ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
Registration number: 2006/019240/06

ANNUAL FINANCIAL STATEMENTS
for the year ended 28 February 2013

Company information

Directors	Executive N Celliers (Chief executive officer) WL Greeff (Financial director) Non-executive JF Mouton (Chairman) AE Jacobs PJ Mouton GD Eksteen * MS du Pré le Roux * CA Otto * LP Retief * ** Independent*
Registration number	2006/019240/06
Registered address	1st Floor Ou Kollege 35 Kerk Street Stellenbosch 7600
Postal address	PO Box 7403 Stellenbosch 7599
Auditor	PricewaterhouseCoopers Inc Stellenbosch
Secretary	PSG Corporate Services (Pty) Ltd

Contents **Page**

These annual financial statements were compiled under the supervision of Mr WL Greeff, financial director of the company and Chartered Accountant (SA), and audited as set out in the audit report on page 6.

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
REPORT OF THE AUDIT AND RISK COMMITTEE
for the year ended 28 February 2013

The Audit and Risk Committee ("the committee") reports that it has considered the matters set out in the Companies Act, 71 of 2008, as amended, and is satisfied with the independence and objectivity of the external auditor, PricewaterhouseCoopers Inc. The committee has considered and recommended the fees payable to the external auditor and is satisfied with the extent of non-audit related services performed.

This committee also acted as the statutory audit committee of those public company subsidiaries that are legally required to have such a committee.

The committee has satisfied itself that the financial function, including the financial director, has the appropriate expertise, experience and resources, and is satisfied that the internal financial controls of the Company are working effectively.

A board-approved audit and risk committee charter stipulating, inter alia, the committee's composition, duties and responsibilities, has been adopted. The committee is satisfied that it complied with the responsibilities as set out in the audit and risk committee charter as well as relevant legal and regulatory responsibilities.

Based on the information and explanations given by management and discussions with the independent external auditor regarding the results of their audit, the committee is satisfied that there was no material breakdown in the internal financial controls during the financial year under review.

The committee has evaluated the annual financial statements of Zeder Investments Ltd and the Group for the year ended 28 February 2013 and, based on the information provided to the committee, considers that the Group complies, in all material respects, with the requirements of the Companies Act, 71 of 2008, as amended, and International Financial Reporting Standards.

LP Retief
Chairman

8 April 2013
Stellenbosch

The directors are responsible for the maintenance of adequate accounting records and to prepare annual financial statements that fairly represent the state of affairs and the results of the Company and Group. The external auditor is responsible for independently auditing and reporting on the fair presentation of these annual financial statements. Management fulfils this responsibility primarily by establishing and maintaining accounting systems and practices adequately supported by internal accounting controls. Such controls provide assurance that the Company and Group's assets are safeguarded, that transactions are executed in accordance with management's authorisations and that the financial records are reliable. The annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the manner required by the Companies Act of South Africa and the JSE Listings Requirements, and incorporate full and responsible disclosure. Appropriate and recognised accounting policies are consistently

The audit and risk committee of the Group meets regularly with the external auditor, as well as senior management, to evaluate matters concerning accounting policies, internal control, auditing and financial reporting. The external auditor has unrestricted access to all records, assets and personnel as well as to the audit and risk committee.

The financial statements are prepared on the going concern basis, since the directors have every reason to believe that the Group has adequate resources to continue for the foreseeable future.

The annual financial statements set out on pages 3 to 47 were approved by the board of directors of Zeder Investments Ltd and are signed on its behalf by:

JF Mouton
Chairman

WL Greeff
Financial director

8 April 2013
Stellenbosch

DECLARATION BY THE COMPANY SECRETARY

We declare that, to the best of our knowledge, the Company has lodged with the Registrar all such returns and notices as are required of a public company in terms of the Companies Act and that all such returns and notices are true, correct and up to date.

PSG Corporate Service (Pty) Ltd
Per PJR de Wit
Company Secretary

8 April 2013
Stellenbosch

OVERVIEW

Zeder Investments Ltd is an investor with a portfolio comprising of agriculture, food and related investments.

During the year under review, the Group invested R538m in new and existing investments, of which Agricol Holdings ("Zaad Holdings") and Chayton Africa ("Chayton") represented R501m. The Group disposed of 15.1% of its shareholding in Capevin Holdings and 1.6% in Capespan for total cash proceeds of R807m.

RESULTS

Recurring headline earnings per share decreased by 7.9% to 25.7 cents, mainly due to the initial losses incurred by Chayton, a start-up business in its development phase, and the funding cost in respect of the debt raised to fund the acquisition of this investment. Headline earnings per share decreased by 34.5% to 20.1 cents. The decrease in non-recurring headline earnings is mainly the result of a one-off special dividend received in the prior year and less marked-to-market profits achieved in the current year. Attributable earnings per share increased by 52.9% to 52.3 cents, which reflects the non-headline profit on disposal of the aforementioned 15.1% stake in Capevin Holdings.

The results for the year ended 28 February 2013 for the first time include the consolidated results of Chayton and Zaad Holdings, the subsidiary companies in which Zeder acquired controlling interests during the year under review.

SHARE CAPITAL

The number of shares in issue remained unchanged at 978,088,517 during the year under review. Details regarding the authorised and issued share capital are disclosed in note 12 to the annual financial statements.

DIVIDENDS

During the year, a final dividend of 4 cents per share was declared and paid in respect of the year ended 29 February 2012.

On 8 April 2013, the Company declared a final dividend of 4 cents per share in respect of the year ended 28 February 2013, which is payable on 6 May 2013.

EVENTS SUBSEQUENT TO THE REPORTING DATE

Subsequent to the reporting date, the Group increased its shareholding in Capespan, refer note 33 for further details.

The directors are unaware of any other matter or event which is material to the financial affairs of the Group that have occurred between the reporting date and the date of approval of these annual financial statements.

DIRECTORS

The directors of the company at the date of this report were:

Executive
N Celliers (Chief executive officer)
WL Greeff (Financial director)

Non-executive
JF Mouton (Chairman)
AE Jacobs
PJ Mouton
GD Eksteen *
MS du Pré le Roux *
CA Otto *
LP Retief *

** Independent*

DIRECTORS *(continued)*

Directors' emoluments are paid by PSG Group in terms of the management agreement (refer note 21.1 to the annual financial statements). Directors' emoluments include the following cash-based remuneration:

	Basic salary R'000	Company contributions R'000	Performance related [1] R'000	Fees R'000	Total 2013 R'000	Total 2012 R'000
Executive						
N Celliers [2]	**1,084**	**16**	**1,000**		**2,100**	-
WL Greeff [3]					**-**	-
AE Jacobs[4]	**249**	**3**			**252**	1,750
Non-executive						
JF Mouton[3]					**-**	-
CA Otto[3]					**-**	-
PJ Mouton[3]					**-**	-
GD Eksteen				**99**	**99**	95
MS du Pré le Roux				**99**	**99**	95
LP Retief				**104**	**104**	100
	1,333	**19**	**1,000**	**302**	**2,654**	2,040

1 *Paid in respect of the 2013 year.*

2 *Mr N Celliers is the holder of 56,042 PSG Group and 3,102,324 Zeder share options, issued in separate tranches at an average strike price of R53.53 and R2.90 respectively. These options will vest in tranches over a period of 5 years, and the related costs are carried by PSG Group in terms of the management agreement.*

3 *These directors receive directors' emoluments from PSG Group for services rendered to PSG Group and its investee companies.*

4 *Mr AE Jacobs resigned as chief executive officer with effect from 30 April 2012 and was re-appointed as a non-executive director on 8 April 2013.*

The company's prescribed officers include members of PSG Group's executive committee, which manages the Group (as set out in the corporate governance report of Zeder's annual report), and whose remuneration is disclosed in PSG Group's annual report.

SHAREHOLDING OF DIRECTORS

	Beneficial		**Non-beneficial**		**Total shareholding**	
28 February 2013	**Direct**	**Indirect**	**Direct**	**Indirect**	**Number**	**%**
AE Jacobs		70,000			**70,000**	**0.007**
WL Greeff	80,000				**80,000**	**0.008**
JF Mouton				80,000	**80,000**	**0.008**
MS du Pré le Roux				250,000	**250,000**	**0.026**
CA Otto				80,000	**80,000**	**0.008**
	80,000	**70,000**	**-**	**410,000**	**560,000**	**0.057**

The only movement in the shareholding of directors was a decrease in AE Jacobs' shareholding from 130,000 in the prior year to 70,000 at the date of this report. Also refer to the shareholder analysis in note 30 to the annual financial statements.

SECRETARY

The secretary of the company is PSG Corporate Services (Pty) Ltd. Please refer to the company information section for its business and postal addresses.

AUDITOR

PricewaterhouseCoopers Inc. held office in accordance with the Companies Act of South Africa (71 of 2008), at the date of this report.

SPECIAL RESOLUTIONS OF SUBSIDIARIES

The following special resolutions were passed by subsidiary companies of the company during the past financial year.

1. Zaad Holdings Ltd

Resolved that the board of the company is authorised, in terms of section 45(3)(a)(ii) of the Companies Act No 71 of 2008 as amended, to approve any direct or indirect financial assistance that the board may deem fit to any company that is related or inter-related to the company on the terms and conditions and for amounts that the board of the company may determine.

Resolved that the authorised ordinary share capital of the company is hereby reorganised by the conversion of each of the existing authorised and issued ordinary par value shares into authorised and issued ordinary shares of no par value, on the basis that each ordinary no par value share shall have the value, rights and privileges similar or equivalent to the value, rights and privileges which were attached to such ordinary shares immediately prior to the

Resolved that the authorised ordinary share capital of no par value is increased by the subdivision of the existing ordinary shares of no par value, ranking pari passu in all respects with the existing ordinary shares of no par value.

Resolved that following the share capital restructure, sufficient of the company's unissued ordinary shares of no par value is placed under the control of the board of directors to enable the company to make a rights offer issue.

Resolved that the authorised ordinary share capital of no par value is increased by the creation of additional ordinary shares of no par value, ranking pari passu in all respects with the existing ordinary shares of no par value.

Resolved that the company is authorised to change its name from Agricol Holding Limited to Zaad Holdings Limited and all existing translated forms of the company's name, if any, be and are hereby cancelled.

Resolved that the existing memorandum of incorporation and articles of association of the company is hereby substituted, in its entirety, by the adoption of a new memorandum of incorporation.

2. Chayton Africa

Resolved that the company is authorised to change its name from Chayton Atlas Investments to Chayton Africa.

REPORT OF THE INDEPENDENT AUDITOR

to the members of Zeder Investments Ltd

We have audited the consolidated and separate financial statements of Zeder Investments Limited, which comprise the statements of financial position as at 28 February 2013, and the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes as set out on pages 7 to 47.

