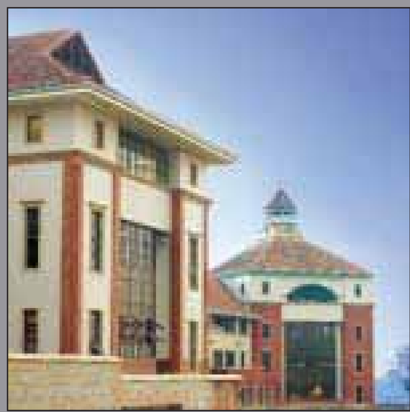
  

fast **tracking**

02 / ANNUAL REPORT

Group Five

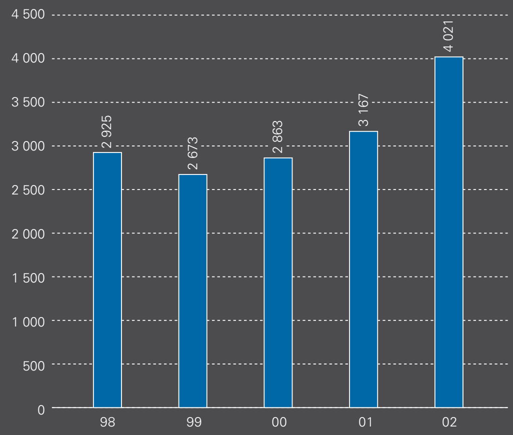
TAKING TOUGH DECISIONS

MAKING SIGNIFICANT CHANGES

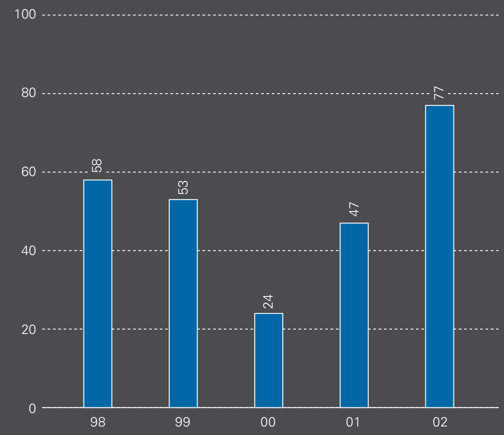
FAST-TRACKING GROWTH

Cover: ***Dimension Data**, Bryanston, Gauteng.*
Opposite: ***Sun International** head office in Sandton, Gauteng.*

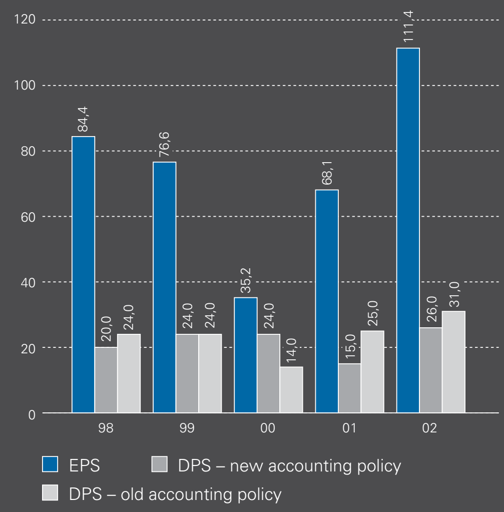
Revenue
R millions



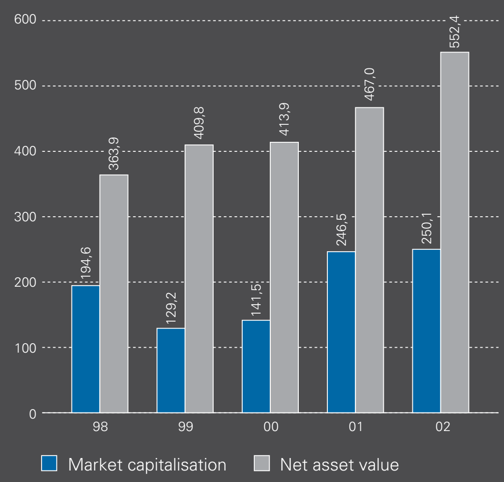
Attributable profit
R millions



Earnings and dividends per share
Cents per share



Market capitalisation and net asset value per share
R millions



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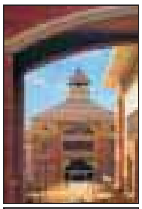
CONSTRUCTION



BUILDING

Consists of Group Five Building, which concentrates on commercial, retail and leisure building on the African continent; Group Five Kwazulu-Natal, which houses the province's building, roads and civils activities; Angola, which focuses on housing projects outside of South Africa; and Housing & Projects, with a primary focus on housing projects in South Africa.

ROADS

Offers the construction of roads, bridges, railways, earthworks, dams, canals, pipelines, airports, installation of township services, operation of quarries and mobile crushers.

CIVILS

Constructs power plants, mine surface works, water treatment plants, labour-intensive infrastructure projects and piled foundations.

ENGINEERING

Focused on the supply and erection of structural steel and piping systems for industrial plants, mechanical equipment installation, electrical and instrumentation reticulation.

MANUFACTURING

EVERITE BUILDING PRODUCTS

Manufactures ceilings, partition boards, roofing sheets, vertical cladding boards and a range of hand-moulded garden products.

VAAL SANITARYWARE

Produces domestic and industrial vitreous china and fireclay sanitaryware.

DPI PLASTICS

Manufactures and supplies plastic piping systems for the building, civil, construction, agricultural, mining and industrial markets.

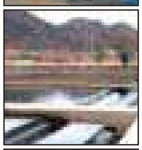
GROUP FIVE PIPE

Group Five Pipe Saudi is a joint venture currently focused on the manufacture of large diameter spiral welded steel pipes for the Saudi market.

OPERATIONS AND MAINTENANCE

INTERTOLL

Intertoll is an international toll operator with activities such as the development, operation and maintenance of toll facilities and highways.



WATER & SANITATION SERVICES

Manages, operates and maintains water and sewage systems throughout South Africa.

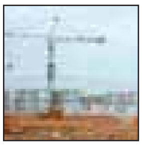
KBR GROUP FIVE INDUSTRIAL SERVICES

Provides operations, maintenance and turnaround management services for industrial facilities.

IDS

INFRASTRUCTURAL DEVELOPMENT SERVICES

Provides infrastructural development and related financial structuring for construction and BOT (build, operate and transfer) projects throughout Africa.



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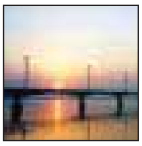

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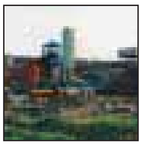

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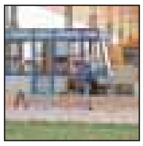

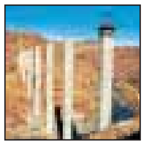

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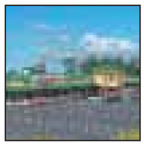

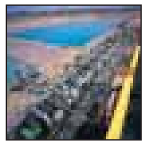

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In line with Group Five's strategy of increasing its foreign currency earnings, more than 30% of turnover is now generated outside South Africa. The map indicates where we operate and outlines some of the main projects undertaken this year.

1. ANGOLA – The Nova Vida project is a good example of Group Five providing a total solution to the customer. Group Five is building 2 480 housing units, constructing roads, water and waste water treatment plants and providing the electrical reticulation and street lighting.

2. BANGLADESH – Intertoll manages the Jamuna Bridge under a five-year contract for the Bangladesh government. The bridge spans the Jamuna River and connects the east and west of Bangladesh.

3. BOTSWANA – Group Five Roads completed an infrastructure contract in Gaborone CBD on behalf of the Botswana local government. Work has commenced on a contract to upgrade the road from Jwaneng to Sekoma, which forms part of the trans-Kalahari highway. Group Five's engineering business completed contracts at the Orapa diamond mine and the Tati Nickel mine. The second crusher at the Jwaneng diamond mine is nearing completion.

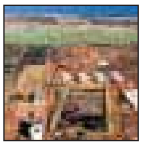
4. GHANA – Group Five Projects is working on the kiln contract for Tarkwa Goldfields, which includes the supply, fabrication and installation of structural steel, platework, piping and electrical work, and the installation of mechanical equipment for an additional kiln in the gold treatment plant.

5. HUNGARY – Intertoll has a long-term 27-year operation and maintenance contract for the M5 motorway.

6. INDIA – Intertoll operates and maintains the Delhi-Noida toll bridge spanning the Yamuna River. This is a 28-year contract. Intertoll's India joint venture company, Intertoll ICS, is also involved in a national highway connecting Ahmadabad to Mahesana in Gujarat. In addition, it has secured an eight year project to operate two toll roads from Delhi to Jaipur and Delhi to Agra.

7. LESOTHO – Group Five Roads was awarded a contract for the rehabilitation of the road between Butha Buthe and Oxbow in Northern Lesotho. The Group is currently involved in a contract for the construction of three bridges crossing the impoundment area

OUR WORLD-CLASS EXPERTISE AND ABILITY TO DEVELOP UNIQUE SOLUTIONS IS DRIVING OUR CROSS-BORDER STRATEGY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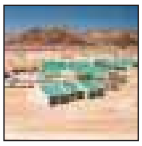
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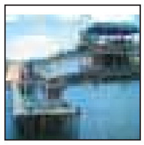
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of the new Mohale dam. The Group's housing activities are involved in a chalet and ski resort project for Afri-Ski.

8. MALAWI – Group Five has been involved in projects such as a new shopping centre, various roads and earthworks projects and hotel refurbishments. Work has recently commenced on the new 125-metre long Dwambazi bridge on Lake Malawi's northern shore, linking Malawi with Tanzania.

9. MALI – Group Five Projects completed a contract for the mechanical, electrical, instrumentation and piping erection for the Sadiola Gold Mine in Mali. This contract follows the successful completion of a contract at the nearby Yatela gold mine.

10. MAURITIUS – Group Five Civils is involved in a joint venture for the construction of the St Martin sewage treatment plant at Port Louis.

11. MOZAMBIQUE – The contract to rehabilitate the 241-kilometre stretch of road between Gorongosa and Caia in Mozambique has been awarded to a joint venture between Group Five and Grinaker LTA. The road will be completed by early 2003 and will provide access to central Mozambique, primarily via the Sofala province. Group Five also supplied all the concrete to the Mozal Phase II and constructed the harbour silos as part of the Mozal project on behalf of Billiton.

12. NAMIBIA – Group Five, in a joint venture with Grinaker LTA, has been awarded the rehabilitation contracts for the roads between Okahandja and Otjiwarongo and between Windhoek and Aris. The Group has also been awarded various contracts by Skorpion zinc mine.

13. SAUDI ARABIA – Group Five Pipe has built a facility in Dammam in Saudi Arabia to manufacture large diameter steel pipes for the Saudi Arabian market. It has already successfully completed three minor projects.

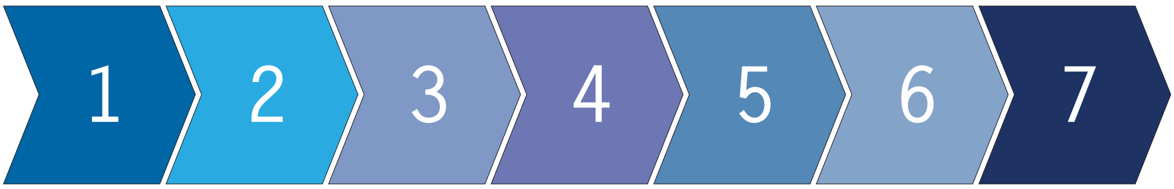
14. SWAZILAND – Group Five Roads formed part of the Komati dam joint venture and completed the Maguga dam, which is amongst the largest dams south of the Zambezi. It will supply water to Swaziland, South Africa and Mozambique.

15. TANZANIA – Group Five Roads has completed the construction of a slimes dam for the Ashanti gold mine and a pipeline that stretches between the fresh water dam of Lake Victoria and the Kahama mine.

16. ZAMBIA – Group Five is performing selected civils work for Anglo American's Konkola mine. In addition, roads is re-sealing the road stretching between Mpika and Kasama in the northern province of Zambia. In a joint venture with Concor, Group Five Roads was awarded the Livingstone-Sesheke Katima Mulilo road contract.

17. ZIMBABWE – Group Five, in conjunction with Kajima Corporation of Japan, is completing the concrete border post bridge over the Zambezi River between Zambia and Zimbabwe. The three-year contract is due for completion at the end of 2002.

A COMPREHENSIVE SKILLS BASE ENABLES GROUP FIVE TO DELIVER SOLUTIONS ACROSS THE FULL VALUE CHAIN



VALUE CHAIN

1. Identify need
2. Develop initial concept
3. Prepare detailed design and specification
4. Arrange funding/provide funding proposal
5. Construct
6. Commission and hand over
7. Operate and maintain

At Group Five we build and retain teams of highly skilled and experienced people that can facilitate all aspects of a project, from concept to the operation and maintenance of the completed project. Customers interface with a single Group Five point of contact, providing a seamless service and complete solution.

Opposite: Feed conveyors, stacker and dome at ***Skorpion zinc mine****, Namibia. Group Five Roads, Building, Civils and Engineering were involved in the project.*

George Thomas – *Chairman*

I am pleased to report a significantly improved set of results for the past year. Revenue at R4,0 billion was 27% higher than the previous year; operating profit at R124,6 million increased by 56%; and EPS at 111,4 cents by 43,3 cents or 64%.

The buildings, civils and engineering businesses all reported outstanding results and the significant gains achieved in these areas have been more than able to absorb operating losses in roads and manufacturing. Improved profits have also been achieved in operations and maintenance, notably in Intertoll.

While increased working capital requirements impacted adversely on interest, the Group balance sheet remains strong and was cash positive at 30 June 2002.

GROUP STRUCTURE

The success of collapsing the pyramid control mechanism and the introduction of flatter operational structures in most parts of the Group is evident from the results. The improved focus has made it possible to identify weak areas in the management structure and to make strategic appointments where appropriate.

In particular, the appointment of Peter Erasmus as chief operating officer has afforded the chief executive officer, Mike Lomas, the opportunity to concentrate more on the macro issues facing the Group. I would like to welcome Peter to the Group and wish him well in what is a challenging role.

I am also pleased to report that steps have been taken to strengthen the board and to achieve a better balance between executive and non-executive directors. We have been fortunate to add to our ranks two able and experienced businessmen, Rufus Maruma and Kalaa Mpinga, who joined the board as non-executive directors on 1 July 2002. I look forward to their involvement. Unfortunately, George Negota, a non-executive director since August 1999, has resigned as he foresees a potential conflict with certain of his other interests. We thank him for his contribution.

Paul Le Sueur, who heads the Group's large and profitable buildings business and whose responsibilities have been expanded to embrace the Group's international building activities, volunteered to step down from the board in order to devote his full attention to the operations under his control.

OUR IMPROVED FOCUS HAS MADE IT POSSIBLE TO IDENTIFY WEAK AREAS IN THE MANAGEMENT STRUCTURE AND MAKE STRATEGIC APPOINTMENTS

Frik Venter has resigned from the board to concentrate on his new role as operations director in the restructured roads business.

The board remains acutely aware of its responsibility to ensure good corporate governance and the broad development of all employees. The initiatives implemented by Group Five cover the critical areas of incentivisation, empowerment, education and training, risk management, health (with particular reference to the management of HIV and AIDS), safety and the working environment.

These issues are all dealt with in a separate section of this report. This will show that although progress has been made, there is a great deal still to be done. A comprehensive initiative has been mounted to address all these issues and I am confident that the year ahead will see significant progress.

THE ECONOMY

The fact that government appears to be standing firm on its fiscal and monetary policy is reassuring. While the sharp decline in the value of the rand in the fourth quarter of 2001 was negative because of inflationary effects, it has been a positive factor for exports and provides a degree of protection against imports. Notwithstanding the turbulent conditions internationally, the outlook for South Africa is reasonably encouraging and the Group is well placed to benefit.

PROSPECTS

The primary focus over the next year will be the restructuring of the roads business to improve its ability to secure and service projects, the restoration to profitability of Everite Building Products, and the continued thrust to secure business outside South Africa. Given a reasonable degree of success in achieving these objectives, a further meaningful improvement in profits is expected.

ACKNOWLEDGEMENT

The pleasing results for the past year would not have been achieved without the dedication and commitment of management and staff at all levels and I thank them for this. I also wish to thank Mike Lomas and my board colleagues for their continuing support, wisdom and guidance.

THE TOUGH DECISIONS WE HAVE MADE HAVE RESULTED IN A MOTIVATED, ACCOUNTABLE TEAM WITH CLEAR DELIVERABLES AND A STRONG FOCUS ON FUTURE GROWTH

The restructuring process started in 2000, focused on the future direction of the Group in terms of strategy, structure, roles and people, and has, in the main, been implemented. The tough decisions we have made have resulted in a motivated, accountable team, with clear deliverables and a strong focus on ensuring the future growth of the Group.

Although the full benefits of the restructuring process will only be realised in the year ahead, the flatter operational structure and placing the right people into the right job, together with our strategy of securing more cross-border work, has already translated into improved earnings. Our cross-border revenue has grown from 28% last year to the current 37%.

The Group had an excellent year, with operating profit increasing by 56% and EPS of 111,4 cents (2001: 68,1 cents) being achieved.

DELIVERING ON CHANGE

This year has seen several challenges in our industry.

