

**REVENUE****up
8%**
to R1,1 billion**HEPS****up
325%**
to 2,4 cents**AUDITED RESULTS FOR THE YEAR ENDED 30 JUNE 2015****INTRODUCTION**

2015 marks a year after the completion of our three-year restructure. We are pleased that we have reached a milestone with our planned exit from M-TEC, which has been a continuous drag on Jasco's past results and hindered the completion of our strategy to become a smart technology and solutions partner to various industries. We look forward to a period post M-TEC where the management can give its undivided attention on Jasco's core business.

In the first year post Jasco's restructure, the first six months of 2015 was negatively impacted by strike action, with the second half much stronger on particularly good volumes by the Carrier and Enterprise businesses in the fourth quarter. The overall year-end result to 30 June 2015 was, however, severely impacted by the impairment of M-TEC on the planned exit of this investment, and other impairments as detailed below.

Noteworthy achievements and disappointments during the year include:

Achievements:

- The maiden bond issue of R100 million and redemption of the R90 million preference shares to AfroCentric, which were successfully concluded in January 2015
- The pleasing top and bottom line growth by Intelligent Technologies
- The strong return on assets managed of 28% by the Carrier business
- The good rebound by Electrical Manufacturers in the second half after the strike action, as well as the optimisation of their working capital

Disappointments:

- The impairments and provisions taken. Refer below.
- The strike action in the first half of the year
- Although an improvement on 2014, the financial performance of Enterprise was below expectation due to the complexity and duration of the restructure which took six months longer to complete
- The working capital change in the Enterprise business during the second half which resulted in an additional investment of R14,7 million

FINANCIAL REVIEW**STATEMENT OF COMPREHENSIVE INCOME**

Revenue increased by 8% to R1 124 million (2014: R1 043 million) on good volumes in the second half (up 21% from R512,8 million in the second half of 2014 to R627,9 million in the second half of 2015), despite the strike action in the first half. After adjusting for the automotive disposal and the Firecare and Telesto acquisitions, the organic growth for the year was a pleasing 10%.

The contributors to revenue were:

Carrier	11.5 % increase to R414,3 million (2014: R371,7 million)
Enterprise	8.0 % increase to R380,4 million (2014: R352,2 million)
Intelligent Technologies	22.2% increase to R164,6 million (2014: R134,7 million)
Electrical Manufacturers	10.1% decrease to R174,9 million (2014: R194,5 million)

To indicate pure operating performance, the group outlines adjusted operating profit, which excludes impairments and adjustments. Adjusted operating profit improved by 9% from R26,3 million in 2014 to R28,6 million, mainly due to the higher sales volumes and increase in gross margins from 28.4% to 29.1%. The net operating margin of 2.6% slightly improved on last year's 2.5%. Operating profits for the second half of the year increased by a pleasing 312% from R5,1 million in the second half of 2014 to R20,9 million in the second half of 2015.

However, the occurrence of impairments and adjustments in 2015 resulted in a reported operating loss of R72,5 million compared to the operating profit of R17,6 million in 2014. These impairments and adjustments related to the following:

(R'm)	2015	2014
Impairment on disposal of M-TEC [^]	(57,4)	-
Impairment of intangibles and goodwill [^]	(29,6)	-
Provision for long-term rental contract	(14,3)	-
Provision for bad debtor	(3,8)	-
Restructure costs	-	(13,2)
Gain on decrease in Telesto purchase price	3,2	-
Profit on sale of subsidiary/automotive business unit [^]	0,8	4,3
TOTAL	(101,1)	(8,9)

[^]headline earnings adjustment

Additional detail on these items is provided under the Statement of Financial Position.

Net interest costs of R16,0 million increased from R14,5 million due to the reduction in interest received from a regional customer and the higher effective interest rate on the group's corporate bond.

The equity accounted loss of R0,7 million relates to Jasco's 51% investment in M-TEC for the seven months to January 2015 and compares to R0,1 million profit last year. Refer to the Statement of Financial Position where the investment in M-TEC is discussed.

The taxation credit of R6,3 million compares to a credit of R3,5 million last year and relates mainly to the utilisation of assessed losses at subsidiary level after the planned restructuring of legal entities.

Headline earnings of R5,1 million increased by 429% (re-presented* 2014: R1,0 million) and headline earnings per share (HEPS) was up 324% to 2,4 cents per share (re-presented* 2014: 0,6 cents per share). The weighted average number of shares in issue was higher at 215,2 million shares versus 172,8 million shares, with a full weighting in the current year of the 72 million rights issue shares issued on 21 January 2014, as well as a part weighting in the current year of the general issue of 10,9 million shares on 28 April 2015. This had a 20% dilution on earnings and headline earnings per share in the current year.