Directors' responsibility for the financial statements

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

Auditor's responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the consolidated and separate financial position of Zeder Investments Limited as at 28 February 2013, and its consolidated and separate performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and in the manner required by the Companies Act of South Africa.

Other reports required by the Companies Act

As part of our audit of the consolidated and separate financial statements for the year ended 28 February 2013, we have read the directors' report, the report of the audit and risk committee and the declaration by the company secretary 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. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

PricewaterhouseCoopers Inc

PricewaterhouseCoopers Inc
Director: NH Döman
Registered Auditor

8 April 2013
Stellenbosch

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
at 28 February 2013

		GROUP		COMPANY	
		2013	2012	**2013**	2012
	Notes	**R'000**	R'000	**R'000**	R'000
ASSETS					
Non-current assets		**2,838,505**	2,850,743	**2,117,521**	2,117,521
Property, plant and equipment	1	**381,818**			
Intangible assets	2	**158,906**			
Investment in subsidiary	3			**2,117,521**	2,117,521
Investment in associated companies	4	**2,126,535**	2,567,104		
Loans and preference share investments in associated companies	4	**54,470**	66,101		
Equity securities	5	**100,515**	217,538		
Loans and advances	6	**16,261**			
Current assets		**1,059,233**	131,984	**-**	-
Biological assets	7	**31,264**			
Inventories	8	**174,625**			
Trade and other receivables	9	**100,729**	54,501		
Current income tax receivable			5		
Cash and cash equivalents (including money market investments)	10	**752,615**	77,478		
Non-current assets held for sale	11	**287,733**			
Total assets		**4,185,471**	2,982,727	**2,117,521**	2,117,521
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	12	**9,781**	9,781	**9,781**	9,781
Share premium		**1,730,071**	1,730,071	**1,730,071**	1,730,071
Other reserves		**5,529**	9,856		
Retained earnings		**1,538,100**	1,067,318	**323,711**	312,835
		3,283,481	2,817,026	**2,063,563**	2,052,687
Non-controlling interest		**109,109**			
Total equity		**3,392,590**	2,817,026	**2,063,563**	**2,052,687**
Non-current liabilities		**544,912**	132,636	**-**	-
Deferred income tax	13	**53,895**	2,636		
Borrowings	14	**445,351**	130,000		
Derivative financial instrument	15	**45,666**			
Current liabilities		**247,969**	33,065	**53,958**	64,834
Borrowings	14	**59,981**	703	**53,925**	64,801
Trade and other payables	16	**187,486**	32,362	**33**	33
Current income tax payable		**502**			
Total equity and liabilities		**4,185,471**	2,982,727	**2,117,521**	2,117,521

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
INCOME STATEMENTS
for the year ended 28 February 2013

	Notes	GROUP 2013 R'000	GROUP 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
Sale of goods	17	**328,113**			
Cost of goods sold	21.2	**(234,437)**			
Gross profit		**93,676**	-		
Income					
Change in fair value of biological assets	7	**28,703**			
Investment income	18	**13,102**	63,722	**50,000**	
Net fair value gains	19	**32,521**	51,237		
Other operating income	20	**5,480**	577		
Total income		**79,806**	115,536	**50,000**	-
Expenses					
Management fee	21.1	**(58,560)**	(47,953)		
Marketing, administration and other expenses	21.2	**(120,105)**	(3,188)		
Total expenses		**(178,665)**	(51,141)	**-**	-
Share of profits of associated companies	4	**300,249**	285,756		
Net loss on dilution of interest in associated companies	4	**(155,276)**	(7,856)		
Net gain/(loss) on disposal of investment in associated companies	4	**502,890**	(125)		
Results from operating activities		**642,680**	342,170	**50,000**	-
Finance costs	22	**(37,199)**	(7,185)	**-**	-
Profit before taxation		**605,481**	334,985	**50,000**	-
Taxation	23	**(95,918)**	(373)	**-**	-
Profit for the year		**509,563**	334,612	**50,000**	-
Profit attributable to:					
Owners of the parent		**511,741**	334,612		
Non-controlling interest		**(2,178)**			
		509,563	334,612		
Earnings per share (cents)	28				
Attributable - basic and diluted		**52.3**	34.2		
Headline - basic and diluted		**20.1**	30.7		

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
for the year ended 28 February 2013

	GROUP		COMPANY	
	2013	2012	**2013**	2012
	R'000	R'000	**R'000**	R'000
Profit for the year	**509,563**	334,612	**50,000**	-
Other comprehensive income/(loss), net of taxation	**44,619**	(244)	**-**	-
Currency translation adjustments	**13,351**			
Fair value gains on available-for-sale investments	**363**			
Share of other comprehensive income of associated companies	**32,317**	55,320		
Other equity movements of associated companies	**(187)**	(15,192)		
Reversal of other comprehensive income of associated company	**(1,225)**	(40,372)		
Total comprehensive income for the year	**554,182**	334,368	**50,000**	-
Attributable to:				
Owners of the parent	**552,594**	334,368		
Non-controlling interest	**1,588**			
	554,182	334,368		

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY
for the year ended 28 February 2013

GROUP	Share capital R'000	Share premium R'000	Other reserves R'000	Retained earnings R'000	Non-controlling interest R'000	Total R'000
Balance at 1 March 2011	9,781	1,730,071	10,100	771,830	-	2,521,782
Profit for the year				334,612		334,612
Other comprehensive income	-	-	(244)	-	-	(244)
Share of other comprehensive income of associated companies			55,320			55,320
Other equity movements of associated companies			(15,192)			(15,192)
Reversal of other comprehensive income of associated company			(40,372)			(40,372)
Total comprehensive income	-	-	(244)	334,612	-	334,368
Transactions with owners						
Dividend paid				(39,124)		(39,124)
Balance at 29 February 2012	9,781	1,730,071	9,856	1,067,318	-	2,817,026
Profit/(loss) for the year				**511,741**	**(2,178)**	**509,563**
Other comprehensive income	**-**	**-**	**40,853**	**-**	**3,766**	**44,619**
Currency translation adjustments			**9,585**		**3,766**	**13,351**
Fair value gains on investments			**363**			**363**
Share of other comprehensive income of associated companies			**32,317**			**32,317**
Other equity movements of associated companies			**(187)**			**(187)**
Reversal of other comprehensive income of associated company			**(1,225)**			**(1,225)**
Total comprehensive income	**-**	**-**	**40,853**	**511,741**	**1,588**	**554,182**
Transactions with owners	**-**	**-**	**(45,180)**	**(40,959)**	**107,521**	**21,382**
Capital contributions				**13,025**	**91,180**	**104,205**
Transactions with non-controlling interest			**(45,180)**	**(14,860)**	**16,341**	**(43,699)**
Dividend paid				**(39,124)**		**(39,124)**
Balance at 28 February 2013	**9,781**	**1,730,071**	**5,529**	**1,538,100**	**109,109**	**3,392,590**

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY *(continued)*
for the year ended 28 February 2013

COMPANY	**Share capital R'000**	**Share premium R'000**	**Retained earnings R'000**	**Total R'000**
Balance at 1 March 2011	9,781	1,730,071	351,959	2,091,811
Transactions with owners				
Dividend paid			(39,124)	(39,124)
Balance at 29 February 2012	9,781	1,730,071	312,835	2,052,687
Transactions with owners				
Profit/(loss) for the year			**50,000**	**50,000**
Transactions with owners				
Dividend paid			**(39,124)**	**(39,124)**
Balance at 28 February 2013	**9,781**	**1,730,071**	**323,711**	**2,063,563**

Final dividends per share

- 2011: 4 cents (declared on 11 April 2011 and paid on 9 May 2011)
- 2012: 4 cents (declared on 7 March 2012 and paid on 2 April 2012)
- 2013: 4 cents (declared on 8 April 2013 and payable on 6 May 2013)

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS
for the year ended 28 February 2013

		GROUP	
	Notes	2013 R'000	2012 R'000
Cash flow from operating activities		**44,770**	21,348
Cash generated from/(utilised by) operations	27.1	**34,752**	(103,917)
Interest received		**7,258**	4,198
Dividends received		**123,281**	128,586
Interest paid		**(28,053)**	(3,887)
Taxation paid	27.2	**(92,468)**	(3,632)
Cash flow from investment activities		**386,334**	(240,746)
Acquisition of associated companies	4	**(124,319)**	(264,476)
Acquisition of subsidiary companies	27.3	**(397,615)**	
Acquisition of equity securities	5	**(24)**	(73,536)
Loan advanced to associated companies		**(54,470)**	
Proceeds from disposal of associated company		**795,467**	44,469
Proceeds from disposal of equity securities		**138,627**	52,797
Proceeds from redemption of preference share investment		**66,101**	
Additions to property, plant and equipment	1	**(46,826)**	
Proceeds from disposal of property, plant and equipment		**9,393**	
Cash flow from financing activities		**242,688**	90,876
Capital contributions by non-controlling interest		**91,180**	
Dividend paid		**(39,124)**	(39,124)
Net increase in borrowings		**190,633**	130,000
Net increase/(decrease) in cash and cash equivalents		**673,793**	(128,522)
Cash and cash equivalents at beginning of year		**77,478**	206,000
Exchange gains on cash and cash equivalents		**1,344**	
Cash and cash equivalents at end of year	10	**752,615**	77,478

The principal accounting policies applied in the preparation of these consolidated and standalone financial statements are set out below. These policies have been consistently applied to all the years presented.

1. BASIS OF PREPARATION

The consolidated and standalone financial statements of Zeder Investments Ltd have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the manner required by the Companies Act of South Africa and the JSE Listings Requirements. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative financial instruments) classified as 'at fair value through profit or loss' and biological assets.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed further below.

2. STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS AND AMENDMENTS THAT ARE EFFECTIVE FOR THE FIRST TIME IN 2013

2.1. New and amended standards, interpretations and amendments adopted by the Group

No new standards, interpretations or amendments, which are relevant to the Group's operations, became effective during the year.

2.2. New and amended standards, interpretations and amendments not currently relevant to the Group's operations

- Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards (effective 1 July 2011)
- Amendments to IFRS 7 Financial Instruments: Disclosures (effective 1 July 2011)
- Amendments to IAS 12 Income Taxes (effective 1 January 2012)

These standards, interpretations and amendments have no impact on measurements of assets and liabilities or disclosures in the current or prior years.

3. STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS AND AMENDMENTS THAT ARE NOT YET EFFECTIVE

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Group's accounting periods beginning on or after 1 March 2013 or later periods, but which the Group has not early adopted are as follows:

- Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards (effective 1 January 2013) *
- Amendments to IFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities (effective 1 January 2013) *
- IFRS 9 Financial Instruments (effective 1 January 2015) ^

  New standard that is the first part of a three-part project to replace IAS 39 Financial Instruments: Recognition and Measurement. The standard replaces the multiple classification and measurement models in IAS 39 with a single model that has only two categories: amortised cost and fair value.
- IFRS 10 Consolidated Financial Statements (effective 1 January 2013) ^

  New standard that replaces the consolidation requirements in SIC 12 Consolidation – Special Purpose Entities and IAS 27 Consolidated and Separate Financial Statements. The standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company and provides additional guidance to assist in the determination of control where this is difficult to assess.
- Amendments to IFRS 10, IFRS 12 and IAS 27 – Investment Entities (effective 1 January 2014) ^

  The amendments will exempt many funds and similar entities from consolidating or equity accounting investees, with these investments rather being accounted for at fair value.
- IFRS 11 Joint Arrangements (effective 1 January 2013) ^

3. STANDARDS, INTERPRETATIONS AND AMENDMENTS TO PUBLISHED STANDARDS AND AMENDMENTS THAT ARE NOT YET EFFECTIVE *(continued)*

New standard reducing the types of joint arrangements to two: joint ventures and joint operations. Equity accounting is mandatory for participants in joint ventures, while an entity will account for its share of assets, liabilities, income and expenses eminating from its interest in a joint operation.

- IFRS 12 Disclosure of Interests in Other Entities (effective 1 January 2013) ^

  New standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special-purpose vehicles and other off balance sheet vehicles.

- IFRS 13 Fair Value Measurement (effective 1 January 2013) ^

  New standard on how to measure fair value and aim to enhance fair value disclosures.

- Amendments to IAS 1 Presentation of Financial Statements: Items of Other Comprehensive Income (effective 1 July 2012) +

  The amendments require the separation of other comprehensive income items into two groups, based on whether or not they may be recycled to profit or loss in the future.

- Amendments to IAS 19 Employee Benefits (effective 1 January 2013) *
- Amendments to IAS 27 Consolidated and Separate Financial Statements (effective 1 January 2013) *
- Amendments to IAS 28 Investments in Associates (effective 1 January 2013) *
- Amendment to IAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities (effective 1 January 2014) *
- Improvements to IFRSs 2011 *
- IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine (effective 1 January 2013) *

* *Management has assessed the impact of these standards, interpretations and amendments on the reported results of the Group and Company and do not foresee any impact.*

^ *Management is in the process of assessing the impact of these standards, interpretations and amendments on the reported results of the Group and Company.*

\+ *Management has assessed the impact of these amendments on the reported results of the Group and Company and foresee only minor disclosure changes.*

4. GROUP FINANCIAL STATEMENTS

The consolidated financial statements comprise those of the Company, its subsidiaries, associated companies and the share incentive trusts (“share trusts”).

4.1. Subsidiaries

Subsidiaries are all entities (including special-purpose entities and collective investment schemes) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date on which control ceases. Special-purpose entities ("SPEs") are also consolidated where the substance of the relationship indicates that the SPE is controlled by the Group.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also include the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed in the income statement as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest’s proportionate share of the acquiree’s net assets.

Investments in subsidiaries in the standalone financial statements are accounted for at cost less impairment. These investments include any intergroup loan receivables, which represent by nature a further investment in the subsidiary. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes directly attributable costs of investment.

4. GROUP FINANCIAL STATEMENTS *(continued)*

4.1. Subsidiaries *(continued)*

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised immediately in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. In addition, unrealised losses are considered to be an indicator of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

4.2. Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

4.3. Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for by the equity method of accounting and are initially recognised at cost. The Group's investment in associated companies includes goodwill identified on acquisition (refer note 2), net of any accumulated impairment losses.

Where equity securities are transferred to investment in associated companies upon gaining significant influence ("step acquisition"), the investment is transferred at its fair value. Goodwill is calculated at each stage of step acquisitions.

Certain associated companies have year-ends that differ from that of the Group. The results of associated companies are accounted for according to the equity method of accounting, based on their most recent published audited financial statements or latest management information. The equity method of accounting involves recognising the Group's share of its associated companies' post-acquisition profits or losses in the income statement, and its share of post-acquisition movements in other comprehensive income and reserves, in the statement of comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Cross-holdings between the Group and its associated companies are eliminated in accordance with normal consolidation procedures. Associated companies' accounting policies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising on associated companies are recognised in the income statement.

After applying the equity method of accounting, investments in associated companies are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss, where appropriate.

The Company accounts for its investment in associated companies at cost less provision for impairment.

5. SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive committee that makes strategic decisions.

6. FOREIGN CURRENCY TRANSLATION

6.1. Functional and presentation currency

Items included in the financial statements of the Group's entities are measured using the currency of the primary economic environment in which those entities operate (the "functional currency").

The consolidated and standalone financial statements are presented in South African rand, which is the company's functional and presentation currency.

6.2. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement as part of net fair value gains and losses on financial instruments.

Translation differences on non-monetary financial assets and liabilities, such as equity securities held at fair value through profit or loss, are recognised in the income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equity securities classified as available-for-sale, are recognised in the statement of comprehensive income and included in the fair value reserve in equity.

6.3. Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from that of the Group's presentation currency are translated into the presentation currency as follows:

- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions). The average exchange rates used in converting the functional currency of Chayton ranged from USD /ZAR 8.37 to USD /ZAR 8.52.
- Assets and liabilities are translated at closing exchange rates, which ranged from USD/ZAR 7.88 to 8.47.
- All resulting exchange differences are recognised in the statement of comprehensive income and as a separate component of equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as the foreign entity's assets and liabilities and are translated at the closing rate.

7. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is calculated on the straight-line method at rates considered appropriate to reduce book values to estimated residual values over the useful lives of the assets, as follows:

Buildings	25 - 50 years
Motor vehicles	5 years
Plant	15 years
Office equipment	5 years
Computer equipment	3 years

Land is not depreciated, except for land held under leasehold rights, which is depreciated over the leasehold term.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount, and are included in the income statement.

8. INTANGIBLE ASSETS

8.1. Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associated company undertaking at the date of acquisition. Goodwill is reported in the statement of financial position as an intangible asset. Goodwill on acquisition of associated companies is included in investments in associated companies. Goodwill is tested annually for impairment and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The groups of cash-generating units are not larger than operating segments.

An excess of the acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities arises where the net assets of a subsidiary or associate at the date of acquisition, fairly valued, exceed the cost of the acquisition. This excess arising on acquisitions is recognised in the income statement.

8.2. Trademarks

Acquired patents, trademarks and licences are shown at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over their estimated useful lives, and is reassessed annually, refer to note 2 for further detail. The carrying amount of each cash-generating unit is reviewed for impairment when an impairment indicator is identified.

8.3. Customer lists

Acquired customer lists are shown at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over their estimated useful lives, which reflect the expected life of the customer lists acquired, refer to note 2 for further detail. The carrying amount of each cash-generating unit is reviewed for impairment when an impairment indicator is identified.

8.4. Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when all of the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use.
- Management intends to complete the software product and use or sell it.
- There is an ability to use or sell the software product.
- It can be demonstrated how the software product will generate probable future economic benefits.
- Adequate technical, financial and other resources to complete the development and to use or sell the software product are available.
- The expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised using the straight-line method over their estimated useful lives, which does not exceed two years.

9. IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

10. FINANCIAL INSTRUMENTS

Financial instruments recognised on the statement of financial position include financial assets, consisting of equity securities, debt securities, loans and receivables, derivative financial assets, receivables, cash and cash equivalents, as well as financial liabilities, consisting of borrowings, derivative financial liabilities, accruals for other liabilities and charges and trade and other payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

11. OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the statement of financial position only when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

12. FINANCIAL ASSETS

The Group classifies its financial assets into the following categories: financial assets at fair value through profit or loss, held-to maturity financial assets, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

12.1. Classification

(a) Financial assets at fair value through profit or loss

This category has two subcategories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Financial assets designated at fair value through profit or loss at inception are those that are managed and whose performance is evaluated on a fair value basis. Information about these financial assets is provided internally on a fair value basis to the Group's key management personnel. Derivatives are categorised as held for trading.

(b) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities – other than those that meet the definition of loans and receivables – that the Group's management has the positive intention and ability to hold to maturity.

(c) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market other than those that the Group intends to sell in the short term.

(d) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories.

12. FINANCIAL ASSETS *(continued)*

12.2. Recognition and measurement of financial assets

Purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset. Financial assets not carried at fair value through profit or loss, are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognised in other comprehensive income. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains and losses from investment activities.

Interest on available-for-sale securities calculated using the effective-interest method is recognised in the income statement as part of investment income. Dividends on available-for-sale equity instruments are recognised in the income statement as part of investment income when the Group's right to receive payment is established.

The fair values of quoted financial assets are based on current bid prices. If the market for a financial asset is not active, the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, and discounted cash flow analysis refined to reflect the issuer's specific circumstances.

Quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Held-to-maturity investments are measured at amortised cost using the effective interest-method less any impairment, with revenue recognised on such basis.

Loans and receivables are carried at amortised cost using the effective-interest method. Specific provisions are made against identified doubtful receivables.

Loans advanced to associated companies and subsidiaries, which are interest free with no repayment terms, are carried at amortised cost using the effective-interest method.

The Group does not apply hedge accounting.

12.3. Impairment of financial assets

The Group assesses at each reporting date whether there is objective evidence that a financial asset or a Group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

Loans and receivables are considered impaired if, and only if, there is objective evidence of impairment as a result of events that occurred after initial asset recognition (known as loss events) and these loss events have an adverse impact on the assets' estimated future cash flows that can be reliably measured. Objective evidence that loans and receivables may be impaired, includes breach of contract, such as a default or delinquency in interest or principal payments. In this regard instalments past due date are considered in breach of contract. The amount of the impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Impairment losses are recognised in the income statement, and reversed through the income statement.

Held-to-maturity investments are considered impaired when there is objective evidence that the Group will not be able to collect all amounts due according to the original contract terms. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the investment is impaired. The amount of the impairment provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The movement in the amount of the provision is recognised in the income statement.

13. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are recognised initially at fair value on the date on which a derivative contract is entered into. Subsequent to initial recognition, derivative financial instruments are measured at fair value through profit and loss. Fair values of over-the-counter traded derivatives are obtained using valuation techniques, including discounted cash flow models and option pricing models.

The best evidence of fair value of a derivative at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include only observable market data.

14. BIOLOGICAL ASSETS

Biological assets comprise soya crops which have undergone an insignificant level of biological transformation at the reporting date. During the year mainly wheat and soya crops were cultivated.

All direct and related expenses incurred in the production of the current harvest have been capitalised as biological assets at cost.

