
DIRECTORS' APPROVAL

AND RESPONSIBILITY STATEMENT

To the members of The Bidvest Group Limited

The directors are responsible for the maintenance of adequate accounting records and the preparation and integrity of the financial statements, Group financial statements and related financial information included in this report, for the year ended June 30 2003. The external auditors are responsible for reporting on the financial statements.

The financial statements are prepared in accordance with South African Statements of Generally Accepted Accounting Practice and the South African Companies Act and incorporate full and responsible disclosure in line with the accounting philosophy of the Group. The financial statements are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. In particular, there is a simple organisational structure with clearly drawn lines of accountability and delegation of authority and the Board actively promotes a culture of responsibility and integrity. Risks are identified and appraised both formally, through the annual process of preparing business plans and budgets, and informally through close monitoring of operations.

Financial results and various key business statistics are reported regularly throughout the year and variances from approved plans are monitored and followed up vigorously. Detailed control procedures exist throughout the Group's operations and compliance is monitored by management through internal audit, and, to the extent they consider it necessary to support their audit report, the external auditors. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Group has an audit committee, chaired by a non-executive director, which is responsible for, inter alia, monitoring the adequacy of the Group's financial controls, accounting policies and financial reporting. The external auditors have unrestricted access to this committee.

These financial statements have been prepared on the going concern basis, which is considered appropriate by the directors. They were approved by the Board on August 22 2003 and are signed on its behalf by:



BRIAN JOFFE
Executive Chairman



FANI TITI
Deputy Chairman

DECLARATION BY SECRETARY

The secretary certifies that the Company has lodged with the Registrar of Companies all such returns as are required of a public company, in terms of the Companies Act, No 61 of 1973, as amended, and that all such returns are true, correct and up to date.



MARGARET DAVID
Secretary

August 22 2003



INDEPENDENT AUDITORS' REPORT

To the members of The Bidvest Group Limited

We have audited the financial statements and Group financial statements of The Bidvest Group Limited set out on pages 137 to 183 for the year ended June 30 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 of the Group at June 30 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.

KPMG Inc

KPMG Inc

*Registered Accountants and Auditors
Chartered Accountants (SA)*

August 22 2003
Johannesburg

DIRECTORS' REPORT

FOR THE YEAR ENDED JUNE 30 2003

The directors have pleasure in presenting their report and audited financial statements for the year ended June 30 2003.

NATURE OF BUSINESS

The Company is an investment holding Company. Details of the Group's activities are included in the review of operations.

FINANCIAL REPORTING

The directors are required by the South African Companies Act as amended ("Companies Act") to report financial statements which fairly present the state of affairs of the Company and the Group as at the end of the financial period and the profit or loss for that period, in conformity with South African Statements of Generally Accepted Accounting practice.

The financial statements as set out in this report have been prepared by management in accordance with South African Statements of Generally Accepted Accounting Practice and the Companies Act and are based on appropriate accounting policies which are supported by reasonable and prudent judgments and estimates.

The directors are of the opinion that the financial statements fairly present the financial position of the Company and of the Group as at June 30 2003, and the results of their operations and cash flows for the year then ended.

The directors are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Group continues to adopt the going concern basis in preparing the financial statements.

RESULTS OF OPERATIONS

The results of operations are dealt with in the statements of income, segmental analysis and review of operations.

SHARE CAPITAL

During the year the Company:

- increased its authorised share capital from R18 000 000 divided into 360 000 000 ordinary shares of 5 cents each to R27 000 000 divided into 540 000 000 ordinary shares of 5 cents each; and
- issued 1 234 896 ordinary shares of 5 cents each at premiums of between R2,55 and R42,80 per share, in terms of The Bidvest Incentive Scheme.

PURCHASE OF OWN SHARES

In terms of general authorities granted to the Company to repurchase its ordinary shares, the latest being shareholder authority obtained at the last annual general meeting, a maximum of 31 189 158 ordinary shares could be acquired by the Company or its subsidiaries. During the period October 2000 to March 2003, a subsidiary of the Company acquired, a total of 10 394 591 ordinary shares at an average price of R41,18 per share in the open market.

DIVIDENDS AND DISTRIBUTION OUT OF SHARE PREMIUM IN LIEU OF DIVIDEND

A cash dividend of 100,0 cents per share was paid to shareholders on September 30 2002.

A cash dividend of 54,0 cents per share and a distribution out of share premium of 54,0 cents per share, in lieu of a dividend, was awarded to shareholders on March 24 2003.

Subsequent to year-end a distribution out of share premium of 112,0 cents per share, in lieu of a dividend, has been awarded.

**DIRECTORS' REPORT**

FOR THE YEAR ENDED JUNE 30 2003

*(CONTINUED)***PAYMENTS TO SHAREHOLDERS**

Approval was obtained at the last annual general meeting for the Company to make payments which would reduce its share capital, share premium reserves and/or any capital redemption reserve fund in terms of Section 90 of the Companies Act, 1973, as amended.

Shareholders will be requested at the forthcoming annual general meeting of the Company to be held on Tuesday, November 25 2003 to consider the ordinary resolution to pay by way of a reduction of share capital or share premium, in lieu of a dividend, an amount equal to the amount which directors of the Company would have declared and paid out of profits in respect of the Company's interim and final dividend for the financial year ending June 30 2004.

DIRECTORATE

The only changes in directors that were recorded during the year under review was the appointment of Mr F Titi, replacing Mr M Chipkin on February 24 2003 as Deputy Chairman, and the resignation of Mr E Ellerine on June 2 2003.

The names of the directors in office at the date of this report are indicated below. The number of meetings attended by each of the directors of the Company during the period July 1 2003 to August 22 2003 are as follows, with the number in brackets reflecting the number of meetings held whilst the directors were in office.

Name	Directors' meetings attended	Name	Directors' meetings attended
B Joffe	5(5)	SP Ngwenya	4(5)
F Titi	4(5)	P Nyman	5(5)
IA Berman	2(5)	JL Pamensky	4(5)
MC Berzack	4(5)	LP Ralphs	4(5)
LG Boyle	4(5)	TH Reitman	4(5)
LI Chimes	5(5)	FEA Robarts	4(5)
BR Chipkin	3(5)	DK Rosevear	4(5)
M Chipkin	2(5)	AC Salomon	5(5)
RW Graham	2(5)	CE Singer	5(5)
AM Griffith	4(5)	PC Steyn	5(5)
S Koseff	4(5)	R Wainer	5(5)
CH Kretzmann	4(5)	CE Watt	5(5)
D Masson	5(5)	PD Womersley	4(5)
LK Matisonn	4(5)	HL Greenstein (Alt)	5(5)

In terms of the Company's Articles of Association Messrs MC Berzack, D Masson, SP Ngwenya, LP Ralphs, DK Rosevear, PC Steyn and PD Womersley and Ms LK Matisonn retire by rotation at the forthcoming annual general meeting. All the retiring directors are eligible and available for re-election.

DIRECTORS' AND OFFICERS' INTERESTS

The aggregate interest of the current directors and officers in the capital of the Company at June 30 2003 was as follows:

Number of shares	2003	2002
Beneficial	5 348 353	4 540 529
Non-beneficial	4 191 126	7 562 097
Options	6 764 114	5 580 079

The interest of the current directors and officers in the Company's share capital at June 30 2003 was:

Number of shares	Beneficial		Non-beneficial	
	2003	2002	2003	2002
B Joffe	528 391	28 391	3 957 925*	4 440 643*
F Titi				
IA Berman				
MC Berzack	48 783	48 783		
LG Boyle				
LI Chimes	11 314	90 824		
BR Chipkin	2 936 846	2 932 437		
M Chipkin	87 396			
E Ellerine•				2 888 573
RW Graham				
AM Griffith				
S Koseff	10	10		
CH Kretzmann	12 627	12 627		
D Masson	10	10	3 520	3 200
LK Matisonn				
SP Ngwenya				
P Nyman	60 002	60 002	4 055 325†	97 400†
JL Pamensky	16 091	16 091	3 957 925†	4 440 643†
LP Ralphs	294 167	210 721		
TH Reitman	10	10		
FEA Robarts	559 566	529 010		
DK Rosevear	24 017	24 017		
AC Salomon	224 557	224 557		
CE Singer	276	276	132 281	132 281
PC Steyn				
R Wainer	335 951	151 878		
CE Watt	208 027	208 027		
PD Womersley	312	312		
HL Greenstein (Alt)		2 546		
MA David (Company secretary)				
	5 348 353	4 540 529	12 106 976	12 002 740
Less: Elimination of common interests			(7 915 850)†	(4 440 643)†
	5 348 353	4 540 529	4 191 126	7 562 097

* by virtue of being a potential discretionary beneficiary of a trust.

† by virtue of being a trustee of a trust.

• resigned June 2 2003

The Company has not been informed of any material changes in these holdings since June 30 2003 to the date of this report.

**DIRECTORS' REPORT**

FOR THE YEAR ENDED JUNE 30 2003

(CONTINUED)

DIRECTORS' REMUNERATION

The remuneration paid to directors whilst in office of the Company and its subsidiaries during the year ended June 30 2003 can be analysed as follows:

	Directors' fees R'000	Other services R'000	Basic remuneration R'000	Other benefits R'000	Retirement/ medical R'000	Cash incentives R'000	Total R'000
EXECUTIVE							
MC Berzack			1 652	171	271	360	2 454
LG Boyle			795	180	269	192	1 436
LI Chimes			1 301	59	129	305	1 794
M Chipkin			94				94
RW Graham			2 572		245		2 817
HL Greenstein (Alt)			691	70	93	160	1 014
AM Griffith			420	313	88	33	854
B Joffe			3 453	616	184	240	4 493
CH Kretzmann			1 197	63	120	360	1 740
P Nyman			929	93	83	222	1 327
LP Ralphs			1 185	114	142	360	1 801
FEA Robarts			114	22	29		165
DK Rosevear			1 318	173	254	312	2 057
AC Salomon			1 156	137	164	360	1 817
CE Singer			570	60	114	285	1 029
PC Steyn			1 113	136	229	360	1 838
R Wainer			602	187	80	200	1 069
CE Watt			483	36	57	54	630
PD Womersley			840	131	142	277	1 390
NON-EXECUTIVE							
IA Berman							
BR Chipkin	9						9
E Ellerine	9						9
S Koseff	9						9
D Masson	9	101					110
LK Matisonn	9	31					40
SP Ngwenya	9	51					60
JL Pamensky	9	363					372
TH Reitman	9						9
F Titi							
Total	72	546	20 485	2 561	2 693	4 080	30 437

DIRECTORS' SERVICE CONTRACTS

Directors do not have fixed term contracts.

THE FOLLOWING SHARE OPTIONS WERE OUTSTANDING AT JUNE 30 2003

Year of grant	Average option price R	Number of options
1993	10,05	244 568
1994	13,56	73 993
1995	17,31	70 515
1996	22,75	438 523
1997	29,14	1 389 658
1998	35,78	925 320
1999	34,57	2 095 962
2000	38,80	5 893 675
2001	41,63	3 452 300
2002	42,35	3 731 300
2003	38,22	5 008 137
TOTAL		23 323 951

These options are exercisable over the period July 1 2003 to May 31 2013. The register of detailed options outstanding by date is available for inspection at the Company's registered office.

MOVEMENTS IN SHARE OPTIONS FOR THE YEAR

	2003	2002
Beginning of year	21 691 830	20 958 908
Granted	5 046 137	4 102 315
Directors and officers	1 430 000	624 015
Staff	3 616 137	3 478 300
Lapsed	(2 179 120)	(1 950 131)
Directors and officers	(42 763)	–
Staff	(2 136 357)	(1 950 131)
Exercised	(1 234 896)	(1 419 262)
Directors and officers	(203 202)	(194 800)
Staff	(1 031 694)	(1 224 462)
At end of year	23 323 951	21 691 830

Option holders are only entitled to exercise their options if they are in the employment of the Group in accordance with the terms referred to hereafter, unless otherwise recommended by the Board.

Option holders in the scheme may exercise the options at such times as the option holder deems fit but not so as to result in the following proportions of the holder's total number of instruments being purchased prior to the following dates:

- 50% of total number of instruments at the expiry of three years;
- 75% of total number of instruments at the expiry of four years; and
- 100% of total number of instruments at the expiry of five years

from the date of the holder's acceptance of an option.

All options must be exercised no later than the tenth anniversary on which they were granted.

**DIRECTORS' REPORT**

FOR THE YEAR ENDED JUNE 30 2003

(CONTINUED)

The Bidvest Incentive Scheme trust deed permits the maximum number of shares, which may be issued and or granted as options in terms of the deed to be 10% of the aggregate of the Company's issued ordinary share capital.

DETAILS OF THE DIRECTORS' AND OFFICERS' OUTSTANDING SHARE OPTIONS

Name	Share options at June 30 2002		Share options granted during during the year		Share options exercised/lapsed during the year			Share options at June 30 2003	
	Number	Average Price R	Number	Average price R	Number	Average price R	Benefit arising on exercise of options	Number	Average price R
B Joffe	779 080	35,52	125 000	39,10				904 080	36,01
IA Berman	42 500	39,65						42 500	39,65
MC Berzack	159 515	23,03	125 000	39,10	42 763*	23,08	–	241 752	31,33
LG Boyle	290 000	40,26	125 000	39,10				415 000	39,91
LI Chimes	362 500	39,86	75 000	39,10				437 500	39,73
M Chipkin	87 396	10,46			87 396	10,46	2 672 364	–	–
RW Graham	137 500	40,21	50 000	39,10				187 500	39,91
AM Griffith	103 500	38,65	60 000	39,10				163 500	38,81
CH Kretzmann	563 049	33,88	125 000	39,10				688 049	34,28
P Nyman	384 300	37,29	75 000	39,10				459 300	37,58
LP Ralphs	671 847	28,23	125 000	39,10	83 446	4,89	2 851 554	713 401	32,86
FEA Robarts	60 000	32,11						60 000	32,11
DK Rosevear	570 296	31,88	125 000	39,10				695 296	33,71
AC Salomon	481 817	36,35	125 000	39,10				606 817	36,91
CE Singer	170 094	33,37	50 000	39,10				220 094	34,67
PC Steyn	153 500	38,67	60 000	39,10				213 500	38,79
R Wainer	108 550	38,91	50 000	39,10				158 550	38,97
CE Watt	20 275	35,28						20 275	35,28
PD Womersley	275 948	34,49	60 000	39,10	9 448	43,54	156 521	326 500	35,65
HL Greenstein (Alt)	134 912	38,57	60 000	39,10	20 662	44,51	201 594	174 250	39,74
MA David (Co Sec)	23 500	40,49	15 000	39,10	2 250	46,84	6 900	36 250	40,72
	5 580 079		1 430 000		245 965		5 888 933	6 764 114	

* Lapsed

These options are exercisable over the period July 1 2003 to May 31 2013. The register of detailed options outstanding by directors is available for inspection at the Company's registered office.

DIRECTORS' AND OFFICERS' DISCLOSURE OF INTEREST IN CONTRACTS

During the financial year no contracts were entered into in which directors and officers of the Company had an interest and which significantly affected the business of the Group. The directors had no interest in any third party or company responsible for managing any of the business activities of the Group.

