

HULISANI LIMITED

Registration number 2015/363903/06

Audited financial statements
for the period ended 29 February 2016

Prepared by: Mark Booysen
Financial Director CA (SA)

These financial statements have been audited in compliance
with the Companies Act of South Africa

HULISANI LIMITED

(Reg. No 2015/363903/06.)

Financial Statements for the period ended 29 February 2016

General information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Investment in companies operating in the energy sector
Directors	PC Mdoda (<i>Chairman</i>)*^ ME Raphulu (<i>Chief Investment Officer</i>) MA Booysen (<i>Chief Financial Officer</i>) MH Zilimbola (<i>Chief Executive Officer</i>) H Schaaf *^ FM Modau * AV Notshe#^ NP Gosa*^ DR Hlatshwayo*^
Registered office	11 th Floor Sandton Eye 126 West Street Sandton 2196
Postal address	PO Box 784583, Sandton, 2146
Bankers	RMB Corporate Banking
Auditors	KPMG Inc.
Company registration number	2015/363903/06

* Independent
Non-independent
^ Non-executive

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Directors' responsibility statement

The directors are responsible for the preparation and fair presentation of the annual financial statements of Hulisani Limited, comprising the statement of financial position at 29 February 2016, and the statements of comprehensive income, changes in equity and cash flows for the period then ended, and the accounting policies and notes to the financial statements, in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and the directors' report.

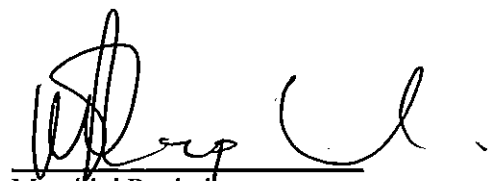
The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the ability of the company to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.

The auditor is responsible for reporting on whether the financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of the annual financial statements

The annual financial statements of Hulisani Limited, as identified in the first paragraph, were approved by the board of directors on 27 May 2016 and are signed by:



Marubini Raphulu
Authorised Director



Malungelo Zilimbola
Authorised Director

Company Secretary Report

In my capacity as Company Secretary, I hereby certify that for the period 29 February 2016, the Company has filed all such returns and notices as are required by the Companies Act 71 of 2008 and that all such returns and notices appear to be true, correct and up to date.



Eleanor Goodman
Company Secretary
27 May 2016

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Financial Statements for the period ended 29 February 2016

Directors' report

for the period ended 29 February 2016

The directors have pleasure in presenting their report for the period ended 29 February 2016.

Nature of the business

Hulisani Limited ("The company") was incorporated on 13 October 2015 and will serve as a holding company for the Group to be formed (refer below).

For the period 13 October to the 29th of February 2016, the company was dormant. However, the founders, were preparing the company to take on the role as a Special Acquisition Company ("SPAC"), whose specific purpose, when listing on the Johannesburg Stock Exchange ("JSE"), is to raise capital to acquire assets, that will on their own, qualify for listing. The purpose of the company will be to pursue the acquisition of, and investment in, companies focused on, and operating in, the energy sector and which evidence good potential for growth.

The Company successfully listed on the Main Board of the JSE on the 7th of April 2016. It privately placed 50 000 000 shares of no par value at R10 a share, raising R500 million worth of equity share capital in the process. There are a few potential opportunities that are being investigated at the date of this report and when the necessary due diligence has been undertaken, these will be brought to the Board for consideration and then to the shareholders as and when appropriate.

Share capital and shareholders

At the reporting date, the company had issued share capital of 20 shares. In anticipation of the listing, the company passed a resolution authorising the company to issue, out of the authorised share capital of 1 000 000 000 shares, up to 250 000 000 shares at an issue price of R10 per share.

The initial shareholders of Hulisani are the promoters of Hulisani, being ME Raphulu and MH Zilimbola. The shares in Hulisani are held through two companies respectively, each holding 10 shares, being Pentomore Proprietary Limited and Zelmaro Proprietary Limited.

At the listing date, the company will privately place 50 million shares at an issue price of R10 each. At listing shareholders holding more than 5% were:

SAMWU National Provident Fund	6%
27 Four Investment Managers	6%
Government Employees Pension Fund	15%
Eskom Pension and Provident Fund	33%

Additional shares will be issued only when viable assets have been identified and whose acquisition price will exceed the cash reserves that have been acquired through the initial issue of shares.

