Audited results

for the year ended 28 February 2013

Salient features

- Revenues up 12,0% to R5,64 billion (2012: R5,03 billion)
- Operating profit down 9,0% to R483,8 million (2012: R531,5 million)
- Competition Commission provision for full settlement of R58,8 million
- Group operating profit margin of 8,6% (2012: 10,6%)
- HEPS down 10,5% to 158,7 cents per share (2012: 177,2 cents per share)
- Cash flow from operations up 29,5% to R859,0 million (2012: R663,2 million)
- Capex spend of R460,9 million (2012: R286,6 million)
- Order book of R5,2 billion (2012: R4,6 billion)
- Final dividend of 35 cents per share declared

Raubex Group Limited (Incorporated in the Republic of South Africa) Registration number 2006/023666/06
Share code: RBX ISIN code: ZAE000093183 ("Raubex" or the "Group")

Group income statement

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Revenue	**5 635 519**	5 032 625
Cost of sales	**(4 843 407)**	(4 257 404)
Gross profit	**792 112**	775 221
Other income	**15 223**	14 429
Other gains/(losses) – net	**21 840**	4 818
Administrative expenses	**(345 370)**	(263 006)
Operating profit	**483 805**	531 462
Finance income	**33 518**	29 353
Finance costs	**(40 184)**	(41 388)
Profit before income tax	**477 139**	519 427
Income tax expense	**(158 571)**	(178 230)
Profit for the year	**318 568**	341 197
Profit for the year attributable to:		
Owners of the parent	**301 249**	331 247
Non-controlling interest	**17 319**	9 950
Basic earnings per share (cents)	**163,2**	179,5
Diluted earnings per share (cents)	**160,3**	178,5

Group statement of comprehensive income

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Profit for the year	**318 568**	341 197
Other comprehensive income for the year, net of tax		
Currency translation differences	**3 815**	(323)
Total comprehensive income for the year	**322 383**	340 874
Comprehensive income for the year attributable to:		
Owners of the parent	**305 064**	330 924
Non-controlling interest	**17 319**	9 950
Total comprehensive income for the year	**322 383**	340 874

Calculation of diluted earnings per share

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Profit attributable to owners of the parent entity	**301 249**	331 247
Weighted average number of ordinary shares in issue ('000)	**184 536**	184 536
Adjustments for:		
Shares deemed issued for no consideration ('000)	**3 401**	1 079
Weighted average number of ordinary shares for diluted earnings per share ('000)	**187 937**	185 615
Diluted earnings per share (cents)	**160,3**	178,5

Calculation of headline earnings per share

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Profit attributable to owners of the parent entity	**301 249**	331 247
Adjustments for:		
Profit on sale of plant and equipment	**(11 767)**	(3 365)
Impairment of goodwill	**–**	1 030
Excess from fair value of assets acquired over purchase price	**–**	(2 813)
Total tax effects of adjustments	**3 295**	942
Basic headline earnings	**292 777**	327 041
Weighted average number of shares ('000)	**184 536**	184 536
Headline earnings per share (cents)	**158,7**	177,2
Diluted headline earnings per share (cents)	**155,8**	176,2

