Marshall Monteagle PLC (Incorporated in Jersey) (Registration number: 102785)

(External registration number: 2010/024031/10) JSE Code: MMP ISIN: JE00B5N88T08

("Marshall Monteagle" or "the Company" or "the Group")

#### Provisional reviewed results for the year ended 30th September 2017 and proposed dividend declaration

#### Chairman's Statement

As an Investment Company, Marshall Monteagle has a broad and diversified range of investments in both listed international companies, and in trading and property owning subsidiary companies. Our objective is to invest for the long term to generate reliable profits, cash flow and dividends for our shareholders and thereby achieve capital growth for the benefit of all our stakeholders. The Group holds portfolios of leading investments in the U.S.A., U.K., Europe and the Far East as well as commercial properties in the U.S.A. and South Africa. The Group's import and distribution businesses operate internationally and in South Africa include interests in food processing and logistics.

It was with great sadness that we announced, on 23rd November 2016, the death of Lloyd Marshall. He was a highly valued member of the management team who brought a wealth of experience, knowledge and common sense to the Group along with strong principles. Shareholders will recall that following his tragic death, the Board of Directors was reorganised; Edward Beale, our non-executive chairman was appointed as Group Financial Director and I was appointed in his place as Non-Executive Chairman with effect from 11th April 2017.

A good deal of our trading profit comes from Southern Africa and neighbouring territories. In recent years we have made substantial human investment with the intention of diversifying our international trading base, enabling us to represent our world-wide suppliers in other countries.

We believe that our balance sheet strength gives confidence not only to our suppliers, tenants and customers, but also importantly, to our staff. The Group's results could not have been achieved without the hard work of all our employees and on behalf of the Board, I would like to thank them for their continued contribution and dedication.

We expect the year ahead will bring further uncertainty to global markets and continuing commodity and exchange volatility risk. However, with our strong capital structure and flexible investments strategy, we face the future with cautious confidence.

#### **Business Review**

The Directors are pleased to report excellent results for the year ended 30th September 2017.

Marshall Monteagle's objective is to achieve capital growth internationally and pay a steadily progressive dividend over the long term from a diversified range of investments.

#### **Results of continuing operations**

- Group revenue for the twelve months to 30<sup>th</sup> September 2017 increased by 41% to US\$340,052,000 compared to US\$241,933,000. Had currencies remained constant sales would have increased by 30%. This significant increase in sales volumes in our import and distribution businesses (see below) has resulted in increases in inventories to support the additional volumes, increases in accounts receivables and financial liabilities from higher sales and purchases in the final quarter and a decrease in cash and cash equivalents to fund the additional working capital requirement.
- Group profit before tax increased by 26% to US\$10,401,000 from US\$8,276,000. Investment property revaluations were lower, US\$273,000 compared with US\$918,000 the previous year.
- Headline earnings per share on continuing business increased 448% to 12.6 US cents (2016 2.3 US cents) as a result of the matters mentioned above.
- The Directors are proposing a final dividend of 1.9 US cents, (2016 1.9 US cents) making a total of 3.7 US cents (2016 3.7 US cents) for the year. Full details of the dividend will be published on 22 December 2017.
- Net assets attributable to shareholders increased by 9% from US\$67,195,000 (US\$1.87 per share) to US\$73,257,000 (US\$2.04 per share) at 30<sup>th</sup> September 2017, due to successful investment strategies and a comparable Rand exchange rate at the reporting dates. US\$1.65 of net assets per share 81% (2016 71%) are held in Europe, U.S.A. and the Middle East. The remaining assets, equivalent to US\$0.39 per share 19% (2016 29%) are held in South Africa.

#### **Import and Distribution**

Our import and distribution businesses in food and household consumer products continue to perform well in a constantly changing and challenging consumer environment. Multiple retailers continue to apply pressure on their international supplier base and we are constantly reviewing our supply-chain to ensure that we remain the most cost-effective solution from factory to shelf. During the twelve-month period under review we experienced extremely volatile currency movements and raw material pricing, but we are well positioned to navigate these exogenous factors. This division continues to provide procurement, supply chain and risk management services to multiple retailers, wholesalers and manufacturers in Southern and Central Africa, South America, the Middle East and China. We remain committed to working with suppliers of quality raw materials, skilled technologists and first world production facilities.

Our Metals and Minerals business continues to make extremely good progress and we are developing new partnerships with miners in Southern Africa and end users on an international basis. This has been the main contributor to the increase in the Group's turnover in the year. Once again it has been a year of extreme volatility in the minerals space with market prices moving down to extremely low levels during the first two quarters, climbing significantly throughout the third quarter and then falling again during the fourth quarter. This division provides fully integrated logistics, marketing, finance and shipping services to the Southern African mining industry and is placing significant focus on chrome and manganese. We are committed to partnering with producers who require a professional all-encompassing solution from collection ex mine through to delivery to end users on an international basis.

During the year under review our Tool & Machinery import and distribution business completed the disposal of their non-profitable subsidiary as well as the restructuring of the industrial compressor division. Trading conditions remain challenging, however after the restructuring the company has returned to profit. We are well placed to increase our profitability in 2018.

#### **Investment Portfolio**

Our investment portfolios continue to perform well. We continue to hold a concentrated list of quality listed international equities that we believe will outperform the market in the long term. These listed investments had a market value at the year-end of US\$25,369,000 (2016 – US\$23,169,000).

## **Property Portfolio**

Last year the Group disposed of a number of properties in South Africa representing about 30% of our total investment property portfolio by value. Following the completion of the delayed sale on one property which completed on 1st November 2016, the property portfolio has been stable this year and the remaining properties have continued to perform well.

