

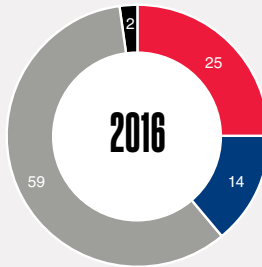


AUDITED RESULTS  
2016

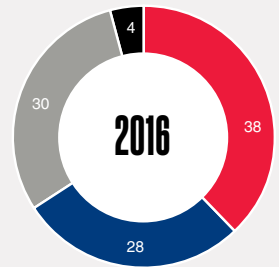
# HIGHLIGHTS

## Contribution by Segment (%)

Revenue



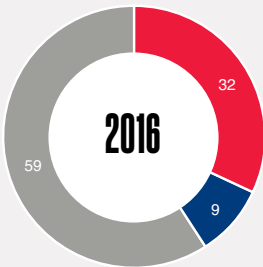
Operating profit



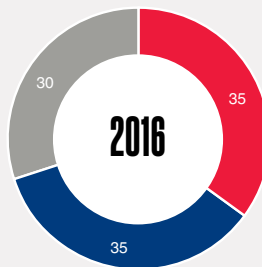
- Building and civil engineering (including Property developments)
- Roads and earthworks
- Australia
- Construction materials

## Contribution by Geography (%)

Revenue



Operating profit



- South Africa
- Rest of Africa
- Australia

**Revenue** ↑  
6,3% to R30,7 billion

2015: R28,8 billion  
(restated)

**Operating margin** ↑  
to 3,3%

2015: 2,7%  
(restated)

**HEPS** ↑

Continuing operations  
23,8% to 1 343 cents

2015: 1 085 cents  
(restated)

**Cash** ↑  
44% to R5,8 billion

2015: R3,9 billion

**ROCE** ↑  
to 22,9%

2015: 18,0%

**Dividend** ↑  
22% to 448 cents

2015: 368 cents

## CONTENTS

Basis of preparation	2
Independent auditor's report	3
Consolidated statement of financial performance and other comprehensive income	4
Consolidated statement of changes in equity	5
Consolidated statement of financial position	6
Consolidated statement of cash flows	7
Notes to the summary consolidated financial statements	8
Commentary	15
Shareholder analysis	22
Notice to the annual general meeting	24
Annexure 1: Directors' CVs	32
Administration	34
Form of proxy	35
Notes to the form of proxy	37

## BASIS OF PREPARATION

### for the year ended 30 June 2016

The summary consolidated financial statements are prepared in accordance with the JSE Limited Listings Requirements, the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, and at a minimum, contain the information required by IAS 34 Interim Financial Reporting and the requirements of the Companies Act of South Africa.

The accounting policies applied in the preparation of the annual consolidated financial statements, from which the summary consolidated financial statements were derived, are in terms of International Financial Reporting Standards and are consistent with the accounting policies applied in the preparation of the previous consolidated annual financial statements.

The summary consolidated financial statements have been compiled under the supervision of the Chief Financial Officer, Charles Henwood CA(SA) and were authorised by the board on 2 September 2016.

The directors take full responsibility for the preparation of the summary report and that the financial information has been correctly extracted from the underlying annual consolidated financial statements.

These summary consolidated financial statements for the year ended 30 June 2016 have been audited by BDO South Africa Inc., who expressed an unmodified opinion thereon. The auditor also expressed an unmodified opinion on the annual consolidated financial statements, a copy of which is available on the company's website at [www.wbho.co.za](http://www.wbho.co.za), or for inspection at the company's registered office.

## INDEPENDENT AUDITOR'S REPORT ON SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

### **To the Shareholders of Wilson Bayly Holmes-Ovcon Limited**

The summary consolidated financial statements of Wilson Bayly Holmes-Ovcon Limited, contained in this report, which comprise the summary consolidated statement of financial position as at 30 June 2016, the summary consolidated statements of financial performance and other comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Wilson Bayly Holmes-Ovcon Limited for the year ended 30 June 2016. We expressed an unmodified audit opinion on those consolidated financial statements in our report dated 2 September 2016. Our auditor's report on the audited consolidated financial statements contained an Other Matter paragraph: "Other reports required by the Companies Act" (refer below).

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements, therefore, is not a substitute for reading the audited consolidated financial statements.

### *Director's responsibility for the Summary Financial Statements*

The directors are responsible for the preparation of a summary of the audited consolidated financial statements in accordance with the JSE Limited's (JSE) requirements for summary financial statements, set out in the 'Basis of preparation' note to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements, and for such internal control as the directors determine is necessary to enable the preparation of summary consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's responsibility*

Our responsibility is to express an opinion on the summary consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810, Engagements to Report on Summary Financial Statements.

### *Opinion*

In our opinion, the summary consolidated financial statements derived from the audited consolidated financial statements of Wilson Bayly Holmes-Ovcon Limited for the year ended 30 June 2016 are consistent, in all material respects, with those consolidated financial statements, in accordance with the requirements of the JSE Listings Requirements for summary financial statements, as set out in the "Basis of Preparation" note set out in the summary consolidated financial statements and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

### *Other reports required by the Companies Act*

The Other reports required by the Companies Act paragraph in our audit report dated 2 September 2016 states that as part of our audit of the consolidated financial statements for the year ended 30 June 2016, we have read the Directors' report, the Audit Committee's report and the Company Secretary's Certificate for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated financial statements. These reports are the responsibility of the respective preparers. The paragraph states that, based on reading these reports, we have not identified material inconsistencies between these reports and the audited consolidated financial statements. The paragraph furthermore states that we have not audited these reports and accordingly do not express an opinion on these reports. The paragraph does not have an effect on the summary consolidated financial statements or our opinion thereon.

*BDO South Africa Inc.*

Per: **Jeanie Roberts**

Director

### **Registered Auditor**

2 September 2016

22 Wellington Road  
Parktown  
2193

CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE  
AND OTHER COMPREHENSIVE INCOME  
for the year ended 30 June 2016

	%	Audited 2016 R'000	Restated Audited 2015 R'000
	change		
<b>Revenue</b>	6,3	<b>30 650 309</b>	28 823 384
<b>Operating profit before non-trading items</b>	30,7	<b>1 004 557</b>	768 417
Impairment of goodwill		–	(115 982)
Impairment of property, plant and equipment		–	(53 926)
Profit on disposal of property		<b>29 166</b>	14 813
Share-based payment expense		<b>(42 481)</b>	(36 235)
<b>Operating profit</b>		<b>991 242</b>	577 087
Share of profits from associate		<b>45 659</b>	46 189
Net finance income		<b>203 014</b>	115 942
<b>Profit before taxation</b>		<b>1 239 915</b>	739 218
Taxation		<b>(395 715)</b>	(244 572)
<b>Profit from continuing operations</b>	70,7	<b>844 200</b>	494 646
(Loss)/profit from discontinued operations		<b>(122 350)</b>	109 491
<b>Profit for the year</b>		<b>721 850</b>	604 137
<b>Other comprehensive income</b>			
<i>Items that may be or have been reclassified to profit or loss</i>			
Translation of foreign entities		<b>101 651</b>	(269 854)
Share of associates' comprehensive income		<b>28 618</b>	7 018
Recycling of translation of foreign operations through profit or loss		<b>284 086</b>	–
<b>Total comprehensive income for the year</b>		<b>1 136 205</b>	341 301
<b>Profit attributable to:</b>			
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited		<b>725 533</b>	565 531
Non-controlling interests		<b>(3 683)</b>	38 606
		<b>721 850</b>	604 137
<b>Total comprehensive income attributable to:</b>			
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited		<b>1 081 409</b>	301 719
Non-controlling interests		<b>54 796</b>	39 582
		<b>1 136 205</b>	341 301
<b>Earnings per share – total operations</b>			
Earnings per share (cents)	29,1	<b>1 322,3</b>	1 023,8
Diluted earnings per share (cents)	29,1	<b>1 322,3</b>	1 023,8
Headline earnings per share (cents)	10,6	<b>1 293,6</b>	1 169,5
Dividend per share (cents)		<b>448,0</b>	368,0

## Summary Consolidated Financial Statements

	%	Audited 2016 R'000	Restated Audited 2015 R'000
	change		
<b>Profit from continuing operations attributable to:</b>			
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited		<b>766 031</b>	490 456
Non-controlling interests		<b>78 169</b>	4 190
		<b>844 200</b>	494 646
<b>Earnings per share – continuing operations</b>			
Earnings per share (cents)	57,2	<b>1 396,1</b>	887,9
Diluted earnings per share (cents)	57,2	<b>1 396,1</b>	887,9
Headline earnings per share (cents)	23,8	<b>1 342,9</b>	1 085,0

CONSOLIDATED STATEMENT OF  
CHANGES IN EQUITY  
for the year ended 30 June 2016

	Notes	Audited 2016 R'000	Restated Audited 2015 R'000	Restated Audited 2014 R'000
Shareholders' equity at the beginning of the year		<b>4 565 742</b>	4 547 413	4 423 257
Impact of prior period error	5	–	–	(43 827)
Shareholders' equity as restated		<b>4 565 742</b>	4 547 413	4 379 430
Profit for the year		<b>725 533</b>	565 531	422 742
Other comprehensive income		<b>355 876</b>	(263 812)	(21 490)
Dividend paid		<b>(242 864)</b>	(215 171)	(235 490)
Share buy-back		<b>(28)</b>	–	–
Derecognition of non-controlling interest		<b>(10 639)</b>	–	–
Treasury shares acquired		–	(52 079)	–
Share-based payment expense		<b>43 845</b>	32 117	33 337
Share-based payment settlement		<b>5 472</b>	845	12 496
Transactions with owners		<b>(14 508)</b>	(49 102)	(43 612)
<b>Shareholders' equity at the end of the year</b>		<b>5 428 429</b>	4 565 742	4 547 413

CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION  
at 30 June 2016

	Audited 2016 R'000	Restated Audited 2015 R'000	Restated Audited 2014 R'000
<b>ASSETS</b>			
Non-current assets			
Property, plant and equipment	1 710 358	1 984 417	2 164 724
Goodwill	572 102	498 266	644 936
Investment in associates	347 171	203 923	97 847
Investments	201 942	148 465	96 997
Long-term receivables	96 193	118 943	292 345
Deferred taxation	558 840	462 279	365 903
Total	3 486 606	3 416 293	3 662 752
Current assets			
Inventories	210 314	215 108	259 025
Amounts due by customers	514 438	1 058 957	929 688
Trade and other receivables	5 111 251	5 090 207	4 955 738
Taxation	294 687	355 900	356 268
Cash and cash equivalents	5 773 369	3 995 089	2 756 700
Total	11 904 059	10 715 261	9 257 419
Assets held-for-sale	–	237 610	477 642
<b>Total assets</b>	<b>15 390 665</b>	<b>14 369 164</b>	<b>13 397 813</b>
<b>EQUITY AND LIABILITIES</b>			
Capital and reserves			
Share capital	28 597	28 625	28 625
Non-distributable reserves	702 514	297 321	578 873
Retained earnings	4 697 318	4 239 796	3 939 915
<b>Shareholders' equity</b>	<b>5 428 429</b>	<b>4 565 742</b>	<b>4 547 413</b>
Non-controlling interests	258 421	262 443	273 776
Total	5 686 850	4 828 185	4 821 189
Non-current liabilities			
Cash-settled share scheme liability	17 571	22 734	18 761
Borrowings	17 010	112 530	166 142
Deferred taxation	24 253	47 708	32 591
Total	58 834	182 972	217 494
Current liabilities			
Excess billings over work done	1 917 491	1 499 471	1 417 028
Trade and other payables	5 508 209	5 570 407	4 699 740
Borrowings	87 355	139 045	147 201
Provisions	2 059 645	1 619 749	1 313 421
Taxation	51 106	97 150	110 379
Bank overdraft	21 175	–	115 605
Total	9 644 981	8 925 822	7 803 374
Liabilities associated with disposal group held-for-sale	–	432 185	555 756
<b>Total equity and liabilities</b>	<b>15 390 665</b>	<b>14 369 164</b>	<b>13 397 813</b>



CONSOLIDATED STATEMENT OF  
CASH FLOWS  
for the year ended 30 June 2016

	Audited 2016 R'000	Audited 2015 R'000
Operating profit before working capital requirements	1 681 906	1 410 626
Working capital changes	312 949	1 142 304
<b>Cash generated from operations</b>	<b>1 994 855</b>	<b>2 552 930</b>
Net finance income	141 641	69 531
Taxation paid	(487 234)	(363 767)
Dividends paid	(273 873)	(251 593)
<b>Cash retained from operations</b>	<b>1 375 389</b>	<b>2 007 101</b>
<b>Cash flow from investing activities</b>		
Advances of long-term receivables	(14 000)	(247 477)
Repayment of long-term receivables	500 284	16 058
Additions to investments	(27 874)	(58 127)
Loans advanced to associate	(68 353)	(67 132)
Proceeds on disposal of operations	–	161 106
Restructuring of debt on disposal of operations	(65 114)	–
Proceeds on disposal of property, plant and equipment	213 168	134 758
Purchase of property, plant and equipment	(116 206)	(202 436)
Cash flow from investing activities	421 905	(263 250)
<b>Cash flow from financing activities</b>		
Repayment of borrowings	(141 272)	(24 109)
Transactions with owners	(41 720)	(64 538)
Treasury shares acquired	(28)	(52 079)
Instalments in respect of capitalised finance leases	(139 302)	(153 824)
Cash flow from financing activities	(322 322)	(294 550)
<b>Increase in cash and cash equivalents</b>	<b>1 474 972</b>	<b>1 449 301</b>
Foreign currency translation effect	259 212	(146 214)
Overdraft in respect of disposal group at the beginning of the year	(332 180)	(268 450)
Cash and cash equivalents at the beginning of the year	3 995 089	2 641 095
Overdraft/(cash and cash equivalents) disposed of	355 101	(12 823)
Overdraft in respect of disposal group at the end of the year	–	332 180
<b>Cash and cash equivalents at the end of the year</b>	<b>5 752 194</b>	<b>3 995 089</b>

NOTES TO THE  
AUDITED RESULTS

for the year ended 30 June 2016

	Audited 2016 R'000	Restated Audited 2015 R'000
<b>1. RECONCILIATION OF HEADLINE EARNINGS</b>		
<b>Continuing operations</b>		
Attributable profit	766 031	490 456
<i>Adjusted for:</i>		
Impairment of goodwill	–	99 283
Impairment of property, plant and equipment*	–	49 953
Profit on disposal of property, plant and equipment*	(41 215)	(35 011)
Tax effect	12 038	(5 359)
<b>Headline earnings from continuing operations</b>	<b>736 854</b>	<b>599 322</b>
<b>Total operations</b>		
Attributable profit	725 533	565 531
<i>Adjusted for:</i>		
Impairment of goodwill	–	99 283
Impairment of property, plant and equipment*	–	49 953
Profit on disposal of property, plant and equipment*	(41 755)	(35 011)
Profit on disposal of associate*	–	(2 464)
Net loss/(profit) on disposal of operations*	13 939	(26 418)
Tax effect	12 125	(4 904)
<b>Headline earnings</b>	<b>709 842</b>	<b>645 970</b>

\* Net of non-controlling interests

## Notes to the Summary Consolidated Financial Statements

**2. DISCONTINUED OPERATIONS AND NON-CURRENT ASSETS HELD-FOR-SALE**

Following a decision to dispose of non-core operations in previous years, both 3Q Mahuma Concrete Holdings (Pty) Ltd (3Q) and Capital Star Steel (Mozambique) (CSS) have been classified as discontinued operations. Both operations were disposed of in the current year. 3Q was sold for a consideration of R140 million while R65 million was contributed towards debt restructuring in order to facilitate the disposal of CSS.

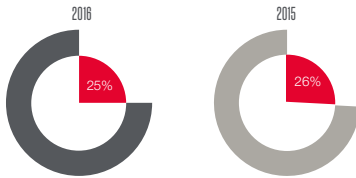
	<b>Audited 2016 R'000</b>	Restated Audited 2015 R'000
<b>Revenue</b>	<b>289 235</b>	601 006
<b>Operating (loss)/profit before non-trading items</b>	<b>(11 831)</b>	122 490
Profit on sale of associate	-	4 435
(Loss)/profit on disposal of operations	<b>(71 548)</b>	20 573
Profit on sale of property	<b>1 217</b>	-
Onerous contracts	<b>(14 753)</b>	-
Impairment of loans	<b>(2 683)</b>	-
<b>Operating (loss)/profit</b>	<b>(99 598)</b>	147 498
Net finance costs	<b>(13 520)</b>	(20 932)
<b>(Loss)/profit before tax</b>	<b>(113 118)</b>	126 566
Taxation	<b>(9 232)</b>	(17 075)
<b>(Loss)/profit for the year</b>	<b>(122 350)</b>	109 491
<b>(Loss)/profit attributable to:</b>		
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited	<b>(40 498)</b>	75 077
Non-controlling interests	<b>(81 852)</b>	34 414
	<b>(122 350)</b>	109 491
<b>Disposal group held-for-sale</b>		
Property, plant and equipment	-	206 079
Inventories	-	5 000
Trade and other receivables	-	10 418
Taxation	-	29
Cash and cash equivalents	-	16 084
<b>Total assets</b>	-	237 610
Trade and other payables	-	(10 382)
Borrowings	-	(73 540)
Bank overdraft	-	(348 263)
<b>Total liabilities</b>	-	(432 185)

NOTES TO THE  
AUDITED RESULTS (CONTINUED)  
for the year ended 30 June 2016

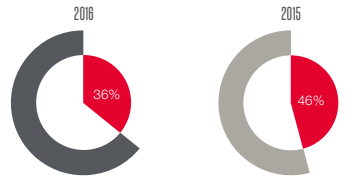
### 3. SEGMENTAL INFORMATION

#### Building and civil engineering

##### Revenue



##### Operating profit



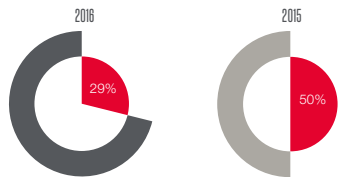
	2016 R'000	2015 R'000
Revenue	7 536 471	7 385 199
Operating profit before non-trading items	369 585	351 685
Depreciation	65 751	57 662
Capital expenditure	48 511	74 804

#### Roads and earthworks

##### Revenue



##### Operating profit

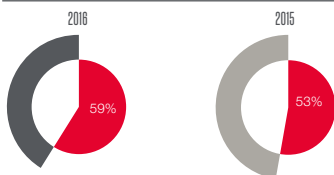


	2016 R'000	2015 R'000
Revenue	4 333 788	5 282 022
Operating profit before non-trading items	283 422	380 260
Depreciation	104 993	133 037
Capital expenditure	52 685	188 218

## Notes to the Summary Consolidated Financial Statements

## Australia

## Revenue



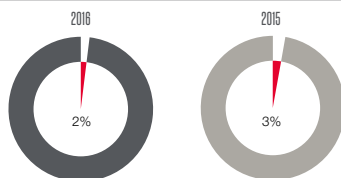
## Operating profit



	2016 R'000	2015 R'000
Revenue	18 112 931	15 351 787
Operating profit before non-trading items	300 392	10 612
Impairment of goodwill	–	106 857
Profit on sale of property	29 166	–
Impairment of property, plant and equipment	–	53 926
Depreciation	62 245	76 438
Capital expenditure	8 234	44 936

## Construction materials

## Revenue



## Operating profit



	2016 R'000	Restated 2015 R'000
<b>Continuing operations</b>		
Revenue	648 239	753 646
Operating profit before non-trading items	36 502	12 542
Impairment of goodwill	–	9 125
Depreciation	9 521	13 069
Capital expenditure	17 214	19 017

