

SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
for the year ended 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
<i>Continuing operations</i>		
Revenue	34 575	31 668
Profit before interest, depreciation and amortisation	2 446	243
Depreciation	(707)	(576)
Amortisation of intangible assets	(33)	(25)
Profit/(loss) before interest and taxation (note 2)	1 706	(358)
Net interest expense	(115)	(248)
Profit/(loss) before taxation	1 591	(606)
Taxation	(545)	(221)
Profit/(loss) after taxation	1 046	(827)
Income from equity accounted investments	165	143
Profit/(loss) from continuing operations	1 211	(684)
Profit from discontinued operations (note 3)	259	92
Profit/(loss) for the year	1 470	(592)
Attributable to:		
– Owners of Murray & Roberts Holdings Limited	1 004	(736)
– Non-controlling interests	466	144
	1 470	(592)
Profit/(loss) per share from continuing and discontinued operations (cents)		
– Diluted	245	(214)
– Basic	247	(214)
Profit/(loss) per share from continuing operations (cents)		
– Diluted	183	(246)
– Basic	185	(247)
Net asset value per share (Rands)	16	13

SUPPLEMENTARY STATEMENT OF FINANCIAL PERFORMANCE INFORMATION

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
Number of ordinary shares in issue ('000)	444 736	444 736
Reconciliation of weighted average number of shares in issue ('000)		
Weighted average number of ordinary shares in issue	444 736	382 712
Less: Weighted average number of shares held by The Murray & Roberts Trust	(3 189)	(6 338)
Less: Weighted average number of shares held by the Letsame BBBEE trusts	(31 863)	(32 115)
Less: Weighted average number of shares held by subsidiary companies	(2 809)	(736)
Weighted average number of shares used for basic per share calculation	406 875	343 523
Add: Dilutive adjustment for share options	3 813	699
Weighted average number of shares used for diluted per share calculation	410 688	344 222

¹ Restated for discontinued operations.

Headline profit/(loss) per share from continuing and discontinued operations (cents) (note 4)	Audited Annual 30 June 2013	Audited Annual 30 June 2012
– Diluted	186	(246)
– Basic	188	(246)
Headline profit/(loss) per share from continuing operations (cents) (note 4)		
– Diluted	132	(261)
– Basic	134	(262)

SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the year ended 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Profit/(loss) for the year	1 470	(592)
Effects of cash flow hedges	14	20
Taxation related to effects of cash flow hedges	(4)	(4)
Effects of available-for-sale financial assets	-	(1)
Foreign currency translation movements	190	617
Total comprehensive income for the year	1 670	40
Attributable to:		
– Owners of Murray & Roberts Holdings Limited	1 116	(298)
– Non-controlling interests	554	338
	1 670	40

SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
ASSETS		
Non-current assets	7 162	8 394
Property, plant and equipment	3 055	3 600
Goodwill	488	437
Deferred taxation assets	657	634
Investments in associate companies	34	885
Amounts due from contract customers (note 5)	2 003	2 060
Other non-current assets	925	778
Current assets	15 591	13 143
Inventories	349	731
Trade and other receivables	2 022	2 127
Amounts due from contract customers (note 5)	6 876	6 806
Current taxation assets	60	91
Cash and cash equivalents	6 284	3 388
Assets classified as held-for-sale	1 779	905
TOTAL ASSETS	24 532	22 442
EQUITY AND LIABILITIES		
Total equity	8 698	7 102
Attributable to owners of Murray & Roberts Holdings Limited	7 041	5 887
Non-controlling interests	1 657	1 215
Non-current liabilities	1 958	1 596
Long term liabilities ²	534	494
Long term provisions	239	165
Deferred taxation liabilities	151	211
Other non-current liabilities	1 034	726
Current liabilities	13 210	13 495
Amounts due to contract customers (note 5)	3 406	3 019
Accounts and other payables	7 830	8 609
Current taxation liabilities	545	175
Bank overdrafts ²	898	39
Short term loans ²	531	1 653
Liabilities directly associated with assets classified as held-for-sale	666	249
TOTAL EQUITY AND LIABILITIES	24 532	22 442

² Interest-bearing borrowings.

