



**YORK
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YORK TIMBER HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1916/004890/06)
("York" or "the Company")
ISIN Code: ZAE000133450 Share Code: YRK

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of shareholders of the Company will be held on 6 February 2012 at 10:00 at Metier Investment & Advisory Services, 2nd Floor, 5 Commerce Square, 39 Rivonia Road, Sandhurst, Johannesburg to deal with such business as may lawfully be dealt with at the meeting and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act, as amended, as read with the Listings Requirements of the JSE Limited ("JSE Listings Requirements").

The record date on which members must be recorded as such in the register maintained by the transfer secretaries of the Company for the purpose of being entitled to attend and vote at the annual general meeting is 27 January 2012.

Meeting participants (including shareholders and proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licences and passports.

1. Ordinary resolution number 1

Annual financial statements for the year ended 30 June 2011.

"Resolved that the annual financial statements of the Company and its subsidiaries, which includes the directors' report and audit committee report for the year ended 30 June 2011 be and are hereby adopted. "

The consolidated audited annual financial statements of the Company (as approved by the board of directors of the Company), incorporating the external auditor, audit committee and directors' reports for the year ended 30 June 2011, have been distributed as required and will be presented.

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

The complete annual financial statements are set out on pages 45 - 107 of the integrated annual report posted to shareholders on 28 September 2011, and available on www.york.co.za. For your convenience the Abridged Condensed Financial statements can be found in this document from page 11.

2. Ordinary resolution number 2

2.1 Re-election of directors

"Resolved that shareholders re-elect, the following director retiring, in terms of article 13.2 of the Company's Memorandum of Incorporation ("MOI"), and who, being eligible, has offered himself for re-election:

2.1.1 Dr Azar Jammie"

2.2 Re-election of directors who retire by rotation

"Resolved that shareholders re-elect by way of series of votes, the following directors who retire by rotation in terms of article 15.1 of the Company's MOI, and who, being eligible, have offered themselves for re-election:

2.2.1 James Patrick Myers

2.2.2 Paul Christopher Botha"

Brief biographies in respect of each director offering himself for re-election are contained on pages 4 - 5 of the integrated annual report.

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

3. Ordinary resolution number 3

Re-appointment of external auditor

"Resolved that shareholders authorise the Board to re-appoint KPMG Incorporated, Suite 501, The Pinnacle, 1 Parkin Street, Nelspruit, South Africa as the independent external auditors and Heinrich Mans as the individual designated auditor of the



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Company for the ensuing year and to determine the remuneration of the auditors.”

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

4. Ordinary resolution number 4

Election of audit members

“Resolved that shareholders elect, each by way of a separate vote, the following independent, non-executive directors, as members of the York audit committee, with effect from the end of this annual general meeting until the conclusion of the next annual general meeting of the Company:

4.1 Gavin Robert Tipper

4.2 Paul Christopher Botha

4.3 Dr Azar Jammie

Brief biographies of these directors offering themselves for election as members of the York audit committee are enclosed in the report on pages 4 - 5 of the integrated annual report.

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

5. Ordinary resolution number 5

Endorsement of York remuneration policy

“Resolved that shareholders endorse, by way of a non-binding advisory vote, the Company's remuneration policy (excluding the remuneration of the non-executive directors and the members of board committees for their services as directors and members of committees), as set out in the integrated annual report on pages 30 - 32”

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

6. Ordinary resolution number 6

General authority to directors to allot and issue authorised but unissued ordinary shares

“Resolved that the authorised but unissued shares in the capital of the Company be and are hereby placed under the control and authority of the directors of the Company and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the Company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act, the MOI of the Company and the JSE Listings Requirements, when applicable, such authority to remain in force until the next annual general meeting.”

The percentage of voting rights that will be required for this resolution to be adopted is more than 50% of the votes exercised on the resolution.

7. Ordinary resolution number 7

General authority to issue shares for cash

In terms of the JSE Listings Requirements, the approval of 75% majority of the votes cast by shareholders present or represented by proxy at this annual general meeting will be required for this authority to become effective.

“Resolved that subject to the general authority proposed in terms of ordinary resolution number 6 above and the JSE Listings Requirements, the directors be and are hereby granted a general authority to issue all or any of the authorised but unissued

shares in the capital of the Company, for cash, as and when they in their discretion deem fit, subject to the Companies Act, the MOI of the Company, the JSE Listings Requirements, when applicable, and the following limitations, namely that:

- the equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will only be made to “public shareholders” as defined in the JSE Listings Requirements and not related parties, unless the JSE otherwise agrees;
- the number of shares issued for cash shall not in the aggregate in any one financial year exceed 15% (fifteen percent) of the Company's issued share capital of ordinary shares. The number of ordinary shares which may be issued shall be based on the number of ordinary shares in issue, added to those that may be issued in future (arising from the conversion of options/convertibles) at the date of such application, less any ordinary shares issued, or to be issued in future arising from options/convertible ordinary shares issued during the current financial year, plus any ordinary shares to be issued pursuant to a rights issue which has been announced, is irrevocable and fully underwritten, or an acquisition which has had final terms announced;
- this authority be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- a paid press announcement giving full details, including the impact on the net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within 1 (one) financial year, 5% (five percent) or more of the number of shares in issue prior to the issue; and
- in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed by the directors of the Company.”