NOTES TO THE  
AUDITED RESULTS (CONTINUED)  
for the year ended 30 June 2016

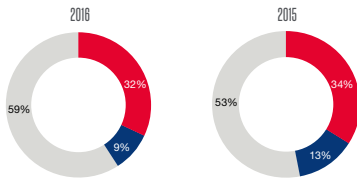
**3. SEGMENTAL INFORMATION (continued)**

**Property developments**

	2016 R'000	2015 R'000
Revenue	18 880	50 730
Operating profit before non-trading items	14 656	13 318

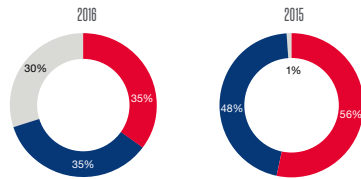
**Geographical area**

**Revenue**



- South Africa
- Rest of Africa
- Australia

**Operating profit**



	2016 R'000	Restated 2015 R'000
<b>Revenue</b>		
South Africa	9 739 222	9 796 003
Rest of Africa	2 798 156	3 675 594
Australia	18 112 931	15 351 787
	<b>30 650 309</b>	<b>28 823 384</b>
<b>Operating profit before non-trading items</b>		
South Africa	346 354	427 697
Rest of Africa	357 811	330 108
Australia	300 392	10 612
	<b>1 004 557</b>	<b>768 417</b>

**Summary Consolidated Financial Statements**

	<b>Audited 2016</b>	Audited 2015
<b>4. ORDINARY SHARES</b>		
Ordinary shares in issue ('000)	<b>63 190</b>	66 000
Weighted average number of shares ('000)	<b>54 870</b>	55 236
Diluted weighted average number of shares ('000)	<b>54 870</b>	55 236

**5. RESTATEMENT OF PRIOR YEAR FIGURES**

During the year, the group became aware of errors made in calculating the secondary tax on companies (STC) for the 2009 and 2011 financial years. At year end, it was also discovered that in the prior year inter-company revenue from Capital Africa Steel (Pty) Ltd had not been eliminated.

During the year, 3Q Mahuma Concrete Holdings (Pty) Ltd was also classified as a discontinued operation. The impact of the restatements are disclosed below:

**Statement of financial position**

	Retained earnings R'000	Taxation liability R'000
Balance at 30 June 2014 as previously reported	3 983 742	66 552
Taxation and accrued interest	(40 886)	40 886
Accrued interest 2014	(2 941)	2 941
Restated balance at 30 June 2014	3 939 915	110 379
Balance at 30 June 2015 as previously reported	4 286 772	50 174
Taxation and accrued interest	(40 886)	40 886
Accrued interest 2014	(2 941)	2 941
Accrued interest 2015	(3 149)	3 149
Restated balance at 30 June 2015	4 239 796	97 150

**Statement of financial performance and other comprehensive income**

	Revenue	Contract costs
As previously reported at 30 June 2015	29 522 972	(27 376 407)
Reclassification of discounted operations	(468 780)	424 395
Elimination of inter-company revenue	(230 808)	230 808
	28 823 384	(26 721 204)
		Profit for the year
As previously reported at 30 June 2015		607 286
Accrued interest 2015		(3 149)
		604 137

NOTES TO THE  
AUDITED RESULTS (CONTINUED)  
for the year ended 30 June 2016

**5. RESTATEMENT OF PRIOR YEAR FIGURES (continued)**

**Earnings per share and total headline earnings  
per share (cents)**

	Earnings per share	Headline earnings per share
As previously reported at 30 June 2015	1 029,5	1 175,2
Impact of restatement	(5,7)	(5,7)
	1 023,8	1 169,5

There was no impact on the statement of cash flows.



## COMMENTARY

### FINANCIAL REVIEW

#### Performance

##### *Continuing operations*

The group delivered strong financial results this year. Markets were once again characterised by strong Australian building markets and subdued civil engineering markets globally. While local building markets have begun to taper, the group has shown good growth from this sector as it continues to increase its market share.

Revenue from continuing operations increased by 6% to R30,7b for the year ended 30 June 2016 as further growth within the group's building divisions, both in Africa and Australia, continued to moderate the impact of lower activity levels within the mining and other civil engineering sectors.

The impact of these challenging conditions is evident within the group's African-based operations where revenue decreased by 7% following declines in revenue from both the Roads and earthworks and Civil engineering divisions. Revenue growth in Australia reflects real growth of 8% in Australian dollar terms but was assisted by a weaker rand, where currency effects amounting to R1,5b resulted in overall growth of 18%.

Operating profit before non-trading items increased by 31% to R1b from R768m. This reflects the healthy recovery in profitability in Australia from R11m to R300m, where in the previous year losses on four civil engineering projects were recognised. Profitability from Australia this year was further supported by R45m in unrealised exchange gains following the devaluation of the Rand. Profitability from African based operations declined by 7% in line with lower activity levels.

While the overall margin of 3,3% reflects an improvement over the margin of 2,7% achieved at 30 June 2015, the volume of Australian-based projects, increased local building activity and a heavier weighting toward roadwork within the Roads and earthworks division resulted in the margin being constrained towards the lower end of the group's targeted range of between 3% and 4,5%.

##### *Share-based payment expense*

A share-based payment expense of R42m was recognised for the year ended 30 June 2016, which relates to the WBHO Share Plan for executive management, Akani (the group's broad-based share scheme initiative) and various management share schemes in place.

The vesting period in respect of the black partners participating in the Akani scheme matures in October 2016. A new broad-based black economic scheme is being developed to align to the new Construction Sector Codes which are yet to be gazetted.

##### *Discontinued operations*

During the year, the conditions precedent to the finalisation of the sale agreement in respect of Capital Star Steel (CSS), the pipe factory in Mozambique, were fulfilled and the sale was effected on 22 April 2016. The loss on disposal amounting to R67m largely reflects the release of the foreign currency translation reserve to profit and loss upon disposal.

The conditions precedent and all agreements ancillary to the Assets for Shares Agreement in respect of 3Q Mahuma Concrete Holdings (Pty) Ltd (3Q), a subsidiary of Capital Africa Steel (CAS), were concluded on 30 June 2016. A loss on disposal amounting to R5m was recognised on the transaction.

The losses on disposal in respect of both sale transactions are disclosed within the total loss from discontinued operations in the current year. The results for the comparative period to 30 June 2015 have been restated in accordance with IFRS to reflect the classification of 3Q as a discontinued operation.

##### *Earnings, headline earnings and dividend per share*

Earnings per share from continuing operations increased by 57% from 888 cents per share to 1 396 cents per share at 30 June 2016 and reflects the improved operating performance from Australia, profit on the disposal of property in Australia and the absence of any non-trading impairments in the current year.

Headline earnings per share from continuing operations, which excludes the effects of any impairments and profits or losses on disposal of assets, increased by 24% from 1 085 cents per share to 1 343 cents per share.

## COMMENTARY (CONTINUED)

Full earnings per share increased by 29% to 1 322 cents per share from 1 024 cents per share in the prior period and reflects the impact of the losses recognised on the disposal of businesses in respect of CSS which have been disclosed under discontinued operations. Full headline earnings per share increased by 11% over the comparative period.

The board declared a gross dividend of 448 cents per share, an increase of 22% over the prior period.

### *Property, plant and equipment*

The lower activity levels experienced within the Roads and earthworks and Civil engineering divisions is further reflected in significantly lower capital expenditure of R127m in the current year (2015: R327m), which has been constrained to the purchase and replacement of key items of plant. Accordingly, depreciation decreased from R296m to R258m. The approved capital expenditure budget for FY17 amounts to R305m.

### *Associated companies*

The group has a significant interest in three associated companies: Gigajoule International, a shareholder in the Matola Gas Company which sells and distributes gas in Mozambique; Gigawatt Power, a concession company providing electricity generated from a newly constructed gas-fired power station in Mozambique; and Dipalopalo, the company responsible for the construction of a new building for the Department of Statistics and provision of serviced accommodation over the term of the concession.

Equity of R27m and R43m was invested in Dipalopalo and Gigawatt Power respectively during the current year bringing the total equity investment in these companies to R162m. Construction of both the power station in Mozambique and the building for the Department of Statistics was essentially finished at 30 June 2016, however the final completion of both these engineer, procure, construct (EPC) projects, where the contractor assumes the risk in respect of delivering the specified output, has yet to be finalised.

Income from associate of R46m relates to the group's share of income in respect of gas supplied by the Matola Gas Company and the sale of electricity by Gigawatt Power. No income has yet been recognised in respect of Dipalopalo.

### *Amounts due by customers*

The substantial decrease of R545m in uncertified revenue, classified as amounts due by customers, relates primarily to the completion of the gas-fired power station in Mozambique and the North South Carrier pipeline in Botswana where payment was effected upon achieving certain project milestones which did not necessarily correlate with the actual work executed.

### *Cash*

The group's cash balances increased by a further R1,8b to R5,8b in the current year. The increase reflects strong cash generation from operations, the repayment of mezzanine financing in the amount of R500m and currency gains of R259m.

### *Changes in shareholding*

During the year, members of Probuild's management, who were party to the purchase of Contexx Pty Ltd by Probuild in FY13, exercised their put options resulting in the acquisition of a further 2.79% interest in Probuild. The shares were acquired at a cost of R37m and an amount of R17m was debited to equity. A further 12.5% interest in Renniks Construction was also acquired at a cost of R6m.

### *Provisions*

The increase in provisions of R440m relates to provisions raised for costs to finalise EPC projects to the required specifications as well as an increase in the provision for annual bonuses due to improved profitability.

### *Guarantees*

Financial guarantees issued to third parties amount to R9,5b compared to R6,2b issued as at 30 June 2015.

## OPERATIONAL REVIEW

### BUILDING AND CIVIL ENGINEERING

	2016 Rm	2015 Rm
Revenue (2% growth)	<b>7 536</b>	7 385
Operating profit (4,9% margin)	<b>370</b>	352

#### *Building*

The high levels of local building activity experienced in previous years were sustained in FY16 and building revenue from South Africa grew strongly by 26%. Although most of the growth was concentrated in Gauteng, revenue growth was also achieved in both the Western Cape and KZN while revenue from the Eastern Cape remained consistent with the previous year.

