

African and Overseas Enterprises Limited

(Incorporated in the Republic of South Africa - Registration Number: 1947/027461/06)
("AOE" or "the company" or "the group")

AFRICAN & OVERSEAS ENTERPRISES LIMITED

UNAUDITED INTERIM CONDENSED CONSOLIDATED RESULTS for the six months ended 31 December 2019

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Six months ended 31 December 2019	Six months ended 31 December 2018	Year ended 30 June 2019
	% Change	Unaudited R'000	Unaudited R'000	Audited R'000
Revenue	10.3%	398,963	361,691	708,381
Turnover	8.2%	378,175	349,567	678,873
Cost of sales	16.8%	(185,361)	(158,739)	(321,767)
Gross profit	1.0%	192,814	190,828	357,106
Other income	2.0%	9,014	8,839	17,213
Other operating costs	(2.2%)	(164,930)	(168,689)	(352,510)
Operating profit	19.1%	36,898	30,978	21,809
Dividend income	4.3%	24	23	27
Finance income	260.2%	11,750	3,262	12,268
Finance costs		(21,880)	(75)	(3,325)
Share of (loss) / profit of associate, including gain on bargain purchase		(3,574)	26,516	30,901
Dilution loss on investment in associate		-	(14,811)	(14,811)
Profit before tax	(49.4%)	23,218	45,893	46,869
Income tax expense		(8,369)	(10,214)	(14,605)
Profit for the period	(58.4%)	14,849	35,679	32,264
Other comprehensive income:				
Items that are or may be subsequently reclassified to profit or loss				
Fair value adjustment on assets held at fair value through other comprehensive income		1	9	(57)
Other comprehensive income for the period, net of taxation		1	9	(57)
Total comprehensive income for the period		14,850	35,688	32,207
Profit attributable to:				
Ordinary and "N" ordinary shareholders of the parent		8,096	18,995	20,118
Preference shareholders		17	17	33
Profit attributable to equity holders of the parent		8,113	19,012	20,151
Non-controlling interest		6,736	16,667	12,113
Profit for the period		14,849	35,679	32,264
Total comprehensive income attributable to:				
Ordinary and "N" ordinary shareholders of the parent		8,097	19,000	20,086
Preference shareholders		17	17	33
Profit attributable to equity holders of the parent		8,114	19,017	20,119
Non-controlling interest		6,736	16,671	12,088
Total comprehensive income for the period		14,850	35,688	32,207
Reconciliation of headline earnings				
Profit attributable to ordinary and "N" ordinary shareholders		8,096	18,995	20,118
Adjusted for:				
Profit on disposal of property, plant and equipment, net of taxation		(2)	(88)	(172)
Dilution loss on investment in associate		-	8,133	8,133
Gain from bargain purchase of investment in associate		-	-	(5,757)
Non-headline earnings items included in earnings from associate		(1)	(17,296)	(17,299)
Gain from bargain purchase of investment		-	(17,300)	(17,300)
(Profit) / loss on disposal of property, plant and equipment, net of taxation		(1)	4	1
Headline earnings		8,094	9,744	5,023
Basic earnings per ordinary share (cents)	(57.6%)	70.7	166.8	176.7
Headline earnings per ordinary share (cents)	(17.4%)	70.7	85.6	44.1
Diluted earnings per ordinary share (cents)	(57.7%)	70.5	166.8	176.6
Diluted headline earnings per ordinary share (cents)	(17.6%)	70.5	85.6	44.1
Weighted average number of equity shares on which earnings per share is based (000's)		11,451	11,387	11,388
Weighted average number of equity shares on which diluted earnings per share is based (000's)		11,485	11,387	11,390
KEY RATIOS				
Gross profit margin	%	51.0	54.6	52.6
Retail operating costs to turnover	%	41.7	46.3	48.0
Other operating costs to revenue	%	41.3	46.6	49.8
Operating profit margin	%	9.8	8.9	3.2
Retail segment operating profit margin	%	9.3	8.4	4.8
Net profit after tax margin	%	3.9	10.2	4.8

