

REVIEWED CONDENSED
CONSOLIDATED
SECOND INTERIM
RESULTS FOR
THE TWELVE
MONTHS ENDED
31 AUGUST 2014

INTRODUCTION

These reviewed consolidated second interim results of the Group are presented for the twelve months ended 31 August 2014 in accordance with section 3.15 (b) of the JSE Listings Requirements "Listings Requirements"). As a result of the change in year-end from 31 August to 30 November, the Group is required, in terms of the aforementioned provision of the Listings Requirements, to publish the financial results of the Group for a second interim period covering twelve months of trading.

Shareholders are advised that the corporate actions announced by the Group on or about 8 September 2014 and 27 October 2014 (the "Announcements") have not been incorporated into the results presented herein as those corporate actions are subject to shareholder approval and have not yet become unconditional.

The Announcements detailed, *inter alia*, the Group's plans to sell its remaining two operating companies, Structured Connectivity Solutions (Pty) Ltd ("SCS") and Andrews Kit (Pty) Ltd ("Contract Kitting") and as a result of this firm intention to dispose of those entities, the cash generating units of SCS and Contract Kitting have been classified as disposal groups held for sale in terms of IFRS 5 "*Non-current assets held for sale and discontinued operations*". In terms of the requirements of IFRS 5, the Group has presented the assets and liabilities of the disposal groups separately on the face of the statement of financial position and have accounted for these disposal groups by measuring the assets and liabilities of SCS and Contract Kitting at the lower of their carrying values and the fair value of those assets less cost to sell. In addition to the statement of financial position disclosures, the sum of the post-tax profit or loss of the discontinued operations, SCS and Contract Kitting for the 12 months ended 31 August 2014 and year ended 31 August 2013 (restated) is presented as a single amount on the face of the statement of comprehensive income.

Shareholders are advised to read these results with the Announcements.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE TWELVE MONTHS ENDED 31 AUGUST 2014

R'000	Reviewed twelve months ended 31 August 2014	Audited restated year ended 31 August 2013
Continuing operations Revenue Cost of Sales	755 (490)	19,896 (18,264)
Gross Profit Other income Operating expenses Impairment of goodwill and other financial assets Fair value adjustments Other operating expenses	265 10,685 (12,042) (304) (347) (11,391)	1,632 12,407 (40,308) (3,333) 6,672 (43,647)
Operating loss Finance income Finance costs	(1,092) 5,696 (2,360)	(26,269) 147 (528)
Profit/(Loss) before taxation Taxation	2,244 66	(26,650) (4,116)
Profit/(Loss) for the period from continuing operations	2,310	(30,766)
Discontinued operations Net loss for the period from discontinued operations Other comprehensive income: Exchange gain on translation of foreign operations (recyclable) Gains on revaluation of land and buildings Other comprehensive income for the period net of taxation	(89,084) - - -	(195,501) 388 99 487
Total comprehensive loss for the period	(86,774)	(225,780)
(Loss)/income attributable to: Equity holders of the parent Non-controlling interests	(92,014) 5,240	(209,204) (17,063)
(Loss)/Profit for the period from continuing operations attributable to: Equity holders of the parent Non-controlling interests	(2,930) 5,240	(27,117) (3,649)
Loss for the period from discontinued operations attributable to: Equity holders of the parent Non-controlling interests	(89,084) -	(182,087) (13,414)
Total comprehensive (loss)/income for the period attributable to: Equity holders of the parent Non-controlling interests	(92,014) 5,240	(208,949) (16,831)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE TWELVE MONTHS ENDED 31 AUGUST 2014

R'000	Reviewed twelve months ended 31 August 2014	Audited restated year ended 31 August 2013
Earnings per share		
Basic and diluted (loss)/earnings per share (cents)		
From continuing operations	(2.94)	(3.05)
From discontinued operations	(89.35)	(20.47)
Basic loss for the period	(92.29)	(23.51)
Headline and diluted headline (loss)/earnings per share (cents)		
From continuing operations	(2.94)	(2.84)
From discontinued operations	(16.23)	(6.10)
Headline loss for the period	(19.17)	(8.94)
Weighted average number of shares	99,701,849	889,726,462
Fully diluted weighted average number of shares	99,701,849	889,726,462
Total number of shares in issue	100,946,502	970,935,125
Reconciliation between (loss) / earnings and headline (loss)/earnings Continuing operations		
Basic loss attributable to equity holders of parent	(2,930)	(22,117)
(Profit)/loss on disposal of assets	(2,300)	117
(Profit)/loss on disposal of subsidiaries	_	2,550
Tax effect of adjustments	-	(826)
Headline loss	(2,930)	(25.276)
Discontinued operations Basic loss attributable to equity holders of parent	(89,084)	(102.007)
(Profit)/loss on disposal of assets	(947)	(182,087) 600
(Profit)/loss on disposal of associates	(941)	3,255
(Profit)/loss on disposal of subsidiaries	70,286	(15,020)
Loss recognised on the remeasurement of asset		
disposal groups to its fair value less cost to sell	_	786
Impairment of goodwill	3,561	127,494
Tax effect of adjustments	-	(1,348)
Portion of adjustments attributable to non-controlling interests	-	12,037
Headline loss	(16,184)	(54,283)
Net asset value per share (cents)	193.81	22.57
Net tangible asset value per share (cents)	193.81	18.68