One was the large amount of vacant lettable commercial space in South Africa, which has reduced building activity. In anticipation of this, the building management team focused on quality, cost control and delivery by partnering with clients to secure preferred contractor status, thereby maintaining strong order books.

Delivering a quality product in developing markets, given skills shortages and logistical problems, presents another major construction challenge. To address this, an innovative design-and-build solution has been created, using the Group's proprietary pre-cast manufactured flexible housing system. This system delivers high quality, maintenance free homes in difficult and remote locations. Our progress on this front, especially in Angola, has generated considerable interest and significant opportunity exists for this unique solution on the African continent.

The building activities have been refocused to ensure that the operational structure can support the expansion of the business. The way forward for building will be to hone the current local market strategy and secure new work in selected cross-border markets. Whilst these contracts take considerably longer to conclude, they generate significantly better margins and hard currency earnings.

Mike Lomas – *Chief Executive Officer*

The Group's focus on the expanding mining and industrial plant sector, both locally and cross-border, has yielded major benefits in the current year. Again, this was anticipated and the civils business unit positioned itself to establish batch plants on mega projects to supply and deliver readymix concrete.

As part of the civils repositioning process, a dedicated business unit with skills in specialised concrete construction and harbour development has been established to ensure focus on marine work, in addition to the mining and industrial sector.

Engineering expanded rapidly this year, with the recent consolidation of the number of contractors and a reduction in fabrication capacity in this sector providing a platform for growth. This business unit also enjoyed the benefits of generating much additional work, both locally and internationally, within their existing customer base.

Having come through a difficult period, the planned consolidation of the roads business units into a single entity with dedicated regional management will be completed by the end of the first quarter. This will address non-performance and should leave the unit well placed for future success.

Our strategy of creating self-generating and long-term income stream work by establishing infrastructural development services delivered good results. The demand from clients for end-to-end solutions, incorporating financial structuring, has intensified. One of the main drivers of the growth has been an increasing focus by private enterprises on their core business and the outsourcing of their non-core requirements. The unit has been successful in delivering commercial developments.

The unsolicited bids for toll roads are gaining momentum and the benefits should become evident in 2003. To meet these demands and other privatisation initiatives, the infrastructural development services team will be further strengthened in the new financial year.

The Group's stated intent that every business unit should be in the top three in its sector, with a strong local presence and robust international growth prospects, is best epitomised by Intertoll. Revenues grew substantially in the year as the unit secured work from the Roads Agency in South Africa, as well as projects in India. These longer term contracts provide a sustainable earnings base for the Group.

Whilst the manufacturing business units only represent 15% of revenues, they fulfil a valuable role in enabling the Group to provide services across the full infrastructural supply chain.

In keeping with the Group's commitment of returning manufacturing to profitability, it was decided to downsize the operations of AC Pipes. The investment in its factory assets has also been fully depreciated. The operations of Group Five Pipe in South Africa have been mothballed due to insufficient product demand. These businesses will therefore not incur future losses.

Following management changes, a pleasing turnaround in the fortunes of Vaal Sanitaryware has been achieved. The actions taken in 2001 have restored the company's status as the premier manufacturer of sanitaryware in South Africa.

Everite Building Products' results were disappointing. We are still focusing on addressing production problems. However, the benefits of a new managing director in April 2002, coupled with other senior appointments, are now becoming evident. The company is poised to show a significant improvement in performance in the first quarter of the new financial year.

ASBESTOS AND HEALTH

Everite remains on track to eliminate asbestos from its manufacturing process and converting to cellulose cement before the end of the 2002 calendar year.

The NUTEC non-asbestos range of building materials and moulded goods heralds a revival at Everite. The new products will continue to supply the residential architecture and housing markets in South Africa.

The Group is satisfied that Everite's management of the asbestos and health issue has exceeded legal requirements. Costs associated with the company's past use of asbestos, including a comprehensive health surveillance service, a voluntary disability pension policy for current and past employees, and advisory services for the installed base of asbestos containing products, have been fully provided for. Isolated claims for damages by third parties are being vigorously defended and the Group is confident that the process is being well managed.

SUSTAINABLE DEVELOPMENT

The Group's international growth initiatives will not detract from our steadfast commitment to investing in the country and playing a constructive role in South Africa's future. Over the past year, an additional 1 600 jobs have been created, with the prospect of further increases.

- **Black economic empowerment**

The Group continues to support emerging black business in the construction industry. This has been achieved by promoting the establishment of companies in conjunction with the business units. This approach ensures the involvement of local communities. The Group's shareholding in these ventures ranges from 40% to 75%.

- **Employment equity**

All business units submitted employment equity plans and these are being monitored for compliance. The biggest challenge undoubtedly sits with meeting the targets for senior management. To this end, the Group is firmly committed to the requisite training and development of previously disadvantaged individuals to achieve its goals.

- **HIV/AIDS**

The Group recognises that HIV/AIDS presents a major health problem for its employees. An AIDS awareness programme and education campaign has been given priority throughout the Group.

- **Safety**

The Group takes this issue extremely seriously and is committed to achieving a safe working environment for all employees on its sites. To this end, safety policy initiatives and the establishment of OHSAS 18000 safety systems are being driven centrally by the Group.

MANAGING THE GROUP

Structures

Following the reconstitution of the board, the Group's operating structures were realigned to create greater strategic focus and improve the speed of decision-making.

The Group executive committee comprises the CEO, the COO and the Group executive directors responsible for finance, HR, marketing and business development. It is responsible for formulating and driving the overall strategic direction and transformation of the Group, building organisational capacity and a culture of delivery.

A Group management committee comprising members of the executive committee and all business unit managing directors, assists the executive committee in managing the integration of strategy and related initiatives into the businesses. This ensures alignment and synergy of resources throughout the Group's operations, while maintaining focus on business performance.

Management information

During 2000 the decision was taken to completely redefine the information requirements of all levels in the Group to support the Group's planned growth strategy during the coming decade. This decision recognised the necessity for strong site systems wherever projects are undertaken. Additionally, the need to integrate such systems into a corporate management system was a pre-requisite. To this end, a major project known as reVAMP was initiated in early 2001.

Project reVAMP, which takes global best practice into account, will give the Group a competitive advantage by eliminating non-value added tasks and activities at all levels, providing technologies to more effectively manage projects, and delivering timeous, accurate and relevant information throughout the Group.

The project has involved over 150 employees from all business units, representing all aspects of the Group's operations and included the use of external consultants and senior IT staff.

Since inception, every milestone has been met. The project is well underway and is successfully working at the Group's corporate office. It will be fully implemented throughout the Group by the end of the 2003 calendar year.

MARKET OUTLOOK

The Government's commitment to infrastructure spend, including roads and harbours, and the involvement of the private sector in major transport corridors, will stimulate the local industry and should provide at least R15 billion worth of construction opportunities in the next few years.

The advent of peace in certain countries on the subcontinent, such as Angola and the Democratic Republic of the Congo, is starting to create a positive environment for the provision of infrastructure and the development of mining projects. The Group is monitoring this situation and is poised to exploit opportunities in new locations, as they arise. In addition, regional development will be further stimulated assuming the successful implementation of the New Economic Plan for Africa's Development (NEPAD).

Despite a global slowdown, world demand for precious metals is driving the development of new mines and industrial plants. With the capital already committed, resource sector expansion programmes are set to continue for the next three to five years.

Recent developments of offshore natural gas fields, coupled with the installation of pipe distribution networks to industry, will provide exciting medium to long-term opportunities for the Group.

The mooted cut in interest rates early in 2003 should also encourage new developments in the residential and commercial markets.

PROSPECTS

The Group has started the new financial year with a healthy order book of R3,0 billion (2001: R2,5 billion) and a number of projects in the pipeline.
The resolution of the production problems in manufacturing will now provide the opportunity to drive exports of rand-based building materials into international markets. The combination of these factors, together with a favourable business climate, will provide the platform for further meaningful growth in the year ahead.

APPRECIATION

I wish to thank the board and all my colleagues for their unwavering support, especially in making the tough decisions that will undoubtedly serve the Group well in the future.

CONSTRUCTION

Construction had an excellent year with revenue increasing from R2,3 billion to R3,2 billion and operating profit increasing from R62 million to R137 million. The order book for next year is healthy with a number of contracts in the pipeline. Construction activities contributed 79% (2001: 73%) to Group turnover.

BUILDING

Group Five is one of the largest commercial building operations in South Africa with a rapidly increasing number of cross-border contracts in Angola, Malawi, Tanzania and Botswana. Potential markets are being actively developed in Algeria, Morocco and Mozambique and we expect to be operational in some of these countries towards the end of the calendar year.

The building business achieved strong growth in revenue and doubled profitability during the year.

The management team focused strongly on bedding down the enlarged operational structure necessary for the expansion of the business. Work continues on improving the partnering approach, which involves setting clear deliverables in close collaboration with clients on each project. This has been largely responsible for the improved quality of the order book as client delivery is always paramount. Investments have been made in developing and incentivising people in order to build capacity growth.

Major achievements

- Establishment of Group Five's Angolan construction business. Using the platform created by the Nova Vida housing project in Luanda (2 480 housing units – US$90 million), this business has now secured its first contracts in roads and civils and is poised to secure a large construction order book.
- Successful completion in joint venture of the Louis Trichardt Prison – R345 million.
- Completion of the Ga-Pila village relocation for Anglo Platinum – R100 million.
- Gaining a foothold in African markets. The necessary structural changes have been effected in the business to enable management to focus individually on the different regions in Africa, while at the same time ensuring full integration of operating systems, skills and knowledge throughout.

Focus going forward

- Grow market share in the rest of Africa by investing in people and instilling knowledge in the respective regional organisational structures. Good progress is already being made.
- Ensure that the Angolan business grows to become a significant player in its market by bringing the full spectrum of construction skills together, both South African and local.

*Opposite: 91m high and 448m long access bridge across the **Mohale Dam** impoundment area, Lesotho. Group Five Roads was involved in this project.*

- Concentrate on building large-scale, high-quality housing projects for preferred customers in the developing mining, industrial, tourism and petrochemical industries in southern Africa.
- To be one of the first companies in the South African building industry to achieve ISO 9000 and ISO 14000 accreditation.

ROADS

Group Five Roads operates in the South African roads market, as well as deriving a significant share of its revenue from contracts throughout Africa for major roads, dams, canals, pipelines, airports and railways. Roads' clients include the various national roads agencies in Africa, provincial and local authorities in South Africa, the major international donor agencies and large mining groups.

The final phase of restructuring the Group's roads operations was accelerated and commenced shortly before the year end. The operations are being focused along client and country clusters, which will improve our ability to secure and service road building and earthworks projects throughout South Africa and Africa. All the Group's roads and earthworks operations are being merged into a single business unit on a single site to optimise resources.

Results for the year have been disappointing. Whilst turnover has remained constant, operating profit has been adversely affected by a few problematic contracts, the largest of which is the Gorongosa road joint venture in Mozambique.

Major achievements

- Successful completion of the Chirundu Bridge over the Zambezi, connecting Zambia with Zimbabwe – US$14,5 million.
- The Maguga dam joint venture – R500 million.

Focus going forward

- Consolidate and reposition the business to serve selected clients in certain countries and to secure work at improved margins.
- Improve current cash flows by restructuring the business model, settling claims and collecting overdue debts by dedicating specific resources to these areas.
- Investigate and improve the sourcing and utilisation of plant to better service site operations and to improve returns on the investment in plant.

CIVILS

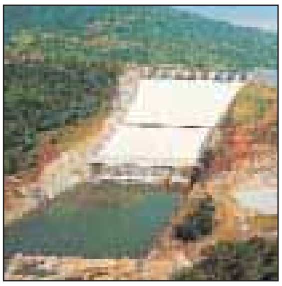
Group Five Civils is one of the three largest civils businesses in South Africa and undertakes design and construction work for concrete support structures, silos, water retaining structures and associated works. It also operates in Botswana, Mozambique, Mauritius, Angola and Namibia.

The civils business recently refocused to ensure management attention is given to two distinct customer groups:

- The mining, industrial, petrochemical and energy sectors for private clients.
- The public sector for marine, sewage treatment, water purification and associated specialist structures.

This will enable Group Five to offer specialist services to clients to ensure their expectations are met or exceeded.

The civils business had an outstanding year, significantly increasing revenue and doubling profitability. This was due to increased expenditure by the resource and industrial sectors and a strong focus on timely and quality delivery.






Major achievements

- Partnering relationships with preferred customers in the mining industry, to build a base of work and improve delivery mechanisms.
- Five Star NOSA rating on Anglo Platinum and Sasol projects.
- Establishment of a black empowerment company, Dilokong, which provides readymix concrete at Modikwa platinum mine.
- Rapidly increasing cross-border work in Mozambique, Angola, Zambia and Nigeria.
- Being one of the first businesses in South Africa to achieve ISO 9001/2000 status, based largely on internal practices for customers in the mining and industrial sectors.

Focus going forward

- Growing synergy through internal joint ventures with other Group Five business units in Africa, resulting in better risk management and margins.
- Securing a sustainable, quality order book in both the private and public sectors by establishing long-term relationships with targeted customers.
- Developing people by providing them with new opportunities, internationally and in specialist civils technologies.
- Achieving ISO 14000 accreditation.

ENGINEERING

Group Five Engineering, which operates as Group Five Projects, procures the majority of its work by supplying, constructing and upgrading industrial and mining process plants throughout Africa. Its most significant customers are those in the diamond, platinum, gold, steel and zinc sectors.

This business unit enjoyed strong growth this year and produced excellent results with turnover growing appreciably and more than 60% of the work being undertaken outside of South Africa. International contracts were successfully completed in Mali, Ghana, Botswana, Namibia and Mozambique.

In the construction of mining and industrial plants, engineering follows civils in the supply chain. Opportunities have arisen for these two disciplines to work closely together on the detailed planning of projects. This enables the construction work in each of these disciplines to be integrated, resulting in time and cost benefits for the customer. Adding value in





this manner has significantly improved the ability to secure work in these sectors.

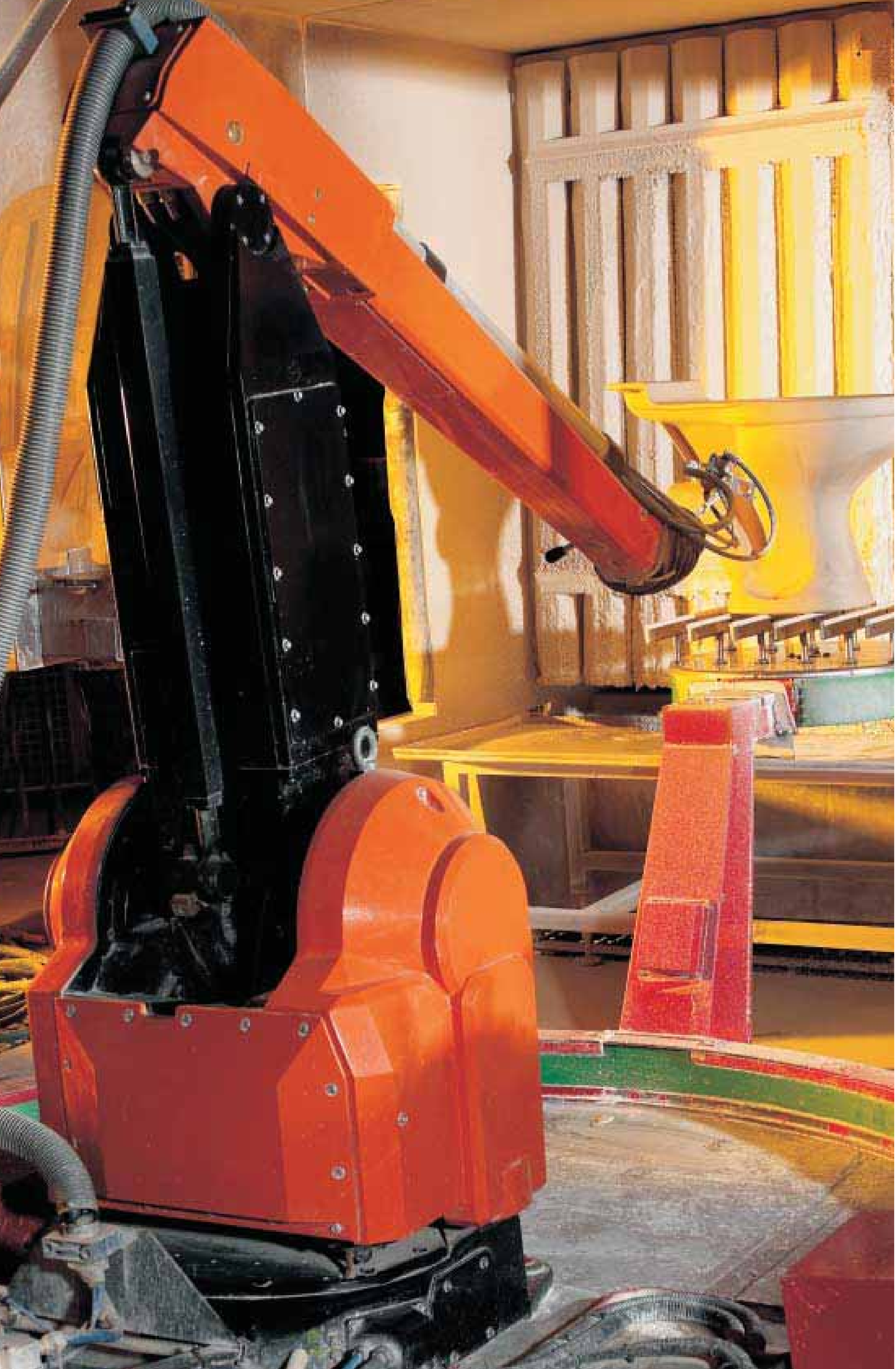
Major achievements

- Secured ISO 9000/2000 accreditation.
- Occupational Health and Safety:
  - 4 million accident free man-hours at Skorpion zinc mine, Namibia, for Anglo Base Metals over an 18-month period.
  - 1 million accident free man-hours at Modikwa mine for Anglo Platinum during a 9-month period.
- Successful completion of:
  - Tati Nickel, Botswana – electrical and instrumentation project.
  - CTP Kimberley – piping and mechanical contract.
  - Placer Dome South Deep mine – piping and mechanical project.
  - West African contracts, including Ghana Bauxite, Sadiola, Mali and various works for Ashanti Goldfields.