*Re-presented for M-TEC. Refer below

STATEMENT OF FINANCIAL POSITION**INVESTMENT IN M-TEC**

During the year, the recognition criteria which allowed M-TEC to be "held for sale" in terms of IFRS 5 were no longer met. At 31 December 2014 the investment was therefore no longer held for sale and accordingly equity accounted in terms of IAS 28. The 2014 comparatives were re-presented for this change.

During the second half of the year, M-TEC's financial performance suddenly and sharply deteriorated from the half-year position. This was mainly due to a significant drop in volumes from its major customer (Eskom). Consequently, Jasco management was left with no choice but to test the investment for impairment and wrote the investment down from its carrying value of R115,4 million to R58,0 million, based on the independent R60,0 million valuation, less costs to sell of R2 million.

The board and management continued in their efforts to pursue options of finding a willing buyer for the M-TEC investment during the year. In parallel with this, Jasco management launched legal action against Taihan, the other shareholder in M-TEC for losses suffered by the company under their management. The legal action was temporarily suspended pending the successful conclusion of the proposed sale. During the second half of the year, Community Investment Holdings (Pty) Limited, a related party, offered R60 million to purchase Jasco's share in M-TEC. This was detailed in the full terms announcement released on 17 July 2015 on SENS. This proposed transaction requires shareholder approval at the next general meeting.

As outlined above, Jasco recorded an impairment of R57,4 million in writing down the investment to R60,0 million less estimated costs to sell of R2,0 million. The investment is therefore reflected as a Non-current asset held for sale of R58,0 million. The expected proceeds of R60 million will be paid as an initial amount of R20 million on the effective date, with the balance of R40 million over the next three years. The consideration payable will attract interest at the prevailing prime rate and is secured by a pledge of the M-TEC shares. Management regrets the destruction of shareholder value caused by this investment.

INTANGIBLES AND GOODWILL

The intangibles include technology-related voice transaction management applications which are expected to reach their end of life in 2017, as these are being upgraded to cloud-based applications. Accordingly, the full carrying value of R10,1 million was written down at year end.

Goodwill decreased from R85,2 million last year to R65,8 million due to an impairment of R19,4 million in the Enterprise and Carriers business units. This relates to historic acquisitions since 2006 that no longer generate the requisite cash flows to support the valuation prepared using the discounted cash flow method. This assessment is conducted in accordance with Jasco's accounting policy to annually test the carrying value of goodwill.

The R3,2 million gain on Telesto arose as the original purchase consideration was reduced due to the profit targets set for August 2014 not being achieved. This was mainly due to a large financial institution indefinitely postponing a significant project that was expected at the time of the transaction.

FIXED ASSETS

Fixed assets of R59,4 million (2014: R59,5 million) reduced slightly in spite of capital expenditure of R15,6 million. This expenditure mainly relates to electronic equipment, fixtures and furniture required during the restructure of the Enterprise business unit. Plant and machinery of R1,3 million was purchased at the Electrical Manufacturers business unit for increased plastic moulding capacity. The loss on disposal of fixed assets relates mainly to the scrapping of the old CRM software utilised by the Enterprise business unit, which was replaced by a more efficient and integrated software application.

LONG-TERM LIABILITIES

The R90 million preference shares to AfroCentric were redeemed in January 2015. These were replaced by a maiden issue of R100 million in terms of the Domestic Medium Term Note Programme which was listed in the previous financial year. The corporate bond attracts interest equivalent to the prime lending rate and is repayable in January 2018. This was therefore classified as a long-term liability.

WORKING CAPITAL

Jasco's working capital management remained an area of focus. Group inventories increased from R96,7 million to R99,3 million, mainly due to a major project roll out in the Enterprise business unit and higher volumes in Intelligent Technologies. The project roll out in Enterprise was completed in August 2015, with stock levels reducing post year end. The Carrier and Electrical Manufacturers business units decreased their stock levels.

Trade and other receivables increased from R273,3 million to R375,5 million on higher second half volumes. The Enterprise business unit, specifically in Contact Centres, increased by R56,2 million where service level agreements (SLAs) paid in advance increased to align them with SLAs received in advance, an increase in sales volumes during the fourth quarter, and a percentage completion accrual in June for a call centre project in Mozambique for a major mobile telecommunications operator. Carrier's trade and other receivables increased by R51,9 million on an increase in sales volumes to a large mobile operator during the fourth quarter of the financial year. Excluding the provisions raised against the long-term rental receivable and the bad debtor (refer below) in the Enterprise business unit, the group debtors' age profile is within expectations, with debtors aged 90 days and older at 5% of the total book. Half of this was collected in July 2015.

Trade and other payables increased similarly from R216,5 million to R296,8 million, which funded the increase in sales volumes especially in the fourth quarter of the 2015 financial year.

As disclosed previously, a large Security customer cancelled a long-term rental contract earlier than the agreed contract period. The contract allowed for arbitration, which process commenced in the previous financial year. This is not yet finalised. Although the balance owing is being pursued, a provision of R14,3 million was raised against the amount owing to Jasco due to the long outstanding nature of the balance.