SECRETARY

MA David is the Company secretary. The business and postal addresses of the secretary, which are also the registered addresses of the Company are reflected on page 190 of the report.

SUBSIDIARIES AND JOINT VENTURES

The attributable interest of the Company in the aggregate after tax income and losses of its subsidiaries and joint ventures for the year was:

	2003	2002
	R'000	R'000
Profits	1 406 778	1 236 521
Losses	(54 798)	(13 007)

SPECIAL RESOLUTIONS

Special resolutions were passed at the annual general meeting of shareholders held on October 31 2002 in regard to:

- a general authority to enable the Company to acquire its own shares; and
- the increase of the Company's authorised share capital to R27 000 000,00 in order to facilitate future expansion of the Group

DURING THE YEAR SPECIAL RESOLUTIONS WERE PASSED TO:

- accommodate the acquisition of various businesses during the year, amendments to articles of association of various subsidiaries; and
- change certain of the names of these subsidiaries.



ACCOUNTING POLICIES

FOR THE YEAR ENDED JUNE 30 2003

The financial statements incorporate the following principal accounting policies which conform with South African Statements of Generally Accepted Accounting Practice. These policies are consistent in all material respects with those applied in the previous year.

1. BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries. Operating results of businesses acquired or disposed of during the year are included from or to the effective date of acquisition or disposal. The assets and liabilities of companies acquired are assessed and included in the balance sheet at their estimated fair values to the Group. The costs of integrating businesses acquired are reflected at the fair values ascribed. Such values are reviewed and amended as appropriate in the financial year subsequent to the acquisition.

The Group's interests in joint ventures are accounted for using the proportionate consolidation method and its shares of the underlying assets, liabilities, income, expenditure and cash flow are included as the consolidated financial statements on a line-by-line basis.

Intergroup transactions and balances are eliminated on consolidation.

The Company carries its investments in subsidiaries and joint ventures at cost less impairment losses.

2. REVENUE

Revenue comprises net invoiced sales to customers, excluding value added tax and includes gross billings and commissions related to clearing and forwarding transactions.

3. REVENUE RECOGNITION

Dividends are recognised when the right to receive payment is established.

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 to the Group.

The sale of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer.

Revenue from services is recognised when the service is rendered.

Revenue relating to banking activities consists primarily of margins earned on the sale of foreign currency notes and coins, foreign exchange products and general commissions and transaction fees and is recognised when it is earned. Profits and losses on revaluation of foreign currency denominated assets and liabilities are also included in revenue.

4. DISCONTINUING OPERATIONS

A discontinuing operation results from the sale or closure of an operation that represents a separate major line of business and of which the assets, net profit or loss and activities can be distinguished physically, operationally and for financial reporting purposes.

5. DIVIDENDS PAID

Dividends to shareholders are accounted for once they have been approved by the board of directors.

6. CASH AND CASH EQUIVALENTS

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held on call with banks, and investment in money market instruments, net of bank overdrafts and variable rate redeemable cumulative preference shares all of which are available for use by the Group unless otherwise stated.

7. FIXED ASSETS

Fixed assets are reflected at cost to the Group company which first acquired them, less accumulated depreciation and accumulated impairment losses. Depreciation is provided for on the straight-line basis over the estimated useful lives of fixed assets as follows:

Buildings	Up to 50 years
Leasehold premises	Over the period of the lease
Plant and equipment	5 to 20 years
Office equipment, furniture and fittings	3 to 15 years
Vehicles, vessels and aircraft	3 to 10 years or the estimated life of the vessel or period of the charter
Capitalised leased assets	The same basis as the owned assets

Land is stated at cost and is not depreciated.

Subsequent expenditure relating to an item of property, plant and equipment is capitalised when it is probable that future economic benefits will be increased. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

8. CAPITALISATION OF EXPENDITURE/BORROWING COSTS

Borrowing costs that are directly attributable to qualifying assets are capitalised. Qualifying assets are those that necessarily take a substantial period of time to prepare for their intended use or sale. Capitalisation continues up to the date that the assets are substantially complete. Capitalisation is suspended during extended periods in which active development is interrupted.

9. LEASES

Leases that transfer substantially all the risks and rewards of ownership of the underlying asset to the Group are classified as finance leases. Assets acquired in terms of finance leases are capitalized at the lower of fair value and the present value of the minimum lease payments at inception of the lease, and depreciated over the estimated useful life of the asset. The capital element of future obligations under the leases is included as a liability in the balance sheet. Lease payments are allocated using the effective interest rate method to determine the lease finance cost, which is charged against income over the lease period, and the capital repayment, which reduces the liability to the lessor.

Leases where the lessor retains the risks and rewards of ownership of the underlying asset are classified as operating leases. Operating lease costs are charged against income on a straight line basis as incurred.

10. INTANGIBLE ASSETS

Goodwill which represents the excess of cost over the fair value of net assets acquired and includes goodwill inherent in the cost of associate companies, is capitalised and amortised over the expected useful life, which is considered to be no more than twenty years.



ACCOUNTING POLICIES

FOR THE YEAR ENDED JUNE 30 2003

(CONTINUED)

Patents, trademarks and trade names are capitalised and amortised over their expected useful lives, but not exceeding ten years.

Software development costs are capitalised and written off over the expected life from the date of commencement of use.

11. IMPAIRMENT OF ASSETS

The carrying value of assets is reviewed at each balance sheet date to assess whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. Where the carrying value exceeds the estimated recoverable amount, such assets are written down to their recoverable amount.

Land and Buildings are revalued at regular intervals not exceeding five years and an impairment provision is raised to recognise any permanent decline in value.

12. TAXATION

Current tax comprises tax payable calculated on the basis of the expected taxable income for the year, using the tax rates enacted at the balance sheet date, and any adjustment of tax payable for previous years.

Deferred taxation is provided on the balance sheet liability method based on temporary differences between the tax base of an asset or liability and its balance sheet carrying amount. Temporary differences are differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base. The amount of deferred taxation provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the balance sheet date. Deferred taxation is charged to the income statement except to the extent that it relates to a transaction that is recognised directly in equity, or a business combination that is an acquisition. The effect on deferred taxation of any changes in tax rates is recognised in the income statement, except to the extent that it relates to items previously charged or credited directly to equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

13. ASSOCIATE COMPANIES

An associate company is a company over which the Group has the ability to exercise significant influence over the financial and operating policies.

The equity method of accounting for associated companies is adopted in the Group financial statements. In applying the equity method, account is taken of the Group's share of accumulated retained earnings and movements in reserves from the effective dates on which the companies became associated companies and up to the effective dates of disposal.

The Company accounts for associates at cost less provision for any impairment losses.

Goodwill or negative goodwill on acquisition of associates is accounted for in accordance with the Group's accounting policy for goodwill.

14. FOREIGN ENTITIES

Foreign subsidiaries are classified as independent foreign operations or integrated foreign operations.

Acquisitions and disposals of foreign subsidiaries are accounted for at the rate ruling on the date of the transaction.

In the case of independent foreign operations, assets and liabilities are translated at rates of exchange approximating those ruling at the end of the financial year. Income, expenditure and cash flow items are translated using the average rate for the year. Differences arising on translation of independent foreign operations are reflected in non-distributable reserves.

In the case of integrated foreign operations, non-monetary assets are translated at rates of exchange approximating those ruling at the time of acquisition, whereas monetary assets and liabilities are translated at rates of exchange approximating those ruling at the end of the financial year. Income, expenditure and cash flow items are translated using the average rate for the year. Differences arising on translation of integrated foreign operations are dealt with in the income statement in the determination of net income.

15. FINANCIAL INSTRUMENTS/INVESTMENTS

Trading in financial instruments is accounted for on transaction date and are initially measured at cost, which includes transactions costs. The subsequent measurement of these instruments is dealt with as follows:

Listed and unlisted investments are classified as 'available for sale financial assets' and are carried at fair value. Fair value of listed investments is calculated by reference to stock exchange quoted selling prices at the close of business on the balance sheet date. Fair value of unlisted investments is determined using appropriate valuation models.

Investments that meet the criteria for classification as 'held to maturity financial assets' are carried at amortised cost.

Trade and other receivables originated by the Group are stated at cost less provision for doubtful debts.

Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at balance sheet date.

Financial liabilities other than derivatives are recognised at their original debt value less principal payments and amortisations. Interest is recognised using the effective interest rate method. Trade and other payables are stated at their cost.

Derivative instruments are measured at fair value.

Gains and losses arising from a change in the fair value of financial instruments that are not part of a hedging relationship are included in net profit or loss in the period in which the change arises.

Where a derivative financial instrument is used to economically hedge the foreign exchange exposure of a recognised monetary asset or liability, no hedge accounting is applied and any gain or loss on the hedging instrument is recognised in the income statement.

Where a derivative is designated as a cash flow hedge, the effective part of gains and losses from remeasuring the hedging instruments to fair value are initially recognised directly in equity. If the hedged firm commitment or forecast transaction results in the recognition of an asset or a liability, the cumulative amount recognised in equity up to the transaction date is adjusted against the initial measurement of the asset or liability. For other cash flow hedges, the cumulative amount recognised in equity is included in net profit or loss in the period when the commitment or forecast transaction affects profit or loss. The ineffective part of any gain or loss is recognised in the income statement immediately.

Where the hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative unrealised gain or loss at that point remains in equity and is recognised in accordance with the aforementioned policy when the transaction occurs. If the hedged transaction is no longer expected to occur, the cumulative unrealised gain or loss is recognised in the income statement immediately.

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when the Company has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

It is the policy of the Group not to trade in derivative financial instruments for speculative purposes.



ACCOUNTING POLICIES

FOR THE YEAR ENDED JUNE 30 2003

(CONTINUED)

16. BANKING ADVANCES

Advances are stated at cost after the deduction of amounts that, in the opinion of the directors, are required as specific and general provisions. Specific provisions are raised for doubtful advances, including amounts in respect of interest not being serviced and after taking security values into account and are deducted from advances where the outstanding balance exceeds the value of the security held. A general provision is raised to cover potential doubtful advances, which may not be specifically identified. The specific and general provision made during the year is charged to the income statement.

17. INVENTORIES

Inventories are carried at the lower of cost and estimated net realisable value. Cost is determined on the first-in, first-out or average cost basis. The cost of manufactured inventory and work in progress includes an appropriate portion of overheads. Circulating stock is stated at cost and is written off over its expected useful life.

18. FOREIGN CURRENCIES

Transactions in foreign currencies are translated at the rates of exchange ruling at the transaction date. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Translation differences are recognised in the income statement.

19. EMPLOYEE BENEFITS

Leave benefits due to employees are recognised as a liability in the financial statements.

The Group's obligation for post-retirement benefits accruing to past and current employees in terms of defined benefit schemes are actuarially calculated. Where the plan is funded, the obligation is reduced by the fair value of the plan assets. Unfunded obligations are recognised as a liability in the financial statements.

The Group's obligation for post-retirement medical aid benefits to past and current employees is actuarially determined and provided for in full.

The Projected Unit Credit Method is used to determine the present value of the defined benefit obligations and the related current service cost and, where applicable, past service cost.

Actuarial gains or losses in respect of defined benefit plans are recognised as income or an expense if the net cumulative unrecognised actuarial gains and losses at the end of the previous reporting period exceed the greater of:

- 10% of the present value of the defined benefit obligation at that date before deducting plan assets.
- 10% of the fair value of any plan assets at that date.

The amount recognised is the excess in terms of the aforementioned formula, divided by the expected average remaining working lives of the employees participating in that plan.

Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested, past service costs are recognised immediately.

Liabilities for employee benefits which are not expected to be settled within twelve months are discounted using the market yields, at the balance sheet date, on high quality bonds with terms that most closely match the terms of maturity of the related liabilities.

Contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

The Group grants share options to certain employees under an employee share plan. Other than costs incurred in administering the schemes which are expensed as incurred, the scheme does not result in any expense to the Group.

20. PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will occur, and where a reliable estimate can be made of the amount of the obligation.

Where the effect of discounting is material, provisions are discounted. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

21. SEGMENTAL REPORTING

The principal segments of the Group have been identified on a primary basis by the nature of the business and on a secondary basis by geographic segment. The basis is representative of the internal structure for management purposes. The source and nature of business risks and returns are segmented on the same basis.

Segmental results include revenue and expenses directly relating to a business segment but exclude interest and taxation.

Funds employed includes fixed assets, investments, inventories, accounts receivable, accounts payable, banking assets and liabilities but excludes cash and borrowings, and intangibles.

22. RECLASSIFICATION OF COMPARATIVE NUMBERS

Certain comparatives have been reclassified to reflect more appropriate disclosure.

**STATEMENTS OF INCOME**

FOR THE YEAR ENDED JUNE 30

	Note	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
Total revenue	1	47 254 098	42 106 772	698 033	436 936
Revenue		47 073 375	41 950 388	–	–
Cost of revenue		(37 609 521)	(33 900 308)	–	–
Gross income		9 463 854	8 050 080	–	–
Operating income (expenses)		(7 219 733)	(6 037 469)	698 033	436 937
Sales and distribution costs		(3 770 010)	(3 253 282)	–	–
Administration expenses		(2 803 989)	(2 086 429)	–	–
Other income (costs)		(645 734)	(697 758)	698 033	436 937
Operating income		2 244 121	2 012 611	698 033	436 937
Amortisation of goodwill		(64 887)	(52 646)	–	–
Net capital items		(61 548)	(11 467)	25 475	(220 622)
Net income before finance charges	2	2 117 686	1 948 498	723 508	216 315
Net finance charges	3	(110 982)	(80 163)	–	–
Income before taxation		2 006 704	1 868 335	723 508	216 315
Taxation	4	(557 148)	(515 264)	(7 257)	(18)
Income after taxation		1 449 556	1 353 071	716 251	216 297
Share of retained income of associates		30 328	17 735	–	–
Attributable to outside shareholders		(97 576)	(129 557)	–	–
Income attributable to shareholders		1 382 308	1 241 249	716 251	216 297
Headline earnings per share (cents)	5	479,0	436,2	–	–
Earnings per share (cents)	5	448,6	415,0	–	–
Diluted earnings per share (cents)	5	440,4	407,2	–	–
Distributions per share (cents)*		220,0*	190,0*	–	–

* Includes distribution from share premium and capitalisation issues at market value at the date of the award.

