

ASTORIA INVESTMENTS LTD

(Incorporated in the Republic of Mauritius)

(Registration number 1297585 C1/GBL)

SEM share code: ATIL.N0000

JSE share code: ARA NSX share code: ARO

ISIN: MU0499N00007

("Astoria" or "the Company" or "the Group")



SUMMARISED UNAUDITED CONSOLIDATED RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2019

Astoria is an investment company which has primary listings on the Stock Exchange of Mauritius ("SEM") and the Alternative Exchange ("AltX") of the Johannesburg Stock Exchange ("JSE") and a secondary listing on the main board of the Namibian Stock Exchange ("NSX"). Since the general meeting of shareholders held on 20 March 2019, Astoria's principal objective is to return substantially all of its capital to shareholders through the realisation of substantially all of its assets.

REPORTING CURRENCY

The Group's results are reported in United States dollars ("USD").

BUSINESS REVIEW

As at 30 June 2019, the net asset value ("NAV") per Astoria share was USD 0.19 (30 June 2018: USD 1.14, 30 June 2017: USD 1.12).

The NAV of the Company was reduced by the capital payment to shareholders which was made on 29 April 2019 of USD 0.88394 per Astoria share, which equated to ZAR12.82428 per Astoria share.

Astoria through its wholly-owned subsidiary, Astoria Investments (UK) Limited ("Astoria UK"), entered into a conditional share purchase agreement with KPI (Nominees) Limited ("KPI") on 28 June 2019 for the disposal of Astoria UK's 17.46% interest, comprising 28,059,272 ordinary shares in Kingswood Holdings Limited ("Kingswood") for a consideration of GBP 2.1 million. Full details are set out in the announcement published on SENS on 2 July 2019 and the SEM on 3 July 2019.

As at 30 June 2019, the Group's funds were deployed as follows: cash: 53.8%, private equity: 34.7% and listed global equities: 11.5%. This is made up of:

	<u>USD</u>
Private Equity	
Apollo Natural Resources Partners II, L.P.	3,011,327
CS Capital Partners V, L.P.	2,803,932
Star Strategic Assets III	2,165,467
V Ocean Investments Ltd	1,000
Listed Global Equities	
Kingswood	2,581,523
Comair	81,624
Cash after liabilities	12,382,169
Net Asset Value	<u><u>23,027,041</u></u>
Number of Shares	122,954,726
NAV per share	<u><u>\$0.19</u></u>

The operational costs for the Group for the six months ended 30 June 2019, excluding the termination fees to the investment manager of USD 4.96 million, were USD 1.091 million (30 June 2018: USD 1.835 million, 30 June 2017: USD 0.988 million). This figure includes once off costs of USD 0.258 million termination fees for executive directors and professional fees of USD 0.220 million relating to the circular issued to shareholders on 18 February 2019 (“the circular”) and repayment of capital to shareholders.

CHANGES TO THE BOARD OF DIRECTORS

As announced on SENS and the SEM on 3 June 2019, Darryl Kaplan resigned from the board of directors of Astoria (“**the Board**”) as executive director and Chief Executive Officer (“**CEO**”) of the Company with effect from 30 June 2019. As an interim measure, the Board has appointed the current Chief Financial Officer (“**CFO**”), Ms. Tiffany Purves as dual CEO and CFO of the Company. A dispensation has been obtained from the JSE for Ms. Tiffany Purves to take on the role as both CEO and CFO of the Company during an interim period, which period will not extend beyond 31 December 2019. In addition, Tinesh Ramprasad resigned from the Board as a non-executive director with effect from 30 June 2019. Further details are set out in the announcement published on SENS and the SEM on 5 July 2019.

PROSPECTS

The Group anticipates further cash calls from the cash portion ring-fenced of USD 6.612 million in terms of its commitment to global private equity firms.

The Group’s assets continue to be managed in accordance with the new investment policy as approved by shareholders on 20 March 2019 and as contained in the circular.

DIVIDEND

No dividend has been declared for the period under review.

BASIS OF PREPARATION

These summarised unaudited consolidated results for the quarter and six months ended 30 June 2019 have been prepared in accordance with the measurement recognition requirements of IFRS, IAS34 – Interim Financial Reporting, the SEM Listing Rules, the Securities Act of Mauritius 2005 and the JSE Listings Requirements.

