



MOBILE
INDUSTRIES
LIMITED

MOBILE

ANNUAL REPORT
2003

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DIRECTORS	C JOWELL	CHAIRMAN
	H A GORVY	INDEPENDENT
	N I JOWELL	
	D M NUREK	INDEPENDENT
	E OBLowitz ¹	INDEPENDENT

¹APPOINTED 3 MARCH 2004
ALL DIRECTORS ARE NON-EXECUTIVE.
BRIEF RÉSUMÉS OF THE DIRECTORS ARE PRESENTED ON PAGE 84.

TEN YEAR REVIEW

	03 RM	02 RM	01* RM	00 RM	99 RM	98 RM	97 RM	96 RM	95 RM	94 RM
(LOSS)/INCOME AFTER TAXATION	(46,1)	(174,8)	383,2	(26,5)	32,9	168,9	113,9	130,4	45,1	18,2
ATTRIBUTABLE HEADLINE (LOSS)/EARNINGS OF ASSOCIATE COMPANY	(78,2)	(163,7)	344,2	145,6	9,3	125,0	76,9	94,5	64,5	47,8
HEADLINE (LOSS)/INCOME ATTRIBUTABLE TO SHAREHOLDERS	(77,6)	(163,6)	344,8	121,1	32,0	160,3	112,2	128,9	89,7	66,8
NUMBER OF ISSUED SHARES (MILLION)	898	898	898	898	898	898	891	873	855	852
EQUITY BOOK VALUE PER SHARE (CENTS)	79,5	91,6	122,9	71,8	74,8	72,1	59,2	48,1	35,3	33,0
HEADLINE (LOSS)/EARNINGS PER SHARE (CENTS) – UNDILUTED	(8,6)	(18,2)	38,4	13,5	3,6	17,9	12,6	14,9	10,5	7,8
DIVIDENDS PER SHARE (CENTS)	–	–	–	–	2,34	3,92	3,67	3,6	2,9	2,1
DIVIDEND COVER (TIMES)	–	–	–	–	1,5	4,6	3,4	4,1	3,7	3,8

* 18 months
Up until 2000, the reporting periods were to 30 June, thereafter 31 December

The board of directors endorses the Code of Corporate Practices and Conduct in the King II Report on Corporate Governance. Ongoing enhancement of corporate governance principles is a global movement, fully supported by the board, and the board will continue to adopt, as appropriate, existing and new principles which advance good corporate governance and add value to the group's business activities.

It must be noted that Mobile is an investment holding company, has no employees and is classified as the pyramid company of Trenchor Ltd in terms of the Listings Requirements of the JSE Securities Exchange South Africa.

The board is of the opinion that the group has, in all material respects and where relevant, complied with the Code during the year under review.

The salient features of the group's corporate governance are set out below.

BOARD OF DIRECTORS

COMPOSITION

The names of the directors appear on page 64. The board currently comprises five non-executive directors, three of whom qualify as independent non-executive directors in terms of the King II Report.

The directors have considerable experience and an excellent understanding of the group's business and all serve on the board of Trenchor Ltd.

The board as a whole is satisfied that no one individual or block of individuals has undue power on decision-making.

Brief résumés of the directors are published on page 84.

PROFESSIONAL ADVICE

All directors have access to the company secretary and are entitled to obtain independent professional advice, at the company's expense, if required and considered to be in the interest of the group and approved by the board.

MEETINGS

The board meets regularly on a scheduled bi-annual basis and at such other times as circumstances may require. During the year ended 31 December 2003, two scheduled meetings and one unscheduled meeting were held which were attended by all directors.

Board papers are timeously issued to all directors prior to each meeting and contain relevant detail to inform members of the financial position of the group.

DIRECTORS' SERVICE CONTRACTS

None of the directors are bound by any service contracts. In terms of the articles of association, not less than one-third of the directors are required to retire by rotation at each annual general meeting of the company and may offer themselves for re-election. The appointment of new directors during the year is required to be confirmed at the next annual general meeting and such new directors are required to retire at such annual general meeting, subject to offering themselves for re-election.

DIRECTORS' REMUNERATION

No remuneration was paid to the directors during the year ended 31 December 2003 (2002: nil).

DIRECTORS' INTERESTS

The number of securities held by the directors in the issued securities of the company at 31 December 2003 and 2002 was as follows:

	BENEFICIAL		NON-BENEFICIAL		TOTAL
	DIRECT	INDIRECT	DIRECT	INDIRECT	
ORDINARY SHARES					
H A GORVY	105 000	247	–	–	105 247
C JOWELL	482 806	46 461 862	–	88 148	47 032 816
N I JOWELL	24 553	50 370 649	–	–	50 395 202
D M NUREK	–	–	–	–	–
	612 359	96 832 758	–	88 148	97 533 265
'N' ORDINARY SHARES					
H A GORVY	–	10 939	–	–	10 939
C JOWELL	967 987	79 448 068	–	176 380	80 592 435
N I JOWELL	49 128	79 436 695	–	–	79 485 823
D M NUREK	–	–	–	–	–
	1 017 115	158 895 702	–	176 380	160 089 197
6% CONVERTIBLE DEBENTURES					
H A GORVY	–	–	–	–	–
C JOWELL	3 532	43 637	–	640	47 809
N I JOWELL	178	42 562	–	–	42 740
D M NUREK	–	–	–	–	–
	3 710	86 199	–	640	90 549

Mr E Oblowitz, who was appointed as a director after the year-end, has no holding in the issued securities of the company.

SUB-COMMITTEES OF THE BOARD

There are no sub-committees of the board. All matters are considered by the full board and the functions of the audit committee are conducted by the audit committee of Trenchor Ltd.

BOARD CHARTER

The board is ultimately accountable and responsible for the performance and affairs of the company. In essence, it provides strategic direction to the group, monitors and evaluates operational performance and executive management of its subsidiary and associate company, determines policies and processes to ensure effective risk management and internal controls, determines policies regarding communication and is responsible for ensuring an effective composition of the board.

RISK MANAGEMENT

Responsibility for managing the company's risk lies with the board of directors. However, shareholders are referred to the report on corporate governance published in the accompanying Trenchor annual report relating to its significant risk exposures which could have an effect on Mobile.

CODE OF ETHICS

The board agreed a formal code of ethical conduct in 1998 which seeks to ensure high ethical standards. All directors are expected to strive at all times to adhere to this code, and to enhance the reputation of the group. The code has been signed by all directors and is reconfirmed at least every two years.

Any transgression of the code is required to be brought to the attention of the audit committee of Trenchor Ltd.

RESTRICTION ON TRADING IN SECURITIES

A formal policy, implemented some years ago, prohibits directors and officers from dealing in the company's securities, and those of Trenchor Ltd, from the date of the end of an interim reporting period until after the interim results have been published and similarly from the end of the financial year until after the reviewed annual results have been published. Directors are reminded of this policy prior to the commencement of any restricted period.

In addition, no dealing in the company's securities is permitted by any director or officer whilst in possession of information which could affect the price of the company's securities and which is not in the public domain.

Directors of the company and of its subsidiaries are required to obtain clearance from Mobile's chairman prior to dealing in the company's securities, and to timeously disclose to the company full details of any transaction for notification to and publication by the JSE Securities Exchange South Africa.

STAKEHOLDER COMMUNICATION

Members of the board meet on an ad-hoc basis with institutional investors, investor analysts, individuals and members of the financial media. Discussions at such meetings are restricted to matters that are in the public domain.

Shareholders are informed, by means of press announcements and releases in South Africa and/or printed matter sent to such shareholders, of all relevant corporate matters and financial reporting as required in terms of prevailing legislation. In addition, such announcements are communicated via a broad range of channels in both the electronic and print media. The company maintains a corporate website (<http://www.mobile-industries.net>) containing financial and other information, including interactive interim, reviewed and annual results. The site has links to the website of Trenchor Ltd and to each of its major operating subsidiary companies.

ACCESS TO INFORMATION

The company and its subsidiaries are compliant with the provisions of the Promotion of Access to Information Act. The manual in terms of this legislation is available from the registered office of the company and on the company's website.

DECLARATION BY THE
COMPANY SECRETARY

MOBILE INDUSTRIES LIMITED
AND SUBSIDIARIES
ANNUAL FINANCIAL STATEMENTS

REPORT OF THE
INDEPENDENT AUDITORS

It is hereby certified that for the year ended 31 December 2003, the company has lodged, with the Registrar of Companies, all returns as are required by a public company in terms of the Companies Act in South Africa and that such returns are true, correct and up to date.



TRENCOR SERVICES (PTY) LTD
SECRETARIES
PER: G W NORVAL
CAPE TOWN 30 MARCH 2004

RESPONSIBILITY FOR ANNUAL FINANCIAL STATEMENTS

The board of directors is responsible for the preparation of financial statements, on a consistent basis and supported by reasonable and prudent judgements and estimates, that fairly present the state of affairs of the company and of the group in accordance with South African statements of Generally Accepted Accounting Practice, the South African Companies Act and the Listings Requirements of the JSE Securities Exchange South Africa.

The board is satisfied that adequate internal accounting controls and systems are maintained, aimed at providing reasonable assurance that assets are adequately safeguarded, based on established policies and procedures implemented by competent personnel who are required to maintain the highest ethical standards at all times.

