WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

REGISTRATION NUMBER 2006/004764/06

GROUP ANNUAL FINANCIAL STATEMENTS
FOR THE YEAR ENDED
28 FEBRUARY 2009

DOUGLAS & VELCICH

WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

INDEX TO THE ANNUAL GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009

Contents

The supporting schedule set out on page 22 is presented for information purposes only and is not covered by the audit opinion

APPROVAL OF THE ANNUAL GROUP FINANCIAL STATEMENTS

The annual group financial statements set out on pages 3 to 22 have been approved by the directors and are signed on their behalf by :

William

A.K Ntlha

CERTIFICATE BY SECRETARY

We confirm that WOESA Investment Holdings Ltd has complied with all its statutory requirements.

Douglas & Velcich Management Services CC

Douglas & Velcich Management Services CC.
Johannesburg
5 November 2009

DOUGLAS & VELCICH
CHARTERED ACCOUNTANTS (SA)

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REPORT OF THE INDEPENDENT AUDITORS

TO THE SHAREHOLDERS

WOESA INVESTMENT HOLDINGS LIMITED AND ITS SUBSIDIARY

Report on the financial statements

We have audited the accompanying financial statements of WOESA Investment Holdings Limited and Group, which comprise the directors' report, balance sheet as at 28 February 2009, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes set out on pages 3 to 21

Directors' responsibility for the financial statements

The company's directors are responsible for the preparation and the fair presentation of these financial statements in accordance with International Financial Reporting Standards (IFRS), and in the manner required by the Companies Act of South Africa

This responsibility includes . designing implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error ; selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances

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. These 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 risk 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

Unqualified Opinion

In our opinion, these financial statements fairly present, in all material respects, the financial position of WOESA Investments Holdings Limited and Group as at 28 February 2009, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS), and in the manner required by the Companies Act of South Africa

With the consent of all the members, we have performed secretarial duties

Supplementary information

The supplementary schedule set out on page 22 does not form part of the annual financial statements and is presented as additional information We have not audited this schedule and accordingly we do not express an opinion on this

Douglas & Velcich

Douglas & Velcich
Chartered Accountants (S.A.)
Registered Accountants and Auditors

Johannesburg
5 November 2009

WOESA INVESTMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 28 FEBRUARY 2009

Your directors present their report together with the audited financial statements of the company and group for the year ended 28 February 2009

Overview

The company's operating environment proved to be particularly challenging in the past year. The cyclical rise in interest rates in South Africa followed by the global collapse of financial systems with its attendant impact on the South African economy, constrained the pace at which our projects and new initiatives could evolve

As a newly established investment company we found the access to finance for any new projects or acquisition opportunities to be our major challenge. The balance sheets of most companies and financial institutions were impacted by the slowdown in economic activity and sharp increases in non-performing loans. This, in turn, created a gap in expectations with respect to the valuation of assets between seller and potential buyer and also meant that the terms and conditions associated with loan financing became punitive

The growth strategy of WOESA Investment Holdings (WIH) relies on debt leverage in 'buy in' BBBEE opportunities and new infrastructure projects. In the face of declining company cash flows and with many companies paying low or even nil dividends, it has become very difficult to finance transactions

Despite these headwinds, WIH has put many of the building blocks in place to support its goal of achieving an enterprise value of R1 billion within the next ten years

The company's main focus has been in three areas,

1) to work on progressing and delivering the two major greenfields projects in which we are participating via WOESA Investments, viz Bethlehem Hydro and Petroline
2) to implement further options to strengthen our balance sheet by raising financing from our shareholders and /or a strategic partner
3) to raise the profile of WOESA amongst various stakeholders including government, parastatals and business sectors with particular emphasis on the energy sector, in order to ensure that we are recognized as the BBBEE partner of choice

Current Activities

WIH concluded one major transaction during 2008. This was the acquisition of 136 612 Sasol Inzalo shares bought at a price of R366 00 per share. The total value at the time of the transaction (March 2008) was R50 million. WIH paid R2 5 million (5% of the purchase price). The balance of the investment will be financed over a ten year period from dividends paid by Sasol. Although markets fell sharply after the finalisation of the transaction and the Sasol share price is now below R300 00 per share, we are confident that the value of the shares will increase materially in the medium term

WIH participated in the MTN Asonge share offer in 2007 and paid R100 000 in 2008 for the 1354 shares acquired at a share price of R73.84. This investment is yielding excellent returns given that the MTN share price is currently around R130.00. Other business opportunities have been pursued through our 100% owned subsidiary, WOESA Investments (WI). These include WI's 2% participation in Greif, an international of packaging principally to the oil industry. Although adverse trading conditions have negatively impacted on the income and value of the company, it is pleasing to note that performance appears to be recovering.

