

('ELB', 'the Company' or 'the Group')

REVIEWED GROUP CONDENSED PROVISIONAL REPORT and final cash dividend declaration

for the year ended 30 June 2014

HIGHLIGHTS

- Sales up 18% to R2 349 million
- Total comprehensive income before tax return on total equity of 27%
- Internal rate of return to shareholders of 20%
- Net asset value up 16% to 2 728 cents per share
- Profit after tax up 11% to R131 million
- Headline earnings per share up 2% to 382 cents
- Final cash dividend declared of 67 cents, an increase of 12%

COMMENTS

INTRODUCTION

ELB Group's strategic focus is on being a holistic engineering solutions provider to the mining, minerals, power, port, construction and industrial sectors in the field of materials handling and gravity separation plants. This is achieved through ELB generated innovation, in-house capability and the supply, with world class partners, of equipment and technology. The Group operates predominantly in Africa and Australasia.

Over the past year ELB has invested in a number of initiatives aimed at sustainable growth, the results of which will continue to be realised over the next few years. These initiatives include the expansion of its geographic footprint in Africa and increasing its product and technology range.

ELB has recently entered into a heads of agreement to form a 50:50 joint venture for ELB to distribute initially in South Africa the Belaz range of haulage trucks primarily to the mining sector. Belaz currently supplies approximately 40% of the haulage trucks to the global market. This will significantly enhance the growth prospects of ELB's Equipment division.

ELB also acquired B&W Instrumentation and Electrical Limited (B&W) during the year, with effect from 22 April 2014. B&W is one of South Africa's leading electrical and instrumentation (E&I) construction groups and has a well-established track record of successful delivery in the E&I industry since its inception in 1973. It has a wide footbrint

throughout South Africa and across sub-Saharan Africa, with its head office based in Alberton, Gauteng. ELB continues to seek to increase its complete product offering to the market and its clients and hence the acquisition of B&W is strongly aligned to the strategic direction of ELB. Servicing similar industries, the acquisition will create improved efficiencies and long term sustainability for the combined group of companies. In addition, synergies exist that can and will be leveraged. B&W joins ELB with a sound order book and will take advantage of additional project opportunities derived from ELB and the market going forward. B&W is expected to make a positive contribution to the ELB group results in the next year.

FINANCIAL RESULTS

The 18% increase in turnover for the year from R1 985 million in 2013 to R2 349 million in 2014 is a satisfactory result given the current difficult trading conditions.

Profit for the year increased by 11% from R118 million in 2013 to R131 million in 2014 largely as a result of the increase in the engineering services operations performance. ELB's share of comprehensive income decreased by 3% from R111 million in 2013 to R108 million in 2014, largely due to a R13 million adjustment to the Pension Fund Employer Surplus Account.

The net asset value per share attributable to ordinary shareholders increased from 2 345 cents in 2013 to 2 728 cents in 2014, an increase of 16%.

Headline earnings per share for the year increased by 2% from 374 cents per share to 382 cents per share.

Due to the project nature of the business there is no consistent correlation between turnover and profit in accounting periods, as profit recognition largely increases during the latter stages of projects.

OPERATIONS

Africa

Trading conditions in the region though relatively buoyant remained challenging during the year and the Group did well to secure a satisfactory level of business.

ELB Equipment

This operation had a decrease in turnover from R762 million in 2013 to R660 million in 2014 while profit before tax decreased from R71 million in 2013 to R46 million in 2014. This was against the background of a weaker Rand coupled with tougher trading conditions resulting in reduced margins. The operation is well positioned to benefit from more favourable trading conditions.

ELB Engineering Services

This operation has again shown good growth in the year. Although turnover increased by 51% from R889 million in 2013 to R1 344 million in 2014, profit before tax increased by 60% from R77 million in 2013 to R123 million in 2014. This material increase in profit before tax is attributable to a number of projects reaching more advanced stages of completion, ELB Construction producing satisfactory results in its third year of operation and the inclusion of B&W for the two months since acquisition.

ELB Engineering Services has been successful in securing a number of new projects and business opportunities which have positioned this operation well for the coming 24 to 36 months.

Australasia

The Ditch Witch business has had a satisfactory year given the difficult trading conditions it faces. The business continues to service the growing demand for its Ditch Witch and Komptech range of products and the New Zealand business unit has proven to be a profitable contributor to the Ditch Witch operation.

Turnover decreased by 5% from R363 million in 2013 to R346 million in 2014 while profit before tax remained at R26 million in 2014.

Ditch Witch remains well positioned in both Australia and New Zealand to take advantage of any increase in infrastructure spend in the region.

