

Unaudited interim results

for the six months ended 30 September 2005

(Registration number 1966/002182/06) (Incorporated in the Republic of South Africa) (Share code: IVT) (ISIN code: ZAE000029773)

- Buy-out of Bearing Man minorities completed
- Headline earnings up 6%

Group income statement

	Unaudited six months ended 30 Sept 2005 R'000	Unaudited six months ended 30 Sept 2004 R'000	% Change	IFRS restated year ended 31 March 2005 R'000
Revenue	938 092	981 913	(4)	1 937 593
Operating profit	90 161	113 640	(21)	233 321
Interest received	697	3 741		8 758
Finance costs	(7 337)	(6 088)		(15 234)
Profit before taxation	83 521	111 293	(25)	226 845
Taxation	(30 894)	(37 936)		(75 166)
Profit after taxation	52 627	73 357	(28)	151 679
Outside shareholders' interest	477	(19 304)		(41 536)
Earnings attributable to ordinary shareholders	53 104	54 053	(2)	110 143
DETERMINATION OF HEADLINE EARNINGS				
Attributable earnings	53 104	54 053		110 143
Goodwill impairment	-	1 008		-
Loss (profit) on disposal of property, plant and equipment	517	(177)		(444)
Profit on disposal of investment	-	(4 385)		(5 882)
Headline earnings	53 621	50 499	6	103 817

Share information

	2005	2004	% Change	2005
Headline earnings per share (cents)	73	89	(18)	181
Earnings per share (cents)	72	96	(25)	192
Diluted earnings per share (cents)	72	94	(23)	192
Dividends per share declared				
Interim dividend (cents)	27	31	(13)	31
Final dividend (cents)	-	-		46
Total dividend for the period (cents)	27	31	(13)	77
Weighted average number of shares in issue ('000)	73 861	56 598		57 258

Group balance sheet

	Unaudited six months ended 30 Sept 2005 R'000	Unaudited six months ended 30 Sept 2004 R'000	IFRS restated year ended 31 March 2005 R'000
ASSETS			
Non-current assets			
Property, plant and equipment	126 733	113 287	124 477
Intangible assets	183 832	15 231	30 103
Investments	202	190	202
Deferred taxation	21 187	24 144	20 759
Long-term receivables	5 688	5 688	5 688
	337 642	158 540	181 229
Current assets			
Inventories	566 937	437 788	553 030
Accounts receivable	233 268	274 092	224 889
Cash and cash equivalents	-	54 680	35 784
	800 205	766 560	813 703
Total assets	1 137 847	925 100	994 932
EQUITY AND LIABILITIES			
Capital and reserves			
Ordinary shareholders' funds	662 402	322 137	363 996
Outside shareholders' interest	1 343	161 566	163 739
	663 745	483 703	527 735
Non-current liabilities			
Long-term borrowings	15 770	10 279	12 821
Current liabilities			
Trade and other payables	344 475	425 983	438 274
Short-term borrowings	5 212	5 135	6 421
Bank borrowings	108 645	-	9 681
	458 332	431 118	454 376
Total equity and liabilities	1 137 847	925 100	994 932

Group cash flow statement

	2005	2004	2005
Cash (utilised by) generated from operations	(8 736)	103 905	197 169
Net finance charge	(6 640)	(2 816)	(6 748)
Dividends paid	(35 531)	(39 027)	(63 228)
Taxation paid	(38 511)	(54 304)	(91 810)
Net cash flow from operating activities	(89 418)	7 758	35 383
Net cash flow from investing activities	(319 784)	36 491	(26 055)
Net cash flow from financing activities	274 454	(23 757)	(17 413)
Net (decrease) increase in cash and cash equivalents	(134 748)	20 492	(8 085)
Cash and cash equivalents at the beginning of the period	26 103	34 188	34 188
Cash and cash equivalents at the end of the period	(108 645)	54 680	26 103

REGISTERED OFFICE

Invicta Holdings Limited
Unit 1A, Ground Floor,
Seardel House
Alphen Park,
Constantia Main Road
Constantia 7806
PO Box 89
Constantia 7848

TRANSFER SECRETARIES

Computershare Investor Services 2004
(Pty) Limited
Ground Floor
70 Marshall Street
Johannesburg 2001
PO Box 61051
Marshalltown 2107

DIRECTORS

Dr CH Wiese*, A Goldstone,
M Rose-Innes*, DI Samuels*,
RE Sherrill*, Dr LJ Marais#,
AM Sinclair#
* Non-executive # Alternate

