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COMPANY INFORMATION
FOR THE YEAR ENDED 28 FEBRUARY 2015

Directors

Karen Enterprises Limited
Alt Dr. Christopher Obura – Chairman
Mr. Michael M. Matu – Chief Executive Officer and Deputy Chairman
Mrs. Gladys Kamau – Finance Director (Appointed: 28 August 2014)
Dr. John Simba
Mr. Suresh Lakhani
Mr. Alex Kimani (Appointed on 28 August 2014)
Mr. David Kabeberi (Resigned on 27 March 2014)
Mr. Vincent H. L. Opanga (Resigned on 21 May 2014)

Registered office

Olympia Capital Holdings Limited
L.R. No. 209/5532
Off Nanyuki Road
Industrial Area
P.O. Box 30102 – 00100
Nairobi, Kenya.

Principal place of
business

Olympia Capital Holdings Limited
Addis Ababa Road off Enterprise Road
Industrial Area
P.O. Box 30102 – 00100
Nairobi, Kenya.

Principal Bankers

NIC Bank Limited
NIC House Branch
P.O. Box 44599 – 00100
Nairobi, Kenya.

Guaranty Trust Bank (Kenya) Limited
Industrial Area Branch
P.O. Box 18647 – 00100
Nairobi, Kenya.

Company Secretary

J. L. G Maonga
Maonga Ndonye Associates
3rd Floor, Jadala Place
P.O. Box 73248 – 00200
Nairobi, Kenya.

Company Registrar

C&R Group
6th Floor, North Wing, Bruce House
Standard Street
P.O. Box 8484 – 00100
Nairobi, Kenya.

COMPANY INFORMATION (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

Independent Auditors

Parker Randall Eastern Africa
Certified Public Accountants
Cara House, Karen Road, Karen
P.O. Box 25426 – 00100
Nairobi, Kenya.

Subsidiaries

Dunlop Industries Limited
Dunlop Center
Off Nanyuki Road, Industrial Area
LR No. 209/5532/1
P.O. Box 78265 – 00507
Nairobi, Kenya.

Avon Rubber Company (Kenya) Limited
3th Floor, Avon House
Enterprise Road, Industrial Area
P.O. Box 18270 – 00100
Nairobi, Kenya.

Mather and Platt (Kenya) Limited
Addis Ababa Road
Industrial Area
P.O. Box 30145 – 00100
Nairobi, Kenya.

Olympia Capital Corporation Limited
Plot 51, 52 & 53 Mogoditshane
P.O. Box 2166
Gaborone, Botswana.

EQUATORIAL SECRETARIES AND REGISTRARS

Certified Public Secretaries

Kalamu House, Grevillea Grove
P O Box 47323 00100, Nairobi
Tel 254 (2) 4446616-9/4270000, Fax 4447233
E-mail esr@ke.esr-ea.com

Dropping Zone

Revlon Plaza, 2nd Floor
Box No. 192

OLYMPIA CAPITAL HOLDINGS LIMITED

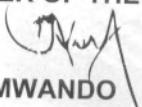
NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of the Company will be held at the Nairobi Club, Upper Hill, Nairobi on Monday, 31 August 2015 at 2.30 p.m. to transact the following business:

1. To table the proxies and to note the presence of a quorum.
2. To read the notice convening the meeting.
3. To confirm the minutes of the Forty-Fourth Annual General Meeting of the Company held on 17 October 2014.
4. To receive, consider and adopt the Audited Financial Statements for the year ended 28 February 2015 together with the Chairman's Statement and the reports of the Directors and Auditors thereon.
5. To note that the Directors do not recommend payment of a dividend for the financial year ended 28 February 2015.
6. To approve the Directors' fees as indicated in the Audited Financial Statements for the year ended 28 February 2015.
7. To re-elect Directors:-

In accordance with Article 99 of the Company's Articles of Association, **Mr. Suresh Amritlal Lakhani** retires by rotation and, being eligible, offers himself for re-election.

8. To note that Messrs Parker Randall Eastern Africa, Certified Public Accountants continue in office as Auditors to the Company by virtue of section 159 (2) of the Companies Act (Cap. 486) and to authorize the Directors to fix their remuneration for the ensuing financial year.
9. Any other business of which due notice has been received.

BY ORDER OF THE BOARD


JAMES MWANDO
COMPANY SECRETARY
OLYMPIA CAPITAL HOLDINGS LIMITED

30 July 2015

Note: A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member. To be valid, a form of proxy which is attached to this notice must be duly completed and signed by the member and must be lodged with the Company Secretary, James Mwando C/o of Equatorial Secretaries and Registrars, Kalamu House, Grevillea Grove, Westlands P O Box 47323, 00100-Nairobi, so as to reach not later than 2.30 p.m. on 29th August 2015.

STATEMENT OF CORPORATE GOVERNANCE FOR THE YEAR ENDED 28 FEBRUARY 2015

Corporate governance deals with the way companies are led and managed, the role of the Board of Directors and a framework of internal controls. The Board of Olympia Capital Holdings Limited is committed to upholding high standards of Corporate Governance. The Board is accountable to the company's shareholders for good governance and the statement set out below illustrates how the principles identified in the Capital Markets Act – Corporate Governance Guidelines, are applied by the group.

BOARD OF DIRECTORS

Composition of the Board is set out on page 1.

The Board consists of the Chairman, Dr. Christopher Obura, Deputy Chairman and Chief Executive Officer, Mr. Michael M. Matu, Finance Director, Ms. Gladys Kamau, executive director, Mr. Alex Kimani and two non-executive directors Dr. John Simba and Mr. Suresh Lakhani. All non-executive directors are independent of the management. All directors are subject to periodic retirement and re-appointment in accordance with the company's Articles of Association.

All the directors have access to the Company Secretary who is responsible for ensuring that Board Procedures are followed and that applicable laws and regulations are complied with. The directors' responsibilities are set out in the Statement of Directors' Responsibilities on page 7.

The board is of the opinion that there is a balance between independent executive and non-executive directors as required by clause 2.1.4 of the Guidelines on Corporate Governance Practices for Public Listed Companies in Kenya.

The Board meets regularly, at least four times a year, and has a formal schedule of matters reserved for it. The directors receive appropriate and timely information so that they can maintain full and effective control over strategic, financial operational, compliance and governance issues.

The Board has continued to adopt the best governance practices outlined in the Capital Markets Act – Corporate Governance Guidelines as part of its obligation. The Board members have wide range of skills and experience and each member brings an independent judgment and considerable knowledge to the Board discussions that ensures effective decision making. The Board is responsible for the long-term growth and profitability of the Olympia Group. The responsibilities of the Board members are outlined in the Board Charter. The Board is also assisted in the discharge of its responsibilities by the various Sub Committees.