CASH FLOW

Net cash and cash equivalents declined from R471 million to R423 million during the year as cash was used in increasing working capital, in continued capital expenditure, fluctuations in up-front customer payments and the inclusion of B&W. The cash and cash equivalent balances remained healthy at the year-end after absorbing the utilisation. Cash flow management remains a high priority for the Group.

ELB works closely with its bankers, suppliers and customers to ensure the Group continues to retain a strong balance sheet at all times.

PROSPECTS

Activity levels in the various sectors that the ELB Group operates in remain challenging, however the Group is well positioned to take advantage of any positive change in the market conditions and opportunities that may arise. The various strategies for growth that have been implemented over the past 12 months will stand the group in good stead for the future.

SOCIAL RESPONSIBILITY

ELB's empowerment partner is the ELB Educational Trust, which was established to promote the education of historically disadvantaged South Africans in engineering disciplines. To this end scholarships continue to be awarded to students at various South African universities.

In addition to a number of smaller donations ELB has made substantial donations to the St Vincent School for the Deaf and the Ligbron Academy of Technology. These institutions have been identified as worthy of ELB's support and which will further assist the historically disadvantaged in our community.

Apart from donations ELB has also made significant contributions towards small business development of the historically disadvantaged in South Africa.

BOARD OF DIRECTORS

Mr Michael Easter joined the Board as Group Financial Director on 1 July 2013.

DIVIDENDS

It has been decided to declare a final dividend of 67 cents (2013 – 60 cents) per ordinary share.

The total dividend for the year is therefore 95 cents per share versus 85 cents per share for the 2013 financial year, representing an increase of 12%.

ACCOUNTING POLICIES

The condensed consolidated provisional financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports and the requirements of the Companies Act of South Africa. The Listings Requirements require provisional reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the condensed consolidated financial statements are in terms of IFRS and are consistent with those applied in the previous consolidated financial statements

REVIEW BY THE INDEPENDENT AUDITOR

KPMG Inc, the Company's independent auditor, has reviewed the condensed consolidated provisional financial statements contained in this provisional report and has expressed an unmodified conclusion on the condensed consolidated provisional financial statements. The review report is available for inspection at the Company's registered office.

On behalf of the Board

Dr Stephen Meijers

Chief Executive Officer ELB Group and ELB Engineering Services

Peter Blunden Chief Executive Officer

ELB Equipment

Michael Easter

Group Financial Director ELB Group

Boksburg 18 September 2014

GROUP BALANCE SHEET

	Reviewed 30 June 2014 R 000	Audited 30 June 2013 R 000
ASSETS		
Non current assets	315 685	217 717
Property, plant and equipment	180 948	146 730
Goodwill and intangible assets	24 041 39 850	- 49 078
Pension fund employer surplus account Non current loans receivable	933	49 078 3 748
Deferred income tax assets	69 913	18 161
Current assets	1 687 283	1 407 293
Inventories, and construction contract work not yet billed	804 163	623 798
Receivables and other current assets	430 960	312 989
Cash and cash equivalents	452 160	470 506
Total assets	2 002 968	1 625 010
EQUITY AND LIABILITIES		
Equity attributable to ordinary shareholders of ELB	779 312	601 089
Issued capital	107 702	25 192
Treasury shares	(37 986)	(48 565)
Reserves	65 990 643 606	51 770
Retained earnings		572 692
Non controlling interests in consolidated entities	133 868	113 526
Total equity	913 180	714 615
Non current liabilities	46 971	58 596
Interest bearing borrowings	24 722	29 726
Provision for trade back commitments	2 861	2 670
Deferred income tax liabilities	19 388	26 200
Current liabilities	1 042 817	851 799
Non interest bearing payables, other current liabilities		
and current provision	783 314 230 135	672 893 178 906
Interest bearing payables Bank overdraft	29 368	176 900
		010.005
Total liabilities	1 089 788	910 395
Total equity and liabilities	2 002 968	1 625 010
Ordinary shares in issue (000's)	35 824	33 860
Deduct: Treasury shares in issue (000's)	7 254	8 231
Ordinary shares in issue on which net asset value		
per ordinary share is calculated	28 570	25 629
Net asset value per ordinary share (cents)	2 728	2 345

