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.

Cover

Bowler Plastics was the proud recipient of the 2015 IPSA Gold Pack Trophy, and several medals, for their technological breakthrough, a first for South Africa, in the digital laminate tube market.

Directors

Non-executive:

Brian James Frost (72) BCom *!
Non-executive Independent Chairman
Appointed June 1998

Michael Brain (69) BSc (Eng) !
Non-executive Independent Director
Appointed January 1985

Finlay Craig Mac Gillivray (49) CA(SA) !*
Non-executive Independent Director
Appointed March 2011

Sarah Jane Gillett (43) BCom *#
Non-executive Independent Director
Appointed November 2012

Executive :

Paul Friederich Sass (53) BSc (Eng) #
Chief Executive Officer (CEO)
Appointed November 2009

Grant Andrew Böhler (45) CA(SA) #
Chief Financial Officer (CFO)
Appointed December 2011

Michael Allan Olds (65) 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
Arbor Capital Sponsors
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 2016

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 :	26 September 2016

Contents

Members' Diary

Financial Year End	30 June
Annual General Meeting	November

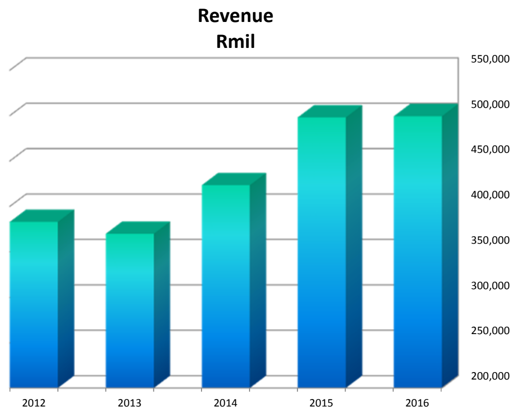
Reports	**Date Published**
Interim for half year	March
Preliminary profit announcement	September
Annual Report	October

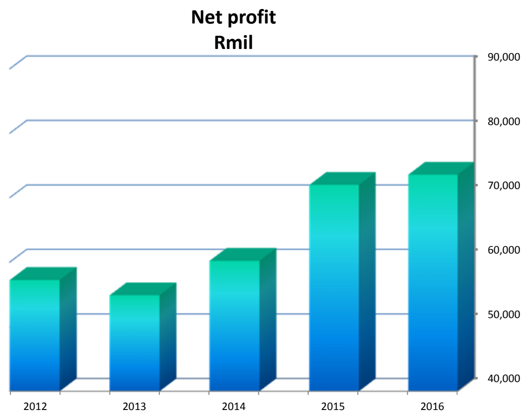
Dividends	**Date of Declaration**	**Date of payment**
Interim	March	April
Final	September	October

FINANCIAL HIGHLIGHTS

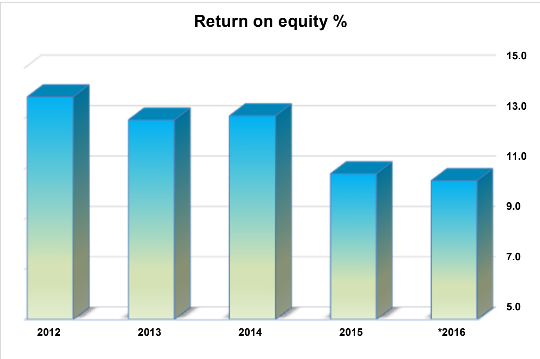
Years ending 30 June

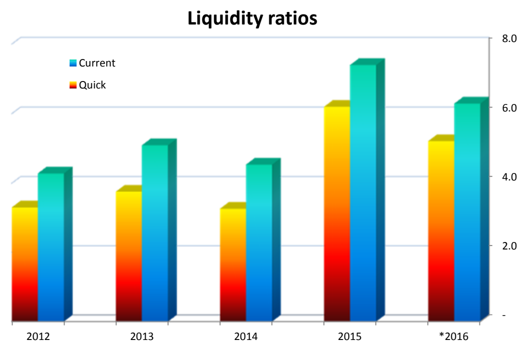
TRADING	2016	2015	2014	** 2013	** 2012	** 2011
Revenue (R'000)	499,376	498,037	423,347	369,855	382,951	335,453
Operating profit (R'000)	79,319	88,011	75,267	69,924	71,270	80,967
Net profit (R'000)	73,575	71,988	60,202	54,863	57,230	62,584
Year-on-year growth in net profit (%)	2.2	19.6	9.7	(5.8)	(24.9)	16.2
5 Year compound growth in net profit (%)	3.3	1.5	(3.6)	2.2	4.5	10.2





BALANCE SHEET	*2016	2015	2014	2013	2012	2011
Shareholders equity (R'000)	699,046	667,752	459,854	424,344	420,592	394,577
Capital employed (R'000)	759,698	721,130	474,853	454,723	449,020	414,252
Total assets (R'000)	823,499	770,593	553,515	513,880	513,457	489,573
Return on shareholders equity (%)	10.5	10.8	13.1	12.9	13.8	19.6
Return on capital employed (%)	9.7	10.0	12.7	12.1	13.0	18.7
Current ratio	6.3	7.4	4.5	5.1	4.3	5.3
Quick ratio	5.2	6.2	3.3	3.8	3.3	4.2

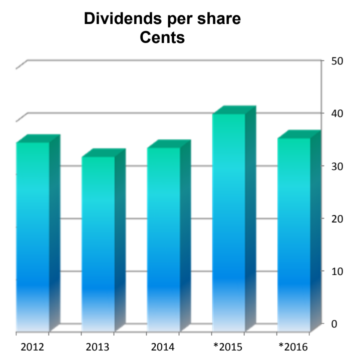


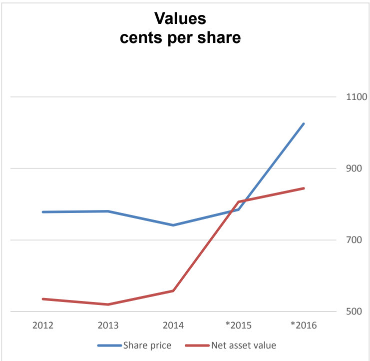


FINANCIAL HIGHLIGHTS - continued

Years ending 30 June

SHARE FACTS	*2016	*2015	2014	2013	2012	2011
EPS (cents)	88.86	87.28	73.26	67.35	71.72	96.28
HEPS (cents)	88.75	87.33	74.87	67.50	70.32	96.01
5 Year compound growth in HEPS (%)	(1.6)	1.0	(3.2)	3.7	6.1	11.1
Net asset value per share (cents)	844.3	806.5	557.7	519.8	535.0	504.5
Dividends per share (cents)	36.8	41.4	35.0	33.3	36.0	35.6
Dividend cover (times)	2.4	2.1	2.1	2.0	2.3	2.7
Share price (cents)	1,025	785	741	780	778	930
Price earnings ratio	11.5	9.0	9.9	11.6	11.1	9.7
Shares traded (000's)	19,427	13,588	9.880	15.853	17,061	6,226
Weighted number of shares in issue ('000)	82,799	82,481	82,179	81,458	81,172	80,474





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
EPS	Earnings per share
HEPS	Headline earnings per share
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
Net profit	Total comprehensive income attributable to equity holders of the parent.
**	Restated for comparative purposes to reflect the results of continuing operations only, following the disposal of the beverage division in 2015.

DIRECTOR PROFILES

Non-Executive

Brian James Frost (72) 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 (49) 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 (69) 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 (43) 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 (53) 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 executive officer in March 2011.
Grant Andrew Böhler (45) 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 (65) Executive Director	Michael Olds, BSc served as an executive director of Bowler Metcalf between 1985 and 2005 and since then as senior sales executive in the Plastics division and was re-appointed to the Bowler Metcalf Board as an executive director.

CHAIRMAN'S REPORT

Overview

This has been another watershed year for our company.

The conclusion of the sale of Quality Beverages for a 43% interest in Softbev, while allowing the Senior Executives to increase their focus on the core business of Bowler Plastics, has brought with it some complexity in assisting with the implementation of a new filling line in Quality Beverages as part of the new SoftBev group. This has necessitated considerable effort on the part of the Chief Executive and other Senior Executives.

The results of the year do not fully reflect the efforts of Bowler management. The 11 months Quality Beverages profits reflected in last year's figures are not balanced by 43% share of this year's Softbev profits. Furthermore the margins on the preforms supplied to Quality Beverages during this financial year are significantly lower than the blown bottles supplied previously. This has had a negative effect on continuing operations.

Operating profit	-10%	Profit for the year (NPAT)	+ 2%	Headline earnings	+2%

Prospects

During the past year certain PET equipment was acquired from a competitor for our Johannesburg plant, which has enabled Bowler Plastics to secure long term contracts which have effectively replaced the loss of a long term customer.

The forward order book is very satisfactory and will keep all factories at full stretch. It has also required an urgent expansion of our Johannesburg manufacturing facilities.

There is some uncertainty over the effect of the sugar tax on the carbonated soft drinks industry but there is industry wide pressure on the Treasury to reconsider the tax or, at minimum, reduce the quantum.

The past year has been very demanding on management resources and steps are being taken to ensure that we have sufficient depth in management to meet the demands of the growing plastics business.

Thanks

It is clear from my report and the Chief Executive's, that it has been another exceptionally demanding year for our company and it has required unrelenting commitment and many, many hours of hard work to bring us to this point.

My thanks to all our management and staff for their unstinting contribution.

I am fortunate to have a team of directors who are always available and provide vital guidance and support.

B.J. Frost

B.J. FROST
Non-Executive Independent Chairman

CHIEF EXECUTIVE OFFICER'S REPORT

Overview

The year under review can be summarised as a year of implementations. The Bowler Group was restructured while assisting with the new national beverages group SoftBev.

With shareholder approval in 2015, a significant blowing operation business of Plastics PET Division was transferred into SoftBev (as per the BBPA terms) while simultaneously balancing lost activities at Bowler Plastics with a drive for new business activations. As noted in our recent trading statement, the sale of Quality Beverages in the previous financial year and the fact that the resulting profit on disposal will not reoccur in the current financial year, had a once-off correcting effect on our earnings per share.

Disruptions prevention and shareholder value preservation remained foremost considerations along with employment security. A reinvigorated and strategically focussed Bowler Metcalf in the South African Packaging environment formed the key objective. This all in response to the increasingly uncertain and volatile business conditions both locally and globally.

The presentation format of this report does not fully give credit to the achievements by the business in managing the multitude of complexities within the timeframe pressures of this endeavour. In scenario planning terms, I am very pleased that we travelled the high road in 2016.