CASH FLOW STATEMENTS

FOR THE YEAR ENDED JUNE 30

	Note	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
Cash flow from operating activities		1 506 715	1 967 371	188 958	167 833
Cash generated by operations	7	2 666 695	2 751 675	669 667	436 752
Finance income		122 383	91 763	–	–
Finance charges		(233 365)	(171 926)	–	–
Taxation paid	8	(521 492)	(395 737)	(20)	(18)
Dividends paid	9	(527 506)	(308 404)	(480 689)	(268 901)
Cash effects of investment activities		(1 167 628)	(1 596 063)	(100 041)	(577 344)
Increase in advances to subsidiaries				(248 116)	(294 230)
Decrease in advances from joint ventures				(11 254)	–
Decrease (increase) in advances to associates		(2 307)	2 224	266	(267)
Decrease (increase) in investments and advances		(27 669)	105 412	–	624
Additions to fixed assets		(1 092 420)	(920 699)	–	–
Additions to intangible assets		(8 623)	(18 759)	–	–
Proceeds on disposal of fixed assets		101 188	225 581	–	–
Proceeds on disposal of intangibles		181	–	–	–
Acquisition of businesses, subsidiaries, joint ventures and associates	10	(249 250)	(1 005 109)	(16 006)	(283 688)
Proceeds on disposal of businesses, subsidiaries, joint ventures and associates	11	111 272	15 287	175 069	217
Cash effects of financing activities		(70 234)	525 622	(137 087)	436 719
Proceeds from share issues					
Company		31 710	596 462	31 710	596 462
Subsidiaries		7 670	506	–	–
Net repurchase of treasury shares		(401 333)	(26 756)	–	–
Refund of share premium to shareholders		(168 797)	(159 743)	(168 797)	(159 743)
Net borrowings raised		460 516	115 153	–	–
Net increase (decrease) in cash and cash equivalents		268 853	896 930	(48 170)	27 208
Cash and cash equivalents at the beginning of the year		2 202 331	1 058 213	92 214	65 006
Currency adjustments		(250 840)	247 188	–	–
Cash and cash equivalents at the end of the year		2 220 344	2 202 331	44 044	92 214
Cash equivalents comprise:					
Liquid funds	21	2 360 561	2 745 492	44 044	92 214
Bank overdrafts included in current portion of borrowings	23	(140 217)	(543 161)	–	–
		2 220 344	2 202 331	44 044	92 214

**BALANCE SHEETS**

AT JUNE 30

	Note	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
ASSETS					
Non-current assets		4 927 958	5 118 290	4 825 042	4 699 553
Fixed assets	12	3 493 246	3 602 498	–	–
Intangible assets	13	689 218	681 903	–	–
Deferred taxation	14	219 340	262 747	–	–
Interest in subsidiaries	15			4 724 564	4 523 849
Interest in joint ventures	16			4 540	10 032
Interest in associates	17	107 625	162 144	95 938	165 672
Investments and advances	18	276 447	216 853	–	–
Banking and other advances	19	142 082	192 145	–	–
Current assets		9 643 424	9 998 814	84 407	92 214
Inventories	20	2 292 093	2 354 400	–	–
Accounts receivable		4 990 770	4 898 922	40 363	–
Liquid funds	21	2 360 561	2 745 492	44 044	92 214
Total assets		14 571 382	15 117 104	4 909 449	4 791 767
EQUITY AND LIABILITIES					
Capital and reserves		6 103 451	6 370 033	4 872 832	4 774 357
Shareholders' interest	22	5 412 659	5 563 617	4 872 832	4 774 357
Outside shareholders' interest		690 792	806 416	–	–
Non-current liabilities		1 007 749	615 836	–	–
Deferred taxation	14	115 824	252 048	–	–
Long term portion of borrowings	23	665 583	135 838	–	–
Post retirement obligations	24	190 179	200 250	–	–
Banking liabilities	25	36 163	27 700	–	–
Current liabilities		7 460 182	8 131 235	36 617	17 410
Accounts payable		5 793 406	6 105 618	2 323	1 981
Provisions	26	649 252	516 474	27 057	15 402
Vendors for acquisition		94	3 367	–	27
Taxation		351 325	262 163	7 237	–
Short term portion of borrowings	23	666 105	1 243 613	–	–
Total equity and liabilities		14 571 382	15 117 104	4 909 449	4 791 767

STATEMENTS OF CHANGES IN SHAREHOLDERS' INTEREST

FOR THE YEAR ENDED JUNE 30

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
Share capital	15 134	15 561	15 654	15 592
Balance at the beginning of year	15 561	14 791	15 592	14 791
Share issued in terms of the share incentive scheme	62	71	62	71
In terms of a cash issue	–	623	–	623
Capitalisation issue	–	107	–	107
Repurchase of shares by subsidiary	(489)	(31)		
Share premium arising on shares issued	4 071 753	4 609 746	4 499 322	4 636 471
Balance at the beginning of the year	4 609 746	4 200 446	4 636 471	4 200 446
In terms of the share incentive scheme	31 780	40 067	31 780	40 067
In terms of a cash issue	–	557 377	–	557 377
Refund of share premium to shareholders in lieu of dividend	(168 797)	(159 743)	(168 797)	(159 743)
Share issue costs	(132)	(1 676)	(132)	(1 676)
Net repurchase of shares by subsidiary	(400 844)	(26 725)		
Total cost of shares purchased by subsidiary	(404 187)	(26 275)		
Refund of share premium received by subsidiary	3 343	–		
Non-distributable reserves	(47 099)	427 828	–	–
Balance at the beginning of the year	427 828	97 946		
Foreign currency translation reserve	(474 927)	329 882		
Retained income	1 372 871	510 482	357 856	122 294
Balance at the beginning of the year	510 482	(452 689)	122 294	175 005
Income attributable to shareholders	1 382 308	1 241 249	716 251	216 297
Dividends and capitalisation issues	(480 689)	(269 008)	(480 689)	(269 008)
Dividends received on treasury shares	5 405	1 138	–	–
Secondary tax on companies	(44 635)	(10 208)	–	–
Shareholders' interest	5 412 659	5 563 617	4 872 832	4 774 357



SEGMENTAL ANALYSIS

FOR THE YEAR ENDED JUNE 30

	2003 R'000	2002 R'000	% Change	% Contribution 2003
REVENUE				
<i>Trading division</i>				
The Services Division	18 292 281	16 424 403	11,4	37,7
Bidfreight	13 676 421	12 984 127	5,3	28,2
Bidcorp plc	1 956 688	1 078 403	81,4	4,0
Namsov Fishing	282 107	320 993	(12,1)	0,6
Bidserv	1 735 005	1 505 982	15,2	3,6
Rennies Financial Services	642 060	534 898	20,0	1,3
The Foodservice Products Division	22 557 416	21 121 321	6,8	46,5
Bidvest plc	19 733 754	18 741 489	5,3	40,7
Caterplus	1 970 925	1 653 732	19,2	4,1
Combined Foods	852 737	726 100	17,4	1,8
The Commercial Products Division	7 584 909	5 500 712	37,9	15,6
Bidoffice	4 743 195	3 512 837	35,0	9,8
Bidpac	730 579	625 537	16,8	1,5
Voltex	2 111 135	1 362 338	55,0	4,4
Corporate Services	93 920	159 387	(41,1)	0,2
I-Fusion	90 665	159 225	(43,1)	0,2
mymarket.com	3 255	162	1 909,3	-
	48 528 526	43 205 823	12,3	100,0
Intergroup eliminations	(1 455 151)	(1 255 435)		
	47 073 375	41 950 388	12,2	100,0
<i>Geographic region</i>				
Southern Africa	24 586 820	22 013 373	11,7	52,2
United Kingdom and continental Europe	18 100 819	15 752 501	14,9	38,5
Australasia	4 385 736	4 184 514	4,8	9,3
	47 073 375	41 950 388	12,2	100,0
OPERATING INCOME				
<i>Trading division</i>				
The Services Division	750 502	718 570	4,4	33,4
Bidfreight	395 400	355 971	11,1	17,6
Bidcorp plc	834	14 034	(94,1)	-
Namsov Fishing	31 497	104 509	(69,9)	1,4
Bidserv	166 713	134 317	24,1	7,4
Rennies Financial Services	156 058	109 739	42,2	7,0
The Foodservice Products Division	843 449	672 927	25,3	37,6
Bidvest plc	569 434	460 875	23,6	25,4
Caterplus	179 817	132 493	35,7	8,0
Combined Foods	94 198	79 559	18,4	4,2
The Commercial Products Division	613 342	487 675	25,8	27,4
Bidoffice	393 845	313 715	25,5	17,6
Bidpac	103 069	84 142	22,5	4,6
Voltex	116 428	89 818	29,6	5,2
Corporate Services	36 828	133 439	(72,4)	1,6
I-Fusion	(5 042)	(9 096)	44,6	(0,2)
mymarket.com	(7 242)	(2 172)	(233,4)	(0,3)
Group services, investment and other income	8 317	108 904	(92,4)	0,4
Group properties	40 795	35 803	13,9	1,8
	2 244 121	2 012 611	11,5	100,0
<i>Geographic region</i>				
Southern Africa	1 664 453	1 429 649	16,4	74,2
United Kingdom and continental Europe	459 845	498 237	(7,7)	20,5
Australasia	119 823	84 725	41,4	5,3
	2 244 121	2 012 611	11,5	100,0

	2003 %	2002 %	% Change
MARGINS			
<i>Trading division</i>			
The Services Division	4,10	4,38	(6,4)
Bidfreight	2,89	2,74	5,5
Bidcorp plc	0,04	1,30	(96,9)
Namsov Fishing	11,16	32,56	(65,7)
Bidserv	9,61	8,92	7,7
Rennies Financial Services	24,31	20,52	18,5
The Foodservice Products Division	3,74	3,19	17,2
Bidvest plc	2,89	2,46	17,5
Caterplus	9,12	8,01	13,9
Combined Foods	11,05	10,96	0,8
The Commercial Products Division	8,09	8,87	(8,8)
Bidoffice	8,30	8,93	(7,1)
Bidpac	14,11	13,45	4,9
Voltex	5,51	6,59	(16,4)
	4,77	4,80	(0,6)
<i>Geographic region</i>			
Southern Africa	6,77	6,49	4,3
United Kingdom and continental Europe	2,54	3,16	(19,6)
Australasia	2,73	2,02	35,1
	4,77	4,80	(0,6)



SEGMENTAL ANALYSIS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	2003 R'000	2002 R'000	% Change	% Contribution 2003
DEPRECIATION				
<i>Trading division</i>				
The Services Division	317 847	228 710	39,0	44,4
Bidfreight	72 724	70 891	2,6	10,2
Bidcorp plc	136 454	65 298	109,0	19,0
Namsov Fishing	15 123	8 591	76,0	2,1
Bidserv	73 596	65 683	12,0	10,3
Rennies Financial Services	19 950	18 247	9,3	2,8
The Foodservice Products Division	255 818	230 300	11,1	35,7
Bidvest plc	230 694	206 722	11,6	32,2
Caterplus	16 126	13 658	18,1	2,2
Combined Foods	8 998	9 920	(9,3)	1,3
The Commercial Products Division	129 562	109 964	17,8	18,1
Bidoffice	105 160	87 377	20,4	14,7
Bidpac	11 810	13 171	(10,3)	1,6
Voltex	12 592	9 416	33,7	1,8
Corporate Services	13 222	13 963	(5,3)	1,8
I-Fusion	3 426	4 810	(28,8)	0,5
mymarket.com	1 080	155	596,8	0,1
Group services, investment and other income	2 560	2 428	5,4	0,3
Group properties	6 156	6 570	(6,3)	0,9
	716 449	582 937	22,9	100,0
<i>Geographic region</i>				
Southern Africa	343 026	305 276	12,4	47,9
United Kingdom and continental Europe	323 876	233 266	38,8	45,2
Australasia	49 547	44 395	11,6	6,9
	716 449	582 937	22,9	100,0
CAPITAL EXPENDITURE				
<i>Trading division</i>				
The Services Division	505 707	446 050	13,4	46,3
Bidfreight	142 990	134 131	6,6	13,1
Bidcorp plc	183 736	83 896	119,0	16,8
Namsov Fishing	36 366	32 517	11,8	3,3
Bidserv	105 875	134 711	(21,4)	9,7
Rennies Financial Services	36 740	60 795	(39,6)	3,4
The Foodservice Products Division	331 333	286 262	15,7	30,3
Bidvest plc	292 619	260 778	12,2	26,8
Caterplus	24 336	15 856	53,5	2,2
Combined Foods	14 378	9 628	49,3	1,3
The Commercial Products Division	222 273	171 343	29,7	20,4
Bidoffice	199 247	150 551	32,3	18,2
Bidpac	9 177	10 125	(9,4)	0,9
Voltex	13 849	10 667	29,8	1,3
Corporate Services	33 107	17 044	94,2	3,0
I-Fusion	1 003	1 888	(46,9)	0,1
mymarket.com	1 462	2 834	(48,4)	0,1
Group services, investment and other income	4 157	6 106	(31,9)	0,4
Group properties	26 485	6 216	326,1	2,4
	1 092 420	920 699	18,7	100,0
<i>Geographic region</i>				
Southern Africa	567 176	563 477	0,7	51,9
United Kingdom and continental Europe	451 477	258 371	74,7	41,3
Australasia	73 767	98 851	(25,4)	6,8
	1 092 420	920 699	18,7	100,0

	2003 R'000	2002 R'000	% Change	% Contribution 2003
FUNDS EMPLOYED				
The Services Division	1 067 641	1 248 604	(14,5)	23,0
Bidfreight	(175 814)	(182 559)	3,7	(3,8)
Bidcorp plc	764 230	1 031 903	(25,9)	16,5
Namsov fishing	82 218	55 579	47,9	1,8
Bidserv	451 170	425 094	6,1	9,7
Rennies Financial Services	(54 163)	(81 413)	33,5	(1,2)
The Foodservice Products Division	1 178 103	1 158 592	1,7	25,4
Bidvest plc	886 095	878 823	0,8	19,1
Caterplus	148 379	142 125	4,4	3,2
Combined Foods	143 629	137 644	4,3	3,1
The Commercial Products Division	1 772 828	1 568 809	13,0	38,3
Bidoffice	1 075 187	877 747	22,5	23,2
Bidpac	304 262	271 746	12,0	6,6
Voltex	393 379	419 316	(6,2)	8,5
Corporate Services	614 691	600 915	2,3	13,3
I-Fusion	20 718	12 801	61,8	0,4
mymarket.com	4 004	(3 932)	–	0,1
Group services, investment and other income	341 892	362 997	(5,8)	7,4
Group properties	248 077	229 049	8,3	5,4
	4 633 263	4 576 920	1,2	100,0
Southern Africa	2 773 147	2 551 045	8,7	59,9
United Kingdom and continental Europe	1 350 449	1 524 070	(11,4)	29,1
Australasia	509 667	501 805	1,6	11,0
	4 633 263	4 576 920	1,2	100,0

Transactions between segments are conducted on an arm's length market-related basis.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
1. TOTAL REVENUE				
Sale of goods	30 507 526	26 988 661	-	-
Rendering of services	5 923 410	4 754 124	-	-
Commissions and fees earned	485 974	456 650	-	-
Gross billings relating to clearing and forwarding transactions	11 609 388	11 007 202	-	-
Dividend income	24 419	21 743	698 033	436 936
Finance income	158 532	133 827	-	-
	48 709 249	43 362 207	698 033	436 936
Intergroup eliminations	(1 455 151)	(1 255 435)	-	-
	47 254 098	42 106 772	698 033	436 936

2. NET INCOME BEFORE FINANCE CHARGES

Determined after charging (crediting):

Auditors' remuneration	29 208	22 587	-	-
Audit fees	25 230	19 969		
Audit related expenses	461	345		
Other services	3 517	2 273		
Amortisation of intangible assets	67 559	53 338	-	-
Goodwill	64 887	52 646		
Patents, trademarks and trade names	721	411		
Software development costs	1 951	281		
Depreciation	716 449	582 937	-	-
Buildings	20 451	13 909		
Leasehold premises	24 382	13 809		
Plant and equipment	272 227	192 485		
Office equipment, furniture and fittings	181 735	170 355		
Vehicles, vessels and craft	217 018	191 799		
Capitalised leased assets	636	580		
Directors' emoluments	30 437	24 452	-	-
Executive directors				
Basic remuneration	20 485	14 839		
Retirement and medical benefits	2 693	1 750		
Other benefits	2 431	2 192		
Cash incentives	4 080	4 921		
Restraint of trade	130	130		
Non-executive directors				
Fees	72	222		
Emoluments for other services	546	398		

