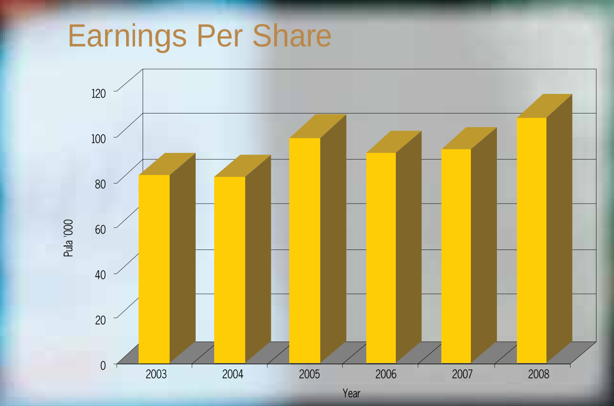
Performance Summary

- **Turnover of Associates up 19% to P1.28billion**
- **Operating profit up by 15.5%**
- **After Tax Profit attributable to shareholders increases by 15%**
- **Earnings per Share grew by 15% to 108.4 thebe**
- **Total net dividend for the year increased by 20% from 85 thebe to 102 thebe per share**



	31-Mar-08	31-Mar-07
Sales (Pm)	1,284	1,076
Operating profit (Pm)	318.9	283.8
Effective tax rate	17.0	16.8
Earnings per share (thebe)	108.4	94.4
Normal dividend per share (thebe)	102	85.0

Stock Exchange Performance

	31 Mar 08	31 Mar 07
Enterprise Value (Pm)	2,518	2,094
Enterprise value per share (P)	18.93	15.74
Share price (P)	17.50	14.75
Market Capitalisation(Pm)	2,328	1,962
Price Earnings Ratio	17.4	16.3
BSE average P/E ratio	14.9	18.4
Dividend yield	5.1	5.6
BSE average dividend yield (%)	3.2	3.2

Company Profile

SECHABA BREWERY HOLDINGS LIMITED is an investment company with interests in Kgalagadi Breweries (Pty) Limited (**KBL**) and Botswana Breweries (Pty) Limited (**BBL**).

Sechaba has a 60% shareholding in the two companies while SABMiller Botswana B.V. holds the balance.

SABMiller Plc has management control in both operating companies. Their involvement brings management, technical, brand building and distribution expertise, of one of the largest brewing companies in the world, to KBL and BBL.

The two operating companies employ 940 people throughout the country and operate four traditional beer breweries, a clear beer brewery, a soft drinks production plant and six sales and distribution depots.

Sechaba Brewery Holdings Limited

Cash Value Added Statement

for the year ended 31 March 2008

	CONSOLIDATED	
	2008 P'000	**2007 P'000**
Cash derived from sales	1 272 815	1 063 806
Interest income	4 511	4 746
Cash payments outside the group	(785 985)	(656 726)
Cash value added	**491 341**	**411 826**
Cash utilised to :		
Remunerate employees for their services	82 597	78 073
Pay direct taxes to the state	52 508	60 004
Pay excise taxes to the state	79 801	64 388
Interest on borrowings	14 693	20 385
Provide shareholders with cash return	237 647	196 776
Contribution to the community	1 608	1 550
	468 854	**421 176**
Cash retained in the business to facilitate further growth and replacement	**22 487**	**(9 350)**

Our Vision

To be the most admired company in the global beer industry

- partner of choice
- investment of choice
- employer of choice

Our Mission

To own and nurture local and international brands that are the first choice of the consumer

Our Values and Group Behaviours

Our people are our enduring advantage

- the calibre and commitment of our people set us apart
- we value and encourage diversity
- we select and develop people for the long term
- performance is what counts

Accountability is clear and personal

- we favour decentralised management and a practical maximum of local autonomy
- goals and objectives are aligned and clearly articulated
- we prize both intellectual rigour and emotional engagement
- we are honest about performance
- we require and enable self-management

We work and win in teams

- we actively develop and share knowledge within the group
- we consciously balance local and group interests
- we foster trust and integrity in internal relations
- we encourage camaraderie and sense of fun

We understand and respect our customers and consumers

- we are endlessly concerned with our customers' needs and perceptions
- we build lasting relationships based on trust
- we aspire to offer the preferred choices of product and service
- we innovate and lead in a changing world

Our reputation is indivisible

- our reputation relies on the actions and statements of every employee
- we build our reputation for the long term
- we are fair and ethical in all our dealings
- we benefit the local communities in which we operate

Board of Directors

E W Komanyane
Director of Companies:
Chairman of the Board.
Appointed to the Board in 1984.

M M Nthebolan
General Manager:
Business Development; Botswana
Development Corporation
Appointed to the Board in 1999.

R Goetzsche
Operations Director:
SABMiller Africa & Asia
Appointed to the Board in 2007.

T Kobedi*
Group Finance Manager:
Debswana Diamond Company.
Appointed to the Board in 2004.

R Vaka (Alt)
Employee Relations Manager:
Debswana Diamond Company.
Appointed to the Board in 2004.

J N Kamyuka*
General Manager:
Management Services; Botswana
Development Corporation.
Appointed to the Board in 2001.

*Member of the Group Finance and Audit Committee

Chairman's Statement

Sechaba Brewery Holdings Limited
for the year ended 31 March 2008

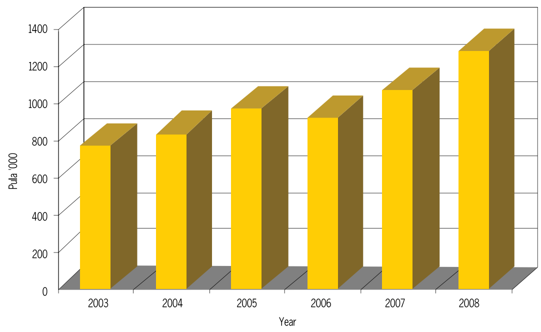
Dear Shareholder

It is with great pleasure that I am able to report that the business recovery which began in the previous financial year has continued into 2007-2008, with good prospects for the future.

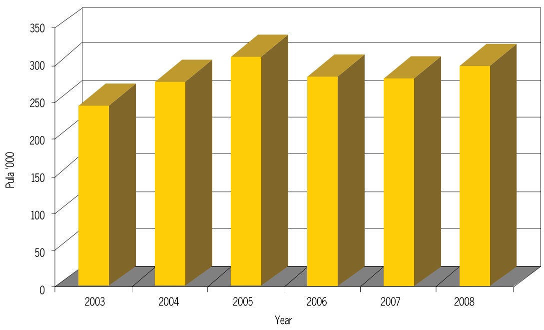
Turnover of Associates, which had crossed a billion mark during the past financial year increased by 19% to P1.28 billion while the operating profits grew by 15.5%, supported by the continued business recovery plans.

During the financial year the clear beer sales volumes grew by 7.8% compared to a decline of 3.9% during the last financial year. Soft drinks volumes grew by 5%, while the overall sales volume of KBL operations grew by 17% on prior year, due largely to double digit growth in water and other beverages as well as good export orders from neighbouring countries.

Revenue



Operating Profit



Traditional Beer volumes grew by 5% on the previous year, with significant growth being realized in the last 2 quarters, in spite of some very significant challenges facing BBL.

Despite continued inflationary pressure on input costs, driven by upward trends in fuel and food grain prices and currency depreciation, the businesses reported double digit bottom line growth during the period under review.

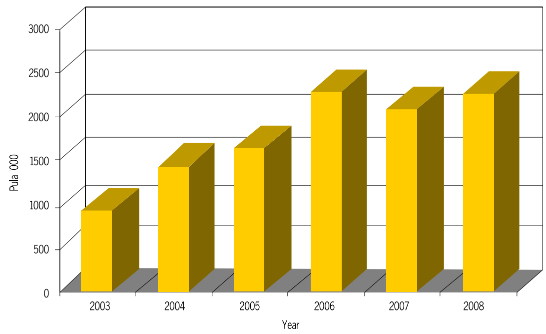
All the above attest to the success of the turnaround strategies we have been pursuing over the past two years. The prospects for continued growth are positive, despite the recent dramatic increases in the costs of vital inputs.


MORE REFRESHMENT
CARLING
Black Label
BEER
INTERNATIONAL AWARD

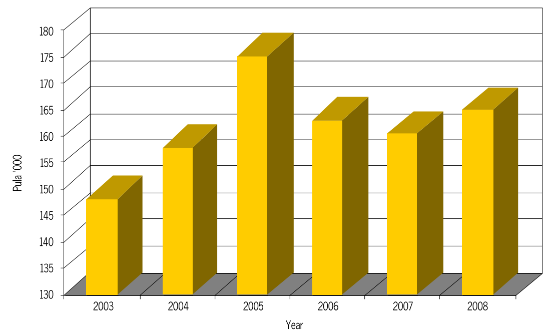
There have also been significant improvements in factory efficiencies, safety, health and environmental management and product quality at the operating entities. I have full confidence that given the unquestionable commitment of our employees, this continuous improvement process will continue.

At KBL, the Gaborone depot and the beer plant maintained the NOSA 4 star ratings, whilst increasing their percentage compliance from 84% to 87%. The soft drinks plant performed exceptionally well and achieved the maximum possible star rating of 5 on the NOSA safety, health and environmental systems, with a compliance score of 91% and zero disabling injuries during the year. Similarly, BBL Gaborone brewery has been rated 3 star by NOSA. These achievements are only possible through the ongoing commitment of all KBL and BBL employees towards the health and safety of all and towards caring for the environment within which we operate.

Enterprise Value



Profit Before Tax



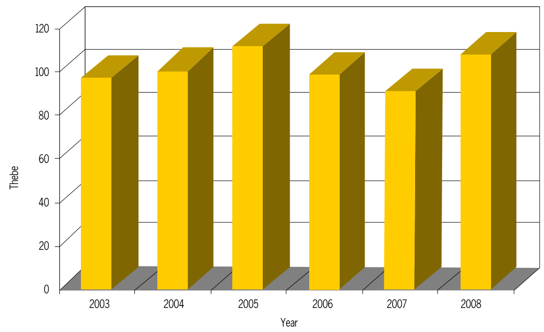
The worldwide economic slowdown continues to impact on all aspects of business, local and international. The acute shortage within SADC of power generation capacity and consequent load shedding during the last quarter of the financial year affected scheduled production and disrupted our endeavour to make good productivity gains. Despite this and, with careful planning, we have exceeded the set targets on most parameters. The packaging and factory efficiencies surpassed set targets and achieved the best results for the year.