GOING CONCERN STATEMENT

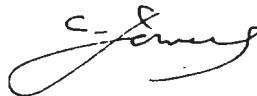
The annual financial statements of the company and of the group for the year ended 31 December 2003 are prepared on the going concern basis. In the opinion of the directors, the company and the group will continue as a going concern for the foreseeable future.

BOARD APPROVAL

The annual financial statements and group annual financial statements for the year ended 31 December 2003, which have been approved by the board of directors, are attached:

- PAGE 68 Directors' report
- 70 Balance sheets
- 71 Income statements
- 72 Statements of changes in shareholders' equity
- 73 Cash flow statements
- 74 Notes to the financial statements

Signed on behalf of the board



C JOWELL CHAIRMAN



D M NUREK DIRECTOR
CAPE TOWN 30 MARCH 2004

TO THE MEMBERS OF MOBILE INDUSTRIES LIMITED
We have audited the annual financial statements and group annual financial statements of Mobile Industries Limited, as set out on pages 68 to 82, for the year ended 31 December 2003. These financial statements are the responsibility of the company's directors. Our responsibility is to express an opinion on these financial statements.

SCOPE

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

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

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

AUDIT OPINION

In our opinion, the financial statements fairly present, in all material respects, the financial position of the company and the group at 31 December 2003 and the results of their operations and cash flows for the year then ended, in accordance with South African statements of Generally Accepted Accounting Practice, and in the manner required by the Companies Act in South Africa.

KPMG Inc.

KPMG INC
REGISTERED ACCOUNTANTS AND AUDITORS
CHARTERED ACCOUNTANTS (SA)
CAPE TOWN 30 MARCH 2004

DIRECTORS' REPORT

NATURE OF BUSINESS

Mobile is an investment holding company listed on the JSE Securities Exchange South Africa and is the pyramid company of Trencor Ltd. The company's interests comprise a holding of 47% in Trencor Ltd and 74% in Mobile Acceptances (Pty) Ltd.

TRENCOR

The company's main investment is a holding of 47,26% (2002: 47,30%) of the issued share capital and 47,96% (2002: 47,96%) of the 6% convertible debentures of Trencor Ltd, a holding company listed on the JSE Securities Exchange South Africa. Trencor's core business is the owning, financing, leasing-out and managing of marine cargo containers worldwide, finance related activities and supply chain management services to enable the controlled movement of goods, by providing and integrating the use of equipment, services, knowledge and information.

Members are directed to the Chairman's Statement and results of Trencor which are fully reported on in the accompanying annual report.

MOBILE ACCEPTANCES

Your company's 74% subsidiary, Mobile Acceptances (Pty) Ltd, and its wholly-owned subsidiary Transport Acceptances (Pty) Ltd, provided instalment credit and leasing facilities to transport operators.

In December 2001, Mobile Acceptances and Transport Acceptances ceased writing new business and the administration and collection of the debtors was transferred to Wesbank, a division of FirstRand Bank Ltd, which holds the remaining 26% in Mobile Acceptances.

GENERAL REVIEW

The financial results are reflected in the financial statements on pages 70 to 82. The estimated proportion of income after taxation attributable to the various classes of business of the group is as follows:

	2003 %	2002 %
ATTRIBUTABLE LOSS OF ASSOCIATE COMPANY	(101,3)	(100,1)
FINANCE INCOME	1,3	0,1
	100,0	100,0

DIRECTORS AND SECRETARY

The names of the directors appear on page 64 and that of the secretary on page 83. Mr E Oblowitz was appointed as an independent non-executive director with effect from 3 March 2004.

In terms of the articles of association Messrs H A Gorvy and N I Jowell retire by rotation at the forthcoming annual general meeting and Mr E Oblowitz, who was appointed after the preceding annual general meeting, also retires. These retiring directors are eligible and offer themselves for re-election.

Brief résumés of the directors are presented on page 84.

DIRECTORS' INTERESTS

The aggregate of the direct and indirect interests of the directors in the issued securities of the company at 31 December 2003 and 2002 were as follows:

	ORDINARY	'N' ORDINARY	6% CONVERTIBLE DEBENTURES
BENEFICIAL %	32,9	26,6	0,2

The direct and indirect interests of each director who held in excess of 1% of the issued securities at 31 December 2003 and 2002 were as follows:

	ORDINARY	'N' ORDINARY
BENEFICIAL %		
C JOWELL	15,8	13,4
N I JOWELL	17,0	13,2

There have been no changes in these interests between the financial year-end and the date of this report.

DIVIDENDS

As Mobile's net income is almost entirely dependent upon the receipt of dividends from Trencor, any decision to declare dividends depends on the declaration of a dividend by Trencor. The board of Trencor has decided not to declare a dividend at this time and therefore Mobile, in turn, has not declared a dividend.

6% CONVERTIBLE DEBENTURE INTEREST PAYMENTS

PAYMENT NUMBER	RECORD DATE	PAYMENT DATE	AMOUNT PER DEBENTURE CENTS	TOTAL R'000
23	20/06/03	30/06/03	6,75	3 829
24	19/12/03	31/12/03	6,75	3 829

STRATE

Holders of securities are again reminded that paper certificates are no longer good for delivery and those who have not yet dematerialised their holdings are urged to surrender their paper certificates to a selected Central Securities Depository Participant, bank or qualifying stockbroker for conversion into an electronic record, to render them eligible for settlement in the STRATE system of electronic settlement on the JSE Securities Exchange South Africa.

CORPORATE GOVERNANCE

The report on corporate governance is presented on pages 65 and 66.

SUBSIDIARY

The company holds 74% (2002: 74%) of the 700 000 (2002: 700 000) issued ordinary shares of Mobile Acceptances (Pty) Ltd. Details of this investment are as follows:

	2003 R'000	2002 R'000
SHARES AT COST	1 184	1 184
AMOUNT OWING	-	1 500
TOTAL INTEREST IN SUBSIDIARY	1 184	2 684
NET INCOME	1 266	653

SPECIAL RESOLUTION

At the annual general meeting held on 23 May 2003, shareholders passed a special resolution, which was registered on 30 May 2003, to grant the company a general authority for the acquisition by the company or any of its subsidiaries of shares issued by the company, which authority is valid until the earlier of the next annual general meeting, provided that it shall not extend beyond fifteen months from the date of passing of the resolution or the variation or

revocation of such general authority by special resolution by any subsequent general meeting of the company.

SPECIAL RESOLUTIONS OF SUBSIDIARIES

No special resolutions were passed by the company's subsidiaries during the year under review.

INTEREST IN TRENCOR

During the year under review, the number of shares in issue in Tencor increased by 595 000 shares as a result of the exercise of options by certain of its employees.

Mobile acquired an additional 222 992 shares in Tencor (156 992 shares on 22 October 2003 at a cost of R10,30 per share and 66 000 shares on 17 December 2003 at a cost of R10,00 per share). As a result the company's interest in the issued share capital of Tencor at 31 December 2003 was 47,26% compared to 47,30% on 31 December 2002.

ANALYSIS OF SHARE AND DEBENTURE HOLDERS

An analysis of share and debenture holders and of holders who held 5% or more of the issued securities at 19 December 2003 is presented on page 83.

BALANCE SHEETS at 31 December 2003

	NOTES	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
ASSETS					
Non-current assets					
Equipment	2	–	8	–	–
Investment in associate company	3	829 485	936 371	197 386	195 109
Interest in subsidiary		–	–	1 184	2 684
Participation in export partnerships	4	6 105	6 583	–	–
Long-term receivables	5	6 345	24 409	–	–
		841 935	967 371	198 570	197 793
Current assets					
Accounts receivable		6	126	5	–
Current portion of long-term receivables	5	1 149	13 658	–	–
Amount owing by affiliated companies		352	2 296	–	1 671
Taxation prepaid		10	81	10	81
Cash and cash equivalents		9 610	5 075	368	25
		11 127	21 236	383	1 777
TOTAL ASSETS		853 062	988 607	198 953	199 570
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital and premium	6	66 537	66 537	66 537	66 537
Reserves	7	647 077	755 612	4 382	5 020
Shareholders' equity		713 614	822 149	70 919	71 557
Interest of outside shareholder in subsidiaries		4 139	3 694	–	–
Total shareholders' funds		717 753	825 843	70 919	71 557
Convertible debentures	8	127 634	127 634	127 634	127 634
Other non-current liabilities					
Deferred taxation	9	5 298	5 776	–	–
Interest-bearing borrowings	10	–	18 297	–	–
		850 685	977 550	198 553	199 191
Current liabilities					
Accounts payable		825	927	400	379
Taxation		1 552	1 571	–	–
Current portion of interest-bearing borrowings	10	–	8 559	–	–
		2 377	11 057	400	379
TOTAL EQUITY AND LIABILITIES		853 062	988 607	198 953	199 570