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
2. NET INCOME BEFORE FINANCE CHARGES				
<i>(continued)</i>				
Employer contributions	294 410	282 686	-	-
Defined contribution pension funds	51 866	76 060		
Provident funds	101 504	80 330		
Retirement funds	30 730	19 022		
Medical aid funds	110 310	107 274		
Staff costs	6 091 130	4 995 337	-	-
Fees for administrative, managerial and technical services	18 581	19 966	-	-
Foreign exchange losses (gains)	6 282	(162 611)	-	-
Realised	(7 436)	(95 396)		
Unrealised	13 718	(67 215)		
Dividends received	(24 419)	(21 743)	(698 033)	(436 936)
Subsidiaries and joint ventures			(688 402)	(426 687)
Associates	(9 919)	(10 610)	(9 631)	(10 249)
Listed investments	(10 745)	(8 904)	-	-
Unlisted investments	(3 755)	(2 229)	-	-
Fair value adjustments	(32 343)	(36 671)	58 896	220 622
Loss (surplus) on disposal of fixed assets	25 418	(330)	-	-
Loss (surplus) on disposal or discontinuation of businesses	36 130	(3 280)	(84 371)	-
JSE Securities Exchange South Africa fees	119	287	-	-
Operating lease charges				
Land and buildings	415 588	342 373	-	-
Equipment and vehicles	209 290	145 979	-	-
3. NET FINANCE CHARGES				
Finance income	158 532	133 827	-	-
Preference dividends	12 776	12 352		
Interest received	145 756	121 475		
Finance charges	(260 046)	(202 486)	-	-
	(101 514)	(68 659)	-	-
<i>Less: Net finance income from banking operations included in operating income</i>	(9 468)	(11 504)	-	-
Income	(36 149)	(42 064)		
Charges	26 681	30 560		
	(110 982)	(80 163)	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
4. TAXATION				
Current taxation	581 937	417 383	7 237	–
Current year	558 414	427 987	7 237	
Prior years	23 523	(10 604)	–	
Deferred taxation	(25 588)	96 181	–	–
Current year	(14 575)	89 562		
Prior years	(11 013)	6 619		
Foreign withholding taxes	799	1 700	20	18
Per income statement	557 148	515 264	7 257	18
Secondary tax on companies	44 635	10 208	–	–
Total taxation	601 783	525 472	7 257	18
Comprising				
South African normal taxes	382 231	361 083	7 237	–
Foreign normal taxes	174 118	152 481	–	–
Foreign withholding taxes	799	1 700	20	18
Secondary tax on companies	44 635	10 208	–	–
	601 783	525 472	7 257	18
The reconciliation of the effective tax rate with the company tax rate is as follows:				
	%	%	%	%
Taxation for the year as a percentage of income before taxation	27,8	27,6	1,0	–
Dividend and exempt income	2,1	0,3	28,9	60,6
Foreign taxes	1,2	2,9	–	–
Income and expenses not taxable or allowed	(1,1)	(1,0)	(2,4)	(30,6)
Differences as a result of Capital Gains Tax	0,6	–	2,5	–
Adjustments to prior year and rate changes	(0,6)	0,2	–	–
Rate of South African company tax	30,0	30,0	30,0	30,0
	R'000	R'000	R'000	R'000
Estimated tax losses available for set off against future taxable income	179 566	157 354		
Utilised in the computation of deferred taxation	(99 687)	(95 257)		
Not accounted for in deferred taxation	79 879	62 097	–	–

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

5. EARNINGS PER SHARE

The calculation of earnings per share is based on income attributable to shareholders of R1 382 308 000 (2002: R1 241 249 000) and a weighted average of 308 116 276 (2002: 299 088 893) shares in issue.

The calculation of headline earnings per share is based on headline earnings of R1 475 856 000 (2002: R1 304 730 000) and a weighted average of 308 116 276 (2002: 299 088 893) shares in issue.

The following adjustments to income attributable to shareholders were taken into account in the calculation of headline earnings:

Income attributable to shareholders	1 382 308	1 241 249
Net amortisation of goodwill	61 449	49 411
Amortisation of goodwill	64 887	52 646
Outside shareholders' interest	(3 438)	(3 235)
Loss on disposal and discontinuance of businesses and other capital items	11 626	3 913
Loss on disposal and discontinuance of businesses and other capital items	36 130	11 797
Tax relief	(16 017)	(4 363)
Outside shareholders' interest	(8 487)	(3 521)
Net loss on disposal of assets	19 233	104
Loss (surplus) on disposal of assets	25 418	(330)
Tax relief	(7 385)	-
Outside shareholders' interest	1 200	434
Impairment of, and goodwill in associates	1 240	10 053
	1 475 856	1 304 730

The calculation of diluted earnings per share is based on income attributable to shareholders adjusted for the notional interest after taxation that would have been earned on the proceeds from the issue of shares on the exercising of the share options, and the adjusted weighted average of 331 440 227 (2002: 320 780 723) shares in issue.

The following adjustments to income attributable to shareholders were taken into account in the calculation of diluted earnings:

Income attributable to shareholders	1 382 308	1 241 249
Notional after tax interest earned on value of outstanding options	77 203	64 442
Diluted earnings	1 459 511	1 305 691

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP	
	2003	2002
	000	000

5. EARNINGS PER SHARE *(continued)*

The following adjustments to the weighted average number of shares were taken into account in the calculation of diluted earnings per share:

Weighted average number of shares	308 116	299 089
Total number of outstanding share options	23 324	21 692
	331 440	320 781

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

6. DIVIDENDS AND CAPITALISATION AWARDS

Dividends paid	480 689	268 901	480 689	268 901
Capitalisation award in lieu of dividend	–	107	–	107
Dividends received on treasury shares	(5 405)	(1 138)		
	475 284	267 870	480 689	269 008

7. CASH GENERATED BY OPERATIONS

Operating income	2 244 121	2 012 611	698 033	436 937
Capital items	(61 548)	(11 467)	25 475	(220 622)
Adjustment for depreciation and other non-cash items	747 802	546 358	(25 475)	220 622
Reduction in post-retirement benefit obligations	(1 776)	(3 010)	–	–
Retained (utilised) to finance working capital	(261 904)	207 183	(28 366)	(185)
Increase in inventories	(9 962)	(212 299)	–	–
Increase in accounts receivable	(588 377)	(226 034)	(40 363)	–
Decrease in banking and other advances	50 063	116 784	–	–
Increase (decrease) in accounts payable and provisions	286 372	528 732	11 997	(185)
Cash generated by operations	2 666 695	2 751 675	669 667	436 752

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
8. TAXATION PAID				
Amount payable at beginning of year	(262 163)	(193 384)	-	-
Current taxes per income statement	(582 736)	(419 083)	(7 257)	(18)
Secondary tax on companies	(44 635)	(10 208)	-	-
Businesses acquired	(861)	(31 107)	-	-
Businesses disposed of	1 093	3	-	-
Currency adjustment	16 485	(4 121)	-	-
Amount payable at end of year	351 325	262 163	7 237	-
Amount paid	(521 492)	(395 737)	(20)	(18)
9. DIVIDENDS PAID				
Per statement of changes in shareholders' equity	(475 284)	(267 763)	(480 689)	(268 901)
Amounts paid to outside shareholders by subsidiary company	(52 222)	(40 641)		
Amount paid	(527 506)	(308 404)	(480 689)	(268 901)
10. ACQUISITION OF BUSINESSES, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES				
Fixed assets	(150 138)	(1 035 654)		
Interest in subsidiaries			(16 622)	(353 126)
Interest in associates	(1 791)	162 755	643	69 438
Investments and advances	-	(121 573)		
Inventories	(100 758)	(344 801)		
Accounts receivable	(70 472)	(901 110)		
Borrowings	59 641	518 167		
Accounts payable and provisions	250 040	912 825		
Taxation	(47 772)	79 561		
Net tangible asset value	(61 250)	(729 830)	(15 979)	(283 688)
Goodwill	(166 574)	(271 259)		
Other intangibles	(1 344)	(1 360)		
Outside shareholders' interest	(16 809)	357 324		
Total value of acquisitions	(245 977)	(645 125)	(15 979)	(283 688)
Vendors for acquisition at beginning of year	(3 367)	(283 432)	(27)	(27)
Currency adjustment	-	(79 919)		
Vendors for acquisition at end of year	94	3 367	-	27
	(249 250)	(1 005 109)	(16 006)	(283 688)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
11. PROCEEDS ON DISPOSAL OF BUSINESSES, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES				
Fixed assets	44 790	2 692	–	–
Intangibles	29 685	–	–	–
Interest in subsidiaries			5 127	–
Interest in joint ventures			16 746	–
Interest in associates	88 945	9 152	68 825	217
Investments	(13 824)	–	–	–
Inventories	2 052	762	–	–
Accounts receivable	20 805	1 127	–	–
Post-retirement medical obligation	(58)	–	–	–
Accounts payable and provisions	(21 161)	(1 250)	–	–
Taxation	(984)	(3)	–	–
Net tangible asset value	150 250	12 480	90 698	217
Outside shareholders' interest	(2 848)	(473)		
Surplus (loss) on disposal or discontinuation of businesses	(36 130)	3 280	84 371	–
	111 272	15 287	175 069	217

12. FIXED ASSETS

Freehold land and buildings	826 967	827 593	–	–
Cost	946 332	937 395		
Accumulated depreciation	(119 365)	(109 802)		
Leasehold premises	177 677	100 688	–	–
Cost	290 890	215 365		
Accumulated depreciation	(113 213)	(114 677)		
Plant and equipment	1 164 170	1 292 785	–	–
Cost	2 424 632	2 573 538		
Accumulated depreciation	(1 260 462)	(1 280 753)		
Office equipment, furniture and fittings	464 731	437 130	–	–
Cost	1 212 319	1 126 687		
Accumulated depreciation	(747 588)	(689 557)		
Vehicles, vessels and craft	852 485	937 077	–	–
Cost	1 738 507	1 849 968		
Accumulated depreciation	(886 022)	(912 891)		
Capitalised leased assets	7 216	7 225	–	–
Cost	10 669	10 359		
Accumulated depreciation	(3 453)	(3 134)		
	3 493 246	3 602 498	–	–

	Property R'000	Plant and equipment R'000	Other fixed assets R'000	Total R'000
12. FIXED ASSETS <i>(continued)</i>				
Movement in fixed assets				
GROUP 2003				
Net book value at beginning of year	928 281	1 292 785	1 381 432	3 602 498
Additions	200 587	327 515	564 318	1 092 420
Disposals	(19 851)	(59 321)	(47 434)	(126 606)
Acquisition of businesses	94 782	37 678	17 678	150 138
Disposal of businesses	(26 234)	(10 754)	(7 802)	(44 790)
Depreciation	(44 833)	(272 227)	(399 389)	(716 449)
Currency adjustment	(128 088)	(151 506)	(184 371)	(463 965)
	1 004 644	1 164 170	1 324 432	3 493 246
GROUP 2002				
Net book value at beginning of year	660 786	654 325	867 641	2 182 752
Additions	42 121	335 756	542 822	920 699
Disposals	(31 311)	(57 157)	(136 783)	(225 251)
Acquisition of businesses	181 206	496 582	357 866	1 035 654
Disposal of businesses	–	(2 436)	(256)	(2 692)
Depreciation	(27 718)	(192 485)	(362 734)	(582 937)
Currency adjustment	103 197	58 200	112 876	274 273
	928 281	1 292 785	1 381 432	3 602 498

Other fixed assets with a book value of R215 000 000 (2002: R398 668 000) were pledged as security for borrowings of R137 677 000 (2002: R247 749 000).

Certain land and buildings were revalued by the directors on June 30 2002. No permanent decline in any of the carrying values of such land and buildings were identified and thus no adjustments have been made.

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
13. INTANGIBLE ASSETS				
Goodwill	655 771	654 215	-	-
Cost	756 928	710 184		
Accumulated amortisation	(101 157)	(55 969)		
Patents, trademarks and trade names	2 908	2 629	-	-
Cost	4 640	3 815		
Accumulated amortisation	(1 732)	(1 186)		
Software development	30 539	25 059	-	-
Cost	32 838	25 355		
Accumulated amortisation	(2 299)	(296)		
	689 218	681 903	-	-
			Patents, trademarks and Software development	Total
	Goodwill	trade names	development	R'000
	R'000	R'000	R'000	R'000
Movement in intangible assets				
GROUP 2003				
Net book value at beginning of year	654 215	2 629	25 059	681 903
Additions	-	870	7 753	8 623
Disposals	-	-	(181)	(181)
Acquisition of businesses	166 574	1 157	187	167 918
Disposal of businesses	(28 768)	(917)	-	(29 685)
Amortisation	(64 887)	(721)	(1 951)	(67 559)
Currency adjustment	(71 363)	(110)	(328)	(71 801)
	655 771	2 908	30 539	689 218
GROUP 2002				
Net book value at beginning of year	344 959	1 410	6 794	353 163
Additions	-	213	18 546	18 759
Acquisition of businesses	271 259	1 360	-	272 619
Amortisation	(52 646)	(411)	(281)	(53 338)
Currency adjustment	90 643	57	-	90 700
	654 215	2 629	25 059	681 903

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
14. DEFERRED TAXATION				
Deferred tax assets	219 340	262 747		
Deferred tax liabilities	(115 824)	(252 048)		
Net deferred tax asset	103 516	10 699	-	-
Movement of deferred tax assets and liabilities:				
Balance at beginning of year	10 699	151 708		
Per income statement	25 588	(96 181)		
Arising on acquisition or sale of businesses	48 524	(48 454)		
Currency adjustment	18 705	3 626		
Balance at end of year	103 516	10 699	-	-
Net deferred tax asset (liability) comprises:				
Differential between net book values and tax values of fixed assets	(197 658)	(223 274)		
Differential between net book values and tax values of patents, trademarks and trade names	86 356	118 067		
Tax losses	29 906	28 577		
Other timing differences	184 912	87 329		
	103 516	10 699	-	-
15. INTEREST IN SUBSIDIARIES				
Shares at cost			1 320 124	1 363 134
Due by subsidiaries			3 471 304	3 249 852
Due to subsidiaries			(66 864)	(89 137)
			4 724 564	4 523 849
Details of major subsidiaries are reflected on pages 179 to 182 of this report.				

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
16. INTEREST IN JOINT VENTURES				
Shares at cost			4 540	21 286
Due to joint ventures			-	(11 254)
			4 540	10 032

The Group's proportional interest in joint ventures has been incorporated in the Group's assets, liabilities and results as follows:

Income statements

Revenue	150 248	373 636
Operating income before finance charges	38 055	25 273
Net finance charges	(2 592)	18
Net income before taxation	35 463	25 291
Taxation	(4 477)	(6 704)
Net income after taxation	30 986	18 587

Balance sheets

Shareholders' funds	30 392	48 821
Deferred taxation	1 195	(66)
Interest-bearing debt	-	83
Total funds employed	31 587	48 838
Fixed and intangible assets	26 559	25 395
Investments	20	47
Net current assets	5 008	23 396
Net assets	31 587	48 838

Details of major joint ventures are reflected on page 183 of this report.