Real growth in the Botswana economy was 6.2% in 2006/07 (as per the national accounts year, July-June), with the mining sector growing at 5.2%, and non-mining at 6.8%. This growth is very close to the rate cited in the Mid-Term Review of NDP 9. In March, headline inflation as measured by the Consumer Price Index (CPI) increased for the sixth month in succession, rising to 9.8% from 9.0% in February. This was on the back of rising inflation for housing, water, electricity, gas and other fuels. On an annual basis, the Pula depreciated against all the currencies except the Rand. The annual largest depreciation was 20.1% against the euro which depreciated by 5.4% against the US dollar.


THREE POINT FIVE
St Louis
LAGER
SPECIAL LIGHT
BLEND OF FLAVOUR AND

Through **Project Tshelang**, both KBL and BBL provide antiretroviral medication to company employees and to their next of kin at on-site company clinics. This attempt to bring health services nearer to the employees is illustrative of the company's continuing commitment to its people.

Dividends Per Share



On the Corporate Affairs front, The Kgalagadi Beverages Trust (KBT) has continued to intervene positively in the social arena. KBT continues to support its funded Recycling Centre at the **Somarelang Tikologo** Eco Park in Gaborone – an initiative which seeks to strike a balance between our business interests and environmental sustainability.

To date, the **Kickstart** programme has funded 18 entrepreneurs, disbursing a total of about P 1.7 million and creating over fifty jobs. This initiative continues to provide deserving young citizen applicants with management training and seed capital grants, providing positive impetus to self-reliance and employment creation.

In 2008, KBT concluded its sponsored SOS Kindergarten project in Serowe to the tune P 800 000 in furtherance of the corporate social responsibility that the Trust embodies.

Sechaba's operating companies look forward to the year ahead on the back of satisfactory performance during the past year. Our employees must be congratulated for all the hard work and dedication that has driven these pleasing results, and I urge them to the achievement of even greater heights in the coming year, confident that the economic uncertainties that face us will spur them to even greater heights.

I am comfortable in assuring shareholders that the coming year will continue to show strong performance by the operating companies, and that they can look forward to satisfactory results twelve months from now.

Finally, I express my gratitude to the management and Board of Directors for their continued dedication.

E W Komanyane

Corporate Governance Report

Sechaba Brewery Holdings Limited
for the year ended 31 March 2008

1. The Directors' report on corporate governance

The Directors of Sechaba Brewery Holdings Limited continue to provide leadership and strategic direction in their quest to deliver improved returns to all shareholders. Directors have a collective responsibility to demonstrate that they are aware of their fiduciary duties towards all stakeholders.

The Directors' report outlines the approach to corporate governance.

2. Statement of Compliance

Sechaba Brewery Holdings Limited and its associate companies, Kgalagadi Breweries (Pty) Limited and Botswana Breweries (Pty) Limited are committed to observing the highest standards of best practice in corporate governance.

The Group endeavours to entrench the principles of good governance in all its daily operations.

3. Board of Directors: Composition and Independence

The Board is chaired by Mr E W Komanyane, an independent non-executive director. Four other members Mr R Goetzsche, Mrs M M Nthebolan, Mr J N Kamyuka and Mr T Kobedi (alternate Mr R Vaka) all of whom are non-executive. Size and composition of the Board is determined by the company's Articles of Association which stipulates that the number of directors should be not more than twelve and not less than four.

4. How the Board operates

4.1. Board Meetings and attendance

In the year under review, the Board met four times inclusive of the AGM. The attendance register for the Board meetings is shown below:

Directors' attendance:

Name of Director	Board 07/05/07	AGM 17/08/07	Board 07/11/07	Board 04/03/08
Mr E W Komanyane	√	√	√	√
Mrs MM Nthebolan	√	√	√	√
Mr T Kobedi	√	X	X	√
Mr J Kamyuka	√	X	√	√
Mr R Vaka	√	X	√	√
Mr R Goetzsche	√	√	√	√


EMPTY BOTTLE RETURN
HOURS OF BUSINESS
MONDAY - FRIDAY 08H00 - 13H00
14H00 - 15H00
Thank you for calling

4.2. Matters reserved for the Board

The Board has a schedule of matters reserved for its attention and these are dealt with at each meeting. These include, but are not limited to, the approval of budgets and profit forecasts, annual financial statements and capital expenditure budgets. Management provides regular reports to the Board on the operating and financial performance of the company and its associates. The Board is also informed of changes in relevant laws and any new legislation that may affect the business.

Various Board Committees have been set up with written Terms of Reference to carry out specific responsibilities. These Committees apply their minds to issues and recommend appropriate action for the Board's approval.

4.3. Information and training

In preparation for meetings, members of the Board and its Committees are provided in advance with timely and detailed financial information packages.

An induction programme is in place to acquaint incoming Directors with their newfound responsibilities. This induction program consists of documentation provided to members on constitutional and other matters, and minutes of the previous three meetings. As part of the induction, visits are arranged to major sites – the KBL beer plant; the Carbonated Soft Drinks plant and the BBL traditional beer brewery; and meetings with executive management are facilitated. A presentation is made on various policies such as the Treasury, Safety, Health and Environment and Dividend policy. Directors are also made aware of their fiduciary duties as per the Companies Act.

4.4. Retirement of Directors

New Directors are subject to election at the first annual general meeting following their appointment, and directors are subject to retirement and re-election by shareholders every three years.

4.5. Directors Fees

Total remuneration paid to Board members in the year under review is tabulated below;

Director	**07/05/2007**	**17/08/2007**	**07/11/2007**	**04/03/2008**
E W Komanyane*	P7500	P7500	P7500	P7500
J N Kamyuka^	P5000	P5000	P5000	P5000
M M Nthebolan^	P5000	P5000	P5000	P5000
T Kobedi^	P5000	P5000	P5000	P5000
R Goetzsche°	-	-	-	-
Total	**P22500**	**P22500**	**P22500**	**P22500**


CASTLE
LAGER
CARLING
Black Label
BEER
MORE REFRESHMENT

^ Directors fees payable to shareholder companies and not to individual Directors.
* Directors fees payable to individual Directors
° Shareholder forfeits directors' fees

4.6. Directors declaration of Interests

Directors are required to declare their interests at each meeting throughout the year and these declarations remain open for inspection by all members during the meeting. The Chairman leads the process and encourages all board members to declare their interests.

4.7. Company Secretary

The Company Secretary, Mrs Patricia Ntshole, acted as the secretary of the Board and its Committees and attended all meetings during the year.

4.8. The Group Finance & Audit Committee

During the year under review, the Group Finance and Audit Committee continued to be chaired by Mr Paul Knobel who has been chairman since January 2007. Messrs Kamyuka and Kobedi were appointed to the Committee in 2004 while Mr Matthews was appointed in November 2005. Mr Nthomola joined the committee in 2007.

The committee met three times during the year. The Group Managing Director, Finance Director, External Auditors, and Group Internal Auditor attended the meetings by invitation. Other members of the management team attended as required.

The Terms of Reference outline some of the Committee's duties as follows;

- Review the Group's reporting and control processes
- Review the financial statements of the Company and the underlying entities
- Review Sechaba management's representations as to the internal control environment
- Review the scope and effectiveness of the systems established by management to identify, assess, manage and monitor financial and non-financial risks
- Review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements
- Periodically review the effectiveness of the Sechaba internal audit function in the context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Chibuku
Mma Mothobi's
Proudly accredited Chibuku outlet

of the overall risk management system, with particular focus on the terms of reference, annual work plans, activities, staffing, organisational and reporting structure and status of the function.

- Meet privately with external auditors and group internal auditors, at least annually, to discuss any issues, such as unjustified scope restrictions or limitations
- Ensure that no unjustified restrictions or limitations are placed on the internal audit function, that the function has sufficient budgetary and manpower resources to meet its objectives, and that the function has appropriate standing within Sechaba and maintains direct access to the Sechaba Audit Committee Chairman

The Committee issues a detailed report on the outcome of its meetings in the form of recommendations to the Board, and provides minutes of its meetings at subsequent board meetings.

5. Nominations Committee

During the year under review, the Nominations Committee comprised three members: Mr E W Komanyane (Chairman), Mrs M M Nthebolan and Mr R Vaka. This Committee is responsible for continuously reviewing the composition of the Board and its committees, evaluating the balance of skills, knowledge and experience and making recommendations to the Board.

6. Internal Audit

Current corporate governance requirements dictate that the two operating companies in which Sechaba has invested must each have an internal audit function with the responsibility of providing independent, objective assurance to the Board, through its Audit Committee, of the adequacy, effectiveness and efficiency of the Company's internal controls, risk management and corporate governance process.

To this end, internal audit functions continued to operate in both KBL and BBL during the year. The internal audit function reports to the Financial Director and falls under the Finance Department, and has direct access to the Group Finance and Audit Committee. Under the newly implemented SABMiller global internal audit structure, the local audit function has a direct interface with SABMiller Africa regional internal auditor and the group internal audit function, through the chief internal auditor.

The Group's systems of internal control are designed and operated to support the identification and management of risks affecting the Group and the business environment in which it operates. As such, they are subject to continual review as circumstances change and new risks emerge.


St Louis
St Louis
LAGER
St Louis

The Global Internal Audit methodology addresses risk management throughout the organisation and covers a cross-section of the internal controls. The methodology has six elements: Risk Assessment and Audit Planning, Audit Engagement Planning, Fieldwork, Reporting, Follow-up and Quality Assurance.

To ensure a fair coverage of the organisation and the risks encountered daily, the Internal Audit department assesses risk annually, and recommends the annual plan.

The process steps are:

i. The audit universe has been developed by SABMiller plc, and the in-country department validates this to ensure all areas covered exist in the country. The universe entails all the functional areas of SABMiller, such as Finance, HR, IT, Sales, Production, etc.

ii. Auditable business units refer to all locations and remote sites of company operations throughout the country.

iii. Understanding of the risk appetite involves interviews with the Company Directors/managers responsible for different functions to establish their risk tolerance. This helps to determine how often processes should be audited during the year.

iv. Completion of the risk assessment matrix entails rating the risks identified and agreed with management, using a globally agreed rating to prioritise areas of concentration.

v. Business unit risk assessment covers the rating of remote operations based on, among other things, size, turnover and the last visit by internal audit. It aims at prioritising areas to be visited, when and how often.

vi. The draft audit plan is then drawn up and sent to the Audit committee, with the outlined risks, for approval.

