

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 NINE MONTHS ENDED 30 SEPTEMBER 2019 AND NOTIFICATION OF AN ACQUISITION OF BENEFICIAL INTERESTS IN SHARES

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 September 2019, the net asset value ("NAV") per Astoria share was USD 0.17 (30 September 2018: USD 1.20, 31 December 2018: USD 1.08).

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's capital allocation at 30 September 2019 was 28% in cash, 40% in short-term liquid investments and 32% in private equity investments. This is made up of:

	<u>USD</u>
Private Equity	
Apollo Natural Resources Partners II, L.P.	2,019,324
CS Capital Partners V, L.P.	2,596,263
Star Strategic Assets III	2,292,838
V Ocean Investments Ltd	1,000
	<u>6,909,425</u>
Short-Term Liquid Assets	
Short-Term Deposit	8,500,000
Cash after liabilities	5,927,458
Net Asset Value	<u>21,336,883</u>
 Number of Shares	 122,954,726
 NAV per share	 <u><u>\$ 0.17</u></u>

The operational costs for the Group for the nine months ended 30 September 2019 was USD 6.214 million (30 September 2018: USD 2.342 million). This figure includes once off costs of the termination fees to the investment manager of USD 4.96 million, 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.

DISPOSAL OF ASSETS

Astoria through its wholly-owned subsidiary, Astoria Investments (UK) Limited (“**Astoria UK**”), entered into a conditional share purchase agreement (“**KPI 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 2,104,445.40. The KPI Agreement became unconditional on 4 September 2019. Full details are set out in the announcement published on SENS on 2 July 2019, the SEM on 3 July 2019 and on SENS and the SEM on 29 August 2019.

Astoria through its wholly-owned subsidiary, Astoria LP Holdings Ltd (“**Astoria LP**”), entered into a conditional sale and purchase agreement on 27 September 2019 (“**Apollo Agreement**”) with Coronation Group Investments Limited (“**CGI**”) for the disposal of its 100% stake in Apollo Natural Resources Partners II, L.P. (“**Apollo**”) for a consideration of USD 2,019,324. The Apollo Agreement became effective on 1 October 2019. Full details are set out in the announcement published on SENS and the SEM on 27 September 2019.

Astoria LP entered into a conditional deed of transfer on 7 October 2019 (“**CS Agreement**”) with John Van Deventer, Keith Maddin and James R Clark (the “**Buyers**”) for the disposal of its 100% stake in CS Capital Partners V, L.P. (“**CS Capital**”) for a consideration of GBP 2,113,532. The CS Agreement became effective on 7 October 2019. Full details are set out in the announcement published on SENS on 8 October 2019 and the SEM on 9 October 2019.

NOTIFICATION OF AN ACQUISITION OF BENEFICIAL INTERESTS IN SHARES

In accordance with Rule 13(4) of the Mauritian Securities (Disclosure Obligations of Reporting Issuers) Rules 2007, and as announced on SENS on Friday, 1 November 2019 by RECM and Calibre Limited (“**RAC**”) shareholders are advised that Astoria has received notification from Livingstone Investments (Pty) Ltd (“**Livingstone**”), a wholly-owned subsidiary of RAC that Livingstone has acquired a further 60 300 000 shares in Astoria, at R2.40 per share, from Hampden Capital (Pty) Ltd, Legae Peresec (Pty) Ltd and various portfolios managed by 36ONE Asset Management (Pty) Ltd, on 30 October 2019, for an aggregate cash consideration of R144,720,000 (“**the Transaction**”).

This Transaction increases Livingstone’s ownership of Astoria shares from 29.4% to 78.45% and imposes an obligation on Livingstone, to make a mandatory offer to acquire all the remaining voting shares of Astoria, not already owned by Livingstone, under Rule 33(1)(c) of the Mauritian Securities (Takeover) Rules 2010 (“**Rules**”).

Rule 33(1)(c) states that where a person, either individually or together with a person acting in concert acquires the right to exercise, or control the exercise of, more than 50 per cent of the rights attached to the voting shares of the company that person shall make an offer under Rule 33 (1) of the Rules.

Further announcements will be made in due course in accordance with the Rules.

PROSPECTS

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

The proceeds from the realisation of investments will be re-invested in short-term, liquid, fixed income or capital preservation-type investments.

DIVIDEND

No dividend has been declared for the period under review.

BASIS OF PREPARATION

These summarised unaudited consolidated results for the quarter and nine months ended 30 September 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 nine months ended 30 September 2019 were approved by the Board on [4] November 2019 and 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 – 4 November 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.

