



BASIL READ

Revenue from continuing operations **↑R6,3 billion** (2012: R5,5 billion)

Profit after tax from continuing operations **↑R100,5 million** (2012: loss of R196,1 million)

Earnings **↑R310,7 million** (2012: loss of R170,4 million)

Cash on hand **↑R1,2 billion** (2012: R1,0 billion)

Total debt **↓R426,4 million** (2012: R890,4 million)

Order book **↑R12,5 billion** (2012: R10,2 billion)

REVIEWED RESULTS FOR THE YEAR ENDED 31 DECEMBER 2013

Condensed consolidated income statement

Table with 3 columns: Reviewed 12 months 31 December 2013 R'000, Audited 12 months 31 December 2012 R'000, and financial data rows including Revenue, Profit, Taxation, etc.

Condensed consolidated statement of changes in equity

Table with 3 columns: Reviewed 12 months 31 December 2013 R'000, Audited 12 months 31 December 2012 R'000, and financial data rows including Issued capital, Retained income, etc.

Condensed consolidated statement of financial position

Table with 3 columns: Reviewed 31 December 2013 R'000, Audited 31 December 2012 R'000, and financial data rows including ASSETS, EQUITY AND LIABILITIES.

Additional information to the condensed consolidated financial statements

Table with 3 columns: Reviewed 12 months 31 December 2013, Audited 12 months 31 December 2012, and various financial notes.

Condensed consolidated statement of comprehensive income

Table with 3 columns: Reviewed 12 months 31 December 2013 R'000, Audited 12 months 31 December 2012 R'000, and financial data rows including Net profit, Total comprehensive income, etc.

Condensed consolidated statement of cash flows

Table with 3 columns: Reviewed 12 months 31 December 2013 R'000, Audited 12 months 31 December 2012 R'000, and financial data rows including Operating cash flow, Investment activities, etc.

COMMENTARY

The condensed consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports and the requirements of the Companies Act of South Africa. The Listings Requirements require provisional 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 condensed consolidated financial statements are in terms of IFRS and are consistent with those applied in the previous consolidated annual financial statements, with the exception of IFRS10, IFRS11, IFRS12, IFRS13, IAS19 Revised, IAS27 Revised and IAS28. These standards did not have a significant impact on the group.

The condensed consolidated financial statements were prepared under the supervision of the interim Chief Financial Officer, Ms Amanda Wightman CA(SA).

Review report

These condensed consolidated financial statements for the year ended 31 December 2013 have been reviewed by the group's auditors, PricewaterhouseCoopers Inc., who expressed an unmodified review conclusion. A copy of the auditor's review report is available for inspection at the company's registered office together with the financial statements identified in the auditor's report.

Overall review

The South African trading environment continues to be subdued, with little improvement in market conditions and business confidence remaining low. Endemic labour unrest continues to hamper productivity, particularly in the mining division. The continued slow roll out of projects and difficult contractual environment have proven to be challenging and have contributed to margins remaining compressed.

Despite the difficult environment, Basil Read demonstrated a return to profitability through renewed focus on core operations and a period of consolidation. Bolstered by new awards at improved margins, the group's order book improved by 22% to R12,5 billion (2012: R10,2 billion). Revenue increased by 15% to R6,3 billion with net profit after tax from continuing operations at R100,5 million (2012: loss of R196,1 million). Net profit attributable to equity shareholders was R310,7 million (2012: loss of R170,4 million), including the profit on disposal of discontinued operations. Earnings per share improved by 372,51 cents to an amount of 235,97 cents, with earnings from continuing operations improving by 256,75 cents per share to 98,54 cents per share. Headline earnings per share increased to 88,16 cents (2012: loss of 130,84 cents) with net margins from continuing operations improving to 1,6% from a negative margin of 3,6% in the comparative period. The group's cash position improved to R1,2 billion (2012: R1,0 billion), largely as a result of the receipt of the proceeds on disposal of TWP Holdings (Pty) Ltd ("TWP") of R877 million, inclusive of interest. The cash inflow was partially offset by the payment of a dividend to shareholders in the amount of R233 million and the net repayment of debt to the value of R464 million. Working capital continues to be closely monitored, particularly as the timeous receipt of debtors and settlement of claims continues to be a concern.