Company secretary

The company appointed ER Goodman cc as the company secretary as of 15 October 2015.

Auditors

The Auditors for the initial year under review are KPMG Inc. and will remain the auditors until the inaugural AGM.

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Financial Statements for the period ended 29 February 2016

Directors' report

for the period ended 29 February 2016 (continued)

Directors

The following directors were appointed:

Name	Nationality	
Asanda Notshe	South African	Appointed 13 October 2015
Marubini Raphulu	South African	Appointed 13 October 2015
Malungelo Zilimbola	South African	Appointed 13 October 2015
Mark Booysen	South African	Appointed 11 February 2016
Patilizwe Mdoda	South African	Appointed 11 February 2016
Fhedzisani Modau	South African	Appointed 11 February 2016
Noluthando Gosa	South African	Appointed 11 February 2016
Dudu Hlatshwayo	South African	Appointed 11 February 2016
Harald Schaff	German	Appointed 4 April 2016

The directors received no remuneration for the period under review.

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Audit committees' report

for the year ended 29 February 2016

The audit committee is a sub-committee of the board of directors and in addition to having specific statutory responsibilities to the shareholders in terms of the Companies Act, it assists the board through advising and making submissions on financial reporting, oversight of the risk management process and internal financial controls, external and internal audit functions and statutory and regulatory compliance of the company.

Composition

The committee consists of three independent non-executive directors. At 29 February 2016 the audit committee had not been constituted as the company was dormant for the period under review and it was being readied for a listing as a Special Acquisition Company ("SPAC"). The Audit Committee was constituted prior to listing as per the prelisting statement dated 31 March 2016.

The initial members are Mr. Fhedzisani Modau, Ms. Noluthando Gosa and Mr. Harald Schaaf.



KPMG Inc
KPMG Crescent
85 Empire Road, Parktown, 2193
Private Bag 9, Parkview, 2122, South Africa

Telephone +27 (0)11 647 7111
Fax +27 (0)11 647 8000
Docex 472 Johannesburg

Independent Auditor's Report

To the Shareholders of Hulisani Limited

Report on the Financial Statements

We have audited the financial statements of Hulisani Limited, which comprise the statement of financial position at 29 February 2016, and the statements of total comprehensive income, changes in equity and cash flows for the period then ended, and the accounting policies and notes to the financial statements, as set out on pages 9 to 15.

Directors' Responsibility for the Financial Statements

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Hulisani Limited at 29 February 2016, and its financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

KPMG Inc is a company incorporated under the South African Companies Act and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG Inc is a Registered Auditor, in public practice, in terms of the Auditing Profession Act, 26 of 2005.

Registration number 1999/021543/71

Policy Board:
Chief Executive: TH Hoole

Executive Directors: M Letsitsi, SL Louw, NKS Malaba,
M Oddy, CAT Smit

Other Directors: ZA Beseti, LP Fourie, N Fubu,
AH Jaffer (Chairman of the Board), FA Karreem,
ME Magondo, F Mall, GM Pickering,
JN Pierce

The company's principal place of business is at KPMG Crescent,
85 Empire Road, Parktown, where a list of the directors' names is
available for inspection.


Other Reports Required by the Companies Act

As part of our audit of the financial statements for the period ended 29 February 2016, we have read the Directors' Report, the Audit Committee's Report and the Company Secretary's Report for the purpose of identifying whether there are material inconsistencies between these reports and the audited financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of Hulisani Limited for 1 year.

KPMG Inc.



Per Safeera Loonat
Chartered Accountant (SA)
Registered Auditor
Director
27 May 2016

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Financial Statements for the period ended 29 February 2016

Statement of financial position

at 29 February 2016

	<i>Note</i>	2016 R
Assets		
Cash and cash equivalents	3	200
Total current assets		200
Total assets		200
Equity		
Share capital	4	200
Total equity attributable to owners of the company		200
Total equity		200
Total equity and liabilities		200

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Statement of total comprehensive income

for the period ended 29 February 2016

A statement of comprehensive income is not presented as no income or expenses were incurred during the period. In addition no earnings per share, diluted earnings per share, headline earnings per share or diluted headline earnings per share are presented for the same reason.

