

NICTUS HOLDINGS LIMITED
 Incorporated in the Republic of Namibia)
 Registration number NAM 1962/1735)
 NSX Share code: NHL
 ISIN Code NA000A1J2SS6
 "Nictus" or "the Company")

ABRIDGED REPORT RELATING TO THE AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED
 31 MARCH 2017 AND DETAILS OF THE NOTICE OF ANNUAL GENERAL MEETING

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Figures in N\$'000	2017	2016
Assets		
Non-current assets	781 940	545 606
Property, plant and equipment	350 886	312 717
Investment property	25 275	-
Intangible assets	850	952
Investments	399 492	226 298
Deferred tax assets	5 437	5 639
Current assets	869 419	1 068 481
Non-current assets held for sale and assets of disposal groups	-	2 990
Total assets	1 651 359	1 617 077
Equity and liabilities		
Equity	165 345	155 462
Stated capital	129	129
Total non-distributable reserves	74 318	74 318
Retained income	90 898	81 015
Liabilities	1 486 014	1 461 615
Non-current liabilities	159 973	130 592
Interest-bearing loans and borrowings	128 002	100 701
Deferred tax liabilities	31 971	29 891
Current liabilities *	1 326 041	1 329 388
Insurance contract liability	1 161 508	1 152 608
Other current liabilities	164 533	176 780
Liabilities of disposal groups	-	1 635
Total equity and liabilities	1 651 359	1 617 077

* Included in current liabilities is the insurance contract liability. Premiums received under this liability are invested in terms of the Insurance Act with the result that certain investments are of a long-term

nature.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Figures in N\$'000	2017	2016
Revenue	972 001	930 615
Cost of sales	(745 746)	(725 855)
Gross profit	226 255	204 760
Other income	18 706	17 167
Operating and Admin Expenses	(246 160)	(217 877)
Investment income from operations	32 884	27 366
Operating profit	31 685	31 416
Investment income	6 471	4 359
Gain on non-current assets held for sale or disposal group	-	3 314
Financing costs	(16 370)	(8 638)
Profit before taxation	21 786	30 451
Taxation	(2 283)	(2 446)
Profit for the year	19 503	28 005
Other comprehensive income:		
Net gains on property revaluation	-	3 200
Income tax relating to other comprehensive income	-	192
Other comprehensive income for the year net of taxation	-	3 392
Total comprehensive income for the year	19 503	31 397
Total comprehensive income attributable to:		
Owners of the parent	19 503	31 397
<i>Earnings per share</i>		
Basic earnings per share (cents)	36,49	52,40
Diluted earnings per share (cents)	36,49	52,40
Weighted average number of shares in issue (000's)	53 443	53 443

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

Figures in N\$'000	2017	2016
Cash flow from operating activities		
Cash generated from / (used in) operations	109 064	(36 631)
Investment income from operations	6 471	4 359
Finance costs	(16 370)	(8 638)
Tax paid	-	(3)
Net cash from operating activities	99 165	(40 913)
Net cash from investing activities	(238 455)	16 945
Net cash from financing activities	10 281	92 044
Total cash movement for the year	(129 009)	68 076
Cash and cash equivalents at beginning of year	465 999	397 923
Cash and cash equivalents at end of year	336 990	465 999

RECONCILIATION BETWEEN EARNINGS AND HEADLINE EARNINGS

Figures in N\$'000	2017	2016
Weighted average number of shares in issue for basic, diluted and headline earnings per share (000's)	53 443	53 443
Profit for the year, net of taxation	19 503	28 005
Profit on disposal of property, plant and equipment	(835)	(1 329)
Profit on disposal of unlisted investments	(2 647)	-
Headline earnings	16 021	26 676
Headline earnings per share (cents)	29,98	49,91
Diluted headline earnings per share (cents)	29,98	49,91

CONDENSED CONSOLIDATED SEGMENTAL ANALYSIS

Figures in N\$'000	2017	2016
Segment Revenue		
Retail	893 883	863 151
Property companies	23 718	10 754
Insurance and Finance	97 330	92 192
	1 014 931	966 097
Head office and eliminations	(42 930)	(35 482)
Total revenue for the year	972 001	930 615