Focus going forward

- Further strengthen the management team, following the appointment of a new managing director.
- Capitalise on market opportunities in the electrical and instrumentation sector, which represents less than 15% of engineering's revenue. The strategy will be to strengthen the management team, expand the customer base and thereby increase revenue.
- Introduce technology and logistics to manage the information flow from the design to the fabrication of structural steel, platework and piping. This move will significantly reduce costs by minimising time lost, errors and having to redo work.
- Establish a dedicated team to derive benefit from the significant oil, gas and petrochemical developments planned for southern Africa.
- Maintain the drive for cross-border work and hard-currency earnings.

*Opposite: Automated robotic glazing line at **Vaal Sanitaryware**, which has resulted in significant efficiency gains.*



MANUFACTURING

Manufacturing consists of four operations – Everite Building Products, Vaal Sanitaryware, DPI Plastics and Group Five Pipe Saudi. These businesses provide products for the construction, agricultural and mining sectors. Manufacturing contributes approximately 15% (2001: 19%) to Group turnover.

The demand for fibre cement pipes continued to decline and a decision was taken in March 2002 to downsize the operations of AC Pipes. Additionally, the operations of Group Five Pipe in South Africa have been mothballed.

Overall manufacturing revenue increased by 4% to R612 million (2001: R586 million) but, due to losses in AC Pipes and Everite Building Products, a disappointing loss of R52 million (2001: R5 million) was posted. The action taken in relation to AC Pipes will ensure that no future losses are incurred, and the operational focus adopted by Everite will result in a substantial improvement in the coming year.

EVERITE BUILDING PRODUCTS

Everite Building Products operates in southern Africa, Australia, the Middle East, Far East and the United Kingdom.

Everite experienced another difficult year with production levels being inadequate to meet market demand. The low levels of production, coupled with high reject rates, resulted in a significant under-recovery of fixed costs and a large operating loss.

Operational focus

The benefits of the appointment of a new managing director in April 2002, a new works director and a new works engineer became evident in the last quarter of the year.

The single site consolidation project and plant upgrade was completed during this period, resulting in improved operating efficiencies, better quality products and a reduction in reject rates. Stringent cost control measures are being enforced throughout the organisation.

The operational strategy now in place will ensure a significant improvement in performance becoming evident in the first quarter of the new financial year.

In line with our commitment to the environment, asbestos containing products will be substituted by the end of the 2002 calendar year. Significant progress with the conversion has been made and new technology agreements are being finalised.

To ensure further market penetration, new products, notably painted ceiling tiles, new cornice products and tongue-in-groove flat boards were launched.






Focus going forward

- Optimise production efficiency and process layout through scheduled maintenance and redesigning work flows.
- Successfully install new technology.
- Reduce reject rates to internationally accepted norms.
- Right size the organisation through clearly defining necessary roles.
- Skills training and development of people.
- Optimise logistics and transport through outsourcing non-core activities.
- Regain market share and brand status through stock availability and improved service levels.
- Introduce a renewed and focused export strategy.

VAAL SANITARYWARE

The turnaround of Vaal seen at the end of the previous financial year continued to gain momentum and Vaal has returned to profitability.

Operational focus

Vaal continued to focus on improving production efficiencies and product quality by:

- Streamlining the process flow from raw material inputs to completed products.
- Training and development of people.
- The introduction of two robotic glazing lines, which has improved quality and enhanced productivity.

These actions resulted in Vaal significantly reducing its order backlog and beating production goals.

Focus going forward

- Continued strengthening of customer relationships.
- Introduction of new technology in high pressure casting and drying to improve efficiencies and maintain a competitive edge in the marketplace.
- Development of new products for niche export markets.

DPI

DPI operates in South Africa, Namibia, Botswana, Tanzania and Zimbabwe and also exports to a number of sub-saharan African countries.

The company delivered an expected bottom-line performance.

Operational focus

- The company continued to focus on and foster good customer relationships. Through this partnering approach, DPI has maintained its leadership position in the industry.
- The Tanzanian operations grew successfully during the year with the implementation of structured marketing and manufacturing strategies.
- The company introduced a number of new products and value engineered fittings to address customer needs.

Focus going forward

- Improving manufacturing efficiencies by implementing technologies and skills development at all levels.
- Implementing world-class manufacturing practices.
- Establishing empowerment joint ventures in line with the commitment to ensure that disadvantaged individuals become active players in the economic mainstreaming and to ensure tapping into opportunities that require strong empowerment credentials.
- Commissioning of the newly installed high technology extrusion line, which will result in savings on raw material costs.

GROUP FIVE PIPE SAUDI

Group Five Pipe Saudi is a joint venture with Marine & Civil and the Al-Qahtani family. It manufactures large diameter spiral welded steel pipes in Saudi Arabia for the water and gas industries in the Middle East.

During the year the company secured several small projects, which enabled it to break even. In addition, the factory received ISO 9002 accreditation.

There is strong market potential for the company's products and all opportunities are being actively pursued.

*Opposite: **Grasmere Toll** on the N1 operated by Intertoll.*

OPERATIONS AND MAINTENANCE

Operations and Maintenance has three business units – Intertoll, Water & Sanitation Services (WSSA) and KBR/Group Five Industrial Services. This business unit's overall performance exceeded expectations for the year due to excellent performances by both Intertoll and WSSA.

INTERTOLL

Intertoll is an international toll operator whose activities include the development, operation and maintenance of toll facilities and highways. Intertoll's toll road operations span South Africa, India, Bangladesh and Hungary.

During the year Intertoll exceeded both its revenue and profit targets by securing additional work in South Africa, achieving a stronger than anticipated performance in Europe and benefitting from favourable currency variances.

Operational focus

The growth in its South African activities, expanded European presence and development of the Intertoll brand and business portfolio in India, was achieved by securing:

- Comprehensive toll road operations and maintenance contracts for the N1 from Bloemfontein to southern Johannesburg and from Warmbaths to the Zimbabwe border (a total distance of 800-kilometres) for eight years.
- An operations and maintenance contract for 30 years covering a 56-kilometres stretch of national highway from Ahmadabad to Mahesana in Gujarat, India.

In addition to the eastern European market, Intertoll is bidding for operational roles in toll road projects in Ireland, Greece and Germany. In South Africa, final bids were submitted for the John Ross Highway south of Richards Bay.

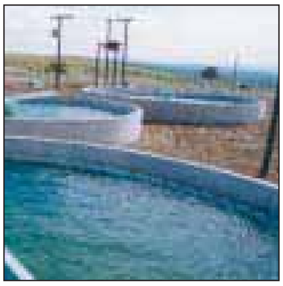
Focus going forward

- Bedding down the N1 contracts in South Africa.
- Securing new contracts with the National Highways Authority in India.
- Further improving management depth and technical know-how.
- Continuing to invest for future work in the European countries where the infrastructure market shows promise.
- Commencing work on two eight-year projects worth US$35 million each, operating and maintaining toll roads connecting Delhi – Jaipur and Delhi – Agra in India.

KBR GROUP FIVE INDUSTRIAL SERVICES

This joint venture with Kellogg Brown & Root offers industrial plant maintenance, life-cycle asset management and the planning and execution of turnarounds. The business returned to profitability during the year, in line with expectations.



Operational focus

The main drive during the year was to improve the service to current clients, Engen refinery and Sappi Tugela paper mill.

All business objectives were met and the company is on track to establish a black empowerment company next year, in line with the expectations of our major customers.

Investments in a training programme for the labour force were made, productivity was increased and absenteeism was reduced.

Focus going forward

- Increase the scope of work for current clients by pro-actively ensuring all their needs are met.
- Expand the existing customer base by identifying large corporations wishing to outsource their maintenance activities.

WSSA

WSSA is a joint venture with Ondeo Services, which is part of the global group, Suez. This business unit manages, operates and maintains water and sewage systems in South Africa.

The trading results for the year reflect an improvement on those of the previous year.

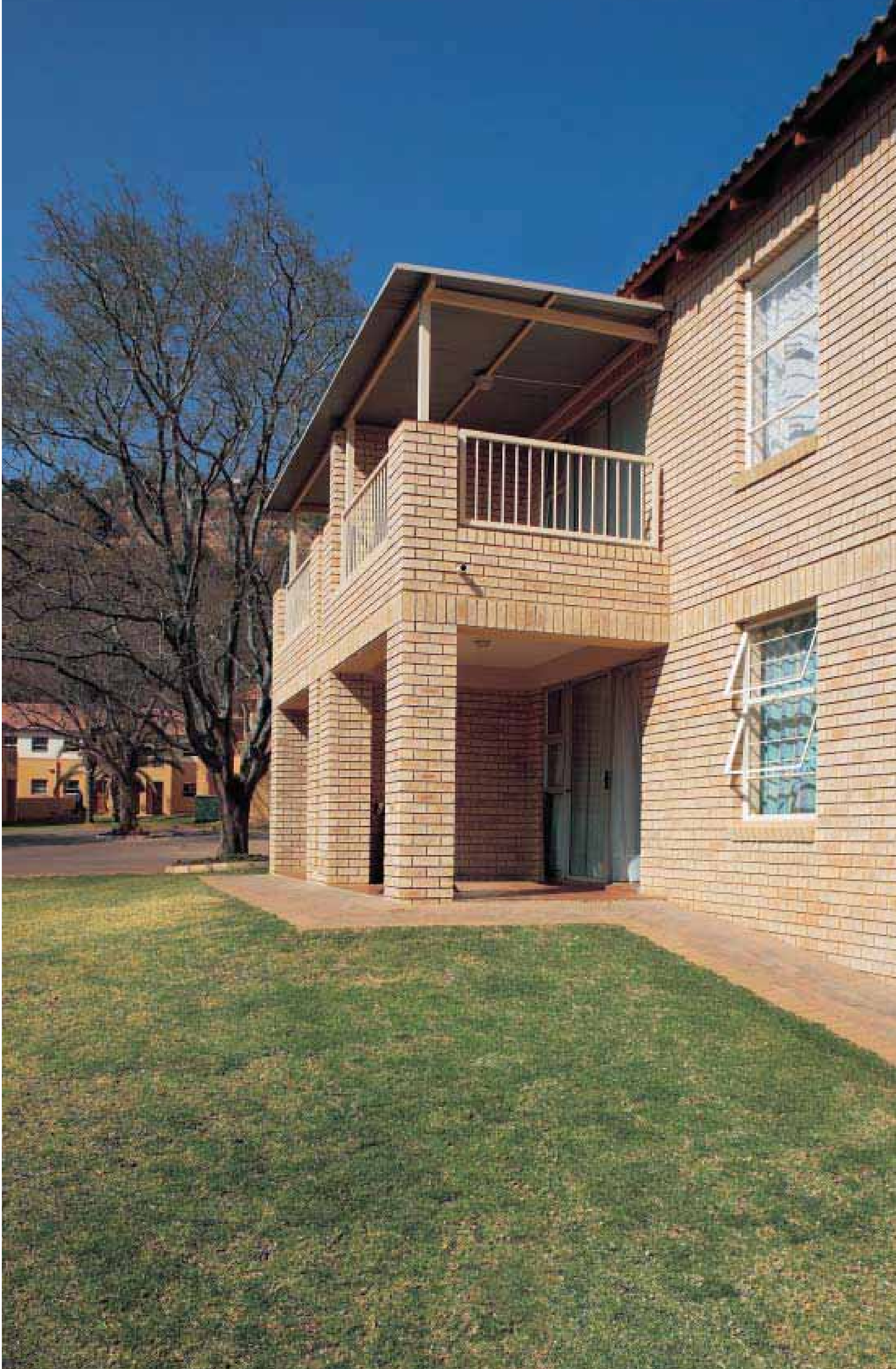
Operational focus

The contract with the Nkonkobe (Fort Beaufort) municipality was terminated by mutual agreement, following the resolution of a technical dispute. This will not have a material effect on the company's results. WSSA successfully rolled out in the Eastern Cape and Limpopo province in partnership with the Department of Water Affairs and local government to over two million people.

The JOWAM water management contract with our black empowerment partners is running smoothly and is a good example of how private companies can work successfully with government.

Focus going forward

WSSA will continue to work closely with its municipal clients to better meet their needs, particularly as they face the challenges of municipal demarcation. The outlook for the market is weak with very little tendering activity and the company will therefore also pursue industrial water treatment opportunities.



INFRASTRUCTURAL DEVELOPMENT SERVICES

This business provides infrastructural development services and related financial structuring for construction and build, operate and transfer ("BOT") projects throughout Africa. The unit works in close, but not exclusive co-operation with our construction business activities.

The company was extremely active during the year and met its profitability targets.

Operational focus

The company continued to explore low risk commercial and infrastructural development opportunities to provide long-term sustainable revenue for the Group.

A major achievement was the appointment as scheme developer under the South African National Roads Agency Limited (SANRAL) unsolicited bid process for the following approved schemes in South Africa:

– N1/N2 (Cape Town to Viljoenshoop and De Doorns).

– N2 Wild Coast (Durban to East London).

The rollout of the R350 million housing project for Anglo Platinum at Rustenburg is continuing with a number of units having already been handed over.

The Chichiri shopping centre development in Malawi was successfully completed during the year.

Focus going forward

- To further strengthen the management team.
- To continue the development thrust into Africa by exploring markets in two additional countries.
- To secure concessionaire appointments on the above approved BOT schemes.
- To pursue housing development projects for the mining industry arising from the requirements for employee accommodation on newly developed and expanded mines.

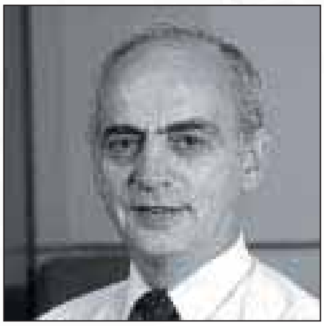
Opposite: New housing at ***Rustenburg*** *for Anglo Platinum. Infrastructural Development Services was involved in the innovative structuring, land procurement and development of the project. Group Five Building constructed the houses.*









The composition of the board has been reviewed against the criteria set out in the King 2 report and reconstituted with the appointment of additional non-executive directors to ensure compliance. We currently have 50% executive directors and 50% non-executive directors. It is our intention to further increase the number of non-executive directors. The Board is responsible for good governance of the Group.

1. **George Thomas (70)** *Non-executive Chairman.* Appointed a director in 1996.

He is currently the non-executive chairman of AFC Limited, Property Fund Managers Limited, Centre City Property Fund, Capital Property Fund and the Home Loan Guarantee Company. In addition, he is also a non-executive director of Rex Trueform Clothing Company Limited, The New Housing Company, African and Overseas Enterprises Limited and Queenspark (Pty) Limited. He was an executive director of AECI Limited for 15 years.

2. **Mike Lomas (54)** *Chief Executive Officer*. Joined the Group in 1978. Appointed a director in 1992.

He has a B Tech (Hons) Civil & Structural Engineering, BSc (Hons) Water Utilisation Engineering, PrEng MSAICE and a CEng MICE. From 1978 to 1997 held various executive positions, including managing director of Group Five Engineering, chairman of the Group's granite factory and operations director for the roads and earthworks activities in southern Africa.

3. **Howard Turner (59)** *Executive Director: Finance*. Joined the Group and appointed a director in 1993.

He is a CA(SA). Was in public practice with Coopers & Lybrand from 1960 to 1992, ending his time there as managing partner of the Johannesburg office and a member of the national executive committee. He was a director of the Johannesburg Chamber of Commerce and Industry and currently serves as a director of The Automobile Association of South Africa.

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4. **Piet du Preez (52)** *Executive Director: Human Resources.* Joined the Group in 1979. Appointed a director in 1998.

He holds a BA HBA degree. He was the senior personnel officer of Iscor, after which he joined Everite where he was a personnel manager and group human resources manager. In March 1993 he was appointed as group human resources director for Group Five.

5. **Peter Erasmus (49)** *Chief Operating Officer: Construction.* Joined the Group and appointed a director at the beginning of 2002.

He has a BSc (Hons) in Civil Engineering, a BCom degree and is a registered professional engineer. He gained experience in the construction field at the Dorbyl Group, after which he joined Keeve Steyn Incorporated for eight years. He then went on to manage Tolcon for two years and was appointed chief executive officer of Stewart Scott International in January 1995.

6. **Harold Banton (59)** *Executive Director: Business Development.* Joined the Group in 1988. Appointed a director in 1994.

He is a fellow of the British Chartered Institute of Building. Worked for the construction company John Laings for 24 years in the UK and spent a few years in the Middle East. Previously a construction director of Ovcon and managing director of Goldstein Housing and Group Five Building.

