

Roshgold

INVESTMENT HOLDINGS LIMITED

38 YEARS
of investing with returns

2022

ANNUAL FINANCIAL STATEMENT

ROSHGOLD INVESTMENT HOLDINGS LIMITED

CORPORATE PROFILE AND MISSION STATEMENT

Roshgold Investment Holdings Ltd is an independent, community-based investment group that has interest in property, business ventures, listed and unlisted equities.

Our Mission

- Maintain a well-balance investment group.
- Productively employ the capital harnessed to generate a regular stream of income and longer-term capital appreciation for our shareholders.
- Nurture leadership with entrepreneurial skills.
- Provide a vehicle for upliftment, personal development and empowerment through finance, education, and participation.

Roshgold is progressive in its outlook yet conservative in its business approach. The investor group is broad based and all encompassing. The group enjoys the confidence of its shareholders, bankers, and the community at large.

Roshgold is geared to prosper for the benefit of all its stakeholders.

Board of Directors

- 1 Ebrahim Sujee – Chairman
- 2 Haroun Pochee – B.Com CA(SA)
- 3 Ahmed Lambat – B.Com B.Acc CA(SA)
- 4 Abdus Samad Gathoo
- 5 Leendert Marthinus Rolfes
- 6 Yunus Pochee
- 7 Sayed Essop Dockrat

Management

Properties: Faathima Sujee
Roshgold: Aadilah Sallie

Administrators

Registered office: 5 Leeuwenhoek Street

Duncanville, 1939

PO Box 2372
Vereeniging, 1930

info@roshgold.co.za

www.roshgold.co.za

Auditors: Audit Associates
22 Bonanza St
Selby, 2092

Bankers: Nedbank Ltd

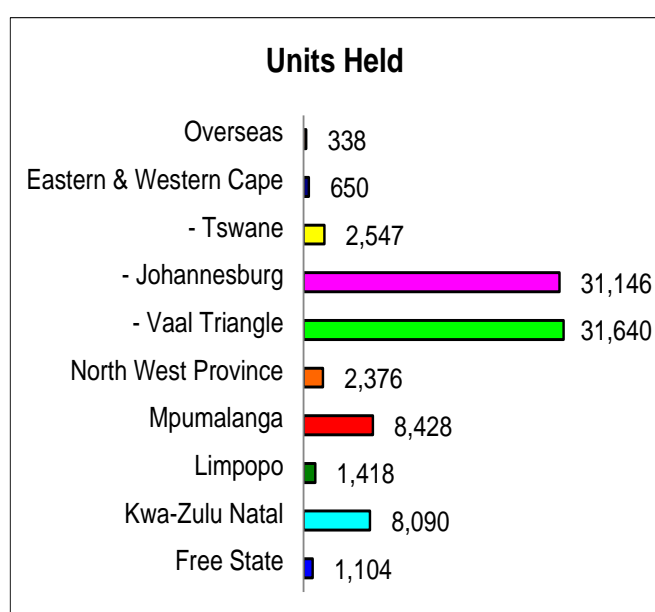
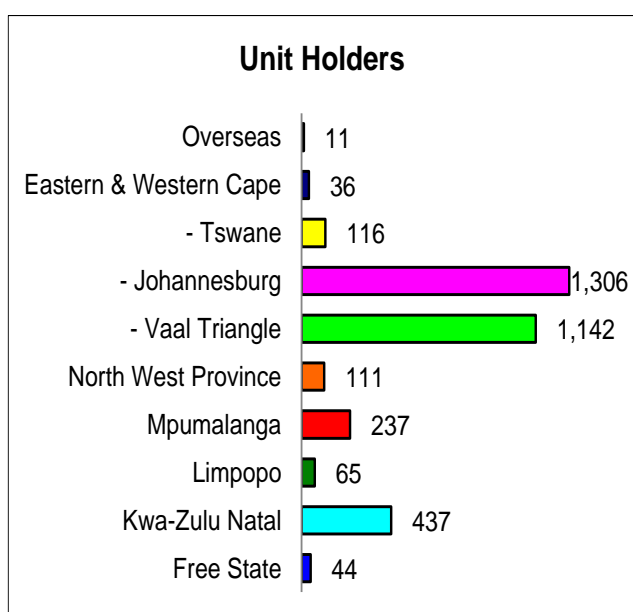
Company Secretary: Haroun Pochee

	Three Year Review – Group		
	2022	2021	2020
Value of one Roshgold unit	R2,250	R2,250	R2,250
Shareholders Returns (Excluding Dividends)	R23,759,231	R19,896,062	R22,315,722
Number of units in issue	87,737	84,038	74,337
Fair Value of assets under control	R479million	R440million	R393million

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Investor Demographics						
Region	Number of Unit Holders		Number of Unit Held		% of total Units	
	2022	2021	2022	2021	2022	2021
Free State	44	49	1,104	1,230	1	1
Kwa-Zulu Natal	437	440	8,090	8,385	12	13
Limpopo	65	73	1,418	1,867	2	2
Mpumalanga	237	234	8,428	7,972	7	7
North West Province	111	110	2,376	2,276	3	3
- Vaal Triangle	1,142	1,129	31,640	29,863	33	32
- Johannesburg	1,306	1,262	31,146	28,131	37	36
- Tswane	116	120	2,547	3,291	3	3
Eastern & Western Cape	36	48	650	703	1	1
Overseas	11	11	338	320	0	0
Total	3,505	3,476	87,737	84,038	100	100

Analysis of Shareholders						
Members Holdings	Number of Unit Holders		Number of Unit Held		% of total Units	
	2022	2021	2022	2021	2022	2021
One unit	554	546	554	546	1	1
Two units	395	400	790	800	1	1
Three to five units	697	702	2,661	2,679	3	3
Six to fourteen	850	842	7,903	7,718	9	9
Fifteen to twenty	215	220	3,716	3,813	4	5
Twenty and more	794	766	72,113	68,482	82	81
Total	3,505	3,476	87,737	84,038	100	100



Chairman's Statement

"Times of great calamity and confusion have been productive for the greatest minds. The purest ore is produced from the hottest furnace. The brightest thunderbolt is elicited from the darkest storm." - Charles Caleb Colton

The world over, governments, people and businesses are recovering from a chaotic post-covid two to three years. A sense of normality is slowly returning. This problematic time certainly challenged us and has given us the tenacity to survive with dignity.

The losses were great but the survival of all was greater. Roshgold did not go unscathed, and our operations were severely impacted. Though not directly affected there was the added burdens of the looting and destruction of businesses. The incessant loadshedding and the surge in inflation has had a negative bearing on the escalating cost of living. The war in Ukraine adds to the already severely impacted global economy.

The world continues to blaze through wars and political benchmarking. These events have an effect of all of us. Our cost of transport, basic food, and cost of producing electricity will increase very dramatically.

It is evident that businesspeople must dig deep maximise on their resources and resolve, be industrious, dedicated and focussed on development of the business. A flexible and innovative approach has become core to adaptation and success in business.

Roshgold's consolidation of the investment portfolio coupled with the additions to the property portfolio are beginning to produce the desired outcomes for shareholders and there is evidence of better returns in the years ahead. The group's cash pile continues to be significant, and returns are improving.

The economy shows resilience and there are signs of continued recovery with improved results being posted. Many of the larger retailers are

embarking on expansion plans over the next few years. The Shoprite Group and the Foschini Group are two gleaming examples that give hope to the retail sector and opportunities to owners of retail space. Mr Prices' acquisition of the Studio 88 group is another augmentation of innovative progress. Opportunities are for the investor to reap. Amazon is also in the process of setting up in South Africa.