DELEGATION OF AUTHORITY

BOARD SUB COMMITTEES

The Board has three Sub Committees with specific delegated authorities. These are Board Audit Committee, Board Investment Committee, and Board Staff Nominations and Remuneration Committee. The Board Sub Committees assist the Board in discharging its responsibilities. These Sub Committees have clear defined roles and terms of reference and charters that have been approved by the Board. The Committees are chaired by non-executive directors.

BOARD AUDIT COMMITTEE

The committee acts as the liaison between the External Auditor, the Board and the Management. The committee strengthens the objectivity and independence of the auditor and acts on behalf of the Board in carrying out its responsibilities to the members and shareholders.

BOARD INVESTMENT COMMITTEE

The main responsibilities of this committee are to set limits for Management in capital expenditure, review the budgets, review the companies' procurement and disposal policies and make recommendations on all new investments proposals.

BOARD STAFF NOMINATIONS AND REMUNERATION COMMITTEE

The main responsibilities of this committee are to recommend to the Board on the recruitment, termination, promotion and other significant issues related to executive directors and general managers, review the adequacy of human resources policies and to monitor disputes and appeal procedures in the company.

GOING CONCERN

The Board confirms that it is satisfied that the company has adequate resources to continue in business for the foreseeable future. For this reason, the company continues to adopt the going concern basis when preparing the financial statements.

COMMUNICATION WITH SHAREHOLDERS

The company is committed to equitable treatment of its shareholders including the non-controlling and foreign shareholders and ensures that all its shareholders receive full and timely information about its performance through distribution of the annual report and financial statements and half year interim financial report and through compliance with the relevant continuing obligations under the Capital Markets Authority Act. The company's results are advertised in the press and released to the Nairobi Securities Exchange within the prescribed period at each half-year and year end.

STATEMENT OF CORPORATE GOVERNANCE
FOR THE YEAR ENDED 28 FEBRUARY 2015

MAJOR SHAREHOLDERS

<u>Name</u>	<u>Shares</u>	<u>Percentage (%) S/holding</u>
Dunlop Properties Limited	9,945,602	24.86%
Paul Wanderi Ndungu	4,612,900	11.53%
Karen Enterprises Limited	3,932,832	9.83%
First Ten Limited	2,359,936	5.90%
Joel Kamau Kibe	949,500	2.37%
Scottlink Limited	885,269	2.21%
Michael Maina Matu	683,197	1.71%
Eliud Matu Wamae	619,088	1.55%
Mobicom Kenya Limited	449,600	1.12%
Croxley Properties Ltd A/c 693448	400,000	1.00%
Others	<u>15,162,076</u>	<u>37.91%</u>
	<u>40,000,000</u>	<u>100%</u>

DIRECTORS' SHAREHOLDINGS

<u>Name</u>	<u>Shares</u>	<u>Percentage (%) Shareholding</u>
Karen Enterprises Limited	3,932,832	9.83%
Michael Maina Matu	683,197	1.71%
Mr. John N. Simba	<u>14,000</u>	<u>0.04%</u>
Total directors' shareholding	<u>4,630,029</u>	<u>11.58%</u>

DISTRIBUTION OF SHAREHOLDERS

<u>Volume</u>	<u>No. of shares held</u>	<u>Percentage (%)</u>	<u>Shareholders</u>
1 – 500	311,357	0.78%	1,267
501 - 5,000	2,826,916	7.07%	1,495
5,001 - 10,000	1,760,813	4.40%	225
10,001 - 100,000	6,231,951	15.58%	234
100,001 - 1,000,000	8,017,693	20.04%	27
1,000,001 +	<u>20,851,270</u>	<u>52.13%</u>	<u>4</u>
Total	<u>40,000,000</u>	<u>100.00%</u>	<u>3,252</u>

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 28 FEBRUARY 2015

The directors submit their report and the audited consolidated financial statements for the year ended 28 February 2015 which show the state of the company and group affairs.

1. PRINCIPAL ACTIVITY

Olympia Capital Holdings Limited is an investment holding company listed in the Nairobi Securities Exchange. Its main investments are in companies dealing in the manufacture and sale of products used in construction industry such as floor tiles, adhesives, u-PVC, windows and door frames, cleaning chemicals as well as fire prevention equipment, water pumps and real estate.

2. RESULTS

The results for the year are as set out on page 10.

3. DIVIDEND

The directors do not recommend payment of a dividend in respect of the year ended 28 February 2015 (2014: KShs 10 million which represented KShs 0.25 per share).

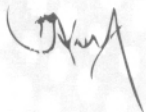
4. DIRECTORS

The directors who served during the year and to the date of this report are as shown on page 1.

5. INDEPENDENT AUDITORS

Parker Randall Eastern Africa were appointed the holding company's auditors during the year and have expressed their willingness to continue as auditors in accordance with Section 159(2) of the Kenyan Companies Act.

BY ORDER OF THE BOARD



Company Secretary
Nairobi.

21/7
..... / 2015

STATEMENT OF DIRECTORS' RESPONSIBILITIES
ON THE FINANCIAL STATEMENTS

The Kenya Companies Act requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the group as at the end of the financial year and of its operating results for that year. It also requires the directors to ensure that the group keeps proper accounting records, which disclose, with reasonable accuracy, the financial position of the group. They are also responsible for safeguarding the assets of the group.

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates in conformity with International Financial Reporting Standards and in the manner required by the Kenyan Companies Act. The directors are of the opinion that the financial statements give a true and fair view of the state of financial affairs of the group and of its operating results. The directors further accept responsibility for the maintenance of accounting records that may be relied upon in the preparation of financial statements as well as adequate systems of internal control.

Nothing has come to the attention of the directors to indicate that the group will not remain a going concern for at least the next twelve months from the date of this statement.

The financial statements were approved by the board of directors on^{21/7} / 2015 and were signed on its behalf by:

.....
Director

.....
Director

REPORT OF THE INDEPENDENT AUDITORS
TO THE MEMBERS OF
OLYMPIA CAPITAL HOLDINGS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Olympia Capital Holdings Limited ("the company") and consolidated its subsidiaries together referred to as ("the group") as set out on pages 10 to 45, which comprise the statement of financial position as at 28 February 2015 and statements of comprehensive income, changes in equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance on whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the accompanying financial statements give a true and fair view of the state of financial affairs of Olympia Capital Holdings Limited as of 28 February 2015 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act.

