MISSION STATEMENT

In Bowler Metcalf's published mission statement, we affirm our commitment to:

- Seamlessly integrate into the supply chain of our customers, providing the quality of goods and technical innovations which will help them to prosper with ourselves.
- Provide our employees with an environment wherein they can receive suitable training for equal opportunity advancement.
- Reduce any negative environmental impact caused by our manufacturing process.
- Conduct our business at the highest level of moral ethics.
- Reward our shareholders with consistent, superior growth in the earnings per share.

Directors

Non-executive:

Brian James Frost (69) BCom *!
Non-executive Independent Chairman
Appointed June 1998

Michael Brain (66) BSc (Eng) !
Non-executive
Appointed January 1985

Finlay Craig Mac Gillivray (46) CA(SA) !*
Non-executive Independent Director
Appointed March 2011

inside front mcover
Non-executive Independent Director
Appointed November 2012

Executive :

Paul Friederich Sass (50) BSc (Eng) #
Chief Executive Officer (CEO)
Appointed November 2009

Grant Andrew Böhler (42) CA(SA) #
Chief Financial Officer (CFO)
Appointed December 2011

Michael Allan Olds (62) BSc (Eng)
Executive Director
Appointed November 2012

Prescribed Officers

Louis Vern Rowles CA(SA) #
Company Secretary &
Group Financial Manager

Administration

Secretary
Louis Vern Rowles

Registration Number
1972/005921/06

Registered Office
Harris Drive, Ottery
Cape Town, 7800
PO Box 92, Ottery 7808

Transfer Secretaries
Computershare Investor
Services 2004 (Pty) Ltd
70 Marshall Street
Johannesburg, 2000
PO Box 61051, Marshalltown, 2107

Auditors
Mazars
Mazars House, Rialto Road,
Grand Moorings Precinct,
Century City, 7441

Bankers
First National Bank
Cape Town Corporate Branch
Ground Floor, Great Westerford
240 Main Road, Rondebosch, 7700

Sponsors
Arcay Moela
Ground Floor, One Building,
Woodmead North Office Park,
54 Maxwell drive, Woodmead, 2157.

Country of Incorporation
Republic of South Africa

*! Remuneration Committee   * Audit & Risk Committee   # Social and Ethics Committee*

Bowler Metcalf Limited
Integrated Annual Report
For the year ended 30 June 2013

This Integrated Annual report, including the Annual Financial Statements, has been prepared in accordance with International Financial Reporting Standards and in the manner required by the Companies Act 2008, Act 71 of 2008. The elements of the annual financial statements, as identified in the auditors report, have been audited in compliance with this act.

Prepared by :	L.V. Rowles CA(SA)
Produced on :	11 September 2013

Contents

Members Diary

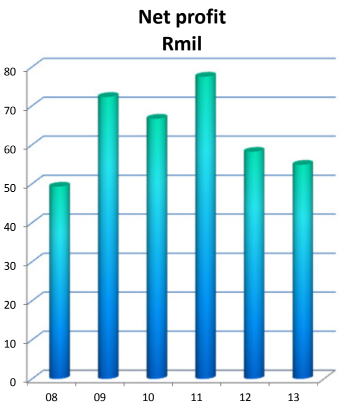
Financial Year End	30 June
Annual General Meeting	November

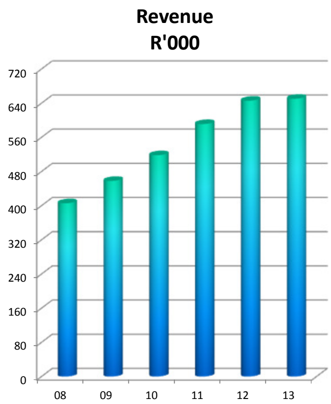
Reports	**Date Published**
Interim for half year	March
Preliminary profit announcement	September
Annual Report	October

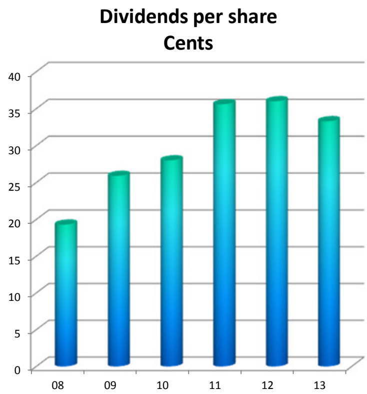
Dividends	**Date of Declaration**	**Date of payment**
Interim	March	April
Final	September	October

FINANCIAL HIGHLIGHTS
Years ending 30 June

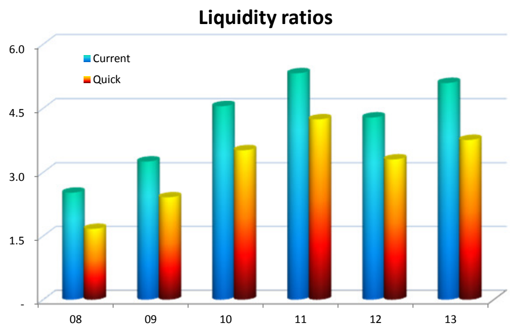
TRADING	2013	2012	2011	2010	2009	2008	2007
Revenue (R'000)	650,401	645,756	591,151	518,201	457,995	405,684	427,150
Net profit (R'000)	54,863	58,215	77,483	66,701	72,278	49,264	46,764
Growth - net profit (%)	(5.8)	(24.9)	16.2	(7.7)	46.7	5.3	1.5
Operating profit (R'000)	69,924	78,266	113,376	97,615	103,501	72,618	74,676
Return on capital employed (%)	12.1	13.0	18.7	18.5	22.6	16.4	16.7
Return on shareholders equity (%)	12.9	13.8	19.6	19.7	24.4	17.9	19.2
Compound growth in net profit							
- over 5 years (%)	2.2	4.5	10.2	9.0	13.6	12.6	14.1
- over 10 years (%)	5.9	9.2	16.8	16.9	20.5	18.6	20.0

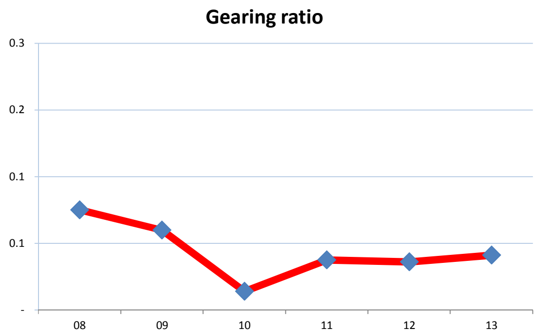






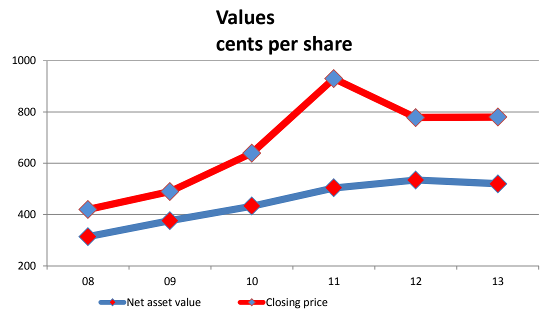
BALANCE SHEET	2013	2012	2011	2010	2009	2008	2007
Shareholders equity (R'000)	424,344	420,592	394,577	339,360	295,976	275,732	243,482
Capital employed (R'000)	454,723	449,020	414,252	361,321	319,332	301,305	280,132
Total assets (R'000)	513,880	513,457	489,573	425,398	387,613	357,703	372,153
Current ratio	5.1	4.3	5.3	4.5	3.3	2.5	2.0
Quick ratio	3.8	3.3	4.2	3.5	2.4	1.7	1.3
Gearing ratio	0.1	0.1	0.1	0.0	0.1	0.1	0.2





FINANCIAL HIGHLIGHTS - continued
Years ending 30 June

SHARE FACTS	2013	2012	2011	2010	2009	2008	2007
Earnings per share (cents)	67.35	71.72	96.28	83.01	86.33	56.18	53.42
Headline earnings per share	67.50	70.32	96.01	84.22	72.72	55.22	53.25
Net asset value per share (cents)	519.8	535.0	504.5	433.2	376.3	314.4	285.3
Dividends per share (cents)	33.3	36.0	35.6	28.0	25.9	19.3	18.4
Dividend cover (times)	2.0	2.3	2.7	3.0	3.3	2.9	3.3
Compound growth in eps							
- over 5 years (%)	3.7	6.1	11.1	10.2	14.4	12.1	16.3
- over 10 years (%)	6.6	9.9	17.6	17.8	21.0	18.3	21.1
Share price (cents)	780	778	930	640	490	420	705
Price earnings ratio	11.6	11.1	9.7	7.6	6.7	7.6	13.2
Shares traded (000's)	15.853	17,061	6,226	12,509	8,008	14,328	16,263
Weighted number of shares in issue ('000)	81,458	81,172	80,474	80,353	83,723	87,693	87,537



TERM	DEFINITIONS
Capital Employed	Capital, reserves and non-current liabilities
Shareholders Equity	Capital and reserves
Operating Profit	Profit before tax and interest
Current Ratio	Current assets to current liabilities
Quick Ratio	Current assets, excluding inventories, to current liabilities
Dividends per Share	Interim paid and final proposed for the year
Gearing Ratio	Interest bearing debt to shareholders equity
Price Earnings Ratio	Share price divided by headline earnings per share
Value	The difference between the net assets value per share and the share price
Net Asset Value	Total assets less current and non-current liabilities

DIRECTOR PROFILES

Non-Executive

Brian James Frost (69) Audit and Risk Committee Remuneration Committee Chairman of the Board	Brian Frost B.Com, AMP (Harvard), retired from his position as Executive Joint Managing Director at Woolworths in 2000, continuing service as a non-executive director with them until 2010. Brian joined the Bowler Board as an independent non-executive director in 1998 and is now the Chairman of the Board.
Finlay Craig Mac Gillivray (46) Audit and Risk Committee Remuneration Committee	Craig Mac Gillivray, previously a senior partner of a national audit practice and currently CEO of a leading Cape wine estate, holds a B.Com degree, post graduate diplomas in accounting and tax law, and a CA(SA) and has held various senior executive positions in offshore diamond mining and clothing retail. He joined Bowler Metcalf as an independent non-executive director in March 2011, chairs the Remuneration Committee and the Audit and Risk Committee.
Michael Brain (66) Remuneration Committee	Michael Brain, qualified with a B.Sc in engineering from UCT and was a founder member of engineering company, Brain and Howarth, in 1975 and in 1977, marketing company SA Historical Mint. He joined Bowler Metcalf in 1984 and held the position of financial director until 1999 when he took over as managing director. He moved into the dual role of vice-chairman and chief financial officer in 2011 and retired from executive duties in November of that year.
Sarah Jane Gillett (40) Audit and Risk Committee Social and Ethics Committee	Sarah Jane Gillett qualified with a B.Com from Stellenbosch (accounting and economics) in 1994 and has further specialised into marketing and negotiations. She has worked nationally and internationally in marketing and sales and has run, as MD, the family business of the importation and distribution of products into the printing and architectural industries since 2010. Sarah joined the Board in November 2012 and chairs the Social and Ethics Committee.

Executive

Paul Friedrich Sass (50) Chief Executive Officer Social and Ethics Committee	Friedel Sass has a B.Sc Mechanical Engineering from Cape Town and worked as a design and industrial engineer before completing an internship in Europe in the plastics industry. He joined Bowler Metcalf in 1991, was appointed to the Bowler Board as an executive director in 1998 for 7 years and then again in 2009. He was appointed chief operating officer in March 2011.
Grant Andrew Böhler (42) Chief Financial Officer Social and Ethics Committee	Grant Böhler obtained his B.Rek (Hons) from Stellenbosch University and qualified as a Chartered Accountant after completing articles at Ernst & Young. He has experience in the manufacturing and service sectors and joined Bowler Plastics as CFO in November 2011 before being appointed to the Bowler Metcalf Board as Chief Financial Officer.
Michael Allan Olds (62) Executive director	Michael Olds, BSc (Engineering) served as an executive director of Bowler Metcalf between 1985 and 2005 and since then as senior sales executive in the Plastics division.

CHAIRMAN'S REPORT

Overview

It is with a profound sense of sadness that I write my first Chairman's report for Bowler Metcalf. Our founder and Chairman, Horst Sass, died peacefully on the 1st June 2013 after a short and determined fight against cancer.

We felt it appropriate to include an obituary to this amazing man in our annual report. Many of our shareholders knew him personally after attending the Annual General Meetings.

In my experience Bowler is quite unique in the long term relationship it has with its shareholders. The excellent performance of the company over many years played a large role in your decision to remain investors, but I am aware that your confidence in the company was also influenced by the integrity, passion, straight talking and commitment to excellence of Horst Sass. These are big shoes to fill.

There have been several changes to the composition of the Board of Directors and Board Committees during the year.

- Michael Brain (ex CEO of Bowler Metcalf) continues as a Non-Executive Director and joins the Remuneration Committee.
- Sarah Gillett joined the Board as an Independent Non-Executive Director and serves on the Audit and Risk Committee and Chairs the Social and Ethics Committee.
- Craig Mac Gillivray has assumed the Chairmanship of The Remuneration Committee in addition to being Chairman of the Audit and Risk Committee.
- Michael Olds, Head of Sales and Marketing in the plastics division and ex main Board director, was appointed an Executive Director.

We are fortunate to have a well balanced and hard working team of Non-Executive Directors.

Plastics Operations

The executive team under the leadership of Bowler Chief Executive Friedel Sass, have undertaken a comprehensive review of all the major functions of the plastics division. They have put in place strategic and operational plans to position the business for future growth. Good progress was made during the year in implementing the plans but the financial results do not yet reflect the achievements in very difficult trading conditions.

Filling Operations

For strategic reasons, the remaining minority shareholding in Quality Beverages was acquired during the year and the company is now a wholly owned subsidiary of Bowler Metcalf Ltd. Quality Beverages in the Western Cape has gone from strength to strength and continues to make a significant contribution to Group profits.

The new bottling plant in Johannesburg is fully operational and the management team are making some progress in breaking into this large but difficult market.

Dividend

The strong Group balance sheet and cash flow have enabled the declaration of a final dividend of 15.8 cents per share resulting in a full year dividend of 33.3 cents per share.

Prospects

Recent trading updates by the major supermarket chains point to the continuing slowdown in the FMCG market. The customers of the packaging business are the major suppliers of products to this market and the intense competition is pressurising prices and margins. Encouragingly, the growth in the Sub Saharan markets is gaining momentum.

The recent and continuing weakness in the rand against the major currencies may result in some opportunities for import replacement.

Quality Beverages is expected to show continued growth in the Western Cape, while brand building efforts are being made in Johannesburg to improve market share.

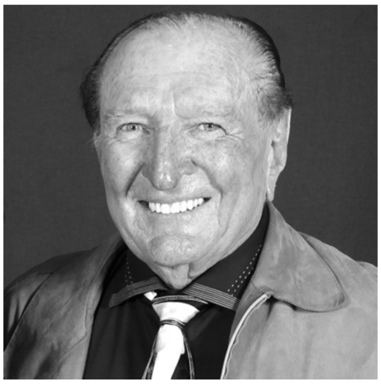
Thanks

A sincere thank you to our customers who continue to support us through these difficult times.

We are very fortunate to have committed and motivated staff who deliver the Bowler difference. Our executive team under the tireless and determined leadership of Friedel Sass, ably assisted by Finance Director Grant Böhler, continue to provide the direction and motivation to move Bowler into the future.

Finally a special thank you to my fellow Non-Executive Directors for their advice, support and dedication in helping to navigate through these testing times.

Non-Executive Independent Chairman



17 March 1936 - 1 June 2013

HORST WERNER SASS

Horst Werner Sass was born 17 March 1936, on a farm close to Helmeringshausen, a trading outpost on the edge of the Namib desert in Southern Namibia. His childhood was in a farming environment. He studied agriculture in Potchefstroom at the Landbou College and joined his father's farming business on the borders of the Kalahari desert.

This was still a time with free roaming game and no fences . As a young man, he would herd large herds of cattle by horseback through lion infested territory. In 1960 moved to Cape Town where Horst commenced his studies to become an electrical engineer. Perseverance, during financially tough times, finally paid off when he qualified with top honours.

During his first employment at Macullum and Stevens in Cape Town, Horst gained experience and a fascination with electroplating. This was the foundation for him to start his first business, General Anodising. The entire family supported this 24 hour dedication to a start-up business with limited resources. The business survived the start-up and the Artscape today still bears evidence of the anodizing of aluminium fixtures done during that time.