The storms will continue to change the business landscape and South Africa is challenged with many issues. The state of SOE, the public sector debt, the non-performing local authorities, and increased emigration are impacting on economic growth. We must harness our energies and capital to shape this changing landscape into a progression of good opportunities. Even in tough times opportunities will present themselves.

Our country is beset with scandal and political change. The future of government will be decided at the December ANC conference where a new incumbent may be elected, or the current President is re-elected. Whatever the outcome our organisation should brace for such change and the continued unfolding of new era of business and politics.

It is imperative that we as individuals guard ourselves against debt and especially interest - bearing debt. The importance of investing must be impressed on us, our family members, our community, and our employees. The importance of such investments as savings mechanisms will stand the investor in good stead as asset values will grow and inflation will eat into cash holdings.

Business people will have to be more circumspect on developing and innovating their businesses versus non-productive, wasteful, or extravagant expenditure. Our scarce resources must be protected and increased through productive deployment. It is espoused that the best time to start saving and investing are in difficult times. The Arabic word "Zuhd" means "Even though the Almighty has bestowed one with earnings or wealth, the Almighty praises those that are simple or humble in their personal disbursements" It is not to be frugal. This encompasses how we

should envisage to live going forward and always.

Roshgold is that haven for the investor who wants a secure and stable investment . The more than thirty-seven years history only amplifies Roshgold’s rugged and robust nature to survive. Lessons have been learnt and your board has noted the difficulties facing shareholders in a KZN community-based investment consortium.

The group returns for the 2022 financial year increased by 19% and that of the company by 15% - excluding dividends that will also be paid. Alhamdulillah we have seen growth in income and returns.

The capital value of your investment has been iron clad and the Board will make every effort to continue to increase the value of the investment.

The judicious and prudent methodology of investing with caution with no gearing should stand us in good stead and be a benchmark for all investors.

The Board has been very circumspect in the valuation of the group’s properties and investments . This is critical in presenting to you, our shareholders, with a very fair value of the investment group. Some of the investments have been valued lower in line with independent valuations. It is indeed a very difficult time to be investing in property in South Africa. Roshgold’s positioning cannot be faulted, and your board of directors have always placed the interest of shareholders first.

There are many investments offering lucrative and attractive returns. The maxim of “the higher the risk, the higher the return” applies. These returns cannot be sustainable in the long term. We are approached by shareholders stung by get rich-quick schemes wanting to know if we are buyers of their dud investments. While every investor has the prerogative of investing for high yields, we urge caution and ask investors to assess their investment profile, their age and the economic rationale relating to the risk the investment poses. We continue to advocate investment and

embracing the culture of continued investment. Invest for your future, do not invest to earn returns to sustain a lifestyle. Create economic value as a time may come where you can fall back on your investments.

The Board is continually challenged to meet the needs of its shareholders and manage the group in a manner that it continues to sustain fair growth and returns. The quote below illustrates the need to find cohesion between our different generations and synergize our leadership, build for multi generations to integrate them into the leadership roles and capitalise on investment opportunities as these arise.

Our 2022 annual meeting has facilitated slots for younger investors and younger entrepreneurs. I am certain that this will create a fusion and understanding between the past, present and future generations.

“The leadership environment we are in today is more polarizing than ever. We have a choice: will we allow the environment to determine our leadership, or will we intentionally change the environment? The good news is—there are strengths in our diversity. It is a leader’s job to find those strengths and capitalise on them. Let us consider some strengths that can be found in an intergenerational team:

- ***The wisdom of the Builder generation.***
- ***The stories of the Baby Boomer generation.***
- ***The pragmatism of Generation X.***
- ***The idealism of Millennials.***
- ***The innovative mindset of Generation Z.***

Are you maximizing the strengths of the individuals on your team? It all starts with your perspective on others. Anybody can see weaknesses, mistakes, and shortcomings. Seeing good things is harder, but that is the difference between anybody and a great leader.”

Elmore, Tim. “A New Kind of Diversity: Making the Different Generations on Your Team a Competitive Advantage”

The Board has allowed for this transition and have incorporated a diverse group of directors to the Board Team. We are confident that we can create a learning and developing experience for such future talent, and this will guide Roshgold into the future and attain the progress requisite for strength in Roshgold’s Board and Roshgold’s management.

Through the grace of the Almighty our board makes a meaningful contribution to the organisation’s development through the diversity in thought leadership and understanding the needs of a vibrant and dynamic new generation of investors. This generation speaks with it’s money!

Thomas D. Bailey quote is very apt:

“Conductors of great symphony orchestras do not play every musical instrument; yet through leadership the ultimate production is an expressive and unified combination of tones.”

We must complement our Board, our management team and the personnel of the Roshgold group for the prudent and mindful way in which the affairs of the group are run and

managed. The members of the board have been incredibly supportive through this period of challenges and change. The directors have served with distinction. We commend them for looking after the interest of shareholders and in line with our founding fathers mission and vision we thank the Almighty that there is no chasm between the Board and the shareholders. It must be reiterated that there is no place for the serving of self-interests at the expense of shareholders.

No person who has left a ship in stormy waters has reached his destination. Our shareholders you are that ship, and your crew has ensured the Roshgold journey is patient and smooth sailing despite the treachery of stormy waters.

Many of our shareholders who were with us in the previous AGM are no longer with us. We note the sad passing of Dr. Aqeel Thokan who was a stalwart in South Africa and in our surroundings. We will also miss him for his sound counsel, guidance and advice. May Allah grant him Jannatul Firdoze and elevate his status in the Hereafter. To his family we say thank you for sharing him with the Ummah and we certainly will miss him and his perspective.

Thank you for your continued support and we trust that the group will grow from strength to strength.

E.A.Sujee
Chairman

Directors' Responsibility Statement and Secretary's Declaration

The directors are required by the Companies Act of South Africa, to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors have considered the current financial position, and they are satisfied that the company has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the company's annual financial statements. The annual financial statements have been examined by the company's external auditors and their report is presented on pages 7 and 8.

The annual financial statements, which have been prepared on the going concern basis, were approved by the board on 15 November 2022 and were signed on its behalf by:



H Pochee



LM Rolfes

Secretary's Declaration

The secretary certifies that the company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act, as amended and that all such returns are true, correct and up to date.



H Pochee

Independent Auditor's Report

To the shareholders of ROSHGOLD INVESTMENT HOLDINGS LIMITED

Opinion

We have audited the consolidated and separate financial statements of ROSHGOLD INVESTMENT HOLDINGS LIMITED set out on pages 13 to 30, which comprise the consolidated and separate statement of financial position as at 30 June 2022, and the consolidated and separate statement of comprehensive income, the consolidated and separate statement of changes in equity and the consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of ROSHGOLD INVESTMENT HOLDINGS LIMITED as at 30 June 2022, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "ROSHGOLD INVESTMENT HOLDINGS LIMITED Annual Financial Statements for the year ended 30 June 2022", which includes the Directors' Report as required by the Companies Act of South Africa, and the supplementary information set out on pages 31 and 32. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities 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 the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to

Independent Auditor's Report (continued)

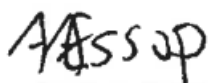
going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these the consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 group and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



AUDIT ASSOCIATES

Faizal Essop

Chartered Accountants (SA)

Registered Auditors

15 November 2022

Directors' Report

Your directors have the pleasure in presenting their annual report on the activities of the company.

Nature of the Business and Financial Results

The company carries on the business of an investor. The state of the company's affairs is fully set out in the attached financial statements.

Dividends and Returns

A dividend of R3,823,610 (2021: R902,616) was declared for the group and the company declared a dividend of R998,000 (2021: R475,000). Shareholders returns totalling R8,760,000 (2021: R7,795,000) were provided for the year. Shareholders returns for the group totalled R23,759,231 (2021: R19,896,062).