Group statement of financial position

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
ASSETS		
Non-current assets		
Property, plant and equipment	**1 561 232**	1 353 753
Intangible assets	**763 951**	757 629
Deferred income tax assets	**23 936**	17 940
Trade and other receivables	**–**	404
Total non-current assets	**2 349 119**	2 129 726
Current assets		
Inventories	**245 546**	153 157
Construction contracts in progress and retentions	**307 381**	296 382
Trade and other receivables	**1 089 032**	1 164 508
Current income tax receivable	**31 218**	17 862
Cash and cash equivalents	**835 685**	624 919
Total current assets	**2 508 862**	2 256 828
Total assets	**4 857 981**	4 386 554
EQUITY		
Share capital	**1 845**	1 845
Share premium	**2 179 613**	2 179 613
Other reserves	**(1 112 515)**	(1 142 401)
Retained earnings	**1 850 616**	1 670 355
Equity attributable to owners of the parent	**2 919 559**	2 709 412
Non-controlling interest	**39 031**	19 468
Total equity	**2 958 590**	2 728 880
LIABILITIES		
Non-current liabilities		
Borrowings	**349 303**	263 112
Provisions for liabilities and charges	**26 152**	23 066
Deferred income tax liabilities	**245 623**	229 612
Total non-current liabilities	**621 078**	515 790
Current liabilities		
Trade and other payables	**978 350**	899 807
Borrowings	**233 201**	215 690
Current income tax liabilities	**7 937**	26 387
Provisions for liabilities and charges	**58 825**	–
Total current liabilities	**1 278 313**	1 141 884
Total liabilities	**1 899 391**	1 657 674
Total equity and liabilities	**4 857 981**	4 386 554

Directors
JE Raubenheimer#, RJ Fourie, F Kenney#,
LA Maxwell*, BH Kent*, NF Msiza*
Non-executive * *Independent non-executive*

Company secretary
Mrs HE Ernst

Registered office
The Highgrove Office Park
Building No 1, Tegel Avenue
Centurion, South Africa

Transfer secretaries
Computershare Investor Services (Pty) Limited
70 Marshall Street, Johannesburg
2001, South Africa

Auditors
PricewaterhouseCoopers Inc.

Sponsor
Investec Bank Limited

www.raubex.com

Group statement of cash flows

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Cash flows from operating activities		
Cash generated from operations	**859 007**	663 228
Finance income	**33 518**	29 353
Finance costs	**(40 184)**	(41 388)
Dividend received	**1 037**	4 264
Income tax paid	**(173 269)**	(154 701)
Net cash generated from operating activities	**680 109**	500 756
Cash flows from investing activities		
Purchases of property, plant and equipment	**(460 939)**	(286 594)
Proceeds from sale of property, plant and equipment	**49 908**	37 340
Acquisition of subsidiaries	**(14 597)**	(10 821)
Net cash used in investing activities	**(425 628)**	(260 075)
Cash flows from financing activities		
Proceeds from borrowings	**388 607**	257 512
Repayment of borrowings	**(311 100)**	(294 180)
Dividends paid to owners of the parent	**(119 948)**	(171 618)
Dividends paid to non-controlling interests	**(1 274)**	(2 390)
Net cash used in financing activities	**(43 715)**	(210 676)
Net increase in cash and cash equivalents	**210 766**	30 005
Cash and cash equivalents at the beginning of the year	**624 919**	594 914
Cash and cash equivalents at the end of the year	**835 685**	624 919

Group segmental analysis

	Aggregates and crusher R'000	Road surfacing and rehabilitation R'000	Road construction and earthworks R'000	Infra-structure R'000	Consolidated R'000
Reportable segments					
28 February 2013					
Segment revenue	**1 501 732**	**2 753 772**	**1 217 189**	**162 826**	**5 635 519**
Segment result (operating profit)	**218 935**	**199 545**	**61 656**	**3 669**	**483 805**
29 February 2012					
Segment revenue	1 372 282	2 523 708	1 136 635	–	5 032 625
Segment result (operating profit)	211 161	229 376	90 925	–	531 462

	Local R'000	International R'000	Consolidated R'000
Geographical information			
28 February 2013			
Segment revenue	**5 173 823**	**461 696**	**5 635 519**
Segment result (operating profit)	**399 591**	**84 214**	**483 805**
29 February 2012			
Segment revenue	4 142 221	890 404	5 032 625
Segment result (operating profit)	415 357	116 105	531 462

Additional information

Employee benefit expense

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Employee benefit expense in the income statement consists of:		
Salaries, wages and contributions	**1 157 263**	1 028 195
Share options granted to employees	**26 071**	13 488
Total employee benefit expense	**1 183 334**	1 041 683

