JCI Limited

Annual Report 2003

JCI Limited

(formerly Consolidated African Mines Limited)
(Reg. No. 1894/000854/06)
(Incorporated in the Republic of South Africa)
("JCI") or ("the Company")

Contents *Page*

Administration and corporate information

DIRECTORS

R A R Kebble *(Non-Executive Chairman)#**
R B Kebble *(Chief Executive Officer)*
H C Buitendag *(Executive Director)#*
C H D Cornwall *(Non-Executive Director) (British)**
J Stratton *(Non-Executive Director) (Australian)#**

#Audit committee members
**Remuneration committee members*

TRANSFER SECRETARIES – SOUTH AFRICA

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70 Marshall Street
Johannesburg 2001
(PO Box 1053, Johannesburg 2000)

SECRETARIES AND REGISTERED OFFICE

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Services Limited
3rd Floor
28 Harrison Street
Johannesburg 2001
(PO Box 11165, Johannesburg 2000)

P B Beale
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6 St James's Place
London SW1A 1NP
Tel: +44 20 7491 1889
Fax: +44 20 7491 1989

UNITED KINGDOM REGISTRARS

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The Registry
34 Beckenham Road
Beckenham
Kent, BR3 4TU
Tel: +(0870) 162 3100
Fax: +(020) 8639 2342

ATTORNEYS

Taback and Associates (Pty) Limited
1st Floor, 21 West Street
Houghton, 2198
(PO Box 3334, Houghton 2041)

CORPORATE ADVISER

NewFound Capital (Pty) Limited
Building 8, Woodmead Estate
1 Woodmead Drive, Woodmead 2128
(PO Box 651036, Benmore, 2010)

SPONSOR

Sasfin Corporate Finance
A division of Sasfin Bank Limited
Sasfin Place, North Block
13-15 Scott Street
Waverley 2090
(PO Box 95104, Grant Park 2051)

AUDITOR

Charles Orbach & Company
Chartered Accountants (SA)
Ground Floor, Orbach Place
261 Oxford Road
Illovo 2196
(PO Box 821, Northlands 2116)

BANKERS

The Standard Bank of South Africa Limited
Johannesburg Branch
86 Commissioner Street
Johannesburg 2001
(PO Box 1031, Johannesburg 2000)

INVESTOR RELATIONS

G W Poole
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Fax: +27 11 836 3757
(PO Box 11165, Johannesburg 2000)
e-mail: gpoole@jci.co.za

OVERVIEW

The year under review featured the culmination of the restructuring process designed to simplify the Group structure and unlock value to stakeholders of the Company and its underlying companies.

I am delighted to report that the desired effects of this reorganisation are already being realised, as reflected in the results section of this statement, and moreover, that an extremely promising future lies ahead for the Group, based on prudent investment in key partnerships and superior assets.

RATIONALISING THE GROUP'S SHAREHOLDING STRUCTURE

On 16 July 2002, the merger of JCI Gold Limited ("JCI Gold") and Consolidated African Mines Limited ("CAM") resulted in the formation of a new entity, JCI Limited. An important consequence of the restructuring process has been to broaden the Group's status as a prime holding company, and establish itself as a prominent, specialised resource finance house focused on developing relationships with emerging companies and investing in opportunities in South Africa and the African continent. Key to the process has been, and will continue to be, the Company's major strategic drivers: to build on existing partnerships, focus on cost efficiencies and increased profitability, effect appropriate exit strategies, and consolidate and enhance the Company's role as the capital partner of choice in black empowerment initiatives, thereby contributing materially to the economic and social development of the country and continent.

The merger, by way of a scheme of arrangement, provided for JCI's acquisition of the 32,5% shareholding in JCI Gold which it did not already own. The arrangement also effected an increase in JCI's authorised share capital and the creation and listing of convertible redeemable 50% secured debentures in JCI. JCI changed its name and the listing of JCI Gold's shares on the JSE Securities Exchange South Africa ("the JSE") was terminated. Simultaneously, JCI acquired a 40% interest in Letšeng Investment Holdings South Africa (Pty) Limited, the holding company of Letšeng Diamonds (Pty) Limited, a diamond mining company situated in the Kingdom of Lesotho.

Among the benefits which accrued with the collapse of the pyramid holding company structure were the elimination of duplicated listings of similar assets within the Group, and the reduction of entry points into the organisation.

As a direct result of simplifying the structure, the Group's net current liabilities were reduced from R753,4 million to R359,4 million during the review period.

RESTRUCTURING OF JCI GOLD'S LOAN AND WESTERN AREAS LIMITED ("WESTERN AREAS") LOAN AMENDMENT

Towards the latter half of 2002, further measures were implemented to streamline the Group's corporate and shareholding structure and formalise its status as a resource finance company with influence over local and international resource assets. The strategy incorporated settling JCI Gold's debt to Western Areas, constituting Barnato Exploration Limited ("Barnex") as a wholly-owned subsidiary of JCI, and distributing to Western Areas shareowners an entitlement to shares in Western Areas and JCI.

The distribution of JCI shares and debentures held by Western Areas and the settlement of the JCI Gold loan of R469 million took place during the final quarter of 2002. As reflected on the balance sheet, these measures had an impact on both the magnitude of the Company's current liabilities and costs associated therewith.

BARNEX SCHEME OF ARRANGEMENT

In terms of the proposed scheme of arrangement, Barnex will become a wholly-owned subsidiary of JCI, and its mineral rights, or interests therein, will be consolidated with the Group's other mineral rights, thereby optimising the Company's resource holdings. By disposing of its 88,5% interest in Barnex, Western Areas will be constituted as a focused gold operating company. With the implementation of the scheme, Barnex's listing on the JSE will be terminated

A circular outlining the details of the terms of the scheme proposed by JCI between Barnex and all of its shareholders has been posted to Barnex shareholders on 21 August 2003.

REVIEW OF RESULTS

JCI holds a portfolio of quality, wealth-creating investments. Amongst these is its 35,0% shareholding in Western Areas and 28,4% stake in Randgold &

Exploration Company Limited, widely recognised as owning two of the world's premier gold assets. The Company continued to benefit from the improved sentiment in the gold sector through these holdings.

The Group delivered a remarkable performance for the year ended 31 March 2003, evidenced by revenue improving to R219 million from R96 million in the previous corresponding period. This improvement is largely attributable to benefits derived from the Company's reorganisation and the improved performance of assets. Net profit for the year was R197 million, a significant turnaround of R518 million, from the prior period, loss of R321 million. The Group's performance is particularly impressive considering the repayment of the loan to Western Areas of R469 million during the course of the year. Headline earnings improved to R72 million from a loss of R164 million in the previous year.

During the year under review, the Group financed various projects and assets which are not as yet cash positive. It is envisaged that these assets will start to contribute to the Group's cash flow in the short to medium term. In the interim, cash requirements will be met by raising finance against these assets or by the disposal of certain non-core assets.

PROSPECTS

The board is satisfied that as a result of the restructuring, JCI is positioned for growth and poised to exploit a range of opportunities to the benefit of its stakeholders.

Prospects are viewed particularly favourably in line with management forecasts that a number of underlying investments will start to make a material contribution in the year ahead.

The Group will continue to finance suitable empowerment transactions which the directors' believe hold tremendous potential, and will in the near future contribute to the Group's cash flow.

DESCRIPTION OF MINERAL RIGHTS

JCI Limited, through its wholly-owned subsidiary JCI Gold, holds a variety of mineral rights and/or interests therein, the majority of which are located within the Witwatersrand Basin, and hence are gold based.

Whilst certain of the mineral rights are held by way of a Certificate of Minerals, the majority of the rights are in the form of participation interests, subscription rights and royalties. These rights cover an area of 7 037 hectares (excluding those rights which have historically been incorporated into existing mining licences), where the underlying Certificate of Minerals are held either by JCI Gold, Western Areas, Free State Development and Investment Corporation Limited, or Gold Fields Services Limited ("GFL"). As regards the latter, by virtue the conclusion of an Exchange Agreement with GFL on 3 November 1999, JCI Gold will participate in a tiered royalty on those properties which were ceded to GFL (totalling 1 840 hectares) in the West Rand Gold Field (adjacent to Kloof Gold Mining Company Limited) and in the Southern Free State Gold Field (the farm Doornrivier 330). None of these properties are, however, being exploited at present.

JCI Gold also holds the mineral rights to a base metal project, known as the Hartbeespoort Tin Project, located on the farm Hartbeestpoort 522 KQ in the Northern Province. The project incorporates an area of 1 925 hectares, for which a limited tin resource has been delineated by drilling conducted in the 1980's.

In terms of the Mineral and Petroleum Resources Development Act 28 of 2002 ("the Act"), and the associated transitional provisions, the underlying mineral rights held by way of a Certificate of Minerals, are classified as unused old order rights. As such, these rights will have to be converted to new form rights within a year of the Act becoming effective.

ACKNOWLEDGEMENTS

The restructuring project has demanded a personal commitment from each individual in the Company, and I would like to thank my fellow board members, the management and staff for their unwavering dedication to the process.

JCI's stakeholders have remained supportive throughout a testing time, for which I thank them sincerely.

Roger Kebble
Non-Executive Chairman
22 August 2003

THE KING II REPORT ON CORPORATE GOVERNANCE ("KING II REPORT")

The board of directors are committed to the principles of openness, integrity and accountability and the provision of timeous, relevant and meaningful reporting to all stakeholders. JCI has taken cognisance of, and implemented, the majority of the recommendations of the King II Report and has where possible improved upon its internal structures. The directors are of the opinion that JCI is working towards total compliance with the Code of Corporate Practices and Conduct ("the Code"), as contained in the King II Report.

In accordance with the Code, the board actively reviews and enhances the Company's systems of control and governance on a continuous basis to ensure that its business is managed ethically and in conformity with accepted standards of best practice. These policies relate, inter-alia, to the duties of the board, delegation of powers to board committees, responsibilities and levels of authority.

ANNUAL FINANCIAL STATEMENTS

The directors are required by the Companies Act to prepare annual financial statements which fairly present the state of affairs of the Company and of the Group, and the results of their operations. The auditors are responsible for independently examining, reviewing and reporting their findings on these financial statements.

The financial statements as set out in this report have been prepared by management in conformity with South African Statements of Generally Accepted Accounting Practice and are based on appropriate accounting policies which have been consistently applied and which are supported by reasonable and prudent judgement and estimates. The independent auditors' report is set out on page 7.