A small plastics operation, Trident Plastics, was operational next to the anodizing company. The mechanics and processes intrigued the young engineer and at the end of the 60's, he had sold his anodizing business and had gone into a partnership in the plastics business. Under his leadership this business focused on the plastics packaging market, which was experiencing the boom resulting from the conversion of glass to plastics. Horst travelled to Germany for the first time and cemented a lifelong fascination with the German business models of technical leadership, specialized expertise, and commitment to quality and perfection. He pursued a vision of business based on these guidelines and on an unwavering sense of what he called "black and white", or right and wrong. There was no middle way.

Trident Plastics experienced tremendous growth. During this time, Horst surrounded himself with competent, skilled individuals, who shared his ethics to work, and appreciated the leadership he displayed. Most of these individuals would continue the association with him and his family for years to come.

By the end of the 70's, Trident was a significant force in the packaging environment and through the pressure of his fellow partners, the business was sold to Kohler Plastics. A 3 year period in corporate culture followed, which saw him responsible for various plastic plants in South Africa. True to himself, he was hardworking and committed to the success of the business, however, the corporate rigidity and conformance pressures did not match his desire for independence. He was particularly frustrated at the lack of decision making – a key trait of his style of management. He resigned from the business in the early eighties. Horst, together with his core team of artisans, decided to continue in the plastics machine selling and mould making business – a lucrative venture for all involved. From this the opportunity arose in the mid 80's to become once again involved in a plastics packaging manufacture , known as Bowler Metcalf.

Bowler Plastics was to become the vehicle where his accumulated wealth of knowledge and experience was to show tremendous benefit and earn national recognition. With a strong team of various skill sets the business grew from strength to strength. It developed from a small operation to a listed company, to a multiple plant company, to a national business with a reputation for performance and quality. Horst prided himself with the fact that he never had to retrench a single person. He was acutely aware, that for every 1 person he could offer a job, 8-10 others would benefit. His sense of business , his love of people and his passion for performance define this remarkable person.

Bowler Plastics was also the vehicle where he could remain influential and involved with the people who had shared his path with him over the years. He was a mentor for many people, be it from a professional, career or personal point of view. He had an ability to listen and interpret the needs and wishes of those that seeked his advice or guidance. Above all he inspired people to do better.

As Chairman of the organization, he led the organization through a phase of change management, guiding the process of generational change and reaffirming the values and culture of the growing business. His presence alone was a reassurance to all during some trying and challenging times. A particularly satisfying highlight in his career was the recognition of the Packaging Council of South Africa for his lifelong contribution to the industry.

Horst enjoyed his private time to reflect. He read passionately, especially non-fiction. He was a passionate person and, in turn, admired people with passion, love and loyalty. He despised dishonesty, showmanship and falseness. Family time and inclusiveness was his mission and he always took the time to make this happen. He did not force those issues, but rather facilitated the flow through a natural progression. His patience in this was remarkable and his senses uncannily accurate.

CHIEF EXECUTIVE OFFICER'S REPORT

Overview

In a year of mixed performances, the two key operating segments of the Group have returned a 0.7% growth in turnover and a 5.7% drop in profits resulting in a 4% drop in headline earnings per share.

The filling operation has increased its influence on the top-line, while not yet contributing meaningfully to the earnings as a result of the Gauteng beverages strategy. The depressed activity levels of the plastic's division is a direct reflection of the difficult trading conditions in South Africa, even though the performance of the units has been satisfactory under the circumstances.

The strategy of "vertical integration" followed over the past few years is assisting a process of readjustment to a changing market in the core plastics business.

Plastics Operations

Good support from the filling division contained volume losses in the plastics operation to 6,7%.

A combination of low consumer spend, volume loss to import finished goods and a noticeable shift to low cost packaging – sadly to the detriment of quality standards, have deflated the demands. The cosmetic, toiletries and pharmaceutical markets are particularly affected, which form the bulk of the segments activity.

The resulting underutilised capacities combined with unrecoverable raw material pricing pressures in the 3rd and 4th quarters, resulted in a decrease in earnings of 11%. In this depressed manufacturing environment, a 11,4% earnings on turnover reflects positively in a besieged sector. Challenges from escalating raw material prices will require working closely with suppliers and looking at alternatives.

In the last quarter of the period under review, encouraging signs of a rebound in the downstream industries is evident. The exchange rate (with regards to combatting import finished goods), supportive government participation and firm commitments to South African manufacturing basis by international corporations is driving investments at our customer base. This will benefit both the industry and the plastics operations industries.

The operation is continuing its focus on innovative technologies, efficiency and cost improvements and expansion of its customer base in different market sectors. Early fruits of this labour can already be seen in the current year under review. The difficult trading period has brought customer and supplier significantly closer and the resultant partnership developments are exciting and will benefit the South African business in the future.

Filling Operations

During the review period, Bowler Metcalf acquired the remaining 25,1% of shares in Quality Beverages 2000 (Pty) Ltd.

An aggressive marketing strategy has resulted in pleasing growth of 6,9% in revenue for the business.

In the Cape region, a combination of improved efficiencies and peak season stock and logistics planning have supported a volume growth of 13%, as the brand continues its expansion in the region.

The Gauteng region depressed the overall performance of the business by failing to gain brand support on the basis of the Cape model. A business review, restructure and launch of a specific Gauteng CSD brand, toward the end of the review period is showing clear signs of gaining momentum. This part of the business is closely monitored for its continued future in the Group.

The business is well positioned to benefit from the strength and growth of the middle income band consumers in South Africa and it suitably complements the Group's current profile.

Prospects

Despite the challenges in the plastic's and Johannesburg filling operation, the management team is motivated and focussed to capitalise on the current market dynamics which look positive for the company profile.

P.F. SASS
Chief Executive Officer

King Code:

The Bowler Group is committed to the principles of transparency, integrity, fairness responsibility and accountability as advocated in the King Code of Governance Principles ("King III"). The Group has endeavoured to apply the principles of King III in a practical manner, and in 2013 the Group continued to review its practices based on these principles. Where King III principles are not applied, this is clearly explained to stakeholders and, where necessary, other controls are put in place to ensure sound governance.

Board of Directors:

Full details of the directorate, inclusive of remuneration and shareholdings are as set out elsewhere in this report. The directors endeavour to act in the best interest of the company at all times.

There is a clear division of responsibilities at Board level to ensure a balance of power and authority, such that no one individual has unfettered powers of decision making. The majority of directors are non-executive, three of whom are also classified as independent. The responsibilities of the Chairman and Chief Executive Officer have been clearly defined by the Board.

The Chairman of the Board, Mr B Frost, is an independent non-executive director.

The full Board endeavours to meet four times per annum. The non-executive directors retire in rotation, have no long-term contracts, and are not automatically reappointed. Two executive directors participate in a share incentive scheme. A remuneration committee approves remuneration of all directors and senior management. All directors have access to the services of the company secretary and, at the company's expense, legal and financial advisors. Directors financial interests are tabled at every meeting.

The Board has assessed that the independence, character and judgement of Brian Frost has not been impaired or affected by his length of service, which is in excess of nine years.

The induction of directors is conducted through a formal process.

The Board does not conduct regular appraisals of the Board and it's committees but consideration will be given to same going forward.

Director Nominations:

Due to the size of the company and limited number of directors there is no separate nomination committee. This function is fulfilled by the Board as and when the need arises. The procedure for the appointment of directors includes the review of cv's, interviews by a majority of directors and decision by the whole Board.

Corporate Governance:

The Board is the focal point and custodian of corporate governance.

Going Concern:

Based on solvency and liquidity tests, budgets and cash flows, the Board of Directors believes that the Group has adequate resources and facilities available to continue to operate in the foreseeable future. The Board, therefore, continues to apply the going-concern basis in preparing the annual financial statements.

Internal Controls and Audit:

The directors have responsibility for the Group's systems of internal controls. These are designed to provide reasonable assurance of effective and efficient operations, internal financial control and compliance with laws and regulations. Operational and financial responsibilities are delegated to CEOs, CFOs and executives of the principal operating divisions.

The Group's system of internal controls is designed to provide reasonable, but not absolute, assurance against the risk of material errors, fraud or losses occurring. Furthermore, because of changing internal and external factors, the effectiveness of an internal control system may vary over time and must be continually reviewed and adapted.

The system of internal controls is monitored throughout the Group by the Audit Committee, management and employees as an integrated approach. The Board reports that:

- to the best of its knowledge and belief, no material malfunction of the Group's internal control system occurred during the period under review;
- it is satisfied with the effectiveness of the Group's internal controls and risk management;
- it has no reason to believe that the Group's code of ethics has been transgressed in any material respect; and
- to the best of its knowledge and belief, no material breaches have occurred during the period under review, of compliance with any laws and regulations applicable to the Group.

The Board has to date not established an internal audit function due to the small size of the administration and intimate involvement of senior management but is reviewing the need therefor on an on-going basis.

Stakeholder Relationships

It is Group policy to pursue dialogue with institutional shareholders. To achieve this dialogue, the executive directors have conducted a number of presentations to, and meetings with, investors and analysts to communicate the strategy and performance of the Group.

The quality of this information is based on the standards of promptness, relevance and transparency.

The Group encourages all shareholders to attend its annual general meeting, which provides shareholders with the opportunity to pose questions to the Board of Directors.

No requests for information were lodged with the Group in terms of the Access to Information Act.

Ethical Leadership

The Group's value system expects all its employees to maintain high standards of integrity and ethics in dealings with suppliers, customers, business partners, stakeholders, government and society at large. The Board does not tolerate any form of corruption, violation of law or unethical business practices. It also advocates confidentiality in respect of information regarding employees and information regarding the Group itself.

Additional assurance on matters ethical is provided from audits of some large customers on the Group. Further assurance will be considered by the Social and Ethics Committee in due course.

There were no recurring regulatory penalties imposed on the Group or any of it's directors during the year under review.

Audit and Risk Committee

Members	Category
Craig Mac Gillivray - Chairman	Non-executive Independent
Brian James Frost	Non-executive Independent
Sarah Jane Gillett	Non-executive Independent

This Committee operates under formal terms of reference. The terms of reference are confirmed by the Board and reviewed every year. The terms of reference are available to the shareholders, on request, at the registered office of the company.

The main purpose of the committee is to assist the Board in monitoring the integrity of the financial statements, overseeing the process of the integrated report, being responsible for the financial internal controls and overseeing the external audit function.

In addition the committee has been appointed to perform the duties of an audit committee on behalf of all the company's subsidiaries.

The Board has also delegated to the committee the responsibility of overseeing the risk management process.

The members are all independent Non-executive directors, who are suitably qualified. The Chief Executive Officer, Chief Financial Officer and external auditors of the company attend the meetings by invitation.

The committee met four times during the year.

The duties performed in respect of audit are contained in the Audit and Risk Committee report on page 18.

The duties performed in respect of risk are as follows:
- approval of the risk process
- consideration of the risk profile
- consideration of the risk mitigation actions
- report to the Board on the risk process and the major risks.

Remuneration Committee

Members	Category
Craig Mac Gillivray - Chairman	Non-executive Independent
Brian James Frost	Non-executive Independent
Michael Brain	Non-executive

The main purpose of the Remuneration Committee is to assist the Board in fulfilling their responsibilities in establishing formal and transparent remuneration policies which are aligned with the company strategies and linked to its performance in the short and long term.

The Committee’s terms of reference have been approved by the Board and the Committee is satisfied that it has carried out its responsibilities for the year in compliance with its terms of reference.

Membership consists of three Non-executive directors of whom two, including the Chairman of the Committee, are independent.

The Committee met twice during the year and the Chairman reported back to the Board on the activities of the Committee.

The following key issues were discussed and dealt with by the Committee during the year:

Guaranteed pay

Annual review of Executive Directors and Management Committee members guaranteed pay relative to individual and company performance and market competitiveness.

Short term performance bonus
Reviewed and agreed the short term incentive targets for 2013 financial year.
Reviewed and approved the short term incentive bonus payments in respect of 2012.

Long term incentive scheme
Continued the investigation of a long term incentive scheme.

Remuneration polices
The remuneration policy is designed to attract, retain, motivate and drive performance. To achieve this remuneration is balanced between fixed and variable pay. Fixed pay is benchmarked against companies in our industry of a similar size but also recognising and rewarding individuals for their responsibilities and performance. Performance based remuneration is made up of a short term bonus scheme and a long term share option scheme. The short term bonus scheme is paid on achievement of pre-set targets being; segmental operating profits in respect of subsidiary executives, and Group operating profits in respect of Group executives. The long term option scheme was created in 2008 and options have not been granted since that date. The remuneration policy is currently being reviewed by the remuneration committee in conjunction with an external consultant.

Executive Directors service contracts
The Executive Directors service contracts do not contain notice periods exceeding twelve months.

Remuneration Policy for Non-executive Directors
Non-executive Directors receive fees for services on Board and Board Committees. These fees recognise the responsibilities of Non-executive Directors throughout the year and the total fee is inclusive of a base fee and a committee attendance fee. Fees are based on benchmarking with similar sized companies within our industry.

Non-executive Directors do not receive short term incentives and do not participate in any long term share incentive scheme.

The fees for Non-executive Directors have been recommended by the Remuneration Committee to the Board for their approval.

The proposed fees for 2014 have been based on benchmarking with similar sized listed companies. Consideration has also been given to the substantial increase in legal and regulatory oversight requirements and increased risk being assumed by Non-executive Directors.

Non-executive Directors Remuneration

Name		Date first appointed	Directors fees R'000	Committee fees R'000	Total 2013 R'000	Total 2012 R'000
Non-executive Independent						
B J Frost		Jun 1998	145	170	315	220
FC Mac Gillivray		Mar 2011	145	130	275	220
EG Tindale	Retired Nov 2012	Jun 2008	47	18	65	175
SJ Gillett		Nov 2012	97	33	130	-
Non-executive						
HW Sass	Deceased Jun 2013	Jul 2007	223	45	268	257
M Brain		Jan 1985	220	-	220	67
Total			877	396	1,273	939
Paid by subsidiary			(877)	(396)	(1,273)	(939)
Paid by company			-	-	-	-

Executive Remuneration

The remuneration of all the directors and prescribed officers of the company is detailed in the notes to the annual financial statements.

Social and Ethics Committee

A company's Social and Ethics Committee must comprise not less than three directors or prescribed officers of the company, at least one of whom must be a director who is not involved in the day-to-day management of the company's business, and must not have been so involved within the previous three financial years.

Members	Category	Date first appointed
Sarah Jane Gillett - Chairperson	Non-executive Independent	Nov 2012
Paul Friedrich Sass	Executive	Apr 2012
Grant Andrew Böhler	Executive	Apr 2012
Louis Vern Rowles	Prescribed officer - Bowler Plastics	Apr 2012
François Agenbach	Prescribed officer - Quality Beverages	Apr 2012
Vanessa Paris	Group HR manager	Jun 2013

This committee was established in April 2012 in terms of Section 72 (4) of the Companies Act, 2008 and regulation 43 (2) with the main function of monitoring the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:

- Social and economic development
- Good corporate citizenship
- The environment, health and public safety
- Consumer relationships
- Labour and employment

The committee met three times during the year. The terms of reference have been adopted by the committee together with an annual work plan (see Social and Ethics Committee report on page 19)

Meeting Attendances

Name	Category	Date first appointed	Date last appointed	Date of Termination	No of meetings	Attendance
Main Board						
HW Sass	Non-Exec Chairman	Jun 1986	Dec 2011	Jun 2013	3	2
EG Tindale	Non-Exec Independent	Jun 2008	Nov 2010	Nov 2012	1	1
BJ Frost	Non-Exec Indep Chairman	Jun 1998	Nov 2012		4	4
FC Mac Gillivray	Non-Exec Independent	Mar 2011	Nov 2012		4	4
SJ Gillett	Non-Exec Independent	Nov 2012	Nov 2012		3	3
M Brain	Non-Exec	Jan 1985	Dec 2011		4	3
PF Sass	Chief Executive Officer	Nov 2009	Nov 2012		4	4
GA Böhler	Chief Financial Officer	Dec 2011	Nov 2012		4	4
MA Olds	Executive Director	Nov 2012			3	3
Audit & Risk Com						
Members:						
FC Mac Gillivray	Chairman	Mar 2011	Nov 2012		4	4
BJ Frost	Member	Jun 1998	Nov 2012		4	4
EG Tindale	Member	Jun 2008		Nov 2012	3	2
SJ Gillett	Member	Nov 2012	Nov 2012		1	1
Guests:						
PF Sass	Chief Executive Officer	-			4	4
GA Böhler	Chief Financial Officer	-			4	4
LV Rowles	Company Secretary	-			4	4
Mazars	External auditor	-			3	3
Remuneration Com						
BJ Frost	Chairman	Jun 1998			2	2
HW Sass	Member	Jun 1986		Jun 2013	1	1
FC Mac Gillivray	Member	Mar 2011			2	2
Social and Ethics						
BJ Frost	Chairman	Apr 2012			3	3
SJ Gillett	Member	Nov 2012			2	2
PF Sass	Member	Apr 2012			3	3
GA Böhler	Member	Apr 2012			3	3
LV Rowles	Prescribed Officer	Apr 2012			3	3
F Agenbach	Prescribed Officer	Apr 2012			3	2
V Paris	Group HR Manager	Jun 2013			1	1

Integrated Annual Report:

This Integrated Annual Report, combines financial and non-financial information. Our aim is that the integrated report will be incrementally improved over time, in line with developing global standards.

