

UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2020

Highlights

- Operating profit increased by 132%
- Cash generated from operations increased by 218%
- Earnings per share increased by 168%
- Headline earnings per share increased by 70%
- New, more efficient operating structure implemented
- Disposal of Reflex Solutions on track, with shareholders' meeting set for 21 April 2021
- Group leadership and succession planning successfully executed

Introduction

The first half of the 2021 financial year continued to be affected by the impact of COVID-19 on Jasco's customers and the general South African economy. Although the group's revenue improved in the last six months, it was still lower than the comparative six-month period ended 31 December 2019.

However, as committed to the market and in line with the stringent focus on cost-cutting and efficiencies, the operating profit before interest and taxation pleasingly improved from losses for the comparative six months to 31 December 2019 and for the year-end to 30 June 2020 to a profit for the six months to 31 December 2020.

The group was restructured to ensure ongoing improvement in uncertain markets, with a new group structure from 1 November 2020. The 2019 comparative results have been restated in the segmental review to facilitate meaningful comparison.

Old structure		New structure	
ICT-Carriers	Webb Industries Hi-Sites Carrier Solutions	Communication Solutions	Webb Industries Datavoice RAMM Technologies
ICT-Enterprise	Enterprise Communications Datavoice Broadcast Property Technology Management (PTM) Newtelco Reflex Solutions RAMM Technologies	Intelligent Solutions	Enterprise Communications Broadcast Hi-Sites PTM Carrier Solutions Newtelco Power Solutions
Security & Fire		Security & Fire Safety	
Electrical Manufacturers		Manufacturing	
Power & Renewables			

The revised structure will enable managerial and administrative efficiencies that support additional cost reductions in the second half of the 2021 financial year. The businesses are transitioning into the new structure, and the focus for the remainder of 2021 will be on organic revenue growth and improved profitability.

In line with the group's succession planning, the recent appointment of a permanent chief executive officer (CEO) and chief financial officer (CFO) from within the group will ensure continuity of leadership. The new head office team and the restructured divisional teams with fewer management members will also result in lower head office costs and divisional overheads going forward.

Reflex Solutions

Jasco relinquished control of Reflex Solutions (Reflex) on 20 September 2020.

The disposal transaction is well advanced, with the circular distributed to shareholders on 19 March 2021, calling for a general meeting to be held on 21 April 2021 to approve the disposal. As detailed in the circular, the major shareholders, representing approximately 65%, have provided irrevocable written undertakings to vote in favour of the disposal transaction.

The results of Reflex are separately disclosed as a discontinued operation for the current and prior reporting periods.

Background to the transaction

Jasco acquired a 51% interest in Reflex with effect from 1 May 2017.

Due to growing demand for data services from its existing customers, Reflex required additional capital funding for its ongoing investment in its data centre and network infrastructure during 2020. Jasco agreed to a planned rights issue of R10 million in Reflex on 20 September 2020 to support the business' growth.

Jasco did not follow its rights, as it had to conserve its cash resources due to the impact of the COVID-19 lockdown.

As other non-controlling Reflex shareholders took up their rights, the share subscription diluted Jasco's majority interest of 51% in Reflex to 47.7% on 20 September 2020. At the same time Jasco entered into a put option agreement (refer to Exercise of the put option). As the transaction resulted from a new share issue by Reflex to the non-controlling shareholders, no consideration was payable to Jasco.

The loss in control gave rise to a profit of R14,7 million to Jasco during the period, with the investment being equity-accounted from 20 September 2020.

Exercise of the put option

Jasco, Myriad Capital Communications Proprietary Limited (Myriad), and Reflex entered into a put option agreement, which resulted in Myriad granting Jasco an option, exercisable at Jasco's sole discretion, to purchase Jasco's entire shareholding of 510 Reflex ordinary shares (representing the 47.7% interest in Reflex), for a transaction consideration of R72 857 143, plus a dividend of R3 233 000. This represents a share price of R142 857.14 per share, subject to Jasco's shareholders' approval. Refer to the circular at www.jasco.co.za for more information.

Financial overview

Reflex's results are separately disclosed as a discontinued operation for the current and prior reporting periods. The commentary on the financial performance therefore deals with Reflex's performance separately.

Statement of comprehensive income

Revenue of R351,3 million from continuing operations was 16% lower (Dec 2019: R416,9 million), mainly due to the ongoing effect of the COVID-19-related lockdowns. When compared to the revenue from continuing operations of R245,1 million for the preceding six months ended 30 June 2020, revenue for the current six months improved by 43% as lockdown levels eased to Level 1 by early December.