Biological assets are measured on initial recognition and at the end of each reporting period at fair value less cost to sell. Changes in the measurement of fair value less cost to sell are included in profit or loss for the period in which they arise. Costs to sell include all costs that would be necessary to sell the assets, including transportation costs and incremental selling costs, including auctioneers' fees and commission paid to brokers and dealers. All costs incurred in maintaining the assets are included in profit or loss for the period in which they arise.

15. INVENTORY

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

16. RECEIVABLES

Receivables are initially measured at fair value and subsequently recognised at amortised cost using the effective-interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The movement in the amount of the provision is recognised in the income statement.

17. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand, other deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included within borrowings in the statement of financial position.

During the year under review the Company did not have any cash on hand as Zeder Financial Services performs the treasury function within the Group, and therefore no cash flow statement is presented for the Company.

18. SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax.

Where any Group company purchases the company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold, reissued or otherwise disposed of, any consideration received is included in equity attributable to the company's equity holders, net of any directly attributable incremental transaction costs and the related income tax effects.

Subsidiary preference shares

Cumulative, non-redeemable, non-participating subsidiary preference shares, where the dividend declaration is subject to the discretion of the subsidiary's board, are classified as equity.

19. FINANCIAL LIABILITIES

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another entity.

Financial liabilities include borrowings, derivative financial liabilities, accrual for other liabilities and charges, and trade and other payables.

Financial liabilities are initially recognised at fair value less transaction costs that are directly attributable to the raising of the funds, for all financial liabilities carried at amortised cost. All financial liabilities measured at fair value through profit or loss are initially recognised at fair value. The best evidence of the fair value at initial recognition is the transaction price (i.e. the fair value of the consideration received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets.

19.1. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective-interest method.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the income statement as interest expense.

19.2. Trade and other payables

Trade and other payables are recognised initially at fair value, net of transaction costs incurred. Trade and other payables are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit and loss over the period using the effective-interest method.

20. CURRENT AND DEFERRED INCOME TAX

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

20. CURRENT AND DEFERRED INCOME TAX *(continued)*

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associated companies, except where the Group controls the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

21. EMPLOYEE BENEFITS

21.1. Pension obligations

The Group only has defined-contribution plans. A defined-contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

21.2. Other post-retirement benefits

The Group offers no other post-retirement benefits.

21.3. Annual leave

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated annual leave as a result of services rendered by employees up to reporting date.

21.4. Profit sharing and bonus plans

The Group recognises a liability and an expense for bonus plans and profit sharing, where contractually obliged, or where there is a past practice that has created a constructive obligation.

22. PROVISIONS AND CONTINGENT LIABILITIES

22.1. Provisions

Provisions are recognised when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is more likely than not that an outflow of resources will be required to settle the obligation; and
- the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as an interest expense.

22.2. Contingent liabilities

A contingent liability is either a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events but it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. These contingent liabilities are not recognised in the statement of financial position but disclosed in the notes to the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. These contingent assets are not recognised in the statement of financial position but are disclosed in the notes to the financial statements if the inflow of financial benefits is probable.

23. LEASES

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

24. DIVIDEND DISTRIBUTIONS

Dividend distributions to the Company's shareholders are recognised as a liability in the period in which the dividends are approved by the Company's board of directors.

25. REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for goods sold in the ordinary course of the Group's activities. The Group's activities comprise the sale of agricultural seed and produce.

Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

25.1. Sale of goods

Sales of goods are recognised when the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

25.2. Interest income

Interest income is recognised using the effective-interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding discount as interest income. Interest income is included as part of investment income in the income statement.

25.3. Dividend income

Dividend income is recognised when the right to receive payment is established. Dividend income is included as part of investment income in the income statement.

26. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under circumstances.

26.1. Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy on goodwill. The recoverable amounts of cash-generating units have been determined based on value-in-use and fair value less cost to sell calculations. These calculations require the use of estimates (see note 2 for further detail and disclosure of estimates used).

26.2. Fair value of derivatives and other unlisted financial instruments

The fair value of financial instruments that are trading on recognised over-the-counter ("OTC") platforms is based on the closing price and classified as quoted instruments. The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques as disclosed in the policy relating to financial assets. Also refer to the accounting policy regarding derivative financial instruments for further detail regarding valuation techniques.

26. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES *(continued)*

26.3. Impairment of investment in associated companies

An impairment of investment in associated companies is considered when the fair value is below its carrying value. In determination of whether the decline is significant or prolonged, the following factors may be considered: normal volatility in share price, the financial health of the investee, sector performance, changes in operational and financing cash flow.

An impairment loss is recognised for the amount by which the investment in associated company's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

The directors are satisfied that the Group's investment in associated companies are fairly stated. Refer to note 4 for further detail.

26.4. Acquisition of associated companies

Details regarding significant new investments in associated companies are disclosed in note 4. Furthermore, the Group's interest in certain already existing associated companies were also increased. In accounting for these transactions management had to apply judgement in allocating the purchase price to the identifiable assets and liabilities of the associated companies acquired, or the portion acquired when an additional interest was acquired.

26.5. Recognition of intangible assets

With a business combination all identifiable assets are recognised at their respective fair values in the consolidated financial statements. The fair values of intangible assets acquired through business combinations are determined by using a discounted cash flow valuation method. The discount rate is based on the long-term risk-free rate with risk premiums added for market and other company and asset specific risks. Intangible assets acquired through business combinations were valued using a discount rate of 20%.

Trademarks and customers lists acquired through business combinations or acquisitions are valued on acquisition using discounted cash flow methodology based on assumptions and estimates regarding future revenue growth, weighted cost of capital, marketing costs and other economic factors affecting the value in use of these intangible assets. These assumptions reflect management's best estimates but are subject to inherent uncertainties, which may not be controlled by management.

The cost of the trademarks and customer lists are amortised over their estimated useful lives. The remaining useful lives of intangible assets are re-assessed annually. If the estimate of the remaining useful lives changes, the remaining carrying values are amortised prospectively over that revised remaining useful life.

The main assumptions used in the valuation of key customer lists are the useful lives of these assets and the future profitability and cancellation rate of the underlying revenue streams. The useful life of a key customer list is estimated based on the cancellation experience of the existing business and the useful life of customer lists of other players in the market. For the key customer lists recognised at the reporting date a useful life of 2 years and an average cancellation rate of 50% were assumed.

If a useful life of 22 months were applied the asset value would have been R0.8m lower and if a useful life of 26 months were applied, the asset would have been R0.7m higher. Future profit margins used in determining customer contracts and relationships values were consistent with the margins applied in determining the fair value of the related investment.

Refer to the intangible asset accounting policy and note 2 for further detail.

26.6. Recognition of property, plant and equipment

The cost of property, plant and equipment is depreciated over their estimated useful lives to their estimated residual values. The remaining useful lives and residual values of property, plant and equipment are re-assessed annually. If the estimates of the remaining useful lives or residual values change, the remaining carrying values are depreciated prospectively, taking into account the revised estimates. Refer to the property, plant and equipment accounting policy and note 1 for further detail.

26.7. Recognition of biological assets

Biological assets at the reporting date consisted of soya crops, which were valued at cost since an insignificant level of biological transformation had taken place since the initial cost incurral. Refer note 8 for further detail.

1. PROPERTY, PLANT AND EQUIPMENT

GROUP	Land R'000	Buildings R'000	Vehicles and plant R'000	Office equipment R'000	Total R'000
As at 28 February 2013					
Cost	**196,436**	**63,524**	**135,539**	**1,608**	**397,107**
Accumulated depreciation	**(2,342)**	**(1,412)**	**(11,210)**	**(325)**	**(15,289)**
Balance at end of year	**194,094**	**62,112**	**124,329**	**1,283**	**381,818**
Reconciliation					
Balance at beginning of year					**-**
Acquired through business combination	**193,888**	**47,292**	**103,261**	**628**	**345,069**
Exchange rate movement	**6,703**	**1,755**	**4,328**	**31**	**12,817**
Additions	**2,727**	**14,569**	**28,576**	**954**	**46,826**
Disposals	**(6,882)**	**(92)**	**(626)**	**(5)**	**(7,605)**
Depreciation	**(2,342)**	**(1,412)**	**(11,210)**	**(325)**	**(15,289)**
Balance at end of year	**194,094**	**62,112**	**124,329**	**1,283**	**381,818**

Details of land and buildings are available at the registered offices of the relevant Group companies. Refer note 14 regarding borrowings which are secured over property, plant and equipment.

2. INTANGIBLE ASSETS

GROUP	Customer lists R'000	Trademarks and other R'000	Goodwill R'000	Total R'000
As at 28 February 2013				
Cost	**8,900**	**13,355**	**143,079**	**165,334**
Accumulated amortisation	**(4,081)**	**(2,347)**	**-**	**(6,428)**
Balance at end of year	**4,819**	**11,008**	**143,079**	**158,906**
Reconciliation				
Balance at beginning of year				**-**
Goodwill acquired			**138,991**	**138,991**
Acquired through business combination	**8,900**	**13,355**		**22,255**
Exchange rate movement			**4,088**	**4,088**
Amortisation	**(4,081)**	**(2,347)**		**(6,428)**
Balance at end of year	**4,819**	**11,008**	**143,079**	**158,906**

Intangible assets other than goodwill

The customer lists, trademarks and other intangible assets originate from the business combination of Agricol Holdings Ltd ("Agricol"), with customer lists having a remaining amortisation period of 1 year and 1 month, and trademarks and other' having a period of 4 years and 1 month.

2. INTANGIBLE ASSETS *(continued)*

Goodwill allocation

Goodwill is allocated to cash-generating units ("CGUs") identified according to the operating subsidiaries. A subsidiary level summary of the goodwill allocation is as follows:

	2013 R'000	2012 R'000
Agricol	**51,722**	
Chayton Africa ("Chayton")	**29,378**	
Somawhe Estates Ltd ("Somawhe")	**61,979**	
	143,079	-

Goodwill is tested for impairment annually by comparing the carrying value to the recoverable amount of the CGU, being the higher of value-in-use and fair value less to sell. Should fair value less cost to sell exceed the carrying value, the calculation of value-in-use is not considered necessary. Goodwill allocated to the CGUs were tested with reference to fair value less cost to sell.

Agricol

The fair value less cost to sell of Agricol is determined by applying a price/earnings ratio of 10. The price/earnings ratio applied was determined with reference to similar listed companies, adjusted for entity specific considerations. Had the price/earnings ratio been adjusted downward by 1, the recoverable amount would still exceed the carrying value.

Chayton and Somawhe

The fair value less cost to sell of Chayton, which consists of two CGUs, namely Chobe Agrivision and Somawhe, is determined on the net realisable value of the underlying assets, with reference to the fair value of land, buildings and other supporting tangible assets. This was based mainly on an average value of US$10,000 (R84,700 at the reporting date) per irrigated hectare. Had the price per irrigated hectare been adjusted downward by 10%, an impairment loss of R13.7m would have been recognised.