#### Dividend

The directors are proposing a final dividend of 1.9 US cents, (2016 - 1.9 US cents) making a total of 3.7 US cents (2016 – 3.7 US cents) for the year. Full details of the dividend will be published on 22 December 2017. The salient dates are as follows:

Last day to trade Tuesday 9 January 2018

Shares trade ex dividend Wednesday 10 January 2018

Record date Friday 12 January 2018

Pay date Monday 22 January 2018

No dematerialisation or rematerialisation of share certificates, nor transfer of shares between the registers in Jersey and South Africa will take place between Wednesday 10 January 2018 and Friday 12 January 2018, both dates inclusive.

By order of the Board City Group P.L.C Company Secretary

21 December 2017

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

Description	For the year ended 30 <sup>th</sup> September		2017 Reviewed	2016 Audited
Profit or Loss   1	Continuing operations			US\$000
1			СБФООО	СБФООО
Description   2   3,269   343,321   247.5		1	340.052	241,933
A	•			5,588
A   338   4, 22	Outer income	_		247,521
Purchases of finished goods, raw materials and consumables         (283,940)         (187.7)           Employee benefit expenses         (927)         (7           Other expenses         (927)         (7           Other expenses         3         (34,490)         (29.7)           Share of associated companies results         36         (2,316)         (2.5)           Finance expense         (2,316)         (2.5)         (2.5)           Profit for tax         10,401         8.3           Exaction         (2,902)         (2.9)           Profit for the year on continuing operations         -         (3           .oss after tax of discontinued operations         -         (3           .oss on disposal of discontinued operations         -         (4           .oss on disposal of discontinued operations         -         (8           .oss on disposal of discontinued	Increase/(Decrease) in inventories of finished goods and work in progress			(4,220
Employee benefit expenses Depreciation expenses Depreciation expenses Depreciation expenses Solution (16,221) Depreciation expenses Solution (29,7) Share of associated companies results Sinance expense Solution (2,316) Depreciation expenses Depreciation (2,316) Depreciation (2,902)				(187,762
Depreciation expenses   (927)   (7)				(14,259
29.76   20.75   20.7	* *			(744
Share of associated companies results Finance expense (2,316) (2,5 Finance expense (2,316) (2,5)		3	, ,	(29,789
Capacitation   Capa				31
Profit before tax (2,902) (2,9				(2,502
Casation				8,276
Profit for the year on continuing operations  7,499 5,2 Discontinued operations  .oss after tax of discontinued operations .oss on disposal of discontinued operations .oss on disposal of discontinued operations .ordit attributable to owners of the parent .ordit attributable to owners of the parent .ordit attributable to non-controlling interests .ordit financial state and loss: .ordit attributable to non-controlling interests .ordit financial state and loss: .ordit fi				(2,992
Loss after tax of discontinued operations Loss on disposal of discontinued operations Loss of the year Loss of the year Loss of the parent Loss of the financial Loss	Profit for the year on continuing operations			5,284
Loss after tax of discontinued operations Loss on disposal of discontinued operations Loss of the year Loss of the year Loss of the parent Loss of the financial Loss	Discontinued operations			
Cross on disposal of discontinued operations  Profit attributable to owners of the parent  Profit attributable to owners of the parent  Profit attributable to non-controlling interests  A 4,985  A 5,14  A 1,39c  Basic and fully diluted earnings per share (US cents)  A 13,9c  Basic and fully diluted earnings per share	Loss after tax of discontinued operations		-	(304
Profit attributable to owners of the parent Profit attributable to owners of the parent Profit attributable to owners of the parent Profit attributable to non-controlling interests Pro			-	(474
Profit attributable to non-controlling interests  2,514 1,3 Basic and fully diluted earnings per share (US cents)  4 13.9c 8 Pother Comprehensive Income:  tems that may be reclassified subsequently to profit and loss:  Exchange differences on translation into US Dollars of the financial statements of foreign entities  Reclassification of previously recognised exchange losses on disposal of Australian operations  Australian operations  Less applicable tax  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits and loss:  Contact of items that may be reclassified subsequently to profit and loss:  Commercial property fair value adjustments  Less applicable tax  (85)  Contact Other Comprehensive Income  7,388 5,60	Profit for the year	1	7,499	4,506
Profit attributable to non-controlling interests  2,514 1,3 Basic and fully diluted earnings per share (US cents)  4 13.9c 8 Pother Comprehensive Income:  tems that may be reclassified subsequently to profit and loss:  Exchange differences on translation into US Dollars of the financial statements of foreign entities  Reclassification of previously recognised exchange losses on disposal of Australian operations  Australian operations  Less applicable tax  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits on disposal of available for sale investments  Reclassification of previously recognised profits and loss:  Contact of items that may be reclassified subsequently to profit and loss:  Commercial property fair value adjustments  Less applicable tax  (85)  Contact Other Comprehensive Income  7,388 5,60	Profit attributable to owners of the parent		4.985	3,153
Cother Comprehensive Income: - tems that may be reclassified subsequently to profit and loss: - Exchange differences on translation into US Dollars of the financial statements of foreign entities  Reclassification of previously recognised exchange losses on disposal of Australian operations  Conversalian operations  Reclassification of previously recognised profits on disposal of available for sale investments  Cotal of items that may be reclassified  Less applicable tax  Commercial property fair value adjustments  Less applicable tax  Commercial property fair value adjustments  Commercial property fair value adjustments  Cotal Other Comprehensive Income  Cotal Comprehensive Income attributable to owners of the parent  7,388  5,60	Profit attributable to non-controlling interests		,	1,353
tems that may be reclassified subsequently to profit and loss: - Exchange differences on translation into US Dollars of the financial statements of foreign entities Reclassification of previously recognised exchange losses on disposal of Australian operations - 1 Unrealised gain on revaluation of available for sale investments 2,093 3,1 Less applicable tax (223) (3 Reclassification of previously recognised profits on disposal of available for sale investments (89) Cotal of items that may be reclassified  Less applicable tax (85) (1 Less applicable tax (85)	Basic and fully diluted earnings per share (US cents)	4	13.9c	8.8c