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Statement of changes in equity

for the period ended 29 February 2016

	Share capital R	Total equity R
Balance at 13 October 2015	-	-
Share capital issued on 12 November 2015	200	200
Balance at 29 February 2016	200	200
Notes	4	

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Statement of cash flows

for the period ended 29 February 2016

	<i>Note</i>	2016 R
Cash flows from financing activities		
Proceeds from issue of share capital	<i>4</i>	200
Net cash from financing activities		200
Cash and cash equivalents at 13 October 2015		-
Cash and cash equivalents at 29 February 2016		200

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Financial Statements for the period ended 29 February 2016

Accounting policies

for the period ended 29 February 2016

1. Basis of preparation

1.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), the requirements of the Companies Act of South Africa, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council.

1.2 Incorporation of company

Hulisani Limited ("The company") was incorporated on 13 October 2015. The financial statements have therefore been prepared for the period from 13 October 2015 to 29 February 2016.

1.3 Basis of measurement

The financial statements have been prepared on the historical cost basis.

1.4 Functional and presentation currency

The financial statements are presented in South African Rands, which is the functional currency of the company and are rounded to the nearest Rand.

1.5 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short-term commitments.

1.6 Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

2. Standards, interpretations and amendments to published standards which are not yet effective

The impact of the following new and/or revised accounting standards, amendments to standards and new interpretations are being reviewed by management and will be implemented as appropriate:

Standards, amendments and interpretations	Effective date
<i>IFRS 15 - Revenue from Contracts with Customers</i> The standard contains a single model that applies to contracts with customers and two approaches to recognising revenue: at a point in time or over time. This new standard will most likely not have a significant impact on the company. The company will perform a more detailed assessment of the impact of this standard and will provide more information in the year ending 28 February 2017 financial statements.	28 February 2019

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Financial Statements for the period ended 29 February 2016

Accounting policies

for the period ended 29 February 2016 (continued)

2. Standards, interpretations and amendments to published standards which are not yet effective (continued)

Standards, amendments and interpretations	Effective date
<p><i>IFRS 9 - Financial Instruments</i></p> <p>This standard includes changes in the measurement bases of the company's financial assets measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss. Even though these measurement categories are similar to IAS 39, the criteria for classification into these categories are significantly different. In addition, the IFRS 9 impairment model has been changed from an "incurred loss" model from IAS 39 to an "expected credit loss" model.</p> <p>The company will perform a more detailed assessment of the impact of this standard and will provide more information in the year ending 28 February 2017 financial statements.</p>	28 February 2019
<p><i>IFRS 16 Leases</i></p> <p>IFRS 16 was published in January 2016. It sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, ie the customer ('lessee') and the supplier ('lessor'). IFRS 16 replaces the previous leases Standard, IAS 17 <i>Leases</i>, and related Interpretations. IFRS 16 has one model for lessees which will result in almost all leases being included on the Statement of Financial position. No significant changes have been included for lessors.</p> <p>The standard is effective for annual periods beginning on or after 1 January 2019, with early adoption permitted only if the entity also adopts IFRS 15. The transitional requirements are different for lessees and lessors. The company is assessing the potential impact on the financial statements resulting from the application of IFRS 16.</p>	28 February 2019

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Financial Statements for the period ended 29 February 2016

Notes to the financial statements

for the period ended 29 February 2016

**2016
R**

3. Cash and cash equivalents

Bank balances	200
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4. Share capital

Authorised

1 000 000 000 shares of no par value

Issued

20 shares at no par value for R10 each on 15 November 2015	200
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Issued at 29 February 2016	200
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5. Directors' and prescribed officer's remuneration

No emoluments were paid to the directors directly by the company during the period ended 29 February 2016.

6. Events after the reporting period

The directors are not aware of any other matter or circumstance arising since the end of the financial year to date of approval of these financial statements that would require an amendment to the amounts and disclosures in these financial statements.

The Company successfully listed on the Main Board of the JSE on the 7th of April 2016. It privately placed 50 000 000 shares of no par value at R10 a share, raising R500 million worth of equity share capital in the process. There are a few potential opportunities that are being investigated at the date of this report and when the necessary due diligence has been undertaken, these will be brought to the Board for consideration and then to the shareholders as and when appropriate.

7. Going concern

The directors' have made an assessment of the company ability to continue as a going concern and have no reason to believe that the business will not be a going concern in the year ahead.