8. Ordinary resolution number 8

Authority to sign all required documents

“Resolved that, subject to the passing of the ordinary and special resolutions at the Meeting, any director of the Company or the Company Secretary shall be and is hereby authorised to sign all documents and perform all acts which may be required to give effect to such ordinary and special resolutions.”

9. Special resolution number 1

General authority to acquire (repurchase) shares

“Resolved that the Company and its subsidiaries be and are hereby authorised by way of a general authority, to acquire from time to time any or all of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI of the Company, the Listings Requirements and the provisions of the Companies Act, when applicable and provided:

That the Company and/or any subsidiary of the Company is hereby authorised, by way of a general authority, from time to time, to acquire ordinary shares in the share capital of the Company, provided that:

- Any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement with the counterparty;
- This general authority shall be valid until the earlier of the Company's next annual general meeting or the variation or revocation of such general authority by special resolution at any subsequent general meeting of the Company, provided that it shall not extend beyond 15 months from the date of passing of this special resolution number 1;
- An announcement will be published as soon as the Company or any of its subsidiaries have acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue and for each 3% in aggregate of the initial number acquired thereafter, in compliance with paragraph 11.27 of the JSE Listings Requirements;

- Acquisitions of shares in aggregate in any one financial year may not exceed 20% of the Company's ordinary issued share capital, as the case may be, as at the date of passing of this special resolution number 1;
- Ordinary shares may not be acquired at a price greater than 10% above the weighted average of the market value at which such ordinary shares for the five business days immediately preceding the date the transaction is effected. The JSE should be consulted for a ruling if the Company's securities have not traded in such five business day period;
- The board of directors authorises the acquisition, the Company passes the solvency and liquidity test and that from the time that the test is done, there are no material changes to the financial position of the Company;
- The Company has been given authority by its MOI;
- At any point in time, the Company and/or its subsidiaries may only appoint one agent to effect any such acquisition;
- The Company and/or its subsidiaries undertaking that they will not enter the market to so acquire the Company's shares until the Company's sponsor has provided written confirmation to the JSE regarding the adequacy of the Company's working capital in accordance with Schedule 25 of the JSE Listings Requirements;
- A resolution has been passed by the board of directors confirming that the board has authorised the general repurchase, that the Company passed the solvency and liquidity test and that since the test was done, there have been no material changes to the financial position of the group; and
- The Company and/or its subsidiaries do not acquire any shares during a prohibited period, as defined in the JSE Listings Requirements unless a repurchase programme is in place, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed in an announcement over the Securities Exchange News Service ("SENS") prior to the commencement of the prohibited period."

Although no such repurchases are currently in contemplation, the directors undertake that they will not effect a general repurchase of shares as contemplated above unless the following can be met:

- the Company and the group would in the ordinary course of their business be able to pay their debts;
- the consolidated assets of the Company and the group would exceed the consolidated liabilities of the Company and the group respectively, such assets and liabilities being fairly valued and recognised and measured in accordance with the accounting policies used in the financial statements contained in the integrated annual report;
- the issued capital and reserves of the Company and the group would be adequate for the purposes of the Company and the group's business; and
- the Company and the group's working capital would be sufficient for their requirements.

The JSE Listings Requirements require, in terms of section 11.26, the following disclosures, which appear in the integrated annual report:

- Directors and management - page 27 of the integrated annual report.
- Major shareholders - page 51 of the integrated annual report.
- Directors' interests in securities - page 33 of the integrated annual report.
- Share capital of the Company - page 50 of the integrated annual report.

Litigation statement

In terms of paragraph 11.26 of the JSE Listings Requirements, the directors, whose names appear on pages 49 - 50 of the integrated annual report, are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or had in the recent past, being at least the previous 12 months, a material effect on the York group's financial position.

Directors' responsibility statement

The directors, whose names appear on pages 49 - 50 of the integrated annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements false or misleading, and that

all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the financial or trading position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of the notice of annual general meeting.

The directors have no specific intention, at present, for the Company or its subsidiaries to acquire any of the Company's shares but consider that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of the Company and its shareholders.

The directors are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any of its subsidiaries to be in a position to acquire the shares issued by the Company through the order book of the JSE, should the market conditions, tax dispensation and price justify such an action.

The percentage of voting rights that will be required for this resolution to be adopted is more than 75% of the votes exercised on the resolution.

Reason and effect of special resolution number 1

The reason and effect for special resolution number 1 is to grant the Company and/or its subsidiaries general approval to acquire the company's issued shares on such terms, conditions and such amounts determined from time to time by the directors of the Company by the limitations set out above.

Pursuant to and in terms of the JSE Listings Requirements, the directors of the Company hereby state:

- The directors of the Company have no specific intention to effect the provisions of special resolution number 1 but will; however, continually review this position having regard to prevailing circumstances.
- The intention of the Company and/or its subsidiaries is to utilise the general authority to repurchase; if at some future date the cash resources of the Company are in excess of its requirements.
- The method by which the Company and any of its subsidiaries intends to repurchase its securities and the date on which such repurchase will take place, has not yet been determined.

