

RDC PROPERTIES LIMITED

PO Box 405391, Gaborone, Botswana Plot 5624, Lejara Road, Broadhurst Industrial, Gaborone, Botswana.

Registration Number 96/592 (Incorporated in the Republic of Botswana)

Directors: G R Giachetti (Chairman)*, G Giachetti*, K Jefferis, L Magang, K C Maphage, J Pari*, Andrew Bradley**

* Italian , ** South African

Change 9%

16%

3%

7%

6%

7%

15%



Member of the: Realestate Group

HIGHLIGHTS -ANNOUNCEMENT OF THE AUDITED GROUP CONSOLIDATED SUMMARISED FINANCIAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2017



INVESTMENT AND PROPERTY PORTFOLIO REVENUE UP







DISTRIBUTION PER LINKED UNIT UP 15% SUCCESSFUL ACQUISITION OF CAPITALGRO (PTY) LTD IN SOUTH AFRICA

COMPREHENSIVE INCOME	2017 P'000 Audited	2016 P'000 Audited
Revenue	99,170	90,886
Operating expenses	(30,405)	(27,834)
Income/(loss) arising from joint venture	4,674	(310)
Other foreign exchange gains/(losses) Other operating income	544 725	(240) 2,673
Investment income	12,256	12,176
Finance costs	(17,710)	(17,541)
Net income from operations before fair value adjustments	69,254	59,810
Surplus arising on revaluation of properties Profit before tax	86,001 155,255	90,350 1 50,160
Income tax expense	(22,007)	(25,659)
Profit for the year	133,247	124,501
Other comprehensive income Items that may be subsequently classified to profit or loss		
Exchange differences on translation of foreign operations	2,888	566
Fair value gains on available for sale financial asset	(2,044)	1,276
Total comprehensive income for the year	<u>134,091</u>	126,343
Total comprehensive income for the year attributable to:	100 210	106.242
Owners of the company Non-controlling interests	108,318 25,773	106,342 20,001
non-condoming interests	134,091	126,343
Average number of linked units in issue	347,547,222	347,547,222
Earnings per linked unit (thebe)	33.73	31.64
Number of linked units in issue at year end Distribution per linked unit (thebe)	347,547,222 9.77	347,547,222 8.48
SUMMARISED CONSOLIDATED STATEMENT OF	2017	2016
FINANCIAL POSITION	P'000 Audited	P'000 Audited
Assets		
Property, plant and equipment	8,943	10,168
Intangible asset Investments	1,000 30,784	1,000
Investment in a joint venture	30,353	26,434
Investment properties	1,538,807	1,169,268
Rental receivable - straight line rental adjustment	16,193	10,839
Available for sale investments Long-term trade receivables	17,580 130	14,415 2,052
Current assets	138,134	205,180
Assets classified as held for sale Total Assets	1,781,924	15,634 1,454,990
Equity and Liabilities		
Equity attributable to the owners of the parent	1,012,030	927,806
Non-controlling interests Long term borrowings	268,452 323,625	177,559 224,048
Deferred tax liabilities	110,985	86,537
Current liabilities Total Equity and Liabilities	66,832 1,781,924	39,040 1,454,990
Total Equity and Elabinities	1,701,724	1,4,14,2,20
SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS	2017 P'000	2016 P'000
CASH FLOWS		
CASH FLOWS Cash flows from operating activities	P'000 Audited	P'000 Audited
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-eash items	P'000	P'000
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes	P'000 Audited 69,254 (370) 1,522	P'000 Audited 59,810 4,264 3,266
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid	P'000 Audited 69,254 (370)	P'000 Audited 59,810 4,264
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations	P'000 Audited 69,254 (370) 1,522 (1,598)	P'000 Audited 59,810 4,264 3,266 (1,007)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (13,139) (30,635)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 - - (13,139) (30,635)
CASH FLOWS Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (13,139) (30,635)
Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635)
Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) 436 (27,211) (17,541)
Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividend income Dividend sand debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in)/generated from financing activities	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) (13,139) (30,635) 436 (27,211) (17,541) 12,515
Cash flows from operating activities Net income from operatins before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net eash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in)/generated from financing activities Net movement in cash and cash equivalents Cash and cash equivalents	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797) (59,853)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) 436 (27,211) (17,541) 12,515 (31,801) 3,897 178,485
Cash flows from operating activities Net income from operatinns before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in)/generated from financing activities Net movement in cash and cash equivalents at beginning of year Effects of exchange rates	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797) (59,853) (68,062) 182,339 (6,319)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) (13,139) (30,635) (27,211) (17,541) 12,515 (31,801) 3,897 178,485 (43)
Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in)/generated from financing activities Net movement in cash and cash equivalents Cash and cash equivalents at beginning of year Effects of exchange rates Cash and cash equivalents at end of year	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797) (59,853)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) 436 (27,211) (17,541) 12,515 (31,801) 3,897 178,485
Cash flows from operating activities Net income from operatins before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale disposed Purchase of available for sale investments Net cash used in investing activities Cash flows from financing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in in/generated from financing activities) Net movement in cash and cash equivalents Cash and cash equivalents at beginning of year Effects of exchange rates Cash and cash equivalents at end of year Consisting of: Cash and bank balances	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797) (59,853) (68,062) 182,339 (6,319)	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) 436 (27,211) (17,541) 12,515 (31,801) 3,897 178,485 (43)
Cash flows from operating activities Net income from operations before fair value adjustments Adjustment for non-cash items Working capital changes Taxation paid Net cash generated from operations Cash flows from investing activities Purchase of property, plant and equipment Investment property additions Interest income Payment for acquisition of a subsidiary Net cash acquired from acquisition of a subsidiary Movement in investments Asset classified as held for sale investments Net cash used in investing activities Cash flows from financing activities Dividend income Dividends and debenture interest paid Finance costs paid Net loans (repaid)/raised Contributions to joint venture Net cash (used in)/generated from financing activities Net movement in cash and cash equivalents Cash and cash equivalents at beginning of year Effects of exchange rates Cash and cash equivalents at end of year Consisting of:	P'000 Audited 69,254 (370) 1,522 (1,598) 68,808 (65) (29,706) 11,093 (38,561) 517 (30,784) 15,634 (5,145) (77,017) 1,163 (35,309) (17,710) (7,200) (797) (59,853) (68,062) 182,339 (6,319) 107,958	P'000 Audited 59,810 4,264 3,266 (1,007) 66,333 (2,592) (26,643) 11,739 (30,635) 436 (27,211) (17,541) 12,515 (31,801) 3,897 178,4885 (43) 182,339

