Audited results for the year ended 28 February 2014

Raubex Group Limited

Salient features

- **Revenues up 12,2% to R6,33 billion (2013: R5,64 billion)**
- **Operating profit up 11,6% to R539,9 million** (2013: R483,8 million)
- **Normalised operating profit down 0,5% to R539,9 million** (2013: R542,6 million)
- **Group operating profit margin of 8,5%** (2013: 8,6%)
- **HEPS up 17,9% to 187,1 cents per share** (2013: 158,7 cents per share)
- **Cash flow from operations down 12,5% to R751,4 million** (2013: R859,0 million)
- **Capex spend of R483,3 million** (2013: R460,9 million)
- **Order book of R6,55 billion** (2013: R5,23 billion)
- **Final dividend of 35 cents per share declared**

Raubex Group Limited (Incorporated in the Republic of South Africa) Registration number 2006/023666/06 Share code: RBX ISIN code: ZAE000093183 ("Raubex" or the "Group")

Group income statement

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Revenue	6 325 012	5 635 519
Cost of sales	(5 463 929)	(4 843 407)
Gross profit	**861 083**	792 112
Other income	11 302	15 223
Other gains/(losses) – net	16 021	21 840
Administrative expenses	(348 531)	(345 370)
Operating profit	**539 875**	483 805
Finance income	38 749	33 518
Finance costs	(44 162)	(40 184)
Profit before income tax	**534 462**	477 139
Income tax expense	(154 786)	(158 571)
Profit for the year	**379 676**	318 568
Profit for the year attributable to:		
Owners of the parent	355 573	301 249
Non-controlling interest	24 103	17 319
Basic earnings per share (cents)	191,3	163,2
Diluted earnings per share (cents)	187,9	160,3

Group statement of comprehensive income

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Profit for the year	379 676	318 568
Other comprehensive income for the year, net of tax		
Currency translation differences	4 688	3 815
Actuarial gain on post-employment benefit obligations	2 043	–
Total comprehensive income for the year	386 407	322 383
Comprehensive income for the year attributable to:		
Owners of the parent	362 304	305 064
Non-controlling interest	24 103	17 319
Total comprehensive income for the year	386 407	322 383

Calculation of diluted earnings per share

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Profit attributable to owners of the parent entity	355 573	301 249
Weighted average number of ordinary shares in issue ('000)	185 900	184 536
Adjustments for:		
Shares deemed issued for no consideration (share options) ('000)	3 360	3 401
Weighted average number of ordinary shares for diluted earnings per share ('000)	189 260	187 937
Diluted earnings per share (cents)	187,9	160,3

Calculation of headline earnings per share

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Profit attributable to owners of the parent entity	355 573	301 249
Adjustments for:		
Profit on sale of property, plant and equipment	(10 244)	(11 767)
Excess from fair value of assets acquired over purchase price	(368)	–
Total tax effects of adjustments	2 868	3 295
Basic headline earnings	347 829	292 777
Weighted average number of shares ('000)	185 900	184 536
Headline earnings per share (cents)	187,1	158,7
Diluted headline earnings per share (cents)	183,8	155,8

Group statement of financial position

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
ASSETS		
Non-current assets		
Property, plant and equipment	1 841 611	1 561 232
Intangible assets	763 671	763 951
Deferred income tax assets	37 509	23 936
Total non-current assets	**2 642 791**	2 349 119
Current assets		
Inventories	420 240	245 546
Construction contracts in progress and retentions	322 590	307 381
Trade and other receivables	1 068 410	1 089 032
Current income tax receivable	28 671	31 218
Cash and cash equivalents	871 260	835 685
Total current assets	**2 711 171**	2 508 862
Total assets	**5 353 962**	4 857 981
EQUITY		
Share capital	1 859	1 845
Share premium	2 179 613	2 179 613
Other reserves	(1 104 240)	(1 112 515)
Retained earnings	2 109 193	1 850 616
Equity attributable to owners of the parent	**3 186 425**	2 919 559
Non-controlling interest	54 612	39 031
Total equity	**3 241 037**	2 958 590
LIABILITIES		
Non-current liabilities		
Borrowings	429 961	349 303
Provisions for liabilities and charges	34 675	26 152
Deferred income tax liabilities	266 464	245 623
Total non-current liabilities	**731 100**	621 078
Current liabilities		
Trade and other payables	1 075 529	978 350
Borrowings	287 600	233 201
Current income tax liabilities	18 696	7 937
Provisions for liabilities and charges	–	58 825
Total current liabilities	**1 381 825**	1 278 313
Total liabilities	**2 112 925**	1 899 391
Total equity and liabilities	**5 353 962**	4 857 981