Much time and energy has been devoted to three major initiatives and we are pleased to report that good progress has been made despite a number of challenges – largely related to access to finance and the co-ordination required to manage the interests of diverse sets of shareholders.

The Bethlehem Hydro project involves the building of two small hydro-electric power generating plants with a combined capacity of approximately 6 4 MW on the Ash River near Bethlehem. The project was due for completion last year but has experienced some delays caused by interruptions to the release of funds by our financiers, DBSA. The total capital cost of the project has increased by some 60% - as has been the case with most capital projects in recent years. The first electricity will be generated in July 2009 with the completion of the first phase of the project. The second plant should be in operation in early 2010.

We are pleased to report that the returns expected from the project should be significantly higher than originally anticipated as a result of the beneficial tariffs which have been introduced for renewable fuel projects. Negotiations with regard to the full financing of the project and the stake held by the women's consortium (including WI) should be concluded in the third quarter 2009.

Work continued on the Petroline project – a fuel pipeline from Maputo to Gauteng. The project was awarded a construction license by NERSA and work has continued on route engineering, environmental impact assessment and on securing land for distribution depots. The estimated timing for the completion of the project is currently 2011 – a slippage of approximately two years on the original target date. Delays have been caused following difficulties in finding an acceptable and relevant strategic partner.

Since early 2009, WI has begun participating in the setting up of a trading of oil and petroleum products, via its shareholding in a newly established trading company, Enercorp, which was granted the required license in the first quarter. The business has the potential to become a significant contributor to cash flow.

WI is fortunate to have a good project pipeline. During 2008 a range of opportunities were assessed. Some have not fitted into the strategy of the company, others were progressed but failed to meet our economic criteria. Discussions are still underway with regard to three projects – a major new project in the oil sector, a renewable energy project and a strategic shareholding in a well established energy sector company.

Financial position

Since the strategic partnership between WOESA Investments and Ignis, was dissolved in March 2008, WI and WIH have incurred operating costs of approximately R1.4 mill per year. These costs have been financed by the proceeds of the first WIH private share placement which took place in 2007 and raised R3 4 million. Approximately R1 mill was also payable to Ignis at the termination of the partnership. The bulk of this debt has been repaid, with an amount of around R360 000 still outstanding

Given the good response to the first share placement, and in response to requests from many aspirant shareholders, WIH elected to embark on a second share placement initiative as soon as feasible with the objective of raising up to R9 million. This will take place in the third quarter of 2009. The monies raised will contribute to covering the operating costs of WIH, WI and WOESA as well as providing seed financing to ensure WIH's participation in specific business opportunities

Although raising funds in the current economic and financial climate is daunting, we are encouraged by the interest and enthusiasm of our existing shareholders who have indicated that they wish to increase their shareholding as well as the number of aspirant shareholders who wish to be part of WIH. It is pleasing to note that there are currently 734 shareholders in WIH with representation from all the provinces and with approximately 85% being previously disadvantaged women. This widespread shareholding which includes the shares held by WOESA, section 21, provides WIH with excellent BBBEE credentials.

Prospects

We are optimistic about the year ahead despite the difficult financial and economic environment. Our key objectives for the year are to achieve the financing of Bethlehem Hydro and Petroline and to realise our first cash flows from Enercorp

Concurrently we will continue to build a pipeline of opportunities through our networking efforts and the exposure to opportunities which comes from the higher profile of the WOESA brand

We are grateful to our Chief Executive, Khumo Ntlha, for relentlessly pursuing opportunities and for dealing with the daily challenges of running the office with only one administrative assistant

I would also like to thank our board members for their dedication and for giving so much of their time and themselves to work for the success of WOESA

Finally, thank you to our shareholders who are contributing to make this dream – that women have a meaningful stake in the energy sector – a reality

Statements of responsibility

The directors are responsible for the maintenance of adequate accounting records, the preparation and integrity of the financial statements and related information. The auditors are responsible to report on the fair presentation of the financial statements. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act in South Africa. The directors are also responsible for the company's systems of internal control. These are designed to provide reasonable, but not absolute assurance as to the reliability of the financial statements, and to adequately safeguard, verify and maintain accountability of assets, and to prevent and detect misstatement and loss. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the period under review

The financial statements have been prepared on the going concern basis, since the directors have every reason to believe that the company has adequate resources in place to continue in operation for the foreseeable future

Share capital

No additional share capital was issued during the year under review. (2008 . 813,076 ordinary shares).