OTHER MATTERS

Without qualifying our opinion, we draw attention to the following matters:

- i) Note 19 to the financial statements which points out the status of Olympia Capital Corporation (Pty) Limited, a subsidiary of Olympia Capital Holdings Limited, a listed company in Botswana Stock Exchange. Botswana Stock Exchange requires listed companies to file audited financial statements. The Olympia Capital Corporation (Pty) Limited financial statements used in consolidation of group financial statements have not been audited and filed with Botswana Stock Exchange within the stipulated timeline of six months after the year-end.
- ii) Note 21 to the financial statements which describe the recoverability doubt of an amount of KShs 25.5 Million (2014: KShs 72.8 million) due from a related party.

REPORT ON OTHER LEGAL REQUIREMENTS

As required by the Kenyan Companies Act we report to you, based on our audit, that:

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii) In our opinion, proper books of account have been kept by the company, so far as appears from our examination of those books; and
- iii) The company's statement of financial position and statement of income are in agreement with the books of account.

The engagement partner responsible for the audit resulting in this independent auditor's report is CPA Victor Majani - P/No 1546.

Parker Bendall Eastern Africa

Certified Public Accountants
Nairobi.

22 July / 2015

CONSOLIDATED AND COMPANY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 28 FEBRUARY 2015

		Group		Company	
	Notes	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
Continuing operations					
Revenue	5	518,528	500,582	-	-
Cost of sales	6	(329,896)	(355,099)	-	-
Gross profit		188,632	145,483	-	-
Other operating income	7	16,599	88,011	22,472	17,427
Operating expenses	8	(180,208)	(178,368)	(54,667)	(16,121)
Operating profit/(loss)		25,023	55,126	(32,195)	1,306
Finance costs	10	(23,565)	(26,766)	(5,925)	(4,258)
Profit/(loss) before tax		1,458	28,360	(38,120)	(2,952)
Tax (charge)/credit	11 (a)	(15,449)	16,683	(300)	720
(Loss)/profit for the year from continuing operations		(13,991)	45,043	(38,420)	(2,232)
Discontinued operations					
Loss after tax for the year from discontinued operations	12	(15,560)	-	-	-
(Loss)/profit for the year		<u>(29,551)</u>	<u>45,043</u>	<u>(38,420)</u>	<u>(2,232)</u>
(Loss)/profit attributable to:					
Equity holders of the parent		(41,590)	15,323	(38,420)	(2,232)
Non-controlling interest		<u>12,039</u>	<u>29,720</u>	<u>-</u>	<u>-</u>
		<u>(29,551)</u>	<u>45,043</u>	<u>(38,420)</u>	<u>(2,232)</u>
Earnings per share attributable to:					
Equity holders of the parent					
Basic (KShs per share)	13	<u>(1.04)</u>	<u>0.38</u>	<u>(0.96)</u>	<u>(0.06)</u>
(Loss)/profit for the year		(29,551)	45,043	(38,420)	(2,232)
Other comprehensive income:-					
Exchange differences on translating foreign operations		32,085	(11,099)	-	-
Gains on property revaluation		34,175	72,784	-	67,405
Taxation related to components of other comprehensive income		-	(1,246)	-	-
Total comprehensive income		<u>36,709</u>	<u>105,482</u>	<u>(38,420)</u>	<u>65,173</u>
Attributable to:					
Owners of the parent		(6,010)	79,210	(38,420)	65,173
Non-controlling interest		<u>42,719</u>	<u>26,272</u>	<u>-</u>	<u>-</u>
		<u>36,709</u>	<u>105,482</u>	<u>(38,420)</u>	<u>65,173</u>



CONSOLIDATED AND COMPANY STATEMENTS OF FINANCIAL POSITION
AS AT 28 FEBRUARY 2015

		Group		Company	
		2015	2014	2015	2014
	Notes	KShs '000	KShs '000	KShs '000	KShs '000
ASSETS					
Non-current assets					
Property, plant and equipment	14	162,741	126,655	43	31
Investment property	15	480,493	489,341	-	-
Prepaid operating lease rentals	16	38,338	129,330	-	90,000
Intangible assets	17	25	539	-	-
Goodwill	18	79,137	79,137	-	-
Investment in subsidiaries	19	-	-	246,206	246,206
Non-current assets held for sale	20	54,600	54,600	-	-
Amounts due from related parties	21 (a)	69,552	94,266	247,146	220,587
Amounts due from directors	21 (b)	22,892	21,815	22,892	21,815
Available-for-sale financial assets	22	48,365	48,365	48,365	48,365
Deferred tax assets	23 (a)	137,825	139,486	3,403	3,703
		1,093,968	1,183,534	568,055	630,707
Current assets					
Inventories	24	139,358	113,858	-	-
Trade and other receivables	25	161,257	168,607	6,554	7,495
Amounts due from related parties	21 (a)	21,451	40,197	19,976	59,792
Tax recoverable	11 (c)	9,797	6,997	-	-
Cash and cash equivalents	30	105,578	25,148	34,848	25
		437,441	354,807	61,378	67,312
Total assets		1,531,409	1,538,341	629,433	698,019
EQUITY AND LIABILITIES					
Equity					
Attributable to parent owners:					
Share capital	26	200,000	200,000	200,000	200,000
Share premium	26	255,985	255,985	255,985	255,985
Translation reserve/(deficit)		12,388	(3,815)	-	-
Revaluation reserve		136,437	117,060	67,405	67,405
Retained earnings		198,968	240,558	1,994	40,414
		803,778	809,788	525,384	563,804
Non-controlling interest		364,779	322,060	-	-
		1,168,557	1,131,848	525,384	563,804
Non-current liabilities					
Amounts due to related parties	21 (a)	2,032	17,356	70,675	67,915
Loans from directors	21 (b)	12,969	15,232	-	-
Deferred tax liabilities	23 (b)	16,828	1,787	-	-
Borrowings	27	57,009	68,591	-	10,000
		88,838	102,966	70,675	77,915

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2015

	Share capital KShs '000	Share premium KShs '000	Translation reserve/ (deficit) KShs '000	Revaluation reserve KShs '000	Retained Earnings KShs '000	Non- controlling interest KShs '000	Total KShs '000
Year ended 28 February 2014							
As at 1 March 2013	200,000	255,985	1,790	47,568	235,235	295,788	1,036,366
Total comprehensive income for the year	-	-	(5,605)	69,492	15,323 (10,000)	26,272	105,482 (10,000)
Proposed dividend - 2014	-	-	-	-	-	-	-
As at 28 February 2014	200,000	255,985	(3,815)	117,060	240,558	322,060	1,131,848
Year ended 28 February 2015							
As at 1 March 2014	200,000	255,985	(3,815)	117,060	240,558	322,060	1,131,848
Total comprehensive income/(loss) for the year	-	-	16,203	19,377	(41,590)	42,719	36,709
As at 28 February 2015	200,000	255,985	12,388	136,437	198,968	364,779	1,168,557