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31 December 2019 Unaudited R'000	As at 31 December 2018 Unaudited # R'000	As at 30 June 2019 Audited R'000
ASSETS			
Non-current assets			
Property, plant and equipment	626,740	206,702	307,917
Investment property	65,920	59,623	62,386
Intangible assets	64,411	67,195	65,679
Investment in associate	19,085	21,880	20,764
Right-of-use asset	159,978	54,797	153,066
Other investments	305,984	-	-
Loans receivable	763	847	762
Deferred tax asset	954	-	1,874
	9,645	2,360	3,386
Current assets			
Inventories	210,639	192,666	178,574
Trade and other receivables	116,027	129,607	100,637
Forward exchange contracts	19,868	21,935	20,634
Income tax receivable	-	227	-
Accrued operating lease asset	836	267	6
Cash and cash equivalents	799	2,525	1,704
	73,109	38,105	55,593
Total assets	837,379	399,368	486,491
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	341,126	308,185	319,565
Share premium	3,102	1,200	3,102
Share-based payment reserve	6,616	6,616	6,616
Other reserves	4,266	(116)	2,926
Retained earnings	1,401	1,443	1,400
Non-controlling interest	164,559	159,222	155,114
	161,182	139,820	150,407
Non-current liabilities			
Lease liability	369,396	20,827	98,005
Post-retirement liability	280,125	-	-
Accrued operating lease liability	684	778	730
Loan payable	-	13,903	13,444
Deferred tax liability	77,645	-	75,200
	10,942	6,146	8,631
Current liabilities			
Lease liability	126,857	70,356	68,921
Trade and other payables	56,101	-	-
Provisions	56,563	54,297	54,103
Accrued operating lease liability	5,136	3,221	8,761
Forward exchange contracts	-	4,635	5,070
Income tax payable	2,244	-	294
	6,813	8,203	693
Total equity and liabilities	837,379	399,368	486,491
OTHER INFORMATION AND KEY RATIOS			
Capital commitments			
Authorised - not contracted for	R'000 4,112	3,046	13,779
Authorised - contracted for	R'000 3,905	2,273	16,835
Return on equity *	% 2.8	7.3	6.8
Return on capital *	% 15.2	18.3	17.0
Return on assets *	% 8.0	14.4	12.9
Inventory turn *	times 2.8	2.9	3.3
Asset turn *	times 1.1	1.7	1.6
Net asset value per share	R 15.35	14.44	14.43

* Ratios for December are based on a rolling twelve month period

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited # R'000	Year ended 30 June 2019 Audited R'000
Cash flows from operating activities			
Operating profit before working capital changes	89,317	42,963	63,069
Working capital changes	(10,163)	(25,855)	7,459
Interest received	1,432	1,632	2,799
Interest paid	(49)	(75)	(125)
Dividends paid	(25)	(25)	(50)
Dividends received	24	23	27
Income tax paid	(7,026)	(312)	(10,475)
Net cash inflows from operating activities	73,510	18,351	62,704
Cash flows from investing activities			
Additions to property, plant, equipment and investment property	(13,454)	(8,100)	(18,537)
Additions to intangible assets	(120)	(533)	(1,194)
Proceeds from disposal of property, plant and equipment	-	215	502
Investment in associate	-	-	(2,516)
Net cash outflows from investing activities	(13,574)	(8,418)	(21,745)
Cash flows from financing activities			
Loan (advanced) / repaid	5,503	(41,327)	(126,865)
Lease liability repaid	(45,679)	-	-
Loan received / (repaid)	(2,244)	-	72,000
Net cash outflows from financing activities	(42,420)	(41,327)	(54,865)
Net increase / (decrease) in cash and cash equivalents	17,516	(31,394)	(13,906)
Cash and cash equivalents at the beginning of the period	55,593	69,499	69,499
Cash and cash equivalents at the end of the period	73,109	38,105	55,593

Reclassifications to the statement of financial position and statement of cash flows have been made. Refer to note 1 for further clarification.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited R'000	Year ended 30 June 2019 Audited R'000
Share capital	3,102	1,200	3,102
Opening balance	3,102	1,200	1,200
Shares issued	-	-	1,902
Share premium	6,616	6,616	6,616
Share-based payment and other reserves	5,667	1,327	4,326
Opening balance	4,326	1,322	1,322
Equity-settled share-based payment	1,340	-	3,058
Fair value adjustment on assets held at fair value through other comprehensive income	1	5	(32)
Change in degree of control	-	-	(22)
Retained earnings	164,559	159,222	155,114
Opening balance	155,114	140,227	140,227
Profit for the period	8,113	19,012	20,151
Delivery of treasury shares	-	-	1,309
Preference dividends paid	(17)	(17)	(33)
Other retained income of associate	1,349	-	-
Change in degree of control	-	-	(6,540)
Non-controlling interest	161,182	139,820	150,407
Opening balance	150,407	123,157	123,157
Profit for the period	6,736	16,667	12,113
Preference dividends paid	(8)	(8)	(17)
Delivery of treasury shares	-	-	1,074
Equity-settled share-based payment	646	-	7,543
Fair value adjustment on assets held at fair value through other comprehensive income	-	4	(25)
Other retained income of associate	3,401	-	-
Change in degree of control	-	-	6,562
Total capital and reserves	341,126	308,185	319,565

