CAPEVIN

HOLDINGS LIMITED

ANNUAL REPORT 2012

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These annual financial statements have been compiled by Mr A Mellet, a chartered accountant (SA) and an employee of the company's appointed manager, PSG Corporate Services (Pty) Ltd. PricewaterhouseCoopers Inc has audited these annual financial statements in accordance with the Companies Act, 71 of 2008, as amended, and their audit report is set out on page 9.

KEY FINANCIAL STATISTICS

Group financial results for the year ended 30 June 2012

	2012 R'000	2011 R'000	% change
Attributable to equity holders of the company			
Profit for the year	138 582	141 695	(2,2)
Headline earnings for the year	137 949	141 002	(2,2)
Normalised headline earnings for the year	169 635	141 002	20,3
Earnings per share – basic and diluted (cents)			
Attributable earnings	30,9	31,6	(2,2)
Headline earnings	30,8	31,5	(2,2)
Normalised headline earnings	37,9	31,5	20,3
Dividend per share (cents)	19,1	17,2	11,0
Interim	9,4	8,5	
Final (declared and payable after year-end)	9,7	8,7	
Net asset value per share (cents)	204	188	8,2
Intrinsic value per share, excluding CGT (cents)	600,5	477,7	25,7
Last traded price per share (cents) at 30 June	460,0	371,0	24,0
Key ratios			
Price-earnings (times)	14,9	11,8	
Dividend yield (%)	4,2	4,6	
Last traded price discount to intrinsic value (%)	23,4	22,3	

DIRECTORS

CA Otto (62)
Non-executive chairman
BComm, LLB
Appointed 22 July 2009
Chris Otto is a director of various companies, including Capitec Bank Holdings Ltd, Distell Group Ltd, Kaap Agri Ltd, PSG Group Ltd and Zeder Investments Ltd.

AEvZ Botha (55)
Non-executive director*
BSc Agric (Hons) (Viticulture)
Appointed 22 July 2009
Abrie Botha is a wine farmer and owner of Goedemoed Boerdery in Vredendal, and is also chairman of VinPro Ltd and Namaqua Wines.

N Celliers (38)
Non-executive director*
BEng (Civil), MBA
Appointed 3 September 2012
Norman Celliers' experience includes engineering, management consulting and private equity. He is currently the chief executive officer of Zeder Investments Ltd.

JJ Durand (45)
Non-executive director
BAcc (Hons), MPhil, CA(SA)
Appointed 24 March 2010
Jannie Durand is currently the chief executive officer of Remgro Ltd and a director of various other companies, including Distell Group Ltd.

A Mellet (28)
Financial director
BCompt (Hons), CA(SA)
Appointed 25 April 2012
Dries Mellet completed his articles with PwC's Cape Town financial services practice and has been working for the PSG Group for the last two years.

LC Verwey (37)
Non-executive director*
BCompt (Hons), CA(SA), CFA
Appointed 28 May 2012
Lucas Verwey is an investment executive at Remgro Ltd, and represents Remgro as a director on various boards.

** Member of audit and risk committee*

CHAIRMAN'S LETTER

OVERVIEW

As at 30 June 2012, the sole investment of Capevin Holdings Ltd ("Capevin Holdings") was an effective interest of 14,78% in the issued share capital of Distell Group Ltd ("Distell"), held via its 51% interest in Capevin Investments Ltd ("Capevin Investments"). Subsequent to the restructuring detailed below, the effective interest in Distell increased to 28,99%.

RESTRUCTURING

On 13 August 2012 a scheme of arrangement ("Scheme") was implemented in terms of which Capevin Holdings acquired all the ordinary shares in Capevin Investments not already held by Capevin Holdings, being 20 580 000 shares. Following the implementation of the Scheme, Capevin Investments is a wholly owned subsidiary of Capevin Holdings. Capevin Investments shareholders received the scheme consideration of 21 Capevin Holdings shares for each Scheme share disposed of. Capevin Investments was delisted following the listing of Capevin Holdings on the JSE on 3 August 2012.

Since the cautionary announcement relating to the transaction above was issued on 14 March 2012, R694 million of value was created for Capevin Holdings shareholders. The more simplified Distell shareholding structure was well received by the market. If you disregard the 20,3% increase in Distell's share price over the period, the value created solely by the Capevin restructuring was R332 million.

The results as presented in this annual report do not reflect the complete effect of the Scheme, which was only implemented subsequent to year-end.

FINANCIAL RESULTS

Distell's headline earnings increased by 0,8% to R969,9 million for the year under review. It had to provide for an additional excise duty of R297,8 million (refer to Distell's results announcement for more detail). Normalised headline earnings, which excludes the impact of the additional excise duty provision, increased by 23,1%.

Capevin Holdings' total administration expenses for the year increased by R4 million due to one-off non-recurring expenses incurred in respect of the restructuring detailed above.

Capevin Holdings' headline earnings for the year ended 30 June 2012 consequently decreased by 2,2% to 30,8 cents per share. Normalised headline earnings increased by 20,3% to 37,9 cents per share.

DIVIDEND

In terms of the dividend policy of Capevin Holdings, dividends received from its indirect interest in Distell, after providing for administration costs, are distributed to shareholders. The directors have consequently resolved to declare a gross final ordinary dividend of 9,7 cents (2011: 8,7 cents) per share in respect of the year ended 30 June 2012. The total gross dividend of 19,1 cents for the year is 11% higher than the 17,2 cents in 2011. A shareholder that had an investment in Capevin Investments prior to the implementation of the Scheme, will receive a 13,6% increase in total dividends for the year.

PROSPECTS

The board of Distell said that continued uncertainty about the global macro-economic environment makes it difficult to predict trends in consumer demand. However, they believe challenging trading conditions will persist in the year ahead, with unemployment and limited disposable income likely to continue curtailing consumer spending, both domestically and internationally.

Distell's underlying financial position remains strong. They are confident that the business is appropriately structured with a diversified and attractive range of high-quality and well-priced brands that equip them to compete effectively and maximise trading opportunities.

APPRECIATION

Distell performed very well under trying circumstances. Our appreciation must go to their management team ably led by CEO Jan Scannell. Also my thanks to all the directors of both this company and Capevin Investments for their support in simplifying the holding structure of Distell.

This complicated and arduous Scheme was ably handled by PSG Capital, many thanks to them and the professional advisors.

We especially appreciate the valuable contribution made by Thys Visser who tragically passed away on 26 April 2012.

Chris Otto
Chairman

3 September 2012
Stellenbosch

CORPORATE GOVERNANCE STATEMENT

Capevin Holdings Ltd ("Capevin Holdings") is committed to the principles of transparency, integrity, fairness and accountability as also advocated in the King Code of Governance Principles ("King III"). Accordingly, Capevin Holdings' corporate governance policies have in all respects been appropriately applied during the period under review. The board does not consider application of all principles contained within King III appropriate for Capevin Holdings. Where specific principles have not been applied, explanations for these are contained within this section. The group's associated company and sole investment, Distell Group Ltd ("Distell"), is similarly committed having, inter alia, their own audit, risk and remuneration committees.

BOARD OF DIRECTORS

Details of Capevin Holdings' directors are provided on page 2 of this annual report. Directors are elected on recommendation of the current directors or, if properly nominated, by shareholders. Currently the board comprises six directors. The appointment of directors is formal and transparent, and considered to be a matter for the board as a whole.

Capevin Holdings is an investment holding company with limited day-to-day operations and has not filled the office of chief executive officer. PSG Corporate Services (Pty) Ltd ("PSG Corporate Services") has been appointed as manager and company secretary. Mr CA Otto fills the role of non-executive chairman. Mr A Mellet, an employee of PSG Corporate Services, has been appointed as financial director. Apart from the financial director, all directors are considered to be non-executive. There is a clear division of responsibilities at board level to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making, with the majority of directors being non-executive.