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 30 June 2013

R millions	Stated capital	Other reserves	Retained earnings	Attributable to owners of Murray & Roberts Holdings Limited	Non-controlling interests	Total
Balance at 30 June 2011 (Audited)	757	189	3 275	4 221	1 100	5 321
Total comprehensive income/(loss) for the year	-	438	(736)	(298)	338	40
Rights issue to owners of Murray & Roberts Holdings Limited (net of transaction costs)	1 910	-	-	1 910	-	1 910
Treasury shares acquired (net)	43	-	-	43	-	43
(Disposal)/purchase of non-controlling interests (net)	-	-	(12)	(12)	(152)	(164)
Net movement in non-controlling interests loans	-	-	-	-	(21)	(21)
Disposal of business	-	(1)	-	(1)	-	(1)
Issue of shares to non-controlling interests	-	-	-	-	23	23
Recognition of share-based payment	-	33	-	33	-	33
Transfer to retained earnings	-	(32)	32	-	-	-
Transfer to non-controlling interests	-	(2)	-	(2)	-	(2)
Dividends declared and paid ³	-	-	(7)	(7)	(75)	(82)
Balance at 30 June 2012 (Audited)	2 710	625	2 552	5 887	1 215	7 102
Total comprehensive income for the year	-	112	1 004	1 116	554	1 670
Treasury shares acquired (net)	4	-	-	4	-	4
Repayment of non-controlling interest shareholding	-	-	-	-	(2)	(2)
Net movement in non-controlling interests loans	-	-	-	-	(39)	(39)
Issue of shares to non-controlling interests	-	-	-	-	5	5
Recognition of share-based payment	-	48	-	48	-	48
Transfer to retained earnings	-	(16)	16	-	-	-
Transfer to non-controlling interests	-	(5)	-	(5)	5	-
Dividends declared and paid ³	-	-	(9)	(9)	(81)	(90)
Balance at 30 June 2013 (Audited)	2 714	764	3 563	7 041	1 657	8 698

³ Dividends relate to distributions made by entities that hold treasury shares.

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
Cash generated from/(utilised in) operations	2 049	(1 580)
Interest received	143	107
Interest paid	(265)	(388)
Taxation paid	(271)	(429)
Operating cash flow	1 656	(2 290)
Dividends paid to owners of Murray & Roberts Holdings Limited	(9)	(7)
Dividends paid to non-controlling interests	(81)	(75)
Cash flow from operating activities	1 566	(2 372)
Acquisition of businesses (note 7)	(84)	(15)
Acquisition of share capital in start up company	-	(10)
Acquisition of non-controlling interests	-	(48)
Dividends received from associate companies	71	46
Acquisition of associates	-	(133)
Increase in investments	-	(67)
Purchase of other investments by discontinued operations	-	(40)
Purchase of investment property	-	(20)
Purchase of intangible assets other than goodwill	(21)	(17)
Purchase of property, plant and equipment by discontinued operations	(42)	(34)
Purchase of property, plant and equipment	(1 089)	(959)
– Replacements	(321)	(569)
– Additions	(768)	(390)
Proceeds on disposal of property, plant and equipment	129	164
Proceeds on disposal of businesses (note 7)	403	822
Proceeds on disposal of assets held-for-sale	134	127
Advance payment in respect of property disposals	45	-
Proceeds on disposal of investments in associates (note 7)	1 784	15
Repayment of investment in associate loan	4	-
Cash related to acquisition/disposal of businesses	(74)	(271)
Cash related to assets held-for-sale	(23)	258
Proceeds from realisation of investment and loan repayments	132	165
Other (net)	3	2
Cash flow from investing activities	1 372	(15)
Net (decrease)/increase in borrowings	(1 189)	342
Treasury share disposals (net)	4	43
Proceeds on share issue to non-controlling interests	5	23
Repayment of non-controlling interest shareholding	(2)	-
Proceeds from rights issue to owners of Murray & Roberts Holdings Limited (net of transaction costs)	-	1 910
Cash flow from financing activities	(1 182)	2 318
Net increase/(decrease) in cash and cash equivalents	1 756	(69)
Net cash and cash equivalents at beginning of year	3 349	3 054
Effect of foreign exchange rates	281	364
Net cash and cash equivalents at end of year	5 386	3 349
Net cash and cash equivalents comprises of:		
Cash and cash equivalents	6 284	3 388
Bank overdrafts	(898)	(39)
Net cash and cash equivalents at end of year	5 386	3 349

SUMMARISED CONSOLIDATED SEGMENTAL ANALYSIS
for the year ended 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
Revenue⁴	6 834	8 108
Construction Africa and Middle East	5 036	5 213
Engineering Africa	7 904	9 859
Construction Global Underground Mining	14 800	8 484
Construction Australasia Oil & Gas and Minerals	1	4
Corporate & Properties	34 575	31 668
Discontinued operations	4 736	5 476
	39 311	37 144
<i>Continuing operations</i>		
Profit/(loss) before interest and taxation⁵	(28)	(1 317)
Construction Africa and Middle East	137	200
Engineering Africa	318	605
Construction Global Underground Mining	1 502	286
Construction Australasia Oil & Gas and Minerals	(223)	(132)
Corporate & Properties	1 706	(358)
Profit/(loss) before interest and taxation	(115)	(248)
Net interest expense	1 591	(606)
Profit/(loss) before taxation	1 476	(158)
<i>Discontinued operations</i>		
Profit before interest and taxation⁵	352	180
Net interest expense	(7)	(32)
Profit before taxation	345	148

⁴ Revenue is disclosed net of inter-segmental revenue. Inter-segmental revenue for the Group is R169 million (2012: R257 million).

⁵ The chief operating decision maker utilises profit/(loss) before interest and taxation in the assessment of a segment's performance.