The Reflex revenue of R70,9 million for the two-months and 20 days was still included in the Jasco results (Dec 2019: R128,3 million (full six months)).

Therefore, Jasco's total revenue of R422,3 million decreased by 23% from R545,2 million in the comparative period. When compared to the revenue of R394,1 million for the preceding six months ended 30 June 2020, total revenue improved by 7%.

Profit before interest and taxation (PBIT or operating profit) from continuing operations improved to a profit of R1,9 million (Dec 2019: R6,2 million loss). This was mainly due to significant cost savings across the group, which were somewhat offset by a R14,0 million decrease in profit by Datavoice in Communication Solutions. Unfortunately, project revenue that was included in the comparative period had to be derecognised in the second half of the 2020 financial year. (Refer to the operational segmental review.)

Reflex's operating profit contribution increased by 60% to R19,3 million for the two-months and 20-day period compared to R12,1 million for the six months to December 2019. Included in the discontinued operation's operating profit line is the R12,7 million net profit arising from the loss in control of Reflex.

Therefore, the total group operating profit of R21,2 million increased by 261% from R5,9 million in the comparative period and turned around from a loss of R66,2 million for the preceding six months ended 30 June 2020.

Net finance costs of R13,4 million for continuing operations increased marginally from the corresponding period's R13,1 million (December 2019). The main contributors to finance costs were interest on the corporate bond and on the Bank of China working capital facility. The IFRS 16 interest impact of R5,6 million (Dec 2019: R4,9 million) is also included. The net finance cost of the discontinued operation Reflex was R0,8 million compared to R2,7 million for the comparative period.

The taxation expense for continuing operations was a credit of R0,9 million (Dec 2019: R4,1 million credit) and the effective tax rate of 7.8% differed from the statutory rate of 28%. This was mainly due to the corporate bond interest, which is non-deductible, the profit on the loss of control of Reflex, which is capital in nature, and a number of entities where a deferred tax asset is not recognised on losses incurred. The taxation charge of the discontinued operation was R1,6 million compared to R2,8 million for the comparative period.

The equity-accounted profit of R5,9 million (Dec: R1,1 million loss) relates to the equity-accounted profit from Reflex. As indicated earlier, Reflex has been equity accounted from 20 September 2020. The loss of December 2019 related to Jasco East Africa.

Profit attributable to ordinary shareholders from continuing operations improved from a R16,8 million loss in December 2019 to a loss of R2,4 million in December 2020. Including the profit from the discontinued operation, the total profit attributable to ordinary shareholders increased to a profit of R9,2 million in December 2020 from a R13,5 million loss in December 2019.

Earnings per share (EPS) increased from a 6.0 cents per share loss to a profit of 4.1 cents per share. The weighted average number of shares in issue decreased from 226 280 586 shares to 224 446 129 shares due to an increase in the number of treasury shares. This did not have a material impact on the comparison to the prior period.

Headline earnings per share improved from a loss of 5.2 cents per share to a loss of 1.5 cents per share. The difference between earnings and headline earnings for the year relates to a loss on disposal of fixed assets and the profit on the loss of control of Reflex.

Statement of financial position

Non-current assets and liabilities

The loss of Jasco's controlling stake in Reflex resulted in a decrease in a number of balance sheet line items. These are outlined in the table below for ease of reference:

Item	Dec 2020	Jun 2020	Dec 2019
Plant and equipment	R43,0 million	R74,7 million	R96,6 million
Right-of-use assets	R59,5 million	R106,1 million	R79,5 million
Intangible assets (including goodwill)*	R72,7 million	R117,8 million	R137,6 million
IFRS 16 Lease liabilities (long and short-term)	R83,2 million	R137,2 million	R122,9 million
Debt:equity ratio (excluding lease liabilities)**	384.6%	315.2%	116.8%

* Also impacted by the continuing amortisation of intangibles.

** Including the cash on hand of R31,7 million.

* The expected proceeds of R72,8 million from the Reflex disposal will reduce the borrowings and improve the debt:equity ratio to 274.2% in the second half of the year.

The capital expenditure of R1,5 million during the period (Dec 2019: R8,5 million) mainly related to replacement capital expenditure across divisions and in the head office.

The investment in associate, which related to the group's East Africa operations, decreased from R0,7 million at 31 December 2019 to zero at 31 December 2020 due to the disposal of these operations in the second half of the previous financial year. The equity-accounted investment in Reflex is classified as an asset held for sale at R70,4 million.