INCOME STATEMENTS for the year ended 31 December 2003

	NOTES	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
REVENUE	1,11	12 139	19 655	7 802	7 951
OPERATING INCOME		10 302	15 386	7 020	7 154
Interest expense		(8 564)	(14 492)	(7 658)	(7 658)
Attributable loss of associate company		(46 552)	(175 184)	–	–
Loss before taxation and exceptional item		(44 814)	(174 290)	(638)	(504)
Exceptional item	12	(593)	–	–	–
LOSS BEFORE TAXATION	13	(45 407)	(174 290)	(638)	(504)
Income tax expense	14	665	515	–	–
LOSS AFTER TAXATION		(46 072)	(174 805)	(638)	(504)
Income attributable to outside shareholder in subsidiaries		445	230	–	–
NET LOSS ATTRIBUTABLE TO SHAREHOLDERS		(46 517)	(175 035)	(638)	(504)
LOSS PER SHARE (CENTS)	15				
Undiluted		(5,2)	(19,5)		
Diluted		(5,2)	(19,5)		
HEADLINE LOSS PER SHARE (CENTS)	15				
Undiluted		(8,6)	(18,2)		
Diluted		(8,6)	(18,2)		

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

for the year ended 31 December 2003

	SHARE CAPITAL R'000	SHARE PREMIUM R'000	NON- DISTRIBUTABLE RESERVE R'000	RETAINED INCOME R'000	TOTAL R'000
GROUP					
Balance at 31 December 2001	1 513	65 024	641 653	395 284	1 103 474
Share of decrease in non-distributable reserve of associate company			(105 221)		(105 221)
Change in effective holding in associate company			(562)	(507)	(1 069)
Net loss for the year				(175 035)	(175 035)
Balance at 31 December 2002	1 513	65 024	535 870	219 742	822 149
Share of decrease in non-distributable reserve of associate company			(62 018)		(62 018)
Gain on dilution of associate's interest in subsidiaries transferred to non-distributable reserves			37 271	(37 271)	–
Loss on dilution of interest in associate transferred to non-distributable reserves			(593)	593	–
Net loss for the year				(46 517)	(46 517)
Balance at 31 December 2003	1 513	65 024	510 530	136 547	713 614
COMPANY					
Balance at 31 December 2001	1 513	65 024	120	5 404	72 061
Net loss for the year				(504)	(504)
Balance at 31 December 2002	1 513	65 024	120	4 900	71 557
Net loss for the year				(638)	(638)
Balance at 31 December 2003	1 513	65 024	120	4 262	70 919

CASH FLOW STATEMENTS

for the year ended 31 December 2003

	NOTES	GROUP		COMPANY	
		2003 R'000	2002 R'000	2003 R'000	2002 R'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Cash generated from/(utilised by) operations	16.1	35 502	87 413	905	(1 922)
Interest received		7 820	8 418	7 802	7 951
Interest paid		(8 564)	(14 492)	(7 658)	(7 658)
Taxation (paid)/refunded	16.2	(1 091)	(6 088)	71	(8)
Net cash inflow/(outflow) from operating activities		33 667	75 251	1 120	(1 637)
CASH FLOWS FROM INVESTING ACTIVITIES					
Increase in investment in associate		(2 277)	–	(2 277)	–
Repayment of loan by subsidiary		–	–	1 500	–
Proceeds from disposal of equipment		1	11	–	–
Net cash (outflow)/inflow from investing activities		(2 276)	11	(777)	–
CASH FLOWS FROM FINANCING ACTIVITIES					
Decrease in borrowings		(26 856)	(78 834)	–	–
Net cash outflow from financing activities		(26 856)	(78 834)	–	–
Increase/(Decrease) in cash and cash equivalents		4 535	(3 572)	343	(1 637)
Cash and cash equivalents at the beginning of the year		5 075	8 647	25	1 662
Cash and cash equivalents at the end of the year	16.3	9 610	5 075	368	25

1 ACCOUNTING POLICIES**1.1 GENERAL**

The financial statements incorporate the principal accounting policies set out below, which are consistent with those adopted in the previous financial year. The financial statements and group financial statements are prepared in accordance with South African statements of Generally Accepted Accounting Practice and the requirements of the South African Companies Act.

BASIS OF PREPARATION

The financial statements and group financial statements are prepared on the historical cost basis.

1.2 BASIS OF CONSOLIDATION**INVESTMENT IN SUBSIDIARIES**

Subsidiaries are those entities over whose financial and operating policies the group has the power to exercise control, so as to obtain benefits from their activities.

The group financial statements incorporate the assets, liabilities and results of the operations of the company and its subsidiary. The results of subsidiaries acquired and disposed of during a financial year are included from the effective dates of acquisition and to the effective dates of disposal.

In the case of the company, investment in subsidiary is carried at cost.

INVESTMENT IN ASSOCIATES

An associate is an enterprise over whose financial and operating policies the group has the ability to exercise significant influence and which is neither a subsidiary nor a joint venture of the group.

The equity method of accounting for associates is adopted in the group financial statements. In applying the equity method, account is taken of the group's share of accumulated retained earnings and movements in reserves from the effective date on which the enterprise became an associate and up to the effective date of disposal.

The share of associated retained earnings and reserves is generally determined from the latest audited financial statements of the associate. Dividends received from associates are included in income from investments.

In the case of the company, investment in the associate is carried at cost less amounts written off.

TRANSACTIONS ELIMINATED ON CONSOLIDATION

Intra-group balances and transactions, and any unrealised gains arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

1.3 EQUIPMENT

Equipment is stated at historical cost less accumulated depreciation. Depreciation is provided on the straight-line basis, at rates calculated to amortise the assets over their estimated useful lives. Gains or losses on the disposal of equipment are credited/charged to income. The gain or loss is the difference between the net disposal proceeds and the carrying amount of the asset.

1.4 PARTICIPATION IN EXPORT PARTNERSHIPS

The participation in export partnerships is measured at amortised cost. Amortised cost is the group companies' cost of the original participation plus their share of the gross profit less their share of the subsequent net amounts received as partner in the partnerships.

1.5 LONG-TERM RECEIVABLES

Assets subject to finance leases, which include other suspensive sale agreements in which the risks and rewards of ownership are substantially transferred to the lessee, are treated as receivables and classified as current or non-current according to the conditions of the lease. The investment is recorded at the net amount invested in the leased asset.

1.6 FINANCE INCOME EARNED

These income items are calculated on the principal amount due on the date the agreements are entered into and are credited to income over the period of the agreements using the net present value method.

1.7 FINANCIAL INSTRUMENTS**RECOGNITION AND DE-RECOGNITION**

Financial instruments are recognised on the balance sheet when a group company becomes a party to the contractual provisions of the particular instrument.

Financial assets are de-recognised when a group company loses control of the contractual rights that comprise the asset, for instance where those rights are realised, expire or are surrendered.

Financial liabilities are de-recognised when the obligations under the contract are discharged, cancelled or expire.

All financial instruments are recognised and de-recognised using trade date accounting.

MEASUREMENT

Financial instruments are initially measured at cost, which includes transaction costs. Subsequent to initial recognition these instruments are measured as set out below.

TRADE AND OTHER RECEIVABLES

Trade and other receivables originated by the group are measured at cost less provision for doubtful debts.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents are measured at fair value.

FINANCIAL LIABILITIES

Financial liabilities are measured at amortised cost.

OFFSET

Financial assets and financial liabilities are offset and the net amount reported in the balance sheet when the group has a legally enforceable right to set off the recognised amounts, and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

1.8 IMPAIRMENT

The carrying amounts of the group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If there is any indication that an asset may be impaired, its recoverable amount is estimated. The recoverable amount is the higher of its net selling price and its value in use.

In assessing value in use, the expected future cash flows from the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

A previously recognised impairment loss is reversed if the recoverable amount increases as a result of a change in the estimates used to determine the recoverable amount, but not to an amount higher than the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior years.

1.9 REVENUE

Revenue comprises investment income and financing income. Interest is recognised on a time proportion basis, taking account of the principal outstanding and the effective interest rates over the periods to maturity, where it is probable such income will accrue to the group. Dividend income is recognised when the right to receive payment is established.

1.10 LEASE OBLIGATIONS

OPERATING LEASES

Leases where the lessor retains the risks and rewards of ownership of the underlying asset are classified as operating leases. Payments made under operating leases are charged against income as incurred.

1.11 TAXATION

Current tax comprises tax payable calculated on the basis of the expected taxable income for the year, using the tax rates enacted at the balance sheet date, and any adjustment of tax payable for previous years.

Deferred tax is provided using the balance sheet liability method, based on temporary differences. Temporary differences are differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax is charged to the income statement except to the extent that it relates to a transaction that is recognised directly in equity, or a business combination that is an acquisition. The effect on deferred tax of any changes in tax rates is recognised in the income statement, except to the extent that it relates to items previously charged or credited directly to equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

1.12 CASH AND CASH EQUIVALENTS

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and deposits held on call with banks, all of which are available for use by the group unless otherwise stated.

1.13 EARNINGS/LOSS PER SHARE

Earnings/Loss per share is based on earnings/losses attributable to shareholders and is calculated on the weighted average number of shares in issue during the financial year. Headline earnings/loss per share is based on earnings/losses attributable to shareholders and is calculated in accordance with circular 7/2002: Headline earnings issued by the South African Institute of Chartered Accountants.

1.14 RECLASSIFICATION OF COMPARATIVES

Where necessary, comparative figures have been reclassified to conform with current year presentation. The following table summarises the reclassification of the December 2002 amounts. There has been no change to the company's own comparative figures.