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 28 FEBRUARY 2015

	Share capital KShs '000	Share Premium KShs '000	Revaluation reserve KShs '000	Retained earnings KShs '000	Total KShs '000
Year ended 28 February 2014					
As at 1 March 2013	200,000	255,985	-	52,646	508,631
Total comprehensive income/(loss) for the year	-	-	67,405	(2,232)	65,173
Proposed final dividend – 2014	-	-	-	(10,000)	(10,000)
As at 28 February 2014	200,000	255,985	67,405	40,414	563,804
Year ended 28 February 2015					
As at 1 March 2014	200,000	255,985	67,405	40,414	563,804
Total comprehensive loss for the year	-	-	-	(38,420)	(38,420)
As at 28 February 2015	200,000	255,985	67,405	1,994	525,384

CONSOLIDATED AND COMPANY STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 28 FEBRUARY 2015

		Group		Company	
		2015	2014	2015	2014
	Notes	KShs '000	KShs '000	KShs '000	KShs '000
OPERATING ACTIVITIES:					
Profit/(loss) before tax from continuing operations		1,458	28,360	(38,120)	(2,952)
Loss before tax from discontinued operations		(18,992)	-	-	-
Adjustment for:-					
Depreciation and amortization		6,174	9,114	18	553
Finance costs	10	23,565	26,766	5,925	4,258
Gain on disposal		(15,000)	-	(15,000)	-
Fair value loss/(gain)	17	11,043	(63,436)	-	-
		8,248	804	(47,177)	1,859
Changes in working capital:-					
Inventories		(25,500)	15,277	-	-
Trade and other receivables		7,350	(13,615)	941	1,889
Trade and other payables		(8,090)	(2,146)	(13,431)	3,741
Cash flows used in operations		(17,992)	320	(59,667)	7,489
Finance costs		(23,565)	(26,766)	(5,925)	(4,258)
Tax paid		(4,487)	(9,893)	-	-
Net cash flows (used in)/from operating activities		(46,044)	(36,339)	(65,592)	3,231
INVESTING ACTIVITIES:					
Sale of prepaid operating lease rentals		105,000	-	105,000	-
Purchase of property, plant and equipment		(6,579)	(4,423)	(30)	-
Investment property development		(2,195)	-	-	-
Reallocation of prepaid operating lease		-	-	-	(22,993)
Net cash flows from/(used in) investing activities		96,226	(4,423)	104,970	(22,993)
FINANCING ACTIVITIES:					
Net movement in borrowings		(14,238)	2,230	(10,000)	10,000
Related parties		32,669	(23,368)	17,291	10,685
Movement in director's loan		6,066	12,088	189	627
Dividends paid		(12,035)	(1,560)	(12,035)	(1,560)
Net cash flows from/(used in) investing activities		12,462	(10,610)	(4,555)	19,752
Cash and cash equivalents:					
Movement during the year		62,644	(51,372)	34,823	(10)
Effect of foreign exchange changes		32,085	(26,741)	-	-
As at 1 March		(5,630)	72,483	25	35
As at 28 February	30	89,099	(5,630)	34,848	25

1. Significant Accounting Policies (continued)

1.3 Consolidation (continued)

Basis of consolidation (continued)

The difference between the fair value of consideration paid or received and the movement in non-controlling interest for such transactions is recognized in equity attributable to the owners of the parent.

Where a subsidiary is disposed of and a non-controlling shareholding is retained, the remaining investment is measured to fair value with the adjustment to fair value recognized in profit or loss as part of the gain or loss on disposal of the controlling interest.

We have consolidated audited financial statements of respective subsidiaries as at their reporting date with exception of Olympia Capital Corporation (Pty) Limited, of Botswana which was not audited as at time of consolidation. Three of the four subsidiaries have their reporting date as 31 December.

1.4 Significant judgments and sources of estimation uncertainty

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgment is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements. Significant judgments include:

Trade receivables, held to maturity investments and loans and other receivables

The group assesses its trade receivables for impairment at each statement of financial position date. In determining whether an impairment loss should be recorded in the income statement, the group makes judgments as to whether there is observable data indicating a measurable decrease in the estimated future cash flows of a financial asset.

The impairment for trade receivables, held to maturity investments and loans and receivables is calculated on a portfolio basis, based on historical loss ratios, adjusted for national and industry-specific economic conditions and other indicators present at the reporting date that correlate with defaults on the portfolio. These annual loss ratios are applied to loan balances in the portfolio and scaled to the estimated loss emergence period.

Available - for - sale assets

The group follows the guidance of IAS 39 to determine when an available-for-sale financial asset is impaired. This determination requires significant judgment.

In making this judgment, the group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost and the financial health of and near term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financial cash flow.

1. Significant Accounting Policies (continued)

1.4 Significant judgments and sources of estimation uncertainty (continued)

Taxation

Judgment is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The group recognizes liabilities for anticipated tax issues based on the estimates of whether additional taxes will be due. Where the final tax and outcome of matters is different from the amounts that were initially recorded, such differences will impact the income and deferred tax provisions in which such determination are made.

The group recognizes the net future tax benefit related to deferred income tax asset to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets require the group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and applications of existing tax laws. To the extent that the future cash flow and taxable income differ significantly from estimates, the ability of the group to realize the net deferred tax assets recorded at the statement of financial position date could be impacted.

1.5 Property, plant and equipment

The cost of an item of property, plant and equipment is recognized as an asset when:

- It is probable that future economic benefits associated with the item will flow to the group; and
- The cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognized in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is de recognized.

Property, plant and equipment, with the exception of land and buildings is carried at cost less accumulated depreciation and any impairment losses. Land and buildings are stated at fair value less accumulated depreciation and any impairment loss. They are revalued with sufficient regularity so that their carrying amounts do not materially differ from their realizable values.

Revaluation surplus is regarded as non distributable until the property is disposed off. On disposal, the net revaluation surplus is transferred to retained earnings while profit or loss on disposal based on current values are credited or charged to profit or loss.

1. Significant Accounting Policies (continued)

1.5 Property, plant and equipment (continued)

Item average useful life

Land	Not anticipated
Buildings	40 years
Plant and machinery	7 years
Furniture and fittings	7 years
Motor vehicles	4 years
Office equipment	7 years
IT equipment	3 years
Computer software	3 years

The residual value and the useful life of each asset are reviewed at each financial period –end. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. The depreciation charge for each period is recognized in profit and loss unless it is included in the carrying amount of another asset.