Capital expenditure and depreciation

	Audited 12 months 28 February 2013 R'000	Audited 12 months 29 February 2012 R'000
Capital expenditure for the year	**460 939**	286 594
Depreciation for the year	**251 114**	228 366
Amortisation of intangible assets for the year	**1 677**	2 785

Notes

Basis of preparation

The abridged consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for abridged reports and the requirements of the Companies Act applicable to summary financial statements. The Listings Requirements require abridged reports to be prepared in accordance with the framework concepts, the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and must 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 abridged 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 annual financial statements. The consolidated financial statements and the abridged consolidated financial statements have been prepared by the Group Financial Manager, JF Gibson CA (SA).

These results have been audited by PricewaterhouseCoopers Inc., Chartered Accountants (SA), Registered Auditors. Their unqualified audit opinion is available for inspection at the Company's registered office.

Exceptional item

On 29 April 2011, shareholders were advised that the Group had become aware of certain irregularities in terms of the provisions of the Competition Act, No 89 of 1998. The Group filed a Fast Track application to the Competition Commission in accordance with the Commissions Invitation to Firms in the Construction Industry to Engage in Settlement of Contraventions of the Act by the required deadline date of 15 April 2011. The Group has made a provision for full settlement of an administrative penalty from the Competition Commission of R58,8 million (2012: nil) which has been included under administrative expenses in the income statement.

Business combinations

Inzalo Crushing and Aggregates (Pty) Limited
On 23 April 2012 the Group acquired 74% of the share capital of Inzalo Crushing and Aggregates (Pty) Limited for the par value of the shares. The company is a Black Economic Empowerment company that will be utilised as an intermediary company in the Group's quarry business to ensure a continued BEE shareholding of 26% in terms of the current Department of Mineral Resources requirements. The acquired company contributed revenues of R37,3 million with no contribution to net profit for the year to 28 February 2013.

L & R Civils (Pty) Limited
On 1 July 2012 the Group acquired 80% of the share capital of L & R Civils (Pty) Limited for R17,6 million cash. An additional contingent consideration limited to R6 million is payable dependent on the company's earnings over a five-year period from the effective date of the acquisition. The company specialises in bulk water mains, storm water and sewer reticulation and roads. The acquired company contributed revenues of R54,5 million and net profit of R3,7 million for the period from 1 July 2012 to 28 February 2013. If the acquisition had occurred on 1 March 2012, contributions to Group revenue would have been R85,3 million and net profit of R8,3 million.

Strata Civils (Pty) Limited
On 1 July 2012 the Group acquired 80% of the share capital of Strata Civils (Pty) Limited for the par value of the shares. The company specialises in civil construction works. The acquired company contributed revenues of R51,6 million and net profit of R3,3 million for the period from 1 July 2012 to 28 February 2013. If the acquisition had occurred on 1 March 2012, contributions to Group revenue would have been R77,4 million with no contribution to net profit.

Comar Plant Design and Manufacturing (Pty) Limited
On 1 August 2012 the Group acquired 100% of the share capital of Comar Plant Design and Manufacturing (Pty) Limited for R3 million cash. The company specialises in the manufacture of asphalt plants. The acquired company contributed revenues of R8,8 million with no contribution to net profit for the period from 1 August 2012 to 28 February 2013. If the acquisition had occurred on 1 March 2012, contributions to Group revenue would have been R13,6 million and net profit of R0,7 million.

Events after the reporting period

Business combinations
On 26 April 2013 the Group acquired 100% of Tosas Holdings (Pty) Limited from Sasol Oil (Pty) Limited for a purchase price of R120 million to be settled in cash. Tosas is a leading manufacturer and distributor of value-added bituminous products used primarily for road construction activities. Tosas' current footprint includes several bitumen processing and storage facilities in the inland region of South Africa as well as a significant presence in Namibia and Botswana. The acquisition represents a strong strategic fit for Raubex as an integrated road construction and rehabilitation company operating across southern Africa.

