FAST MOVING
FORWARD THINKING

IMPERIAL™



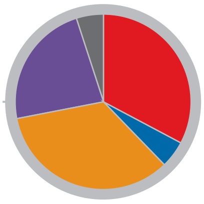

SUPPORTING PEOPLE THROUGH MOBILITY

Imperial Holdings Limited
Audited condensed results
for the year ended 30 June 2012

Highlights and key data

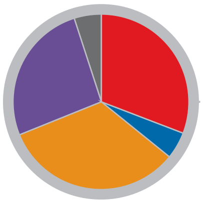
Revenue 25% higher at R80 830 million
Operating profit improved 25% to R5 638 million
HEPS up 14% to 1566 cps
Core EPS up 32% to 1623 cps
Final dividend up 46% to 380 cps
Net Debt/Equity ratio of 42%
Free cash conversion ratio of 125%

Revenue
June 2012 (%)



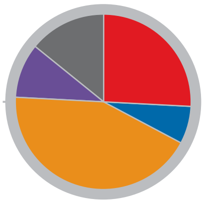
Logistics 33%
Car rental and tourism 5%
Distributorships 34%
Automotive retail 23%
Financial services 5%

Revenue
June 2011(%)



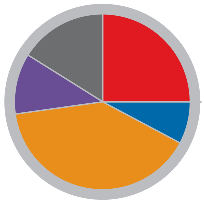
Logistics 31%
Car rental and tourism 5%
Distributorships 33%
Automotive retail 26%
Financial services 5%

Operating profit
June 2012 (%)



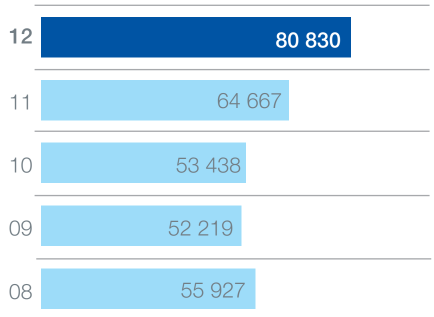
Logistics 26%
Car rental and tourism 7%
Distributorships 43%
Automotive retail 10%
Financial services 14%

Operating profit
June 2011(%)

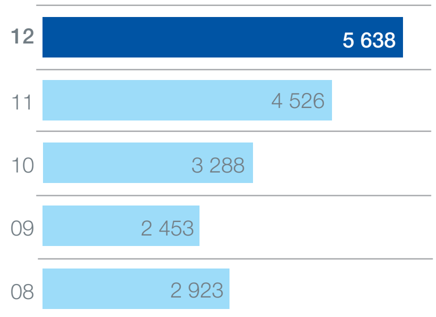


Logistics 25%
Car rental and tourism 8%
Distributorships 40%
Automotive retail 11%
Financial services 16%

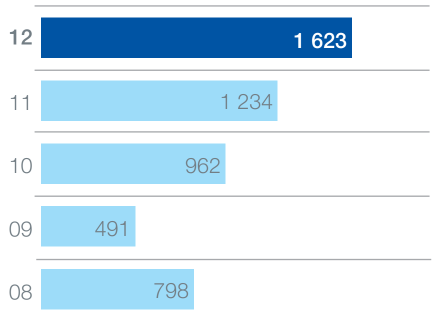
Revenue (R million)



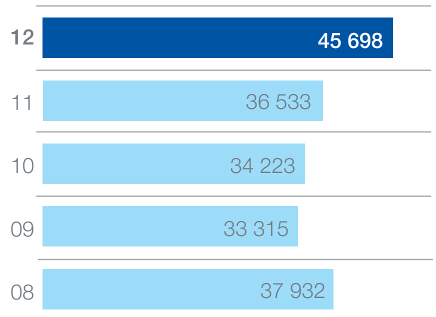
Operating profit (R million)



Core earnings per share (cents)



Total assets (R million)



Overview of results

Imperial had an outstanding 2012 financial year. The group benefited from a strong new vehicle market in South Africa and an excellent performance by the Logistics division, especially in Europe. Revenue and operating profit were up 25%. The group remains focused on generating strong returns which resulted in the return on average shareholders' interest (HEPS) of the group for the year being 23% on a healthy statement of financial position.

The group's new vehicle unit sales in South Africa grew by 19%, compared to market growth of 13%. This resulted in strong growth being achieved in the Distributorships, Automotive Retail and Financial Services divisions. Revenue in this cluster of retail orientated businesses was up 22% and operating profit increased by 23%.

The Logistics division increased its revenue by 34%, and operating profit by 33%, 14% of which is attributed to the Lehnkering acquisition which contributed for 6 months towards the group's growth in both revenue and operating profit. Whilst the International Logistics division had an excellent year, the SA Logistics division performed satisfactorily under tough trading conditions.

Revenue in the Car Rental and Tourism division was up 15% due to good volume growth and improved rental rates. Operating profit improved by 8%.

The group operating margin of 7% was in line with the prior year. The Distributorships division achieved an operating margin of 8,7% against 8,4% in the prior year and increased revenue by 29%. Automotive Retail maintained its operating margin at 2,9%, with revenue up 14%. The operating margin in the combined Southern African and European logistics business was in line with the prior year at 5,4%. While operating margins in Europe improved, margins in Southern Africa were slightly lower. This was mainly due to tougher trading conditions and the inclusion of CIC for a full twelve month period versus eight months in the prior year. The Car Rental and Tourism division margin dropped to 10,0% from 10,6% primarily due to a sluggish used car market and a challenging trading environment in the Tourism business.

The Financial Services division achieved an operating profit of R775 million, which was slightly higher than the prior year. Revenue in the insurance business grew 11%, while the underwriting margin declined to 7,8% from 11,4%. Underwriting conditions in the short-term insurance business were more difficult than the prior year where the underwriting result was exceptional. In contrast, the Life insurance unit continued to perform well and achieved good growth. Insurance investment income was lower than the prior year, as a result of lower yields on interest-bearing investments and a volatile equity market over the period.

Operating profit from other financial services grew strongly and was up 52%. The operating profit in this segment is generated from a combination of annuity income which includes service and maintenance plans, vehicle financing alliances and a growing range of value-added financial products.

Over the past number of years the group has pursued a strategy to add parts, components and industrial equipment businesses to its portfolio. These acquisitions include Jurgens, Beekmans, Midas, Turbo Exchange, Goscor, E-Z-GO and the newly acquired Datadot, Sedgeway, Bobcat and access equipment businesses. In total, across the group including NAC, these businesses contributed revenue of R7 billion and operating profit of R503 million, 16% and 23% respectively better than the prior period.

In aggregate, the group's operating profit grew by 25%, and Core Earnings per Share (Core EPS) increased by 32%. Consistent with the reported interim results for the six month period ended 31 December 2011, the group has decided to report a Core Earnings number in order to exclude significant non-operational items of income and expenditure from the reported headline earnings. The table below summarises the reconciliation from HEPS to Core EPS:

Cents per share	2012	2011
HEPS	**1 566**	1 370
Amortisation of other intangibles arising from business combinations	**67**	8
Fair value gain on Lereko call option		(147)
Business acquisition costs	**27**	8
CGT on post acquisition earnings of associates disposed	**1**	1
Trading profit from discontinued operations	**(18)**	(4)
Tax	**(25)**	(2)
Non-controlling interest	**5**	
Core EPS	**1 623**	1 234

Net finance costs increased by 23% to R681 million on higher debt, which was mainly incurred to fund the acquisition of Lehnkering. Despite the increase in net finance costs, interest covered by operating profit remains healthy at 8,3 times (2011: 8,2 times).

The increase in the minorities' share of profit is largely attributable to the performance of the Distributorships division in which a number of minority shareholders participate.

The effective taxation rate at 29% is in line with the statutory rate of 28%.

Income from associates increased by 35% from the prior year. Mix Telematics, in which Imperial holds a 28% interest, contributed R31 million and performed very well. The contribution from smaller associates also increased from the prior year.

Overview of results continued

Statement of financial position

Total assets increased by 24% to R46 billion (2011: R37 billion). This was due to strong organic growth, expansion of existing businesses and new acquisitions.

Intangible assets increased to R4,2 billion from R1,8 billion mainly due to the Lehnkering acquisition.