The directors were satisfied that the carrying value of goodwill is adequately supported, also taking into account other business considerations.

	GROUP		COMPANY	
	2013 R'000	2012 R'000	**2013 R'000**	2012 R'000
3. INVESTMENT IN SUBSIDIARY				
Unlisted shares at cost less provision for impairment			**2,117,521**	2,117,521
The Company holds 100% of the issued share capital of Zeder Financial Services Ltd.				
4. INVESTMENT IN ASSOCIATED COMPANIES				
Ordinary share investments				
- Unlisted but quoted	**2,126,535**	2,567,104		
Preference share investments				
- Thembeka OVB Holdings (Pty) Ltd		66,101		
Loans granted to associated companies				
- Klein Karoo Seed Marketing (Pty) Ltd*	**50,470**			
- Other	**4,000**			
	2,181,005	2,633,205		

* The loan is unsecured and bears interest at a fixed rate of prime less 1% nominal annual compounded monthly and has no repayment terms.

	GROUP		COMPANY	
	2013	2012	**2013**	2012
	R'000	R'000	**R'000**	R'000

4. INVESTMENT IN ASSOCIATED COMPANIES *(continued)*

Reconciliation of ordinary share investments:	GROUP 2013 R'000	GROUP 2012 R'000	COMPANY 2013 R'000	COMPANY 2012 R'000
Carrying value at beginning of year	**2,567,104**	2,081,949		
Acquisitions				
- Cash	**124,319**	264,476		
Equity accounting				
- Share of profits of associated companies*	**299,024**	245,384		
- Loss on dilution of interest in associated company	**(155,276)**	(7,856)		
- Dividends received	**(117,437)**	(73,503)		
- Other comprehensive income	**32,130**	40,128		
Transfer from equity securities at fair value		61,120		
Transfer to non-current asset held for sale	**(159,580)**			
Fair value gain on step-up acquisition	**22,023**			
Transfer to subsidiaries	**(50,409)**			
Disposals of investments in associated companies	**(435,363)**	(44,594)		
Carrying value at end of year	**2,126,535**	2,567,104		
Market value of unlisted investments (based on published over-the-counter prices and cost)	**2,475,500**	2,863,199		

* Share of profits of associated companies comprise R300,249,000 (2012: R285,756,000), as per the income statement, partially set off by a reversal of other comprehensive income of an associated company of R1,225,000 (2012: R40,372,000) as per the statement of comprehensive income.

2013 acquisitions and disposals

Cash acquisitions during the year include increasing the Group's already existing interest in associated companies; Kaap Agri Ltd, Capevin Holdings Ltd, Agri Voedsel Ltd and Capespan Group Ltd. During the year, the Group acquired a 49% interest in Klein Karoo Seed Marketing (Pty) Ltd. At the reporting date the Group had a standing public offer for the purchase of Kaap Agri Ltd shares. The Group disposed of 15% of its shareholding in Capevin Holdings Ltd, with the remaining 5% being reclassified as held for sale (refer note 11). Furthermore, the Group obtained control over Agricol Holdings Ltd (refer note 27.3).

2012 acquisitions and disposals

Cash acquisitions during the year mainly relates to increasing the Group's already existing interest (fair value of R61.1m) in NWK Ltd by investing a further R117.6m. This caused the Group to obtain significant influence over NWK Ltd. Furthermore, the Group also invested an additional R114.1m in Capespan Group Ltd. The Group disposed of its interest, with a carrying value of R44.6m, in MGK Business Investments Ltd. This gave rise to a loss of R0.1m.

Further information

More details regarding investments in associated companies are disclosed in the annexure to the annual financial statements.

	GROUP 2013 R'000	GROUP 2012 R'000
5. EQUITY SECURITIES		
Available-for-sale		
- Listed	**773**	
- Unlisted but quoted	**2,258**	
At fair value through profit and loss		
- Listed		43,378
- Unlisted but quoted	**3**	3
- Unquoted	**97,481**	174,157
	100,515	217,538
Reconciliation of equity securities:		
Carrying value at beginning of year	**217,538**	206,682
Acquisitions		
- Cash	**24**	73,536
- Acquired through business combination	**2,393**	
Transfer to investment in associated companies at fair value		(61,120)
Disposals	**(142,314)**	(42,993)
Unrealised net fair value gains	**22,874**	41,433
Carrying value at end of year	**100,515**	217,538

The unquoted equity securities include advances which are linked to equity instruments. In terms of these agreements, the Group is entitled to the majority of the increase in the market value of the underlying equity securities and the dividends received on these securities. The advances are impaired to the value of the underlying instruments should the market value of the instruments fall below the current carrying value of the advances.

	GROUP 2013 R'000	GROUP 2012 R'000
6. LOANS AND ADVANCES		
Secured loan	**16,261**	-

During the year, a loan was granted to a non-controlling shareholder of a subsidiary company, which carries interest at a rate of prime less 2%, is repayable by July 2017 and is secured over the con-controlling shareholders' ordinary shares in the subsidiary company.

	GROUP 2013 R'000	GROUP 2012 R'000
7. BIOLOGICAL ASSETS		
Carrying value at beginning of year	**-**	
Acquired through business combination	**69,074**	
Exchange rate movement	**2,528**	
Additions	**30,879**	
Harvests	**(99,920)**	
Change in fair value due to biological transformation	**28,703**	
Carrying value at end of year	**31,264**	-

Biological assets at the reporting date mainly consisted of 4000 irrigated hectares of soya crops, which were valued at cost, since an insignificant level of biological transformation had taken place since the initial cost was incurred.

	GROUP		COMPANY	
	2013	2012	**2013**	2012
	R'000	R'000	**R'000**	R'000
8. INVENTORIES				
Raw materials	**15,666**			
Finished goods	**158,959**			
	174,625	-		
9. TRADE AND OTHER RECEIVABLES				
Trade receivables	**83,358**			
Value added tax	**3,421**	3,670		
Sundry receivables	**13,950**	50,831		
	100,729	54,501		

Sundry receivables at the reporting date included a receivable of R7,302,000 relating to the sale of ordinary shares in an associated company, which carries interest at prime, is receivable by June 2013 and is secured by the over-the-counter traded ordinary shares. Also included is a loan advanced to an existing investment in the amount of R2,049,000, which carries interest at prime plus 3% and is receivable by June 2013. The remaining sundry receivables relate mainly to dividends receivable at year-end.

	GROUP		COMPANY	
	2013	2012	**2013**	2012
	R'000	R'000	**R'000**	R'000
10. CASH AND CASH EQUIVALENTS (INCLUDING MONEY MARKET FUNDS)				
Bank balances	**390,417**	11,553		
Money market fund	**362,198**	65,925		
	752,615	77,478		

The money market fund earned interest at money market rates during the period under review. Money market funds are invested in highly liquid instruments with a weighted average maturity of less than 90 days.

	GROUP		COMPANY	
11. NON-CURRENTS ASSET HELD FOR SALE				
Capevin Holdings Ltd shares held for sale				
- Transfer from investment in associated compani	**295,063**			
- Fair value loss	**(7,330)**			
	287,733	-		

	GROUP		COMPANY	
	2013 R'000	2012 R'000	**2013 R'000**	2012 R'000
12. SHARE CAPITAL				
Authorised				
1,500,000,000 (2012: 1,500,000,000) ordinary shares with a par value of 1 cent each	**15,000**	15,000	**15,000**	15,000
250,000,000 (2012: 250,000,000) cumulative, non-redeemable, non-participating preference shares with a par value of 1 cent each	**2,500**	2,500	**2,500**	2,500
Issued				
978,088,517 (2012: 978,088,517) ordinary shares with a par value of 1 cent each	**9,781**	9,781	**9,781**	9,781
13. DEFERRED INCOME TAX				
Deferred income tax liabilities				
- To be settled after more than 12 months	**53,895**	2,636		

Movement in the deferred tax balance:

GROUP	Provisions R'000	Unrealised profits R'000	Property, plant, equipment and other R'000	Total R'000
Balance at 1 March 2011	-	(5,899)	-	(5,899)
Reversal of deferred tax on previous fair value gains on equity securities transferred to investment in associated companies or on disposal of equity securities		2,782		2,782
Charged to profit and loss		481		481
Balance at 29 February 2012	-	(2,636)	-	(2,636)
Acquired through business combination	**1,134**	**(258)**	**(27,560)**	**(26,684)**
Reversal of deferred tax on disposal of equity securities		**3,830**		**3,830**
Charged to profit and loss	**(328)**	**(29,022)**	**1,841**	**(27,509)**
Charged to other comprehensive income		**(251)**		**(251)**
Exchange rate movement			**(645)**	**(645)**
Balance at 28 February 2013	**806**	**(28,337)**	**(26,364)**	**(53,895)**

Deferred income tax on temporary differences relating to equity securities that are classified as at fair value through profit or loss and available-for-sale, is calculated using the effective capital gains tax rate of 18.67%. Deferred income tax was calculated on the other temporary differences using the applicable tax rate as per the tax jurisdiction it relates to.

14. BORROWINGS

	GROUP		COMPANY	
	2013 R'000	2012 R'000	**2013 R'000**	2012 R'000
Non-current				
Secured redeemable preference shares (2012: Bridge loan facility)*	**300,000**	130,000		
Secured loans**	**145,351**			
Total non-current borrowings	**445,351**	130,000		
Current				
Unsecured loans***	**50,835**		**53,925**	64,801
Accrued interest and preference dividends	**9,146**	1,895		
Unamortised structuring fee		(1,192)		
Total current borrowings	**59,981**	703	**53,925**	64,801

* Preference shares issued by Zeder Financial Services Ltd to FirstRand Bank Ltd (acting through its Rand Merchant Bank Division) of R300m, which are secured by investments in associated companies with a market value of R2,3bn and carry a fixed dividend rate of 8.11% nominal annual compounded monthly, and are repayable by September 2017.

** Secured loans mainly consist of the following:

Agricol has a term loan of R50m from FirstRand Bank Ltd (acting through its First National Bank Division), which carries a variable interest rate of prime less 1.25% nominal annual compounded monthly. The balance will be settled with five yearly repayments of R10m each, starting July 2014, and is secured by a bond of R60m over the property, plant and equipment of Agricol (Pty) Ltd.

Chayton has a loan from the African Agriculture and Trade Investment Fund of US$10m, which carries a fixed interest rate of 5.75% nominal annual compounded monthly plus an additional charge payable if Chayton's gross profit exceeds a specified limit. The loan plus accrued interest will be settled with two repayments of US$3m and US$7m respectively in October 2015 and 2016. This loan is secured over property, plant and equipment to the value of US$7m (refer note 1).

*** The Group's unsecured loan consists of a 90 day loan from Stanbic Mauritius to Chayton, which carries interest at Libor plus 3%.