7. Internal controls

The systems of internal control are designed to manage, rather than eliminate, the risk of failure of achieving business objectives, and they provide reasonable, but not absolute, assurance against material misstatement or loss.

Key features of the internal controls are:

i. Written policies and procedures within each business, which are detailed in policy manuals, clearly define lines of accountability and delegation of authority, and comprehensive reporting and analysis against approved standards and budgets.

ii. Group treasury operations control and reduce exposure to interest rate, counterparty, liquidity and currency transaction risks and co-ordinate the activities of group companies in this area. The audit committee reviews treasury policies, risk limits and monitoring procedures regularly for the board.

iii. Minimisation of operating risk by ensuring that the appropriate infrastructure, controls, systems and people are in place throughout the businesses. Key policies employed in managing operating risk involve segregation of duties, transaction authorisation, monitoring, and financial and managerial reporting.

iv. Business resumption planning, including preventative and contingency measures, back-up capabilities and the purchase of catastrophe insurance to ensure ongoing product and service delivery under adverse conditions

Assurance on compliance with systems of internal control and on their effectiveness is obtained through regular management reviews, internal audit reviews and testing of certain aspects of the internal financial control systems by the external auditors during the course of their statutory examinations.

The Finance and Audit committee considers the results of these reviews regularly, to confirm their appropriateness and satisfactory nature, while ensuring that breakdowns involving material loss, if any, have been reported to the appropriate directors and remedial actions have been taken.

8. Risk Management

The Audit Committee, at each meeting, reviews the Group Risk Register that records all major financial and non-financial risks affecting the business. New risks, if and when identified, are added to the register while some fall away over a period of time. A systematic process is used to prioritise these risks for ongoing monitoring and management.

The Audit Committee provides the Board with a detailed report and recommendations at their subsequent Board meeting. It was noted that current risks include, but are not limited to: currency, HIV/AIDS, skills availability, regulatory and legal restrictions, safety and the environment.

The operating companies subscribe to the Responsible Way, an SABMiller initiative now rolled out within the SABMiller plc subsidiaries, associates, agencies and distributors, to discourage under-age drinking and to ensure responsible advertising.

The Kgalagadi Beverages Trust has further re-focused its corporate social responsibility efforts to deliver more meaningful and sustainable projects with a long-term view, as set out in detail in the Corporate Social Responsibility Report.


KEONE
Mooka
MAGEU
TOP ONE
MAGEU
CREAM
plain
banana
NUMBER 1
P3
P2

9. Ethics and Whistleblowing

A policy is in place that enables all employees at both KBL and BBL to confidentially report impropriety. Based on the level of investigation, a submission is given to the Finance and Audit Committee.

10. Environment, Occupational Health and Safety (EOHS)

Both operating entities, Kgalagadi Breweries and Botswana Breweries have policies in place and are committed to minimising the environmental impact of our operations on both staff and the public, against all risks to health and safety, from all operations associated with our businesses. This is our company's commitment per our EOHS (Environmental, Occupational Health & Safety) Policy.

This year, KBL has maintained a 4 star rating at its Gaborone Depot and the Beer Plant, while the Soft drinks plant performed phenomenally well and achieved 5 star rating. BBL Gaborone brewery has a three star rating. These achievements are only possible through the ongoing commitment of all KBL and BBL employees towards zero harm to health and safety of all and the environment within which we operate.

Corporate Social Responsibility

Sechaba Brewery Holdings Limited
for the year ended 31 March 2008

Over the past two years, Kgalagadi Beverages Trust has re-focused its corporate social responsibility efforts to deliver more meaningful and sustainable projects with a long-term view. This practice is a slight departure from the previous projects which lacked sustainability as a result of insufficient funds to meet operating costs.

In the financial year ended March 2007, six major projects were undertaken to further cement the group's commitment to investing in the community, including the KBL / MVAF / BOMAID Road Safety Tripartite campaigns, Kickstart, The Business Place and SOS Children's Village-Serowe.

Road Safety Campaigns:

The tripartite agreement between Kgalagadi Breweries (Pty) Limited (KBL), Motor Vehicle Accident Fund (MVAF) and BOMAID continues to do well in the fight against road carnage. With P750 000 contributed so far by KBL we continue to see encouraging results in the reduction of incidents of drunk driving and in improved road safety in general. The road safety educational roadblocks mounted along major highways during the four principal holidays since 2002 have also proved to be a success as awareness has increased. A decline in fatal and serious accidents was also reported in the year ending March 2007 confirming that our efforts are not going unnoticed.

The positive results have led to a renewal of the agreement with a P187 500 commitment from KBL for the next financial year.

Kickstart:

Entrepreneurship continued to feature prominently in the Group's community development and CSR strategy. The Kickstart project entered its 3rd year during the year under review with another P1 million sponsorship, which brought the total funding for the three years to P3 million. Four projects from Tlokweng, Gaborone, Bobonong and Digawana received grants amounting to P347 826. In conformity with the Kickstart requirements, the businesses are all youth owned and managed on a full time basis by the applicants to encourage commitment. To date, Kickstart has funded thirteen businesses, which are spread across Botswana covering areas such as Maunatlala, Francistown, Tsabong, Kasane, Palapye and Gaborone among others.

Efforts in assisting the government to create employment outside the normal business setting are significantly boosted by Kickstart, which has generated forty-eight jobs to date. Pre-funding Business Skills training courses provided to potential grant winners have also played


Designate a driver...
Not a victim.
BOMaid

a noticeable role in preparing aspiring entrepreneurs for funding opportunities that exist outside of Kickstart. Thirty-five entrepreneurs have received this training to date. To ensure continuity, as well as to broaden the recipient base, Kickstart is currently exploring possible partnerships with other financiers and small business development organisations.

The Business Place:

Formally established as the Enterprise Service Centre, the Business Place was officially launched in September 2006 – another positive step in the right direction to enhance entrepreneurship amongst SMMEs. The Trust spent a total of P450 000 towards the establishment of this centre. Other partners include Motor Centre Group, Barloworld, Investec Asset Management, Ministry of Trade and Industry, CEDA and The Department of Culture and Youth. The Trust is represented on the board of the Centre and protects the interests of both KBL and BBL, by insuring that the funds are used for their intended purpose. So far the Business Place has trained 96 entrepreneurs in business management and assisted 51 aspiring entrepreneurs in business plan writing, 65 in costing and pricing and 30 in presentation skills.

SOS Children's Village-Serowe:

The first phase of the SOS Children's Village in Serowe commenced during the current year and KBT, under its social welfare mandate, granted the organisation P800 000 for construction of a kindergarten for the resident orphans. P5.5 million will be required to complete the village project and several foundations and organisations, including the Kellogg Foundation and FNBB Foundation have come together to make it a reality.

This collaboration is in line with the Trust's strategy to focus on sustainable and long-term value adding projects that are beneficial for both the communities and the company.

Responsible Drinking Campaigns:

The group continued to work hard at improving the manner in which customers consume the Group's products. At KBL, a 'Draw the Line' responsible drinking campaign was embarked upon which was geared at highlighting the often- ignored differences between use and abuse, legal and illegal, responsible and irresponsible and examining the various behaviours associated with alcohol consumption.

Club Chibuku Shebeens upgrade programme:

BBL embarked on an upgrade of key outlets (shebeens) that showed commitment to trading responsibly. A pilot project which included standardising and revamping the


IR RESPONSIBLE
AB USE
UN COOL
IL LEGAL
IN FAMOUS
DRAW THE LINE
DRINK RESPONSIBLY
LIVE RESPONSIBLY
CITILITES
CLG 001-02
CLEARCHANNEL

point-of-sale structures and making them more home friendly was embarked on at a cost of P300 000, covering areas such as Gaborone, Palapye and Francistown. Given the nature of the sale of Chibuku, which often occurs in a home setting, the group assisted the traders in separating their living areas from their place of business in order to minimise the disruption that may be caused to their home life. The response has been very positive and encouraged the group to continue with this exercise in the following financial year.

Overall, KBT continues to explore other opportunities that will give its shareholders something to smile about regarding their respective communities. The Trust will continue to invest in HIV/AIDS programs inside and outside the organisation. The Baylor Children's Clinic outreach project that the company funded to the tune of P1 million over three years, reached its peak in 2006, the final year of sponsorship, registering more than the targeted 1000 children under the ARV roll-out outreach programme.

Looking forward, the Trust will continue to focus its efforts in community value-creating projects that will propel the beneficiaries beyond the initial sponsorships.

Operating Review

Kgalagadi Breweries (Pty) Ltd
for the year ended 31 March 2008

Highlights

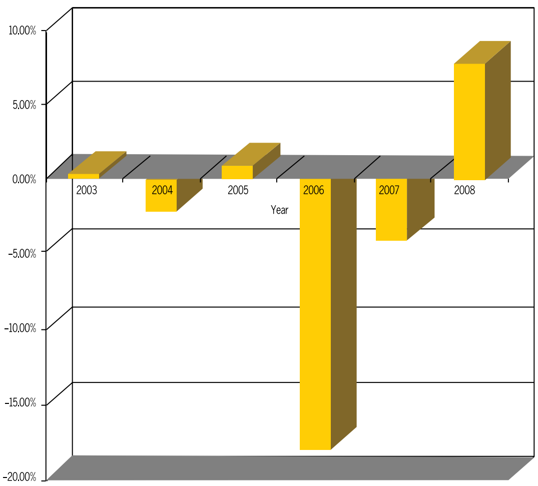
- Overall Volume up 17%
- Clear beer grew by 7.8%
- Sparkling soft drinks up by 5%
- Revenue up by 21%
- Gross margin up by 17%
- PAT is up 19%

Botswana has experienced good economic growth over the last year with GDP growing by 6.2%, supported by strong consumer demand, notwithstanding inflationary pressures driven by higher commodity and fuel prices.