7. **Baroness Chalker of Wallasey (60)** *Non-executive Director.* Appointed a director in 2001.

She is an independent adviser on Africa to the World Bank and to a number of businesses in Britain and Africa. She is also the first lady advisory director of Unilever Plc and a non-executive director of Ashanti Goldfields. She was a member of parliament for Wallasey in the UK for 18 years and was Minister of State for Transport for four years. She was Britain's Minister for Africa 1986 – 1997 and for Overseas Development from 1989 until 1997.

8. **Rufus Maruma (43)** *Non-executive Director.* Appointed a director in 2002.

He has a STD (Dip), BSc PED, BA (Hons), MSc (Environmental Science) and several certificates in environmental studies. He is a leading environmental and waste management expert and was involved with the United Nations Council for Sustainable Development and a representative of the World Business Council for Sustainable Development. He is a non-executive director of EnviroServ Holdings, chairman of Stewart Scott International, Bohlweki Environmental and the Bakwena Concession Company.

9. **Kalaa Mpinga (41)** *Non-executive Director.* Appointed a director in 2002.

He holds a BSc in Agricultural Economics and an MSc in International Agricultural Development. He previously served as executive director of the African Business Round Table. He has strong cross-border experience and has held various executive positions in the Anglo American Company (AAC), LTA Limited and the new mining division of AAC. He has been involved in financial, legal and commercial negotiations with the World Bank, IFC, MIGA and African Development Bank and a number of bilateral financial institutions.

10. **Dennis Paizes (66)** *Non-executive Director.* Appointed a director in 1996.

He holds a BCom degree and has extensive financial services experience. He has held managerial positions with Union Acceptances, Manufacturers Life, Liberty Life, AA Mutual and Kirsh Properties. He retired in 1996 as managing director of Fedsure Asset Managers and is now a director of several companies and the chairman of various pension funds.

WE HAVE REFOCUSED OUR MANAGEMENT COMMITTEES AND REPORTING STRUCTURES TO ENSURE WE GET THE JOB DONE RIGHT

The group executive team sets direction by formulating and driving Group strategy. The CEO, COO, FD, HR director and Group business development director make up this team.

The management committee, which consists of the executive team and the MD's of the business units, manages the integration of strategy into the Group and builds culture through the synergy of efforts.

1. **Patrick Ayoub (41**) *CEO: WSSA.* Appointed 1 July 2000. MBA, General Management Programme CEDEP (INSEAD)

2. **Johan de Witt (45)** *MD: Vaal Sanitaryware.* Appointed 1 January 2001. Advanced Diploma in Business Studies, Executive Management Programme, Management Development Programme.

3. **Eugene du Toit (47)** *MD: KwaZulu-Natal & Civils Infrastructure.* Appointed 1 January 1980. BSc Eng (Civil), BEng (Hons), Construction/Project Management Diploma in Arbitration.

4. **Frank Enslin (46)** *MD: Housing & Projects.* Appointed 1 March 1996. BSc (Building Science).

5. **Glenn Geldenhuis (46)** *MD: DPI Plastics.* Appointed 1 May 1998. BEng. (Electronics) (Hons), MBL.

6. **Roux Gerber (32)** *MD: Infrastructure Development Services.* Appointed 3 July 2002. BEng (Civil), Executive Programme in Business Management.

7. **Peter Keenan (46)** *MD: Civils Industrial.* Appointed 5 October 1990. Higher National Diploma Civil Engineering.

8. **Paul Le Sueur (45)** *MD: Building.* Appointed 1 September 1984. BSc, QS, MAQS, RQS, MSc Building Management.

9. **Piet Martins (49)** *MD: Angola.* Appointed 1 October 1984. National Diploma Civil Engineering.

10. **Andrew McJannet (39)** *MD designate: Civils Infrastructure.* Appointed 9 January 1987. BSc Eng (Civil), BA (PPE), MA (OXON), Pr Eng, MSAICE.

11. **John Wallace (44)** *MD: Everite Building Products.* Appointed 1 April 2002. BCom, Executive Programmes in Advanced Marketing and Executive Management.

12. **Tim Woodhead (43)** *MD: Intertoll.* Appointed 24 August 1992. BSc Eng (Civil), MBA.


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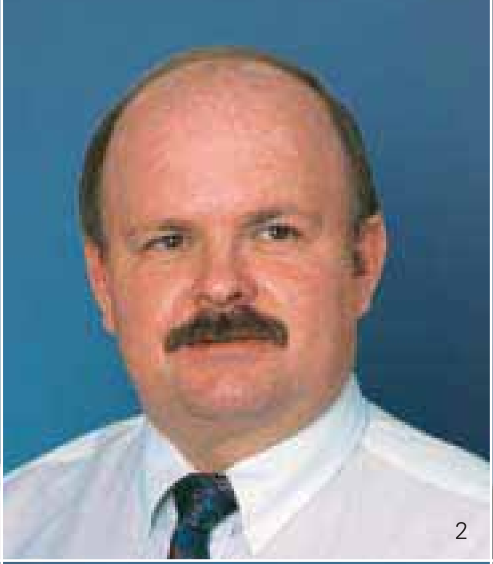
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"Corporate Governance is concerned with holding the balance between economic and social goals and between individuals and communal goals... the aim is to align as nearly as possible the interests of individuals, corporations and society."

Sir Adrian Cadbury, *Corporate Governance Overview, 1999 World Bank Report*

INTRODUCTION

The second King Report on Corporate Governance for South Africa ("King 2") was published in March 2002. The directors fully subscribe to the principles of discipline, transparency, independence, accountability, responsibility, fairness and social responsibility as endorsed by King 2.

King 2 emphasises the importance of striking a balance between performance and conformance. This means that the exercise of management's skill, expertise and flair in running business operations and creating shareholder value should be encouraged, but must be subject to appropriate checks and balances that allow the board to ensure that management is at all times acting in the interests of the organisation and its stakeholders.

The Group is benchmarking itself against the recommendations of King 2 and is in a process of ensuring compliance, to the extent considered practical, by the end of 2003.

For a number of years the Group has applied the broad principles of King I. The status of the Group in relation to the principal features of the Code of Corporate Practices and Conduct as envisaged by King 2 is set out below. Areas of non-compliance will be addressed in the forthcoming year.

BOARDS AND DIRECTORS

(a) The board

The board is responsible for the good governance of the Group, which encompasses driving strategic direction and taking responsibility for a range of key decisions affecting such strategy. This role, together with the monitoring of executive directors, board committees and management policies and decisions, ensures that the board retains effective control and acts as an independent representative for shareholders.

The board meets quarterly and at other times as is deemed necessary. In fulfilling their duties, both to the Group and its shareholders, the directors aim to act impartially and independently when considering matters of strategy, performance and allocation of resources, and to maintain the highest levels of conduct. The board has established a number of committees in which the non-executives play an active role and which operate within defined terms of reference as laid down by it.

A formalised charter for the board, setting out its responsibilities and specific decision areas, will be developed in the forthcoming year.

(b) Chairman and chief executive officer

The posts of chairman and chief executive officer are separately held with a clear division of duties. The chairman's post is held by a non-executive director. The chairman's performance is evaluated annually at a board meeting and the chief executive officer's performance annually by the remuneration committee.

(c) Composition of the board

A review of the board during June 2002, against the criteria set out in King 2, highlighted certain shortcomings. As a result, the board was reorganised with effect from 1 July 2002, and now consists of an equal balance of five executive directors and five non-executive directors.

All the non-executive directors are considered independent in terms of the criteria of King 2. Full details of the current directors are set out on page 28 of the financial statements.

There is no formally constituted nomination committee for the election of directors. The board considers that such a committee is not required. It is the policy for details of any proposed candidate to be distributed to all directors for formal consideration.

(d) Board committees

Currently, the board has three formalised committees as set out below. The necessity of a formal nomination committee is being considered.

Group risk committee

The Group's risk management process to date has been to minimise its business risks by safeguarding its assets and revenues, ensuring compliance with the numerous statutory laws and regulations affecting it, as well as insuring for those events beyond the control of management.

During the current year a Group risk committee was constituted consisting of the chairman, CEO, CFO and one non-executive director. Its specific terms of reference include providing a policy, framework and methodology for the Group to identify, analyse and manage risk, and to provide assurance to the board that the risk management policy and strategy set by the board is operating effectively. The committee is not responsible for risk management, but facilitates, challenges and drives the process.

A separate management sub-committee has been formed to establish an enterprise wide Group risk framework. This is discussed under "Risk Management, Internal Audit and Internal Controls".

Audit committee

The audit committee consists of the chairman, CEO, CFO and one non-executive director. Following the reorganisation of the board, the composition of the audit committee will be reviewed during the year. Both the internal and external auditors have unrestricted access to the audit committee. Meetings are held at least three times a year and are attended by the external and internal auditors. All directors have an open invitation to attend these meetings.

The audit committee operates in accordance with written terms of reference. These terms of reference, which are currently being updated, include approving and evaluating the external auditors and their audit plan (including fees), approving and evaluating the internal auditors and their audit plan, reviewing and approving the annual financial statements and interim report, and reviewing the significant findings and problems arising from both the external and internal audits.

The audit committee believes that both the external and internal auditors are independent and is currently formalising the process by which this will be assessed annually, including the use of external auditors for other services.

Remuneration committee

The remuneration committee consists of the chairman, the CEO, one executive director, one non-executive director, as well as an independent external consultant. Its specific terms of reference include direct authority for, or consideration and recommendation to the board of, matters relating to Group remuneration policy, as well as remuneration packages for executive directors and senior officials; bonus and incentive schemes and applications; non-executive directors' fees; share purchase and option schemes; executive remuneration and service agreements.

(e) Directors' remuneration

Summary

	Year ended 30 June 2002 R'000	Year ended 30 June 2001 R'000
Executive directors		
• For management services, excluding incentives	**8 612**	6 123
• Performance and equity incentives	**4 249**	3 924
	12 861	10 047
Non-executive directors		
Directors' fees	**247**	184
Total	**13 108**	10 231

Detailed

Executive directors

Details of emoluments paid were:

Name	Salary and car allowance (R'000)		Retirement, medical and other contributions (R'000)		Performance and equity incentives (R'000)		Other (R'000)		Total (R'000)	
	30 June		30 June		30 June		30 June		30 June	
	2002	2001	**2002**	2001	**2002**	2001	**2002**	2001	**2002**	2001
MH Lomas	**1 367**	1 263	**225**	199	**1 261**	1 300	**92**	92	**2 945**	2 854
HC Turner	**991**	895	**165**	146	**939**	1 090	**58**	58	**2 152**	2 189
P du Preez	**749**	679	**133**	118	**480**	529	**41**	46	**1 403**	1 372
PJ Erasmus	**434**	–	**75**	–	**–**	–	**28**	–	**537**	–
JH Banton	**796**	754	**141**	129	**639**	659	**92**	89	**1 667**	1 631
P Sneddon	**528**	–	**84**	–	**–**	–	**63**	–	**675**	–
P Le Sueur	**676**	460	**118**	80	**654**	66	**92**	44	**1 540**	650
FT Venter	**572**	406	**116**	77	**189**	222	**102**	74	**979**	779
BD van Wyk	**606**	407	**109**	73	**87**	58	**160**	34	**963**	572
	6 719	4 864	**1 166**	822	**4 249**	3 924	**728**	437	**12 861**	10 047

In addition, the following share options were granted:

Name	Options granted and accepted			
	30 June 2002		30 June 2001	
	Number 000's	**Average price/share (R)**	Number 000's	Average price/share (R)
MH Lomas	**–**	**–**	1 000	2,07
HC Turner	**–**	**–**	1 000	2,07
P du Preez	**–**	**–**	800	1,99
PJ Erasmus	**500**	**3,83**	–	–
JH Banton	**–**	**–**	650	1,90
P Le Sueur	**–**	**–**	400	2,08
FT Venter	**–**	**–**	400	2,08
BD van Wyk	**–**	**–**	400	2,08

Non–executive directors

The following was paid:

	Directors and other fees	
	30 June 2002	30 June 2001
	R'000	R'000
GM Thomas	**124**	103
L Chalker	**254**	76
D Paizes	**44**	32
GM Negota	**39**	29
	461	240

(f) Company secretary

The company secretary is appointed by the board after formal consideration of the applicant's details. The company secretary's statement of compliance is set out on page 46 of the financial statements.

All directors have access to the advice and services of the company secretary, who is responsible to the board for ensuring board procedures are complied with. Notwithstanding, all directors are entitled to seek independent professional advice about the affairs of the Group at the Group's expense.

The company secretary is currently developing a formal orientation programme for the induction of new directors. The company secretary is also responsible for alerting directors to any relevant changes to the Companies Act, the Insider Trading Act and the JSE Listings Requirements.

(g) Other

The board acknowledges its responsibility for the preparation, integrity and fair presentation of the annual financial statements, as well as its responsibility to assess the viability of the Group as a going concern. A statement in this regard is set out on page 46 of the financial statements.

As a result of King 2, the board is currently updating the Group Code of Ethics and Conduct. In addition, the board intends formalising a process for evaluating the effectiveness of the board and its committees in the forthcoming year.

RISK MANAGEMENT, INTERNAL AUDIT AND INTERNAL CONTROLS

The Group maintains systems of internal control over financial reporting and over safeguarding of assets, which are designed to provide reasonable assurance to the board of directors and the Group's senior management regarding the preparation of reliable published financial statements and the safeguarding of the Group's assets.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even an effective internal control system can provide only reasonable assurance with respect to financial statement preparation and safeguarding of assets. Furthermore, the effectiveness of an internal control system can change with circumstances.

An internal audit team, which has recently been strengthened, reports directly to the audit committee and its role includes an evaluation and assessment of the Group's compliance with its internal control procedures, described above.

Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of the controls has occurred during the year under review.

A management sub-committee of the board risk committee was set up in the current year to formally identify, rate and document the broad spectrum of high level risks in all areas of the Group including strategic; operational; financial; human resource; safety; health; environment and quality; information technology; and marketing and business development. This process was completed subsequent to the year end and will be used to strengthen and formalise internal controls by bringing into greater focus the identification, evaluation, monitoring and reporting of all significant risks. Previously the internal control policies and procedures have been primarily financially focused.

A major project, which was initiated in early 2001, is currently being undertaken to:

- review and determine all of the Group's information requirements in the areas of finance, operational, human resource, safety, health, environmental, quality and marketing and business development;
- design best practice processes and systems; and
- implement suitable information technology hardware and software to enable the information to be produced.

This project will facilitate risk management through the production of complete, accurate, relevant and timeous information at all levels in the Group.

SUSTAINABLE DEVELOPMENT

(a) Social upliftment and development

The Group continues to pursue joint venture opportunities with historically disadvantaged contractors and, where possible, uses SMMEs as suppliers for goods and services. In this regard, clear guidelines and requirements have been set for all of the Group's operations regarding black economic empowerment initiatives.

The Group's involvement in communities continues to revolve around construction projects, resulting in the transfer of construction knowledge and skills, as well as upgrading of infrastructure and facilities for local communities. Sourcing and developing local labour remains a high priority.

Over and above the Group's community investment projects, donations are made to charities and community based non-profit organisations. A total amount of R280 640 (2001: R460 000) was donated over the last year, the focus being on improving quality of life, HIV/AIDS and education.

The Group has continued to place emphasis on providing bursaries to scholars and tertiary students from disadvantaged communities for studies in engineering sciences. In addition, the Group has recently been awarded Approved Training Organisation status by the South African Institute of Chartered Accountants, which allows it to provide training to employees wishing to become chartered accountants, general accountants and accounting technicians.

(b) Employment equity

The Group's employment equity programmes comply with the objectives and requirements of the employment equity legislation. The Group is in the process of implementing its employment equity programmes to meet its longer-term objectives.

The Group's employment equity focus is on the development of the potential of employees who fall within the categories identified as designated groups. All the Group's development programmes, succession planning and bursary programmes take cognisance of this commitment.

The following table compares the actual percentages of employees by category for the years 2001 and 2002 against the employment equity targets for the Group:

Actual June category	Actual June 2001	Actual June 2002	Target 2006
Senior Management (Per 1 – 5)	7,1%	6,5%	20%
Middle Management (Per 6 – 7)	18,5%	19,9%	35%
Specialised/Skilled (Per 8 – 11)	56,6%	57,3%	50%
Administrative/Semi-skilled (Per 12 – 13)	96,3%	96,7%	60%
Semi-skilled/Lower (Per 14 – 19)	99,6%	99,3%	90%

(c) Human resources

The Group continues to implement its transformation programme. From a human resources point of view the priorities have been:

- The attraction and retention of appropriate talent in the organisation.
- The ongoing implementation of change management and transformation initiatives.
- The realignment of all HR systems and processes to support the Group's strategy.

Over the past year a great deal of attention has been given to the alignment of roles and responsibilities of all key positions in order to support the implementation of the Group's strategy. From a succession planning perspective, key functions across the Group's operations have been strengthened with appropriate skills from both within and outside of the industry. This will bring a more balanced approach to the management of the business by broadening the Group's knowledge base and experience.

We continued to enhance our strategic competence by exposing senior leadership to financial management principles and strategic thinking processes through appropriate training programmes.

The ability to source new job entrants into the business with an appropriate level of technical skills remains a challenge. Good progress, however, continues to be made in conjunction with RAU in attracting talented black scholars into the engineering profession.

The Group is in the process of overhauling and modernising its human resources policies and procedures as well as its management processes and systems in line with international trends.