The gains or loss arising from the de-recognition of an item of property, plant and equipment is included in profit or loss when the item is de-recognized. The gain or loss arising from de-recognition of an item of property, plant and equipment is determined as the difference between net disposal proceeds, if any and the carrying amount of the item.

1.6 Investments in subsidiaries

Group financial statements

Investments in subsidiaries are carried at cost less any accumulated impairment.

The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the group; plus
- any costs directly attributable to the purchase of the subsidiary.

An adjustment to the cost of a business combination contingent on future events is included in the cost of the combination if the adjustment is probable and can be measured reliably.

1.7 Intangible assets and goodwill

An intangible asset is recognized when;

- i) It is probable that the expected future economic benefits that are attributable to the asset will flow to the group; and

- ii) The cost of the asset can be measured reliably.

Intangible assets are initially recognized at cost. Intangible assets are carried at cost less any accumulated amortization and any impairment losses.

1. Significant Accounting Policies (continued)

1.7 Intangible assets and goodwill (continued)

The amortization period and the amortization method for the intangible assets are reviewed every year end.

Internally generated brands, mastheads, publishing titles, customer lists and items similar in substance are not recognized as intangible assets.

The amortization is provided to write down the intangible assets, on a straight-line basis, to their residual values as follows.

Brand names

Indefinite

Goodwill

Goodwill arises on the acquisition of subsidiaries, associates, joint-controlled entities and on the separate purchase of businesses.

Goodwill is measured at cost less accumulated impairment losses.

1.8 Financial instruments

Classification

The group classifies financial assets and financial liabilities into the following categories:

- Loans and receivables
- Financial liabilities measured at amortized cost

Classification depends on the purpose for which the financial instruments were obtained/incurred and takes place at initial recognition. Classification is re-assessed on an annual basis, except for derivatives and financial assets designated as at fair value through profit or loss, which shall not be classified out of the fair value through profit or loss category.

Initial recognition and measurement

Financial instruments are recognized initially when the group becomes a party to the contractual provisions of the instruments.

The group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Subsequent measurement

Financial instruments at fair value through profit or loss are subsequently measured at fair value, with gains and losses arising from changes in fair value being included in profit or loss for the period.

1. Significant Accounting Policies (continued)

1.8 Financial instruments (continued)

Subsequent measurement (continued)

Net gains or losses on the financial instruments at fair value through profit or loss dividends and interest.

Dividend income is recognized in profit or loss as part of other income when the group's right to receive payment is established.

Loans and receivables are subsequently measured at amortized cost, using the effective interest method, less accumulated impairment losses.

Financial liabilities at amortized cost are subsequently measured at amortized cost, using the effective interest method.

Fair value determination

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

Amounts due to/from group companies

These include loans to and from holding companies, fellow subsidiaries, subsidiaries, joint ventures and associates and are recognized initially at fair value plus direct transaction costs.

Loans to group companies are classified as loans and receivables.

Loans from group companies are classified as financial liabilities measured at amortized cost.

Amounts due from/to shareholders, directors, managers and employees

These financial assets are initially recognized at fair value plus direct transaction costs. These financial assets are classified as loans and receivables.

These financial assets are subsequently measured at amortized cost using effective rate method, less any impairment loss recognized to reflect irrecoverable amounts.

Trade and other receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortized cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognized in profit or loss when there is objective evidence that the asset is impaired.

1. Significant Accounting Policies (continued)

1.10 Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognized as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognized as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. A deferred tax asset is not recognized when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognized for the carry forward of unused tax losses and unused WHT credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused WHT credits can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognized as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognized, in the same or a different period, to other comprehensive income, or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

1. Significant Accounting Policies (continued)

1.12 Impairment of assets (continued)

An impairment loss of assets carried at cost less any accumulated depreciation or amortization is recognized immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

A group assesses at each reporting date whether there is any indication that an impairment loss recognized in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortization other than goodwill is recognized immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

1.13 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

1.14 Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognized in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognized as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognized as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.15 Revenue

Revenue from the sale of goods is recognized when all the following conditions have been satisfied:

- the group has transferred to the buyer the significant risks and rewards of ownership of the goods;

1. Significant Accounting Policies (continued)

1.15 Revenue (continued)

Service fees included in the price of the product are recognized as revenue over the period during which the service is performed.

1.16 Cost of sales

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs.

The amount of any reversal of any write-down of inventories, arising from an increase in net realizable value, is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

The related cost of providing services recognized as revenue in the current period is included in cost of sales.

Contract costs comprise:

- costs that relate directly to the specific contract;
- costs that are attributable to contract activity in general and can be allocated to the contract; and
- such other costs as are specifically chargeable to the customer under the terms of the contract.

1.17 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset until such time as the asset is ready for its intended use. The amount of borrowing costs eligible for capitalization is determined as follows:

- Actual borrowing costs on funds specifically borrowed for the purpose of obtaining a qualifying asset less any temporary investment of those borrowings.
- Weighted average of the borrowing costs applicable to the entity on funds generally borrowed for the purpose of obtaining a qualifying asset. The borrowing costs capitalized do not exceed the total borrowing costs incurred.

The capitalization of borrowing costs commences when:

- expenditures for the asset have occurred;
- borrowing costs have been incurred, and
- activities that are necessary to prepare the asset for its intended use or sale are in progress.

Capitalization is suspended during extended periods in which active development is interrupted.

2. New Standards and Interpretations (continued)

2.2 Standards and interpretations issued but not yet effective (continued)

IFRS 9 Financial Instruments

This new standard was issued as part of a three phase project to replace IAS 39 Financial Instruments: Recognition and Measurement. To date, the Standard includes chapters for classification, measurement and derecognition of financial assets and liabilities. The following are the main changes from IAS 39:

- Financial assets will be categorized as those subsequently measured at fair value or at amortized cost.
- Financial assets at amortized cost are those financial assets where the business model for managing the assets is to hold the assets to collect contractual cash flows (where the contractual cash flows represent payments of principal and interest only). All other financial assets are to be subsequently measured at fair value.
- Under certain circumstances, financial assets may be designated as at fair value
- For hybrid contracts, where the host contract is an asset within the scope of IFRS 9, then the whole instrument is classified in accordance with IFRS 9, without separation of the embedded derivative. In other circumstances, the provisions of IAS 39 still apply.
- Voluntary reclassification of financial assets is prohibited. Financial assets shall be reclassified if the entity changes its business model for the management of financial assets. In such circumstances, reclassification takes place prospectively from the beginning of the first reporting period after the date of change of the business model.
- Financial liabilities shall not be reclassified.
- Investments in equity instruments may be measured at fair value through other comprehensive income. When such an election is made, it may not subsequently be revoked, and gains or losses accumulated in equity are not recycled to profit or loss on derecognition of the investment. The election may be made per individual investment.
- IFRS 9 does not allow for investments in equity instruments to be measured at cost.
- The classification categories for financial liabilities remain unchanged. However, where a financial liability is designated as at fair value through profit or loss, the change in fair value attributable to changes in the liabilities credit risk shall be presented in other comprehensive income. This excludes situations where such presentation will create or enlarge an accounting mismatch, in which case, the full fair value adjustment shall be recognized in profit or loss.