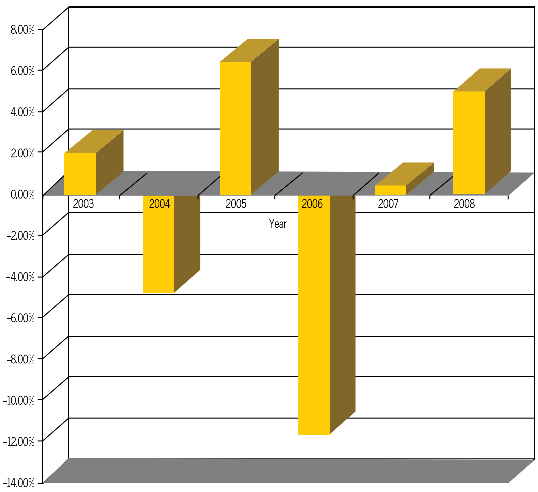
During the financial year under review, Lager volumes went up by 7.8% while soft drinks grew by 5%. Total volumes for the year grew by 17% on prior year driven by impressive double digit growth in water and other beverages as well as good export orders from neighbouring countries.

A number of marketing, sales and distribution initiatives, including portfolio expansion, product quality and enhanced affordability driven by returnable bottles, were introduced. These, in conjunction with an improved sales execution capacity, contributed to the turnaround and pleasing growth reflected in these financial results. This trend is expected to continue into the coming financial year.

Volume growth % - Clear Beer



Volume growth % - Soft Drinks




4X 6 PACKS
Miller
SINCE 1855
UINE DRAFT
America's
Quality Beer
5 023837 172028
4X 6 PACKS
Miller
SINCE 1855
NUINE DRAFT
America's
Quality Beer

St Louis lager has been refreshed with a new look can and label and has maintained its brand leadership at 47.5%, while two new premium beer brands, Peroni and Hansa Marzen Gold were added to the stable during the year.

Within the sparkling soft drinks category, Coke still leads the pack with a 50% market share followed by Fanta at 20%. Most brands remained stable during the year.

Revenue grew by 21% on prior year while a gross margin growth of 17% was influenced by inflationary pressure on fuel, food grain, utility and packaging material prices. This cost pressure was worsened by further depreciation of the Pula against the Euro, US dollar and the ZAR, which are the major trading currencies of the Company. Distribution costs also increased by a very substantial 37% during the year.

EBIT (earnings before interest and tax) grew by 13% compared to a mere 0.3% last year, while the PAT (profit after tax) increased by 19%.

The Company continued to make good productivity gains, exceeding the set targets on most parameters. However the onset of frequent power cuts during the last quarter of the financial year affected scheduled production and also compromised the Company's efforts in this regard. However, the packaging and factory efficiencies exceeded set targets and achieved the best results for the year.

KBL is committed to minimising the environmental impact of our operations on the neighbourhoods in which we operate. We maintain the highest possible safety standards, as a safeguard to all personnel that enter our premises, as well as the public at large, against all risks to health and safety from operations associated with our business. This is our company's commitment as per our EOSH (Environmental, Occupational Safety & Health) Policy.

Pursuant to this objective, this year management is pleased to announce that our Gaborone Depot and Beer Plant maintained their NOSA 4 star rating, whilst increasing their percentage compliance from 84% to 87%. Our Soft drinks plant performed exceptionally well and achieved the highest possible star rating of 5, with a compliance score of 91% and zero disabling injuries for the last year. These achievements are only possible through the ongoing commitment of all KBL employees towards zero harm to health and safety of all and towards caring for the environment within which we operate.


St Louis
LAGER
St Louis. Our Beer. Our Time.
Enjoy Responsibly. Not For Sale To Persons Under The Age Of 18.
SPEED WAGON PUB
3.80
4.40
St Louis
LAGER

Prospects

- The Sales recovery momentum is expected to continue into the new financial year. This will be driven primarily by the initiatives that gained traction in the past financial year, supported by improved economic conditions.

- The entranchment of Group's Vision, Mission and Values is gaining momentum, while the process of re-engineering the business will continue to ensure that the Company is gradually becoming a self-refreshing, learning, market-facing and brand led organisation.

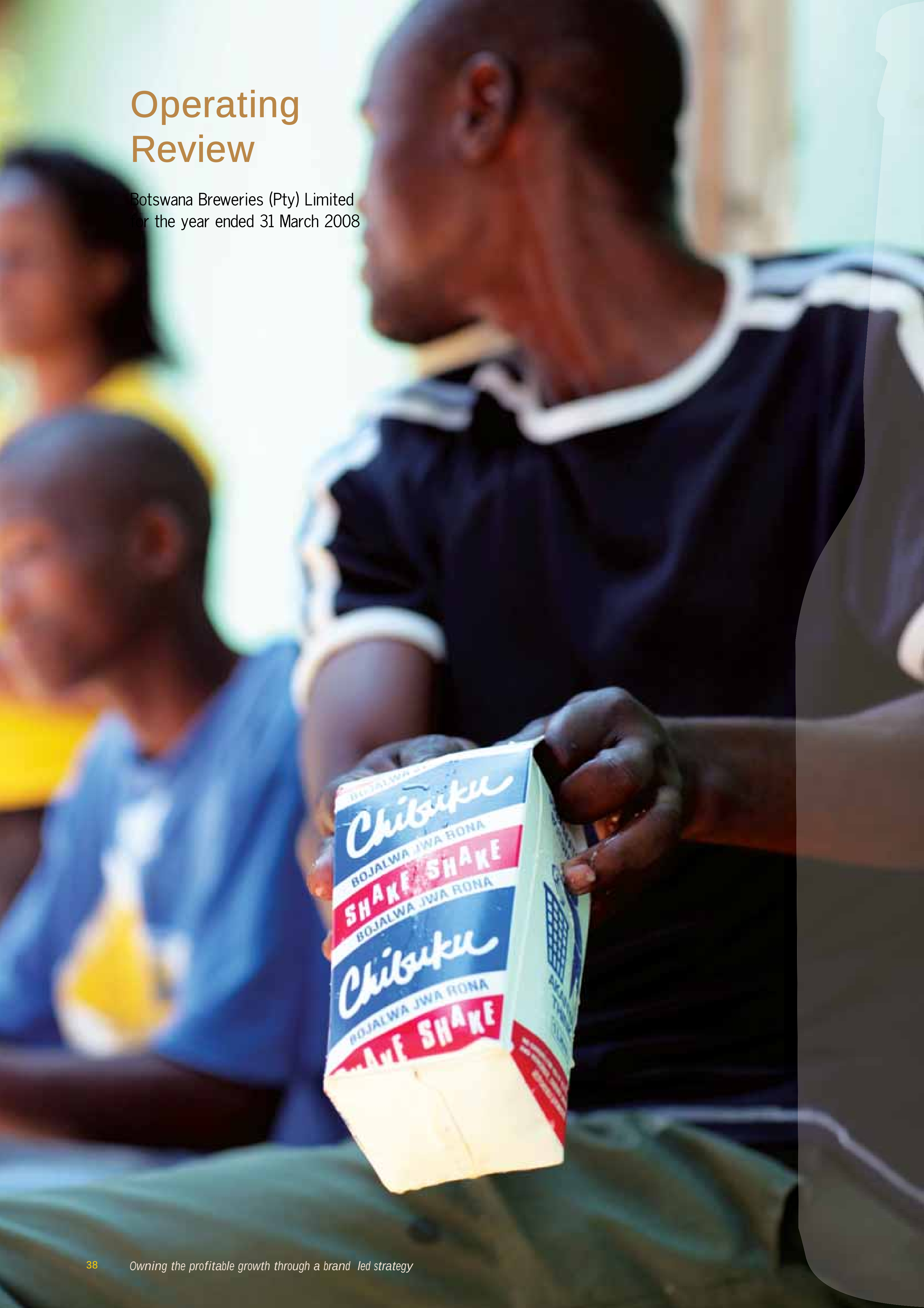
- The portfolio offering to the consumer has been recharged and extended through the introduction of new brands, in the beer category, Peroni and Hansa Marzen Gold, while St Louis has been given a new look can and label. Bonaqua, a new brand of bottled water, was also launched during the past year. The Company will continue to explore ways to provide innovative and refreshing product choices to its consumers during the coming financial year.

- Continued investments in the training and development of people will help the company tap their competencies, innovativeness and creativity to drive productivity throughout the organisation and thus maintain momentum in growth and profitability.

The Company will also continue to pursue opportunities for outsourcing of non-core activities, thereby creating business opportunities for citizens, while de-cluttering management's roles and responsibilities, in order to better focus on mainstream aspects of the business.

Operating Review

Botswana Breweries (Pty) Limited
for the year ended 31 March 2008



HIGHLIGHTS

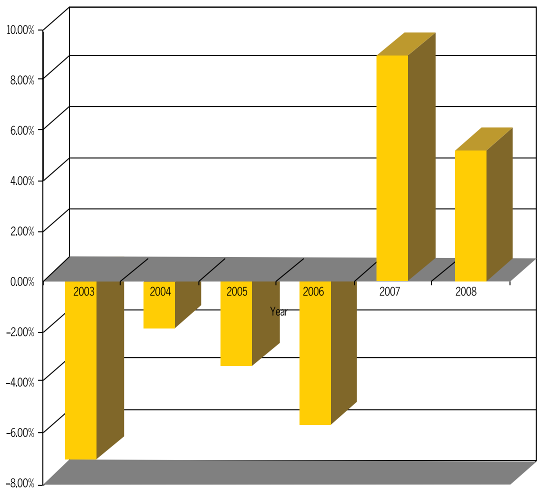
- Overall volume up 5.0 %
- Revenue up by 17.2 %
- Gross margin up by 17 %
- Operating profit up 15.7 %
- EBITDA increased by 16 %
- PAT up by 9 %

Botswana Breweries (Pty) Ltd performed exceptionally well for the period under review, notwithstanding pressure from competition, rising input costs, and a change in management.

Traditional Beer volumes grew 5% on the previous year, with significant growth being realized in the last 2 quarters. The growth is accredited to enhancement of our route to market and improved beer quality in all our breweries.

The Non-Alcoholic Beverage portfolio (Mageu) grew significantly over the prior year, a direct result of a good pricing strategy and better trade marketing. Mageu volumes closed 15.8% above prior year.

Volume growth % - Sorghum



Revenues grew by 17.2%, representing a combined effect of volume growth and price increase. Despite a very significant rise in key raw material costs, the company reported a very satisfactory growth in Operating Profit of 15.7%.