King III recommends that the majority of non-executive directors be independent. All non-executive directors represent major shareholders in Capevin Holdings. Although none of the non-executive directors are independent as defined by King III, all of the non-executive directors are independent of thought and action. Having considered the matter, the board is accordingly satisfied, as stated previously, that its current composition ensures a balance of power and authority.

The board met three times during the past year. The attendance of these meetings is set out in the table below. Capevin Holdings' memorandum of incorporation requires one-third of the non-executive directors of the company to retire by rotation and to offer themselves for re-election by shareholders at the annual general meeting. In accordance with the company's memorandum of incorporation, Mr JJ Durand will retire by rotation.

Director	2 Sept 2011	27 Feb 2012	25 April 2012
AEvZ Botha	A	√	√
N Celliers[a]	–	–	–
JJ Durand	√	√	√
A Mellet[b]	–	–	√
JJ Mouton[c]	√	√	√
CA Otto	√	√	√
LC Verwey[d]	–	–	√
MH Visser[e]	√	√	√
A Wessels[f]	√	√	A

√ Present
A Absent with apology
(a) Appointed 3 September 2012
(b) Appointed 25 April 2012
(c) Resigned 3 September 2012
(d) Appointed 28 May 2012
(e) Passed away 26 April 2012
(f) Resigned on 25 April 2012

The induction of directors is not conducted through a formal process. This has not been necessary to date as new appointees have been familiar with the group's operations and the environment in which it operates. Consideration will be given to an induction programme for future appointees. The board does not conduct regular appraisals of its members and committees. Consideration will be given to this going forward.

The company operates as an investment holding company which holds as its sole asset an indirect investment in Distell. In view of the narrow scope of the company's operations, the role of the board is limited to monitoring the company's investment performance and to ensure that procedures and practices are in place to protect the company's assets and reputation. The board also assumes responsibility for the management of relationships with various stakeholders.

The board has appointed an audit and risk committee to assist it in the performance of its duties.

Since all non-executive directors represent major shareholders in Capevin Holdings, the board has decided not to pay directors emoluments. Accordingly no remuneration committee has been appointed.

AUDIT AND RISK COMMITTEE

The audit and risk committee comprises Messrs LC Verwey (chairman), AEvZ Botha and N Celliers. All directors are welcome to attend meetings. The audit and risk committee met twice during the past year. A report by the audit and risk committee has been provided on page 7 of this annual report. The audit and risk committee operates according to a board-approved charter.

SOCIAL AND ETHICS COMMITTEE

Capevin Holdings has prepared an application for dispensation from having a social and ethics committee, as required by the new Companies Act. Until formal dispensation has been received, the board of directors as a whole functions as the social and ethics committee.

RISK MANAGEMENT AND INTERNAL CONTROL

The board acknowledges that it is accountable for the process of risk management and the system of internal control of the group. Distell has its own board of directors responsible for the risk management and internal control of that company and its business. Detailed risk assessments and management plans have been implemented throughout the group to ensure that risk is properly managed. The board, on recommendation by the audit and risk committee, concluded that the system of internal control and the risk management process were effective for the financial year under review.

The group operates in a highly regulated environment. Distell has formal policies and procedures in place to ensure adherence to the various acts and codes that govern its day-to-day operations.

INTERNAL AUDIT

On the recommendation of the audit and risk committee, the board has decided not to establish an internal audit function at group level given that the board has satisfied itself that Distell has its own internal audit function and that the group's current system of internal control and risk management operates effectively.

GOVERNANCE OF INFORMATION TECHNOLOGY

Capevin Holdings' appointed manager, PSG Corporate Services, has an appointed information technology ("IT") manager who is responsible for IT governance at group level. Distell is responsible for IT governance in its respective business environments. As IT does not play a significant role in the sustainability of our business at a group level due to its nature and size, the investment and expenditure in IT at group level are insignificant. The board is accordingly satisfied that the current systems of IT governance at group level are appropriate.

INTEGRATED REPORTING AND DISCLOSURE

Capevin Holdings is a passive investment holding company which does not involve itself in the management of Distell. We consider Distell to have a strong management team and therefore rely on them to apply the principles of King III regarding sustainability reporting and disclosure, to the extent appropriate to their business. Capevin Holdings will apply the principles of integrated reporting at group level to the extent that such principles are considered appropriate.

SUSTAINABILITY

Stakeholder relations

Capevin Holdings subscribes to the principles of objective, honest, timeous, balanced, relevant and understandable communication of financial and non-financial information to stakeholders. The group acknowledges the task and responsibility of regulators, and our relationships with them are maintained in a businesslike manner.

Safety, health and environment

The group recognises that South Africa is facing an HIV/Aids epidemic of considerable proportions. Although our healthcare system will bear (and is already bearing) the brunt of the epidemic, there is little doubt that it is affecting every aspect of our society. We encourage all people to act responsibly.

Social responsibility

Capevin Holdings subscribes to acting in a socially responsible manner and supports Distell in its various sustainability initiatives.

Human resources and employment equity

PSG Corporate Services is the appointed manager to Capevin Holdings and, accordingly, Capevin Holdings does not have any employees. PSG Corporate Services regards its people as the most important element of its business. It is therefore important to make the best use of the human capital it has available. All employees are encouraged and motivated to better themselves through training and study. PSG Corporate Services subscribes to the principle of equal opportunity. Distell has set its own targets and specific action plans.

Ethics

The group is committed to maintaining high ethical and moral codes of conduct in its professional and social dealings. This is ingrained in the culture of the group.

Products and product development

Capevin Holdings offers no products or services as it only holds an investment in Distell. Distell is Africa's leading producer and marketer of spirits, fine wines, ciders and ready-to-drinks.

Financial reporting

Capevin Holdings provides financial reports to its shareholders twice a year. Details regarding significant transactions undertaken are reported timeously.

REPORT OF THE AUDIT AND RISK COMMITTEE

The Capevin Holdings Ltd audit and risk committee ("the committee") comprises Messrs LC Verwey (chairman), AEvZ Botha and N Celliers. All the members are non-executive directors. The committee met, as set out below, during the past year and the meetings are open for all the directors to attend. The meetings held during the year were attended as follows:

Director	2 Sept 2011	27 Feb 2012
AEvZ Botha	A	√
N Celliers[a]	–	–
JJ Durand	√	√
A Mellet[b]	–	–
JJ Mouton[c]	√	√
CA Otto	√	√
LC Verwey[d]	–	–
MH Visser[e]	√	√
A Wessels[f]	√	√

√ Present
A Absent with apology
[a] Appointed 3 September 2012
[b] Appointed 25 April 2012
[c] Resigned 3 September 2012
[d] Appointed 28 May 2012
[e] Passed away on 26 April 2012
[f] Resigned as executive director on 25 April 2012

The committee reports that it has considered and is satisfied with the independence and objectivity of the external auditor, PricewaterhouseCoopers Inc. The committee has considered and recommended the fees payable to the external auditor and is satisfied with the extent of non-audit-related services performed.

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

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

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

The committee has evaluated the annual financial statements of Capevin Holdings Ltd and the group for the year ended 30 June 2012 and, based on the information provided to the committee, considers that the group complies, in all material respects, with the requirements of the Companies Act, 71 of 2008, as amended, and International Financial Reporting Standards.

LC Verwey
Chairman

3 September 2012
Stellenbosch

APPROVAL OF ANNUAL FINANCIAL STATEMENTS

The directors are responsible for the maintenance of adequate accounting records and to prepare annual financial statements that fairly represent the state of affairs and the results of the group. The external auditor is responsible for independently auditing and reporting on the fair presentation of these annual financial statements. Management fulfils this responsibility primarily by establishing and maintaining accounting systems and practices adequately supported by internal financial controls. Such controls provide assurance that the group's assets are safeguarded, that transactions are executed in accordance with management's authorisations and that the financial records are reliable. The annual financial statements are prepared in accordance with International Financial Reporting Standards and incorporate full and reasonable disclosure. Appropriate and recognised accounting policies are consistently applied.