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
17. INTEREST IN ASSOCIATES				
Listed	56 991	115 825	56 991	107 051
Unlisted	39 853	58 735	38 279	57 685
	96 844	174 560	95 270	164 736
Attributable share of post-acquisition retained earnings of associates	(189)	(21 079)	-	-
At beginning of year	(21 079)	50 245		
For the current year less dividends received	30 328	17 735		
Reversal of prior year on becoming subsidiary, or as a result of disposal or change in shareholding	(9 438)	(89 061)		
Currency adjustment	-	2		
Net advances	10 970	8 663	668	936
	107 625	162 144	95 938	165 672
Advances to associates bear interest at annual rates of between 13,5% and 14,5% and have no fixed terms of repayment.				
Market value of listed associates	95 055	102 520	95 055	102 526
Directors' value of unlisted associates	124 785	215 542	105 721	200 357
	219 840	318 062	200 776	302 883
Summarised financial information of associates (aggregated)				
Income statements				
Revenue	3 177 095	3 696 864		
Operating income before finance charges	322 537	244 368		
Net finance charges	(22 454)	(33 727)		
Net income before taxation	300 083	210 641		
Taxation	(85 199)	(69 209)		
Net income after taxation	214 884	141 432		
Balance sheets				
Shareholders' funds	326 877	853 165		
Deferred taxation	15 572	29 238		
Interest-bearing debt	140 070	141 137		
Total funds employed	482 519	1 023 540		
Fixed and intangible assets	357 240	951 816		
Investments	32 540	30 114		
Net current assets	92 739	41 610		
Net assets	482 519	1 023 540		

Details of major associates are reflected on page 183 of this report.

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
18. INVESTMENTS AND OTHER ADVANCES				
Listed shares	151 498	66 257		
Unlisted shares	103 416	122 727		
Advances to share incentive trust	21 533	27 869		
	276 447	216 853	-	-
Market value of listed investments	151 498	66 257		
Directors' value of unlisted investments and advances	124 949	150 596		
	276 447	216 853	-	-

The incentive trust finances the purchase of shares by employees of the Group in a subsidiary. The loans are secured by the pledge of the shares purchased, with a market value of R52 077 000 (2002: R70 820 000).

A register of investments is available for inspection at the registered office of the Company.

	GROUP		Effective interest rate	
	2003 R'000	2002 R'000	2003 %	2002 %
19. BANKING AND OTHER ADVANCES				
Instalment finance	139 584	206 320	15,7	17,8
Mortgages	3 395	4 673	14,8	15,8
Other	20 953	10 603	14,5	12,0
	163 932	221 596		
<i>Less:</i> Provision for doubtful advances	(21 850)	(29 451)		
Specific provision for doubtful advances	(1 850)	(9 451)		
General provision for doubtful advances	(20 000)	(20 000)		
	142 082	192 145		
Maturity analysis				
Maturing in one year	23 414	28 738		
Maturing after one year but within five years	90 823	100 927		
Maturing after five years	27 845	62 480		
	142 082	192 145		

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
20. INVENTORIES				
Raw materials	221 182	178 981		
Work in progress	63 260	52 777		
Circulating stock	31 812	28 596		
Finished goods	1 975 839	2 094 046		
	2 292 093	2 354 400	-	-

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
21. LIQUID FUNDS				
Cash on hand and at bank	2 265 561	2 625 492	44 044	92 214
Variable rate redeemable cumulative preference shares earning dividends at rates of between 61,5% and 80% of prime overdraft rate, subject to redemption/repurchase on 30 days' notice	95 000	120 000	-	-
	2 360 561	2 745 492	44 044	92 214
22. SHAREHOLDERS' INTEREST				
Share capital				
<i>Authorised</i>				
540 000 000 (2002: 360 000 000) ordinary shares of 5 cents each	27 000	18 000	27 000	18 000
<i>Issued</i>				
313 073 977 (2002: 311 839 081) ordinary shares of 5 cents each	15 654	15 592	15 654	15 592
Non-distributable reserves	(47 099)	427 828	-	-
Foreign currency translation reserve	(54 220)	420 707	-	-
Arising on the revaluation of land and buildings	7 121	7 121	-	-
Distributable reserves	5 872 193	5 146 953	4 857 178	4 758 765
Share premium	4 499 322	4 636 471	4 499 322	4 636 471
At beginning of year	4 636 471	4 200 446	4 636 471	4 200 446
Arising on share issues	31 780	597 444	31 780	597 444
Refund of share premium to shareholders	(168 797)	(159 743)	(168 797)	(159 743)
Share issue expenses	(132)	(1 676)	(132)	(1 676)
Retained income	1 372 871	510 482	357 856	122 294
At beginning of year	510 482	(452 689)	122 294	175 005
Income for year	1 382 308	1 241 249	716 251	216 297
Dividend and capitalisation issues	(480 689)	(269 008)	(480 689)	(269 008)
Secondary tax on companies	(44 635)	(10 208)	-	-
Dividends received on treasury shares	5 405	1 138	-	-
	5 840 748	5 590 373	4 872 832	4 774 357
<i>Less shares held as treasury shares by subsidiary</i>	(428 089)	(26 756)		
10 394 591 (2002: 621 761) ordinary shares of 5 cents each	(520)	(31)		
Share premium relating to treasury shares	(427 569)	(26 725)		
	5 412 659	5 563 617	4 872 832	4 774 357

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
22. SHAREHOLDERS' INTEREST <i>(continued)</i>				
Retained income comprises:				
Company and subsidiaries	1 374 007	540 133		
Joint ventures	(947)	(8 572)		
Associates	(189)	(21 079)		
	1 372 871	510 482		

The unissued shares are under the control of the directors until the next annual general meeting.

23. BORROWINGS

Borrowings	1 191 471	836 290	-	-
Loans secured by mortgage bonds over fixed property	4 453	14 064		
Loans secured by lien over certain fixed assets in terms of financial lease and suspensive sale agreements	133 224	233 685		
Unsecured loans	1 053 794	588 541		
Bank overdrafts	140 217	543 161	-	-
Total borrowings	1 331 688	1 379 451	-	-
Short-term portion of borrowings	(666 105)	(1 243 613)	-	-
	665 583	135 838	-	-
Schedule of repayment of long-term borrowings				
Year to June 2003	-	700 452		
Year to June 2004	525 888	69 667		
Year to June 2005	21 630	59 504		
Year to June 2006	13 881	4 906		
Year to June 2007	8 336	1 033		
Year to June 2008	608 336	-		
Thereafter	13 400	728		
	1 191 471	836 290	-	-

23. BORROWINGS (continued)

Payment frequency	2003	2002	Period	Interest rate as at June 30 2003
	R'000	R'000		
Repaid		87 216		
Monthly	70 441	184 605	2004 to 2005	7,0
Monthly	8 211	13 390	2004 to 2005	15,0
Monthly	3 673	4 560	2004 to 2008	18,5
Quarterly	51 556	–	2009	4,0
One year revolving facility	422 942	510 290	2004	6,0
Single instalment after thirty days' notice	637	1 466	2004	–
Single instalment after thirty days' notice	25 000	25 000	2004	16,3
Single instalment on maturity	513	900	2005	6,0
Single instalment on maturity	424	818	2004	16,0
Single instalment on maturity	1 170	4 045	2004	6,0
Single instalment on maturity	4 000	4 000	2006	18,0
Single instalment on maturity	2 904	–	2005	4,0
Single instalment on maturity	200 000	–	2008	11,4
Single instalment on maturity	200 000	–	2008	10,9
Single instalment on maturity	200 000	–	2008	9,9
	1 191 471	836 290		

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

24. POST-RETIREMENT OBLIGATIONS

Post-retirement medical aid obligations	158 041	162 033		
Unfunded pension liability	32 138	38 217		
	190 179	200 250	–	–

Post-retirement medical aid obligations

The Group provides post-retirement medical benefit subsidies to certain retired employees and is responsible for provision of post-retirement medical benefit subsidies to a limited number of current employees.

Provision for post-retirement medical aid obligations

Opening provision raised against unfunded obligation	162 033	167 182		
Current year charge to income	1 853	1 500		
Subsidies to retired employees charged against provisions	(5 787)	(6 649)		
Reduction as result of disposal of business	(58)	–		
Closing provision raised against unfunded obligation	158 041	162 033	–	–
Actuarially determined present value of total obligation	158 041	162 033	–	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	GROUP	
	2003	2002
	%	%

24. POST-RETIREMENT OBLIGATIONS (continued)

Key actuarial assumptions

Discount rate	8,0	11,0
Inflation rate (CPI)	5,0	8,0
Healthcare cost inflation	8,0	11,0

Pension and provident funds

The Group provides retirement benefits for its permanent employees through pension funds with defined benefit and defined contribution categories being the Bidcorp Group Pension Fund, Jacobs Pension Fund, Ropner Pension Fund and Bidvest (UK) Retirement Scheme; defined contribution provident funds being the Bidcorp Provident Fund and Rennies Group Provident Fund; or appropriate industry funds.

There are also a number of small funds within various employers of the Group. All funds are administered independently of the Group and are subject to the relevant pension fund legislation.

Employers' contributions are set out in note 2.

	Bidcorp Group Pension Fund		Jacobs and Ropner Pension Fund	
	2003	2002	2003	2002
Defined Benefit Pension Plans				
Number of members June 30	1 061	1 188	168	170
	R'000	R'000	R'000	R'000
Employer's contribution	3 889	4 237	–	–
Employee's contribution	1 270	1 317	–	–
Actuarial present value of defined benefit obligation	(192 660)	(182 988)	(257 978)	(289 680)
Fair value of plan assets	235 565	259 335	211 054	233 503
Surplus (deficit) in the plan	42 905	76 347	(46 924)	(56 177)
Unrecognised net gain	(42 905)	(76 347)	–	–
Net liability	–	–	(46 924)	(56 177)
Net liability accounted for	–	–	(32 138)	(38 217)

The surplus has not been accounted for because of the uncertainties relating to the pension fund surplus distribution legislation.

Balance at the beginning of the year	(38 217)	–
Net expense recognised in the income statement	(2 157)	(2 139)
Exchange differences on foreign plan	8 236	257
Arising on acquisition of business	–	(36 335)
	(32 138)	(38 217)

	Bidcorp Group Pension Fund		Jacobs and Ropner Pension Fund	
	2003 %	2002 %	2003 %	2002 %
24. POST-RETIREMENT OBLIGATIONS (continued)				
Financial assumptions				
Expected rate of return on plan assets	9,5	11,5	4,9	5,8
Discount rate	10,0	12,0	4,9	5,8
Inflation rate	5,0	7,0	2,4	2,8
Salary increase rate	6,5	8,5	N/A	N/A
Pension increase allowance	3,8	5,7	5,0	5,0
Date of valuation	June 30 2003	June 30 2002	June 30 2003	June 30 2002
	GROUP		Effective interest rate	
	2003 R'000	2002 R'000	2003 %	2002 %
25. BANKING LIABILITIES				
Call deposits	17 077	8 634	11,4	8,4
Loans	10 350	10 116	12,8	11,0
Fixed and notice deposits	8 736	8 950	11,6	9,7
	36 163	27 700		
Maturity analysis				
Maturing within one year	35 699	27 700		
Maturing after one year but before five years	464	–		
	36 163	27 700		
	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
26. PROVISIONS				
Business integration and onerous contracts	190 206	142 504		
Staff-related provisions	366 692	285 340		
Other	92 354	88 630		
Provision for losses in subsidiaries			27 057	15 402
	649 252	516 474	27 057	15 402

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30
(CONTINUED)

	Business integration and onerous contracts R'000	Staff- related provisions R'000	Other R'000	Total R'000
26. PROVISIONS <i>(continued)</i>				
Movement in provisions				
GROUP				
Balance at beginning of year	142 504	285 340	88 630	516 474
Created (utilised)	(27 182)	71 527	6 113	50 458
Acquisition (disposal) of business	108 116	52 460	34	160 610
Currency adjustment	(33 232)	(42 635)	(2 423)	(78 290)
	190 206	366 692	92 354	649 252

COMPANY

2003 2002
R'000 R'000

27. CONTINGENT LIABILITIES

In respect of guarantees of banking and other facilities granted to subsidiaries and associates	5 606 495	5 135 913
Of which has been utilised	1 217 401	710 870
In respect of future operating lease obligations of subsidiaries	92 261	122 484
Due in next year	32 090	28 902
Thereafter	60 171	93 582

GROUP

2003 2002
R'000 R'000

28. COMMITMENTS

Capital expenditure approved by directors:		
Contracted for	197 824	50 201
Proposed, not contracted for	116 301	126 172
	314 125	176 373

It is anticipated that capital expenditure will be financed out of existing cash resources or borrowings.

29. OPERATING LEASE COMMITMENTS

Property	2 171 944	2 435 147
Due within one year	280 412	307 662
Due thereafter	1 891 532	2 127 485
Plant, equipment and vehicles	199 749	290 421
Due within one year	64 511	52 484
Due thereafter	135 238	237 937
	2 371 693	2 725 568

30. BORROWING POWERS

Borrowing powers, in terms of the Articles of Association, are unlimited.

31. FINANCIAL INSTRUMENTS

Exposure to currency, interest rate and credit risk arises in the normal course of the Group's business.

Currency risk

The Group incurs currency risk as a result of purchases, sales and borrowings which are denominated in a currency other than the Group's reporting currency. Group entities hedge all trade debtors, trade creditors and borrowings denominated in a foreign currency. At any point in time they also take out economic hedges over their estimated foreign currency exposure resulting from sales and purchases.

Uncovered foreign liabilities/assets

	Settlement period		Foreign amount 000's	Rand amount 000's
In respect of forward exchange contracts relating to foreign liabilities as at June 30 2003				
Euro	July 2003	to November 2003	2 819	25 973
Japanese yen	July 2003	to September 2003	71 128	4 789
Sterling	July 2003	to September 2003	227	2 976
US dollar	July 2003	to October 2003	1 261	10 954
Other	July 2003	to September 2003	1 949	2 952
In respect of forward exchange contracts relating to goods and services ordered not accounted for as at June 30 2003				
Euro	July 2003	to November 2003	4 992	44 314
Japanese yen	July 2003	to September 2003	971 449	64 573
Sterling	July 2003	to September 2003	101	1 331
US dollar	July 2003	to October 2003	4 130	33 700
Other	July 2003	to December 2003	2 446	2 774

Interest rate risk

The Group adopts a policy of ensuring that its borrowings are at market-related rates to address its interest rate risk.

Credit risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Reputable financial institutions are used for investing and cash handling purposes. At balance sheet date there were no significant concentrations of credit risk.

Fair values

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30

(CONTINUED)

	RAND/STERLING		RAND/DOLLAR	
	2003	2002	2003	2002
32. FOREIGN CURRENCY EXCHANGE RATES				
The following exchange rates were used in the conversion of foreign interests at June 30 2003:				
Opening rate	15,91	11,34	10,41	8,06
Closing rate	12,46	15,91	7,47	10,41
Average rate	14,29	14,54	9,03	10,08

33. RELATED PARTIES**GROUP**

The Company has no holding company and as such the individual shareholders and any subsidiaries or associated companies of the shareholders are considered to be related parties. However, none of these shareholders are able to exercise significant influence over the Group. Directors are also considered to be related parties and information pertaining to these dealings are set out in the directors' report.