The company made a further offer to the public through a 2nd prospectus which was issued on the 21st July 2009 and closed on the 21st October 2009

Equipment

During the year under review, the company acquired equipment and made leasehold improvements to the value of R50,391 (2008 RNil)

Dividends

No dividends were declared or recommended during the year under review

Directorate of the company

The following served as directors during the year under review :-

A A Maule (Chairperson)
J Williams
S J P Moabi (resigned during the year)
M M Nhlanhla

Company secretary

The company secretary is Douglas & Velcich Management Services CC

Auditors

Douglas & Velcich were retained during the year under review in accordance with section 270(2) of the Companies Act

WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

BALANCE SHEETS AT 28 FEBRUARY 2009

		Group		Company	
	Note	2009 R	2008 R	2009 R	2008 R
ASSETS					
Intangible asset - trademark	2	1,000,000	1,000,000	1,000,000	1,000,000
Non - Current assets		3,328,298	426,960	2,664,334	167,996
Tangible assets	4	40 697	-	40 697	-
Investment in subsidiary	3	-	-	100	100
Available for sale investments	5	3 287 601	426,960	2 623 537	167 896
Current assets		1,804,197	5,188,309	2,468,161	5,188,209
Accounts receivable	6	308 232	-	30,823	-
Cash and cash equivalents	7	1 495 965	5 188,309	1 495,865	5 188 209
Woesa Investments (Pty) Ltd	3	-	-	941,473	-
Total assets		6,132,495	6,615,269	6,132,495	6,356,205
EQUITY AND LIABILITIES					
Capital and reserves		2,263,543	3,232,469	2,296,951	3,232,469
Share capital	8	814,076	814 076	814 076	814,076
Share premium	8	3 353 823	3 353 823	3 353,823	3 353 823
Retained income		(1 904 356)	(935 430)	(1 870 948)	(935 430)
Current liabilities		3,868,952	3,382,800	3,835,544	3,123,736
Trade and other payables	9	575,029	1 715 574	541 621	1 049 332
Woesa (Association incorporated under section 21	10	383 617	271 420	383 617	271 420
Woesa Investments (Pty) Ltd	3	-	-	-	407 178
Share subscribers	11	2 910 306	1 395 806	2 910 306	1 395 806
Total equity and liabilities		6,132,495	6,615,269	6,132,495	6,356,205

WOESA INVESTMENT HOLDINGS LIMITED
REGISTRATION NUMBER 2006/004764/06

INCOME STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009

	Note	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
REVENUE		-	-	-	-
OPERATING EXPENSES		1,267,305	778,657	1,233,897	778,657
Administration expenses		1 267 305	748 503	1,233 897	748,503
Other expenses		-	30 154	-	30 154
OPERATING (LOSS)	12	(1,267,305)	(778,657)	(1,233,897)	(778,657)
DIVIDEND RECEIVED		1,841	-	1,841	-
NET FINANCE INCOME		341,897	267,704	341,897	267,704
Finance income - call accounts		364 215	361 584	364 215	361 584
Finance charges payable to Ignis Project and Finance Solutions (Pty) Ltd		(22 318)	(93 880)	(22 318)	(93 880)
(LOSS) BEFORE TAXATION		(923,567)	(510,953)	(890,159)	(510,953)
TAXATION	13	-	-	-	-
(LOSS) FOR THE YEAR		(923,567)	(510,953)	(890,159)	(510,953)

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2009

GROUP	Share capital R	Share premium R	Retained income R	Total R
Balance at 1 March 2007	**1,000**	**-**	**(492,373)**	**(491,373)**
(Loss) for the year	-		(510,953)	(510,953)
Fair value adjustment to investment	-		67,896	67,896
Proceeds - share issue	813,076	3,353,823	-	4,166,899
Balance at 29 February 2008	**814,076**	**3,353,823**	**(935,430)**	**3,232,469**
(Loss) for the year	-	-	(923,567)	(923,567)
Fair value adjustment to investment	-	-	(45,359)	(45,359)
Balance at 28 February 2009	**814,076**	**3,353,823**	**(1,904,356)**	**2,263,543**