Share Capital

3699 (2021: 9,701) ordinary shares of R1-00 each were issued during the year under review to increase and broaden the capital base.

Investments

The company acquired unlisted investments of R1,601,458 (2021: R108,068) and listed investments of R447,593 (2021: R31,721) for the year under review. The fair values of the listed and unlisted investments of the group and company are disclosed in the notes to the financial statements; note 6.

Directors and Secretary

Details of the directorate and the company secretary are disclosed on Page 2 of the Annual Report. The board is of the opinion that the company secretary is suitably qualified and experienced to carry out his duties as stipulated under Section 86 of the Companies Act. The company secretary provides guidance to the directors on their duties and ensures awareness of all relevant statutory requirements and legislation. All directors have access to the advice and services of the company secretary, at the company's expense, where it has been requested by the directors.

Events after Reporting Date

All events subsequent to the date of the annual financial statements and for which the applicable reporting framework require adjustment or disclosure have been adjusted or disclosed.

The impact of the COVID-19 pandemic has impacted all business entities and financial markets globally either directly or indirectly. The financial impact has lessened over time and the directors remain confident that the company will not be severely affected in the near future.

The directors are not aware of any matter or circumstance arising since the end of the financial year to the date of this report that could have a material effect on the financial position of the company.

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Directors' Report (continued)

Subsidiary Companies	Interest		Loan Balance		Fair Value Adjustment	
	2022 %	2021 %	2022 R	2021 R	2022 R	2021 R
Directly held Subsidiaries- (Refer to Note 4)						
Roshgold Properties (Pty) Ltd (Reg. No.: 1989/000002/07)	58	57	1,908,978	1,842,610	893,932	628,190
Roshmetals & Minerals Ltd (Reg. No.: 1989/000054/06)	52	51	5,538,490	4,668,576	8,946,567	6,452,879
Edme Investments (Pty) Ltd (Reg. No.: 1969/010704/07)	27	24	10,549,406	8,565,115	3,315,928	2,652,554
Roshmerriman Properties (Pty) Ltd (Reg. No.: 1991/000059/07)	24	20	886,708	868,033	808,027	858,846
Roshpro Properties (Pty) Ltd (Reg. No.: 1991/000363/07)	35	35	829,074	829,074	1,362,246	1,224,484
Roshmeadow Properties Ltd (Reg. No.: 1996/000402/06)	61	60	6,122,058	5,740,357	2,104,438	1,052,386
Roshgold Ventures (Pty) Ltd (Reg. No.: 1991/000479/07)	60	58	1,106,305	1,060,132	232,624	163,564
Roshsun Investments Ltd (Reg. No.: 2000/028188/06)	3	3	3,573,900	3,073,900	530,158	513,291
Shonalansa Trading (Pty) Ltd (Reg. No.: 2007/022145/07)	31	31	10,293,040	10,254,219	(2,691,108)	(2,897,950)
Al-Ikwaan Investments (Pty) Ltd (Reg. No.: 1999/022178/07)	6	6	869,140	844,456	644,663	448,008
Roslen Properties (Pty) Ltd (Reg. No.: 2013/153653/07)	26	26	4,700,000	4,700,000	1,400,283	1,012,784
Rosh Global Services (Pty) Ltd (Reg. No.: 2014/243583/07)	47	59	15,049,000	15,049,000	(1,161,791)	-
Rosh Avenue Properties (Pty) Ltd (Reg. No.: 2016/350024/07)	50	50	35,968,548	4,980,215	1,610,401	-
Siyalanga Properties (Pty) Ltd (Reg. No.: 2013/153657/07)	100	100	4,975,601	3,375,141	671,617	-
Roshgold Management Services (Pty) Ltd (Reg. No.: 2011/009508/07)	100	100	180,907	180,907	-	-

Indirectly held Subsidiaries

Marhaban (Pty) Ltd (Reg. No.: 1989/001214/07)	72	72	10,411,389	10,049,060	5,038,455	7,395,064
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Review of Operations

It gives us great pleasure in tabling the review of the company and group's operations for the year ended 30 June 2022.

Review of Financial Results

Total group income for the year was R41,3 million against R30,4 million in 2021. Coming of a lower base in 2021, revenue increased by an impressive R10.9 million across all income streams. This included a R5.1 million increase in rentals, a R2 million increase in investment income and dividend growth of just over R3.8million. During the 2021 period, the group recorded a decline in revenues due to COVID restrictions, looting and the devastating impact of load shedding. The improvement in income in 2022 bears testimony to the resilience of group investments and the efforts of the team.

The increases in rental income are directly attributable to the acquisition of three new properties acquired during the financial period through Rosh Avenue Properties. Dividend income was boosted through the listed portfolio as well as a first-time dividend by Ahmed Al Khadi Private Hospital.

Properties were re valued in line with group policy resulting in an overall increase in fair values over the previous period. Fair value adjustments yielded a favourable R18.7 million.

A profit on sale of investments of R2.9 million arose as a result of a scheme arrangement in BHP which forms part of the listed portfolio.

Total expenditure for the group before apportioning shareholders returns and excluding fair value adjustments have increased from R10.6 million to R12.5 million. Municipal charges accounts for R1.1 million of the increase. Over the past few years' shareholders have been requesting that the management of the group be reviewed to ensure that directors and suitable senior personnel are appointed to monitor the day-to-day activities and strategic decision making of the group's affairs. In line with these recommendations and good corporate governance principles the board has engaged such personnel. These adjustments have resulted in an increase in related operating costs. However, this decision has also resulted in new property acquisitions and overall growth to the investment and property portfolio and consequent revenue increases in line with shareholder expectations.

For the year the group has managed to generate returns totalling R23.7 million up from R19.8 million in 2021. Roshgold will pay returns of R106.97 per unit whilst Roshsun will pay R71.24 per unit.

Maintenance of Capital Base

Roshgold's capital base increased by a net 3,699 units as the number of units in issue increased to 87,737.

Investor growth in property subsidiary Roshsun is consistent. Roshsun's capital base increased by 9% with the share capital closing the year on 101,700 units. The unit price remains consistent at R1,400.

Investment Portfolio

At year end, property accounted for 69% of the total investment portfolio. With interest rates on the increase due to inflationary concerns, the group has done well to preserve its investment value and underlying rental returns. In addition, major group investments have largely avoided impairment as demonstrated by the group's long term prudent approach to asset allocation.

The investment in Albaraka Bank through Timewest Investments improved with the share price increasing from R23.60 to R25 per share. A dividend of 30 cents per share totalling R741 525 was declared subsequent to year end. The group received R593 221 after deduction of 20% withholding tax.

ROSHGOLD INVESTMENT HOLDINGS LIMITED

The Ahmed Al-Kadi share price has increased to R15,17 per share from R12,50 in 2021. For the first time since investing, the company has managed to pay out dividends twice during the current financial period thus allowing the group's investment vehicle Roslen to pay out dividends of R2 325 per share.

The board is pleased to announce the acquisition of investment properties totalling just over R64million. These included properties situated in the following areas; Longmeadow Business Estate, Spartan, Bellville and Cape Town. The properties were chosen after careful consideration of the expected yield, location and future growth prospects. This should sustain future earnings as rentals flow through.

The Western Cape is currently showing the highest growth rate for property values in the country with many residents and businesses from other provinces emigrating to this developing region. The board is keen to grow the group's portfolio in the Western Cape in future.

Roshmetals and Minerals

The group's listed portfolio performed strongly with the Roshmetals share price valued at R2,039 as at June 2022 up from R1,465 in the prior year. Dividend income earned for the year totalled R2,9 million (2021: R1,2 million).

Dividends totalling R2 million (2021: R 902 616) will be distributed to shareholders in respect of the 2022 financial year.

