INVICTA HOLDINGS LIMITED
Registration number: 1966/002182/06 | (Incorporated in the Republic of South Africa)
Share code: IVT | ISIN: ZAE000029773
Preference share code: IVTP | ISIN: ZAE000173399
("Invicta" or "the Group" or "the Company")

PRELIMINARY AUDITED SUMMARISED CONSOLIDATED RESULTS
FOR THE YEAR ENDED 31 MARCH 2017

FINANCIAL HIGHLIGHTS

REVENUE
UP 8.4% to
R11.5 BILLION

PROFIT ATTRIBUTABLE TO
ORDINARY SHAREHOLDERS
UP 25.7% to
R533 MILLION

OPERATING PROFIT
(BEFORE FOREIGN
EXCHANGE MOVEMENTS)
UP 35.9% to
R1.16 BILLION

HEADLINE EARNINGS
PER SHARE
UP 37.3% to
500 CENTS

The 31 March 2017 results as disclosed above represent the total continuing and discontinued operations.

COMMENTS

OVERVIEW OF THE YEAR

The Invicta Group has delivered exceptional results for the year to 31 March 2017 under most difficult circumstances.

The conditions in the Group's diverse businesses proved to be challenging. Unusually high volatility in the Rand exchange rate, the worst drought in living memory, continued political turmoil and a recession in South Africa in Quarters 3 and 4 of the financial year.

It is therefore extremely pleasing to be able to report such good results, which bear testimony to the resilience of the Group.

GROUP PERFORMANCE

CONTINUING OPERATIONS

The continuing operations comprise:

- ESG (Engineering Solutions Group) - distributor of engineering products, technical services and solutions including bearings, tools, electric motors, hydraulics etc.
- CEG (Capital Equipment Group) - agricultural machinery, construction machinery, forklifts and related parts, including Kian Ann Engineering, which is based in Singapore.

Revenue of continuing operations increased by 9.5% from R8.8 billion to R9.6 billion. Operating profit increased by 48% from R681 million to R1.010 billion. This is due largely to improved gross

profit management, cost containment and
reduced foreign exchange cost.

Profit for the year from continuing operations grew by 22% from R472 million to R575 million. Basic earnings per share from continuing operations grew by 24% from 374 cents per share to 465 cents per share, whilst diluted earnings per share increased by 26% from 396 cents to 499 cents per share. The dividend for the year is up 18% from 142 cents per share to 167 cents per share.

Cash generated by all operations was very strong at R1.35 billion, up 130% from R586 million in the prior year.

A restatement of the prior year results has resulted in the prior year comparative numbers being restated. The effect of this is not material and has resulted in a minor increase of R5.5 million of the comparative period net profit after

taxation.

Further growth and expansion of current operations is taking place in Southern Africa, particularly through ESG and its BMG division.

DISCONTINUED OPERATIONS

During the year the decision was taken to dispose of BSG (consisting of the MacNeil and Tiletoria group of companies), in order to focus on the core competency of the Invicta Group, being industrial consumables, capital equipment and parts.
BSG is therefore shown as a Discontinued Operation in the Consolidated Statement of Profit or Loss and other Comprehensive Income and as Assets Held for Sale in the Consolidated Statement of Financial Position.

ESG

The Engineering Solutions segment grew revenue by 8.5% (R366 million) to R4.665 billion for the year. A combination of careful gross margin management and cost containment resulted in operating profit increasing by 18% to R480 million.

The R350 million construction and infrastructural expansion programme at BMG World in Johannesburg has been highly successful, with the relocation of staff and inventory from the Durban facilities now complete. The Durban head office has now been completely shut down and sold off. Some of the efficiencies from the programme are already evident, with the main benefits projected to come through after September 2017, when the new warehouse management and demand forecasting systems will become fully operational.

New branches in Tanzania, DRC and Ghana have started gaining momentum, adding to the non-South African operations already in place in Zambia, Mozambique, Swaziland, Namibia and Botswana.

CEG

The Capital Equipment segment continues to focus on the growing importance and contribution of original manufactured and aftermarket parts.

CEG had a highly satisfactory year in a sector which was wracked by the worst drought in South Africa in over 100 years

which
resulted in equipment volume declines in the agricultural sector.

Despite this, revenue grew by 10.5% to R4.955 billion for the financial year through a combination of increased market share and an improved sales mix. Good gross margin management and exceptional cost control led to operating profit increasing by a phenomenal 30% to R470 million.