Information Technology (IT) :

The Group's reliance on IT is principally in the area of administration, with some application to mould design and manufacture. The Board, through the Audit and Risk Committee, is responsible for IT governance. IT management forms part of the Group’s risk management system. The Group has appointed a suitably qualified and experienced IT manager responsible for the management of IT and reporting directly to senior management. The IT manager provides regular reports for consideration by the Audit and Risk Committee along with other matters of risk.

Social responsibility:

Health and safety conditions comply with industry standards and the minimization of industrial pollution is entrenched in the manufacturing process. The Group is committed to a work environment free of discrimination of any kind and to maintain a high level of worker education and training, thus facilitating the consequent affirmative action. The Group has maintained its progress in meeting its employment equity goals and the latest workforce profile as submitted to the Department of Labour, is summarized hereunder. Any further details required are available at the registered office of the company.

Employment Equity

The workforce profiles submitted to the Department of Labour are summarised hereunder.

	Management	Skilled & Other	Temporary Employees	Total	% of Total
Employment - 2013					
Male					
African	1	156	62	219	24%
Coloured	11	182	113	306	34%
Asian	5	17	-	22	2%
White	38	19	4	61	7%
Foreign nationals	1	5	-	6	1%
Female					
African	-	24	40	64	7%
Coloured	2	117	79	198	22%
Asian	-	4	-	4	0%
White	7	14	1	22	2%
Foreign nationals	-	-	1	1	-
Total - 2013	65	538	300	903	100%
Employment - 2012					
Male					
African	-	132	51	183	23%
Coloured	11	191	93	295	36%
Asian	5	17	-	22	3%
White	39	22	3	64	8%
Foreign nationals	1	4	-	5	-
Female					
African	-	14	35	49	6%
Coloured	2	112	54	168	21%
Asian	-	4	-	4	-
White	6	14	-	20	2%
Foreign nationals	-	-	-	-	-
Total - 2012	64	510	236	810	100%
Skills Development - 2013					
Male					
African	-	51	4	55	22%
Coloured	3	51	26	80	32%
Asian	4	9	-	13	5%
White	6	1	1	8	3%
Female					
African	-	10	7	17	7%
Coloured	1	45	23	69	28%
Asian	-	2	-	2	1%
White	1	3	-	4	2%
Total - 2013	15	172	61	248	100%
Skills Development - 2012					
Male					
African	-	39	-	39	34%
Coloured	5	17	-	22	19%
Asian	2	9	-	11	10%
White	6	2	-	8	7%
Female					
African	-	6	-	6	5%
Coloured	1	26	-	27	23%
Asian	-	-	-	-	0%
White	2	-	-	2	2%
Total - 2012	16	99	-	115	100%

KING III GAP ANALYSIS

As required by the JSE Listings Requirements, the following table discloses the status of the Group's compliance with King III and reasons for non-compliance, if applicable.

ETHICAL LEADERSHIP AND CORPORATE CITIZENSHIP	APPLY	PARTIALLY APPLY	UNDER REVIEW / DO NOT APPLY
Effective leadership based on an ethical foundation	✓		
Responsible corporate citizen	✓		
Effective management of company's ethics	✓		
Assurance statement on ethics in integrated annual report			✓[1]
BOARDS AND DIRECTORS			
The Board is the focal point for and custodian of corporate governance	✓		
Strategy, risk, performance and sustainability are inseparable	✓		
Directors act in the best interest of the company	✓		
The Chairman of the Board is an independent non-executive director	✓		
Framework for the delegation of authority has been established		✓[2]	
The Board comprises a balance of power, with a majority of non-executive directors, the majority of who are independent	✓		
Directors are appointed through a formal process	✓		
Formal induction and on-going training of directors is conducted	✓		
The Board is assisted by a competent, suitably qualified and experienced company secretary	✓		
Regular performance evaluation of the Board, its committees and the individual directors		✓[3]	
Appointment of well-structured committees and oversight of key functions	✓		
An agreed governance framework between the Group and its subsidiary Boards is in place		✓[4]	
Directors and executives are fairly and responsibly remunerated	✓		
Remuneration of directors and senior executives is disclosed	✓		
The company's remuneration policy is approved by its shareholders	✓		

COMPLIANCE WITH LAWS, CODES, RULES AND STANDARDS	APPLY	PARTIALLY APPLY	UNDER REVIEW / DO NOT APPLY
The Board ensures that the company complies with relevant laws	✓		
The Board and directors have a working understanding of the relevance and implications of non-compliance	✓		
Compliance risk forms an integral part of the company's risk management process		✓[7]	
The Board has delegated to management the implementation of an effective compliance framework and processes		✓[8]	
GOVERNING STAKEHOLDER RELATIONSHIPS			
Appreciation of stakeholders' relationships	✓		
There is an appropriate balance between its various stakeholder Groupings	✓		
Equitable treatment of stakeholders	✓		
Transparent and effective communication to stakeholders	✓		
Disputes are resolved effectively and timeously	✓		
THE GOVERNANCE OF INFORMATION TECHNOLOGY			
The Board is responsible for information technology (IT) governance	✓		
IT is aligned with the performance and sustainability objectives of the company	✓		
Management is responsible for the implementation of an IT governance framework	✓		
The Board monitors and evaluates significant IT investments and expenditure	✓		
IT is an integral part of the company's risk management	✓		
IT assets are managed effectively	✓		
The risk management committee and audit committee assist the Board in carrying out its IT responsibilities	✓		

KING III GAP ANALYSIS - continued

AUDIT COMMITTEE	APPLY	PARTIALLY APPLY	UNDER REVIEW / DO NOT APPLY
Effective and independent	✓		
Suitably skilled and experienced independent non-executive directors	✓		
Chaired by an independent non-executive director	✓		
Oversees integrated reporting	✓		
A combined assurance model is applied to improve efficiency in assurance activities		✓[5]	
Satisfies itself on the expertise, resources and experience of the company's finance functions	✓		
Oversees internal audit			✓[6]
Integral to the risk management process	✓		
Oversees the external audit process	✓		
Reports to the Board and shareholders on how it has discharged its duties	✓		

THE GOVERNANCE OF RISK	APPLY	PARTIALLY APPLY	UNDER REVIEW / DO NOT APPLY
The Board is responsible for the governance of risk and setting levels of risk tolerance	✓		
The risk management committee assists the Board in carrying out its risk responsibilities	✓		
The Board delegates the process of risk management to management.	✓		
The Board ensures that risk assessments and monitoring is performed on a continual basis	✓		
Frameworks and methodologies are implemented to increase the probability of anticipating unpredictable risks	✓		
Management implements appropriate risk responses	✓		
The Board receives assurance on the effectiveness of the risk management process		✓[9]	
Sufficient risk disclosure to stakeholders	✓		
INTEGRATED REPORTING AND DISCLOSURE			
Ensures the integrity of the company's integrated annual report	✓		
Sustainability reporting and disclosure is integrated with the company's financial reporting	✓		
Sustainability reporting and disclosure is independently assured			✓[10]

NOTES TO KING III GAP ANALYSIS

✓[1] The Board has not sought assurance on its ethics performance but does receive some assurance through customer audits.

✓[2] Framework for the delegation of authority is to be formalised.

✓[3] Board, committee and director evaluation is to formalised.

✓[4] Group governance framework is being established

✓[5] To be formalised.

✓[6] There is no internal audit. See details under internal controls and audit section of the report on corporate governance.

✓[7] Risk management process is under review and is to be formalised.

✓[8] Risk management process is to be formalised.

✓[9] The Board obtains assurance on its risk management processes from the audits conducted on the company by some large customers.

✓[10] The Board has not sought assurance on its sustainability reporting.

SUSTAINABILITY REPORT

Bowler Metcalf, through its Board, subsidiaries and committed staff, aims to ensure long-term value for all its stakeholders in a transparent, integrated, results driven and holistic balanced approach. The management embraces an evolutionary, process driven approach to guide the organisation within a dynamic business and social environment.

Progress in the sustainability objectives of the Group is summarised as follows:

i. *Commitment to ethical and non-corrupt work practices both within and outside the business:*

The Social and Ethics Committee has commenced with its work focussing on awareness and alignment across all business units. The Committee is led by Sarah Gillett.

ii. *An active engagement and partnership with customers, based on environment considerate solutions and a strong knowledge-driven philosophy to remain continuously aligned to changing solutions:*

The international attention on the Southern African business market has set new benchmarks in many facets of the business. This is specifically with respect to light weighting, production efficiency, waste reduction and productivity. Various projects have been progressed in these business areas.

iii. *The development of like-minded, expertise-based supplier networks is a key contributor to the knowledge and resourcefulness of various teams:*

The development of the new branded beverage has been received with enthusiasm by product specialists and consumers.

The in-house masterbatch colour matching and production plant has been commissioned and is operational. The initiative has been well received in the market.

A benchmark high volume injection production facility was developed and commissioned.

The results and benefits have lifted performances in other areas of the operation. The suppliers' expertise and support has been significant in this achievement.

Various specialised equipment has been modernised and customised to the business demands in close co-operation with technology specialists.

A combination of supplier support and technical innovation has resulted in a significant reduction in risk to CO2 stock-outs.

iv. *Continuous focus on reduction of waste:*

The waste neutral process has progressed with good breakthroughs in the PET plants and blow moulding operations. The injection operations continue to be waste neutral while the tube operation is the next objective.

New equipment in the injection operation has reduced energy requirements to previous generation equipment and is operating at 65% of the older generation. More initiatives are underway in a drive to improve energy performances.

The photovoltaic installation is progressing after considerable "red tape" regulatory issues which delayed the installation.

v. *Providing employees with a healthy and safe working environment and fostering a culture of continuous development and training:*

The committees are functioning well in all operations.

vi. *Continuous researching and investment in appropriate solutions to remain at the forefront of the expertise in the various fields of operations:*

The administration of the business has received considerable attention. The head office was refurbished to support productivity and performance. Investment into systems is considered for the next period to improve information accessibility.

Considerable development of moulding and processing principles have provided cost-efficient solutions.

The Cape beverages plant is in the process of changes to operating methods.

vii. *Engaging with the communities supporting socio-economic developments by way of various projects:*

In the past year over R2.3 mil was provided for various community initiatives. This included support for sport development, community development, as well as donations for feeding schemes, education aid, fail care, old age support and community counselling work.

viii. *Open engagement with analysts and shareholders to create an informed perception of the company to ensure appropriate expectations:*

Analyst presentations are made at the time of interim and annual results and coincide with site visits when appropriate.

DIRECTORS STATEMENT

Preparation of Integrated Annual Financial Statements
The Directors are required by King III to prepare the Integrated Annual Financial Statements, which include the Annual Financial Statements as required by the Companies Act. These statements have been reviewed by the Audit and Risk Committee and the Board who are of the opinion that they fairly present the financial position of the Group as at the end of the financial year, and the financial performance and cash flows for that year, in conformity with International Financial Reporting Standards, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Companies Act in South Africa.

The Directors consider that in preparing the financial statements, the Group has consistently used appropriate accounting policies supported by reasonable and prudent judgements and estimates. All applicable accounting standards have been followed.

Directors' Responsibility in Relation to Financial statements
the content and integrity of the Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Annual Financial Statements fairly present the state of affairs of the company and Group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the Annual Financial Statements.

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

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

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

The Directors have reviewed the Group's cash flow forecast for the year to 30 June 2014 and, in the light of this review and the current financial position, they are satisfied that the Group has, or has access to, adequate resources to continue in operational existence for the foreseeable future.

Directors' approval of Annual Financial Statements
The Annual Financial Statements set out on pages 17 to 47 were approved by the Board of Directors on
11 September 2013

Signed on their behalf by:

B J FROST
Chairman

P F SASS
Chief Executive Officer

Ottery
11 September 2013

SECRETARIAL CERTIFICATION

In accordance with section 88(2)(e)(d) of the Companies Act 2008 as amended, it is hereby certified that the company has lodged with the Companies and Intellectual Properties Commission all such returns that are required of a public company in terms of the Act and that such returns are true, correct and up to date.

L V ROWLES
Company Secretary
11 September 2013

AUDIT AND RISK COMMITTEE REPORT

Membership

The committee comprises solely of independent, non-executive directors. They were:

Craig Mac Gillivray (Chairman)
Brian Frost
Sarah Gillett

Functions performed

The committee nominated for approval at the annual general meeting Mazars as the external auditor for the 2014 financial year, and Jaco Cronje as the designated auditor.

Recommendation of auditor

Independence of the auditor:

The committee has considered the independence requirements of the Independent Regulatory Board for Auditors and carried out procedures as considered necessary to satisfy itself that the auditor of Bowler Metcalf Limited was independent as defined by the Companies Act.

These procedures include:

Meeting with the auditors to consider the safeguards they have put in place to ensure their independence.

Determining the nature and extent of non-audit services which the auditor may perform for the company. There is a formal procedure in place that governs the process whereby the auditor is considered for non-audit services. Each engagement letter for such work is reviewed by the committee.

Pre-approving any contract for non-audit services to be performed by the auditor.

Agreeing the provisional audit fee for the year. The fee is considered appropriate for the work that is required to be performed. The final fee will be agreed on completion of the audit.

Ensuring that the appointment of auditor complies with the Companies Act and any other legislation relating to the appointment of auditors.

Other functions

The committee:

is to receive and deal with any complaint relating either to the accounting practices of the company or to the content or auditing of its financial statements, or to any related matter. No such complaint was received during the year.

is to consider, on an annual basis, and satisfy itself, of the appropriateness of the expertise and experience and adequacy of the finance function, the chief financial officer and his/her senior financial team. The committee is satisfied that the incumbent CFO has the appropriate experience and expertise and that the financial function of the Group is adequate.

in consultation with the external auditors, is to review with management, internal and/or external counsel, legal matters that could have a material impact on the Group and to review the effectiveness of the Group's legal compliance procedures and regulatory responsibilities. The Group's legal and regulatory compliance procedures were found to be adequate.

in consultation with the external auditors, is to review the Group's systems of internal control, and fraud detection and prevention, for compliance and improvement thereto. The Group's systems of internal control were found to be adequate and effective and to have been complied with.

is to ensure that management's processes and procedures are adequate to identify, assess and monitor enterprise-wide risks. The Group's risk identification processes and procedures were found to be adequate and effective.

Integrated Annual Report

The committee has recommended the integrated annual report, including the Annual Financial Statements, for approval by the Board. The Board has subsequently approved the financial statements, which will be laid before the members at the forthcoming annual general meeting.

Craig Mac Gillivray
Chairman of the Audit and Risk Committee

11 September 2013

SOCIAL AND ETHICS COMMITTEE REPORT

This committee is constituted as a statutory committee of the Company in respect of its statutory duties in terms of sections 72(4) of the Companies Act, 2008, read with regulation 43 (2) of the Companies Regulations, 2011, which states that all listed public companies must establish a Social and Ethics Committee.

Composition

Mr Brian Frost withdrew as chairperson in June 2013, following his appointment as Chairman of the Board. Sarah Jane Gillett was appointed chairperson in his stead. The committee is further comprised, two executive directors Paul Friedrich Sass (CEO) and Grant Andrew Böhler (CFO) and three other office bearers as detailed on page 11.

Role of the Social and Ethics Committee and execution of its mandate

The committee performs an oversight, monitoring and reporting role to ensure that the Group's business is conducted in an ethical and properly governed manner and to develop and review policies, governance structures and existing practices which guide the Company's approach to new and emerging challenges.

In particular the committee focuses on matters relating to:

- Social and economic development
- Good corporate citizenship
- The environment, health and public safety
- Consumer relationships
- Labour and employment

Meetings and procedures

The committee met three times during the financial year and attendances are tabled on page 12.