COMPANY

The major subsidiaries, joint ventures and associates of the Group are identified in the annexure and set out in pages 179 to 183. All of these entities are related parties of the Company. The Company has made loans to and has received loans from certain of these entities as set out in the said annexure.

Details of income received from these related parties are included in notes 1 and 2.

All expenditure incurred by the Company is borne by a subsidiary in lieu of administration fees and interest.

INTEREST IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

FOR THE YEAR ENDED JUNE 30

	Country of incorporation	Issued capital R'000	Effective holdings		Company's interests			
			2003	2002	Shares		Indebtedness	
			%	%	2003 R'000	2002 R'000	2003 R'000	2002 R'000
MAJOR SUBSIDIARIES								
Catering supplies, food and allied products								
BFS Group Limited (trading as 3663)	14	373 701	81	81	-	-	-	-
Bidvest (Victoria) (Pty) Limited	1	*	81	81	-	-	-	-
Bidvest (W.A.) (Pty) Limited	1	*	100	-	-	-	-	-
Bidvest Australia Limited	1	817	81	81	-	-	-	-
Bidvest Zambia (Pty) Limited	16	*	100	100	-	-	-	-
Blue Marine (Pty) Limited#		*	100	100	-	-	-	-
Burleigh Marr Distributions (Pty) Limited	1	67	81	81	-	-	-	-
Cater Plus (Namibia) (Pty) Limited	11	*	100	100	-	-	-	-
Cater Plus (Pty) Limited#	1	*	81	81	-	-	-	-
Cater Plus Botswana (Pty) Limited	4	*	100	100	-	-	-	-
Catering Appliance and Refrigeration Services (Pty) Limited#		*	100	100	-	-	-	-
Catersales (Pty) Limited#		*	100	100	-	-	-	-
CCW Catering Supplies (Pty) Limited#		*	100	100	-	-	-	-
Chipkins Bakery Supplies (Pty) Limited#		*	100	100	-	-	-	-
Chipkins Catering Supplies (Pty) Limited#		*	100	100	-	-	-	-
Cold Seas (Pty) Limited	1	*	81	81	-	-	-	-
Combined Foods (Pty) Limited#		*	100	100	-	-	-	-
Combined Spice (Pty) Limited#		200	100	100	-	-	294	294
Crean Foodservice Limited	12	*	81	81	-	-	-	-
Crown National (Namibia) (Pty) Limited	11	*	100	100	-	-	-	-
Crown National (Pty) Limited#		10	100	100	10	10	(10)	(10)
D and R Lowe Catering Supplies (Pty) Limited#		*	100	100	-	-	(326)	(326)
First Food Distributors (Pty) Limited#		*	100	100	-	-	-	-
HM Group Limited (trading as 3663)	14	162 572	81	81	-	-	-	-
John Lewis Foodservice (Pty) Limited	1	*	81	81	-	-	-	-
Lou's Wholesalers (Pty) Limited#		*	100	100	-	-	-	-
M & M Quality Choice (Pty) Limited		*	100	100	-	-	-	-
Modern Packaging (Benoni) (Pty) Limited#		*	100	100	-	-	-	-
NCP Yeast (Pty) Limited#		*	100	100	-	-	-	-
Nelpack (Pty) Limited#		*	100	100	-	-	-	-
Patleys (Pty) Limited#		*	100	100	-	-	-	-
Pyramid Catering Supplies (Pty) Limited#		*	100	100	-	-	-	-
RFS Catering Supplies (Pty) Limited#		*	100	100	-	-	-	-
Seaworld Frozen Foods (Pty) Limited#		*	100	100	-	-	2 429	2 429
Swithenbank Foods Limited	14	18 750	81	-	-	-	-	-
Vulcan President (Pty) Limited#		*	100	100	-	-	-	-
Financial and related services								
Bid Financial Services (Pty) Limited		*	100	100	-	-	59 000	175 000
Concorde Travel (Pty) Limited		*	90	90	-	-	-	-
Luxavia (Pty) Limited		*	100	100	23 393	23 393	36 113	40 254
Rennies Bank Holdings Limited		*	100	100	36	36	72 000	72 000
Rennies Bank Limited		720	100	100	-	-	-	-
Rennies Financial Services (Pty) Limited#		*	100	100	-	-	-	-
Rennies Travel (Pty) Limited		*	75	75	-	-	200 000	-
Rennies Travel (Namibia) (Pty) Limited	11	*	100	100	-	-	-	-
Travel Connections (Pty) Limited		25	60	60	9 000	9 000	-	-
World Travel (Pty) Limited		3 350	100	100	-	-	-	-
Freight forwarding, clearing, distribution warehousing and allied activities								
Arcade Car Parks Limited	14	32 939	57	57	-	-	-	-
Bidcorp Ontime Limited	14	18 685	57	57	-	-	-	-
BidCorp Property Limited	14	*	57	57	-	-	-	-
Bidfreight (Pty) Limited#		*	100	100	-	-	-	-
Bidfreight Intermodal (Pty) Limited		*	100	100	-	-	-	-
Bidfreight Logistics (Pty) Limited#		*	100	100	-	-	-	-
Bidfreight Terminals (Proprietary) Limited#		*	100	100	-	-	-	-
Bluff Mechanical Appliances (Pty) Limited#		*	100	100	-	-	-	-



INTEREST IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

FOR THE YEAR ENDED JUNE 30
(CONTINUED)

	Country of incorporation	Issued capital R'000	Effective holdings		Company's interests			
			2003 %	2002 %	Shares		Indebtedness	
					2003 R'000	2002 R'000	2003 R'000	2002 R'000
MAJOR SUBSIDIARIES (continued)								
Freight forwarding, clearing, distribution warehousing and allied activities (continued)								
Dart 3 Limited	14	*	57	57	-	-	-	-
Dart 4 Limited	14	*	57	57	-	-	-	-
Dart Line Limited	14	*	57	57	-	-	-	-
DIFT Limited	14	1 246	57	57	-	-	-	-
Durban Coal Terminal Company Limited		14	100	100	9 775	9 775	5 669	5 669
Embassy Homes (Northern) Limited	14	*	57	57	-	-	-	-
Embassy Homes Limited	14	249	57	57	-	-	-	-
Embassy Property Group Limited	14	623	57	57	-	-	-	-
Express Air Services (Pty) Limited		1	100	100	-	-	43 100	43 100
Ferryline NV	14	533	57	57	-	-	-	-
Ferryline Trailers Limited	14	*	57	57	-	-	-	-
Freightbulk (Pty) Limited		*	100	50	652	-	108	-
Hi-Speed Carriers (Pty) Limited		*	100	100	-	-	-	-
HSL (Automotive) Limited	14	1 246	57	57	-	-	-	-
Island View Storage Limited		6 300	100	100	366 357	366 357	-	-
Jacobs Holdings Limited	14	12 457	57	57	-	-	-	-
Jacobs Transport Services Limited	14	*	57	57	-	-	-	-
Jacobs VII Limited	14	49 827	57	57	-	-	-	-
John I Jacobs Limited	14	*	57	57	-	-	-	-
Luderitz Bay Shipping and Forwarding (Pty) Limited	11	*	36	36	-	-	-	-
Manica (Zambia) Limited	16	544	100	100	-	-	-	-
Manica Africa (Pty) Limited		3 088	100	100	-	-	-	-
Manica Botswana (Pty) Limited	4	143	100	100	-	-	-	-
Manica Zimbabwe Limited	17	1 124	100	100	-	-	-	-
Myexpress Co (Pty) Limited		*	100	100	-	-	-	-
Namsov Fishing Enterprises (Pty) Limited	11	100	28	28	-	-	-	-
Naval Servicos A Navegacao Limitada	10	8	100	100	-	-	-	-
Ocean Liner Services (Pty) Limited	11	*	56	56	-	-	-	-
Ontime Automotive (Specialist Operations) Limited	14	1	57	57	-	-	-	-
Ontime Automotive (Volume Distribution) Limited	14	623	57	57	-	-	-	-
Ontime Automotive Limited	14	373 701	57	57	-	-	-	-
Ontime Rescue & Recovery Limited	14	1	57	57	-	-	-	-
Ontime Shipping Limited	14	*	57	57	-	-	-	-
P&I Associates (Pty) Limited#		*	100	100	-	-	-	-
Promoter Europe plc	14	3 114	57	57	-	-	-	-
Renfreight (Pty) Limited		*	100	100	95 554	95 554	(108)	-
Rennie Murray and Company (Pty) Limited#		*	100	100	-	-	-	-
Rennies Cargo Terminals (Pty) Limited#		*	100	100	-	-	-	-
Rennies Ships Agency (Pty) Limited#		*	100	100	-	-	-	-
Richards Bay Bulk Storage (Pty) Limited		500	100	100	-	-	-	-
Ropner Ship Management Limited	14	*	57	57	-	-	-	-
Safcor Freight (Pty) Limited		*	100	100	6 181	6 181	79 827	35 015
Saldanah Logistics Company (Pty) Limited		1	63	63	63	63	-	-
Sally Bahamas Limited	2	37	57	57	-	-	-	-
Sheertruck Limited	14	1	57	57	-	-	-	-
Societe Vendomoise de Transport de Vehicules SA	6	*	57	57	-	-	-	-
South African Bulk Terminals Limited		2	100	100	50 253	50 253	-	-
South African Container Depots (Pty) Limited#		*	100	100	-	-	-	-
South African Container Stevedores (Pty) Limited		*	70	-	-	-	-	-
South African Stevedores Limited		25	100	100	11 269	11 269	3 676	-
Thames Europort Limited	14	*	57	57	-	-	-	-
The Ropner Shipping Company Limited	14	10 241	57	57	-	-	-	-
Walvis Bay Stevedoring Company (Pty) Limited	11	*	33	33	-	-	-	-
Woker Freight Services (Pty) Limited	11	29	56	56	-	-	-	-
Office furniture, supplies and related products								
Atomic Office Equipment (Pty) Limited#		*	100	100	-	-	-	-
Back-To-School Supplies (Pty) Limited#		36	100	100	36	36	(36)	(36)
Bid Commercial Products (Finance) Limited	8	*	100	-	-	-	-	-

	Country of incorporation	Issued capital R'000	Effective holdings		Company's interests			
			2003	2002	Shares		Indebtedness	
			%	%	2003 R'000	2002 R'000	2003 R'000	2002 R'000
MAJOR SUBSIDIARIES (continued)								
Office furniture, supplies and related products (continued)								
Bid Commercial Products (Licencing) Cyprus	5	14	100	-	-	-	-	-
Bid Commercial Products (UK) Limited	14	*	100	-	-	-	-	-
Bid Information Exchange (Pty) Limited		*	100	100	-	-	-	-
Bidoffice (Pty) Limited#		*	100	100	-	-	-	-
Bonanza Holdings (Pty) Limited		*	100	100	-	-	-	-
Budget Desks and Chairs (Pty) Limited#		*	100	100	4 601	4 601	-	-
Cecil Nurse (Pty) Limited#		*	100	100	-	-	-	(149)
Contract Office Products (Pty) Limited#		*	100	100	-	-	-	-
Dauphin Office Seating SA (Pty) Limited		*	71	71	1 329	1 329	-	-
Kolok Africa (Pty) Limited#		*	100	100	-	-	-	-
Kuyasa Stationers (Pty) Limited		*	100	100	-	-	-	-
Lithotech GmbH	7	220	100	-	-	-	-	-
Lithotech Benelux SPRL	3	5 590	100	-	-	-	-	-
Listing Direct (Pty) Limited		*	100	100	-	-	-	-
Lithotech Africemail Cape (Pty) Limited		8 320	100	100	-	-	-	-
Lithotech Africemail Johannesburg (Pty) Limited		*	100	100	-	-	-	-
Lithotech France Limited	6	120 000	100	-	-	-	-	-
Lithotech International Limited	14	8 620	100	-	-	-	-	-
Lithotech Limited		473	100	100	135 874	135 874	-	10 000
Minolco (Namibia) (Pty) Limited	11	*	100	100	-	-	-	-
Minolco (Pty) Limited#		*	100	100	-	-	-	-
Offurn Clearance House (Pty) Limited		*	60	-	1 963	-	-	-
Ozalid South Africa (Pty) Limited#		*	100	100	-	-	-	-
Pago Designs (Pty) Limited		*	100	100	3 644	3 644	600	600
Seating (Pty) Limited#		*	100	100	-	-	-	-
South African Diaries (Pty) Limited#		*	100	100	-	-	-	-
Statmark (Pty) Limited#		*	100	100	-	-	-	-
Stenochair Limited	14	10	50	50	-	-	-	-
The Table and Chair Company Limited	14	10	50	50	-	-	-	-
Visual Information Systems (Pty) Limited		*	100	96	-	-	-	-
Visual Information Systems UK (Pty) Limited		*	100	96	-	-	-	-
Waltons Stationery Company (Namibia) (Pty) Limited	11	*	100	100	-	-	-	-
Waltons Stationery Company (Pty) Limited#		31	100	100	31	31	(31)	-
Packaging closures, fastening systems and stationery products								
African Commerce Developing Company (Pty) Limited#		151	100	100	-	-	-	-
Bidpac (Pty) Limited#		*	100	100	-	-	-	-
Buffalo Executape (Pty) Limited#		*	100	100	-	-	-	-
Buffalo Tapes (Pty) Limited		*	100	100	-	-	-	-
G E Hudson (Pty) Limited#		*	100	100	-	-	-	-
Ram Fasteners (Pty) Limited		*	100	100	3 319	3 319	13 605	13 747
Silveray Stationery Company (Pty) Limited#		11	100	100	7 017	44 007	52 058	46 846
Tension Envelope (Pty) Limited		*	100	100	-	-	-	-
Linen rental, laundry and cleaning services								
Bidserv (Pty) Limited#		*	100	100	-	-	-	-
Bidserv Integrated Service Solutions (Pty) Limited		*	100	-	-	-	-	-
Bidvest Zambia (Pty) Limited		*	100	100	-	-	-	-
Bosnandi Laundry (Pty) Limited		*	51	51	-	-	-	-
Boston Laundry and Dry Cleaners (Pty) Limited#		*	100	100	-	-	-	-
Clockwork Clothing (Pty) Limited		*	100	100	-	-	42 883	42 883
Commercial Sundry Supplies (Pty) Limited		*	100	100	-	-	-	-
Dinatla Property Services (Pty) Limited		30	50	100	908	1 817	-	3 500
Execu-Clean (Pty) Limited#		*	100	100	-	-	-	-
Eyethu Property Services (Pty) Limited		*	40	80	-	-	-	-
First Garment Rental (Pty) Limited#		*	100	100	-	-	-	-
Giant Clothing Limited	9	*	100	100	6 114	-	-	-
Hlwekisa Property Services (Pty) Limited		*	40	80	-	-	-	-
Ibhayi Property Services (Pty) Limited		*	45	90	-	-	-	-
IC Plant Hire and Logistics (Pty) Limited		*	100	100	-	-	-	-