Invicta announced on 1 February 2017 that CEG had reached agreement with CNH Industrial ("CNH") that CNH will distribute their New Holland brand agricultural products directly into South Africa, Swaziland, Lesotho, Botswana and Namibia with effect from 1 May 2017. The impact on the Invicta Group results for the 2018 financial year is not expected to be material. The remaining distribution rights for other CNH branded products (CASEIH & CASE Construction) are not affected by this agreement. CEG will continue to support the New Holland agricultural products in the aftermarket.

BSG

(Included under Discontinued Operations)
The Building Supplies segment grew revenue by 3% to R1.896 billion. Operating profit was up by a highly commendable 55% to R108 million, adding R38 million during the year.

Investment in and construction of the new distribution facility in Midrand, Johannesburg to the value of R150 million is in progress. This logistics and warehousing hub will provide the infrastructure base for the continued strong growth expected from the Gauteng market and Southern African territories.

Invicta announced the disposal of BSG to Steinhoff Doors and Building Materials Proprietary Limited on 16 February 2017. All conditions precedent have been met, except for Competition Commission approval, which is expected to be received within the next few months. The purchase consideration is based on an enterprise value of R732 million for 100% of BSG and excludes certain manufacturing and property businesses currently forming part of BSG, which will be disposed of separately.

STRATEGIC FOCUS

The Group's strategic focus is to generate cash in its existing businesses and to invest this in sound acquisitions that diversify the Group's revenue streams both within its product groups and geographically.

PROSPECTS

The Group remains resolute in its efforts to produce results above market benchmarks and its competitors. Trading conditions are expected to remain challenging in the year ahead.

The businesses that make up the Invicta Group have strong fundamentals and enjoy significant competitive advantage.
Management will continue to consolidate the strengths of the current businesses that make Invicta one of the leading suppliers of industrial consumable products, capital equipment and parts in Southern Africa.

Any forward looking statement in this announcement has not been reviewed nor reported on by the Company's auditors.

CHANGES TO THE BOARD AND BOARD COMMITTEES

During the 2017 financial year, Byron Nichles resigned as CEO of ESG effective 31 October 2016 and was appointed as a non-executive director of the Invicta board effective 1 November 2016. Lance Sherrell resigned as a member of the Audit committee effective 29 August 2016 and was replaced by Ramani Naidoo effective 2 September 2016. Charles Walters resigned as CEO of the Invicta Group effective 31 January 2017. Arnold Goldstone was re-appointed as Group CEO effective 1 February 2017. David Samuels resigned as chairman of the Social and Ethics committee effective 10 April 2017 and was replaced by Rashid Wally effective 10 April 2017.

APPRECIATION

The board is once again highly appreciative to the executive management, the respective management teams of our businesses and most importantly all the staff, for the excellent commitment and performance in what can only be described as difficult and uncertain economic times.

The board is confident that, with the strengths the Group possesses and the strategic decisions that the board will take, the Group will continue to deliver sustainable value to all stakeholders going forward.

INDEPENDENT AUDITOR'S REPORT ON SUMMARISED FINANCIAL STATEMENTS
TO THE SHAREHOLDERS OF Invicta Holdings Limited

OPINION

The summarised consolidated financial statements of Invicta Holdings Limited, which comprise the summarised consolidated statement of financial position as at 31 March 2017, the summarised consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Invicta Holdings Limited for the year ended 31 March 2017.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements of Invicta Holdings Limited, in accordance with the requirements of the JSE Limited Listings Requirements for preliminary reports, set out in the 'Basis of Preparation' note to the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

The summarised consolidated financial statements do not contain all the disclosures required by the International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to the annual financial statements. Reading the summarised consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements of Invicta Holdings Limited and the auditor's report thereon.

THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND OUR REPORT THEREON

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 22 June 2017. That report also includes:

- The communication of other key audit matters as reported in the auditor's report of the audited financial statements.

DIRECTORS' RESPONSIBILITY FOR THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the summarised consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for preliminary reports, set out in the 'Basis of Preparation' note to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements, and for such internal control as the directors determine is necessary to enable the preparation of the summary consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The Listings Requirements require preliminary reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on whether the summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with the International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on Summary Financial Statements.