(d) Safety, health, environment and quality ('SHEQ')

The Group's focus on safety, health, environment and quality has intensified during the year under review. A full-time senior resource was allocated to drive the various initiatives in the Group from a strategic perspective.

Safety

The Group is in the process of completing work on the formulation of the 'Group Five Safety and Health System' which will be OHSAS 18000 compliant.

A recent independent audit on safety and health practices found that all operating units comply with the requirements of the Occupational Safety and Health Act. Despite meeting conformance

requirements, it is the Group's strategic intent to further raise its performance in this regard.

Some notable external safety awards/achievements this year:

- Allied Trades Section C 1st prize in the category for contracts over R200 million
  – Kutama Sinthumule Security Prison
- Fedsure Group – 1st prize in the category for contracts over R200 million
  – Kutama Sinthumule Maximum Security Prison
- NOSA 5 Star Grading
  – Modikwa Platinum Mine
- NOSA 4 Star Grading
  – SASOL Secunda
- NOSA 4 Star Grading
  – ISCOR Vanderbijlpark
- Best Contractor in Safety
  – Natref Refinery
- Lowest Accident Rate for Contractors – Polymers
  – SASOL I

Health

The nature of the Group's operations presents unique challenges to the management of the occupational health of its employees. This ranges from health management in the manufacturing environment to the management of tropical diseases for businesses operating in Africa.

As part of the Group's occupational health initiatives, a full clinic has been established in one of its premises in Spartan. The clinic provides full medical risk assessments to employees who may be exposed to health risks either within the RSA or outside its borders.

Future focus will also be on the education and pro-active management of potential health hazards.

HIV/AIDS

A Group task team has been set up, headed by an executive director, to intensify the Group's efforts in managing the HIV/AIDS pandemic. The Group's employees regularly undergo awareness training at induction. Other awareness programmes are also currently in place.

Plans are in place to conduct an 'actuarial modelling' exercise to ascertain the prevalence of HIV/AIDS within the Group. Further necessary actions will be put into place pending the findings of this exercise.

Environment

The Group's environmental focus favours sustainable development with the eye on generations to follow.

In this regard, the Group recognises its responsibility to protect and enhance the environment in which it operates. Care is taken to protect the environment from unnecessary damage. Environmental impact studies are done where necessary in support of the Group's environmental policy.

The Group has set as an objective that all operations will meet ISO 14000 certification requirements by the end of 2004.

Quality management

Approximately 50% of business units are certified in terms of ISO 9001 and other businesses are in the process of attaining certification. Within the next 18 months, all business units will be certified by the International Standards Organisation's ISO 9000/2001 principles.

STAKEHOLDER COMMUNICATION

The Group is committed to a policy of effective communication with its stakeholders, in particular with the investment community, private and institutional shareholders. The policy is one of honest, open and timeous communication on both financial and non-financial matters.

The executive committee of the Group, which is chaired by the chief executive officer, together with the assistance of external consultants, monitors and evaluates on a monthly basis the effectiveness of the communication strategy. In addition to analysts and journalists, matters considered of general interest to all shareholders are communicated on the Stock Exchange News Services ('SENS'). The board deems the annual general meeting to be a further forum for contact with shareholders and encourages their attendance and participation.

During February 2002 the Group launched the investor relations section of the corporate website (www.g5.co.za) and wishes, in line with worldwide trends, to pursue the electronic communication and distribution of annual financial statements, interim reports and voting/proxies.

In addition, with updates to the Companies Act and JSE Listings Requirements regarding the analysis of shareholdings, together with the dematerialisation of shares as a result of STRATE, the Group's memorandum and articles of association have become outdated. An update is thus necessary and the Group intends distributing a circular later this year requesting shareholder approval relating to the above issues.

FINANCIAL HIGHLIGHTS

Revenue increased by 27% to R4,0 billion (2001: R3,2 billion), earnings per share by 64% to 111,4 cents (2001: 68,1 cents) and headline earnings per share by 60% to 102,9 cents (2001: 64,3 cents).

Total dividends of 31 cents relating to the year under review are approximately 3,6 times covered, which is in line with the Group's policy of being between three and four times covered.

RESULTS OF OPERATIONS

The Group operates in four major sectors, namely, construction, manufacturing, operations and maintenance and IDS. Operations are structured in three distinct geographical areas: South Africa, rest of Africa and other continents.

Revenue includes R1,5 billion earned outside of South Africa, an increase of 67% over the R0,9 billion earned in the prior year.

Operating profit increased by 56% to R124,6 million (2001: R80,1 million). Included in operating profit are both realised and unrealised foreign exchange gains of R64,2 million (2001: R15,7 million). These gains resulted primarily from the increase in foreign contracts denominated in currencies stronger than the rand, the unrealised portion relating mainly to working capital. The Group currently does not hedge its foreign currency transaction exposures but the position is monitored on a regular basis.

Net finance costs increased from R8 million to R26,4 million, mainly due to an increase in working capital in the roads business and the effect of the interest rate increases announced during the past year.

The tax rate was 20,2% (2001: 29,6%) due to the use of tax losses for which no deferred tax asset was previously raised.

Construction

Construction revenue increased by 36,7% to R3,2 billion (2001: R2,3 million) and operating profit increased by 121% to R137 million (2001: R62 million).

The growth in both revenue and profitability was due to good performances by the buildings, civils and engineering businesses. Revenue grew both locally, mainly due to increased expenditure in the resource and industrial sectors, and cross-border due to the level of work on contracts in Angola.

Overall contract margins improved primarily due to better overhead recoveries resulting from the increase in revenue, improved operating performances due to good project management and cost control, and both realised and unrealised foreign exchange gains.

Roads revenue remained at the same level as that of the prior year, while operating results were significantly worse due to being adversely affected by a number of problematic contracts.

Manufacturing

Manufacturing revenue increased by 4% to R612 million (2001: R586 million). However, due to losses at AC Pipes and Everite Building Products, manufacturing posted an operating loss of R52 million (2001: R5 million).

AC Pipes' losses were caused by a further sharp drop in demand for fibre cement pipes and the costs associated with downsizing the operations and providing in full for the depreciation of all factory assets.

Everite Building Products experienced ongoing production problems resulting in inadequate levels of production. This resulted in a significant under-recovery of fixed costs and a large operating loss.

Vaal returned to profitability and DPI Plastics performed in line with expectations.

Operations and maintenance

Intertoll was the main contributor to the operations and maintenance's results where revenue grew by 31% to R197 million (2001: R150 million) and operating profit by 178% to R25 million (2001: R9 million).

Intertoll grew its South African activities, expanded its European presence and developed the Intertoll brand and business portfolio in India, resulting in increased revenue. Good operational performances and exchange gains contributed to the significant improvement in operating profit.

Other

The revenue of Infrastructural Development Services decreased from R107 million to R32 million due to the completion of several large projects in the prior year. The decrease in revenue is not indicative of the level of activity in the business, which was very high.

Revenue is currently generated mainly from development fees and fair value adjustments of investment properties. Operating profit of R15 million was in line with target and the previous year.

LIQUIDITY AND CAPITAL RESOURCES

Funding and treasury policies are managed centrally by the Group. Included in cash and cash equivalents at 30 June 2002 is an amount of R120 million (2001: R94 million) relating to advance payments on foreign contracts which is only available to the Group when the last certificates on the relevant contracts are approved.

The Group's directors believe that the Group's working capital resources, by way of cash generated from operations, borrowing facilities and existing cash on hand are sufficient to meet the Group's future working capital needs.

Cash resources

Operations

Net cash generated from operations of R132,7 million was considerably less than the R396,6 million in the prior year due to an abnormally high reduction in working capital in 2001. During the current year approximately R100 million was absorbed on a major project for mining house employees which will be sold in the forthcoming year. This amount was funded by short and long term borrowings.

Investing

Net cash invested in fixed assets and investments amounted to R132,7 million (2001: R193,7 million). The capital expenditure is in line with budget and considerably less than the prior year which included the capital costs of the single site consolidation for Everite Building Products.

Credit facilities

The Group has a total local borrowing facility with major South African banks of R201 million of which R109 million was drawn down at 30 June 2002 (2001: R48,3 million). Total guarantee facilities offered to the Group amount to R1,3 billion, which were substantially utilised at both 30 June 2002 and 2001. In addition, the Group has a project finance facility available of R350 million for the mining house employees project, of which R104 million was drawn down at 30 June 2002.

OTHER

Changes in accounting policies

The Group adopted AC116 (revised) "Employee Benefits" and AC107 (revised) "Events after the balance sheet date", during the year.

The adoption of AC116 resulted in the Group accruing for post-employment medical and pension costs for relevant retirees as well as other employment costs over the period of employment, as opposed to accounting for these costs on a cash paid basis. The effect of the adoption of this accounting standard on the prior financial year's attributable profit was a decrease of R5,3 million and on the prior financial year's ordinary shareholders' interest, a decrease of R56,2 million.

The adoption of AC107 has resulted in the Group accounting for dividends when declared. Previously, dividends were accrued in the year to which they related. This change resulted in an increase in the prior year's opening distributable reserves of R3,5 million.

Approved training organisation ("ATO")

During the current year the Group was awarded ATO status by the South African Institute of Chartered Accountants. This accreditation will allow the Group to provide training to employees wishing to become Chartered Accountants, General Accountants and Accounting Technicians.

The Group views this award as a positive step towards the continued improvement of its financial capabilities. It allows the Group to actively recruit students who wish to obtain the above qualifications whilst following a career in commerce. It also provides opportunities for current employees wishing to advance their qualifications.

Litigation and contingencies

The Group is from time to time involved in various claims and legal proceedings arising in the ordinary course of business. The directors do not believe that the outcome of any of the pending proceedings or claims against the Group will have a material adverse effect on the financial condition or future operations of the Group.

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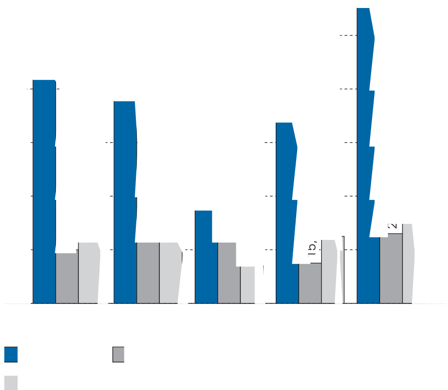
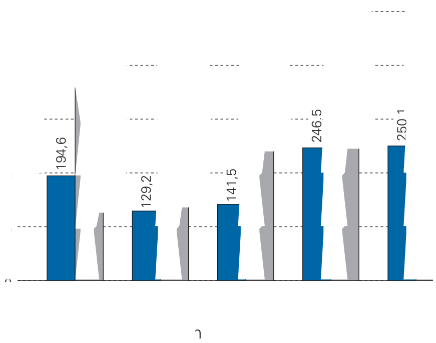
FIVE YEAR REVIEW

for the year ended 30 June 2002

	2002	2001	2000	1999	1998
CONSOLIDATED BALANCE SHEETS (R'000)					
Equity and liabilities					
Shareholders' equity*	**381 813**	322 775	286 082	283 233	251 500
Minority interest	**5 949**	3 882	1 228	5 182	89
Non-current liabilities*	**106 099**	94 432	70 986	69 897	89 694
Current liabilities*	**1 779 095**	1 221 895	1 119 809	989 602	1 052 722
	2 272 956	1 642 984	1 478 105	1 347 914	1 394 005
Assets					
Non-current assets	**544 922**	466 808	320 851	318 222	313 340
Current assets	**1 728 034**	1 176 176	1 157 254	1 029 692	1 080 665
	2 272 956	1 642 984	1 478 105	1 347 914	1 394 005
CONSOLIDATED INCOME STATEMENTS (R'000)					
Revenue	**4 020 756**	3 167 000	2 863 410	2 673 434	2 925 946
Operating profit*	**124 573**	80 136	43 346	85 779	100 901
Finance costs	**(26 397)**	(8 025)	(8 231)	(12 084)	(8 162)
Profit before taxation*	**98 176**	72 111	35 115	73 695	92 739
Taxation*	**(19 821)**	(21 378)	(10 603)	(19 717)	(32 567)
Profit after taxation*	**78 355**	50 733	24 512	53 978	60 172
Minority interest	**(1 346)**	(3 672)	(205)	(1 014)	(1 848)
Attributable profit*	**77 009**	47 061	24 307	52 964	58 324
SHARE CAPITAL ('000)	**69 120**	69 120	69 120	69 120	69 120
Issued shares	**73 573**	73 573	73 573	73 573	73 573
Less: Treasury shares	**4 453**	4 453	4 453	4 453	4 453

* Comparative figures have been updated to those previously reported to reflect changes in accounting policies as noted on page 59 of the financial statements.





Group Five

FIVE YEAR REVIEW

for the year ended 30 June 2002

	2002	2001	2000	1999	1998
STATISTICS					
Share statistics – cents per share					
Earnings*	**111,4**	68,1	35,2	76,6	84,4
Dividends*	**26,0**	15,0	24,0	24,0	20,0
Net asset value*	**552,4**	467,0	413,9	409,8	363,9
STOCK EXCHANGE PERFORMANCE					
Market price – high	**525**	301	430	315	930
Market price – low	**310**	175	185	145	290
Market price – year-end	**340**	335	217	176	290
Market capitalisation (R million)	**250,1**	246,5	141,5	129,2	194,6
Value of shares traded (R'000)	**80 616**	57 140	37 162	51 474	78 760
Number traded ('000)	**20 751**	23 070	13 805	27 750	19 231
Percentage traded (%)	**28,2**	31,4	18,8	37,7	26,1
Closing price/net asset value*	**0,6**	0,7	0,5	0,4	0,8
Closing price/earnings ratio*	**3,1**	4,8	6,2	2,3	3,4
Closing dividend yield* (%) (based on the years to which they relate)	**9**	7,5	6,5	13,6	8,3
BUSINESS PERFORMANCE					
Dividend cover* (based on the years to which they relate)	**3,6**	2,7	2,5	3,2	3,5
Current ratio	**1,0**	1,0	1,0	1,0	1,0
Return on ordinary shareholders' interest* (%)	**20,2**	14,6	8,5	18,7	23,2
Return on total assets* (%)	**5,5**	4,9	3,1	6,3	7,5
Profit margin* (%)	**3,1**	2,5	1,5	3,2	3,4
Net borrowings to shareholders' interest* (%)	**–**	–	14,6	–	–
EMPLOYEE STATISTICS					
Number of employees	**14 020**	12 424	11 018	11 774	13 353
Revenue per employee (R'000)	**287**	255	260	227	219

DEFINITIONS

Earnings per share	refer note 6 to the annual financial statements.
Net asset value per share	ordinary shareholders' interest divided by the number of shares in issue.
Closing price/earnings ratio	market value of shares at the end of the year divided by earnings.
Closing dividend yield	dividends per share as a percentage of market value per share at year-end.
Dividend cover	earnings divided by dividends.
Current ratio	current assets divided by current liabilities. A broad indicator of the Group's short term liquidity.
Return on ordinary shareholders' interest	attributable earnings as a percentage of ordinary shareholders' interest at year-end. An objective measure of the Group's profitability for shareholders, after allowing for financing.
Return on total assets	operating profit divided by average total assets. A measurement of the effectiveness with which management uses the assets at its disposal.
Asset turnover	ratio of revenue to total capital employed. A measure of the utilisation of assets.
Profit margin	operating profit as a percentage of revenue.
Net borrowings to shareholders' interest	total interest-bearing debt less cash as a percentage of total shareholders' interest. A measure of the principal means by which the Group has chosen to finance its operations.
Revenue per employee	revenue divided by average number of employees.

* Comparative figures have been updated to those previously reported to reflect changes in accounting policies as noted on page 59 of the financial statements.

STATEMENT OF RESPONSIBILITY OF THE BOARD OF DIRECTORS

for the year ended 30 June 2002

The directors are responsible for the maintenance of proper accounting records and the preparation, integrity and fair presentation of the financial statements of Group Five Limited and its subsidiaries. The financial statements, presented on pages 48 to 75 have been prepared in accordance with South African Statements of Generally Accepted Accounting Practice and include amounts based on judgements and estimates made by management. The directors also prepared the other information included in the annual report and are responsible for both its accuracy and its consistency with the financial statements.

The directors also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and prevent and detect fraud and other irregularities. The going concern basis has been adopted in preparing the financial statements. The directors have no reason to believe that the Group will not be a going concern in the foreseeable future based on forecasts and available cash resources. The viability of the Group is supported by the financial statements.

The financial statements have been audited by the independent accounting firm, PricewaterhouseCoopers Inc., who have been given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board. The directors believe that all representations made to the independent auditors during their audit were valid and appropriate. PricewaterhouseCoopers Inc.'s audit report is presented on page 47.

The financial statements were approved by the board of directors on 21 August 2002 and are signed on its behalf by:

GM Thomas

MH Lomas

STATEMENT OF COMPLIANCE BY THE COMPANY SECRETARY

for the year ended 30 June 2002

The Company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act 61 of 1973, and all such returns are true, correct and up to date.

GD Mottram

21 August 2002

REPORT OF THE INDEPENDENT AUDITORS

for the year ended 30 June 2002

TO THE MEMBERS OF GROUP FIVE LIMITED

We have audited the annual Group financial statements of Group Five Limited set out on pages 48 to 75 for the year ended 30 June 2002. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

SCOPE

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

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

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

AUDIT OPINION

In our opinion, the financial statements fairly present, in all material respects, the financial position of the Group at 30 June 2002 and the results of its operations and cash flows for the year then ended in accordance with South African Statements of Generally Accepted Accounting Practice, and in the manner required by the Companies Act in South Africa.