Group statement of changes in equity

	Share capital R'000	Share premium R'000	Other reserves R'000	Retained earnings R'000	Total attributable to owners of the parent company R'000	Non-controlling interest R'000	Total equity R'000
Balance at 1 March 2011	1 845	2 179 613	(1 156 847)	1 510 726	2 535 337	9 276	**2 544 613**
Share capital repaid	–	–	–	–	–	(70)	**(70)**
Share option reserve	–	–	14 769	–	14 769	–	**14 769**
Non-controlling interest arising on business combination	–	–	–	–	–	2 702	**2 702**
Total comprehensive income for the year	–	–	(323)	331 247	330 924	9 950	**340 874**
Dividends paid	–	–	–	(171 618)	(171 618)	(2 390)	**(174 008)**
Balance at 29 February 2012	1 845	2 179 613	(1 142 401)	1 670 355	2 709 412	19 468	**2 728 880**
Share option reserve	–	–	26 071	–	26 071	–	**26 071**
Non-controlling interest arising on business combination	–	–	–	–	–	3 602	**3 602**
Acquisition of non-controlling interest	–	–	–	(1 040)	(1 040)	(84)	**(1 124)**
Total comprehensive income for the year	–	–	3 815	301 249	305 064	17 319	**322 383**
Dividends paid	–	–	–	(119 948)	(119 948)	(1 274)	**(121 222)**
Balance at 28 February 2013	1 845	2 179 613	(1 112 515)	1 850 616	2 919 559	39 031	**2 958 590**

Rudolf Fourie, CEO of Raubex Group, said: "The Group has achieved a strong performance during the year in an operating environment which remained very competitive. The flow of new tender work has remained steady and we are now seeing competitive pressures levelling off slightly.

"Raubex Infra, a newly established division focused on renewable energy, housing, telecommunications, rail and pipeline construction projects, is a significant step in our strategy to better balance our portfolio and diversify the Group's revenue streams.

"We are excited about the Tosas acquisition as it consolidates Raubex's position as an integrated road construction and rehabilitation company across southern Africa and ensures a stable bitumen supply for the Group. We will continue to take advantage of a more stable competitive environment locally and actively seek opportunities abroad.

"We expect to achieve stable growth in the year ahead, supported by a strong balance sheet and quality order book."

Commentary

Financial overview

Revenue increased 12,0% to R5,64 billion whilst operating profit decreased 9,0% to R483,8 million from the corresponding prior year. The decrease in operating profit is attributable to a provision of R58,8 million being made for an administrative penalty payable to the Competition Commission. The provision has been accounted for in the Raubex Construction division.

Profit before tax decreased 8,1% to R477,1 million.

The effective tax rate reduced to 33,2% from 34,3% in the corresponding prior period as the positive effect of the change from Secondary Tax on Companies to Dividends Tax was offset by the non-tax deductible nature of the provision made for the Competition Commission penalty.

Earnings per share decreased 9,1% to 163,2 cents with headline earnings per share decreasing 10,5% to 158,7 cents.

Group operating profit margin decreased to 8,6% (2012: 10,6%).

Operating profit before the provision for the Competition Commission penalty increased 2,1% from the corresponding prior year with Group operating profit margin before the Competition Commission provision decreasing to 9,6%.

The Group generated strong operating cash flows of R859,0 million before finance charges, dividends received and taxation.

Trade and other receivables reduced by 6,5% to R1,09 billion. Despite the slight improvement in trade receivables, slow payments continue to be experienced on a number of public and private customer accounts. A settlement has been reached with the Free State Provincial Government in terms of which R80 million was outstanding at 28 February 2013 and is due to be paid in the coming financial year.

Inventories increased by 60,3% to R245,5 million mainly as a result of increased bitumen holdings and material on site.

Capital expenditure on property, plant and equipment increased 60,8% to R460,9 million with R60,6 million relating to the purchase of land and buildings.

Total cash and cash equivalents at the end of the year increased 33,7% to R835,7 million (2012: R624,9 million).

Total cash inflow for the year was R210,8 million.