Deloitte & Touche
Registered Auditor
Per: Thega Marriday
Partner
22 June 2017

Buildings 1 and 2
Deloitte Place
The Woodlands
Woodlands Drive
Woodmead Sandton
2052

SUMMARISED CONSOLIDATED STATEMENT
OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME

	2017 R'000	Restated 2016 R'000	% change
Continuing operations			
Revenue	9 631 811	8 799 244	9
Gross profit	3 073 847	2 590 774	
Operating profit before foreign exchange movements	1 051 178	783 464	34
Net foreign exchange cost	(40 748)	(102 489)	
Operating profit	1 010 430	680 975	48

Interest received and dividends received from financial investments		771 942	674 401
Interest paid		(889 429)	(797 073)
Share of profits of associates		4 106	5 607
Profit before taxation from continuing operations	59	897 049	563 910
Taxation		(321 747)	(92 264)
Profit for the year from continuing operations	22	575 302	471 646
Discontinued operations			
Profit for the year from discontinued operations	50	36 505	24 340
Profit for the year		611 807	495 986
Other comprehensive income			
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translating capitalised loans		(10 788)	-
Exchange differences on translating foreign operations		(82 482)	164 129
Total comprehensive income for the year		518 537	660 115
Profit attributable to:			
Owners of the company		533 304	424 219
Non-controlling interest		(3 932)	(1 940)
Preference shareholders		82 435	73 707
		611 807	495 986
Total comprehensive income attributable to:			
Owners of the company		447 004	590 280
Non-controlling interest		(10 902)	(3 872)
Preference shareholders		82 435	73 707
		518 537	660 115
Basic earnings per share from continued operations (cents)	24	465	374
Basic earnings and normalised earnings per share (cents)	26	499	396
Diluted earnings per share (cents)	26	499	396

SUMMARISED CONSOLIDATED HEADLINE EARNINGS
AND EARNINGS PER SHARE

	% change	2017 R'000	Restated 2016 R'000
Determination of headline earnings			
Attributable earnings		533 304	424 219
Adjustments			

- Headline earnings per share adjustments on discontinued operations		(578)	(366)
- Impairment of intangible assets		-	12 935
- Gain from bargain purchase price recognised		(235)	-
- Impairment of property, plant and equipment		3 517	(2 663)
- Loss/(profit) on disposal of investments		5 286	(35)
- Profit on disposal of other assets		(231)	-
- Net profit on disposal of property, plant and equipment		(11 355)	(62 043)
- Impairment of loans		3 089	-
Total adjustments before taxation and non-controlling interest		(507)	(52 172)
Taxation		1 456	16 974
Non-controlling interest		307	142
Total adjustments		1 256	(35 056)
Headline earnings		534 560	389 163
Determination of normalised headline earnings			
Headline earnings		534 560	389 163
Relocation provision (net of tax)		-	18 000
Normalised headline earnings		534 560	407 163
Headline earnings per share from continuing operations (cents)		466	341
Headline earnings and diluted headline earnings per share (cents)		500	364
Normalised headline earnings per share (cents)		500	380
Shares in issue			
Weighted average (000s)		106 953	107 013
At the end of the period (000s)		108 495	108 495
Number of shares used for diluted earnings per share (000s)		106 953	107 013
Headline earnings per share (cents)	37	500	364
Earnings per share (cents)	26	499	396
Dividends per share* (cents)		167	142
- Interim	7	72	67
- Final	27	95	75

* In accordance with IAS 10 (Events After The Reporting Period), the final dividend of 94.51 cents per share proposed by

the directors has not been reflected
in the final results.