tems that may be reclassified subsequently to profit and loss: - Exchange differences on translation into US Dollars of the financial statements of foreign entities Reclassification of previously recognised exchange losses on disposal of Australian operations - 1 Unrealised gain on revaluation of available for sale investments 2,093 3,1 Less applicable tax (223) (3 Reclassification of previously recognised profits on disposal of available for sale investments (89) Cotal of items that may be reclassified  Less applicable tax (85) (1 Less applicable tax (85)	Other Comprehensive Income: -			
Australian operations - 1 Unrealised gain on revaluation of available for sale investments 2,093 3,1 Unrealised gain on revaluation of available for sale investments 2,093 3,1 Unrealised gain on fereviously recognised profits on disposal of available for sale investments (223) (3 Unrealised gain on revaluation of previously recognised profits on disposal of available for sale investments (89) (10 Unreal of items that may be reclassified 2,234 2,5 Unterest that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments 510 2 Unstal Other Comprehensive Income 2,659 2,6 Unterest Comprehensive Income 10,158 7,1 Untered Comprehensive Income attributable to owners of the parent 7,388 5,6	Items that may be reclassified subsequently to profit and loss: -			
Reclassification of previously recognised exchange losses on disposal of Australian operations - 1 Unrealised gain on revaluation of available for sale investments 2,093 3,1 Less applicable tax (223) (3 Reclassification of previously recognised profits on disposal of available for sale investments (89) (10 Total of items that may be reclassified 2,234 2,5  Total of items that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments 510 2  Less applicable tax (85) (1  Australian operations - 1  Contal Other Comprehensive Income 2,659 2,6  Total Comprehensive Income 10,158 7,1  Total Comprehensive Income attributable to owners of the parent 7,388 5,6	Exchange differences on translation into US Dollars of the financial			
Australian operations Unrealised gain on revaluation of available for sale investments Less applicable tax Reclassification of previously recognised profits on disposal of available For sale investments For sale investments For tall of items that may be reclassified  Commercial property fair value adjustments  Less applicable tax For tall Other Comprehensive Income For tall Comprehensive Income For tall Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent  Total Comprehensive Income attributable to owners of the parent	statements of foreign entities		453	(369
Unrealised gain on revaluation of available for sale investments Less applicable tax Reclassification of previously recognised profits on disposal of available for sale investments For sale investme	Reclassification of previously recognised exchange losses on disposal of			
Less applicable tax Reclassification of previously recognised profits on disposal of available for sale investments Fotal of items that may be reclassified  Commercial property fair value adjustments  Less applicable tax  (85)  Cotal Other Comprehensive Income  Fotal Comprehensive Income attributable to owners of the parent  7,388  (223)  (33)  (34)  (89)  (89)  (89)  (89)  (89)  (89)  (89)  (89)  (80)  (81)  (85)  (11)  (90)  (	Australian operations		-	157
Reclassification of previously recognised profits on disposal of available for sale investments  Total of items that may be reclassified  tems that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments  Less applicable tax  Total Other Comprehensive Income  Total Comprehensive Income  Total Comprehensive Income attributable to owners of the parent  7,388  5,60  Total Comprehensive Income attributable to owners of the parent  7,388	Unrealised gain on revaluation of available for sale investments		2,093	3,185
Fotal of items that may be reclassified 2,234 2,5  tems that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments 510 2  Less applicable tax (85) (1  Total Other Comprehensive Income 2,659 2,6  Total Comprehensive Income 10,158 7,1  Total Comprehensive Income attributable to owners of the parent 7,388 5,6	Less applicable tax		(223)	(365
Total of items that may be reclassified  tems that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments  Less applicable tax  (85)  (1)  Total Other Comprehensive Income  Total Comprehensive Income  Total Comprehensive Income attributable to owners of the parent  7,388  5,6	Reclassification of previously recognised profits on disposal of available			
tems that will not be reclassified subsequently to profit and loss: -  Commercial property fair value adjustments  Less applicable tax  (85)  (1)  Total Other Comprehensive Income  Total Comprehensive Income  10,158  7,1  Total Comprehensive Income attributable to owners of the parent  7,388  5,6	for sale investments		(89)	(40
Commercial property fair value adjustments  Less applicable tax  (85) (1 425  Total Other Comprehensive Income Cotal Comprehensive Income  Total Comprehensive Income  Total Comprehensive Income attributable to owners of the parent  7,388  5,6	Total of items that may be reclassified		2,234	2,568
Commercial property fair value adjustments  Less applicable tax  (85) (1 425  Total Other Comprehensive Income Cotal Comprehensive Income  Total Comprehensive Income  Total Comprehensive Income attributable to owners of the parent  7,388  5,6	Items that will not be reclassified subsequently to profit and loss: -			
Less applicable tax         (85)         (1           425         1           Fotal Other Comprehensive Income         2,659         2,6           Fotal Comprehensive Income         10,158         7,1           Fotal Comprehensive Income attributable to owners of the parent         7,388         5,6	1 1		510	236
Total Other Comprehensive Income  Total Comprehensive Income  Total Comprehensive Income attributable to owners of the parent  7,388  5,6				(114
Total Comprehensive Income       10,158       7,1         Total Comprehensive Income attributable to owners of the parent       7,388       5,6				122
Total Comprehensive Income       10,158       7,1         Total Comprehensive Income attributable to owners of the parent       7,388       5,6	Total Other Comprehensive Income		2.659	2,690
	Total Comprehensive Income			7,196
	Total Camprehancive Income attributable to assume of the nament		7 200	5 610
	Total Comprehensive Income attributable to non-controlling interests		2,770	5,618 1,578