10. Special resolution number 2: Remuneration of non-executive directors

"Resolved that the Board and committee fees for non-executive directors for the financial year ending 30 June 2012, as set out in the note below, be and are hereby authorised, in accordance with section 66 (8) - (9) of the Companies Act and that the Company may continue to pay directors' fees at the annual rates specified in the note below, for the period from 30 June 2011 until the Company's 2012 annual general meeting."

NAME OF DIRECTOR	ANNUAL FEE (PAID MONTHLY IN ARREARS)
James Patrick Myers	R 678,000
Gavin Robert Tipper	R 193,000
Dr Azar Jammine	R 96,000
Paul Christopher Botha*	R 229,000
Shakeel Ahmed Unus Meer*	R 157,000

* Directors' fees paid to the non-executive directors will be paid to the companies represented by them.

The percentage of voting rights that will be required for this resolution to be adopted is more than 75% of the votes exercised on the resolution.

Reason and effect of special resolution number 2

The Companies Act requires shareholder approval of directors' fees prior to payment of such fees.

11. Special resolution number 3

Financial assistance in terms of section 44 and 45 of the Companies Act

"Resolved that the board of directors of the Company be and is hereby authorised subject to section 44 and 45 of the Companies Act, the Company's MOI and the JSE Listing Requirements, authorise the Company to provide direct or indirect financial assistance to a director or prescribed officer of the Company or of a related or interrelated Company, to a related or interrelated Company or corporation, or to a member of a related or interrelated corporation, or to a person related to any such Company, corporation, director, prescribed officer or member, provided that no such financial assistance may be provided at any time in terms of this authority after the expiry of two years from the date of the adoption of this special resolution number 3."

The percentage of voting rights that will be required for this resolution to be adopted is more than 75% of the votes exercised on the resolution.

Reason for and Effect of Special Resolution number 3

The reason for, and effect of, the special resolution referred to above, is to permit the Company to provide direct or indirect financial assistance to the entities referred to above.

Voting instructions

In terms of the Companies Act, any member entitled to attend and vote at the above meeting may appoint one or more persons as proxy, to attend and speak and vote in his stead. A proxy need not be a member of the Company. Forms of proxy must be deposited at the office of the transfer secretaries not later than 48 hours before the time fixed for the meeting (excluding Saturdays, Sundays and public holidays).

If your York shares have been dematerialised and are held in a nominee account, then your Central Securities Depository Participant ("CSDP") or broker, as the case may be, should contact you to ascertain how you wish to cast your vote at the annual general meeting and thereafter cast your vote in accordance with your instructions.

If you have not been contacted it would be advisable for you to contact your CSDP or broker, as the case may be, and furnish them with your instructions. If your CSDP or broker, as the case may be, does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or if the mandate is silent in this regard to abstain from voting.

Dematerialised shareholders whose shares are held in a nominee account must not complete the attached form of proxy. Unless you advise your CSDP or broker timeously in terms of the agreement between yourself and your CSDP or broker by the cut-off time advised by them that you wish to attend the annual general meeting or send a proxy to represent you at the annual general meeting, your CSDP or broker will assume you do not wish to attend the annual general meeting or send a proxy. If you wish to attend the annual general meeting, your CSDP or broker will issue the necessary letter of representation to you to attend the annual general meeting.

Shareholders who have dematerialised their shares through a CSDP or broker, other than "own name" registered dematerialised shareholders, who wish to attend the annual general meeting, must request their CSDP or broker to issue them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement/mandate entered into between them and the CSDP or broker.

Shareholder rights

It is requested that forms of proxy should be forwarded to reach the company's transfer secretaries at the address given below by no later than 10:00 on 2 February 2012.

Electronic Participation

Shareholders or their proxies may participate in the meeting by way of telephone conference call and, if they wish to do so:

- Must contact the Company Secretary (by email at the address melinda@fusioncorp.co.za) by no later than 2 February 2012, in order to obtain a pin number and dial-in details for that conference call;
- Will be required to provide reasonably satisfactory identification; and
- Will be billed separately by their own telephone service providers for their telephone call to participate in the meeting.



James Patrick Meyers
Chairman of the Board

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING AND PROPOSED RESOLUTIONS

1. Annual financial statements

The ordinary business to be considered at the annual general meeting of the Company is more fully governed in terms of the memorandum of incorporation of the Company. In short, the ordinary business at an annual general meeting is to receive and consider the annual financial statements, to declare or sanction dividends (where applicable), to elect directors, auditors and other officers in the place of those retiring by rotation or otherwise and to elect the audit committee. No special business shall be transacted at an annual general meeting unless due notice thereof has been given.

2. Re-election and rotation of directors

In accordance with section 54 of the Company's MOI, the directors shall have power at any time and from time to time to appoint any person as a director, either to fill a casual vacancy or as an addition to the board, but so that the total number of the directors shall not at any time exceed the maximum number. Any person appointed to fill a casual vacancy or as an addition to the board, shall retain office only until the next following annual general meeting of the company and shall then retire and be eligible for re-election. The Board recommend that shareholders re-elect **Dr Azar Jammie** in accordance with the MOI and section 68(2) of the Companies Act, No 71 of 2008 ("the Companies Act").