GROUP STATEMENT OF PROFIT OR LOSS

	Reviewed Year ended 30 June 2014 R 000	Audited Year ended 30 June 2013 R 000
Sales	2 349 282	1 984 597
Operating costs excluding depreciation and amortisation of non financial assets	(2 165 799)	(1 813 048)
Operating profit before depreciation and amortisation of non financial assets	183 483	171 549
Depreciation and amortisation of non financial assets	(20 590)	(14 212)
Profit from operations	162 893	157 337
Finance income Finance expenses	26 088 (10 380)	17 303 (11 275)
Profit before income tax	178 601	163 365
Income tax expense	(47 816)	(45 412)
Profit for the year	130 785	117 953
Profit for the year attributable to:		
Ordinary shareholders of ELB Non controlling interests in consolidated entities	102 379 28 406	95 255 22 698
	130 785	117 953

CALCULATION OF GROUP HEADLINE EARNINGS

	Reviewed Year ended 30 June 2014 R 000	Audited Year ended 30 June 2013 R 000
Profit attributable to ordinary shareholders of ELB from the statement of profit or loss	102 379	95 255
Deduct: Items excluded from headline earnings as detailed below:	268	233
Plant and equipment: Profit on disposal Income tax on profit on disposal Non controlling interests in profit on disposal	485 (131) (86)	405 (110) (62)
Headline earnings	102 111	95 022
Weighted average number of ordinary shares (excluding treasury shares) on which basic earnings per ordinary share are based (000's)	26 723	25 396
Earnings per ordinary share (cents)	20 120	20 000
- basic	383.1	375.1
- diluted	378.9	365.2
Headline earnings per ordinary share (cents)		
- basic	382.1	374.2
- diluted	378.0	364.3
Dividends declared for the year per ordinary share (cents)	95	85

GROUP STATEMENT OF COMPREHENSIVE INCOME

	Reviewed Year ended 30 June 2014 R 000	Audited Year ended 30 June 2013 R 000
Profit for the year from the statement of profit or loss	130 785	117 953
Other comprehensive income	11 189	19 691
Items that may be reclassified subsequently to profit or loss Foreign currency translation reserve adjustments attributable to ordinary shareholders of ELB Income tax effect of foreign currency translation reserve adjustments	17 284	13 143
attributable to ordinary shareholders of ELB Items that will not be reclassified to profit or loss Non controlling interests in foreign currency translation	(2 576)	(1 592)
reserve adjustments Foreign currency translation adjustments to foreign	3 051	2 320
non controlling interests	2 609	1 476
Pension fund employer surplus account remeasurements	(12 648)	6 024
Aeroplane revaluation surplus increase	531	401
Income tax effect of items that will not be reclassified to profit or loss	2 938	(2 081)
Total comprehensive income for the year	141 974	137 644
Total comprehensive income for the year attributable to:		
Ordinary shareholders of ELB	108 306	111 388
Non controlling interests in consolidated entities	33 668	26 256
	141 974	137 644

GROUP CASH FLOW STATEMENT

	Reviewed Year ended 30 June 2014 R 000	Audited Year ended 30 June 2013 R 000
Cash inflow/(outflow) from operating activities before dividends		
and distributions paid	13 960	(15 153)
Dividends and distributions paid	(33 271)	(20 464)
Cash outflow from operating activities	(19 311)	(35 617)
Cash outflow from investment activities	(28 931)	(17 111)
Cash inflow from financing activities	7 169	18 665
Cash outflow for the year	(41 073)	(34 063)
Foreign currency exchange and translation adjustments		
to cash and cash equivalents	16 944	15 179
Decrease in cash and cash equivalents	(24 129)	(18 884)
Cash and cash equivalents at the beginning of the year	470 506	489 390
Cash and cash equivalents of business combination at acquisition	(23 585)	_
Cash and cash equivalents at the end of the year	422 792	470 506

SEGMENT INFORMATION

	Total R000	Equipment Africa R000	Engineering Services Africa R000	Australasia R000	Other R000
Reviewed Year ended 30 June 2014 Sales					
External to the Group	2 349 282	658 927	1 344 451	345 895	9
Inter segment	732	713	_	_	19
Inter segment elimination	(732)	_	_	_	(732)
As reported in profit or loss	2 349 282	659 640	1 344 451	345 895	(704)
Profit before income tax Profit for the year	178 601 130 785	45 780 32 817	123 114 92 088	26 224 20 682	(16 517) (14 802)
Profit attributable to ordinary shareholders of ELB	102 379	28 092	71 792	14 320	(11 825)
Assets	2 002 968	775 958	851 467	378 511	(2 968)
Liabilities	1 089 788	402 532	593 010	132 825	(38 579)
Audited Year ended 30 June 2013 Sales					
External to the Group	1 984 597	732 550	889 093	362 942	12
Inter segment	28 990	28 990	_	_	-
Inter segment elimination	(28 990)	-	_	-	(28 990)
As reported in profit or loss	1 984 597	761 540	889 093	362 942	(28 978)
Profit before income tax	163 365	71 050	77 063	26 317	(11 065)
Profit for the year	117 953	51 022	55 315	20 791	(9 175)
Profit attributable to ordinary shareholders of ELB	95 255	43 369	43 503	14 297	(5 914)
Assets	1 625 010	773 757	533 801	329 083	(11 631)
Liabilities	910 395	415 730	399 105	117 502	(21 942)