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

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

The group's external auditors, PricewaterhouseCoopers Inc, audited the company and group annual financial statements, and their report is presented on page 9.

The financial statements set out on pages 11 to 31 were approved by the board of directors of Capevin Holdings Ltd and are signed on its behalf by:

CA Otto
Chairman

A Mellet
Financial director

3 September 2012
Stellenbosch

DECLARATION BY THE COMPANY SECRETARY

In terms of section 88(e) of the Companies Act, 71 of 2008, I hereby certify that, to the best of my knowledge and belief, the company has filed, for the year ended 30 June 2012, the required returns and notices as required by the Companies Act, 71 of 2008, and that all such returns and notices appear to be true, correct and up to date.

Wessels

PSG Corporate Services (Pty) Ltd
Per A Wessels
Company secretary

3 September 2012
Stellenbosch

INDEPENDENT AUDITOR'S REPORT

to the shareholders of Capevin Holdings Ltd

We have audited the consolidated and separate financial statements of Capevin Holdings Ltd set out on pages 11 to 31, which comprise the statements of financial position as at 30 June 2012, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

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

OPINION

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Capevin Holdings Ltd as at 30 June 2012, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

OTHER REPORTS REQUIRED BY THE COMPANIES ACT

As part of our audit of the consolidated and separate financial statements for the year ended 30 June 2012, we have read the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated and separate financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

PricewaterhouseCoopers Inc

PricewaterhouseCoopers Inc
Director: H Döman
Registered auditor

3 September 2012
Cape Town

DIRECTORS' REPORT

NATURE OF BUSINESS

The company is an investment company which holds an indirect interest of 14,78% in Distell Group Ltd ("Distell"), which invests mainly in the manufacture, distribution and marketing of wine, spirits and alcoholic fruit beverages.

HOLDING COMPANY

The company has no holding company. Zeder Financial Services Ltd is the largest shareholder with 39,8%, and two other shareholders, Remgro International Holdings (Pty) Ltd and VinPro Ltd (limited by guarantee), have interests in excess of 5% each.

DIRECTORS

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

- CA Otto (chairman)*
- AEvZ Botha
- N Celliers (appointed 3 September 2012)
- JJ Durand*
- A Mellet (appointed 25 April 2012)
- JJ Mouton (resigned 3 September 2012)
- LC Verwey (appointed 28 May 2012)
- MH Visser (passed away on 26 April 2012)
- A Wessels (resigned 25 April 2012)

** Also serves on Distell's board of directors*

OPERATING RESULTS

The main asset of the company is an indirect investment in Distell which is held through its subsidiary, Capevin Investments Ltd, and its associate company, Remgro-Capevin Investments Ltd. The equity method of accounting is therefore applied during the preparation of the consolidated financial statements.

Shareholders' attention is drawn to the information disclosed in note 14 to the financial statements regarding the dilution of the group's interest in Distell.

The financial position and the results of operations are fully dealt with in the attached annual financial statements.

DIVIDENDS

An interim dividend of 9,4 cents (2011: 8,5 cents) per share was declared on 17 February 2012 and paid on 22 March 2012.

A final dividend of 9,7 cents (2011: 8,7 cents) per share was declared on 3 September 2012 and is payable on 1 October 2012.

SHARE CAPITAL

All alterations to share capital have been disclosed in note 6.

DIRECTORS' INTEREST

At 30 June 2012 and at the date of this report, Mr A Mellet held a direct beneficial interest in 8 000 of the company's issued shares. At the date of this report, Mr CAO Otto also held an indirect, non-beneficial interest in 21 000 shares.

DIRECTORS' EMOLUMENTS

Directors' emoluments are set out in note 12 to the annual financial statements.

EVENTS SUBSEQUENT TO THE REPORTING DATE

On 13 August 2012 a scheme of arrangement ("Scheme") was implemented in terms of which Capevin Holdings acquired all the ordinary shares in Capevin Investments not already held by Capevin Holdings, being 20 580 000 shares. Following the implementation of the Scheme, Capevin Investments is a wholly owned subsidiary of Capevin Holdings. Capevin Investments shareholders received the scheme consideration of 21 Capevin Holdings shares for each Scheme share disposed of. Capevin Investments was delisted following the listing of Capevin Holdings on the JSE on 3 August 2012.

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

SECRETARY

The secretary of the company is PSG Corporate Services (Pty) Ltd. Its business and postal addresses are set out below:

Business address	**Postal address**
1st Floor	PO Box 7403
Ou Kollege	Stellenbosch
35 Kerk Street	7599
Stellenbosch	
7600	

STATEMENTS OF FINANCIAL POSITION

as at 30 June 2012

	Notes	GROUP 2012 R'000	GROUP 2011 R'000	COMPANY 2012 R'000	COMPANY 2011 R'000
ASSETS					
Non-current assets		1 794 697	1 652 027	136 406	136 406
Investment in subsidiary	2			136 156	136 156
Investment in associate	3	1 794 447	1 651 777		
Available-for-sale financial asset	4	250	250	250	250
Current assets		3 445	3 685	2 221	3 396
Trade receivables			5		5
Current income tax asset			4		
Cash and cash equivalents	5	3 445	3 676	2 221	3 391
Total assets		1 798 142	1 655 712	138 627	139 802
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Stated/share capital	6	7 011	11	7 011	11
Share premium	6		7 000		7 000
Reserves		904 687	835 520	125 625	129 464
Ordinary shareholders' interest		911 698	842 531	132 636	136 475
Non-controlling interests		879 328	809 184		
Total equity		1 791 026	1 651 715	132 636	136 475
Non-current liabilities					
Deferred taxation	7	47	35	47	35
Current liabilities		7 069	3 962	5 944	3 292
Trade payables		2 769	164	2 289	74
Unclaimed dividends		4 245	3 719	3 622	3 139
Current income tax liability		55	79	33	79
Total liabilities		7 116	3 997	5 991	3 327
Total equity and liabilities		1 798 142	1 655 712	138 627	139 802

INCOME STATEMENTS
for the year ended 30 June 2012

		GROUP		COMPANY	
		2012	2011	2012	2011
	Notes	R'000	R'000	R'000	R'000
Share of profit of associate		281 167	279 168		
Gain on dilution of interest in associate		1 496	1 726		
Investment income	8	413	472	81 599	76 214
Administrative expenses	9	(6 583)	(2 528)	(4 986)	(960)
Profit before taxation		276 493	278 838	76 613	75 254
Taxation	10	(122)	(206)	(70)	(152)
Profit for the year attributable to equity holders of the company		276 371	278 632	76 543	75 102
Profit attributable to:					
Owners of the parent		138 582	141 695	76 543	75 102
Non-controlling interests		137 789	136 937		
		276 371	278 632	76 543	75 102
Earnings per share – basic and diluted (cents)	11	30,9	31,6		

STATEMENTS OF COMPREHENSIVE INCOME

for the year ended 30 June 2012

	GROUP		COMPANY	
	2012	2011	2012	2011
	R'000	R'000	R'000	R'000
Profit for the year attributable to equity holders of the company	276 371	278 632	76 543	75 102
Other comprehensive income/(loss), net of tax	21 349	(4 126)	(12)	–
Share of other comprehensive income/(loss) of associate	16 024	(8 537)		
Other equity movements of associate	5 337	4 411		
Tax charge relating to component of other comprehensive income	(12)		(12)	
Total comprehensive income for the year	297 720	274 506	76 531	75 102
Attributable to:				
Owners of the parent	149 464	139 591	76 531	75 102
Non-controlling interests	148 256	134 915		
	297 720	274 506	76 531	75 102