Roshgold Marketing

Roshgold's marketing continued to focus on empowering young entrepreneurs through its social responsibility efforts during the year.

The board thanks the shareholders for their continued support.

APPROVAL OF ANNUAL FINANCIAL STATEMENTS

The annual financial statement and group annual financial statements were approved by the Board of Directors on the 15 November 2022.



H Pochee



LM Rolfes

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Statement of Financial Position

AS AT 30 JUNE 2022		COMPANY		GROUP	
	Notes	2022 R	2021 R	2022 R	2021 R
ASSETS					
NON-CURRENT ASSETS					
		148,371,714	99,839,165	313,883,200	229,634,554
Investment property	3	-	-	218,894,880	152,744,627
Investment in subsidiaries	4	121,219,238	78,140,771	-	-
Plant and equipment	5	27,158	56,066	806,222	423,897
Investments	6	27,120,611	21,639,507	94,080,424	75,178,281
Intangible assets	7	4,707	2,821	101,673	1,287,749
CURRENT ASSETS					
		69,187,311	97,148,347	165,698,798	210,728,474
Trade and other receivables	8	6,190,755	8,952,308	14,137,975	6,076,812
Cash and cash equivalents	9	62,996,556	88,196,039	151,560,822	204,651,662
TOTAL ASSETS		217,559,025	196,987,512	479,581,998	440,363,028
EQUITY AND LIABILITIES					
CAPITAL AND RESERVES					
		97,554,047	86,896,644	312,972,606	284,419,879
Issued capital	10	87,737	84,038	87,737	84,038
Share premium		75,149,065	72,450,253	75,149,065	72,450,253
Retained income		22,258,681	14,303,789	29,323,161	25,279,287
Non-distributable reserves		58,564	58,564	278,382	95,376
Non-controlling interest		-	-	208,134,260	186,510,925
NON-CURRENT LIABILITIES					
		99,812,241	93,193,673	118,336,086	113,023,701
Shareholders loans	11	93,219,903	88,906,792	93,219,903	88,906,792
Deferred taxation	12	6,592,338	4,286,881	25,116,183	24,116,909
CURRENT LIABILITIES					
		20,192,737	16,897,195	48,273,306	42,919,448
Trade and other payables		20,192,737	16,897,195	48,273,306	42,919,448
TOTAL EQUITY AND LIABILITIES		217,559,025	196,987,512	479,581,998	440,363,028

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2022		COMPANY		GROUP	
	Notes	2022 R	2021 R	2022 R	2021 R
Revenue		10,784,897	8,966,173	41,365,068	30,456,254
Other income		-	-	3,292,525	725,154
Other expenses		(745,160)	(690,981)	(12,539,327)	(10,643,617)
Operating profit		10,039,738	8,275,192	32,118,267	20,537,791
Fair value adjustments		9,990,668	(1,330,355)	18,735,174	5,440,469
Finance costs		(8,760,000)	(7,795,000)	(23,764,799)	(19,896,062)
Profit (loss) before taxation		11,270,406	(850,163)	27,088,641	6,082,198
Taxation	13	(2,317,512)	289,489	(4,881,431)	1,184,996
Profit (loss) for the year		8,952,894	(560,674)	22,207,211	7,267,194
Profit attributable to:					
Equity holders of the company		-	-	7,867,484	3,585,636
Non-controlling interest		-	-	14,339,726	3,681,558
		-	-	22,207,211	7,267,194

Statement of Equity
AS AT 30 JUNE 2022

COMPANY						GROUP					
Issued Capital	Retained Income	Share Premium	Non Distributable Reserve	Total		Issued Capital	Retained Income	Share Premium	Non Distributable Reserve	Non Controlling Interest	Total
R	R	R	R	R		R	R	R	R	R	R
74,337	15,339,463	62,692,415	58,564	78,164,779	Balance at 30 June 2020	74,337	22,596,267	62,692,515	95,376	171,486,933	256,945,428
9,701	-	-	-	9,701	Shares issued	9,701	-	-	-	-	9,701
-	-	9,757,838	-	9,757,838	Share premium	-	-	9,757,738	-	-	9,757,738
-	-	-	-	-	Transactions with non controlling interest	-	-	-	-	11,342,434	11,342,434
-	(475,000)	-	-	(475,000)	Dividends	-	(902,616)	-	-	-	(902,616)
-	(560,674)	-	-	(560,674)	Net income for the year	-	3,585,636	-	-	3,681,558	7,267,194
84,038	14,303,789	72,450,253	58,564	86,896,644	Balance as 30 June 2021	84,038	25,279,287	72,450,253	95,376	186,510,925	284,419,879
3,699	-	-	-	3,699	Shares issued	3,699	-	-	-	-	3,699
-	-	2,698,812	-	2,698,812	Share premium	-	-	2,698,812	-	-	2,698,812
-	-	-	-	-	Transactions with non controlling interest	-	-	-	-	7,283,610	7,283,610
-	(998,000)	-	-	(998,000)	Dividends	-	(3,823,610)	-	-	-	(3,823,610)
-	8,952,892	-	-	8,952,892	Net income for the year	-	7,867,484	-	183,006	14,339,726	22,390,217
87,737	22,258,681	75,149,065	58,564	97,554,047	Balance at 30 June 2022	87,737	29,323,161	75,149,065	278,382	208,134,261	312,972,607

Statement of Cash Flow

	FOR THE YEAR ENDED 30 JUNE 2022			
	COMPANY		GROUP	
	2022 R	2021 R	2022 R	2021 R
Cash generated from trading operations	21,289,983	3,936,327	45,936,650	25,157,973
Net profit before taxation and non-deductible expenses	11,270,406	2,576,207	27,088,641	21,357,628
Fair value adjustments	9,990,668	1,330,355	18,735,174	3,741,605
Interest expense	-	-	5,568	-
Depreciation	28,908	29,765	107,268	58,740
Working capital changes	6,057,095	(487,680)	(2,707,305)	10,577,231
Decrease (Increase) in trade and other receivables	2,761,553	(1,584,885)	(8,061,163)	2,881,188
Increase in trade and other payables	3,295,542	1,097,205	5,353,858	7,696,043
Cash generated by operating activities	27,347,077	3,448,647	43,229,345	35,735,204
Cash (utilised) in investment activities	(49,804,182)	(8,359,909)	(82,405,109)	(18,819,822)
Investment in subsidiaries	(50,238,247)	(9,005,254)	(18,902,143)	-
Property, plant and equipment	-	18,525	(64,689,042)	(14,015,455)
Investments	435,951	626,820	-	(4,709,835)
Intangible asset	(1,886)	-	1,186,076	(94,532)
Cash generated (utilised) by financing activities	(2,742,378)	11,342,432	(13,915,077)	13,837,746
Shareholders loans raised	4,313,111	9,844,993	4,313,111	9,844,993
Proceeds from shares issued	3,699	9,701	3,699	9,701
Proceeds from share premium	2,698,812	9,757,738	2,698,812	9,757,738
Non-controlling interest	-	-	6,652,142	15,023,992
Dividends declared	(998,000)	(475,000)	(3,823,610)	(902,616)
Shareholders returns	(8,760,000)	(7,795,000)	(23,759,231)	(19,896,062)
Net cash generated (utilised) during the year	(25,199,482)	6,431,170	(53,090,841)	30,753,128
Cash and cash equivalents at beginning of year	88,196,039	81,764,869	204,651,662	173,898,534
Cash and cash equivalents at end of year	62,996,557	88,196,039	151,560,821	204,651,662

Significant Accounting Policies

1. GENERAL INFORMATION

Roshgold Investment Holdings Limited was incorporated in 1984 under the laws applicable to South Africa. The address of its registered office and principal place of business is disclosed on page 1 of this report. The financial statements for the year ended 30 June 2022 comprise the company and group.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the requirements of the South African Companies Act. These policies have been applied consistently to all years presented, unless otherwise stated.

