

CFI HOLDINGS LIMITED

Audited abridged Group Financial report to shareholders for the year ended 30 September 2016



I would like to apologise to our various stakeholders for the late publication of the audited results. The late conclusion of the audit was due to the need to conclude certain material transactions arising from entities that were put under judicial management.

Overall, the Group had a challenging year on the back of inadequate working capital, declining aggregate demand induced by the overall decline in the economy's performance and the effects of a poor 2015/6 agricultural season. On the positive, significant progress was registered in addressing gearing levels and readying the Group for sustainable recapitalisation which augur well for a turnaround in 2017.

The Group concluded debt compromise and settlement agreements with local banks cumulatively amounting to US\$17.6 million during the year, bringing down the overall bank debt from US\$19.1 million in 2015 to US\$5.3 million by year-end.

Effective the 3rd of August 2016, the Board temporarily placed under judicial management certain entities of the Group – Victoria Foods (Private) Limited and Crest Poultry Group (Private) Limited; as their level of creditor debt overhang had become unsustainable. The objective is to enable the Group to restructure, reorganise and recapitalise under a framework that ensures that all stakeholders are legally protected. Final judicial management orders for both entities were confirmed on the 12th of October 2016, shortly after year-end. Engagements of creditors and lenders are ongoing and these should see the entities affected being recapitalised under sustainable structures in due course.

OVERVIEW OF THE GROUP'S OPERATIONS AND PERFORMANCE

Group turnover for the year declined by 55.9% to \$29.3 million compared to US\$66.6 million achieved in prior year. Sales declined by 65.8%, 83% and 27.2% for the Poultry, Specialised and Retail Divisions respectively due to the combined effect of overall declines in disposable incomes and inadequate working capital during the period. Of the total turnover, the Poultry Division contributed 15.9% (2015 – 20.5%), Specialised 14.4% (2015 – 37.4%) and Retail 69.7% (2015 – 42.2%). The Group incurred retrenchment costs of US\$2.6 million as part of the reorganisation initiatives that largely affected the entities that were put into judicial management. The Group operating loss before depreciation and financing costs (EBITDA excluding impairments) declined to (\$7.7 million) from (US\$10 million) incurred in prior year. Financing costs for the period increased to US\$2.9 million from US\$2.3 million due to interest claim settlements arising from legal settlements. This resulted in a loss after tax for the year of US\$13.7 million against \$25.2 million posted last year after taking into account tax credit of US\$1.9 million (2015 - US\$9.9 million (tax charge)). The Group's performance was weighed down by overall low capacity utilisation, subdued margins and streamlining costs incurred in the second half of the year.

The Group's capital expenditure during the period was US\$0.48 million.

RETAIL DIVISION

FARM & CITY

Turnover was 27.2% lower than the comparable period mainly due to working capital constraints, the impact of the drought which saw reduced demand for agro-inputs and generally constrained disposable incomes. Increased competition contributed towards decline in sales and margins. Funding interventions to address working capital constraints were concluded in the last quarter of the year and these positively impacted on the business. Two new branches were opened during the period. This should augur well for a better performance in the upcoming year and a resurgence of the retail business.

PROPERTY DEVELOPMENT

SATURDAY RETREAT

Since completion of the registration process in May 2015, the Group recovered cumulatively 19% of the amount due from residents. The Group, with the assistance of Real Estate development consultants are seized with engaging various regulatory authorities to secure requisite approvals in the interest of furthering the development of the Estate. Some limited works on survey and road reticulation have already commenced. The recovery of the residual compensation from residents is expected to assist in resolution of working capital requirements confronting the Group's leading businesses.

SUNCREST PARK (RESTON DEVELOPERS)

The project being undertaken by Reston Developers involving the servicing of 652 stands opposite Glen View 7 which commenced in March 2015 has made good progress to date. 252 stands out of the 652 stands were utilised in a land for debt settlement with a financial institution. Suncrest Park is targeting full completion of all the works by December 2017.

MAITLANDS ZIMBABWE

The Group concluded a settlement with residents who had illegally moved onto the undeveloped piece of property comprising 160 hectares opposite Glen View 7. The settlement will result in the Group recovering its compensation for the land value over a 10 year period. The Group is now in the process of finalising development plans and securing regulatory approvals in order to progress the development of the Estate.

GLENARA ESTATES

The estate's activities were largely focused on cropping of cereals and horticultural activities. During the period, Glenara invested US\$0.4 million in purchase of centre pivots and related irrigation infrastructure to underpin its farming activities. The investment and up skilling through joint operations projects have transformed the Estates' profitability and cash flows. Despite the late sporadic El Nino driven rains, dry land cropping performed reasonably well. Broiler placements were reduced due to working capital constraints.