The period under review saw BBL compete directly with two competitors: United National Breweries from South Africa and Mabele Breweries operating from Ramotswa. The Chibuku brand continued to gain momentum despite the presence of competitors, attributable mainly to BBL's quality offering. It is noted with satisfaction that one of the above competitors wound up operations at the end of March 2008.


LIMITED
PHEPAFATSA
BOTSWANA
Chibuku

PROSPECTS

By the 4th quarter of the financial year, business confidence was upbeat, particularly for firms trading domestically, and expectations for the coming year are even higher. However, increasing energy prices worldwide are expected to put pressure on raw material and distribution costs.

Diminished competitor activity is expected to have a positive impact on volumes and revenues in the coming year, despite the fact that the new liquor regulations are set to impact on trading hours and on volumes.

The company will embark on the following strategies to take advantage of the economic upturn as well as to compensate for the anticipated pressures:

- Continue to embed the SABMiller Group's Vision, Mission and Values which will in turn maintain direction on business imperatives
- Focus on regaining market share lost to competitor ingress
- Focus on improving distribution and product availability through mini-distributors in peripheral market extremities as well as enhancing the small drop capability
- Continue development of alternative product, brand, and pack offerings and enhanced product quality
- Invest in a quant mapping exercise in order to enhance understanding of the opaque beer market across the entire country – including remote rural regions – to better appreciate current behaviours, choices, and attitudes; as well as to identify potential gaps in the market for future growth
- Continue to invest in people with the overall objective of improving productivity and human capability to execute company strategies, thereby ensuring sustained growth

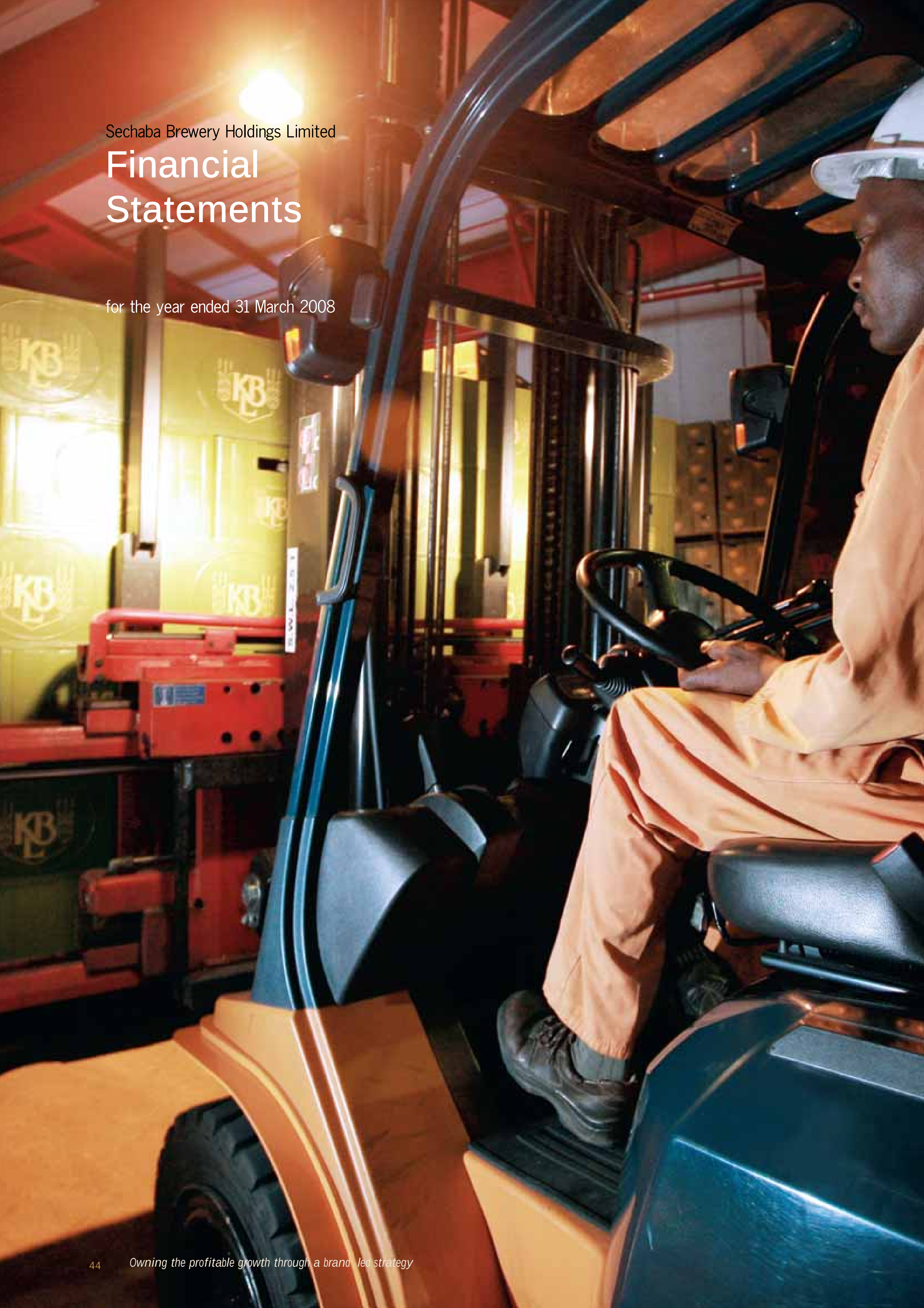

YOU HAVEN'T W
UNTIL YOU
SIN
THE BLAC


O N
C K
CARLING
Black Label
BEER

Sechaba Brewery Holdings Limited

Financial Statements

for the year ended 31 March 2008



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Company financial statements prepared on International Financial Reporting Standard basis

Supplementary information

Directors' Statement of Responsibility

for the year ended 31 March 2008

The directors of Sechaba Breweries Holdings Limited (Sechaba) are responsible for the annual financial statements and all other information presented therewith. Their responsibilities includes the maintenance of true and fair financial records and the preparation of annual financial statements in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act (2003). Suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. Any changes to accounting policies are approved by the Board and the effects thereof are fully explained in the financial statements.

The financial statements incorporate full and responsible disclosure, as appropriate, in line with the stated accounting policies applied on pages 54 to 61.

The going concern basis has been adopted in preparing the annual financial statements. The directors have every reason to believe that the company will be a going concern in the foreseeable future based on forecasts, available cash resources and in the light of the current financial position and existing borrowing facilities. The company's external auditors, PricewaterhouseCoopers, have audited the financial statements and their unqualified report appears on page 48 and 49 of the financial statements.

The Board recognises and acknowledges its responsibility for the company's systems of internal financial control. Sechaba's policies on business conduct, which cover ethical behaviour, compliance with legislation and sound accounting practice, underpin the Company's internal financial control process. The control systems include written accounting and control policies and procedures, clearly defined lines of accountability and delegation of authority, and comprehensive financial reporting and analyses against approved budgets. The responsibility for operating these systems is delegated to the executive directors, who confirm that they have reviewed the effectiveness thereof.

The company maintains systems of internal control, which are designed to provide reasonable assurance that the records accurately reflect its transactions and to provide protection against serious misuse or loss of company's assets. The directors are also responsible for the design, implementation, maintenance and monitoring of these systems of internal financial control. Nothing has come to the attention of the directors to indicate that significant breakdown in the functioning of these systems has occurred during the year under review.

The effectiveness of the internal financial control systems is monitored through management reviews, comprehensive reviews and testing by internal auditors, external auditors' review and testing of appropriate aspects of the internal financial control systems, during the course of their statutory examinations of the company, and the underlying subsidiaries.

The Company's Audit and Finance Committee has considered the results of these reviews, none of which indicate that the systems of internal control were inappropriate or unsatisfactory. Additionally, no breakdowns, involving material loss, have been reported to the directors in respect of the year under review.

In compliance with IFRS and the Companies Act, 2003, the audited financial statements of the Company includes the results of operations of the two associates on the equity accounting basis as the Company does not exercise control over these investee companies. However, in order to foster greater transparency and disclosure in the Company's financial reporting, the following supplementary information has been prepared to reflect the results of operations of the Company and associates as a consolidated group. These group financial statements are unaudited and do not comply with IFRS.

The financial statements for the year ended 31 March 2008 and which appear on pages 50 to 65 and the supplementary information on pages 68 to 71 were authorised for issue by the Board of Directors on 6 May 2008 and are signed on its behalf by:

DIRECTOR

DIRECTOR

Report of The Independent Auditors to the Members and Board of Directors of Sechaba Brewery Holdings Limited

PRICEWATERHOUSECOOPERS

Report on the Financial Statements

We have audited the accompanying financial statements of Sechaba Brewery Holdings Limited, set out on pages 50 to 65, which comprise the balance sheet as at 31 March 2008 and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the Companies Act (2003).

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects the financial position of Sechaba Brewery Holdings Limited as of 31 March 2008, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers.