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	2017 P'000 Audited	2016 P'000 Audited
Balance brought forward	1,105,365	1,001,025
Total comprehensive income for the year	134,091	126,343
Debenture interest paid	(25,677)	(22,647)
Taxation attributable to debenture interest	6,169	5,475
Dividends paid	(9,632)	(4,831)
Acquisition of subsidiary	70,166	-
	1,280,482	1,105,365

The Year Review & Prospects

In challenging local market conditions, I am pleased to report a very good set of results and great progress in our effort to diversify our income stream. The audited financial results for the year ended 31 December 2017 reflect **revenue** growth of 9% and net income from operations before fair value adjustments was up 16%. The investment and property portfolio grew 31% to P1.6 billion. The largest contributor to the growth in the portfolio value relates to the successful acquisition of a controlling stake in Capitalgro (Proprietary) Limited ("Capitalgro"), South Africa.

The growth in revenue is largely due to the performance of Chobe Marina Lodge (rental revenue linked to turnover of the Lodge), improved performance of Standard Chartered House and the contribution of Capitalgro since the acquisition on 15 November 2017.

R50.9 million was invested in Capitalgro to secure a 34.85% controlling stake in the issued share capital of this South African company. Acquiring this stake in Capitalgro is an exciting opportunity to grow the Capitalgro portfolio and continue to cement RDC's presence in South Africa with stable, predictable and low risk income streams. Post year-end, through our support, Capitalgro purchased "The Edge" building. This is a state of the art nine-storey commercial building located in Tygervalley, Cape Town. RDC's further R120 million investment into Capitalgro, for Capitalgro the purchase of The Edge, results in a 63% stake in this company. Capitalgro is managed by a team solely mandated to grow the Capitalgro portfolio and the members are experienced property professionals with a broad knowledge of the local market. This aspect clearly broadens RDC's ability to control and further grow in the region.

As a consequence of our investment in Capitalgro, we were offered the opportunity to secure a footstep in the USA market. RDC acquired shares in a development company in Nashville, Tennessee with an investment of US\$3 million. The strategic intent of this investment is to be able to grow a small portfolio in an exciting area of the USA and an opportunity to create a relatively small but important currency hedge to the Pula.

In line with our strategy of providing a balance of yielding properties and carrying out developments, we have continued to seek opportunities with considerable value enhancing projects; in particular we have been focusing in the tourism and hospitality sector as we feel this will partly hedge the exposure to regional currencies. We are working on the details of a partnership that could see us involved in the development and joint ownership of a substantial number of lodges in Namibia. These projects, in addition to the convenient centres that RDC will soon be building would significantly increase the footprint in Namibia.

The Xai Xai Shopping development in Mozambique is progressing well with anchor tenant fit out to commence in Q2 2018. Construction for the other new build development in Maputo (Zimpeto suburb) has commenced. Other opportunities are under review.

The development of the new 45 residential apartments at the ICC Flats property in Gaborone is progressing well and should be completed Q3 2018, on track and within budget.

In line with our commitment to meaningfully contribute to the social upliftment of the communities within which we operate, we have been actively pursuing the vision of creating a retirement offering in Botswana. We are presently in an advance stage of design for such offering. We are looking forward to presenting this project in the 2018 year.

Basis of preparation and accounting policies

The summarised financial results have been prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS"), and to also, as a minimum, contain the information required by IAS 34, Interim Financial Reporting. In preparing the underlying financial statements from which these summarised financial results were extracted, all International Financial Reporting Standards and International Reporting Interpretations Committee interpretations issued and effective for annual periods beginning on or after 1 January 2017 have been applied. The Group's underlying consolidated financial statements have been prepared in accordance with IFRS. The principal accounting policies are consistent in all material aspects with those adopted in the previous year

Financial results and highlights

Revenue increased from P90.9 million in 2016 to P99.2 million in 2017, showing an increase of 9%. Profit after tax for the year is up 7% including a P86 million investment property valuation gain. Based on these results, the company distribution per linked unit increased by 15%. The Adjusted Net Asset Value (NAV) stands at P3.13 per linked unit up 10% (2016: P2.84) and return on equity stands at 13% (2016: 13%).

There have been no changes to the Board of Directors.

Distribution to linked unit holders

Notice is hereby given that a final dividend of 0.029 thebe per ordinary share and interest of 1.407 thebe per debenture has been declared. This dividend and interest will be payable on 25 May 2018 to those linked unit holders registered at the close of business on 11 May 2018.

Independent Auditor's Report

Grant Thornton, the Group's independent auditors, have audited the consolidated financial statements of the Group from which these summarised financial results have been derived, and have expressed an unmodified audit opinion on the consolidated financial statements. These audited summarised financial results comprise the audited summarised consolidated statement of financial position as at 31 December 2017, the audited summarised consolidated statement of comprehensive income, audited summarised consolidated statement of changes in equity and audited summarised consolidated statement of cash flows for the year then ended. The full set of financial statements including the audit report and the summarised consolidated financial statements are available for inspection at the Group's registered office. For a better understanding of the Group's financial position and the results of its operations for the year and the scope of the audit, the audited summarised financial results should be read in conjunction with the audited consolidated financial statements from which the summarised financial results were derived and the audit report thereon. The audit of the summarised consolidated financial statements was conducted in accordance with International Standards on Auditing

By order of the Board GR Giachetti, Executive Chairman Gaborone 26 March 2018