UPDATE ON ENTITIES UNDER JUDICIAL MANAGEMENT

MILLING OPERATIONS

VICTORIA FOODS

Turnover and margins declined during the period on the back of inadequate working capital. The sector witnessed relaxed import controls which saw an increase in GMO maize meal and flour sales during the period. The business is currently under care and maintenance pending finalisation of recapitalisation initiatives being pursued with the judicial manager.

AGRIFOODS & AGRIMIX

Agrifoods' business was severely constrained by limited working capital. Capacity utilisation was relatively lower in the current period. Market demand however remained firm during the period. The Southern Region underwrote significant ruminant feed sales especially in cattle feed and other beef supplements as most pastures were affected by drought during the period. Since April 2016, the Northern Region has been under care and maintenance pending finalisation of recapitalisation initiatives being pursued with the judicial manager. Agrimix turnover declined in tandem with Agrifoods volumes. Market demand for Agrimix products however remained firm.

POULTRY DIVISION

The Poultry divisions in Crest Breeders, Glenara Estates, Hubbard Zimbabwe and Suncrest Chickens were significantly curtailed during the period as part of measures to contain unsustainable operating inefficiencies and financial hemorrhage, thus repositioning the Group for sustainable performance. Joint ventures leveraging the Group's poultry infrastructure and brands are being pursued. Following the significant success registered at Glenara Estates,

horticultural and cereal production are being extended to Hubbard Zimbabwe in the 2016/7 agricultural season.

RECAPITALISATION UPDATE AND OUTLOOK

With the resolution of a cumulative US\$17.6 million local debt overhang burden now completed in 2016, the Board is focused on strengthening its capital base to stabilise the Group. The inflows from compensation for Saturday Retreat land and land being serviced by Maitlands Zimbabwe have begun accruing and are being applied towards developing the estates and the Group's working capital requirements. This will assist the Group to deal with its various working capital requirements.

The Group is focused on resolving recapitalisation challenges on entities placed under judicial management through engagement of creditors and lenders with a view to concluding a scheme of arrangement in due course.

The Board is encouraged with performance from horticultural projects at Glenara Estates and plans for strengthening the projects in the forthcoming year are on course. Plans for extension of horticultural projects to Sunvalley Farm and Hubbard Zimbabwe farm are now in progress. The Farm & City Retail business has started recovering well given a renewed re-investment focus and is set to reclaim its rightful place as a dominant agro-inputs and building materials hardware retailer in the upcoming year.

The measures taken in 2016 should see the Group's performance for entities outside judicial management report positive performance, and overall, a significant recovery from the depressed performance reported over the years.

A broader recapitalisation process, including but not limited to rights issue combined with business reorganisation initiatives, is still being pursued and announcements will be made in due course as these significant developments come to fruition.

DIRECTORATE

During the year, P S Bwerinofa, S J Chihambakwe, A J Nduna, S P Kuipa, A R Chinamo, S C Vera and H Matemera resigned from the CFI Board. I would like to express my deep and sincere appreciation for their invaluable contribution to the Board during their tenure. Messrs T Nyika, S N Chibanguza and C Mutevhe were appointed Acting Group Chief Executive Officer, Acting Deputy Group Chief Executive Officer and Acting Group Finance Director respectively. In addition I V Pasi and S D Zinyemba were also appointed to the Board. I wish them well in their roles meant to consolidate the restructuring efforts being pursued by the Board.

DIVIDEND DECLARATION

In view of the loss incurred by the Group and the need to raise capital, the Board considers it inappropriate to declare a dividend for the year ended 30 September 2016.

ACKNOWLEDGEMENTS

On behalf of the Board and Shareholders, I would like to extend my sincere appreciation to our valued customers, suppliers, financiers, management, staff and other stakeholders for their support and commitment in seeing through the Group's recovery initiatives.

