



AFRICAN SUN

LIMITED

(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)



REVIEWED CONDENSED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 30 JUNE 2021

Financial highlights

Summary table showing key financial metrics: Revenue (ZW\$ 1 148 mln), Normalised EBITDA (ZW\$ 347 mln), Profit/(loss) (ZW\$ 6 374 mln), Occupancy (24%), Total Rev PAR (ZW\$ 3 743), ADR (ZW\$ 7 968), and Rooms RevPAR (ZW\$ 1 932).

MESSAGE FROM THE CHAIRMAN

INTRODUCTION: It gives me great pleasure to present to you our abridged half year financial report for the six months ended 30 June.

OPERATING ENVIRONMENT: The COVID-19 pandemic that started in 2020 continues to escalate in waves that are driven by more virulent mutations of the virus. According to the United Nations World Tourism Organisation (UNWTO), between January and May 2021, international tourist arrivals were 85% below the 2019 levels.

On a positive note, we anticipate that the ongoing vaccination programmes both locally and internationally will accelerate the re-opening of the much-needed international travel and stimulate tourism.

UPDATE ON THE ACQUISITION OF DAWN PROPERTIES LIMITED: Pursuant to the Company's offer and meeting all the conditions precedent to acquire 100% of Dawn Properties Limited ("Dawn"), 91.3% of the ordinary shares of Dawn were fully acquired with effect from 1 February 2021.

FINANCIAL PERFORMANCE: Revenues: The Group recorded occupancy of 24%, a 2-percentage point improvement from the 22% achieved in the 2020 comparable period. This was still lower than the 38% that was achieved in 2019 (the last normal trading year) for the same period.

Operating Expenses: The Group's operating expenses (excluding depreciation) increased by 6% compared to SPLY mainly due to the consolidation of Dawn expenses. Excluding the effects of the Dawn consolidation, the hotel business operating expenses (excluding depreciation) decreased by 9% from ZW\$ 882.5 million to ZW\$ 802.3 million.

Profitability: The Group recorded an inflation adjusted earnings before interest, tax, depreciation and amortisation ("EBITDA") of ZW\$6,6 billion mainly arising from the bargain purchase of ZW\$6,45 billion from the acquisition of 91,17% of Dawn in January 2021.

OUTLOOK: Looking ahead, we expect the Group to emerge stronger and more resilient on the back of ongoing hotel refurbishments currently under way, positioning the Group to deliver better value to our customers in the years ahead.

The fall in COVID-19 cases across the world over the past weeks and specifically a partial return to normalcy in our key source markets (the United Kingdom and United States of America) signals a new dawn in the fight against the virus.

As regards Real Estate segment, demand for residential stands at Marlborough Sunset Views ("MSV") is strong, and we anticipate sales will improve over the remainder of the year and unlock the much-needed liquidity for the business.

While we do not expect a quick return to normalised trading levels, we are optimistic that the various cost saving initiatives that were implemented and a dedicated focus on improving the customer experience, the Group will continue to improve its profitability and rebuild its cash reserves.

UPDATE ON TERMINATION OF THE HOTEL MANAGEMENT CONTRACT: The Legacy Hospitality Management Services Limited ("Legacy") matter is still going through legal processes. Meanwhile, the Group has fully integrated and taken over the management of the hotels previously managed by Legacy.

DIRECTORATE CHANGES: Following the acquisition of Dawn Properties Limited, the board was reconfigured to include the two former Dawn directors, Mr. Lloyd Mativenga Mhishi and Mr. Constantine Chikosi as Non-Executive Directors with effect from 1 May 2021.

DIVIDEND DECLARATION: Due to the need to preserve cash amid the COVID-19 uncertainties, the Board resolved not to declare a dividend for the period under review.

APPRECIATION: Taking the current landscape and uncertainties into consideration, I would like to commend management, staff and fellow board members for their continued commitment to drive the Group's survival strategies.

I'm confident that we will emerge stronger post the COVID-19 storm.

A Makamure Chairman

16 September 2021

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

Financial position statement table with columns for Inflation Adjusted and Historical data for 30 June 2021 and 31 December 2020. Rows include Assets (Non-current, Current), Liabilities (Non-current, Current), and Equity and Liabilities.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2021

Comprehensive income statement table with columns for Inflation Adjusted and Historical data for 30 June 2021 and 30 June 2020. Rows include Revenue, Expenses, Profit/(loss), and Other comprehensive income.