SEGMENTAL ASSETS
at 30 June 2013

R millions	Audited Annual 30 June 2013	Audited Annual 30 June 2012
Construction Africa and Middle East	6 415	5 683
Engineering Africa	1 837	2 102
Construction Products Africa	2 102	2 755
Construction Global Underground Mining	3 465	3 606
Construction Australasia Oil & Gas and Minerals	3 478	3 995
Corporate & Properties	234	188
	17 531	18 329
Reconciliation of segmental assets		
Total assets	24 532	22 442
Deferred taxation assets	(657)	(634)
Current taxation assets	(60)	(91)
Cash and cash equivalents	(6 284)	(3 388)
	17 531	18 329

NOTES

1. Basis of preparation

The Group operates in the construction, engineering and mining environment and as a result the revenue is not seasonal in nature but is influenced by the nature of the contracts that are currently in progress. Refer to commentary for a more detailed report on the performance of the different operating platforms within the Group.

The preliminary summarised consolidated annual financial statements for the year ended 30 June 2013 have been prepared in compliance with the Listings Requirements of the JSE Limited, the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), the requirements of the International Accounting Standards ("IAS") 34, Interim Financial Reporting, SAICA Financial Reporting Guidelines as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and the Companies Act, No. 71 of 2008. These statements were compiled under the supervision of Mr AJ Bester (CA) SA, Group financial director and have been audited in terms of Section 29(1) of the Act.

The accounting policies used in the preparation of these results are in accordance with IFRS and are consistent in all material respects with those used in the audited annual financial statements for the year ended 30 June 2012. The following new and revised Standards and Interpretations have been adopted in the current year: IAS 1: Presentation of Financial Statements, IAS 12: Income Taxes and certain improvements to IFRS's 2012.

External auditors, Deloitte & Touche, have issued their opinion on the Group's annual financial statements for the year ended 30 June 2013. The audit was conducted in accordance with International Standards on Auditing. The auditor responsible for the audit is AJ Zoghby. They have issued an unmodified audit opinion on the consolidated annual financial statements and preliminary summarised consolidated financial statements. These preliminary summarised consolidated financial statements have been derived and are consistent in all material respects with the Group's annual financial statements. A copy of their audit report is available for inspection at the company's registered office. Any reference to future financial performance included in this announcement has not been audited and reported on by the Group's external auditors.

2. Profit/(loss) before interest and taxation

Profit/(loss) before interest and taxation includes the following significant items:

R millions	30 June 2013	30 June 2012
Profit on sale of associate, Forge Group Limited	681	-
Medupi Civils Joint Venture contract losses	(185)	-
GPMOF contract losses	-	(1 189)
Middle East contract losses	-	(387)
	496	(1 576)
Items by nature¹	(31 558)	(30 628)
Cost of sales	(19)	(14)
Distribution and marketing expenses	(2 801)	(2 259)
Administration expenses	1 509	875
Other operating income	(32 869)	(32 026)

3. Profit from discontinued operations

The Group continues to dispose of its investment properties with proceeds of R89 million received in the current financial year. The remaining properties are expected to be disposed of within the next 12 months. The non-core operations relating to the Steel Business and Union Carriage and Wagon Proprietary Limited were disposed of in the last quarter of the financial year. Refer to note 7 for further details.

The Board took the decision to dispose of the Group's Construction Products Africa operating platform, as its operations are considered to be non-core to the Group. The Construction Products Africa operating platform comprises of the following entities: Hall Longmore, Rocla, Much Asphalt, Ocon Brick and Technicrete.

The disposal of the majority of the Construction Products Africa operations was concluded on 28 June 2013. The businesses and underlying assets of Much Asphalt were disposed of to a consortium comprising of Capitalworks and certain senior management and executives of Much Asphalt, while the Rocla, Ocon Brick and Technicrete entities were disposed of to a consortium comprising of Capitalworks, RMD Ventures and certain senior management and executives of Rocla, Ocon Brick and Technicrete. The disposal remains subject to Competition Commission approval and is envisaged to take place in the first quarter of the 2014 financial year. The total proceeds on the transaction is R1 325 million before transaction costs. R1 150 million will be received on the effective date, R75 million is receivable 12 months after the effective date and the remaining R100 million is receivable 24 months after the effective date. Negotiations with potential buyers for the sale of the Hall Longmore business are ongoing and shareholders will be advised in due course of the outcome thereof.

3.1 Profit from discontinued operations

R millions	30 June 2013	30 June 2012
Revenue	4 736	5 476
Profit before interest, depreciation and amortisation	412	268
Depreciation and amortisation	(60)	(88)
Profit before interest and taxation (note 3.2)	352	180
Net interest expense	(7)	(32)
Profit before taxation	345	148
Taxation	(86)	(57)
Profit after taxation	259	91
Income from equity accounted investments	-	1
Profit from discontinued operations	259	92
Attributable to:		
– Owners of Murray & Roberts Holdings Limited	251	112