IFRS 9, as issued, reflects the first phase of the IASB's work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to IFRS 9, *Mandatory Effective Date of IFRS 9 and Transition Disclosures*, issued in December 2011, moved the mandatory effective date to 1 January 2015.

In subsequent phases, the IASB is addressing hedge accounting and impairment of financial assets. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of the group's financial assets, but will not have an impact on classification and measurements of the group's financial liabilities.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
5. Revenue				
Sale of goods	483,238	464,996	-	-
Rent income	35,290	35,586	-	-
	<u>518,528</u>	<u>500,582</u>	<u>-</u>	<u>-</u>
6. Cost of sales				
Cost of goods sold	<u>329,896</u>	<u>355,099</u>	<u>-</u>	<u>-</u>
7. Other operating income				
Other income	8,332	3,924	5,890	234
Interest income	1,071	17,193	1,071	17,193
Rental income	2,304	3,458	-	-
Gain on disposal of assets	15,000	-	15,000	-
Dividend income	535	-	511	-
Discount received	400	-	-	-
Fair value (loss)/gain	<u>(11,043)</u>	<u>63,436</u>	<u>-</u>	<u>-</u>
	<u>16,599</u>	<u>88,011</u>	<u>22,472</u>	<u>17,427</u>
8. Operating expenses				
Administrative and operating expenses	<u>180,208</u>	<u>178,368</u>	<u>54,667</u>	<u>16,121</u>
9. Operating profit				
The following cost have been included in arriving at operating profit/(loss):				
	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
Depreciation and amortization	6,174	8,884	18	554
Audit fees	5,027	4,030	990	990
Employee costs	85,848	92,356	6,691	8,727
Directors' remuneration	<u>2,708</u>	<u>4,140</u>	<u>471</u>	<u>24</u>
10. Finance costs				
Finance expenses	26,879	27,751	5,925	4,258
Loss on foreign currency borrowings	24	2,190	-	-
Finance income	<u>(3,338)</u>	<u>(3,175)</u>	<u>-</u>	<u>-</u>
	<u>23,565</u>	<u>26,766</u>	<u>5,925</u>	<u>4,258</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

12. Discontinued operations

On 1 March 2015, the Dunlop Industries Limited, a wholly owned subsidiary, ceased operations. The operations of Dunlop Industries Limited have been classified as a discontinued operation held for sale or distribution to equity holders.

The business of Dunlop Industries Limited was included in the consolidation until 28 February 2014. At 28 February 2015, Dunlop Industries Limited was classified as a disposal group held for sale and as a discontinued operation. The results of Dunlop Industries Limited for the year are presented below:

	2015 KShs '000	2014 KShs '000
Revenue	40,884	41,818
Cost of sales	(38,888)	(31,152)
Gross profit	1,996	10,666
Other operating income	6,003	1,414
Administrative and operating expenses	(23,760)	(13,557)
Operating loss	(15,761)	(1,477)
Finance costs	(3,231)	(4,698)
Loss before tax from a discontinued operation	(18,992)	(6,175)
Tax credit/(charge)	3,432	(154)
Loss for the year from a discontinued operation	(15,560)	(6,329)

The major classes of assets and liabilities of Dunlop Industries Limited classified as held for sale and distribution to equity holders of the parent as at 28 February are, as follows:

	2015 KShs '000	2014 KShs '000
Assets		
Property, plant and equipment	1,599	1,014
Intangible assets	11	58
Non-current assets held for sale	54,600	54,600
Deferred tax asset	6,567	3,243
Inventories	1,355	7,144
Trade and other receivables	3,814	11,872
Cash and cash equivalents	1,208	152
	69,154	78,083
Liabilities		
Amounts due to related parties	(93,452)	(72,568)
Trade and other payables	(24,237)	(27,260)
Borrowings	(691)	(11,811)
Corporate tax payable	(379)	(487)
	(118,759)	(112,126)
Net liabilities directly associated with disposal group	(49,605)	(34,043)

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

14. Property, plant and equipment (Continued)

Group	Buildings KShs '000	Plant and Machinery KShs '000	Furniture And Fittings KShs '000	Motor vehicles KShs '000	Office equipment KShs '000	Loose tools KShs '000	Total KShs '000
Cost							
As at 1 March 2013	103,093	93,151	14,173	20,109	10,249	305	241,080
Additions	225	1,602	271	1,406	896	23	4,423
Revaluation	4,722	-	-	-	-	-	4,722
Disposals	-	-	-	(1,232)	-	-	(1,232)
As at 28 February 2014	108,040	94,753	14,444	20,283	11,145	328	248,993
Depreciation							
As at 1 March 2013	2,550	83,557	10,726	14,043	7,049	123	118,048
Charge for the year	2,252	2,179	469	1,420	631	16	6,967
Reversal on revaluation	(1,627)	-	-	-	-	-	(1,627)
Reversal on disposal	-	-	-	(1,050)	-	-	(1,050)
As at 28 February 2014	3,175	85,736	11,195	14,413	7,680	139	122,338
Net carrying amount							
As at 28 February 2014	104,865	9,017	3,249	5,870	3,465	171	126,655

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

		Office equipment KShs '000	Furniture And Fittings KShs '000	Total KShs '000
14. Property, plant and equipment (Continued)				
Company				
Cost				
As at 1 March 2014		603	285	888
Additions		30	-	30
As at 28 February 2015		633	285	918
Depreciation				
As at 1 March 2014		572	285	857
Charge for the year		18	-	18
As at 28 February 2015		590	285	875
Net carrying amount				
As at 28 February 2015		43	-	43
As at 28 February 2014		31	-	31

	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
15. Investment property				
As at 1 March	489,341	425,905	-	-
Investment property development	2,195			
Fair value (loss)/gain	(11,043)	63,436	-	-
As at 28 February	480,493	489,341	-	-

Included in investment property are Avon Rubber Company (Kenya) Limited properties held for the purpose of generating rental income. Gaborone Enterprises (Pty) Limited also has investment property generating rental income for the group.