Mrs. G. Muradzikwa
GROUP CHAIRMAN
 18 January 2017

ABRIDGED GROUP CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Notes	AUDITED YEAR TO 30 Sept. 2016 US\$	AUDITED YEAR TO 30 Sept. 2015 US\$ (Restated)
Sales	29,180,564	51,424,934
Sales of residential stands	-	15,128,710
Change in fair value of biological assets	151,307	2,571
Turnover	29,331,871	66,556,215
Operating loss before depreciation, impairment and financing costs	(7,703,477)	(9,959,744)
Retrenchment costs	(2,630,140)	(519,524)
Depreciation expense	(2,076,538)	(1,960,282)
Impairment of property, plant and equipment	(221,252)	(539,527)
Share of loss from joint ventures	(140,920)	-
Finance costs	(2,858,400)	(2,270,851)
Loss before tax	(15,630,727)	(15,249,928)
Income tax credit (charge)	1,938,655	(9,941,188)
Loss for the year	(13,692,072)	(25,191,116)
Other comprehensive income (loss)		
Revaluation loss on properties, net of tax	(7,433)	(3,528,492)
Deferred tax on net value loss on investments	35,322	-
Total other comprehensive income (loss)	27,889	(3,528,492)
Total comprehensive loss	(13,664,183)	(28,719,608)
Loss attributable to:		
Equity holders of the parent	(13,692,072)	(25,191,116)
Total comprehensive loss attributable to:		
Equity holders of the parent	(13,664,183)	(28,719,608)
Basic loss per share (US cents)	(12.98)	(23.88)
Net asset value per share (US cents)	34.70	47.75
Shares in issue	105,830,875	105,500,875
Weighted shares in issue	105,511,708	105,500,875

ABRIDGED GROUP CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Notes	AUDITED YEAR TO 30 Sept. 2016 US\$	AUDITED YEAR TO 30 Sept. 2015 US\$ (Restated)
Non-current assets		
Property, plant and equipment	53,968,247	56,004,660
Investments (unlisted)	4,059,000	706,442
Investment in joint venture	(755,197)	-
Deferred tax assets	1,018,444	739,767
Trade receivables	10,549,598	12,440,357
Total non-current assets	68,840,092	69,891,226
Current assets		
Inventories and biological assets	20,094,183	9,258,094
Trade and other receivables	5,397,414	6,791,785
Cash and bank balances	312,222	222,485
	25,803,819	16,272,364
Assets classified as held for sale	1,339,000	34,229,500
Total current assets	27,142,819	50,501,864
TOTAL ASSETS	95,982,911	120,393,090
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent	36,722,151	50,376,434
Total equity	36,722,151	50,376,434
Non-current liabilities		
Deferred tax liabilities	11,272,698	12,250,608
Accruals and other payables	5,315,820	5,846,546
Long term borrowings	308,181	1,427,505
Total non-current liabilities	16,896,699	19,524,659
Current liabilities		
Trade payables	18,768,104	19,179,141
Accruals and other payables	17,784,863	11,552,383
Short term borrowings	3,355,291	17,588,771
Bank overdraft	1,592,651	95,377
Current tax liabilities	796,202	364,850
	42,297,111	48,780,522
Liabilities directly associated with assets classified as held for sale	66,950	1,711,475
Total current liabilities	42,364,061	50,491,997
TOTAL EQUITY AND LIABILITIES	95,982,911	120,393,090

Audited abridged Group Financial report to shareholders for the year ended 30 September 2016

ABRIDGED GROUP CONSOLIDATED STATEMENT OF CASH FLOWS

CASH FLOWS FROM OPERATING ACTIVITIES

CASH OUTFLOWS BEFORE WORKING CAPITAL CHANGES
Cash generated from working capital changes

NET CASH UTILISED IN OPERATING ACTIVITIES

CASH FLOWS FROM INVESTING ACTIVITIES

Proceeds from disposal of investments
Purchase of property, plant and equipment

NET CASH GENERATED FROM INVESTING ACTIVITIES

CASH FLOWS FROM FINANCING ACTIVITIES

Net short term loan repaid (reclassified to overdrafts)
NET CASH (OUTFLOWS) INFLOWS FROM FINANCING ACTIVITIES

NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD
CASH AND CASH EQUIVALENTS AT END OF PERIOD

Cash and bank balances
Bank overdraft

ABRIDGED GROUP CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Balance at 30 September 2014
Their comprehensive loss for the year (restated)
Other comprehensive income for the year (as previously reported)
Effect of prior period adjustment
Loss for the year (restated)
Loss for the year (as previously reported)
Effect of prior period adjustment
Balance at 30 September 2015 (Restated)
Other comprehensive income for the period
Transfer from non-distributable reserves to retained income
Loss for the period
Balance at 30 September 2016