The deferred tax asset increased from R22,0 million at 30 June 2020 to R25,6 million at 31 December 2020 due to the recognition of deferred tax assets related to operating losses in the Jasco Trading entity. This entity houses Webb Industries, Manufacturing and corporate head office. Management is maintaining a conservative approach in the recognition of deferred tax assets for the other subsidiaries in an accumulated loss position.

Other non-current financial assets of R3,3 million (Dec 2019: R8,0 million) decreased from R6,7 million at 30 June 2020 and mainly relate to the finance lease receivable for a call centre upgrade delivered by the Enterprise Communications business to a major customer in 2018.

Interest-bearing liabilities of R205,9 million (Dec 2019: R205,3 million and June 2020: R209,2 million) include the working capital loan from the Bank of China of R135,0 million and the corporate bond of R45,0 million. These were both still classified as short-term at the reporting date. It also includes the bridging loan received from Myriad of R21,7 million related to the Reflex disposal consideration of R72,8 million. The remaining R3,2 million relates mainly to the group's asset financing.

Working capital

The loss of Jasco's controlling stake in Reflex resulted in a decrease in a number of balance sheet line items. These are outlined in the table below for ease of reference:

Item	Dec 2020	Jun 2020	Dec 2019
Inventories on hand*	R82,5 million	R101,1 million	R99,0 million
Trade and other receivables (including contract assets)**	R100,7 million	R171,6 million	R221,5 million
Non-interest-bearing liabilities***	R125,1 million	R178,3 million	R173,3 million
Deferred maintenance revenue#	R33,9 million	R42,5 million	R49,5 million

* The inventory levels in all areas of the group decreased in line with the lower volumes.

** The age profile of the debtors' book is good, with isolated incidents of delayed payments from one or two smaller customers across the businesses.

*** Also impacted by a reduction in trade and other payables in line with the movement in trade and other receivables.

Relates to prepaid service level agreements from blue-chip customers, predominantly in Enterprise Communications.

Statement of cash flows

The statement of cash flows reflects cash generated from operations before working capital changes of R34,3 million compared to R27,9 million in December 2019. Working capital changes reflect an outflow of R5,5 million (Dec 2019: R18,8 million outflow). This outflow mainly relates to an increase in trade receivables from continuing operations since June 2020 due to the higher volumes following the hard lockdown in April to June 2020.

The net interest payment of R14,2 million (Dec 2019: R15,8 million) decreased after the loss of the controlling interest in Reflex, while income tax payments decreased from R2,8 million to R0,8 million on lower profitability levels in a number of the subsidiaries. The dividend outflow of R3,3 million in December 2019 related to the minority shareholders in Reflex.

Consequently, total cash inflows from operating activities of R13,7 million compares to a R12,9 million outflow in December 2019.

Investing activities saw an inflow of R2,5 million (Dec 2019: R11,3 million outflow), mainly due to the repayment of a finance lease by an Enterprise Communications customer. This was somewhat offset by the capital expenditure mentioned under the statement of financial position.

The financing activities inflow of R0,7 million (Dec 2019: R12,6 million inflow) mainly relates to the bridging loan of R21,7 million. This was partly offset by the Bank of China loan repayment of R10 million and the repayment of asset finance. There were no capital repayments made on the corporate bond during the period.

Accordingly, the closing cash balance of R31,7 million pleasingly increased from R21,3 million in June 2020 and from R28,7 million in December 2019.

Operational segmental review

As indicated earlier, the group structure was reorganised to increase efficiencies, optimise cost reductions and improve alignment with markets in ongoing challenging conditions.

Communications Solutions

Communications Solutions delivers telecommunications products and services in the access, transmission and operational support systems markets for telecommunications networks across southern Africa. Webb Industries is the largest supplier of ancillary radio frequency products in sub-Saharan Africa, Datavoice provides voice recording software applications to the local and international market and RAMM Technologies, a partly-owned subsidiary, offers real-time asset tracking and management.

Period under review

Communications Solutions contributed 28.8% of group revenue from continuing operations compared to 29.0% in the comparative period.

Revenue decreased by 16.5% to R101,4 million (Dec 2019: R121,5 million). Unfortunately, R11,5 million of revenue recognised in the first half of F2020 by Datavoice had to be reversed during the second half due to a legal challenge between one of its customers and their customer in Poland. Although the contract between Jasco and its customer remains in place, management followed a prudent approach in the prior financial year and reversed the revenue recognised.

Accordingly, the operating profit also decreased by 77.0% to R2,4 million (Dec 2019: R10,3 million), which included the profit on the Polish project. Although the operating margin therefore declined to 2.3% (Dec 2019: 8.5%), it improved from -24.6% in the second half of the previous financial year.