The directors are of the opinion that the annual financial statements fairly present the financial position of the Company at 31 March 2003 and the results of the Group and cash flow information for the year then ended.

ACCOUNTABILITY AND CONTROL

To enable the directors to meet their responsibilities, management sets standards and implements systems of internal control aimed at reducing the risk of error, fraud or loss in a cost effective manner. These controls include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties. The controls are monitored throughout the Group, and all employees are required to maintain the highest ethical standards in ensuring that the Group's business practices are conducted in a manner which in all reasonable circumstances is beyond reproach.

The directors are of the opinion, based on the information and explanations given by management and the auditors, and on comments by the auditors on the results of their audit, that the internal accounting controls are adequate, so that the financial records may be relied on for preparing the financial statements and maintaining accountability for assets and liabilities.

BOARD AND COMMITTEE STRUCTURE

The board comprises a majority of non-executive directors, including the chairman, as recommended in the Code. The non-executive directors have a wide range of differing expertise, as well as financial and commercial experience and other skills that enable them to bring an independent judgement to board deliberation and decisions. No executive directors have service contracts. All directors retire by rotation and offer themselves for re-election every three years. The executive committee, comprising executive directors and some non-executive directors, together with senior managers, meets weekly to monitor strategic objectives and policies through a structured approach to reporting on the basis of agreed performance criteria and for the detailed planning and implementation of such objectives.

All directors have access to the advice and services of the Company Secretary and, with the prior agreement of the non-executive chairman, are entitled to seek independent professional advice concerning the affairs of the Company at its expense.

Composition of the board of directors and the other committees at the date of this report are given on page 2.

PRICE SENSITIVE INFORMATION

In accordance with the JSE Securities Exchange South Africa guidelines on price-sensitive information, the Company has adopted a policy dealing with the determination of information as price-sensitive, confidentiality undertakings and discussions with the press, institutional investors and analysts. The Company follows a 'closed-period' principle, during which period employees, consultants, executive and non-executive directors are prohibited from dealing in the Company's shares.

Declaration by the Secretaries in terms of section 268G(d) of the Companies Act 1973 as amended

We declare that, to the best of our knowledge, the Company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act and that all such returns are true, correct and up to date in respect of the financial year reported upon.

Consolidated Mining Management Services Limited
Secretaries

Per: P B Beale

22 August 2003

Approval of annual financial statements

The financial statements are prepared in accordance with South African Statements of Generally Accepted Accounting Practice and incorporate full and responsible disclosure in line with the accounting policies of the Group.

The financial statements are based on appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The annual financial statements for the year ended 31 March 2003 set out on pages 8 to 36 have been approved by the board of directors on 21 August 2003, and are signed on its behalf by:

R B Kebble
Chief Executive Officer
Johannesburg

H C Buitendag
Executive Director

Report of the independent auditors

To the members of

JCI LIMITED

We have audited the annual financial statements and group annual financial statements of JCI Limited set out on pages 8 to 36 for the year ended 31 March 2003. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

SCOPE

We conducted our audit in accordance with Statements of South African Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatement. An audit includes:

- examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements,
- assessing the accounting principles used and significant estimates made by management; and
- evaluating the overall financial statement presentation.

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

AUDIT OPINION

In our opinion, the financial statements fairly present, in all material respects, the financial position of the Company and the Group at 31 March 2003, and the results of their operations and cash flows for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice and in the manner required by the Companies Act in South Africa.

Charles Orbach & Company
Chartered Accountants (SA)
Registered Accountants and Auditors

Johannesburg
21 August 2003

The directors submit their report and the audited financial statements for the year ended 31 March 2003.

NATURE OF BUSINESS

The nature of business of the Company is that of an investment company. The Group's main investments are 100% of the issued share capital of JCI Gold and 28,4% of the issued share capital of Randgold & Exploration Company Limited.

The main business of JCI is that of a specialised resource house, holding 35,0% of Western Areas, 44,9% of Free State Development and Investment Corporation Limited and various other investments.

FINANCIAL RESULTS AND OPERATIONS

The Group's results are summarised as follows:

	31 March 2003 R'000	31 March 2002 R'000
Revenue	**219 496**	96 161
The net loss before taxation and exceptional items amounts to	**(11 667)**	(167 891)
The share of earnings/(loss) of associate companies totalled	**43 895**	(22 080)
and exceptional items totalled	**164 758**	(130 827)
Making a net profit/(loss) before taxation of	**196 986**	(320 798)
Taxation totalled	**186**	174
Leaving a net profit/(loss) after taxation of	**196 800**	(320 972)
Loss attributable to outside shareholders amounted to	**194**	25 160
Leaving a net profit/(loss) attributable to shareholders of	**196 994**	(295 812)

GOING CONCERN

These financial statements have been prepared on the basis of accounting practices applicable to a going concern.

During the year, the Group's net current liabilities were reduced from R753,4 million to R359,4 million. This was achieved by simplifying the Group structure through the merger of JCI and JCI Gold and the repayment of the Western Areas loan by the distribution of Western Areas shares.

The Group has during the year financed various projects/assets which are not as yet cash positive. It is envisaged that these assets will, in the near future to medium term, start to contribute towards the Group's cash flow. Until this stage is reached, the group's cash requirements will be satisfied by the raising of finance against these assets or the disposal of certain assets.

The Group continues to finance suitable empowerment transactions which it believes have great potential. The directors are confident that these transactions will, in the near future, start to contribute towards the Group's cash flow.

SHARE CAPITAL

The Company's authorised share capital changed from R12 000 000 divided into 1 200 000 000 ordinary shares of 1 cent each to R27 000 000 divided into 2 700 000 000 ordinary shares of 1 cent each through the creation of 1 500 000 000 new ordinary shares of 1 cent each. The following issues of shares took place during the period:

- 16 July 2002 – 474 337 213 ordinary shares at 45 cents each as part of the scheme consideration for the acquisition of the minorities' interest in JCI Gold

– 26 June 2002 – 220 000 000 ordinary shares at 45 cents each as part of the consideration for the acquisition of a 40% interest in Letšeng Investment Holdings South Africa (Pty) Limited

– 2 September 2002 – 344 488 942 ordinary shares at 45 cents each in terms of a rights offer.

SHARE OPTION SCHEME

	2003	2002
Shares at beginning of year	**29 000 000**	29 000 000
Shares granted during the year	**83 000 000**	–
Shares at end of year	**112 000 000**	29 000 000

The purpose of the Scheme is to provide an incentive to directors and employees to align them with the objectives of the Company, its continued growth, optimisation of value and also to promote the retention of such employees.

Employees participate in the Scheme to the extent that share options are offered to, and accepted by them. The shares are offered to employees at the average of the closing price of the shares on the JSE on the seven trading days immediately preceding the date the options are granted.

The Trust owes JCI an amount of R39 200 000 (refer to note 6 of the Annual Financial Statements), which it borrowed in terms of its powers to acquire shares in the Company and which it holds on behalf of the Scheme participants.

MATERIAL AND OTHER RESOLUTIONS

Details of special resolutions and other resolutions of a significant nature passed by the Company and its subsidiaries during the year under review, requiring disclosure in terms of the Listings Requirements of the JSE, are as follows:

Special Resolutions passed at the general meeting held on 26 June 2002:

- Authority to increase the authorised share capital from R12 000 000 divided into 1 200 000 000 ordinary shares of 1 cent each to R27 000 000 divided into 2 700 000 000 ordinary shares of 1 cent each, by the creation of 1 500 000 000 new ordinary shares of 1 cent each;
- Approval of the scheme of arrangement in terms of section 311 of the Companies Act, to constitute JCI Gold as a wholly-owned subsidiary of JCI;
- Approval of the acquisition of a 40% interest in Letšeng Investment Holdings South Africa (Pty) Limited for a total consideration of approximately R166 million.
- Change of name of the Company to JCI Limited and amendment to the Memorandum of Association of the Company;

Ordinary resolutions passed on 26 June 2002:

- Authority for the 1 500 000 000 ordinary shares in the Company be placed under the control of the directors as a specific authority;
- The creation of 202 300 024 convertible redeemable 50% secured debentures with a par value of R1,25 each;
- The 202 300 024 convertible redeemable 50% secured debentures to be placed under the control of directors as a general authority.

Special Resolution passed at the annual general meeting held on 11 September 2002:

- Approval by the Company, for the repurchase of its shares;

Ordinary resolutions passed at the annual general meeting held on 11 September 2002

- Authority for the directors to allot and issue the unissued ordinary shares in the Company
- Authority for the directors to issue reserve shares for cash

Ordinary resolutions passed at the general meeting held on 17 October 2002

- Approval of the distribution of Western Areas' entitlement to the repayment of the indebtedness by JCI Gold in the amount of R468,9 million to all Western Areas shareholders;
- Approval of the repayment of the entitlement of the Western Areas minorities, by the distribution by JCI Gold of Western Areas shares in the ratio of 12,36005 Western Areas shares for every 100 Western Areas shares held:

The effective shareholding by the Group in Western Areas reduced from 43,1% to 35,0%.

INVESTMENTS

During the financial year, the following significant changes in the investments of the Group occurred:

- JCI Gold Limited ("JCI Gold")

At a general meeting held on 26 June 2002, shareholders approved the scheme of arrangement in terms of section 311 of the Companies Act, which resulted in JCI Gold becoming a wholly-owned subsidiary;

- Western Areas Limited ("WAL")

The effective shareholding by the Group in WAL reduced from 43,1% to 35,0%.

In a general meeting on 17 October 2002 WAL shareholders approved the distribution of WAL's entitlement to the repayment of the indebtedness by JCI Gold in the amount of R468,9 million to all WAL shareholders;

In a general meeting of JCI shareholders on 17 October 2002, shareholders approved the repayment of the entitlement of the WAL minorities, by the distribution by JCI Gold of WAL shares in the ratio of 12,36005 WAL shares for every 100 WAL shares held.

- Letšeng Investment Holdings South Africa (Pty) Limited ("Letšeng")

In a general meeting on 26 June 2002, shareholders approved the acquisition of a 40% interest in Letšeng for a total consideration of approximately R166 million. The purchase consideration was to be settled by the issue of 220 million shares in JCI plus US$6,5 million in cash. At year end, a portion of the cash consideration is still outstanding. Ownership of these shares will pass on payment of the full purchase price.

SUBSIDIARY COMPANIES

Details of the Company's subsidiaries are set out in Appendix A to these financial statements.