ACCOUNTING POLICIES

These summarised unaudited consolidated results for the quarter and six months ended 30 June 2019 were approved by the Board on 22 July 2019. The summarised results below have not been reviewed or reported on by the Group’s external auditors, KPMG Mauritius. The accounting policies adopted are consistent with those published in the audited financial statements for the year ended 31 December 2018, except for new standards and interpretations effective as from 1 January 2019.

By order of the Board

Mauritius – 23 July 2019

Company secretary

Osiris Corporate Solutions (Mauritius) Limited

NOTES

Copies of this report are available to the public, free of charge, at the registered office of the Company, B45 Twenty Foot Road, 5th Floor, La Croisette, Grand Baie, Republic of Mauritius.

Copies of the statement of direct or indirect interest of the Senior Officers of the Company pursuant to rule 8(2)(m) of the Securities (Disclosure of Obligations of Reporting Issuers) Rules 2007 are available to the public upon request to the Company Secretary at the Registered Office of the Company at B45 Twenty Foot Road, 5th Floor, La Croisette, Grand Baie, Republic of Mauritius.

This communique is issued pursuant to SEM Listing Rules 12.20 and 12.21 and section 88 of the Securities Act 2005 of Mauritius. The Board of Astoria accepts full responsibility for the accuracy of the information in this communique.

For further information, please contact:

JSE designated advisor



SEM authorised representative and sponsor



NSX sponsor



Mauritian company administrator



ASTORIA INVESTMENTS LTD

**SUMMARISED UNAUDITED GROUP STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2019**

	Unaudited as at 30 June 2019	Audited as at 31 December 2018	Unaudited as at 30 June 2018
	\$000	\$000	\$000
ASSETS			
Non-current assets			
Financial assets at fair value through profit or loss	10,645	77,253	124,312
Total non-current assets	10,645	77,253	124,312
Current assets			
Cash and cash equivalents	12,409	55,323	16,954
Trade and other receivables	16	19	13
Total current assets	12,425	55,342	16,967
Total assets	23,070	132,595	141,279
EQUITY AND LIABILITIES			
EQUITY			
Stated capital	6,111	121,111	121,111
Treasury shares cancellation costs	(17)	(17)	(17)
Foreign currency translation reserve	261	329	314
Non-distributable reserve	6,315	-	-
Retained earnings	10,359	10,823	19,088
Total equity	23,029	132,246	140,496
LIABILITIES			
Current liabilities			
Trade and other payables	41	349	783
Total current liabilities	41	349	783
Total equity and liabilities	23,070	132,595	141,279

ASTORIA INVESTMENTS LTD
**SUMMARISED UNAUDITED GROUP STATEMENTS OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2019**

	Unaudited for the quarter ended 30 June 2019 \$000	Unaudited for the 6 months ended 30 June 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 June 2018 \$000	Unaudited for the 6 months ended 30 June 2018 \$000
REVENUE					
Dividend income	33	304	3,210	1,354	1,837
Net (loss)/gain from financial assets at fair value through profit or loss	(1,211)	4,534	(17,084)	(6,604)	(8,635)
	(1,178)	4,838	(13,874)	(5,250)	(6,798)
EXPENSES					
General and administrative expenses	(225)	(6,051)	(2,792)	(1,265)	(1,835)
OPERATING LOSS	(1,403)	(1,213)	(16,666)	(6,515)	(8,633)
Net foreign exchange loss	(54)	(173)	(625)	(525)	(375)
Net interest income	634	994	449	69	133
LOSS FOR THE PERIOD BEFORE TAXATION	(823)	(392)	(16,842)	(6,971)	(8,875)
Taxation	(7)	(72)	(471)	6	(173)
LOSS FOR THE PERIOD AFTER TAXATION	(830)	(464)	(17,313)	(6,965)	(9,048)
OTHER COMPREHENSIVE INCOME					
Gain/(loss) arising on foreign currency translation difference	39	(68)	329	209	314
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(791)	(532)	(16,984)	(6,756)	(8,734)
Loss per share from continuing operations:					
Basic loss per share (cents)	(0.67)	(0.38)	(14.08)	(5.66)	(7.36)
Headlines loss per share (cents)	(0.67)	(0.38)	(14.08)	(5.66)	(7.36)

Astoria has no dilutive instruments in issue.