5 November 2019

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 SEPTEMBER 2019**

	Unaudited as at 30 September 2019	Audited as at 31 December 2018	Unaudited as at 30 September 2018
	\$000	\$000	\$000

ASSETS**Non-current assets**

Financial assets at fair value through profit or loss	6,909	77,253	122,747
Total non-current assets	6,909	77,253	122,747

Current assets

Cash and cash equivalents	14,547	55,323	25,193
Trade and other receivables	7	19	7
Total current assets	14,554	55,342	25,200

Total assets	21,463	132,595	147,947
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EQUITY AND LIABILITIES**EQUITY**

Stated capital	6,111	121,111	121,111
Treasury shares cancellation costs	(17)	(17)	(17)
Foreign currency translation reserve	180	329	164
Non-distributable reserve	6,315	-	-
Retained earnings	8,747	10,823	26,105
Total equity	21,336	132,246	147,363

LIABILITIES**Current liabilities**

Trade and other payables	127	349	584
Total current liabilities	127	349	584
Total equity and liabilities	21,463	132,595	147,947

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

	Unaudited for the quarter ended 30 September 2019 \$000	Unaudited for the 9 months ended 30 September 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 September 2018 \$000	Unaudited for the 9 months ended 30 September 2018 \$000
REVENUE					
Dividend income	-	304	3,210	365	2,202
Net (loss)/gain from financial assets at fair value through profit or loss	(1,530)	3,004	(17,084)	6,971	(1,706)
	(1,530)	3,308	(13,874)	7,336	496
EXPENSES					
General and administrative expenses	(162)	(6,213)	(2,792)	(508)	(2,342)
OPERATING (LOSS)/PROFIT	(1,692)	(2,905)	(16,666)	6,828	(1,846)
Net foreign exchange (loss)/gain	(19)	(192)	(625)	198	(257)
Other income	41	41	-	12	133
Net interest income	59	1,053	449	51	184
(LOSS)/PROFIT FOR THE PERIOD BEFORE TAXATION	(1,611)	(2,003)	(16,842)	7,089	(1,786)
Taxation	-	(72)	(471)	(72)	(245)
(LOSS)/PROFIT FOR THE PERIOD AFTER TAXATION	(1,611)	(2,075)	(17,313)	7,017	(2,031)
OTHER COMPREHENSIVE INCOME					
(Loss)/gain arising on foreign currency translation difference	(81)	(149)	329	(150)	164
TOTAL COMPREHENSIVE (LOSS)/PROFIT FOR THE PERIOD	(1,692)	(2,224)	(16,984)	6,867	(1,867)
(Loss)/profit per share from continuing operations:					
Basic (loss)/profit per share (cents)	(1.31)	(1.69)	(14.08)	5.71	(1.65)
Headline (loss)/profit per share (cents)	(1.31)	(1.69)	(14.08)	5.71	(1.65)

Astoria has no dilutive instruments in issue.

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

	Unaudited for the quarter ended 30 September 2019 \$000	Unaudited for the 9 months ended 30 September 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 September 2018* \$000	Unaudited for the 9 months ended 30 September 2018* \$000
Basic (loss)/profit from continuing operations attributable to equity holders	(1,611)	(2,075)	(17,313)	7,017	(2,031)
Headline (loss)/earnings from continuing operations attributable to equity holders	(1,611)	(2,075)	(17,313)	7,017	(2,031)
Weighted average number of shares (units)	122,954,726	122,954,726	122,954,726	122,954,726	122,954,726
Basic (loss)/profit per share (cents)	(1.31)	(1.69)	(14.08)	5.71	(1.65)
Headline (loss)/earnings per share (cents)	(1.31)	(1.69)	(14.08)	5.71	(1.65)

* Restatement Note

In the calculation of the profit/(loss) per share and headline earnings/(loss) per share for the quarter and nine months ended 30 September 2018, the company used the total comprehensive profit/(loss) for the respective periods of \$6 867 000 and \$(1 867 000) instead of the profit/(loss) after taxation of \$7 017 000 and \$(2 031 000) for the quarter and nine months ended 30 September 2018 respectively.

Accordingly, the prior periods profit/(loss) per share and headline earnings/(loss) per share were incorrectly reported as 5.58 cents per share and (1.52) cents per share for the quarter and nine months ended 30 September 2018 instead of 5.71 cents per share and (1.65) cents per share respectively.