	CAPITAL RESERVES	RETAINED LOSSES	TOTAL
2.10	105,996,239	(26,890,217)	79,096,042
	(3,297,271)	-	(3,297,271)
	(236,221)	(236,221)	(472,442)
	(25,191,116)	(25,191,116)	(50,382,232)
	(25,145,532)	(25,145,532)	(50,290,064)
	(45,564)	(45,564)	(90,114)
	50,379,900	-	50,379,900
	27,889	27,889	55,768
	(22,335)	22,335	5,433
	(13,692,072)	(13,692,072)	(13,692,072)
	(65,751,070)	(65,751,070)	(131,443,142)
	102,473,221	102,473,221	203,916,442

NOTES TO THE ABRIDGED GROUP FINANCIAL STATEMENTS

1.0 General information
The principal activities of the Company, its subsidiaries and joint ventures (the Group) is the holding of investments, the production and sale of fresh produce, the wholesaling and retailing of consumer goods, the manufacture of stock feeds, the provision of animal health requisites, the operation of maize and wheat mills, poultry breeding, production, processing and selling, and the development and management of real estate.
Entities placed under judicial management
During the year under review, Crest Poultry Group (Private) Limited (whose divisions trade as Agrifoods, Agrimax, Suncrest Chickens, Hubbard Zimbabwe, Crest Breeders and Gleana Estates) as well as Victoria Foods (Private) Limited were placed under provisional judicial management on the 3rd of August 2016. The objective of the Board was to allow both entities time and space to restructure and reorganise its businesses for sustainable trading, whilst protecting all stakeholders. Final judicial management was confirmed on the 12th of October 2016 with Mr. Reggie Strachan of Grant Thornton being appointed as the judicial manager of the Group.

1.1 Basis of preparation
The abridged financial report has been prepared on the historical cost basis except for property, plant and equipment and certain investments that are measured at revalued amounts or fair values.
1.2 Statement of compliance
The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act (Chapter 24:03). These condensed results have been derived from the Group annual financial statements and are consistent in all material respects, with the Group Annual Financial Statements. A copy of the external audit report is available for inspection at the Company's registered office.

2.0 Supplementary information
2.1 Loss before tax
Loss before tax is shown after charging (crediting) includes the following items of significance
Net leasing expenses
Loss on disposal of property, plant and equipment
Compensation of directors and key management
- for services as directors
- for management services
2.2 Tax (credit) expense
Current
Capital gains tax and withholding tax
Deferred tax credit relating to current temporary differences

	AUDITED YEAR TO 30 Sept. 2016	AUDITED YEAR TO 30 Sept. 2015
2.3	(10,401,932)	(10,470,652)
	9,922,565	9,971,176
	(479,367)	(499,476)
	(3,858,400)	(3,270,851)
	(38,926)	(38,926)
	(3,875,644)	(2,810,253)
	666,701	-
	16,800,000	650,000
	(481,861)	(81,327)
	16,154	172,655
	17,811,011	741,358
	9,900	642,469
	(1,119,324)	(1,119,324)
	(14,233,680)	12,575,071
	(15,342,904)	13,217,540
	(1,407,537)	11,148,645
	(1,280,429)	(1,111,409)
	312,222	327,108
	232,485	232,485
	(1,592,651)	(95,377)

ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

	CAPITAL RESERVES	RETAINED LOSSES	TOTAL
2.10	105,996,239	(26,890,217)	79,096,042
	(3,297,271)	-	(3,297,271)
	(236,221)	(236,221)	(472,442)
	(25,191,116)	(25,191,116)	(50,382,232)
	(25,145,532)	(25,145,532)	(50,290,064)
	(45,564)	(45,564)	(90,114)
	50,379,900	-	50,379,900
	27,889	27,889	55,768
	(22,335)	22,335	5,433
	(13,692,072)	(13,692,072)	(13,692,072)
	(65,751,070)	(65,751,070)	(131,443,142)
	102,473,221	102,473,221	203,916,442

	AUDITED YEAR TO 30 Sept. 2016	AUDITED YEAR TO 30 Sept. 2015
2.3	56,004,460	63,071,591
	(481,861)	(81,327)
	(2,076,538)	(1,960,282)
	(1,307,6)	(4,373,577)
	(21,232)	(539,527)
	(206,943)	(79,353)
	(53,968,267)	(380,872)
	56,004,460	56,004,460

The Group has a US\$2.6 million mortgage over a property held in the Retail Division with a carrying amount of US\$6.8 million (2015 - US\$6.8 million). Also pledged as security are land and buildings in the Poultry Division with a carrying amount of \$2.4 million for a US\$1.4 million Bank overdraft received from a local financial institution. Another property in the Specialised Division with a carrying amount of US\$2.2 million was pledged as security for a US\$0.3 million bank facility from Gibraltar Investments which was used to fund working capital in the same division.