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2014

Diese	Reviewed as at 31 August	Audited as at 31 August
R'000	2014	2013
ASSETS		
NON-CURRENT ASSETS		4.040
Property, plant and equipment Goodwill	-	4,342
Intangible assets	-	34,822 2,910
Other financial assets	10,000	2,910
Deferred taxation	1,665	9,777
	1,003	9,111
CURRENT ASSETS		
Inventories	50	58,688
Other financial assets	69,648	2,331
Current tax receivable	-	883
Trade and other receivables	2,334	62,644
Cash and cash equivalents	7,019	14,689
Non-current assets held for sale	158,943	262,058
TOTAL ASSETS	249,659	453,144
EQUITY AND LIABILITIES		
TOTAL EQUITY		
Shareholders' equity	195,646	219,113
Non-controlling interest	(14,221)	(8,605)
NON-CURRENT LIABILITIES		
Other financial liabilities	238	-
Operating lease liability	-	1,251
Deferred taxation	-	106
CURRENT LIABILITIES		
Other financial liabilities	7,000	29,241
Current tax payable	490	490
Finance lease obligation		126
Provisions	-	1,046
Trade and other payables	1,681	56,062
Bank overdraft	-	15,066
Non-current liabilities held for sale	58,825	139,248
TOTAL LIABILITIES	68,234	242,636
TOTAL EQUITY AND LIABILITIES	249,659	453,144

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE TWELVE MONTHS ENDED 31 AUGUST 2014

R'000	Reviewed as at 31 August 2014	Audited as at 31 August 2013
Balance at the beginning of the period as reported	210,508	483,188
Total comprehensive loss for the period	(86,774)	(226,267)
Exchange gain/(loss) on translation of foreign operation Revaluation Shares issued in terms of transactions with non-controlling shareholders Equity settled share based payments Shares vested in terms of forfeitable share plan Own shares acquired by subsidiaries, held as treasury shares Own shares acquired by subsidiaries, held as treasury shares re-issued Transactions with non-controlling shareholders	3,420 1,350 (79)	388 99 15,888 476 - (21,211) 23,139 (65,192)
Balance at the end of the period	181,425	210,508

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE TWELVE MONTHS ENDED 31 AUGUST 2014

R'000	Reviewed twelve months ended 31 August 2014	Audited restated year ended 31 August 2013
Net cash flow from operating activities	4,394	(40,558)
Net cash flow from investing activities	(20,834)	(979)
Net cash flow from financing activities	26,634	(11,233)
Total cash movement for the period	10,194	(52,770)
Cash at the beginning of the period	(377)	66,496
Cash balances transferred to held for sale	(2,798)	(14,103)
Total cash at the end of the period	7,019	(377)

NOTES TO THE FINANCIAL STATEMENTS

1. Reporting entity

ConvergeNet Holdings Limited is a company domiciled in the Republic of South Africa. The condensed consolidated second interim financial statements of the Group as at and for the year ended 31 August 2014 comprise the company and its subsidiaries (together referred to as the "Group").

The Group currently consists of the company and its subsidiary companies:

- ConvergeNet Management Services (Pty) Ltd
- Structured Connectivity Solutions (Pty) Ltd (Disposal group held for sale)
- Chrystalpine Investments 9 (Pty) Ltd (holding company of Andrews Kit Proprietary Limited) (Disposal group held for sale)
- Andrews Kit (Pty) Ltd (Disposal group held for sale)
- ConvergeNet SA (Ptv) Ltd (dormant since 30 June 2014)
- Navix Distribution (Pty) Ltd (dormant)
- Northbound Communication Solutions (Pty) Ltd (dormant)
- Simat Management Company (Pty) Ltd (dormant)

The consolidated financial statements of the Group as at and for the year ended 31 August 2013 are available on request from the Group's registered office at Level P3, Oxford Corner, c/o Jellicoe and Oxford, Rosebank, Johannesburg, or at www.convergenet.com.