An additional provision of R3,8 million was raised which related to a debtor arising in terms of a payphone agency distribution agreement entered into in 2012. This matter is being pursued legally against the agent with the next court hearing scheduled for 23 September 2015. Although the group continues with the court action, any meaningful recovery is considered remote.

Net working capital (NWC) days of 38,8 days are above the revised target of 35 days, mainly due to the permanent change in the Enterprise business. The target was revised upwards from 30 days due to this permanent change. The following table compares the June 2015 NWC to the June 2014 position:

	June 2015	June 2014
Inventory	31,8	36,9
Receivables	104,6	103,0
Payables	(97,6)	(101,2)
NWC days	38,8	38,8

STATEMENT OF CASH FLOWS

The statement of cash flows reflects an inflow in cash generated from operations before working capital changes of R39,1 million compared to R35,1 million in 2014. Working capital changes reflect an outflow of R22,5 million (2014: R9,7 million outflow) on an increase in both receivables and payables.

The net interest payment amounted to R16,0 million (2014: R14,5 million), while income tax payments of R4,3 million were similar to the prior year. Total cash outflows from operating activities of R8,5 million compared to the R6,5 million inflow in 2014.

Investing activities saw a cash outflow of R11,5 million (2014: R57,4 million inflow), mainly related to capital expenditure. Financing activities saw a net outflow of R6,8 million (2014: R16,0 million outflow) on the redemption of the preference shares and a project funding loan, partly offset by the corporate bond raised.

Accordingly, Jasco's net bank borrowings of R31,2 million increased from R8,1 million, mainly due to the working capital outflows. The overdraft position is expected to reduce due to the cash generative nature of Jasco's profitability and management's continuing focus on optimising working capital levels.

KEY INTERNAL INITIATIVES

The following key internal initiatives are underway:

REDUCING DEBT LEVELS AND IMPROVING THE INTEREST COVER

Management's priority is to reduce the corporate bond obligation and the overdraft on receipt of the proceeds from the sale of M-TEC over the next two financial years. These expected inflows, coupled with the expected stronger cash generation going forward due to higher profitability levels from all business units, will allow the group to reduce its gearing profile. The board has reviewed the target gearing ratios and maintained the maximum level of long-term debt target at 50% of equity. Following the anticipated disposal of M-TEC and receipt of the sale proceeds over the next three years, the gearing percentage is expected to decrease to below 50%.

IMPROVING PROFITABILITY OF ENTERPRISE BUSINESS

Although the restructure of this business took longer than expected, and required substantial investment in the new ERP systems and process re-engineering, the focus on reducing costs and improving efficiencies in this financial year is expected to bear fruit in the new financial year.

WORKING CAPITAL MANAGEMENT

The continued focus on working capital during the year is unfortunately not evident in the cash flows generated, due to the permanent change in the working capital requirements in the Enterprise business. This is receiving management attention.

OPERATIONAL REVIEW**CARRIER**

Carrier delivers across the value chain, from design and planning of networks to configuration, integration and support. As a system integrator, service provider and distributor, the solutions are proven across the board for telecommunications operators on the African continent.

YEAR UNDER REVIEW

The industry was dominated by merger and acquisition negotiations on both the operator and vendor sides of the business, which will lead to further consolidation. This, together with the operators' continued plan to reduce costs, resulted in restrained spending during the year.

Notwithstanding this, during the period the group capitalised on the growing demand for data by deploying optical network infrastructure for the two large fixed network operators in South Africa, and deployed in-building coverage solutions for mobile network operators. Aligned to this the team is experiencing the initial growth in demand for services from these operators.

The manufacturing portion of the Carrier business was impacted by the metal and engineering industry strike during July 2014.

New orders increased, resulting in an 11% revenue increase from R371,7 million to R414,3 million. Operating profit was up by 5% from R46,1 million to R48,3 million delivering a healthy operating profit percentage of 11.7% (2014: 12.4%).

ENTERPRISE

The Enterprise business unit delivers end-to-end solutions including contact centres, unified communications, IT infrastructure, cloud hosted solutions and security & fire to corporates and utilities in Southern Africa.

YEAR UNDER REVIEW

The year under review continued to be difficult as the extent of restructuring required to incorporate several businesses within Enterprise was underestimated.

The reduction in headcount, implementation of new processes, closing out of old projects and a new enterprise resource planning (ERP) system accounted for most of the investment, both in monetary terms and in time. The investment in the ERP system was required to enable management and the operating teams to proactively address operating inefficiencies and improve service delivery to customers.

Our expansion into east Africa has rewarded the group with new contracts and four new customers in Kenya, Tanzania and Mozambique.

Revenue was up by 8% compared to last year and operating profit returned to a R0,9 million profit from the R1,6 million loss reported during the previous year. However, more attention is required to ensure that this business unit returns to a more sustainable level of profitability.