Operational overview

Roadmac
Roadmac is a specialist in the manufacturing and laying of asphalt, chip and spray, surface dressing, enrichments and slurry seals.

Roadmac is the largest contributor to Group revenue, contributing 48,9% of total revenue. The division's performance for the year continued to be impacted by strong competition in the light rehabilitation market, however, margins have stabilised at current levels and more recent tendering activity has indicated a slight easing in margin pressure. The volume of work out for tender has remained steady and the division has secured a healthy order book for the year ahead.

The divisional operations were less affected by bitumen supply shortages than in the prior year and the Group has various strategies in place, including importation and storage solutions, to mitigate any bitumen supply disruptions from national refineries. These strategies have proved to be effective in reducing standing time that would otherwise have disrupted contract progress during the year.

Revenue for the division increased 9,1% to R2,75 billion (2012: R2,52 billion) and operating profit decreased by 13,0% to R199,5 million (2012: R229,4 million).

The divisional operating profit margins decreased to 7,2% (2012: 9,1%) due to the competitive operating environment and lower margins achieved by the asphalt manufacturing operations, partly due to the additional costs associated with storing bitumen.

The division incurred capital expenditure of R126,3 million during the year (2012: R71 million), with R22 million of this relating to bitumen storage containers and R11 million relating to the purchase of a new technology mobile asphalt plant designed to manufacture asphalt to meet recycled asphalt paving specifications.

Raubex Construction
Raubex Construction is the road and civil infrastructure construction division focused on the key areas of new road construction and heavy road rehabilitation.

The division has achieved satisfactory operating results for the year despite challenging trading conditions where pricing pressures continue to be experienced. The volume of work out for tender has remained steady and tender margins have stabilised at current levels. The division has been selective in securing an order book of work that suits the Group's vertically integrated operating model.

Revenue for the division increased 7,1% to R1,22 billion (2012: R1,14 billion) whilst operating profit decreased 32,2% to R61,7 million (2012: R90,9 million) as a result of the R58,8 million provision for the Competition Commission penalty.

The divisional operating profit margins decreased to 5,1% (2012: 8,0%) as a result of the provision.

Operating profit before the provision for the Competition Commission penalty increased 32,5% from the corresponding prior year with operating profit margin before the Competition Commission provision increasing to 9,9%.

The division incurred capital expenditure of R37,1 million during the year (2012: R27,6 million).

Raumix
Raumix is the materials division of the Group with its core focus spread over three areas including contract crushing, production of aggregates for the commercial market and materials handling for the mining industry.

Commercial quarry operations have reported satisfactory results for the year supported by an increase in volumes from the Gauteng-based quarries whilst conditions experienced in the contract crushing market have been challenging as a result of the competitive construction environment and the resulting pressure on margins.

The mining and material handling operations of the division are on-going and continue to be exposed to the risk of industrial action and commodity cycles where activities are primarily focused on the diamond and gold mining industries.

Revenue for the division increased 9,4% to R1,50 billion (2012: R1,37 billion) and operating profit increased by 3,7% to R218,9 million (2012: R211,2 million).

The divisional operating profit margins decreased to 14,6% (2012: 15,4%) mainly as a result of pressure on the divisions contract crushing margins and industrial action experienced during the year in the mining sector which impacted the material handling operations.

The division incurred capital expenditure of R283,8 million during the year (2012: R188 million) with R47,7 million being attributable to land and buildings.

Raubex Infrastructure
Raubex Infrastructure is a new division that was established during the year in line with the Group's strategy to attain a more balanced portfolio of work in the construction sector and increase the Group's exposure to more diversified revenue streams. The division specialises in disciplines outside of the road construction sector, including energy (with a specific focus on solar and wind), rail, telecommunications, pipeline construction and housing infrastructure.

The division has made encouraging progress during the year in securing an order book of R768 million.

Revenue for the division was R162,8 million with an operating profit of R3,7 million reported for its first period of operations.