STATEMENTS OF CHANGES IN EQUITY

for the year ended 30 June 2012

	Stated/ share capital R'000	Retained earnings R'000	Equity reserve R'000	Other reserves R'000	Non-controlling interest R'000	Total R'000
GROUP						
Balance at 1 July 2010	7 011	14 847	756 439	250	746 884	1 525 431
Profit for the year		141 695			136 937	278 632
Other comprehensive loss, net of taxation	–	–	(2 104)	–	(2 022)	(4 126)
Share of other comprehensive loss of associate			(4 354)		(4 183)	(8 537)
Other equity movements of associate			2 250		2 161	4 411
Total comprehensive income/(loss)	–	141 695	(2 104)	–	134 915	274 506
Transactions with owners	–	(142 258)	66 651	–	(72 615)	(148 222)
Net transfer between reserves		(66 651)	66 651			–
Unclaimed dividends written back		2 332			341	2 673
Dividends paid		(77 939)			(72 956)	(150 895)
Balance at 30 June 2011	7 011	14 284	820 986	250	809 184	1 651 715
Profit for the year		138 582			137 789	276 371
Other comprehensive income, net of taxation	–	(12)	10 894	–	10 467	21 349
Share of other comprehensive income of associate			8 172		7 852	16 024
Other equity movements of associate			2 722		2 615	5 337
Tax charge relating to component of other comprehensive income		(12)				(12)
Total comprehensive income	–	138 570	10 894	–	148 256	297 720
Transactions with owners	–	(142 165)	61 868	–	(78 112)	(158 409)
Net transfer between reserves		(61 868)	61 868			–
Unclaimed dividends written back		777			71	848
Dividends paid		(81 074)			(78 183)	(159 257)
Balance at 30 June 2012	7 011	10 689	893 748	250	879 328	1 791 026

STATEMENTS OF CHANGES IN EQUITY *(continued)*
for the year ended 30 June 2012

	Stated/ share capital R'000	Retained earnings R'000	Other reserves R'000	Total R'000
COMPANY				
Balance at 1 July 2010	7 011	130 072	250	137 333
Total comprehensive income				
Profit for the year		75 102		75 102
Transactions with owners	–	(75 960)	–	(75 960)
Unclaimed dividends written back		1 979		1 979
Dividends paid		(77 939)		(77 939)
Balance at 30 June 2011	7 011	129 214	250	136 475
Total comprehensive income	–	76 531	–	76 531
Profit for the year		76 543		76 543
Other comprehensive income, net of tax		(12)		(12)
Transactions with owners	–	(80 370)	–	(80 370)
Unclaimed dividends written back		704		704
Dividends paid		(81 074)		(81 074)
Balance at 30 June 2012	7 011	125 375	250	132 636

Dividend per share

Interim: 9,4 cents (2011: 8,5 cents) – declared 17 February 2012 and paid 22 March 2012

Final: 9,7 cents (2011: 8,7 cents) – declared 3 September 2012 and payable 1 October 2012

STATEMENTS OF CASH FLOWS
for the year ended 30 June 2012

	Notes	GROUP 2012 R'000	GROUP 2011* R'000	COMPANY 2012 R'000	COMPANY 2011* R'000
Cash flows from operating activities					
Administrative expenses	9	(6 583)	(2 528)	(4 986)	(960)
Decrease in trade and other receivables		5		5	
Increase in trade and other payables and unclaimed dividends		3 979	1 171	3 402	1 025
Cash (utilised in)/generated by operations		(2 599)	(1 357)	(1 579)	65
Interest received		406	467	217	275
Taxation (paid)/received		(142)	79	(116)	133
Dividends paid		(159 257)	(150 895)	(81 074)	(77 939)
Dividends received		161 361	150 205	81 382	75 934
Net decrease in cash and cash equivalents		(231)	(1 501)	(1 170)	(1 532)
Cash and cash equivalents at beginning of the year		3 676	5 177	3 391	4 923
Cash and cash equivalents at end of the year	5	3 445	3 676	2 221	3 391

** Reclassified as set out in note 16.*

ACCOUNTING POLICIES
for the year ended 30 June 2012

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

1.1 BASIS OF PREPARATION

The consolidated and company annual financial statements of Capevin Holdings Ltd have been prepared in accordance with International Financial Reporting Standards (IFRS) and the manner required by the Companies Act of South Africa and the JSE Listings Requirements. The financial statements have been prepared under the historical cost convention, except where otherwise stated.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. Management has made no significant estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses.

The results of the associate company, which are equity accounted in the group's financial statements, include some significant estimates and judgements. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are mainly biological assets, impairment of receivables, retirement benefits, impairment of intangible assets, useful life and impairment of property, plant and equipment, inventory provisions, share options and deferred and income taxes.

Standards, interpretations and amendments to published standards that are effective for the first time in 2012 and relevant to the group's operations

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

Standards, interpretations and amendments to published standards that are effective for the first time in 2012 and not currently relevant to the group's operations

- Amendments to IFRS 1 *First-time Adoption of International Financial Reporting Standards* (July 2011)
- Amendment to IFRS 7 *Financial Instruments: Disclosures* (effective July 2011)
- Amendments to IAS 24 *Related Party Disclosures* (effective January 2011)
- Improvements to IFRSs 2010 (effective January 2011)
- Amendment to IFRIC 14 *Prepayments of a Minimum Funding Requirement* (effective January 2011)
- Amendments to AC 504: IAS 19 (AC 116) – *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction in the South African Pension Fund Environment* (effective January 2011)

Standards, interpretations and amendments to published standards that are not yet effective but relevant to the group's operations

- IFRS 9 *Financial Instruments* (effective January 2015)
- IFRS 10 *Consolidated Financial Statements* (effective January 2013)
- IFRS 12 *Disclosure of Interests in Other Entities* (effective January 2013)
- IFRS 13 *Fair Value Measurement* (effective January 2013)
- Amendment to IAS 1 *Presentation of Financial Statements* (effective July 2012)
- Amendment to IAS 19 *Employee Benefits* (effective January 2013)
- Consequential amendments to IAS 27 *Separate Financial Statements*, resulting from the issue of IFRS 10, 11 and 12 (effective January 2013)
- Consequential amendments to IAS 28 *Investments in Associates*, resulting from the issue of IFRS 10, 11 and 12 (effective January 2013)

Management is in the process of assessing the impact of these new standards and amendments on the reported results of the group.

Standards, interpretations and amendments to published standards that are not yet effective nor relevant to the group's operations

- Amendments to IFRS 1 *First-time Adoption of International Financial Reporting Standards* (effective January 2013)
- Amendment to IFRS 7 *Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities* (effective January 2013)
- IFRS 11 *Joint Arrangements* (effective January 2013)
- Amendment to IAS 12 *Income Taxes* (effective January 2012)
- Amendment to IAS 32 *Offsetting Financial Assets and Financial Liabilities* (effective January 2014)
- Improvements to IFRSs 2011 (effective January 2013)
- IFRIC 20 *Stripping Costs in the Production Phase of a Surface Mine* (effective January 2013)

1.2 BASIS OF CONSOLIDATION

Subsidiaries

Subsidiaries are all entities (including special-purpose entities) over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

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

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39, either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

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

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Investment in subsidiaries in the company financials are carried at cost less provision for impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

Transactions with non-controlling interests

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

Disposal of subsidiaries and associates

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

Associates

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

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

The group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in its associates' other comprehensive income and other reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the group.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

Where equity securities are transferred to investment in associated companies upon gaining significant influence ("step acquisition"), the investment is transferred at its fair value with the resulting gain or loss, as well as any acquisition-related costs, recognised in the income statement. Goodwill is calculated at each stage of step acquisitions. If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

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

Investments in associates are accounted for at cost less accumulated impairment losses in the company's financial statements.

Interest-free loans to associates with no specific terms of repayment are considered to be a capital contribution to the associate and are included in the carrying amount of the investment.

Significant accounting policies of associates

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the first-in first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity), but excludes borrowing cost. Net realisable value is the estimated selling price in the ordinary course of business, less the applicable costs of completion and selling expenses. Costs of inventories include any gains or losses transferred from equity on qualifying cash flow hedges used in the purchase of raw materials.