## **Condensed Consolidated Statement of Changes in Equity**

	Called up share capital	Share premium	Other reserves	Retained earnings	Total Shareholders' interests	Non- controlling interests	Group Total
	US\$000	US\$000	US\$000	US\$000	US\$000	US\$000	US\$000
Year ended 30 <sup>th</sup> September 2016							
Profit after tax	-	-	(4,323)	7,476	3,153	1,353	4,506
Other Comprehensive Income			2,465		2,465	225	2,690
Total Comprehensive Income	-	-	(1,858)	7,476	5,618	1,578	7,196
Transactions with shareholders						(633)	(633)
Disposal of interests Dividends paid	-	-	-	(1,287)	(1,287)	(1,519)	(2,806)
Balances at start of year	8,964	23,606	(861)	31,155	62,864	8,576	71,440
Balances at end of year	8,964	23,606	(2,719)	37,344	67,195	8,002	75,197
Year ended 30 <sup>th</sup> September 2017 Profit after tax	<u>-</u>	-	(457)	5,442	4,985	2,514	7,499
Other Comprehensive Income	-	-	2,403	-	2,403	256	2,659
Total Comprehensive Income Transactions with shareholders	-	-	1,946	5,442	7,388	2,770	10,158
Disposal of interests	_	_	_	_	_	_	_
Dividends paid	-	-	-	(1,326)	(1,326)	(1,732)	(3,058
Balances at start of year	8,964	23,606	(2,719)	37,344	67,195	8,002	75,197
Balances at end of year	8,964	23,606	(773)	41,460	73,257	9,040	82,297