Key judgments and the use of estimates

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or the period of the revision and future periods.

Significant estimates are required in the determination of future cash flows and probabilities in assessing net recoverable amounts used in valuing investment property.

Expected manner of realisation for deferred tax

Deferred tax is provided for on the fair value adjustments of investment properties based on the expected manner of recovery, i.e. sale or use. This manner of recovery affects the rate used to determine the deferred tax liability.

2.2 Basis of preparation

The financial statements have been prepared on the historical cost basis except for the revaluation of certain non-current assets and financial instruments. The principal accounting policies are set out below.

2.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and its subsidiary companies. The results of the subsidiary companies are consolidated from effective date of achieving control until the date that control ceases. Control is achieved where the company has the power to govern the financial and operating policies of a subsidiary so as to obtain benefits from its activities. The assets and liabilities of the subsidiary companies are recognised at their fair values at the date of acquisition.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

2.4 Revenue recognition

Rental income

Rental income from investment properties is recognised in line with the term of the relevant lease. This income source comprises rental income and operating lease recoveries from investment properties.

Revenue is measured at the fair value of the consideration received or receivable for rental and recoveries, net of value added tax.

Significant Accounting Policies (continued)

Dividend revenue

Dividend revenue from investments is recognised when the shareholder's right to receive payment has been established.

Profit share revenue

Revenue from profit sharing is recognised when the company's right to receive the revenue is established.

2.5 Taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of comprehensive income. Deferred income tax is provided using the liability method on temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- And in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Comprehensive Income.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2.6 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The entity's principal equity instruments are share capital and shareholders' loans.

Shareholders loans are recognised at the proceeds received less principal payments.

2.7 Investment property

Investment properties are held to earn rental income and for subsequent capital appreciation. Investment properties are initially measured at cost.

Significant Accounting Policies (continued)

The cost of the investment properties comprises the purchase price and directly attributable expenditure. Subsequent expenditure relating to investment properties is capitalised when it is probable that future economic benefits from the use of the asset will be increased. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

After initial recognition, investment properties are measured at fair value. Fair values are determined every three years by registered independent valuers.

2.8 Financial assets

Listed investments

Listed investments are initially accounted for at cost, including transaction cost. Listed investments are revalued at the ruling open market price at financial year end.

Unlisted investments

The directors revalue the investments at financial year end based on the valuation of the underlying assets.

Other investments

All other financial assets are measured at fair value.

2.9 Financial liabilities

Payables are considered to be short-term in nature and are measured at cost.

2.10 Other financial liabilities

Interest bearing borrowings are initially recognised at fair value less attributable transaction costs.

2.11 De-recognition of financial instruments

The group de-recognises a financial asset only when the contractual rights to the cash flows from the assets expire or the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the group neither transfers nor retains substantially all risks and rewards of ownership and continues to control the transferred asset, the group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise a collateralised borrowing for the proceeds received.

The group de-recognises financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire.

2.12 Impairment of assets

The company assesses at financial year end whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

2.13 Goodwill

Goodwill represents the excess of the cost of acquisition of the group's interest over the fair value of the identifiable assets of the subsidiary at the date of acquisition.

2.14 Financial instruments

Financial instruments included on the statement of financial position include cash and cash equivalents, receivables, payables and borrowings. These instruments are initially measured at cost, which include transaction costs. Subsequent methods adopted are disclosed in the individual statement associated with each item.

Significant Accounting Policies (continued)

Trade and other receivables originated by the company are stated at cost less impairment losses.

Non-derivative financial instruments are measured at amortised cost, comprising original debt less principal payment and amortisations.

2.15 Related party transactions

All subsidiaries and associated companies of the group are related parties. All transactions entered into with subsidiaries were under terms no more favourable than those with third parties and have been eliminated in the consolidated group accounts. Balances with other related parties are set out in note 15.

Notes to the Financial Statements

AS AT 30 JUNE 2022	GROUP	
	2022	2021
	R	R
3 INVESTMENT PROPERTY		
Roshpro Properties (Pty) Ltd		
Portion 1 of Erf 213 Vereeniging with buildings thereon, acquired in 1991	1,500,000	1,000,000
At cost	1,051,632	551,632
Fair value adjustment	448,368	448,368
Remaining extent of Erf 361 Vereeniging with buildings thereon, acquired in 1990	5,800,000	5,800,000
At cost	1,229,080	1,229,079
Fair value adjustment	4,570,920	4,570,921
Roshmerriman Properties (Pty) Ltd		
Remaining extent of Erf 429 Vereeniging with buildings thereon, acquired in 1990	3,900,000	4,600,000
At cost	753,747	753,747
Fair value adjustment	3,146,253	3,846,253
Marhaban (Pty) Ltd		
Portion 3 of Erf 1548 Secunda Ext 1 with buildings thereon, acquired in 1996	4,800,000	8,100,000
At cost	3,445,278	3,445,278
Fair value adjustment	1,354,722	4,654,722
Erf 5338 Sasolburg Ext 50 Parys, Free State with building thereon, acquired in 1996	9,100,000	9,200,000
At cost	2,376,369	2,376,369
Fair value adjustment	6,723,631	6,823,631
Al-Ikwaan Investments (Pty) Ltd		
Portion 252 of Erf 602 Spartan Ext 2, Gauteng with buildings thereon, acquired in 2002	23,100,000	19,500,000
At cost	8,374,675	8,374,675
Fair value adjustment	14,725,325	11,125,325
Edme Investment (Pty) Ltd		
Erf 11, 12, 14 and 16 Witbank, Mpumalanga with buildings thereon	22,900,000	22,123,999
At cost	11,105,373	11,105,373
Fair value adjustment	11,794,627	11,018,626
Erf 61 Long Meadow Ext 2, Gauteng measuring 7,976m ² acquired in 2004	26,300,000	25,100,000
At cost	17,721,371	17,721,372
Fair value adjustment	8,578,629	7,378,628

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	GROUP	
	2022 R	2021 R
Shonalansa Trading (Pty) Ltd		
Portion 1 of Erf 1057 Harrismith with buildings thereon acquired in 2011	10,100,000	11,700,000
At cost	11,201,136	11,201,136
Fair value adjustment	(1,101,136)	498,864
Erf 8587 Queenstown with buildings thereon acquired in 2016	5,850,000	8,300,000
At cost	15,794,176	15,794,176
Fair value adjustment	(9,944,176)	(7,494,176)
Erf 295 Postmasburg Tsantsabane, Northern Cape measuring 478m ² with buildings thereon, acquired in 2017	6,100,000	3,700,000
At cost	6,152,162	5,866,482
Fair value adjustment	(52,162)	(2,166,482)
Rosh Global Services (Pty) Ltd		
Remaining extent of portion 4 of Erf 34, Sandhurst acquired in 2016	18,822,488	20,822,488
At cost	20,822,488	20,822,488
Fair value adjustment	(2,000,000)	-
Siyalanga Properties (Pty) Ltd		
Erf 903 Duncanville with buildings thereon acquired in 2020	5,300,000	2,837,710
At cost	3,443,878	2,837,710
Fair value adjustment	1,856,122	-
Rosh Avenue Properties (Pty) Ltd		
Portion 62 of Erf 602 Spartan Ext 2 with buildings thereon acquired in 2021	9,900,000	9,960,430
At cost	9,947,054	9,960,430
Fair value adjustment	(47,054)	-
Portion 61 of Erf 602 Spartan Ext 2 measuring 2591m ² with buildings thereon acquired in 2022	12,700,000	-
At cost	12,474,213	-
Fair value adjustment	225,787	-
Erf 76 Longmeadow Business Estate Ext 4 measuring 3328m ² with buildings thereon acquired in 2022	12,000,000	-
At cost	11,707,741	-
Fair value adjustment	292,259	-

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	GROUP	
	2022	2021
	R	R
Erf 67724 Cape Town measuring in extent 2107m ² with buildings thereon acquired in 2022	14,700,000	-
At cost	13,106,223	-
Fair value adjustment	1,593,777	-
Erven 11008, 11010, 11031 and 11032, Bellville, Cape Town measuring 1773.6m ² with buildings thereon acquired in 2022	26,022,391	-
At cost	26,022,391	-
Fair value adjustment	-	-
Total cost	176,728,989	112,039,947
Total fair value adjustment	42,165,892	40,704,680
	<u>218,894,880</u>	<u>152,744,627</u>

Fair value adjustments were applied in 2022.