REVIEWED CONDENSED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 30 JUNE 2021

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13 PROVISIONS FOR OTHER LIABILITIES

Provisions are recorded when the Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will occur, and where a reliable estimate can be made of the amounts of the obligations. A reliable estimate is the amount the Group would rationally pay to settle the obligation at the reporting date.

The provisions balance is made up of the following:

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021 Reviewed	As at 31 December 2020 Audited	As at 30 June 2021 Reviewed	As at 31 December 2020 Audited
All figures in ZW\$				
Leave pay	3 858 782	(3 295 359)	3 858 782	(2 730 473)
Contractual claims	81 825 044	38 491 700	81 825 044	31 893 502
Claims from former employees	2 305 295	2 782 219	2 305 295	2 305 295
Other	12 414 541	68 532 454	12 414 541	56 784 709
	100 403 662	106 511 014	100 403 662	88 253 033

(a) Leave pay

This amount is the Group's liability to pay employees for their annual leave days. Current provision is included in the statement of comprehensive income under operating expenses.

(b) Contractual claims

The amount represents a provision payable to a counterparty arising from a service contract. The counter party has made additional claim against the Group. After obtaining legal advice, the outcome of the legal claim will not give rise to any loss beyond the provision provided for.

(c) Claims from former employees

The Group is a defendant in a legal case involving dismissed employees.

(d) Other

This amount include provision for exit costs from all foreign entities and interest on contractual obligations.

14 EXPENSES BY NATURE

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed
All figures in ZW\$				
Inventory recognised in cost of sales	103 184 852	96 927 293	106 461 990	22 998 816
Outside laundry in cost of sales	8 340 326	8 024 832	8 349 415	1 976 910
Employee costs in costs of sales	105 470 908	147 166 467	106 530 505	37 711 196
Other cost of sales	101 914 326	70 165 889	68 580 499	16 504 231
Cost of sales	318 910 412	322 284 481	289 922 409	79 191 153
Employee costs in operating expenses	149 923 513	239 767 930	128 438 940	66 800 702
Equity settled share based payments	10 625 740	-	10 271 963	-
Depreciation usage and amortization	252 198 089	139 421 763	223 017 298	39 012 405
Short term low value and variable lease expenses	93 344 133	98 572 826	87 767 057	40 002 853
Repairs and maintenance	45 299 158	47 550 006	42 867 885	12 387 156
Other expenses	503 060 340	352 244 887	487 911 127	82 101 821
Operating expenses	1 054 450 973	877 557 412	980 274 270	240 304 937
Total cost of sales and operating expenses	1 373 361 385	1 199 841 893	1 270 196 679	319 496 090

15 INCOME TAX CREDIT/(EXPENSE)

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed
All figures in ZW\$				
Income tax credit/(expense) is made of the following:				
Current income tax expense	(18 344 153)	(1 219 072)	(18 344 153)	(219 400)
Deferred tax credit/(charge)	60 019 707	68 862 505	36 432 935	54 817 475
Income tax credit/(expense)	41 675 554	67 643 433	18 088 782	54 598 075

16 EARNINGS/(LOSS) AND NET ASSET VALUE PER SHARE

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed	As at 30 June 2021 Reviewed	As at 30 June 2020 Reviewed
All figures in ZW\$				
(i) Earnings/(loss) per share				
Basic and diluted earnings/(loss) per share (ZW\$ cents)	447,34	(52,45)	356,27	(6,56)
Headline earnings/(loss) per share (ZW\$ cents)	440,40	(51,86)	342,57	(6,48)
Reconciliation of (loss)/earnings used in calculating earnings per share is as follows;				
Earnings/(loss) attributable to owners of the parent	6 373 790 657	(451 967 288)	5 084 826 468	(56 492 419)
Adjustments for;				
Loss from disposal of property and equipment	3 489 714	5 081 672	3 439 006	691 391
Fair value gain on investment property (note 8)	(112 166 074)	-	(217 684 645)	-
Total non-controlling effect of adjustments	9 904 264	-	19 221 554	-
Headline earnings/(loss) attributable to owners of the parent	6 269 125 971	(446 885 616)	4 876 537 723	(55 801 028)
Weighted average number of shares used as the denominator is as follows;				
Number of shares in issue	1 423 517 220	861 771 777	1 423 517 220	861 771 777
Weighted average number of shares in issue for earnings and net asset value per share	1 423 517 220	861 771 777	1 423 517 220	861 771 777
(ii) Net assets value and net tangible asset value per share				
Net asset value per share (cents)	679,04	287,99	538,66	218,40
Net tangible asset value per share (cents)	679,04	287,99	538,66	218,40
Net asset value as per statement of financial position	9 666 299 345	2 481 859 085	7 667 967 084	1 882 066 591

17 OTHER RESERVES

17.1 Equity settled share based payments reserve

In terms of the Group's share option scheme summarised under note 5(c), options were granted on 19 March 2020. The estimated fair value of the options granted was ZW\$ 0.28. The Group recognised an additional expenses of ZW\$ 10 271 964 in respect of share options granted. The options granted vest after 3 years and, accordingly, the fair value will be amortised over those periods. The fair value at the grant date was determined by the independent broker based on the Volume Weighted Average Price ("VWAP") for the Group on the Zimbabwe Stock Exchange (ZSE).