## **Condensed Consolidated Statement of Financial Position**

Non-current assets	at 30 <sup>th</sup> September		2017 Reviewed US\$000	2016 Audited US\$000
Divestment property   20,923   20,460   20,923   10,397   9,237   10,097   9,237   10,097   9,237   10,000   183   180   181   181   181   181   181   182   182   182   171   523   1,559   1,559   1,559   1,000   1,000   1,000   1,559   1,000   1,000   1,000   1,559   1,000   1,000   1,000   1,559   1,000	Assets			
Property, plant and equipment         10,397         9,237           Goodwill         183         180           Intangible assets         717         523           Deferred taxation         2,293         1,559           Investment in associated companies         187         185           Investments         5         27,994         25,382           Investments         5         27,994         25,382           Investments         29,162         24,051           Inventorics         29,162         24,051           Accounts receivable         7         56,589         41,697           Other financial assets         495         326           Tax recoverable         6         6         35           Cash and cash equivalents         9         21,177         30,916           Investment property held for sale         6         -         1,189           Total assets         (65,885)         (59,546)           Other financial liabilities         (65,885)         (59,546)           Other financial liabilities secured on the investment property held for sale         7         2,065)         (1,777)           Tax payable         7         (2,065)         (1,777)         (2				
Goodwill Intampible assets         183         180           Intampible assets         77         523           Deferred taxation         2,293         1,559           Investment in associated companies         187         185           Investments         5         27,994         25,382           Investments         5         27,994         25,382           Current assets         29,162         24,051           Accounts receivable         7         56,589         41,697           Other financial assets         495         3.26           Tax recoverable         68         359           Cash and cash equivalents         9         21,177         30,916           Tax recoverable         6         -         1,189           Total assets         170,185         156,064           Current liabilities         6         -         1,189           Total assets         (65,885)         (59,546)           Other financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         1         (2,106)         (2,210)           Total assets less current liabilities         7         (13,571)			· ·	
Intangible assets			· ·	
Deferred taxation         2,293         1,559           Investment in associated companies         185           Investments         5         27,994         25,382           Investments         62,694         57,526           Current assets         29,162         24,051           Accounts receivable         7         56,589         41,697           Other financial assets         495         326           Tax recoverable         68         359           Cash and cash equivalents         9         21,177         30,916           Investment property held for sale         6         -         1,189           Total assets         6         -         1,189           Total assets secured on the investment property held for sale         7         -         (251)           Tax payable         (65,885)         (59,546)         (5,885)         (59,546)           Other financial liabilities         7         -         (251)           Total assets less current liabilities         7				
187				
Net current liabilities   10   10   10   10   10   10   10   1				
Current assets         62,694         57,526           Inventories         29,162         24,051           Accounts receivable         7         56,589         41,697           Other financial assets         495         326           Cash and cash equivalents         9         21,177         30,916           Cash and cash equivalents         6         -         1,189           Investment property held for sale         6         -         1,189           Total assets         170,185         156,064           Current liabilities         (65,885)         (59,546)           Other financial liabilities         (65,885)         (59,546)           Other financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (2,065)         (1,777)         (68,096)         (62,422)           Net current assets         39,395         36,116           Total assets less current liabilities         102,089         93,642           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Called up share ca	=	5		
Current assets	in residents	-		
Numertories   29,162   24,051     Accounts receivable   7   56,589   41,697     Cher financial assets   485   326     Tax recoverable   68   359     Cash and cash equivalents   9   21,177   30,916     Investment property held for sale   6   -   1,189     Investment property held for sale   6   -   1,189     Investment property held for sale   6   -   1,189     Total assets   170,185   156,064     Current liabilities   (65,885)   (59,546)     Charrent liabilities   (146)   (848)     Financial liabilities   (146)   (848)     Financial liabilities secured on the investment property held for sale   7   (2,065)   (1,777)     Tax payable   (2,065)   (62,422)     Net current assets   39,395   36,116     Total assets less current liabilities   102,089   93,642     Non-current liabilities   7   (13,571)   (12,351)     Deferred taxation   (6,221)   (6,094)     Net assets   82,297   75,197     Capital and reserves   82,297   75,197     Capital and reserves   82,297   75,197     Capital and reserves   23,606   23,606     Cher reserves   37,325   67,195     Retained earnings   41,460   37,344     Equity attributable to owners of the parent   73,257   67,195     Non-controlling interests   9,040   8,002	Current assets	_	02,000	67,626
Accounts receivable         7         56,589         41,697           Other financial assets         495         326           Tax recoverable         68         359           Cash and cash equivalents         9         21,177         30,916           Investment property held for sale         6         -         1,189           Total assets         170,185         156,064           Current liabilities         (146)         (848)           Financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (2,065)         (1,777)           Net current assets         39,395         36,116           Total assets less current liabilities         102,089         93,642           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         82,297         75,197           Capital up share capital         8,964         8,964           Share premium account         23,606         23,606           O			29,162	24,051
Tax recoverable         68         359           Cash and cash equivalents         9         21,177         30,916           Investment property held for sale         6         -         1,189           Total assets         170,185         156,064           Current liabilities         (65,885)         (59,546)           Other financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (2,065)         (1,777)         (68,096)         (62,422)           Net current assets         39,395         36,116           Total assets less current liabilities         7         (13,571)         (12,351)           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         82,297         75,197           Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         7(773)         (2,719)           Retained earnings         41,46	Accounts receivable	7		
Cash and cash equivalents         9         21,177         30,916           Investment property held for sale         6         -         1,189           Total assets         170,185         156,064           Current liabilities         5         5,064           Financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (2,065)         (1,777)           Net current assets         39,395         36,116           Total assets less current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         82,297         75,197           Capital and reserves         8,964         8,964           Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002	Other financial assets		495	
107,491   97,349     Investment property held for sale   6				
Investment property held for sale   1,189   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185   156,064   170,185	Cash and cash equivalents	9_		
Current liabilities         (65,885)         (59,546)           Cinancial liabilities         (146)         (848)           Cinancial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (68,096)         (62,422)           Net current assets         39,395         36,116           Total assets less current liabilities         102,089         93,642           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         82,297         75,197           Capital and reserves         8,964         8,964           Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         (7773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002		_	107,491	
Current liabilities           Financial liabilities         (65,885)         (59,546)           Other financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (2,065)         (1,777)           (68,096)         (62,422)           Net current assets         39,395         36,116           Total assets less current liabilities         102,089         93,642           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         89,64         8,964           Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         (773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002		6 _	<u> </u>	
Financial liabilities         (65,885)         (59,546)           Other financial liabilities         (146)         (848)           Financial liabilities secured on the investment property held for sale         7         -         (251)           Tax payable         (68,096)         (62,422)           Net current assets         39,395         36,116           Total assets less current liabilities         102,089         93,642           Non-current liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         23,606         23,606           Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         (773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002	Total assets	_	170,185	156,064
Non-current liabilities         7         (13,571)         (12,351)           Pinancial liabilities         7         (13,571)         (12,351)           Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         7         23,606         23,606           Called up share capital         8,964         8,964         8,964           Share premium account         23,606         23,606         23,606           Other reserves         (773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002	Financial liabilities Other financial liabilities Financial liabilities secured on the investment property held for sale	7	(146) - (2,065)	(848) (251) (1,777)
Non-current liabilities         Financial liabilities       7       (13,571)       (12,351)         Deferred taxation       (6,221)       (6,094)         Net assets       82,297       75,197         Capital and reserves       23,606       23,606         Called up share capital       8,964       8,964         Share premium account       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002	Net current assets	_	39,395	36,116
Financial liabilities       7       (13,571)       (12,351)         Deferred taxation       (6,221)       (6,094)         Net assets       82,297       75,197         Capital and reserves       23,604       8,964         Called up share capital       23,606       23,606         Share premium account       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002	Total assets less current liabilities	<del>-</del>	102,089	93,642
Financial liabilities       7       (13,571)       (12,351)         Deferred taxation       (6,221)       (6,094)         Net assets       82,297       75,197         Capital and reserves       23,606       8,964       8,964         Share premium account       23,606       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002	Non-current liabilities			
Deferred taxation         (6,221)         (6,094)           Net assets         82,297         75,197           Capital and reserves         75,197         8,964		7	(13.571)	(12,351)
Net assets         82,297         75,197           Capital and reserves         Called up share capital         8,964         8,964           Share premium account         23,606         23,606           Other reserves         (773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002				
Capital and reserves       3,964       8,964         Called up share capital       23,606       23,606         Share premium account       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002	Not assets	_		
Called up share capital       8,964       8,964         Share premium account       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002		_	82,291	75,197
Share premium account       23,606       23,606         Other reserves       (773)       (2,719)         Retained earnings       41,460       37,344         Equity attributable to owners of the parent       73,257       67,195         Non-controlling interests       9,040       8,002			9.064	9.064
Other reserves         (773)         (2,719)           Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002	* *			
Retained earnings         41,460         37,344           Equity attributable to owners of the parent         73,257         67,195           Non-controlling interests         9,040         8,002				
Equity attributable to owners of the parent73,25767,195Non-controlling interests9,0408,002				
· ————	•	_		
<b>Total equity 82,297</b> 75,197	Non-controlling interests	_	9,040	8,002
	Total equity	=	82,297	75,197