INTEREST IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

FOR THE YEAR ENDED JUNE 30
(CONTINUED)

	Country of incorporation	Issued capital R'000	Effective holdings		Company's interests			
			2003	2002	Shares		Indebtedness	
			%	%	2003 R'000	2002 R'000	2003 R'000	2002 R'000
MAJOR SUBSIDIARIES (continued)								
Linen rental, laundry and cleaning services (continued)								
Indlovu Property Services (Pty) Limited	*	70	-	-	-	-	-	-
Industrial Hygiene Services (Pty) Limited	*	100	100	-	-	-	-	-
Ingulule Property Services (Pty) Limited	*	50	100	-	-	-	-	-
Langa Status Property Services (Pty) Limited	*	48	96	-	-	-	-	-
Magnum Shield Security Services (Pty) Limited#	*	100	100	-	-	-	-	-
Master Guard Fabric Protection Africa (Pty) Limited	*	50	-	16	-	-	-	-
Masterguard Security Systems (Pty) Limited	*	100	-	-	-	-	-	-
Melisizwa Property Services (Pty) Limited	*	26	26	-	-	-	-	-
Modiri Development (Pty) Limited	*	50	50	-	-	-	-	-
Palesa Garden and Maintenance Services (Pty) Limited	*	100	100	-	-	-	-	-
Phepile Electronics (Pty) Limited	*	50	100	-	-	-	-	-
Prestige Cleaning Services (Pty) Limited#	*	100	100	-	-	-	-	-
Product Protection Services (Pty) Limited	*	100	-	-	-	-	-	-
Provicom Electronics (Pty) Limited#	*	100	100	-	-	-	-	-
Pureau Fresh Water Company (Pty) Limited#	*	100	100	-	-	-	-	-
QMS Consulting (Pty) Limited#	*	100	100	-	-	-	-	-
Rochester Midlands Industries SA (Pty) Limited	*	50	50	167	167	-	-	-
Setsebi Property Services (Pty) Limited	*	48	96	-	-	-	-	-
Steiner Hygiene (Pty) Limited#	*	100	100	-	-	-	-	-
Thaba Strategic Services (Gauteng) (Pty) Limited	*	90	90	-	-	-	-	-
Thaba Strategic Services (Western Cape) (Pty) Limited	*	50	-	-	-	-	-	-
Thubelihle Property Services (Pty) Limited	*	40	80	-	-	-	-	-
TMS Group (Pty) Limited	*	100	100	-	-	-	-	-
TMS Shezi Industrial Services (Pty) Limited	*	50	100	-	-	-	32	-
Umoja Property Solutions (Pty) Limited	*	100	100	-	-	-	-	-
Electrical, security and related products								
Bellco Electrical Company (Pty) Limited		200	100	100	-	-	-	-
Berzack Brothers (Pty) Limited		4 300	100	100	-	-	-	-
Bivec Confirming (USA) Inc	15	37	100	100	-	-	-	-
Bloch & Levitan (Pty) Limited		50	100	100	-	-	-	-
Eastman Staples Limited	14	*	50	50	-	-	-	-
Sanlic International (Pty) Limited		*	100	100	-	-	-	-
Sato Labelling (Pty) Limited		*	100	100	-	-	-	-
Sewmac (Pty) Limited		*	51	51	-	-	-	-
Voltex (Pty) Limited		9	100	100	-	-	-	-
Group services, investment, property and dormant companies								
Arcade Traffic Management Limited	14	12 457	57	57	-	-	-	-
Berzack Brothers (Johannesburg) (Pty) Limited		200	100	100	-	-	-	-
Bid Commercial Products (Pty) Limited		*	100	100	-	-	289 770	-
Bid Corporate Services (IOM) Limited	8	990	100	100	-	-	-	-
Bid Corporate Services (Pty) Limited#		*	100	100	-	-	52	52
Bid Corporation (Pty) Limited		*	100	100	-	-	1 295 633	1 524 409
Bid Industrial Holdings (Pty) Limited		*	100	100	-	-	480 022	437 897
Bid Property Holdings (Pty) Limited		*	100	100	-	-	-	3 080
Bid Services Division (Pty) Limited		*	100	100	-	-	500 614	500 000
Bidcorp plc	14	254 820	57	57	-	-	-	-
Bidcorp Finance Limited	8	*	81	81	-	-	-	-
Bidvest International Limited	8	*	100	100	-	-	-	-
Bidvest plc	8	60 103	81	81	-	-	-	-
Bidvest (UK) Limited	14	*	81	81	-	-	-	-
I-Fusion Holdings Limited		148 431	100	100	26 019	31 403	(128)	-
Manica Group Namibia (Pty) Limited	11	275	56	56	-	-	-	-
MyMarketdot Com (Pty) Limited #		*	100	100	-	-	-	-
Pencil Park (Pty) Limited		*	100	100	-	-	-	-
Primeinvest 5 (Pty) Limited		*	100	100	-	-	185 374	186 181
Skillion Limited	14	9	57	57	-	-	-	-
Voltex Holdings Limited		6 630	100	100	245 972	245 889	54 877	-
Dormant					310 571	319 126	(12 657)	18 280
					1 320 124	1 363 134	3 404 440	3 160 715

	Country of incorporation	Issued capital R'000	Effective holdings		Company's interests			
			2003	2002	Shares		Indebtedness	
			%	%	2003 R'000	2002 R'000	2003 R'000	2002 R'000
MAJOR JOINT VENTURES								
Aeromaritime International Management Services (Pty) Limited ^(c)		4	50	50	-	-	-	-
Connex Travel (Pty) Limited ^(b)		100	47	47	-	-	-	-
Ditulo Office (Pty) Limited ^(d)		*	40	40	-	-	-	-
Ensimbini Terminals (Pty) Limited ^(c)		2	50	50	4 540	4 541	-	-
Harvey World Travel Southern Africa (Pty) Limited ^(b)		*	50	50	-	-	-	-
Manica Malawi Limited ^(c)		275	50	50	-	-	-	-
Masithuthuke Cables (Pty) Limited ^(g)		4	30	30	-	-	-	-
Namibia Bureau de Change (Pty) Limited ^(b)	11	500	51	51	-	-	-	-
Ubuhle be Dauphin Office Seating (Pty) Limited ^(d)		*	28	28	-	-	-	-
Voltex Swaziland (Pty) Limited ^(g)	13	*	50	50	-	-	-	-
Voltsing Electrical (Pty) Limited ^(g)		*	49	49	-	-	-	-
Other					-	16 745	-	(11 254)
					4 540	21 286	-	(11 254)
MAJOR ASSOCIATES								
Carlfri Investments (Pty) Limited ^(d)		*	50	50	-	-	-	-
Compu-clearing Outsourcing Limited ^(c)		468	21	21	8 806	8 806	-	-
Cosren Shipping Agency (Pty) Limited (December 31 year-end) ^(c)		*	45	45	338	338	-	-
Ditulo Office (Pty) Limited ^(d)		*	40	40	-	-	-	-
Enviroserv Holdings Limited ^(f)		1 056	24	27	39 565	42 085	-	-
Holmwoods and Back and Mason (South Africa) (Pty) Limited ^(b)		*	17	20	-	-	-	-
Ilanga Minolta (Pty) Limited ^(d)		*	49	49	-	-	-	-
Matlafatso Stationery Supplies ^(d)		*	49	49	-	-	668	670
Transpaco Limited ^(e)		327	23	21	8 620	8 168	-	-
Vuka Catering Suppliers (Pty) Limited ^(a)		*	25	25	48	48	-	-
Yeastpro (Pty) Limited (April 30 year-end) ^(a)		100	25	25	32 381	32 381	-	-
Other					5 512	72 910	-	266
					95 270	164 736	668	936

Amounts owing by or to subsidiaries and joint ventures are unsecured, interest-free and have no fixed terms of repayment.

* less than R1000

trading as agent

Country of incorporation if not South Africa

1. Australia
2. Bahamas
3. Belgium
4. Botswana
5. Cyprus
6. France
7. Germany
8. Isle of Man
9. Malawi
10. Mocambique
11. Namibia
12. New Zealand
13. Swaziland
14. United Kingdom
15. United States of America
16. Zambia
17. Zimbabwe

Nature of business of joint ventures and associates

- (a) Catering supplies, food and allied products
- (b) Financial and related services
- (c) Freight forwarding, clearing, distribution, warehousing and allied activities
- (d) Office furniture, supplies and related products
- (e) Packaging closures, fastening systems and stationery products
- (f) Linen rental, laundry and cleaning services
- (g) Electrical, security and related products
- (h) Group services, investment, property and dormant companies

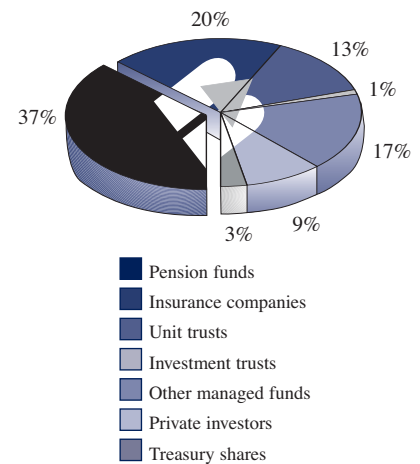
ANALYSIS OF SHAREHOLDERS

AT JUNE 30 2003

The analysis of shareholders, as per the share register and information supplied by nominee companies:

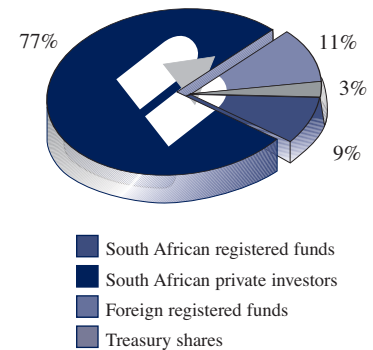
TYPE OF SHAREHOLDER

	Number of shares	%
Pension funds	114 929 456	36,7
Insurance companies	63 240 943	20,2
Unit trusts	39 760 395	12,7
Investment trusts	4 915 261	1,6
Other managed funds	51 970 280	16,6
Private investors	27 863 051	8,9
Treasury shares	10 394 591	3,3
	313 073 977	100,0



LOCATION OF BENEFICIAL SHAREHOLDERS

	Number of shares	%
South African private investors	27 863 051	8,9
South African registered funds	240 065 124	76,7
Foreign registered funds	34 751 211	11,1
Treasury shares	10 394 591	3,3
	313 073 977	100,0



SHAREHOLDER SPREAD

	Number of shareholders	%	Number of shares	%
1 – 10 000	10 359	90,6	9 471 848	3,0
10 001 – 50 000	536	4,7	12 574 003	4,0
50 001 – 100 000	198	1,7	14 064 680	4,5
100 001 – 500 000	245	2,2	53 062 809	16,9
500 001 – 1 000 000	34	0,3	23 678 748	7,6
1 000 001 – 5 000 000	46	0,4	92 898 107	29,7
Above 5 000 000	11	0,1	107 323 782	34,3
	11 429	100,0	313 073 977	100,0

MAJOR SHAREHOLDERS

AT JUNE 30 2003

OWNER LIST

Major shareholders holding in excess of 1% of the issued capital of the Company, as per the share register and information supplied by nominee companies:

	%
Public Investment Commissioner (SA)	14,3
Old Mutual Life Assurance Company (SA) Limited	7,5
Sanlam Lewensversekering Limited	5,8
BB Investments Company (Pty) Limited	3,3
Investment Solutions Limited	3,2
Liberty Group Limited	2,6
Investec Employee Benefits Limited	2,1
Sentinel Mining Industry Retirement Fund	1,8
Transnet Pensioenfond	1,7
JDL Holdings (Pty) Limited	1,4
Eskom Pension Fund	1,4
Metlife	1,4
Momentum Life Assurance Limited	1,3
SCMB Group Retirement Fund SA	1,3
Mine Employees Pension Fund SA	1,3
Total	50,4

MANAGER LIST

Major fund managers investing in excess of 1% of the issued capital of the Company, as per the share register and information supplied by nominee companies:

	%
Old Mutual Asset Managers (South Africa) (Pty) Limited	15,6
Sanlam Investment Management (Pty) Limited	11,5
Investec Asset Management (Pty) Limited	10,9
Stanlib Asset Management Limited	9,4
RMB Asset Management (Pty) Limited	8,0
Coronation Fund Managers (Pty) Limited	6,0
Metropolitan Asset Managers Limited	2,1
Quaystone Limited	1,9
Prudential Asset Management	1,3
Metal & Engineering Industries Fund Managers SA	1,2
PIC Equities SA	1,2
Investec Securities Limited	1,1
The Boston Company Asset Management	1,0
Total	71,2

EMPOWERMENT HOLDINGS

Empowerment institutions own an effective 23,5% of the Company, with a further 6,6% being controlled by empowerment asset managers.

Following the successful implementation of the Dinatla BEE initiative, empowerment institutions will own an effective 35,0% of the Company with a further 5,6% being controlled by empowerment asset managers.



NOTICE TO SHAREHOLDERS

Notice is hereby given that the 57th annual general meeting of members of The Bidvest Group Limited will be held at Bidvest House, 18 Crescent Drive, Melrose Arch at 9:00 on Tuesday, November 25 2003 for the following purposes:

1. To receive and adopt the audited financial statements for the year ended June 30 2003.
2. To approve the non-executive directors' remuneration for the year ended June 30 2003.
3. To confirm the reappointment of the auditors.
4. To consider and, if deemed fit, to pass, with or without modification, the following special resolutions:

4.1 SPECIAL RESOLUTION NUMBER 1

"Resolved that the Company or a subsidiary of the Company, be and is hereby authorised, by way of a general authority, to acquire shares issued by the Company in terms of sections 85 and 89 of the Companies Act, 1973 (Act 61 of 1973), as amended, ("the Act") and in terms of the rules and requirements of the JSE Securities Exchange South Africa ("JSE"), being that:

- any such acquisition of ordinary shares shall be implemented on the open market of the JSE without any prior arrangement;
- this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond fifteen months from the date of passing of this special resolution number 1;
- when the Company has cumulatively repurchased 3% of the number of a class of shares in issue on the date of passing of this special resolution number 1 ("the initial number"), and for each 3% in aggregate of the initial number of that class of shares acquired thereafter, an announcement in compliance with the JSE's Listings Requirements must be published as soon as possible and not later than 8:30 on the business day following the day on which the relevant threshold is reached or exceeded;
- and the Company's sponsor shall, prior to the Company entering into the market to repurchase the shares, provide the JSE with the written working capital statement required in terms of the JSE's Listings Requirements;
- in determining the price at which ordinary shares issued by the Company are acquired by it or its subsidiary in terms of this general authority, the maximum price at which such shares may be acquired will be 10% above the weighted average of the market value for such shares for the five business days immediately preceding the date of repurchase of such shares;
- any general repurchase by the Company of its own shares shall not, in aggregate in any one financial year exceed 20% of the Company's issued share capital of that class in any one financial year as at the date of passing of this special resolution number 1;
- at any one point in time, the Company may only appoint one agent to effect any repurchases on the Company's behalf; and
- the Company or its subsidiary may not acquire shares during a prohibited period as defined by the JSE's Listings Requirements.