Net debt to equity (excluding preference shares) at 39% was only slightly higher than the 31% at June 2011, despite a net R1,9 billion being spent on acquisitions in the current year, of which Lehnkering was the most significant. An additional R1,2 billion in net debt was also assumed by the group as a result of new acquisitions. The Lehnkering acquisition was effective from 2 January 2012 when payment was made. The net debt level is below the target gearing range of 60% to 80% and leaves significant room for further expansion within the group. The group's liquidity position is strong with R6 billion in unutilised facilities.

Net working capital increased by R1,4 billion from 30 June 2011. In June 2011, inventory levels were exceptionally low due to stock shortages, which have now been alleviated. Levels of imported vehicle stocks have improved and our ability to satisfy demand for the majority of our products has improved significantly. In addition, there has been an increased investment in stock and debtors to support higher revenue, especially in the motor businesses. Acquisitions also contributed to the increase in working capital. Despite a 25% increase in Revenue, the net average working capital turn was maintained at 21 times as in the prior year.

Shareholders' equity also increased due to the improved profitability and the weakening of the Rand which resulted in gains on cash flow hedges and the foreign currency translation reserve accounted for through the statement of comprehensive income.

New business arising from maintenance and warranty contracts, which was generated through the Financial Services division, on the back of strong vehicle sales, contributed to the robust growth of 31% to R3,2 billion in insurance, investment, maintenance and warranty contracts on the statement of financial position.

Cash flow

Cash generated by operations which amounted to R7,4 billion before capital expenditure on rental assets, was 22% higher than the prior period. After financing costs, tax payments and capital expenditure on rental assets, net cash flow from operating activities increased by 11%. Capital expenditure on rental assets was higher than in the corresponding period, mainly due to the increase in the demo fleet in Distributorships and higher demand by other Car Rental companies of our imported brands of vehicles, which are rented out through our Financial Services division.

Net replacement and expansion capital expenditure excluding car rental vehicles was higher than the prior period as trading conditions warranted renewed expansion and replacement.

A net R1,9 billion was spent on the acquisition of subsidiaries and businesses during the year, with Lehnkering being the most significant.

The Imperial Capital bond (IC 02) with an issue value of R500 million was repaid during the year and it was decided to not issue any further notes under the DMTN programme.

Business conditions in Imperial's markets

Strong growth continued in the motor vehicle market throughout the financial year to June 2012. The market benefited from improving bank approval rates, low interest rates, real growth in disposable income and low vehicle inflation. While improved affordability and good value have been key drivers of new vehicle sales, similar trends have not been evident in the used car market, which was sluggish.

The manufacturing sector of the South African economy is currently weak and a number of our South African Logistics customers are under pressure. Despite volume pressure in our customer base, we continue to benefit from the trend to outsourcing by companies that require a viable and cost-effective option and prefer to focus on their core businesses.

German industries, particularly export-oriented sectors, where the majority of Imperial Logistics International's customer base operates, enjoyed significant growth despite the European debt crisis, assisted by a weaker Euro.

The car rental market remains highly competitive. The pressure on rental rates, which was mainly created by the oversupply of vehicles subsequent to the 2010 FIFA World Cup, is however easing, as market capacity is better utilised due to improved demand in certain sectors. Rates in the international inbound and leisure rental markets are still depressed. The depressed international economic environment, especially in Europe continues to affect inbound tourism volumes.

Insurance underwriting conditions were weaker than the prior year, particularly in the short-term industry. Investment markets were also less favourable with lower interest rates and volatile equity markets.

The current cycle in the motor industry favours our Financial Services division as high levels of new contracts are generated, which provides a valuable growing annuity earnings.

Vehicle sales

In South Africa, the group sold 114 754 new and 58 608 used vehicles over the financial year, respectively 19% and 7% more than the prior period. The national vehicle market grew by approximately 13% year on year for the twelve month period to June 2012, according to NAAMSA.

The Australian and United Kingdom operations sold 10 846 new vehicles, which was 19% higher than the prior period and 4 540 used vehicles, which was 18% higher.

Expansion of the group during the year

Acquisitions during the period consisted of

- 100% of Lehnkering was acquired for an enterprise value of €270 million. Lehnkering is one of Europe's leading full-service specialist logistics companies that serves the chemical, agricultural, petrochemical and steel industries. It offers a complete range of logistics solutions, including inland waterway shipping of gas, liquid and dry bulk cargo; road transportation, chemical warehousing and outsourced chemical manufacturing services. The Lehnkering acquisition became effective on 2 January 2012. The acquisition was funded from new Euro denominated banking facilities secured for a period of five years at a pre-tax interest rate of approximately 3,8%;
- 74,9% of Dettmer Bulk Reederei, a dry bulk shipping business operating on the Rhine;
- 70% of Datadot, a business that installs micro dots as a security identification system used in the detection of theft. DataDots are widely used to identify and protect motor vehicles, motor cycles, trailers, marine craft, home, business and personal assets;
- 75% of Safari Centre, a vehicle accessories and outdoor equipment business which is complimentary to Jurgens and furthermore also augments the dealership businesses that retail SUV's;
- 60% of IJ Snyman Transport, a logistics service provider to leading retail, FMCG and construction companies in Angola, DRC, Namibia, South Africa and Zambia;
- Acquired control and increased our shareholding to 80% in Transport Holdings in Botswana, which provides fuel transportation, mining consolidation and transport, general cross border transportation and local distribution within Botswana;
- 80% of Kings Transport, which specialises in the break bulk sector of the logistics market;
- 70% of the shares in LaGrange Transport, which specialises in the fresh fruit market in the Western Cape;
- 60% of Synchronised Logistical Solutions, operating in the automotive logistics industry;
- 60% of Segway SA, which imports and distributes electric personal transporters;
- 67,5% of Bobcat, a leading supplier of compact equipment into the construction, mining and agricultural sectors;
- Acquired an additional 20% and increased our shareholding to 60% resulting in control of Accordian, which is a distributor of TATA vehicles;
- 100% of Watts Truck and Van in the UK, a DAF Truck dealer, which complements and strengthens our network in this brand in the UK;
- 51% of Hi Reach Manlift, a company that is now called Goscor Hi-Reach, which is the sole distributor in South Africa of the Genie range of mobile elevating work platforms, 'cherry pickers', and other related equipment; and
- 80% of Goscor Access Rental, through which products in Goscor Hi-Reach are rented.

Divisional reviews

Logistics

Southern African Logistics

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	16 457	13 788	19,4	8 146	7 286	11,8	8 311	(2,0)
Operating profit	910	786	15,8	397	350	13,4	513	(22,6)
Operating margin %	5,5	5,7		4,9	4,8		6,2	

The division faced a challenging trading environment but gained and retained a number of significant contracts. Acquisitions also contributed positively. Several of our customers experienced strike action in July 2011 and volumes were under pressure throughout the year. Volumes in the manufacturing sector suffered in the second half. CIC, which is involved in the distribution of FMCG products into many African markets performed well, despite increased competition. It was included for a full year against eight months in the prior period.

Despite challenging trading conditions, the operating margin was in line with the prior year. CIC, which operates at lower margins than the rest of the division, also impacted margins but it generated good returns.

Our Transport and Warehousing business, which services the manufacturing, mining, commodities and construction industries, performed satisfactorily, despite volumes being under pressure. New contract gains made a positive contribution to results.

A tipper division which is mainly servicing the mining industry, was established two years ago and is now contributing meaningfully to the division's results.

Divisional reviews continued

The Specialised Freight business produced good results as volumes grew in the fuel and gas markets due to new contract gains. The cement and sulphuric acid markets were under pressure, whilst volumes in bulk food and chemicals remained stable.

The Consumer Logistics business was negatively impacted by weak volumes, mainly in our manufacturing client base. This affected all businesses in the supply chain, including our warehousing and distribution operations. The Cold Chain also experienced difficult trading conditions and whilst the operations have been stabilised, it continues to underperform from a trading perspective.

Integration Services produced good results with Volition and E- Logics performing well. The division continues to make a valuable contribution to the intellectual capital of the group, specifically by assisting other divisions to expand and integrate client solutions, and offer value-added services to their customers. Megafreight performed well but due to a dispute we are in negotiations with our co-shareholders, who own 40%, to dispose of our shareholding.

In the Africa division, transport volumes were under pressure. We experienced lower volumes being transported from South Africa into the rest of Africa, as other trade corridors become more reliable and cost effective. Certain customers in our Namibia business were also under pressure during the period. CIC, which is involved in the distribution of FMCG products into many African markets, continues to enjoy good growth and performed well on the back of buoyant consumer spending in its markets, although we are experiencing a heightened level of competition.