Activity within the commercial office sector saw an upswing in FY15 with the division securing contracts for new offices for Discovery and PricewaterhouseCoopers and a new office development at the Rosebank Towers. Progress on these projects gained traction this year, which together with the further construction of phase 3 at the Alice Lane precinct in Sandton and the new offices for the Department of Statistics in Tshwane, resulted in revenue from this sector increasing substantially. Despite a reduction in the number of available projects from the retail sector in Gauteng and the surrounding areas, the division's revenue from this sector remained stable in FY16 through the ongoing construction of the Mall of Africa at Waterfall, which successfully opened on time in April 2016, the Menlyn Main precinct in Tshwane and the award of the Thavhani Mall in Limpopo.

In the Western Cape, ongoing construction at the V&A Waterfront, the fit-out of a new hospital for Netcare and the completion of three residential apartment blocks were the main source of construction activity during the year. In KZN, having completed the remaining commercial offices on the Umhlanga Ridge in the first half of the year, revenue was underpinned by retail activity in FY16, derived mainly from construction of the Ballito Junction shopping centre awarded in FY15 and the newly awarded Cornubia shopping centre in Umhlanga in FY16. Revenue was further supported by a number of healthcare projects. Revenue from the Eastern Cape was generated from further extensions to the Greenacres shopping centre, ongoing construction of the new administration building for Transnet at COEGA and new offices for SANRAL in Baywest.

Building activity in Ghana was again centred on retail developments and following growth of 30% in FY15, revenue was sustained at these levels in FY16. In Accra, the refurbishment and extensions to the Accra mall as well as construction of the Achimota shopping centre were completed while in Kumasi, construction of a new mall is progressing well.

#### *Civil engineering*

The persistent commodity price 'slump' continues to curb the number of available projects from the mining sector. Due to its heavy reliance on this sector, the Civil engineering division has in recent years been particularly affected by the downturn with revenue decreasing by 40% in FY16. Having completed all existing mining projects during the current year, finding replacement work has been challenging and the continued right-sizing of the division has remained necessary. The extensions to the Cullinan Mill and a new parkade for Nedbank were completed in the second half of the year while the re-access works at Kusile Power Station are ongoing. Revenue from the rest of Africa once again decreased having completed the construction of a new gas-fired power station at Ressano Garcia, Mozambique, in conjunction with the group's Projects and Roads and earthworks divisions. The division continues to secure sufficient smaller-scale mining and industrial projects in Zambia to retain a presence in the region.

## COMMENTARY (CONTINUED)

## ROADS AND EARTHWORKS

	<b>2016</b>	2015
	<b>Rm</b>	Rm
Revenue (18% decline)	<b>4 334</b>	5 282
Operating profit (6,5% margin)	<b>283</b>	380

Despite revenue from the group's Roads and earthworks division decreasing by 18% in FY16, following lower revenues generated from the energy and pipeline sectors, the division has delivered more than credible results given the current environment. The completion of the gas-fired power station in Mozambique together with lower revenue from projects at Kusile were behind the decrease in revenue from the energy sector, while within the pipeline sector, two targeted large-scale pipeline projects did not materialise. The Pipeline division completed the construction and commissioning of the Mooi Mgeni pipeline in KZN in the second half of FY16, while in Botswana commissioning of the North South Carrier Pipeline has commenced and trial operations will continue into FY17. Mining related activity in South Africa decreased substantially this year following the completion of existing projects, however the division performed well in replacing this work with mining projects in Mozambique, Botswana and West Africa. In Mozambique these projects consisted of civil works for a railway workshop facility at Nacala, loop lines on the Vale coal line at Nampula as well as a tailings facility for ICVL and coal handling for Vale, in Tete. The remaining mining activity consisted of a tailings dam and tailings treatment plant in Botswana and various smaller-scale projects in West Africa. The high volume of roadwork on hand persisted through FY16. Locally, construction consisted of the bus rapid transport projects in eThekweni and Sandton, including the iconic M1 bridge project in Marlboro, which together with a number of new SANRAL projects were the primary sources of activity. SANRAL projects include the R24 Rustenburg, N2 Grahamstown, N5 Harrismith executed by Edwin Construction and the N3 Cedara by Roadspan. Both Roadspan and Edwin Construction experienced lower revenue following lower spend from provincial government and extremely competitive pricing.

## AUSTRALIA

	<b>2016</b>	2015
	<b>Rm</b>	Rm
Revenue (18% growth)	<b>18 113</b>	15 352
Operating profit (1,7% margin)	<b>300</b>	11

**Building**

Following strong growth of 42% in FY15, Probuild's building divisions delivered further growth of 18% in FY16. Good growth was again achieved in Victoria where retail and residential activity were the main sources of work. The Eastland shopping centre was completed during the year while extensions to the Chadstone shopping centre will continue into FY17. Residential activity consisted of a number of residential towers secured toward the end of FY15, most notably the iconic Aurora apartments, as well as construction of the Caulfield Village development adjacent to the Melbourne Race Club. Entry into the Queensland market is now firmly entrenched and the business continues to perform well. Further growth was achieved this year following the award of two additional projects to the value of AU\$360m which complemented the ongoing construction of the Grand Central shopping centre in Toowoomba and now completed Iglu student accommodation. In New South Wales revenue growth was moderate with activity being centred around residential developments as three apartment blocks were completed during the year. In Western Australia building activity remained constrained owing to a subdued mining sector. Revenue from Monaco Hickey was again lower in FY16 in response to a declining health and pharmaceuticals market, however the business has successfully entered both the residential and commercial sectors during the year as part of the broader strategy to expand the business into the sub AU\$50m general building market.

**Civil Engineering**

Revenue from WBHO Infrastructure, the group's civil engineering business in Australia, decreased in FY16 as a result of the planned restructuring of the business. The Western Region has performed well in a declining market negatively affected by poor mining related activity and has returned to profitability. In line with the business's strategic long-term focus on being a national player in the infrastructure market, various projects within the road,

resources and telecommunications sectors in the Western region were secured while a number of projects in the eastern states of Victoria and New South Wales were also targeted. Two of these projects, both major transport infrastructure capital works, were successfully secured and construction commenced in the second half of the year. These projects combined with lower restructuring costs resulted in better than expected profitability.

## CONSTRUCTION MATERIALS

	2016 Rm	2015 Rm
Continuing operations		
Revenue (14% decline)	<b>648</b>	754
Operating profit (5,7% margin)	<b>37</b>	13

Following the disposal of 3Q Mahuma Concrete Holdings (Pty) Ltd during the year, continuing operations now consist only of Reinforced Mesh Solutions where revenue decreased marginally in FY16 following strong growth in the prior period. Profitability improved significantly from R13m to R37m achieving a margin of 6%. Demand from the local building sector continues to support activity levels.

## ORDER BOOK AND PROSPECTS

Order book by segment %	%	2016		2015	
		Rm	%	Rm	
Building and civil engineering	20	8 683	24	9 136	
Roads and earthworks	8	3 041	10	3 789	
Australia	72	30 976	66	24 507	
Total	100	42 700	100	37 432	

Order book by geography %	%	2016		2015	
		Rm	%	Rm	
South Africa	25	10 532	29	11 005	
Rest of Africa	3	1 192	5	1 920	
Australia	72	30 976	66	24 507	
Total	100	42 700	100	37 432	

The order book at 30 June 2016 has increased by 14% over the prior period and reflects a sharp increase in the order book of the Australian building divisions while the Building and civil engineering and Roads and earthworks order books have declined both locally as well as in the rest of Africa.

The Australian order book now comprises 72% of the total book while the African book has dropped to 28% compared to 34% at 30 June 2015. While the proportion of the book may seem heavily weighted toward Australia, the Australian order book traditionally has a longer horizon. Only 64% of the Australian order book relates to FY17 whereas 79% of the African book relates to FY17.

Due to the increased activity in Australia and the continued heavy weighting toward lower margin building and roadwork, margins are likely to remain at the lower end of the group's targeted range over the short to medium term.

### South Africa and the rest of Africa

The local building market continues to deliver sufficient major projects each year. The Building division's reputation for being the contractor of choice in South Africa has resulted in a significant increase in market share in recent years. With 78% of FY16 revenue already secured for FY17, activity levels and margins are expected to be sustained over the short to medium term.

## COMMENTARY (CONTINUED)

In Gauteng, new contract awards in the second half of the year include Times Square at the Menlyn precinct, offices at Loftus Park in Tshwane and an office development at 92 Rivonia in Sandton. These projects together with ongoing construction of offices for Discovery in Sandton, PricewaterhouseCoopers in Waterfall, Midrand and the Thavani Mall in Limpopo will comprise the main source of activity in FY17.

In KZN, we expect strong activity in FY17, underpinned by the ongoing construction of two major shopping centres, Ballito Junction due for completion in FY17 and Cornubia shopping centre in Umhlanga due for completion in FY18. In the commercial office sector the division secured a project for the construction of new offices for ABSA late in FY16. Additional opportunities within the entertainment and healthcare sectors are also being pursued. In the Western Cape activity is expected to taper due to the completion of various projects at the V&A Waterfront in the first half of the year. A number of projects in the residential apartment and healthcare sectors are being targeted for the second half of the year.

In the rest of Africa, the Building division has secured its first commercial office development and is the preferred contractor on an additional retail development in Ghana while ongoing construction of the Kumasi Mall will continue into the second half of FY17.

While conditions within the civil engineering industry are considered to be at the lowest levels seen in many years, positive signs are beginning to emerge. A number of large infrastructure projects have recently been brought to the market and certain mining houses are again making enquiries in respect of budget prices with projects which had previously been shelved now seemingly being resurrected. In the year ahead the Civil engineering division will continue with the re-access works at the Kusile power station and construction of a new furnace for Northam Platinum. The Civil engineering division, in conjunction with the group's Roads and earthworks division, is also the preferred contractor for the construction of a world class commercial crude oil terminal facility at Saldanha in the Western Cape. Various potential mining projects are also being targeted for the second half of the year. In Zambia, future work will be centred at the Mopani copper mine with potential for further opportunities at the mine as well as opportunities from the agricultural sector.