COMPANY	Share capital R	Share premium R	Retained income R	Total R
Balance at 1 March 2007	**1,000**	**-**	**(492,373)**	**(491,373)**
(Loss) for the year	-	-	(510,953)	(510,953)
Fair value adjustment to investment	-	-	67,896	67,896
Proceeds - share issue	813,076	3,353,823	-	4,166,899
Balance at 29 February 2008	**814,076**	**3,353,823**	**(935,430)**	**3,232,469**
(Loss) for the year	-	-	(890,159)	(890,159)
Fair value adjustment to investment	-	-	(45,359)	(45,359)
Balance at 28 February 2009	**814,076**	**3,353,823**	**(1,870,948)**	**2,296,951**

CASH FLOW STATEMENTS FOR THE
YEAR ENDED 28 FEBRUARY 2009

	Note	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Cash flows from operating activities					
Cash paid to service providers		(2.398.156)	767.237	(1.731.914)	100.995
Cash (utilised in)/generated from operations	14	**(2.398,156)**	**767,237**	**(1,731,914)**	**100,995**
Dividend received		1.841	-	1.841	-
Finance income		364.215	361.584	364.215	361.584
Finance charges		(22.318)	(93.880)	(22.318)	(93.880)
Cash (outflow)/inflow from operating activities		**(2,054,418)**	**1,034,941**	**(1,388,176)**	**368,699**
Cash (utilised in) investing activities		**(2,987,214)**	**(1,359,064)**	**(2,582,214)**	**(1,100,000)**
Purchase of investments		(2.906.000)	(359.064)	(2.501.000)	(100.000)
Purchase of intangible asset		-	(1.000.000)	-	(1.000.000)
Purchase of tangible asset		(50.391)		(50.391)	
Cash paid for rental deposit		(30.823)		(30.823)	
Cash generated from financing activities		**1,349,288**	**3,675,673**	**278,046**	**4,082,851**
Cash received from HydroWSA consortium		(277.409)	-		-
Cash received from shareholders		-	4.166.899	-	4.166.899
Cash held on behalf of related companies		112.197	(1.532)	(1.236.454)	405.646
Cash received from subscribers in terms of prospectus		1.514.500	(489.694)	1.514.500	(489.694)
Net cash (outflow)/inflow for the year		**(3,692,344)**	**3,351,550**	**(3,692,344)**	**3,351,550**
Cash and cash equivalents at beginning of year		**5,188,309**	**1,836,759**	**5,188,209**	**1,836,659**
Cash and cash equivalents at end of year	7	**1,495,965**	**5,188,309**	**1,495,865**	**5,188,209**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2009

ACCOUNTING POLICIES

1. PRESENTATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the Companies Act of South Africa.

The annual financial statements have been prepared on the historical basis, except for financial instruments and incorporate the principal accounting policies set out below

1.1 SIGNIFICANT JUDGEMENTS

In preparing the annual financial statements, management is required to make estimates and assumptions that affect the amounts represented in the annual financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ form these estimates which may be material to the annual financial statements.

1.2 TANGIBLE ASSETS

The cost of an item of tangible assets is recognised as an asset when

- it is probable that future economic benefits associated with the item will flow to the company and
- the cost of the item can be measured reliably.

Costs include costs incurred initially to acquire or construct an item of tangible assets and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of tangible assets, the carrying amount of the replaced part is derecognised.

Tangible assets are carried at cost less accumulated depreciation and any impairment losses.

Depreciation is provided on all tangible assets other than freehold land, to write down the cost, less residual value, by equal instalments over their useful lives as follows

Item	Useful life
Furniture and fittings	6 years
Leasehold improvements	Over term of the lease

The depreciation charge for each period is recognised in profit or loss, unless it is included in the carrying amount of another asset.

The gain or loss arising from the derecognising of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognising of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

ACCOUNTING POLICIES (Continued)

.3 FINANCIAL INSTRUMENTS

.3.1 Initial recognition

The company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial assets and financial liabilities are recognised on the company's balance sheet when the company becomes party to the contractual provisions of the instruments

Financial assets and liabilities are recognised initially at fair value. In the case of financial assets or liabilities not classified as at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument are added to the fair value.

An asset that is subsequently measured at cost or amortised cost is recognised initially at its fair value on the trade date

Any change in the fair value of the asset to be received during the period between the trade date and the settlement date is not recognised for assets carried at cost or amortised cost, other than impairment losses.