Gaborone
14-May-08

Certified Public Accountants

Sechaba Brewery Holdings Limited

Income Statement

for the year ended 31 March 2008

	Notes	2008 P'000	2007 P'000
Share of results of associates before tax	4.1	185 643	160 942
Administrative expenses		(1 346)	(1 371)
Operating profit	4.2	184 297	159 571
Finance income	4.3	748	814
Profit before income tax expense		185 045	160 385
Income tax expense	4.4	(40 876)	(34 825)
Net Profit		**144 169**	**125 560**
Earnings per share (thebe)	4.5	**108.4**	**94.4**
Dividend per share (thebe)			
First interim dividend -paid		19	18
Second interim dividend -paid		24	20
Third interim dividend -paid		36	28
Fourth and final dividend -declared		23	19
Total dividends per share		**102**	**85**

Sechaba Brewery Holdings Limited

Balance Sheet

for the year ended 31 March 2008

	Notes	2008 P'000	2007 P'000
ASSETS			
Non-current assets			
Investment in associates	4.6	142 687	134 693
Current assets			
Dividend receivable	4.13	36 000	30 720
Cash and cash equivalents	4.7	2 197	2 381
		38 197	33 101
Total assets		**180 884**	**167 794**
EQUITY AND LIABILITIES			
Capital and reserves			
Stated Capital	4.8	233 941	233 941
Accumulated loss		(84 721)	(93 215)
		149 220	140 726
Current liabilities			
Accruals		137	100
Dividends payable	4.12	31 512	26 684
Tax payable		15	105
Related party balances		–	179
		31 664	27 068
Total equity and liabilities		**180 884**	**167 794**

Statement of Changes in Equity

for the year ended 31 March 2008

	Attributable to equity holders of the company		
	Stated Capital P'000	(Accumulated loss) P'000	Total P'000
Balance at 1 April 2006	233 941	(105 712)	128 229
Profit for the year	–	125 560	125 560
Dividends declared during the year			
– 2007 financial year – first interim	–	(23 943)	(23 943)
– 2007 financial year – second interim	–	(26 603)	(26 603)
– 2007 financial year – third interim	–	(37 244)	(37 244)
– 2007 financial year – fourth and final	–	(25 273)	(25 273)
Balance at 31 March 2007	**233 941**	**(93 215)**	**140 726**
Balance at 1 April 2007	233 941	(93 215)	140 726
Profit for the year		144 169	144 169
Dividends declared during the year			
– 2008 financial year – first interim	–	(25 273)	(25 273)
– 2008 financial year – second interim	–	(31 924)	(31 924)
– 2008 financial year – third interim	–	(47 885)	(47 885)
– 2008 financial year – fourth and final	–	(30 593)	(30 593)
Balance at 31 March 2008	**233 941**	**(84 721)**	**149 220**

Cashflow Statement

for the year ended 31 March 2008

	Notes	2008 P'000	2007 P'000
Cash flows from operating activities			
Net cash utilised in operations	4.10	(1 488)	(1 179)
Income tax paid		(23 517)	(19 402)
Net cash utilised in operating activities		(25 005)	(20 581)
Cash flows from investing activities			
Dividends received	4.13	154 920	128 700
Interest received	4.3	748	814
Net cash used in investing activities		155 668	129 514
Cash flows from financing activities			
Dividends paid to shareholders	4.12	(130 847)	(145 701)
Changes in cash and cash equivalents		**(184)**	**(36 768)**
Movement in cash and cash equivalents			
At beginning of the year		2 381	39 149
Changes in cash and cash equivalents		(184)	(36 768)
At end of the year		**2 197**	**2 381**

Accounting Policies

for the year ended 31 March 2008

1. Summary of significant accounting policies

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

1.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards (IFRS) and the requirements of the Companies Act (2003). The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Company's financial statements are disclosed under accounting policy note 3, "Critical estimates and assumptions" section of the financial statements.

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

(a) *Standards, amendment and interpretations effective in 2007*

IFRS 7, 'Financial instruments: Disclosures', and the complementary amendment to IAS 1, 'Presentation of financial statements – Capital disclosures', introduces new disclosures relating to financial instruments and does not have any impact on the disclosures relating to income tax, trade and other receivables and trade and other payables.

IFRIC 8, 'Scope of IFRS 2', requires consideration of transactions involving the issuance of equity instruments, where the identifiable consideration received is less than the fair value of the equity instruments issued in order to establish whether or not they fall within the scope of IFRS 2. This standard does not have any impact on the company's financial statements.

(b) *Standards, amendments and interpretations effective in 2007 but not relevant*

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2007 but they are not relevant to the company's operations:

IFRIC 10, 'Interim financial reporting and impairment';

IFRS 4, 'Insurance contracts';

IFRIC 7, 'Applying the restatement approach under IAS 29, Financial reporting in hyperinflationary economies'; and

IFRIC 9, 'Re-assessment of embedded derivatives'.

(c) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the company*

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the company's accounting periods beginning on or after 1 January 2008 or later periods, but the company has not early adopted them:

- IFRIC 11, 'IFRS 2 – Company and treasury share transactions'
- IAS 23 (Amendment), 'Borrowing costs' (effective from 1 January 2009).
- IFRIC 14, 'IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their

interaction' (effective from 1 January 2008).
• IFRIC 13, 'Customer loyalty programmes' (effective from 1 July 2008).

(d) *Interpretations to existing standards that are not yet effective and not relevant for the Company's operations.*
The following interpretations to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 1 January 2008 or later periods but are not relevant for the company's operations:
• IFRIC 12, 'Service concession arrangements' (effective from 1 January 2008).
• IFRIC 13, 'Customer Loyalty Programmes' (effective from 1 July 2008).

1.2 Accounting for Associates

Associates are all entities over which the company has significant influence but not control, generally accompanying a shareholding between 20% and 50% of the voting rights. Investments in associates are accounted for by the equity method of accounting and are initially recognized at cost. The company's investments in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition (note 4.6).

The Company's shares of its post acquisition profits or losses are recognised in the income statement, and its share of post acquisition movements in reserves is recognised in reserves. When the Company's share of losses in an associate equals or exceeds its interest in associate, including any other unsecured receivables, the Company does not recognize further losses unless it has incurred obligations or made payments on behalf of the associate. Unrealised gains on transactions between the Company and its associates are eliminated to the extent of the Company's interest in the associates.

Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. Associates' accounting policies have been changed where necessary to ensure consistency with the policies adopted by the Company.

1.3 Foreign currencies

Functional and presentation currency
Items included in the financial statements of each entity in the Company are measured using the currency that best reflects the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Botswana Pula ("the presentation currency"), which is its functional currency.

Transactions and balances
Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

1.4 Intangible assets

Goodwill Recognition and measurement
All business combinations are accounted for by applying the purchase method. The cost of a business combination is the fair value of the purchase consideration due at the date of acquisition plus any costs directly attributable to the business combination. The initial cost of a business combination is adjusted

if the agreement provides for adjustments to the cost that are contingent on one or more future events, and the adjustment is probable and can be measured reliably.

At the acquisition date, goodwill is measured at cost, being the excess of the cost of the business combination over the interest acquired in the net fair value of the identifiable assets, liabilities and contingent liabilities that satisfy the recognition criteria. Subsequent to initial measurement, goodwill is carried at cost less accumulated impairment losses.

Goodwill on acquisition of subsidiaries is included in intangible assets whereas goodwill on acquisition of associates is included in investment in associates.

When the interest acquired in the net fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the difference is recognised directly in the income statement.

Gains and losses on the disposal of an entity will include an adjustment for the carrying amount of goodwill relating to the entity sold.

Impairment
At the acquisition date, goodwill acquired in a business combination is allocated to cash generating units that are expected to benefit from the synergies of the combination. Cash generating units, to which goodwill has been allocated, are assessed at each reporting date for any indication that they may be impaired. An impairment loss is recognised whenever the carrying amount of an asset of a cash generating unit exceeds its recoverable amount.

1.5 Plant and equipment

Measurement
Plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation
All assets are depreciated using the straight-line method to allocate their cost over their estimated useful lives, as follows:

Equipment, furniture and fitting	3 - 15 years
Plant and machinery	4 - 10 years
Computer equipment	3 - 5 years

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

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses

Gains and losses on disposal of assets are determined by comparing proceeds with carrying amounts and are included in the income statement.

Impairment

Plant and equipment are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount, the latter being the higher of the net selling price of the asset and its value in use.

1.6 Financial assets

Recognition and measurement

The Company classifies its investments into the following categories:
i) financial assets at fair value through income statement
ii) available-for-sale financial assets
iii) loans and receivables
iv) held-to-maturity financial assets.

The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

Financial assets at fair value through income statement

This category has two sub-categories: financial assets held for trading and those designated at fair value through income at inception.

A financial asset is classified as held for trading at inception if acquired principally for the purpose of selling in the short-term, if it forms part of a portfolio of financial assets in which there is evidence of short term profit-taking.

Financial assets are designated at fair value through income statement at inception if they are held to match insurance liabilities and investment contract liabilities held at fair value through income statement, or if they are managed and their performance is evaluated on a fair value basis. These assets are subsequently measured at fair value and the fair value adjustments are recognised in the income statement. During the year, the Company did not have assets under this category.

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 are included in current assets, except for maturities greater than 12 months after the balance sheet date. The Company's loans and receivables comprise `trade and other receivables` and cash and cash equivalents in the balance sheet.

Held-to-maturity financial assets

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

A financial asset or financial liability is recognised on the balance sheet when, and only when, the Company becomes a party to the contractual provisions of the instrument.

Purchases and sales of investments are recognised on trade date, being the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus, in the case of a financial asset not at fair value through income statement, transaction costs that are directly attributable to the acquisition of the asset. Financial assets at fair value through income statement and available-for-sale assets are subsequently carried at fair value. Loans and receivables are carried at amortised cost, using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are not classified in any of the other categories.

Financial assets carried at amortised cost

At each reporting date the Company assesses whether there is objective evidence that a financial asset is impaired. Such assets are impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset, and the event or events has an impact on the estimated future cash flows of these assets that can be reliably estimated.

The Company first assesses whether objective evidence of impairment exists in respect of all financial assets that are individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a company with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred on loans and receivables or held-to-maturity investments carried at amortised cost, the amount of the loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows, discounted at the original effective interest rate in respect of the financial asset. The carrying amount of the asset is reduced directly against the asset and the amount of the loss is recognised in the income statement. If a held-to-maturity investment or a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

Loans and receivables

A provision for loans and receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the assets. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the carrying amount of the asset and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the income statement.

De-recognition of financial assets

Investments are de-recognised when the right to receive cash flows from the investments has expired or has been transferred, and the company has transferred substantially all risks and rewards of ownership.

Realised and unrealised gains and losses

Realised and unrealised gains and losses arising from changes in the value of financial assets at fair value through income are included in the income statement in the period in which they arise. Interest income and dividend income arising on these financial instruments are disclosed separately as investment income in the income statement.

Unrealised gains and losses arising from changes in the fair value of available-for-sale financial assets are recognised in equity. When available-for-sale financial assets are sold or impaired, the accumulated fair value adjustments are included in the income statement as realised gains and losses.

Offsetting

Financial assets and liabilities are set off and the net balance reported in the balance sheet where there is a legally enforceable right to set off, where it is the intention to settle on a net basis or to realise the asset and settle the liability simultaneously, where the maturity date for the financial asset and liability is the same, and where the financial asset and liability are denominated in the same currency.

1.7 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost, which approximates fair value. For purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

1.8 Trade payables

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

1.9 Stated capital

Ordinary shares with discretionary dividends are classified as equity.

1.10 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company's activities. Revenue is shown net of value-added tax, rebates and discounts and after eliminated sales within the company.