JOHANNESBURG
21 August 2002

PricewaterhouseCoopers Inc.
Registered Accountants and Auditors
Chartered Accountants (SA)

DIRECTORS' REPORT

for the year ended 30 June 2002

NATURE OF BUSINESS

Group Five Limited is an investment holding company with interests in the construction, engineering, manufacturing and operations and maintenance industries. The Company does not trade and all of its activities are undertaken through its subsidiaries, joint ventures and associates.

GROUP RESULTS

The consolidated income statement for the year is set out on page 50 and attention is drawn to the reports of the Chairman, Chief Executive Officer and Chief Financial Officer for comment thereon. Segmental information as approved by the directors relating to the business of the Group is set out on page 54. Company financial statements can be obtained on request from the registered office at no cost.

SHARE CAPITAL

The authorised and issued share capital is as follows:

Authorised:

150 000 000 ordinary shares of no par value.

Issued:

73 573 023 ordinary shares of no par value with 4 453 432 ordinary shares held as treasury stock.

DIVIDENDS

On 21 August 2002, the directors declared a final dividend of 20 cents per ordinary share (2001: 15,0 cents). In order to comply with the requirements of STRATE the relevant details are:

Event	**Date**
Last day to trade cum-dividend	11 October 2002
Shares to commence trading ex-dividend	14 October 2002
Record date (date shareholders recorded in books)	18 October 2002
Payment date	21 October 2002

No share certificates may be dematerialised or rematerialised between 14 October 2002 and 18 October 2002, both dates inclusive. Full details of all dividends declared, accrued and paid during the last two financial years are set out on page 59 of the financial statements.

DIRECTORS' REPORT

for the year ended 30 June 2002

DIRECTORS AND SECRETARY

The names of the directors appear on page 28 of this report. During the reporting period the following movement took place:

Name	Executive/ Non-executive	Appointed	Resigned
GM Negota	Non-executive	–	30 June 2002
BD van Wyk	Executive	–	14 May 2002
P Le Sueur	Executive	–	1 July 2002
FT Venter	Executive	–	1 July 2002
P Sneddon	Executive	15 October 2001	31 May 2002
PJ Erasmus	Executive	1 January 2002	–
MR Maruma	Non-executive	1 July 2002	–
KK Mpinga	Non-executive	1 July 2002	–

In terms of the articles of association of the Company, Mr D Paizes retires as non-executive director and Messrs P du Preez and JH Banton retire as executive directors from the board at the forthcoming annual general meeting. Being eligible, they offer themselves for re-election. The name and registered office of the Company Secretary appears on the inside back cover of this report.

DIRECTORS' SHAREHOLDINGS

At 30 June 2002 the number of ordinary shares held beneficially and non-beneficially by the current directors was 932 215 and nil respectively (2001: 1 059 415 and nil respectively). There has been no material change in their holdings between the year-end and the date of this report.

BORROWING POWERS

In terms of the articles of association the Company has unlimited borrowing powers.

AUDITORS

PricewaterhouseCoopers Inc. will continue in office in accordance with section 270(2) of the Companies Act.

INCOME STATEMENT

for the year ended 30 June 2002

		Group	
		2002	2001
	Notes	**R'000**	R'000
Contract, property rental and development revenue		**3 240 272**	2 434 379
Other sales revenue		**780 484**	732 621
Total revenue	2	**4 020 756**	3 167 000
Total operating cost		**(3 896 183)**	(3 086 864)
Operating profit	3	**124 573**	80 136
Finance costs	4	**(26 397)**	(8 025)
Profit before taxation		**98 176**	72 111
Taxation	5	**(19 821)**	(21 378)
Profit after taxation		**78 355**	50 773
Minority interest		**(1 346)**	(3 672)
Attributable profit for the year		**77 009**	47 061
Earnings per share/fully diluted earnings per share (cents)	6	**111,4**	68,1
Headline earnings per share (cents)	6	**102,9**	64,3
Dividends per share (cents) – under previous accounting policy	1.24	**31,0**	25,0
Dividends per share (cents) – under new accounting policy	1.24	**26,0**	15,0

BALANCE SHEET

at 30 June 2002

	Notes	Group 2002 R'000	Group 2001 R'000
ASSETS			
Non-current assets			
Fixed assets	7	**449 477**	385 017
Associates	8	**16 652**	24 964
Other investments	9	**78 793**	56 827
		544 922	466 808
Current assets			
Inventories	10	**264 580**	139 271
Contracts in progress	11	**82 280**	82 669
Accounts receivable	12	**1 081 301**	725 420
Bank balances and cash	25	**299 873**	228 816
		1 728 034	1 176 176
Total assets		**2 272 956**	1 642 984
EQUITY AND LIABILITIES			
Capital and reserves			
Shareholders' equity		**381 813**	322 775
Minority interests in subsidiaries		**5 949**	3 882
Non-current liabilities			
Interest-bearing borrowings	13	**50 803**	30 895
Provision for post-employment obligations	21	**55 296**	61 346
Deferred taxation	14	**–**	2 191
		106 099	94 432
Current liabilities			
Accounts payable	15, 25	**1 349 372**	928 246
Provisions for liabilities and charges	16	**199 218**	180 955
Taxation		**19 078**	41 232
Bank overdrafts and short-term borrowings	17, 25	**211 427**	71 462
		1 779 095	1 221 895
Total liabilities		**1 885 682**	1 316 327
Total equity and liabilities		**2 272 956**	1 642 984

CASH FLOW STATEMENT

for the year ended 30 June 2002

	Notes	Group 2002 R'000	Group 2001 R'000
CASH FLOW FROM OPERATING ACTIVITIES			
Operating profit before working capital changes	22	**179 738**	124 781
Working capital changes	23	**(47 462)**	271 763
CASH GENERATED (BY)/FROM OPERATIONS		**132 276**	396 544
Finance costs		**(26 397)**	(8 025)
Taxation paid	24	**(43 982)**	(23 179)
Dividends paid		**(17 971)**	(10 368)
CASH EFFECTS OF OPERATING ACTIVITIES		**43 926**	354 972
CASH FLOW FROM INVESTING ACTIVITIES			
Acquisition of fixed assets		**(157 800)**	(189 272)
Acquisition of investments		**(14 245)**	(18 638)
Repayments by/(advances to) associates		**4 705**	(8 188)
Proceeds on disposal of fixed assets		**34 598**	13 428
Proceeds on disposal of investments		**–**	9 000
CASH EFFECTS OF INVESTING ACTIVITIES		**(132 742)**	(193 670)
CASH FLOW FROM FINANCING ACTIVITIES			
Project finance raised		**34 665**	(46 264)
Long-term borrowings repaid		**(14 757)**	23 382
CASH EFFECTS OF FINANCING ACTIVITIES		**19 908**	(22 882)
Net (decrease)/increase in cash and cash equivalents		**(68 908)**	138 420
Cash and cash equivalents at beginning of year		**157 354**	18 934
CASH AND CASH EQUIVALENTS AT END OF YEAR	25	**88 446**	157 354

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
STATED CAPITAL		
Opening and closing balance (69 119 591 no par value shares)	**286 245**	286 245
	286 245	286 245
DISTRIBUTABLE RESERVES		
Opening balance	**36 530**	(163)
Opening balance as previously stated	**36 530**	52 609
Prior year adjustment (note 1.24) (a)	**–**	(56 228)
Prior year adjustment (note 1.24) (b)	**–**	3 456
Retained earnings for the year	**77 009**	47 061
Dividends paid	**(17 971)**	(10 368)
Closing balance	**95 568**	36 530
SHAREHOLDERS' EQUITY	**381 813**	322 775

73 573 023 (2001: 73 573 023) ordinary shares have been placed under the control of the directors until the next annual general meeting of shareholders. 4 453 432 (2001: 4 453 432) ordinary shares are held as treasury stock by the Group.

SEGMENTAL ANALYSIS

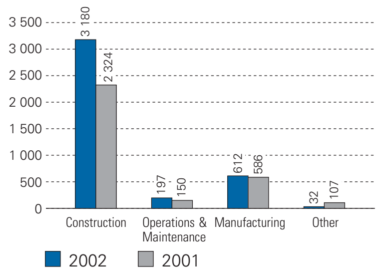
for the year ended 30 June 2002

INDUSTRY SEGMENTS

For management purposes, the Group is organised on a worldwide basis into four major operating segments as depicted within the graphs below:

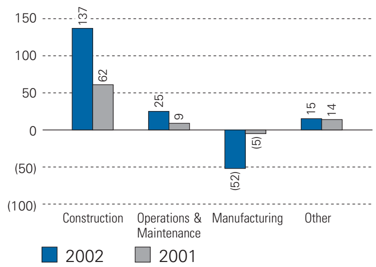
Industry segments – Revenue

R millions



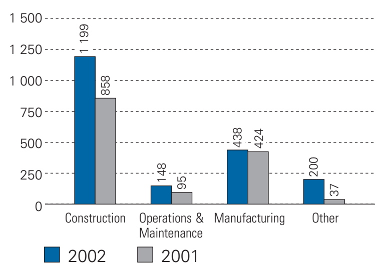
Industry segments – Operating profit/(loss)

R millions



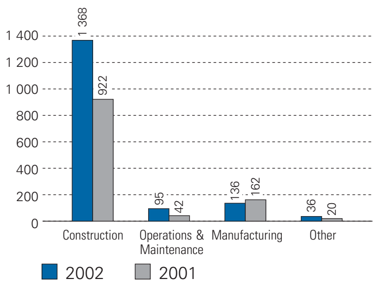
Industry segments – Total assets

R millions



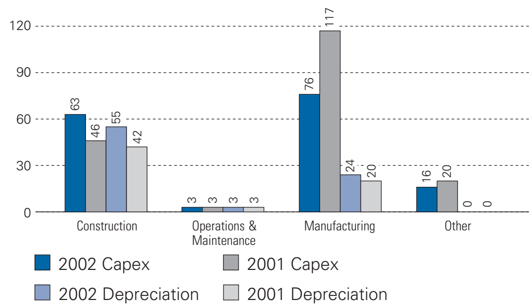
Industry segments – Total liabilities

R millions



Industry segments – Capital expenditure and depreciation

R millions

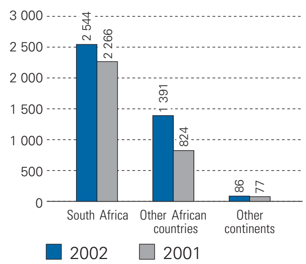


GEOGRAPHICAL SEGMENTS

The Group's segments are managed on a worldwide basis and operate in three principal geographical areas of the world.

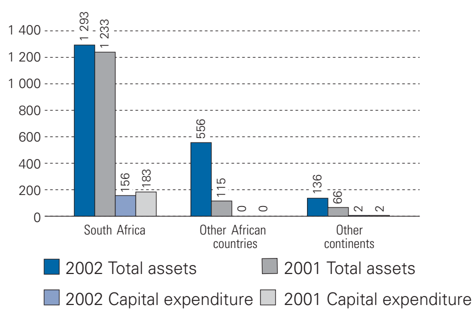
Geographical segments – Revenue

R millions



Geographical segments – Total assets and capital expenditure

R millions



Group Five

ACCOUNTING POLICIES

1. PRINCIPAL ACCOUNTING POLICIES

The financial statements are prepared on the historical cost basis. The following are the principal accounting policies used by the Group which are in conformity with South African Statements of Generally Accepted Accounting Practice and are consistent with those of the previous year except as noted in 1.24 below.

1.1 USE OF ESTIMATES

The preparation of the financial statements in conformity with South African Statements of Generally Accepted Accounting Practice requires the Group's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1.2 BASIS OF CONSOLIDATION

Subsidiaries

The consolidated financial statements include those of the holding company and its subsidiaries. The results of the subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition and up to the effective date of disposal. Intra-group profits are eliminated on consolidation.

Joint ventures

Joint ventures are those entities in which the Group has joint control. The proportion of assets, liabilities, income and expenses and cash flows attributable to the interests of the Group in joint ventures has been incorporated in the consolidated financial statements under the appropriate headings. The results of joint ventures are included from the effective dates of acquisition and up to the effective dates of disposal.

1.3 ASSOCIATES

Associates are those investments in which the Group has a long term interest and over which it exercises significant influence, but not control. The Group's share of post-acquisition results of associates is included in the consolidated financial statements, using the equity accounting basis. Equity accounting involves recognising in the income statement the Group's share of the associate's profit or loss for the year. The Group's interest in the associate is carried in the balance sheet at an amount that reflects its share of the net assets of the associate.

1.4 FOREIGN ENTITIES

The assets and liabilities of foreign entities are translated to rands at rates of exchange ruling at the end of the financial year. The results of their operations are translated at an appropriate weighted average rate of exchange for the year and are included in operating profits. Gains or losses on translation of foreign subsidiaries are taken directly to other reserves.

1.5 FOREIGN OPERATIONS

The financial statements of foreign operations are translated to rands as follows:

- monetary assets and liabilities at rates of exchange ruling at the end of the financial year;
- non-monetary assets and liabilities at historic rates of exchange; and
- income statement items at the weighted average rates of exchange for the year.

Translation gains and losses are included in operating profit.

1.6 REVENUE RECOGNITION

Sales relating to long-term contracts are accounted for under the percentage of completion method; the stage of completion is measured by reference to the value of work performed. Property sales are recognised when agreements for the sale are signed. Other sales are recognised upon delivery of products and customer acceptance, if any, or performance of services, net of value added taxes and discounts, and after eliminating sales within the Group.

ACCOUNTING POLICIES

Other income earned by the Group is recognised on the following basis:

- Interest income – as it accrues (taking into account the effective yield on the asset) unless collectability is in doubt.
- Dividend income – when the shareholder's right to receive payment is established.

1.7 FOREIGN TRANSACTIONS

Transactions in foreign currencies are converted at the rates of exchange ruling at the dates of these transactions. Balances outstanding on unsettled foreign transactions at the end of the financial year, are translated to rands at the approximate rates ruling at that date.

1.8 PROPERTIES

Properties consist of the following:

- company occupied property;
- investment property; and
- property held as inventory.

The accounting for each category is as follows:

- company occupied property is carried at cost less accumulated depreciation; other than land, which is not depreciated, depreciation is calculated to write-off the cost of this property, over its expected useful life on a straight-line basis; generally buildings are depreciated over 50 years;
- investment property, which is property held to generate independent cash flows through rental or capital appreciation, is carried at fair value with changes in fair value included in operating profit; and
- property held as inventory, which is property held for development and resale, is valued at the lower of cost and net realisable value and disclosed as inventory.

1.9 OTHER FIXED ASSETS

Other fixed assets are stated at cost. Depreciation is calculated to write-off the cost of other fixed assets, including capitalised leased assets, over their expected useful lives on a straight-line basis.

The expected useful lives are generally as follows:

Plant	– 5 to 15 years
Vehicles	– 5 years
Furniture and other equipment	– 3 to 5 years

1.10 COMPUTER SOFTWARE DEVELOPMENT COSTS

Expenditure that enhances and extends the benefits of computer software programs is recognised as a capital improvement and added to the original cost of the software. Computer software development costs recognised as assets are disclosed as fixed assets and amortised using the straight-line method over their useful lives, not exceeding a period of three years.

1.11 CAPITALISATION OF BORROWING COSTS

Borrowing costs, incurred in respect of project developments that require a substantial period to construct, are capitalised up to the date that the construction of the asset is substantially complete.

1.12 INVESTMENTS

Investments consist of available-for-sale financial assets. Available-for-sale investments are carried at fair value with changes in fair value included in net profit or loss.

ACCOUNTING POLICIES

1.13 IMPAIRMENT OF LONG TERM ASSETS

The Group continually reviews its long term assets which includes properties, other fixed assets and investments to assess recoverability from estimated future discounted cash flows. To the extent that the net carrying value of the long term assets exceeds future discounted cash flows, a provision for impairment is made.

1.14 LEASED ASSETS

Where assets are acquired under finance lease agreements that transfer to the Group substantially all the risks and rewards of ownership, their cash cost equivalent is capitalised. The capital element of the leasing commitment is disclosed under long-term liabilities. Lease rentals are treated as consisting of capital and interest elements, using the effective interest rate method.

1.15 OPERATING LEASES

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

1.16 INVENTORIES

Materials, consumable stores, work in progress and finished goods are valued at the lower of cost and net realisable value. In general, cost is determined on a first-in-first-out basis. The cost of manufactured goods includes direct expenditure and an appropriate proportion of manufacturing overheads. Provision is made for slow moving, obsolete and defective inventory.

1.17 LONG-TERM CONTRACTS

Long-term contracts in progress are valued at cost, comprising direct expenditure and attributable overheads, together with a proportion of the estimated total profit earned on the work completed to date, less progress payments received and receivable. The amount by which revenue exceeds progress payments received and receivable is shown as contracts in progress net of provisions made for losses expected to arise on completion of individual contracts. Progress payments in excess of revenue on individual contracts are shown separately under accounts payable.

1.18 CASH AND CASH EQUIVALENTS

For the purpose of the cash flow statement, cash and cash equivalents comprise of bank balances and cash, including bank overdrafts and short-term borrowings. Cash and cash equivalents are reflected at year-end bank statement balance.