The rotation of directors is more fully governed in terms of article 54 of the MOI of the Company, which requires one third of the directors to retire from office at the annual general meeting. The retiring directors at each annual general meeting shall be those who have been longest in office since their last election or appointment. If at the date of the annual general meeting any director will have held office for a period of three years since his last election or appointment he shall retire at such meeting either as one of the directors to retire in pursuance of the foregoing or additionally thereto. A retiring director shall act as a director throughout the meeting at which he retires. The retiring directors shall be eligible for re-election. **Mr. James Patrick Myers** and **Mr Paul Christopher Botha** offer themselves for re-election.

3. Re-appointment of external auditor

The Audit Committee considered and assessed the independence of the external auditor, KPMG Incorporated, Suite 501, The Pinnacle, 1 Parkin Street, Nelspruit, South Africa, in accordance with section 90 of the Companies Act. The Audit Committee were satisfied with KPMG's (Nelspruit) independence. Furthermore, the York audit committee has, in terms of paragraph 3.86 of the JSE Listings Requirements, considered and satisfied itself that Heinrich Mans, the reporting accountant and individual auditor, is accredited to appear on the JSE List of Accredited Auditors, in compliance with section 22 of the JSE Listings Requirements. The audit committee nominated the reappointment of KPMG (Nelspruit) as registered auditor for the 2011/2012 financial year, with Heinrich Mans as the individual designated auditor of the Company for the ensuing year. The Board has accepted the recommendation of the Audit committee subject to shareholder approval as required in terms of section 90(1) of the Companies Act.

The auditors will remain the appointed auditors until the conclusion of the next annual general meeting of the Company. The remuneration of the auditors shall be fixed by agreement with the Company.

4. Election of audit committee members

In terms of section 94(2) of the Companies Act, the Company must elect an audit committee comprising at least three members. The audit committee is no longer a committee of the board, but a committee elected by the shareholders at each annual general meeting. The proposed members of the audit committee have experience in audit, accounting, economics, human resources, commerce and general industry, among others.

The Board confirm that **Mr. Gavin Robert Tipper**, **Mr. Paul Christopher Botha** and **Dr. Azar Jammie** are independent non executive directors as contemplated in King III Code of Governance Principles for South Africa and the JSE Listings Requirements. Each member of the audit committee of the Company is a suitably qualified and skilled director of the Company. The members of the committee are not involved in the day-to-day management of the business or have not been so involved at any time of the previous financial year. None of the members are a prescribed officer or full-time employee of the Company or another related or inter-related company, or have been such an officer or employee at any time during the previous three financial years. None of the members were a material supplier or customer of the Company.

5. Endorsement of York's remuneration policy

The endorsement of York's remuneration policy is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing arrangements. However, the board will take the outcome of the vote into consideration when considering the Company's remuneration policy in the remuneration of executive directors.

6. General authority to directors to allot and issue authorised but unissued ordinary shares

In terms of the company's MOI, the Board might with the prior approval of the company in a general meeting, subject to the requirements and the approval of the Listings Division of the JSE (where necessary) issue authorised but unissued shares in the company to such person or person on such terms and conditions and with such rights or restrictions attached thereto as the directors may determine.

The existing general authority granted by the shareholders at the previous annual general meeting, held 16 November 2010, will expire at the annual general meeting to be held on 6 February 2012, unless renewed. The authority will be subject to the Companies Act and the JSE Listings Requirements. The aggregate number of ordinary shares able to be allotted and issued in terms of this authority are limited as set out in the respective resolutions.

The directors request shareholder approval for the renewal of this authority as it would be advantageous for the business to make use of the authority if opportunities arise.

7. General authorisation to issue shares for cash

This enables the directors to issue shares for cash.

8. Authority to sign all required documents

This requests authority to be given to a director or the Company Secretary to sign such documents and execute such actions as will be required to register and give effect to the resolutions passed.

9. General authority to acquire (repurchase) shares

This is to grant the Company and its subsidiaries a general authority to facilitate the acquisition by the Company and/or its subsidiaries of the Company's own shares, which general authority shall be valid until the earlier of the next annual general meeting of the Company, provided that this general authority shall not extend beyond 15 months from the date of the passing of this special resolution number 1.

10. Remuneration of non-executive directors

In terms of section 66(8) - (9) of the Companies Act, remuneration may only be paid to directors, for their service as directors, in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of a company's MOI.

11. Financial assistance in terms of section 44 and 45 of the Companies Act

This general authority would greatly assist the Company *inter alia* with making inter-company loans to subsidiaries as well as granting letters of support and guarantees in appropriate circumstances. The existence of a general shareholder authority would avoid the need to refer each instance to members for approval which might impede the negotiations and add time and expense. If approved, this general authority will expire at the end of two years.

This general authority also authorises financial assistance to any of the Company's directors, or prescribed officers or to any other person who is a beneficiary of the share incentive scheme in order to facilitate their participation.

The Board must when considering such assistance either for the specific recipient, or generally for a category ensure that:

- The Company will satisfy the solvency and liquidity test immediately after providing the financial assistance; and
- The terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.





York Timber Holdings Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1916/004890/06)

Share code: YRK

ISIN: ZAE000133450

("York", "the Company" or "the Group")

ABRIDGED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

These results do not include all the information required for full annual financial statements. The full annual financial statements for the year ended 30 June 2011 was distributed to all shareholders on 28 September 2011 and is available on the Company's website: www.york.co.za. A hard copy of the full annual financial statements is also available at the Company's registered office.