The group aggressively reduced debt in the year under review to a level of R426,4 million (2012: R890,4 million), a decrease of 52%. Three of the group's notes issued under the domestic medium-term note programme, BSR05, BSR09 and BSR10 totalling R375 million, were domestic during the year. To maintain working capital levels and liquidity, however, the group deemed it prudent to issue a further note, BSR11U for an amount of R125 million. This 18-month note matured in June 2015.

The increase in cash and reduction in debt significantly reduced the group's interest burden with the group reporting net interest income of R13,7 million for the year (2012: cost of R84,7 million), assisted by the sharp weakening of the rand which led to foreign exchange gains being reported.

The reduction in debt significantly strengthened the balance sheet, which provides a solid base to support future growth. Total assets are reported at a level of R4,7 billion (2012: R5,4 billion). At the reporting date, the group had issued guarantees in the amount of R3,0 billion (December 2012: R2,7 billion). These guarantees have arisen in the ordinary course of business and it is not expected that any loss will arise out of the issue of these guarantees.

Basil Read (Pty) Ltd, the group's main South African operating company, maintained its level 2 BBBEE contributor ratings, meaning that companies are entitled to recognise 125% of the amounts spent with this company in calculating their procurement spend. The entry was further rated as a value added supplier, which affords a further 25% benefit.

Corporate activity

The disposal of TWP to WorleyParsons was completed during March 2013 for an adjusted sale consideration of R869,6 million, realising a profit on disposal of R288,5 million. This translates into a net profit on disposal of R224,3 million after providing for capital gains tax. As a result of the sale of TWP, the group closed its operation in Australia, which led to the recognition of a loss of R31,2 million.

Operational review

Safety, health, environmental, risk management and quality

At executive committee and all management levels, Basil Read is personally committed to achieving excellence and ensuring all employees commit to achieving their set objectives. We implement an annual plan for improvement which is consistent with our business strategy and ensures the continuous improvement of the system.

At Basil Read, our degree of excellence is defined in our ISO 9001 quality, OHSAS 18001 occupational health and safety and ISO 14001 environmental implementation.

Our SHERQ (safety, health, environmental, risk and quality) system is an ongoing measurement tool to ensure effective management of priority items identified through our risk assessments and ongoing SHERQ trend analyses to identify and highlight problem areas.

Basil Read proactively reduces the frequency and severity of injuries by reviewing SHERQ objectives annually. The group DIFR (disabling injury frequency rate) has been reduced from 2,3 in 2006 to 0,12 for 2013, which clearly indicates the management commitment throughout the group. Regrettably, the group recorded one fatality in the year under review and we extend our condolences to family, friends and colleagues of the deceased. All incidents are investigated and lessons learnt are distributed to all sites across the group to prevent similar events from recurring. The health of all employees is just as important as their safety and just as important to the group's sustainability as a business. To ensure our people remain healthy, an in-house occupational health department was established during the review period, which is responsible for the continuous monitoring and analysis of all occupational health and safety issues in the group. It will also be responsible for implementing related projects in pursuit of continuous improvement.

Construction

Table with 3 columns: Reviewed 12 months 31 December 2013, Audited 12 months 31 December 2012, and financial data rows including Revenue, Operating profit, Commission, etc.

The construction division continued to be affected by the prevailing tough conditions, as loss-making contracts reached completion and fierce competition for fewer tenders at lower margins was the norm. Despite this, Basil Read secured several key projects, including additional work for the division's flagship project, construction of the first airport on the island of St Helena. Contractual risk continues to be of concern as routine claims take longer to be resolved which places pressure on cash flows. Liquidity is being further affected by delayed or non-payment of debtors which is, in turn, hampering growth.

Given the state of the local market, the focus has shifted to other parts of Africa, where the need for quality construction projects is high. At present Basil Read is exploring niche markets with long-term prospects in infrastructural spend in Africa. With secured contracts in Botswana, Namibia and Mozambique and offices established in Zambia, the group is actively tendering for projects in Africa, where there are a number of public and private work opportunities.

The roads market appears more buoyant in the year ahead, with both provincial and national governments putting more work out to tender. The division continues to compete in areas where it is established to avoid resources being spread too thin and to allow different sites to interact and leverage off each other's resources where advantageous.

Various parastatals – specifically those accountable for power, transport and water – are expected to roll out significant infrastructure development projects in the current year. While government has announced ambitious infrastructure development projects in recent years, most of this spend has been allocated to provincial and municipal authorities, which could prove challenging to roll out.