During these meetings the terms of reference and the plan of work required to monitor the Group's activities was tabled and agreed to so as to ensure the committee is able to fulfil its mandate.

Conclusion

The committee is of the view that the Group takes its environmental, social and governance responsibilities seriously. No substantive non-compliance with legislation and regulation or non–adherence with codes of best practice, relevant to the areas within the committee's mandate, has been brought to its attention. The committee has no reason to believe that any such non-compliance or non-adherence has occurred.

The committee recognises that management is responding to the increased attention from stakeholders on social and economic development in a responsible, proactive and sustainable fashion.

Sarah Gillett
Chairperson of the Social and Ethics Committee

INDEPENDENT AUDITORS' REPORT

To the shareholders of Bowler Metcalf Limited

We have audited the consolidated Annual Financial Statements and separate Annual Financial Statements of Bowler Metcalf Limited as set out on pages 23-45, which comprise the consolidated and separate statements of financial position as at 30 June 2013, and the consolidated and separate statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Annual Financial Statements

The company's directors are responsible for the preparation and fair presentation of these Annual Financial Statements in accordance with International Financial Reporting Standards, and requirements of the Companies Act of South Africa, and for such internal control as the directors determines is necessary to enable the preparation of Annual Financial Statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Annual Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Annual Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Annual Financial Statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Annual Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Annual Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Annual Financial Statements.

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

Opinion

In our opinion, these Financial Statements present fairly, in all material respects, the consolidated and separate financial position of Bowler Metcalf Limited as at 30 June 2013, its consolidated and separate financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, and the requirements of the Companies Act of South Africa.

Other Reports

As part of our audit of the consolidated Annual Financial Statements and separate Annual Financial Statements for the year ended 30 June 2013, we have read the Directors' report, the Audit and Risk Committee's Report, the Directors' statement, Social and Ethics Committee report, Shareholders profile, Group Companies and the Company Secretary's declaration for the purpose of identifying whether there are material inconsistencies between these reports and the audited Financial Statements. These reports are the responsibility of the respective preparers. Based on our reading of the reports we have not identified material inconsistencies between these reports and the audited Annual Financial Statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Mazars

MAZARS
Partner: FJ Cronje
Registered Auditor

11 September 2013
Cape Town

DIRECTORS REPORT

The Members

Bowler Metcalf Limited

Your directors have the pleasure in submitting their annual report which forms part of the Group Annual Financial Statements for the year ended 30 June 2013.

General Review of Business Operations and results
The Group carries on the business of manufacturing plastics, plastic mouldings and carbonated soft drinks. There were no major changes in the nature of the business of the company and of its subsidiaries during the year. The results of the business and operations of the company and of its subsidiaries during the year and its state of affairs and financial position are set out in the attached Group financial statements and do not, in our opinion, require any further comment or elucidation.

During the year the company purchased the minority share in Quality Beverages 2000 (Pty) Ltd for R38.9 million. At the same time a restraint of trade agreement with the vendor, for the period October 2013 to October 2015 was entered into. The fair value of this restraint has been recognised this financial year.

There are no material facts or circumstances which have occurred in the company or its subsidiaries between the financial year end and the date of this report.

Stated Capital
There has been no change to the authorised share capital during the year. During the year Bowler Plastics (Pty) Ltd, a subsidiary, continued holding the company's shares on the open market in a treasury capacity (refer note 10).

Dividends
Interim dividends of 17.5 cents per share (2012: 16.0c) were paid to shareholders on 15 April 2013. A cash dividend of 15.8 cents per share (2012: final dividend 15.4c and special dividend 4.6c) has been declared in terms of the notice included in this report.

Property, Plant and Equipment
There has been no change in the nature of the property, plant and equipment of the Group and the policy relating to the use thereof remains the same.

Borrowing Limitations
The borrowing powers of the Group are not limited by its memorandum of incorporation.

Directors and Secretary
Details of the present Board of Directors and the secretary appear on the inside front cover of this report. Ms SJ Gillett and MA Olds were appointed to the Board November 2012. The former Chairman, Mr HW Sass, passed away in June 2013 and Mr BJ Frost was appointed Chairman in his stead. There were no other changes during the year under review.

The company secretary performs the company secretarial function which ensures that Board procedures and relevant legislation and regulation is observed and complied with, and is responsible for preparing meeting agendas and recording the minutes of meetings. The company secretary also provides guidance to directors on governance, compliance and fiduciary responsibilities.

The Board has evaluated and is of the opinion, that the company secretary, who is a CA(SA), has the requisite competence, knowledge and experience to carry out the duties of a company secretary of a public company, and in the performance of those duties, is able to maintain an arm's length relationship with other members of the Board. This evaluation took the form of a discussion during a meeting of the Board, which considered his performance over the last 18 years and his formal qualification. The Board is of the opinion that the company secretary has adequately and effectively carried out his role and where necessary, consulted with external experts.

Special Resolutions
The following special resolutions were passed at the annual general meeting, held on 15 November 2012:

1. The directors were given, until the next annual general meeting, a general authority to repurchase shares in the company as they may determine.
2. The directors of the company were authorised and empowered, as a general approval, to cause the company to provide any direct or indirect financial assistance to any company or inter-related company.
3. The annual fees payable by the company to its non-executive directors were approved for the financial years 2013 and 2014.

These same authorities will again be sought at the upcoming annual general meeting.

Directors' Interest in Shares
The directors' interests in the company's issued share capital at 30 June 2013 were as follows:

Director's holdings ('000)		**Beneficial Direct**	**Beneficial Indirect**	**Total**	**%**
2013					
BJ Frost (Non-Executive Chairman)	**	**-**	**100**	**100**	**0.1**
M Brain (Non-Executive)	**	**66**	**2,926**	**2,992**	**3.4**
PF Sass (Executive)	**	**739**	**15,767**	**16,506**	**18.7**
MA Olds (Executive)		**2,160**	**-**	**2,160**	**2.4**
		2,965	**18,793**	**21,758**	**24.6**
HW Sass - deceased 1 June 2013		**2,413**	**-**	**2,413**	**2.7**
		5,378	**18,793**	**24,171**	**27.3**
Shares in issue ('000)				**88,428**	
2012					
HW Sass (Non-Executive Chairman)	**	2,413	15,602	18,015	**20.4**
M Brain (Managing/Financial)	**	66	2,926	2,992	**3.4**
BJ Frost (Non-Executive)	**	-	100	100	**0.1**
E Tindale (Non-Executive)	**	165	804	969	**1.1**
PF Sass (Executive)	**	586	727	1,313	**1.5**
		3,230	20,159	23,389	**26.4**
Shares in issue ('000)				88,428	

There has been no change in these holdings up to the date of this report.

** Some indirect holdings are as a beneficiary of a discretionary family trust

STATEMENT OF FINANCIAL POSITION

At 30 June 2013

	Notes	Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
Assets					
Non-current assets		**212,654**	225,805	**100,186**	124,288
Property, plant and equipment	1	**180,996**	195,412	**-**	-
Intangible assets	2	**15,921**	15,921	**-**	-
Investment in subsidiaries	3	**-**	-	**64,059**	25,126
Related party loan	3	**-**	-	**36,127**	99,162
Loan	4	**9,500**	9,500		
Deferred taxation	12	**6,237**	4,972	**-**	-
Current assets		**301,226**	287,652	**-**	-
Inventories	5	**78,929**	70,832	**-**	-
Trade and other receivables	6	**90,297**	88,078	**-**	-
Prepayments	7	**7,143**	2,373	**-**	-
Cash and cash equivalents	8	**74,312**	47,609	**-**	-
Other financial assets	9	**49,952**	75,145	**-**	-
Taxation		**593**	3,615	**-**	-
Total assets		**513,880**	513,457	**100,186**	124,288
Equity and Liabilities					
Equity attributable to:					
Parent company equity holders		**424,344**	420,592	**92,413**	124,288
Stated capital	10	**21,565**	21,565	**21,565**	21,565
Retained earnings		**436,836**	434,869	**70,848**	102,723
Treasury shares	10	**(35,041)**	(37,043)	**-**	-
Share option reserve		**984**	1,201	**-**	-
Non-controlling interests		**-**	13,616		
Total equity		**424,344**	434,208	**92,413**	124,288
Non-current liabilities		**30,379**	28,428	**4,727**	-
Borrowings	11	**17,659**	12,655	**4,727**	-
Deferred taxation	12	**12,720**	15,773	**-**	-
Current liabilities		**59,157**	50,821	**3,046**	-
Trade and other payables	13	**50,009**	41,842	**1**	-
Bank overdrafts	8	**-**	4,590	**-**	-
Borrowings	11	**6,834**	4,081	**3,045**	-
Taxation		**2,314**	308	**-**	-
Total equity and liabilities		**513,880**	513,457	**100,186**	124,288

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2013

	Notes	Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
INCOME STATEMENT					
Revenue		**650,401**	645,756	**-**	-
Other operating income		**3,203**	7,061	**1,346**	49,159
Raw materials and other operating costs		**(373,416)**	(376,124)	**-**	-
Staffing costs		**(135,335)**	(124,165)	**-**	-
Rental and property finance		**(5,083)**	(4,323)	**-**	-
Depreciation and impairments		**(38,563)**	(36,567)	**-**	-
Maintenance		**(19,524)**	(19,193)	**-**	-
Transport		**(11,759)**	(14,179)	**-**	-
Profit from operations		**69,924**	78,266	**1,346**	49,159
Net finance income/(costs)	**14**	**8,489**	2,789	**(60)**	-
- income		**10,586**	5,015	**-**	-
- costs		**(2,097)**	(2,226)	**(60)**	-
Profit before tax	**15**	**78,413**	81,055	**1,286**	49,159
Taxation	**16**	**(20,948)**	(21,858)	**-**	-
Profit for the year		**57,465**	59,197	**1,286**	49,159
OTHER COMPREHENSIVE INCOME		**-**	-	**-**	-
TOTAL COMPREHENSIVE INCOME		**57,465**	59,197	**1,286**	49,159
Attributable to:					
Equity holders of the parent		**54,863**	58,215		
Non-controlling interests		**2,602**	982		
		57,465	59,197		
Earnings per share					
- basic and diluted	**19**	**67.35**	71.72		

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2013

R'000	Notes	Stated Capital 10.1	Retained Earnings	Treasury Shares 10.2	Share Based Payments	Total	Non-controlling Interests	Total Equity
		Attributable to equity holders of the parent						
Group								
Balance at 1 July 2011		21,565	405,709	(34,148)	1,451	394,577	12,968	407,545
Treasury shares (note 10.2)				(2,895)		(2,895)		(2,895)
Share based payments			475		(250)	225		225
Total comprehensive income for the year to 30 June 2012			58,215			58,215	982	59,197
Dividends paid			(29,530)			(29,530)	(334)	(29,864)
Balance at 30 June 2012		21,565	434,869	(37,043)	1,201	420,592	13,616	434,208
Treasury shares (note 10.2)				2,002		2,002		2,002
Acquisition of minority interest			(22,715)			(22,715)	(16,218)	(38,933)
Share based payments			418		(217)	201		201
Total comprehensive income for the year to 30 June 2013			54,863			54,863	2,602	57,465
Dividends paid			(30,599)			(30,599)		(30,599)
Balance at 30 June 2013		21,565	436,836	(35,041)	984	424,344	-	424,344
COMPANY								
Balance at 1 July 2011		21,565	85,398			106,963		
Total comprehensive income for the year to 30 June 2012			49,159			49,159		
Dividends paid			(31,834)			(31,834)		
Balance at 30 June 2012		21,565	102,723	-	-	124,288		
Total comprehensive income for the year to 30 June 2013			1,286			1,286		
Dividends paid			(33,161)			(33,161)		
Balance at 30 June 2013		21,565	70,848	-	-	92,413		

Group	**2013 cents**	2012 cents
DIVIDENDS PER SHARE		
Dividends paid	**37.5**	36.0
Final previous year	**15.4**	20.0
Special - prior years	**4.6**	-
Interim this year	**17.5**	16.0
Dividends proposed	**33.3**	36.0
Interim this year - actual	**17.5**	16.0
Final this year - proposed	**15.8**	15.4
Special prior years - proposed	**-**	4.6

STATEMENT OF CASH FLOWS
For the year ended 30 June 2013

	Notes	Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
Cash flows arising from operating activities		**60,095**	67,129	**(31,874)**	17,325
Cash receipts from customers		**648,182**	636,117		
Cash paid to suppliers and employees		**(539,962)**	(520,102)		
Cash generated by operations	**21.1**	**108,220**	116,015	**1**	-
Dividends received	**21.2**	**30**	2,417	**1,346**	49,159
Interest received		**4,779**	5,015	**-**	-
Interest paid		**(2,097)**	(2,226)	**(60)**	-
Taxation paid	**21.3**	**(20,238)**	(24,228)	**-**	-
		90,694	96,993	**1,287**	49,159
Dividends paid		**(30,599)**	(29,864)	**(33,161)**	(31,834)
Cash flows arising from investing activities		**3,851**	(146,108)	**63,035**	(17,325)
Property, plant and equipment					
- proceeds on disposal	**21.4**	**492**	763		
- additions	**21.5**	**(24,809)**	(93,852)		
Movement in advance payments	**21.6**	**(2,832)**	29,368		
		(27,149)	(63,721)		
Investments					
- proceeds on disposal		**-**	2,258	**-**	-
Other financial assets					
- Income fund	**21.7**	**31,000**	(75,145)	**-**	-
Related party loan		**-**	-	**63,035**	(17,325)
Loan		**-**	(9,500)	**-**	-
Cash flows arising from financing activities		**(32,653)**	5,856	**(31,161)**	-
Borrowings		**(3,494)**	8,751	**-**	-
Treasury shares					
- disposals		**2,002**	10,957	**-**	-
- acquisitions		**-**	(13,852)	**-**	-
Investments					
- acquisition of minority interest		**(31,161)**	-	**(31,161)**	-
Net increase/(decrease) for the year		**31,293**	(73,123)	**-**	-
Balance at beginning of period		**43,019**	116,142	**-**	-
Cash and cash equivalents at end of the year		**74,312**	43,019	**-**	-
		74,312	43,019	**-**	-
Cash and cash equivalents comprise:					
Bank accounts and cash on hand		**74,312**	47,609	**-**	-
Bank overdrafts		**-**	(4,590)	**-**	-
Cash and cash equivalents at end of the period		**74,312**	43,019	**-**	-

1 Property, plant and equipment

	Group Cost R'000	Group Accumulated Depreciation R'000	Group Balance R'000	COMPANY Cost R'000	COMPANY Accumulated Depreciation R'000	COMPANY Balance R'000
30 June 2013						
Land and buildings	**71,463**	**30,464**	**40,999**	**-**	**-**	**-**
Manufacturing plant and equipment	**375,595**	**251,397**	**124,198**	**-**	**-**	**-**
Other plant and equipment	**51,822**	**36,023**	**15,799**	**-**	**-**	**-**
	498,880	**317,884**	**180,996**	**-**	**-**	**-**
30 June 2012						
Land and buildings	69,032	27,290	41,742	-	-	-
Manufacturing plant and equipment	378,125	239,796	138,329	-	-	-
Other plant and equipment	46,118	30,777	15,341	-	-	-
	493,275	297,863	195,412	-	-	-

Reconciliation of net book value

Group	Land & Buildings R'000	Manufacturing Plant & Equipment R'000	Other Plant & Equipment R'000	Total R'000
30 June 2013				
Net balance at beginning of year	**41,742**	**138,329**	**15,341**	**195,412**
Additions	**2,431**	**16,256**	**6,122**	**24,809**
	44,173	**154,585**	**21,463**	**220,221**
Depreciation	**(3,174)**	**(29,763)**	**(5,626)**	**(38,563)**
Disposals	**-**	**(624)**	**(38)**	**(662)**
Net balance at end of year	**40,999**	**124,198**	**15,799**	**180,996**
30 June 2012				
Net balance at beginning of year	42,822	80,217	14,557	137,596
Additions	1,720	85,428	6,704	93,852
	44,542	165,645	21,261	231,448
Depreciation	(2,800)	(27,289)	(5,403)	(35,492)
Disposals	-	(27)	(517)	(544)
Net balance at end of year	41,742	138,329	15,341	195,412

	Group **2013 R'000**	2012 R'000
The carrying value of certain encumbered property, plant and equipment is: (see note 11)	**11,761**	14,513
Land and Buildings		
Freehold land and buildings consist of:		
1.1 erven 3308 and 3808 of Ottery, Harris Drive, Ottery, Cape.		
- Land at cost December 1994	**1,580**	1,580
- Buildings erected in 1995	**7,340**	7,340
- Additions in 1998	**430**	430
- Additions in 2006	**1**	1
- Additions in 2011	**112**	112
- Additions in 2012	**295**	295
- Additions in 2013	**2,396**	-
1.2 erf 3309 of Ottery, Harris Drive, Ottery, Cape.		
- Land and buildings acquired in September 2002	**1,262**	1,262
1.3 erf 4396 of Ottery, Clifford Street, Ottery, Cape		
- Land at cost October 2003	**1,504**	1,504
- Buildings erected in 2004	**6,393**	6,393
- Additions in 2012	**734**	734
1.4 erf 723 Spartan, Loper Ave, Spartan, Isando (mortgaged in terms of note 11),		
- Land at cost June 1994	**1,416**	1,416
- Buildings erected in 1995	**6,061**	6,061
- Additions 2001	**2,616**	2,616
- Additions 2002	**36**	36

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
1	**Property, plant and equipment - continued**				
1.5	portion 1 of farm 1460, City of Cape Town				
	- Land at cost February 2000	**3,792**	3,792		
	- Buildings erected 2001	**7,955**	7,955		
	- Additions 2004	**78**	78		
	- Additions 2007	**3,960**	3,960		
	- Additions 2010	**10,134**	10,134		
	- Additions 2011	**1,004**	1,004		
	- Additions 2012	**594**	594		
1.6	erf 166802 of Epping, Benbow Ave, Epping, Cape Town (mortgaged in terms of note11),				
	- Land and buildings acquired in November 2003	**5,541**	5,541		
	- Improvements 2003	**5,311**	5,311		
	- Improvements 2006	**158**	158		
	- Improvements 2007	**513**	513		
	- Improvements 2008	**77**	77		
	- Improvements 2009	**38**	38		
	- Improvements 2012	**97**	97		
	- Improvements 2013	**35**	-		
		71,463	69,032		
	Directors' valuation	**191,607**	177,895		

Valuations have been computed on the expected future rental stream, based on current market related rentals, net of costs and discounted at a fair market related rate of return.