Gross capital expenditure of R1,3 billion was incurred. The net investment in the fleet is higher than the prior year, which is in line with the scheduled replacement cycle.

International Logistics

EUR million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	1 087	716	51,8	690	377	83,0	397	73,8
Operating profit	59	38	55,3	39	22	77,3	20	95,0
Operating margin %	5,4	5,3		5,7	5,8		5,0	

International Logistics

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	11 247	6 848	64,2	7 088	3 639	94,8	4 159	70,4
Operating profit	598	350	70,9	396	194	104,1	202	96,0
Operating margin %	5,3	5,1		5,6	5,3		4,9	

Imperial Logistics International achieved an outstanding result and the strong performance in the first half which continued into the second half of the year, not only as a result of the Lehnkering acquisition but also due to new contract gains and solid trading conditions in Germany. Imperial Logistics International's key markets, namely steel, automotive manufacturing, chemicals and export industries in Germany, performed well and their growth exceeded our expectations. Revenue growth was experienced across all major business units. Excluding the contribution from Lehnkering, the revenue and operating profit grew 11% and 16%, in Euro terms, respectively.

The group's shipping activities, including that of Lehnkering, have been integrated into one unit, namely the Imperial Shipping group. The division had an excellent year in a market where volumes were strong.

The integration of the newly acquired Lehnkering was successful and it performed in line with expectations. Lehnkering will, subsequent to its integration into the group, be housing all our chemical industry logistics activities in Europe, except for shipping. This includes warehousing, road transport and chemical manufacturing services.

Panopa, which provides parts distribution and in-plant logistics services to automotive, machinery, and steel manufacturers performed well. Contract gains and renewals, combined with a solid market, especially in the automotive and machinery segment, were the main drivers of growth and improved profitability.

Neska performed satisfactorily and benefited from increased volumes on the back of increased export and import activity. Despite the European economic crisis, transshipment volumes in the bulk segment remained stable. The paper, liquid chemical and food segments experienced growth. Although container volumes were strong, rates remained subdued.

Gross capital expenditure of R344 million was incurred. This is higher than the prior year, but in line with the growth being achieved in this division.

Car Rental and Tourism

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	3 801	3 313	14,7	1 862	1 646	13,1	1 939	(4,0)
Operating profit	380	351	8,3	170	153	11,1	210	(19,0)
Operating margin %	10,0	10,6		9,1	9,3		10,8	

The division performed well in the second half notwithstanding a sluggish used vehicle market. Trading conditions in the Car Rental business improved with utilisation at 71% and revenue per day increasing by 4%. The average rental fleet size was 8% up from last year, mainly due to higher demand. Both volumes of international inbound and local leisure remained subdued.

Retail unit sales at Auto Pedigree were lower with operating margins also depressed. This had a negative impact on the overall divisional margins. The stock position at Auto Pedigree has improved significantly and the business performance is now expected to improve.

The panel business performed below expectation, but its performance improved in the latter part of the year following management and structural changes.

Low inbound tourism volumes persist and the inbound tour operator business has been restructured and consolidated to reduce costs. The Coach Charter fleet has also been reduced to improve utilisation in a market that is over supplied. Edusport and Grosvenor Tours performed well with the former benefiting from arranging outbound tours to the Rugby World Cup in New Zealand.

Distributorships

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	28 318	21 947	29,0	14 728	10 904	35,1	13 590	8,4
Operating profit	2 456	1 844	33,2	1 294	1 028	25,9	1 162	11,4
Operating margin %	8,7	8,4		8,8	9,4		8,6	

This division had an exceptional year with operating profit up 33%. In South Africa, new vehicle registrations as reported to NAAMSA by Associated Motor Holdings (AMH) and Amalgamated Automobile Distributors (AAD) were 20% higher, compared to a market increase of 13%. The improved stock availability of key models has allowed us to gain market share in the second half. Unit sales were up 34% in the second half versus the prior year. As a result, our imported brands have strengthened their market positions significantly. The growing vehicle parc of our imported brands will secure good future levels of after-market activity for our dealerships, which are performing better.

Margins improved due to positive operating leverage and the growing after-market parts and service business. Our strategy of hedging our imports assisted in dealing with a weakening currency.

The Australian dealerships performed well with new retail unit sales increasing by 2% while used vehicle sales were 21% up.

In the Auto parts division, Midas continues to perform satisfactorily, although some pressure on discretionary products like camping equipment and accessories was experienced. The engine parts businesses performed well and Turbo Exchange made a full year contribution versus four months in the prior year.

The Goscor Group performed very well, trading ahead of expectations. Crown and Doosan continue to increase their market share whilst maintaining a strong order book. Graffiti and EZGO performed satisfactorily, whilst businesses like Carfind, KMSA, Segway and Datadot continue to grow.

The newly acquired Bobcat, a leading supplier of compact equipment into the construction, mining and agricultural sectors complements our existing offering of quality products and after sales service. There are inherent synergies between Goscor and Bobcat as well as cross selling opportunities and it is a valuable addition to this division.

NAC performed better with aircraft sales increasing on the back of higher demand and increasing availability of bank funding for this asset class. The group has entered into negotiations for the possible sale of NAC as our aviation interest in the context of the group is very small.

Divisional reviews continued

Automotive Retail

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue	19 560	17 150	14,1	9 683	8 628	12,2	9 877	(2,0)
Operating profit	573	497	15,3	312	280	11,4	261	19,5
Operating margin %	2,9	2,9		3,2	3,2		2,6	

The division performed well and produced good growth in operating profit for the year. The operating margin was also maintained at a healthy 2,9%. New passenger car and LCV sales of the division rose 17%, ahead of growth in this segment of the vehicle market, which was up 13%. There was a notable shift in the mix to entry-level vehicles. As a result, the mid-priced and luxury vehicle markets were less buoyant.

The narrowing gap between new and used vehicle prices affected used vehicle sales, with volume growth subdued in a generally sluggish market.

The commercial vehicle market in SA, which tends to lag the growth in the passenger car market also improved during the period, with a 13% rise in unit sales across all brands.

Growth in after sales parts and service revenue was slow but the strong growth in new car sales over the last few years bodes well for the future.

In the UK, the truck dealerships performed well despite a market that remained depressed. The strategy to add an LCV business to our existing footprint is very successful and contributed positively.

Beekman Canopies' performed well, with sales up on last year. Sales volumes at Jurgens Ci were however lower due to a caravan market that is suffering from lower consumer spending on leisure activities.

Jurgens is actively expanding its manufacturing activities into new market segments in order to counter the stagnant caravan sales market. It is now also active in the manufacture of canvas products, road and off-road trailers, canopies and truck bodies. Jurgens and Beekmans employ a combined 1 196 staff in manufacturing in the Western Cape, KZN and at its plants in Brits in the North-West Province.

Financial Services

R million	2012	2011	Change %	H2 2012	H2 2011	Change % on H2 2011	H1 2012	Change % on H1 2012
Revenue								
Insurance	3 112	2 808	10,8	1 631	1 454	12,2	1 481	10,1
Other Financial Services	887	601	47,6	535	316	69,3	352	52,0
Total	3 999	3 409	17,3	2 166	1 770	22,4	1 833	18,2
Operating profit								
Insurance								
Adjusted investment income, including fair value adjustments	175	206	(15,0)	95	63	50,8	80	18,8
Adjusted underwriting result	244	319	(23,5)	111	212	(47,6)	133	(16,5)
Total insurance operating profit	419	525	(20,2)	206	275	(25,1)	213	(3,3)
Net underwriting margin %	7,8	11,4		6,8	14,6		9,0	
Other financial services	356	235	51,5	225	140	60,7	131	71,8
Operating margin %	40,1	39,1		42,1	44,3		37,2	
Total operating profit	775	760	2,0	431	415	3,9	344	25,3
Operating margin %	19,4	22,3		19,9	23,4		18,8	

Note:
The profit before tax of an insurance business is made up of the underwriting result and investment return. Policyholder investment returns include investment income and fair value gains for the benefit of policyholders. The above table reflects a reallocation of policyholder investment returns between the underwriting result and the investment return. The adjusted underwriting result and investment return more accurately reflect the performance from a shareholder point of view.

The Financial Services division as a whole performed satisfactorily.

