rights as a shareholder at the Annual General Meeting.

Any shareholder of the Company that is a company may authorise any person to act as its representative at the Annual General Meeting. Section 63(1) of the 2008 Companies Act, requires that persons wishing to participate at the Annual General Meeting (including the aforementioned representative) provide satisfactory identification before they may so participate.

Please note that if you are the owner of dematerialised shares i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Share Transactions Totally Electronic ("STRATE") held through a CSDP or broker (or their nominee) and are not registered as an "own name dematerialised shareholder" then you are not a registered shareholder of the Company, but your CSDP or broker (or their nominee) would be. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by your CSDP or broker, as the case may be.

Notice of the Annual General Meeting (continued)

for the year ended 31 December 2023

12. SOCIAL AND ETHICS COMMITTEE (continued)

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP or broker as the case may be:

- If you wish to participate at the Annual General Meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it, alternatively;
- If you are unable to participate at the Annual General Meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the Annual General Meeting and/or request it to appoint a proxy.

CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to participate and vote at the Annual General Meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the registered office of the Company or to the transfer secretaries, Computershare Investor Services Proprietary Limited, the details of which are set out on the inside back cover of the annual report.

By order of the Board

WT Green
Company Secretary

Johannesburg

18 March 2024


先鋒
Pioneer

Form of proxy

for the year ended 31 December 2023

Form of proxy for use at the Annual General Meeting of South Ocean Holdings Limited ("the Company") to be held, at 11:00 on Wednesday, 31 July 2024. Shareholders listed in the shareholder register as at Friday, 26 July 2024 will be eligible to vote at the Annual General Meeting.

This form of proxy is not to be used by beneficial owners of shares who have dematerialised their shares ("dematerialised shares") through a Central Securities Depository Participant ("CSDP") or broker, as the case may be, unless you are recorded on the sub-register as an own name dematerialised shareholder. Generally, you will not be an own name dematerialised shareholder unless you have specifically requested your CSDP to record you as the holder of the shares in your own name in the Company's sub-register.

This form of proxy is only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the Company's sub-register as the holder of dematerialised ordinary shares.

Each shareholder entitled to participate and vote at the Annual General Meeting is entitled to appoint a proxy (who need not also be a shareholder of the Company) to participate in and speak and vote in place of that shareholder at the Annual General Meeting, and at any adjournment thereafter.

Please note the following:

- The appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a shareholder at the Annual General Meeting;
- The appointment of the proxy is revocable; and
- You may revoke the proxy appointment by (i) cancelling it in writing or, making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the Company.

Please note that any shareholder of the Company that is a company may authorise any person to act as its representative at the Annual General Meeting. Please also note that section 63(1) of the Companies Act, 2008 requires that persons wishing to participate in the Annual General Meeting (including the aforementioned representative) provide satisfactory identification before they may so participate.

Note that voting will be performed by way of a poll so each shareholder present or represented by way of proxy will be entitled to vote.

I/We ______________________________

Address: ______________________________

Contact telephone number: ______________________________

being the holder/s of [ ] ordinary shares in the Company, hereby appoint:

1. ______________________________ or failing him/her,

2. ______________________________ or failing him/her,

3. the Chairperson of the Annual General Meeting,

as my/our proxy to participate in and speak and vote at the meeting in my/our place and on my/our behalf at the Annual General Meeting which will be held for the purpose of considering and, if deemed fit, passing the resolutions to be proposed thereat and at any adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the instructions set out below.

My/our proxy may delegate to another person his/her authority to act on my behalf at the Annual General Meeting, provided that my/our proxy:

- May only delegate his/her authority to act on my behalf at the Annual General Meeting to a director of the Company; and
- Must provide written notification to the transfer secretaries of the Company, namely Computershare Investor Services Proprietary Limited, of the delegation by my/our proxy of his/her authority to act on my behalf at the Annual General Meeting; and
- Must provide to his/her delegee a copy of his/her authority to delegate his/her authority to act on my behalf at the Annual General Meeting.

Number of votes (one vote per ordinary share)		For	Against	Abstain
Ordinary resolution number 1:	Approval of Annual Financial Statements			
Ordinary resolution number 2:	Appointment of the auditors and designated auditor			
Ordinary resolution number 3:	Re-election of Ms M Chong as a director			
Ordinary resolution number 4:	Re-election of Mr J Van Rensburg as a director			
Ordinary resolution number 5:	Appointment of Audit and Risk Management Committee member Ms N Lalla			
Ordinary resolution number 6:	Appointment of Audit and Risk Management Committee member Ms M Chong			
Ordinary resolution number 7:	Appointment of Audit and Risk Management Committee member Mr KH Pon			
Ordinary resolution number 8.1:	Approval of Remuneration Report			
Ordinary resolution number 8.2:	Approval of Implementation Report			
Special resolution number 1:	Approval of Non-Executive directors' fees for financial year ending 31 December 2024 and quarters ending 31 March 2025 and 30 June 2025			
Special resolution number 2:	Approval of loans or other financial assistance to related or inter-related companies			
Ordinary resolution number 9:	Directors' and Company Secretary's authority to implement ordinary and special resolutions			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of shares held in respect of which you desire to vote.