The Company's interest in the after tax income of its subsidiaries amounted to R232 504 000 (2002 – R nil) and its interest in the after tax losses of its subsidiaries amounted to R nil (2002 – R192 513 000).

DIVIDENDS

No dividends were paid in respect of the year under review (2002 – Nil).

DEBENTURES

JCI convertible redeemable 50% secured debenture interest payment:

During the financial year, interest of 9,6884 cents per debenture was paid by the Company on 31 December 2002.

The debentures were listed on the JSE on 15 July 2002.

ADMINISTRATION AND MANAGEMENT

Consolidated Mining Management Services Limited ("CMMS") act as secretaries, manager and administrator of the Company. Messrs. R A R Kebble, R B Kebble and H C Buitendag are also directors of CMMS.

POST BALANCE SHEET EVENTS

On 23 June 2003, the Company issued 32 598 578 shares at 54 cents each as repayment of a loan raised by the Company.

On 21 July 2003, the Company issued 131 500 000 shares at 60 cents each for the acquisition of a 34% interest in Startrack Communications Africa (Pty) Limited, and some listed shares.

The directors agreed to implement the proposed scheme of arrangement to shareholders of Barnex to constitute Barnex as a wholly-owned subsidiary of JCI, on the same terms and conditions as those approved at the general meeting held on 17 October 2002. A circular to all Barnex shareholders containing the offer has been posted to Barnex shareholders on 21 August 2003.

LISTINGS

The abbreviated name under which the Company is listed on the JSE is "JCI" and the Company's JSE Clearing House Codes are JCD for its ordinary shares, and JCDD for its convertible redeemable 50% secured debentures.

SHAREHOLDERS' INFORMATION

Shareholder spread	Number of shareholders	%	Number of shares	%
1 – 1 000 shares	7 922	62,27	1 759 056	0,10
1 001 – 10 000 shares	2 857	22,46	11 025 826	0,63
10 001 – 100 000 shares	1 484	11,66	49 149 735	2,81
100 001 – 1 000 000 shares	387	3,04	117 617 501	6,72
1 000 001 shares and over	72	0,57	1 571 014 137	89,74
	12 722	100,00	1 750 566 255	100,00
DISTRIBUTION OF SHAREHOLDERS				
Individuals	11 337	89,11	186 400 639	10,65
Limited Companies	94	0,74	400 989 910	22,91
Banks	67	0,53	67 413 300	3,85
Nominee Companies or Trusts	544	4,28	69 187 996	3,95
Pension/Provident Funds	68	0,53	53 792 293	3,07
Insurance Companies	10	0,08	2 228 347	0,13
Growth Funds/Unit Trusts	46	0,36	63 265 102	3,61
Pty companies	204	1,60	644 585 068	36,82
Close Corporations	164	1,29	12 985 233	0,74
Trustee of a Trust	34	0,27	341 609	0,02
Other Corporate Bodies	41	0,32	78 251 145	4,47
Investment Companies	113	0,89	171 125 613	9,78
	12 722	100,00	1 750 566 255	100,00

SHAREHOLDERS' INFORMATION (continued)

PUBLIC/NON-PUBLIC SHAREHOLDERS	Number of shareholders	%	Number of shares	%
Non-public shareholders				
Directors of the Company	5	0,04	354 544 675	20,25
Share Incentive Trust	7	0,05	55 000 000	3,14
Subsidiary Company	2	0,02	21 705 854	1,24
Sub total	14	0,11	431 250 529	24,63
Public Shareholders	12 708	99,89	1 319 315 726	75,37
	12 722	**100,00**	**1 750 566 255**	**100,00**
RESIDENT/ NON-RESIDENT				
Resident	10 032	78,86	1 220 918 793	69,74
Non-resident	2 690	21,14	529 647 462	30,26
	12 722	**100,00**	**1 750 566 255**	**100,00**

MAJOR SHAREHOLDERS

At 31 March 2003, the register of shareholders indicated block holdings of 5% or more in the share capital of the Company as follows:

Letšeng Diamonds Limited	**12,56**
BNC Investment (Pty) Limited	**12,14**
Anglo South Africa Capital Pty Limited	**7,18**

At 31 March 2002, the register of shareholders indicated block holdings of 5% or more in the share capital of the Company as follows:

Standard Trust Asset Management	13,3
Witnigel Investments (Pty) Limited	11,7
SG JHB BNC Securities Credit Department	11,2
Chalkton Nominee Company (Pty) Limited	10,4
Moneyline 420 (Pty) Limited	8,2
Tradek Balderson Nominees (Pty) Limited	7,7

DIRECTORATE

The following directors held office during the accounting period and were in office at 20 August 2003:

Executive Directors

Hendrik Christoffel Buitendag (55)
B.Com, CA (SA)

Born on 25 April 1948. Hennie joined JCI from the audit profession in 1986 and was appointed to the board in 1987 as Financial Director. Hennie is a director on the following listed companies:

Free State Development and Investment Corporation Limited, Matodzi Resources Limited, Randgold & Exploration Company Limited, Rand Leases Properties Limited, Simmer and Jack Mines, Limited, Stilfontein Gold Mining Company Limited and Zarara Energy Limited.

Roger Brett Kebble (39)
BA (Pol Sci) (UCT), BA LLB (UCT)

Born on 19 February 1964. Education: St Andrew's School, Bloemfontein. Brett is a director on the following listed companies:

Barnato Exploration Limited, Matodzi Resources Limited, Rand Leases Properties Limited, Randgold & Exploration Company Limited, Western Areas Limited and Stilfontein Gold Mining Company Limited.

Non-Executive Directors

Roger Ainsley Ralph Kebble (63)
MDP, EDP (Unisa)

Born on 9 November 1939. Roger has 16 years gold mining experience followed by 17 years in the allied industries in the private sector. Roger is Chairman of Rand Leases Properties Limited, Randgold & Exploration Company Limited, Stilfontein Gold Mining Company Limited, Simmer and Jack Mines, Limited, Randgold Resources Limited and Western Areas Limited.

Charles Henry Delacour Cornwall (40) (British)

Born on 15 November 1962. Charles was appointed CEO of EIDOS plc in October 1995, a London and Nasdaq listed interactive software and technology company, and has since resigned. Charles is also a director of Western Areas Limited and serves on various other local and international boards.

John Stratton (69) (Australian)

Born on 16 August 1934. John is a director of Simmer and Jack Mines, Limited, and Executive Chairman of Continental Goldfields Limited. John has 35 years experience in the resource sector and has managed a number of joint venture operations in the Persian Gulf, Papua New Guinea, Soloman Islands, USA, Mauritius and India.

APPOINTMENTS AND RESIGNATIONS

There were no directorate changes during the period under review.

In terms of the Company's Articles of Association, Messrs R A R Kebble and J Stratton retire at the forthcoming annual general meeting. All directors are eligible and offer themselves for re-election.

DIRECTORS' INTERESTS

The total interests of directors in the issued share capital or voting control of the Company were as follows:

Director	Beneficial direct	Non-beneficial direct	Non-beneficial indirect	Beneficial indirect	Options under Share Incentive Trust	Total number of shares held	Total number of JCI debentures held
As at 31 March 2003							
R A R Kebble	–	–	–	1 425 563	14 000 000	15 425 563	–
H C Buitendag	13 333	–	700	–	15 000 000	15 014 033	–
*	–	400	–	–	–	–	400
C H D Cornwall	–	–	–	80 176 978	–	–	–
R B Kebble	184 929	–	552 339	215 190 833	14 000 000	229 928 101	–
*			118 928	88 082			207 010
J Stratton	–	–	–	–	14 000 000	14 000 000	–
**JCI debentures*							
As at 31 March 2002							
R A R Kebble	–	–	350 000	–	5 000 000	5 350 000	
H C Buitendag	13 333	–	–	–	6 000 000	6 013 333	
C H D Cornwall	–	–	–	–	–	–	
R B Kebble	–	–	–	116 000 000	5 000 000	121 000 000	
J Stratton	–	–	–	–	5 000 000	5 000 000	

The changes in the directors' interests for Messrs R B Kebble, R A R Kebble and C H D Cornwall were in accordance with the terms and conditions contained in the circular to shareholders dated 19 August 2002, whereby BNC Investment (Pty) Limited and Investage 170 (Pty) Limited agreed to underwrite the renounceable rights offer by JCI.

Further changes in the directors' interests were in accordance with the terms and conditions contained in the circular to shareholders dated 2 October 2002 whereby Western Areas Limited distributed 123,96301 JCI ordinary shares and 26,69140 JCI convertible redeemable 50% secured debentures for every 100 WAL shares. In addition to the above, information on the share incentive scheme is outlined on page 9.

There were no contracts of any significance, during or at the end of the financial year, in which any director was materially interested.

At 21 August 2003, being the last practicable date prior to the finalisation of these accounts, there had been no change in these interests.

EMOLUMENTS

The table below provides an analysis of emoluments to executive and non-executive directors of the Company and its subsidiaries.