2. Statement of compliance

These condensed consolidated second interim financial statements have been prepared in accordance with IAS 34, International Financial Reporting Standards, Interim Financial Reporting and the Financial Reporting Guides issued by the Accounting Practices Board of SAICA as well as section 29 of the Companies Act (No 71 of 2008). They do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 August 2013.

These condensed consolidated second interim financial statements were approved by the Board of Directors on 4 December 2014.

3. Accounting Policies

All accounting policies applied by the Group in these condensed consolidated second interim financial statements are the same as those applied by the Group in the consolidated financial statements as at and for the year ended 31 August 2013.

4. Financial preparation

These results have been prepared under the supervision of Peter van Zyl, the Group Chief Financial Officer.

5. Comparative figures

Unless otherwise indicated, comparative figures refer to the year ended 31 August 2013.

6. Use of estimates and judgments

The preparation of these second interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated second interim financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 August 2013.

7. Other financial assets

Non-current other financial assets materially comprise:

R10,000,000 investment in a loan arranged by AfrAsia Special Opportunities Fund (Pty) Ltd which
accrues interest at 2% per month (serviced monthly) and which is repayable on or before 30
September 2015.

Current other financial assets materially comprise:

- R50,000,000 outstanding from Zaloserve (Pty) Ltd, the purchase of Sizwe Africa IT Group (Pty)
 Ltd, on the terms detailed in note 13 of the audited consolidated annual financial statement of the Group for the year ended 31 August 2013; and
- R15,116,787 investment in a loan arranged by AfrAsia Special Opportunities Fund (Pty) Ltd which
 accrues interest at 2% per month (serviced monthly) and which is repayable on or before 20
 August 2015.

8. Other financial liabilities

Other financial liabilities comprise the second tranche of the consideration, amounting to R7 million, for the acquisition of 26% in Contract Kitting, recognised at amortised cost and payable on 31 August 2013. The amount was subsequently settled on 1 September 2014.

9. Assets and liabilities of disposal group held for sale and discontinued operations

	At	At
	31 August	31 August
R'000	2014	2013
Assets of disposal group classified as held for sale		
Property, plant and equipment	4,076	27,114
Goodwill and intangible assets	32,233	523
Other financial assets	641	28,447
Inventories	63,779	32,451
Trade and other receivables	50,368	164,211
Other assets	7,876	9,312
	158,943	262,058
Liabilities of disposal group classified held for sale		
Interest bearing loans and other financial liabilities	309	7,653
Finance lease obligation	-	16,477
Trade and other payables	58,517	109,126
Other liabilities	-	5,992
	58,825	139,248

Assets and liabilities of disposal group held for sale and discontinued operations Profit/Loss from discontinued operations for the twelve months ended 31 August 2014

S R'000	Sizwe Africa IT Group 2014	Telesto Communication Solutions 2014	Structured Connectivity Solutions 2014	Chrystalpine Investments 9 Group (including Contract Kitting) 2014	Total 2014
Revenue	-	-	35,864	210,939	246,803
Other income			•	•	•
and investment revenue	-	-	133	1,677	1,810
Expenses	-	-	(37,622)	(226,122)	(263,744)
Profit before taxation					
of discontinued operations	-	-	(1,625)	(13,507)	(15,131)
Taxation	-	-	(6,703)	2,528	(4,175)
(Loss)/profit after tax of discontinued operatio	ns -	-	(8,327)	(10,979)	(19,306)
Post-tax (loss)/gain recognised on the sale of disposal groups Post-tax loss recognised	(52,539)) (18,839)		5,161	(66,217)
on the re-measurement of assets of disposal group				(3,561)	(3,561)
(Loss)/Profit for the year from discontinued operations	(52,539)) (18,839)	(8,327)	(9,379)	(89,084)

Assets and liabilities of disposal group held for sale and discontinued operations (continued) Profit/Loss from discontinued operations for the year ended 31 August 2013