NOTES

Acquisition of subsidiary

On 22 April 2014 the Group acquired 100% of the shares in B&W Instrumentation and Electrical Limited ('B&W') and as a result obtained control of the B&W Group.

In the two months to 30 June 2014, B&W contributed sales of R78 million and profit of R10 million to ELB's group results. If the acquisition had occurred on 1 July 2013, management estimates that the ELB group consolidated sales would have been R2 707 million and the ELB group consolidated profit for the year would have been R41 million, which is after post-tax adjustments of R58 million that arose on the alignment of B&W's accounting policies to those of ELB's and other fair value adjustments on acquisition of the B&W net assets.

a. Consideration transferred

The acquisition date fair value of the consideration transferred was one fully paid up ELB Group ordinary share issued for every 108 B&W ordinary shares held amounting to R82 million, being 1 964 527 ordinary shares at the fair value of R42,00, being the market price of an ELB Group ordinary share on 22 April 2014, the effective date of the acquisition, less the 72 176 ordinary shares issued to the B&W Share Purchase Scheme Trust at the fair value of R42,00 per ordinary shares which are debited to treasury shares, amounting to R3 million.

b. Acquisition related costs

Acquisition related costs of R3,0 million relating to external legal fees, advisor, JSE and due diligence costs were incurred. These costs were included in 'Operating costs excluding depreciation and amortisation' in the B&W profit or loss prior to the effective acquisition date and R0,2 million was included in the ELB group statement of profit or loss for the year.

c. Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the date of acquisition:

	R000
Property, plant and equipment	19 493
Goodwill	7 368
Intangible assets	12 323
Deferred tax	49 140
Inventories and work in progress	51 967
Trade and other receivables	43 327
Cash and cash equivalents	2 799
Non controlling interest	3 504
Trade and other payables	(86 276)
Onerous contracts	(3 197)
Bank overdraft	(26 384)
Total identifiable net assets acquired	74 064

d. Fair value of intangible assets and onerous contracts

The fair value determination of contracts acquired was based on future contract revenue and contract profits. Net cash flows arising from these contracts, net of contributory asset charges, were discounted at a Weighted Average Cost of Capital ('WACC') rate of 21,43% over the lives of the contracts to determine a net present value of future profits. Onerous contracts were recognised in respect of all loss making contracts.

The fair value determination of the brand name acquired was based on future revenue and the application of a royalty rate of 1%. The net cash flows arising from the revenue royalty were discounted at a WACC rate of 21,43% over the future revenue period to determine the net present value of the royalty based brand value.

e. Goodwill

Goodwill arising from the acquisition has been recognised a			
follows:	R000		
Total net consideration transferred	79 479		
Total identifiable net assets acquired	(74 064)		
Goodwill	5 415		

The goodwill is attributable mainly to the skills and technical talent of B&W's work force, and the synergies expected to be achieved from integrating the company into the Group's existing business. None of the goodwill recognised is expected to be deductible for tax purposes.

Capital expenditure incurred and future commitments

Other capital expenditure of R29 million was incurred during the year primarily on property, plant and equipment. At 30 June 2014 there was a capital expenditure commitment of R5 million for the acquisition of an additional property. At 30 June 2013 there were capital expenditure commitments of R4 million.

The commitment will be funded from a combination of planned and existing mortgage bond facilities available to the Group and from the Group's cash and cash equivalents.

Contingent liabilities

A Group entity has issued a guarantee of R0,8 million in favour of a raw material supplier to a company which was previously part of the Group and has now been sold. The guarantee is cancellable by three calendar months notice. A financial guarantee liability with a carrying amount of R16 000 at 30 June 2014 is carried in respect of the guarantee.

ELB Engineering Services operates in the engineering contracting business and is exposed to the risks associated with engineering contracts. These risks are managed on the basis of limited liability and appropriate insurances.

All known liabilities of the Group at the balance sheet date have been accrued.