Revenue comprises of the Company share of profit from its associates.

Interest received is recognised on the accrual basis, taking into account the effective yield.

2 Financial Risk management

2.1 Financial risk factors

The balance sheet includes assets and liabilities which are subject to market risks. Details of these assets and liabilities are set out in the notes to the financial statements. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

a) Market risk

i) Foreign currency risk

In the normal course of business, the Company may enter into transactions denominated in foreign currencies. During the year, the Company did not have foreign currency assets and liabilities and therefore is not exposed to foreign currency risk.

ii) Price risk

The Company is not exposed to equity security price risk or commodity price risks. Due to the nature of their operations, the Company's associates are exposed to significant commodity price risks through their procurement of raw materials on international commodities markets. These risks are managed and monitored by the respective associates.

iii) Cash flow and fair value interest rate risk

As the Company has only insignificant interest-bearing assets and liabilities, the company's income and operating cash resources are substantially independent of changes in interest rates. Management ensures that cash resources are placed with financial institutions giving the best interest rates to mitigate any significant changes in interest rates.

b) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions. Cash, cash equivalents and deposits are placed only with reputable institution. During the year the company had placed these financial assets only with Stanbic Bank Botswana Limited

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Management monitors rolling forecasts of the Company's liquidity reserve (comprises cash and cash equivalents) on the basis of expected cash flows.

Forecasted liquidity reserve per 31 March 2008 is as follows:

	2008 P'000	Forecast 2009 P'000
Opening balance for the year	2 381	2 197
Operating proceeds	154 920	146 214
Operating cash outflows	(24 257)	(885)
Payments of dividends	(130 847)	(146 316)
Closing balance for the period	**2 197**	**1 210**

2.2 Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Prior to declaration of any dividends, the directors also consider whether the company would meet the solvency test as prescribed by the Companies Act, (2003) subsequent to paying the dividend. This statutory requirement also assists in the capital risk management of the company.

2.3 Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

3. Critical accounting estimates and Judgments

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income taxes
The Company is subject to income taxes. Significant judgement is required in determining the Company's provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Notes to the Financial Statement

4 Notes to the financial statements

	2008 P'000	2007 P'000
4.1 Share of results of associates before tax		
Kgalagadi Breweries (Pty) Ltd	129 824	110 352
Botswana Breweries (Pty) Ltd	55 819	50 590
	185 643	**160 942**
4.2 Operating profit		
The following items have been arrived after charging the following :		
Auditors' remuneration		
– audit fees	50	55
– other services	31	40
Directors' emoluments – fees (note 4.9)	90	95
Management fee payable to related company (note 4.9)	600	528
4.3 Finance income		
Interest income – bank deposit	**748**	**814**
4.4 Income tax expense		
Company tax – current year	111	121
Additional company tax – current year	74	81
	185	202
Company Tax over Provision	–	(139)
Tax on share of results of associates (note 4.6)	17 449	15 457
Withholding tax on dividends received	23 242	19 305
	40 876	**34 825**
Tax reconciliation		
Profit before income tax	185 045	160 385
Tax at standard rate of 25%	46 261	40 096
Income not subject to tax	–	(13)
Manufacturing tax concession – 10%	(11 956)	(11 635)
Expenses not subject to tax	227	496
Net prior year under provision	1 401	2 616
Other tax allowances	(135)	(18)
Prior year deferred tax	–	(222)
Withholding tax on dividends paid	(18 164)	(15 800)
Withholding tax on dividends received	23 242	19 305
	40 876	**34 825**
Effective tax rate	22%	22%

Notes to the Financial Statement

for the year ended 31 March 2008

	2008 P'000	2007 P'000
4.5 Basic earnings per share		
Basic earnings per share is calculated by dividing the net profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year.		
Net profit attributable to shareholders	144 169	125 560
Weighted average number of ordinary shares in issue (thousand) (note 4.8)	133 015	133 015
Basic earnings per share (thebe)	**108.4**	**94.4**
4.6 Investments in associates		
Balance at 1 April	134 693	123 188
Share of results of associates before tax (note 4.1)	185 643	160 942
Share of tax of associates (note 4.4)	(17 449)	(15 457)
	302 887	268 673
Less : Gross dividends received	(160 200)	(133 980)
Balance at 31 March	**142 687**	**134 693**

Investments in associates represent 60% shareholdings in Kgalagadi Breweries (Pty) Ltd and Botswana Breweries (Pty) Ltd. Both companies are incorporated in Botswana and are unlisted. Although the company holds the majority share of each associate's issued share capital, the company does not exercise control of those various shareholder and management agreements with the minority shareholder.

Kgalagadi Breweries (Pty) Ltd is engaged in the business of brewing and distributing clear beer, bottling carbonated soft drinks and importing and distributing wines and spirits.

Botswana Breweries (Pty) Ltd is engaged in the business of brewing and distributing traditional (opaque) beer and non-alcoholic beverages.

	2008 P'000	2007 P'000
4.7 Cash and cash equivalent		
Call and demand deposits	**2 197**	**2 381**
4.8 Stated Capital		
133 014 875 ordinary shares	**233 941**	**233 941**

Notes to the Financial Statement

for the year ended 31 March 2008

	2008 P'000	2007 P'000
4.9 Related party transactions		
Related parties comprise directors and entities under common control and ownership. Related party transaction are performed under normal business conditions. Transactions with related parties carried out during the year are:		
Kgalagadi Breweries (Pty) Ltd – Management fees paid (note 4.2)	600	528
Directors' fees (note 4.2)	90	95
Balance Payable – Kgalagadi Breweries (Pty) Ltd	–	179
The company owns 60% of equity in Kgalagadi Breweries (Pty) Ltd and Botswana Breweries (Pty) Ltd but does not have control over the operations of these companies due to voting rights and management agreements.		
4.10 Cash utilised in operations		
Operating income before finance income and tax expenses	184 297	159 571
Adjustment for :		
Share of profits from associates (note 4.6)	(185 643)	(160 942)
Working capital changes:		
– accruals	37	13
– related party balances	(179)	179
Net cash utilised in operations	**(1 488)**	**(1 179)**
4.11 Dividends		
Dividends declared	135 675	113 063
15% withholding tax	(20 351)	(16 959)
	115 324	**96 104**
4.12 Dividends paid		
Opening balance	(26 684)	(59 322)
Dividend for the year	(135 675)	(113 063)
Closing balance	31 512	26 684
Dividend paid	**(130 847)**	**(145 701)**

Notes to the Financial Statement

for the year ended 31 March 2008

	2008 P'000	2007 P'000
4.13 Dividends received		
Opening balance	30 720	25 440
Dividends for the year	160 200	133 980
Closing balance	(36 000)	(30 720)
Dividends received	**154 920**	**128 700**

4.14 Events after the balance sheet date

There are no significant post balance sheet events.

4.15 Segmental reporting

The company does not operate in more than one segment.

SUPPLEMENTARY INFORMATION

for the year ended 31 March 2008

In compliance with IFRS and the Companies Act, 2003, the audited financial statements of the Company includes the results of operations of the two associates on the equity accounting basis as the Company does not exercise control over these investee companies. However, in order to foster greater transparency and disclosure in the Company's financial reporting, the following supplementary information has been prepared to reflect the results of operations of the Company and associates as a consolidated group. These group financial statements are unaudited and do not comply with IFRS.

a) Consolidated Income Statements

for the year ended 31 March 2008

	Consolidated		Company	
	2008 P'000	2007 P'000	2008 P'000	2007 P'000
Sales	1 283 880	1 076 239	-	-
Cost of sales	(783 064)	(637 480)	-	-
Gross profit	500 816	438 759	-	-
Dividends income	-	-	160 200	133 980
Sales and distribution costs	(14 583)	(13 480)	-	-
Administrative expenses and Operating Expenses	(171 209)	(147 900)	(1 346)	(1 371)
Other income	3 965	6 442	-	-
Operating profit	318 989	283 821	158 854	132 609
Finance income	4 511	4 746	748	814
Finance costs	(14 693)	(20 385)	-	-
Profit before income tax expense	308 807	268 182	159 602	133 423
Income tax expense	(52 508)	(45 129)	(23 427)	(19 368)
Profit for the year	**256 299**	**223 053**	**136 175**	**114 055**
Attributable to :				
Equity holders of the Company	144 169	126 063	-	-
Minority interest	112 130	96 990	-	-
	256 299	**223 053**	**-**	**-**
Earnings per share for profit attributable to the equity holders of the company during the year (expressed in thebe per share)				
- Basic	**108.4**	**94.8**	**-**	**-**
Dividends declared				
- first interim dividend - paid	19	18	19	18
- second interim dividend - paid	24	20	24	20
- third interim dividend - paid	36	28	36	28
- fourth and final interim dividend - declared	23	19	23	19
	102	**85**	**102**	**85**

This supplementary information is not covered by the audit opinion on pages 48 to 49

b) Balance Sheets

for the year ended 31 March 2008

	Consolidated		Company	
	2008 P'000	2007 P'000	2008 P'000	2007 P'000
ASSETS				
Non-current assets				
Property, plant and equipment	206 365	188 672	-	-
Intangible assets	92 375	93 241	-	-
Investment in subsidiaries	-	-	241 778	241 778
	298 740	281 913	241 778	241 778
Current assets				
Inventories	94 506	82 031	-	-
Trade and other receivables	87 453	76 388	-	-
Dividend receivable	-	-	36 000	30 720
Cash and cash equivalents	71 657	48 565	2 197	2 381
	253 616	206 984	38 197	33 101
Total assets	**552,356**	**488 897**	**279,975**	**274 879**
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Stated Capital	233 941	233 941	233 941	233 941
(Accumulated losses)/retained earnings	(84 723)	(93 215)	14 367	13 868
	149 218	140 726	248 308	247 809
Minority interest in equity	58 666	49 816	-	-
Total equity	207 884	190 542	248 308	247 809
LIABILITIES				
Non-current liabilities				
Deferred income tax liabilities	9 559	8 716	-	-
Borrowings	60 000	60 000	-	-
	69 559	68 716	-	-
Current liabilities				
Borrowings	130 802	70 775	-	-
Trade and other payables	101 962	105 822	137	102
Related party balances	7 168	23 924	-	179
Dividends payable	31 512	26 684	31 512	26 684
Current income tax liabilities	3 469	2 434	18	105
	274 913	229 639	31 667	27 070
Total equity and liabilities	**552,356**	**488 897**	**279,975**	**274 879**