Employee benefits – Retirement funds: Defined-benefit plans

The liability recognised in the statement of financial position in respect of defined-benefit pension plans and post-retirement medical benefits is the present value of the defined-benefit obligation at the reporting date less the fair value of plan assets together with adjustments to unrecognised past service costs. The defined-benefit obligation is actuarially valued every three years and reviewed every year by independent actuaries using the projected unit credit method. The present value of the defined-benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. Current service costs are recognised immediately in income. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised outside profit or loss in the period in which they occur and are presented in other comprehensive income.

1.3 FINANCIAL ASSETS

The group classifies its financial assets in the following categories: loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the reporting date which are classified as non-current assets. Loans and receivables in the statement of financial position consist of trade and other receivables and cash and cash equivalents, and are measured at amortised cost using the effective-interest method, less provision for impairment.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of them within 12 months of the reporting date.

Recognition and measurement of financial assets

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

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

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

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

Impairment of financial assets

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

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

1.4 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand and investments in money market instruments. Cash and cash equivalents are classified as loans and receivables (refer note 1.3).

1.5 SHARE CAPITAL

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

1.6 RESERVES

Available-for-sale reserve

Gains and losses from changes in the fair value of available-for-sale investments are recognised in other comprehensive income until the financial asset is disposed of.

Equity reserve

The equity reserve comprises the group's share of associates' post-acquisition reserves, excluding non-controlling interests.

1.7 FINANCIAL LIABILITIES

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

Trade payables and unclaimed dividends

Trade payables and unclaimed dividends are recognised initially at fair value and subsequently measured at amortised cost using the effective-interest method.

1.8 TAXATION

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

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

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

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

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

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

1.9 REVENUE RECOGNITION

Interest income is recognised according to the effective-interest method and dividends are recognised when the right to receive payment is established.

1.10 DIVIDEND DISTRIBUTION

Dividend distribution to the company's shareholders is recognised as a liability in the group's financial statements in the period in which the dividends are approved by the company's board of directors.

1.11 STATEMENT OF CASH FLOWS

The statement of cash flows is prepared using the indirect method.

1.12 SEGMENT REPORT

Capevin Holdings Ltd is an investment holding company with its only significant investment being an effective interest in Distell Group Ltd. The directors have not identified any other segment to report on.

1.13 OFFSETTING FINANCIAL INSTRUMENTS

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

1.14 DIVIDENDS WITHHOLDING TAX/SECONDARY TAX ON COMPANIES (STC)

The STC tax consequence of dividends was recognised as a taxation charge in profit and loss in the same period that the related dividend is accrued as a liability. The STC liability was reduced by dividends received during the dividend cycle. Where dividends declared exceeded the dividends received during a cycle, STC was payable at the STC rate on the net amount. Where dividends received exceeded dividends declared within a cycle, there was no liability to pay STC. The potential tax benefit related to excess dividends was carried forward to the next dividend cycle as an STC credit. Deferred tax assets were recognised on unutilised STC credits to the extent that it was probable that the company will declare dividends in the following year to utilise such STC credits.

During the current year STC was abolished on dividends declared, effective from 1 April 2012, and has been replaced by a dividends withholding tax. STC credits will not directly benefit the company because withholding tax is levied on the shareholder and not the company. While STC was a tax on the entity paying the dividend, the new withholding tax is levied on the recipient in respect of cash dividends. Capevin Holdings Ltd is responsible for deducting any withholding tax due and remitting it to SARS on behalf of the recipient. Any existing STC credits held by the entity is used to provide relief to shareholders against the withholding tax. Once the STC credits have been exhausted, withholding tax would be deducted on the excess. If the entity has STC credits and pays a dividend to an entity that is exempt from withholding tax, the STC credit is not used, but rather passes to the recipient along with the dividend. Existing STC credits will expire on 1 April 2015 if not utilised.

	GROUP		COMPANY	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
2. INVESTMENT IN SUBSIDIARY				
Investment in listed Capevin Investments Ltd			136 156	136 156
Capevin Holdings Ltd holds a 51% (2011: 51%) interest in Capevin Investments Ltd.				
3. INVESTMENT IN ASSOCIATE				
Unlisted investment in Remgro-Capevin Investments Ltd – at cost	42 000	42 000		
The investment comprises 50 ordinary shares of R1 each and an unsecured, interest-free loan with no specific terms of repayment. The investment ultimately represents a share-holding of 14,78% (2011: 14,81%) in Distell Group Ltd.				
Interest in post-acquisition reserves	1 752 447	1 609 777		
Balance at beginning of the year	1 609 777	1 483 214		
Share of profit of associate	281 167	279 168		
Dividend received from associate	(161 354)	(150 205)		
Gain on dilution of interest in associate	1 496	1 726		
Other comprehensive income/(loss)	21 361	(4 126)		
Carrying value	1 794 447	1 651 777		
The market value of the investment, based on the JSE Ltd closing price at 30 June 2012, amounted to R5,3 billion (2011: R4,2 billion).				
The principal financial information in respect of Distell Group Ltd are:				
Abridged statement of financial position				
Total assets	9 854 770	8 483 580		
Non-current	3 321 717	2 986 668		
Current	6 533 053	5 496 912		
Total liabilities	(3 648 791)	(2 789 571)		
Non-current	(659 953)	(731 858)		
Current	(2 988 838)	(2 057 713)		
Total equity	6 205 979	5 694 009		
Abridged income statement				
Revenue	14 176 047	12 327 786		
Profit for the year attributable to ordinary shareholders	969 070	960 673		

	GROUP		COMPANY	
	2012	2011	2012	2011
	R'000	R'000	R'000	R'000
3. INVESTMENT IN ASSOCIATE *(continued)*				
The principal financial information in respect of Distell Group Ltd are: *(continued)*				
Earnings per share (cents)				
– attributable earnings	479,3	476,2		
– diluted earnings	447,4	448,0		
– headline earnings	479,7	476,8		
– diluted headline earnings	447,8	448,6		
Dividend per share (cents)	295,0	256,0		
– interim	143,0	124,0		
– final (declared after year-end)	152,0	132,0		

Additional excise duty provision

Wine aperitifs, launched almost 40 years ago, are produced by adding flavourants, water and distilled spirit to a deflavoured wine base. The final alcohol content of these products varies between 18% and 23% by volume (ABV). In the past, wine and fermented beverages, with a 23% ABV or below, were considered fermented products, while all those with a higher alcohol level were regarded as spirit products.

In 2007, South African Revenue Service (SARS) determined that wine aperitifs should be reclassified and included under the higher duty tariff category known as spirituous beverages. Distell's view, that the products should remain classifiable under the tariff heading for fortified fermented beverages, as it has been since the inception of this category, was supported by legal opinion. The matter was heard by the Supreme Court of Appeal (SCA) in May 2012. The Court held that these wine aperitifs should be classified as spirituous beverages.

As a result of this ruling, Distell has had to provide for additional duty of R297,8 million in respect of all periods up to February 2011. The Capevin Holdings group's interest of this provision amounts to R44 million.

In response to representations from both Distell and the South African Liquor Brandowners Association, SARS, with effect from 23 February 2011, announced and implemented specific duty rate bands for products with an alcohol content between 15% and 23% ABV. These tariffs are considerably lower than those pertaining to spirituous beverages.

	GROUP		COMPANY	
	2012	2011	2012	2011
	R'000	R'000	R'000	R'000
4. AVAILABLE-FOR-SALE FINANCIAL ASSETS				
Unlisted investments				
Historical Homes of South Africa Ltd	250	250	250	250
5. CASH AND CASH EQUIVALENTS				
Cash at bank and money market funds	3 445	3 676	2 221	3 391

	GROUP		COMPANY	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
6. STATED/SHARE CAPITAL				
Authorised				
2012: 2 000 000 000 ordinary shares of no par value				
2011: 643 388 800 ordinary profit-sharing class A shares with a par value of 0,0025 cents each		16		16
2011: 1 556 611 200 ordinary non-profit-sharing class B shares with a par value of 0,0025 cents each		39		39
	–	55	–	55
Issued				
Stated capital				
2012: 447 923 265 ordinary shares of no par value	7 011		7 011	
Share capital				
2011: 447 923 265 ordinary profit-sharing class A shares with a par value of 0,0025 cents each		11		11
Share premium				
2011: Balance at end of the year		7 000		7 000
Total	7 011	7 011	7 011	7 011

Alterations to stated/share capital during the year

With a view to simplifying the share capital of the company, and as there are no class B shares in issue, the shareholders of the company approved the proposed cancellation of all authorised class B shares in terms of section 36(2) of the Companies Act, 71 of 2008.