There has been an encouraging increase in pre-qualification activity for design-and-construct tenders in the civil segment. Equally, tender activity in the buildings segment is picking up and government's schools programme is gaining momentum.

In addition to targeting markets in the mining, industrial, public and private sectors, the civils division is also improving its presence in the petro-chemicals industry where there is the greatest potential to increase its order book.

Mining

Table with 3 columns: Reviewed 12 months 31 December 2013, Audited 12 months 31 December 2012, and financial data rows including Revenue, Operating profit, Operating margin, etc.

For Basil Read Mining, 2013 was a difficult year. Commendably, despite very little secured work in a depressed mining industry characterised by labour unrest, the division produced a solid set of results. It is already active in Botswana and Namibia, but is well placed to capitalise on business opportunities further afield in Africa.

The labour unrest in the South African mining industry, which led to several unprotected strike actions

at the division's local sites, resulted in decreased productivity which impacted results. Labour relations continue to be fragile and are being managed on an ongoing basis.

During the year, the division was awarded the five-year contract at the Tschudi Copper Project in Namibia for client, Weatherly International plc. Much of the 2014 financial year will be spent in the start-up phase, with production commencing towards the end of the year. All drill and blast work relating to this contract is to be completed by Blasting & Excavating.

Given ongoing concerns about challenges in the South African mining industry over the next few years, and a softening market globally, Basil Read Mining is investigating opportunities in carefully selected markets across Africa. There is a caveat to possible expansion, considering the significant capital expenditure required, and the division is therefore simultaneously investigating alternative financing arrangements. However, in terms of both expansion and financing, an established track record in South Africa will stand the division in good stead.

Developments

Table with 3 columns: Reviewed 12 months 31 December 2013, Audited 12 months 31 December 2012, and financial data rows including Revenue, Operating profit, Write down of development land, etc.

Basil Read Developments continues to entrench its reputation for developing sustainable communities, with a number of landmark developments over the past year. This division is well positioned in the social and gap housing sector where government expenditure over the next few years is expected to increase significantly. It has also extended its urban management experience to provide expert services and capacity-building functions in this area. Given the significant potential for integrated residential developments in the low/middle-income category, both in South Africa and across the continent, the division is exploring a range of opportunities ahead of the continent against stringent criteria.

Although the smallest of Basil Read's divisions, it has the largest impact with a total economic impact of over R60 billion during construction, creating over 116 000 employment opportunities. For the group, this division is strategically significant, given its focus on sustainable development and the secondary work it creates for group companies.

Basil Read Developments continues to focus on its large-scale integrated housing developments, Savanna City, Malibongwe Ridge and Cosmo City. The combined value of construction work that will be realised over the life of these projects exceeds R4,5 billion, which is not reflected in the current order book.

Prospects for the division's involvement in top-structure development of affordable housing projects remain good, especially where it is already the master developer such as Malibongwe Ridge and Savanna City. Demand for affordable housing remains strong, supported by substantial government investment, but rising interest rates, continued high unemployment and limited household incomes pose a challenge.

Engineering (EPC)

Table with 3 columns: Reviewed 12 months 31 December 2013, Audited 12 months 31 December 2012, and financial data rows including Revenue, Operating profit, Operating margin, etc.

Results in the engineering division were negatively impacted by delays experienced in the awarding of contracts. Overhead costs were disproportionately high as the division made a decision to maintain capacity in anticipation of new work, particularly in the renewable energy market.

Basil Read Matomo, the group's engineering, procurement and construction ("EPC") company is rapidly being recognised as a quality EPC service provider in sub-Saharan Africa, particularly in the mining and energy industries.

Effective risk management is critical in the EPC environment as more risk is carried by the company. Basil Read Matomo's expertise in this area means it is safely able to provide clients with complete transparency, assurance and peace of mind throughout the project development cycle. The EPC model is increasingly becoming the preferred option for clients, which offers significant growth opportunities for Basil Read Matomo.

A number of vertical integration initiatives are being investigated, including alliances with strategic equipment suppliers and specific fabrication and installation functions that are core to the successful execution of both energy and process projects.