Regent's underwriting result declined 24% from R319 million to R244 million. The primary driver behind the underwriting result was a deteriorating claims experience in the short-term motor comprehensive business and certain other specialised lines. The performance of Regent's other significant product lines in the short-term insurance business (Adcover, Paintech and Warranties) performed better and showed growth from the prior year. Regent disposed of its marine and aviation insurance books during the second half of the year.

The individual life business had an excellent year, with gross written premiums up 16% for the year.

Regent Botswana and Regent Lesotho also performed well.

Investment returns were lower year on year, reflecting the low interest rate environment. Regent's exposure to equity markets increased from the prior year but still remains low relative to our exposure to interest-bearing investments.

The growth in Other Financial Services was exceptional and it performed ahead of expectation. Liquid Capital has benefited from its exposure to the motor industry, which has shown strong growth especially in the entry level segment of the market where our Distributorships division is well positioned. The growth in the number of new maintenance plans written on the back of the strong new vehicle market provides a valuable annuity earnings underpin to our future profits.

The value of the advances book generated in our joint ventures with financial institutions to provide financing for vehicles has grown encouragingly, as has the funds under service, maintenance plans, warranties and roadside assistance.

The release from the funds created on the sale of service and maintenance plans was significantly higher than prior years due to a change in accounting estimate. Due to the lack of history, these releases have previously been accounted for at the end of a specific contract's life. As these funds have now been in the group for a number of years with a good history of trends and claims experience, we have changed our accounting estimate on recognising these releases throughout the contract life, resulting in a normalised additional profit of R117 million in this year.

Volumes in Imperial Fleet Management are improving with a good pipeline of new business.

During the year, Ariva, a private leasing joint venture with JD Group targeting the entry level car market to increase vehicle ownership in South Africa was launched. This is another example of where we continue seeking new strategic partnerships where we can leverage off each other's skills set and add value.

Skills development and Corporate Social Investment

The group continues with its substantial investment in the development of employees at all levels and spent R171 million on skills development and training during the year.

To date 153 senior executives have completed a leadership programme which was customised for Imperial's diversified and decentralised business model focusing on its need for entrepreneurial and innovative leaders. The group's formal development strategy also includes the next level of management, with 74 having graduated during the past year. We have 139 participants currently enrolled in the programme.

A future talent pipeline is being nurtured through a graduate development programme which currently provides 108 university graduates with hands-on workplace experience and mentorship, providing insight into the Imperial culture and the practical skills required in business.

Our three Technical Training Academies are some of the largest providers of technical training in the South African market and provided training for over 610 technical apprentices during the year.

Ukhamba

Since its establishment, Ukhamba has generated significant value from its investments. The Ukhamba Trust owns 47% of Ukhamba and the Ukhamba Community Development Trust owns 6%. A portion of the value created was realised and paid out to Ukhamba's shareholders during December 2011. As a result, the Ukhamba Trust made a distribution of approximately R350 million to its 15 000 beneficiaries. The Imperial and Ukhamba Community Development Trust also received a payout of approximately R50 million which will serve as a valuable endowment for education into the future. The trust continues to promote effective learning and teaching at eight under privileged schools serving 10 000 learners in Gauteng.

Skills development and Corporate Social Investment continued

I-Pledge campaign

By August 2012, more than 72 000 individuals committed to being part of a movement towards safer roads in South Africa by taking the IMPERIAL I-Pledge as part of our group's extensive road safety campaign.

For Imperial as South Africa's transportation leader, road safety is a social and a commercial imperative. Using our geographic footprint and network of companies, customers and suppliers, Imperial believes that it can make a real and sustainable difference to the state of road safety in the country.

During the past 12 months Imperial I-Pledge aligned with various organisations and road safety stakeholders, including the Department of Transport as a Friend of the Decade of Action for Road Safety 2011-2020; the N3 Toll Concession (N3TC); Top Gear Festival as the official CSI partner and Active Education.

We sponsored vehicles to assist with law enforcement on the N3 over the festive seasons and saw accident fatality rates drop. We also found that unaccompanied children on the roads are extremely vulnerable and therefore we stage road safety talks at schools and train scholar patrols.

Ordinary dividend

A final ordinary dividend of 380 cents per share (2011: 260 cents per share) has been declared. This brings the full dividend for the year to 680 cents per share (2011: 480 cents per share).

Strategic intentions

The group remains focused on generating higher returns on capital, while still seeking growth opportunities in and adjacent to our existing industries and geographies to replicate and improve on our past successes. These growth initiatives will take place organically and through acquisition, partnerships and grassroots development.

The group has a strong position in logistics in South Africa and increasingly beyond South Africa's borders into the rest of Africa. With Africa growing rapidly as we seek the expansion of our footprint on the continent, especially in businesses where our skills set, reputation and customer base can give us a head start.

The recent acquisition of Lehnkering is an example of our strategy of expansion in Europe, where we will focus on growth opportunities within our field of expertise while deepening our involvement in our core business.

The scale of our activities in the automotive retail market offers numerous opportunities for extending and maximising our position in the value chain. Whilst Imperial has for long been in the forefront of exploiting opportunities in insurance, finance, warranties, maintenance and panelbeating, we have still not yet reached our full potential in this market. Our experience in this field stands us in good stead and will enable us to earn ever increasing annuity income streams as our vehicle parc grows and we refine the use of technology and market intelligence.

The distribution of products which carry strong brands in the automotive and industrial markets has developed into a core business for Imperial. We have an excellent reputation in this activity and attractive opportunities regularly present themselves. We will continue to pursue these opportunities and would consider broadening our product range into other applications and industries such as engineering, industrial and mining products.

The Car Rental and Tourism division operates in a market where we can find fewer opportunities for vertical or horizontal expansion. In this division we focus on improving the returns on capital through good asset and capital management.

Prospects

In the short term, we expect trading conditions in the Southern African logistics division to remain challenging. The pressure on our manufacturing client base persists and volumes remain under pressure. In the medium to long term, the fundamentals of the logistics market are very good as customers outsource more of their activities to logistics specialists and expectations are that industry growth will exceed that of GDP. Given Imperial's infrastructure and network, it is ideally positioned to capitalise on these growth opportunities and gain more business.

Expansion into Africa is a key priority and will continue to gain momentum. CIC will also play a key role in our African expansion into the fast-growing FMCG sector. Acquisitions in both South Africa and the rest of Africa will be a further growth driver.

The strong growth experienced in our International Logistics division over the past three years has created a substantial base for further growth. The Lehnkering acquisition and the favourable terms of the financing arrangements will make a positive impact on the results for the coming financial year as it will make a contribution for the full year. Despite the economic crisis in Europe, we are positive about the medium term prospects of our International Logistics business. It is well positioned in attractive niches in the logistics industry in Germany and acquisitions could be a further growth driver. Our management in Germany continues to be vigilant in assessing the situation across Europe in order to be able to react to any significant developments that affect our related business and volumes.

In a competitive car rental market, we are focused on improving brand awareness and yield, while optimising our fleet size and managing costs even tighter. Used vehicle demand is expected to improve on the back of a weaker currency as the gap between the cost of new and used vehicles widens. Results from our tourism operations will continue to be affected by global economic conditions.

The growth rate in new vehicle sales in South Africa is expected to slow as the base is now substantially higher, however, the recent reduction in interest rates will support demand. Despite the recent weakening of the currency, cars remain affordable as vehicle price increases lag inflation. The growth in the car parc of our brands will enable us to earn increasing annuity income streams from parts and service activities. Businesses that augment and are allied to our motor related activities should also continue to grow.

The Autoparts business is not affected directly by new vehicle sales and should continue to perform solidly as initiatives to expand its product range and geographic footprint bear fruit. Goscor will continue performing well as it capitalises on a strong order book, growth in its rental business and after sales maintenance opportunities.

Whilst underwriting conditions are unpredictable, earnings in the Financial Services division should grow in the future. We have not yet reached our full potential in this market and there is still significant opportunity in this area of the group due to our positioning in the motor industry. Regent's investment portfolio continues to be conservatively managed. Liquid Capital will continue leveraging its position by innovating new products and partnerships to create new sources of revenue and growth. It will generate growing annuity earnings on the back of new business being placed on its book in the current strong vehicle sales cycle.

Overall, our businesses are well positioned in each of their markets to seek growth opportunities in and adjacent to their existing industries. Despite significant organic and acquisitive growth during the last few years, the group's statement of financial position remains strong and can therefore take advantage of such opportunities as they arise.