Directors
JE Raubenheimer#, RJ Fourie, JF Gibson, F Kenney#, LA Maxwell*, BH Kent*, NF Msiza*
*# Non-executive * Independent non-executive*

Company secretary
Mrs HE Ernst

Registered office
The Highgrove Office Park
Building No 1, Tegel Avenue
Centurion, South Africa

Transfer secretaries
Computershare Investor Services (Pty) Limited
70 Marshall Street, Johannesburg
2001, South Africa

Auditors
PricewaterhouseCoopers Inc.

Sponsor
Investec Bank Limited

www.raubex.com

Group statement of cash flows

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Cash flows from operating activities		
Cash generated from operations	751 420	859 007
Finance income	38 749	33 518
Finance costs	(44 162)	(40 184)
Dividend received	–	1 037
Income tax paid	(136 438)	(173 269)
Net cash generated from operating activities	609 569	680 109
Cash flows from investing activities		
Purchases of property, plant and equipment	(483 299)	(460 939)
Proceeds from sale of property, plant and equipment	52 839	49 908
Acquisition of subsidiaries	(115 040)	(14 597)
Net cash used in investing activities	(545 500)	(425 628)
Cash flows from financing activities		
Proceeds from borrowings	504 253	388 607
Repayment of borrowings	(404 319)	(311 100)
Proceeds from shares issued	14	–
Dividends paid to owners of the parent	(120 835)	(119 948)
Dividends paid to non-controlling interests	(2 308)	(1 274)
Acquisition of interest in a subsidiary	(8 185)	–
Net cash used in financing activities	(31 380)	(43 715)
Net increase in cash and cash equivalents	32 689	210 766
Cash and cash equivalents at the beginning of the year	835 685	624 919
Effects of exchange rates on cash and cash equivalents	2 886	–
Cash and cash equivalents at the end of the year	871 260	835 685

Group segmental analysis

	Materials R'000	Road surfacing and rehabilitation R'000	Road construction and earthworks R'000	Infra-structure R'000	Tosas R'000	Consolidated R'000
Reportable segments						
28 February 2014						
Segment revenue	1 624 577	2 505 115	1 179 805	730 759	284 756	6 325 012
Segment result (operating profit)	259 152	209 260	40 026	36 966	(5 529)	539 875
28 February 2013						
Segment revenue	1 501 732	2 753 772	1 217 189	162 826	–	5 635 519
Segment result (operating profit)	218 935	199 545	61 656	3 669	–	483 805

	Local R'000	International R'000	Consolidated R'000
Geographical information			
28 February 2014			
Segment revenue	5 890 468	434 544	6 325 012
Segment result (operating profit)	459 116	80 759	539 875
28 February 2013			
Segment revenue	5 173 823	461 696	5 635 519
Segment result (operating profit)	399 591	84 214	483 805

Additional information

Employee benefit expense

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Employee benefit expense in the income statement consists of:		
Salaries, wages and contributions	1 436 923	1 157 263
Share options granted to employees	27 354	26 071
Total employee benefit expense	1 464 277	1 183 334

Capital expenditure and depreciation

	Audited 12 months 28 February 2014 R'000	Audited 12 months 28 February 2013 R'000
Capital expenditure for the year	483 299	460 939
Depreciation for the year	282 968	251 114
Amortisation of intangible assets for the year	280	1 677

Notes

Basis of preparation

The summary consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for abridged reports, and the requirements of the Companies Act applicable to summary financial statements. The Listings Requirements require abridged 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. The accounting policies applied in the preparation of the consolidated financial statements from which the summary consolidated financial statements were derived are in terms of International Financial Reporting Standards and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements.