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
2	**Intangible assets**				
	Goodwill on acquisition of subsidiaries at carrying values				
	- balance at beginning of year	**15,921**	15,921		
	- balance at the end of the year	**15,921**	15,921		
	Goodwill comprises				
	- Quality Beverages 2000 (Pty) Ltd Group	**11,059**	11,059		
	- Gad-Tek (Pty) Ltd	**4,862**	4,862		
		15,921	15,921		

Annual impairment tests, based on expected future earnings and discounted at fair rates of return, indicate that the goodwill arising on the acquisition of subsidiaries is not impaired at the year end.

Valuation assumptions, derived from management's past experience within the industry are:
Pre-tax earnings based on short to mid-tem budgets (1 to 5 years).
Growth rates of between 10 and 13 per cent.
Discount rate of 12 per cent
Expected future earnings are based on short to mid term operating budgets approved by management.

	Group 2013 R'000	2012 R'000	COMPANY 2013 R'000	2012 R'000

3 Investment in subsidiaries and loans

Unlisted subsidiary companies

Incorporated in South Africa	Number of Shares Held 2013 No	2012 No	% of Issued Capital 2013 %	2012 %	Shares at Carrying Value R'000 R	R'000 R
Subsidiaries - directly held						
Bowler Plastics (Pty) Ltd	100	100	100	100	**5,664**	5,664
Plus Plastik (Pty) Ltd	300	300	100	100	**-**	-
Hazra Properties Two (Pty) Ltd	300	300	100	100	**-**	-
Bowler Properties Two (Pty) Ltd	100	100	100	100	**-**	-
Quality Beverages 2000 (Pty) Ltd	980	734	100	74.9	**58,395**	19,462
Investment in subsidiaries - at cost					**64,059**	25,126
Related party loan receivable						
Bowler Plastics (Pty) Ltd - at cost					**36,127**	99,162

The loan is unsecured, interest free and stated at cost as there are no fixed dates of repayment.

	Company 2013 R'000	2012 R'000
Related party transactions		
Dividends received:		
Bowler Plastics (Pty) Ltd	**1,346**	48,162
Quality Beverages 2000 (Pty) Ltd	**-**	997

4 Loan

	Group 2013 R'000	2012 R'000
Financial institutions	**9,500**	9,500

Promissory note, secured as per note 11, bears interest at 8.5% pa, payable six monthly in arrears and maturing on 31 December 2014.

Maturity of the promissory note coincides with the obligation to repay the loan payable to the same party (refer note 11.5). The credit quality of the loan receivable can accordingly be regarded as being of the highest.

5 Inventories

	Group 2013 R'000	2012 R'000
Finished goods	**30,276**	26,377
Work in progress	**4,607**	4,774
Consumable stores	**10,681**	10,188
Raw materials	**33,365**	29,493
	78,929	70,832

6 Trade and other receivables

	Group 2013 R'000	2012 R'000
Trade receivables	**88,230**	83,903
Loans - other	**-**	-
Other receivables	**2,067**	4,175
	90,297	88,078

6.1 Analysis of trade receivables

		2013			2012	
Segment	Plastics	Filling	Total	Plastics	Filling	Total
Neither past due nor impaired	**45,547**	**41,199**	**86,746**	45,957	35,950	81,907
Past due but not impaired >60 days	**-**	**-**	**-**	-	-	-
Past due but not impaired >90 days	**-**	**2,084**	**2,084**	-	2,596	2,596
Past due and impaired	**3,725**	**817**	**4,542**	3,125	915	4,040
	49,272	**44,100**	**93,372**	49,082	39,461	88,543
Allowances (incl. provision for credit notes)	**(4,325)**	**(817)**	**(5,142)**	(3,725)	(915)	(4,640)
	44,947	**43,283**	**88,230**	45,357	38,546	83,903
Allowances						
Balance at beginning of year	**3,725**	**915**	**4,640**	3,125	101	3,226
Allowances	**600**	**16**	**616**	600	814	1,414
Reversals	**-**	**(114)**	**(114)**	-	-	-
Balance at end of year	**4,325**	**817**	**5,142**	3,725	915	4,640
Customer sector	Manufacturing	Wholesale/Retail				

Provision for allowances is against specific customers based on individual circumstances and where there is no likelihood of recovering against personal sureties, where held. Allowance is made for doubtful debts as to the ageing of past due receivables. Management considers the credit risk relating to trade and other receivables past due but not impaired to be acceptable based on credit evaluations performed.

		Group 2013 R'000	2012 R'000	COMPANY 2013 R'000	2012 R'000
6	**Analysis of trade receivables - continued**				
6.2	**Loans**				
	Opening balance	**-**	4,719		
	Receipts	**-**	(3,644)		
	Impairments	**-**	(1,075)		
		-	-		
	Comprising:				
	Loan	**5,089**	5,089		
	Accumulated impairment	**(5,089)**	(5,089)		
	Carrying values approximate fair value.				
7	**Prepayments**				
	Prepayments consist of:				
	Advance payments - capital	**4,037**	1,205		
	Advance payments - expenses	**3,106**	1,168		
		7,143	2,373		
8	**Cash resources**				
	Cash and cash equivalents				
	Bank accounts and cash on hand	**74,312**	47,609		
	Bank overdrafts				
	Total facilities	**29,460**	28,733		
	Utilised	**-**	4,590		
	Unutilised facility	**29,460**	24,143		

The credit quality of cash at bank and short term deposits, excluding cash on hand that are neither past due nor impaired can be regarded at the highest rating due to the company using a reputable banker.

Bank facilities

The company has stood limited surety for R20.9mil to ABSA Bank Ltd for facilities granted to Quality Beverages 2000 (Pty) Ltd.

The company has stood surety for R100 000 and R 150 000 to First National Bank for facilities granted to subsidiaries.

The company has stood surety, limited to R20 mil, for facilities granted to Bowler Plastics (Pty) Ltd.

The company has ceded to ABSA Bank Ltd all rights to title and interest in loans to Postal Presents (Pty) Ltd and stood surety for R4mil (see note 11) as cover for mortgage finance.

9 Other financial assets

Fair Value Hierarchy - Level 2

Applies inputs other than quoted prices that are observable for the assets either directly (as prices) or indirectly (derived from prices).

	Group 2013 R'000	2012 R'000	COMPANY 2013 R'000	2012 R'000
Balance at beginning of the year	**75,145**	-		
Investments	**-**	73,000		
Withdrawals	**(31,000)**	-		
Costs	**(15)**	-		
Income distributions	**2,825**	951		
Fair value adjustment	**2,997**	1,194		
Balance at the end of the year	**49,952**	75,145		

The income fund is classified as fair value through profit or loss - designated, which is therefore equal to their carrying value.

The fund is part of the Bowler's bankers, Firstrand Bank Limited Group, who currently have a BBB- long term and a A-3 short term credit rating from Standard & Poor.

		Notes	Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
10	**Stated capital**					
10.1	*Authorised*					
	189 850 000 Ordinary shares of no par value					
	Issued		**21,565**	21,565	**21,565**	21,565
10.2	*Treasury shares*					
	Balance at beginning of year		**(37,043)**	(34,148)		
	Acquisitions		**-**	(13,852)		
	Disposals		**2,002**	10,957		
	Balance at end of year		**(35,041)**	(37,043)		
	Number of shares					
	Balance at beginning of year		**81,162,176**	80,788,377	**88,428,066**	88,428,066
	Treasury shares disposed of		**476,700**	1,937,252	**-**	-
	- staff share options exercised	18	**476,700**	631,600	**-**	-
	- other share options exercised non-controlling shareholder in subsidiary at R6.35 per share		**-**	1,300,000	**-**	-
	- long service awards at R8.60 per share		**-**	5,652	**-**	-
	Treasury shares acquired		**-**	(1,563,453)	**-**	-
	- market trades		**-**	(821,011)	**-**	-
	- off market trades		**-**	(742,442)	**-**	-
	Balance at end of year		**81,638,876**	81,162,176	**88,428,066**	88,428,066
	Comprising:					
	Issued shares		**88,428,066**	88,428,066	**88,428,066**	88,428,066
	Treasury shares		**(6,789,190)**	(7,265,890)	**-**	-
	Percentage of issued shares		**7.7%**	8.2%		
10.3	*Weighted number of shares*					
	Balance at beginning of year		**81,162,176**	80,788,377		
	Treasury shares - weighted		**295,996**	383,230		
	Weighted number of shares in issue during the year		**81,458,172**	81,171,607		
11	**Borrowings**					
11.1	Balance of the purchase price of remaining share of Quality Beverages 2000 (Pty) Ltd bearing interest at 6% p.a repayable on 31 October 2013 and 31 October 2015		**4,060**	-	**4,060**	-
	- current portion		**(3,045)**	-	**(3,045)**	-
			1,015	-	**1,015**	-
11.2	Earn-out arising on the purchase of the remaining share of Quality Beverages 2000 (Pty) Ltd, and payable on 30 September 2014. Based on the performance of the subsidiary during this financial year and budgets for 2014, directors consider a full pay-out probable.					
	Opening balance		**-**	-	**-**	-
	Additions		**3,712**	-	**3,712**	-
	Closing balance		**3,712**	-	**3,712**	-
	- current portion		**-**	-	**-**	-
			3,712	-	**3,712**	-
	Fair Value Hierarchy - Level 3 Applies inputs which are not based on observable market data.					
11.3	Mortgage bond over land and buildings in favour of ABSA Bank Ltd, repayable in monthly instalments of R100 662 (2012: R102 228) inclusive of interest at a rate of 7.6% pa (2012: 7.6%), terminating in December 2013 (see note 1.6).		**693**	1,836		
	- current portion		**(693)**	(1,232)		
			-	604		
11.4	Instalment sale agreements secured over assets in favour of Wesbank, repayable in monthly instalments of R249 609 (2012: R258 327) , inclusive of interest at rates between 8.0% and 9.0% pa (2012: 8.0% to 9.0%), terminating between May 2013 and May 2015.		**3,049**	5,400		
	- current portion		**(2,079)**	(2,849)		
			970	2,551		

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
11	**Borrowings - continued**				
11.5	Loan agreement, secured over loan (see note 4) in favour of Javelin Capital Ltd, bearing interest at 9.5% payable six monthly in arrears and maturing on 31 December 2014.	**9,500**	9,500		
	- current portion	**-**	-		
		9,500	9,500		
11.6	Liability arising from a restraint of trade agreement, discounted at 6%, being the two year government retail bond rate, payable in 24 equal monthly payments of R166 667 per month, beginning October 2013.	**3,479**	-		
	- current portion	**(1,017)**	-		
		2,462	-		
	Total non-current	**17,659**	12,655	**4,727**	-
	Total current	**6,834**	4,081	**3,045**	-
12	**Deferred taxation**				
	Balance at beginning of year	**10,801**	12,176		
	Movements during year				
	- current year provision	**(4,318)**	(1,375)		
	Balance at end of the year	**6,483**	10,801		
	Balance at end of the year comprises:				
	- capital allowances	**21,097**	22,325		
	- accruals	**(3,611)**	(2,769)		
	- assessed losses	**(10,254)**	(8,006)		
	- CGT losses	**(749)**	(749)		
		6,483	10,801		
	Consisting of:				
	- liabilities	**12,720**	15,773		
	- assets	**6,237**	4,972		
	The directors have assessed that it is appropriate to recognise the deferred tax asset for tax losses as it will be realised through future profits generated by the individual subsidiaries of the Group.				
13	**Trade and other payables**				
	Trade payables	**20,344**	18,134		
	Accruals and other payables	**29,665**	23,708	**1**	-
		50,009	41,842	**1**	-
14	**Finance income and costs**				
	Interest received				
	Financial institutions - banks	**4,012**	3,821	**-**	-
	Fair value adjustments	**2,982**	1,194	**-**	-
	Income funds	**2,798**	-	**-**	-
	Other	**794**	-	**-**	-
		10,586	5,015	**-**	-
	Interest paid				
	Financial institutions - banks	**1,578**	1,145	**-**	-
	Financial institutions - mortgages	**87**	176	**-**	-
	Financial institutions - asset finance	**367**	455	**-**	-
	Other	**65**	450	**60**	-
		2,097	2,226	**60**	-

			Group 2013 R'000	2012 R'000	COMPANY 2013 R'000	2012 R'000
15	**Profit before tax**					
	Profit before tax is arrived at after taking into account the following items:					
	Income					
	Dividends received					
	- unlisted subsidiary		**-**	-	**1,346**	49,159
	- other unlisted investments		**30**	2,417	**-**	-
	Surplus on disposal of listed investments		**-**	1,004	**-**	-
	Surplus on disposal of fixed assets		**-**	219	**-**	-
	Foreign exchange gains		**824**	2,361	**-**	-
	Government grants		**1,769**	273	**-**	-
	Expenses					
	Cost of sales		**257,376**	278,155	**-**	-
	Depreciation	**17**	**38,563**	35,492	**-**	-
	Directors' emoluments	**20**	**6,969**	7,955	**-**	-
	Employee costs		**131,303**	115,734	**-**	-
	- loans		**-**	1,075	**-**	-
	Inventory NRV adjustments		**-**	1,572	**-**	-
	Leasing charges				**-**	-
	- operating leases on land and buildings		**5,083**	4,323	**-**	-
	Loss on disposal of fixed assets		**170**	-	**-**	-
	Retirement funding		**4,213**	3,903	**-**	-
16	**Taxation**					
	Income tax - current		**25,137**	22,956	**-**	-
	Income tax - prior		**126**	143	**-**	-
	Deferred taxation - current		**(4,318)**	(1,374)	**-**	-
	Secondary tax on companies		**-**	133	**-**	-
	Dividend withholding tax		**3**	-		
			20,948	21,858	**-**	-
	Reconciliation of rate of taxation					
	SA normal tax rate		**28.0%**	28.0%	**28.0%**	28.0%
	Adjusted for:					
	Disallowable expenses/exempt income		**(1.5)**	(0.5)	**(28.0)**	(28.0)
	Prior periods		**0.2**	(0.7)	**-**	**-**
	Secondary tax on companies		**0.0**	0.2	**-**	**-**
	Net (decrease)/increase		**(1.3)**	(1.0)	**(28.0)**	(28.0)
	Effective tax rate		**26.7%**	27.0%	**0.0%**	0.0%
17	**Depreciation**					
	Land and buildings		**3,174**	2,800		
	Manufacturing plant and equipment		**29,763**	27,289		
	Other plant and equipment		**5,626**	5,403		
			38,563	35,492		

18 Share based payments

Share options granted to eligible executives of the Group's operating companies were:

18.1 Share based payments

Number of options:

Issue date	Vesting date	Expiry date	Strike Price (cents)	PF Sass Chief Executive Officer	MA Olds Executive Director	LV Rowles Prescribed Officer	Other Qualifying Executives	Total
2008-10-01	2010-09-30	2012-09-30	420	113,400	82,200	56,700	182,300	434,600
2008-10-01	2011-09-30	2013-09-30	420	189,000	136,900	94,400	303,700	724,000
2008-10-01	2012-09-30	2014-09-30	420	189,000	136,900	94,400	303,700	724,000
2008-10-01	2013-09-30	2015-09-30	420	264,500	191,600	132,200	425,200	1,013,500
				755,900	547,600	377,700	1,214,900	2,896,100
Options exercised				(302,400)	(219,100)	(151,100)	(393,600)	(1,066,200)
Options lapsed or cancelled				-	-	-	(193,700)	(193,700)
Balance 30 June 2012				**453,500**	**328,500**	**226,600**	**627,600**	**1,636,200**
Options granted				**-**	**-**	**-**	**-**	**-**
Options exercised				**(153,000)**	**(136,900)**	**(94,400)**	**(92,400)**	**(476,700)**
Options lapsed or cancelled				**-**	**-**	**-**	**-**	**-**
Balance 30 June 2013				**300,500**	**191,600**	**132,200**	**535,200**	**1,159,500**
Comprising:								
2008-10-01	2012-09-30	2014-09-30	420	**36,000**	**-**	**-**	**223,000**	**259,000**
2008-10-01	2013-09-30	2015-09-30	420	**264,500**	**191,600**	**132,200**	**312,200**	**900,500**
Balance 30 June 2013				**300,500**	**191,600**	**132,200**	**535,200**	**1,159,500**

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
18.2 Weighted average selling price at the date of exercise (cents)		**795**	872		
Share options are to be settled in equity, one share per option					
18.3 The share options have been valued on the Black Scholes method using a dividend yield of 5.0%, a historical volatility of 21.5% and a risk free rate of 9.38% p.a. and are expensed through the statement of comprehensive income over the exercise periods.		**200**	226		

18.4 The options were granted under the following terms and conditions:
- for services to be rendered
- payment of the strike price in cash
- partial exercise is allowed
- at the date of election the beneficiary is in full time employment in the Group
- the options are exercised within the stipulated dates
- timing restrictions waived in the case of death or disability while still employed

19 Headline earnings

	Note	Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
19.1 Reconciliation of headline earnings					
Attributable to holders of the parent					
- earnings		**54,863**	58,215		
Adjustments net of tax and minority interest					
- loss (profit) on disposal of assets - net		**122**	(127)		
losses/(profit) on disposal of plant & equipment		**170**	(219)		
tax and minorities		**(48)**	92		
- sale of investment		**-**	(1,004)		
gross		**-**	(1,004)		
tax and minorities		**-**	-		
Headline earnings		**54,985**	57,084		
19.2 Weighted number of shares in issue	10	**81,458,172**	81,171,607		
19.3 Earnings per share (cents)		**67.35**	71.72		
- loss (profit) on disposal of assets - net		**0.15**	(0.16)		
- sale of investment		**-**	(1.24)		
Headline earnings per share (cents)		**67.50**	70.32		

The calculation of earnings per share is based on net profit for the year and the weighted number of shares in issue during the period, net of tax and minority interest.

20 Emoluments of directors, prescribed officers and other employees

R'000	Fees for services	Basic salary	Allowances & Benefits	Bonuses	Share based payments	Retirement Benefits	Total R'000
30 June 2013							
Executive directors							
PF Sass	-	1,440	177	-	60	113	1,790
GA Böhler	-	1,259	67	-	-	99	1,425
MA Olds	-	895	123	-	27	67	1,112
Non-Executive directors							
HW Sass	268	-	-	-	-	-	268
M Brain	220	-	-	-	-	-	220
BJ Frost	315	-	-	-	-	-	315
EG Tindale	65	-	-	-	-	-	65
FC Mac Gillivray	275	-	-	-	-	-	275
SJ Gillett	130						130
Prescribed officers							
LV Rowles	-	1,075	161	-	41	92	1,369
	1,273	4,669	528	-	128	371	6,969
Paid by subsidiaries	(1,273)	(4,669)	(528)	-	(128)	(371)	(6,969)
Paid by company	-	-	-	-	-	-	-
30 June 2012							
Executive directors							
M Brain (to 29/2/2012)	-	434	82	-	-	25	541
PF Sass	-	1,343	165	-	102	106	1,716
GA Böhler	-	704	44	-	-	59	807
Non-Executive directors							
HW Sass	257	-	-	-	-	-	257
M Brain (from 1/3/2012)	67	-	-	-	-	-	67
BJ Frost	220	-	-	-	-	-	220
EG Tindale	175	-	-	-	-	-	175
FC Mac Gillivray	220	-	-	-	-	-	220
SJ Gillett	-	-	-	-	-	-	-
Prescribed officers							
LV Rowles	-	971	183	-	71	86	1,311
MS Parker	-	1,188	120	1,212	43	78	2,641
	939	4,640	594	1,212	216	354	7,955
Paid by subsidiary	(939)	(4,640)	(594)	(1,212)	(216)	(354)	(7,955)
Paid by company	-	-	-	-	-	-	-

There are no fixed period service contracts

	Group	
Share Options Exercised	**No. of Shares**	**Exercise Price**
30 June 2013		
Directors		
PF Sass	**153,000**	**805**
MA Olds	**136,900**	**790**
Prescribed Officers		
LV Rowles	**94,400**	**790**
	384,300	
30 June 2012		
Directors		
PF Sass	189,000	872
Prescribed Officers		
MS Parker	130,600	872
LV Rowles	94,400	872
	414,000	

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
21	**Cash Flow**				
21.1	**Cash generated by operations**				
	Profit before tax	**78,413**	81,055	**1,286**	49,159
	Non cash items	**42,413**	35,570	**-**	-
	- depreciation	**38,563**	35,492	**-**	-
	- impairment of loans	**-**	1,075	**-**	-
	- sale of investments	**-**	(1,004)	**-**	-
	- share based payments	**201**	226	**-**	-
	- restraint of trade expense	**3,479**	-	**-**	-
	- loss (surplus) on disposal of fixed assets	**170**	(219)	**-**	-
	Adjustments for items shown separately	**(8,519)**	(5,206)	**(1,286)**	(49,159)
	Interest paid	**2,097**	2,226	**60**	-
	Dividends received	**(30)**	(2,417)	**(1,346)**	(49,159)
	Interest received	**(10,586)**	(5,015)	**-**	-
	Working capital changes	**(4,087)**	4,596	**1**	-
	Inventories	**(8,097)**	(3,569)	**-**	-
	Trade and other receivables	**(2,219)**	(10,714)	**-**	-
	Advance payments - expenses	**(1,938)**	157	**-**	-
	Trade and other payables	**8,167**	18,722	**1**	-
		108,220	116,015	**1**	-
21.2	**Reconciliation of dividends received**				
	In the income statement	**30**	2,417	**1,346**	49,159
	Dividends received	**30**	2,417	**1,346**	49,159
21.3	**Reconciliation of taxation paid**				
	Charged to the statement of comprehensive income	**(20,948)**	(21,858)		
	Adjustment for deferred taxation	**(4,318)**	(1,375)		
	Movement in taxation liability	**5,028**	(995)		
	Payments made	**(20,238)**	(24,228)		
21.4	**Proceeds on disposal of property, plant & equipment**				
	Book value of assets disposed of	**662**	544		
	Profit (loss) on disposal	**(170)**	219		
	Proceeds received	**492**	763		
21.5	**Additions to property, plant and equipment**				
	To maintain and expand operations				
	- land and buildings	**2,431**	1,720		
	- manufacturing plant and equipment	**16,256**	85,428		
	- other plant and equipment	**6,122**	6,704		
		24,809	93,852		
21.6	**Movement in prepayments**				
	Advance payments - capital	**(2,832)**	29,368		
	Advance payments - expenses	**(1,938)**	157		
	Total movement	**(4,770)**	29,525		
21.7	**Movements in income fund**				
	Net movement in asset	**25,193**	(75,145)		
	Costs	**(15)**	-		
	Income distributions - re-invested	**2,825**	-		
	Fair value adjustment	**2,997**	-		
		31,000	(75,145)		
22	**Financial Instruments**				
22.1	**Credit Risk**				
	Financial assets exposed to credit risk are:				
	Trade and other receivables	**89,366**	84,932	**-**	-
	Loan	**9,500**	9,500	**36,127**	99,162
	Other financial assets	**49,952**	75,145	**-**	-
	Cash and cash equivalents	**74,312**	47,609	**-**	-
		223,130	217,186	**36,127**	99,162

The Group has no identifiable or abnormal concentrations of credit risk, either to specific customers, any industry or sector. The carrying amounts of financial assets in the financial statements represent the Group's maximum exposure to credit risk.

The credit quality of cash at bank, other deposits and loans can be regarded at the highest rating as the Group only deposits cash surpluses with major banks and financial institutions of high standing.

Extensive credit evaluations are performed on all prospective customers and on an on-going basis for existing customers. Personal sureties are sought for smaller or newly established customers.

The Group considers all concentration of credit risk to be adequately provided for at the statement of financial position date.

22 Financial Instruments - continued

22.2 Fair Value
The carrying amounts of liquid resources, trade receivables and trade payables approximate their fair value at the statement of financial position date.

22.3 Amortised cost
Interest accrues in each period by applying the effective interest rate implicit to the loan to the outstanding balance of the loan.

22.4 Foreign Exchange Risk
Foreign exchange risk arises on the acquisition of plant and machinery from abroad. Hedging instruments are used to reduce exposure to currency fluctuations. As capital orders are normally long term in nature and are paid for over the period of manufacture, risk exposure is averaged over the longer period.

	2013			2012		
	Foreign Value '000	**Rate**	**Rand Value R'000**	Foreign Value '000	Rate	Rand Value R'000
Foreign Commitments						
Plant and equipment	**€ 108.2**	**12.0192**	**1,300**	-	-	-
Materials	**-**	**-**	**-**	$89.145	8.5031	758
			1,300			758

	Group 2013 R'000	Group 2012 R'000	**COMPANY 2013 R'000**	COMPANY 2012 R'000
22.5 Price Risk				
The income fund is monitored and managed on an on-going basis (note 9)	**49,952**	75,145		
Unit price risk	**1.0%**	1.0%		
Net after tax profit sensitivity	**360**	541		
22.6 Interest Rate Risk				
Borrowings are secured at the best prevailing rates, the movement of which is monitored and managed on an on-going basis.				
Variable-rate interest bearing assets	**124,264**	122,754		
Variable-rate interest bearing liabilities	**(3,742)**	(11,826)		
Net assets (liabilities)	**120,522**	110,928		
Estimated interest rate change	**0.5%**	0.5%		
Net after tax profit sensitivity	**434**	399		
22.7 Liquidity Risk				
The Group manages its liquidity risk by monitoring cash flows and ensuring that adequate liquid funds are available.				
The amounts disclosed in this table are the contractual undiscounted cash flows:				
Payable within the next 12 months				
Bank overdrafts	**-**	4,590		
Mortgage bonds	**693**	1,232		
Instalment sale agreements	**2,079**	2,849		
Trade and other payables	**49,014**	61,390		
Balance of purchase price - minority interest	**3,180**	-	**3,045**	-
Restraint of trade agreement	**1,500**	-	**-**	-
Payable thereafter				
Mortgage bonds	**-**	604	**-**	-
Instalment sale agreements	**970**	2,551	**-**	-
Balance of purchase price - minority interest	**1,060**	-	**1,015**	-
Earnout - purchase of subsidiary	**4,000**	-	**3,712**	-
Restraint of trade agreement	**2,500**	-	**-**	-
Loan payable	**9,500**	9,500	**-**	-
Total financial liabilities	**74,496**	82,716	**7,772**	-
22.8 Financial Asset Categories				
Loans and receivables				
Trade and other receivables	**89,366**	88,078	**-**	-
Loan	**9,500**	9,500	**-**	-
Cash and cash equivalents	**74,312**	47,609	**-**	-
Loans to Group companies	**-**	-	**36,127**	99,162
	173,178	145,187	**36,127**	99,162
Fair value through profit or loss - designated				
Other financial asset	**49,952**	75,145	**-**	-
	223,130	220,332	**36,127**	99,162
22.9 Financial Liability Categories				
Financial liabilities at amortised cost				
Borrowings	**20,781**	16,736	**4,060**	-
Trade and other payables	**49,014**	41,842	**1**	-
Bank overdrafts	**-**	4,590	**-**	-
	69,795	63,168	**4,061**	-
Fair value through profit or loss - designated				
Borrowings	**3,712**	-	**3,712**	-
	73,507	63,168	**7,773**	-

23 Segmental Report

Primary Format - Business Segments R'000	Plastic Operations	Filling Operations	Property Investment	Unallocated	Eliminations	Total
30 June 2013						
Revenue	275,230	374,907	264	-	-	650,401
Intersegment revenue	94,361	-	18,207		(112,568)	-
Other income	3,836	1,769	-	-	(2,402)	3,203
Costs (excl. depreciation)	(305,052)	(353,165)	(1,870)	-	114,970	(545,117)
Depreciation	(23,368)	(12,021)	(3,174)	-	-	(38,563)
	45,007	11,490	13,427	-	-	69,924
Finance income	12,656	104	2	-	(2,176)	10,586
Finance costs	(23)	(4,103)	(87)	(60)	2,176	(2,097)
Net income before tax	57,640	7,491	13,342	(60)	-	78,413
Taxation	(15,452)	(1,757)	(3,739)	-	-	(20,948)
Net income for the year	42,188	5,734	9,603	(60)	-	57,465
Attributable to:						
Equity holders of the parent	42,188	3,467	9,268	(60)	-	54,863
Minority interest	-	2,267	335	-	-	2,602
	42,188	5,734	9,603	(60)	-	57,465
Total Assets	368,277	135,766	97,012	15,921	(103,096)	513,880
Total Liabilities	98,756	82,833	9,078	7,773	(108,904)	89,536
Capital Expenditure	16,760	5,618	2,431	-	-	24,809
Customers with greater than 10% of Group revenue:						
- customer 1	77,401					77,401
- customer 2		128,996				128,996
30 June 2012						
Revenue	294,886	350,768	102	-	-	645,756
Intersegment revenue	87,861	-	18,079		(105,940)	-
Other income	11,459	388	-	-	(4,786)	7,061
Costs (excl. depreciation)	(313,328)	(333,987)	(1,395)	-	110,726	(537,984)
Depreciation	(22,520)	(10,173)	(2,800)	-	-	(35,493)
Impairments	(1,074)	-	-	-	-	(1,074)
	57,284	6,996	13,986	-	-	78,266
Finance income	7,136	21	-	-	(2,142)	5,015
Finance costs	(25)	(3,994)	(349)	-	2,142	(2,226)
Net income before tax	64,395	3,023	13,637	-	-	81,055
Taxation	(16,967)	(1,056)	(3,835)	-	-	(21,858)
Net income after tax	47,428	1,967	9,802	-	-	59,197
Attributable to:						
Equity holders of the parent	47,428	1,473	9,314	-	-	58,215
Minority interest	-	494	488	-	-	982
	47,428	1,967	9,802	-	-	59,197
Total Assets	357,519	134,761	93,228	15,921	(87,972)	513,457
Total Liabilities	92,163	64,260	14,436	-	(91,610)	79,249
Capital Expenditure	46,736	45,396	1,720	-	-	93,852
Customers with greater than 10% of Group revenue:						
- customer 1	77,187					77,187
- customer 2		127,056				127,056
- customer 3		46,938				46,938

		Group 2013 R'000	Group 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
24	**Commitments**				
	Capital				
	Plant	**5,150**	299		
	Land and buildings	**-**	1,699		
		5,150	1,998		
	The expenditure will be financed from cash generated from normal business operations and loan finance.				
	Leases				
	Operating leases on plant and equipment	**2,963**	3,902		
	Due within one year	**1,059**	1,152		
	Due between one and five years	**1,904**	2,750		
	Operating leases on property	**6,047**	9,132		
	Due within one year	**3,878**	4,108		
	Due between one and five years	**2,169**	5,024		
		9,010	13,034		
	The main terms of lease agreements are:				
	Rental escalations (%)	**8.00 - 9.50**	9.25 - 9.50		
	Number of months outstanding (months)	**3 - 47**	16 - 25		
	Renewal option (months)	**0 - 60**	0 - 60		
25	**Contingent Liabilities**				
	Bank guarantees issued	**257**	257	**257**	257
	The directors do not believe these contingent liabilities are likely to materialise into full liabilities.				
26	**Capital risk management**				
	The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.				
	The capital structure of the company consists of:				
	Equity	**424,344**	420,592		
	Borrowings	**24,493**	16,736		
	Overdrafts	**-**	4,590		
	Total equity and borrowings	**448,837**	441,918		
	Cash and cash equivalents	**74,312**	47,609		
	In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.				
	The company monitors capital on the basis of the gearing ratio.				
	This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.				
	There are no externally imposed capital requirements.				
	There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.				
27	**Comparative figures**				
	Certain comparative figures have been reclassified between trade receivables and trade payables in the Statement of Financial Position, correcting a consolidation elimination error in 2012. This reclassification does not impact the Group Earnings or Retained Earnings as originally reported. Three column reporting is not required as the position in 2011 is correct. Reclassification amount:		21,300		

Presentation of Annual Financial Statements

The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Companies Act of South Africa. The Annual Financial Statements have been prepared on the historical cost basis, except for the measurement of certain financial instruments at fair value, and incorporate the principal accounting policies set out below. They are presented in South African Rands.