In addition to the above, all of the company's authorised and issued profit-sharing class A shares were converted into 643 388 800 ordinary shares of no par value and then increased to 2 000 000 000 ordinary shares of no par value in anticipation of the scheme of arrangement.

	GROUP		COMPANY	
	2012 R'000	2011 R'000	2012 R'000	2011 R'000
7. DEFERRED TAXATION				
The movements on the deferred income tax account were as follows:				
Balance at beginning of the year	35	35	35	35
Change in capital gains tax rate	12		12	
	47	35	47	35
The analysis of deferred tax assets and liabilities is as follows:				
Revaluation of available-for-sale financial assets	35	35	35	35
Change in capital gains tax rate	12		12	

	GROUP		COMPANY	
	2012 R'000	**2011 R'000**	**2012 R'000**	**2011 R'000**
8. INVESTMENT INCOME				
Dividend income				
Dividends received from Capevin Investments Ltd			81 375	75 934
Dividends received from available-for-sale investments	7	5	7	5
Interest income				
Cash and short-term funds	406	467	217	275
	413	472	81 599	76 214
9. ADMINISTRATIVE EXPENSES				
Auditor's remuneration (audit services)	177	150	78	64
Current year	160	150	69	64
Prior year underprovision	17		9	
Directors' emoluments	150		150	
Professional fees	2 678	169	2 643	169
Other administrative expenses	3 579	2 378	2 116	896
	6 583	2 697	4 986	1 129
10. TAXATION				
South Africa normal tax				
Current year	112	130	60	76
South Africa secondary tax on companies	10	76	10	76
	122	206	70	152
Tax rate reconciliation:	**%**	**%**	**%**	**%**
Standard rate for companies	28,00	28,00	28,00	28,00
Income from associate	(28,62)	(28,21)		
Exempt dividend income			(29,74)	(28,25)
Non-deductible expenses	0,67	0,25	1,82	0,35
Secondary tax on companies		0,03	0,01	0,10
	0,04	0,07	0,09	0,20

During the current year secondary tax on companies (STC) was abolished on dividends declared effective from 1 April 2012 and has been replaced by a dividends withholding tax. The existing STC credits of R13 682 000 (2011: R11 486 000) held by the group will be used to provide relief to shareholders against the new withholding tax.

	GROUP	
	2012	**2011**
	R'000	**R'000**
11. EARNINGS PER SHARE		
The calculation of earnings per share is based on the following:		
Earnings attributable to equity holders of the company	138 582	141 695
Interest in adjustments of associate, net of taxation	130	187
Gross amount	180	260
Tax effect	(50)	(73)
Gain on dilution of interest in associate	(763)	(880)
Headline earnings attributable to equity holders of the company	137 949	141 002
Adjusted for (net of taxation):		
Abnormal excise provision (refer note 3)	31 686	–
Gross amount	44 009	
Tax effect	(12 323)	
Normalised headline earnings	169 635	141 002
Number of shares used in calculation of earnings per share (thousands)		
Shares in issue at beginning and end of the year	447 923	447 923
Basic and diluted		
Earnings per share (cents)	30,9	31,6
Headline earnings per share (cents)	30,8	31,5
Normalised headline earnings (cents)*	37,9	31,5

** Normalised headline earnings exclude the impact of an additional excise duty provision by Distell.*

12. RELATED-PARTY TRANSACTIONS

During the year the group received dividends from Distell Group Ltd (an associate) as set out in note 3, and the group paid administrative fees of R1 244 000 (2011: R1 182 000), a sponsor fee of R31 000 (2011: R29 000) and a professional services fee relating to the scheme of arrangement of R1 950 000 to PSG Corporate Services (Pty) Ltd (a fellow subsidiary of an investor with significant influence over the group).

The independent directors of Capevin Investments Ltd (a subsidiary), Messrs AEvZ Botha, R Jansen and J Hugo each received R50 000 from Capevin Holdings Ltd for their role in evaluating the fairness of the scheme of arrangement that was implemented on 13 August 2012.

During the prior year, as part of the group's administration agreement, PSG Corporate Services (Pty) Ltd paid directors' remuneration as set out below:

- For services rendered up to and including the board meeting held on 30 August 2010, R20 000 was paid to each of Messrs AEvZ Botha and JJ Mouton, and R25 000 was paid to Mr KI Mampeule in his capacity as chairman.
- For services rendered up to and including the board meeting held on 23 February 2011, R20 000 was paid to Mr AEvZ Botha.

13. COMMITMENTS AND CONTINGENCIES

The Distell Group Ltd ("Distell group") received an assessment from the South African Revenue Service for additional employees tax relating to Distell group's share incentive scheme. The Distell group obtained legal and tax specialist opinions on this matter, which indicated that no provision is necessary and the group submitted an objection to this assessment. The Capevin Holdings group's interest in the amount that is at risk is R7,8 million (excluding penalties and interest).

14. BLACK ECONOMIC EMPOWERMENT (BEE) AND DILUTION OF INTEREST IN ASSOCIATE

In October 2005 Distell entered into a broad-based black economic empowerment transaction. As part of this transaction, options on Distell shares were issued to the BEE consortium and have been accounted for in terms of IFRS 2 *Share-based Payments*.

The cost of this transaction to Distell's shareholders, calculated by using an option pricing model, equated to R122,3 million. Of this amount, R67,2 million related to non-employees and has been expensed in full in the 2006 financial year. The remaining R55,1 million relates to Distell employees' portion and is being expensed over a vesting period of eight years.

In terms of the transaction, Distell will issue ordinary shares to the BEE consortium between 30 June 2013 and 30 June 2015. This will result in a dilution of Capevin Holdings Ltd's interest (through its shareholding in Capevin Investments Ltd) in Distell. The extent of the eventual dilution of Distell's shareholders will depend on a number of factors, but it will not exceed the maximum limit of 15%.

When these shares are issued to the BEE consortium, Capevin Investments Ltd will recognise a dilution of up to 15% against its investment in its associate (currently carried at R1,8 billion). At the same time its interest in Distell's earnings will decrease by up to 15%.

To take cognisance of the above, Distell's 2012 financial statements disclose diluted headline earnings per share that is 6,6% (2011: 5,9%) less than the headline earnings per share.

Although there has been no real dilution of Capevin Holdings Ltd's interest yet, this is viewed as a realistic indication of the extent to which the rights that will lead to the eventual dilution, have already vested.

If the basis on which Distell has calculated its diluted headline earnings per share is applied to the group's results, its headline earnings for the year would decrease by R9,2 million (2011: R8,3 million) to 28,7 cents (2011: 29,6 cents) per share.

15. FINANCIAL RISK MANAGEMENT

The financial instruments on the current year's statement of financial position are limited to available-for-sale financial assets, cash and cash equivalents and trade payables.

Cash and cash equivalents are classified as loans and receivables and trade payables and unclaimed dividends are classified as liabilities measured at amortised cost.

The group and company's current operations expose them to negligible levels of credit, interest rate and price risk, and no currency risk.

Credit risk relates to bank balances held with financial institutions. The risk is limited by the high credit rating (Moody's: A3) of the financial institutions.

Interest rate risk relates only to the bank balances and any change in interest rates will have a negligible effect on the group and company's results.

Price risk relates only to the investment in Historical Homes of South Africa Ltd, and any change in the investment's fair value is expected to have a negligible effect on the group and company's results.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. The group and company's financial liabilities are all payable within 12 months from the reporting date.