	Consulting fees R'000	Directors' fees R'000	Salary and benefits R'000	Bonuses R'000	Pension scheme R'000	**Total emoluments 2003 R'000**	Total emoluments 2002 R'000
Non-executive directors							
R A R Kebble	–	–	–	–	–	**–**	–
C H D Cornwall	–	–	–	–	–	**–**	1 800
J Stratton	750	–	–	500	–	**1 250**	501
Executive directors							
R B Kebble	2 226	–	–	–	–	**2 226**	4 126
H C Buitendag	–	–	1 770	500	450	**2 720**	4 234
	2 976	–	1 770	1 000	450	**6 196**	10 749

Balance sheets at 31 March 2003

COMPANY 2002 R'000	COMPANY 2003 R'000		Notes	GROUP 2003 R'000	GROUP 2002 R'000
		ASSETS			
143 410	**965 722**	**Non-current assets**		**1 496 175**	1 664 120
–	**–**	Property, plant and equipment	2	**105 569**	75 954
–	**–**	Goodwill	3	**71 746**	46 539
38 264	**650 390**	Investments in subsidiaries	4	**–**	–
94 996	**261 132**	Investments	5	**1 023 805**	1 357 049
10 150	**54 200**	Loans	6	**295 055**	184 578
1 073	**1 343**	**Current assets**		**357 137**	289 774
–	**–**	Inventories	7	**70 831**	86 831
854	**1 143**	Trade and other receivables		**31 366**	47 140
–	**–**	Short-term loans		**222 340**	130 667
186	**186**	Taxation in advance		**186**	186
33	**14**	Cash and cash equivalents	8	**32 414**	24 950
144 483	**967 065**	**Total assets**		**1 853 312**	1 953 894
		EQUITY AND LIABILITIES			
119 228	**633 957**	**Capital and reserves**		**807 328**	823 159
7 117	**17 506**	Share capital	9	**17 506**	7 117
1 046 278	**1 498 097**	Share premium		**1 498 097**	1 046 278
179 143	**179 143**	Non-distributable reserves	10	**247 612**	285 588
(1 113 310)	**(1 060 789)**	Accumulated losses		**(940 693)**	(1 068 598)
119 228	**633 957**			**822 522**	270 385
–	**–**	Shares in holding company held by subsidiaries	11	**(15 216)**	(14 191)
–	**–**	Outside shareholders		**22**	566 965
–	**252 875**	**Non-current liabilities**		**329 479**	87 569
–	**252 875**	Interest-bearing borrowings	12	**327 977**	87 569
–	**–**	Non-interest bearing borrowings	13	**1 502**	–
25 255	**80 233**	**Current liabilities**		**716 505**	1 043 166
10 994	**80 233**	Trade and other payables		**187 913**	77 377
–	**–**	Taxation		**15 562**	13 639
14 261	**–**	Short-term borrowings	12 and 14	**477 904**	902 068
–	**–**	Bank overdrafts		**35 126**	50 082
144 483	**967 065**	**Total equity and liabilities**		**1 853 312**	1 953 894

Income statements for the year ended 31 March 2003

COMPANY 2002 R'000	COMPANY 2003 R'000		Notes	GROUP 2003 R'000	GROUP 2002 R'000
–	**–**	Revenue	15	**219 486**	96 161
–	**–**	Cost of sales		**(117 523)**	(42 236)
–	**–**	**Gross profit**		**101 963**	53 925
567	**–**	Other operating income		**119 023**	2 757
(2 405)	**(9 486)**	Operating costs		**(121 305)**	(93 800)
(1 838)	**(9 486)**	**Operating profit/ (loss)**		**99 681**	(37 118)
33	**–**	Investment income	16	**1 713**	3 280
(1 815)	**(33 835)**	Finance costs		**(113 061)**	(134 053)
–	**–**	Share of earnings/(loss) of associate companies	17	**43 895**	(22 080)
(3 620)	**(43 321)**	**Net profit/ (loss) before exceptional items and taxation**	18	**32 228**	(189 971)
(187 710)	**95 842**	Exceptional items	19	**164 758**	(130 827)
(191 330)	**52 521**	**Net profit/ (loss) before taxation**		**196 986**	(320 798)
–	**–**	Taxation	20	**(186)**	(174)
(191 330)	**52 521**	**Net profit/ (loss) after taxation**		**196 800**	(320 972)
–	**–**	Loss attributable to outside shareholders		**194**	25 160
(191 330)	**52 521**	**Profit/ (loss) attributable to shareholders**		**196 994**	(295 812)
		Earnings/(loss) per share (cents)	21		
		– headline earnings/(loss)		**5,1**	(24,5)
		– attributable earnings/(loss)		**13,9**	(44,1)
		– diluted earnings/(loss)		**14,0**	(33,9)

Statements of changes in equity for the year ended 31 March 2003

COMPANY			GROUP	
2002 R'000	**2003 R'000**		**2003 R'000**	2002 R'000
7 117	**17 506**	**Share capital**	**17 506**	7 117
6 651	**7 117**	Balance at beginning of year	**7 117**	6 651
466	**10 389**	Issued during the year	**10 389**	466
1 046 278	**1 498 097**	**Share premium**	**1 498 097**	1 046 278
1 025 821	**1 046 278**	Balance at beginning of year	**1 046 278**	1 025 821
20 533	**457 084**	Issued during the year	**457 084**	20 533
(76)	**(5 265)**	Share issue expenses written off	**(5 265)**	(76)
179 143	**179 143**	**Non-distributable reserve**	**247 612**	285 588
179 143	**179 143**	Balance at beginning of year	**285 588**	263 412
–	**–**	Transfer (to)/from accumulated losses	**(37 976)**	1 104
–	**–**	Exchange rate adjustments	**–**	21 072
(1 113 310)	**(1 060 789)**	**Accumulated losses**	**(940 693)**	(1 068 598)
(921 980)	**(1 113 310)**	Balance at beginning of year	**(1 068 598)**	(771 682)
(191 330)	**–**	Net profit/(loss) for the year	**196 994**	(295 812)
–	**52 521**	Transfer from/(to) non-distributable reserves	**37 976**	(1 104)
–	**–**	Share of fair value adjustment of associated companies	**(107 065)**	–
119 228	**633 957**	**Total capital and reserves**	**822 522**	270 385

Cash flow statements for the year ended 31 March 2003

COMPANY 2002 R'000	COMPANY 2003 R'000		Notes	GROUP 2003 R'000	GROUP 2002 R'000
6 325	**30 323**	**Cash flows from operating activities**		**(26 055)**	(270 669)
(191 330)	**52 521**	Profit/(loss) from ordinary activities		**196 986**	(320 798)
187 935	**(91 148)**	Adjustments		**(158 793)**	290 874
(33)	**–**	– Investment income		**(1 713)**	(3 280)
(567)	**–**	– (Profit)/loss on disposal of property, plant and equipment		**(284)**	2 117
–	**–**	– Profit on disposal of investments		**(151 316)**	(1 466)
–	**–**	– Depreciation		**7 070**	2 254
–	**–**	– Share of net (earnings)/loss of associate companies		**(43 895)**	22 080
–	**–**	– Goodwill/(negative goodwill) amortisation		**40 547**	(1 431)
–	**–**	– Provisions against investments no longer required		**–**	4 743
–	**–**	– Currency realignment		**–**	31 078
186 720	**(91 148)**	– Exceptional items		**(122 263)**	100 726
1 815	**–**	– Finance costs		**113 061**	134 053
(3 395)	**(38 627)**	Operating profit/(loss) before working capital changes		**38 193**	(29 924)
11 502	**68 950**	Decrease/(increase) in working capital		**45 363**	(110 676)
–	**–**	– Decrease/(increase) in inventories		**48 650**	(57 253)
953	**(289)**	– Decrease/(increase) in trade and other receivables		**18 609**	(3 773)
–	**–**	– Increase in short-term loans		**(124 627)**	(64 093)
10 549	**69 239**	– Increase in trade and other payables		**102 731**	14 443
8 107	**30 323**	Cash generated from/(utilised by) operations		**83 556**	(140 600)
(1 815)	**–**	Finance costs		**(113 061)**	(134 053)
33	**–**	Investment income		**1 713**	3 280
–	**–**	Taxation	22.1	**1 737**	704
(20 199)	**(535 914)**	**Cash flows from investing activities**		**(13 599)**	(105 818)
–	**–**	Purchase of property, plant and equipment		**(3 924)**	(1 930)
924	**–**	Proceeds on disposal of property, plant and equipment		**815**	2 338
(22 123)	**(535 914)**	Acquisition of investments and loans		**(208 385)**	(144 728)
1 000	**–**	Proceeds on disposal of investments		**191 895**	40 002
–	**–**	Acquisition of subsidiary	22.2	**–**	(1 500)
–	**–**	Disposal of subsidiary	22.3	**6 000**	–
13 827	**505 572**	**Cash flows from financing activities**		**61 703**	334 736
–	**–**	(Repaid to)/received from outside shareholders		**(522 614)**	1 508
(7 096)	**(14 261)**	Proceeds from/(repayment of) short-term borrowings		**76 488**	283 674
–	**252 875**	Proceeds from long-term borrowings		**240 875**	28 631
20 923	**266 958**	Net proceeds from issue of shares	22.4	**266 958**	20 923
(47)	**(19)**	**Net increase/ (decrease) in cash equivalents**		**22 049**	(41 751)
		Cash and cash equivalents			
–		– of the acquired subsidiary		**371**	28
80	**33**	– at beginning of year		**(25 132)**	16 591
33	**14**	**Cash and cash equivalents at end of year**		**(2 712)**	(25 132)

1. ACCOUNTING POLICIES

The annual financial statements have been prepared on the historical cost basis adjusted for the revaluation of certain investments and incorporate the following principal accounting policies, which have been applied on a basis consistent with the previous year:

These statements comply with South African Statements of Generally Accepted Accounting Practice.

Business combinations, consolidation and goodwill

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. The results of subsidiaries are included from the dates effective control was acquired and up to the dates effective control ceased. Goodwill, being the excess of the cost of an acquisition over the fair value of the group's share of the net assets of the acquired subsidiary at the date of acquisition, is capitalised as an intangible asset and amortised on the straight-line basis over the period of expected benefit. Inter-company transactions and balances are eliminated on consolidation. Separate disclosure is made of minority interests.

Goodwill arising on major strategic acquisitions of the Group is amortised over a period of five years.

Property, plant and equipment

Property, plant and equipment other than investment properties and mineral rights, are stated at cost to the subsidiary companies less the related provision for depreciation. Plant, vehicles, computer equipment, furniture, fittings and equipment and management contracts are depreciated at rates ranging from 5% to 50% on the straight-line method over the estimated useful life of the assets concerned. Leased assets are depreciated in accordance with the policies applicable to equivalent items of owned assets. Investment properties are held for rental income and capital appreciation, and are stated at fair value.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount (i.e. impairment losses are recognised).

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. On disposal of revalued assets, amounts in revaluation and other reserves relating to that asset are transferred to retained earnings.

Mineral interests

Mineral and surface rights are reflected at cost unless the directors consider that there is little likelihood of the rights being exploited, or the value of the exploitable rights has diminished below cost, in which case a write-down is effected. Mineral rights, which are being exploited, are amortised over their estimated useful lives.

Project evaluation costs

Project evaluation costs are expensed to the income statement in the period in which they are incurred. These costs relate to the identification and preliminary evaluation of a resource that appears to be suitable for commercial exploitation. Where there is reasonable assurance that the resource can be successfully exploited all previously expensed costs relating to the evaluation are reversed out of the income statement and capitalised under project development costs.

1. ACCOUNTING POLICIES (continued)

Associate companies

An associate company is one in which the Group holds shares as a long-term investment and exercises significant influence over the affairs of the company. Post-acquisition results of associate companies are incorporated in the Group's financial statements, using the equity method from the effective dates control was acquired or up to the effective dates control ceased. Results of associate companies are equity accounted from their most recent financial statements. Any losses of associate companies are equity accounted to the extent of investment in associate companies. Thereafter, losses are accounted for only insofar as the Group is committed to providing financial support to such associate companies.