INCOME STATEMENT ITEMS:

	AS RESTATED	AS ORIGINALLY STATED	DIFFERENCE
	R'000	R'000	R'000
ATTRIBUTABLE LOSS OF ASSOCIATE COMPANY	175 184	163 747	11 437
ATTRIBUTABLE SHARE OF EXCEPTIONAL ITEMS OF ASSOCIATE COMPANY	–	11 437	(11 437)

The attributable share of the loss and exceptional items of associate company have been combined. The attributable share of the associate company's headline earnings adjustments has been taken into account in the headline earnings per share calculation (refer note 15).

2 EQUIPMENT

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
OFFICE EQUIPMENT, FURNITURE AND FITTINGS				
COST				
BALANCE AT THE BEGINNING OF THE YEAR	62	166	–	–
DISPOSALS	(11)	(104)	–	–
BALANCE AT THE END OF THE YEAR	51	62	–	–
ACCUMULATED DEPRECIATION				
BALANCE AT THE BEGINNING OF THE YEAR	54	141	–	–
DEPRECIATION	3	5	–	–
DISPOSALS	(6)	(92)	–	–
BALANCE AT THE END OF THE YEAR	51	54	–	–
NET BOOK VALUE	–	8	–	–

3 INVESTMENT IN ASSOCIATE COMPANY

TRENCOR LTD				
LISTED SHARES AT COST	72 436	70 159	72 436	70 159
NUMBER OF SHARES: 72 609 828 (2002: 72 386 836)				
MARKET VALUE: R740 620 246 (2002: R626 146 131)				
ATTRIBUTABLE RESERVES AND INCOME NET OF DIVIDENDS RECEIVED	632 099	741 262	–	–
	704 535	811 421	72 436	70 159
LISTED 6% CONVERTIBLE DEBENTURES AT COST	124 950	124 950	124 950	124 950
NUMBER OF DEBENTURES: 13 730 780 (2002: 13 730 780)				
MARKET VALUE: R145 546 268 (2002: R123 577 020)				
	829 485	936 371	197 386	195 109

Trencor Ltd is the only associate company investment held by the group. No summarised financial information or segment report of the company has been included as the financial statements of Trencor Ltd are separately disclosed in this document.

4 PARTICIPATION IN EXPORT PARTNERSHIPS

Certain group companies participate in various export partnerships. The partnerships bought and sold containers in terms of long-term suspensive purchase and credit sale agreements, with repayment terms usually over a 10 to 15 year period.

The South African Revenue Service is making enquiries regarding the tax treatment of the participation of companies in export partnerships with financial years ended after 1 March 1996. Legal advice, obtained by the managing partner in the export partnerships, has confirmed that the tax treatment adopted in relation to participation in these partnerships has been appropriate. In any event, Trencor Ltd has warranted certain important aspects of the group companies' participation. The company's directors have considered the credit risk relating to these aspects warranted and have satisfied themselves as to the creditworthiness of the warrantor company.

PARTICIPATION IN EXPORT PARTNERSHIPS WITH FINANCIAL YEARS ENDED AFTER 1 MARCH 1996	4 069	4 429	–	–
--	-------	-------	---	---

5 LONG-TERM RECEIVABLES

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
AMOUNTS DUE IN RESPECT OF GOODS SOLD UNDER INSTALMENT CREDIT AGREEMENTS AND FINANCE LEASES WHERE SUBSTANTIALLY ALL RISKS AND REWARDS OF OWNERSHIP ARE TRANSFERRED TO THE LESSEE	8 243	43 840	-	-
UNEARNED FINANCE INCOME	749	5 773	-	-
	7 494	38 067	-	-
CURRENT PORTION INCLUDED IN ACCOUNTS RECEIVABLE	1 149	13 658	-	-
	6 345	24 409	-	-

6 SHARE CAPITAL AND PREMIUM

SHARE CAPITAL

AUTHORISED

ORDINARY SHARES OF 0,5 CENT EACH 390 000 000 (2002: 390 000 000)	1 950	1 950	1 950	1 950
'N' ORDINARY SHARES OF 0,005 CENT EACH 1 000 000 000 (2002: 1 000 000 000)	50	50	50	50
	2 000	2 000	2 000	2 000

ISSUED

ORDINARY SHARES 296 634 742 (2002: 296 634 742)	1 483	1 483	1 483	1 483
'N' ORDINARY SHARES 601 226 334 (2002: 601 226 334)	30	30	30	30
	1 513	1 513	1 513	1 513

SHARE PREMIUM

	65 024	65 024	65 024	65 024
	66 537	66 537	66 537	66 537

6.1 No shares (2002: no shares) were issued by the company during the year.

6.2 The unissued shares are under the control of the directors until the forthcoming annual general meeting.

6.3 The ordinary shares and the 'N' ordinary shares rank pari passu in all respect, save that upon a poll each ordinary share entitles the holder thereof to 100 votes and each 'N' ordinary share entitles the holder thereof to one vote.

7 RESERVES

NON-DISTRIBUTABLE

RESERVES OF ASSOCIATE COMPANY ATTRIBUTABLE TO THE GROUP	510 330	535 670	-	-
REVENUE PROFITS OF THE SUBSIDIARY COMPANY ATTRIBUTABLE TO THE HOLDING COMPANY, CONVERTED INTO CAPITALISATION SHARES BY THE SUBSIDIARY COMPANY	120	120	120	120
POST ACQUISITION NON-DISTRIBUTABLE RESERVE OF SUBSIDIARY COMPANY	80	80	-	-
	510 530	535 870	120	120

DISTRIBUTABLE

RETAINED INCOME	136 547	219 742	4 262	4 900
COMPANY AND SUBSIDIARIES	14 778	14 150	4 262	4 900
ASSOCIATE COMPANY	121 769	205 592	-	-
TOTAL RESERVES	647 077	755 612	4 382	5 020

8 CONVERTIBLE DEBENTURES

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
56 726 200 UNSECURED AUTOMATICALLY CONVERTIBLE SUBORDINATED DEBENTURES OF R2,25 EACH	127 634	127 634	127 634	127 634

The debentures bear interest at 6% p.a. payable in arrears in June and December. The debentures will be automatically converted into shares on the basis of one ordinary share and two 'N' ordinary shares for each debenture converted on the last Friday of the fifth month of the financial year following the financial year in respect of which the total dividend declared in cents per share is equal to or exceeds 13,5 cents. The directors are currently of the opinion that the debentures are unlikely to automatically convert in the foreseeable future.

9 DEFERRED TAXATION

DEFERRED TAX LIABILITY

BALANCE AT THE BEGINNING OF THE YEAR	5 776	6 169	-	-
CURRENT - TEMPORARY DIFFERENCES	(478)	(393)	-	-
BALANCE AT THE END OF THE YEAR	5 298	5 776	-	-
COMPRISING:				
PARTICIPATION IN EXPORT PARTNERSHIPS	6 105	6 583	-	-
PROVISION FOR DOUBTFUL DEBTS	(807)	(807)	-	-
	5 298	5 776	-	-

10 INTEREST-BEARING BORROWINGS

SECURED LOAN

FIRSTRAND BANK LTD	-	26 856	-	-
CURRENT PORTION	-	8 559	-	-
	-	18 297	-	-

10.1 The company settled the loan from FirstRand Bank Ltd on 5 August 2003. The average interest rate during the period was 15,08% p.a. (2002: 12,94%).

10.2 In respect of certain products financed by the group, it has recourse against an affiliated company in the event of any loss incurred by the group. The recourse is limited to 25% of the aggregate of all such amounts outstanding at any one time.

11 REVENUE

LEASE RENTALS AND FINANCE CHARGES	4 319	11 237	-	-
INTEREST RECEIVED	7 820	8 418	7 802	7 951
ASSOCIATE COMPANY	7 617	7 731	7 617	7 731
SUBSIDIARY COMPANY	-	-	138	212
OTHER	203	687	47	8
	12 139	19 655	7 802	7 951

12 EXCEPTIONAL ITEM

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
LOSS ON DILUTION OF INTEREST IN ASSOCIATE	593	–	–	–
	593	–	–	–

13 LOSS BEFORE TAXATION

Loss before taxation has been arrived at after taking into account:

AUDITOR'S REMUNERATION	217	311	66	131
AUDIT FEE CURRENT YEAR	213	234	66	63
PRIOR YEAR	4	77	–	68
DEPRECIATION	3	5	–	–
LEASING CHARGES	20	13	–	–
LOSS ON SALE OF EQUIPMENT	4	1	–	–

14 INCOME TAX EXPENSE

SOUTH AFRICAN NORMAL	1 143	908	–	–
CURRENT	1 143	865	–	–
ADJUSTMENT IN RESPECT OF PRIOR YEAR	–	43	–	–
SOUTH AFRICAN DEFERRED – CREDIT FOR THE YEAR	(478)	(393)	–	–
	665	515	–	–

The effective tax rate is reconciled as follows:

	%	%	%	%
STATUTORY TAX RATE	30,0	30,0	30,0	30,0
UTILISATION OF COMPUTED TAX LOSSES	(0,4)	(0,1)	(30,0)	(30,0)
NON-TAXABLE INCOME	0,3	–	–	–
DISALLOWABLE EXPENSES	(0,2)	–	–	–
EXCEPTIONAL ITEM	(0,4)	–	–	–
ATTRIBUTABLE LOSS OF ASSOCIATE	(30,8)	(30,2)	–	–
EFFECTIVE TAX RATE	(1,5)	(0,3)	–	–

15 LOSS AND HEADLINE LOSS PER SHARE

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
LOSS PER SHARE				
UNDILUTED				
LOSS ATTRIBUTABLE TO SHAREHOLDERS	(46 517)	(175 035)	–	–
WEIGHTED AVERAGE NUMBER OF SHARES IN ISSUE ('000)	897 861	897 861	–	–
LOSS PER SHARE (CENTS)	(5,2)	(19,5)	–	–
DILUTED				
LOSS ATTRIBUTABLE TO SHAREHOLDERS	(46 517)	(175 035)	–	–
INTEREST NOT PAYABLE ON DEBENTURES TO BE CONVERTED	5 361	5 361	–	–
DILUTED LOSS ATTRIBUTABLE TO SHAREHOLDERS	(41 156)	(169 674)	–	–
NUMBER OF SHARES IN ISSUE FOR DILUTED LOSS PER SHARE ('000)	1 068 040	1 068 040	–	–
NUMBER OF SHARES IN ISSUE FOR UNDILUTED LOSS PER SHARE ('000)	897 861	897 861	–	–
SHARES TO BE ISSUED ON CONVERSION OF DEBENTURES ('000)	170 179	170 179	–	–
DILUTED LOSS PER SHARE (CENTS)	(5,2)	(19,5)	–	–
DILUTION (CENTS)	–	–	–	–
HEADLINE LOSS PER SHARE				
UNDILUTED				
LOSS ATTRIBUTABLE TO SHAREHOLDERS	(46 517)	(175 035)	–	–
LOSS ON DILUTION OF INTEREST IN ASSOCIATE COMPANY	593	–	–	–
LOSS ON DISPOSAL OF EQUIPMENT	2	–	–	–
ATTRIBUTABLE SHARE OF HEADLINE LOSS ADJUSTMENTS OF ASSOCIATE COMPANY	(31 697)	11 437	–	–
HEADLINE LOSS	(77 619)	(163 598)	–	–
WEIGHTED AVERAGE NUMBER OF SHARES IN ISSUE ('000)	897 861	897 861	–	–
HEADLINE LOSS PER SHARE (CENTS)	(8,6)	(18,2)	–	–
DILUTED				
UNDILUTED HEADLINE LOSS ATTRIBUTABLE TO SHAREHOLDERS AS ABOVE	(77 619)	(163 598)	–	–
INTEREST NOT PAYABLE ON DEBENTURES TO BE CONVERTED	5 361	5 361	–	–
DILUTED LOSS ATTRIBUTABLE TO SHAREHOLDERS	(72 258)	(158 237)	–	–
NUMBER OF SHARES IN ISSUE FOR DILUTED LOSS PER SHARE ('000) AS ABOVE	1 068 040	1 068 040	–	–
DILUTED HEADLINE LOSS PER SHARE (CENTS)	(8,6)	(18,2)	–	–
DILUTION (CENTS)	–	–	–	–

The dilution would arise as a result of any future conversion of debentures referred to in note 8. The directors are of the opinion that the debentures will not be converted in the foreseeable future and therefore no dilution is anticipated for the foreseeable future. No dilutive effect has been presented in respect of the loss per share and headline loss per share as this would be anti-dilutive.

16 NOTES TO THE CASH FLOW STATEMENTS

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
16.1 Reconciliation of loss before taxation to cash generated from/(utilised by) operations:				
LOSS BEFORE TAXATION	(45 407)	(174 290)	(638)	(504)
ATTRIBUTABLE LOSS OF ASSOCIATE COMPANY	47 145	175 184	–	–
ADJUSTED FOR:				
INTEREST PAID	8 564	14 492	7 658	7 658
DEPRECIATION	3	5	–	–
INTEREST RECEIVED	(7 820)	(8 418)	(7 802)	(7 951)
LOSS ON SALE OF EQUIPMENT	4	1	–	–
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	2 489	6 974	(782)	(797)
WORKING CAPITAL CHANGES	1 962	2 875	1 687	(1 125)
DECREASE/(INCREASE) IN ACCOUNTS RECEIVABLE	120	73	(5)	–
DECREASE IN AMOUNTS OWING BY AFFILIATED COMPANY	1 944	6 346	1 671	608
(DECREASE)/INCREASE IN ACCOUNTS PAYABLE	(102)	(3 544)	21	(1 733)
DECREASE IN LONG-TERM RECEIVABLES	30 573	77 151	–	–
RECEIPT FROM EXPORT PARTNERSHIPS	478	413	–	–
CASH GENERATED FROM/(UTILISED BY) OPERATIONS	35 502	87 413	905	(1 922)

16.2 TAXATION PAID/(REFUNDED)

AMOUNTS UNPAID/(PREPAID) AT THE BEGINNING OF THE YEAR	1 490	6 670	(81)	(73)
CHARGE PER INCOME STATEMENT	1 143	908	–	–
AMOUNTS (UNPAID)/PREPAID AT THE END OF THE YEAR	(1 542)	(1 490)	10	81
	1 091	6 088	(71)	8

16.3 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the cash flow statements comprise the following balance sheet amounts:

BANK BALANCES AND CASH	9 610	5 075	368	25
	9 610	5 075	368	25

17 FINANCIAL INSTRUMENTS

CASH FLOW AND FUNDING RISK MANAGEMENT

The risk is managed through cash flow forecasts and ensuring that adequate borrowing facilities are maintained. In terms of the articles of association, the group's borrowing powers are unlimited.

TOTAL BORROWING FACILITIES GRANTED BY FINANCIAL INSTITUTIONS	–	27 000	–	–
ACTUAL BORROWINGS AT YEAR-END	–	26 856	–	–
UNUTILISED BORROWING FACILITIES	–	144	–	–

INTEREST RATE RISK MANAGEMENT

As part of the process of managing the group's fixed and floating rate borrowings mix, the interest rate borrowings mix, the interest rate characteristics of new borrowings and the refinancing of existing borrowings are structured according to anticipated movements in interest rates.

CREDIT RISK MANAGEMENT

Financial assets which potentially subject the group to concentrations of credit risk consist principally of long-term receivables. Credit risk with respect to long-term receivables is concentrated in the road transport industry. The risk arising on long-term receivables and accounts receivable is managed through a group policy on the granting of credit limits and continual review and monitoring of these limits. Long-term receivables are presented net of a general doubtful debt provision.

Trencor Ltd has warranted certain important cash flow aspects of the group's participation in export partnerships (refer note 4). The company's directors have considered the credit risk relating to these aspects warranted and have satisfied themselves as to the creditworthiness of Trencor Ltd.

17 FINANCIAL INSTRUMENTS continued

FAIR VALUES

The fair values of all financial instruments are substantially similar to carrying amounts reflected in the balance sheet, except for the participation in export partnerships. The cash flows from the participation in export partnerships (refer note 4) which will be received by the group over the next 13 years, have not been discounted. For fair presentation purposes, any impairment to the participation in export partnerships will result in a corresponding reduction in the related deferred taxation liability and thus there would be no impact on the net cash flow statement and the income statement of the group.

18 RELATED PARTY TRANSACTIONS

All of the directors of the company are also directors of Trenchor Ltd. Refer to note 31 to the financial statements on page 48 of the accompanying Trenchor Ltd annual report for disclosure of relevant related party transactions.

19 COMMITMENTS

Obligations under the group's operating leases at 31 December 2003 were as follows:

	GROUP		COMPANY	
	2003 R'000	2002 R'000	2003 R'000	2002 R'000
DUE:				
WITHIN ONE YEAR	22	20	–	–
BETWEEN ONE AND FIVE YEARS	51	74	–	–
	73	94	–	–

- **COMPANY REGISTRATION**
MOBILE INDUSTRIES LTD
INCORPORATED IN THE REPUBLIC OF SOUTH AFRICA
ON 9 DECEMBER 1968
REGISTRATION NUMBER 1968/014997/06
- **YEAR LISTED**
1969
- **REGISTERED OFFICE AND POSTAL ADDRESS**
1313 MAIN TOWER STANDARD BANK CENTRE
HEERENGRACHT CAPE TOWN 8001
TEL 021 421 7310 FAX 021 419 3692
INTERNATIONAL +27 21
- **SECRETARY**
TRENCOR SERVICES (PTY) LTD
- **INTERNET ADDRESS**
<http://www.mobile-industries.net>
- **E-MAIL**
info@mobile-industries.net investorrelations@mobile-industries.net
- **TRANSFER SECRETARIES**
COMPUTERSHARE LTD
70 MARSHALL STREET JOHANNESBURG 2001
PO BOX 61051 MARSHALLTOWN 2107
TEL 011 370 5000 FAX 011 688 7721
CALL CENTRE 0861 100950 (WITHIN RSA) OR +27 11 370 5000 (OUTSIDE RSA)
<http://www.computershare.com>
- **SOUTH AFRICAN COMMERCIAL BANK**
FIRSTSTRAND BANK LTD
- **AUDITORS**
KPMG INC
- **ATTORNEYS**
SONNENBERG HOFFMANN GALOMBIK
- **SPONSORS**
HSBC INVESTMENT SERVICES (AFRICA) (PTY) LTD
- **FTSE/JSE SECTOR CLASSIFICATION**
CYCLICAL SERVICES, TRANSPORT – SHIPPING & PORTS
- **MARKET NAME**
MOBILE
- **JSE SHARE CODES**
ORDINARY SHARES MOB ISIN: ZAE000004602
'N' ORDINARY SHARES MBN ISIN: ZAE000012274
6% CONVERTIBLE DEBENTURES MOBD ISIN: ZAE000004610