Assets carried at fair value. the change in fair value shall be recognised in profit or loss or in equity, as appropriate.

1.3.2 Subsequent measurement

After initial recognition, financial assets are measured as follows:

- loans and receivables and held-to-maturity investments are measured at amortised cost using the effective interest method,
- investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, are measured at cost.
- other financial assets, including derivatives, at fair value, without any deduction for transaction costs which may incur on sale or other disposal

After initial recognition financial liabilities are measured as follows:

- financial liabilities, including derivatives that are liabilities, are measured at fair value through profit and loss
- other financial liabilities are measured at amortised cost using the effective interest

ACCOUNTING POLICIES (Continued)

1.3 FINANCIAL INSTRUMENTS (Continued)

1.3.3 Gains and losses

A gain or loss arising from a change in a financial asset or financial liability is recognised as follows

- A gain or loss on a financial asset or financial liability classified as at fair value through profit or loss is recognised in profit or loss
- A gain or loss on an available-for-sale financial asset is recognised directly in equity through the statement of changes in equity, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity is recognised in profit or loss
- Financial assets and financial liabilities carried at amortised cost a gain or loss is recognised in profit or loss when the financial asset or financial liability is derecognised or impaired, and through the amortisation process.

1.4 CASH AND CASH EQUIVALENTS

Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of change in value

Cash and cash equivalents are measured at fair value

1.5 IMPAIRMENT OF ASSETS

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired If any such indication exists, the company estimates the recoverable amount of the asset

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount That reduction is an impairment loss

An impairment loss on assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss Any impairment loss on a revalued asset is treated as a revaluation decrease

ACCOUNTING POLICIES (Continued)

1.5 IMPAIRMENT OF ASSETS (Continued)

An impairment loss is recognised for cash-generating units if the recoverable amount of the unit is less than the carrying amount of the units. The impairment loss is allocated to reduce the carrying amount of the assets of the unit in the following order

- first, to reduce the carrying amount of any goodwill allocated to the cash-generating unit and
- then, to the other assets of the unit, pro rata on the basis of the carrying amount of each asset in the unit

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase

1.6 SHARE CAPITAL AND EQUITY

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities

1.7 TRADE AND OTHER PAYABLES

Trade and other payables are measured at amortised cost using the effective interest method

1.8 PROVISIONS AND CONTINGENCIES

Provisions are recognised when

- the company has a present obligation as a result of a past event,
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and
- a reliable estimate can be made of the obligation

WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

ACCOUNTING POLICIES (Continued)

1.8 PROVISIONS AND CONTINGENCIES (Continued)

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision

Provisions shall not be recognised for future operating losses.

If an entity has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision

After their initial recognition, contingent liabilities recognised in business combinations that are recognised separately are subsequently measured at the higher of

- the amount that would be recognised as a provision; and
- the amount initially recognised less cumulative amortisation

Contingent assets and contingent liabilities are not recognised.

1.9 TAXATION

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date

ACCOUNTING POLICIES (Continued)

1.9 TAXATION (Continued)

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from.

- the initial recognition of goodwill; or
- goodwill for which amortisation is not deductible for tax purposes; or
- the initial recognition of an asset or liability in a transaction which:
  - is not a business combination; and
  - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss)

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable the taxable profit will be available against which the deductible temporary difference can be utilised, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that:

- is not a business combination, and
- at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date

1.10 REVENUE

Dividends are brought to account on the last day for registration

Interest is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is probable that such income will accrue to the company

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR
THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

ACCOUNTING POLICIES (Continued)

1.11 EXPENDITURE

Expenditure is recognised on the accrual basis of accounting.

1.12 EMPLOYEE BENEFITS

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employee renders service that increases their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

2. INTANGIBLE ASSET

In the course of the prior year, in line with the decision set out in the prospectus in November 2007, the company issued 440,429 shares at par in exchange for the use of the trademark, Women in Oil and Energy, in recognition of the value of the network of members and potential members of the Section 21 company, and of the investment opportunities acquired through that network. The asset has been valued by directors at R1 million, and does not require to be impaired.

3. INVESTMENT IN SUBSIDIARY COMPANY

	Company	
	2009 R	2008 R
Shares, at cost	100	100
100 shares in Woesa Investments (Proprietary) Limited - at cost		
ADVANCE TO/(FROM) SUBSIDIARY COMPANY		
Woesa Investments (Proprietary) Limited.	941,473	(407,178)

The loan does not bear interest, and is expected to be settled within the ensuing year.