GROUP SEGMENTAL REPORTING

	Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited # R'000	Year ended 30 June 2019 Audited R'000
Revenue	380,983	352,785	685,756
Retail			
Turnover - External	378,175	349,568	678,873
Finance income - External	1,137	385	1,193
Management fee income - Inter-segment	1,666	2,797	5,443
Profit on sale of property - External	5	35	247
Property	12,224	11,456	22,813
Rental income - External	9,009	8,487	16,786
Rental income - Inter-segment	3,106	2,876	5,828
Finance income - External	98	93	199
Finance income - Inter-segment	11	-	-
Water infrastructure	10,318	1,766	9,469
Other income - External	-	136	-
Finance income - External	10,318	1,630	9,469
Group services	8,144	4,039	9,245
Finance income - External	197	1,154	1,407
Finance income - Inter-segment	4,548	1,715	5,698
Dividends received - External	24	23	27
Dividends received - Inter-segment	3,000	-	-
Management fee income - Inter-segment	375	967	1,933
Profit on sale of property - External	-	180	180
Inter-segment eliminations	(12,706)	(8,355)	(18,902)
Total group revenue	398,963	361,691	708,381
Segment operating profit / (loss)			
Retail	35,217	29,364	32,566
Property	5,719	4,599	9,553
Water infrastructure	(57)	98	(10,484)
Group services*	(3,981)	(3,083)	(9,826)
Total group operating profit	36,898	30,978	21,809
Segment net profit / (loss) after tax			
Retail	12,908	20,822	22,780
Property	4,196	3,375	7,022
Water infrastructure	(2,138)	12,168	7,118
Group services*	(117)	(686)	(4,656)
Total group net profit after tax	14,849	35,679	32,264
Depreciation and amortisation			
Retail	48,162	10,317	19,504
Property	1,762	2,032	3,768
Total group depreciation and amortisation	49,924	12,349	23,272
Segment assets			
Retail	584,316	242,492	246,679
Property	72,000	76,885	74,243
Water infrastructure	162,317	54,797	153,094
Group services*	18,747	25,194	12,475
Total group assets	837,379	399,368	486,491
Segment liabilities			
Retail	402,475	79,123	73,705
Property	11,626	8,889	12,777
Water infrastructure	77,830	583	75,383
Group services*	4,322	2,588	5,061
Total group liabilities	496,253	91,183	166,926
Capital expenditure			
Retail	13,214	8,193	18,298
Property	360	440	1,433
Total group capital expenditure	13,574	8,633	19,731

* Group services include corporate costs.

Reclassifications to the statement of financial position and statement of cash flows have been made. Refer to note 1 for further clarification.

NOTES

1. Basis of preparation

The unaudited condensed consolidated interim financial statements are prepared in accordance with the requirements of the JSE Listings Requirements and the requirements of the Companies Act of South Africa. The JSE Listings Requirements require interim reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting.

These financial statements have been prepared using accounting policies that comply with IFRS and which are consistent with those applied in the preparation of the annual financial statements for the year ended 30 June 2019, except for the adoption of IFRS 16 Leases.

Where applicable, figures for the comparative six month period have been regrouped or reclassified in order to align those figures with the audited annual financial statements for the year ended 30 June 2019. On the statement of financial position as at 31 December 2018, provisions have been separately disclosed. Provisions were previously included as part of trade and other payables. The reclassification to the condensed consolidated statement of cash flows for the six months ended 31 December 2018 relates to a loan advanced to an associate previously included in investing activities now included in financing activities. The reclassifications to the group segmental reporting for the six months ended 31 December 2018 include the addition of group services segment revenue and the allocation of dividend and finance income, where applicable, to the indetified reporting segments; the subsequent reallocation to group services revenue of profit on sale of property of R180,000 from property revenue and the inclusion of intersegment management fee income of R967,000 in group services revenue previously netted off against property intersegment revenue earned. Segmental operating profit for the six months ended 31 December 2018 was further impacted by the reclassification of the intersegment management fee income of R967,000 from the property segment to the group services segment.