The carrying values of the investments in associate companies represent the cost of each investment, the share of post-acquisition retained earnings and other movements in reserves, adjusted for the excess/shortfall of their cost over the attributable net tangible assets of associates at acquisition. The excess is recognised as goodwill and is amortised over a period of five years. Shortfalls arising on the acquisition of investments are recognised as negative goodwill and are released to income over a period of five years. The carrying value is compared with the associate's market value or directors' valuation. Where, in the opinion of the directors, the value of an associate has been permanently reduced below its carrying amount, a provision is made for such diminution in value.

Loans and investments other than investments in associate companies

Investments consist of long-term and short-term holdings:

– in the case of long-term investments, provision is not made for reductions in market value or directors' valuation below cost unless the directors consider that a permanent loss has occurred;

– short-term investments are stated at the lower of cost or market value/directors' valuation at balance sheet date;

– cost of investments is determined on an average basis; and

– monetary instruments held in the trading portfolio are stated at market value and any surplus or deficit arising therefrom is taken to the income statement.

Inventories

All inventories are valued at the lower of cost or net realisable value.

The cost of shares held for resale is determined on the weighted average basis. All input costs related to crops are capitalised and expensed on the realisation of that crop.

Deferred tax

Deferred tax is provided at legislated future rates using the balance sheet liability method. Full provision is made for all temporary differences between the tax base of an asset or liability and its balance sheet carrying amount.

Assets are not raised in respect of the deferred tax on assessed losses unless it is probable that future taxable profits will be available against which the deferred tax asset can be realised in the foreseeable future.

Secondary taxation on companies

Secondary taxation on companies is provided in respect of dividend payments net of dividends received or receivable and is recognised as a taxation charge for the year.

1. ACCOUNTING POLICIES (continued)

Foreign currencies

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

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

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

Financial instruments

The Group's financial instruments consist primarily of cash deposits with banks, capital and money-market instruments, short-term unlisted investments, accounts receivable and loans from and to associates and others. The book value of financial instruments approximates fair value.

Revenue recognition

Dividends are recognised when the right to receive payment is established. Shares received as a result of capitalisation issues in lieu of dividends are treated as dividends received in the income statement and an equivalent amount is added to the cost of the investment.

Interest is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity when it is determined that such income will accrue.

The sales of goods and other products are recognised when the significant risks and rewards of ownership of the products are transferred to the buyer.

Fees are based on the stage of completion by reference to the physical amount of work performed in relation to total project.

Retirement benefits

The Group operates a defined contribution plan, the assets of which are generally held in separate trustee administered funds. The retirement plan is funded by payments from the relevant Group companies.

The Group's contributions to the fund are charged to the income statement in the year to which they relate.

Cash flows

For the purpose of the cash flow statement, cash includes cash on hand, deposits held on call with banks, investments in money market instruments and bank overdrafts.

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		2. PROPERTY, PLANT AND EQUIPMENT		
–	–	Mining assets	**1 780**	2 177
–	–	At cost	**1 780**	10 128
–	–	Accumulated depreciation	**–**	(7 951)
–	–	Mineral rights at cost	**1 584**	1 584
–	–	Investment properties	**77 181**	71 200
–	–	Motor vehicles (owned)	**311**	460
–	–	Cost	**810**	809
–	–	Accumulated depreciation	**(499)**	(349)
–	–	Motor vehicles (leased)	**–**	67
–	–	Cost	**–**	311
–	–	Accumulated depreciation	**–**	(244)
–	–	Computer equipment	**2 243**	12
–	–	Cost	**3 104**	270
–	–	Accumulated depreciation	**(861)**	(258)
–	–	Furniture, fittings and equipment	**10 775**	454
–	–	Cost	**13 244**	609
–	–	Accumulated depreciation	**(2 469)**	(155)
–	–	Intellectual property	**11 695**	–
–	–	Cost	**14 818**	–
–	–	Accumulated depreciation	**(3 123)**	–
–	–		**105 569**	75 954

Investment properties having a book value of R69 655 000 (2002 – R66 117 000) are encumbered (refer note 12). The market value of investment properties approximates book value.

Properties having a book value of R4 560 000 are mortgaged as security for credit facilities from a creditor.

A register of land and buildings and mineral rights is available for inspection at the Company's registered office.

Details of the movements in property, plant and equipment are set out in Appendix B.

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		3. GOODWILL		
–	–	At cost	**201 600**	201 600
–	–	Accumulated amortisation	**(155 061)**	(117 829)
–	–	Book value at beginning of year	**46 539**	83 771
–	–	Acquisition	**76 462**	–
–	–	Current amortisation	**(51 255)**	(37 232)
–	–	Book value at end of year	**71 746**	46 539
–	–	At cost	**278 062**	201 600
–	–	Accumulated amortisation	**(206 316)**	(155 061)
–	–	Book value at end of year	**71 746**	46 539

COMPANY 2002 R'000	COMPANY 2003 R'000			GROUP 2003 R'000	GROUP 2002 R'000
		4.	**INVESTMENT IN SUBSIDIARIES**		
1 451 359	**2 068 050**		Shares at cost less amounts written-off	**–**	–
(576 249)	**(671 962)**		Loans	**–**	–
875 110	**1 396 088**			**–**	–
(836 846)	**(745 698)**		Provision for deficits	**–**	–
38 264	**650 390**			**–**	–
			Details of the investment in subsidiaries are set out in Appendix A.		
			Details of investments pledged are set out in Appendix D.		
		5.	**INVESTMENTS**		
			A register of investments is available for inspection at the Company's registered office.		
–	**–**	**5.1**	**Listed** – at cost less amounts written-off	**4 714**	60 069
			Group Market value R4 362 000 (2002 – R127 840 000)		
		5.2	**Associate companies**		
28 996	**28 996**		Listed shares	**710 662**	1 081 923
28 996	**28 996**		Shares at cost less provisions	**754 322**	870 733
–	**–**		Goodwill – accumulated amortisation	**(2 070)**	(1 967)
–	**–**		– balance at beginning of year	**(1 967)**	(1 553)
–	**–**		– current amortisation	**(103)**	(414)
–	**–**		Negative goodwill – accumulated amortisation	**285 493**	340 077
–	**–**		– balance at beginning of year	**340 077**	301 504
–	**–**		– negative goodwill disposed of	**(65 395)**	–
–	**–**		– current amortisation	**10 811**	38 573
–	**–**		Share of net losses	**(36 723)**	(126 920)
–	**–**		Fair value adjustment and capital reduction of associates	**(290 360)**	–
–	**166 136**		Unlisted shares	**167 731**	(11 626)
–	**166 136**		Shares at cost less provisions	**166 155**	37
			Negative goodwill accumulated amortisation	**–**	531
–	**–**		Share of retained earnings/(losses)	**1 576**	(12 194)
28 996	**195 132**		Total associate companies	**878 393**	1 070 297

Group
Market value and directors' value R1 675 908 000 (2002 – R1 744 835 000)

Company
Market value and directors' value R557 851 000 (2002 – R59 538 000)

Details of the investments in associate companies are set out in Appendix C.

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		5. INVESTMENTS (continued)		
66 000	**66 000**	**5.3 Unlisted – at directors' valuation**	**140 698**	226 683
94 996	**261 132**		**1 023 805**	1 357 049
		Details of investments pledged are set out in Appendix D.		
		The Company's major associate companies are all listed on the JSE Securities Exchange South Africa and copies of their financial statements are obtainable from the Company Secretary of those companies.		
		6. LOANS		
–	**15 000**	Interest-bearing	**220 747**	169 250
–	**–**	Associated companies	**158 704**	164 385
–	**15 000**	Other	**62 043**	4 865
10 150	**39 200**	Non-interest bearing	**74 308**	15 328
10 150	**39 200**	Share Incentive Trust	**39 200**	10 150
–	**–**	JCI Retirement Fund	**–**	4 190
–	**–**	Other	**35 108**	988
10 150	**54 200**		**295 055**	184 578
		Interest is charged on the interest-bearing loans at rates ranging from Libor plus 0,5% to prime plus 1%.		
		In 2002, loans to associated companies totalling R113 774 000 were ceded as security for loans from Investec Bank Limited.		
		7. INVENTORIES		
–	**–**	Shares held for resale	**109 806**	104 529
–	**–**	Provision for diminution in value	**(48 737)**	(17 698)
–	**–**		**61 069**	86 831
–	**–**	Crops	**8 413**	–
–	**–**	Raw material and consumables	**1 349**	–
–	**–**		**70 831**	86 831
–	**–**	Market value of shares held for resale	**63 555**	98 940
		8. CASH AND CASH EQUIVALENTS		
–	**–**	R11 000 000 (2002 – R nil) has been pledged as collateral for short-term loans.		
		9. SHARE CAPITAL		
12 000	**27 000**	*Authorised* 2 700 000 000 ordinary shares of 1 cent each (2002 – 1 200 000 000 ordinary shares of 1 cent each)	**27 000**	12 000
7 117	**17 506**	*Issued* 1 750 566 255 (2002 – 711 740 100) ordinary shares of 1 cent each	**17 506**	7 117
		The unissued shares are under the control of the directors until the forthcoming annual general meeting.		