The full annual financial statements have been audited by the Company's auditor, KPMG Inc. In their audit report, dated 20 September 2011, KPMG Inc. stated that their audit was conducted in accordance with International Standards on Auditing and have expressed an unmodified conclusion on the financial statements. A copy of the audit report is available for inspection at the Company's registered office.

The individual responsible for the preparation of the financial statements is Duncan James Erskine, the Chief Financial Officer and a qualified Chartered Accountant (South Africa).

COMPANY INFORMATION

- Executive directors: Piet van Zyl (CEO) and Duncan Erskine (CFO)
- Non-executive directors: James Myers* (Chairman, USA), Paul Botha, Dr Azar Jammine*, Shakeel Meer, Gavin Tipper* (* independent)
- Registered office: York Corporate Office, 3 Main Street, Sabie, 1260
- Postal address: PO Box 1191, Sabie, 1260
- Company secretary: Fusion Corporate Secretarial Services (Pty) Ltd
- Transfer secretaries: Computershare Investor Services (Pty) Ltd
- Sponsor: One Capital (Pty) Ltd
- Auditors: KPMG Inc.

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ABRIDGED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	2011 R'000	2010 R'000
ASSETS		
NON-CURRENT ASSETS		
Biological assets (note 4)	1 616 363	1 562 936
Investment property	24 940	24 740
Property, plant and equipment	404 665	420 184
Goodwill	565 442	565 442
Intangible assets	3 275	2 691
Other financial assets	1 004	1 345
TOTAL NON-CURRENT ASSETS	2 615 689	2 577 338
CURRENT ASSETS		
Biological assets (note 4)	320 035	358 738
Instalment sale receivables	-	606
Inventories	148 807	138 040
Trade and other receivables	124 595	104 334
Cash and cash equivalents	103 484	84 493
Current tax receivable	3 524	3 503
TOTAL CURRENT ASSETS	700 445	689 714
TOTAL ASSETS	3 316 134	3 267 052
EQUITY AND LIABILITIES		
EQUITY		
Share capital (note 5)	16 562	16 562
Share premium	1 505 352	1 505 352
Reserves	(5 826)	(26 236)
Retained income	510 180	471 863
TOTAL EQUITY	2 026 268	1 967 541
LIABILITIES		
NON-CURRENT LIABILITIES		
Cash settled share based payments	6 497	2 104
Deferred tax	432 451	409 510
Loans and borrowings	539 657	626 479
Provisions	54 643	55 496
Retirement benefit obligation	21 454	22 463
TOTAL NON-CURRENT LIABILITIES	1 054 702	1 116 052
CURRENT LIABILITIES		
Loans and borrowings	74 568	55 491
Current tax payable	369	369
Provisions	285	285
Trade and other payables	159 942	127 314
TOTAL CURRENT LIABILITIES	235 164	183 459
TOTAL LIABILITIES	1 289 866	1 299 511
TOTAL EQUITY AND LIABILITIES	3 316 134	3 267 052



ABRIDGED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	2011 R'000	2010 R'000
Revenue	959 143	909 361
Cost of sales	(538 231)	(559 244)
Gross profit	420 912	350 117
Other operating income	5 802	19 962
Selling, general and administration expenses	(264 817)	(300 815)
Operating profit before separately disclosed items	161 897	69 264
Insurance proceeds	-	8 519
Impairment of operating assets	-	(42 598)
Operating profit	161 897	35 185
Restructuring costs	-	(333)
Loss on non-current assets held for sale	(13 362)	-
Fair value adjustments	14 924	200 269
Profit before finance costs	163 459	235 121
Investment income	2 217	2 810
Finance costs excl. hedge interest expense	(78 866)	(107 978)
Hedge interest expense paid	(21 504)	(16 791)
Hedge interest expense (ineffective portion)	(11 992)	(23 015)
Hedge interest expense (due to early settlement)	-	(29 577)
Profit before taxation	53 314	60 570
Taxation	(14 997)	4 056
Profit for the year	38 317	64 626
<i>Other comprehensive income/(loss):</i>		
Available-for-sale financial assets adjustments	(341)	716
Effects of cash flow hedges	28 756	52 499
Taxation related to components of other comprehensive income	(8 005)	10 273
Other comprehensive income for the period, net of taxation (subtotal)	20 410	63 488
TOTAL COMPREHENSIVE INCOME	58 727	128 114
Basic and diluted earnings per share (cents) (note 6)	12	30
Basic and diluted headline earnings per share (cents) (note 7)	16	40