Fair value estimation

Financial instruments that are measured at fair value are disclosed according to the following fair value measurement hierarchy:

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

The available-for-sale investment in Historical Homes of South Africa Ltd is categorised as level 2 (refer note 4). No other assets are measured at fair value.

Capital risk management

The group's objective when managing capital is to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders. The group's dividend policy is to declare and pay dividends according to its free cash flow model, i.e. dividends and interest received less administrative expenses and taxation paid.

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

16. RECLASSIFICATION OF PRIOR YEAR FIGURES

The cash flow results for the year ended 30 June 2011 have been reclassified to ensure consistent classification throughout the group relating to dividends paid. Dividends paid were previously classified as "cash flows from financing activities". Due to the nature of Capevin Holdings' operations, being that of an investment holding company, dividends paid have been reclassified as "cash flows from operating activities".

Group	Previously reported R'000	Currently reported R'000	Difference R'000
Cash flows from operating activities	149 394	(1 501)	150 895
Cash flows from financing activities	(150 895)		(150 895)
			–

Company	Previously reported R'000	Currently reported R'000	Difference R'000
Cash flows from operating activities	76 407	(1 532)	77 939
Cash flows from financing activities	(77 939)		(77 939)
			–

17. SHARE ANALYSIS

	Shareholders		Shares held	
	Number	%	Number	%
Range of shareholding				
1 – 500	21	0,6	6 129	0,0
501 – 1 000	75	2,3	66 508	0,0
1 001 – 5 000	1 243	37,6	3 230 724	0,7
Over 5 000	1 969	59,5	444 619 904	99,3
	3 308	100	447 923 265	100
Public and non-public shareholding				
Non-public				
Zeder Financial Services Ltd	1	0,0	178 493 655	39,8
Remgro International Holdings (Pty) Ltd	1	0,0	50 977 168	11,4
VinPro Ltd	1	0,0	35 535 496	7,9
Public	3 305	100,0	182 916 946	40,8
	3 308	100,0	447 923 265	100,0

Individual shareholders holding 5% or more as at 30 June 2012	2012 Number	2012 %	2011 Number	2011 %
Zeder Financial Services Ltd	178 493 655	39,8	178 200 445	39,8
Remgro International Holdings (Pty) Ltd	50 977 168	11,4	50 762 165	11,3
VinPro Ltd	35 535 496	7,9	35 535 496	7,9
	265 006 319		264 498 106	

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the annual general meeting of shareholders of Capevin Holdings to be held at the PSG Group's offices situated at 1st Floor, Ou Kollege, 35 Kerk Street, Stellenbosch, on Thursday, 18 October 2012, at 10:00 ("the AGM").

Purpose
The purpose of the meeting is to transact the business set out in the agenda below.

Agenda

1. Presentation of the audited annual financial statements of the company, including the reports of the directors and the audit committee for the year ended 30 June 2012. The annual report, of which this notice forms a part, contains the complete audited annual financial statements and the aforesaid reports.

2. To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

   Note:
   For any of the ordinary resolutions numbers 1 to 8 to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.

   2.1 Retirement and re-election of directors

   2.1.1 Ordinary resolution number 1
   "Resolved that Mr N Celliers, being a new appointee to the board, retires in terms of the memorandum of incorporation of the company and, being eligible and offering himself for re-election, be and is hereby re-elected as director."

   Summary curriculum vitae of Norman Celliers
   Norman holds a BEng (Civil) degree from the University of Stellenbosch and an MBA from the University of Oxford. His professional experience includes engineering, management consulting and private equity in South Africa and abroad. Currently he is the chief executive officer of Zeder Investments Ltd.

   2.1.2 Ordinary resolution number 2
   "Resolved that Mr LC Verwey, being a new appointee to the board, retires in terms of the memorandum of incorporation of the company and, being eligible and offering himself for re-election, be and is hereby re-elected as director."

   Summary curriculum vitae of Lucas Verwey
   Lucas is a qualified Chartered Accountant and a Chartered Financial Analyst. He is an investment executive at Remgro Ltd, and represents Remgro as a director on various boards.

   2.1.3 Ordinary resolution number 3
   "Resolved that Mr A Mellet, being a new appointee to the board, retires in terms of the memorandum of incorporation of the company and, being eligible and offering himself for re-election, be and is hereby re-elected as director."

   Summary curriculum vitae of Dries Mellet
   Dries completed his articles with PricewaterhouseCoopers' Cape Town Financial Services practice. He was Financial Director of m Cubed Holdings Limited between October 2010 and February 2011. He has been employed by PSG Corporate Services for the last two years and acts as secretary to the executive committee of PSG Group Ltd.

   2.1.4 Ordinary resolution number 4
   "Resolved that Mr JJ Durand, who retires by rotation in terms of the memorandum of incorporation of the company and, being eligible and offering himself for re-election, be and is hereby re-elected as director."

Summary curriculum vitae of Jannie Durand

Jannie obtained the degrees BAcc (Hons) and MPhil and is a Chartered Accountant (SA). He is currently the chief executive officer of Remgro Ltd and a director of various other companies, including Distell Group Ltd.

The reason for ordinary resolutions numbers 1 to 4 (inclusive) is that the memorandum of incorporation of the company and, to the extent applicable, the Companies Act 71 of 2008, as amended ("the Companies Act"), require that a component of the non-executive directors as well as newly appointed directors retire at the AGM and, being eligible, may offer themselves for re-election as directors.

2.2 Re-appointment of the members of the audit and risk committee of the company

Note:
For avoidance of doubt, all references to the audit and risk committee of the company is a reference to the audit committee as contemplated in the Companies Act.

2.2.1 Ordinary resolution number 5

"Resolved that Mr AEvZ Botha, being eligible, be and is hereby appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Abrie Botha

Abrie is a wine farmer and owner of Goedemoed Boerdery in Vredendal and is also chairman of VinPro Ltd and Namaqua Wines (Proprietary) Ltd. He was appointed to the Capevin Holdings board in July 2009.

2.2.2 Ordinary resolution number 6

"Resolved that Mr LC Verwey, being eligible, be and is hereby appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Lucas Verwey

Refer to ordinary resolution number 2 above for the summary of the curriculum vitae of Mr LC Verwey.

2.2.3 Ordinary resolution number 7

"Resolved that Mr N Celliers, being eligible, be and is hereby appointed as a member of the audit and risk committee of the company, as recommended by the board of directors of the company, until the next annual general meeting of the company."

Summary curriculum vitae of Norman Celliers

Refer to ordinary resolution number 1 above for a summary of the curriculum vitae of Mr N Celliers.

The reason for ordinary resolutions numbers 5 to 7 (inclusive) is that the company, being a public company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

2.3 Re-appointment of auditor

Ordinary resolution number 8

"Resolved that PricewaterhouseCoopers Inc be and is hereby re-appointed as auditor of the company for the ensuing year on the recommendation of the audit and risk committee of the company."

The reason for ordinary resolution number 8 is that the company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed each year at the AGM of the company as required by the Companies Act.

3. To consider and, if deemed fit, pass, with or without modification, the following special resolution:

Note:
For the special resolution to be adopted, more than 75% of the voting rights exercised on the special resolution must be exercised in favour thereof.

3.1 Share repurchases by the company
Special resolution number 1: Share buy-back by the company
"Resolved as a special resolution that the company be and is hereby authorised, as a general approval, to repurchase any of the shares issued by the company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of section 46 and 48 of the Companies Act of 2008, as amended ("the Companies Act"), the memorandum of incorporation of the company, the Listings Requirements of the JSE Limited ("the JSE") and the requirements of any other stock exchange on which the shares of the company may be quoted or listed, including, inter alia, that:

- the general repurchase of the shares may only be implemented on the open market of the JSE and done without any prior understanding or arrangement between the company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the company, provided that it shall not extend beyond fifteen months from the date of this resolution;
- an announcement must be published as soon as the company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the acquisition, pursuant to which the aforesaid 3% threshold is reached, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board of directors approving the purchase, that the company has satisfied the solvency and liquidity test as defined in the Companies Act and that since the solvency and liquidity test was applied there have been no material changes to the financial position of the group;
- the general repurchase is authorised by the company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is effected. The JSE should be consulted for a ruling if the applicants securities have not traded in such five business day period;
- the company may at any point in time only appoint one agent to effect any repurchase(s) on the company's behalf;
- the company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements of the JSE unless there is a repurchase programme in place as contemplated in terms of 5.72(g) of the Listings Requirements of the JSE; and
- the company must ensure that its sponsor provides the JSE with the required working capital letters before it commences the repurchase of any shares."