Signed at ______________________________ on ______________________________ 2024

Signature: ______________________________

(Authority of signatory to be attached if applicable – see note 8)

Telephone number: ______________________________

Notes to the form of proxy

for the year ended 31 December 2023

Summary of shareholders' rights in respect of proxy appointments as contained in section 58 of the Companies Act, 2008

Please note that in terms of section 58 of the Companies Act, 2008:

- This proxy form must be dated and signed by the shareholder appointing the proxy;
- You may appoint an individual as a proxy, including an individual who is not a shareholder of the Company, to participate in and speak and vote at the Annual General Meeting on your behalf;
- Your proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form;
- This proxy form must be delivered to the Company, or to the transfer secretaries of the Company, namely Computershare Investor Services Proprietary Limited, before your proxy exercises any of your rights as a shareholder at the Annual General Meeting;
- The appointment of your proxy or proxies will be suspended at any time to the extent that you choose to act directly and in person in the exercise of any of your rights as a shareholder at the Annual General Meeting;
- The appointment of your proxy is revocable unless you expressly state otherwise in this proxy form;
- As the appointment of your proxy is revocable, you may revoke the proxy appointment by (i) cancelling it in writing or, by making a later appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to participate on your behalf as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company and the proxy as aforesaid;
- If this proxy form has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act, 2008 or the Company's Memorandum of Incorporation to be delivered by the Company to you will be delivered by the Company to you or your proxy or proxies, if you have directed the Company to do so, in writing and paid any reasonable fee charged by the Company for doing so;
- Your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the Annual General Meeting, but only as directed by you on this proxy form;
- The appointment of your proxy remains valid only until the end of the Annual General Meeting or any adjournment or postponement thereof or for a period of 6 (six) months, whichever is shortest, unless it is revoked by you before then on the basis set out above.

1. Only shareholders listed in the shareholder register as at Friday, 26 July 2024 will be eligible to participate and vote at the Annual General Meeting to which this proxy forms part.
2. The person whose name stands first on the proxy form and who is present at the Annual General Meeting will be entitled to participate as a proxy to the exclusion of those whose names which follow thereafter.
3. If no proxy is inserted in the spaces provided, then the Chairperson shall be deemed to be appointed as the proxy to vote or abstain as the Chairperson deems fit.
4. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy form will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat.
5. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
6. Proxy forms must be lodged at the Head Office of the Company, 16 Botha Street, Alrode, 1451 or lodged with or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107, South Africa).
7. Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the Company Secretary or waived by the Chairperson of the Annual General Meeting if he is reasonably satisfied that the right of the representative to participate and vote has been reasonably verified. CSDPs or brokers registered in the Company's sub-register voting on instructions from beneficial owners of shares registered in the Company's sub-register, are requested that they identify the beneficial owner in the sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the Company Secretary or to the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (PO Box 61051, Marshalltown, 2107, South Africa), together with this form of proxy.
8. Any alteration or correction made to this proxy form must be initialled by the signatory/ies.
9. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.

General information

South Ocean Holdings Limited and its subsidiary companies

COMPANY REGISTRATION NUMBER
2007/002381/06

COUNTRY OF INCORPORATION AND DOMICILE
South Africa

NATURE OF BUSINESS AND PRINCIPAL ACTIVITIES
Holding company with interest in electrical wire manufacturing, distribution and property investments

DIRECTORS
KH Pon
HL Li
N Lalla
A Smith
WP Basson
M Chong
JH Yeh
LL Chen
J van Rensburg
SN Yeh (alternate)
DJC Pan (alternate)

REGISTERED OFFICE
12 Botha Street
Alrode
1451

Business address
16 Botha Street
Alrode
1451

Postal address
PO Box 123738
Alrode
1451

BANKER
First National Bank, a division of FirstRand Bank Limited

AUDITOR
PricewaterhouseCoopers Inc.

SECRETARY
WT Green

LEVEL OF ASSURANCE
These Annual Financial Statements have been audited in compliance with the applicable requirements of the Companies of South Africa.

PREPARER
The Annual Financial Statements were internally compiled by:
WP Basson CA(SA)
Group Chief Financial Officer

ISSUED
19 March 2024

Shareholders' diary

2023 FINANCIAL YEAR-END	
Annual General Meeting	31 July 2024
FINANCIAL YEAR-END	
Financial year-end	31 December
REPORTS	
Interim Report – 2024	August 2024
Final Report – 2024	March 2025
Publication of Annual Report – 2024	April 2025
DIVIDEND	
Final	April 2024
2024 ANNUAL GENERAL MEETING	
Annual General Meeting	July 2025

South Ocean
HOLDINGS

southoceanholdings.co.za