SUMMARISED CONSOLIDATED CONDENSED STATEMENT OF FINANCIAL POSITION

	2017 R'000	Restated 2016 R'000	Restated 2015 R'000
ASSETS			
Non-current assets	8 167 232	7 398 015	6 586 957
Property, plant and equipment	1 640 530	1 495 251	1 274 365
Financial investments and investment in associates	2 085 253	1 808 135	1 638 830
Goodwill and other intangible assets	776 075	832 137	839 090
Financial assets, finance leases and long-term receivables	3 484 113	3 075 413	2 669 357
Deferred taxation	181 261	187 079	165 315
Current assets	7 024 693	7 483 427	7 704 220
Inventories	3 662 856	4 092 849	3 803 416
Trade and other receivables	1 541 960	1 970 913	1 941 824
Taxation prepaid	16 113	27 137	18 855
Current portion of financial investments, finance leases and long-term receivables	751 247	610 606	1 219 107
Bank and cash balances	1 052 517	781 922	721 018
Assets classified as held for sale	1 073 053	12 058	-
Total assets	16 264 978	14 893 500	14 291 177
EQUITY AND LIABILITIES			
Capital and reserves	5 268 111	5 039 982	4 635 652
Equity attributable to the equity holders	5 116 027	4 856 672	4 459 973
Non-controlling interest	152 084	183 310	175 679
Non-current liabilities	6 892 355	6 193 333	5 670 556
Long-term borrowings and financial liabilities	6 857 313	6 164 339	5 637 801
Deferred taxation	35 042	28 994	32 755
Current liabilities	3 432 390	3 660 185	3 984 969
Trade, other payables and provisions	2 136 640	2 406 441	2 554 310
Share appreciation rights liability	5 443	8 474	-
Taxation liabilities	170 052	32 124	37 918
Shareholders for dividends	49 593	48 082	40 105

Current portion of long-term borrowings	864 211	939 276	1 176 983
Current portion of financial liabilities	-	-	28 022
Bank overdrafts	206 451	225 788	147 631
Liabilities associated with assets held for sale	672 122	-	-
Total liabilities	10 996 867	9 853 518	9 655 525
Total equity and liabilities	16 264 978	14 893 500	14 291 177

SUMMARISED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

	2017 R'000	Restated 2016 R'000
SHARE CAPITAL, SHARE PREMIUM AND PREFERENCE SHARE CAPITAL		
Share capital	5 424	5 424
Share premium	2 653 151	2 653 151
Treasury shares - Balance at the beginning of the year	(85 011)	(80 098)
Treasury shares - Movement for year	16 954	(4 913)
Treasury shares - Balance at the end of the year	(68 057)	(85 011)
Preference shares	750 000	750 000
RETAINED EARNINGS		
Balance at the beginning of the year	1 358 685	1 111 256
Total comprehensive income	604 951	496 613
Transfer from non-distributable and other reserve movements	7 879	1 367
Non-controlling interest arising on acquisitions and purchases of non-controlling interests	-	17 086
Ordinary and preference dividends paid	(241 463)	(267 637)
Balance at the end of the year	1 730 052	1 358 685
OTHER RESERVES		
Balance at the beginning of the year	174 423	20 240
Share appreciation rights exercised	-	(4 018)
Share appreciation rights change in classification	-	(8 179)
Non-controlling interest arising on acquisitions and purchases of non-controlling interests	(41 944)	1 942
Other reserve movements	(11 510)	-
Translation of foreign operations	(75 512)	164 438
Balance at the end of the year	45 457	174 423

Attributable to equity shareholders	5 116 027	4 856 672
NON-CONTROLLING INTEREST		
Balance at the beginning of the year	183 310	175 679
Total comprehensive income	18 686	13 712
Transfer from non-distributable and other reserve movements	(3 146)	3 196
Non-controlling interest arising on acquisitions and purchases of non-controlling interests	(37 719)	324
Ordinary dividends paid	(9 047)	(9 601)
Balance at the end of the year	152 084	183 310

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

		Restated
	2017	2016
	R'000	R'000
Cash flows from operating activities		
Cash generated from operations	1 347 957	585 599
Finance costs	(879 612)	(1 068 195)
Dividends paid to Group shareholders and non-controlling interest	(244 239)	(269 262)
Taxation paid	(188 896)	(146 539)
Interest and dividends received	736 798	831 321
Net cash inflow/(outflow) from operating activities	772 008	(67 076)
Cash flows from investing activities		
Proceeds on sale of property, plant and equipment and other intangible assets	95 858	139 128
Additions to property, plant and equipment	(435 201)	(308 672)
Additions to intangible assets	(16 820)	(10 703)
Acquisition of subsidiaries and associates	(141 912)	(82 398)
Dividend received from associates	-	3 262
Proceeds on sale of Wegezi	9 240	477
Net increase in long-term receivables and finance lease receivables	(404 726)	(406 056)
Net increase in financial investments	(192 081)	(173 786)
Net (increase)/decrease in current portion of financial investments and long-term and finance lease receivables	(140 641)	608 501
Net cash outflow from investing activities	(1 226 283)	(230 247)
Cash flows from financing activities		
Increase in long-term borrowings	733 843	472 912