The group experienced strong growth over the past number of years and has established a much higher level of performance. Given current market conditions, growth is expected in the 2013 financial year, albeit at a slower rate.

Retirement of executive director

Tak Hiemstra recently announced his intention to retire at the end of September 2012. He will however, remain on the board as a non-executive director of the company. He played an instrumental role in the group over the years in the establishment of important new businesses, key acquisitions and as a member of the leadership team. Imperial expresses its gratitude to him for 20 years of dedicated service to the group and we look forward to his contribution as a non-executive director. Mr Hiemstra's responsibilities for strategic development will be assumed by Mr Mohammed Akoojee, a member of the executive committee since January 2011.

By order of the board

TS Gcabashe
Chairman

HR Brody
Chief Executive

AH Mahomed
Financial Director

Declaration of preference and ordinary dividends for the year ended 30 June 2012

Ordinary shareholders

Notice is hereby given that a gross ordinary dividend in an amount of 380 cents per ordinary share has been declared payable, by the Board of Imperial, to holders of ordinary shares.

The ordinary dividend will be subject to a local dividend tax rate of 15%. The total STC credits utilised for the ordinary dividend amounted to R3 715 771. The number of ordinary shares in issue at the date of the declaration was 210 974 939 and consequently the STC credits utilised amounted to 1.76124 cents per share. The net ordinary dividend, to those shareholders who are not exempt from paying dividend tax, is therefore 323.26419 cents per share.

Preference shareholders

A further Notice is hereby given that a gross preference dividend of 372.267 cents per preference share has been declared payable, by the Board of Imperial, to holders of non-redeemable, non-participating preference shares.

The preference dividend will be subject to a local dividend tax rate of 15%. The total STC credits utilised for the preference dividend amounted to R78 334. The number of preference shares in issue at the date of the declaration was 4 540 041 and consequently the STC credits utilised amounted to 1.72540 cents per share. The net preference dividend, to those shareholders who are not exempt from paying dividend tax, is therefore 316.68576 cents per share.

The company has determined the following salient dates for the payment of the preference dividend and ordinary dividend:

	2012
Last day for preference shares and ordinary shares respectively to trade cum-preference dividend and cum ordinary dividend	Thursday, 20 September
Preference and ordinary shares commence trading ex-preference dividend and ex-ordinary dividend respectively	Friday, 21 September
Record date	Friday, 28 September
Payment date	Monday, 1 October

The company's income tax number is 9825778719.

Share certificates may not be dematerialised/rematerialised between Thursday, 20 September 2012 and Friday, 28 September 2012, both days inclusive.

On Monday, 1 October 2012, amounts due in respect of the preference dividend and the ordinary dividend will be electronically transferred to the bank accounts of certificated shareholders that utilise this facility. In respect of those who do not, cheques dated 1 October 2012 will be posted on or about that date. Shareholders who have dematerialised their shares will have their accounts, held at their CSDP or Broker, credited on Monday, 1 October 2012.

On behalf of the board

RA Venter
Group Company Secretary

21 August 2012

Condensed consolidated income statement

for the year ended 30 June	% change	Audited 2012 Rm	Audited 2011 Rm
Revenue	25	**80 830**	64 667
Net operating expenses		**(73 402)**	(58 646)
Profit from operations before depreciation and recoupments		**7 428**	6 021
Depreciation, amortisation, impairments and recoupments		**(1 790)**	(1 495)
Operating profit	25	**5 638**	4 526
Impairment of properties, net of recoupments		**(32)**	7
Amortisation of intangible assets arising on business combinations		**(128)**	(15)
Foreign exchange gains (losses)		**16**	(33)
Fair value losses on foreign exchange derivatives		**(26)**	(18)
Business acquisition costs		**(51)**	
Fair value gain on Lereko Mobility (Pty) Limited call option			279
Exceptional items		**(12)**	(46)
Profit before net financing costs and associates	15	**5 405**	4 700
Net finance cost including fair value gains and losses		**(681)**	(554)
Income from associates and joint ventures		**46**	34
Profit before tax	14	**4 770**	4 180
Income tax expense		**(1 382)**	(1 272)
Net profit for the year		**3 388**	2 908
Net profit attributable to:			
Equity holders of Imperial Holdings Limited		**2 980**	2 562
Non-controlling interests		**408**	346
		3 388	2 908

Condensed consolidated statement of comprehensive income

for the year ended 30 June	Audited 2012 Rm	Audited 2011 Rm
Net profit for the year	**3 388**	2 908
Other comprehensive income:		
Exchange gains arising on translation of foreign operations	**210**	26
Movement in valuation reserves	**19**	
Realisation of available-for-sale investment by Ukhamba Holdings (Pty) Limited	**(19)**	
Movement in hedge accounting reserves	**409**	39
Share of associates and joint ventures hedging reserve	**18**	(4)
Income tax relating to components of other comprehensive income	**16**	
Total comprehensive income for the year	**4 041**	2 969
Total comprehensive income attributable to:		
Equity holders of Imperial Holdings Limited	**3 578**	2 618
Non-controlling interests	**463**	351
	4 041	2 969

Earnings per share information

for the year ended 30 June	% change	Audited 2012 Rm	Audited 2011 Rm
Headline earnings reconciliation			
Net attributable profit (earnings – basic)		2 980	2 562
Saving of finance costs by associate on sale of Imperial shares		21	
Diluted earnings – basic		3 001	2 562
Profit on disposal of property, plant and equipment		(29)	(60)
Impairment of assets		49	24
Exceptional items		12	46
Exceptional items included in income from associates and joint ventures		19	17
Gain on sale of available-for-sale investments		(19)	
Tax		9	15
Non-controlling interests		(14)	4
Headline earnings – diluted		3 028	2 608
Saving of finance costs by associate on sale of Imperial shares		(21)	
Headline earnings – basic		3 007	2 608
Earnings per share (cents)			
– Basic	15	1 552	1 346
– Diluted	16	1 474	1 266
Headline earnings per share (cents)			
– Basic	14	1 566	1 370
– Diluted	15	1 487	1 289
Core earnings reconciliation			
Headline earnings – basic		3 007	2 608
Saving of finance costs by associate on sale of Imperial shares		21	
Headline earnings – diluted		3 028	2 608
Amortisation of intangibles arising on business combinations, other than goodwill		128	15
Fair value gain on Lereko Mobility (Pty) Limited call option			(279)
Business acquisition costs		51	15
Headline earnings from discontinued operations		(34)	(7)
CGT on post-acquisition earnings of associates disposed		2	1
Tax		(47)	(4)
Non-controlling interests		10	
Core earnings – diluted		3 138	2 349
Saving of finance costs by associate on sale of Imperial shares		(21)	
Core earnings – basic		3 117	2 349
Core earnings per share (cents)			
– Basic	32	1 623	1 234
– Diluted	33	1 541	1 161

Additional information

Net asset value per share (cents)	22	7 479	6 137
Dividend per ordinary share (cents)	42	680	480
Number of ordinary shares (million)			
– in issue			
• total shares		209,8	208,8
• net of shares repurchased and shares held by Lereko Mobility (Pty) Limited		196,1	195,1
– weighted average for basic		192,0	190,3
– weighted average for diluted earnings		203,6	202,3
Number of deferred ordinary shares in issue (million)		14,1	15,0

Details of net finance cost and exceptional items

for the year ended 30 June	Audited 2012 Rm	Audited 2011 Rm
Net finance cost		
Net interest paid	681	563
Foreign exchange loss on monetary items	88	62
Fair value gain on interest-rate swaps	(88)	(71)
	681	554
Exceptional items		
Impairment of goodwill	(123)	(52)
Net (loss) gain on disposal and rationalisation of investments in subsidiaries, associates and joint ventures	(1)	6
Fair value adjustments on discontinued operations	112	
	(12)	(46)