The focus on moving into Africa is also starting to bear fruit with imminent projects and studies for projects in Namibia, Zimbabwe, Mozambique, Guinea, Democratic Republic of Congo and Zambia. Working in each of these countries presents unique logistic, cultural and legal challenges which are being carefully managed. Basil Read Matomo has also entered into a joint venture arrangement with international group, Isolux Corsan, for the development of renewable energy projects in sub-Saharan Africa.

LTY Architecture's results have improved markedly, reflecting better conditions in most of its active sectors. LTY is working on projects throughout sub-Saharan Africa, particularly Zambia, Angola, Mozambique, Ghana and Nigeria. LTY Form & Space was registered in Nigeria in 2013 to facilitate existing projects and develop new business in the region. While projects outside South Africa generally take time to mature, LTY believes geographical diversity is crucial to its long-term sustainability.

Prospects

Trading conditions in the South African construction sector remain challenging and the roll out of public sector work remains slow. To offset the weak local conditions, the group is targeting further expansion into other African countries, where significant opportunities exist across all divisions.

The group has successfully expanded the order book by 22% to a level of R12,5 billion at the end of December 2013. This includes construction work totalling R4,5 billion that will be realised as the group develops its large-scale integrated housing developments. Work performed in the first quarter of the 2014 financial year has been successfully replaced through the awarding of additional work, sustaining the current order book at December levels.

During the 2013 financial year the group submitted tenders for a total amount of R60 billion, with a strike rate of approximately 10%. Tenders submitted in the first two months of 2014 exceeded R10 billion, of which R1 billion has been awarded.

Geographies that the group is targeting include countries in West Africa, specifically Guinea, Sierra Leone, Ghana and Senegal. Opportunities have also been identified in Botswana and Zambia, where the group has an established presence.

The 2013 financial year was a year of consolidation and stabilisation following a poor operational performance in 2012. With significant prospects, a strong order book and a substantially stronger balance sheet, we are optimistic that the basics are in place for a successful year ahead and the ongoing sustainability and growth of the group.

Corporate Governance

The directors and senior management of the group endorse the Code of Governance Principles and Report on Governance, together referred to as King III. Having regard for the size of the group, the board is of the opinion that the group substantially complies with the Code as well as with the Listings Requirements of the JSE Limited. The group performs regular reviews of its corporate governance policies and practices and strives for continuous improvement in this regard.

The following changes to the board took effect in the year under review:

- Mr Nigel Townsend resigned as an executive director, effective 12 March 2013;
Mr Connie Molusi was appointed as a non-executive director, effective 14 March 2013;
Mr Donny Gouveia resigned as an executive director and financial director, effective 30 May 2013;
and
Mr Pieter Marais was appointed as executive director and financial director, effective 30 May 2013. He resigned from both roles on 22 November 2013.

Ms Andiswa Ndoni was appointed as company secretary to the group on 14 March 2013, following Merchantec Capital (Pty) Ltd's resignation.

Following Mr Pieter Marais' resignation on 22 November 2013, Ms Amanda Wightman was appointed as interim Chief Financial Officer with immediate effect. The group will effect a permanent appointment to the Financial Director position in due course and will make a further announcement as soon as this appointment has been finalised.

Dividends

Shareholders are reminded that a special dividend of 175 cents was paid to shareholders on 24 June 2013. Deliberations relating to any further dividend will be decided on completion of the 2013 audit process.

Post-balance sheet review

No material events have occurred between the balance sheet date and the date of these results that would have a material effect on the financial statements of the group.

On behalf of the board

S L L Peteni (Chairman) M L Heyns (Chief Executive Officer) 26 March 2014

www.basilread.co.za communications@basilread.co.za BASIL READ HOLDINGS LIMITED Incorporated in the Republic of South Africa (Registration number 1984/007758/06) ("Basil Read" or "the group") ISIN: ZAE000029781 Share code: BSR

Group Secretary: A Ndoni Registered office: The Basil Read Campus, 7 Romeo Street, Hughes Extension, Boksburg, 1459 Auditors: PricewaterhouseCoopers Inc Transfer secretaries: Link Market Services South Africa (Pty) Ltd Sponsor: Macquarie First South Capital (Pty) Ltd Directors: S L L Peteni* (Chairman), M L Heyns (Chief Executive Officer), P C Baloyi*, C P Davies*, N V Lila*, Dr C E Manning*, A C G Molusi*, S S Ntsaluba*, T A Tlela* (* Non-executive, † Independent)