	200000000000000000000000000000000000000						
	Sizwe Africa	Simat	Telesto	X-DSL		Chrystal-	
	IT Group	Group Co	Group Communication Networking	Networking		bine	
			Solutions	Solutions	SCS	Group	Total
R'000	2013	2013	2013	2013	2013	2013	2013
Revenue	613,178	14,565	16,352	15,452	30,456	232,654	922,657
Other income, investment revenue							
and share of profits of associates	11,858	2,316	-593	226	29	432	14,598
Expenses	(673,827)	(52,171	(16,857)	(21,086)	(29,738)	(233,491)	(233,491) (1,027,170(
Profit before taxation of discontinued operations	(48,791)	(35,290)	(1,098)	(5,078)	747	(402)	(89,915)
Taxation	2,849	(3,348)	(165)	(6)	834	(2,699)	(2,538)

(Loss)/profit after tax of discontinued operations	(45,942)	(45,942) (38,638)	(1,263)	(5,087)	1,581		(3,104) (92,453)
Post-tax (loss)/gain recognised on the sale of disposal groups		24.563		(4,131)			20.432
Post-tax loss recognised on the							
re-measurement of assets of disposal group	(20,929)		(17,187)			(55,334)	(55,334) (123,480)
(Loss)/Profit for the year from discontinued operations	(96,901)	(96,901) (14,075)	(18,450)	(9,218)	1,581	1,581 (58,438) (195,501)	(195,501)

As the Group have no continuing operations at 31 August 2014, pending completion of the corporate actions noted in the Announcements, no segmental reporting has been presented for the current reporting period as the key operating decision maker, Peter van Zyl, manages the continuing operations of the Group as a single segment. The Group does not manage the discontinuing operations, Structured Connectivity Solutions (Pty) Ltd and the Chrystalpine Investments 9 (Pty) Ltd group (incorporating Andrews Kit (Pty) Ltd), as segments during the interim period between the date of the release of the Announcements and the effective date of the corporate actions contained therein, as such segments are managed by Tellumat Proprietary Limited. Operating segments

Operating segments (continued)

Segmental comparative information is presented in respect of the Group's organisational structure and reporting framework for the year ended 31 August 2013 as follows:

R'000	IT Infrastructure Technology solutions	Telecom Infrastructure Technology solutions	Africa Site Maintenance Solutions	Corporate	Consolidation and other	Total
Period ending 31 August 2013 From continuing operations Total revenue Inter-segment sales	11,431 (3,134)	12,048	1,068	20,293 (20,293)	. (1,518)	44,840 (24,945)
Reported revenue	8,298	12,048	1,068	0	(1,518)	19,896
Segmental result Core operating loss for the year Impairment of goodwill and loans and receivables Investment income Share of profits of associates Finance costs Taxation	(10,928)	9,620	(6,863)	(30,465)	15,700	(22,936) (3,333) 147 - (528) (4,116)
Net loss for the year after taxation						(30,766)

Other income

Other income materially comprises:

The write-back of a liabilities previously owed by Simat Management Group SA (Pty) Ltd, in the amount of R10,576,000, a wholly-owned subsidiary of the Group, to companies no longer forming part of the Group, which are no longer due and payable in terms of the sale agreements upon the disposal of the

Investment income 12

Investment income materially comprise:

R4,995,158 interest income earned on the vendor loan provided to the Purchaser of Sizwe Africa IT Group (Pty) Ltd on the terms detailed in note 13 to the audited consolidated financial statement of the Group for the year ended 31 August 2013.

13. Finance cost

Finance costs materially comprise:

- R542,297 interest in respect of the second tranche payable of the consideration, amounting to R7 million (refer note [8]), for the acquisition of 26% in Contract Kitting, recognised at amortised cost; and
- R1,813,248 interest in respect of a bridge loan from Bell Tower Financial (Pty) Ltd amounting to R20,600,000 which accrued interest at a rate of prime plus 2% from 1 September 2013 to 20 November 2013 and prime plus 10% from 21 November 2013 to 19 March 2014 when the capital and accrued interest in the amount of R22,561,398 was settled.

14. Financial risk management

The Group's financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 August 2013.

15. Change in Board of Directors

Mr. DF Bisschoff resigned as Chief Financial Officer on 31 October 2013 and was subsequently appointed as interim Chief Financial Officer and CEO on a contract basis. This interim agreement terminated on 31 December 2013. Mr. P van Zyl was appointed as a director on 21 November 2013 and replaced Mr. Bisschoff as Chief Financial Officer from 1 January 2014. Janine du Bruyn was appointed as independent non-executive on 25 July 2014. On 8 September 2014, Christina Wiese and Clare Wiese were appointed as independent non-executive directors.