Analysis of revenue by product / service

Sale of goods	881 217	851 566
Rental income	447	296
Finance income	55 166	47 104
Insurance premium income	35 171	31 649
Total revenue	972 001	930 615

Net profit after taxation

Retail	(1 921)	10 809
Property companies	3 527	5 797
Insurance and Finance	40 885	31 732
	42 491	48 338
Head office and eliminations	(22 988)	(20 333)
Total profit for the year	19 503	28 005

Segment assets

Retail	340 762	293 765
Property companies	365 034	311 411
Insurance and Finance	1 270 148	1 267 221
	1 975 944	1 872 397
Head office and eliminations	(324 585)	(255 320)
Total as per statement of financial position	1 651 359	1 617 077

Segment liabilities

Retail	235 240	252 110
Property companies	299 486	249 952
Insurance and Finance	1 219 081	1 206 223
	1 753 807	1 708 285
Head office and eliminations	(267 793)	(246 670)
Total as per statement of financial position	1 486 014	1 461 615

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in N\$ '000	Stated capital	Revaluation reserve	Insurance Contingency reserve	Retained earnings	Total equity
Balance at 1 April 2015	129	55 375	19 442	58 739	133 685
<i>Total comprehensive income for the year</i>	-	3 392	-	28 005	31 397
Profit for the year	-	-	-	28 005	28 005
Other comprehensive income for the year	-	3 392	-	-	3 392
Transfer to insurance contingency reserve	-	-	(3 891)	3 891	-
Dividends paid to ordinary shareholders				(9 620)	(9 620)
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	(3 891)	(5 729)	(9 620)
Balance at 1 April 2016	129	58 767	15 551	81 015	155 462
<i>Total comprehensive income for the year</i>	-	-	-	19 503	19 503
Profit for the year	-	-	-	19 503	19 503
Dividends paid to ordinary shareholders	-	-	-	(9 620)	(9 620)
Total contributions by and distributions to owners of the company recognised directly in equity	-	-	-	(9 620)	(9 620)
Balance at 31 March 2017	129	58 767	15 551	90 898	165 345

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. BASIS OF PREPARATION

The abridged summarised annual financial statements have been prepared in accordance with the recognition and measurement requirements of International Financial Reporting Standards (IFRS), in compliance with IAS34: Interim Financial Reporting, in the manner as required by the Companies Act of Namibia and the Listing Requirements of the Namibian Stock

Exchange. The accounting policies are consistent with those applied in the consolidated financial statements for the year ended 31 March 2016, other than the new standards and interpretations adopted, summarised below:

- Amendment to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations
- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation
- Amendment to IAS 27: Equity Method in Separate Financial Statements
- IFRS 14 Regulatory Deferral Accounts
- Amendments to IFRS 10, 12 and IAS 28: Investment Entities. Applying the consolidation exemption
- Amendments to IAS 16 and IAS 41: Agriculture: Bearer Plants
- Amendment to IFRS 5: Non-current Assets Held for Sale and Discontinued Operations: Annual Improvement project
- Amendment to IFRS 7: Financial Instruments: Disclosures: Annual Improvements project
- Amendment to IAS 19: Employee Benefits: Annual Improvements project
- Disclosure Initiative: Amendment to IAS 1: Presentation of Financial Statements
- Amendment to IAS 34: Interim Financial Reporting. Annual Improvements project

The impact of these adopted standards and interpretations have not led to any change in the Group's accounting policies which are relevant to its operations.

2. RELATED PARTIES

During the year, certain companies within the Group entered into transactions with each other. These intra-Group transactions have been eliminated on consolidation. Related party information is unchanged from that reported at 31 March 2016. Refer to the 2017 audited annual financial statements for further information.

3. SEGMENT ANALYSIS

With our portfolio increasing significantly over the past few years we decided to change the composition of our reportable segments with effect from 1 April 2016, as follows:

Property segment - various property owning companies - mainly group occupied.

Retail segment now consists of Auas Motors, Trentyre and Nictus Furniture.

Insurance and Finance segment - Corporate Guarantee and Hakos Capital and Finance.