The Roads and earthworks order book has decreased by 16% from FY15. Subsequent to the completion of the gas-fired power station and a number of mining related projects in Mozambique in FY16, it is expected that activity in the rest of Africa will decrease in FY17, however a significant portion of this work has been replaced with local projects. A further R480m has been secured post the financial year end. As mentioned above, the division is the preferred contractor for the construction of a commercial crude oil terminal facility in Saldanha which will provide a significant amount of work for the earthworks and pipeline businesses within the division. Additionally, the division is at an advanced stage of negotiations with the developer of a logistics park in KZN as well as further opportunities in the mining sector which is showing signs of recovery. Having secured a large number of roadwork projects in FY16, the weighting toward this sector will increase further in FY17, creating added margin pressure. Roadspan in particular has a robust order book while Edwin is also expecting increased activity in the year ahead. In Botswana, construction of a new pump station along the North South Carrier pipeline along with various smaller-scale mining related projects will support activity next year, while in Mozambique, work on the coal mines will continue through the first half of the year with the potential for additional packages to be secured. In addition to targeting a further section of the EN4, the division is exploring a number of opportunities in other East African countries. The order book in West Africa remains subdued, however the division is adept at securing sufficient ongoing short-term projects to retain a presence in the region.

### Australia

The continued strength in Australian building markets is clearly reflected by the growth in Probuild's order book. Probuild is considered to be one of two dominant builders in Melbourne, Victoria. This year the group has focused on strengthening its footprint in other states in order to decrease potential over-exposure to the Victorian market should demand begin to subside. As a result, at 30 June 2016 the order books of Queensland, New South Wales and Western Australia have shown exceptional growth, while the Victorian order book has decreased by 16%. In Victoria, completion of the Werribee shopping centre and extensions to the Chadstone shopping centre, the expansion of the Melbourne Convention and Exhibition Centre and broader South Wharf precinct and construction of six residential towers will drive activity in FY17. In New South Wales, the second phases of the Promenade and Shore apartments are the main source of work, while in Western Australia, the

group was recently awarded a project for the construction of The Towers and Ritz Carlton at Elizabeth Quay, the \$500 million centre piece of Perth's most prestigious waterside precinct. Construction activity in Queensland for FY17 will largely comprise completion of the Toowoomba shopping centre, Cooparoo Square, a mixed-use development and the six-star Jupiter Hotel on the Gold Coast.

While retaining its presence in Western Australia, WBHO Infrastructure has emphasised pursuing infrastructure opportunities in Victoria and New South Wales this year, culminating in the award of two road projects in the second half of the year and increasing the civil engineering order book by 77%. Successful execution of these projects is key to building relationships and demonstrating capability in these markets in order to further the division's strategy to be a significant player in the national infrastructure market. Additional opportunities are being pursued in the renewable energy, road, port and rail sectors. The Western Region has renewed a number of maintenance contracts in the mining and oil and gas sectors while successfully securing major capital works in the resources and road sectors, enabling the division to increase its order book by 30% compared with the prior period. It is particularly pleasing to note that the division has secured projects to the value of AU\$107m subsequent to 30 June 2016.

### **INDUSTRY MATTERS**

With regard to the two outstanding cases referred to the Competition Tribunal previously reported on, WBHO remains confident that it can defend these matters as well as the civil claims received from the City of Cape Town and South African National Roads Agency.

### **SAFETY**

Following an increase in the group's LTIFR from 0.75 at 30 June 2015 to 1.0 at 31 December 2015, we have successfully reduced the LTIFR back to 0.94 in the second half of the year. Regrettably, one subcontractor work-related fatality was experienced during the year. We extend our heartfelt condolences to the affected family, friends and colleagues.

### **APPRECIATION**

The directors and management once again thank our clients and other stakeholders for their ongoing support and loyalty and in particular thank our employees for their unwavering commitment which has culminated in a strong set of results under challenging conditions.

### **DIVIDEND DECLARATION**

Notice is hereby given that the directors have declared a final gross dividend of 313 cents per share (2015: 258 cents) payable to all shareholders recorded in the register on 18 October 2016. In terms of the dividends tax legislation the following information is disclosed:

The dividend is made from income reserves and is subject to dividend withholding tax of 15% which results in a net dividend of 266.05 cents per share. The number of shares in issue at date of declaration amount to 63 190 064 (54 860 514 exclusive of treasury shares) and the company's tax reference number is 9999597710.

In order to comply with the requirements of Strate, the following details are relevant:

Last date to trade cum dividend:	Tuesday, 18 October 2016
Trading ex dividend commences:	Wednesday, 19 October 2016
Record date:	Friday, 21 October 2016
Payment date:	Monday, 24 October 2016

Shares may not be dematerialised or rematerialised between Wednesday, 19 October and Friday, 21 October 2016 both dates inclusive.

**MS Wylie**  
*Chairman*

**EL Nel**  
*Chief Executive Officer*

**CV Henwood**  
*Chief Financial Officer*

2 September 2016

## SHAREHOLDER ANALYSIS

### for the year ended 30 June 2016

**Company:** Wilson Bayly Holmes-Ovcon Limited  
**Register date:** 1 July 2016  
**Issued Share Capital:** 63 190 064

	Number of Shareholdings	%	Number of Shares	%
<b>Shareholder spread</b>				
1 – 1 000 shares	3 301	73,14	1 045 145	1,65
1 001 – 10 000 shares	838	18,57	2 703 321	4,28
10 001 – 100 000 shares	281	6,23	9 981 516	15,80
100 001 – 1 000 000 shares	82	1,82	23 852 743	37,75
1 000 001 shares and over	11	0,24	25 607 339	40,52
<b>Total</b>	<b>4 513</b>	<b>100,00</b>	<b>63 190 064</b>	<b>100,00</b>
<b>Distribution of shareholders</b>				
Banks/Brokers	83	1,84	13 062 172	20,67
Close Corporations	32	0,71	17 269	0,03
Empowerment	4	0,09	7 418 313	11,74
Endowment Funds	26	0,58	219 071	0,35
Individuals	3 089	68,45	4 562 964	7,22
Insurance Companies	46	1,02	2 240 677	3,55
Investment Companies	4	0,09	353 618	0,56
Medical Schemes	22	0,49	166 442	0,26
Mutual Funds	147	3,26	14 954 174	23,67
Other Corporations	23	0,51	19 126	0,03
Private Companies	84	1,86	487 318	0,77
Public Companies	4	0,09	12 019	0,02
Retirement Funds	237	5,25	14 005 703	22,16
Share Trust	3	0,07	2 517 745	3,98
Trusts	709	15,71	3 153 453	4,99
<b>Total</b>	<b>4 513</b>	<b>100,00</b>	<b>63 190 064</b>	<b>100,00</b>



	Number of Shareholdings	%	Number of Shares	%
<b>Public/non-public shareholders</b>				
<b>Non-Public Shareholders</b>	12	0,27	10 832 948	17,14
Directors and Associates	5	0,11	261 182	0,41
Akani Investment Holdings (Pty) Ltd	4	0,09	7 418 313	11,74
WBHO Share and Management Trusts	3	0,07	3 153 453	4,99
<b>Public Shareholders</b>	4 501	99,73	52 357 116	82,86
<b>Total</b>	4 513	100,00	63 190 064	100,00
<b>Beneficial shareholders holding 3% or more</b>				
Government Employees Pension Fund			7 484 477	11,84
Akani Investment Holdings (Pty) Ltd			7 418 313	11,74
Allan Gray (Pty) Ltd			6 860 195	10,86
Sanlam Investment Management (Pty) Ltd			2 731 654	4,32
WBHO Management Trust			2 475 370	3,92
<b>Total</b>			26 970 009	42,68
<b>Geographical breakdown</b>				
South Africa			49 003 885	77,55
United States of America and Canada			10 252 346	16,22
United Kingdom			2 736 523	4,33
Europe			597 216	0,95
Rest of the World			600 094	0,95
<b>Total</b>			63 190 064	100,00

NOTICE TO THE  
ANNUAL GENERAL MEETING  
for the year ended 30 June 2016

Notice is hereby given that the 34th annual general meeting (AGM) of the shareholders of Wilson Bayly Holmes-Ovcon Limited (WBHO) (the company) for the year ended 30 June 2016 will be held at 53 Andries Street, Wynberg, Sandton at 11:00 on Wednesday, 16 November 2016.

Kindly note that meeting participants (including shareholders and proxies) are required to provide satisfactory identification before being entitled to participate in, or vote at the AGM. Valid forms of identification are identity documents, driver's licences and passports.

At the AGM, the business to be transacted includes the following special and ordinary resolutions. These are set out in the manner required by the Companies Act of South Africa No 71 of 2008, (the Act), as read with the Listings Requirements of the JSE Limited (JSE Listings Requirements) where the ordinary shares of the company are listed. The meeting is to be participated in, and voted on, by shareholders registered on the record date of Friday, 11 November 2016.

**ELECTRONIC PARTICIPATION**

The company intends to offer shareholders reasonable access to attend the AGM through electronic conference call facilities in accordance with the provisions of the Act. Shareholders wishing to participate in the AGM electronically are required to deliver written notice (the notice) to the company at 53 Andries Street, Wynberg, Sandton, marked for the attention of Shereen Vally-Kara, the Company Secretary, by no later than 09:00 on Friday, 11 November 2016.

In order for the notice to be valid it must contain:

- (a) if the shareholder is an individual, a certified copy of his or her identity document and/or passport;
- (b) if the shareholder is not an individual, a certified copy of a resolution passed by the relevant entity and a certified copy of the identity documents and/or passports of the signatories to the resolution (the resolution must state who is authorised to represent the entity at the AGM via electronic communication); and
- (c) a valid email address and/or facsimile number (the contact address/number).

Voting on shares will not be possible via electronic communication. Shareholders participating electronically and wishing to vote, will need to be represented at the AGM, either in person, by proxy or by letter of representation.