This supplementary information is not covered by the audit opinion on pages 48 to 49

c) Statements of Changes in Equity

for the year ended 31 March 2008

GROUP	Stated capital P'000	(Accumulated loss) / Retained earnings P'000	Total P'000	Minority interest P'000	Total equity P'000
Balance at 1 April 2006	233 941	(106 215)	127 726	38 626	166 352
Profit for the year		126 063	126 063	96 990	223 053
Dividends declared during the year					
– 2006 financial year – final	–	–	–	–	–
– 2007 financial year – first Interim	–	(23 943)	(23 943)	–	(23 943)
– 2007 financial year – Second Interim	–	(26 603)	(26 603)	–	(26 603)
– 2007 financial year – Third Interim	–	(37 244)	(37 244)	–	(37 244)
– 2007 financial year – fourth & final	–	(25 273)	(25 273)	–	(25 273)
Dividends declared to minorities	–	–	–	(85 800)	(85 800)
Balance at 31 March 2007	**233 941**	**(93 215)**	**140 726**	**49 816**	**190 542**
Balance at 1 April 2007	233 941	(93 215)	140 726	49 816	190 542
Profit for the year		144 169	144 169	112 130	256 299
Dividends declared during the year					
– 2008 financial year – first interim	–	(25 273)	(25 273)	–	(25 273)
– 2008 financial year – second interim	–	(31 924)	(31 924)	–	(31 924)
– 2008 financial year – third interim	–	(47 885)	(47 885)	–	(47 885)
– 2008 financial year – fourth and final	–	(30 593)	(30 593)	–	(30 593)
Dividends declared to minorities	–	–	–	(106 800)	(106 800)
Balance at 31 March 2008	**233 941**	**(84 721)**	**149 220**	**55 146**	**204 366**
COMPANY					
Balance at 1 April 2006	233 941	12 876	246 817	–	246 817
Profit for the year		114 055	114 055	–	114 055
Dividends declared during the year					
– 2006 financial year – final	–	–	–	–	–
– 2007 financial year – first Interim	–	(23 943)	(23 943)	–	(23 943)
– 2007 financial year – Second Interim	–	(26 603)	(26 603)	–	(26 603)
– 2007 financial year – Third Interim	–	(37 244)	(37 244)	–	(37 244)
– 2007 financial year – fourth & final	–	(25 273)	(25 273)	–	(25 273)
Balance at 31 March 2007	**233 941**	**13 868**	**247 809**	**-**	**247 809**
Balance at 1 April 2007	233 941	13 868	247 809	–	247 809
Profit for the year		136 175	136 175	–	136 175
Dividends declared during the year					
– 2008 financial year – first interim	–	(25 273)	(25 273)	–	(25 273)
– 2008 financial year – second interim	–	(31 924)	(31 924)	–	(31 924)
– 2008 financial year – third interim	–	(47 885)	(47 885)	–	(47 885)
– 2008 financial year – fourth and final	–	(30 593)	(30 593)	–	(30 593)
Balance at 31 March 2008	**233 941**	**14 368**	**248 309**	**-**	**248 309**

This supplementary information is not covered by the audit opinion on pages 48 to 49

d) Cash Flow Statements

for the year ended 31 March 2008

	Consolidated		Company	
	2008 P'000	2007 P'000	2008 P'000	2007 P'000
Cash flows from operating activities				
Cash generated from/(used in) operations	304 426	303 833	(1 488)	(1 179)
Interest paid	(14 693)	(20 385)	-	-
Income tax paid	(52 508)	(60 004)	(23 517)	(19 402)
Net cash generated from/(used in)				
Net cash from operating activities	237 225	223 444	(25 005)	(20 581)
Cash flows from investing activities				
Purchases of property, plant and equipment	(41 879)	(20 797)	-	-
Purchase of Intangible Assets	-	(2 549)	-	-
Proceeds from sale of property, plant and equipment	854	488	-	-
Dividends received	-	-	154 920	128 700
Interest received	4 511	4 746	748	814
Net cash (used in)/ Generated from investing activities	(36 514)	(18 112)	155 668	129 514
Cash flows from financing activities				
Dividends paid to group shareholders	(130 847)	(145 701)	(130 847)	(145 701)
Dividends paid to minority interests	(106 800)	(85 800)	-	-
Net cash used in financing activities	(237 647)	(231 501)	(130 847)	(145 701)
Net decrease in cash and cash equivalents	**(36 936)**	**(26 169)**	**(184)**	**(36 768)**
Movement in cash and cash equivalents				
At beginning of the year	(22 210)	3 959	2 381	39 149
Net decrease during the year	(36 936)	(26 169)	(184)	(36 768)
At end of the year	**(59 146)**	**(22 210)**	**2 197**	**2 381**

This supplementary information is not covered by the audit opinion on pages 48 to 49

Shareholder's Information

for the year ended 31 March 2008

Top Fifteen Shareholders	Shares Held	% of shares
BOTSWANA DEVELOPMENT CORPORATION	34,044,315	25.59%
SABMILLER AFRICA B.V.	22,398,016	16.84%
MOTOR VEHICLE ACCIDENT FUND	9,689,288	7.28%
STANBIC NOMINEES BOTSWANA (PTY) LTD **Re:BIFM BPOPF**	8,114,834	6.10%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: IAM 030/14**	7,706,677	5.79%
STANBIC NOMINEES BOTSWANA (PTY) LTD **Re: BIFM**	5,909,518	4.44%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re:SSB 001/1**	4,949,846	3.72%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re:SSB 001/77**	4,745,300	3.57%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: FAM BPOPF**	3,000,000	2.26%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: FAM BPOPF**	2,873,976	2.16%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: AG 211/002**	2,755,030	2.07%
STANBIC NOMINEES BOTSWANA (PTY) LTD **Re: AG 13001100**	2,507,216	1.88%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: 033/1**	2,412,878	1.81%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: IAM 203/001**	1,882,578	1.42%
BARCLAYS BOTSWANA NOMINEES (PTY) LTD **Re: SIMS 212/005**	1,606,939	1.21%
Total Shares issued	**133,014,875**	

SHAREHOLDING PROFILE

Share band	No of shareholders	% of shareholders	No of shares	% of shares
0 - 1999	1635	74.90	795570	0.60
2000 - 4999	268	12.28	763,556	0.57
5000 - 9999	93	4.26	604,598	0.45
10000 - 49999	110	5.04	2,150,099	1.62
50000 - 99999	24	1.10	1,736,808	1.31
100000 - 499999	29	1.33	6,999,137	5.26
500000 and above	24	1.10	119,965,107	90.19
	2183	**100**	**133,014,875**	**100**

DIRECTOR'S SHAREHOLDING	No of shares (Direct)	No of shares Indirect
E W KOMANYANE	0	2,000
R D VAKA	0	714
J N KAMYUKA	0	0
M M NTHEBOLAN	0	500
T KOBEDI	0	0
R GOETZSCHE	0	0

SHAREHOLDER ANALYSIS

	%
Insurance Companies	15.58
Pension and Provident Funds	33.36
Financial Institutions	45.72
General Public	5.34
	100

Shareholder's Diary

for the year ended 31 March 2008

Notice is hereby given that the Annual General Meeting of members will be held on Thursday 28th August 2008 at 11h00 at the CSD Boardroom, Kgalagadi Breweries, Coke Plant, to transact the following business;

1. Approve and sign minutes of the 2007 Annual General Meeting
2. Receive and adopt the annual financial statements for the year ended 31st March 2008
3. Approve the dividends declared by the directors on:
   - 17 August 2007: First interim dividend of 19 thebe per share
   - 28 September 2007: Second interim dividend of 24 thebe per share
   - 4 March 2008: Third interim dividend of 36 thebe per share
   - 28 March 2008: Fourth and Final dividend of 23 thebe per share
4. Re-appoint the existing directors
5. Approve the Directors' remuneration
6. Re-appoint PricewaterhouseCoopers as external auditors and authorise the Directors to fix their remuneration for the year ended 31 March 2008
7. Transact any other business that may be transacted at the Annual General meeting.

Any member entitled to attend and vote, if unable to attend for any reason, is entitled to appoint a proxy or proxies to attend, speak, and on a poll, vote in his/her stead, and such proxy need not also be a member of the company.

Proxy forms should be forwarded to reach the Registered Office of the Company, or the office of the Transfer Secretaries, at least 48 hours before the time fixed for holding the meeting.

By order of the Board

Patricia Ntshole
Company Secretary

SHAREHOLDERS' DIARY

Financial Year-end	31st March 2008
Annual General Meeting	28th August 2008

Reports:

Interim announcement	- November
Year End	- May
Annual Financial Statements	- July

Dividends:

	Declaration	Payment
First interim	August	September
Second interim	September	December
Third interim	March	March
Fourth interim	March	June

Proxy Form

for the year ended 31 March 2008

The Transfer Secretary
DPS Consulting Services (Pty) Ltd
Plot 50371
Fairground Office Park
PO Box 294, Gaborone

SECHABA BREWERY HOLDINGS LIMITED

Please complete in block letters:

I / We*

....

of ....

being a member of Sechaba Brewery Holdings Limited, hereby appoint:

....or failing him/her

....or failing him/her

....or failing him/her

the Chairman of the meeting as my/our* proxy to vote for me/us* on my/our* behalf at the annual general meeting of the company, to be held at Kgalagadi Breweries, Coke Plant, in the CSD Boardroom, on Thursday 28th August, 2008, at 11:00.

Signed: ....on this the .... day of ....2008.

Note:

1. Each member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to act in the alternative, to attend and vote and speak in his/her stead. A proxy need not be a member of the company.

2. Any alteration or correction made on this form of proxy (including the deletion of alternatives) must be initialled by the signatory/signatories.

3. This form of proxy should be signed and returned so as to reach the Registered Office of the company, Plot 20768 Kubu Road, Broadhurst Industrial Estate, PO Box 631, Gaborone, not later than 48 hours before the time fixed for the holding of the meeting.

CHANGE OF ADDRESS

The attention of shareholders is drawn to the necessity of keeping the share register advised of any change in name and/or permanent address.

Please complete in block letters:

Shareholders' name in full:..

New address: ....

....

....

Shareholder's signature:...

Date: ....