ANALYSIS OF SHARE AND DEBENTURE HOLDERS AT 19 DECEMBER 2003

	ORDINARY SHARES				'N' ORDINARY SHARES				6% CONVERTIBLE DEBENTURES			
	NUMBER OF HOLDERS	% OF HOLDERS	NUMBER OF SHARES	INTEREST %	NUMBER OF HOLDERS	% OF HOLDERS	NUMBER OF SHARES	INTEREST %	NUMBER OF HOLDERS	% OF HOLDERS	NUMBER OF DEBENTURES	INTEREST %
JOWELL FAMILY	3	0,1	97 428 018	32,8	3	0,1	160 078 258	26,6	3	0,1	90 549	0,2
BANKS AND INSURANCE COMPANIES	55	2,3	60 341 906	20,3	40	1,6	126 432 117	21,0	44	2,2	17 890 016	31,5
INDIVIDUALS	1 921	79,6	23 954 048	8,1	2 064	81,9	66 758 111	11,1	1 624	79,8	9 766 378	17,2
INVESTMENT COMPANIES	17	0,7	8 992 563	3,0	16	0,6	7 390 637	1,2	14	0,7	1 909 907	3,4
MUTUAL FUNDS	32	1,3	37 665 588	12,7	29	1,2	139 278 337	23,2	40	2,0	13 003 909	22,9
NOMINEE COMPANIES OR TRUSTS	245	10,1	8 242 775	2,8	248	9,9	14 281 999	2,4	205	10,1	3 282 825	5,8
OTHER CORPORATE BODIES	96	4,0	21 013 216	7,1	66	2,6	7 820 430	1,3	73	3,6	4 429 746	7,8
RETIREMENT FUNDS	46	1,9	38 996 628	13,2	54	2,1	79 186 445	13,2	31	1,5	6 352 870	11,2
TOTAL	2 415	100,0	296 634 742	100,0	2 520	100,0	601 226 334	100,0	2 034	100,0	56 726 200	100,0
SHAREHOLDER SPREAD												
PUBLIC SHAREHOLDERS	2 410	99,8	160 921 265	54,2	2 515	99,8	325 836 545	54,2	2 030	99,8	39 524 652	69,7
NON-PUBLIC SHAREHOLDERS	5	0,2	135 713 477	45,8	5	0,2	275 389 789	45,8	4	0,2	17 201 548	30,3
DIRECTORS AND ASSOCIATES	4	0,1	97 533 265	32,9	4	0,1	160 287 455	26,7	3	0,1	90 549	0,2
PERSONS INTERESTED, DIRECTLY OR INDIRECTLY, IN 10% OR MORE	1	0,1	38 180 212	12,9	1	0,1	115 102 334	19,1	1	0,1	17 110 999	30,1
TOTAL	2 415	100,0	296 634 742	100,0	2 520	100,0	601 226 334	100,0	2 034	100,0	56 726 200	100,0

MAJOR SHARE AND DEBENTURE HOLDERS

The direct and indirect interests of ordinary and 'N' ordinary shareholders and holders of 6% convertible debentures who, in so far as is known, held 5% or more of the issued securities at 19 December 2003 were as follows:

	ORDINARY DIRECT %	'N' ORDINARY DIRECT %	6% CONVERTIBLE DEBENTURES DIRECT %
JOWELL FAMILY	32,9	26,6	
OLD MUTUAL GROUP	17,2	25,4	30,6
ALLAN GRAY		7,8	
CORONATION			7,1
PUBLIC INVESTMENT COMMISSIONER			5,7
PRUDENTIAL M&G FUNDS			5,6
NEDCOR			5,2
SHUTTLEWORTH FAMILY HOLDINGS			5,0
	50,1	59,8	59,2

DIRECTORATE: BRIEF RÉSUMÉS

NON-EXECUTIVE

CECIL JOWELL (68)

B Com LLB (UCT) is chairman. He is the younger son of Trecor's founder, Joe Jowell, and was appointed as a director of Mobile on 27 January 1969. He joined Trecor on 1 November 1958 and has been an executive director of that company since 2 October 1962 and assumed a part-time executive role from

15 March 2002. Effective 23 December 2003, his Trecor board status changed to that of a non-executive. He serves on Trecor's executive committee in an advisory capacity and is a member of its nomination committee. In 1991 he was voted as one of Business Times' Top Five Businessmen.

NEIL IAN JOWELL (70)

B Com LLB (UCT) MBA (Columbia) has been a director since 27 January 1969. He is the elder son of Trecor's founder and joined that company on 1 January 1956. He was appointed to the Trecor board on 30 December 1966 and, following the death of his father in 1973, was appointed as executive

chairman of Trecor. He is chairman of Trecor's executive committee and is also a member of Trecor's remuneration committee. In 1987 he was voted Cape Times Business Man of the Year and in 1991 as one of Business Times' Top Five Businessmen.

INDEPENDENT NON-EXECUTIVE

HAROLD AUBREY GORVY (76)

B Com (UCT) CA (SA) FCA was appointed to the boards of Mobile and Trecor on 18 April 1984. He is an executive director of Stonehage Group, an international financial services group and was previously chairman of Andersens in

South Africa. He relocated to the UK in 1987. He is a member of Trecor's audit and nomination committees and serves as an executive and non-executive director on the boards of several unlisted companies.

DAVID MORRIS NUREK (54)

Dip Law (UCT) Grad Dip Company Law (UCT) is an executive of Investec Bank Ltd. He was appointed as a director of Mobile on 24 July 1995. He was appointed as an alternate director of Trecor on 30 November 1992 and as a full director on 24 July 1995. Prior to joining Investec in June 2000, he practised as

an attorney at law with Sonnenberg Hoffmann Galombik for 32 years. He is chairman of Trecor's remuneration and nomination committees and a member of the audit committee and serves on the boards of numerous listed and unlisted companies in a non-executive capacity.

EDWIN (EDDY) OBLOWITZ (46)

B Com (UCT) CA (SA) CPA (Isr) was appointed as a non-executive director of Mobile and Trecor and chairman of Trecor's audit committee on 3 March 2004. He was previously an international partner of Andersens in South

Africa before becoming an independent financial and business consultant. He serves on the boards of various listed and unlisted companies in a non-executive capacity and as a trustee of various trusts.

DIARY

	19 MAY 2004	ANNUAL GENERAL MEETING
	31 DECEMBER	FINANCIAL YEAR-END
ANNOUNCEMENTS	AUGUST	INTERIM REPORT
	MARCH	REVIEWED ANNUAL RESULTS
	MARCH/APRIL	ANNUAL FINANCIAL STATEMENTS
6% CONVERTIBLE DEBENTURES	JUNE AND DECEMBER	INTEREST PAID

Notice is hereby given that the thirty-fourth annual general meeting of shareholders of Mobile Industries

Limited ('the company') will be held at 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town on Wednesday, 19 May 2004 at 15:15 (or as soon as the annual general meeting of Tencor Limited convened to be held on Wednesday, 19 May 2004 has been concluded) for the following purposes:

- 1 To consider and adopt the annual financial statements of the company and the Mobile group for the year ended 31 December 2003.
- 2 To consider, and if deemed fit, to re-elect, on an individual basis, the following directors who retire in terms of the articles of association but, being eligible, offer themselves for re-election:
Messrs H A Gorvy and N I Jowell who retire by rotation; and
Mr E Oblowitz, who was appointed as a director after the preceding annual general meeting, who retires as a new appointee. (Brief résumés of the directors are presented on page 84 of the annual report.)
- 3 To place the unissued shares of the company under the control of the directors subject to the provisions of the Companies Act, No 61 of 1973 (as amended) ('the Act') and the Listings Requirements of the JSE Securities Exchange South Africa ('JSE') until the next annual general meeting, provided that no issue will be made that will result on a change in control of the company without prior approval of shareholders in general meeting. At present the directors are not contemplating the issue of shares but it is expedient to have the authority should it be necessary or desirable to issue any of them before the next annual general meeting.
- 4 To consider and, if deemed fit, to pass, with or without modification, the following special resolution:

"Resolved that the company hereby approves, as a general approval contemplated in sections 85 and 89 of the Companies Act, No 61 of 1973 (as amended) ('the Act'), the acquisition by the company or any of its subsidiaries from time to time of the issued ordinary and 'N' ordinary shares ('securities') of the company, upon such terms and conditions and in such amounts as the directors of the company may from time to time determine, but subject to the articles of association of the company, the provisions of the Act and the Listings Requirements

of the JSE Securities Exchange South Africa ('JSE') as presently constituted and which may be amended from time to time, and provided that:

- 4.1 any such acquisition of securities shall be effected through the order book operated by the JSE trading system or other manner approved by the JSE;
- 4.2 this general authority shall only be valid until the company's next annual general meeting, provided that it shall not extend beyond fifteen months from the date of passing of this special resolution;
- 4.3 a paid press announcement containing full details of the acquisitions will be published as soon as the company and/or its subsidiaries has/have acquired securities constituting, on a cumulative basis, 3% of the number of securities of the class of shares repurchased in issue at the time of granting of this general authority, and each time the company acquires a further 3% of such securities thereafter;
- 4.4 acquisitions by the company and its subsidiaries of securities in the share capital of the company may not, in the aggregate, exceed in any one financial year 20% (or 10% where such acquisitions relate to the acquisition by a subsidiary) of the company's issued share capital of the class of securities acquired from the date of the grant of this general authority; and
- 4.5 in determining the price at which the company's securities are acquired by the company or its subsidiaries in terms of this general authority, the maximum price at which such securities may be acquired may not be greater than 10% above the weighted average of the market price at which such securities are traded on the JSE, as determined over the five business days immediately preceding the date of the acquisition of such securities by the company or its subsidiaries."