Continuing Operations

The local filling industries and the closely associated packaging industry have been majorly challenged by the combined effects of the collapse of the oil price, volatility in the financial markets the currencies, weakening demand in South Africa, cash flow challenges in the surrounding regions, and hesitant collaborative problem-solving approaches with government and labour. Raw material volatility had a direct impact resulting from some of these dynamics. Yet, against these realities and the backdrop of the aforementioned business structural changes, it is with pride that Bowler Plastics can report an unchanged topliner performance during this year. Replacement business made up a staggering 24% of production activity in the product offerings from prior year with sustainable long-term business and stable margins. A R51mil capex implementation supported numerous new technologies. The majority of these activities came on line during the year with good growth for 2017 and beyond programmed.

Additional incidental business building operations cost were linked to the doubling in capacity of the Gauteng plant, with the addition of a PET plant, high speed moulding equipment and various downstream, value add solutions. Manufacturing in Durban ceased in favour of an expansion in warehouse and distribution capacity for the KZN region. Investment in advanced moulding equipment in Cape Town continued while a dedicated facility in Ottery was established to further the engineering ability of Bowler in packaging solutions, standardisation of equipment, product optimisation and skill development. All these developments while having long-term benefits kept the bottom-line at bay.

The late delivery, by an international machinery supplier, of a critical filling line component triggered delays and caused complexities in the commissioning of the line by SoftBev, thereby straining all parties involved. All resulting stock-out claims were settled in this financial year. The project will be finalised later in 2016.

High activity levels will strain manufacturing operations during 2017 as many projects settle into full year production. Benefits from the economies of scale created and vigorous focus on Operational efficiencies should be evident in the next period.

The demand for Bowler Plastic's service model, positions the company particularly well in the current SA custom packaging sector and will serve the business well for the next phase of its development.

Finally, the industry awarded Bowler the 2015 SA Goldpack Trophy for its innovative packaging solution in digital printing amongst two further category awards. This bears testimony to the nature of the solutions-driven focus of the business in a time when South Africa needs to find its rightful place in the competitive global business environment.

Associate Company

The Bowler Metcalf team continued with close links to the management team of SoftBev during the business forming period of 2016. From the outset, timeframes for project implementations were ambitious. Consequently, a delayed readiness for the Pepsi business, a delayed effectiveness of the production ability of the Western Cape operation and a delayed start-up of Capri Sun all contributed to lower than expected performance for the first year. Credit however to the new national team of SoftBev for protecting the business brands through effective contingency measurements. These inevitable and other incidental infrastructural costs have impacted the bottom line for 2016.

Whilst it is commendable of the SA Government to promote awareness to health risks from sugar consumption, the proposed approach of a consumer tax of 20% (SSB tax) targeting the beverages industry specifically, must in my opinion be seriously questioned. The financial and employment impact of such an approach will be far reaching to the industry and the economy as a whole. This view is shared by BEVSA who has engaged with the government in reviewing this proposal (the submission is available on www.bowlermetcalf.co.za). Clearly the entire industry is faced with a challenge and with various possibilities available, the dynamics will provide many interesting developments.

Despite this, the seasoned SoftBev team is focussed on extensive penetration strategies for the key brands Pepsi, Coo-ee, Jive, Capri-Sun, Reboost (energy drink) on a national scale. The growth of business in Gauteng necessitated the investment of new capacity in excess of R 80mil to be commissioned later this year. The business long-term plans remain on track.

Conclusion

Gratifyingly the objectives for both business have visibility of being met in the near future. In the current period of instability I am honoured to be partnered with strong and focussed teams of competencies whom I thank for their support.

P.F. SASS
Chief Executive Officer

CORPORATE GOVERNANCE

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 2016 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, all 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. 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 independent appraisals of the Board and its committees but have commenced regular internal self-evaluations. Independent appraisals will be considered in the future.

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 therefore 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 Promotion of 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. The need for additional assurance will be reviewed by the Social and Ethics Committee on an ongoing basis.

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 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

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 Board deems it appropriate that Mr Frost, the Chairman of the Company, continues to serve on this committee given his extensive experience.

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 16.

Remuneration Committee

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

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, all of whom are independent.

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

During the year, the committee performed the following activities:

- Reviewed and addressed the guaranteed pay of executive directors and senior management and related short-term incentive structures.
- Reviewed performance targets applicable to the short-term incentives.
- Reviewed the succession plan presented by the executive directors.

Remuneration polices

In terms of current remuneration policy, remuneration is balanced between fixed and variable pay, benchmarked against companies of a similar size in our industry. Short-term incentives are based on pre-set targets being met and factor in individual performance as well as that of the relevant division.

Executive Directors service contracts

A process of review of the group's remuneration policy has been initiated, together with independent consultants, with the aim of ensuring that the group continues to attract, retain and motivate a talented team to drive performance of the business

The committee aims to share a comprehensive policy with shareholders at the next annual general meeting, which, inter alia, provides for the following:

- Targeted mix of guaranteed pay and short- and long-term incentives
- Limitation of the size of the incentives
- Limited proportion of retention in long-term incentivisation
- Disclosure of performance hurdles in incentive schemes
- Disclosure of proportional achievement of scaled performance targets

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 2017 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.

Non-executive Directors Remuneration

Name	Date first appointed	Consultation fee R'000	Directors fees R'000	Committee fees R'000	Total 2016 R'000	Total 2015 R'000
Non-executive Independent						
B J Frost	Jun 1998	-	265	126	391	370
FC Mac Gillivray	Mar 2011	-	169	180	349	330
SJ Gillett	Nov 2012	-	169	126	295	280
M Brain	Jan 1985	-	169	63	232	970
Total		-	772	495	1,267	1,950
Paid by subsidiary		-	(772)	(495)	(1,267)	(1,950)
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
Vanessa Shelver	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 twice 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 17)

Meeting Attendances

Name	Category	Date first appointed	Date last appointed	Date of Termination	No of meetings	Attendance
Main Board						
BJ Frost	Non-Exec Indep Chairman	Jun 1998	Dec 2015		5	5
FC Mac Gillivray	Non-Exec Independent	Mar 2011	Dec 2015		5	5
SJ Gillett	Non-Exec Independent	Nov 2012	Dec 2014		5	5
M Brain	Non-Exec Independent	Jan 1985	Dec 2014		5	5
PF Sass	Chief Executive Officer	Nov 2009			5	5
GA Böhler	Chief Financial Officer	Dec 2011			5	5
MA Olds	Executive Director	Nov 2012			5	5
Audit & Risk Com						
Members:						
FC Mac Gillivray	Chairman	Mar 2011	Dec 2015		5	5
BJ Frost	Member	Jun 1998	Dec 2015		5	5
SJ Gillett	Member	Nov 2012	Dec 2015		5	5
Guests:						
PF Sass	Chief Executive Officer				5	5
GA Böhler	Chief Financial Officer				5	5
LV Rowles	Company Secretary				5	5
Mazars	External auditor				2	2
Remuneration Com						
FC Mac Gillivray	Chairman	Mar 2011			3	3
M Brain	Member	Oct 2013			3	3
BJ Frost	Member	Jun 1998			3	3
Social and Ethics						
SJ Gillett	Chairman	Nov 2012			2	2
PF Sass	Member	Apr 2012			2	2
GA Böhler	Member	Apr 2012			2	2
LV Rowles	Prescribed Officer	Apr 2012			2	2
V Paris	Group HR Manager	Jun 2013			2	2

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 - December 2015					
Male					
African	-	80	2	82	16%
Coloured	8	184	8	200	39%
Asian	-	3	-	3	1%
White	31	13	3	47	9%
Foreign nationals	1	2	2	5	1%
Female					
African	-	24	3	27	5%
Coloured	4	122	2	128	25%
Asian	1	1	-	2	0%
White	8	7	-	15	3%
Foreign nationals	-	-	1	1	-
Total - December 2015	53	436	21	510	100%
Employment - September 2014					
Male					
African	-	140	195	335	25%
Coloured	16	173	249	438	33%
Asian	6	11	1	18	1%
White	41	17	11	69	5%
Foreign nationals	1	8	6	15	1%
Female					
African	-	23	120	143	11%
Coloured	5	111	173	289	22%
Asian	1	3	-	4	-
White	12	11	4	27	2%
Foreign nationals	-	-	-	-	-
Total - September 2014	82	497	759	1338	100%
Skills Development - December 2015					
Male					
African	-	-	1	1	20%
Coloured	-	1	-	1	20%
Asian	-	-	-	-	-
White	1	1	-	2	40%
Female					
African	-	-	-	-	-
Coloured	-	-	1	1	20%
Asian	-	-	-	-	-
White	-	-	-	-	-
Total - December 2015	1	2	2	5	100%
Skills Development - September 2014					
Male					
African	-	43	-	43	37%
Coloured	5	29	-	34	30%
Asian	2	2	-	4	3%
White	7	1	-	8	7%
Female					
African	-	7	-	7	6%
Coloured	1	13	-	14	12%
Asian	-	-	1	1	1%
White	2	2	-	4	3%
Total - September 2014	17	97	1	115	100%

Comparative statistics include the workforce of a operation discontinued in May 2015.

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	✓		
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		✓[2]	
Appointment of well-structured committees and oversight of key functions	✓		
An agreed governance framework between the Group and its subsidiary Boards is in place	✓		
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		✓[5]	
The Board has delegated to management the implementation of an effective compliance framework and processes		✓[6]	
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		✓[3]	
Satisfies itself on the expertise, resources and experience of the company's finance functions	✓		
Oversees internal audit			✓[4]
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		✓[7]	
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			✓[8]

NOTES TO KING III GAP ANALYSIS

✓[1] The Board has not commissioned an independent report for inclusion in the integrated report, but does receive some assurance through customer audits.

✓[2] The board and committee evaluation has been performed; director self-evaluations have commenced.

✓[3] To be formalised.

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

✓[5] Risk management process has been formalised and is being rolled out.

✓[6] Risk management process has been formalised and is being rolled out.

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

✓[8] The Board has not sought independent assurance on its sustainability reporting as it sees no cost benefit advantage at this time.

SUSTAINABILITY REPORT

Following an intensive restructure and execution phase, the business is settling down into a period of operational focus. The strong "Bowler" culture has continued to guide the progress of the organization. The inevitable "change of guards" as necessitated by retirements, the strong business growth and added business complexities, have highlighted a need to review sustainability codes and practices. This is envisaged to be completed during Financial Year 2017.

Key Achievements and Challenges for Sustainability

1 Operations and Technology

The 2016 year marked an intense focus on setting new industry benchmarks in Supply Chain Integration, initiated by the completed ERP upgrade. The resulting momentum has resulted into closer downstream solutions integration with customers on warehousing, flexibility and distribution.

Various advanced technology projects were introduced into the Bowler operations during the year bearing testimony to Bowler's continued emphasis on upstream supplier partnerships for advanced technology solutions. Particularly exciting was the implementation of the high output production line for jars supplying Tiger Brands, which included IP protection for innovative packaging solutions.

In October 2015 the industry recognised the innovative successes of Bowler with the prestigious Gold Pack Packaging trophy awarded for the digital tube process. Two further gold medals were awarded.