15. DERIVATIVE FINANCIAL INSTRUMENT

	GROUP	
	2013 R'000	2012 R'000
Non-controlling interest put option liability	**45,666**	

During the year, the Group entered into a transaction with a non-controlling shareholder, which grants the party the right to put its entire shareholding to the Group at a market-related fixed price/earnings multiple. The option is exercisable in July 2017 and the carrying value at the reporting date represents the present value of the possible exercise price.

	GROUP		COMPANY	
	2013	2012	**2013**	2012
	R'000	R'000	**R'000**	R'000

16. TRADE AND OTHER PAYABLES

Trade payables	**148,333**			
Management fee payable (refer note 21)	**34,789**	29,896		
Unsettled share trades and other payables	**4,364**	2,466	**33**	33
	187,486	**32,362**	**33**	**33**

17. SALE OF GOODS

Sale of goods	**328,113**			
	328,113	**-**		

Sale of goods mainly consisted of the sale of agricultural produce and seed.

18. INVESTMENT INCOME

Interest income	**7,258**	4,198		
Trade and other receivables	**2,121**	421		
Cash and short-term funds	**5,137**	3,777		
Dividend income	**5,844**	59,524	**50,000**	
Equity securities held at fair value through profit or loss	**4,662**	53,798		
Equity securities held as available-for-sale	**52**			
Associated companies				
- Preference share investments	**1,130**	5,726		
Subsidiary companies			**50,000**	
Investment income	**13,102**	63,722	**50,000**	-

19. FAIR VALUE GAINS AND LOSSES

Net fair value gains on equity securities	**18,573**	51,237		
- Realised fair value gains and losses	**(3,687)**	9,804		
- Unrealised fair value gains	**22,260**	41,433		
Fair value gain on step-up acquisition of a subsidiary	**22,023**			
Net foreign exchange gains	**161**			
Fair value loss on derivative financial liabilities	**(906)**			
Fair value loss on non-current asset held for sale (refer note 11)	**(7,330)**			
	32,521	51,237		

20. OTHER OPERATING INCOME

Rebates received on funds invested with PSG Money Market Fund	**34**	108		
Commissions and other fee income	**1,924**			
Profit on sale of property, plant and equipment	**1,839**			
Sundry income	**1,683**	469		
	5,480	577		

	GROUP	
	2013	2012
	R'000	R'000

21. EXPENSES

21.1. Management fee expense

Management base fee expense - PSG Group	**58,560**	47,953
	58,560	47,953

A management fee is payable to PSG Group Ltd or its nominee ("PSG Group"), the Group's ultimate holding company, in terms of a management agreement. In accordance with the management agreement, PSG Group provides all investment, administrative, advisory, financial and corporate services to the Zeder Group of companies.

Management fees payable consist of a base fee and a performance fee element. The base fee is calculated at 2% p.a. (exclusive of VAT) on the net asset value of the Group (excluding cash) at the end of every month and 0.15% p.a. (exclusive of VAT) on the daily average cash balances. The base fee is accrued at the end of every month. The performance fee is calculated on the last day of the financial year at 10% p.a. on the outperformance of the Group's equity portfolio above the equally weighted FTSE-JSE Beverage Total Return Index (TRI041) and the FTSE-JSE Food Producers Total Return Index (TRI043) over any financial year. No performance fee was payable during the current or prior year.

21.2. Marketing, administration and other expenses

	GROUP	
	2013	2012
	R'000	R'000
Cost of goods sold	**234,437**	
Changes in inventories of goods and work in progress	**171,440**	
Raw material and consumables used	**50,673**	
Transportation expenses	**7,896**	
Labour	**4,428**	
Depreciation	**15,289**	
- Land	**2,342**	
- Buildings	**1,412**	
- Vehicles and plant	**11,210**	
- Office equipment	**325**	
Amortisation of intangible assets	**6,428**	
Operating lease rentals	**1,260**	
- Properties	**1,044**	
- Equipment	**216**	
Auditor's remuneration	**961**	
- Audit services (current year)	**946**	
- Other services	**15**	
Employee benefit expenses	**31,169**	
- Salaries, wages and allowances	**28,037**	
- Social security costs	**1,474**	
- Pension costs - defined contribution plans	**1,658**	
Loss on sale of property, plant and equipment	**51**	
Sub-total	**289,595**	

	GROUP	
	2013	2012
	R'000	R'000

21.2. Marketing, administration and other expenses *(continued)*

Sub-total	**289,595**	
Marketing and administration costs	**28,360**	
- Administration fees	**9,089**	
- Marketing	**2,846**	
- Professional fees	**6,963**	
- Other administration costs	**9,462**	
Repairs, maintenance and vehicle costs	**13,702**	
Commission paid	**15,727**	
Bank charges, acquisition costs and other	**7,158**	3,188
	354,542	3,188

22. FINANCE COSTS

Interest paid - PSG Corporate Services (Pty) Ltd	**3,797**	330
Interest paid - Borrowings	**30,992**	4,332
Interest paid - Other	**1,218**	1,120
Amortisation of structuring fee	**1,192**	1,403
	37,199	7,185

PSG Corporate Services (Pty) Ltd is a fellow subsidiary of the Group. Interest was calculated on outstanding balances at market related rates.

23. TAXATION

Current taxation		
- Current year	**71,516**	3,636
Deferred taxation		
- Current year	**23,455**	(3,263)
Foreign taxation		
- Current year	**723**	
Foreign deferred taxation		
- Current year	**224**	
	95,918	373

Reconciliation of effective tax rate:	**%**	%
South African standard tax rate	**28.0**	28.0
Adjusted for:		
- Exempt income	**(0.3)**	(5.0)
- Non-deductible charges	**4.3**	4.7
- Share of profits of associated companies	**(13.8)**	(23.2)
- Capital gains tax rate differential	**(3.7)**	(4.2)
- Assessed loss not recognised	**1.2**	
- Change in capital gains tax rate	**0.1**	
- Special tax allowances	**(0.1)**	
Effective tax rate	**15.8**	0.3

Tax charge relating to components of other comprehensive income		
- Fair value gains on available-for-sale investments (R'000)	**(251.0)**	

24. RELATED-PARTY TRANSACTIONS AND BALANCES

The following related parties were identified with which the Company and/or Group transacted during the year, and/or balances were outstanding at year-end:

Party	**Relationship**
PSG Group Ltd	Ultimate holding company
Zeder Financial Services Ltd	Wholly-owned subsidiary
Zeder Investments Corporate Services (Pty) Ltd	Wholly-owned subsidiary of Zeder Financial Services Ltd
Zeder Africa (Pty) Ltd	Wholly-owned subsidiary of Zeder Financial Services Ltd
Chayton Corporate Services (Pty) Ltd	Wholly-owned subsidiary of Zeder Investments Corporate Services (Pty) Ltd
PSG Corporate Services (Pty) Ltd	Subsidiary of ultimate holding company
PSG Online Securities (Pty) Ltd	Subsidiary of ultimate holding company
PSG Money Market Fund	Managed by a subsidiary of ultimate holding company

Related-party transactions during the year included dividends received from associated companies (refer notes 4 and 18), rebates received on funds invested with the PSG Money Market (refer note 20), interest paid to PSG Corporate Services (Pty) Ltd (refer note 22), the management fee expense (refer note 21.1), professional fees and interest income.

Included in the Group's interest income (refer note 18) is R407,000 (2012: R60,000) received from PSG Online Securities (Pty) Ltd and R955,000 (2012: R2,658,000) received from PSG Money Market Fund.

Included in the Group's other expenses is professional fees of R5,276,000 (2012: R12,000) paid to PSG Corporate Services (Pty) Ltd for corporate finance services not covered by the management fee (refer note 21).

Brokerage and administration fees of R1,082,000 (2012: R9,000) were incurred with PSG Online Securities (Pty) Ltd during the year. These fees related to trades that took place via the Group's BDA accounts.

Previously PSG Corporate Services (Pty) Ltd facilitated the process of the Group obtaining an interest in an investee company. In exchange for waiving the facilitation fee payable in respect thereof, PSG Corporate Services (Pty) Ltd is entitled to receive a portion of the dividends received each year from the mentioned interest for a five year period as well as a share of the increase in the market value of same after five years. During the year under review the portion of dividends paid amounted to R216,000 (2012: R204,000) and the one-off share of the increase in market value R1,712,000.

The Group entered into a written put agreement with AE Jacobs, who forms part of the Group's key management personnel, and is also a non-controlling shareholder in a subsidiary of the Group. The agreement grants him the right to sell his non-controlling interest to the Group at a market related fixed multiple in 2017 (refer note 15 for the possible future redemption amount).

Details of the audited directors' emoluments and share dealings are included in the directors' report.

Related-party balances outstanding at the reporting date included cash invested with PSG Money Market Fund (refer note 10) and the management fee payable (refer note 16).

25. CAPITAL COMMITMENTS AND CONTINGENCIES

In terms of a subscription agreement, the Group has a capital commitment to invest a further amount of approximately R116m in Chayton for the purposes of expanding its operations.

The Group acquired an option in terms whereof it may in the future, during an agreed option period, elect to purchase the remaining shareholding in Klein Karoo Seed Marketing (Pty) Ltd, with a reciprocal put in favour of the current shareholder. Any exercise of the option is subject to approval from the relevant competition authorities. The main business activities of Klein Karoo Seed Marketing and its subsidiaries are the handling, value-adding, processing and marketing of seed and seed-related products.

	GROUP	
	2013	2012
	R'000	R'000

25. CAPITAL COMMITMENTS AND CONTINGENCIES *(continued)*

Operating lease commitments

Operating leases - equipment		
- Due within one year	**64**	
- One to five years	**52**	
	116	-
Operating leases - premises		
- Due within one year	**837**	
- One to five years	**292**	
	1,129	-

26. BORROWING POWERS

In terms of the Company's memorandum of incorporation, borrowing powers are unlimited. The Company, however, has a conservative gearing policy, being an investment holding company.