These accounting policies are consistent with the previous period.

Significant judgements and sources of estimation uncertainty

In preparing the annual financial statements, management is required to make estimates and assumptions that affect the amounts represented in the annual financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the annual financial statements. Significant judgements include:

Impairment of financial assets

The Group assesses its trade receivables, held to maturity investments and loans and receivables for impairment on an on-going basis. In determining whether an impairment loss should be recorded in profit or loss, the Group makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows of that financial asset.

Allowance for slow moving, damaged and obsolete stock

An allowance for stock to write stock down to the lower of cost and net realisable value. Management have made estimates of the selling price and direct cost to sell on certain inventory items. The write down is included in operating profit.

Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

1 Property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset when:

- it is probable that future economic benefits associated with the item will flow to the company; and
- the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses.

Property, plant and equipment are depreciated on the straight line basis over their expected useful lives to their estimated residual value.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Years
Plant and machinery	6 to 10
Motor vehicles	5
Office equipment, furniture and fittings	10
Moulds	3 to 10
Computers	3
Industrial buildings	20
Land	n/a

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

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

The gain or loss arising from the de-recognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

2 Investment in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment.

The cost of an investment in a subsidiary is the aggregate of the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company, plus any costs directly attributable to the purchase of the subsidiary.

An adjustment to the cost of a business combination contingent on future events is included in the cost of the investment if the adjustment is probable and can be measured reliably.

3 Dividends received

Dividends received are recognised, in profit or loss, when the company's right to receive payment has been established.

Dividends received on treasury shares are eliminated on consolidation.

4 Dividends paid

Dividends are recognised as a liability in the period in which they are declared.

5 Borrowing costs

Borrowing costs that are directly attributable to the acquisition of a qualifying asset are capitalised as part of the cost of that asset until such time as the asset is ready for its intended use. The amount of borrowing costs eligible for capitalisation is determined as follows:

- Actual borrowing costs on funds specifically borrowed for the purpose of obtaining a qualifying asset less any temporary investment of those borrowings.
- Weighted average of the borrowing costs applicable to the entity on funds generally borrowed for the purpose of obtaining a qualifying asset. The borrowing costs capitalised do not exceed the total borrowing costs incurred.

The capitalisation of borrowing costs commences when:

- expenditures for the asset have occurred;
- borrowing costs have been incurred, and
- activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalisation is suspended during extended periods in which active development is interrupted.

Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

6 Inventories

Inventories are measured at the lower of cost and net realisable value on the first-in-first-out basis or weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

When inventories are sold, the carrying amount of those inventories are recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, are recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

7 Tax

7.1 Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

7.2 Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

7.3 Tax expenses

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

- transaction or event which is recognised, in the same or a different period, other comprehensive income, or
- business combination.

Current tax and deferred taxes are charged or credited other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, other comprehensive income.

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

8 Translation of foreign currencies

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

At the end of the reporting period:

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

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

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

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

9 Revenue

Revenue from the sale of goods is recognised when all the following conditions have been satisfied:

- the company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods in the normal course of business, net of trade discounts and volume rebates, and value added tax.

Interest is recognised, in profit or loss, using the effective interest rate method.

10 Employee benefits

10.1 Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

10.2 Defined contribution plans

The Group operates a provident and pension fund to which substantially all salaried staff belong. The fund is a defined contribution plan and does not require to be actuarially valued.

Current contributions to the pension and provident funds are charged against income as they are incurred.

The fund is governed by the Pension Funds Act.

10.3 Share based payments

The fair value of the participating employee services, received in exchange for the grant of options, is recognised as an expense through the statement of comprehensive income.

The fair value of the options granted is expensed over the vesting period with a corresponding adjustment to equity. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable.

At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. The impact of the revision of original estimates, if any, is recognised in the statement of comprehensive income, with a corresponding adjustment to equity.

10.4 Restraint of trade agreements

A restraint of trade agreement is treated as a termination benefit, as this is a payment being made to an employee on the termination of his or her employment.

The company recognises a termination benefit as a liability and an expense when, and only when, the entity is demonstrably committed to either:

- terminate the employment of an employee or Group of employees before the normal retirement date; or
- provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

The company is demonstrably committed to a termination when, and only when, the entity has a detailed formal plan for the termination and is without realistic possibility of withdrawal, which shall include as a minimum:

- the location, function, and approximate number of employees whose services are to be terminated;
- the termination benefits for each job classification or function; and
- the time at which the plan will be implemented. Implementation shall begin as soon as possible and the period of time to complete implementation shall be such that material changes to the plan are not likely.

11 Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

11.1 Operating leases - lessee

Operating lease payments are recognised as an expense on the straight-line basis over the lease term. The difference between the amounts recognised as an expense and the contractual payments is recognised as an operating lease liability. This liability is not discounted.

Any contingent rents are expensed in the period they are incurred.

12 Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiaries. Subsidiaries are all those entities where the Group has control over the operating and financial policies of such entities. The financial results of the subsidiaries are included from the effective dates of acquisition up to the effective dates of disposal. All inter-Group balances and transactions have been eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the company's interest therein and are recognised in equity. Non-controlling interests in the losses of subsidiaries are allocated to them, even if this results in a debit balance.

Transactions which result in changes in ownership levels, where the company has control of the subsidiary both before and after the transaction are regarded as equity transactions and are recognised directly in the statement of changes in equity.

13 Goodwill

All business combinations are accounted for by applying the purchase method. Goodwill arising on the acquisition of a subsidiary represents the excess of the aggregate consideration transferred, non-controlling interest in the acquiree and in business combinations achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary, recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Goodwill is allocated to cash-generating units (CGUs) and is tested annually for impairment or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit *pro rata* on the basis of the carrying amount of each asset in the unit.

On disposal of a subsidiary the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Negative goodwill arising on acquisition is recognised directly as a capital item in profit or loss.

14 Government Grants

Government grants are assistance by government in the form of transfers of resources in return for compliance with conditions related to operating activities. Government assistance is action by government designed to provide an economic benefit specific to an entity or a range of entities qualifying under certain criteria. Government includes government agencies and similar bodies, whether local, national or international.

Government grants are recognised when there is reasonable assurance of compliance with the attached conditions thereto and to the receipt thereof. Government grants are recognised in the statement of comprehensive income, at the proceeds received net of any related costs, not as revenue but as other income.

15 Financial instruments

15.1 Initial recognition and measurement

Financial instruments are recognised initially when the Group becomes a party to the contractual provisions of the instruments.

The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial instruments are measured initially at fair value, except for equity investments for which a fair value is not determinable, which are measured at cost and are classified as available-for-sale financial assets.

For financial instruments which are not at fair value through profit or loss, transaction costs are included in the initial measurement of the instrument.

Transaction costs on financial instruments at fair value through profit or loss are recognised in profit or loss.

Regular way purchases of financial assets are accounted for at trade date.

15.2 Subsequent measurement

Financial instruments at fair value through profit or loss are subsequently measured at fair value, with gains and losses arising from changes in fair value being included in profit or loss for the period.

Loans and receivables are subsequently measured at amortised cost, using the effective interest method, less accumulated impairment losses.

Held-to-maturity investments are subsequently measured at amortised cost, using the effective interest method, less accumulated impairment losses.

Financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method.

Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in equity until the asset is disposed of or determined to be impaired. Interest on available-for-sale financial assets calculated using the effective interest method is recognised in profit or loss as part of other income. Dividends received on available-for-sale equity instruments are recognised in profit or loss as part of other income when the company's right to receive payment is established.

15.3 Fair value determination

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the company establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

15.4 Financial assets

A financial asset is designated as at fair value through profit or loss upon initial recognition if the financial asset is managed and its performance is evaluated on a fair value basis in accordance with the Group's documented risk management or investment strategy, and information about the Grouping is provided internally on that basis.

15.5 Impairment of financial assets

At each reporting date the company assesses all financial assets, other than those at fair value through profit or loss, to determine whether there is objective evidence that a financial asset or Group of financial assets has been impaired.

For amounts due to the company, significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default of payments are all considered indicators of impairment.

In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator of impairment. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss - is removed from equity as a reclassification adjustment to other comprehensive income and recognised in profit or loss.

Impairment losses are recognised in profit or loss.

Impairment losses are reversed when an increase in the financial asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the financial asset at the date that the impairment is reversed shall not exceed what the carrying amount would have been had the impairment not been recognised.

Impairment losses are also not subsequently reversed for available-for-sale equity investments which are held at cost because fair value was not determinable.

Where financial assets are impaired through use of an allowance account, the amount of the loss is recognised in profit or loss within operating expenses. When such assets are written off, the write off is made against the relevant allowance account. Subsequent recoveries of amounts previously written off are credited to other operating income.

16 Loans to (from) Group companies

These include loans to and from holding companies, fellow subsidiaries and subsidiaries are recognised initially at fair value plus direct transaction costs.

Loans to Group companies are classified as loans and receivables.

Loans from Group companies are classified as financial liabilities measured at amortised cost.

17 Other financial asset - Loan

Loans to third parties are classified as loans and receivables.

18 Trade and other receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within operating expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to other income in profit or loss.

Trade and other receivables are classified as loans and receivables.

19 Prepayments

Prepayments occur when an amount has been paid in advance but the goods or services have not yet been received by the Group. Prepayments are recognised as assets in the statement of financial position.

20 Trade and other payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

21 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recorded at fair value and subsequently measured at amortised cost.

22 Bank overdraft and borrowings

Bank overdrafts and borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the company's accounting policy for borrowing costs.

23 Treasury shares

Where subsidiaries hold shares in their parent company, these are recorded at cost, including any external costs of acquisition, and are deducted from equity as treasury shares.

When shares are subsequently sold or re-issued, their cost is released and any gains or losses are included in treasury shares.

24 Segment report

The format of the segment report is on the basis of the business segments of the Group, as regularly used by management. All the entities within the Group are registered in and operating from South Africa.

25 Impairment of assets

At balance sheet date, where the recoverable amounts, being the greater of fair value less costs to sell and value in use, are less than the carrying amounts, the asset is impaired to that lower amount. This impairment loss is, upon recognition, charged to the statement of comprehensive income.

26 Cost of sales

The carrying amount of inventories sold is recognised as an expense in the same period in which the related revenue is recognised. Any write-down to net realizable value, or losses of inventories, are recognised as an expense in the period in which they occur. Any reversals of inventory write-downs arising from an increase in net realisable value, is recognised as a reduction in the cost of sales, in the period in which the reversal occurs.

27 International reporting standards

IFRS 9 - Financial Instruments

This new standard is the first phase of a three phase project to replace IAS 39 Financial Instruments: Recognition and Measurement. Phase one deals with the classification and measurement of financial assets and financial liabilities. The following are changes from the classification and measurement rules of IAS 39:

- Financial assets will be categorised as those subsequently measured at fair value or at amortised cost.
- Financial assets at amortised cost are those financial assets where the business model for managing the assets is to hold the assets to collect contractual cash flows (where the contractual cash flows represent payments of principal and interest only). All other financial assets are to be subsequently measured at fair value.
- Under certain circumstances, financial assets may be designated as at fair value.
- Voluntary reclassification of financial assets is prohibited. Financial assets shall be reclassified if the entity changes its business model for the management of financial assets. In such circumstances, reclassification takes place prospectively from the beginning of the first reporting period after the date of change of the business model.
- Investments in equity instruments may be measured at fair value through other comprehensive income. When such an election is made, it may not subsequently be revoked, and gains or losses accumulated in equity are not recycled to profit or loss on de-recognition of the investment. The election may be made per individual investment.
- IFRS 9 does not allow for investments in equity instruments to be measured at cost under any circumstances.
- An entity choosing to measure a liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in the other comprehensive income (OCI) section of the income statement, rather than within profit and loss.

The effective date of the standard is for years beginning on or after 1 January 2015.The Group expects to adopt the standard for the first time in the 2016 Annual Financial Statements.

It is unlikely that the standard will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

IFRS 10 - Consolidated Financial Statements

Standard replaces the consolidation sections of IAS 27 Consolidated and Separate Financial Statements and SIC 12 Consolidation - Special Purpose Entities. The standard sets out a new definition of control, which exists only when an entity is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to effect those returns through power over the investee.

The effective date of the standard is for years beginning on or after 01 January 2013. The Group expects to adopt the standard for the first time in the 2014 Annual Financial Statements.

It is unlikely that the standard will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

IFRS 12 Disclosure of Interests in Other Entities

The standard sets out disclosure requirements for investments in Subsidiaries, associates, joint ventures and unconsolidated structured entities. The disclosures are aimed to provide information about the significance and exposure to risks of such interests. The most significant impact is the disclosure requirement for unconsolidated structured entities or off balance sheet vehicles.

The effective date of the standard is for years beginning on or after 01 January 2013. The Group expects to adopt the standard for the first time in the 2014 Annual Financial Statements.

It is unlikely that the standard will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

IFRS 13 - Fair Value Measurement

New standard setting out guidance on the measurement and disclosure of items measured at fair value or required to be disclosed at fair value in terms of other IFRS's.

The effective date of the standard is for years beginning on or after 01 January 2013. The Group expects to adopt the standard for the first time in the 2014 Annual Financial Statements.

It is unlikely that the standard will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

IAS 16 - Property, Plant and Equipment

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment.

The effective date of the amendment to the standard is for years beginning on or after 01 January 2013. The Group expects to adopt the amendment for the first time in the 2014 Annual Financial Statements.

It is unlikely that the amendment will have a material impact on the Group Annual Financial Statements.

IAS 27 - Separate Financial Statements

Consequential amendment as a result of IFRS 10. The amended Standard now only deals with separate financial statements.

The effective date of the amendment to the standard is for years beginning on or after 01 January 2013. The Group expects to adopt the amendment for the first time in the 2014 Annual Financial Statements.

It is unlikely that the amendment will have a material impact on the company's Annual Financial Statements.

IAS 32 - Financial Instruments Presentation

Income tax relating to distributions to equity holders and transaction costs of equity transactions are accounted for in accordance with IAS 12.

Explanation of "currently has a legally enforceable right to set-off"; and requirement to disclose gross amounts subject to set-off rights and the related net credit exposure.

The effective date of the amendment to the standard is for years beginning on or after 01 January 2013 and 1 January 2014. The Group expects to adopt the amendment for the first time in the 2014 Annual Financial Statements.

It is unlikely that the amendment will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

IAS 36 - Impairment of Assets

Disclosure requirements for recoverable amount where the recoverable amount of impaired assets is based on fair value less costs of disposal.

The effective date of the amendment to the standard is for years beginning on or after 01 January 2014. The Group expects to adopt the amendment for the first time in the 2015 Annual Financial Statements.

It is unlikely that the amendment will have a material impact on the recognition and measurement of these items but may result in additional disclosure.

No other standards or interpretations relevant to the Group's operations have been published which were mandatory for accounting periods beginning on or after 1 July 2012.