The Isando plant in Gauteng has been expanded into a significant operation. It now includes additional converting and value add processes. Effectively this plant has been doubled in operational size and capacity.

A R&D facility has been opened in Ottery, Cape Town, to support the various plants on technology standardisations, technology upgrades and product developments. In addition to these supports, it is structured to transfer skills.

2 Stakeholders Developments

As a 42% shareholder in Softbev, considerable time and professional support has been offered to the fledgling Softbev organisation on various levels to assist in the transition of the various businesses into the new entity. The necessary maturity in systems and structures have been reached to support the Bowler team's confidence and responsibilities for this investment during 2017.

A court challenge on the rightful constitution of the PCA (Plastic Converters Association) within the Centralized Bargaining Council, the MEIBC, was upheld in favour of the Employers' Organizations. This favourable development holds improved terms of employment for the continued competitiveness of the industry. New negotiations are set for later in 2016 and may affect stability in the sector for the short term. The recognition of the PCA is an important milestone for the continued health of the packaging, plastics and linked industries in South Africa.

The Packaging Industry, represented by Packaging SA, is actively negotiating a satisfactory compromise with the SA Government on their Waste Management Proposal. The industry is challenging Government to accept its voluntary PETCO and Polyco initiatives, which has been instrumental and successful in driving environmental recycling programmes in SA.

The extensive BBBEE certification guideline changes, in addition to the SoftBev organization structuring and the Bowler Plastics operational restructures, have necessitated a fundamental rework of the Bowler Plastic's BBBEE policy. The Level 4 status expired in June 2016. Certification for 2017 will be applied at the end of the period. This does not have any material effect on the current Bowler business.

Bowler Plastics remains committed to the skills development of new entrants to the industry and the advancement of skills for all employees. This has been supported with a spend of over R3 mil in the past year. In addition to the business needs, this is also closely linked to the achievement of the EEP (Employment Equity Plan).

Bowler employees are challenged with socio-economic realities that are exerting pressure on performances in the operational environment. Good community support in previous years were channelled through the Quality Beverages structures .As a result of the organisational changes , Bowler Plastics is driving a community outreach program with its employees with focus on education and youth care.

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 JSE Listings Requirements, 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 Directors are required by the Companies Act in South Africa to maintain adequate accounting records and are responsible for the content and integrity of the Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Annual Financial Statements fairly present the state of affairs of the 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 Group 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 Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While 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 2017 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 15 to 44 were approved by the Board of Directors on:
26 September 2016

Signed on their behalf by:

B J FROST
Chairman

P F SASS
Chief Executive Officer

Ottery
26 September 2016

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
26 September 2016

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 2017 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.

C MAC GILLIVRAY
Chairman of the Audit and Risk Committee

26 September 2016

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

The committee comprises, Sarah Jane Gillett as chairperson and two executive directors, Paul Friedrich Sass (CEO) and Grant Andrew Böhler (CFO) and two other office bearers as detailed on page 9.

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 twice during the year and attendances are tabled on page 10.

The committee has reviewed and reported to the Board during the course of the year on the following matters:

- The Group's code of Conduct to ensure it is aligned with statutory requirements as well as the culture of the organisation and that all ethical issues are comprehensively addressed. Bowler prides itself on its culture and value systems and has actively ensured that with the growth of the company this last year, that all new members of staff are inducted and embrace the code of conduct set out.
- Monitored the social and economic development plan taking into account the Employment Equity Act and the Broad-Based Black Economic Employment Act. The last audit conducted was against the old B-BBBEE codes where a level 4 status was achieved. With the revised codes coming into effect, at the same time that there has been a significant change in the group structure, Bowler is responding and is fully committed to ensuring that these changes are embraced and that an appropriate strategy is formed and adopted. This strategy looks to embrace the companies transformation, skills development, employment equity and sustainability strategies all of which Bowler places significant emphasis on so as to ensure continued growth and upliftment of its staff and the communities in which they live and Bowler functions in.
- Matters relating to its statutory obligation and good corporate governance and corporate citizenship.
- It has been identified that wherever possible, the Group will better utilise resources such as energy, water and fuel and pleasing progress has been made this last year in this regard.

Conclusion

The committee is of the view that the Group takes its mandate 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 the importance and responsibility that management have towards ensuring all responsibilities regarding transformation, corporate governance, social and economic development and maintaining an ethical corporate culture are met and worked on continuously, I would like to commend them for the developments and commitment in this regard this last year given the company and Group changes.

SGillett

S GILLETT
Chairperson of the Social and Ethics Committee
26 September 2016

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Bowler Metcalf Limited

We have audited the consolidated and separate annual financial statements of Bowler Metcalf Limited, as set out on pages 21 to 42, which comprise the statements of financial position as at 30 June 2016, and the statements of comprehensive income, the 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 consolidated and separate annual financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate annual financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 consolidated and separate annual financial statements present fairly, in all material respects, the consolidated and separate financial position of Bowler Metcalf Limited as at 30 June 2016, and its consolidated and separate financial performance and consolidated and separate 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 and separate annual financial statements for the year ended 30 June 2016, we have read the Directors' Report, Directors' Statement, Secretarial Certification, the Audit and Risk Committee Report, the Social and Ethics Committee Report, the Shareholder Profile and Group Companies for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate annual financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated and separate annual financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 04 December 2015, we report that Mazars has been the auditor of Bowler Metcalf Limited for 28 years.

Mazars

Mazars
Registered Auditor
Partner: FJ Cronje
Registered Auditor
26 September 2016
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 2016.

General Review of Business Operations and Results

The Group carries on the business of manufacturing plastics and plastic mouldings. 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.

Investment in associate

The associate company, SoftBev Proprietary Limited ("SoftBev"), operates mainly in the carbonated soft drinks industry. There has been much press around the proposed sugar tax and the possible implications thereof on the consumer and industry. The industry body, BEVSA, and all major role players in the industry are collectively engaging with the relevant government representatives to address the matter. However, at this stage, due to the immense uncertainty in terms of the possible final outcome of these negotiations, it is far too early to anticipate what effect the proposed legislation would have on the industry. Notwithstanding, the SoftBev management team are well underway in evaluating contingent business strategies to mitigate this uncertainty

As provided for in the disposal circular, SoftBev issued 14 250 000 shares during the year for cash thereby reducing our share of the issued capital to 42.06%.

Events after the Reporting Date
There are no material reportable 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 11).

Dividends
Interim dividends of 18.4 cents per share (2015: 18.4c) were paid to shareholders on 25 April 2016. A final cash dividend of 16.4 cents per share (2015: 23.0c) 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. There were no 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, reports directly to the Chairman of the Board with whom he has ongoing communication. The company secretary is not a director but stands on an equal footing with other executives and performs his duties without undue influence or pressure.

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 21 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.

DIRECTORS' REPORT (continued)

Special Resolutions
The following special resolutions were passed at the annual general meeting, held on 2 December 2015:

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 2016 and 2017.

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 2016 were as follows:

Directors' holdings ('000)		**Beneficial Direct**	**Beneficial Indirect**	**Total**	**%**
2016					
BJ Frost (Non-Executive Chairman)	**	**-**	**101**	**101**	**0.1**
M Brain (Non-Executive)	**	**66**	**3,046**	**3,112**	**3.5**
PF Sass (Executive)	**	**896**	**15,767**	**16,663**	**18.8**
MA Olds (Executive)		**1,801**	**-**	**1,801**	**2.0**
		2,763	**18,914**	**21,677**	**24.4**
HW Sass Estate		**2,413**	**-**	**2,413**	**2.7**
		5,176	**18,914**	**24,090**	**27.2**
Shares in issue ('000)				**88,428**	
2015					
BJ Frost (Non-Executive Chairman)	**	-	101	101	**0.1**
M Brain (Non-Executive)	**	66	3,046	3,112	**3.5**
PF Sass (Executive)	**	1,040	15,767	16,807	**19.0**
MA Olds (Executive)		1,901	-	1,901	**2.1**
		3,007	18,914	21,921	**24.7**
Estate late HW Sass		2,413	-	2,413	**2.7**
		5,420	18,914	24,334	**27.5**
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 2016

	Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
Assets					
Non-current assets		**422,186**	405,179	**281,281**	298,746
Property, plant and equipment	**1**	**130,655**	122,364	**-**	-
Investment properties	**2**	**6,207**	6,685	**-**	-
Intangible assets	**3**	**4,862**	4,862	**-**	-
Investment in subsidiaries	**4**	**-**	-	**5,664**	5,664
Investment in associate	**5**	**279,615**	270,421	**274,754**	274,754
Related party loans	**6**	**-**	-	**863**	18,328
Deferred taxation	**13**	**847**	847	**-**	-
Current assets		**401,313**	365,414	**-**	-
Related party loans	**6**	**46,821**	46,558	**-**	-
Inventories	**7**	**68,785**	56,835	**-**	-
Trade and other receivables	**8**	**106,255**	103,099	**-**	-
Prepayments	**9**	**21,269**	19,220	**-**	-
Cash and cash equivalents	**10**	**158,183**	139,581	**-**	-
Taxation		**-**	121	**-**	-
Total assets		**823,499**	770,593	**281,281**	298,746
Equity and Liabilities					
Equity attributable to:					
Parent company equity holders		**699,046**	667,752	**233,497**	257,827
Stated capital	**11**	**21,565**	21,565	**21,565**	21,565
Retained earnings		**707,646**	676,352	**211,932**	236,262
Treasury shares	**11**	**(30,165)**	(30,165)	**-**	-
Total equity		**699,046**	667,752	**233,497**	257,827
Non-current liabilities		**60,652**	53,378	**47,781**	39,782
Deferred taxation	**13**	**60,652**	53,378	**47,781**	39,782
Current liabilities		**63,801**	49,463	**3**	1,137
Trade and other payables	**14**	**59,217**	45,114	**3**	2
Borrowings	**12**	**-**	1,135	**-**	1,135
Taxation		**4,584**	3,214	**-**	-
Total equity and liabilities		**823,499**	770,593	**281,281**	298,746