Share appreciation rights settled	-	(4 018)
Treasury shares acquired	-	(4 913)
Decrease in current portion of long-term borrowings and financial liabilities	(62 946)	(266 086)
(Acquisition)/disposal of non-controlling interest	(46 317)	18 487
Net cash inflow from financing activities	624 580	216 382
Net increase/(decrease) in cash and cash equivalents	170 305	(80 941)
Cash and cash equivalents at the beginning of the year	556 134	573 387
Effect of foreign exchange rate movement on cash balance	(25 358)	63 688
Cash and cash equivalents at the end of the year	701 081	556 134

OTHER INFORMATION

	2017 R'000	Restated 2016 R'000
Net interest-bearing debt: equity ratio (excluding long-term debt secured by investments and loans) (%)	28%	34%
Depreciation and amortisation (R'000)	138 138	151 790
Net asset value per share (cents)	4 715	4 476
Tangible net asset value per share (cents)	4 000	3 709
Capital expenditure (R'000)	435 201	563 491
Capital commitment (R'000)	189 640	182 344

SEGMENT INFORMATION

	Engineering Solutions R'000	Capital Equipment R'000	Group, financing and other operations R'000	Total Continuing operations R'000	Building Supplies R'000	Total Operations R'000
2017						
Segment revenue	4 665 157	4 954 925	11 729	9 631 811	1 896 062	11 527 873
Segment operating profit before foreign exchange movements	479 762	469 813	101 603	1 051 178	108 264	1 159 442
Segment assets	2 758 272	4 085 804	8 347 849	15 191 925	1 073 053	16 264 978
Segment liabilities	719 727	1 779 389	7 825 629	10 324 745	672 122	10 996 867
2016 Restated						
Segment revenue	4 298 874	4 483 878	16 492	8 799 244	1 836 606	10 635 850

Segment operating profit before foreign exchange movements	406 226	361 989	15 249	783 464	69 944	853 408
Segment assets	2 729 534	3 850 263	7 318 251	13 898 048	995 452	14 893 500
Segment liabilities	793 788	1 595 349	6 860 950	9 250 087	603 431	9 853 518

BASIS OF PREPARATION

The summarised consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for preliminary reports, and the requirements of the Companies Act of South Africa applicable to summary financial statements. The Listings Requirements require preliminary reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), 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 summarised consolidated financial statements were derived, are in terms of IFRS and are consistent with the accounting policies applied in the preparation of the previous consolidated financial statements except for the accounting policy on the Group's share based payments. Previously the Group's share based payments were classified as equity settled, this has been changed to cash settled in the current year.
The comparative numbers have been restated for this change in accounting policy.

Shareholders are advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of the unmodified ISA 810 and ISA 700 audit reports together with the consolidated financial

statements
and financial information from the Company's registered office.

PREPARED BY

These audited annual consolidated financial statements and summarised financial statements have been prepared under the supervision of Craig Barnard CA(SA), the Financial and Commercial Director.

ACQUISITIONS OF SUBSIDIARIES AND ASSOCIATES

The below acquisitions were made during the year ended 31 March 2017, amounting to R162 million:

ACQUISITION OF SUBSIDIARIES

The significant acquisitions undertaken in the current year related to Steve Woods Limited, Compact Computers Solutions (Pty) Ltd, Arc Eng Since 1934 (Pty) Ltd, and D&D Lifting and Crane Services (Pty) Ltd. The Group acquired control of these companies by purchasing controlling shares of their share capital. These subsidiaries are all operational within the same segments as the current Group, thus the board identified these businesses based on their ability to assist the Group with its expansion and growth. The goodwill is based on the provisional fair values of the assets and liabilities, including identifiable intangible assets at acquisition date.