The company shall use all reasonable endeavours to notify shareholders, who have delivered a valid notice at its contact address/number, of the relevant details through which shareholders can participate via electronic communication on or before 16:00 on Friday, 11 November 2016.

**PRESENTATION OF ANNUAL FINANCIAL STATEMENTS**

The annual financial statements of the company and its subsidiaries for the year ended 30 June 2016, as approved by the board of directors of the company, have been distributed as required and will be presented to shareholders at the AGM. Summarised financial statements are included in this leaflet and the full audited consolidated financial statements are available online under the Investor section of the company's website at [www.wbho.co.za](http://www.wbho.co.za).

**ORDINARY RESOLUTION NUMBER 1**

**Re-appointment of auditors**

RESOLVED, upon the recommendation of the Audit committee, that BDO South Africa Inc. be re-appointed as the independent external auditors of the company and Mrs J Roberts, as the partner, is hereby appointed as the designated auditor to hold office for the ensuing year.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to cast on the resolution.

## **ORDINARY RESOLUTION NUMBER 2**

### **Election of director**

To ratify as a separate resolution the election of Ms Nosipho Damasane, who was appointed as a director to the board on 1 September 2016 . Accordingly:

RESOLVED that Ms N Damasane be, and is hereby, elected as a director of the Company.

A brief CV of Ms N Damasane is attached in annexure 1 on page 32 of the shareholder leaflet.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to cast on the resolution.

## **ORDINARY RESOLUTION NUMBER 3**

### **Re-election of directors**

The following directors retire by rotation:

- Ms NS Mjoli-Mncube
- Ms NS Maziya

To re-elect Ms Savannah Maziya who retires by rotation and being eligible, offers herself for re-election in terms of the memorandum of incorporation (MOI) of the company. Ms NS Mjoli-Mncube has elected not to offer herself for re-election at the AGM as she will be retiring as a director of the Company and member of the Audit, Risk and Nomination Committees and the Chairperson of the Social and ethics Committee with effect from 16 November 2016.

A brief CV in respect of Ms NS Maziya is attached in annexure 1 on page 32 of the shareholder leaflet.

RESOLVED that Ms NS Maziya be, and is hereby, elected as a director of the company.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to cast on the resolution.

## **ORDINARY RESOLUTION NUMBER 4**

### **Election of Audit committee members**

Ms NS Mjoli-Mncube has elected not to offer herself for re-election as she will be retiring as an Audit committee member with effect from 16 November 2016. Mr JM Ngobeni elected not to offer himself for re-election for the ensuing year with effect from 31 August 2016.

RESOLVED, as an ordinary resolution, that the following Audit committee members, all of whom are independent non-executive directors, be appointed by way of separate resolutions for the year ending 30 June 2016:

- Ms AN Matyumza (Chairperson)
- Ms N Damasane
- Mr RW Gardiner

A brief CV of each of these directors is attached in annexure 1 on page 32 of this shareholder leaflet.

If deemed fit, each director will be elected by way of passing the separate ordinary resolutions set out below:

#### **Ordinary resolution number 4.1**

Appointment of Ms Angelina Nomgando Matyumza as an Audit committee member

RESOLVED that Ms AN Matyumza be, and is hereby, appointed as an Audit committee member.

#### **Ordinary resolution number 4.2**

Appointment of Ms Nosipho Damasane as an Audit committee member

RESOLVED that Ms N Damasane be, and is hereby, appointed as an Audit committee member.

NOTICE TO THE  
ANNUAL GENERAL MEETING (CONTINUED)  
for the year ended 30 June 2016

**Ordinary resolution number 4.3**

Appointment of Mr Ross William Gardiner as an Audit committee member

RESOLVED that Mr RW Gardiner be, and is hereby, appointed as an Audit committee member.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.

**ORDINARY RESOLUTION NUMBER 5**

**Election of Social and ethics Committee Chairperson**

Ms N Damasane has been nominated for election as a member of the Social and Ethics committee and to succeed the retiring Ms NS Mjoli-Mncube as Chairperson of the committee.

Appointment of Ms N Damasane as Social and Ethics committee Chairperson

RESOLVED that Ms N Damasane be, and is hereby, appointed as Social and ethics committee Chairperson.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.

**ORDINARY RESOLUTION NUMBER 6**

**Endorsement of remuneration policy**

RESOLVED, through a non-binding advisory vote, that the remuneration policy of the company, which is available online under the downloads tab of the Governance section of the company's website at [www.wbho.co.za/governance](http://www.wbho.co.za/governance), be endorsed excluding the remuneration of the non-executive directors and the members of committees.

In terms of the King Code of Governance Principles for South Africa 2009, an advisory vote should be obtained from shareholders on the annual remuneration policy of the company. The vote allows shareholders to express their views on the remuneration policies adopted and the implementation thereof, but will not be binding on the company.

**ORDINARY RESOLUTION NUMBER 7**

**General authority to directors to allot and issue authorised, but unissued, ordinary shares**

RESOLVED, after providing for the shares reserved for the purpose of the share schemes of the company, that the balance of unissued ordinary shares be placed under the control of the directors, who are hereby authorised to allot and issue these shares at such times and on such terms as they may decide, subject to the Act and JSE Listings Requirements, provided that any shares issued in terms of this authority shall not exceed 5% (2015: 10%) of the issued share capital of the company prior to such issue. The existing authority granted by the shareholders at the previous AGM is proposed to be renewed at this AGM.

The minimum percentage of voting rights that is required for the resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on each resolution.

**ORDINARY RESOLUTION NUMBER 8**

**Directors' authority to implement special and ordinary resolutions**

RESOLVED, as an ordinary resolution, that each and every director and/or Company Secretary of the company be, and is hereby, authorised to do all such things and sign all such documents as may be necessary for, or incidental to, the implementation of the resolutions passed at this meeting.

The minimum percentage of voting rights that is required for this resolution to be adopted is 50% (fifty percent) of the voting rights plus 1 (one) vote to be cast on the resolution.

## **SPECIAL RESOLUTION NUMBER 1**

### **Approval of directors' fees for non-executive directors**

RESOLVED, as a special resolution, that the following remuneration be payable to non-executive directors of the company with effect from 1 October 2016.

	FY16 R Per annum	FY17 R Per annum
Lead Independent director	294 500	312 200
Non-executive director	184 300	195 400
Chairman of Audit committee	279 500	296 300
Chairman of Remuneration committee	136 500	144 700
Chairman of Social and ethics committee	63 500	67 400
Committee members (per meeting)	25 400	26 950

### **Reasons for and effects of special resolution number 1**

The reason for, and effect of, this special resolution is to obtain shareholder approval of directors' fees in advance by way of special resolution as required by the Companies Act.

The minimum percentage of voting rights that is required for this resolution to be adopted is 75% (seventy-five percent) of the voting rights to be cast on the resolution.

## **SPECIAL RESOLUTION NUMBER 2**

Financial assistance to directors, prescribed officers, employee share scheme beneficiaries and related or inter-related companies and corporations

RESOLVED, as a special resolution, that the board of directors of the company may, to the extent required by, and subject to sections 44 and 45 of the Act and the requirements (if applicable) of the MOI of the company; and JSE Listings Requirements, authorise the company to provide direct or indirect financial assistance to a director or prescribed officer of the company or of a related or inter-related company, or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, or to any beneficiary participating in any company share incentive scheme, or to a person related to any such company, corporation, director, prescribed officer, beneficiary or member at any time during the period commencing on the date of passing of this resolution and ending at the next AGM of the company.

### **Reasons and effects of special resolution number 2**

Notwithstanding the title of section 45 of the Act, being loans or other financial assistance to directors, on a proper interpretation, the body of the section may also apply to financial assistance provided by a company to related or inter-related companies and corporations, including, among others, its subsidiaries, for any purpose. Furthermore, section 44 of the Act may also apply to financial assistance provided by a company to a related or inter-related company, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company.

Both sections 44 and 45 of the Act state, among other things, that the particular financial assistance must be provided only pursuant to a special resolution of the shareholders adopted within the same year. Such assistance approved either for the specific recipient or, generally for a category of potential recipients, including the specific recipient within that category and the board of directors must be satisfied that:

- (a) Immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test as contemplated in the Act; and
- (b) The terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

NOTICE TO THE  
ANNUAL GENERAL MEETING (CONTINUED)  
for the year ended 30 June 2016

Sections 44 and 45 contain exemptions in respect of employee share schemes that satisfy the requirements of section 97 of the Act. To the extent that any company share incentive scheme does not satisfy such requirements, financial assistance (as contemplated in sections 44 and 45) to be provided under any such scheme will, among others, also require approval by special resolution. Accordingly, special resolution number 2 authorises financial assistance to any of the directors or prescribed officers of the company, or any person related to any of them or to any company or corporation related or inter-related to them, or to any other person who is a beneficiary of any of the company share incentive schemes, in order to facilitate their participation in any such scheme that does not satisfy the requirements of section 97 of the Act.

The minimum percentage of voting rights that is required for this resolution to be adopted is 75% (seventy-five percent) of the voting rights to be cast on the resolution.