2. Unaudited results

These results have not been reviewed nor audited by the group's auditors. The unaudited condensed consolidated interim financial statements have been prepared under the supervision of WD Nel CA (SA), the company's financial director, and were approved by the board of directors on 31 March 2020.

3. Dividends

A dividend on the 6% cumulative participating preference shares for the six months ended 31 December 2019 in the amount of 6 cents per preference share was declared by the board of directors on 19 December 2019 and was paid on 13 January 2020. The directors have not proposed a dividend in respect of the ordinary and "N" ordinary shares.

4. Investment in associate

	Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited R'000	Year ended 30 June 2019 Audited R'000
Reconciliation of investment in associate at the beginning and end of the period			
Carrying value			
Balance at the beginning of the period	18,606	-	-
Investment at cost	-	-	2,516
Equity accounted (losses) / earnings	(3,574)	(4,991)	20,417
Equity accounted movements in reserves	4,750	-	-
Dilution loss on investment in associate	-	(14,811)	(14,811)
Gain from bargain purchase on investment in associate	-	31,507	10,484
Balance at the end of the period	19,782	11,705	18,606
Long-term loan receivable			
Balance at the beginning of the period	134,460	-	-
Loans advanced during the period	-	41,462	125,135
Loans repaid during the period	(4,582)	-	(144)
Interest accrued during the period	10,318	1,630	9,469
Balance at the end of the period	140,196	43,092	134,460
Investment in associate	159,978	54,797	153,066

The long-term loan owed by the associate company is unsecured and bears interest at prime plus 5%. The loan is repaid as and when cash resources are available, on a bi-annual basis from distributions received from the underlying operating subsidiaries of the associate. The loan is not expected to be repaid within 12 months and is therefore considered to be of a long-term nature. Extensive due diligence and independent valuations were conducted on the underlying operating subsidiaries of the associate prior to the group entering into the transaction. The performance of the operations are monitored against expected targets and management plays an active role in managing the investment via board representation on all controlled entities within the investment group structure. Based on the solvency, liquidity and performance of the operations, management is satisfied that the loan is recoverable and no impairment thereof necessary.

5. Changes in accounting policies

The adoption of certain new standards, which became effective in the current period, has resulted in minor changes to accounting policies and disclosure, none of which have a material impact on the financial position or performance of the group, except as disclosed below.

Standards effective and adopted in the current year

IFRS 16 Leases

IFRS 16 Leases ("IFRS 16") is effective for the group from 1 July 2019. The new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 replaces the previous leases standard, IAS 17 Leases ("IAS 17"), and requires lessees to recognise right-of-use assets and lease liabilities on the statement of financial position for all leases, except short-term and low value asset leases.

Right-of-use assets are initially measured at cost, which comprises the initial amount of lease liabilities, plus any initial direct costs incurred, less any lease incentives received.

Right-of-use assets are subsequently depreciated on a straight line basis over the lease term. The group determined the lease term as any non-cancellable period of a lease together with reasonably certain termination or extension option periods. Right-of-use assets are tested for impairment when there are any indicators of impairment and periodically reduced by impairment losses, if required.

Lease liabilities are initially measured at the present value of future lease payments discounted using the group's incremental borrowing rate taking into account future basic lease payments. Incremental borrowing rates are based on the prime lending rate and a credit risk adjustment.

Lease liabilities are subsequently measured at amortised cost using the effective interest method, and reduced by future lease payments net of interest charged. It is remeasured, with a corresponding adjustment to right-of-use assets, when there is a change in future lease payments resulting from a rent review, change in relevant index or rate, such as inflation, or change in the group's assessment of whether it is reasonably certain to exercise a renewal or termination option.

The remeasurement results in a corresponding adjustment to the carrying amount of right-of-use assets, with the difference recorded in profit or loss if the carrying amount of right-of-use assets has been reduced to zero.

Variable lease payments that do not depend on an index or rate are not included in the measurement of right-of-use assets and lease liabilities. These related payments are recognised as an expense in the period in which the event or condition that triggers those payments occur.