SHAREHOLDER PROFILE

At 30 June 2013

Size of Holding	2013 No of Holders	2013 % of Holders	2013 % of Capital	2012 No of Holders	2012 % of Holders	2012 % of Capital
Shareholdings						
1 - 5 000	827	56.1	1.4	1,290	63.0	2.2
5 001 - 10 000	187	12.7	1.4	243	11.9	1.7
10 001 - 50 000	291	19.8	6.7	347	17.0	7.8
50 001 - 100 000	67	4.5	5.1	71	3.5	5.4
100 001 and above	101	7.0	85.4	96	4.8	82.9
Total	1,473	100.0	100.0	2,047	100.0	100.0
Spread						
Public - South African	1,448	98.3	67.3	2,022	98.8	65.0
Public - Non Residents	20	1.4	0.4	19	0.9	0.4
Treasury	1	0.1	7.7	1	0.0	8.2
Directors - current	4	0.3	24.6	5	0.3	26.4
Total	1,473	100.0	100.0	2,047	100.0	100.0
Status						
Dematerialised	1,319	89.5	97.8	1,888	92.2	97.8
Certificated	154	10.5	2.2	159	7.8	2.2
Total	1,473	100.0	100.0	2,047	100.0	100.0
Other Large Investors						
FNT Allan Gray			2.76			2.76
Aylett & Co			1.10			1.07
Eskom Pension Fund			4.01			4.07
Coronation			3.13			1.77
Old Mutual			1.61			1.62
Sanlam			2.74			2.68
Standard Bank			16.26			14.91
Past directors			1.97			2.52

There are no undisclosed members with beneficial holdings of greater than 5% of the number of issued shares

GROUP COMPANIES
At 30 June 2013

		2013			2012		
Subsidiaries - by Segment	**Direct / Indirect**	**Shares Held**	**Shares Issued**	**% of Shares Issued**	**Shares Held**	**Shares Issued**	**% of Shares Issued**
Plastics Segment							
Bowler Plastics (Pty) Ltd Reg. No. 1997/012522/07	Direct	105	105	100.0%	105	105	100.0%
Bowler Pet Jhb (Pty) Ltd Reg. No. 2006/017676/07	Indirect	100	100	100.0%	100	100	100.0%
Gad-Tek (Pty) Ltd Reg. No. 2005/017408/07	Indirect	100	100	100.0%	100	100	100.0%
Filling Segment							
Quality Beverages 2000 (Pty) Ltd Reg. No. 2000/017352/07	Direct	980	980	100.0%	734	980	74.9%
Quality Beverages Jhb (Pty) Ltd Reg. No. 2010/016377/07	Indirect	100	100	100.0%	75	100	74.9%
Quality Softdrinks (Pty) Ltd Reg. No. 2006/015305/07	Indirect	100	100	100.0%	75	100	74.9%
Property Segment							
Hazra Properties Two (Pty) Ltd Reg. No. 1986/004497/07	Direct	300	300	100.0%	300	300	100.0%
Bowler Properties Two (Pty) Ltd Reg. No. 2000/000793/07	Direct	100	100	100.0%	100	100	100.0%
Plus Plastik (Pty) Ltd Reg. No. 1979/003354/07	Direct	300	300	100.0%	300	300	100.0%
Postal Presents (Pty) Ltd Reg. No. 1983/011982/07	Indirect	1	1	100.0%	1	1	74.9%

DIVIDEND DECLARATION

Notice is hereby given that a cash dividend of 15.8 cents per share ("cps") (2012: 20.0 cps, comprising a final dividend of 15.4c and a special dividend of 4.6c) has been declared payable to shareholders on Monday, 21 October 2013.

The directors have confirmed that the company will satisfy the solvency and liquidity test immediately after the distribution. The dividend will be reflected in the interim results for the six months ended 31 December 2013.

Additional information pertaining to the cash dividend:

			cps
	Dividend declared		
○	Gross local cash dividend		15.80
○	STC credits set off (see below)		-
	Taxable dividend		15.80
○	Dividend Withholding Tax (DWT) at	15.0%	(2.37)
			13.43
○	STC credits add back		-
○	Net local cash dividend to shareholders liable for DWT		13.43
○	Shareholders exempt from DWT will receive a gross dividend of		15.80
	Secondary Tax on Companies (STC)		
○	STC credits available		R -
○	STC credits utilised		-
	Other information		
○	The local cash dividend will be made from income reserves		
○	Income Tax reference number		9775130710
○	Number of ordinary shares in issue		88,428,066
○	Company registration number		1972/005921/06
○	The local cash dividend will be made from income reserves		

Salient dates for the cash dividend are:

Last day to trade "cum" dividend	Friday	11 October 2013
"Ex" dividend trading begins	Monday	14 October 2013
Record date	Friday	18 October 2013
Payment date	Monday	21 October 2013

Share certificates may not be dematerialised or re-materialised from Monday, 14 October 2013 to Friday, 18 October 2013, both days inclusive.

Unless otherwise requested in writing, individual dividend cheques of less than R50 will not be paid but retained in the company's unclaimed dividend account. Accumulated unpaid dividends in excess of R200 may be claimed in writing from the Transfer Secretaries. Shareholders are urged to supply their banking details to the Transfer Secretaries and receive future payments by electronic transfer.

L V ROWLES
Secretary

Ottery
11 September 2013

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given in terms of the Companies Act No 71 of 2008, as amended ("the Act") that the twenty third Annual General Meeting of shareholders of the company will be held at the company's head office, Harris Drive, Ottery, Cape at 09h00 on Wednesday 20 November 2013 for the purposes of considering and passing, with or without modification, the resolutions set out below, and to transact any other business as may be transacted at an annual general meeting:

Ordinary Resolutions

Ordinary resolutions require the support of at least 50% of votes exercised by shareholders present or represented by proxy.

1 **Ordinary Resolution Number One (Approval of Annual Financial Statements)**

"Resolved that the Annual Financial Statements of the company for the year ended 30 June 2013, be and are hereby approved."

2 **Ordinary Resolution Number Two (Endorsement of directors remuneration policy)**

"Resolved that the company's remuneration policy as set out on pages 9 to 10 of this report for the year ended 30 June 2013, be and is hereby endorsed by way of a non-binding advisory vote."

3 **Ordinary Resolution Number Three (Re-election of Director)**
(refer page 4 for his abridged curricula vitae)

"Resolved that Mr Michael Brain, who retires as a director in terms of the company's memorandum of incorporation, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the company."

4 **Ordinary Resolution Number Four (Re-election of election of Director)**
(refer page 4 for her abridged curricula vitae)

"Resolved that Ms Sarah Jane Gillett, who retires as a director in terms of the company's memorandum of incorporation, but being eligible, and who offers herself for re-election, be and is hereby re-elected as director of the company."

5 **Ordinary Resolution Number Five (Ratification of election of Director)**
(refer page 4 for his abridged curricula vitae)

"Resolved that, Mr Michael Allan Olds, appointed to the Board on 15 November 2012, who retires as a director in terms of the company's memorandum of incorporation, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the company."

6 **Ordinary Resolution Number Six (Unissued shares under control of Directors)**

"Resolved that the authorised but unissued ordinary shares in the share capital of the company, be and are hereby placed under the control and authority of the Directors, to allot and issue, at such prices and to such persons and on such terms, as they deem fit."

7 **Ordinary Resolution Number Seven (Director's authority to negotiate and sign)**

"Resolved that any one of the directors of the Company be and are hereby authorised to negotiate on behalf of the Company and sign all such documents and do all such things as may be necessary for or incidental to the registration or implementation of the resolutions set out in this notice convening the annual general meeting at which this Ordinary Resolution Number Six is considered."

8 **Ordinary Resolution Number Eight (Reappointment of auditors)**

On the recommendation of the Audit and Risk Committee, "It is resolved that Mazars be and are hereby reappointed as auditors until the conclusion of the next annual general meeting of the company."

9 **Ordinary Resolution Number Nine (Reappointment of Audit and Risk Committee)**

The Audit and Risk Committee consists of at least three non-executive directors as set out on the inside front cover whose appointment needs to be approved annually.

9.1 "Resolved that Mr Craig Mac Gillivray, an incumbent member and chairman of the Audit and Risk Committee, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the company."

9.2 "Resolved that Mr Brian Frost, an incumbent member of the Audit and Risk Committee and chairman of the Board, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the company."

9.3 "Resolved that Ms Sarah Gillett, an incumbent member of Audit and Risk Committee, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the company."

Special Resolutions

Special resolutions require the support of at least 75% of votes exercised by shareholders present or represented by proxy.

10 **Special Resolution Number One (General authority to repurchase shares)**

"Resolved that the company or any of its subsidiaries be and are hereby authorised to acquire, from time to time, of the issued ordinary shares of the company from any person whatsoever (including any director or prescribed officer of the company or any person related to any director or prescribed officer of the company), upon such terms and conditions and in such amounts as the directors of the Company from time to time may determine, in terms of and subject to the Act and the Listings Requirements from time to time of the JSE Securities Exchange South Africa ("JSE"), and:

10.1 any such acquisition of ordinary shares shall be implemented on the open market of the JSE on terms determined by the Board of Directors of the Company;

10.2 this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution Number One;

10.3 a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three per cent) of the number of ordinary shares in issue prior to the acquisition pursuant to which the 3% (three per cent) threshold is reached, which announcement shall contain full details of such acquisitions;

10.4 acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty per cent) of the Company's issued ordinary share capital from the date of the grant of this general authority;

10.5 in determining the price at which the Company's shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten per cent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;

10.6 the consolidated assets of the Company, valued in accordance with International Financial Reporting Standards, will be in excess of the consolidated liabilities of the Company;

10.7 the Company shall have adequate capital; and

10.8 the working capital of the Company will be adequate for the Company's next year's operations."

Statement by the Board of Directors of the Company

Pursuant to and in terms of the Listings Requirements of the JSE, the directors of the Company hereby state that:

a. the intention of the directors of the Company is to utilise the authority if at some future date the cash resources of the Company are in excess of it's requirements. In this regard the directors will take account of, *inter alia*, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and will ensure that any such utilisation is in the interests of shareholders;

b. the method by which the Company intends to re-purchase it's shares, the maximum number of shares to be re-purchased and the date on which such re-purchase will take place, has not yet been determined; and

c. after considering the effect of a maximum permitted re-purchase of shares, the company is, at the date of this notice convening the annual general meeting of the Company, unable to fully comply with paragraph 5.133 (c) (referred to below) of the Listings Requirements of the JSE, however, at the time that the contemplated re-purchase is to take place, the directors of the Company will ensure that:

the Company will be able to repay its debts;
the consolidated assets of the Company , valued in accordance with International Financial Reporting Standards, will be in excess of consolidated liabilities of the Company;

the issued capital of the Company will be adequate for the purposes of the business of the Company and its subsidiaries for the next twelve months; and
the working capital available to the Company and its subsidiaries will be sufficient for the Company's requirements for the next twelve months.

11 **Special Resolution Number Two (Provision of financial assistance)**
"Resolved as a special resolution pursuant to Section 45(3) of the Companies Act, as amended ("the 2008 Act"), that the directors of the company be and are hereby authorised and empowered, as a general approval contemplated in Sections 45(3) of the 2008 Act, to cause the company to provide any direct or indirect financial assistance to any company or other legal entity which is related or inter-related to the company, subject and in accordance with the provisions of Section 45(3)(b) of the 2008 Act."

12 **Special Resolution Number Three (Non-executive directors fees)**
"Resolved as a special resolution that, unless otherwise determined by the company in a general meeting, the annual fees payable by the company to its non-executive directors be approved as follows:

Years ending	30-Jun-13 R'000	30-Jun-14 R'000	30-Jun-15 R'000
Board			
Chair	220	235	235
Vice Chair	220	235	235
Member	145	155	155
Audit/Risk Committee			
Chair	80	85	85
Member	50	55	55
Remuneration Committee			
Chair	70	75	75
Member	50	55	55
Social and Ethics Committee			
Chair and member	50	55	55

NOTICE OF ANNUAL GENERAL MEETING - continued

Proxies

A proxy, who need not be a Bowler Metcalf shareholder, may be appointed to attend, speak and vote at the annual general meeting in the place of a shareholder who is entitled to attend and vote at the annual general meeting and who is not in a position to attend the annual general meeting.

A proxy may only be appointed by a Bowler Metcalf shareholder who falls within one of the following categories:

- a certificated shareholder; or
- CSDP nominee companies, stockbrokers' nominee companies and dematerialised shareholders who have elected "own name" registration.

A form of proxy is attached for the convenience of such a shareholder. The form of proxy should be completed and returned so as to reach the transfer secretaries, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg (P O Box 61051, Marshalltown, 2107, 2000) by 09h00 on Wednesday, 20 November 2013. [If a form of proxy is not received by such date, it may be handed to the Chairman of the general meeting not later than ten minutes before the commencement of the annual general meeting.]

Dematerialised shareholders other than dematerialised shareholders with "own name" registration who are unable to attend the annual general meeting and wish to be represented thereat must provide their CSDP or stockbroker with their voting instruction in terms of the safe custody agreement entered into between themselves and the CSDP or stockbroker in the manner and time stipulated therein.

Dematerialised shareholders other than dematerialised shareholders with "own name" registration who wish to attend the general meeting must instruct their CSDP or stockbroker to issue them with the necessary authority to attend.

By order of the Board

L V ROWLES
Secretary

Ottery
11 September 2013

BOWLER METCALF LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1972/005921/06)
Share Code: BCF ISIN: ZAE000030797)
("Bowler Metcalf" or "the Company")

FORM OF PROXY

FOR USE BY CERTIFICATED AND OWN NAME DEMATERIALISED SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 09:00 ON WEDNESDAY, 20 NOVEMBER 2013 AT THE COMPANY'S HEAD OFFICE, HARRIS DRIVE, OTTERY, CAPE TOWN.

Note: Dematerialised shareholders without own name registration must **not** use this form. Dematerialised shareholders without own name registration who wish to vote by way of proxy at the general meeting, must provide their CSDP or broker with their voting instructions **by the cut-off time and date advised by the CSDP or broker for instructions of this nature** as specified in the custody agreement entered into between such shareholder and their CSDP or broker, in order for such CSDP or broker to vote in accordance with such instructions at the general meeting.

I/We ____

of ____

being the registered holder/s of ______________ ordinary shares in Bowler Metcalf, appoint (see note 1):

1. ______________ of ______________ or, failing him/her,

2. ______________ of ______________ or, failing him/her,

3. the Chairman of the annual general meeting,

as my/our proxy to act for me/us on my/our behalf at the general meeting which will be held at 09:00 on Wednesday, 20 November 2013 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for or against the said resolutions or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary resolution number one (Approval of Annual Financial Statements)			
Ordinary resolution number two (Endorsement of directors remuneration policy)			
Ordinary resolution number three (re-election of director)			
Ordinary resolution number four (re-election of director)			
Ordinary resolution number five (ratification of election of director)			
Ordinary resolution number six (Unissued shares under the control of Directors)			
Ordinary resolution number seven (Directors authority to negotiate and sign)			
Ordinary resolution number eight (Reappointment of auditors)			
Ordinary resolution number nine (Reappointment of Audit and Risk Committee members)			
9.1 Mr Craig Mac Gillivray			
9.2 Mr Brian Frost			
9.3 Ms Sarah Gillett			
Special resolution number one (General authority to repurchase shares)			
Special resolution number two (Provision of financial assistance)			
Special resolution number three (Approval of non-executors fees)			

Signed at ______________ on ______________

Signature ______________

Each shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholders of the Company), to attend, speak and vote in his/her stead at the annual general meeting.

Please read the notes on the reverse side hereof.

Notes:

1 A shareholder may insert the name or names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the annual general meeting". The person whose name appears first on the form of proxy and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.

2 A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided and the manner in which that shareholder wishes to vote. Failure to comply herewith will be deemed to authorise the proxy to vote at the annual general meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the Chairman, failure to so comply will be deemed to authorise the Chairman to vote in favour of the special resolutions and ordinary resolution. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy.

3 Forms of proxy must be lodged at or posted to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by no later than 09:00 on Tuesday, 19 November 2013.

4 The completion and lodging of this form of proxy will not preclude the shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

5 This form of proxy shall be valid for any adjournment of the general meeting as well as for the general meeting to which it relates, unless the contrary is stated therein.

6 A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid, notwithstanding:
– the previous death, insanity, or any other legal disability of the person appointing the proxy; or
– the revocation of the proxy; or
– the transfer of a share in respect of which the proxy was given,

unless notice as to any of the abovementioned matter shall have been received by the Company at its registered office or by the Chairman of the general meeting at the place of the general meeting if not held at the registered office, before the commencement or resumption (if adjourned) of the general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

7 The authority of a person signing this form of proxy:
7.1 under a power of attorney; or
7.2 on behalf of a company, must be attached to the form of proxy unless the full power of attorney has already been received by the transfer secretaries.

8 Where shares are held jointly, all joint holders must sign.

9 The Chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received, other than in accordance with these notes and instructions, provided that the Chairman is satisfied as to the manner in which the shareholder wishes to vote.

"Barry the Frog"
The Bowler Sustainability Mascot