ASTORIA INVESTMENTS LTD
RECONCILIATION OF PROFIT/(LOSS) TO HEADLINE EARNINGS/(LOSS) FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2019

	Unaudited for the quarter ended 30 June 2019 \$000	Unaudited for the 6 months ended 30 June 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 June 2018* \$000	Unaudited for the 6 months ended 30 June 2018* \$000
Basic loss from continuing operations attributable to equity holders	(830)	(464)	(17,313)	(6,965)	(9,048)
Headline loss from continuing operations attributable to equity holders	(830)	(464)	(17,313)	(6,965)	(9,048)
Weighted average number of shares (units)	122,954,726	122,954,726	122,954,726	122,954,726	122,954,726
Basic loss per share (cents)	(0.67)	(0.38)	(14.08)	(5.66)	(7.36)
Headline loss per share (cents)	(0.67)	(0.38)	(14.08)	(5.66)	(7.36)

* Restatement note

In the calculation of the loss per share and headline loss per share for the quarter and six months ended 30 June 2018, the company used the total comprehensive loss for the respective periods of \$ 6 756 000 and \$ 8 734 000 instead of the loss for the period after taxation of \$ 6 965 000 and \$ 9 048 000 for the quarter and six months ended 30 June 2018 respectively.

Accordingly, the prior periods loss per share and headline loss per share were incorrectly reported as 5.49 cents per share and 7.10 cents per share for the quarter ended 30 June 2018 and six months ended 30 June 2018 instead of 5.66 cents per share and 7.36 cents per share respectively.

	Unaudited for the quarter ended 30 June 2018	Unaudited for the 6 months ended 30 June 2018
Basic loss per share (cents)- As previously reported	(5.49)	(7.10)
Basic loss per share (cents)- As updated	(5.66)	(7.36)

ASTORIA INVESTMENTS LTD
SUMMARISED UNAUDITED GROUP STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER AND SIX
MONTHS ENDED 30 JUNE 2019

	Stated capital	Translation reserve	Treasury shares	Non- distributable reserve	Retained earnings	Total
	\$000	\$000	\$000	\$000	\$000	\$000
Balance at 1 April 2019	121,111	222	(17)	-	11,189	132,505
Transactions with owners of the Group						
Transfer of funds from share capital account to non-distributable reserve	(115,000)	-	-	115,000	-	-
Capital payment to shareholders	-	-	-	(108,685)	-	(108,685)
Total transactions with owners of the Group	(115,000)	-	-	6,315	-	(108,685)
Total comprehensive loss for the period						
Loss for the quarter	-	39	-	-	(830)	(791)
Total comprehensive loss	-	39	-	-	(830)	(791)
Balance at 30 June 2019 (Unaudited)	6,111	261	(17)	6,315	10,359	23,029
Balance at 1 January 2019	121,111	329	(17)	-	10,823	132,246
Transactions with owners of the Group						
Transfer from share capital account to non-distributable reserve	(115,000)	-	-	115,000	-	-
Capital payment to shareholders	-	-	-	(108,685)	-	(108,685)
Total transactions with owners of the Group	(115,000)	-	-	6,315	-	(108,685)
Total comprehensive loss for the period						
Loss for the period	-	(68)	-	-	(464)	(532)
Total comprehensive loss	-	(68)	-	-	(464)	(532)
Balance at 30 June 2019 (Unaudited)	6,111	261	(17)	6,315	10,359	23,029
Balance at 1 January 2018	124,062	-	(2,968)	-	28,136	149,230
Transactions with owners of the Company						
Cancellation of treasury shares	(2,951)	-	2,951	-	-	-
Total transactions with owners of the Company	(2,951)	-	2,951	-	-	-
Total comprehensive income for the year						
Loss for the year	-	329	-	-	(17,313)	(16,984)
Total comprehensive income	-	329	-	-	(17,313)	(16,984)
Balance at 31 December 2018 (Audited)	121,111	329	(17)	-	10,823	132,246
Balance at 1 January 2018	124,062	-	(2,968)	-	28,136	149,230
Transactions with owners of the Group						
Cancellation of treasury shares	(2,951)	-	2,951	-	-	-
Total transactions with owners of the Group	(2,951)	-	2,951	-	-	-
Total comprehensive income for the period						
Loss for the period	-	314	-	-	(9,048)	(8,734)
Total comprehensive income	-	314	-	-	(9,048)	(8,734)
Balance at 30 June 2018 (Unaudited)	121,111	314	(17)	-	19,088	140,496