## **Condensed Consolidated Statement of Cashflow**

For the year ended 30th September	2017	2016
	Reviewed	Audited
	US\$000	US\$000
Operating activities		
Profit for the year	7,499	4,506
Adjustments		
Taxation	2,902	2,992
Loss on disposal of discontinued operations	· -	474
Depreciation	927	753
Share of associated companies' results	(36)	(31)
Finance expense	2,316	2,502
Other income	(3,269)	(5,588)
Other expense – fair value adjustments and losses on disposal	893	343
	11,232	5,951
Changes in working capital	11,202	3,751
(Increase)/decrease in inventories	(4,675)	3,770
(Increase)/decrease in receivables	(14,492)	3,612
Increase/(decrease) in payables	8,171	(3,688)
	236	
Cash generated by operations	230	9,645
Finance expense	(2,316)	(2,502)
Taxation paid	(2,943)	(3,904)
Cash (outflow)/inflow from operating activities	(5,023)	3,239
Cash (outflow)/ fill flow from operating activities	(3,023)	3,239
Investing activities		
Purchase of and improvements to tangible non-current assets	(1,626)	(2,241)
Proceeds of disposal of tangible assets	1,452	9,737
Purchase of software	(190)	=
Acquisition of investments	(839)	(613)
Proceeds of disposal of investments	280	446
Cashflow on disposal of discontinued operations	-	(62)
Dividends received	693	556
Interest received	869	1,004
Cash inflow from investing activities	639	8,827
Cash (outflow)/inflow before financing	(4,384)	12,066
Financing activities		
Drawdown of new long-term loans	1,238	6,300
Repayment of long term loans	(56)	(5,098)
Dividends paid to Group shareholders	(1,326)	(1,287)
Dividends paid to one-controlling interests of subsidiaries	(1,732)	(1,518)
Cash outflow from financing activities	(1,876)	(1,603)
Cash outriow from financing activities	(1,070)	(1,003)
(Decrease)/Increase in cash and cash equivalents	(6,260)	10,463
Cash and cash equivalents at 1st October	20,544	10,068
Effect of foreign exchange rate changes	53	13
Cash and cash equivalents at 30 <sup>th</sup> September (see note 9)	14,337	20,544
September (See note 2)		20,511

## **EXPLANATORY NOTES**

## 1) SEGMENTAL REPORTING

For management purposes the Group is organised on a worldwide basis into the following main business segments grouped by similar businesses and services:

Import and distribution Trade in tools, food and household consumer products primarily imports to, and

exports from, South Africa.

Property Investment properties in U.S.A. and South Africa.

Investments in associated

companies

Companies involved in marketing and merchandising.

Excluded from the segmental Mainly transactions relating to the share portfolios, profits on disposals of tangible

analysis are other activities and intangible non-current assets local head office costs, and interest.

There are no sales between business segments and businesses carrying out similar trade and services are grouped in the same segments.

	2017		2016	
Segmental analysis of results	Revenue US\$000	Profit/ (Loss) US\$000	Revenue US\$000	Profit/ (Loss) US\$000
Import and distribution * Property Investments in associated companies	337,256 2,796	11,022 421 36	238,869 3,064	5,858 871 31
Continuing operations	340,052	11,479	241,933	6,760
<b>Discontinued operations</b> Import and distribution - Australia Property - Australia	340,052	11,479	526 	(308) (5) 6,447
Loss on disposal Other expenses Other income Finance expense Taxation Profit for the year		(2,031) 3,269 (2,316) (2,902) 7,499		(474) (1,572) 5,590 (2,502) (2,983) 4,506
* Includes sales to the Group's major customers represe	enting 10% or mo	ore of Group reve	enue: 2017 US\$000	2016 US\$000
Customer A Customer B			143,623 38,878	130,144 26,761

## 1) SEGMENTAL REPORTING (continued)

Segment assets consist of property, plant and equipment, inventories and receivables and exclude cash balances. Segment liabilities are operating liabilities and exclude items such as taxation and borrowings. Unallocated assets and liabilities are investments, holding company assets and liabilities, cash balances, taxation and borrowings. Capital expenditure comprises additions to property, plant and equipment.

	Assets	Liabilities	Net assets	Capital expenditure	Depreciation charge
	US\$000	US\$000	US\$000	US\$000	US\$000
Segmental analysis of net assets 30th Sept	ember 2017				
Import and distribution	97,812	(60,690)	37,122	1,583	(921)
Property	21,611	(623)	20,988	2	(6)
Investment in associated companies	187	-	187	-	-
Unallocated (including cash, tax and debt)	50,575	(26,575)	24,000		
Consolidated total	170,185	(87,888)	82,297	1,585	(927)
Segmental analysis of net assets 30th Sept	ember 2016				
Import and distribution	73,467	(47,800)	25,667	1,874	755
Property	23,450	(1,094)	22,356	367	8
Investment in associated companies	185	-	185	-	-
Unallocated (including cash, tax and debt)	58,962	(31,973)	26,989	-	-
Continuing operations	156,064	(80,867)	75,197	2,241	763
Discontinued operations:					
Import and distribution	_	_	_	_	9
Property	_	_	_	_	5
- I - · · V					
Consolidated total	156,064	(80,867)	75,197	2,241	777

## **Secondary Reporting Format – Geographical Segments**

The Group operates in the following geographic areas.