27. NOTES TO THE STATEMENTS OF CASH FLOWS

27.1. Cash generated from/(utilised by) operations

Profit before taxation	**605,481**	334,985
Interest income	**(7,258)**	(4,198)
Dividend income	**(5,844)**	(59,524)
Depreciation	**15,289**	
Amortisation	**6,428**	
Net profit on sale of property, plant and equipment	**(1,788)**	
Net fair value gains	**(61,224)**	(51,112)
Net gain on disposal of investment in associated companies	**(502,890)**	
Net foreign exchange gains		
Share of profits of associated companies	**(300,249)**	(285,756)
Net loss on dilution of interest in associated company	**155,276**	7,856
Finance costs	**37,199**	7,185
Change in fair value of biological assets	**-**	
Structuring fee paid		(1,112)
Non-cash flow items	**8,912**	
	(50,668)	(51,676)
Changes in working capital	**85,420**	(52,241)
Increase in trade and other payables	**73,071**	2,142
Decrease/(increase) in trade and other receivables	**24,089**	(54,383)
Decrease in inventories	**19,139**	
Increase in biological assets	**(30,879)**	
	34,752	(103,917)

27.2. Taxation paid

Current taxation charged to income statement	**(72,239)**	(3,636)
Movement in current income tax receivable	**(20,229)**	4
	(92,468)	(3,632)

27.3. BUSINESS COMBINATIONS

Agricol

On 28 March 2012, the Group acquired the remaining 74,9% of the issued share capital in Agricol for a cash consideration of R150m. Agricol is incorporated in the Republic of South Africa and its activities include plant breeding, production, international trade, processing and distribution of seed. The identifiable net assets acquired amounted to R149m, with goodwill amounting to R52m. Zeder's initial 25.1% interest in Agricol was remeasured to its fair value of R50m, which resulted in a gain of R22m (refer note 19). In July 2012 the Group sold 8% of its stake in Agricol to a non-controlling shareholder, leaving the Group with a 92% shareholding at the reporting date.

Chayton

On 10 April 2012, Zeder acquired 100% of the issued share capital in Chayton, a company incorporated in Mauritius, which operate as a holding company for farming operations in Zambia. A cash consideration of R24m was paid for Chayton's identifiable net liabilities of R4m, resulting in the recognition of R28m in goodwill. Subsequently, Zeder invested an additional R253m cash in Chayton, and held a 73.4% interest in the company at the reporting date.

Somawhe

On 31 July 2012, Zeder, through its subsidiary Chayton, acquired 100% of the issued share capital in Somawhe, a farming operation incorporated in Zambia. Cash consideration of R275m was paid for Somawhe's identifiable net assets of R215m, resulting in the recognition of R59m in goodwill.

The summarised assets and liabilities recognised at acquisition date were:

GROUP	Agricol R'000	Chayton R'000	Somawhe R'000	Total R'000
Property, plant and equipment	(38,892)	(129,006)	(177,171)	(345,069)
Biological assets		(14,033)	(55,041)	(69,074)
Intangible assets	(21,574)	(681)		(22,255)
Equity securities	(2,393)			(2,393)
Inventories	(79,181)	(3,850)	(10,813)	(93,844)
Trade and other receivables	(61,377)	(3,825)	(5,115)	(70,317)
Cash and cash equivalents	(31,287)	(9,948)	(9,818)	(51,053)
Deferred income tax liabilities	8,532	1,322	16,830	26,684
Borrowings	4	146,364	18,078	164,446
Current income tax liabilities	19,679		1,057	20,736
Trade and other payables	57,381	18,058	6,614	82,053
Total identifiable net (assets)/liabilities	**(149,108)**	**4,401**	**(215,379)**	**(360,086)**
Previously held investment in Agricol at fair value	50,409			50,409
Goodwill	(51,722)	(28,063)	(59,206)	(138,991)
Total consideration	**(150,421)**	**(23,662)**	**(274,585)**	**(448,668)**
Cash consideration paid	(150,421)	(23,662)	(274,585)	(448,668)
Cash and cash equivalents acquired	31,287	9,948	9,818	51,053
	(119,134)	**(13,714)**	**(264,767)**	**(397,615)**

Goodwill recognised from the business combinations can be attributed to the employee corps and geographical footprint of the respective businesses, as well as expected synergies and growth potential.

Acquisition costs of R6,060,000 were incurred with the above business combinations, which are included in marketing, administration and other expenses (refer note 21.2).

28. EARNINGS PER SHARE

	GROUP **2013** **R'000**	2012 R'000
The calculation of earnings per share is based on the following:		
Earnings attributable to equity holders of the Company	**511,741**	334,612
Net loss on dilution of interest in associated companies, gross and net of taxation	**155,276**	7,856
Non-headline items of associated companies, gross and net of taxation	**(42,776)**	(43,303)
Net (gain)/loss on disposal of investments in associated companies	**(410,404)**	711
- Gross	**(502,890)**	125
- Tax effect	**92,486**	586
Fair value adjustment on step-up acquisition of a subsidiary, gross and net of taxation	**(22,023)**	
Fair value adjustment on non-current asset held for sale	**5,961**	
- Gross	**7,330**	
- Tax effect	**(1,369)**	
Net profit on sale of property, plant and equipment	**(1,433)**	
- Gross	**(1,788)**	
- Non-controlling interest	**143**	
- Tax effect	**212**	
Headline earnings	**196,342**	299,876
The calculation of the weighted number of shares in issue is as follows:		
- Number of shares at beginning and end of year (thousands)	**978,089**	978,089
Earnings per share (cents)		
- Attributable - basic and diluted	**52.3**	34.2
- Headline - basic and diluted	**20.1**	30.7

29. FINANCIAL RISK MANAGEMENT

29.1. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including price risk, cash flow and fair value interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by each major entity within the group under policies approved by the respective boards of directors. Each entity identifies, evaluates and utilises economic hedges to hedge financial risks as appropriate. Each major entity's board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments and investment of excess liquidity.

29.1.1. Financial risk factors

Financial instruments are grouped into the following classes in order to facilitate effective financial risk management and disclosure in terms of IFRS 7 *Financial Instruments - Disclosures:*

GROUP	At fair value through profit or loss R'000	Available-for-sale R'000	Loans and receivables R'000	Held for sale R'000	Total R'000
Financial assets at 28 February 2013					
- Loans and preference share investments in associated companies			**54,470**		**54,470**
- Equity securities	**97,484**	**3,031**			**3,031**
- Non-current assets held for sale				**287,733**	**287,733**
- Loans and receivables			**16,261**		**16,261**
- Trade and other receivables			**97,308**		**97,308**
- Cash and cash equivalents			**752,615**		**752,615**
	97,484	**3,031**	**920,654**	**287,733**	**1,211,418**
Financial assets at 29 February 2012					
- Equity securities	217,538				217,538
- Investment in preference shares of associated companies			66,101		66,101
- Trade and other receivables			50,831		50,831
- Cash and cash equivalents			77,478		77,478
	217,538	-	194,410	-	411,948

COMPANY

The Company had no financial assets at the current or prior reporting date.

Financial liabilities at 28 February 2013	At amortised cost R'000	At fair value through profit or loss R'000	Total R'000
GROUP			
- Borrowings	**505,332**		**505,332**
- Derivative financial instrument		**45,666**	**45,666**
- Trade and other payables	**187,486**		**187,486**
	692,818	**45,666**	**738,484**
COMPANY			
- Borrowings	**53,925**		**53,925**
- Trade and other payables	**33**		**33**
	53,958	**-**	**53,958**

29.1.1. Financial risk factors *(continued)*

Financial liabilities at 29 February 2012	**At amortised cost R'000**	**Total R'000**
GROUP		
- Borrowings	703	703
- Trade and other payables	32,362	32,362
	33,065	33,065
COMPANY		
- Borrowings	64,801	64,801
- Trade and other payables	33	33
	64,834	64,834

29.1.2. Market risk

Market risk is the risk of adverse financial impact due to changes in fair values or future cash flows of financial instruments from fluctuations in interest rates, and equity prices and foreign exchange rates.

The sensitivity analyses presented below are based on reasonable possible changes in market variables for equity prices, interest rates and foreign exchange rates for the Group.

Price risk

The Group is exposed to equity securities price risk because of investments held and classified on the statement of financial position as at fair value through profit or loss, available-for-sale and held for sale. The Group manages price risk by investing in a portfolio of investments and monitoring equity securities' prices on a regular basis.

At 28 February 2013, if the closing market prices of the equity securities that the Group holds had been 20% (2012: 20%) higher/lower, with all other variables held constant, the profit after taxation for the year would have been R63,152,000 (2012: R37,417,000) higher/lower.

Cash flow and fair value interest rate risk

The Group's interest rate risk arises from interest-bearing investments, receivables and borrowings, which expose the Group to cash flow interest rate risk if it is a variable rate instrument, or to fair value interest rate risk if it is a fixed rate instrument.

At 28 February 2013, if the prime interest and 3-month JIBAR rate had been 100 basis points (2012: 100 basis points) higher/lower, with all other variables held constant for the year, the Group's profit after taxation for the year would have been R2,893,000 (2012: R448,000) higher/lower.

At 28 February 2013, if the 3-month LIBOR rate had been 10 basis points higher/lower, with all other variables held constant for the year, the Group's profit after taxation for the year would have been R46,000 higher/lower.

Foreign exchange risk

The group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Management monitors this exposure and cover is used where appropriate.

The group's financial assets and liabilities denominated in foreign currency are analysed in the following table:

	US R'000	**EURO R'000**	**ASIA R'000**	**Total R'000**
At 28 February 2013				
Financial assets				
- Receivables	**19,401**	**503**		**19,904**
- Cash and cash equivalents	**40,316**	**133**		**40,449**
Financial liabilities				
- Trade and other payables	**(88,117)**	**(3,173)**	**(5,943)**	**(97,233)**
- Borrowings	**(145,686)**			**(145,686)**
	(174,086)	**(2,537)**	**(5,943)**	**(182,566)**

At 28 February 2013, if the rand exchange rate depreciated/appreciated by 20%, with all other variables held constant, the Group's profit after taxation for the year would have been R3,687,000 lower/higher and the Group's equity would have been R64,503,000 higher/lower.

29.1.3. Credit risk

Financial assets which potentially subject the Group to credit risk, consist of loans to associated companies (refer note 4), loans and advances (refer note 6), trade and other receivables (refer note 9) and cash and cash equivalents (refer note 10).

The following tables provides information regarding the aggregated credit risk exposure for the financial assets:

		Not rated R'000	Carrying value R'000
GROUP - 28 February 2013			
Loans and preference share investments in associated companies		**54,470**	**54,470**
Unquoted equity securities		**97,481**	**97,481**
Loans and receivables		**16,261**	**16,261**
Trade and other receivables		**100,729**	**100,729**
Cash and cash equivalents - bank balances		**390,417**	**390,417**
Cash and cash equivalents - money market fund		**362,198**	**362,198**
		1,021,556	**1,021,556**
GROUP - 29 February 2012			
Investment in preference shares of associated company		66,101	66,101
Trade and other receivables		50,831	50,831
Unquoted equity securities		174,157	174,157
Cash and cash equivalents - bank balances	11,553		11,553
Cash and cash equivalents - money market fund		65,925	65,925
	11,553	357,014	368,567

Loans and preference share investments in associated companies are unsecured and trade and other receivables consist of secured and unsecured financial assets (refer note 9). The Group assesses all counterparties for creditworthiness before transacting, and monitors creditworthiness on a regular basis.

The unquoted equity securities are impaired to the value of the underlying instruments should the market value of the instruments fall below the current carrying value.