These summary consolidated financial statements for the year ended 28 February 2014 have been prepared under the supervision of the Financial Director, Mr JF Gibson CA(SA) and audited by PricewaterhouseCoopers Inc., who expressed an unmodified opinion thereon. The auditor also expressed an unmodified opinion on the annual financial statements from which these summary consolidated financial statements were derived. A copy of the auditor's report on the summary consolidated financial statements and of the auditor's report on the annual consolidated financial statements are available for inspection at the Company's registered office.

The auditor's report does not necessarily report on all of the information contained in this announcement. Any reference to future financial information included in this announcement has not been reviewed or reported on by the auditors. Shareholders are advised that in order to obtain a full understanding of the nature of the auditors' engagement they should obtain a copy of that report together with the accompanying financial information from the Company's registered office.

Business combinations

Tosas Holdings (Pty) Ltd

On 26 April 2013 the Group acquired 100% of the share capital of Tosas Holdings (Pty) Ltd from Sasol Oil (Pty) Ltd for a purchase price of R120 million in cash. Tosas is a manufacturer and distributor of value added bituminous products used primarily for road construction activities and their operations include several bitumen processing and storage facilities in the inland region of South Africa as well as in Namibia and Botswana. The acquisition represents a strong strategic fit for Raubex as an integrated road construction and rehabilitation company operating across southern Africa. The company contributed revenues of R284,8 million and net loss of R3,5 million for the period from 26 April 2013 to 28 February 2014. If the acquisition had occurred on 1 March 2013, contributions to Group revenue would have been R355,7 million and net loss of R4,9 million.

Details of the net assets acquired, purchase consideration and goodwill are as follows:

	R'000
The purchase consideration:	
Cash	120 000
Fair value of net assets acquired	120 368
Excess from fair value of assets acquired over purchase price	(368)
Fair value of net assets acquired	
Property, plant and equipment	117 527
Deferred tax asset	15 101
Inventory	58 914
Trade and other receivables	49 424
Current income tax receivable	1 898
Cash and cash equivalents	7 260
Deferred tax liability	(18 101)
Borrowings	(35 122)
Provisions	(7 010)
Trade and other payables	(69 523)
Total fair value of net assets acquired	120 368

Events after the reporting period

There were no material events after the reporting period to report up to the date of preparation of these Group financial statements.

Rudolf Fourie, CEO of Raubex Group, said: "The past year has been a challenging one for the construction industry, characterised by extremely competitive trading conditions, particularly in the road construction space. Strong performances from our materials operations and Raubex Infrastructure, which has now successfully established its presence and reputation in the marketplace, have helped mitigate the impact of a difficult local operating environment.

"Good progress has been made in growing our international exposure and we are pleased to have secured significant contracts in Zambia and Namibia.

"The Group has maintained a strong balance sheet and cash position during the year and looking ahead we will focus on acquisitions that strengthen our vertically integrated model and on growing our current order book with improved margins."

Commentary

Financial overview

Revenue increased 12,2% to R6,33 billion and operating profit increased by 11,6% to R539,9 million from the corresponding prior year. The increase in operating profit is mainly due to the R58,8 million provision made for an administrative penalty payable to the Competition Commission during the prior year. Normalised operating profit, excluding the effect of this provision, decreased 0,5% from R542,6 million to R539,9 million. Operationally, a strong performance from the Group's materials division and a positive contribution from the new infrastructure division were offset by challenging market conditions that have persisted in the road construction sector during the year.

Profit before tax increased 12,0% to R534,5 million.