**SPECIAL RESOLUTION NUMBER 3**

**General authority to repurchase company shares**

RESOLVED, as a special resolution, that the company hereby approves, as a general approval, the acquisition by the company or any of its subsidiaries, from time to time, of the issued shares of the company, upon such terms and conditions and in such amounts as the directors of the company may determine, but subject to the MOI of the company, the provisions of the Companies Act of South Africa and the JSE Listings Requirements as presently constituted or as amended, provided that:

- (a) the acquisition by the company and its subsidiaries of shares in the company may not, in the aggregate, exceed in any one financial year, 10% (ten percent) of the issued share capital of the company of the class of shares acquired from the date of the grant of this general approval
- (b) any such acquisition of shares shall be effected through the order book operated by the JSE trading system or other manner approved by the JSE and done without any prior understanding or arrangement between the company or its subsidiaries and the counterparty;
- (c) the general approval shall only be valid until the next AGM of the company or for 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter;
- (d) in terms of this authority, a paid press announcement shall be published as soon as the company and/or its subsidiaries has/have acquired shares constituting, on a cumulative basis, 3% (three percent) of the number of shares of the class of shares acquired in issue at the time of granting of this general approval, as well as for each 3% (three percent) in aggregate of the initial number of that class of shares acquired thereafter. The announcement shall contain full details of such acquisitions as required by paragraph 11.27 of the JSE Listings Requirements;
- (e) in determining the price at which the company's shares are acquired by the company or its subsidiaries in terms of this general approval, the maximum price at which such shares may be acquired may not be greater than 10% (ten percent) above the weighted average of the market value at which such shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of the acquisition of such shares by the company or its subsidiaries;
- (f) in the case of a derivative, as contemplated by the JSE Listings Requirements, the price of the derivative shall be subject to the limitations set out in paragraph 5.84(a) of the JSE Listings Requirements;
- (g) a resolution passed by the board of directors of the company authorising the repurchase, that the company passed the solvency and liquidity test and that, since the test was done, there have been no material changes to the financial position of the company;
- (h) the company and/or its subsidiaries may not repurchase any shares in terms of this authority during a prohibited period, as defined in the JSE Listings Requirements, unless the company and/or its subsidiaries has in place a repurchase programme, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed to the JSE Limited prior to the commencement of the prohibited period; and
- (i) the company will ensure that its sponsor will provide the necessary letter on the adequacy of the working capital in terms of the JSE Listings Requirements, prior to the commencement of the purchase of the shares of the company on the open market.

### **Reason for and effect of special resolution number 3**

The reason for, and effect of, this special resolution is to grant the company and/or its subsidiaries a general authority to facilitate the acquisition by the company and/or its subsidiaries of the company's own shares. This general authority shall be valid until the next AGM of the company or until the variation or revocation of such general authority by special resolution at any subsequent general meeting of the company, whichever is earlier, provided that this general authority shall not extend beyond 15 months from the date of the passing of this special resolution.

The minimum percentage of voting rights that is required for this resolution to be adopted is 75% (seventy-five percent) of the voting rights to be cast on the resolution.

## **TO TRANSACT SUCH OTHER BUSINESS THAT MAY BE TRANSACTED AT AN AGM**

### **General instructions and information**

Details of:

- (a) the directors and management of the company are available online under the Governance section of the company's website at [www.wbho.co.za/governance](http://www.wbho.co.za/governance);
- (b) the directors' shareholding in the company can be found on page 35 of the full audited consolidated financial statements available online under the Investor section of the company's website at [www.wbho.co.za/investors](http://www.wbho.co.za/investors);
- (c) the share capital of the company can be found on page 8 of the full audited consolidated financial statements available online under the Investor section of the company's website at [www.wbho.co.za/investors](http://www.wbho.co.za/investors); and
- (d) an analysis of the shareholders (including an analysis of the beneficial shareholders) can be found on page 22 of this shareholder leaflet.

There are no material changes to the financial or trading position of the company. Other than the 'Cape Town Stadia Meeting' and the contractual terms of the N17 road tender in 2008, which have been referred to the Competition Commission Tribunal, and civil damages claims received from the City of Cape Town, in respect of the Cape Town Stadium, and the South African National Roads Agency, in respect of the Gauteng Freeway Improvement Project, there are no material, legal or arbitration proceedings, pending or threatened.

The directors, whose details are published online, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this shareholder leaflet and notice contain all information required by law and the JSE Listings Requirements.

All shareholders are encouraged to attend, speak and vote at the annual general meeting.

## **EXPLANATORY NOTES**

### **Ordinary resolution number 1**

#### *Reappointment of auditors*

In terms of section 90(1) of the Act, each year at its AGM, the company must appoint an auditor who complies with the requirements of section 90(2) of the Act. Following a detailed review, which included an assessment of its independence, the Audit committee of the company has recommended that BDO South Africa Inc. be reappointed as the independent external auditors of the company.

### **Ordinary resolution number 2**

#### *Election of directors*

In terms of the MOI of the Company, all directors shall be elected by an ordinary resolution of the shareholders at a general or annual general meeting. As such, the interim appointment of Ms N Damasane as an independent non-executive director of the Company is to be ratified by the shareholders.

NOTICE TO THE  
ANNUAL GENERAL MEETING (CONTINUED)  
for the year ended 30 June 2016

**Ordinary resolution number 3**

*Re-election of directors*

In terms of the MOI of the company, 1/3 (one third) of the non-executive directors shall retire from office at each AGM. The first non-executive directors to retire at each AGM shall be the first vacancies filled or additional directors appointed since the last AGM, followed by those who have held office for the longest period since their last election. For avoidance of doubt, in determining the number of non-executive directors to retire, no account shall be taken of any executive directors.

The board, through the Nomination committee, has evaluated the past performance and contribution of the retiring non-executive directors and recommends their re-election.

**Ordinary resolution number 4**

*Appointment of members of the Audit committee*

The members of the Audit committee have been nominated by the board for election in terms of section 94(2) of the Act. The board has reviewed the proposed composition of the Audit committee against the requirements and the regulations of the Act and has confirmed that, if all the individuals referred to above are elected, the committee will comply with the relevant requirements and have the necessary knowledge, skills and experience to enable it to perform its duties in terms of the Act.

**Ordinary resolution number 5**

*Election of Social and ethics Committee Chairperson*

In terms of section 72(4) read in conjunction with Regulation 43, of the Act, certain companies are required to appoint a social and ethics committee, to discharge those responsibilities and functions as set out in Regulation 43(5) of the Act.

Regulation 43(2) required 'the company' to appoint a social and ethics committee, other than the first social and ethics committee, which must be appointed by the board (Regulation 43(3)).

The nomination committee and the board have confirmed that the social and ethics committee complies with the relevant requirements of the Act and that Ms N Damasane has the necessary knowledge, skills and experience to perform those duties prescribed in terms of the Act and to succeed Ms NS Mjoli-Mncube as Chairperson of the committee.

**Ordinary resolution number 6**

*Endorsement of the remuneration policy*

Chapter 2 of King III, dealing with boards and directors, requires that companies annually table their remuneration policy to shareholders for a non-binding advisory vote at the AGM. This vote enables shareholders to express their views on the remuneration policies adopted and the implementation of such policies.

Ordinary resolution number 6 is of an advisory nature only and failure to this pass this resolution will, therefore, not have any legal consequences.

**Ordinary resolution number 7**

*Approval for the issue of authorised but unissued ordinary shares*

In terms of the MOI of the company, read with the JSE Listings Requirements, the shareholders of the company may authorise the directors to, inter alia, issue any unissued ordinary shares and/or grant options over them, as the directors at their discretion think fit.

The existing authority granted by the shareholders at the previous AGM is proposed to be renewed at this AGM. The authority will be subject to the provisions of the Act and the JSE Listings Requirements. The aggregate number of ordinary shares capable of being allotted and issued in terms of this resolution, other than in terms of the company's share or other employee incentive schemes, shall be limited to 5% (2015: 10%) of the number of the ordinary shares in issue as at 30 June 2016.



The directors seek an annual review of this authority in accordance with best practice. The directors have no current plans to utilise this authority, but wish to ensure, by having it in place, that the company has the flexibility to take advantage of any business opportunity that may arise in future.

### **ENTITLEMENT TO ATTEND AND VOTE AT THE AGM IN PERSON OR BY PROXY**

Holders of certificated shares (ie shares that have not been dematerialised) or holders of shares registered as own name dematerialised shares (ie shares specifically held by the Central Securities Depository Participant (CSDP) in one's own name on the sub-register of the company) may attend and vote at the AGM.

Alternatively, the holder may appoint a proxy (who need not also be a shareholder of the Company) to attend, participate in and speak and vote on the holder's behalf at the AGM. To appoint a proxy, the holder must complete and return the attached form of proxy, before the proxy may exercise any rights on behalf of the shareholder at the AGM.

The form must be returned to the registered office of the company or to the transfer secretaries, Computershare Investor Services Proprietary Ltd, the details of which are set out on page 34 of this shareholder leaflet, by no later than 11:00 on Tuesday, 15 November 2016, being 24 (twenty-four) hours prior to the time appointed for the holding of the AGM.

Please note that the proxy may delegate his/her authority to act on the holder's behalf to another person, subject to the restrictions set out in the attached form of proxy.

Please note that if one is the owner of dematerialised shares (ie the paper share certificates representing the shares which have been replaced with electronic records of ownership under the JSE's Share Transactions Totally Electronic (STRATE) held through a CSDP or broker and are not registered as an own name dematerialised shareholder), then the holder is not a registered shareholder of the company, but the CSDP or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between the shareholder and the CSDP or broker (or their nominee), as the case may be:

- (a) if the shareholder wishes to attend the AGM they must contact the CSDP or broker (or their nominee), and obtain the relevant letter of representation from it; alternatively
- (b) if the shareholder is unable to attend the AGM, but wishes to be represented at the meeting, contact the CSDP or broker (or their nominee) and furnish it with the voting instructions in respect of the AGM and/or request it to appoint a proxy. The holder should not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between the shareholder and the CSDP or broker, within the time period required by the CSDP or broker.

CSDPs, brokers or their nominees, recorded in the sub-register of the company as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the registered office of the company or to the transfer secretaries, Computershare Investor Services (Pty) Ltd, by no later than 11:00 on Tuesday, 15 November 2016, being 24 (twenty four) hours prior to the time appointed for the holding of the AGM.

Shareholders of the company that wish to participate in the AGM should note that any shareholder that is a company may authorise any person to act as its representative at the AGM. Please also note that section 63(1) of the Companies Act, requires that any person wishing to participate in the AGM, including the aforementioned representative, must provide satisfactory identification before they may so participate.