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		10. NON-DISTRIBUTABLE RESERVES		
105 466	**105 466**	Compromise and cancellation of debentures	**105 466**	105 466
73 677	**73 677**	Reversal of provisions against investments previously written-off	**133 382**	133 382
–	**–**	Negative goodwill on acquisition of subsidiary company	**–**	1 170
–	**–**	Retained earnings of associate companies	**–**	2 682
–	**–**	Exchange rate adjustment	**8 764**	42 888
179 143	**179 143**		**247 612**	285 588
		11. SHARES IN HOLDING COMPANY HELD BY SUBSIDIARIES		
–	**–**	21 705 854 (2002 – 16 267 400) JCI Limited shares held by subsidiary companies – at cost less amounts written-off	**15 216**	14 191
		12. INTEREST-BEARING BORROWINGS		
–	**252 875**	202 300 024 convertible redeemable 50% secured debentures of R1,25 each, bearing interest at prime. The debentures are convertible into JCI ordinary shares on a one-for-one basis, or, at the election of the holders, redeemable at the issue price of R1,25, on 15 January 2006	**252 875**	–
–	**–**	Loan bearing interest at 1% below the bank overdraft rate secured by a mortgage bond over an investment property owned by the Group (refer note 2). The loan is repayable in monthly instalments of approximately R132 000 (2002 – R123 000)	**7 101**	7 529
–	**–**	Loan bearing interest at 17% (2002 – 13,5%) per annum on which only the interest is currently repayable, secured by a mortgage bond over an investment property owned by the Group (refer note 2)	**4 050**	4 000
–	**–**	Loan bearing interest at 16,4% (2002 – 14,9%) per annum secured by a mortgage bond over an investment property owned by the Group (refer note 2). The loan is repayable in monthly instalments of approximately R1 258 000. (2002 – R1 115 000)	**31 261**	41 600
–	**–**	Loan from Investec Bank Limited bearing interest at rates varying from 13% – 13,75% per annum, secured by a pledge of shares. The loan is repayable as follows: – all interest on a monthly basis – monthly capital repayment of R2 000 000 with effect from January 2004	**50 577**	46 587
		(2002 – 2 instalments of R377 000 and a final instalment of R33 272 000 and a instalment of R90 000 and a final instalment of R17 485 000)		

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		12. INTEREST-BEARING BORROWINGS (continued)		
–	–	Instalment sales agreements secured by property, plant and equipment bearing interest at rates between 17,04% and 17,86% (2002 – 14,5% and 15,66%) and repayable in monthly instalments between R1 000 and R79 000	**2 464**	402
–	–	Capitalised financed lease agreements, which were secured by property, plant and equipment, having a book value of R67 000. Interest was charged at the prime bank overdraft rate.	**–**	95
–	**252 875**		**348 328**	100 213
–	**–**	Current portion included in short-term loans	**(20 351)**	(12 644)
–	**252 875**		**327 977**	87 569
		13. NON-INTEREST BEARING BORROWINGS		
–	**–**	Unsecured loan, having no fixed term of repayment	**1 502**	–
		14. SHORT-TERM LOANS		
		Included in short-term loans are the following secured amounts owed to associate companies:		
		Barnato Exploration Limited		
–	**–**	– Loan bearing interest at the prime rate plus 1%	**115 890**	22 893
–	**–**	– Loan bearing interest at the prime rate plus 2%	**–**	3 558
		Free State Development and Investment Corporation Limited		
–	**–**	– Loan bearing interest at prime (2002 – the three month fixed deposit rate)	**55 846**	49 750
		Western Areas Limited		
–	**–**	– Loan bearing interest at the prime rate plus 1,5%	**–**	416 029
–	**–**	– Loan bearing interest at the prime rate	**–**	45 980
		Security given for these loans is included in the detail given in Annexure D.		
		15. REVENUE		
–	**–**	Trading	**194 265**	65 991
–	**–**	Fees	**11 778**	19 720
–	**–**	Rent received	**13 443**	10 450
–	**–**		**219 486**	96 161
		16. INVESTMENT INCOME		
–	**–**	Dividends received from listed investments	**–**	2 853
–	**–**	Dividends received from unlisted investments	**–**	150
33	**–**	Interest received	**1 713**	277
33	**–**		**1 713**	3 280

COMPANY			GROUP	
2002 R'000	**2003 R'000**		**2003 R'000**	2002 R'000
		17. SHARE OF EARNINGS/ (LOSSES) FROM ASSOCIATES		
–	–	Income/(loss) from ordinary activities	**184 749**	(22 080)
–	–	Loss from non-recurring activities	**(140 792)**	–
–	–	Income from associates	**43 895**	(22 080)
		18. NET PROFIT/ (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAXATION IS STATED AFTER:		
		Income		
–	–	Negative goodwill transferred to earnings	**–**	1 431
567	–	Profit on disposal of property, plant and equipment	**284**	–
–	–	Profit on disposal of investments	**42 397**	1 326
		Expenditure		
		Auditors' remuneration		
222	–	– fees – current year	**1 231**	1 402
180	**4 754**	Consulting and management fees	**22 555**	1 807
–	–	Depreciation	**7 070**	2 254
		Directors' remuneration		
88	–	– for services as directors	**–**	88
–	–	– other	**6 196**	10 661
–	–	Goodwill amortisation	**40 547**	–
–	–	Loss on disposal of property, plant and equipment	**–**	2 117
–	–	Retirement benefit costs	**499**	872
		19. EXCEPTIONAL ITEMS		
(120 120)	**91 148**	Reversal of provision/(provision) for losses in subsidiary companies	**–**	–
–	–	Reversal of provision/(provision) against loans	**13 051**	(1 011)
(64 000)	–	Provision for write down of investments	**(9 550)**	(92 058)
–	**14 021**	Translation profit/(loss)	**65 779**	(36 138)
(2 600)	–	Profit/(loss) on disposal of investments and mining assets	**83 052**	69
(990)	**(9 327)**	Restructuring costs	**(9 327)**	(1 689)
–	–	Reversal of interest	**21 753**	–
(187 710)	**95 842**		**164 758**	(130 827)

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		20. TAXATION		
–	**–**	Foreign normal taxation	**186**	174
–	**–**		**186**	174
		Any benefit to be derived from the Group's computed income tax losses carried forward is dependent on the company and its subsidiaries earning taxable income in the future.		
		21. EARNINGS/ (LOSS) PER SHARE		
		The calculation of the attributable earnings/(loss) per share is based on a profit of R196 994 000 (2002 – loss of R295 812 000) and a weighted average of 1 415 631 894 (2002 – 670 059 708) shares in issue throughout the year.		
		The calculation of the headline earnings/(loss) per share is based on a profit of R72 499 000 (2002 – loss of R164 300 000) and a weighted average of 1 415 631 894 (2002 – 670 059 708) shares in issue throughout the year.		
		Headline earnings/(loss) are calculated as follows:		
		Net profit/(loss) for the year	**196 994**	(295 812)
		Exceptional items	**(164 758)**	130 827
		Goodwill/(negative goodwill) amortised	**40 547**	(1 431)
		(Profit)/loss on disposal of property, plant and equipment	**(284)**	2 116
		Headline earnings/(loss)	**72 499**	(164 300)
		The calculation of the diluted earnings/(loss) per share is based on an adjusted profit of R227 191 000 (2002– loss of R295 812 000), being the profit of R196 994 000 (2002 – loss of R295 812 000) adjusted for interest on debentures of R30 187 000 (2002 – Nil) and a weighted average of 1 617 931 918 (2002 – 872 359 732) shares in issue throughout the year, on the assumption that all the debentures are converted into ordinary shares.		

COMPANY 2002 R'000	COMPANY 2003 R'000		GROUP 2003 R'000	GROUP 2002 R'000
		22. NOTES TO THE CASH FLOW STATEMENTS		
		22.1 Reconciliation of taxation		
		Amount (unpaid)/in advance at		
186	**186**	beginning of year	**(13 453)**	(12 637)
–	**–**	Charge in income statement	**(186)**	(174)
–	**–**	Deferred tax in subsidiary acquired	**–**	62
		Amount unpaid/(in advance) at		
(186)	**(186)**	end of year	**15 376**	13 453
–	**–**		**1 737**	704
		22.2 Acquisition of subsidiary		
–	**–**	Net assets acquired	**(38 026)**	(1 500)
–	**–**	– Property, plant and equipment	**(33 337)**	(50 917)
–	**–**	– Investments	**(1)**	–
–	**–**	– Deferred tax asset	**–**	(62)
–	**–**	– Inventories	**(10 070)**	–
–	**–**	– Accounts receivable	**(2 871)**	(7)
–	**–**	– Cash and cash equivalents	**(371)**	(28)
–	**–**	– Accounts payable	**12 805**	18
–	**–**	– Interest-bearing borrowings	**1 135**	41 972
–	**–**	– Current short-term borrowings	**20 056**	8 800
–	**–**	– Minority	**–**	110
–	**–**	– Goodwill	**(25 372)**	(1 386)
–	**–**	*Less:* Purchase price paid through share issue	**(38 026)**	–
–	**–**	Cash outflow	**–**	(1 500)
		22.3 Disposal of subsidiary		
		Net assets disposed of		
–	**–**	– Interest bearing borrowings	**(96)**	–
–	**–**	– Property, plant and equipment	**45**	–
—		– Accounts receivable	**36**	–
–	**–**	– Profit on disposal	**6 015**	–
–	**–**	Proceeds	**6 000**	–
		22.4 Net proceeds from issue of shares		
20 999	**467 473**	Issue of shares	**467 473**	20 999
(76)	**(5 265)**	Costs	**(5 265)**	(76)
–	**(195 250)**	*Less:* Shares issued for acquisition of investments	**(195 250)**	–
20 923	**266 958**	Proceeds	**266 958**	20 923

COMPANY			GROUP	
2002	**2003**		**2003**	2002
R'000	**R'000**		**R'000**	R'000

23. RELATED PARTY TRANSACTIONS

The Company and its subsidiaries provide financial and technical services to group companies. These transactions are on an arm's-length basis. Details of these transactions are:

Investments – see note 5

Loans and interest thereon – see note 6

Short-term loans and interest thereon – see note 14

BNC Investments (Pty) Limited and Investage 170 (Pty) Limited, companies controlled by directors of this Company, underwrote the rights offer in terms of which an amount of R155 000 000 was raised, and utilised to acquire the shares in JCI Gold which the Company did not already own.

A transaction fee of 2% of the capital was paid.

24. CONTINGENT LIABILITIES

The Group has guaranteed the liabilities of certain third parties to an amount of R47 900 000. JCI Gold is obliged to meet any tax liability which may arise in Invego Limited ("Invego"), as a result of the restructuring of that company at 30 June 1998. Invego has been assessed for taxation by the South African Revenue Service ("SARS") at 30 June 1998, and no liability has arisen. However, Invego has now been notified of the intention of SARS to disregard certain deductions previously allowed. The directors are of the opinion that no liability will arise.

In the latter half of April 2002, Durban Roodepoort Deep, Limited served summons on the Company as a co-defendant together with JCI Gold claiming payment from the Company of R6 462 000, payment from JCI Gold of R1 119 000 and payment jointly and severally from the Company and JCI Gold of R24 650 000. The action is being defended on the basis of legal advice to the effect that the claims are likely to be successfully defended.

The Company has issued guarantees in favour of various subsidiary companies for the repayment of inter group loans of R1 226 407 000 (2002 – R1 081 323 000).