To ensure consistency, all comparative figures in the segment report were reclassified to reflect the change in internal reporting and decision making. The reclassification is only within the segment report and has no effect on the Group's basic or diluted earnings per share and had no impact on the Group's statement of financial position and the Group's statement of comprehensive income.

4. DIVIDENDS

Ordinary dividends of 18 cents per share (N\$ 9,6 million) was declared and paid by the Company on 18 July 2016.

Since 31 March 2017, an ordinary dividend of 12 cents per share (N\$ 6,4 million) was approved by the Board on 8 June 2017 in respect of the year ended 31 March 2017.

Last date to trade ordinary shares "cum" dividend	Friday 07 July 2017
Ordinary shares trade "ex" dividend	Monday 10 July 2017
Record date	Friday 14 July 2017
Payment/issue date	Monday 17 July 2017

Share certificates may not be dematerialised between Monday 10 July and Friday 14 July 2017 both days inclusive.

5. RESPONSIBILITY FOR CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

Accounting policies have been applied consistently with those of the prior year. The annual consolidated financial statements for the year ended 31 March 2017 have been audited by SGA Chartered Accountants and Auditors, and their unqualified audit opinion is available for inspection at the registered office of the company.

6. DIRECTORS' RESPONSIBILITY

The directors take full responsibility for the preparation of the summarised annual financial statements, and that the financial information has been correctly extracted from the underlying audited annual financial statements for the year ended 31 March 2017.

7. EVENTS AFTER THE REPORTING PERIOD

The directors are not aware of any material event which occurred after the reporting date other than the appointment of the Chairman, dividend declaration and General Motors South Africa announcement. General Motors South Africa (GM) announced its withdrawal from Southern Africa effective 31 December 2017. Isuzu Motors South Africa will be taking over the Isuzu franchise effective 1 January 2018 whilst Chevrolet vehicles will no longer be distributed and sold in Southern Africa. The sales of Isuzu vehicles in Namibia will probably not be influenced by this new arrangement but no formal agreements are in place yet. This may have a material effect on the business of the motor division of the Group.

8. DIRECTORATE

The directors in office at the date of this report are as follows:

- Gerard Swart (Independent Non-executive Chairman)
- PJ de W Tromp (Group Managing Director)
- NC Tromp (Strategic and Non-executive Director)
- GR de V Tromp (Non-executive Director)

- FR van Staden (Executive Director)
- JJ Retief (Executive Director)
- WO Fourie (Executive Director)
- JD Mandy (Independent Non-executive Director)

CHAIRMAN'S REPORT

The 2017 financial year for the Nictus Group of companies has been an exciting growth driven financial year. We commenced with a strong growth strategy filled with new opportunities, but were opposed with two quarters of negative growth and a major slowdown in the economy towards the end of last year. Although this went against the original game plan, we remained optimistic and believe that each impediment has within it an embedded opportunity.

The performance for the financial year under review was anticipated to produce a reduced result on the previous financial year, as our growth strategy had a direct impact on profitability. Given the economic conditions, results were not as projected within this strategy, but we are thankful and proud of what was achieved. The current situation gave us the opportunity to have a renewed focus on our business units, realign them for the challenges ahead and to implement more effective and efficient operations in order to face these challenges.

RETAIL SEGMENT

The retail segment was under pressure for the year and did not perform as anticipated. With the slowdown in the economy and government and consumer spending that declined significantly towards the end of the year, it had a direct effect on our operations.

In retail the furniture element performed above expectations after the successful launch and opening of the Giga store in October 2016. This store, the largest in Namibia, contributed to the Group's revenue increasing but also contributed to the increase in operating costs with additional staff, security and depreciation costs. Similarly, the finance of the building nearly doubled the finance costs.

The furniture retail performed above expectations in these circumstances. This was due to an increased market share that was obtained in the period under review. Growing market share always comes at a cost, but we are comfortable with the results that were obtained during the less favourable circumstances. We are optimistically excited for the year to come.

The motor division experienced some major challenges this year again, as it was the second year that the motor industry decreased in excess of 20% year on year. In spite of these conditions, we managed to grow our market share in the sectors we are represented. We had a few initiatives that supported us during the year, but the challenge for the coming year is to embark on new creative initiatives that will lead us to prosperity.