4. TANGIBLE ASSETS

	Leasehold Improvements R	Furniture & fittings R	Total R
28 February 2009			
Balance at beginning of year	-	-	-
At cost	-	-	-
Accumulated depreciation	-	-	-
Additions during the year	26,553	23,838	50,391
Depreciation for the year	(7,376)	(2,318)	(9,694)
Net book value - 28 February 2009	**19,177**	**21,520**	**40,697**
At cost	26,553	23,838	50,391
Accumulated depreciation	(7,376)	(2,318)	(9,694)
29 February 2008			
Balance at beginning of year	-	-	-
At cost	-	-	-
Accumulated depreciation	-	-	-
Additions during the year	-	-	-
Depreciation for the year	-	-	-
Net book value - 29 February 2008	-	-	-
At cost	-	-	-
Accumulated depreciation	-	-	-

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
5 AVAILABLE FOR SALE INVESTMENTS				
5.1 INVESTMENT IN MTN EMPOWERMENT SCHEME				
Balance at beginning of the year	167 896	-	167 896	
At cost - acquired during the year	-	100 000	-	100 000
Fair value adjustment through equity	(45 359)	67 896	(45 359)	67 896
	122 537	167 896	122 537	167 896
5.2 INVESTMENT IN JOINT VENTURE IN GREIFSA OPERATING COMPANY				
Shares - at cost	8	8	-	
Capital contribution in terms of agreement	90 000	90 000	-	
	90 008	90 008	-	-
5.3 INVESTMENT IN HYDROWSA INVESTMENT IN BETHLEHEM HYDRO (PTY) LTD				
Shares at cost - 15 27% holding in ESI venture	169 056	169 056	-	
Additional funds advanced	405 000		-	
	574 056	169 056	-	-
5.4 INVESTMENT IN SASOL INZALO SHARES				
At cost	2 500 000		2 500 000	
Fair value adjustment through equity	-		-	
	2 500 000	-	2 500 000	-
5.5 INVESTMENT IN PETROLINE				
At cost	1 000		1 000	
Fair value adjustment through equity	-		-	
	1 000	-	1 000	-
Totals	**3,287,601**	**426,960**	**2,623,537**	**167,896**

The company has 40.5% share in the HydroWSA (Pty) Ltd which in turn holds a 37.7% share in Bethlehem Hydro (Pty) Ltd

The company has decided against a fair value adjustment in respect of the investments in Greif SA and HydroWSA as there are currently significant uncertainties over the timing and quantum of future cash flows from these investments and it would be both too costly and speculative to attempt to determine credible fair values at balance sheet date

6 ACCOUNTS RECEIVABLE

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Funds due from HydroWSA consortium	277 409			
Rental deposit	30 823		30 823	
	308,232	-	**30,823**	

The funds due from HydroWSA consortium relates to an additional funding of R1000 000 that was due from HydroWSA (Pty) Ltd to Bethlehem Hydro (Pty) Ltd. This was paid on behalf of HydroWSA and this is the balance of funds due to WOESA Investments (Pty) Ltd

7 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
ABSA - call account	97 045	1 287 948	97 045	1 287 948
ABSA - cheque account and cash	23 797	485 286	23 697	485 186
ABSA - fixed deposit	1 375 123	3 415 075	1 375 123	3 415 075
	1,495,965	**5,188,309**	**1,495,865**	**5,188,209**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
8. SHARE CAPITAL				
Authorised				
5 000 000 Ordinary shares of R1.00 each	5,000,000	5,000,000	5,000,000	5,000,000

Unissued ordinary shares are under the control of the directors in terms of a resolution of members passed at the last annual general meeting

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Issued				
814 076 (2008 - 814 076) Ordinary shares of R1.00 each	814,076	814,076	814,076	814,076
Share premium				
Premium of R9 a share on issued capital	3,353,823	3,353,823	3,353,823	3,353,823

9. TRADE AND OTHER PAYABLES

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Ignis Project and Finance Solutions (Pty) Ltd	350 493	1 026 732	350 493	1 026 732
Advance from HydroWSA consortium	-	248 982	-	
Amount payable in respect of investment - Nu-Planet (Pty) Ltd	-	417 260		-
Trade payables	224 536	22 600	191 128	22 600
	575,029	1,715,574	541,621	1,049,332