REASON AND EFFECT

The reason for this special resolution is to grant the company a general authority in terms of the Act for the acquisition by the company or any of its subsidiaries of securities issued by the company, which authority shall be valid until the earlier of the next annual general meeting of the company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the company, provided that the general authority shall not exceed beyond fifteen months from the date of this annual general meeting. The effect of the passing and registration of this special resolution will be to authorise the company or any of its subsidiaries to acquire securities issued by the company.

STATEMENT BY THE BOARD OF DIRECTORS OF THE COMPANY

Pursuant to and in terms of the Listings Requirements of the JSE, the board of directors of the company hereby states that:

- a the intention of the directors of the company is to utilise the general authority to acquire securities in the company if at some future date the cash resources of the company are in excess of its requirements or there are other good grounds for doing so. In this regard the directors will take account of, inter alia, an appropriate capitalisation structure for the company, the long-term cash needs of the company, and the interests of the company;
- b in determining the method by which the company intends to acquire its securities, the maximum number of securities to be acquired and the date on which such acquisition will take place, the directors of the company will only make the acquisition if at the time of the acquisition they are of the opinion that:
 - the company and its subsidiaries will, after the acquisition of the securities, be able to pay their debts as they become due in the ordinary course of business for the next twelve months after the date of this notice of the annual general meeting;
 - the consolidated assets of the company and its subsidiaries, fairly valued in accordance with South African statements of Generally Accepted Accounting Practice and recognised and measured in accordance with the accounting policies used in the latest audited financial statements will, after the acquisition, be in excess of the consolidated liabilities of the company and its subsidiaries for the next twelve months after the date of this notice of the annual general meeting;
 - the issued share capital and reserves of the company and its subsidiaries will, after the acquisition, be adequate for ordinary business purposes of the company or any acquiring subsidiary for the next twelve months after the date of this notice of the annual general meeting;
 - the working capital available to the company and its or any acquiring subsidiaries will, after the repurchase, be sufficient for ordinary business its requirements for the next twelve months after the date of this notice of the annual general meeting; and
 - a working capital statement will be obtained from the company's sponsors as and when any acquisition of its securities is contemplated.

5 To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolution:

"Resolved that, subject to not less than 75% of the votes cast by those shareholders of the company present in person or represented by proxy to vote at this annual general meeting voting in favour of this ordinary resolution, the directors of the company be and are hereby authorised by way of a general authority to issue for cash all or any of the authorised but unissued shares in the capital of the company for cash, as and when they in their discretion deem fit, subject to the Companies Act, No 61 of 1973 (as amended), the articles of association of the company, the Listings Requirements of the JSE Securities Exchange South Africa ('JSE') as presently constituted and which may be amended from time to time and the following limitations:

- 5.1 the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class already in issue;
- 5.2 that this general authority shall only be valid until the company's next annual general meeting provided that it shall not extend beyond fifteen months from the date of passing of this ordinary resolution;
- 5.3 that a paid press announcement will be published giving full details, including the expected effect on the net asset value and earnings per share, at the time of any issue representing, on a cumulative basis within one financial year, 5% or more of the number of securities in issue prior to the issue;
- 5.4 that issues in the aggregate in any one financial year may not exceed 15% of the number of securities in the company's issued share capital of the class of securities issued before such issue;
- 5.5 that in determining the price at which an issue of securities may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price on the JSE of those securities over the thirty business days prior to the date that the price of the issue is determined or agreed by the directors of the company;
- 5.6 that any such issue will only be made to 'public shareholders' as defined by the Listings Requirements of the JSE, and not to related parties;
- 5.7 at any point in time, the company will only appoint one agent to effect any acquisition(s) on its behalf;
- 5.8 the company will only undertake an acquisition of the company's shares if,

after such acquisition, it will still comply with the Listings Requirements of the JSE concerning shareholder spread

- 5.9 requirements; and
- the company or its subsidiary may not acquire shares during a prohibited period as defined in the Listings Requirements of the JSE."

6 To transact such other business as may be transacted at an annual general meeting.

GENERAL INSTRUCTIONS AND INFORMATION

The annual report to which this notice of this annual general meeting is attached provides details of:

- the directors and secretary of the company on page 64 and 83 respectively;
- the major shareholders of the company on page 83;
- the directors' shareholding in the company on page 65;
- the share capital of the company in note 6 on page 77, and an analysis of the shareholders on page 83.

There are no material changes to the group's financial or trading position (other than as disclosed in the accompanying annual report), nor are there any legal or arbitration proceedings that may affect the financial position of the group between 11 April 2003 and the reporting date.

The directors, whose names are given on page 64 of the annual report collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and this notice requires all information required by law and the JSE Listings Requirements.

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

If you hold certificated shares (i.e. have not dematerialised your shares in the company) or are registered as an own name dematerialised shareholder (i.e. have specifically instructed your Central Securities Depository Participant ('CSDP') to hold your shares in your own name on the company's sub-register), then:

- you may attend and vote at the annual general meeting; alternatively
- you may appoint a proxy to represent you at the annual general meeting by completing the attached form of proxy and returning it to the office of the company's transfer secretaries not less

than 24 hours before the time appointed for the holding of the meeting.

Please note that if you are the owner of dematerialised shares (i.e. have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, STRATE Limited ('STRATE') held through a CSDP or broker and are not registered as an 'own name' dematerialised shareholder you are not a registered shareholder of the company, but appear on the sub-register of the company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the annual general meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by it.

CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the company, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries not less than 24 hours before the time appointed for the holding of the meeting. By order of the board



TRENCOR SERVICES (PTY) LTD
SECRETARIES
PER: G W NORVAL
CAPE TOWN 30 MARCH 2004

ANNUAL GENERAL MEETING 19 MAY 2004

**MOBILE INDUSTRIES LIMITED
FORM OF PROXY
ORDINARY SHARES**

(Incorporated in the Republic of South Africa)
(Registration number 1968/014997/06)
(‘the company’)
Ordinary shares (Share code: MOB ISIN: ZAE000004602)

For use at the annual general meeting of shareholders of the company to be held at 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town on Wednesday, 19 May 2004 at 15:15 (or as soon as the annual general meeting of Trencor Limited convened to be held on Wednesday, 19 May 2004 at 15:00 has been concluded).

Not to be used by beneficial owners of shares who have dematerialised their shares (‘dematerialised shares’) through a Central Securities Depository Participant (‘CSDP’) or broker, as the case may be, unless they are recorded on the sub-register as ‘own name’ dematerialised shareholders (‘own name dematerialised shareholders’). Generally, you will not be an own name dematerialised shareholder unless you have specifically requested the CSDP to

record you as the holder of the shares in your own name in the company’s sub-register.

Only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company’s sub-register as the holder of dematerialised shares.

Each shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that member at the annual general meeting.

Refer notes on reverse side hereof.

TO BE RETURNED TO: THE TRANSFER SECRETARIES MOBILE INDUSTRIES LIMITED
COMPUTERSHARE LIMITED
70 MARSHALL STREET JOHANNESBURG 2001
PO BOX 61051 MARSHALLTOWN 2107

AS SOON AS POSSIBLE TO BE RECEIVED NOT LATER THAN 24 HOURS BEFORE THE MEETING.

I/WE (FULL NAMES)

OF (ADDRESS)

TELEPHONE: WORK ()

TELEPHONE: HOME ()

BEING A MEMBER(S) OF THE COMPANY, HOLDING

ORDINARY SHARES IN THE COMPANY

HEREBY APPOINT (REFER NOTE 1):

OR FAILING HIM/HER

OR FAILING HIM/HER

or failing him/her the chairperson of the annual general meeting as my/our proxy to act for me/us on my/our behalf at the aforementioned annual general meeting of shareholders of the company and at any adjournment thereof in accordance with the following instructions:

Insert an ‘X’ in the relevant spaces according to how you wish your votes to be cast. If you wish to cast less than all the votes in respect of the shares held by you, insert the number of votes in respect of which you desire to vote (one hundred votes per ordinary share) (see note 2). Unless otherwise instructed my/our proxy can vote as he/she deems fit.