Condensed consolidated statement of financial position

at 30 June	Audited 2012 Rm	Audited 2011 Rm
ASSETS		
Intangible assets	4 234	1 823
Investments in associates and joint ventures	889	770
Property, plant and equipment	8 080	6 550
Transport fleet	4 336	3 627
Vehicles for hire	2 321	2 057
Deferred tax assets	930	661
Investments and loans	2 433	2 413
Non-current financial assets	242	244
Inventories	9 218	7 589
Tax in advance	195	138
Trade and other receivables	9 275	7 130
Cash resources	3 545	3 531
Total assets	45 698	36 533
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital and share premium	22	9
Shares repurchased	(220)	(220)
Other reserves	503	111
Retained earnings	14 361	12 073
Attributable to Imperial Holdings' shareholders	14 666	11 973
Non-controlling interests	1 223	1 043
Total shareholders' equity	15 889	13 016
Liabilities		
Non-redeemable, non-participating preference shares	441	441
Retirement benefit obligations	590	233
Interest-bearing borrowings	9 747	7 508
Insurance, investment, maintenance and warranty contracts	3 222	2 465
Deferred tax liabilities	1 107	549
Non-current financial liabilities	348	323
Trade and other payables and provisions	13 886	11 474
Current tax liabilities	468	524
Total liabilities	29 809	23 517
Total equity and liabilities	45 698	36 533
Capital commitments	1 112	1 007
Contingent liabilities	46	61

Condensed consolidated statement of cash flows

for the year ended 30 June	Audited 2012 Rm	Audited 2011 Rm
Cash flows from operating activities		
Cash generated by operations before movements in working capital	8 198	6 375
Movements in net working capital	(758)	(298)
Cash generated by operations before net capital expenditure on rental assets	7 440	6 077
Expansion capital expenditure – rental assets	(352)	(157)
Net replacement capital expenditure – rental assets	(505)	(174)
– Expenditure	(2 120)	(1 900)
– Proceeds	1 615	1 726
Cash generated by operations	6 583	5 746
Net financing costs	(681)	(563)
Tax paid	(1 522)	(1 221)
	4 380	3 962
Cash flows from investing activities		
Net acquisition of subsidiaries and businesses	(1 868)	(943)
Expansion capital expenditure – excluding rental assets	(773)	(530)
Net replacement capital expenditure – excluding rental assets	(962)	(667)
Proceeds from the sale of Imperial Bank Limited		477
Dividend received from Ukhamba Holdings (Pty) Limited	387	
Net movement in other associates and joint ventures	(94)	78
Net movement in investments, loans and other non-current financial instruments	(63)	(15)
	(3 373)	(1 600)
Cash flows from financing activities		
Hedge cost premium paid	(105)	(205)
Repurchase of ordinary shares		(156)
Cost incurred on cancellation of shares repurchased		(8)
Repayment of IPL 3 and IC 01 corporate bonds		(2 026)
Proceeds from the issuance of IPL 5 and IPL 6 corporate bonds		2 034
Repayment of IC 02 corporate bonds	(522)	
Proceeds on the syndicated bank term loan raised	2 482	
Net decrease in interest-bearing borrowings	(1 432)	(225)
Change in non-controlling interests	(177)	(51)
Dividends paid	(1 350)	(983)
	(1 104)	(1 620)
Net (decrease) increase in cash and cash equivalents	(97)	742
Cash and cash equivalents at beginning of year	2 926	2 184
Cash and cash equivalents at end of year	2 829	2 926

Condensed consolidated statement of changes in equity

for the year ended 30 June	Share capital and share premium Rm	Shares re-purchased Rm	Other reserves Rm	Retained earnings Rm	Attributable to Imperial Holdings' share-holders Rm	Non-controlling interests Rm	Total share-holders' equity Rm
Balance at 30 June 2010 – Audited	10	(1 816)	433	12 513	11 140	806	11 946
Total comprehensive income for the year			56	2 562	2 618	351	2 969
Movement in statutory reserves			20	(20)			
Share-based equity reserve transferred to retained earnings on vesting			30	(30)			
Share-based equity reserve utilisation including hedging cost			(205)		(205)		(205)
Share-based equity reserve charged to the income statement			122		122	(4)	118
Dividends paid				(837)	(837)		(837)
Consolidation of 5 864 944 Imperial ordinary shares held by Lereko Mobility (Pty) Limited as shares repurchased		(665)	(309)	309	(665)		(665)
Purchase and cancellation of 16 000 000 ordinary shares from subsidiary	(1)	2 000		(2 007)	(8)		(8)
Purchase and cancellation of 1 465 719 ordinary shares from open market				(156)	(156)		(156)
Reserve reallocation		261		(261)			
Non-controlling interests arising on business combinations						51	51
Net decrease in non-controlling interests			(36)		(36)	(15)	(51)
Non-controlling interests share of dividends						(146)	(146)
Balance at 30 June 2011 – Audited	**9**	**(220)**	**111**	**12 073**	**11 973**	**1 043**	**13 016**
Total comprehensive income for the year			**598**	**2 980**	**3 578**	**463**	**4 041**
Movement in statutory reserves			**(133)**	**133**			
Share-based equity reserve transferred to retained earnings on vesting			**39**	**(39)**			
Share-based equity reserve charged to the income statement			**107**		**107**	**5**	**112**
Share-based equity reserve utilisation including hedging cost			**(136)**		**(136)**	**(2)**	**(138)**
Dividends paid				**(1 091)**	**(1 091)**		**(1 091)**
Dividends received from Ukhamba Holdings (Pty) Limited in excess of its carrying value				**305**	**305**		**305**
115 060 ordinary shares issued	**13**				**13**		**13**
Non-controlling interests arising on business combinations, net of disposals						**36**	**36**
Net decrease in non-controlling interests			**(83)**		**(83)**	**(63)**	**(146)**
Non-controlling interests share of dividends						**(259)**	**(259)**
Balance at 30 June 2012 – Audited	**22**	**(220)**	**503**	**14 361**	**14 666**	**1 223**	**15 889**

Notes to the condensed consolidated financial statements

Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with the recognition and measurement criteria of International Financial Reporting Standards (IFRS) and its interpretations adopted by the International Accounting Standards Board (IASB) in issue and effective for the Group at 30 June 2012 and the AC 500 standards issued by the Accounting Practices Board or its successor. The results are presented in accordance with IAS 34 – *Interim Financial Reporting* and comply with the Listings Requirements of the JSE Limited and the Companies Act of South Africa, 2008. These financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements as at and for the year ended 30 June 2011.

These condensed consolidated financial statements were approved by the board of directors on 21 August 2012.

Accounting policies

The accounting policies adopted and methods of computation used in the preparation of the condensed consolidated financial statements are in terms of IFRS and are consistent with those of the annual financial statements for the year ended 30 June 2011, except where the Group has adopted new or revised accounting standards.

New accounting standards

The Group adopted accounting standards and interpretations that became applicable during the current reporting period. None of these have had a significant impact on the Group's accounting policies and methods of computation, and there is therefore no impact in the current and prior year results.

Core earnings

The Group reports a core earnings number which excludes significant non-operational items of income and expenditure from reported headline earnings.

Discontinued operations

Discontinued operations are immaterial to the Group. Their results are included in continuing operations in the income statement and under Head Office and Eliminations on the segment report. The impact on the trading result is insignificant and fair value adjustments of R112 million have been included in exceptional items.

Subsequent events

In terms of the Ukhamba black economic empowerment transaction, 1 131 910 deferred ordinary shares have converted to ordinary shares with effect from 1 July 2012. These shares will be listed on the Johannesburg Securities Exchange.

Audit opinion

The auditors, Deloitte & Touche, have issued their opinion on the Group's annual financial statements for the year ended 30 June 2012. The audit was conducted in accordance with International Standards on Auditing. They have issued an unmodified audit opinion. A copy of their audit report is available for inspection at the company's registered office, and is incorporated in the full annual financial statements. Any reference to future performance included in this announcement has not been reviewed or reported on by the company's auditors.

Preparer of financial statements

These condensed consolidated financial statements have been prepared under the supervision of R Mumford CA(SA) and have been audited in terms of section 29 (1) of the Companies Act of South Africa, 2008.

Operational segmental reporting

For management purposes, the Group is organised into five major operating divisions – Logistics, Car Rental and Tourism, Distributorships, Automotive Retail and Financial Services. These divisions are the basis on which the Group reports its primary segment information.

The principal services and products of each of these divisions are as follows:

Logistics – provides complete logistics solutions including transportation, warehousing, inland waterway shipping, container handling and related value-added services.

Car Rental and Tourism – vehicle rental operations span the domestic corporate and leisure sectors as well as inbound tourists, with extensive support services. Tourism operations include inbound tour operations and niche tourism services.

Distributorships – this segment imports and distributes a range of passenger, commercial vehicles, automotive products, industrial equipment, motorcycles and light aircraft.