ABRIDGED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital R'000	Share premium R'000	Hedging Reserve R'000	Fair value adjustment assets- available-for- sale reserve R'000	Share based payment reserve R'000	Retained income R'000	TOTAL EQUITY R'000
BALANCE AT 1 JULY 2009	3 919	1 026 888	(89 545)	(179)	1 286	407 237	1 349 606
Profit for the year	-	-	-	-	-	64 626	64 626
<i>Other comprehensive income</i>							
Change in fair value of cash flow hedge, net of tax	-	-	62 872	-	-	-	62 872
Change in fair value of available- for-sale financial assets, net of tax	-	-	-	616	-	-	616
<i>Total other comprehensive income</i>	-	-	<i>62 872</i>	<i>616</i>	-	-	<i>63 488</i>
Total comprehensive income for the year	-	-	62 872	616	-	64 626	128 114
Transactions with owners recorded directly in equity							
Contributions by and distributions to owners							
Issue of shares through rights issue	12 500	487 500	-	-	-	-	500 000
Share issue costs written off against share premium	-	(12 844)	-	-	-	-	(12 844)
Increase in share based payment reserve	-	-	-	-	9 160	-	9 160
Reversal of share premium due to disposal of treasury shares	-	(24 266)	-	-	-	-	(24 266)
Conversion of preference shares in to ordinary shares	143	28 074	-	-	(10 446)	-	17 771
Total transactions with owners	12 643	478 464	62 872	616	(1 286)	64 626	489 821
BALANCE AT 30 JUNE 2010	16 562	1 505 352	(26 673)	437	-	471 863	1 967 541
Profit for the year	-	-	-	-	-	38 317	38 317
<i>Other comprehensive income</i>							
Change in fair value of cash flow hedge, net of tax	-	-	20 704	-	-	-	20 704
Change in fair value of available-for- sale financial assets, net of tax	-	-	-	(294)	-	-	(294)
<i>Total other comprehensive income</i>	-	-	<i>20 704</i>	<i>(294)</i>	-	-	<i>20 410</i>
Total comprehensive income for the year and total transactions with owners	-	-	20 704	(294)	-	38 317	58 727
BALANCE AT 30 JUNE 2011	16 562	1 505 352	(5 969)	143	-	510 180	2 026 268

ABRIDGED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	2011 R'000	2010 R'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipts from customers	1 166 643	1 050 337
Cash paid to suppliers and employees	(979 404)	(948 469)
Cash generated from operations	187 239	101 868
Investment income	2 217	2 111
Finance costs	(91 750)	(129 665)
Tax (paid)/received	(82)	1 594
NET CASH FLOWS FROM OPERATING ACTIVITIES	97 624	(24 092)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(18 887)	(17 095)
Proceeds from disposal of property, plant and equipment	601	933
Purchase of intangible assets	(1 352)	(457)
Withdrawal from self-insurance fund	-	3 282
NET CASH FLOWS FROM INVESTING ACTIVITIES	(19 638)	(13 337)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds on share issue	-	12 643
Increase in share premium	-	491 308
Share issue cost deducted from share premium	-	(12 844)
Loans and borrowings paid	(59 601)	(494 855)
Instalment sale receivables receipts	606	1 248
NET CASH FLOWS FROM FINANCING ACTIVITIES	(58 995)	(2 500)
TOTAL CASH MOVEMENT FOR THE YEAR		
Cash at the beginning of the year	84 493	124 422
CASH AT THE END OF THE YEAR	103 484	84 493

NOTES TO THE ABRIDGED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

These abridged condensed consolidated annual financial statements have been prepared in accordance with the Listings Requirements of the JSE Limited and the Companies Act of South Africa, 2008 (as amended) and the Companies Regulations, 2011. The Group has applied the recognition and measurement requirements of the International Financial Reporting Standards (IFRS) and the AC 500 standards as issued by the Accounting Practices Board (APB) and the presentation and disclosure requirements of International Accounting Standard (IAS) 34 *Interim Financial Reporting*.

There has been no material changes in judgements or estimates of amounts reported in prior reporting periods.

The Group financial results are presented in Rand, which is the Company's functional currency. All financial information presented has been rounded to the nearest thousand.

The significant accounting policies and methods of computation are consistent in all material respects with those applied in the previous period, except as detailed below. The significant accounting policies are available for inspection at the Group's registered office.

An amendment to IAS 12 *Deferred tax* introduced an exception to the general measurement requirements of IAS 12 in respect of investment properties measured at fair value. The Group previously determined the deferred taxation arising from investment property to be recovered through use and not through sale. The amendment was applied prospectively as the financial impact thereof was immaterial.

Full details of changes in accounting policies, none of which had a material effect on the results or financial position, are disclosed in the Group's annual report for the year ended 30 June 2011.

2. ADDITIONAL DISCLOSURE ITEMS

	2011 R'000	2010 R'000
Authorised capital commitments:		
- Contracted, but not provided	2 651	2 900
- Not contracted	5 459	5 894
Depreciation of property, plant & equipment	32 305	25 931
Amortisation of intangible assets	768	750
Impairment/(reversal of impairment) of property, plant & equipment	90	[3 184]
Impairment of trade receivables	99	872
Provision for restructuring costs	-	333

- The Group did not have any litigation settlements during the reporting period.
- The Group participates in a pooled banking facility granted by First Rand Bank Limited. As such, the Group has provided an unlimited suretyship in favour of First Rand Bank Limited in respect of its obligations to the bank. The Group did not have any other contingent liabilities at year end.
- The Group did not have any covenant defaults or breaches of its loan agreements at the reporting date.
- No events occurred between the reporting date and the release of the final results which required adjustment of or disclosure in these results.

3. OPERATING SEGMENTS

The Group has two reportable segments which are the Group's strategic divisions. The Group operates in one geographic segment, namely countries within the Southern Africa Development Community (SADC).