GROUP STATEMENT OF CHANGES IN EQUITY

	Attributable to		ordinary sha	ordinary shareholders of ELB			Name and the United	
	Issued capital R000	Treasury shares R000	Reserves R000	Retained earnings R000	Total R000	Preference shares R000	Non controlling interests in consolidated entities R000	Total equity R000
Balance at 30 June 2012 - Audited	25 192	(52 684)	37 077	494 015	503 600	8	87 940	591 548
Total comprehensive income for the year			11 796	99 592	111 388		26 256	137 644
Profit for the year Other comprehensive income			11 796	95 255 4 337	95 255 16 133		22 698 3 558	117 953 19 691
Ordinary dividends paid Non controlling interests in distributions by a consolidated group entity Increase in share options reserve			1 510	(19 528)	(19 528) 1 510		(861) (75) 266	(20 389) (75) 1 776
Transfer from share options reserve to retained earnings for share options exercised and fully paid, and for share options lapsed through attrition Redundant items in the foreign currency translation reserve transferred to retained earnings			(949) 2 336	949 (2 336)	-		-	
Decrease in the carrying amount of treasury shares held by group entities Preference shares redeemed for cash		4 119			4 119	(8)		4 119 (8)
Balance at 30 June 2013 - Audited	25 192	(48 565)	51 770	572 692	601 089	-	113 526	714 615
Total comprehensive income for the year			15 033	93 273	108 306		33 668	141 974
Profit for the year Other comprehensive income			15 033	102 379 (9 106)	102 379 5 927		28 406 5 262	130 785 11 189
Ordinary dividends paid Non controlling interests in distributions by a consolidated group entity Increase in share options reserve			201	(23 373)	(23 373) 201		(5 402) (4 496) 35	(28 775) (4 496) 236
Transfer from share options reserve to retained earnings for share options exercised and fully paid, and for share options lapsed through attrition ltem restored to the foreign currency translation reserve from retained earnings			(4 555) 3 541	4 555 (3 541)	- -		- -	- -
Decrease in the carrying amount of treasury shares held by group entities Ordinary shares issued Non controlling interest acquired	82 510	10 579			10 579 82 510		41 (3 504)	10 620 82 510 (3 504)
Balance at 30 June 2014 - Reviewed	107 702	(37 986)	65 990	643 606	779 312	-	133 868	913 180

FINAL CASH DIVIDEND DECLARATION

ORDINARY DIVIDEND NUMBER 133

The directors have declared a final cash dividend of 67 cents per share on the Company's ordinary shares for the year ended 30 June 2014. The following additional information is given in respect of the dividend:

- the dividend has been declared out of income reserves
- the South African dividend tax rate is 15%
- there are no secondary tax on companies (STC) credits utilised
- ELB Group Limited's income tax reference number is: 9275151711
- The gross dividend is 67 cents per ordinary share for ordinary shareholders exempt from the dividend tax
- The net dividend is 56,95 cents per ordinary share for ordinary shareholders liable to pay the dividend tax
- ELB Group Limited has 35 824 527 ordinary shares in issue, of which 7 254 207 were treasury shares at the year end

The salient dates in respect of the dividend are:

Last day to trade cum dividend Shares commence trading ex dividend Record date

Date of payment

Friday, 17 October 2014 Monday, 20 October 2014 Friday, 24 October 2014

Monday, 27 October 2014

Shares may not be dematerialised or rematerialised between Monday, 20 October 2014, and Friday, 24 October 2014, both dates inclusive.

By order of the Board

Elbex (Pty) Ltd Company secretary

Boksburg 18 September 2014

AFRICAN EXPERIENCE



ENGINEERED TO DELIVER







SUMITOMO



























































ELB GROUP LIMITED

Incorporated in the Republic of South Africa

Registration number: 1930/002553/06

Share code: ELR ISIN: ZAE000035101

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Share Transfer Secretaries

Computershare Investor Services (Pty) Ltd 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107)

Sponsor

Rand Merchant Bank (a division of FirstRand Bank Limited)

1 Merchant Place, Cnr Fredman Drive & Rivonia Road, Sandton, 2196

Directors

AG Fletcher (chairman),

Dr SJ Meijers (group chief executive and chief executive - ELB Engineering Services),
PJ Blunden (chief executive - ELB Equipment), MC Easter (group financial director), T de Bruyn,*
Dr JP Herselman,* MV Ramollo, CJ Smith (alternate), IAR Thomson*

*Non executive

Company secretary

Elbex (Pty) Ltd

Preparation of the reviewed group condensed provisional report

The preparation of the reviewed group condensed provisional report was supervised by the group financial director, Michael Easter CA(SA).

Release date

The reviewed group condensed provisional report was released on 19 September 2014.