Effective control was obtained through the purchase of the majority equity of these subsidiaries. Goodwill arose on these acquisitions because the cost of these combinations included a control premium. In addition, the consideration paid for these combinations effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Subsidiary	Industry
Steve Woods Limited	Supplier of new and refurbished excavators and undercarriage parts
Compact Computers Solutions (Pty) Ltd	Provides information technology services to fellow subsidiaries
Arc Eng Since 1934 (Pty) Ltd	Supplier of welding products
D&D Lifting and Crane Services (Pty) Ltd	Supplier of engineering components and technical solutions

	2017 R'000	2016 R'000
Fair value of net assets acquired		
Non-current assets	44 696	23 087
Current assets	100 149	216 176
Non-current liabilities	(24 673)	(53 626)
Current liabilities	(55 866)	(89 645)
Net tangible asset value	64 306	95 992
Non-controlling interest *	(25 797)	922
Fair value of net assets acquired	38 509	96 914
Bank and cash	1 162	(33 760)
Net fair value of net assets acquired	39 671	63 154
Cash outflow on acquisitions	42 020	80 083
Fair value of associate investment previously held	20 943	-
Fair value of net assets acquired	(39 671)	(61 310)
Total goodwill	23 527	18 773
Total gain from bargain purchase price	(235)	-

* Measured based on the net asset value of the acquiree at the acquisition date.

	2017	2016
Profit /(loss) after tax since acquisition date included in the consolidated results for the year	2 789	(5 018)
Revenue since acquisition date included in the consolidated results for the year	129 177	189 953
Profit /(loss) after tax should the business combinations have been included for entire year		

8 700 (34 658)

Revenue should the business combinations have been included for the entire year 190 110 425 498

ACQUISITION OF ASSOCIATES

The acquisition of associates amounted to R100 million during the current year of which Kunshan Kensetsu Buhin Co. Ltd was the only significant acquisition. The company was aquired for R96 709 978. Invicta Holdings Group share of the net assets of Kunshan Kensetsu Buhin Co. Ltd is R70 343 754 giving rise to notional goodwill of R26 366 224.

EVENTS AFTER THE REPORTING DATE

During the current year the directors announced a plan to dispose of the Company's Building Supply Group business. The business is being sold to Steinhoff Doors and Building Materials Proprietary Limited and the effective date of the transaction is 1 April 2017, whilst the transaction closing date will be the 1st day of the month following the month in which the last of the conditions precedent in the sale contract are fulfilled. The business has therefore been disclosed as a discontinued operation and an asset held for sale at year end. No further items other than those disclosed above have occurred after the reporting date.

RESTATEMENT NOTE

This restatement has been accounted for due to the proactive monitoring process of the Johannesburg Stock Exchange. In the previous year, the Company accounted for the employee share incentive scheme as equity settled rather than cash-settled.

As a result of the proactive monitoring process of the Johannesburg Stock Exchange a review of the annual financial statements was performed by management, during this it was noted that in the previous year the Company had accounted for a portion of the employee benefits as a provision rather than trade and other payables.

The correction of the above results in adjustments as follows:

2016	As previously reported R'000	Restatement adjustments R'000	As restated R'000
Statement of financial position			
Share appreciation rights reserve	(31 433)	14 305	(17 128)
Retained earnings	(1 354 488)	(4 197)	(1 358 685)
Deferred tax asset	188 712	(1 633)	187 079
Share appreciation rights liability	-	(8 474)	(8 474)
Trade and other payables	(2 151 016)	(58 935)	(2 209 951)
Provisions	(255 425)	58 935	(196 490)
Statement of comprehensive income			

Selling, administration and distribution costs	2 203 177	(7 143)	2 196 034
Taxation - deferred tax	(29 922)	1 633	(28 289)
Net effect on profit for the year	2 173 255	(5 510)	2 167 745
Other note disclosure			
Basic earnings and normalised earnings per share (cents)	391	5	396
Diluted earnings per share (cents)	391	5	396
Headline earnings per share (cents)	359	5	364
Diluted headline earnings per share (cents)	358	6	364
Normalised headline earnings per share (cents)	375	5	380

2015	As previously reported R'000	Restatement adjustments R'000	As restated R'000
Statement of financial position			
Trade and other payables	(2 315 720)	(44 610)	(2 360 330)
Provisions	(238 590)	44 610	(193 980)

As the change in intention from equity settled to cash settled share based payment was made by management during the 2016 financial year the restatement has not affected the 2015 Statement of Financial Position and Statement of Profit or Loss and other Comprehensive Income.

FAIR VALUE DISCLOSURE

The following is an analysis of the financial instruments that are measured subsequent to initial recognition at fair value.

They are grouped into levels 1 to 3 based on the extent to which the fair value is observable.