Movements in Share Options during the year;

	INFLATION ADJUSTED		HISTORICAL	
	As at 31 June 2021	As at 31 December 2020	As at 31 June 2021	As at 31 December 2020
All figures in ZW\$				
Outstanding at the beginning of the year	12 415 373	-	8 043 669	-
Expensed during the year	10 625 740	12 415 373	10 271 963	8 043 669
Outstanding at the end of the year	23 041 113	12 415 373	18 315 632	8 043 669

All options expire, if not exercised four years after the date of grant.

17.2 Foreign currency translation reserve ("FCTR")

On consolidation, exchange differences arising from the translation of transactions and balances of foreign operations which are different to the Group's presentation currency are taken to the foreign currency translation reserve.

Movements in FCTR during the year

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021	As at 30 June 2020	As at 30 June 2021	As at 30 June 2020
All figures in ZW\$				
Balance at the beginning of the year	1 296 573 303	636 112 529	379 230 453	54 037 995
Recognised during the year	349 361	660 460 774	368 204	325 192 458
Balance at the end of the year	1 296 922 664	1 296 573 303	379 598 657	379 230 453

18 CAPITAL COMMITMENTS

	INFLATION ADJUSTED		HISTORICAL	
	As at 30 June 2021	As at 30 June 2020	As at 30 June 2021	As at 30 June 2020
All figures in ZW\$				
Authorised by Directors and contracted for	9 588 252	-	9 588 252	-
Authorised by Directors but not contracted for	1 088 215 681	1 609 335 048	1 088 215 681	297 259 880
	1 097 803 933	1 609 335 048	1 097 803 933	297 259 880

Capital commitments mainly relate to refurbishments and acquisition of other items of property and equipment and will be financed mainly from normal operating cash flows.

20 EVENTS AFTER REPORTING DATE

There are no subsequent events to report.

Our main priority is the
SAFETY & WELL-BEING
of our
EMPLOYEES & GUESTS
in the time of Covid-19





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Independent Auditor's Report on the Review of Inflation Adjusted Condensed Consolidated Financial Information

To the Shareholders of African Sun Limited

Introduction

We have reviewed the accompanying inflation adjusted condensed consolidated statement of financial position of African Sun Limited and its subsidiaries ("the Group") as at 30 June 2021 and the inflation adjusted condensed consolidated statement of comprehensive income, inflation adjusted condensed consolidated statement of changes in equity and inflation adjusted condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes

Directors' Responsibility for the interim financial information

The Directors are responsible for the preparation and presentation of this condensed consolidated financial information in accordance with International Accounting Standards on Interim Financial Reporting (IAS 34) and the requirements of the Companies and Other Business Entities Act (24:31), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Reviewer's Responsibility

Our responsibility is to express a conclusion on this condensed consolidated financial information based on our review. We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" (ISRES2410). ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the condensed consolidated financial information, taken as a whole, are not prepared in accordance with the applicable financial framework. This Standard also requires us to comply with relevant ethical requirements.

A review of condensed consolidated financial information in accordance with ISRE 2410 is a limited assurance engagement. The independent reviewer performs procedures, primarily consisting of making inquiries of management and other within the entity, as appropriate, and applying analytical and other review procedures, and evaluates the evidence obtained. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on this condensed consolidated financial information.



A full list of partners and directors is available on request

Associate of Deloitte Africa; a Member of Deloitte Touche Tohmatsu Limited

Basis for Adverse Conclusion

Impact of application of International Accounting Standard (IAS 29) "Financial Reporting in Hyperinflationary Economies" on consolidating the South African Foreign Subsidiary.

The Group applied the requirements of IAS 29 by restating the consolidated results of the South African foreign subsidiary, to which IAS 29 does not apply in the current and comparative years.