The segment analysis is as follows:

	Timber products		Forestry		Total	
	2011 R'000	2010 R'000	2011 R'000	2010 R'000	2011 R'000	2010 R'000
Revenue: external sales	897 556	872 741	60 897	34 747	958 453	907 488
Revenue: inter-segment sales	-	55 683	429 894	375 104	429 894	430 787
Total revenue	897 556	928 424	490 791	409 851	1 388 347	1 338 275
Depreciation & amortisation	(27 818)	(22 307)	(5 255)	(4 374)	(33 073)	(26 681)
Reportable segment profit*	30 086	1 550	165 103	103 255	195 189	104 805
Capital expenditure	10 236	10 364	7 440	5 360	17 676	15 724

* being earnings before interest, taxation, depreciation & amortisation (EBITDA)

Reconciliation of reportable segment profit	2011 R'000	2010 R'000
Total EBITDA for reportable segments	195 189	104 805
Depreciation, amortisation and impairments	(33 163)	(66 093)
Unallocated amounts: corporate office	(129)	(3 527)
Operating profit	161 897	35 185

4. BIOLOGICAL ASSETS

Reconciliation of biological assets	2011 R'000	2010 R'000
Opening balance	1 921 674	1 738 371
Fair value adjustment:		
- Increase due to growth and enumerations	312 530	326 846
- Decrease due to harvesting	(358 167)	(308 633)
- Adjustment to standing timber values to reflect fair value less cost to sell at year end	60 361	165 090
Closing balance	1 936 398	1 921 674
Classified as non-current assets	1 616 363	1 562 936
Classified as current assets *	320 035	358 738

* Being the biological assets to be harvested and sold in the 12 months after year end.

Key assumptions used:	2011	2010
Risk free rate (R157 bond)	7.5%	8.0%
Cost of equity	13.0%	13.0%
Pre-tax cost of debt	10.0%	10.0%
Target debt: equity ratio	30:70	30:70
After-tax weighted average cost of capital	11.3%	11.3%

NOTES TO THE ABRIDGED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

4. BIOLOGICAL ASSETS CONTINUED

The other key assumptions have been updated as follows:

- **Volumes:** Forecast volumes were updated at the reporting date using a merchandising model.
- **Log prices:** The price per cubic metre is based on current and future expected market prices per log class. It was assumed that prices will increase marginally over the short term and at 6% * (2010: 6%) over the long term.
- **Operating costs:** The costs are based on the unit costs of the forest management activities required to enable the trees to reach the age of felling. The costs include the current and future expected costs of harvesting, maintenance and risk management, as well as an appropriate amount of fixed overhead costs. The costs exclude the costs necessary to get the asset to the market. A long term inflation rate of 5.5% * (2010: 6%) was used.

(The Group believes that as a result of the anticipated shortage in local log supply and forecast long term demand, long term revenue inflation will be greater than cost inflation.)*

5. SHARE CAPITAL

	2011 '000	2010 '000
Reconciliation of the number of shares issued		
Opening balance	331 241	78 370
Issue of shares through rights offer	-	250 000
Conversion of preference shares into ordinary shares	-	2 871
Closing balance	331 241	331 241

6. EARNINGS PER SHARE

The calculation of basic earnings per share is based on:

	2011 R'000	2010 R'000
Basis earnings attributable to ordinary shareholders	38 317	64 626
Reconciliation of weighted average number of ordinary shares	'000	'000
Issued number of shares	331 241	78 370
Effect of shares issued in December 2009	-	138 356
Effect of conversion of preference shares	-	55
Weighted average number of ordinary shares	331 241	216 781
Earnings per share (cents)	12	30

There were no instruments that had a dilutive effect.

7. HEADLINE EARNINGS PER SHARE

The calculation of headline earnings per share is based on:

	2011 R'000	2010 R'000
Reconciliation of basic earnings to headline earnings		
Basic earnings attributable to ordinary shareholders	38 317	64 626
Profit on sale of assets and liabilities (net of tax)	(217)	(7 872)
Loss on non-current assets held for sale	13 362	-
Fair value adjustment on investment property (net of tax)	(172)	(12 216)
Impairment of plant, equipment and vehicles (net of tax)	65	(2 292)
Impairment of goodwill	-	44 910
Headline earnings for the year	51 355	87 156
Weighted average number of ordinary shares ('000)	331 241	216 781
Headline earnings per share (cents)	16	40

8. RELATED PARTIES

The Group's related parties are its subsidiaries and key management including directors. No change in control occurred in the Company's subsidiaries from the prior period. No businesses were acquired or disposed during the year. The compensation paid to the Group's key management is disclosed in the Group's annual report for the year ended 30 June 2011.

9. COMPARATIVE FIGURES

The Group previously disclosed other financial liabilities, finance lease obligations and instalment sale liabilities separately on the face of the statement of financial position. During the current reporting period these categories were consolidated and presented as loans and borrowings. The effects of the reclassification of line items are as follows:

As presented at 30 June 2010	Non-current liabilities R'000	Current liabilities R'000
Other financial liabilities	612 317	51 698
Finance lease obligation	13 245	2 278
Instalment sale liability	917	1 515
Total disclosed as loans and borrowings	626 479	55 491



York Timber Holdings Limited
(Incorporated in the Republic of South Africa)
Registration Number 1916/004890/06
("York" or "the company")
Share Code: YRK; ISIN Code: ZAE0000133450

**YORK
TIMBERS**

FORM OF PROXY

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD METIER INVESTMENT & ADVISORY SERVICES, 2ND FLOOR, 5 COMMERCE SQUARE, 39 RIVONIA ROAD, SANDHURST, JOHANNESBURG, ON 6 FEBRUARY 2012 - FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS AND DEMATERIALISED ORDINARY SHAREHOLDERS WITH "OWN NAME" REGISTRATION ONLY

Holders of dematerialised ordinary shares other than "own name" registration must inform their CSDP or broker of their intention to attend the annual general meeting and request their CSDP to issue them with the necessary authorisation to attend the annual general meeting in person or provide their CSDP of broker with their voting instructions should they not wish to attend the annual general meeting in person but wish to be represented thereat.