	VOTES		
	FOR	AGAINST	ABSTAIN
1. Approval of the adoption of annual financial statements.			
2. Re-election of directors:			
H A GORVY			
N I JOWELL			
E OBLOWITZ			
3. Placing the unissued shares of the company under the control of the directors.			
4. Proposed special resolution granting a general authority to the company or its subsidiaries to acquire the issued shares of the company upon such terms and conditions and in such amounts as the directors may from time to time determine.			
5. Granting a general authority to the directors to issue shares for cash.			

SIGNED AT ON THIS DAY OF 2004

SIGNATURE ASSISTED BY (WHERE APPLICABLE) SIGNATURE

NAME OF SIGNATORY: NAME OF ASSISTANT:

CAPACITY: CAPACITY:

(AUTHORITY OF SIGNATORY TO BE ATTACHED IF APPLICABLE – SEE NOTE 6)

NOTES:

- 1 A certificated or own name dematerialised shareholder or CSDP or broker registered as a shareholder in the company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting 'the chairperson of the annual general meeting', but any such deletion must be initialled by the shareholder. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the chairperson shall be deemed to be appointed as the proxy.
 - 2 A shareholder's instructions to the proxy must be indicated in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to be authorised to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable by the shareholder.
 - 3 Proxy forms must be lodged with the company's transfer secretaries, Computershare Limited, 70 Marshall Street, Johannesburg, 2001 or posted to Computershare Limited, PO Box 61051, Marshalltown, 2107. Forms of proxy must be received or lodged by no later than 24 hours before the annual general meeting (i.e. 15:15 on Tuesday, 18 May 2004).
 - 4 The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
 - 5 Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
 - 6 Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company's transfer secretaries or waived by the chairperson of the annual general meeting. CSDPs or brokers registered as shareholders in the company's sub-register voting on instructions from owners of shares registered in the company's sub-sub-register, are requested that they identify the owner in the sub-sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the company's transfer secretaries together with this form of proxy.
 - 7 Any alteration or correction made to this proxy form must be initialled by the signatory/ies, but may not be accepted by the chairperson.
 - 8 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company's transfer secretaries.
 - 9 Certificated shareholders which are a company or body corporate may by resolution of their directors, or other governing body, in terms of section 188 of the Companies Act, No 61 of 1973 (as amended), authorise any person to act as their representative.
 - 10 The chairperson of the annual general meeting may, in his/her discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.
 - 11 If required, additional forms of proxy are available from the company's transfer secretaries or the registered office of the company.
 - 12 If you are the owner of dematerialised shares held through a CSDP or broker and are not an own name dematerialised shareholder, you are not a shareholder of the company, but appear on the sub-register of the company held by your CSDP or broker. Accordingly, in these circumstances, do NOT complete this proxy form subject to the mandate between yourself and your CSDP or broker:
 - if you wish to attend the annual general meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively
 - if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be.
- CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do by the person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries not less than 24 hours prior to the time appointed for the holding of the meeting.

ANNUAL GENERAL MEETING 19 MAY 2004

**MOBILE INDUSTRIES LIMITED
FORM OF PROXY
'N' ORDINARY SHARES**

(Incorporated in the Republic of South Africa)
(Registration number 1968/014997/06)
(‘the company’)
‘N’ ordinary shares (Share code: MBN ISIN: ZAE000012274)

For use at the annual general meeting of shareholders of the company to be held at 1313 Main Tower, Standard Bank Centre, Heerengracht, Cape Town on Wednesday, 19 May 2004 at 15:15 (or as soon as the annual general meeting of Trenchor Limited convened to be held on Wednesday, 19 May 2004 at 15:00 has been concluded).

Not to be used by beneficial owners of shares who have dematerialised their shares (‘dematerialised shares’) through a Central Securities Depository Participant (‘CSDP’) or broker, as the case may be, unless they are recorded on the sub-register as ‘own name’ dematerialised shareholders (‘own name dematerialised shareholders’). Generally, you will not be an own name dematerialised shareholder unless you have specifically requested the CSDP to

record you as the holder of the shares in your own name in the company’s sub-register.

Only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the company’s sub-register as the holder of dematerialised shares.

Each shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that member at the annual general meeting.

Refer to notes on reverse side hereof.

TO BE RETURNED TO: THE TRANSFER SECRETARIES MOBILE INDUSTRIES LIMITED
COMPUTERSHARE LIMITED
70 MARSHALL STREET JOHANNESBURG 2001
PO BOX 61051 MARSHALLTOWN 2107

AS SOON AS POSSIBLE TO BE RECEIVED NOT LATER THAN 24 HOURS BEFORE THE MEETING.

I/WE (FULL NAMES)

OF (ADDRESS)

TELEPHONE: WORK ()

TELEPHONE: HOME ()

BEING A MEMBER(S) OF THE COMPANY, HOLDING

‘N’ ORDINARY SHARES IN THE COMPANY

HEREBY APPOINT (REFER NOTE 1):

OR FAILING HIM/HER

OR FAILING HIM/HER

or failing him/her the chairperson of the annual general meeting as my/our proxy to act for me/us on my/our behalf at the aforementioned annual general meeting of shareholders of the company and at any adjournment thereof in accordance with the following instructions:

Insert an ‘X’ in the relevant spaces according to how you wish your votes to be cast. If you wish to cast less than all the votes in respect of the shares held by you, insert the number of votes in respect of which you desire to vote (one vote per ‘N’ ordinary share) (see note 2). Unless otherwise instructed my/our proxy can vote as he/she deems fit.

	VOTES		
	FOR	AGAINST	ABSTAIN
1. Approval of the adoption of annual financial statements.			
2. Re-election of directors:			
		H A GORVY	
		N I JOWELL	
		E OBLOWITZ	
3. Placing the unissued shares of the company under the control of the directors.			
4. Proposed special resolution granting a general authority to the company or its subsidiaries to acquire the issued shares of the company upon such terms and conditions and in such amounts as the directors may from time to time determine.			
5. Granting a general authority to the directors to issue shares for cash.			

SIGNED AT ON THIS DAY OF 2004

SIGNATURE ASSISTED BY (WHERE APPLICABLE) SIGNATURE

NAME OF SIGNATORY: NAME OF ASSISTANT:

CAPACITY: CAPACITY:

(AUTHORITY OF SIGNATORY TO BE ATTACHED IF APPLICABLE – SEE NOTE 6)

NOTES:

- 1 A certificated or own name dematerialised shareholder or CSDP or broker registered as a shareholder in the company's sub-register may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting 'the chairperson of the annual general meeting', but any such deletion must be initialled by the shareholder. The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow thereafter. If no proxy is inserted in the spaces provided, then the chairperson shall be deemed to be appointed as the proxy.
 - 2 A shareholder's instructions to the proxy must be indicated in the appropriate box provided. If there is no clear indication as to the voting instructions to the proxy, the proxy will be deemed to be authorised to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable by the shareholder.
 - 3 Proxy forms must be lodged with the company's transfer secretaries, Computershare Limited, 70 Marshall Street, Johannesburg, 2001 or posted to Computershare Limited, PO Box 61051, Marshalltown, 2107. Forms of proxy must be received or lodged by no later than 24 hours before the annual general meeting (i.e. 15:15 on Tuesday, 18 May 2004).
 - 4 The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof.
 - 5 Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
 - 6 Documentary evidence establishing the authority of a person signing this proxy form in a representative capacity must be attached to this proxy form unless previously recorded by the company's transfer secretaries or waived by the chairperson of the annual general meeting. CSDPs or brokers registered as shareholders in the company's sub-register voting on instructions from owners of shares registered in the company's sub-sub-register, are requested that they identify the owner in the sub-sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the company's transfer secretaries together with this form of proxy.
 - 7 Any alteration or correction made to this proxy form must be initialled by the signatory/ies, but may not be accepted by the chairperson.
 - 8 A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company's transfer secretaries.
 - 9 Certificated shareholders which are a company or body corporate may by resolution of their directors, or other governing body, in terms of section 188 of the Companies Act, No 61 of 1973 (as amended), authorise any person to act as their representative.
 - 10 The chairperson of the annual general meeting may, in his/her discretion, accept or reject any form of proxy which is completed other than in accordance with these notes.
 - 11 If required, additional forms of proxy are available from the company's transfer secretaries or the registered office of the company.
 - 12 If you are the owner of dematerialised shares held through a CSDP or broker and are not an own name dematerialised shareholder, you are not a shareholder of the company, but appear on the sub-register of the company held by your CSDP or broker. Accordingly, in these circumstances, do NOT complete this proxy form subject to the mandate between yourself and your CSDP or broker:
 - if you wish to attend the annual general meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from it; alternatively
 - if you are unable to attend the annual general meeting but wish to be represented at the meeting, you must contact your CSDP or broker, as the case may be, and furnish it with your voting instructions in respect of the annual general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be.
- CSDPs, brokers or their nominees, as the case may be, recorded in the company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of STRATE should, when authorised in terms of their mandate or instructed to do by the person on behalf of whom they hold the dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the annual general meeting or by completing the attached form of proxy in accordance with the instructions thereon and returning it to the company's transfer secretaries not less than 24 hours prior to the time appointed for the holding of the meeting.