Europe Location for part of the Group's import and distribution business, the non-trading parent company and

most of the Group's investment portfolio.

Australia Previously location for part of the Group's import and distribution business (sold Aug 2016).

Middle East Location for part of the Group's import and distribution business.

United States Location for part of the Group's property portfolio and some of the Group's investment portfolio.

South Africa Location for the bulk of the Group's import and distribution business and part of the Group's property

portfolio.

## 1) SEGMENTAL REPORTING (continued)

	Group			Non-Current
	revenue	Assets	Liabilities	assets
Segmental analysis at 30th September 2017	<b>US\$000</b>	<b>US\$000</b>	<b>US\$000</b>	<b>US\$000</b>
Europe	66,246	52,526	(21,164)	135
Middle East	2,857	934	(434)	6
United States	1,176	26,801	(10,448)	11,290
Total outside South Africa	70,279	80,261	(32,046)	11,431
South Africa	269,773	89,924	(55,842)	20,976
Total	340,052	170,185	(87,888)	32,407
	Group			Non-Current
	revenue	Assets	Liabilities	assets
Segmental analysis at 30th September 2016	US\$000	US\$000	US\$000	US\$000
Europe	30,779	50,290	(22,517)	81
Middle East	1,526	779	(275)	2
United States	1,187	26,470	(10,484)	11,501
Total outside South Africa	33,492	77,539	(33,276)	11,584
South Africa	208,441	78,525	(47,591)	19,001
Total continuing operations	241,933	156,064	(80,867)	30,585
Australia	526	-	-	=
Total	242,459	156,064	(80,867)	30,585

Assets and liabilities (before non-controlling interests) are shown by the geographical area in which the assets are located. Non-current assets exclude financial instruments and deferred tax.

## 2) OTHER INCOME

2) OTHER INCOME	2017	2016
	US\$000	US\$000
Investment property revaluations	494	1,002
Gain on disposal of investment property	474	2,300
	25	
Gain on disposal of non-current tangible assets	<del></del>	24
Recovery of impairment on non-current asset	37	20
Fair value adjustments on forward foreign exchange contracts	64	1
Dividend income	657	556
Interest income	869	1,004
Other income	472	68
Exchange gains	255	590
Profit on disposal of investments	396	23
Total income – continuing operations	3,269	5,588
Other income – discontinued operations	-	2
	3,269	5,590
3) OTHER EXPENSES		
-, ·	2017	2016
	US\$000	US\$000
Investment property revaluation	(221)	(84)
Loss on disposal of investments	-	(18)
Fair value adjustments on tangible assets and listed investments	-	(36)
Fair value adjustment on unlisted investment	-	(200)
Loss on disposal of non-current tangible assets	(18)	(5)
Fair value adjustments and losses on disposal	(239)	(343)
Exchange losses	(654)	(543)
· · · · · · · · · · · · · · · · · · ·	(33,597)	` '
Administration and other expenses	(34,490)	$\frac{(29,441)}{(29,789)}$
	(5-1,-150)	(27,707)

## 3) OTHER EXPENSES (continued)

Basic earnings on continuing operations

Administration and other expenses include: -	2017 US\$000	2016 US\$000
Operating lease costs Premises	2,162	1,322
Plant, equipment and vehicles	108	40
Auditors' fees of the Company and its subsidiaries Audit related Other	402 3	465
4) EARNINGS PER SHARE		
	2017	2016
Basic earnings per share	13.9c	8.8c
Basic (loss) per share on discontinued operations	<u> </u>	(1.7)c
Basic earnings per share on continuing operations	13.9c	10.5c
Headline earnings per share	12.6c	1.9c
Headline earnings per share on continuing operations	12.6c	2.3c
Headline (loss) per share on discontinued operations	<u> </u>	(0.4)c
Reconciliation of basic earnings on continuing operations	US\$000	US\$000
Basic earnings on continuing and discontinued operations	4,985	3,153
Share of losses of discontinuing operations	-	152
Loss on disposal of discontinuing operations		474

Earnings per share and headline earnings per share are based on the result attributable to shareholders of the Group and on the weighted average of shares in issue of 35,857,512 (2016 - 35,857,512). There are no dilutive equity instruments in issue.

4,985

3,779

	2017	2016
Reconciliation between basic and headline earnings per share	US\$000	US\$000
Basic earnings on continuing and discontinued operations Adjusted for:	4,985	3,153
Gain on disposal of investment property, net of tax effect of US\$88,000 (2016 – US\$46,000)	(88)	(2,346)
Investment property revaluation, net of tax effect of US\$7,000 (2016 – US\$196,000)	(229)	(722)
Loss on disposal of Australian operations, including recycled exchange losses of US\$157,000	-	474
Recovery of impairment of non-current assets Reclassification of previously recognised gains on disposal of available for	(37)	(20)
sale investments Effect of change in rate of tax	(89)	(40) 185
Net profit on disposal of non-current tangible assets  Headline earnings	(7) 4,535	(19) 665
	-,	

#### 4) EARNINGS PER SHARE (continued)

	2017	2016
Reconciliation between basic and headline earnings per share on continuing operations	US\$000	US\$000
Basic earnings on continuing operations	4,985	3,779
Adjusted for:		
Gain on disposal of investment property, net of tax of US\$88,000		
(2016-US\$46,000)	(88)	(2,346)
Investment property revaluation, net of tax effect of US\$7,000		
(2016 - US\$196,000)	(229)	(722)
Recovery of impairment of non-current assets	(37)	(20)
Reclassification of previously recognised gains on disposal of available for		
sale investments	(89)	(40)
Effect of change in rate of tax	-	185
Net profit on disposal of non-current tangible assets	(7)	(19)
Headline earnings – continuing operations	4,535	817

## 5) INVESTMENTS

Investments include listed investments with a fair value of US\$25,369,000 (2016 – US\$23,169,000) and the unlisted investment in Heartstone Inns Ltd with a fair value of US\$2,625,000 (2016 – US\$ 2,213,000). The value of the investment in Heartstone Inns Ltd on acquisition was US\$2,413,000 and the increase in fair value in the year of US\$412,000 (2016 – decrease US\$200,000) has been included in Other comprehensive income.