I/We _____ (Please print)

of (address) _____

Being the registered holder(s) of _____ ordinary shares in the capital of the Company do hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

The chairman of the annual general meeting as my/our proxy to act on my/our behalf at the annual general meeting of the Company which will be held on 6 February 2012 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

Insert X in the appropriate box

VOTING INSTRUCTIONS	FOR	AGAINST	ABSTAIN
1. Ordinary resolution number 1: Adopting the financial statements			
2. Ordinary resolution number 2:			
2.1 Re-election of directors in terms of section 13.2 of the MOI			
2.1.1 Dr Azar Jammine			
2.2 Re-election of director who retire by rotation:			
2.2.1 James Patrick Myers			
2.2.2 Paul Christopher Botha			
3. Ordinary resolution number 3: Reappointment of external auditor			
4. Ordinary resolution number 4: Election of audit committee			
4.1 Gavin Robert Tipper			
4.2 Paul Christopher Botha			
4.3 Dr Azar Jammine			
5. Ordinary resolution number 5: Endorsement of York remuneration policy			
6. Ordinary resolution number 6: General authority to directors to allot and issue authorised but unissued ordinary shares			
7. Ordinary resolution number 7: General authority to issue shares for cash			
8. Ordinary resolution number 8: Authority to sign documents			
9. Special resolution number 1: General authority to acquire (repurchase) shares			
10. Special resolution number 2: Remuneration of non-executive directors			
11. Special resolution number 3: Financial assistance			



Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

Signed at _____ on _____ 2012.

Signature _____

Assisted by me (where applicable) _____

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise; and
- if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's MOI to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so

NOTES TO PROXY

1. An ordinary shareholder holding dematerialised shares by "own name" registration, or who holds shares that are not dematerialised, may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the proxy form and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. Should a proxy not be specified, this will be exercised by the chairman of the annual general meeting. A proxy need not be a shareholder of the Company.
2. An ordinary shareholder is entitled to one vote on a show of hands and, on a poll, to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by him/her bears to the aggregate amount of the nominal value of all the shares issued by the Company. An ordinary shareholder's instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the ordinary shareholder in the appropriate box(es). An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of the entire shareholder's votes exercisable thereat. An ordinary shareholder or his/her proxy is not obliged to use all the votes exercisable by the ordinary shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the ordinary shareholder.
3. If any ordinary shareholder does not indicate on this instrument that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or give contradictory instructions, or should any further resolution(s) or any amendment(s) which may be properly put before the annual general meeting be proposed, the proxy shall be entitled to vote as he/she thinks fit.
4. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat instead of any proxy appointed in terms thereof.
5. Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this form, unless previously recorded by the Company or waived by the chairman of the annual general meeting.
6. The chairman of the annual general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
7. A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
8. It is requested that this proxy form should be completed and returned to the Company's transfer secretaries, Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown, 2017), so as to reach them by no later than 10:00 on 2 February 2012.
9. Should a shareholder lodge the proxy form with the transfer secretaries less than 48 hours before the annual general meeting, such shareholder will also be required to furnish a copy of such proxy form to the chairman of the annual general meeting before the appointed proxy exercises any such shareholder's rights at the annual general meeting.

ADDITIONAL FORMS OF PROXY ARE AVAILABLE FROM THE TRANSFER SECRETARIES ON REQUEST.



York Timber Holdings Limited
 Incorporated in the Republic of South Africa
 Registration Number 1916/004890/06
 JSE Code: YRK; ISIN Code: ZAE0000133450

**YORK
 TIMBERS**

ELECTION FORM

To:
 The Directors
 York Timber Holdings Limited

I/We, _____ the undersigned (please print)

of address _____

being the registered holder(s) of: _____ ordinary shares in the capital of the Company and/or

do hereby elect to receive any documents or notices from York, by electronic post, to the extent that the Company is permitted to so distribute any notices, documents, records or statements in terms of the Companies Act, No 71 of 2008, as amended, and any and every other statute, ordinance, regulation or rule in force from time to time, including the JSE Listings Requirements, concerning companies and affecting York.

I/We hereby furnish the following email address and/or fax number for such electronic communication:

Email address
Fax number

Any written amendment or withdrawal of any such notice of consent by me/us, shall only take effect if signed by me/us and received by the Company.

Signed at _____ on _____ 2011.

Signature . _____

Assisted by me (where applicable) _____

1. Please complete, detach and return this election form to York' transfer secretaries Computershare Investor Services (Proprietary) Limited, 70 Marshall Street, Johannesburg 2001 (P O Box 61051, Marshalltown 2017) by no later than 10:00 on 2 February 2012.





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