5. Changes in accounting policies (continued)

The group has adopted IFRS 16 using the modified retrospective approach, by recognising the cumulative effect as an adjustment to the opening balance of equity at 1 July 2019, where applicable. At the date of initial application, the group elected to use the practical expedient provided by IFRS 16, which allows the group to apply IFRS 16 to only those contracts that were previously identified as leases under IAS 17 and IFRIC 4 Determining Whether an Arrangement Contains a Lease. In addition the group has elected to apply the following practical expedients provided by IFRS 16:

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- Excluding initial direct costs from measuring right-of-use assets at the transition date;
- Renewal and termination options that existed at 1 July 2019 were taken into account in determining the lease term.

When measuring lease liabilities on transition to IFRS 16, the group discounted its lease payments using the weighted average incremental borrowing rate of 10.41% as at 1 July 2019.

Comparative information has not been restated and has been reported under IAS 17. To provide more a meaningful comparison of the current period's financial performance with the prior period, the current period has been adjusted to illustrate the impact should IFRS 16 not have been applied. Refer to note 6.1.

	Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited R'000	Year ended 30 June 2019 Audited R'000
Reconciliation of Lease liability			
Balance at the beginning of the period	-	-	-
Initial recognition - IFRS16	(333,305)	-	-
Additional lease agreements recognised	(36,731)	-	-
Modification of lease agreements	5,273	-	-
Interest expense recognised - IFRS 16	(17,142)	-	-
Lease liability repaid	45,679	-	-
Balance at the end of the period	(336,226)	-	-
Lease liability - Non-current	(280,125)	-	-
Lease liability - Current	(56,101)	-	-

6. Pro forma financial information

6.1. Excluding the impact of IFRS 16

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	% Change (like for like)	Six months ended 31 December 2019 Unaudited R'000	Adjustments Six months ended 31 December 2019 Unaudited R'000	Pro forma under IAS 17 Six months ended 31 December 2019 Unaudited R'000	Six months ended 31 December 2018 Unaudited R'000
Revenue	10.3%	398,963	-	398,963	361,691
Turnover	8.2%	378,175	-	378,175	349,567
Cost of sales	16.8%	(185,361)	-	(185,361)	(158,739)
Gross profit	1.0%	192,814	-	192,814	190,828
Other income	2.0%	9,014	-	9,014	8,839
Other operating costs	3.2%	(164,930)	(9,151)	(174,081)	(168,689)
Operating profit	(10.4%)	36,898	(9,151)	27,747	30,978
Dividend income	4.3%	24	-	24	23
Finance income	260.2%	11,750	-	11,750	3,262
Finance costs		(21,880)	17,142	(4,738)	(75)
Share of (loss) / profit of associate, including gain on bargain purchase		(3,574)	-	(3,574)	26,516
Dilution loss on investment in associate		-	-	-	(14,811)
Profit before tax	(32.0%)	23,218	7,991	31,209	45,893
Income tax expense		(8,369)	(2,216)	(10,585)	(10,214)
Profit for the period	(42.2%)	14,849	5,775	20,624	35,679
Other comprehensive income:					
Items that are or may be subsequently reclassified to profit or loss					
Fair value adjustment on assets held at fair value through other		1	-	1	9
Other comprehensive income for the period, net of taxation		1	-	1	9
Total comprehensive income for the period		14,850	5,775	20,625	35,688
Profit attributable to:					
Ordinary and "N" ordinary shareholders of the parent		8,096	3,154	11,250	18,995
Preference shareholders		17	-	17	17
Profit attributable to equity holders of the parent		8,113	3,154	11,267	19,012
Non-controlling interest		6,736	2,621	9,357	16,667
Profit for the period		14,849	5,775	20,624	35,679
Total comprehensive income attributable to:					
Ordinary and "N" ordinary shareholders of the parent		8,097	3,154	11,251	19,000
Preference shareholders		17	-	17	17
Profit attributable to equity holders of the parent		8,114	3,154	11,268	19,017
Non-controlling interest		6,736	2,621	9,357	16,671
Total comprehensive income for the period		14,850	5,775	20,625	35,688
Reconciliation of headline earnings					
Profit attributable to ordinary and "N" ordinary shareholders		8,096	3,154	11,250	18,995
Adjusted for:					
Profit on disposal of property, plant and equipment, net of taxation		(2)	-	(2)	(88)
Dilution loss on investment in associate		-	-	-	8,133
Non-headline earnings items included in earnings from associate		(1)	-	(1)	(17,296)
Gain from bargain purchase of investment		-	-	-	(17,300)
(Profit) / loss on disposal of property, plant and equipment, net of taxation		(1)	-	(1)	4
Headline earnings		8,094	3,154	11,248	9,744
Basic earnings per ordinary share (cents)	(41.1%)	70.7	-	98.2	166.8
Headline earnings per ordinary share (cents)	14.7%	70.7	-	98.2	85.6
Diluted earnings per ordinary share (cents)	(41.1%)	70.7	-	98.2	166.8
Diluted headline earnings per ordinary share (cents)	14.7%	70.7	-	98.2	85.6
KEY RATIOS					
Gross profit margin	%	51.0	-	51.0	54.6
Retail operating costs to turnover	%	41.7	-	44.1	46.3
Other operating costs to revenue	%	41.3	-	43.6	46.6
Operating profit margin	%	9.8	-	7.3	8.9
Retail segment operating profit margin	%	9.3	-	6.9	8.4
Net profit after tax margin	%	3.9	-	5.5	10.2