Outlook

Continued cost control will be exercised following the implementation of the new organisational structure and changes in divisional management.

Webb Industries expects major telecommunications operators to release capital budgets for investment into 5G rollouts in 2021 based on the anticipated availability of high frequency spectrum from the Independent Communications Authority of South Africa (ICASA). Other niche growth areas, such as fibre open access networks, are also being targeted for revenue growth.

Datavoice expects revenue growth through a key international channel partner in the Middle East and Asia. Although the contractual issues with its major customer in Poland have not been finally resolved, the engagement has been constructive and orders have been secured in new territories in recent months.

RAMM Technologies is confident that its major customer will maintain spend during the year. This business' focus will remain on diversification of the customer base in 2021, with a particular focus on the blue-chip corporate sector.

Intelligent Solutions

Intelligent Solutions focuses on ICT solutions for the blue-chip corporate sector and state-owned entities. It delivers end-to-end technology solutions to meet both premises and cloud-based customer requirements. It consists of Enterprise Communications, Broadcast Solutions, Hi-Sites, PTM, Carrier Solutions, NewTelco and Power Solutions.

Period under review

This business contributed 32.6% of group revenue from continuing operations compared to 31.9% in the comparative period.

Revenue decreased by 14.0% to R114,7 million (Dec 2019: R133,4 million), mainly due to the decrease in the Enterprise Communications volumes on the loss of two financial institutional customers and lower equipment sales to a regional New Telco customer.

However, operating profit increased from a loss of R0,5 million to a profit of R12,0 million due to significant cost savings. The operating margin improved to 10.4% (Dec 2019: -0.4%) from -8.9% in the second half of the previous financial year.

Outlook

Intelligent Solutions expects ongoing demand for cloud and service-based offerings in the Enterprise Communications and Broadcast media space. It will continue with aggressive marketing of these solutions, which will include a focus on managed solutions as a fast-growing and higher-margin business area.

A number of annuity service-level agreement (SLA) renewals is expected from key Broadcast and Enterprise Communications customers during the second half of the financial year. These SLAs, as well as the current Rand strength, will support margins.

An increased sales focus has been put in place in the coastal regions to regain lost market share in Enterprise Communications.

The Power Solutions line of business will broaden its power assurance product portfolio and service offerings by delivering alternative, value-for-money solutions.

Ongoing cost control will be exercised following the implementation of the new organisational structure and changes to divisional management. The annual savings achieved from a smaller management team will flow through during the second half of the financial year.

Security & Fire Safety

The business offers design, installation and maintenance of smart technology solutions to address the safety of buildings and people, including access control, surveillance, intrusion and fire detection, fire suppression and fire fighting equipment.

Period under review

Security & Fire Safety contributed 7.6% of group revenue from continuing operations compared to 11.4% in the comparative period.

Revenue decreased by 44.2% to R26,7 million (Dec 2019: R47,8 million), as this division was still impacted by limited access to customer sites due to COVID-19 lockdown restrictions. However, as lockdown levels eased, revenue improved by 81.3% compared to the immediately preceding six months ending June 2020.

Operating profit decreased from a profit of R0,9 million for the six months to December 2019 to a loss of R1,8 million in the current period due to the decrease in revenue. However, this was a strong improvement from the R4,8 million loss in the immediately preceding six months due to management's focus on cost reduction and the start of on-site roll-outs.

Outlook

The lack of revenue and its resultant impact on profitability has made trading more difficult in already challenging conditions. Although a further review of the cost base is being undertaken, revenue growth is crucial in the second half of the financial year.

The business currently faces cash flow challenges, which impacts its ability to implement projects for new customers. A cash injection from the group will be made during the second half of the financial year to assist Security & Fire Safety solutions to complete key projects and ensure a turnaround.

Manufacturing

Manufacturing consists of Electrical Manufacturers and is largely a component manufacturer of household electrical products, wire harnesses, metal pressings and plastic injection-moulded products, with a special focus on the large home appliance market in southern Africa.

Period under review

Manufacturing contributed 31.0% of group revenue from continuing operations compared to 27.7% in the comparative period.

Revenue decreased by 5.5% to R109,5 million (Dec 2019: R115,9 million) due to lower volumes from an electrical product the group is currently replacing with an updated offering. The roll-out of this is expected in the second half of the 2021 financial year. Revenue improved by 66.4% compared to the immediately preceding six months ended June 2020, as lockdown levels eased.

Operating profit decreased by 17.1% from R8,4 million to R7,0 million due to the decrease in revenue, but pleasingly improved from the R3,3 million loss in the immediately preceding six months.