	Unaudited for the quarter ended 30 September 2018	Unaudited for the 9 months ended 30 September 2018
Basic profit/(loss) per share (cents) - As previously reported	5.58	(1.52)
Basic profit/(loss) per share (cents) - As updated	5.71	(1.65)

ASTORIA INVESTMENTS LTD

SUMMARISED UNAUDITED GROUP STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2019

	Stated capital \$000	Translation reserve \$000	Treasury shares \$000	Non- distributable reserve \$000	Retained earnings \$000	Total \$000
Balance at 1 July 2019	6,111	261	(17)	6,315	10,359	23,029
Total comprehensive loss for the period						
Loss for the quarter	-	(81)	-	-	(1,611)	(1,692)
Total comprehensive loss	-	(81)	-	-	(1,611)	(1,692)
Balance at 30 September 2019 (Unaudited)	6,111	180	(17)	6,315	8,748	21,337
Balance at 1 January 2019	121,111	329	(17)	-	10,823	132,246
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 period	-	(149)	-	-	(2,075)	(2,224)
Total comprehensive loss	-	(149)	-	-	(2,075)	(2,224)
Balance at 30 September 2019 (Unaudited)	6,111	180	(17)	6,315	8,748	21,337
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	-	164	-	-	(2,031)	(1,867)
Total comprehensive income	-	164	-	-	(2,031)	(1,867)
Balance at 30 September 2018 (Unaudited)	121,111	164	(17)	-	26,105	147,363

ASTORIA INVESTMENTS LTD
**SUMMARISED GROUP STATEMENTS OF CASH FLOWS FOR THE QUARTER AND NINE MONTHS ENDED
30 SEPTEMBER 2019**

	Unaudited for the quarter ended 30 September 2019	Unaudited for the 9 months ended 30 September 2019	Audited for the year ended 31 December 2018	Unaudited for the quarter ended 30 September 2018*	Unaudited for the 9 months ended 30 September 2018*
	\$000	\$000	\$000	\$000	\$000
Cash flows from operating activities					
Loss after taxation	(1,611)	(2,075)	(17,313)	7,017	(2,031)
<i>Adjustments for:</i>					
Net (gain)/loss from revaluation of financial assets at fair value through profit or loss	(644)	6,094	21,354	(7,642)	1,737
Net realised loss/(gain) on disposal of investments	2,174	(9,098)	(4,270)	671	(31)
Interest income	(59)	(1,053)	(449)	(51)	(184)
Net foreign exchange loss/(gain)	19	192	625	(198)	257
Dividend income	-	(304)	(3,210)	(293)	(293)
Taxation	-	72	471	72	245
	(121)	(6,172)	(2,792)	(424)	(300)
<i>Changes in working capital:</i>					
Decrease in trade and other receivables	9	12	162	76	244
Increase/(decrease) in trade and other payables	85	(223)	(49)	(268)	63
Interest received	54	1,048	449	51	184
Withholding tax on dividend income	-	(72)	(471)	(72)	(245)
Net cash from operating activities	27	(5,407)	(2,701)	(637)	(54)
Cash flows from investing activities					
Acquisition of financial assets designated at fair value through profit or loss	(540)	(2,165)	(27,358)	(5,178)	(27,626)
Proceeds from sale of financial assets	2,670	75,369	62,963	13,562	32,175
Dividend received	-	304	3,210	293	1,450
Net cash from investing activities	2,130	73,508	38,815	8,677	5,999
Cash flows from financing activities					
Payment of shareholder capital distribution	-	(108,685)	-	-	-
Net cash used in financing activities	-	(108,685)	-	-	-
Net (decrease)/increase in cash and cash equivalents	2,157	(40,584)	36,114	8,040	5,945
Cash and cash equivalents at beginning of period	12,409	55,323	19,505	16,955	19,505
Effect on exchange rate fluctuations on cash and cash equivalents	(19)	(192)	(296)	198	(257)
Cash and cash equivalents at end of period	14,547	14,547	55,323	25,193	25,193

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

SUMMARISED UNAUDITED GROUP SEGMENTAL INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 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 September 2019 \$000	Unaudited for the 9 months ended 30 September 2019 \$000	Audited for the year ended 31 December 2018 \$000	Unaudited for the quarter ended 30 September 2018 \$000	Unaudited for the 9 months ended 30 September 2018 \$000
(Loss)/profit before taxation					
United States	(1,192)	11,087	(2,556)	5,850	782
United Kingdom	(340)	(5,603)	(4,646)	1,324	(1,986)
Europe	(50)	1,855	662	505	2,801
South Africa	49	(4,674)	(7,204)	(23)	(1,873)
Australia	-	56	(103)	(111)	(153)
Mauritius	(78)	(4,724)	(2,922)	(456)	(1,357)
Far East	-	-	(73)	-	-
	(1,611)	(2,003)	(16,842)	7,089	(1,786)

	Unaudited as at 30 September 2019 \$000	Audited as at 31 December 2018 \$000	Unaudited as at 30 September 2018 \$000
Total Assets			
United States	2,019	52,079	77,509
United Kingdom	4,965	29,261	49,574
Europe	-	14,179	5,616
South Africa	79	2,691	7,795
Mauritius	14,400	33,328	6,367
Australia	-	1,057	1,086
	21,463	132,595	147,947