6. Pro forma financial information (continued)
6.1. Excluding the impact of IFRS 16 (continued)

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at		Adjustments	Pro forma under IAS 17	
	31 December		As at	31 December	
	2019	2019	31 December	2019	31 December
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	R'000	R'000	R'000	R'000	R'000
ASSETS					
Right-of-use asset	305,984	(305,984)	-	-	-
Deferred tax asset	9,645	(2,216)	7,429	2,360	2,360
Total assets	837,379	(308,200)	529,179	399,368	399,368
EQUITY AND LIABILITIES					
Capital and reserves	341,126	5,775	346,901	308,185	308,185
Retained earnings	164,559	3,154	167,713	159,222	159,222
Non-controlling interest	6,736	2,621	9,357	16,667	16,667
Non-current liabilities	369,396	(267,492)	101,904	20,827	20,827
Lease liability	280,125	(280,125)	-	-	-
Accrued operating lease liability	-	12,633	12,633	13,903	13,903
Current liabilities	126,857	(46,483)	80,374	70,356	70,356
Lease liability	56,101	(56,101)	-	-	-
Accrued operating lease liability	-	6,029	6,029	4,635	4,635
Trade and other payables	56,563	3,589	60,152	54,297	54,297
Total equity and liabilities	837,379	(308,200)	529,179	399,368	399,368
OTHER INFORMATION AND KEY RATIOS					
Return on equity *	%	2.8	3.8	7.3	7.3
Return on capital *	%	15.2	12.3	18.3	18.3
Return on assets *	%	8.0	8.7	14.4	14.4
Inventory turn *	times	2.8	2.8	2.9	2.9
Asset turn *	times	1.1	1.5	1.7	1.7
Net asset value per share	R	15.35	15.62	14.44	14.44

* Ratios for December are based on a rolling twelve month period

PRO FORMA RETAIL SEGMENT REPORT

	%	Six months ended		Adjustment	Pro forma under IAS 17		Six months ended	
		31 December		31 December	31 December		31 December	
		2019	2019	2019	2019	2019	2019	2019
	Change	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	(like for like)	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Segment operating profit	(11.2%)	35,217	(9,151)	26,066	29,364	29,364	29,364	29,364
Segment net profit after tax	(10.3%)	12,908	5,775	18,683	20,822	20,822	20,822	20,822
Depreciation and amortisation	8.8%	48,162	(36,939)	11,223	10,317	10,317	10,317	10,317
Segment assets	13.9%	584,316	(308,200)	276,116	242,492	242,492	242,492	242,492
Segment liabilities	11.9%	402,475	(313,975)	88,500	79,123	79,123	79,123	79,123

6.2. Notes to the pro forma financial information

The pro forma financial information, which is the responsibility of the group's directors, has been presented for illustrative purposes only and is consistent with the prior reporting period. The pro forma financial information is presented in accordance with the JSE Listings Requirements and the SAICA Guide on Pro Forma Financial Information.

The accounting policies adopted by the group in the latest Annual Financial Statements for the period ended 30 June 2019, which have been prepared in accordance with IFRS, have been used in preparing the pro forma financial information.

The pro forma financial information is derived by excluding IFRS 16 adjustments and including IAS 17 adjustments.