Valuations are conducted every 3 years by an independent valuator.

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	COMPANY	
	2022 R	2021 R
4 INVESTMENT IN SUBSIDIARIES		
1 Roshgold Properties (Pty) Ltd	2,802,910	2,470,800
Cost	1,908,978	1,842,610
Fair value adjustment	893,932	628,190
2 Roshmetals & Minerals Ltd	14,485,057	11,121,455
Cost	5,538,490	4,668,576
Fair value adjustment	8,946,567	6,452,879
3 Edme Investments (Pty) Ltd	13,865,334	11,217,669
Cost	10,549,406	8,565,115
Fair value adjustment	3,315,928	2,652,554
4 Roshmerriman Properties (Pty) Ltd	1,694,735	1,726,879
Cost	886,708	868,033
Fair value adjustment	808,027	858,846
5 Roshpro Properties (Pty) Ltd	2,191,320	2,053,558
Cost	829,074	829,074
Fair value adjustment	1,362,246	1,224,484
6 Roshmeadow Properties Ltd	8,226,496	6,792,743
Cost	6,122,058	5,740,357
Fair value adjustment	2,104,438	1,052,386
7 Roshgold Ventures (Pty) Ltd	1,338,929	1,223,696
Cost	1,106,305	1,060,132
Fair value adjustment	232,624	163,564
8 Roshsun Investments Ltd	4,104,058	3,587,191
Cost	3,573,900	3,073,900
Fair value adjustment	530,158	513,291
9 Shonalansa Trading (Pty) Ltd	7,601,932	7,356,269
Cost	10,293,040	10,254,219
Fair value adjustment	(2,691,108)	(2,897,950)
10 Al-Ikwaan Investments (Pty) Ltd	1,513,803	1,292,464
Cost	869,140	844,456
Fair value adjustment	644,663	448,008

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	COMPANY	
	2022 R	2021 R
11 Roslen Properties (Pty) Ltd	6,100,283	5,712,784
Cost	4,700,000	4,700,000
Fair value adjustment	1,400,283	1,012,784
12 Rosh Global Services (Pty) Ltd	13,887,209	15,049,000
Cost	15,049,000	15,049,000
Fair value adjustment	(1,161,791)	-
13 Rosh Avenue Properties (Pty) Ltd	37,578,949	4,980,215
Cost	35,968,548	4,980,215
Fair value adjustment	1,610,401	-
14 Siyalanga Properties (Pty) Ltd	5,647,318	3,375,141
Cost	4,975,701	3,375,141
Fair value adjustment	671,617	-
15 Roshgold Management Services (Pty) Ltd	180,907	180,907
Cost	180,907	180,907
Fair value adjustment	-	-
Total cost	102,551,253	66,031,735
Total fair value adjustment	18,667,985	12,109,036
	121,219,238	78,140,771

5 PLANT AND EQUIPMENT

COMPANY	Cost	Accumulated Depreciation	Carrying Value	Cost	Accumulated Depreciation	Carrying Value
	2022	2022	2022	2021	2021	2021
Office equipment	56,030	(43,237)	12,794	56,030	(37,406)	18,624
Computer equipment	138,862	(124,498)	14,364	150,102	(112,660)	37,442
TOTAL - Company	194,892	(167,734)	27,158	206,132	(150,066)	56,066
GROUP	Cost	Accumulated Depreciation	Carrying Value	Cost	Accumulated Depreciation	Carrying Value
	2022	2022	2022	2021	2021	2021
Office equipment	163,911	(60,058)	103,853	56,030	(37,406)	18,624
Computer equipment	138,862	(124,498)	14,364	150,102	(112,660)	37,442
Fixtures and fittings	799,589	(111,583)	688,006	428,476	(60,645)	367,831
TOTAL - GROUP	1,102,362	(296,139)	806,222	634,608	(210,711)	423,897

ROSHGOLD INVESTMENT HOLDINGS LIMITED

AS AT 30 JUNE 2022	COMPANY		GROUP	
	2022 R	2021 R	2022 R	2021 R
6 INVESTMENTS				
At fair value				
Listed investments	2,105,471	1,815,134	31,087,263	29,356,815
Unlisted investments	25,015,140	19,824,373	62,993,161	45,821,466
	<u>27,120,611</u>	<u>21,639,507</u>	<u>94,080,424</u>	<u>75,178,281</u>
At cost				
Listed investments	2,130,312	1,682,719	16,642,077	11,427,397
Unlisted investments	14,529,420	12,927,962	37,430,792	34,532,193
	<u>16,659,731</u>	<u>14,610,681</u>	<u>54,072,868</u>	<u>45,959,590</u>
6.1 LISTED INVESTMENTS - GROUP				
	2022		2021	
	Shares Held	Fair Value	Shares Held	Fair Value
Adaptit Holdings Ltd	-	-	21,000	134,400
Adcock Ingram Ltd	2,658	131,996	2,658	117,749
Afrimat Ltd	20,000	1,116,000	3,000	175,500
Anglo American Platinum Corporation Lt	3,000	4,120,800	3,000	4,948,230
Anglo American Plc Ltd	5,654	3,127,171	5,654	3,219,501
Anglogold Ltd	3,500	847,140	3,500	929,215
BHP Billiton Plc Ltd	7,348	3,202,993	6,710	2,833,230
Exxaro Resources Ltd	10,800	1,985,255	10,800	1,818,936
Glencore Xstrata Plc	10,000	824,600	10,000	611,800
Gold Fields Ltd	9,700	1,465,379	9,700	1,245,480
Impala Platinum Holdings Ltd	13,000	2,272,400	13,000	3,061,370
Irongate Group Ltd	9,500	200,925	2,000	31,000
Kumba Iron Ltd	4,800	2,453,136	4,800	3,074,832
Life Health Care Group Holdings Ltd	33,667	602,976	33,667	764,914
Mediclinic International Plc	1,300	117,065	1,005	59,295
MTN Group Ltd (Asonge)	1,488	98,238	1,488	155,481
Northam Platinum Ltd	15,000	2,506,800	15,000	3,253,950
Royal Bafokeng Platinum Ltd	2,000	286,740	1,000	102,070
Sasol Ltd	5,700	1,991,295	4,700	1,024,647
Sibanye Stillwater Ltd	21,700	869,303	12,000	715,920
South 32 Ltd	13,000	564,460	13,000	426,400
Thungela Resources Ltd	6,000	1,348,320	565	21,922
Industrials REIT	10,141	311,734	-	-
Vodacom Group Ltd	4,900	642,537	4,900	630,973
Total fair value of listed investments		<u>31,087,263</u>		<u>29,356,815</u>
Net cost of listed investments		<u>16,642,077</u>		<u>11,427,397</u>