COMPANY			GROUP	
2002	**2003**		**2003**	2002
R'000	**R'000**		**R'000**	R'000

24. CONTINGENT LIABILITIES (continued)

The Company has subordinated a loan of R32 954 000 (2002 – R20 269 000) owing by an associated company. The agreement remains in effect until that company's assets, fairly valued, exceed its liabilities.

The Company has given a suretyship of R4 000 000 (2002 – R4 000 000) in favour of the mortgagor of a property owned by a subsidiary company.

The Company has subordinated a loan receivable from an associated company of R35 700 000 (2002 – R37 900 000) in favour of the bankers to that company as security for loan facilities granted.

A subsidiary company has signed a suretyship for an overdraft facility of R5 000 000 granted to Mvelaphanda Property Development Holdings (Pty) Limited.

A subsidiary company has provided a corporate guarantee in favour of The Government of the Republic of South Africa for an amount of R3 500 000 in respect of the Fernwood Estate Development.

25. RETIREMENT BENEFIT INFORMATION

The group provides retirement benefits for its permanent employees through defined contribution schemes.

26. FINANCIAL INSTRUMENTS

Currency risk
The group is exposed to currency risk in respect of its foreign subsidiaries. The subsidiaries' functional currencies are UK Pounds, US Dollars and Australian Dollars.

Interest rate risk
The group generally adopts a policy of ensuring that its exposure to changes in interest rates is on a floating rate basis.

Credit risk
Management's credit policy is to evaluate each investment opportunity individually, taking into account normal sound business principles.

Fair values
The fair values of all financial instruments are substantially equal to carrying amounts reflected in the balance sheet.

27. COMPARATIVES

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

	Issued share capital 2003	Issued share capital 2002	Group's effective holding % 2003	Group's effective holding % 2002	Company's direct interest % 2003	Company's direct interest % 2002	Book value of company's interest: Shares 2003 R'000	Shares 2002 R'000	Indebtedness 2003 R'000	Indebtedness 2002 R'000
Consolidated African Mines Jersey Limited	US$2	US$2	100	100	100	100	*	*	96 454	96 454
Consolidated African Mines Australia (Pty) Limited (2)	A$2	A$2	100	100						
Weston Investments Pty Limited (2)	A$15 153 259	A$15 153 259	99,82	99,82					(715)	–
Herford Investments Pty Limited (2)	A$2	A$2	99,82	99,82						
Dreanee Pty Limited (2)	A$10	A$10	99,82	99,82						
Rivercity Holdings Pty Limited (2)	A$10	A$10	–	99,82						
Westraint No 19 Pty Limited (2)	A$250 001	A$250 001	99,82	99,82						
Bankbridge Pty Limited (2)	A$5 613 588	A$5 613 588	99,82	99,82						
Chelsea Securities Pty Limited (2)	A$9 390 003	A$9 390 003	99,77	99,77						
CTS Programs Pty Limited (2)	A$2	A$2	99,77	99,77						
Monetiz Pty Limited (2)	A$2	A$2	99,77	99,77						
Vysety Pty Limited (2)	A$2	A$2	99,82	99,82						
Startrack Communications (Australia) Pty Limited	A$ 521 447	–	99,82	–						
LEQ Enterprise Intelligence Pty Limited	A$1	–	99,82	–						
Ridek Corporation Pty Limited	A$1	–	99,82	–						
Consolidated Mining Corporation Limited	R17 903 976	R17 903 976	100	100	100	100	433 688	433 688	(192 341)	(192 341)
Consolidated Mining Jersey Limited (3)	US$16 600	US$16 600	100	100						
Consolidated Mining Management Services Limited	R36 481 071	R36 481 071	98,18	98,18					(565 616)	(480 362)
Battleaxe Estate and Investment Company (Pty) Limited	R8 006	R8 006	98,18	98,18						
Catalyst Properties (Pty) Limited	R1	R1	98,18	98,18						
Luipaards Vlei Estates Limited	–	R894 439	–	98,18						
Tavlands (Pty) Limited	R2	–	98,18	–						
Castle Ultra Trading 295 (Pty) Limited	R100	–	98,18	–						
JCI Gold Limited	R15 546	R15 546	100	67,44	94,59	62,13	1 634 362	1 017 671	(9 744)	–
DAB Securities Limited	R100	R100	100	67,44						
Jubilee Prospectors Limited	R600	R600	100	67,44						
Lindum Reefs Gold Mining Company Limited	R154 055	R154 055	100	67,44						
Onshelf Property Seventy Four (Pty) Limited	R100	R100	100	67,44						
Permus Investments Limited	R101	R101	100	67,44						
Sandvelt Investments (Pty) Limited	R200	R200	100	67,44						
Tradewith 108 (Pty) Limited	R100	R100	100	67,44						
Discus Holdings Limited (4)	US$2 692	US$2 692	100	67,44						
Discus Limited (1)	US$118	US$118	100	67,44						
JCI (Isle of Man) Limited (1)	US$ 1 233	US$ 1 233	100	67,44						
JCI (London) Limited (5)	£501 000	£501 000	100	67,44						
St James's Corporate Services Limited (5)	£2	£2	100	67,44						
OD Engineering Plant Hire (Pty) Ltd	R120	R120	51	34,39						
Aconcagua 24 Investments (Pty) Limited	R2	R2	100	67,44						
							2 068 050	1 451 359	(671 962)	(576 249)
Provision for losses in subsidiary companies							(544 867)	(721 269)	(200 831)	(115 577)
							1 523 183	730 090	(872 793)	(691 826)

* Less than R1 000

(1) Incorporated in Isle of Man

(2) Incorporated in Australia

(3) Incorporated in Jersey

(4) Incorporated in Liberia

(5) Incorporated in the United Kingdom

	Land and buildings R'000	Mineral interests R'000	Mining assets R'000	Motor vehicles (owned) R'000	Motor vehicles (leased) R'000	Furniture and fittings R'000	Computer equipment R'000	Intellectual property R'000	TOTAL R'000
Group 2003									
Cost	71 200	1 584	10 128	809	311	609	270	–	84 911
Accumulated depreciation	–	–	(7 951)	(349)	(244)	(155)	(258)	–	(8 957)
Net book value at beginning of year	71 200	1 584	2 177	460	67	454	12	–	75 954
Acquisition/(disposal) of subsidiaries	5 438	–	–	–	–	10 228	2 808	14 818	33 292
Additions	958	–	344	1	–	2 594	27	–	3 924
Disposals	(11)	–	(322)	–	(11)	(187)	–	–	(531)
Depreciation/amortisation	(404)	–	(419)	(150)	(56)	(2 314)	(604)	(3 123)	(7 070)
Net book value at end of year	77 181	1 584	1 780	311	–	10 775	2 243	11 695	105 569
Cost less amounts written off	77 585	1 584	10 150	810	300	13 244	3 105	14 818	121 596
Accumulated depreciation	(404)	–	(8 370)	(499)	(300)	(2 469)	(862)	(3 123)	(16 027)
Net book value at end of year	77 181	1 584	1 780	311	–	10 775	2 243	11 695	105 569
Group 2002									
Cost	23 881	1 584	6 650	1 239	311	558	270	–	34 493
Accumulated depreciation	–	–	(5 381)	(258)	(181)	(154)	(244)	–	(6 218)
Net book value at beginning of year	23 881	1 584	1 269	981	130	404	26	–	28 275
Additions	51 276	–	1 480	–	–	205	–	–	52 961
Disposals	(3 957)	–	(200)	(298)	–	–	–	–	(4 455)
Depreciation/amortisation	–	–	(1 799)	(223)	(63)	(155)	(14)	–	(2 254)
Currency realignment	–	–	1 427	–	–	–	–	–	1 427
Net book value at end of year	71 200	1 584	2 177	460	67	454	12	–	75 954
Cost less amounts written off	71 200	1 584	10 128	809	311	609	270	–	84 911
Accumulated depreciation	–	–	(7 951)	(349)	(244)	(155)	(258)	–	(8 957)
Net book value at end of year	71 200	1 584	2 177	460	67	454	12	–	75 954

Company	**2003 R'000**	2002 R'000
Land and buildings		
Cost	–	357
Accumulated depreciation	–	–
Net book value at beginning of year	–	357
Disposals	–	(357)
Net book value at end of year	–	–
Cost	–	–
Accumulated depreciation	–	–
Net book value at end of year	–	–

	Number of shares held Group 2003	2002	Financial year end	Group percentage held Group 2003	2002	Market value Group 2003 R'000	2002 R'000
Listed investments							
Western Areas Limited	**37 284 685**	45 453 673	31.12	35,0	43,13	1 118 540	1 538 607
Randgold & Exploration Company Limited	**12 635 225**	12 635 225	31.12	28,4	30,3	367 685	175 630
Free State Development and Investment Corporation Limited	**9 978 250**	9 978 250	31.03	44,89	44,89	21 952	29 935
						1 508 177	1 744 172

						Directors' valuation Group 2003 R'000	2002 R'000
Unlisted investments							
Startrack Communications Africa (Pty) Limited	**3 600**	3 600	30.06	36,0	36,0	–	8
Letšeng Investment Holdings South Africa (Pty) Limited	**40**	–	31.03	40,0	–	166 136	–
Other			–			1 595	655
						167 731	663

	2003 No of shares	2003 Carrying value R'000	2003 Market value R'000	2002 No of shares	2002 Carrying value R'000	2002 Market value R'000
Shares held as investments						
JCI Limited	**15 930 592**	**5 576**	**9 240**	–	–	–
Free State Development and Investment Corporation Limited	**3 000 000**	**5 887**	**6 600**	3 000 000	5 130	9 000
Randgold & Exploration Company Limited	**11 058 400**	**51 753**	**152 799**	10 429 800	60 216	144 974
Western Areas Limited	**27 073 546**	**454 267**	**812 206**	37 330 000	825 831	1 263 620
JCI Gold Limited	**–**	**–**	**–**	22 792 991	240 238	202 858
Randgold Resources Limited	**–**	**–**	**–**	1 157 607	37 359	78 728
		517 483	**980 845**		1 168 774	1 699 180
Shares held for resale						
JCI Limited (Debentures)	**379 636**	**357**	**421**	–	–	–
Western Areas Limited	**565 138**	**14 846**	**16 954**	90 000	2 418	3 047
Amalgamated Beverage Industries Limited	**–**	**–**	**–**	579	25	25
East Daggafontein Mines Limited	**–**	**–**	**–**	163 800	2 293	3 751
Harmony Gold Mining Company Limited	**–**	**–**	**–**	1 310	72	167
Incentive Holdings Limited	**–**	**–**	**–**	322 300	3	3
Iprop Holdings Limited	**–**	**–**	**–**	39 200	133	157
JCI Limited	**–**	**–**	**–**	12 649 791	5 692	5 692
Matodzi Resources Limited	**–**	**–**	**–**	825 500	165	165
Northam Platinum Limited	**–**	**–**	**–**	66 300	713	1 071
Rand Leases Properties Limited	**–**	**–**	**–**	100	–	–
Sekunjalo Investments Limited	**–**	**–**	**–**	278 000	50	50
Stilfontein Gold Mining Company Limited	**–**	**–**	**–**	31 900	10	34
		15 203	**17 375**		11 574	14 162