Change of accounting policy

As at 28 February 2014 and in accordance with IAS 8, the management made a voluntary change to account for the leasehold land and buildings to be recognized under IAS 40 as Investment Property. The decision was made following the revaluation of the said assets to reflect the fair value of the property as opposed to the earlier disclosure under IAS 16 as Property, Plant and Equipment.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

18. Goodwill

Cost

As at 1 March and 28 February

Amortization

As at 1 March and 28 February

Net carrying amount

As at 28 February

	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
Cost				
As at 1 March and 28 February	79,137	79,137	-	-
Amortization				
As at 1 March and 28 February	-	-	-	-
Net carrying amount				
As at 28 February	79,137	79,137	-	-

19. Investment in subsidiaries

Avon Rubber Company (Kenya) Limited
Olympia Capital Corporation (Pty) Limited
Mather and Platt (Kenya) Limited
Dunlop Industries Limited

Holding %	Company	
	2015 KShs '000	2014 KShs '000
47.50	118,286	118,286
50.50	91,926	91,926
56.70	24,494	24,494
100.00	11,500	11,500
	<u>246,206</u>	<u>246,206</u>

The group's interest in subsidiaries are as shown above

All subsidiaries are incorporated in Kenya except Olympia Capital Corporation (Pty) Limited which is incorporated in Botswana. The subsidiary is listed in Botswana Stock Exchange. The financial statements of this subsidiary were not audited for the year ended 31 December 2014. Botswana Stock Exchange requires all listed companies to file annual audited financial statements.

Indirect interests in other entities

The company through Olympia Capital Corporation (Pty) Limited holds 100% interest in Kalahari Floor Tiles (Pty) Limited which in turn holds 100% of Gaborone Enterprises Limited. All of which are registered and domiciled in Botswana.

Subsidiaries with less than 50% voting powers held

Although the company holds less than 50% of the voting powers in Avon Rubber Company (Kenya) Limited, the investment is considered a subsidiary by virtue of effective Board control.

Reporting period

The end of reporting period of Avon Rubber Company (Kenya) Limited, Mather and Platt (Kenya) Limited and Olympia Capital Corporation (Pty) Limited was 31 December 2014. There were no significant changes that affect these subsidiaries' financial statements as at 28 February 2015 for consolidation purposes.

20. Non-current assets held for sale

Assets held for sale

	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
Assets held for sale	54,600	54,600	-	-

Assets held for sale include a new Vinyl Tile manufacturing plant acquired by Dunlop Industries Limited in the year 2007/2008.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

21. Related parties transactions and balances

a) Amounts due from/(to) related Parties	Group		Company	
	2015 KShs '000	2014 KShs '000	2015 KShs '000	2014 KShs '000
Tiespro (Pty) Limited	25,509	72,811	-	49,963
Mt Kenya Investment Limited	7,632	7,632	6,784	6,784
Scotlink Limited	3,919	3,919	3,046	3,046
Olympia Capital Corporation Limited	(4,677)	105	151,348	138,917
Heri Limited	1,335	1,335	-	-
Olympia Capital Holdings Limited	24,651	28,645	-	-
Dunlop Industries Limited	(134)	11,983	49,363	46,490
Mather & Platt (Kenya) Limited	16,309	7,736	10,332	1,759
Avon Rubber Company (Kenya) Ltd	(1,898)	(17,266)	(35,846)	(33,340)
Countryside Investments	(1,945)	(1,945)	(1,945)	(1,945)
Central Kenya Wholesalers Ltd	(1,444)	(1,444)	(1,444)	(1,444)
Dunlop Properties Limited	10,890	(958)	10,146	(1,155)
Croxley Properties Limited	(30)	(30)	(30)	(30)
Kalahari Floor Tiles (Pty) Limited	600	-	-	-
	<u>80,717</u>	<u>112,523</u>	<u>191,754</u>	<u>209,045</u>
Maturity is as follows:				
Non-current assets	69,552	94,266	247,146	220,587
Current assets	21,451	40,197	19,976	59,792
Non-current liabilities	(2,032)	(17,356)	(70,675)	(67,915)
Current liabilities	(8,254)	(4,584)	(4,693)	(3,419)
	<u>80,717</u>	<u>112,523</u>	<u>191,754</u>	<u>209,045</u>
b) Amounts due from directors				
Amount due from directors	22,892	21,815	22,892	21,815
Amount due to directors	(51,828)	(44,685)	(19,645)	(18,379)
	<u>(28,936)</u>	<u>(22,870)</u>	<u>3,247</u>	<u>3,436</u>
Maturity is as follows:				
Non-current assets	22,892	21,815	22,892	21,815
Non-current liabilities	(12,969)	(15,232)	-	-
Current liabilities	(38,859)	(29,453)	(19,645)	(18,379)
	<u>(28,936)</u>	<u>(22,870)</u>	<u>3,247</u>	<u>3,436</u>

The amount of KShs 25.5 million (2014: KShs 72.8 million) has been advanced to Tiespro (Pty) Limited, a company registered and domiciled in South Africa, for the purpose of taking over the activities of Natwood (Pty) Limited. The Board is confident given the financial projections provided by Management that these funds will be recovered in the medium to long-term in cash or conversion to equity.

The maximum exposure to credit risk at the reporting date is the fair value of each of amounts mentioned above. The group does not hold any collateral as security.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

	Group		Company	
	2015	2014	2015	2014
	KShs '000	KShs '000	KShs '000	KShs '000
22. Available-for-sale financial assets				
Investment in unquoted shares - Heri Limited	48,365	48,365	48,365	48,365
The group has not reclassified any financial statements from cost or amortized cost to fair value or from fair value to cost or amortized cost during the current or prior year.				
	Group		Company	
	2015	2014	2015	2014
	KShs '000	KShs '000	KShs '000	KShs '000
23. Deferred tax				
a) Deferred tax assets				
As at 1 March	(139,486)	(119,258)	(3,703)	(2,983)
Charge/(credit) to statement of comprehensive income	1,661	(20,228)	300	(720)
As at 28 February	(137,825)	(139,486)	(3,403)	(3,703)
b) Deferred tax liabilities				
As at 1 March	1,787	3,160	-	-
Prior year understatement	14,717	-	-	-
Charge/(credit) to statement of comprehensive income	324	(1,373)	-	-
As at 28 February	16,828	1,787	-	-
24. Inventories				
Finished goods	87,879	91,943	-	-
Provision of obsolete stocks	(971)	(971)	-	-
Net finished goods	86,908	90,972	-	-
Spares and consumables	18,076	16,319	-	-
Work in progress	32,636	4,829	-	-
Loose tools	1,738	1,738	-	-
	139,358	113,858	-	-
25. Trade and other receivables				
Trade receivables	145,017	146,570	6,554	6,167
Less: impairment allowance	(11,553)	(4,669)	-	-
Net trade receivables	133,464	141,901	6,554	6,167
Other receivables	27,793	26,706	-	1,328
	161,257	168,607	6,554	7,495