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	COMPANY		GROUP	
	2022 R	2021 R	2022 R	2021 R
6.2 LISTED INVESTMENTS - COMPANY				
	Shares Held 2022	Shares Held 2021	Fair Value 2022	Fair Value 2021
Adaptit Holdings Ltd	-	21,000	-	134,400
Adcock Ingram Ltd	2,658	2,658	131,996	117,749
Irongate Group Ltd	9,500	2,000	200,925	31,000
Industrials REIT	10,141	-	311,734	-
Life Health Care Group Holdings Ltd	33,667	33,667	602,976	764,914
Mediclinic International Plc	1,300	1,005	117,065	59,295
MTN Group Ltd	744	744	98,238	76,803
Vodacom Group Ltd	4,900	4,900	642,537	630,973
Total fair value of listed investments			2,105,471	1,815,134
Net cost of listed investments			2,130,312	1,682,719
6.3 UNLISTED INVESTMENTS				
	2022 Fair Value	2021 Fair Value	2022 Fair Value	2021 Fair Value
Agnus Investments (Pty) Ltd	-	-	153,500	115,045
Ahmed Al-Kadi Private Hosiptal Ltd	-	-	29,174,525	20,093,750
Amalgamated Enterprises (Vaal) (Pty) Ltr	259,520	185,065	670,741	372,673
Checkfield Investments (Pty) Ltd	65,889	60,338	2,517,750	2,631,011
Erf 426 Vereeniging (Pty) Ltd	2,559,227	2,597,009	2,559,267	2,597,009
Erf 549 Vereeniging (Pty) Ltd	-	-	262,396	231,064
Fitsfield Investments (Pty) Ltd	306,105	271,918	1,013,274	649,700
Lenmed Clinic Ltd	5,522,000	2,025,150	5,522,000	2,025,150
MMM Investments (Pty) Ltd	796,127	829,650	1,360,647	1,481,870
Roshpower Properties (Pty) Ltd	1,034,889	778,137	1,085,175	778,137
Surf Candy Investments (Pty) Ltd	-	-	746,093	763,299
Timewest Investments (Pty) Ltd	13,312,629	12,163,840	16,427,037	13,169,493
Top Share Equities Ltd	1,158,754	906,514	1,500,756	906,514
Welkom Yizani Investments Ltd	-	6,752	-	6,751
Total fair value on unlisted investments	25,015,140	19,824,373	62,993,161	45,821,466
Net cost of unlisted investments	14,529,420	12,927,962	37,430,792	34,532,193
7 INTANGIBLE ASSETS				
Goodwill at acquisition net of disposals	-	-	86,068	1,279,286
Trademark	4,707	2,821	15,605	8,463
	4,707	2,821	101,673	1,287,749

ROSHGOLD INVESTMENT HOLDINGS LIMITED

Notes to the Financial Statements (continued)

AS AT 30 JUNE 2022	COMPANY		GROUP	
	2022 R	2021 R	2022 R	2021 R
8 TRADE AND OTHER RECEIVABLES				
Trade and other receivables	6,190,755	8,952,308	14,137,975	6,076,812
9 CASH AND CASH EQUIVALENTS				
Bank balances	62,996,556	88,196,039	151,560,822	204,651,662
The group and company had no overdrawn bank account at year end and therefore no off-setting of bank accounts has occurred on the Statement of Financial Position. All cash resources are placed with				
10 SHARE CAPITAL				
Authorised				
100,000 (2021: 100,000) ordinary shares of R1-00 each	100,000	100,000	100,000	100,000
Issued				
87,737 (2021: 84,038) ordinary shares of R1-00 each	87,737	84,038	87,737	84,038
11 SHAREHOLDERS LOANS				
These loan are unsecured, subject to returns at rates dertermined by the directors and are repayable at the discretion of the directors.	93,219,903	88,906,792	93,219,903	88,906,792
12 DEFERRED TAXATION				
Deferred taxation arose on the restatement of investments and the investments property to their fair				
Opening balance	4,286,881	4,584,880	24,116,909	22,540,634
Current movement	2,305,457	(297,999)	999,274	1,576,275
Closing balance	6,592,338	4,286,881	25,116,183	24,116,909
13 TAXATION				
South African taxation consists of;				
Deferred Taxation	12,055	8,510	622,495	255,493
Withholding Tax	2,305,457	(297,999)	4,258,936	(1,440,489)
	2,317,512	(289,489)	4,881,431	(1,184,996)

ROSHGOLD INVESTMENT HOLDINGS LIMITED

AS AT 30 JUNE 2022	COMPANY		GROUP	
	2022	2021	2022	2021
	R	R	R	R
14 DIRECTORS INTEREST IN CONTRACTS				
Advertisements have been placed by the company with Top Share Management Services CC. H Pochee & Co have been utilised for accounting services. Mr. Haroun Pochee is a related party to all 3 entities.				
Top Share Management CC	-	-	-	-
H Pochee & Co	-	-	189,046	172,668
	-	-	189,046	172,668

15 RELATED PARTY TRANSACTIONS

Transactions and balances between the group and its subsidiaries which are related parties of the group have been eliminated on consolidation.

Directly held Subsidiaries	Loan Balance		Returns Due		Returns Received	
	2022	2021	2022	2021	2022	2021
	R	R	R	R	R	R
Al-Ikwaan Investments (Pty) Ltd	820,657	795,973	3,146,466	28,500	182,934	128,250
Edme Investments (Pty) Ltd	10,298,831	8,314,548	7,366,670	232,000	1,849,429	1,518,730
Rosh Avenue Properties (Pty) Ltd	35,968,548	4,980,215	1,626,552	-	-	-
Rosh Global Services (Pty) Ltd	14,989,913	15,049,000	-	-	-	-
Roshgold Management Services (Pty) Ltd	180,907	180,907	-	-	-	-
Roshgold Properties (Pty) Ltd	1,841,377	1,782,564	452,884	116,400	261,074	298,867
Roshgold Ventures (Pty) Ltd	981,893	940,303	24,420	-	37,893	-
Roshmeadow Properties Ltd	6,018,731	5,696,125	1,831,378	477,900	1,111,000	1,008,997
Roshmerriam Properties (Pty) Ltd	694,984	685,967	348,700	55,500	81,800	145,741
Roshmetals & Minerals Ltd	2,176,053	1,717,635	2,200,000	51,415	-	51,415
Roshpro Properties (Pty) Ltd	694,824	694,824	408,007	21,224	142,701	161,158
Roshsun Investments Ltd	3,277,200	2,920,000	7,068,227	106,173	217,300	212,706
Roslen Properties (Pty) Ltd	4,699,906	4,653,000	-	-	-	-
Shonalansa Trading (Pty) Ltd	10,293,008	10,254,219	3,236,708	158,941	1,062,945	892,787
Siyalanga Properties (Pty) Ltd	4,975,601	3,375,141	-	-	-	-

16 FINANCIAL RISK MANAGEMENT

16.1 Capital risk management

The group manages its capital to ensure that entities in the group will be able to continue as a going concern while maximising the return to shareholders through optimisation of the debt and equity balance. The group's overall strategy remains unchanged from 2021. There is currently no long term debt on the Statement of Financial Position of the group.

Notes to the Financial Statements (continued)**16.2 INTEREST RATE RISK MANAGEMENT**

Based on the R151 million cash balance, the groups investments are exposed to considerable interest rate risk. A 1% change in interest rates could have the following impact:

Cash and cash equivalents R151,560,822

	<u>Interest income</u>	<u>Impact on group revenue</u>
Current return on cash based Shariah investments:	R7,740,887	
1% increase in interest rate:	R9,787,404	7% increase in revenue
1% decrease in interest rate:	R5,694,370	7% decrease in revenue

16.3 CREDIT RISK MANAGEMENT

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the group. The group has adopted a policy of dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Trade receivables consist of a large number of clients, spread across diverse industries. The group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

16.4 LIQUIDITY RISK

Liquidity risk is mainly attributable to the trade and other payables, and current cash and cash equivalents are sufficient to ensure payment of these balances.