2.4 Inventories
Finished goods and goods in transit
Raw materials and consumables
Biological assets and agricultural produce on hand
Land in development

	3,088,645	3,346,848
	1,095,018	2,062,981
	379,937	441,380
	1,158,175	3,156,974
	20,094,183	9,258,094
	6,616,305	4,928,329
	1,777,466	2,008,839
	1,140,408	1,140,408
	(2,956,335)	(137,383)
	5,397,414	6,791,785
	10,549,598	12,440,357
	15,947,012	19,232,192

2.5 Trade and other receivables
Trade receivables
Other
Allowances for doubtful debts
Non current accounts receivables
Total trade and other receivables

	1,339,000	34,229,500
	66,950	1,711,475
	1,339,000	34,229,500
	66,950	1,711,475

2.6 Assets classified as held for sale
Freehold land held for sale (f)
Liabilities associated with assets held for sale (f)

(f) Assets held for sale relate to smaller properties held by Crest Breeders International which the Group intends to dispose of. The prior year balance relates to Langford Estates and the unoccupied portion of Saturday Retreat. Langford Estates was disposed of in October 2015, with the residual 19% stake reverting to investments whilst the unoccupied portion at Saturday Retreat was reclassified to inventory.

2.7 (i) Liabilities at year-end relate to deferred capital gains tax that will arise from the disposal of identified non-core properties at a rate of 5% of gross proceeds realised on disposal. The long term borrowings as year-end relate to an irrigation infrastructure development loan drawn by Gleana Estates at a cost of 1.3% over a 36 months tenure. The loan is secured by the irrigation equipment.

2.8 The short term borrowings and overdrafts outstanding at year end had tenures not exceeding 365 days and were at effective interest rates ranging from 10.5% p.a. to 15% p.a. The amount of the long term borrowings was US\$2.6 million in February 2017 and a secured mortgage bond over a property in the Retail Division with a carrying amount of US\$6.8 million in 2015 - US\$6.8 million in February 2016. The loan facility is secured by a US\$1.4 million bank overdraft received from a local financial institution. The overdraft was disposed of following the conclusion of the land for debt swap in October 2015, included in short term borrowings also as a facility with Gibraltar Investments at an effective interest rate of 12% per annum. The Gibraltar loan facility is secured by a mortgage bond over a property in the Specialised Division with a carrying amount of US\$2.2 million (2015: US\$2.2 million).

2.9 Contingent liabilities at reporting date in respect of guarantees given to trade creditors
Contingent liabilities related to various legal cases

	400,000	1,380,000
	3,158,555	3,158,555
	2,531,599	2,531,599
	96,947	96,947
	66,634	66,634
	162,981	162,981

2.10 The capital expenditure will be financed from the Company's own resources and existing borrowing facilities.
Restatement of prior year financial statements
The prior year financial statements (2015) were adjusted to correct an error arising from the erroneous revaluation of the new GB Environment controlled houses constructed at Gleana Estates and their subsequent transfer to Crest Poultry Group (Private) Limited. The connection to take into account the effect of placing entities under judicial management, resulted in the asset being reclassified back to Gleana Estates (Private) Limited as it is impractical to carry property improvements apart from the land. The related tax adjustments arising from the error were equally corrected for in the prior period.

2.11 The effect of the correction of the error on the 2015 financial statements was as follows:
Increase in income tax charge (current and deferred)
Decrease in property, plant and equipment
Increase in non-distributable reserves
Increase in current tax liabilities (balance sheet)
Increase in deferred tax liabilities

	46,564	46,564
	(318,143)	(318,143)
	238,221	238,221
	37,134	37,134
	(716)	(716)
	20,453,029	20,453,029
	4,227,689	4,227,689
	13,613,882	13,613,882
	4,651,153	4,651,153
	29,331,871	29,331,871
	(1,411,496)	(1,411,496)
	(3,716,684)	(3,716,684)
	(5,346,539)	(5,346,539)
	(10,474,537)	(10,474,537)
	21,431,281	21,431,281
	71,366,448	71,366,448
	3,185,182	3,185,182
	95,982,911	95,982,911
	9,528,067	9,528,067
	31,673,131	31,673,131
	18,059,562	18,059,562
	59,260,760	59,260,760

2.12 Segment assets
Specialised
Poultry
Segment liabilities
Specialised
Poultry

2.13 Events after the reporting period
There were no significant adjusting or non-adjusting events after the reporting date at the time of issuing this press release.

The full Annual Report is available from the Company Secretary and a downloadable version of this report is available on www.sae.co.za.
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