## ANNEXURE 1

**DIRECTORS' CVs****Nosipho Damasane (51)****Joined WBHO board**

2016

**Positions**

Independent non-executive director  
 Chairperson of the Social and Ethics Committee  
 Member of the Audit and Risk Committee  
 Member of the Nomination Committee

**Qualifications and experience**

Bcom (Accounting)

After graduating from University of Transkei, Nosipho spent some time in the auditing industry. She then joined Transnet as the East London Port Manager before moving on to General Manager positions in operations, supply chain management, new business development and commercial. She served as the Transnet Port Terminals Chief Operating Officer from 2009 – 2012, she later took on the role of Chief Executive Officer of the Richards Bay Coal Terminal.

**Savannah Maziya (48)****Joined WBHO board**

2006

**Positions**

Independent non-executive director  
 Member of the Remuneration Committee  
 Member of the Nomination Committee

**Qualifications and experience**

BA (Hons) MBA

Savannah is the group CEO of Bunengi Holdings, a company with mining, infrastructure, healthcare and agricultural divisions. She previously occupied the position of CEO of African Broadcast Network (a large TV network in Africa with over 120 million viewers). Savannah works all over the African continent.

### **Nomgando Matyumza (53)**

**Joined WBHO board**  
2009

#### **Positions**

Lead Independent Director  
Chairperson of the Audit and Risk Committee  
Chairperson of the Nomination Committee  
Member of the Social and Ethics Committee

#### **Qualifications and experience**

BCom, BCompt (Hons), CA(SA), LLB

Rev. Nomgando Matyumza is an ordained Minister of the African Methodist Episcopal Church and Pastor of Umlazi in the Natal Conference. Nomgando qualified in 1993 as a chartered accountant and obtained an LLB degree from the University of Natal. She has extensive experience in financial and executive management. She is currently serving on the boards of Sasol Ltd, Cadiz Limited, Hulamin Limited, Ithala Development Finance Corporation and KZN Growth Fund Managers.

### **Ross Gardiner (53)**

**Joined WBHO board**  
2014

#### **Positions**

Independent non-executive director  
Member of the Audit and Risk Committee  
Member of the Remuneration Committee  
Member of the Nomination Committee

#### **Qualifications and experience**

BSc Eng (Mining and Petroleum)

Ross was appointed to the board of Wilson Bayly Holmes-Ovcon Limited on 23 January 2014. After graduating from Strathclyde University in the United Kingdom, Ross spent a decade on the South African coal mines. He then worked in investment banking for a period of thirteen years. During his career, Ross has also fulfilled the role of a senior consultant at a mining consultancy firm before he joined a venture capital firm investing primarily in early stage African mining projects across a spectrum of commodities. Ross has had involvement in Credit Risk at one of South Africa's largest banking groups.

## ADMINISTRATION

### **WILSON BAYLY HOLMES-OVCON LIMITED**

(Incorporated in the Republic of South Africa)  
Registration number 1982/011014/06  
Share code: WBO  
ISIN: ZAE00009932  
(WBHO)

### **REGISTERED OFFICE AND CONTACT DETAILS**

53 Andries Street  
Wynberg, Sandton, 2090  
PO Box 531  
Bergvlei 2012  
Telephone: +27 11 321 7200  
Fax: +27 11 887 4364  
Website: [www.wbho.co.za](http://www.wbho.co.za)  
Email: [wbhoho@wbho.co.za](mailto:wbhoho@wbho.co.za)

### **COMPANY SECRETARY**

Shereen Vally-Kara  
ACIS

### **AUDITORS**

BDO South Africa Inc.

### **TRANSFER SECRETARIES**

Computershare Investor Services Proprietary Ltd  
70 Marshall Street  
Johannesburg 2001  
PO Box 61051  
Marshalltown 2107  
Telephone: +27 11 370 5000  
Fax: +27 11 370 5271

### **SPONSOR**

Investec Bank Limited

FORM OF PROXY  
for the year ended 30 June 2016

**WILSON BAYLY HOLMES – OVCON LIMITED**

(Incorporated in the Republic of South Africa)  
(Registration number 1982/011014/06)  
Share code: WBO ISIN: ZAE000009932  
(WBHO)

This form of proxy is not to be used by beneficial owners of shares who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or broker, unless the shareholder is recorded on the sub-register as an own name dematerialised shareholder. Generally, a shareholder is not an own name dematerialised shareholder unless they have specifically requested their CSDP to record them as the holder of the shares in their own name in the sub-register of WBHO.

This form of proxy is only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the sub-register of WBHO as the holder of dematerialised ordinary shares.

Each shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy, who need not be a shareholder of the company, to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter. The record date is Friday, 11 November 2016.

Please note the following:

- The appointment of your proxy may be suspended at any time to the extent that you choose to act directly and in person in the exercise of your rights as a shareholder at the AGM.
- The appointment of the proxy is revocable.
- You may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to WBHO.

I/We (block letters)

\_\_\_\_\_

Of

\_\_\_\_\_

Telephone work: \_\_\_\_\_ Telephone home: \_\_\_\_\_

being the holder/s of  ordinary shares in WBHO, hereby appoint (refer to note 1)

1. \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ or failing him/her,

3. the Chairman of the AGM, as my/our proxy to attend, speak, vote and act for me/us on my/our behalf at the AGM, which will be held for the purpose of considering and, if deemed fit, passing the resolutions to be proposed thereat and at any adjournment thereof and to vote for or against such resolutions or to abstain from voting in respect of the shares in the issued capital of WBHO registered in my/our name/s, in accordance with the following instructions (refer to note 3).

My/our proxy may delegate to another person his/her authority to act on my/our behalf at the AGM, provided that my/our proxy:

- (a) may only delegate his/her authority to act on my/our behalf at the general meeting to a director of WBHO; and
- (b) must provide written notification to the transfer secretaries of WBHO, namely Computershare Investor Services Proprietary Limited, of the delegation by my/our proxy of his/her authority to act on my/our behalf at the general meeting by no later than 11:00 on Tuesday, 15 November 2016, being 24 (twenty-four) hours before the general meeting to be held at 11:00 on Wednesday, 16 November 2016; and
- (c) must provide to his/her delegee a copy of his/her authority to delegate his/her authority to act on my/our behalf at the general meeting.

## FORM OF PROXY (CONTINUED)

for the year ended 30 June 2016

	Number of votes (one vote per ordinary share)		
	For	Against	Abstain
Ordinary resolution number 1: Re-appointment of the auditors			
Ordinary resolution number 2: Election of Ms N Damasane as director			
Ordinary resolution number 3: Re-election of Ms NS Maziya as director			
Ordinary resolution number 4.1: Appointment of Ms AN Matyumza as Audit committee member			
Ordinary resolution number 4.2: Appointment of Ms N Damasane as Audit committee member			
Ordinary resolution number 4.3: Appointment of Mr RW Gardiner as Audit committee member			
Ordinary resolution number 5: Appointment of Ms N Damasane as Social and Ethics committee Chairperson			
Ordinary resolution number 6: Endorsement of remuneration policy			
Ordinary resolution number 7: Placing unissued shares under the control of the directors			
Ordinary resolution number 8: Directors' authority to implement special and ordinary resolutions			
Special resolution number 1: Approval of directors' fees for 2016/2017 financial year			
Special resolution number 2: Authority to provide financial assistance in terms of section 44 and 45 of the Act			
Special resolution number 3: General approval to repurchase company			

**Shares**

Insert an 'X' in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of shares held in respect of which you desire to vote (see note 3).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2016

Signature \_\_\_\_\_

(Authority of signatory to be attached if applicable – refer note 7)

Assisted by me (where applicable – refer note 9)

Telephone: \_\_\_\_\_

**Please also read the notes overleaf.**

NOTES TO THE  
FORM OF PROXY

for the year ended 30 June 2015

**SUMMARY OF SHAREHOLDERS' RIGHTS IN RESPECT OF PROXY APPOINTMENTS AS CONTAINED IN SECTION 58 OF THE 2008 COMPANIES ACT**

1. The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as a proxy to the exclusion of those whose names follow thereafter.
2. If no proxy is inserted in the spaces provided, then the Chairperson shall be deemed to be appointed as the proxy to vote or abstain as the Chairperson deems fit.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the form of proxy will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of the entire shareholder's votes exercisable thereat.
4. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy. A proxy shall be entitled to demand that voting take place on a poll.
5. Form of proxy must be lodged at the registered office of the company, situated at 53 Andries Street, Wynberg or posted to the Company Secretary at PO Box 531, Bergvlei, 2012, or lodged with or posted to the transfer secretaries, Computershare Investor Services Proprietary limited, Ground Floor, 70 Marshall Street, Johannesburg.

Please note the revocation of a proxy appointment constitutes a complete and final cancellation of your proxy's authority to act on your behalf as of the later of (i) the date stated in the revocation instrument, if any, or (ii) the date on which the revocation instrument was delivered to the company and the proxy as aforesaid;

- If this form of proxy has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act No 71 of 2008 for the MOI of the company to be delivered by the company to you or your proxy or proxies, if you have directed the company to do so, in writing and paid any reasonable fee charged by the company for doing so;
  - Your proxy is entitled to exercise, or abstain from exercising, any voting right of yours at the AGM, but only as directed by you on this form of proxy;
  - The appointment of your proxy remains valid until the end of the AGM or any adjournment or postponement thereof or for a period of six months, whichever is shortest, unless it is revoked by you before then on the basis set out above.
6. Forms of proxy must be received or lodged by no later than 11:00 on Tuesday, 15 November 2016, being no later than 24 (twenty-four) hours before the AGM to be held at 11:00 on Wednesday, 16 November 2016.
  7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company Secretary or waived by the Chairperson of the AGM. CSDPs or brokers registered in the sub register of the company voting on instructions from beneficial owners of shares registered in the sub register of the company, are requested that they identify the beneficial owner in the sub register on whose behalf they are voting and return a copy of the instruction from such owner to the Company Secretary or to the transfer secretaries, Computershare Investor Services Proprietary Limited, Ground Floor, 70 Marshall Street, together with this form of proxy.
  8. Any alteration or correction made to this form of proxy must be initiated by the signatory/ies, but may not be accepted by the Chairperson.
  9. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company Secretary.













[www.wbho.co.za](http://www.wbho.co.za)