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2016

	Notes	Group 2016 R'000	Group 2015 R'000 (restated)	Company 2016 R'000	Company 2015 R'000 (restated)
COMPREHENSIVE INCOME					
Continuing operations					
Revenue	**26**	**499,376**	498,037	**-**	-
Cost of sales		**(375,333)**	(354,896)	**-**	-
Profit before operating costs		**124,043**	143,141		
Other operating income		**2,676**	2,654	**20,278**	49,547
Operating costs		**(56,594)**	(53,452)		
Profit on disposal of subsidiary	**19**	**-**	-	**-**	213,310
Share of profit/(loss) of associate	**5**	**9,194**	(4,332)	**-**	-
Profit from operations	**15**	**79,319**	88,011	**20,278**	262,857
Net finance income/(costs)	**17**	**17,526**	13,077	**-**	(60)
- income		**17,580**	13,164	**-**	-
- costs		**(54)**	(87)	**-**	(60)
Profit before tax - continuing operations		**96,845**	101,088	**20,278**	262,797
Taxation	**18**	**(23,270)**	(29,100)	**(7,999)**	(39,782)
Profit for the year - continuing operations		**73,575**	71,988	**12,279**	223,015
Discontinued operations					
Profit of disposal of subsidiary	**19**	**-**	194,110	**-**	-
Profit from discontinued operations	**20**	**-**	12,259	**-**	-
Profit before tax - discontinued operations		**-**	206,369	**-**	-
Taxation	**20**	**(7,999)**	(43,053)	**-**	-
Profit for the year - discontinued operations		**(7,999)**	163,316	**-**	-
Profit for the year		**65,576**	235,304	**12,279**	223,015
OTHER COMPREHENSIVE INCOME		**-**	-	**-**	-
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		**65,576**	235,304	**12,279**	223,015
Earnings per share - basic and diluted	**22**				
Continuing operations		**88.86**	87.28		
Discontinued operations		**(9.66)**	198.00		
		79.20	285.28		

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2016

Attributable to equity holders of the parent R'000	Notes	Stated Capital 11.1	Retained Earnings	Treasury Shares 11.2	Share Based Payments	Total Equity
Group						
Balance at 1 July 2014		21,565	469,614	(31,618)	293	459,854
Treasury shares		-	-	1,453	-	1,453
Share based payments		-	293	-	(293)	-
Comprehensive income for the year to 30 June 2015		-	235,304	-	-	235,304
Dividends paid		-	(28,859)	-	-	(28,859)
Balance at 30 June 2015		21,565	676,352	(30,165)	-	667,752
Comprehensive income for the year to 30 June 2016		-	65,576	-	-	65,576
Dividends paid		-	(34,282)	-	-	(34,282)
Balance at 30 June 2016		21,565	707,646	(30,165)	-	699,046
Company						
Balance at 1 July 2014		21,565	44,197	-	-	65,762
Comprehensive income for the year to 30 June 2015		-	-	-	-	-
Dividends paid		-	223,015	-	-	223,015
		-	(30,950)	-	-	(30,950)
Balance at 30 June 2015		21,565	236,262	-	-	257,827
Comprehensive income for the year to 30 June 2016		-	12,279	-	-	12,279
Dividends paid		-	(36,609)	-	-	(36,609)
Balance at 30 June 2016		21,565	211,932	-	-	233,497

Group	2016 cents	2015 cents
DIVIDENDS PER SHARE		
Dividends paid	**41.4**	35.0
Final previous year	**23.0**	16.6
Interim this year	**18.4**	18.4
Dividends proposed	**36.8**	41.4
Interim this year - actual	**18.4**	18.4
Final this year - proposed	**18.4**	23.0

STATEMENT OF CASH FLOWS

For the year ended 30 June 2016

		Group		Company	
		2016	2015	**2016**	2015
	Notes	**R'000**	R'000	**R'000**	R'000
Cash flows arising from operating activities		**52,611**	42,016	**(16,330)**	18,598
Cash receipts from customers		**496,220**	806,421	**-**	-
Cash paid to suppliers and employees		**(404,349)**	(716,865)	**-**	-
Cash generated by operations	**24.1**	**91,871**	89,556	**1**	1
Dividends received	**24.2**	**-**	-	**20,278**	49,547
Interest received		**17,580**	10,569	**-**	-
Interest paid		**(54)**	(1,000)	**-**	-
Taxation paid	**24.3**	**(22,504)**	(28,250)	**-**	-
		86,893	70,875	**20,279**	49,548
Dividends paid		**(34,282)**	(28,859)	**(36,609)**	(30,950)
Cash flows arising from investing activities		**(32,874)**	(17,209)	**17,465**	(18,598)
Property, plant and equipment					
- proceeds on disposal	**24.4**	**19,608**	2,684	**-**	-
- additions	**24.5**	**(51,061)**	(32,774)	**-**	-
Investment property					
- additions		**-**	(108)	**-**	-
Movement in advance payments	**24.6**	**(1,159)**	2,475	**-**	-
		(32,612)	(27,723)	**-**	-
Disposal of subsidiary	**21.4**	**-**	4,812	**-**	-
Related party loan		**(262)**	(3,798)	**17,465**	(18,598)
Loan repaid		**-**	9,500	**-**	-
Cash flows arising from financing activities		**(1,135)**	(11,468)	**(1,135)**	-
Borrowings		**(1,135)**	(12,921)	**(1,135)**	-
Treasury shares					
- disposals		**-**	1,453	**-**	-
Net increase/(decrease) for the year		**18,602**	13,339	**-**	-
Balance at beginning of period		**139,581**	126,242	**-**	-
Cash and cash equivalents at end of the year		**158,183**	139,581	**-**	-
		158,183	139,581	**-**	-
Cash and cash equivalents comprise:					
Bank accounts and cash on hand		**158,183**	139,581	**-**	-
Cash and cash equivalents at end of the period		**158,183**	139,581	**-**	-

Group

1 Property, plant and equipment

	Cost R'000	Accumulated Depreciation R'000	Balance R'000
30 June 2016			
Land and buildings	**59,730**	**33,644**	**26,086**
Manufacturing plant and equipment	**350,433**	**249,835**	**100,598**
Non-manufacturing plant and equipment	**13,904**	**9,933**	**3,971**
	424,067	**293,412**	**130,655**
30 June 2015			
Land and buildings	59,710	31,102	28,608
Manufacturing plant and equipment	335,406	243,254	92,152
Non-manufacturing plant and equipment	10,130	8,526	1,604
	405,246	282,882	122,364

Reconciliation of net book value

	Group			
	Land & Buildings R'000	Manufacturing Plant & Equipment R'000	Non-manufacturing Plant & Equipment R'000	Total R'000
30 June 2016				
Net balance at beginning of year	**28,608**	**92,152**	**1,604**	**122,364**
Additions	**20**	**47,072**	**3,969**	**51,061**
	28,628	**139,224**	**5,573**	**173,425**
Depreciation	**(2,542)**	**(19,183)**	**(1,602)**	**(23,327)**
Disposals	**-**	**(19,443)**	**-**	**(19,443)**
Net balance at end of year	**26,086**	**100,598**	**3,971**	**130,655**
30 June 2015				
Net balance at beginning of year	38,204	117,629	17,165	172,998
Reclassified to investment properties (note 2)	(7,055)	-	-	(7,055)
Additions	-	30,573	2,201	32,774
	31,149	148,202	19,366	198,717
Depreciation	(2,541)	(19,695)	(2,935)	(25,171)
Disposals	-	(2,733)	-	(2,733)
Disposal of subsidiary (note 21)		(33,622)	(14,827)	(48,449)
Net balance at end of year	28,608	92,152	1,604	122,364

	Group **2016 R'000**	2015 R'000
1.1 Fair value of land and buildings		
Directors' valuation	**192,259**	179,201
Fair Value Hierarchy - Level 3 Applies inputs which are not based on observable market data.		
The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalise a market-related rental income stream, net of operating costs. The key input used in measuring the fair values is: - capitalisation rate.	9.2% - 9.6%	9.0%
1.2 Disposals of manufacturing plant and equipment		
Disposal, at carrying value, of manufacturing plant in the plastic packaging segment, comprising blow moulding and ancillary equipment, was made, at arm's length, to an associated company and former subsidiary, Quality Beverages 2000 Proprietary Limited, in terms of the sale agreements initiated at the end of May 2015.	**18,010**	-

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
2	**Investment properties**					
	Net balance at beginning of year		**6,685**	-		
	Reclassified from property, plant and equipment.	1	**-**	7,055		
			6,685	7,055		
	Additions		**-**	108		
			6,685	7,163		
	Depreciation		**(478)**	(478)		
	Net balance at end of year		**6,207**	6,685		
2.1	**Fair value of land and buildings**					
	Directors' valuation		**38,908**	38,929		
	Fair Value Hierarchy - Level 3 Applies inputs which are not based on observable market data.					
	The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalises a market-related rental income stream, net of operating costs. The key input used in measuring the fair values is: - The capitalisation rate applied:		9.20%	9.1%		
2.2	**Income and expenses of investment properties**					
	Rental income		**4,331**	333		
	Direct operating expenses		**1,037**	65		
3	**Intangible assets**					
	Goodwill on acquisition of subsidiaries at carrying values					
	- balance at beginning of year		**4,862**	15,921		
	- derecognition on disposal		**-**	(11,059)		
	- balance at the end of the year		**4,862**	4,862		
	Goodwill comprises					
	- Gad-Tek (Pty) Ltd Trading as Bowler Plastics KZN		**4,862**	4,862		
			4,862	4,862		

Annual impairment tests, based on expected future earnings , discounted at fair rates of return, indicate that the goodwill arising on the acquisition of subsidiary 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 11 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.

4 Investment in subsidiaries

Unlisted subsidiary companies

Incorporated and operating solely in South Africa	Number of Shares Held 2016 No	Number of Shares Held 2015 No	% of Issued Capital 2016 %	% of Issued Capital 2015 %	Shares at Carrying Value R'000 R	Shares at Carrying Value R'000 R
Subsidiaries - directly held						
Bowler Plastics (Pty) Ltd	105	105	100	100	**5,664**	5,664
Plus Plastik (Pty) Ltd	-	300	-	100	**-**	-
Hazra Properties Two (Pty) Ltd	300	300	100	100	**-**	-
Bowler Properties Two (Pty) Ltd	100	100	100	100	**-**	-
Postal Presents (Pty) Ltd	1	1	100	100	**-**	-
Investment in subsidiaries - at cost					**5,664**	5,664

		Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
5	**Investment in associates**				
5.1	**Unlisted associated companies**				
	SoftBev Proprietary Limited (Incorporated and operating solely in South Africa)				
	Number of shares ('000)	**274,754**	274,754	**274,754**	274,754
	- % of Issued Capital	**42.1%**	43.0%	**42.1%**	43.0%
	Carrying value				
	- opening balance	**270,421**	274,754	**274,754**	274,754
	- loss adjustment arising on shares issued	**41**	-	**-**	-
	- share of profit/(loss)	**9,153**	(4,333)	**-**	-
	- Carrying value	**279,615**	270,421	**274,754**	274,754
5.2	**Summarised financial information**				
	Statement of comprehensive income				
	Revenue	**1,339,278**	58,731		
	Profit/(Loss) from operations	**56,619**	(12,967)		
	Profit/(Loss) for the period	**21,762**	(10,074)		
	Other comprehensive loss	**-**	-		
	Total comprehensive profit/(loss)	**21,762**	(10,074)		
	Dividends received during the period	**-**	-		
	Comparative figures are for 1 month ended 30 June 2015.				
	Statement of financial position				
	Current assets	**392,600**	236,429		
	Non-current assets	**509,523**	416,088		
	Current liabilities	**(374,629)**	(210,798)		
	Non-current liabilities	**(144,415)**	(94,652)		
	Net assets of associate	**383,079**	347,067		
5.3	**Reconciliation of carrying amount**				
	Net assets of associate	**383,079**	347,067		
	Proportion of ownership interest	**42.1%**	43.0%		
	Proportion of net assets of associate	**161,130**	149,239		
	Goodwill arising:	**118,485**	121,182		
	- on acquisition	**121,182**	121,182		
	- dilution on shares issued	**(2,697)**	-		
	Carrying amount of interest	**279,615**	270,421		

5.4 Nature of activities

SoftBev operates in the manufacturing, sales and distribution of non-alcoholic beverages, nationally. This investment is not considered strategic to the company's activities.

		Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
6	**Related parties**				
6.1	**Loans receivable**				
	Subsidiary:				
	Bowler Plastics (Pty) Ltd	**-**	-	**863**	18,328
	The loan is unsecured, interest free and repayable on demand.				
	Subsidiary of associate:				
	Quality Beverages 2000 (Pty) Limited				
	- at cost	**46,821**	46,558	**-**	-
	The loan is unsecured, interest free and repayable on demand.				

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
6	**Related parties continued**					
6.2	**Related party transactions**					
	Subsidiaries					
	Dividends received:					
	Bowler Plastics (Pty) Ltd		**-**	-	**20,055**	-
	Bowler Properties Two (Pty) Ltd		**-**	-	**-**	5,300
	Hazra Properties Two (Pty) Ltd		**-**	-	**-**	20,400
	Plus Plastik (Pty) Ltd		**-**	-	**223**	21,900
	Quality Beverages 2000 (Pty) Ltd		**-**	-	**-**	1,947
	Subsidiary of associate					
	Quality Beverages 2000 (Pty) Ltd					
	Revenue		**63,688**	9,116	**-**	-
	Rental income		**4,330**	333	**-**	-
	Finance income		**6,117**	464	**-**	-
7	**Inventories**					
	Finished goods		**29,970**	14,296		
	Work in progress		**5,044**	10,231		
	Consumable stores		**8,468**	7,804		
	Raw materials		**25,303**	24,504		
			68,785	56,835		
8	**Trade and other receivables**					
	Trade receivables		**104,837**	101,184		
	Other receivables		**1,418**	1,915		
			106,255	103,099		
8.1	**Analysis of trade receivables**					
	Plastic packaging segment					
	Neither past due nor impaired		**80,441**	91,474		
	Past due but not impaired >60 days		**10,635**	3,523		
	Past due but not impaired >90 days		**13,761**	6,187		
	Past due and impaired		**6,480**	5,844		
			111,317	107,028		
	Allowances (incl. provision for credit notes)		**(6,480)**	(5,844)		
			104,837	101,184		
	Allowances					
	Balance at beginning of year		**5,844**	5,244		
	Allowances		**636**	600		
	Reversals		**-**	-		
	Balance at end of year		**6,480**	5,844		

Customers are all manufacturing entities supplying into the wholesale and retail sectors.

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.

		Notes	Group 2016 R'000	Group 2015 R'000
8.2	**Related party trade receivables**			
	Quality Beverages 2000 (Pty) Ltd		**17,690**	20,892
9	**Prepayments**			
	Prepayments consist of:			
	Advance payments - capital		**19,295**	18,136
	Advance payments - expenses		**1,974**	1,084
			21,269	19,220
10	**Cash and cash equivalents**			
	Bank accounts and cash on hand		**158,183**	139,581
	Bank overdrafts			
	Total facilities		**-**	5,000
	Utilised		**-**	-
	Unutilised facility		**-**	5,000

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 Group using reputable bankers.

NOTES TO THE FINANCIAL STATEMENTS - continued
At 30 June 2016

		Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
10 Cash and cash equivalents continued					
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, limited to R20 mil, for facilities granted to Bowler Plastics (Pty) Ltd.					
11 Stated capital					
11.1 *Authorised*					
189 850 000 Ordinary shares of no par value					
Issued		**21,565**	21,565	**21,565**	21,565
11.2 *Treasury shares*					
Balance at beginning of year		**(30,165)**	(31,618)		
Disposals		**-**	1,453		
Balance at end of year		**(30,165)**	(30,165)		
Number of shares					
Balance at beginning of year		**82,799,063**	82,453,263	**88,428,066**	88,428,066
Treasury shares disposed of		**-**	345,800	**-**	-
- staff share options exercised	21	**-**	345,800	**-**	-
Balance at end of year		**82,799,063**	82,799,063	**88,428,066**	88,428,066
Comprising:					
Issued shares		**88,428,066**	88,428,066	**88,428,066**	88,428,066
Treasury shares		**(5,629,003)**	(5,629,003)	**-**	-
Percentage of issued shares		**6.4%**	6.4%		
11.3 *Weighted number of shares*					
Balance at beginning of year		**82,799,063**	82,453,263		
Treasury shares - weighted		**-**	27,565		
Weighted number of shares in issue during the year		**82,799,063**	82,480,828		
12 Borrowings					
12.1 Balance of the purchase price of remaining share of Quality Beverages 2000 (Pty) Ltd bearing interest at 6% p.a repayable on 31 October 2015.		**-**	1,135	**-**	1,135
- current portion		**-**	(1,135)	**-**	(1,135)
		-	-	**-**	-
Total non-current		**-**	-	**-**	-
Total current		**-**	1,135	**-**	1,135
13 Deferred taxation					
Balance at end of the year		**59,805**	52,531	**47,781**	39,782
Balance at end of the year comprises:					
- capital allowances		**16,209**	17,439	**-**	-
- accruals		**(3,286)**	(3,942)	**-**	-
- CGT profits/(losses)	22	**46,882**	39,034	**47,781**	39,782
		59,805	52,531	**47,781**	39,782
Consisting of:					
- liabilities		**60,652**	53,378	**47,781**	39,782
- assets		**847**	847	**-**	-
14 Trade and other payables					
Trade payables		**31,296**	19,949	**-**	-
Accruals and other payables		**27,921**	25,165	**3**	2
		59,217	45,114	**3**	2
14.1 Related party trade payables					
Subsidiary of associate					
- Quality Beverages 2000 (Pty) Ltd		**4,720**	-	**-**	-

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
15	**Profit before tax**					
15.1	**Restatement**					

Following the sale of the beverage segment in 2015 and in keeping with our peers in the plastic packaging sector, the statement of comprehensive income has been restated on a "by function" basis to better express the group's operations. The comparative figures for 2015 have consequently been restated as follows:

Operating costs	Restated 2015	2015
Cost of sales	354,896	-
Operating costs	53,452	-
Raw materials and other operating costs	-	242,486
Staffing costs	-	115,817
Rental and property finance	-	2,078
Depreciation		20,316
Maintenance	-	14,484
Transport	-	13,167
	408,348	408,348

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
15.2	**Profit before tax**					
	Profit before tax is arrived at after taking into account the following items:					
	Income					
	Dividends received					
	- unlisted subsidiaries		**-**	-	**20,278**	49,547
	Surplus on disposal of fixed assets		**165**	-	**-**	-
	Foreign exchange gains		**-**	129	**-**	-
	Expenses					
	Directors' emoluments	23	**9,157**	10,432	**-**	-
	Employee costs		**117,376**	113,263	**-**	-
	Foreign exchange losses		**35**	-	**-**	-
	Inventory NRV adjustments		**-**	-	**-**	-
	Leasing charges					
	- operating leases on land and buildings		**2,184**	2,078	**-**	-
	- financial leases on plant & equip		**-**	-	**-**	-
	Loss on disposal of fixed assets		**-**	49	**-**	-
	Retirement funding		**2,933**	2,554	**-**	-
16	**Depreciation**					
	Property, plant and equipment	1				
	Land and buildings		**2,542**	2,541		
	Manufacturing plant and equipment		**19,183**	19,695		
	Non-manufacturing plant and equipment		**1,602**	2,935		
	Investment properties	2	**478**	478		
			23,805	25,649		
	Manufacturing		**19,183**	19,695		
	Non-manufacturing		**4,622**	5,954		
17	**Finance income and costs**					
	Income					
	Financial institutions - banks		**11,463**	10,204	**-**	-
	Other		**6,117**	2,960	**-**	-
			17,580	13,164	**-**	-
	Costs					
	Financial institutions - banks		**54**	27	**-**	-
	Other		**-**	60	**-**	60
			54	87	**-**	60

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
18	**Taxation**					
	Income tax - current		**24,174**	27,357	**-**	-
	Income tax - prior		**(178)**	(58)	**-**	-
	Deferred taxation - current		**(575)**	1,823	**-**	39,782
	Deferred taxation - prior		**-**	(22)	**-**	-
	Deferred taxation - rate change		**(151)**	-	**7,999**	-
			23,270	29,100	**7,999**	39,782
	Reconciliation of rate of taxation					
	SA normal tax rate		**28.0%**	28.0%	**28.0%**	28.0%
	Adjusted for:					
	Disallowable expenses/exempt income		**(3.7)**	0.9	**(28.0)**	(5.3)
	Prior periods		**(0.1)**	(0.1)	**-**	-
	Rate adjustment		**(0.2)**	-	**39.4**	-
	Capital Gains Tax		**-**	-	**-**	(7.6)
	Net (decrease)/increase		**(4.0)**	0.8	**11.4**	(12.9)
	Effective tax rate		**24.0%**	28.8%	**39.4%**	15.1%
19	**Profit on disposal of subsidiary**					
19.1	**Consideration**					
	274 754 093 ordinary shares in SoftBev Proprietary Limited at fair value		**-**	274,754		
	Cash		**-**	-		
	Total consideration		**-**	274,754		
19.2	**Assets and liabilities over which control was lost**					
	Current assets		**-**	126,185		
	Inventories		**-**	41,038		
	Trade and other receivables		**-**	83,746		
	Cash and cash equivalents		**-**	583		
	Taxation		**-**	818		
	Non-current assets		**-**	54,185		
	Property, plant and equipment		**-**	48,449		
	Deferred taxation		**-**	5,736		
	Current liabilities		**-**	(112,582)		
	Trade and other payables		**-**	(59,964)		
	Borrowings		**-**	(47,223)		
	Bank overdraft		**-**	(5,395)		
	Non-current liabilities		**-**	(1,252)		
	Borrowings		**-**	(181)		
	Deferred taxation		**-**	(1,071)		
	Net assets disposed of		**-**	66,536		
19.3	**Profit**					
	Consideration		**-**	274,754	**-**	274,754
	Intercompany loans re-instated		**-**	-		
	Costs		**-**	(3,049)	**-**	(3,049)
	Intercompany trade debtor re-instated		**-**	-		
	Carrying value of investment		**-**	-	**-**	(58,395)
	Net assets disposed of		**-**	(66,536)	**-**	-
	Goodwill derecognised on disposal	3	**-**	(11,059)	**-**	-
	Costs		**-**	-		
	Profit on disposal		**-**	194,110	**-**	213,310
19.4	**Net cash inflow on disposal**					
	Net overdraft disposed of		**-**	4,812		
	Net cash inflow		**-**	4,812		