The financial statements of foreign subsidiaries that do not report in the currencies of hyperinflationary economies should be translated in accordance with International Accounting Standard (IAS) 21 "The Effects of Changes in Foreign Exchange Rates", including comparatives. The reasons for a different accounting treatment have been outlined in note 6. The effects of the misstatement on the various line items disclosed in note 6 would be material individually, and pervasive in aggregate on the financial statements.

Non-compliance with IFRS 13 "Fair Value Measurements" and IAS 29 "Financial Reporting in Hyperinflationary Economies" in the determination of the value of Investment property and Property and equipment for the current and comparable periods

In the prior period, the Group engaged professional valuers to perform a fair valuation of Investment property and property and equipment. The fair values were determined in USD, and subsequently translated to the ZWL equivalent fair values using the closing USD/ZWL auction exchange rate as at 31 December 2020.

IFRS 13 defines fair value as the price that would be received to sell an asset in an orderly transaction between market participants at a measurement date. In the prior period, we found the assumptions and methods used by the professional valuers to determine the USD valuations reasonable. However, we were unable to obtain sufficient appropriate evidence to support the appropriateness of the application of the ZWL/USD auction exchange rate in the determination of the final ZWL fair valuations presented.

IFRS 13 requires:

- a fair value to be determined using the assumptions that market participants would use when pricing the asset, assuming market participants act in their economic best interests; and
- fair value to reflect the price that would be received to sell the asset in an orderly transaction in the principal market at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique.

In the prior period, we were therefore unable to obtain sufficient appropriate evidence to support the appropriateness of simply applying the closing ZWL/USD auction exchange rate in determining the ZWL fair value of investment property and property and equipment, without any further adjustments to reflect how the economic conditions within the country as at that measurement date would impact the assumptions that market participants would use in pricing the items of investment property and property and equipment in ZWL. Such matters include, but are not limited to:

- the correlation of the responsiveness of ZWL valuations of Investment property and Property and Equipment to the auction exchange rate and related underlying USD values; and
- the extent to which supply and demand for the items of Investment property and Property and Equipment reflects the implications on market dynamics of the auction exchange rate.

The method of determining the value of the Investment property and Property and Equipment was reasonable in US Dollars but was not an accurate reflection of market dynamics and the risk associated with ZWL transactions on a willing buyer, willing seller basis.

In the current period, as set out in note 3 to the inflation adjusted condensed consolidated financial statements, the Group did not perform a valuation of its Investment property and Property and equipment as at 30 June 2021. These assets have been restated in accordance with IAS 29 “Financial Reporting in Hyperinflationary Economies”. IAS 29 par 19 requires non-monetary assets measured at fair value (Investment property) to be measured in accordance with the relevant standard, and non-monetary assets restated from the date of revaluation (Property and Equipment) to, thereafter, be reduced to their recoverable amount. Notwithstanding the reasonableness of the previously determined US Dollar recoverable amounts, for both the prior and current periods, the ZWL recoverable amount could not be accurately determined in the current year and prior periods.

Furthermore, during the current period, the Group acquired a subsidiary under the common control accounting method, whose Property and Equipment and Investment property, at acquisition date were also not IFRS compliant due to non compliance with IFRS 13 “Fair Value Measurements”.

We were unable to accurately determine the value of depreciation, deferred taxation, the fair value of investment property and property and equipment, revaluation gain in the current and prior period, as well as the bargain purchase gain for the current period.

Other information

The directors are responsible for the other information. The other information comprises the Chairman’s Statement and the historic cost financial information. The other information does not include the inflation adjusted condensed consolidated financial information and our Review conclusion thereon.

Our Review conclusion on the inflation adjusted condensed consolidated financial statements does not cover the other information and we do not express a Review conclusion or any form of assurance conclusion thereon.

In connection with our review of the inflation adjusted condensed consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the inflation adjusted condensed consolidated financial statements or our knowledge obtained during the review, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have concluded that the other information is materially misstated for the same reasons set out in the Basis for Adverse conclusion section above.

Adverse Conclusion

Based on our review, due to the significance of the matters described in the Basis for Adverse Conclusion paragraphs, we conclude that the inflation adjusted condensed consolidated financial position of the Group as at 30 June 2021, and the inflation adjusted condensed consolidated statements of changes in equity, financial performance and cash flows for the six month period then ended, are not prepared in accordance with International Accounting Standards on Interim Financial Reporting (IAS 34) and the requirements of the Companies and Other Business Entities Act (24:31).



Deloitte & Touche
Chartered Accountants (Zimbabwe)

Per: Tapiwa Chizana
Partner
Registered Auditor
PAAB Practice Certificate Number: 0444
23 September 2021