16.5 IMPACT OF COVID-19

The directors have given due consideration to the potential impact of the COVID-19 pandemic on the company's ability to continue as a going concern. The directors believe that the pandemic will have a temporary impact on the business activities. Notwithstanding these short-term challenges the directors are of the view that the company has sufficient resources to continue as a going concern.

17 ROSHGOLD SHARE PRICE

The market value of a Roshgold Investments share is R 2,250 (2021: R 2,250).

18 ZAKAAT VALUES

Zakaat calculations are done for the group annually before the start of the Islamic month of Ramadhaan.

The Zakaat values as at 31 March 2021 were as follows:

Roshgold share - R 1,460 per share

Roshsun share - R 874 per share

Detailed Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2022	COMPANY		GROUP	
	2022 R	2021 R	2022 R	2021 R
REVENUE	10,784,897	8,966,173	41,365,068	30,456,254
Rental income	-	-	25,980,540	20,959,047
Investment income				
- Subsidiaries	5,441,539	4,913,454	-	-
- Profit share	4,058,282	3,557,784	10,262,762	8,219,740
- Dividends	1,285,076	494,935	5,121,766	1,277,467
OTHER INCOME	9,990,668	-	33,489,789	9,907,228
Fair value adjustments	9,990,668	-	30,197,264	9,182,074
Insurance income	-	-	45,358	-
Profit on sale of investments	-	-	2,918,155	-
Bad debts recovered	-	-	329,013	725,154
TOTAL INCOME	20,775,566	8,966,173	74,854,857	40,363,482

Detailed Statement of Comprehensive Income Statement (continued)

ROSHGOLD INVESTMENT HOLDINGS LIMITED

EXPENDITURE	9,505,160	9,816,336	47,766,216	34,281,284
Accounting and management fees	498,269	490,482	307,273	1,218,202
Advertising	-	-	12,500	30,400
Annual duty - CIPC	-	-	2,110	-
Auditors remuneration	42,875	35,000	63,939	219,763
Bad debts	-	-	629,062	1,125,580
Bank charges	57,724	27,279	121,116	85,923
Collection commission	-	-	1,065,640	1,043,555
Computer expenses	6,380	11,314	17,243	26,777
Cleaning expenses	-	-	9,776	-
Council recovery fee	-	-	10,943	-
Depreciation	28,908	29,765	107,268	58,740
Donations	-	-	6,976	-
Encroachment fees	-	-	9,793	-
Fair value adjustments	-	1,330,355	11,462,090	3,741,605
Fines and penalties	-	-	409	-
Insurances	19,084	-	439,517	256,790
Interest expenses	-	-	5,159	-
Legal fees	1,000	-	72,539	15,580
Levies	-	-	62,860	-
Loss on sale of investment	-	-	-	12,018
Meeting expenses	1,807	10,616	57,314	49,885
Motor vehicle expense	-	-	1,732	-
Municipal charges	-	-	6,777,833	5,630,399
Repairs and maintenance	250	-	613,579	411,673
Professional fees	-	-	92,207	-
Property valuation	-	-	14,375	-
Security	-	-	437,693	308,117
Staff welfare	-	-	11,560	-
Shareholders returns	8,760,000	7,795,000	23,759,231	19,896,062
Stationery and printing	83,538	70,013	157,914	122,695
Subscriptions	-	-	15,477	-
Wages and contributions	-	-	1,387,825	-
Water meter reading fee	-	-	11,961	-
Telecommunications	5,325	16,512	21,301	27,520
Net income (loss) before taxation	11,270,406	(850,163)	27,088,641	6,082,198
Taxation	(2,317,512)	289,489	4,881,431	1,184,996
Net income (loss) after taxation	8,952,894	(560,674)	22,207,211	7,267,194
Non-controlling interest	-	-	(14,339,726)	(3,681,558)
Net income (loss) before dividends	8,952,894	(560,674)	7,867,484	3,585,636
Dividends	(998,000)	(475,000)	(3,823,610)	(902,616)
Net profit (loss) for the year attributable to equity holders	7,954,894	(1,035,674)	4,043,874	2,683,020

Minutes of the 37th Annual General Meeting

Shareholders of Roshgold Investment Holdings Limited
Held Online at the Roshgold offices
On 29 May 2022

Present

Shareholders and guests registered online via Zoom.

With the necessary quorum being present, the Chairperson declared the meeting duly constituted.

Apologies

Mr. A. Lambat tendered his apologies.

Minutes of the 36th Annual General Meeting

Minutes of the 36th annual general meeting were distributed electronically to shareholders.

Adoption of the Minutes

As no matters arose from the tabling of the past minutes, Mr Faheem Bahadur proposed for the adoption of the minutes and Mr Yusuf Dockrat seconded the motion. The minutes were adopted.

Chairman's Statement and Review of Operations

The Chairman, Mr. Ebrahim Sujee presented the 37th Chairman's Statement.

Mr Sujee mentioned the impact Covid 19 had on human life and livelihoods, businesses and economies around the world.

2021 was a year of challenge and trial, Roshgold produced results that were not so great due to the economy and the challenges in the property sector, however the company did pay out a return. Roshgold's agility and sound management systems held the company in good stead during the period. The share portfolio performed above expectations and the unlisted investments performed within market expectations.

Mr Sujee thanked his fellow board members for their commitment and passion to manage the group, the management team and accountants for managing the group with efficiency and diligence.

Tabling and Adoption of Annual Financial Statements:

Mr Zunaid Khan tabled the Annual Financial Statements and Review of Operations for the financial year ended 30 June 2021. The highlights for the 2021 financial year included;

- The group's total income for the year was R30,4 million against R34,4 million in 2020.
- The group's total expenditure remained consistent at R10,6 million.
- Property accounts for 68% of the total investment portfolio.
- The group managed to generate returns totalling R 19.9 million
- Roshgold's capital base increased by 9,701 units.
- Roshgold's capital base increased by 21 % with the share capital closing at 92,604 units
- The Board was pleased to announce the acquisition of a warehousing property situated in Kempton Park.

Resolutions

The resolutions as tabled were passed:

- Adoption of audited annual financial statements for the year ended 30 June 2021 – Mr. Sayed Dockrat proposed for the adoption and Mr. Zubair Carrim seconded the motion.
- Appointment of Audit Associates as external auditors for the year ending 30 June 2022 – Mr. Faheem Bahadur proposed for the adoption and Mr. Ahmed Moosa seconded the motion.

ROSHGOLD INVESTMENT HOLDINGS LIMITED

- Re-election of all the existing directors in terms of the memorandum of incorporation and who offer themselves for re-election as per sec 68(2) of the Companies Act – Mr Muhammed Pochee proposed for the adoption and Mr Abdus Samad Gathoo seconded the motion.
- Approval of general authority to place unissued shares under the control of the board of directors – Mr Ebrahim Sujee proposed for the adoption and Mr. Faheem Bahadur seconded the motion.
- Appointment of an audit committee, Mr. Faheem Bahadur and Mr. Yunus Pochee – Proposed for the adoption by Mr. Ebrahim Sujee and Mr. Muhammed Dockrat seconded the motion.
- Special resolution of any financial assistance by the company to any related or inter-related company in terms of the Companies Act which the board determines to be approved – Proposed for the adoption by Mr. Riaz Saloojee and Ms. Aadilah Sallie seconded the motion.

CLOSURE

There being no further business, the meeting was closed.


Roshgold

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