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
20	**Discontinued operations**					
20.1	**Disposal of Beverages division**	**5**				
	On 20 May 2015 the company ratified a sale agreement disposing of the beverages segment, comprising Quality Beverages 2000 Proprietary Limited and its operating subsidiaries, Quality Beverages Jhb Proprietary Limited and Quality Softdrinks Proprietary Limited, resulting in a substantial gain. The effective date of the disposal was 31 May 2015, on which date control passed to the acquirer. The sale consideration was settled through the issue of shares in SoftBev Proprietary Limited.					
20.2	**Profit for the year from discontinued operations**					
	Revenue		**-**	434,500		
	Other operating income		**-**	1,233		
	Expenses		**-**	(419,966)		
	Profit from operations		**-**	15,767		
	Net finance income/(costs)		**-**	(3,508)		
	- income		**-**	365		
	- costs		**-**	(3,873)		
	Profit before tax - discontinued operations		**-**	12,259		
	Profit on disposal of subsidiary	**21.3**	**-**	194,110		
	Income tax expense					
	- Income tax		**-**	(2,515)		
	- Deferred tax		**(7,999)**	(40,538)		
	(Loss)/Profit for the year - discontinued operations Attributable to equity holders of the parent		**(7,999)**	163,316		
	As the business relationship continues, and in accordance with the group's accounting policy, transactions between continuing and discontinued operations have not been eliminated in the consolidated financial statements.					
	Had the intercompany revenue transactions been eliminated on consolidation in the prior year, the above balances would have been:					
	Revenue			316,373		
	Expenses			(301,839)		
	Profit from operations			15,767		
20.3	**Reconciliation of rate of taxation**					
	SA normal tax rate		**28.0%**	28.0%		
	Adjusted for:					
	Disallowable expenses/exempt income		**-**	2.2		
	Capital gains tax - change in rate		**(28.0)**	(9.7)		
	Prior periods		**-**	0.4		
	Net (decrease)/increase		**(28.0)**	(7.1)		
	Effective tax rate		**0.0%**	20.9%		
20.4	**Cash flows from discontinued operations**					
	Cash flows arising from operating activities		**-**	(16,707)		
	Cash flows arising from investing activities		**-**	(3,154)		
	Cash flows arising from financing activities		**-**	4,452		
			-	(15,409)		

21 Share based payments

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

21.1 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
01/10/2008	30/09/2010	30/09/2012	420	113,400	82,200	56,700	182,300	434,600
01/10/2008	30/09/2011	30/09/2013	420	189,000	136,900	94,400	303,700	724,000
01/10/2008	30/09/2012	30/09/2014	420	189,000	136,900	94,400	303,700	724,000
01/10/2008	30/09/2013	30/09/2015	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 to 30 June 2014				(455,400)	(547,600)	(377,700)	(975,900)	(2,356,600)
Options lapsed or cancelled				-	-	-	(193,700)	(193,700)
Balance at 1 July 2014				300,500	-	-	45,300	345,800
Options exercised				(300,500)	-	-	(45,300)	(345,800)
Balance at 30 June 2015				**-**	**-**	**-**	**-**	**-**

	Group **2016** **R'000**	2015 R'000
21.2 Weighted average selling price at the date of exercise (cents)	**-**	756
Share options are to be settled in equity, one share per option		
22 Headline earnings		
22.1 Reconciliation of headline earnings		
Continuing operations		
Attributable to holders of the parent - earnings	**73,575**	71,988
Adjustments net of tax and outside interests - loss/(profit) on disposal of assets - Plastic Packaging	**(128)**	40
loss/(profit) on disposal of plant & equipment	**(165)**	49
tax	**37**	(9)
Adjustments to share of associate profit - loss/(profit) on disposal of assets - Beverages	**32**	-
loss/(profit) on disposal of plant & equipment	**104**	-
tax	**(29)**	-
outside interests	**(43)**	-
Headline earnings - continuing operations	**73,479**	72,028
Discontinued operations		
Attributable to holders of the parent - earnings	**(7,999)**	163,316
Adjustments net of tax		
- disposal of subsidiary	**7,999**	(154,328)
gross	**-**	(194,110)
tax	**7,999**	39,782
Headline earnings - discontinued operations	**-**	8,988
Headline earnings - total	**73,479**	81,016

		Notes	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
22	**Headline earnings - continued**					
22.2	**Weighted number of shares in issue**	**11**	**82,799,063**	82,480,828		
22.3	**Earnings per share (cents)**					
	Earnings per share (cents) - total		**79.20**	285.28		
	Continuing operations		**88.86**	87.28		
	- loss/(profit) on disposal of assets - Plastic Packaging		**(0.15)**	0.05		
	- loss/(profit) on disposal of assets - Beverages		**0.04**	-		
	Headline earnings per share (cents) - continuing operations		**88.75**	87.33		
	Discontinued operations		**(9.66)**	198.00		
	- disposal of subsidiary		**9.66**	(187.11)		
	Headline earnings per share (cents) - discontinued operations		**-**	10.89		
	Headline earnings per share (cents) - total		**88.75**	98.22		

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.

23 Emoluments of directors, prescribed officers and other employees

R'000	Fees for services	Short-term Employee Benefits: Basic salary	Allowances & Benefits	Bonuses	Other Benefits: Share based payments	Retirement Benefits	Total R'000
30 June 2016							
Executive directors							
PF Sass	-	2,414	216	-	-	180	2,810
GA Böhler	-	1,893	78	-	-	145	2,116
MA Olds	-	1,495	195	-	-	94	1,784
Non-Executive directors							
M Brain	232	-	-	-	-	-	232
BJ Frost	391	-	-	-	-	-	391
FC Mac Gillivray	349	-	-	-	-	-	349
SJ Gillett	295	-	-	-	-	-	295
Prescribed officers							
LV Rowles	-	1,082	71	-	-	27	1,180
	1,267	6,884	560	-	-	446	9,157
Paid by subsidiaries	(1,267)	(6,884)	(560)	-	-	(446)	(9,157)
Paid by company	-	-	-	-	-	-	-
30 June 2015							
Executive directors							
PF Sass	-	1,615	203	621	-	127	2,566
GA Böhler	-	1,558	83	479	-	122	2,242
MA Olds	-	1,518	228	234	-	119	2,099
Non-Executive directors							
M Brain	974	-	-	-	-	-	974
BJ Frost	370	-	-	-	-	-	370
FC Mac Gillivray	330	-	-	-	-	-	330
SJ Gillett	280	-	-	-	-	-	280
Prescribed officers							
LV Rowles	-	1,194	183	91	-	103	1,571
	1,954	5,885	697	1,425	-	471	10,432
Paid by subsidiary	(1,954)	(5,885)	(697)	(1,425)	-	(471)	(10,432)
Paid by company	-	-	-	-	-	-	-

There are no fixed period service contracts.

Share Options Exercised - Group	30 June 2016 No. of Shares	30 June 2016 Price at date of exercise	30 June 2015 No. of Shares	30 June 2015 Price at date of exercise
Directors				
PF Sass	**-**	**-**	300,500	766
	-		300,500	

		Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
24	**Cash Flow**				
24.1	**Cash generated by operations**				
	Profit before tax	**96,845**	307,457	**20,278**	262,797
	Non cash items	**14,446**	(164,080)	**-**	(213,250)
	- depreciation	**23,805**	25,649	**-**	-
	- finance costs	**-**	-	**-**	60
	- profit on disposal of subsidiary	**-**	(194,110)	**-**	(213,310)
	- share of (profit)/loss of associate	**(9,194)**	4,332	**-**	-
	- loss/(surplus) on disposal of fixed assets	**(165)**	49	**-**	-
	Adjustments for items shown separately	**(17,526)**	(9,569)	**(20,278)**	(49,547)
	Interest paid	**54**	1,000	**-**	-
	Dividends received	**-**	-	**(20,278)**	(49,547)
	Interest received	**(17,580)**	(10,569)	**-**	-
	Working capital changes	**(1,894)**	(44,252)	**1**	1
	Inventories	**(11,950)**	2,304	**-**	-
	Trade and other receivables	**(3,156)**	(91,735)	**-**	-
	Advance payments - expenses	**(890)**	2,504	**-**	-
	Trade and other payables	**14,102**	42,675	**1**	1
		91,871	89,556	**1**	1
24.2	**Reconciliation of dividends received**				
	Included in comprehensive income	**-**	-	**20,278**	49,547
	Dividends received	**-**	-	**20,278**	49,547
24.3	**Reconciliation of taxation paid**				
	Charged to the statement of comprehensive income	**(31,269)**	(72,153)		
	Adjustment for deferred taxation	**7,274**	47,003		
	Disposal of subsidiary	**-**	(5,482)		
	Movement in taxation liability	**1,491**	2,382		
	Payments made	**(22,504)**	(28,250)		
24.4	**Proceeds on disposal of property, plant & equipment**				
	Book value of assets disposed of	**19,443**	2,733		
	Profit (loss) on disposal	**165**	(49)		
	Proceeds received	**19,608**	2,684		
24.5	**Additions to property, plant and equipment**				
	To maintain and expand operations				
	- land and buildings	**20**	-		
	- manufacturing plant and equipment	**47,072**	30,573		
	- other plant and equipment	**3,969**	2,201		
		51,061	32,774		
24.6	**Movement in prepayments**				
	Advance payments - capital	**(1,159)**	2,475		
	Advance payments - expenses	**(890)**	2,504		
	Total movement	**(2,049)**	4,979		
25	**Financial Instruments**				
25.1	**Credit Risk**				
	Financial assets exposed to credit risk are:				
	Trade and other receivables	**104,445**	101,289	**-**	-
	Related party loans	**46,821**	46,558	**863**	18,328
	Cash and cash equivalents	**158,183**	139,581	**-**	-
		309,449	287,428	**863**	18,328
	Guarantees				
	Limited sureties given to:				
	FNB for bank facilities granted to the group	**-**	-	**20,000**	20,000
	ABSA Bank Limited for bank facilities guaranteed to a subsidiary of an associated company	**20,900**	20,900	**20,900**	20,900
		20,900	20,900	**40,900**	40,900

25.1 Credit Risk - continued

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 can be regarded at the highest rating as the Group only deposits cash surpluses with major banks and financial institutions of high standing.

The credit quality of related party loan has been assessed with reference to the underlying net assets in each company.

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.

25.2 Fair Value

The carrying amounts of cash and cash equivalents, trade receivables, loans, borrowings and trade payables approximate their fair value at the statement of financial position date.