Automotive Retail – consists of a large network of motor vehicle and commercial vehicle dealerships in South Africa and represents most of the major original equipment manufacturers (OEM's). It also manufactures and sells caravans and canopies.

Financial Services – comprises insurance operations which are focused on a range of short-, medium- and long-term insurance and assurance products that are predominantly associated with the automotive market, the sale of warranty and maintenance products, income from joint ventures on the sale of financial services, cell captive arrangements and factoring of premium finance operations.

Business combinations

Subsidiaries and businesses acquired	Nature of business	Operational segment	Date acquired	Interest acquired (%)	Purchase consideration transferred Rm
Lehnkering Group	Logistics	Logistics	January 2012	100	1 892
Transport Holdings Botswana Group	Transport logistics	Logistics	March 2012	80	66
Accordian Investments (Pty) Ltd	Distributor & importer	Distributorships	July 2011	60	(11)
Watts Truck Centre Limited (Glouchester)	Vehicle sales & services	Automotive retail	February 2012	100	26
Bobcat Group	Industrial equipment	Distributorships	June 2012	67,5	19
Individual immaterial business combinations					249
Total purchase consideration transferred					**2 241**

Business combinations continued

Reason for the acquisitions

We acquired a further 20% interest in Accordian Investments, a previously held associate in which we held 40% resulting in its acquisition as a subsidiary, to expand our distribution business.

Lehnkering Group, was acquired to expand the International logistics business and to benefit from synergies within the shipping business.

Watts Truck Centre (Glouchester), was acquired to expand our automotive retail business within the United Kingdom.

Bobcat Group, was acquired to expand our distribution business.

We acquired a further 40% interest in Transport Holdings Botswana, a previously held associate in which we held 40% resulting in its acquisition as a subsidiary, to expand our logistics business within Africa.

Fair value of assets acquired and liabilities assumed at date of acquisition:	Total Rm	Lehnkering Group Rm	Transport Holdings Botswana Group Rm	Accordian Investments (Pty) Ltd Rm	Watts Truck Centre Limited (Glouchester) Rm	Bobcat Group Rm	Individually immaterial acquisitions Rm
Assets							
Intangible assets	872	857	3			1	11
Investments, loans, associates and joint ventures	55	40	3				12
Property, plant and equipment	1 045	935	11	2	4	11	82
Transport fleet	467	245	54				168
Vehicles for hire	50					47	3
Non-current financial assets	16	11					5
Deferred tax assets	97	91			2		4
Inventories	383	98	3	142	56	70	14
Tax in advance	28	25				2	1
Trade and other receivables	2 097	1 807	70	57	38	39	86
Loans due by group entities	52	40				12	
Cash resources	312	256	19		8	3	26
	5 474	4 405	163	201	108	185	412
Liabilities							
Retirement benefit obligations	342	342					
Interest-bearing borrowings	1 476	1 161	32	118		35	130
Deferred tax liabilities	435	395	11			5	24
Non-current financial liabilities	1						1
Trade and other payables and provisions	2 492	2 055	60	112	106	87	72
Loans due to group entities	142	8		16		39	79
Current tax liabilities	44	39	1				4
	4 932	4 000	104	246	106	166	310
Acquirees' carrying amount at acquisition	542	405	59	(45)	2	19	102
Less: Non-controlling interests	(58)		(28)	18		(6)	(42)
Net assets acquired	484	405	31	(27)	2	13	60
Purchase consideration transferred	2 241	1 892	66	(11)	26	19	249
– Cash	2 147	1 892	52	2	26	6	169
– Contingent consideration	76					13	63
– Fair value of other assets transferred	5			5			
– Fair value of previously held interest	13		14	(18)			17
Excess of purchase price over net assets acquired	1 757	1 487	35	16	24	6	189

Trade and other receivables acquired had gross contractual amounts of R2 110 million of which R13 million was doubtful. None of the goodwill is expected to be deductible for tax purposes. Non-controlling interests have been calculated based on their proportionate share in net assets.

Details of contingent consideration

The contingent consideration requires the group to pay the vendors an additional total amount of R76 million over three years if the entities' net profit after tax exceeds certain earnings targets.

Acquisition costs

Acquisition costs amounting to R51 million has been excluded from the purchase consideration and have been recognised as an expense during the year.

Impact of the acquisitions on the results of the Group	Total	Lehnkering Group	Transport Holdings Botswana Group	Accordian Investments (Pty) Ltd	Watts Truck Centre Limited (Glouchester)	Bobcat Group	Individually immaterial acquisitions
From the dates of acquisition, the acquired businesses contributed:							
Revenue	4 214	2 993	121	464	119		517
Attributable profit	111	96	3		1		11
Had all the acquisitions been consolidated from 1 July 2011 the income statement would have included:							
Revenue	7 817	5 867	313	464	317	223	633
Attributable profit	214	180	13		3	4	14

Segmental information – Financial position

at 30 June	Group 2012 Rm	Group 2011 Rm	Logistics 2012 Rm	Logistics 2011 Rm	Car Rental and Tourism 2012 Rm
Business segmentation					
Assets					
Intangible assets	4 234	1 823	3 602	1 191	54
Investments, associates and joint ventures	2 786	2 548	136	99	8
Property, plant and equipment	8 080	6 550	2 973	1 858	453
Transport fleet	4 336	3 627	4 381	3 673	
Vehicles for hire	2 321	2 057			1 783
Non-current financial assets	242	244			
Inventories	9 218	7 589	414	254	295
Trade and other receivables	9 275	7 130	5 631	4 233	216
Cash resources in financial services businesses	1 083	1 247			
Operating assets	41 575	32 815	17 137	11 308	2 809
Deferred tax assets	930	661			
Loans to associates and other investments	536	635			
Tax in advance	195	138			
Cash resources	2 462	2 284			
Total assets per statement of financial position	45 698	36 533			
Liabilities					
Retirement benefit obligations	590	233	590	233	
Insurance, investment, maintenance and warranty contracts	3 222	2 465			
Trade and other payables and provisions	13 886	11 474	6 050	4 213	380
Non-current financial liabilities	348	323	123	25	
Non-interest-bearing liabilities	18 046	14 495	6 763	4 471	380
Non-redeemable, non-participating preference shares	441	441			
Interest-bearing borrowings	9 747	7 508			
Deferred tax liabilities	1 107	549			
Current tax liabilities	468	524			
Total liabilities per statement of financial position	29 809	23 517			
Geographic segmentation					
Operating assets	41 575	32 815	17 137	11 308	2 809
– South Africa	28 400	26 811	7 092	7 377	2 761
– Rest of Africa	2 866	1 454	1 798	962	48
– Rest of world	10 309	4 550	8 247	2 969	
Non-interest-bearing liabilities	18 046	14 495	6 763	4 471	380
– South Africa	13 191	12 101	3 221	2 792	358
– Rest of Africa	1 178	605	537	370	22
– Rest of world	3 677	1 789	3 005	1 309	
Interest-bearing borrowings	9 747	7 508	6 216	2 541	1 196
– South Africa	3 503	4 227	2 013	1 833	1 158
– Rest of Africa	632	320	471	239	38
– Rest of world	5 612	2 961	3 732	469	
Gross capital expenditure	4 913	3 843	1 631	1 155	1 588
– South Africa	4 315	3 383	1 110	830	1 559
– Rest of Africa	209	103	177	89	29
– Rest of world	389	357	344	236	
Gross capital expenditure	4 913	3 843	1 631	1 155	1 588
Less: Proceeds on disposal	(2 252)	(2 315)	(322)	(360)	(987)
Net capital expenditure	2 661	1 528	1 309	795	601