The unrated cash and cash equivalents relate to the Group's investment in PSG Money Market Fund of which the underlying instruments are rated in terms of the Collective Investment Schemes Control Act. The mandate of the fund is to invest in cash deposits and highly liquid, fixed-interest securities with a weighted average maturity of less than 90 days. A spread of investments in top-quality financial instruments and institutions moderates the risk through diversification.

The table below gives an age analysis of receivables that are past due but not impaired. The other classes of financial assets do not contain assets that are past due but not impaired.

	0-2 months R'000	2-6 months R'000	6-12 months R'000	Total R'000
At 28 February 2013	**19,935**	**6,051**	**3,913**	**29,899**
At 29 February 2012	-	-	-	-

29.1.4. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group's cash resources and a R195m undrawn borrowing facility limits the Group's liquidity risk.

The tables below analyses the Group company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

29.1.4. Liquidity risk *(continued)*

GROUP	Less than one year R'000	One to five years R'000	Over five years R'000	Total R'000
28 February 2013				
- Borrowings	**24,676**	**498,683**	**94,790**	**618,150**
- Derivative financial instrument		**45,666**		**45,666**
- Trade and other payables	**187,486**			**187,486**
	212,162	**544,349**	**94,790**	**851,302**
29 February 2012				
- Borrowings	11,705	154,916		166,621
- Trade and other payables	32,362			32,362
	44,067	154,916	-	198,983

COMPANY	Less than one year R'000	No fixed repayment terms R'000	Total R'000
28 February 2013			
- Borrowings		**53,925**	**53,925**
- Trade and other payables	**33**		**33**
	33	**53,925**	**53,958**
29 February 2012			
- Borrowings		64,801	64,801
- Trade and other payables	33		33
	33	64,801	64,834

29.2. Fair value estimation

Financial assets and liabilities carried at fair value are disclosed by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The following financial assets are measured at fair value:

	GROUP 2013 R'000	GROUP 2012 R'000
Assets		
- Level 1 - equity securities and non-current assets held for sale at quoted market prices	**290,767**	43,381
- Level 2 - unquoted equity securities	**97,481**	174,157
	388,248	217,538
Liabilities		
- Level 3 - unobservable inputs	**45,666**	-

29.3. Capital risk management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders.

The Group's dividend policy is to declare and pay dividends according to its free cash flow model, i.e. dividends and interest received less management fees, interest and related taxation paid.

The Group's capital comprises total equity and borrowings, as shown in the Group statement of financial position. When funding is required, the Group will either raise additional capital or utilise debt. There is no restriction on the level of gearing. However, the Group will continuously assess the extent of gearing employed, in the context of the level of liquidity within the Group's portfolio.

30. SHAREHOLDER ANALYSIS

	Shareholders		Shares held	
	Number	**%**	**Number**	**%**
Range of shareholding				
1 - 20,000	3,502	73.9	22,777,633	2.3
20,001 - 50,000	628	13.2	21,644,437	2.2
50,001 - 100,000	273	5.8	20,506,324	2.1
100,001 - 500,000	191	4.0	41,481,124	4.2
500,001 - 1,000,000	56	1.2	39,723,039	4.1
Over 1,000,000	90	1.9	831,955,960	85.1
	4,740	**100.0**	**978,088,517**	**100.0**
Public and non-public shareholding				
Non-public				
- Directors	5	0.1	560,000	0.1
- PSG Financial Services Ltd	1	0.0	415,176,633	42.4
Public	4,734	99.9	562,351,884	57.5
	4,740	**100.0**	**978,088,517**	**100.0**

PSG Financial Services Ltd is the only individual shareholder holding 5% or more of the issued shares at 28 February 2013.

31. SEGMENTAL REPORTING

Following the Group's acquisition of controlling interests during the year, the Group is organised into four reportable segments namely Zaad Holdings (sole shareholder of Agricol (Pty) Ltd), Chayton, food and agri, and beverages. Zaad Holdings and Chayton are subsidiaries, while food and agri and beverages comprise investments in associated companies and equity securities. The subsidiary segments operate mainly in the Republic of South Africa, Mauritius and Zambia, whereas the other segments operate mainly in the Republic of South Africa.

Recurring headline earnings is calculated on a see-through basis. Zeder's recurring headline earnings is the sum of its effective interest in that of each of its underlying investments. The result is that investments which Zeder do not equity account or consolidate in terms of accounting standards, are included in the calculation of recurring headline

Non-recurring headline earnings include equity securities' see-through recurring headline earnings and the related net fair value gains/losses and investment income (as recognised in the income statement). Associated companies' and subsidiaries' one-off gains/losses are excluded from recurring headline earnings and included in non-recurring headline earnings.

Segmental income comprises sale of goods, change in fair value of biological assets, investment income, net fair value gains, share of profits of associated companies, net loss on dilution of interest in associated companies and net gain/loss on disposal of investment in associated companies, as per the income statement.

32. SEGMENTAL REPORTING *(continued)*

For the year ended 28 February 2013	Recurring headline earnings R'000	Non-recurring headline earnings R'000	Headline earnings R'000	Sum-of-the-parts R'000
Recurring earnings of subsidiaries	**11,136**	**(2,226)**	**8,910**	**645,825**
Zaad Holdings	32,895	(439)	32,456	368,900
Chayton	(21,759)	(1,787)	(23,546)	276,925
Recurring earnings of associated companies and	**321,838**	**(51,954)**	**269,884**	**2,866,308**
Food and agri	255,757	(37,733)	218,024	2,578,679
Beverages	66,081	(14,221)	51,860	287,629
Net interest and other income and expenses	(23,313)	(685)	(23,998)	450,310
Management fees and taxation	(58,570)	117	(58,453)	(59,193)
Total	**251,091**	**(54,748)**	**196,343**	**3,903,249**
Non-headline items			315,399	
Attributable earnings			**511,742**	
Recurring headline earnings per share (cents)		25.7		

Segmental income analysis for the year ended 28 February 2013:	Income from subsidiaries		Income from associated companies and equity securities			
	Zaad Holdings R'000	Chayton R'000	Food and agri R'000	Beverages R'000	Unallocated income R'000	Total R'000
Revenue from sale of goods	264,746	63,367				328,113
Change in fair value of biological assets		28,703				28,703
Investment income						
- Interest income	1,804	317			5,137	7,258
- Dividend income	52		5,792			5,844
Share of profits of associated companies			247,924	52,325		300,249
Net loss on dilution of interest in associated companies			1,997	(157,273)		(155,276)
Net gain on disposal of investment in associated			(3,898)	506,788		502,890
Net fair value gains	161		39,690	(7,330)		32,521
Segmental income	**266,763**	**92,387**	**291,505**	**394,510**	**5,137**	**1,050,302**

32. SEGMENTAL REPORTING *(continued)*

For the year ended 29 February 2012	Recurring headline earnings R'000	Non-recurring headline earnings R'000	Headline earnings R'000	Net asset value R'000	Sum-of-the-parts R'000
Food and agri	265,066	29,846	294,912	2,134,101	2,402,699
Beverages	58,302		58,302	714,176	713,115
	323,368	29,846	353,214	2,848,277	3,115,814
Net interest and other income and expenses	(2,422)	(3,176)	(5,598)	1,276	1,446
Management fees and taxation	(47,983)	243	(47,740)	(32,527)	(32,527)
Total	272,963	26,913	299,876	2,817,026	3,084,733
Non-headline items			34,736		
Attributable earnings			334,612		
Recurring headline earnings per	27.9				

Segmental income analysis for the year ended 29 February 2012:	Food and agri R'000	Beverages R'000	Unallocated income R'000	Total R'000
Investments income				
- Interest income	421		3,777	4,198
- Dividend income	59,524			59,524
Share of profits of associated companies	227,189	58,567		285,756
Loss on disposal of investment in associated company	(125)			(125)
Net fair value gains	51,237			51,237
Segmental income	338,246	58,567	3,777	400,590

33. SUBSEQUENT TO REPORTING DATE EVENTS - BUSINESS COMBINATIONS

Capespan

The Group acquired an additional 34.2% interest in the Capespan Group Ltd, to increase its interest in same to approximately 71.3%. This is in line with the Group's expanded strategy to play a more active role in determining strategy and to help expand the respective businesses it's invested in.

Dividend

On 8 April 2013 the Company declared a final dividend of 4 cents per share in respect of the year ended 28 February 2013, which is payable on 6 May 2013.

ZEDER INVESTMENTS LIMITED AND ITS SUBSIDIARIES
ANNEXURE - INVESTMENTS
at 28 February 2013

	Nature of business	2013 %	2012 %
INVESTMENT IN SUBSIDIARIES			
Zeder Financial Services Ltd	Investment holding	**100.0**	100.0
Zeder Investments Corporate Services (Pty) Ltd	Management and investment services	**100.0**	100.0
Zeder Africa (Pty) Ltd	Investment holding	**100.0**	
Zaad Holdings Ltd	Agricultural	**92.0**	25.1
Chayton Africa	Agricultural	**73.4**	
Chayton Corporate Services (Pty) Ltd	Management and investment services	**100.0**	100.0
INVESTMENT IN ASSOCIATED COMPANIES			
Unlisted investments			
Kaap Agri Ltd **	Agricultural	**34.9**	33.4
Agri Voedsel Ltd	Investment holding company with effective interest of 31% in Pioneer	**45.0**	44.7
Capevin Holdings Ltd*	Investment holding company with effective interest of 29% in Distell	**5.3**	39.8
Capespan Group Ltd **	Transport of fresh produce	**37.1**	40.9
Suidwes Investments Ltd	Agricultural	**24.1**	23.7
Thembeka OVB Holdings (Pty) Ltd	Holding company of 20% in Overberg Agri Ltd	**49.0**	49.0
NWK Ltd***	Agricultural	**19.9**	19.9
Bluegreen Oceans (Pty) Ltd	Aqua culture	**34.0**	
Klein Karoo Seed Marketing (Pty) Ltd	Agricultural	**49.0**	
Petline (Pty) Ltd t/a Animalzone	Parrot & pet foods	**50.0**	
Agricol Border-Kei (Pty) Ltd	Agricultural	**50.0**	

** Disposed of 15% in February 2013*
*** Economic interest held*
**** Effective interest held*

SUMMARISED FINANCIAL INFORMATION IN RESPECT OF PRINCIPAL ASSOCIATED COMPANIES	2013 R'000	2012 R'000
Assets	**5,638,561**	5,292,064
Liabilities	**989,396**	901,310
Revenues	**3,211,637**	4,610,088
Profit for the year	**247,920**	621,050

Principal associated companies during the year under review comprised Agri Voedsel Ltd, Capevin Holdings Ltd and Kaap Agri Ltd. The financial information presented are based on the principal associated companies' most recent published full year results.