The calculation of earnings per share, headline earnings per share and other share measures for the pro forma information is based on the weighted average number of shares in issue for the six months ended 31 December 2019.

These accounts have been prepared on the basis stated, for illustrative purposes only, to show the impact of the IFRS 16 adjustments on the unaudited interim condensed consolidated statement of comprehensive income, the unaudited interim condensed consolidated statement of financial position, the unaudited interim retail segment report and selected key ratios. Due to their nature, the pro forma financial information may not fairly present the financial position and the results of the group in terms of IFRS.

The pro forma financial information has not been reviewed or reported on by the group's external auditors.

	Six months ended	Six months ended	Year ended
	31 December	31 December	30 June
	2019	2018	2019
	Unaudited	Unaudited	Audited
	R'000	R'000	R'000

7. Loan payable

Unsecured loan raised to finance investment in associate

Long-term loan payable			
Balance at the beginning of the period	(75,200)	-	-
Loans received during the period	-	-	(72,000)
Loans repaid during the period	2,244	-	-
Interest accrued during the period	(4,689)	-	(3,200)
Balance at the end of the period	(77,645)	-	(75,200)

The group received loan funding from 27four Life Limited for the sole purpose of acquiring the group's 30% interest in SA Waterworks Holding Company (RF) Proprietary Limited ("SAWW"). The loan is unsecured and bears interest at the 6 month Jibar interest rate plus 5%. The loan is repayable on a bi-annual basis from distributions received from the underlying operating subsidiaries of SAWW. The loan is not expected to be repaid within 12 months and is therefore considered to be of a long-term nature.

COMMENTARY

The principle operating subsidiary, Rex Trueform Group Limited reports as follows:

"Financial review

Adoption of IFRS 16: The statutory results for this period include the first time adoption of IFRS 16 on a modified retrospective basis, with no restatement of the prior period reported results. The key financial metrics reflect the results on both a post and pre IFRS 16 basis; however, to aid comparability, the commentary that follows excludes the impact of IFRS 16.

Group profile

Rex Trueform is an investment holding company and is currently invested in retail, property and water infrastructure. Its interest in retail is through its wholly-owned subsidiary company, Queenspark Proprietary Limited ("Queenspark"), and its subsidiary, Rex Trueform's interest in property includes direct property ownership as well as indirect property investment through a subsidiary. Rex Trueform's investment in water infrastructure is through its subsidiary, Ombrecorp Trading (RF) Proprietary Limited, and its investment in SAWW, an associate company of the Group.

The group managed to secure a solid performance for the period under review amidst a challenging and unpredictable economic environment. Revenue, mainly driven by the retail segment, increased by 10.3% to R399.0 million (2018: R361.9 million). Other income included in revenue, which mainly comprises of rental income, decreased marginally. Finance income included in revenue increased by 263.0% to R11.8 million (2018: R3.3 million) due to loan funding granted to SAWW.

Gross profit increased by 1.0% with an increase of 3.1% in other operating costs. The result was that operating profit decreased by 10.4% to R28.9 million (2018: R32.2 million). Profit after tax decreased by 40.9% to R21.8 million (2018: R37.0 million) due to lower operating profits in the current period as well as prior period once-off capital re-measurements emanating from the group's investment in SAWW (refer to reconciliation of headline earnings). As a result, earnings per share decreased by 38.4% to 110.3 cents per share (2018: 179.2 cents per share) whereas the headline earnings per share increased by 13.1% to 110.2 cents per share (2018: 97.4 cents per share).

The group's capital and reserves increased by R39.4 million to R348.9 million (2018: R309.5 million). Net asset value per share increased by 9.1% to R16.35 (2018: R14.99).

Retail

The Queenspark store growth strategy progressed well with the opening of four (4) new stores for the period bringing the total number of walk-in stores in South Africa and Namibia to eighty-one (81) stores. Despite subdued trading conditions, turnover increased by 8.2% to R378.2 million (2018: R349.6 million). Discounting and increased promotional activity negatively impacted the gross profit margin which decreased to 51.0% (2018: 54.6%). Increased sales volumes resulted in gross profit increasing by 1.0% to R192.8 million (2018: R190.8 million). The group continued to focus on containing operating costs which increased by 3.1% to R166.8 million (2018: R161.7 million). The resultant effect was that operating profit for the segment decreased by 11.2% to R26.1 million (2018: R29.4 million).