1.19 DEFERRED TAXATION

Deferred income tax is provided, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine deferred income tax.

The principal temporary differences arise from depreciation on property, plant and equipment, various provisions, contracting allowances and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

ACCOUNTING POLICIES

1.20 PROVISIONS

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

1.21 EMPLOYEE BENEFITS

During the year, the Group adopted accounting standard AC116 (revised) "Employee Benefits". The effect of the adoption of this accounting standard is set out in note 1.24 below.

The new accounting policy relating to employee benefits can be categorised into three areas, as follows:

a) Pension obligations

The Group participates in a Group defined benefit plan, a number of Group defined contribution plans and a number of multi-employer industry plans. The pension plans are funded by payments from employees and by relevant Group companies, taking account of the recommendations of independent qualified actuaries. All plans and their assets are managed in separate trustee-administered funds.

The Group's pension accounting costs for the defined contribution plans and multi-employer industry plans are limited to the annually determined contributions. For the defined benefit plan, the pension accounting costs are assessed using the projected unit credit method. Under this method, the cost of providing pensions is charged to the income statement so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuaries who carry out a full valuation of the plans annually. The pension obligation is measured as the present value of the estimated future cash outflows. All actuarial gains and losses are spread forward over the average remaining service lives of employees.

b) Post-employment obligations

Some Group companies provide post-employment medical and pension costs for certain of their retirees. The expected costs of these benefits are accrued over the period of employment using a methodology similar to that of defined benefit plans. Valuations of these obligations are carried out on a periodic basis by professionally qualified independent actuaries. The post-employment obligations are not funded.

c) Leave pay

Employee entitlements to annual leave are recognised when they accrue to employees. Full provision is made for the estimated liability for annual leave, as a result of services by employees, up to the balance sheet date.

1.22 SEGMENTAL REPORTING

The Group's primary format for reporting segment information is business segments and its secondary format is geographical segments based on the location of its operations.

Inter-segment transfers: Segment revenue, segment expenses and segment results include transfers between business segments and between geographical segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods. These transfers are eliminated on consolidation.

Segment revenue and expenses: All segment revenue and expenses are directly attributable to the segments and are disclosed at the operating profit/(loss) level.

Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of operating cash, inventories, contracts in progress, receivables (net of allowances) and property, plant and equipment.

Segment liabilities include all operating liabilities and consist principally of accounts payable and provisions for liabilities and charges.

Segment assets and liabilities do not include income taxes.

ACCOUNTING POLICIES

1.23 FINANCIAL INSTRUMENTS

Financial instruments carried on the balance sheet include cash and cash equivalents (as defined), investments, accounts receivable, accounts payable, provisions and non-current liabilities (excluding deferred taxation). The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

1.24 CHANGES IN ACCOUNTING POLICIES/COMPARATIVES

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year. In particular, the comparatives have been adjusted or extended to take into account the additional disclosure requirements of AC116 (revised), "Employee Benefits", which the Group implemented in 2002. The following changes in acccounting policies had an effect on the prior year's reported figures:

a) Employee benefits

Previously post-employment medical and pension obligations were recognised on a cash paid basis. In addition, full provision for employee leave entitlement was not made. The effect of the change in accounting policies to that detailed in note 1.21 was as follows:

	2001 R'000
Profit before tax – as previously reported	77 430
– Adjustment due to change in accounting policy	(5 319)
Profit before tax – as currently reported	72 111
Taxation – as previously reported	(21 444)
– Adjustment due to change in accounting policy	66
Taxation – as currently reported	(21 378)
Profit after tax – as currently reported	50 733

Page 53 of the financial statements details the effect of the change in accounting policy on the 1 July 2000 distributable reserves, as previously reported.

b) Dividends paid

Dividends paid are recognised when declared by the Board of Directors. Previously dividends paid were accrued in the year to which they related. The effect of this change in accounting policy, which was adopted in accordance with AC107 "Events after the balance sheet date", was as follows:

	New accounting policy		**Previous accounting policy**	
	2002 (cents)	2001 (cents)	**2002 (cents)**	2001 (cents)
Final dividend 2000	**–**	5,0	**–**	–
Interim dividend 2001	**–**	10,0	**–**	10,0
Final dividend 2001	**15,0**	–	**–**	15,0
Interim dividend 2002	**11,0**	–	**11,0**	–
Final dividend 2002	**–**	–	**20,0**	–
	26,0	15,0	**31,0**	25,0

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group	
	2002	2001
	R'000	R'000

2. REVENUE

Revenue, excluding value added taxation, comprises:

2.1 measured value of work done on construction contracts;

2.2 value of property sales according to signed agreements of sale; and

2.3 invoiced value of goods and services supplied.

3. OPERATING PROFIT

	Group 2002 R'000	Group 2001 R'000
Operating profit is stated after crediting:		
3.1 Foreign exchange gains	**64 201**	15 746
3.2 Profit on disposal of fixed assets	**8 394**	2 547
3.3 Surplus on disposal of investments	**–**	1 222
3.4 Fair value adjustment relating to investments and investment property	**20 936**	15 355
3.5 (Loss)/income from associates	**(3 423)**	1 796
and after charging:		
3.6 Auditors' remuneration	**3 774**	3 346
Audit fees	**2 780**	2 462
Fees for other services	**994**	884
3.7 Depreciation and amortisation	**81 072**	65 063
Leasehold buildings	**6**	2
Owner occupied land and buildings	**997**	958
Plant, vehicles, furniture and other equipment		
– Purchased	**72 761**	60 008
– Leased	**7 308**	4 095
3.8 Directors' emoluments		
Executive directors		
For management services excluding incentives	**8 612**	6 123
Performance and equity incentives	**4 249**	3 924
	12 861	10 047
Paid by subsidiaries	**(12 861)**	(10 047)
	–	–
Non-executive directors		
Directors' fees	**247**	184
Other fees	**214**	56
Paid by subsidiaries	**(461)**	(240)
	–	–

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
3. OPERATING PROFIT (continued)		
3.9 Rentals under operating leases	**7 980**	12 516
Land and buildings	**5 675**	5 638
Other equipment	**2 305**	6 878
3.10 Remuneration other than to employees	**8 133**	8 157
Management services	**1 996**	4 623
Technical services	**6 137**	3 534
4. FINANCE COSTS		
Interest (paid)/received:		
Bank and short-term borrowings	**(27 440)**	(7 407)
Other	**1 043**	(618)
	(26 397)	(8 025)

Interest to the value of R5,5 million (2001: R7,8 million) was capitalised to developments in progress.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
5. TAXATION		
South African normal taxation		
Current taxation	**–**	(904)
– current year	**–**	(688)
– prior year underprovision	**–**	(216)
Deferred taxation	**2 191**	1 296
– current year	**2 191**	4 436
– prior year under/(over) provision	**–**	(3 140)
Foreign taxation (including withholding tax)		
Current taxation	**(21 828)**	(22 693)
– current year	**(21 828)**	(22 586)
– prior year under/(over) provision	**–**	(107)
Deferred taxation	**–**	1 154
– current year	**–**	1 154
Share of associates' taxation	**(184)**	(231)
	(19 821)	(21 378)
RECONCILIATION OF NORMAL TAXATION RATE	**%**	%
South African normal taxation rate	**30,0**	30,0
Adjusted for:		
Capital items, exempt income and disallowed expenses	**1,6**	(9,8)
Tax losses not recognised/(use of tax losses not recognised) – net	**(11,4)**	10,4
Other adjustments	**–**	(0,9)
Net adjustments	**(9,8)**	(0,3)
Effective rate of taxation	**20,2**	29,7
	R'000	R'000
Estimated taxation losses available for set-off against future taxable income	**413 318**	378 556
Potential taxation relief at current taxation rates	**123 995**	113 567

This is dependent on sufficient taxable income being earned in future by subsidiaries concerned.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Attributable profit R'000	Shares 000's	Earnings per share (cents)
6. EARNINGS PER SHARE			
a) Earnings per share/fully diluted earnings per share			
For the year ended 30 June 2002			
Basic/fully diluted earnings per share			
Shares outstanding 1 July 2001		**69 120**	
Weighted average number of shares issued during the period		**–**	
Income available to shareholders	**77 009**	**69 120**	**111,4**
For the year ended 30 June 2001			
Basic/fully diluted earnings per share			
Shares outstanding 1 July 2000		69 120	
Weighted average number of shares issued during the period		–	
Income available to shareholders	47 061	69 120	68,1

	2002 R'000	2001 R'000
b) Headline earnings per share		
A reconciliation is as follows:		
Attributable profit	**77 009**	47 061
Adjusted for:		
• profit on disposal of assets and investments after tax	**(5 876)**	(2 638)
Headline profit	**71 133**	44 423
Weighted average number of shares	**69 120**	69 120
Headline earnings per share (cents)	**102,9**	64,3

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group	
	2002	2001
	R'000	R'000
7. FIXED ASSETS		
Owner occupied land and buildings		
Cost		
At the beginning of the year	**69 649**	68 809
Additions at cost	**3 377**	4 792
Transfer of asset/(disposals)	**4 778**	(3 952)
At the end of the year	**77 804**	69 649
Amortisation		
At the beginning of the year	**(35 521)**	(35 910)
Disposals	**11 001**	1 347
Current year charge	**(997)**	(958)
At the end of the year	**(25 517)**	(35 521)
Net book value	**52 287**	34 128
Investment properties		
Fair value at beginning of year	**33 745**	13 210
(Disposals)/additions	**(1 625)**	7 000
Fair value adjustment	**13 936**	13 535
Fair value at end of year	**46 056**	33 745
Leasehold buildings		
Cost		
At the beginning of the year	**18**	18
Additions	**60**	–
Transfer of asset/disposal	**423**	–
At the end of the year	**501**	18
Amortisation		
At the beginning of the year	**(3)**	(1)
Transfer of asset/disposal	**(9)**	–
Current year charge	**(6)**	(2)
At the end of the year	**(18)**	(3)
Net book value	**483**	15
Plant, vehicles, furniture and other equipment – purchased		
Cost		
At the beginning of the year	**710 241**	603 536
Additions	**142 111**	156 776
Disposals	**(85 205)**	(50 071)
At the end of the year	**767 147**	710 241
Depreciation		
At the beginning of the year	**(417 483)**	(399 195)
Disposals	**45 237**	41 720
Current year charge	**(72 761)**	(60 008)
At the end of the year	**(445 007)**	(417 483)
Net book value	**322 140**	292 758

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
7. FIXED ASSETS (continued)		
Plant, vehicles, furniture and other equipment – leased		
Cost		
At the beginning of the year	**36 554**	13 597
Additions	**12 251**	20 704
Disposals	**(3 810)**	2 253
At the end of the year	**44 995**	36 554
Depreciation		
At the beginning of the year	**(12 183)**	(5 911)
Disposals	**3 006**	(2 177)
Current year charge	**(7 308)**	(4 095)
At the end of the year	**(16 485)**	(12 183)
Net book value	**28 510**	24 371
Carrying value	**449 477**	385 017

A full list of the Group's land and buildings is maintained at the registered office. The fair value of investment properties has been calculated using either discounted cash flow analysis or market values.

8. ASSOCIATES

Unlisted associate

	Group 2002 R'000	Group 2001 R'000
Shares at cost	**10 143**	10 891
Group's share of retained earnings and reserves	**(1 848)**	3 240
	8 295	14 131
Unsecured loans	**8 357**	10 833
	16 652	24 964
Directors' valuation of shares of unlisted associates	**8 295**	14 131

9. OTHER INVESTMENTS

	Group 2002 R'000	Group 2001 R'000
Unlisted shares and investments at fair value	**2 948**	646
Foreign investments at fair value	**75 845**	56 181
	78 793	56 827

The fair value of other investments has been calculated using either discounted cash flow analysis or market values.

10. INVENTORIES

	Group 2002 R'000	Group 2001 R'000
Materials	**23 082**	21 330
Consumable stores	**54 687**	16 506
Work in progress	**7 769**	13 790
Finished goods	**41 816**	51 415
Properties and developments in progress	**137 226**	36 230
	264 580	139 271

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
11. CONTRACTS IN PROGRESS		
Long-term contracts	**5 143 666**	4 449 043
Progress payments received and receivable	**(5 061 386)**	(4 366 374)
	82 280	82 669
These include: Profits	**(310 675)**	(137 389)
Losses	**158 844**	18 594
	(151 831)	(118 795)
12. ACCOUNTS RECEIVABLE		
Accounts receivable includes:		
– Retention debtors	**68 648**	56 753
– Amounts owing by joint venture partners	**112 866**	78 206
– VAT refundable	**18 404**	6 499
– Prepayments	**10 600**	7 593
– Contract and trade debtors	**782 087**	537 334
– Other receivables	**88 696**	39 035
	1 081 301	725 420
The carrying value of accounts receivable approximates its fair value due to the short-term nature of these instruments.		
13. INTEREST-BEARING BORROWINGS		
Secured loans bearing interest at rates ranging from 13,35% to 15% per annum. Repayable in annual instalments over five years	**56 376**	35 705
Unsecured loans bearing interest at rates ranging from 9% to 13,5% per annum. Repayable in monthly instalments over five years	**10 559**	9 947
	66 935	45 652
Less: Current portion included in short-term borrowings	**(16 132)**	(14 757)
	50 803	30 895
Secured loans are secured over property and vehicles with a net book value of	**28 993**	24 371
Repayable during the years ending 30 June		
2002	**–**	14 757
2003	**16 132**	12 656
2004	**10 283**	7 359
2005	**15 327**	7 853
2006	**7 937**	3 027
2007 and thereafter	**17 256**	–
	66 935	45 652

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
14. DEFERRED TAXATION		
Balance at beginning of year	**2 191**	4 641
Prior year overprovision	**–**	3 140
Movement during year attributable to:		
Timing differences	**–**	(5 590)
Other	**(2 191)**	–
Balance at end of year	**–**	2 191
The closing balance deferred taxation liability is attributable to the following items:		
Capital and other allowances	**76 042**	79 342
Provisions	**(28 333)**	(17 742)
Estimated tax losses	**(73 495)**	(64 550)
Contracting allowances	**(4 218)**	(254)
Sundry	**30 004**	5 395
	–	2 191

15. ACCOUNTS PAYABLE

	Group 2002 R'000	Group 2001 R'000
Accounts payable includes:		
– Excess billing over work done	**371 885**	166 649
– Amounts owing to joint ventures	**30 759**	33 565
– Trade and other creditors	**346 875**	461 266
– Accrued expenses	**357 388**	88 913
– Subcontractor creditors	**187 314**	133 719
– Retention creditors	**39 019**	29 377
– Current portion of long-term borrowings	**16 132**	14 757
	1 349 372	928 246

The carrying value of accounts payable approximates its fair value due to the short-term nature of these instruments.

16. PROVISIONS FOR LIABILITIES AND CHARGES

	Contract provisions	Rental guarantee	Payroll provisions	Sundry provisions	**Total**
Balance at 30 June 2000	31 346	6 528	85 623	19 449	**142 946**
Movement during the year	40 553	(4 333)	3 664	(1 875)	**38 009**
Balance at 30 June 2001	71 899	2 195	89 287	17 574	**180 955**
Movement during the year	(15 170)	974	27 482	4 977	**18 263**
Balance at 30 June 2002	**56 729**	**3 169**	**116 769**	**22 551**	**199 218**

The carrying value of provisions approximates their fair value due to the short-term nature of these instruments. The provisions have been determined based on assessments and estimates by management. Actual results could differ from estimates and there is no certainty as to the timing of the cash flows relating to these provisions.

17. BANK OVERDRAFTS AND SHORT-TERM BORROWINGS

	Group 2002 R'000	Group 2001 R'000
Bank overdrafts	**107 106**	71 462
Project finance facilities	**104 321**	–
	211 427	71 462

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000
18. BORROWING FACILITIES		
Borrowing facilities (excluding project finance)	**201 000**	215 000
Current utilisation (excluding project finance)	**(109 061)**	(48 300)
Borrowing facilities available	**91 939**	166 700
Project finance facilities	**350 000**	–
Project finance facilities utilised	**(104 320)**	–
Project finance facilities available	**245 680**	–

19. COMMITMENTS AND CONTINGENCIES

Commitments

	2002 R'000	2001 R'000
Contracts placed	**44 042**	66 233
Contracts not placed at 30 June, approved by directors	**33 261**	44 156
	77 303	110 389

The above expenditure will be funded from existing resources and facilities.

Total guarantees given to third parties on behalf of subsidiary companies amounted to R1 267 million (2001: R1 265 million). The directors do not believe any exposure to loss is likely.

The Group is from time to time involved in various claims and legal proceedings arising in the ordinary course of business. The directors do not believe that adverse decisions in any pending proceedings or claims against the Group will have a material adverse effect on the financial condition or future of operations of the Group.

20. FINANCIAL INSTRUMENTS

Business and credit concentration

Financial instruments which potentially subject the Group to concentrations of credit risk are primarily cash and cash equivalents and trade receivables. As regards cash and cash equivalents the Group deals primarily with major financial institutions in South Africa.

The Group's customers are concentrated primarily in South Africa but also exist in the rest of Africa and Eastern Europe. The majority of the customers are concentrated in the mining, financial institution and governmental sectors. The Group establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information.