SPONSOR

Deloitte & Touche Sponsor
Services (Pty) Ltd

Statement of changes in equity

	Unaudited six months ended 30 Sept 2005 R'000	Unaudited six months ended 30 Sept 2004 R'000	IFRS restated year ended 31 March 2005 R'000
SHARE CAPITAL			
Balance at beginning of period	2 894	2 873	2 873
Shares issued in terms of the offer to Bearing Man minorities	799	-	-
Share options issued	-	69	168
Shares purchased in terms of the share buy-back scheme	-	(137)	(147)
Balance at end of period	3 693	2 805	2 894
SHARE PREMIUM			
Balance at beginning of period	6 352	28 037	28 037
Shares issued in terms of the offer to Bearing Man minorities	270 706	-	-
Share options issued	-	2 663	8 776
Shares purchased in terms of the share buy-back scheme	-	(27 924)	(30 461)
Balance at end of period	277 058	2 776	6 352
ACCUMULATED PROFITS			
Balance at beginning of period	354 902	281 429	281 429
Earnings attributable to ordinary shareholders	53 104	54 053	110 143
Dividends paid	(26 626)	(26 857)	(44 864)
IFRS adjustment arising on using fair values as deemed cost of properties	-	8 194	8 194
Balance at end of period	381 380	316 819	354 902
DISTRIBUTABLE RESERVE			
Balance at beginning of period	(152)	-	-
Arising on translation of foreign operations	423	(263)	(152)
Balance at end of period	271	(263)	(152)
Ordinary shareholders' funds			
	662 402	322 137	363 996
RECONCILIATION OF PREVIOUS SA GAAP TO IFRS			
Attributable earnings for the period - SA GAAP		53 173	108 757
Adjustments:			
Depreciation		617	1 234
Translation of foreign operations		263	152
Attributable earnings for the period - IFRS		54 053	110 143

Other information

	2005	2004	2005
Debt:Equity ratio (%)	20	5	8
Depreciation and impairment	10 691	10 656	19 952
Net asset value per share (cents)	896,8	574,2	628,8
Tangible net asset value per share (cents)	647,9	547,0	576,8
Shares in issue ('000)	73 861	56 101	57 884

Notes to the financial information

Basis of preparation

The results for the period ended 31 March 2005 have been restated due to the adoption of IFRS. These restated results have not been audited.

The consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting and IFRS. Accounting policies have been consistently applied except for the changes required as the result of IFRS implementation. The effect on equity is set out above.

Comments

Group activities

- The Invicta Group continues to be a major regional player in the importation and distribution of:
- Bearings, belts, seals, power transmission products, geared motors and fasteners (Bearing Man Limited ("Bearing Man"))
 - Agricultural machinery and equipment (Northmec Division ("Northmec"))
 - Construction and earthmoving equipment, turf grooming equipment and golf utility cars (CSE Division ("CSE"))
 - Automotive and motorcycle parts (Autobax Division ("Autobax"))

Financial overview

The group had a challenging six months with the buy-out of the minorities of Bearing Man, the commencement of restructuring of group companies in order to accommodate BEE partners, and difficult trading conditions.

The agricultural machinery industry has been particularly hard hit, with year-on-year industry sales of tractors falling by 19% and combine harvesters by 37%. As a consequence, Northmec's turnover decreased by R132 million. Despite this, Northmec remains the market leader in sales of combine harvesters and high kiloWatt tractors. Bearing Man increased its turnover by R63 million and CSE and Autobax increased their combined turnover by R25 million. In the result, group turnover decreased by only 4% to R938 million.

Gross margins in the group were under pressure, which, coupled with increased operating costs, resulted in operating profit decreasing by 21% to R90 million. However, the buy-out of the minorities in Bearing Man enabled the group to achieve Earnings Attributable to Ordinary Shareholders of R53,1 million, a decrease of only 2%. Headline Earnings increased by 6% to R53,6 million. The increase in the number of shares in issue due to the buy-out of the minorities in Bearing Man resulted in Headline Earnings per Share decreasing by 18% to 73 cents per share.

The Debt:Equity ratio increased to 20%, largely as a result of cash paid out to those minorities of Bearing Man who elected to receive cash instead of shares, and increased investment in working capital.

Prospects

The restructuring of group companies is almost complete and will pave the way to the group finalising a BEE deal, which will include a staff empowerment scheme. Appropriate announcements will be made when the process has been completed.

Trading conditions in the agricultural machinery market are expected to continue to be difficult in the next six months, but the other divisions anticipate better trading conditions which should result in improved performance. In addition to the group restructure and pending BEE transaction, the group is currently involved in negotiations for acquisitions of a strategic nature, aimed at strengthening the group's current product offering. Further announcements in this regard will be made when appropriate.

Dr C H Wiese

Chairman

A Goldstone

Managing Director

Dividend

Notice is hereby given that an interim dividend of 27 cents per share has been declared. The last day to trade ("CUM" the dividend) in order to participate in the dividend will be Friday, 25 November 2005.

The shares of Invicta Holdings Limited will commence trading "EX" the dividend from Monday, 28 November 2005 and the record date will be Friday, 2 December 2005. The dividend will be paid to members on Monday, 5 December 2005.

Share certificates may not be dematerialised or rematerialised between Monday, 28 November 2005 and Friday, 2 December 2005, both days inclusive.

In accordance with IAS 10, the interim dividend of 27 cents per share declared by the directors and as shown in the share information, has not been reflected in the financial statements.

By order of the board

C Barnard

Secretary

Johannesburg

2 November 2005

Segment information

	Engineering Consumables	Capital Equipment and Spares	Non Segment Allocations	Total
Unaudited six months ended 30 September 2005				
Revenue	580 847	357 245		938 092
Operating income	70 719	20 071	(629)	90 161
Unaudited six months ended 30 September 2004				
Revenue	517 465	464 448	-	981 913
Operating income	73 836	39 767	(448)	113 155

Geographical segments:

The group has not reported segment information by geographical location as the operations occur substantially within Southern Africa.