The levels are classified as follows:
Level 1 - fair value is based on quoted prices in active markets for identical financial assets or liabilities
Level 2 - fair value is determined using directly observable inputs other than level 1 inputs
Level 3 - fair value is determined on inputs not based on observable market data

	31 March 2017	Valuation technique(s) and key inputs	Level 1	Level 2	Level 3
Financial assets at fair value					
FirstRand Bank Bonds	709 094	3	709 094	-	-
Forward exchange contract asset	677	1	677	-	-
Financial liabilities at fair value					

Foreign trade payables	1 089 685	4	-	1 089 685	-
Foreign exchange contract liability	18 625	1	18 625	-	-

	31 March 2016	Valuation technique(s) and key inputs	Level 1	Level 2	Level 3
Financial assets at fair value					
FirstRand Bank Bonds	568 621	3	568 621	-	-
Financial liabilities at fair value					
Foreign trade payables	1 024 388	4	-	1 024 388	-

1. Discounted contractual stream payments using the zero swap curve at the valuation date.
2. Face value less specific related provision.
3. Expected settlement value.
4. Determined by the spot rate at year-end.

There have been no transfers between the levels during the financial year disclosed.

PREFERENCE SHARE CASH DIVIDEND

Notice is hereby given that the board has declared a gross cash dividend on 12 June 2017 of 698.35 cents (10 June 2016: 630.93 cents) per preference share for the period from 1 November 2016 to 12 June 2017.
Dividends are to be paid out of distributable reserves.

- Dividends tax (DT) of 20% will be withheld in terms of the Income Tax Act for those shareholders who are not exempt from the DT.
- Accordingly, shareholders who are not exempt from DT will receive a net dividend of 558,68 cents per preference share.
- Invicta Holdings Limited has 7 500 000 preference shares in issue.
- Invicta Holdings Limited's income tax reference number is 9400/012/03/6.

The salient dates for the preference share dividend will be as follows:

Last day of trade to receive a dividend	Tuesday, 4 July 2017
Shares commence trading "ex" dividend	Wednesday, 5 July 2017
Record date	Friday, 7 July 2017
Payment date	Monday, 10 July 2017

Share certificates may not be dematerialised or rematerialised between Wednesday, 5 July 2017 and Friday, 7 July 2017, both days inclusive.

ORDINARY SHARE CASH DIVIDEND

Notice is hereby given that the board has declared a gross cash dividend of 94.51 cents per ordinary share for the year ended 31 March 2017.

Dividends are to be paid out of distributable reserves. Dividend tax (DT) of 20% will be withheld in terms of the Income Tax Act for those shareholders who are not exempt from DT. In accordance with paragraphs 11.17(1)(i) and 11.17(c) of the JSE Listings Requirements, the following additional information is disclosed:

- The gross local dividend amount is 94.51 cents per ordinary share for shareholders exempt from the Dividend Tax;
- The net local dividend amount is 75.608 cents per ordinary share for shareholders liable to pay the Dividend Tax;
- Invicta Holdings Limited has 108 494 738 ordinary shares in issue (which includes 1 541 823 treasury shares); and
- Invicta Holdings Limited's income tax reference number is 9400/012/03/06.

The salient dates for the ordinary share dividend will be as follows:
Last day of trade to receive a dividend
Tuesday, 1 August 2017
Shares commence trading "ex" dividend
Wednesday, 2 August 2017
Record date
Friday, 4 August 2017
Payment date
Monday, 7 August 2017

Share certificates may not be dematerialised or rematerialised between Wednesday, 2 August 2017 and Friday, 4 August 2017, both days inclusive.

By order of the board

GM Chemaly
Group company secretary

Cape Town
22 June 2017

Registered office: Invicta Holdings Limited, 3rd Floor, Pepkor House, 36 Stellenberg Road, Parow Industria, 7493
PO Box 6077, Parow East, 7501

Transfer secretaries: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue,
Rosebank, Johannesburg, 2196. PO Box 61051, Marshalltown, 2107

Directors: Dr CH Wiese* (Chairman), A Goldstone (Chief Executive Officer), C Barnard, R Naidoo^, B Nichles*,
DI Samuels^, LR Sherrell*, AM Sinclair, RA Wally^, Adv JD Wiese*
* Non-executive   ^ Independent non-executive

Group company secretary: GM Chemaly

Sponsor: Deloitte & Touche Sponsor Services Proprietary Limited

www.invictaholdings.co.za