16. Corporate Governance

Mr. Warwick van Breda was appointed as company secretary to ConvergeNet and its subsidiaries with effect from 1 December 2013, prior to which date the role was fulfilled by Juba Statutory Services Proprietary Limited.

17. Corporate Activities and Share Capital

The Group issued 38,529,866 shares at 9 cents per share during November 2013 under the general authority to issue shares for cash. The shares were issued to settle operating expenses of the Group.

The Group completed the repurchase of 34,447 shares at 12 cents per share on 9 December 2013 under the Specific and Odd-lot Offers announced previously. The consolidation of the shares in issue on a 10-for-1 basis was completed on 23 December 2013 ("Share Consolidation").

On 11 December 2013, the sale of Sizwe Africa IT Group Proprietary Limited ("Sizwe") became unconditional. Payment of R40 million was effected during the reporting period in accordance with the provisions of the sale agreement. Other financial assets disclosed in the Statement of Financial Position include the remaining R70 million receivable from the Sizwe purchaser as at 31 August 2014. In the event that the outstanding purchase consideration in respect of Sizwe is settled prior to 31 December 2014, the acquirer will be eligible for a R20 million reduction in the face value of the R110 million receivable as an early settlement discount. Management have assessed the likelihood of early repayment and have concluded that the Purchaser will access all discounts available in terms of the sale agreements. This represents a conservative approach as the company has recognized the minimum payment due in terms of the sale agreement.

The sale of Telesto Communication Solutions Proprietary Limited ("Telesto") became unconditional on 29 October 2013 and payment of R6 million was effected by the acquirer in accordance with the agreement terms described in the integrated annual reported issued on 31 March 2014 as well as a further payment of R1.25 million on 30 May 2014 in full and final settlement of the outstanding purchase consideration.

The current portion of other financial assets includes R0.3 million receivable from the purchasers of X-DSL as at 31 August 2014 of which R0.2 million has been received subsequent to the reporting date.

18. Forfeitable share plan

During the period under review, 4,420,000 shares (pre-consolidation) vested at 10 cents per share under the Group's forfeitable share plan. An expense of R0.4 million was recognised in profit and loss from discontinued operations. A further 145,000 shares (post consolidation on a 10-for-1 basis) vested on 31 August 2014 in respect of SCS at 165 cents per share and a further R0.24 million expense was recognised.

19. Dividend

No dividend has been proposed for the period under review.

20. Events after the Reporting Period

The directors are not aware of any subsequent events, not already disclosed above and in the Announcements, that require further disclosure in this announcement.

21. Review conclusion

The consolidated second interim financial statements of ConvergeNet Holdings Limited for the twelve months ended 31 August 2014 have been reviewed by the Group's auditors, Grant Thornton Cape Inc. ("Grant Thornton"). In its review report dated 4 December 2014, which is available for inspection at the Group's Registered Office, Grant Thornton states that its review was conducted in accordance with the International Standard on Review Engagements 2410, "Review of the Interim Information Performed by the Independent Auditor of the Entity", and has expressed an unmodified conclusion on the consolidated second interim financial statements.

The auditor's report does not necessarily report on all of the information contained in this announcement/ these financial results. Shareholders are therefore advised that, in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the accompanying financial information from the issuer's registered office.

22. Change of name from ConvergeNet Holdings Limited to Stellar Capital Partners Limited

Shareholders are advised that the Company's proposed name change to "CQ Capital Partners Limited" was reconsidered by the board. In light of this, the company has reserved the name "Stellar Capital Partners Limited" with CIPC in accordance with section 12 of the Companies Act, 72 of 2008.

23. Group outlook

Shareholders are referred to the Announcements for further information regarding the Group outlook. Furthermore, the Group is currently finalising a detailed circular to shareholders ("Circular") which will provide an overview of ConvergeNet's intention to convert to an investment holding company and transfer from the "information and communication technology" sub-sector of the JSE to the "investment companies" sub-sector of the JSE. Shareholders are advised to consult the Circular, which is expected to be posted to shareholders on or about 15 December 2014, in order to consider the pro-forma financial effects of each of the corporate actions contained in the Announcements.

For and on behalf of the board

D Tabata Chairman PJ van Zyl Chief Financial Officer

4 December 2014

CORPORATE INFORMATION:

Directors

D Tabata*^ (Chairman), P van Zyl, L Mangope*^, C Pettit*^, CC Wiese*^, CH Wiese*^, J de Bruyn*^ (* Non-Executive, ^ Independent)

Company secretary

Warwick van Breda.

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