25.3 Foreign Exchange Risk

Foreign exchange risk arises on the acquisition of plant and machinery from abroad. Foreign Exchange Contracts (FEC's) 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.

		2016			2015	
	Foreign Value '000	**Rate**	**Rand Value R'000**	Foreign Value '000	Rate	Rand Value R'000
Open FEC's on Foreign Commitments						
Plant and equipment	**€ 223.0**	**16.4659**	**3,672**	€ 113.5	13.5339	1,536
Plant and equipment	**$ 45.8**	**14.7620**	**676**	$ -	-	-
Plant and equipment	**¥ 5,358.0**	**0.1458**	**781**	¥ 48,256.8	0.1008	4,863
			5,129			6,399

	Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
25.4 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	**158,183**	139,581		
Net assets (liabilities)	**158,183**	139,581		
Estimated interest rate change	**0.5%**	0.5%		
Net after tax profit sensitivity	**569**	502		
25.5 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				
Trade and other payables	**33,490**	45,114	**-**	-
Balance of purchase price - outside shareholders	**-**	1,135	**-**	1,135
Guarantees	**20,900**	20,900	**40,900**	40,900
The risk of the guarantees being called upon is considered by the directors to be low.				
Total financial liabilities	**54,390**	67,149	**40,900**	42,035
25.6 Financial Asset Categories				
Loans and receivables				
Trade and other receivables	**104,445**	101,289	**-**	-
Related party loans	**46,821**	46,558	**-**	-
Cash and cash equivalents	**158,183**	139,581	**-**	-
Loans to Group companies	**-**	-	**863**	18,328
	309,449	287,428	**863**	18,328
25.7 Financial Liability Categories				
Financial liabilities at amortised cost				
Borrowings	**-**	1,135	**-**	1,135
Trade and other payables	**33,490**	45,114	**3**	2
	33,490	46,249	**3**	1,137

26 Segmental Report

Primary Format - Business Segments R'000	Plastic Packaging	Beverages	Property Investment	Unallocated	Eliminations	Total
30 June 2016						
Continuing operations						
Revenue	495,046	-	4,330	-	-	499,376
Intersegment revenue	-	-	17,003		(17,003)	-
Other income	5,006	-	-	-	(2,330)	2,676
Operating costs (excluding depreciation)	(422,721)	-	(2,403)	-	17,003	(408,121)
Depreciation	(20,785)	-	(3,021)	-	-	(23,806)
Share of profit/(loss) of associate	-	9,194	-	-	-	9,194
	56,546	9,194	15,909	-	(2,330)	79,319
Finance income	17,574	-	6	-	-	17,580
Finance costs	(54)	-	-	-	-	(54)
Profit before tax	74,066	9,194	15,915	-	(2,330)	96,845
Taxation	(18,814)	-	(4,456)	-	-	(23,270)
Profit for the year - continued operations	55,252	9,194	11,459	-	(2,330)	73,575
Discontinued operations						
Profit from disposal of subsidiary	-	-	-	-	-	-
Profit from discontinued operations	-	-	-	-	-	-
Net income before tax	-	-	-	-	-	-
Taxation	-	(7,999)	-	-	-	(7,999)
Net income for the year - discontinued operations	-	(7,999)	-	-	-	(7,999)
Attributable to:						
Equity holders of the parent	55,252	1,195	11,459	-	(2,330)	65,576
Total Assets	508,236	279,617 *	78,025	4,862	(47,241)	823,499
Total Liabilities	125,640	47,781	4,448	3	(53,420)	124,452
Capital Expenditure	51,041	-	20	-	-	51,061
Customers with greater than 10% of Group revenue:						
- customer 1	67,844	-	-	-	-	67,844
- customer 2	53,064					53,064

Primary Format - Business Segments R'000	Plastic Packaging	Beverages	Property Investment	Unallocated	Eliminations	Total
30 June 2015						
Continuing operations						
Revenue	493,950	-	4,087	-	-	498,037
Intersegment revenue	-	-	16,040		(16,040)	-
Other income	4,733	-	-	-	(2,079)	2,654
Share of profit/(loss) of associate	-	(4,332)	-	-	-	(4,332)
Operating costs (excluding depreciation)	(401,594)	-	(2,478)	-	16,040	(388,032)
Depreciation	(17,298)	-	(3,018)	-	-	(20,316)
	79,791	(4,332)	14,631	-	(2,079)	88,011
Finance income	12,791	-	373	-	-	13,164
Finance costs	(27)	-	-	(60)	-	(87)
Net income before tax	92,555	(4,332)	15,004	(60)	(2,079)	101,088
Taxation	(24,900)	-	(4,200)	-	-	(29,100)
Profit for the year - continued operations	67,655	(4,332)	10,804	(60)	(2,079)	71,988
Discontinued operations						
Profit from disposal of subsidiary	-	194,110	-	-	-	194,110
Profit from discontinued operations	-	12,259	-	-	-	12,259
Net income before tax	-	206,369	-	-	-	206,369
Taxation	-	(43,053)	-	-	-	(43,053)
Net income for the year - discontinued operations	-	163,316	-	-	-	163,316
Attributable to:						
Equity holders of the parent	67,655	158,984	10,804	(60)	(2,079)	235,304
Total Assets	464,438	270,727 *	69,393	4,558	(38,523)	770,593
Total Liabilities	96,017	39,782	7,051	1,138	(41,147)	102,841
Capital Expenditure	28,627	4,147	108	-	-	32,882
* Investment in associate						
Customers with greater than 10% of Group revenue:						
- customer 1	94,779	-	-	-	-	94,779

		Group 2016 R'000	Group 2015 R'000	Company 2016 R'000	Company 2015 R'000
27	**Commitments**				
	Capital				
	Plant	**14,395**	6,744		
		14,395	6,744		
	The expenditure will be financed from cash generated from normal business operations and loan finance.				
	Leases				
	Operating leases on property	**2,939**	2,559		
	Due within one year	**2,281**	1,739		
	Due between one and five years	**658**	820		
		2,939	2,559		
	The main terms of lease agreements are:				
	Rental escalations (%)	**8.00**	8.00 - 9.50		
	Number of months outstanding (months)	**14-16**	4 - 34		
	Renewal option (months)	**0 - 60**	0		
28	**Contingent Liabilities**				
	Bank guarantees issued	**540**	540	**257**	257

The directors do not believe these contingent liabilities are likely to materialise into full liabilities.

29 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.

	Group 2016 R'000	Group 2015 R'000
The capital structure of the company consists of:		
Equity	**699,046**	667,752
Borrowings	**-**	1,135
Total equity and borrowings	**699,046**	668,887
Cash and cash equivalents	**158,183**	139,581

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 group 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.

At the reporting date the group had no borrowings and at the end of the previous reporting period the group's cash and cash equivalents exceeded it's borrowings.

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.

Presentation of Annual Financial Statements

The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards, the JSE Listings Requirements, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Companies Act of South Africa. 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:

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.

1 Property, plant and equipment

Property, plant and equipment is initially measured at cost and subsequently at cost less accumulated depreciation and any impairment losses.

Depreciation is provided 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 20
Motor vehicles	5 to 10
Office equipment, furniture and fittings	10
Moulds	3 to 10
Computers	3
Industrial buildings	20
Land	n/a

2 Investment Properties

Investment properties are held to earn rental income and appreciate in capital value and are recorded at cost less subsequent depreciation of buildings.

Investment property is initially recognised at cost and subsequently at cost less accumulated depreciation and any impairment losses.

Depreciation is calculated on the straight-line method to write off the cost of buildings to their residual values over their estimated useful lives. Land is not depreciated.

Industrial buildings are depreciated at a rate of 5% per annum.

3 Goodwill

All business combinations are accounted for by applying the acquisition method. The acquisition method entails the following:
(a) acquiring entity in the transaction;
(b) - determining the date of the acquisition; - identifying which entity is the
(c) - recognising and measuring the assets acquired and the liabilities assumed;
(d) - recognising and measuring any non-controlling interest; and
(e) - recognising:
1. goodwill, representing the excess of the consideration paid and the non-controlling interest over the Group's interest in (c) above; and
2. a gain on bargain purchase, in the event that the consideration paid and the non-controlling interest amounts to less than the Group's interest in (c) above.

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.

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

4 Investment in subsidiaries

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

5 Investment in associates

Company Financial Statements
Investments in associates are carried at cost less any accumulated impairment.

The company's investment in its associate arose from the loss of control over a subsidiary. This transaction was accounted for as follows in the prior financial year:
- The assets and liabilities of the subsidiary were derecognised;
- The retained investment in the (now) associate was recognised at fair value; and
- A gain associated with the loss of control over the subsidiary was recognised in profit or loss.

Group Financial Statements

An investment in an associate is accounted for using the equity method. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost adjusted for post-acquisition changes in the company's share of net assets of the associate less any dividends received, less any impairment losses.

Goodwill on acquisition is included in the carrying amount of the associate. This goodwill is not amortised but is assessed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

Profits or losses on transactions between the company and an associate are eliminated to the extent of the company's interest therein.

The group's interest in an associate is diluted when another investor exercises options issued to it by the associate. This is referred to as a deemed disposal and gives rise to gain or loss on deemed disposal. Where the group does not lose significant influence as a result of the deemed disposal, this gain or loss is calculated as follows:

- The Group's share of the equity contribution on the exercise of the option; less
- The carrying amount attributable to the disposed portion of the investment.

6 Inventories

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

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 Trade and other receivables

Trade and other receivables are classified as loans and receivables.

8 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.

9 Treasury shares

Shares held by subsidiaries in Bowler Metcalf Limited 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, the related proceeds is added to equity under "treasury shares".

10 Revenue

Revenue from the sale of manufactured goods is recognised upon delivery to the customer.

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

11 Dividends received

Dividends received are recognised, in profit or loss, when the dividends are declared.

Dividends received on treasury shares are eliminated on consolidation.

12 Dividends paid

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

13 Finance costs

Finance costs are recognised as an expense in the period in which they are incurred.

14 Discontinued operations

A component of the Group's business that has been disposed of and that represents a separate major line of business is classified as a "discontinued operation".

The post-tax profit or loss of a discontinued operation and any profit or loss on the disposal of a discontinued operation is presented separately in the statement of comprehensive income as "Profit for the year - discontinued operations".

When a component is classified as a discontinued operation, the comparative statement of comprehensive income is re-presented as if the operation has been discontinued from the start of the comparative year.

In considering inter-company transactions between discontinued and continuing operations, both discontinued and continuing operations are grossed up and inter-company transactions between discontinued and continuing operations are not eliminated, but presented in the notes (refer note 20).

Changes in estimated proceeds on the sale of a discontinued operation and taxes payable are taken to the line item "Profit for the year - discontinued operations" in the year that the change in estimate occurs.

15 Translation of foreign currencies

A foreign currency transaction is recorded in Rands at the spot exchange rate on initial recognition.

At the end of the reporting period foreign currency monetary items are translated using the closing rate.