Outlook

The business expects to see higher volumes from the large appliance manufacturers. This follows improved local demand following increased home improvement and some supply delays of competing global large appliance brands due to the impact COVID-19 related lockdowns on international shipping lines. The focus will remain on revenue diversification from new customers through the introduction of new product lines.

The risk of increased loadshedding by Eskom is a concern, as lost production time cannot be recovered. To mitigate this, the business will increase its holding of raw materials and finished product to ensure continuity of supply for its key customers. An ongoing capital replacement programme in favour of energy-efficient machinery will result in further savings in electricity consumption.

Key internal initiatives

The following key internal initiatives are under way:

Optimal capital structure

The group plans to fully redeem the corporate bond and reduce the Bank of China working capital loan in the second half following the conclusion of the Reflex disposal transaction. The optimal capital structure is being evaluated with a view to further reduce debt.

Improving operating margins and performance

The management team will remain focused on cost control in all areas of the group and securing higher-margin quality revenue.

Working capital management

Although inventories and trade receivables are well managed, trade payables in certain divisions have aged due to the impact of historic losses and the ongoing difficult trading conditions. Poor group credit ratings and the withdrawal of credit insurance cover are also impacting negatively on a number of key suppliers' trade terms. The group is addressing this as a matter of urgency.

Transformation

The transformation of Jasco is receiving ongoing attention, with the following areas a priority:

- Skills development and training of employees.
- Employment equity – achieving targets at all management levels.

Group prospects

Jasco's primary focus in the short-term will remain on delivering sustained profits and addressing the optimal way to recapitalise the group.

The management team will also continue to execute the group's strategy and concentrate on the following additional key areas:

- Cost management and ensuring a continued improvement in sustainable profitability levels in all divisions.
- Reducing the financial gearing through a combination of the Reflex disposal proceeds and the cash generated by Jasco's operations.
- Adding new products and services to Jasco's portfolio, with an emphasis on managed solutions as a faster-growing and higher-margin business area within the Intelligent Solutions portfolio.

Litigation, claims and other contingencies

There are no material matters to disclose.

Changes to the board and the company secretary

On 1 March 2021, Mr Warren Prinsloo was appointed as CEO and Miss Liska Prigge as CFO. Mr Pete da Silva resigned as interim CEO and returned to his duties as an alternative non-executive director to the deputy chairman.

MCP Managerial Services Proprietary Limited, represented by Mr Joel Naidoo, was appointed as Jasco's company secretary, with effect from 1 March 2021.

Subsequent events

The unlisted corporate bond was due to mature on 31 January 2021, and was replaced by new notes on 29 January 2021 for R45 million. The maturity date for the new bond is 31 July 2021 and the interest rate is unchanged at JIBAR plus 325 points. The financial covenants, which are measured quarterly, were relaxed to cater for the group's current financial position.

In addition, the new note was split on 3 February 2021 and Community Investment Holdings acquired R20 million of the notes from the existing bondholder. The corporate bond is expected to be fully settled by no later than 30 April 2021.

There were no other material subsequent events.

Accounting developments

The current period was not impacted by the implementation of any new IFRS standards.

For and on behalf of the board

Dr ATM Mokgokong
(Non-executive chairman)

WA Prinsloo
(Chief executive officer)

LA Prigge
(Chief financial officer)

30 March 2021

Fair values

The fair values of the recognised financial instruments are not materially different from the carrying amounts reflected in the statement of financial position.

The fair value of financial instruments, excluding foreign currency contracts and option contracts, has been calculated by discounting the expected future cash flows at prevailing interest rates. The fair value of foreign currency contracts and option contracts has been determined using valuation techniques with market observable inputs. The most frequently applied valuation techniques include forward pricing models using present value calculations. The model incorporate various inputs, including the foreign exchange spot and forward rates, forward rate curves of currency basis spreads between the respective currencies, and forward rate curves of the underlying commodity.

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

At 31 December 2020 and 2019, the group's only financial instruments carried at fair value were foreign currency contracts. These were classified as level 2, as the fair values are independently verified.

	2020 R'000	2019 R'000
Foreign currency contracts asset	-	-
Foreign currency contracts liability	430	1 866

Basis of preparation

The unaudited results comply with IAS 34 – Interim Financial Reporting. The accounting policies and methods of computation used in the preparation of this announcement are consistent with those used in the preparation of the annual financial statements for the year ended 30 June 2020, which comply with International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee and Financial Pronouncements, as issued by the Financial Reporting Standards Council, the Listings