The reason for and effect of special resolution number 1 is to grant the Company a general approval in terms of the Act for the acquisition of shares of the Company. Such general authority will provide the Board with the flexibility, subject to the requirements of the Act and the JSE, to repurchase shares should it be in the interests of the Company at any time while the general authority exists. This general approval shall be valid until the earlier of the next annual general meeting of the Company, or its variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not be extended beyond fifteen months from the date of passing of this special resolution.

The Board has considered the impact of a repurchase of 20% of the Company's shares, being the maximum permissible under a general authority in terms of the JSE's Listings Requirements, and is of the opinion that such repurchase will not result in:

- the Company and the Group in the ordinary course of business being unable to pay its debts for a period of twelve months after the date of this notice of annual general meeting;
- the liabilities of the Company and the Group exceeding the assets of the Company and the Group, calculated in accordance with South African Statements of Generally Accepted Accounting Practice used in the audited financial statements for the period ended June 30 2003;

- the ordinary capital and reserves of the Company and the Group for a period of twelve months after the date of the notice of annual general meeting being inadequate; and
- the working capital of the Company and the Group for a period of twelve months after the date of this notice of annual general meeting being inadequate.

5. To consider and, if approved, to pass, with or without modification, the following ordinary resolutions:

5.1 ORDINARY RESOLUTION NUMBER 1 _____

“To place the unissued shares of the Company under the control of the directors, who shall be authorised, subject to the requirements of the JSE, to allot and issue all or any of the shares in the authorised, but unissued share capital of the Company at such times, at such prices and for such purposes as they may determine, at their discretion, after setting aside so many shares as may be required to be allotted and issued pursuant to the Company’s employee share option scheme.”

5.2 ORDINARY RESOLUTION NUMBER 2 _____

“That subject to the passing of Ordinary Resolution Number 1 and in terms of the Listings Requirements of the JSE, the directors are hereby authorised to issue ordinary shares for cash as and when suitable opportunities arise, subject to the following conditions, *inter alia*:

- that this authority shall not extend beyond the next annual general meeting or fifteen months from the date of this annual general meeting, whichever date is the earlier;
- that a press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one year, 5% or more of the number of shares in issue prior to the issue/s;
- that the shares must be issued to public shareholders and not to related parties;
- that any issue in the aggregate in any one year shall not exceed 15% of the number of shares of the Company’s issued ordinary share capital, and
- that, in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the shares over the thirty days prior to the date that the price of the issue is determined or agreed to by the directors. In the event that shares have not traded in the said thirty-day period a ruling will be obtained from the Committee of the JSE.

As more than thirty-five per cent of the Company’s issued share capital is in the hands of the public, as defined by the JSE, the approval of seventy-five per cent majority of the votes cast by shareholders present or represented by proxy at the meeting is required for Ordinary Resolution Number 2 to become effective.

5.3 ORDINARY RESOLUTION NUMBER 3 _____

“Resolved that, subject to the prior approval of the JSE, the directors of the Company shall be entitled to pay by way of a pro rata reduction of share capital or share premium, in lieu of a dividend, an amount equal to the amount which the directors of the Company would have declared and paid out of profits in respect of the Company’s interim and final dividends for the financial year ending June 30 2004.” At that time an announcement will be made detailing the salient features of the reduction and the Company’s sponsor shall, prior to the implementation of the reduction, provide the JSE with the written working capital statement required in terms of the JSE’s Listings Requirements.

6. To re-elect, by way of single resolution, or otherwise, the following directors who retire by rotation or require re-election in accordance with the Articles of Association:

- 6.1 Mr MC Berzack;
- 6.2 Mr D Masson;
- 6.3 Mr SP Ngwenya;
- 6.4 Mr LP Ralphs;
- 6.5 Mr DK Rosevear;
- 6.6 Mr PC Steyn;



NOTICE TO SHAREHOLDERS

(CONTINUED)

6.7 Mr PD Womersley; and

6.8 Ms LK Matisonn;

and in terms of Article 55.3 of the Articles of Association to confirm the appointment of:

6.9 Mr DDB Band (Non-executive Independent Director);

6.10 Mr FJ Barnes (Executive Director);

6.11 Mr BL Berson (Executive Director);

6.12 Adv N Cassim (Non-executive Independent Director);

6.13 Ms MBN Dube (Executive Director);

6.14 Mr L Jacobs (Executive Director); and

6.15 Mr BR Chipkin (Alternate Non-executive Director to Mr M Chipkin);

appointed to the Board since the last annual general meeting.

- 6.1 Myron Cyril Berzack is an Executive Director of The Bidvest Group Limited appointed to the Board on April 20 2002 and is the Chairman of the Voltex division. Mr Berzack has thirty years' experience in the electrical industry, specialising in marketing, distribution, financial control and reporting functions.
- 6.2 Donald Masson is a Non-executive Director of The Bidvest Group Limited appointed to the Board on March 10 1992 with the qualification ACIS. Mr Masson holds various directorships *inter alia* Cashbuild Limited, Alacrity Financial Services Limited, Valley Irrigation Limited and Prestasie Makelaars (Pty) Limited and is a Trustee of various pension funds. Mr Masson has thirty-eight years of diverse business experience in senior executive positions at numerous listed, unlisted and parastatal organisations.
- 6.3 Sibusiso Peter-Paul Ngwenya is a Non-executive Director of The Bidvest Group Limited appointed to the Board on August 24 2000 and has a BCom (hons) degree. Mr Ngwenya was a founding trustee of the Makana Trust and is a director of P4 Radio Station (Pty) Limited, Zimisele Underwriting (Pty) Limited, Mail and Guardian (Pty) Limited and Sebenza Forwarding and Shipping Consultancy (Pty) Limited. Mr Ngwenya is an entrepreneur with twelve years' business experience.
- 6.4 Lindsay Peter Ralphs is an Executive Director of The Bidvest Group Limited appointed to the Board on May 10 1992 and has the qualification CA(SA). Mr Ralphs is the Chairman of the Bidserv division and a director of numerous subsidiaries of the Group.
- 6.5 David Keith Rosevear is an Executive Director of the Bidvest Group Limited and numerous subsidiaries, including Bidvest plc and Bidcorp plc, appointed to the Board on March 1 1992 and has a CA(SA) degree. Mr Rosevear is Chairman of the Bidfreight division and has many years of diverse experience.
- 6.6 Pieter Christiaan Steyn is an Executive Director of The Bidvest Group Limited appointed to the Board on December 10 1998 and has a PMD (Harvard) qualification. Mr Steyn is a director of numerous Bidfreight companies and Chairman of Manica Africa. He has thirty-one years' experience in the freight, logistics, terminals and travel industries.
- 6.7 Philip Douglas Womersley is an Executive Director of The Bidvest Group Limited appointed to the Board on August 14 1998 with qualifications BA Econ, and BSc (cum laude). Mr Womersley is the Chairman of Safcor Panalpina (incorporating Renfreight) and has twenty-five years' experience in the freight industry, both operational and financial/administrative.
- 6.8 Lara Kim Matisonn is a Non-executive Director of The Bidvest Group Limited appointed to the Board on February 15 2002 with qualifications BA, LLB and LLM (Cantab). Ms Matisonn is a director of Sebenza Forwarding and Shipping Consultancy (Pty) Limited and Werksmans Sponsors (Pty) Limited. Ms Matisonn is a partner of Werksmans Inc. with seven years' experience as a commercial and corporate attorney and is legal advisor to The Bidvest board.
- 6.9 Douglas Denoon Balharrie Band is a Non-executive Independent Director appointed to the Board on October 27 2003 with qualifications CA(SA). Mr Band is a director of The Bidvest Group Limited; Non-executive Director of The Standard Bank Group Limited, M-Net, Supersport International Holdings Limited, MIH Holdings Limited, Tiger Brands Limited and the MTN Group and has extensive experience in both commerce and industry and has served in an executive position in various blue-chip listed companies.

- 6.10 Frederick John Barnes is an Executive Director appointed to the Board on October 27 2003. Mr Barnes is a director of The Bidvest Group Limited, Bidvest plc and Chief Executive of 3663 First for Foodservice and has extensive international foodservice and distribution experience.
- 6.11 Bernard Larry Berson is an Executive Director appointed to the Board on October 27 2003. Mr Berson is a director of The Bidvest Group Limited, Bidvest plc and Managing Director of Bidvest Australasia and has fourteen years' of international and administrative management experience.
- 6.12 Nazeer Cassim is a Non-executive Independent Director appointed to the Board on October 27 2003 with the qualifications LLB, LLM (Dallas), LLM (London). Advocate Cassim is a director of The Bidvest Group Limited. Advocate Cassim is practising as senior counsel at the Johannesburg Bar and has presided as an Acting Judge in the High Court and Labour Court of South Africa. He was awarded the Hilgard Muller Prize for best final year student – LLB (Unisa), a Fullbright Scholar in 1997-1998 – LLM at the Southern Methodist University, Dallas, USA and a British Council Scholar in 1984 – LLM at the University of London. In 2000 he was Chairman of the Society of Advocates, Johannesburg and has in excess of twelve articles published in law journals and book reviews.
- 6.13 Muriel Betty Nicolle Dube is an Executive Director appointed to the Board on October 27 2003 with the qualification BA (Hons). Ms Dube is a director of The Bidvest Group Limited, Enviroserv Holdings Limited, ZAICO (Pty) Limited, Diphororo (Pty) Limited and has senior strategic management and operations experience both in the private and public sectors. Her private sector expertise has predominantly been in multinational companies, geared towards advice on environmental, sustainable development and transformation strategies. As senior government official, Ms Dube focused on policy development and implementation globally. Ms Dube has published several articles on sustainable development.
- 6.14 Lionel Jacobs is an Executive Director appointed to the Board on October 27 2003 and has a MBA qualification. Mr Jacobs is a director of The Bidvest Group Limited and Bassap Investments (Pty) Limited, which he established to further his commitment to the principles of Black Economic Empowerment. Mr Jacobs is an entrepreneur with extensive negotiating and investment skills. He currently serves as Commercial and Transformation Director in Bidserv
- 6.15 Bernard Robert Chipkin is an Alternate Non-executive Director to Mr M Chipkin and served as a Non-executive Director of The Bidvest Group Limited since 1990. Mr Chipkin has been appointed as an Alternate Non-Executive Director on October 27 2003. Mr Chipkin has nearly fifty years' experience in the catering supplies industry, specialising in the buying and sourcing of goods, both locally and overseas.

7. To transact such other business as may be transacted at an Annual General Meeting.

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

The forms of proxy should be completed by those shareholders who are:

- holding shares in certificated form; or
- “own name” registered dematerialised shareholders.

All other beneficial owners who have dematerialised their shares through a Central Securities Depository Participant (“CSDP”) or broker and wish to attend the annual general meeting, must instruct their CSDP or broker to provide them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

Proxy forms must be lodged at, posted to or faxed for attention Mr P Meyer (+27(11) 370 5587), Computershare Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 6105, Marshalltown 2107) to reach the Company at least 24 hours before the meeting.

By order of the board



MA DAVID

Group Company Secretary

October 29 2003



SHAREHOLDERS' DIARY

Financial year-end	June 30	
Annual general meeting	November	
<hr/>		
Report and accounts		
Interim report for the half-year ending December 31	February	
Preliminary announcement of annual results	August	
Annual report	October	
<hr/>		
Distributions	Declaration	Payment
Interim distribution	February	March
Final distribution	August	September

ADMINISTRATION**THE BIDVEST GROUP LIMITED**

Incorporated in the Republic of South Africa
 Registration number 1946/021180/06
 Share code: BVT
 ISIN: ZAE000008132

REGISTERED OFFICE

Bidvest House
 18 Crescent Drive
 Melrose Arch
 Melrose 2196
 Johannesburg, South Africa

PO Box 87274
 Houghton 2041
 Johannesburg, South Africa

Telephone: +27 (11) 772 8700
 Telefax: +27 (11) 772 8970
 e-mail: info@bidvest.co.za
 URL: www.bidvest.com

SECRETARY

MA David

AUDITORS

KPMG Inc

LEGAL ADVISORS

Werksmans Inc.
 Maitland & Co
 Edward Nathan & Friedland (Pty) Limited
 Ashurst Morris Crisp

BANKERS

The Standard Bank of South Africa Limited
 Standard Bank London Limited
 Nedcor Bank Limited
 Investec Bank Limited
 HSBC Bank plc
 Firstrand Group Limited
 Commonwealth Bank of Australia Limited
 Barclays Bank Limited
 ASB Bank Limited
 ABSA Bank Limited

SHARE TRANSFER SECRETARIES

Computershare Limited
 70 Marshall Street
 Marshalltown 2001

PO Box 61051
 Marshalltown 2107

SPONSORS

Investec Securities Limited
 Deutsche Securities SA (Pty) Limited

INVESTOR RELATIONS

Bid Corporate Services
 J Hochfeld
 D Cleasby
 Basco Communications

FORM OF PROXY



The **BIDVest** Group Limited

(Registration number 1946/021180/06)

Share code: BVT • ISIN: ZAE000008132

FOR THE 57TH ANNUAL GENERAL MEETING – FOR USE BY CERTIFICATED SHAREHOLDERS

Holders of dematerialised ordinary shares must inform their CSDP or broker of their intention to attend the annual general meeting and request their CSDP to issue them with the necessary authorisation to attend the annual general meeting in person or provide their CSDP with their voting instructions should they not wish to attend the annual general meeting in person.

I/We

of

being a member/members of The Bidvest Group Limited and entitled to _____ votes,

hereby appoint:

of

or failing him/her:

of

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held at 09:00 on November 25 2003 or at any adjournment thereof, as follows:

	For	Against	Abstain		For	Against	Abstain
*Special resolution 1 (4.1)				*Resolution 6.7			
*Ordinary resolution 1 (5.1)				*Resolution 6.8			
*Ordinary resolution 2 (5.2)				*Resolution 6.9			
*Ordinary resolution 3 (5.3)				*Resolution 6.10			
*Resolution 6.1				*Resolution 6.11			
*Resolution 6.2				*Resoluiton 6.12			
*Resolution 6.3				*Resoluiton 6.13			
*Resolution 6.4				*Resoluiton 6.14			
*Resolution 6.5				*Resoluiton 6.15			
*Resolution 6.6							

* Mark with an "X" whichever is applicable. Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed this

day of

2003

Member

A member entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and, on a poll, to vote in his/her stead.

FORM OF PROXY



NOTES

1. On a poll a shareholder is entitled to one vote for each share held.
2. Forms of proxy must be lodged at, posted to or faxed for attention Mr P Meyer (+27 (11) 370 5587), Computershare Limited, 70 Marshall Street, Marshalltown 2001, South Africa (PO Box 61051, Marshalltown 2107, South Africa) to reach the Company at least 24 hours before the meeting.
3. **If you have not dematerialised your shares or you have dematerialised your shares and selected own name registration in the sub-register.**

You may either attend the general meeting in person or complete and return the form of proxy in accordance with the instructions contained therein to the transfer secretaries.

4. **If you have dematerialised your shares through a CSDP or broker and registered them in a name other than your own name.**

If you have already dematerialised your shares you may advise your CSDP or broker of your voting instructions on the proposed resolutions. However, should you wish to attend the annual general meeting in person, you will need to request your CSDP or broker to provide you with the necessary authority in terms of the custody agreement entered into with the CSDP or broker.