The effective tax rate decreased to 29,0% from 33,2% due to the non-tax deductible nature of the provision made for the Competition Commission penalty during the prior year.

Earnings per share increased 17,2% to 191,3 cents with headline earnings per share increasing 17,9% to 187,1 cents.

Group operating profit margin remained flat at 8,5% (2013: 8,6%).

Cash generated from operations decreased 12,5% to R751,4 million (2013: R859,0 million) before finance charges and taxation. The decrease is largely attributable to the payment of the R58,8 million Competition Commission penalty as well as an increase in the Group's working capital requirements during the year.

Trade and other receivables decreased by 1,9% to R1,07 billion.

Inventories increased by 71,2% to R420,2 million as a result of a strategic increase in bitumen and aggregate stock on hand and also the inventory requirements of Tosas which amounted to R75,2 million at year-end.

Capital expenditure on property, plant and equipment increased 4,9% to R483,3 million, mainly due to the replacement of plant and equipment, capital expenditure was impacted during the year by the depreciating Rand.

The Group's net cash inflow for the year was R35,6 million after taking into account the acquisition in cash of Tosas and the settlement of the Competition Commission penalty. Total cash and cash equivalents at the end of the year increased 4,3% to R871,3 million (2013: R835,7 million).

Operational overview

Roadmac

Roadmac is a specialist in the manufacturing and laying of asphalt, chip and spray, surface dressing, enrichments and slurry seals.

The division delivered a satisfactory performance for the year in spite of the continued impact of strong competition in the light rehabilitation market. The pressure on tender margins has eased slightly and margins have stabilised at the current levels. However, conditions are expected to remain challenging in the year ahead. The division has secured a healthy order book and the volume of work out for tender has remained steady. Asphalt manufacturing margins improved slightly during the year due to the recovery of bitumen storage costs and production from new technology asphalt plants.

Revenue for the division decreased 9,0% to R2,51 billion (2013: R2,75 billion) as a result of the division's focus on securing a better quality order book. Operating profit increased by 4,9% to R209,3 million (2013: R199,5 million).

The divisional operating profit margins increased to 8,4% (2013: 7,2%).

The division incurred capital expenditure of R85,5 million during the year (2013: R126,3 million).

Roadmac has a secured order book of R1,78 billion (2013: R2,17 billion).

Raubex Construction

Raubex Construction is the road and civil infrastructure construction division focused on the key areas of new road construction and heavy road rehabilitation.

The division's performance reflects the intense competition experienced in the road construction and heavy rehabilitation market during this cycle. This became particularly pronounced as the lower margin contracts in the order book were realised. Industrial strike action and an abnormal number of adverse weather days experienced in the second half of the year disrupted production and further impacted the division's performance for the year. The volume of work out to tender has remained steady although there is no sign of any margin improvements in the South African market as competitive pressures persist.

Revenue for the division decreased 3,1% to R1,18 billion (2013: R1,22 billion) whilst operating profit decreased 35,1% to R40,0 million (2013: R61,7 million).

The divisional operating profit margins decreased to 3,4% (2013: 5,1%).

The division incurred capital expenditure of R51,2 million during the year (2013: R37,1 million).

Raubex Construction has a secured order book of R2,07 billion (2013: R1,20 billion).

Raumix

Raumix is the materials division of the Group with its core focus spread over three areas including contract crushing, production of aggregates for the commercial market and materials handling for the mining industry.

Overall, the division delivered a good performance for the year with commercial quarries reporting strong results driven by improved conditions and increased volumes sold into the residential and commercial building markets as well as infrastructure development supporting quarries in the Eastern Cape province. The contract crushing operations continued to be affected by the competitive conditions across the construction industry which have put pressure throughout the supply chain. Mining and material handling operations reported stable results with little disruptions resulting from industrial actions during the year. However, as these operations are focused on the gold and diamond mining industries, they will continue to be exposed to sector related risk, including commodity cycles.