ASTORIA INVESTMENTS LTD
SUMMARISED UNAUDITED GROUP STATEMENTS OF CASH FLOWS FOR THE QUARTER AND SIX MONTHS
ENDED 30 JUNE 2019

	Unaudited for the quarter ended 30 June 2019	Unaudited for the 6 months ended 30 June 2019	Audited for the year ended 31 December 2018	Unaudited for the quarter ended 30 June 2018*	Unaudited for the 6 months ended 30 June 2018*
	\$000	\$000	\$000	\$000	\$000
Cash flows from operating activities					
Loss after taxation	(830)	(464)	(17,313)	(6,965)	(9,048)
<i>Adjustments for:</i>					
Net loss from revaluation of financial assets at fair value through profit or loss	1,080	6,738	21,354	5,389	9,348
Net realised loss/(gain) on disposal of investments	131	(11,272)	(4,270)	1,215	(713)
Interest income	(634)	(994)	(449)	(69)	(133)
Net foreign exchange loss	54	173	625	525	375
Dividend income	(33)	(304)	(3,210)	(1,354)	(1,837)
Taxation	7	72	471	(6)	173
	(225)	(6,051)	(2,792)	(1,265)	(1,835)
<i>Changes in working capital:</i>					
Decrease in trade and other receivables	8	3	162	3	168
(Decrease)/increase in trade and other payables	(479)	(308)	(49)	546	385
Interest received	634	994	449	69	133
Withholding tax on dividend income	(7)	(72)	(471)	6	(173)
Net cash used in operating activities	(69)	(5,434)	(2,701)	(641)	(1,322)
Cash flows from investing activities					
Acquisition of financial assets designated at fair value through profit or loss	(1,261)	(1,625)	(27,358)	(4,206)	(21,200)
Proceeds from sale of financial assets	877	72,699	62,963	7,825	18,509
Dividend received	33	304	3,210	1,354	1,837
Net cash (used in)/generated from investing activities	(351)	71,378	38,815	4,973	(854)
Cash flows from financing activities					
Payment of shareholder capital distribution	(108,685)	(108,685)	-	-	-
Net cash used in financing activities	(108,685)	(108,685)	-	-	-
Net (decrease)/increase in cash and cash equivalents	(109,105)	(42,741)	36,114	4,332	(2,176)
Cash and cash equivalents at beginning of period	121,568	55,323	19,505	13,147	19,505
Effect on exchange rate fluctuations on cash and cash equivalents	(54)	(173)	(296)	(525)	(375)
Cash and cash equivalents at end of period	12,409	12,409	55,323	16,954	16,954

*Comparative amounts for the quarter and 6 months ended have been updated to be in line with the disclosure classifications for the period ended 30 June 2019.

ASTORIA INVESTMENTS LTD
SUMMARISED UNAUDITED GROUP SEGMENTAL INFORMATION FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2019

The Group reports segmental information in terms of geographical location. Geographical location is split between United States, United Kingdom, Europe, South Africa, Mauritius, Far East and Australia.

	Unaudited for the quarter ended 30 June 2019 \$000	Unaudited for the 6 months ended 30 June 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 June 2018 \$000	Unaudited for the 6 months ended 30 June 2018 \$000
Loss before taxation					
United States	266	12,279	(2,556)	(838)	(5,068)
United Kingdom	(1,402)	(5,263)	(4,646)	(3,063)	(3,308)
Europe	4	1,905	662	(66)	2,295
South Africa	(86)	(4,723)	(7,204)	(1,849)	(1,738)
Australia	(42)	56	(103)	(42)	(84)
Mauritius	437	(4,646)	(2,922)	(1,113)	(972)
Far East	-	-	(73)	-	-
	(823)	(392)	(16,842)	(6,971)	(8,875)

	Unaudited as at 30 June 2019 \$000	Audited as at 31 December 2018 \$000	Unaudited as at 30 June 2018 \$000
Total Assets			
United States	3,011	52,079	74,067
United Kingdom	7,627	29,261	39,089
Europe	-	14,179	17,572
South Africa	226	2,691	5,791
Mauritius	12,206	33,328	3,604
Australia	-	1,057	1,156
	23,070	132,595	141,279