The above shares have been pledged as security for the following:

	2003 R'000	2002 R'000
Accounts payable	**51 723**	–
Banking facilities – group	**35 124**	130 000
Banking facilities – associates	**12 500**	3 500
Short-term borrowings	**485 974**	575 601
Long-term borrowings	**252 875**	46 587

	2003 US$'000	2002 US$'000
Short-term borrowings	**–**	16 988

Notice is hereby given that the annual general meeting of members of JCI Limited will be held in the Auditorium, Ground Floor, 28 Harrison Street, Johannesburg, on Thursday, 16 October 2003 at 10:00 for the following purposes:

Ordinary business

1. To consider and adopt the audited annual financial statements for the year ended 31 March 2003.
2. To re-appoint Charles Orbach & Company as auditors of the Company for the current financial year and authorise the directors to determine their remuneration for the past audit.
3. To elect directors in accordance with the provisions of the Company's Articles of Association.

   The following retiring directors are eligible and offer themselves for re-election :

   3.1 Mr R A R Kebble

   3.2 Mr J Stratton

Special business

In addition, members will be requested to consider, and if approved, to pass the following special and ordinary resolutions;

4. Repurchase by the Company of its shares

Special Resolution No. 1

"RESOLVED THAT, the Company or any of its subsidiaries, are hereby authorised as a general approval given in terms of sections 85(2) and 89 of the Companies Act, to acquire shares issued by the Company upon such terms and conditions and in such amounts as the directors may from time to time decide, but subject to the provisions of the Act and the Listings Requirements of the JSE Securities Exchange South Africa ("the JSE") which currently stipulate that:

- any such acquisition of ordinary shares shall be implemented on the open market of the JSE;
- this general authority shall only be valid until the Company's next annual general meeting provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution;
- a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three per cent) of the number of ordinary shares in issue, at the time of passing of this Special Resolution, which announcement shall contain full details of such acquisitions;
- acquisitions of ordinary shares by the Company in terms of this general authority in the aggregate in any one financial year may not exceed 20% (twenty per cent) of the Company's issued ordinary share capital, nor may any subsidiary hold more than 10% of the Company's issued share capital at any one time;
- in determining the price at which ordinary shares issued by the Company are acquired in terms of this general authority, the maximum price at which such ordinary shares may be acquired may not be greater than 10% (ten per cent) above the weighted average of the market price at which such ordinary shares traded on the JSE over the 5 (five) business days immediately preceding the date on which the transaction is agreed.

Although no such repurchases are currently being considered, the general authority to repurchase the Company's shares will be acted upon within the parameters laid down by the JSE, as and when the directors deem it to be appropriate. After considering the effect of a general repurchase within these parameters, the directors are of the view that for a period of at least twelve months after the date of this notice:

- the Company and the Group will be able in the ordinary course of business to pay their debts;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group;
- the ordinary capital and reserves of the Company and Group will be adequate for the purposes of the Company's and the group's business respectively; and
- the working capital of the Company and the Group will be adequate for their requirements."

The reason for this Special Resolution is to grant a general approval in terms of the Companies Act and the Listings Requirements of the JSE for the acquisition by the Company or its subsidiaries of shares issued by the Company, subject to statutory and regulatory limitations and controls.

The effect of this Special Resolution is to enable the Company and/or a subsidiary, by way of a general approval, to repurchase up to a maximum of 20% of its share capital in any one financial year; such authority is to remain valid until the Company's next annual general meeting but not beyond the period of 15 (fifteen) months after the date of this resolution.

5. **Authority to issue shares**

Ordinary resolution No. 1

"RESOLVED THAT, the remainder of the Company's unissued ordinary shares of 0,01 cent each, be and they are hereby placed under the control of the directors who are hereby authorised, subject to the provisions contained in sections 221 and 222 of the Companies Act, as amended, and the Listings Requirements of the JSE, to allot and issue such shares to such persons and upon such terms as they, at their discretion, may decide."

6. **Authority to issue shares for cash**

Ordinary resolution No. 2

"RESOLVED THAT, subject to the passing of ordinary resolution No. 1, and in terms of the Listings Requirements of the JSE, the directors have the powers to allot and issue any shares of any class in the capital of the Company for cash when the directors consider it appropriate in the circumstances, subject to the following:

- this authority shall not endure beyond the next annual general meeting of the Company nor shall it endure beyond 15 months from the date of the meeting;
- there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders (as defined by the JSE in its Listings Requirements) and not to related parties;
- upon any issue of shares which, together with prior issues during any financial year, will constitute 5% or more of the number of shares of the class in issue, the Company shall, by way of a paid press announcement, give full details thereof, including the effect on the net asset value of the Company and earnings per share;
- the aggregate issue of any particular class of shares in any financial year will not exceed 15% of the number of that class of shares (including securities which are compulsorily convertible into shares of that class);

- the maximum discount at which securities may be issued is 10% of the weighted average traded price of those securities over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of the applicant; and
- 75% majority is required of votes cast by the shareholders present or represented by proxy at the annual general meeting to approve the resolution regarding the waiver of pre-emptive rights."

VOTING AND PROXIES

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his stead. A proxy need not be a member of the Company. Duly completed proxy forms must be deposited at the office of the South African transfer secretaries or at the office of the United Kingdom Registrars not less than 48 hours before the time appointed for the holding of the meeting.

Shareholders who hold their shares in certificated form or are own name dematerialised shareholders and who are unable to attend the annual general meeting which is to be held on Thursday, 16 October 2003 at 10h00, but wish to be represented at that annual general meeting should complete and return the form of proxy attached in accordance with the instructions contained therein to be received by the transfer secretaries by no later than Tuesday, 14 October 2003.

Other shareholders who hold their shares in uncertificated form through a Central Securities Depository Participant ("CSDP") or broker and who wish to vote by way of proxy at the annual general meeting, should provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature, if however, such shareholders wish to attend the annual general meeting in person, then they will need to request their CSDP or broker to provide them with the necessary authority in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.

By order of the board

Consolidated Mining
Management Services Limited
Secretaries

***per:* P B Beale**
Johannesburg
22 August 2003

Printed by Ince (Pty) Ltd

Form of Proxy

JCI Limited

(Formerly Consolidated African Mines Limited)
(Incorporated in the Republic of South Africa)
(Registration number 1894/000854/06)
Share Code: JCD ISIN: ZAE000039681
("JCI" or "the Company")

For the use by certificated and own-name dematerialised holders of ordinary shares in JCI at the annual general meeting of JCI shareholders to be held in the Auditorium, Ground Floor, 28 Harrison Street, Johannesburg, on Thursday, 16 October 2003 at 10h00, or such later time that may be applicable.

Other dematerialised shareholders must inform their CSDP or broker of their intention to attend the meeting in order that the CSDP or broker may issue them with the necessary authorisation to attend, or provide their CSDP or broker of their voting instruction should they not wish to attend the meeting in person.

I/We ______________________________

(Block letters)

of ______________________________

(Block letters)

being a member/s of the Company, and entitled to ____________ votes, hereby appoint

____

of ______________________________

or failing her/him, the Chairman of the meeting as my/our proxy to vote for me/us, and on my/our behalf at the annual general meeting of the Company to be held on Thursday, 16 October 2003 at 10h00 or at any adjournment thereof, and to vote or abstain from voting as indicated on the resolutions to be considered at the said meeting.

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
1. To adopt the audited annual financial statements for the year ended 31 March 2003			
2. To re-appoint Charles Orbach & Company as auditors of the Company			
3. (a) To re-elect Mr R A R Kebble as a director of the Company			
(b) To re-elect Mr J Stratton as a director of the Company			
SPECIAL BUSINESS			
4. Special resolution number 1 To approve the repurchase by the Company of its shares			
5. Ordinary resolution number 1 To authorise the directors to allot and issue the unissued ordinary shares			
6. Ordinary resolution number 2 To authorise the directors to issue reserve ordinary shares for cash			

Please indicate with an "X" in the spaces above how you wish your votes to be cast. If no indication is given the proxy will vote or abstain at his/her discretion.

Any member of the Company entitled to attend and vote at the annual general meeting may appoint a proxy or proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.

Every person present and entitled to vote at the annual general meeting shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Please read the notes and instructions appearing on the reverse hereof.

Signed at ______________ on ______________ 2003

Name in BLOCK LETTERS ______________ Signature ______________ Assisted by me ______________

Full name(s) of signatory/ies if signing in a representative capacity ______________

(Name in BLOCK LETTERS please)

Instructions for signing and lodging this form of proxy

1. A JCI shareholder may insert the name of a proxy or the names of two alternative proxies of the JCI shareholder's choice in the space/s provided, with or without deleting "the Chairman of the annual general meeting", but any such deletion must be initialled by the JCI shareholder concerned. The person whose name appears first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.

2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in JCI, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A JCI shareholder or his/her proxy is not obliged to use all the votes exercisable by the JCI shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.

3. The date must be filled in on this proxy form when it is signed.

4. The completion and lodging of this form of proxy will not preclude the relevant JCI shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names appear in the register of members, will be accepted.

5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the South African transfer secretaries or the United Kingdom Registrars or waived by the Chairman of the annual general meeting of JCI shareholders.

6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.

7. 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 South African transfer secretaries or the United Kingdom Registrars.

8. Forms of proxy must be received by the South African transfer secretaries, Computershare Investor Services Limited at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or by the United Kingdom Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 48 hours before the time appointed for the holding of the meeting.

9. The Chairman of the annual general meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.

10. If required, additional forms of proxy are available from the South African transfer secretaries or the United Kingdom Registrars.

11. Dematerialised shareholders, other than by own name registration, must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.