Foreign currency risk

The Group conducts its business in various foreign currencies. As a result, it is subject to the transaction exposure that arises from foreign exchange rate movements between the dates that foreign currency transactions are recorded (foreign sales and purchases) and the dates they are consummated (cash receipts and cash disbursements in foreign currencies). The Group may, from time to time, hedge its foreign currency exposure for either purchase or sale transactions through the use of foreign currency forward exchange contracts. Foreign currency denominated construction contracts entered into are primarily US dollars based and as a result of the weakening rand against the US dollar, the Group is currently not exposed to foreign currency losses provided the contracts are profitable.

Interest rate risk

The Group is exposed to interest rate risk through its cash and cash equivalents and interest-bearing long-term liabilities. Short-term interest rate exposure is monitored and managed by corporate treasury and may be hedged from time to time through the use of interest rate swaps.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

21. EMPLOYEE BENEFITS

a) Staff costs

	Group 2002 R'000	Group 2001 R'000
Wages and salaries	**811 336**	742 463
Pension costs – defined contribution plans (including industry plans)	**42 968**	40 676
Pension costs – defined benefit plan (primarily service cost)	**6 481**	6 000
Other post-employment benefits (primarily interest cost)	**3 280**	4 206
	864 065	793 345
Average number of persons employed by the Group during the year:		
Full time	**6 128**	6 556
Part time	**7 892**	5 868
	14 020	12 424
South Africa	**8 238**	8 552
Overseas	**5 782**	3 872
	14 020	12 424

b) Pension scheme

The latest actuarial valuation of the Group defined benefit plan was carried out in August 2002 and was considered by the actuaries to be in a sound financial condition. A summary of the valuation is presented below:

	Group 2002 R'000	Group 2001 R'000
Present value of funded obligations	**(664 670)**	(637 025)
Fair value of plan assets	**787 432**	749 488
Surplus	**122 762**	112 463

The principal assumptions used for accounting purposes were as follows:

	%	%
Discount rate	**12,0**	12,0
Expected return on assets	**11,5**	11,5
Future salary increases	**8,5**	8,5
Future pension increases	**6,7**	6,7

The South African Parliament has recently approved revised pension fund legislation. The new legislation stipulates that, in addition to the Group being entitled to a share of the surplus, past and current employees are also entitled to share in the distribution of the surplus. The Group has not recognised any portion of the surplus in its balance sheet as the impact of the revised legislation is still being evaluated.

c) Post-employment obligations

	Group 2002 R'000	Group 2001 R'000
Post-employment obligations	**55 296**	61 346

The Group's accrual for post-employment medical and pension obligations is based on assumptions used by the independent actuaries which includes appropriate mortality tables, long-term estimates of increases in medical costs and appropriate discount rates. In addition to certain of the assumptions used for the pension scheme, the main actuarial assumption is a long-term increase in health costs of 7,5% per year (2001: 7,5%).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group 2002 R'000	Group 2001 R'000

21. EMPLOYEE BENEFITS (continued)

d) Share Option Scheme

The Group operates a Share Option Scheme for certain of its employees.
Share option activity was as follows:

	Eligible for allocation	Granted and accepted	Average price	Net available
Balance as at 30 June 2000	**9 196 600**	**7 132 350**	**–**	**2 064 250**
Options granted	–	3 342 000	2,31	(3 342 000)
Options paid for/lapsed	–	(2 297 500)	1,80	2 297 500
Balance as at 30 June 2001	**9 196 600**	**8 176 850**	**–**	**1 019 750**
Amendment	3 678 400	–	–	3 678 400
Options granted	–	1 225 000	3,66	(1 225 000)
Options paid for/lapsed	–	(447 450)	1,80	447 450
Balance as at 30 June 2002	**12 875 000**	**8 954 400**	**–**	**3 920 600**

22. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES

	2002 R'000	2001 R'000
Profit before taxation	**98 176**	72 111
Adjustments for:		
Depreciation and amortisation	**81 072**	65 083
Fair value adjustment	**(20 936)**	(15 355)
Profit on disposal of fixed assets	**(8 394)**	(2 547)
Surplus on disposal of investments	**–**	(1 222)
Share of associate loss/(income)	**3 423**	(1 294)
Finance costs	**26 397**	8 025
	179 738	124 781

23. WORKING CAPITAL CHANGES

	2002 R'000	2001 R'000
Accounts payable	**421 126**	190 953
Accounts receivable	**(355 881)**	(100 652)
Provisions	**18 263**	38 009
Contracts in progress	**389**	20 538
Inventories	**(125 309)**	118 709
Post-employment obligations	**(6 050)**	4 206
	(47 462)	271 763

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2002

	Group	
	2002	2001
	R'000	R'000
24. RECONCILIATION OF TAXATION PAID		
Taxation owing at the beginning of the year	**(41 232)**	(40 815)
Charge per the income statement	**(19 821)**	(21 378)
Less: Relating to associates	**184**	231
Movement in deferred taxation	**(2 191)**	(2 449)
Taxation owing at the end of the year	**19 078**	41 232
Total paid during the year	**(43 982)**	(23 179)
25. CASH AND CASH EQUIVALENTS AT END OF YEAR		
Bank balances and cash	**299 873**	228 816
Bank overdraft and short-term borrowings	**(211 427)**	(71 462)
Cash and cash equivalents at end of year	**88 446**	157 354

Included in bank balances and cash and excess billing over work done are US$ denominated contract advance payments amounting to R120 million (2001: R94 million). This amount is available to the Group when the last certificates on the relevant contracts are approved.

ANNEXURE 1 – INTEREST IN SUBSIDIARIES

at 30 June 2002

	Issued ordinary share capital		Percentage held		Shares at cost	
	2002	2001	**2002**	2001	**2002**	2001
	Shares	Shares	**%**	%	**R'000**	R'000
Group Five Construction (Proprietary) Limited	**1 000 000**	1 000 000	**100,0**	100,0	**14 177**	14 177
Group Five International Limited	**1 000**	1 000	**100,0**	100,0	**27 985**	27 985
Everite Limited	**51 191 400**	51 191 400	**100,0**	100,0	**368 570**	368 570
					410 732	410 732

PRINCIPAL SUBSIDIARIES: Direct and indirect

Armitage Shanks (SA) (Proprietary) Limited
Everite Building Products (Proprietary) Limited
Everite Limited
Group Five (Botswana) (Proprietary) Limited
Group Five (Namibia) (Proprietary) Limited
Group Five (Zambia) Limited
Group Five Building (Proprietary) Limited
Group Five Civils Industrial (Proprietary) Limited
Group Five Civils Infrastructure (Proprietary) Limited
Group Five Construction Limited (Malawi)
Group Five Construction (Proprietary) Limited
Group Five Construction (UK) Limited
Group Five Construction Ghana Branch
Group Five Construction Uganda Branch
Group Five Contractors (Proprietary) Limited (Namibia)
Group Five Design and Planning (Proprietary) Limited
Group Five Housing & Projects (Proprietary) Limited
Group Five Infrastructure Developments (Proprietary) Limited
Group Five International Limited (United Kingdom)
Group Five KwaZulu-Natal (Proprietary) Limited
Group Five Kenya Limited
Group Five Mozambique LDA
Group Five Plant & Equipment (Proprietary) Limited
Group Five Projects (Proprietary) Limited
Group Five Properties (Proprietary) Limited
Group Five Roads & Earthworks (Proprietary) Limited
Group Five Swaziland (Proprietary) Limited
Group Five Tanzania Limited
Intertoll Holdings (Proprietary) Limited
Vaal Sanitaryware (Proprietary) Limited

Unless specified all companies are incorporated in South Africa.

The holding company's interest in the aggregate net profits earned by subsidiaries amounted to R77,0 million (2001: R47,1 million) respectively.

ANNEXURE 2 – INVESTMENT IN JOINT VENTURES

at 30 June 2002

The total percentage holdings by the Group in the equity of each jointly controlled entity are as follows:

Joint venture	Nature of business	Proportion of issued shares held (%)
CGM Construction (Proprietary) Limited	Construction contracting	17
Gateway Construction Joint Venture	Construction contracting	33
Group Five and Italframe Limited (Tanzania)	Construction contracting	50
Group Five Batch Plant Joint Venture (Mauritius)	Supply of concrete	50
Group Five Conform Silo Joint Venture (Mauritius)	Construction of harbour and coke silos	67
Komati Dam Joint Venture (Swaziland)	Construction contracting	24
LTA/Mohale Joint Venture (Lesotho)	Construction contracting	33
Menlyn Joint Venture	Construction contracting	50
St Martins Sewage Joint Venture (Mauritius)	Sewage works	50
Vodacom Phase III	Construction contracting	85
Group Five Gipila Joint Venture	Construction contracting	50
GLG Joint Venture	Road construction	50
Group Five Siyaya Joint Venture	Road construction	90
DPI Holdings (Proprietary) Limited	Pipe manufacturing	40
Water and Sanitation Services South Africa (Proprietary) Limited	Sewage works	50

ANNEXURE 2 – INVESTMENT IN JOINT VENTURES (continued)

at 30 June 2002

Aggregate financial information:

	2002 R'000	2001 R'000
BALANCE SHEET		
Group's proportionate share of assets and liabilities:		
Equity and liabilities		
Shareholders' interest	18 582	55 584
Non-current liabilities	–	2 736
Current liabilities	85 682	230 140
	104 264	288 460
Assets		
Non-current assets	2 882	73 341
Current assets	101 382	215 119
	104 264	288 460
INCOME STATEMENT		
Group's proportionate share of income and expenditure:		
Revenue	292 685	654 451
Profit before taxation	18 582	43 275
Taxation	–	(378)
Profit after taxation	18 582	42 897
Dividends received	–	–
SUMMARISED CASH FLOW STATEMENT		
Cash flow from operating activities	(29 035)	(13 733)
Cash flow from investing activities	(70 458)	(2 022)
Cash flow from financing activities	26 283	(29 042)
Net increase in cash and cash equivalents	(73 210)	(44 797)

ANNEXURE 3 – INVESTMENT IN ASSOCIATES

at 30 June 2002

The total percentage holdings by the Group in the equity of each associate are as follows:

Associate	Nature of business	Number of shares issued	Proportion of issued shares held (%)
Unlisted			
Metsi Water and Sanitation Company (Proprietary) Limited	Water supply	2 250 ordinary shares of R1 each	23
Amanz' Abantu Services (Proprietary) Limited	Water supply	100 ordinary shares of R1 each	45
Equibuild (Proprietary) Limited	Construction	50 ordinary shares of R1 each	50
Dura Piling (Proprietary) Limited	Piling	3 404 000 ordinary shares of R1 each	15
Group Five Transafrica (Proprietary) Limited	Construction	400 ordinary shares of R1 each	33

ANNEXURE 3 – INVESTMENT IN ASSOCIATES (continued)

at 30 June 2002

Aggregate financial information:

	2002 R'000	2001 R'000
Unlisted		
BALANCE SHEET		
Group's proportionate share of assets and liabilities:		
Equity and liabilities		
Shareholders' interest	**5 945**	18 775
Non-current liabilities	**124**	1 213
Current liabilities	**32 966**	61 088
	39 035	81 076
Assets		
Non-current assets	**1 525**	14 999
Current assets	**37 510**	66 077
	39 035	81 076
INCOME STATEMENT		
Group's proportionate share of income and expenditure:		
Revenue	**88 409**	157 613
(Loss)/profit before taxation	**(3 423)**	4 614
Taxation	**(184)**	(1 404)
(Loss)/profit after taxation	**(3 607)**	3 210
Dividends received	**1 002**	759
SUMMARISED CASH FLOW STATEMENT		
Cash flow from operating activities	**(7 196)**	10 939
Cash flow from investing activities	**(114)**	(6 765)
Cash flow from financing activities	**(285)**	(4 174)
Net increase in cash and cash equivalents	**(7 595)**	–

ANNEXURE 4 – ANALYSIS OF SHAREHOLDERS

at 30 June 2002

Description of shareholder	Number of shareholders	%	Number of shares	%
Directors	6	0,3	793 210	1,0
Corporate entities	100	4,4	14 997 833	20,4
Nominees/Trusts/Trustees	138	6,1	2 334 815	3,2
Growth Funds/Unit Trusts	139	6,2	25 839 016	35,1
Individuals	1 871	82,9	8 977 073	12,2
Old Mutual main account	1	0,1	16 177 644	22,0
Treasury shares	1	0,0	4 453 432	6,1
	2 256	**100**	**73 573 023**	**100**
Shareholding categories				
1 – 1 000	1 086	48,1	428 271	0,6
1 001 – 10 000	845	37,5	3 624 936	4,9
10 001 – 100 000	264	11,7	8 435 436	11,5
Over 100 000	61	2,7	61 084 380	83,0
	2 256	**100**	**73 573 023**	**100**

NOTICE OF ANNUAL GENERAL MEETING

for the year ended 30 June 2002

GROUP FIVE LIMITED

(Registration number 1969/000032/06)

and its subsidiaries

Notice is hereby given that the thirty second annual general meeting of the shareholders of Group Five Limited will be held in the Lapa, 371 Rivonia Boulevard, Rivonia, Sandton, on Monday, 21 October 2002 at 12h00, to transact the following business:

1. To receive the audited annual financial statements and the Group annual financial statements for the year ended 30 June 2002, including the directors' report and the report of the auditors thereon.
2. To re-elect directors Baroness Chalker, Messrs P du Preez, D Paizes and H Banton, retiring in terms of Article 13.1 of the Company's Articles of Association, but being eligible, offer themselves for re-election.
3. To ratify the aggregate sum of the directors' fees for services as directors for the year ended 30 June 2002.
4. To authorise the directors to determine the auditors' remuneration for the past year and appoint the auditors for the forthcoming year.
5. To place the unissued shares under the control of the directors.
6. To transact such other business as may be conducted at an annual general meeting.

Note

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, vote, speak and act in his stead. A proxy need not be a member of the Company. If required, forms of proxy are available from the transfer secretaries in Johannesburg and is also attached in the body of this Annual Report.

Attention is drawn to the fact that, if it is to be effective, a completed proxy form must be deposited at the registered office of the Company or the Company's transfer secretaries at least 48 hours, excluding Saturdays, Sundays and public holidays, before the time appointed for the holding of the meeting.

GD Mottram

Company Secretary

21 August 2002

FORM OF PROXY

Group Five

Incorporated in the Republic of South Africa

(Registration number 1969/000032/06)

Share code: GRF ISIN: ZAE 000027405

I/We

of

being the holder/s of ordinary shares in the above Company, hereby appoint:

of

or, failing him,

of

or, failing him, the chairman of the meeting as my/our proxy, to attend and speak and vote on a show of hands or on a poll, for me/us and on my/our behalf, at the annual general meeting of the Company, to be held on 21 October 2002 and at any adjournment thereof, in the following manner:

Proposed ordinary resolutions	In favour	Against	Abstain
1. ***Resolution number 1*** Adoption of the annual financial statements for the year ended 30 June 2002.			
2. ***Resolution number 2*** Re-election of directors.			
3. ***Resolution number 3*** Ratify directors' fees for year ended 30 June 2002.			
4. ***Resolution number 4*** Directors authorised to determine auditors' remuneration and appoint auditors.			
5. ***Resolution number 5*** Placing the unissued shares under the control of the directors.			

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, vote, speak and act in his stead. A proxy need not be a member of the Company.

Signed at on 2002

Signature

Full name of signatory if signing in a representative capacity (see note 2).

Please use block letters.

NOTES TO PROXY

Notes

1. If two or more proxies attend the meeting, then that person attending the meeting whose name appears first on the proxy form, and whose name is not deleted, shall be regarded as the validly appointed proxy.
2. The authority of a person signing a proxy in a representative capacity must be attached to the proxy unless that authority has already been recorded by the Company.
3. In order to be effective, proxy forms must reach the registered office of the Company or the Company's transfer secretaries at least 48 hours before the time appointed for holding the meeting.
4. If this proxy form is returned without any indication as to how the proxy should vote, the proxy will be entitled to vote or abstain from voting as he thinks fit.
5. The delivery of the duly completed proxy form shall not preclude any member or his duly authorised representative from attending the meeting, speaking and voting instead of such duly appointed proxy.

Registered office

371 Rivonia Boulevard
Rivonia
Sandton
2128

PO Box 5016
Rivonia 2128

ADMINISTRATION

for the year ended 30 June 2002

Transfer secretaries

Computershare Investor Services Limited
11 Diagonal Street, Johannesburg 2001
Tel: (011) 370-5000
Fax: (011) 370-5271

Bankers

ABSA Bank Limited
FNB Corporate, a division of FirstRand Bank Limited
Standard Corporate and Merchant Bank

Auditors

PricewaterhouseCoopers Inc.

Secretary

GD Mottram

Remuneration committee

GM Thomas
MH Lomas
D Paizes
P du Preez

Group risk committee

GM Thomas
MH Lomas
L Chalker
HC Turner

Audit committee

GM Thomas
MH Lomas
D Paizes
HC Turner

Registered office

Registration number 1969/000032/06
Share code: GRF ISIN: ZAE 000027405
371 Rivonia Boulevard, Rivonia 2128
PO Box 5016, Rivonia 2128
Tel: (011) 806-0111
Fax: (011) 803-1324

SHAREHOLDERS' DIARY

February

Interim announcement

Interim dividend declared

April

Interim dividend paid

June

Financial year-end

August

Preliminary announcement

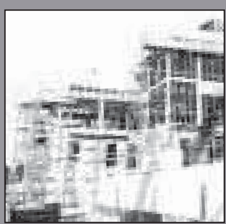
Final dividend declared

Annual report published

October

Final dividend paid

Annual general meeting

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Group Five