General Motors South Africa (GM) has subsequent to year end decided to withdraw from Southern Africa by 31 December 2017, which mainly affects the Chevrolet brand, after a presence of 90 years. GM also sold the Opel brand to the PSA Group internationally. Isuzu Trucks who has been operating the truck franchise separately for the past ten years, will take over the factory; parts distribution and vehicle distribution facilities with effect from 1 January 2018 and will change their name to Isuzu Motors South Africa (IMSA). Although they announced that the current dealership footprint will be reduced with 30%, it will not affect Namibia as we were offered to continue with our current dealership structure. We were anticipating this move and are very excited, as we can have a more focussed approach to retailing, servicing and distributing the Isuzu brand.

The tyre industry was also under pressure within the current conditions. Although not delivering as anticipated, I believe we have made some good grounds in redefining the future of tyres and that we will start to reap the benefits of the structural plans that are to be implemented in the first half of the new financial year.

PROPERTY SEGMENT

We undertook a few projects that substantially grew our property portfolio over the last few years, with the drive to build custom outlets in accordance with our own needs. The property division rendered a solid performance, in spite of the fact that we are still in the early stages of development and that it takes a few years for a newly built property to render a positive cash flow.

With the current economic environment, we are still consciously venturing into the development and expansion of our property portfolio as we have some development opportunities planned.

INSURANCE & FINANCE SEGMENT

This segment performed well under the conditions. With the slowdown in the economy it was evident that our tailored insurance product came to its right as we observed our customers using it to their benefit. The return on investment was also under pressure and we introduced a renewed focus on optimising our returns in this regard. Premiums written and deals financed were also constrained due to the slowdown, but under the circumstances we are once again satisfied with the results achieved.

CONCLUSION AND PROSPECTS

In our strive for excellence and to be exceptional wealth creators for our stakeholders and the industries we operate in, we always aim at being innovative and retain our commitment to keep to prescribed corporate governance. With this in mind, the board elected Gerard Swart as the incoming independent, non-executive chairman effective 4 April 2017. I was

appointed as the managing director of the Group, and fulfill this role from the same date forward.

I would like to take this opportunity to wish Gerard all the best for his term as chairman and thank my fellow directors for the support and persistence during my term as executive chairman of the Group. I am confident that the new structure will enable us to reach exceptional heights.

I am of the opinion that every obstacle presents an opportunity. I am confident that we are geared to see the current economic situation through and consequentially our strategies are aimed at strengthening our position in the sectors we are operating in. We look forward to the challenges and will prosper through sustainable growth.

As part of our corporate responsibility, Nictus Holdings Limited contributed to various activities in Namibia, amongst others were the One Economy Foundation which is a section 21 non-profit organisation which concerns itself with Namibia's dual economy. The Foundation strives to serve as a conduit for transformation by connecting Namibia's formal and informal economies.

I would like to thank my fellow directors, each staff member, supplier, shareholder and stakeholder for their support and efforts during the year. Lastly, I would like to give all the grace to our Heavenly Father for his guidance and protection during the year. All grace and glory is His.

Philippus Tromp
Executive Chairman

ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

As the annual report for the year ended 31 March 2017 ("the annual report") was posted to shareholders within 3 months of Nictus's year end, this announcement is not required to appear in the press and will not be sent to shareholders.

The annual report contains a notice convening the annual general meeting of Nictus shareholders for the year ended 31 March 2017 ("the AGM"). The AGM will be held in the ground floor boardroom, Nictus Building, 140 Mandume Ndemufayo Avenue, Windhoek on Thursday 31 August 2017 at 16h00 (Namibian Time).

The Notice of the Annual General Meeting and Annual Financial Statements are to be distributed to shareholders on 30 June 2017.

Accordingly, the last day to trade in order to be eligible to participate and vote will be Wednesday, 23 August 2017.

On behalf of the Board

PJ De W Tromp

JD Mandy

Windhoek, 29 June 2017

Sponsor on the NSX: Simonis Storm Securities (Pty) Ltd (Member of the NSX)