Car Rental and Tourism 2011 Rm	**Distri-butorships 2012 Rm**	Distri-butorships 2011 Rm	**Automotive Retail 2012 Rm**	Automotive Retail 2011 Rm	**Financial Services 2012 Rm**	Financial Services 2011 Rm	**Head Office and Eliminations 2012 Rm**	Head Office and Eliminations 2011 Rm
85	**417**	394	**129**	119	**32**	29		5
7	**125**	62	**7**	7	**2 208**	2 230	**302**	143
436	**2 618**	2 289	**1 704**	1 654	**143**	124	**189**	189
							(45)	(46)
1 713	**402**	263			**665**	498	**(529)**	(417)
					242	244		
398	**5 955**	4 619	**2 357**	2 112	**346**	230	**(149)**	(24)
309	**2 044**	1 383	**856**	748	**457**	478	**71**	(21)
					1 083	1 247		
2 948	**11 561**	9 010	**5 053**	4 640	**5 176**	5 080	**(161)**	(171)
	82	33			**3 140**	2 432		
426	**3 530**	3 513	**2 297**	2 009	**1 732**	1 369	**(103)**	(56)
	16	17	**1**				**208**	281
426	**3 628**	3 563	**2 298**	2 009	**4 872**	3 801	**105**	225
2 948	**11 561**	9 010	**5 053**	4 640	**5 176**	5 080	**(161)**	(171)
2 904	**10 502**	8 093	**4 363**	4 043	**4 241**	4 684	**(559)**	(290)
44	**85**	49			**935**	396		3
	974	868	**690**	597			**398**	116
426	**3 628**	3 563	**2 298**	2 009	**4 872**	3 801	**105**	225
409	**3 446**	3 400	**1 850**	1 663	**4 300**	3 630	**16**	207
17	**49**	34			**572**	171	**(2)**	13
	133	129	**448**	346			**91**	5
1 429	**2 916**	2 002	**858**	772	**(1 314)**	(916)	**(125)**	1 680
1 449	**2 161**	1 337	**739**	685	**(1 314)**	(916)	**(1 254)**	(161)
(20)	**123**	101						
	632	564	**119**	87			**1 129**	1 841
1 540	**553**	726	**321**	222	**831**	185	**(11)**	15
1 529	**533**	688	**295**	188	**830**	182	**(12)**	(34)
11	**1**				**1**	3	**1**	
	19	38	**26**	34				49
1 540	**553**	726	**321**	222	**831**	185	**(11)**	15
(1 175)	**(170)**	(384)	**(93)**	(144)	**(524)**	(218)	**(156)**	(34)
365	**383**	342	**228**	78	**307**	(33)	**(167)**	(19)

Segmental information – Income statement

for the year ended 30 June	Group 2012 Rm	Group 2011 Rm	Logistics 2012 Rm	Logistics 2011 Rm	Car Rental and Tourism 2012 Rm
Business segmentation					
Revenue					
– Sales of goods	46 881	38 182	3 362	2 294	1 166
– Rendering of services	30 953	23 849	24 140	18 209	2 428
– Gross premiums received	2 875	2 558			
– Other	121	78	119	72	
	80 830	64 667	27 621	20 575	3 594
Inter-segment revenue			83	61	207
	80 830	64 667	27 704	20 636	3 801
Operating expenses including cost of sales	(73 671)	(58 931)	(25 300)	(18 782)	(2 915)
Investment income	186	209			
Fair value gains on investments	83	76			
Depreciation, amortisation and impairments	(1 806)	(1 528)	(910)	(743)	(506)
Recoupments (excluding properties)	16	33	14	25	
Operating profit	5 638	4 526	1 508	1 136	380
Impairment of properties, net of recoupments	(32)	7	8	37	
Amortisation of intangible assets arising on business combinations	(128)	(15)	(125)	(15)	
Foreign exchange gains (losses)	16	(33)		(6)	
Fair value (losses) gains on foreign exchange derivatives	(26)	(18)	2		
Business acquisition costs	(51)		(47)		
Fair value gain on Lereko Mobility (Pty) Limited call option		279			
Profit before net financing costs and exceptional items	5 417	4 746	1 346	1 152	380
Net finance cost including fair value gains and losses	(681)	(554)	(322)	(216)	(134)
Income from associates and joint ventures	46	34	29	17	1
Profit before tax and exceptional items	4 782	4 226	1 053	953	247
Income tax excluding tax on exceptional items	(1 379)	(1 271)	(302)	(360)	(71)
Profit after tax before exceptional items	3 403	2 955	751	593	176
Geographic segmentation					
Revenue	80 830	64 667	27 704	20 636	3 801
– South Africa	59 311	50 330	12 741	11 333	3 687
– Rest of Africa	4 656	3 120	3 716	2 455	114
– Rest of world	16 863	11 217	11 247	6 848	
Operating profit	5 638	4 526	1 508	1 136	380
– South Africa	4 669	3 922	756	644	367
– Rest of Africa	298	239	154	142	13
– Rest of world	671	365	598	350	
Net finance cost including fair value gains and losses	681	554	322	216	134
– South Africa	489	474	205	194	132
– Rest of Africa	33	27	24	17	2
– Rest of world	159	53	93	5	

Car Rental and Tourism 2011 Rm	**Distri-butorships 2012 Rm**	Distri-butorships 2011 Rm	**Automotive Retail 2012 Rm**	Automotive Retail 2011 Rm	**Financial Services 2012 Rm**	Financial Services 2011 Rm	**Head Office and Eliminations 2012 Rm**	Head Office and Eliminations 2011 Rm
1 162	**25 130**	19 656	**17 193**	15 013			**30**	57
2 071	**2 117**	1 466	**1 749**	1 496	**484**	589	**35**	18
					2 875	2 558		
5					**2**			1
3 238	**27 247**	21 122	**18 942**	16 509	**3 361**	3 147	**65**	76
75	**1 071**	825	**618**	641	**638**	262	**(2 617)**	(1 864)
3 313	**28 318**	21 947	**19 560**	17 150	**3 999**	3 409	**(2 552)**	(1 788)
(2 485)	**(25 694)**	(19 986)	**(18 888)**	(16 545)	**(3 431)**	(2 848)	**2 557**	1 715
					271	253	**(85)**	(44)
					83	76		
(477)	**(171)**	(124)	**(98)**	(99)	**(147)**	(133)	**26**	48
	3	7	**(1)**	(9)		3		7
351	**2 456**	1 844	**573**	497	**775**	760	**(54)**	(62)
	(43)		**(22)**	(2)	**6**		**19**	(28)
	(4)						**1**	
	(18)	5	**2**	1		(1)	**32**	(32)
	5	(26)					**(33)**	8
	(1)				**(2)**		**(1)**	
								279
351	**2 395**	1 823	**553**	496	**779**	759	**(36)**	165
(141)	**(213)**	(199)	**(111)**	(109)	**(1)**		**100**	111
1	**29**	18			**32**	18	**(45)**	(20)
211	**2 211**	1 642	**442**	387	**810**	777	**19**	256
(61)	**(637)**	(466)	**(132)**	(109)	**(201)**	(203)	**(36)**	(72)
150	**1 574**	1 176	**310**	278	**609**	574	**(17)**	184
3 313	**28 318**	21 947	**19 560**	17 150	**3 999**	3 409	**(2 552)**	(1 788)
3 171	**24 932**	19 120	**17 017**	15 410	**3 494**	3 155	**(2 560)**	(1 859)
142	**321**	268			**505**	254		1
	3 065	2 559	**2 543**	1 740			**8**	70
351	**2 456**	1 844	**573**	497	**775**	760	**(54)**	(62)
324	**2 411**	1 813	**538**	461	**646**	692	**(49)**	(12)
27	**2**	1			**129**	68		1
	43	30	**35**	36			**(5)**	(51)
141	**213**	199	**111**	109	**1**		**(100)**	(111)
138	**177**	169	**104**	105	**1**		**(130)**	(132)
3	**7**	7						
	29	23	**7**	4			**30**	21

FAST MOVING FORWARD THINKING

IMPERIAL™







The results announcement is available on the Imperial website:

www.imperial.co.za

Non-executive directors: TS Gcabashe (Chairman), SL Botha, T Dingaan, S Engelbrecht, P Langeni, MJ Leeming, MV Moosa, RJA Sparks, A Tugendhaft (Deputy chairman), Y Waja

Executive directors: HR Brody (Chief Executive), OS Arbee, MP de Canha, RL Hiemstra, AH Mahomed, GW Riemann (German), M Swanepoel

Other executive committee members: M Akoojee, BJ Francis, P Michaux, M Mosola, JJ Strydom

Company secretary: RA Venter

Business address and registered office:
Imperial Place, Jeppe Quondam, 79 Boeing Road East, Bedfordview, 2007

Share transfer secretaries:
Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001

Sponsor:
Merrill Lynch SA (Pty) Limited, 138 West Street, Sandown Sandton, 2196

Imperial Holdings Limited
Registration number: 1946/021048/06
Ordinary share code: IPL ISIN: ZAE000067211
Preference share code: IPLP ISIN: ZAE000088076

BASTION GRAPHICS