The reason for and effect of special resolution number 1 is to grant the directors a general authority in terms of the Listings Requirements of the JSE for the acquisition by the company of shares issued by it on the basis reflected in the special resolution.

In terms of the Listings Requirements of the JSE any general repurchase by the company must, inter alia, be limited to a maximum of 20% of the company's issued share capital in any one financial year of that class at the time the authority is granted.

4. Other business

To transact such other business as may be transacted at an AGM or raised by shareholders with or without advance notice to the company.

Information relating to the special resolutions

1. The directors of the company will only utilise the general authority to purchase shares of the company as set out in special resolution number 1 to the extent that the directors, after considering the maximum shares to be purchased, are of the opinion that the position of the company and its subsidiaries ("Capevin group") would not be compromised as to the following:
   - the Capevin group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this AGM and for a period of 12 months after the purchase;
   - the consolidated assets of the Capevin group will at the time of the AGM and at the time of making such determination be in excess of the consolidated liabilities of the Capevin group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Capevin group;
   - the ordinary capital and reserves of the Capevin group after the purchase will remain adequate for the purpose of the business of the Capevin group for a period of 12 months after the AGM and after the date of the share purchase; and
   - the working capital available to the Capevin group after the purchase will be sufficient for the Capevin group's requirements for a period of 12 months after the date of the notice of the annual general meeting

   and the directors have passed a resolution authorising the repurchase, resolving that the company has satisfied the solvency and liquidity test as defined in the Companies Act and resolving that since the solvency and liquidity test had been applied, there have been no material changes to the financial position of the Capevin group.

   General information in respect of directors (page 2), major shareholders (page 10), directors' interest in securities and material changes (page 10) and the share capital of the company (page 26) is contained in this annual report of which this notice forms part.

2. The company is not involved in any legal or arbitration proceedings, nor are any proceedings pending or threatened of which the company is aware that may have or have had in the previous 12 months, a material effect on the company's financial position.

3. The directors, whose names appear on page 2 of the annual report of which this notice forms part, 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 that have been made and that the notice contains all information required by the Listings Requirements of the JSE.

4. Special resolution number 1 is a renewal of a resolution taken at the previous annual general meeting on 20 October 2011.

Voting

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the company ("the Share Register") for purposes of being entitled to receive this notice is Friday, 31 August 2012.

2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this meeting is Friday, 12 October 2012, with the last day to trade being Friday, 5 October 2012.

3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the AGM if they are not known to the Chairman and must accordingly bring a copy of their identity document, passport or drivers' license to the AGM. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.

4. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a member of the company. A form of proxy, in which are set out the relevant instructions for its completion, is enclosed for the use of a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the annual general meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM.

5. The instrument appointing a proxy and the authority (if any) under which it is signed must reach the transfer secretaries of the company at the address given below by not later than 12:00 on Tuesday, 16 October 2012.

6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM in person will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.

7. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the annual general meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.

8. Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held.

By order of the board

PSG Corporate Services (Pty) Ltd
Company secretary

10 September 2012
Stellenbosch

Registered office
Capevin Holdings Ltd
1st Floor, Ou Kollege Building
35 Kerk Street
Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

Transfer secretaries
Computershare Investor Services (Pty) Ltd
Ground Floor
70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

CAPEVIN
HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1997/020857/06)
JSE Share Code: CVH
ISIN Code: ZAE000167714
("Capevin Holdings" or "the company")

FORM OF PROXY – FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALISED SHAREHOLDERS ONLY

For use at the annual general meeting of ordinary shareholders of the company to be held at 10:00 at the PSG Group offices situated at 1st Floor, Ou Kollege, 35 Kerk Street, Stellenbosch, on Thursday, 18 October 2012.

I/We (full name in print)____

of (address) ____

being the registered holder of ______________________ ordinary shares hereby appoint:

1. ____ or failing him/her,

2.____ or failing him/her,

3. the chairman of the annual general meeting,

as my proxy to vote for me/us at the annual general meeting for purposes of considering and, if deemed fit, passing, with or without modification, the special resolutions and ordinary resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s) in accordance with the following instructions (see Notes):

	Number of shares		
	In favour of	Against	Abstain
1. To accept the presentation of the audited annual financial statements			
2.1.1 Ordinary resolution number 1: To re-elect Mr N Celliers as director			
2.1.2 Ordinary resolution number 2: To re-elect Mr LC Verwey as director			
2.1.3 Ordinary resolution number 3: To re-elect Mr A Mellet as director			
2.1.4 Ordinary resolution number 4: To re-elect Mr JJ Durand as director			
2.2.1 Ordinary resolution number 5: To appoint Mr AEvZ Botha as a member of the audit and risk committee			
2.2.2 Ordinary resolution number 6: To appoint Mr LC Verwey as a member of the audit and risk committee			
2.2.3 Ordinary resolution number 7: To appoint Mr N Celliers as a member of the audit and risk committee			
2.3 Ordinary resolution number 8: To re-appoint PricewaterhouseCoopers Inc as the auditor			
3.1 Special resolution number 1: Share repurchases by the company			

Please indicate your voting instruction by way of inserting the number of shares or by a cross in the space provided.

Signed at ____________________ on this __________ day of ______________ 2012.

Signature(s) ____

Assisted by (where applicable) (state capacity and full name)

____

Each Capevin Holdings shareholder is entitled to appoint one or more proxy(ies) (who need not be a shareholder(s) of the company) to attend, speak and vote in his stead at the annual general meeting.

NOTES

1. A Capevin Holdings shareholder 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 chairman of the annual general meeting". The person whose name appears first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow.

2. A Capevin Holdings shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairman of the annual general meeting, if he/she is the authorised proxy, to vote in favour of the resolutions at the meeting, or any other proxy to vote or to abstain from voting at the meeting as he/she deems fit, in respect of all the shares concerned. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.

3. When there are joint registered holders of any shares, any one of such persons may vote at the meeting in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, in whose name any shares stand, shall be deemed joint holders thereof.

4. Forms of proxy must be completed and returned to be received by the secretary of the company, PSG Corporate Services (Pty) Ltd (PO Box 7403, Stellenbosch, 7599), by not later than 12:00 on Tuesday, 16 October 2012.

5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or waived by the chairman of the annual general meeting.

7. The completion and lodging of this form of proxy 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 hereof, should such shareholder wish to do so.

COMPANY INFORMATION

Directors	CA Otto (Chairman), AEvZ Botha, N Celliers, JJ Durand, A Mellet, LC Verwey
Registration number	1997/020857/06
Registered address	1st Floor Ou Kollege Building 35 Kerk Street Stellenbosch 7600
Postal address	PO Box 7403 Stellenbosch 7599
Auditor	PricewaterhouseCoopers Inc Cape Town
Secretary	PSG Corporate Services (Pty) Ltd

ADMINISTRATION

Secretary and registered office	PSG Corporate Services (Pty) Ltd Registration number 1996/004840/07 Ou Kollege Building 35 Kerk Street Stellenbosch, 7600 (PO Box 7403, Stellenbosch, 7599) Telephone +27 21 887 9602 Facsimile +27 21 883 3437
Transfer secretaries	Computershare Investor Services (Pty) Ltd 70 Marshall Street Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107)
Auditor	PricewaterhouseCoopers Inc
Website address	www.capevin.com

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