The amount owing to Ignis Project and Finance Solutions (Pty) Ltd bears interest at prime

The investment in Bethlehem Hydro (Pty) Ltd is largely financed by the Development Bank of South Africa Ltd. The total requirement for development costs and working capital is estimated at R100 million and R11 million respectively of which the HYROWSA portion of equity funding is calculated at 10% of R6.4 million or R640 000

In terms of the agreement between Nu-Planet (Pty) Ltd and the HydroWSA consortium, an amount of R126 was payable at year end in respect of shares acquired at par and a further R417 134 in respect of 90 shares acquired for this amount from Nu Planet (Pty) Ltd

10. LOAN PAYABLE - RELATED PARTY

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Women in Oil and Energy South Africa (Association incorporated under Section 21)	383 617	271 420	383 617	271 420
	383,617	271,420	383,617	271,420

The loan is unsecured, does not bear interest and is scheduled for repayment within the ensuing year

11. SHARE SUBSCRIBERS

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Share subscribers	2,910,306	1,395,806	2,910,306	1,395,806

These amounts represents amounts due to subscribers whose shares are to be issued after year end

12. OPERATING (LOSS)

Operating (loss) for the year has been determined after taking into account the following

12.1 Auditors' remuneration

	Group 2009 R	Group 2008 R	Company 2009 R	Company 2008 R
Audit fees - 2008	101 956		81 436	
Audit fees - 2007	45 017		33 360	
Other services	23 196		21 965	
	170,169		136,761	

WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR
THE YEAR ENDED 28 FEBRUARY 2009 (Continued)

	Group		Company	
	2009	2008	2009	2008
	R	R	R	R
13. TAXATION				
South African normal tax				
Current year	-	-	-	-

The company has not provided for taxation in the current year, as it has an estimated taxable loss of 1 848,501 (2008 998, 595)

14. CASH (UTILISED IN)/GENERATED FROM OPERATIONS

	Group 2009	Group 2008	Company 2009	Company 2008
(Loss) for the year	(923,567)	(510,953)	(890,159)	(510,953)
Adjusted for:				
Depreciation	9,694	-	9,694	-
Dividend received	(1,841)	-	(1,841)	-
Finance income	(364,215)	(361,584)	(364,215)	(361,584)
Finance charges	22,318	93,880	22,318	93,880
Operating (loss) before working capital changes	**(1,257,611)**	**(778,657)**	**(1,224,203)**	**(778,657)**
Working capital changes	**(1,140,545)**	**1,545,894**	**(507,711)**	**879,652**
(Decrease)/increase in accounts payable	(1,140,545)	1,545,894	(507,711)	879,652
	(2,398,156)	**767,237**	**(1,731,914)**	**100,995**

15. RELATED PARTY TRANSACTIONS

Related parties include

Holding company
Woesa (Association incorporated under section 21)

Wholly -owned subsidiary
Woesa Investments (Pty) Ltd

The company entered into transactions in the ordinary course of business with various fellow subsidiaries and its holding company. These transactions are conducted on an arms length basis and relate to funding and administrative services. Details of the advances are set out in note 3 and 10

WOESA INVESTMENT HOLDINGS LIMITED
AND ITS SUBSIDIARY

INCOME STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2009 - COMPANY AND GROUP

	2009 R	2008 R
INCOME	**366,056**	**361,584**
Interest received	364,215	361,584
Dividend received	1,841	-
EXPENDITURE	**1,289,623**	**872,537**
Accounting fees	8,500	4,000
Advertising and promotions	-	16,991
Assets directly expensed	3,500	5,000
Audit fees	170,169	-
Bank charges	11,816	13,932
Computer expenses	4,931	1,855
Consulting fees	-	2,508
Co-ordinator fees	-	4,275
Depreciation	9,694	-
Fund raising costs	-	3,470
General expenses	2,988	-
Interest paid	22,318	93,880
Legal fees	-	855
Other investment opportunities	-	5,000
Postage, printing and stationery	47,495	4,726
Rates and other operating costs	24,443	-
Rent, water and electricity	102,862	-
Repairs and maintenance	1,000	-
Salaries and contributions	726,851	677,574
Secretarial fees	71,820	15,346
Share administration costs	-	20,087
Telephone and fax	27,399	200
Travel and accommodation	53,837	2,838
NET (LOSS) FOR THE YEAR	**(923,567)**	**(510,953)**