The unlisted investment in Heartstone is carried at fair value which is calculated based on the net asset value per share at 30th September 2017 of US\$1.78 less a discount of 10% to take into account the illiquidity of this holding in a private company. The net asset value at 30<sup>th</sup> September 2017 is based upon management accounts but has been adjusted to reflect an increase in respect of the fair value of property plant and equipment, which is supported by an independent professional valuation. A change in the discount to net asset value by 12% would change the fair value by US\$315,000. The Group owns 1,641,309 Ordinary Shares in Heartstone representing 11.9% of its issued diluted share capital.

## 6) NON-CURRENT ASSETS HELD FOR SALE

On 1 November 2016, an investment property in Cape Town, South Africa, was disposed of for US\$1,208,000 which was settled in cash. The property was valued at US\$1,189,000 and post-tax profit attributable, accounted for in the year ended September 2017, was US\$46,000.

## 7) FINANCIAL INSTRUMENTS

The categories of financial instruments used by the Group are:

	Level in Fair Value hierarchy	2017 US\$000	2016 US\$000
Financial assets	•		
Available for sale carried at fair value			
Investments – listed	1	25,369	23,169
– unlisted	3	2,625	2,213
At fair value through profit or loss			
Forward foreign exchange contracts in Other financial assets	2	301	70
Loans and accounts receivable at amortised cost			
Accounts receivable	n/a	56,589	41,697
Accrued operating lease income on properties in Other financial			
assets	n/a	194	256
Cash at bank in Cash and cash equivalents	n/a	20,323	30,916
Money market funds in Cash and cash equivalents	n/a	854	-
Financial liabilities			
At amortised cost			
Trade and other payables - current - in Current financial liabilities	n/a	59,045	49,174
- non-current	n/a	13,571	12,351
Bank overdrafts in Current financial liabilities	n/a	6,840	10,372
Capitalised lease obligations in Other financial liabilities	n/a	92	109
Financial liabilities secured on the investment property held for sale	n/a	-	251
At fair value through profit or loss			
Forward foreign exchange contracts in Other financial liabilities	2	54	739

The fair value of forward foreign exchange contracts is determined by market value quotes received from independent financial institutions.

Accounts receivable and accounts payable due within one year are carried at amortised cost which approximates to their fair values at the year-end.

The carrying value of bank loans payable in more than one year approximates to their fair values. This is due to the loans all attracting market related interest rates, and thus the effect of discounting (using a market rate interest rate) when applying the effective interest rate method would result in no real difference between the fair value determined and the carrying value of the bank loans.

## 8) SECURED LIABILITIES

Overdrafts of US\$6,841,000 (2016 - US\$10,372,000) are included in current liabilities. Group long-term financial liabilities are secured on various properties and bear interest at commercial rates.

#### 9) CASH AND CASH EQUIVALENTS

2016	Exchange	Cash Flow	2017
	movements	movement	
US\$000	US\$000	US\$000	<b>US\$000</b>
30,916	74	(10,667)	20,323
-	-	854	854
30,916	74	(9,813)	21,177
(10,372)	(21)	3,553	(6,840)
20,544	53	(6,260)	14,337
	US\$000 30,916 - 30,916 (10,372)	Movements US\$000 US\$000 30,916 74	US\$000         US\$000         US\$000           30,916         74         (10,667)           -         -         854           30,916         74         (9,813)           (10,372)         (21)         3,553

## 10) OPERATING LEASE COMMITMENTS

During the year, Monteagle Logistics Ltd has entered into a commercial property lease of a warehouse situated in Sydney Road, Durban. The lease term is 10 years and two months, with a non-cancellable period no earlier than 5 years. The remaining term of the lease is 115 months, with an annual escalation of 7.5%.

Future minimum rentals payable under the operating lease as at 30 September 2017 are as follows:

Rentals payable	US\$000
Within one year	1,385
Two to five years	6,661
More than five years	10,398
	18,444

#### 11) BASIS OF PREPARATION

This provisional report has been prepared in accordance with the framework, concepts and the measurement and recognition requirements of International Financial Reporting Standards, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the Listings Requirements of the JSE Limited, the financial reporting guides issued by the Accounting Practices Committee of the South African Institute of Chartered Accountants (the "SAICA Financial Reporting Guides") and contains the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in this provisional announcement are consistent with those adopted and disclosed in the Group's annual report for the year ended 30th September 2016.

## **Responsibility Statement**

The directors take full responsibility for the preparation of the provisional report and the financial information has been correctly extracted from the underlying annual financial statements.

#### **Review Report**

This provisional report for the year ended 30 September 2017 was prepared under the supervision of the Financial Director, Mr E.J. Beale, and has been reviewed by the Company's auditor, Saffery Champness, who expressed an unmodified review conclusion thereon. The review opinion is available for inspection at the registered office of the Company. The audited annual report will be mailed to shareholders in early 2018.

21 December 2017 Johannesburg

Sponsor

Sasfin Capital (a member of the Sasfin Group)