Revenue for the division increased 8,2% to R1,62 billion (2013: R1,50 billion) and operating profit increased by 18,4% to R259,2 million (2013: R218,9 million).

The divisional operating profit margins increased to 16,0% (2013: 14,6%).

The division incurred capital expenditure of R320,3 million during the year (2013: R283,8 million) mainly as a result of the replacement of ageing crushing and material handling plant to service ongoing contracts.

Raumix has a secured order book of R1,67 billion (2013: R1,10 billion).

Raubex Infrastructure

Raubex Infrastructure was established during the prior year and specialises in disciplines outside of the road construction sector, including energy (with a specific focus on solar and wind), rail, telecommunications, pipeline construction and housing infrastructure projects.

The division has delivered a satisfactory performance for the year and successfully executed a number of projects. Through a focus on quality of work and delivery, the division has been able to establish a solid reputation in the marketplace and continued to grow its order book.

This is the division's first full year in operations and as a result, revenue increased to R730,8 million (2013: R162,8 million) and operating profit increased to R37,0 million (2013: R3,7 million) with an operating profit margin of 5,1% (2013: 2,3%).

The division incurred capital expenditure of R22,8 million (2013: R13,7 million).

Raubex Infrastructure has a secured order book of R909,4 million (2013: R768,3 million).

Tosas

Tosas is a manufacturer and distributor of value added bituminous products used primarily for road construction activities.

Tosas was acquired by the Group on 26 April 2013 following a lengthy divestiture process by Sasol which resulted in lower sales volumes compared to historical levels. Management is confident that the lost market share will be recovered over the medium term whilst short-term synergies continue to be achieved, including through the efficient supply of bitumen to contract sites. Tosas is expected to return to profitability in the year ahead.

Tosas contributed external revenues of R284,8 million with an operating loss of R5,5 million. Total revenue including inter-group supply amounted to R411,5 million.

Tosas has secured an external order book of R127,2 million.

International

The Group's international operations ("Africa") reported stable results for the year with most of the activities taking place in Namibia, where various road maintenance contracts and diamond mining and material handling contracts are in progress. Raubex Construction commenced works on the upgrading of the road section from Rosh Pinah to Oranjemund in the south of the country towards the end of the year with a total contract value of R558,6 million.

The newly established Infrastructure division successfully completed a contract for the installation of a fibre optic cable in the southern region of the Democratic Republic of Congo.

Operations in Zambia were reduced during the year but the Group has maintained a presence in anticipation of the award of two Link 8000 road construction projects. Post year-end the Group was awarded the contract for the upgrading of the Safwa to Chinsali road for ZMW265 million and expects the ZMW540 million contract for the upgrading of the Mpika-Nabwalya-Mfuwe road to be awarded in due course.

Internationally, revenue decreased 5,9% to R434,5 million (2013: R461,7 million) and operating profit decreased by 4,1% to R80,8 million (2013: R84,2 million) as a result of reduced operations in Zambia during the second half of the year.

Operating profit margins increased to 18,6% (2013: 18,2%).

Prospects

Trading conditions in the South African road construction industry are expected to remain challenging but stable in the short term. Competitive pressures, particularly in the heavy rehabilitation and construction sector are expected to continue in the year ahead.

The volume of work out to tender is expected to remain steady and sufficient to maintain the Group's order book. Improvements in the sector remain dependent on the timely roll out of the government's infrastructure development plan, the successful implementation of tolling and associated revenue collection as well as the continued handover of strategic and primary road networks, and associated maintenance budgets, from provincial government to SANRAL.

The Group will continue to seek growth through expansion into Africa in both the road construction and the mining and material handling sectors.

The award of the Safwa to Chinsali road contract in Zambia will support the performance of the Raubex Construction Division in the coming year, whilst a new crushing and material handling contract recently secured for the Tschudi Copper Mine project in Namibia will strengthen Raumix's presence in Namibia.