Foreign exchange differences are recognised in profit or loss.

16 Employee benefits

16.1 Short-term employee benefits

Short-term employee benefits include basic salaries, bonuses and allowances. The cost of short term employee benefits is recognised in the period in which the service is rendered and is not discounted.

16.2 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 is not required 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.

16.3 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 the share based payments reserve in equity.

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 in equity.

17 Leases

17.1 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.

17.2 Operating leases - lessor

Operating lease income earned on the rental of property is recognised as an income on a straight-line basis over the lease term. The difference between the amounts recognised as income and the contractual receipts is recognised as an operating lease asset that it not discounted.

Initial direct costs incurred in negotiating and arranging operating leases are added to the carrying amount of the property and recognised as an expense over the lease term on the same basis as the lease income. Income for leases is disclosed under revenue in profit or loss.

18 Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiaries. 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.

19 Segment report

The segment report is based on the business segments of the Group according to products and services sold, as regularly reviewed by management.

20 Financial instruments

20.1 Initial recognition and measurement

Financial instruments are measured initially at fair value.

Transaction costs are included in the initial measurement of the instrument as follows:

- Added to the initial fair value of financial assets
- Deducted from the initial fair value of financial liabilities

Financial assets are recognised at trade date, when the group commits to purchase or sell the asset.

20.2 Subsequent measurement

Loans and receivables 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.

20.3 Impairment of financial assets

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

Impairment losses are recognised in profit or loss.

Trade receivables are impaired through use of an allowance account. The amount of the loss is recognised in profit or loss within operating expenses. . Subsequent recoveries of amounts previously written off are credited to other operating income.

20.4 Loans to subsidiaries and associates

These loans are recognised initially at fair value plus direct transaction costs.

Loans to Group companies are classified as loans and receivables.

20.5 Trade and other payables

Trade payables are classified as financial liabilities at amortised cost.

20.6 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 classified as loans and receivables.

20.7 Bank overdraft and borrowings

Bank overdrafts and borrowings are classified as liabilities at amortised cost.

21 International reporting standards

21.1 Standards adopted during the year

There were no standards adopted, or applied, for the first time during the year by the Group.

21.2 Standards issued but not yet effective

IFRS 9 - Financial Instruments

New standard that replaces IAS 39. The standard incorporates classification and measurement requirements that are driven by cash flow characteristics and the group business model. Financial instruments are classified into one of three classes: amortised cost, fair value through profit or loss and fair value through other comprehensive income. The standard also incorporates a forward looking 'expected loss' impairment model. Hedge accounting has been substantially modified and is more aligned with risk management activities.

The Group is in the process of assessing the impact of the new standard on the classification and measurement of its financial instruments. The group will adopt the new standard on its mandatory effective date which is for years beginning on or after 1 January 2018.

IFRS 15 Revenue from contracts with customers
New standard that establishes a single, comprehensive and robust framework for the recognition, measurement and disclosure of revenue.

The Group is in the process of assessing the impact of the new standard on its revenue recognition and measurement. The group expects the adoption of the new standard to result in additional disclosure. The group will adopt the new standard on its mandatory effective date which is for years beginning on or after 1 January 2018.

IFRS 16 Leases

New standard that introduces a single accounting model for lessees, while the accounting for lessors is left largely unchanged from its predecessor (IAS 17 Leases).

The amendment will result in the capitalisation of operating leases that are currently expensed onto the group's statement of financial position. The group will adopt the new standard on its mandatory effective date which is for years beginning on or after 1 January 2019.

IAS 1 Presentation of Financial Statements (amendment)

As part of a major initiative to improve presentation and disclosure in financial reports, designed to further encourage companies to apply professional judgment in determining what information to disclose in their financial statements, such as the following:

- Materiality consideration
- Line items in the Statement of Financial Position and Statement of Comprehensive Income can be aggregated or disaggregated as relevant
- Examples added to show how notes can be ordered to help understandability and comparability

The amendment is expected to result in reduced disclosures and a reordering of the notes in the annual financial statements. The effective date of the amendment is for years beginning on or after 01 January 2016.

21.3 IAS 7 Statement of Cash Flows (amendment)

New disclosure requirements for liabilities arising from financing activities:

- Changes from financing cash flows
- Changes from obtaining or losing control of subsidiaries
- Effect of changes in foreign exchange rates
- Changes in fair values
- And other changes

The amendment will result in additional disclosures relating to the group's liabilities. The effective date of the amendment is for years beginning on or after 01 January 2017.

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 2016.

SHAREHOLDER PROFILE
At 30 June 2016

Size of Holding	2016 No of Holders	2016 % of Holders	2016 % of Capital	2015 No of Holders	2015 % of Holders	2015 % of Capital
Shareholdings						
1 - 5 000	1,121	61.9	2.0	740	54.9	1.2
5 001 - 10 000	253	14.0	1.9	183	13.6	1.4
10 001 - 50 000	295	16.3	6.5	258	19.1	5.9
50 001 - 100 000	57	3.1	4.1	61	4.5	4.5
100 001 and above	86	4.8	85.4	106	8.0	87.0
Total	1,812	100.0	100.0	1,348	100.0	100.0
Spread						
Public - South African	1,790	98.8	65.7	1,325	98.2	65.4
Public - Non Residents	16	0.9	0.7	18	1.3	0.7
Treasury	1	0.1	6.4	1	0.1	6.4
Directors	5	0.3	27.2	5	0.4	27.5
Total	1,812	100.0	100.0	1,349	100.0	100.0
Status						
Dematerialised	1,667	92.0	97.8	1,201	89.1	97.8
Certificated	145	8.0	2.2	147	10.9	2.2
Total	1,812	100.0	100.0	1,348	100.0	100.0
Other Large Investors						
FNT Allan Gray			2.76			2.76
Aylett & Co			9.10			8.31
Kagiso			4.71			3.66
Coronation			1.72			1.72
Investec			6.11			-
Old Mutual			2.15			1.01
Sanlam			8.62			8.60
Standard Bank			5.66			6.26
Past directors			0.76			0.90

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

GROUP AND ASSOCIATED COMPANIES

At 30 June 2016

	Direct / Indirect	2016 Shares Held	2016 Shares Issued	2016 % of Shares Issued	2015 Shares Held	2015 Shares Issued	2015 % of Shares Issued
A Subsidiaries							
Plastic Packaging Segment *manufacture of plastic packaging*							
Bowler Plastics Proprietary Ltd Reg. No. 1997/012522/07	Direct	105	105	100.0%	105	105	100.0%
Gad-Tek Proprietary Ltd T/A Bowler Plastics KZN Reg. No. 2005/017408/07	Indirect	100	100	100.0%	100	100	100.0%
Property Segment *property owning*							
Hazra Properties Two Proprietary Ltd Reg. No. 1986/004497/07	Direct	300	300	100.0%	300	300	100.0%
Bowler Properties Two Proprietary Ltd Reg. No. 2000/000793/07	Direct	100	100	100.0%	100	100	100.0%
Postal Presents Proprietary Ltd Reg. No. 1983/011982/07	Direct	1	1	100.0%	1	1	100.0%
Number of entities by principal activity							
- plastic packaging				2			2
- property				3			3
All subsidiaries in the group are: - wholly owned - incorporated in South Africa							
Beverage Segment *manufacture and distribution of beverages*							
B Associated companies							
SoftBev Proprietary Limited - incorporated in South Africa - principle activity - beverages		274,754,093	653,213,008	42.06%	274,754,093	638,963,008	43.0%

C Structured entities

There are no structured entities in the group.

DIVIDEND DECLARATION

Notice is hereby given that a cash dividend of 18.4 cents per share ("cps") (2015: 23.0 cps) has been declared payable to shareholders on Monday, 31 October 2016.

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 2016.

Additional information pertaining to the cash dividend:

			cps
	Dividend declared		
○	Gross local cash dividend		18.40
○	STC credits set off (see below)		-
	Taxable dividend		18.40
○	Dividend Withholding Tax (DWT) at	15.0%	(2.76)
			15.64
○	STC credits add back		-
○	Net local cash dividend to shareholders liable for DWT		15.64
○	Shareholders exempt from DWT will receive a gross dividend of		18.40
	Other information		
○	The local cash dividend, as defined by the Income Tax Act, 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

Salient dates for the cash dividend are:

Last day to trade "cum" dividend	Tuesday	25 October 2016
List date	Wednesday	26 October 2016
Record date	Friday	28 October 2016
Payment date	Monday	31 October 2016

Share certificates may not be dematerialised or re-materialised from Monday, 24 October 2016 to Friday, 28 October 2016, 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
26 September 2016

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 fifth Annual General Meeting (AGM) of shareholders of the company will be held at the company's head office, Harris Drive, Ottery, Cape at 09h00 on Wednesday 9 November 2016 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.

Salient dates for the AGM

Last day to trade to be eligible to participate and vote	Friday	28 October 2016
Record date to determine shareholder's eligibility to vote	Friday	04 November 2016
Notification of intention of electronic participation	Monday	07 November 2016
Proxies to be submitted to the transfer secretaries by 09h00	Tuesday	08 November 2016
Date of AGM	Wednesday	09 November 2016

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 2016, be and are hereby approved."

2 Ordinary Resolution Number Two (Approval 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 2016, be and is hereby approved 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 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 (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 Five is considered."

6 Ordinary Resolution Number Six (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."

7 Ordinary Resolution Number Seven (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.

7.1 "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."

7.2 "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."

7.3 "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.

8 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:

8.1 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;

8.2 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;

8.3 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;

8.4 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;

8.5 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;

8.6 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;

8.7 the Company shall have adequate capital; and

8.8 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 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.

9 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."

10 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-16 R'000**	**30-Jun-17 R'000**	**30-Jun-18 R'000**
Board			
Chair	265	282	282
Vice Chair	265	282	282
Member	169	180	180
Audit/Risk Committee			
Chair	95	101	101
Member	63	67	67
Remuneration Committee			
Chair	85	90	90
Member	63	67	67
Social and Ethics Committee			
Chair and member	63	67	67

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
- nominee

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 Tuesday, 8 November 2016. [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
26 September 2016

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, 9 NOVEMBER 2016 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, 9 November 2016 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 (Approval of directors remuneration policy)			
Ordinary Resolution Number Three (Re-election of Director)			
Ordinary Resolution Number Four (Re-election of Director)			
Ordinary Resolution Number Five (Director's authority to negotiate and sign)			
Ordinary Resolution Number Six (Reappointment of auditors)			
Ordinary Resolution Number Seven (Reappointment of Audit and Risk Committee)			
7.1 Mr Craig Mac Gillivray			
7.2 Mr Brian Frost			
7.3 Ms Sarah Gillett			
Special Resolution Number One (General authority to repurchase shares)			
Special Resolution Number Two (Provision of financial assistance)			
Special Resolution Number Three (Non-executive directors 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, 8 November 2016.

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.