The divisional operating profit margin was 2,3% with most contracts in early stages of completion.

The division incurred capital expenditure of R13,7 million during the period.

International
In Namibia, the large road contract between Nkurenkuru and Elundu in the northern Kavango region was completed during the period and a three-year maintenance contract for the reseal of roads in the Otjiwarango and Otshakati regions is in progress. Material handling activities related to the diamond mining industry are on-going and are dependent on the commodity cycle.

Satisfactory results were reported in Zambia supported by foreign exchange gains as a result of the weaker Rand. Despite a high level of tendering activity and large anticipated workflow from this region as a result of the Zambian Roads Agency's "Link Zambia 8000" project, contracts have been slow to be awarded and the Group's secured order book in Zambia is low. The road contract in Malawi was completed during the year.

The newly established Raubex Infra is in the process of completing a contract for the installation of a fibre optic cable in the southern region of the Democratic Republic of Congo, close to the Zambian border.

Internationally, revenue decreased 48,1% to R461,7 million (2012: R890,4 million) mainly as a result of the completion of the Namibian road contract and reduced level of activity in Zambia.

Operating profit decreased by 27,5% to R84,2 million (2012: R116,1 million) with operating profit margins increasing to 18,2% (2012: 13%).

Prospects

Trading conditions in the road construction industry are expected to remain challenging in the short term. The volume of work in the road construction and maintenance industry is stable but pricing pressures continue to be experienced. Competitor attrition has continued to take place throughout the year. The Group has maintained a solid order book of R5,23 billion (2012: R4,62 billion).

The new Infrastructure Division has made good progress in securing work in the renewable energy sector and is expected to build on its order book as new projects in this field come to the fore.

The Group continues to look for growth through expansion into other African geographies, however operating conditions have been found to be challenging with relatively low returns to compensate for a high level of contract risk. The Group will continue to pursue contracts that will deliver acceptable returns without exposing the Group to unnecessary risk. The Tosas acquisition represents a strong strategic fit for Raubex as an integrated road construction and rehabilitation company operating across southern Africa.

The Group has maintained a healthy balance sheet and a strong cash position and is well positioned to take advantage of opportunities that may arise from improved pricing and competitor attrition in the year ahead.

Dividend declaration

The directors have declared a gross final cash dividend from income reserves of 35 cents per share on 13 May 2013. The salient dates for the payment of the dividend are as follows:

Last day to trade *cum* dividend	Friday, 31 May 2013
Commence trading *ex* dividend	Monday, 3 June 2013
Record date	Friday, 7 June 2013
Payment date	Monday, 10 June 2013

No share certificates may be dematerialised or rematerialised between Monday, 3 June 2013 and Friday, 7 June 2013, both dates inclusive.

In terms of Dividend Tax ("DT"), the following additional information is disclosed:
- The local DT rate is 15%.
- The Company has no STC credits to utilise as part of this declaration.
- The number of ordinary shares in issue at the date of this declaration is 184 535 946.
- The DT amounts to 5,25 cents per share.
- The net local dividend amount is 29,75 cents per share for shareholders liable to pay the DT.
- Raubex Group Limited's income tax reference number is 9370/905/151.

In terms of the DT legislation, the DT amount due will be withheld and paid over to the South African Revenue Services by a nominee-company, stockbroker or Central Security Depository Participant (collectively, "Regulated Intermediary") on behalf of shareholders. All shareholders should declare their status to their Regulated Intermediary, as they may qualify for a reduced DT rate or exemption.

Board changes

On 12 March 2013 shareholders were advised that Francois Diedrechsen had tendered his resignation as Financial and Commercial Director of Raubex with effect 31 March 2013. James Gibson, currently Group Financial Manager, has assumed Francois' duties while the process of selecting a permanent candidate for the role of Financial Director is on-going. The Group will make a further announcement in due course.

On behalf of the Board

JE Raubenheimer
Chairman

RJ Fourie
Chief Executive Officer

JF Gibson
Group Financial Manager

13 May 2013