The Group has grown its secured order book to R6,55 billion (2013: R5,23 billion) with 26% of the order book attributable to contracts in Africa.

The Infrastructure division has now established its reputation in the market and has encouraging prospects to grow its order book.

The Tosas acquisition represents a strong strategic fit for Raubex as an integrated road construction and rehabilitation company as it ensures an uninterrupted supply of bitumen and modified binders to the Group and its external market. Encouraging progress has been made in bedding down this acquisition and a return to profitability is expected in the year ahead.

Furthermore, Raubex is currently in the process of completing two acquisitions that have been submitted to the Competition Commission and which subject to their approval and other conditions precedent will lead to geographical diversification and contribute to the earnings of the materials and asphalt operations.

The Group has maintained a healthy balance sheet and a strong cash position during the year through cautious management and will continue to explore acquisition opportunities that support the Group's vertically integrated model.

Dividend declaration

The directors have declared a gross final cash dividend from income reserves of 35 cents per share on 12 May 2014 for the year ended 28 February 2014. The salient dates for the payment of the dividend are as follows:

Last day to trade *cum* dividend	Friday, 30 May 2014
Commence trading *ex* dividend	Monday, 2 June 2014
Record date	Friday, 6 June 2014
Payment date	Monday, 9 June 2014

No share certificates may be dematerialised or rematerialised between Monday, 2 June 2014 and Friday, 6 June 2014, both dates inclusive.

In terms of Dividends Tax ("DT"), the following additional information is disclosed:

- The local DT rate is 15%.
- The company has no STC credits to utilise as part of this declaration.
- The number of ordinary shares in issue at the date of this declaration is 185 900 184.
- The dividend to utilise for determining the DT due is 35 cents per share.
- The DT amounts to 5,25 cents per share.
- The net local dividend amount is 29,75 cents per share for shareholders liable to pay the DT.
- Raubex Group Limited's income tax reference number is 9370/905/151.

In terms of the DT legislation, the DT amount due will be withheld and paid over to the South African Revenue Services by a nominee company, stockbroker or Central Security Depository Participant (collectively "Regulated Intermediary") on behalf of shareholders. All shareholders should declare their status to their Regulated Intermediary, as they may qualify for a reduced DT rate or exemption.

On behalf of the Board:

JE Raubenheimer – *Chairman*
RJ Fourie – *Chief Executive Officer*
JF Gibson – *Financial Director*

12 May 2014

Group statement of changes in equity

	Share capital R'000	Share premium R'000	Other reserves R'000	Retained earnings R'000	Total attributable to owners of the parent company R'000	Non-controlling interest R'000	**Total equity R'000**
Balance at 1 March 2012	1 845	2 179 613	(1 142 401)	1 670 355	2 709 412	19 468	**2 728 880**
Share option reserve	–	–	26 071	–	26 071	–	**26 071**
Non-controlling interest arising on business combination	–	–	–	–	–	3 602	**3 602**
Acquisition of non-controlling interest	–	–	–	(1 040)	(1 040)	(84)	**(1 124)**
Total comprehensive income for the year	–	–	3 815	301 249	305 064	17 319	**322 383**
Dividends paid	–	–	–	(119 948)	(119 948)	(1 274)	**(121 222)**
Balance at 28 February 2013	1 845	2 179 613	(1 112 515)	1 850 616	2 919 559	39 031	**2 958 590**
Shares issued in terms of equity-settled share option scheme	14	–	(23 767)	23 767	14	–	**14**
Share option reserve	–	–	27 354	–	27 354	–	**27 354**
Acquisition of non-controlling interest	–	–	–	(1 971)	(1 971)	(6 214)	**(8 185)**
Total comprehensive income for the year	–	–	4 688	357 616	362 304	24 103	**386 407**
Dividends paid	–	–	–	(120 835)	(120 835)	(2 308)	**(123 143)**
Balance at 28 February 2014	1 859	2 179 613	(1 104 240)	2 109 193	3 186 425	54 612	**3 241 037**