Property

The Rex Trueform Office Park complex in Salt River is the main income generating operation within the group's property segment. There are a further two undeveloped properties in the Salt River precinct: one has heritage significance and the other is vacant land. One further property is situated in the Wynberg precinct in Cape Town and is leased to Queenspark as a distribution centre. Property segment revenue increased 6.7% to R12.2 million (2018: R11.5 million) due to lease escalations. The result was that operating profit increased by 24.4% to R5.7 million (2018: R4.6 million).

Water infrastructure

Revenue from the water infrastructure segment, which solely comprises of interest income earned in the current period, increased by 484.3% to R10.3 million (2018: 1.8 million) due to the loan advanced to SAWW in the latter half of the prior financial year.

Group services

Costs for group services increased by 56.2% to R2.9 million (2018: R1.8 million). This was mainly due to equity-settled share-based expenditure accounted for in the current period.

Prospects

The effects of the COVID-19 pandemic are changing rapidly and, while it is envisaged that there will be a negative impact on Rex Trueform's performance over the remainder of the financial year, the quantum thereof cannot be reasonably estimated at this time. Notwithstanding this and many other challenges, the group has meaningful growth aspirations and will, consistent with past practice, strive to achieve reasonable targets within the current landscape. We continue to utilise our entrepreneurial flexibility to seek opportunities for the business in other closely aligned areas.

Retail

Very difficult trading conditions, impacted by the COVID-19 pandemic, subsequent lockdown and resultant closure of Queenspark's retail chain in South Africa and Namibia, are expected to continue over the short to medium-term, with the effects of the COVID-19 pandemic changing rapidly and constantly evolving. The South African economy was furthermore already officially in recession in the last half of 2019, and power supply interruptions as well as the local and global impact of the COVID-19 pandemic continue to be of concern. It is envisaged that this will have a negative impact on Queenspark's revenue, performance and cash generation. That being said, in addition to working towards mitigating the effects of the COVID-19 pandemic on Queenspark's operations, the Queenspark team will continue to focus on cost efficiencies, right-sizing stores, maximising space utilisation, new and existing brands and customer satisfaction with a focus on adapting to an evolving retail environment and diverse customer profile.

Property

In line with most other sectors of the economy, and even prior to the COVID-19 pandemic and subsequent lockdown, the commercial property sector has been facing challenging times. Notwithstanding this, the Salt River and Woodstock nodes have seen a remarkable rejuvenation over the last decade as many seek to live and work closer to the Cape Town CBD. Many old buildings (predominantly redundant factories) have been revamped into mixed-use developments. While the as yet to be quantified effects of the COVID-19 pandemic remain a concern, the group has a strong balance sheet and with the current property portfolio, the group is well positioned to both contribute and benefit from future development in the area. Given the large capital outlay required and long term nature of any property development, the group continues to seek opportunities that will yield a satisfactory return on any capital employed.

Water infrastructure

Our recent investment into the water infrastructure sector was an important milestone in the diversification of the group. The sustainable management of the country's water resources is inextricably linked to the macroeconomy. A combination of poor infrastructure, mismanagement of state funds, lack of accountability and low rainfall patterns have seen the increased prevalence of drought-stricken areas across the country. Together with our consortium partners and the skills and experience inherent in the SAWW group, we are ready to play a key role in water security across the country. The SAWW group's operating subsidiaries are successful working examples of private-public partnerships within the water infrastructure sector. The provision of water services has been declared an essential service by government. Clean and safe water plays a critical role in maintaining hygiene which is crucial in preventing the spread of COVID-19 throughout our communities. As a result, the underlying operating subsidiaries will therefore be fully operational, albeit under constrained conditions, during the lockdown period."

MR Molosiwa

(Chairman)

Cape Town

31 March 2020

MA Golding

(Chief Executive Officer)

JSE share codes: AOO - AON - AOVP **ISIN:** ZAE000000485 - ZAE000009718 - ZAE000000493

Directors: MR Molosiwa* (Chairman), MA Golding (Chief Executive Officer), WD Nel (Financial Director), HB Roberts*, PM Naylor*, LK Sebatane*
* Independent non-executive

Registered office: 263 Victoria Road, Salt River, Cape Town, 7925

Company secretary: AT Snitcher

Transfer secretaries: Computershare Investor Services Proprietary Limited; Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

Sponsor: Java Capital

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