The maximum exposure to credit risk at the reporting date is the fair value of each of amounts mentioned above. The group does not hold any collateral as security.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 28 FEBRUARY 2015

27. Borrowings (continued)

The company has a Guarantee Issuance facility of KShs 1 million secured by Board Resolution of Dunlop Industries Limited authorizing the total borrowings of KShs 14 million and issuance of securities therein. A bank Guarantee of KShs 450,000 has been issued in favour of Dunlop Industries Limited for Kenya Power Limited.

Mather and Platt (Kenya) Limited has a hire purchase facility acquired from NIC Bank Limited secured by Mather and Platt (Kenya) Limited assets.

The Cooperative Bank Limited loan issued to Mather and Platt (Kenya) Limited is secured by way of a fixed and floating debenture of KShs 8 million each over Mather and Platt (Kenya) Limited assets and by first charge over a property. Mather and Platt (Kenya) Limited has an overdraft facility of KShs 15 million with Co-operative Bank Limited to finance working capital requirements secured by first legal charge over a property and a fixed and floating debenture over the Mather and Platt (Kenya) Limited assets.

28. Trade and other payables

Trade payables
Other payables

Group		Company	
2015	2014	2015	2014
KShs '000	KShs '000	KShs '000	KShs '000
76,204	129,116	1,154	13,823
104,555	59,733	1,266	2,028
<u>180,759</u>	<u>188,849</u>	<u>2,420</u>	<u>15,851</u>

Trade payables are non-interest bearing and are normally settled on 30 to 90 days. Other payables are no-interest bearing.

29. Dividend payable

The movement is as follows:

Group		Company	
2015	2014	2015	2014
KShs '000	KShs '000	KShs '000	KShs '000
25,462	8,819	17,259	8,819
-	8,203	-	-
-	10,000	-	10,000
(20,238)	(1,560)	(12,035)	(1,560)
<u>5,224</u>	<u>25,462</u>	<u>5,224</u>	<u>17,259</u>

As at 28 February

30. Cash and cash equivalents

For the purpose of statement of cash flows, cash and cash equivalents consist of:

Group		Company	
2015	2014	2015	2014
KShs '000	KShs '000	KShs '000	KShs '000
105,578	25,148	34,848	25
(16,479)	(30,778)	-	-
<u>89,099</u>	<u>(5,630)</u>	<u>34,848</u>	<u>25</u>

31. Risk management

Financial risk management

The group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the group's financial performance.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

The group's risk to liquidity is as result of the funds available to cover the future commitments; the group manages liquidity risk through an ongoing review of future commitments and credit facilities. Cash flow forecasts are prepared and adequate utilized borrowing facilities are monitored.

Interest rate risk

As the group has no significant interest-bearing assets, the group's income and operating cash flows are substantially independent of changes in market interest rates.

The group's interest rate risk arises from short- term and long-term borrowings. Borrowings issued at variable rates expose the group to cash flow interest rate risk. Borrowings issued at fixed rates expose the group to fair value interest rate risk.

Credit risk

Credit risk is managed on a group basis. Credit risk consists mainly of cash deposits, cash equivalents, derivative financial instruments and trade debtors. The group only deposits cash with major banks with high quality credit standing and limits exposure to any one counter party.

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an ongoing basis. Management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based in accordance with limits set by the Board. The utilization of credit limits is regularly monitored. Sales to retail customers are settled in cash or using major credit cards.

Foreign exchange risk

The group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

Capital risk management

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the group consists of debt, which includes the borrowings, cash and cash equivalents, and equity as disclosed in the statement of financial position.

Consistent with others in the industry, the group monitors capital on the basis of the gearing ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents.

31. Risk management (continued)

Capital risk management (continued)

Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

There are no externally imposed capital requirements.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

The gearing ratio at 2015 and 2014 respectively were as follows:

	Group		Company	
	2015	2014	2015	2014
	KShs '000	KShs '000	KShs '000	KShs '000
Total borrowings				
Amounts due to related parties	10,286	21,940	75,368	71,334
Amounts due to directors	51,828	44,685	19,645	18,379
Borrowings	88,076	116,613	-	10,000
	150,190	183,238	95,013	99,713
Less: cash and cash equivalents	(105,578)	(25,148)	(34,848)	(25)
Net debt	44,612	158,090	60,165	99,688
Total equity	1,168,557	1,131,848	525,384	563,804
Total capital	1,213,169	1,289,938	585,549	663,492
Gearing ratio	4%	12%	10%	15%

32. Comparative figures

Where necessary, prior year comparative figures have been adjusted to conform to changes in presentation in the current year. These changes did not have impact on profit/(loss) for the year, or on the net asset position of the group.

OLYMPIA CAPITAL HOLDINGS LIMITED

PROXY FORM FOR THE ANNUAL GENERAL MEETING

31 AUGUST 2015

I/We.....

Of P.O. Box.....

being a shareholder of **OLYMPIA CAPITAL HOLDINGS LIMITED** hereby appoint

Please tick one only

1. Mr/ Mrs/ Ms ()

of P O Box

OR

2. The Chairman of the Meeting ()

as my/our proxy to attend and on a poll vote for me/us on my /our behalf at the **Annual General Meeting** of the Company at Nairobi Club, Upper Hill, Nairobi on Monday, 31 August 2015 at 2.30 p.m. and at any adjournment thereof.

Signature

Signature

Signed/ Sealed day of..... 2015

NOTES:

1. In the case of a member being a corporation, the proxy must be under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
2. To be valid this proxy form must be completed and delivered to the Company Secretary, James Mwando C/o Equatorial Secretaries and Registrars, Kalamu House, Grevillea Grove, Westlands, P O Box 47323 00100 Nairobi not later than 2.30 pm on 29th August 2015.
3. A proxy need not be a member of the Company.

TEAR OFF

OLYMPIA CAPITAL HOLDINGS LIMITED

PROXY FORM FOR THE ANNUAL GENERAL MEETING

31 AUGUST 2015

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TEAR OFF

