

Market Announcement

FHL Group Assets reach \$421 million

In a press release made today, Fijian Holdings Limited (FHL) announced its Group financial performance for the six months ending 31 December 2012.

Consolidated Group revenue for the first six months of the current financial year has increased by 28% to \$122 million compared to the same period of the previous financial year. South Sea Cruises Ltd made the biggest contribution to the revenue followed by RB Patel and Merchant Finance.

In making the announcement, FHL Group Chairman, Iowane Naiveli said "The results are quite pleasing as it was achieved under a challenging economic environment". He further added, "We are optimistic that the momentum will be continued in the next six months and that the FHL Group will aim to maintain positive results for the 2013 financial year".

Consolidated post-tax profit has risen marginally to \$7.28 million for the six months ending 31 December 2012, whereas consolidated total assets of the group stood at \$ 421 million as at 31 December 2012. For the first time, the six months group results were scrutinized by external auditors through an Audit Review.

Acting Group CEO Nouzab Fareed clarified further "While being positive with the results, we continue to focus our energy to revitalize Logistics and PNG operations".

END



Chairman - FHL

Dated 27 February 2013



Company Secretary

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**FIJIAN HOLDINGS LIMITED
AND SUBSIDIARY COMPANIES
SPECIAL PURPOSE FINANCIAL STATEMENTS
31 DECEMBER 2012**

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
SPECIAL PURPOSE FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 31 DECEMBER 2012**

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STATEMENT BY DIRECTORS

In the opinion of the directors of Fijian Holdings Limited ("the Company"):

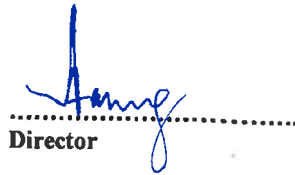
1. The special purpose half year consolidated financial statements and notes set out on pages 3 to 7, are drawn up in accordance with the basis of preparation set out in Note 2 so as to present fairly in all material respects the financial position of the Group at 31 December 2012 and its performance for the six month period then ended.
2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

For and on behalf of the Board of Directors by authority of a resolution of the Directors.

Dated this 27th day of February 2013.



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Chairman



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Director

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF FIJIAN HOLDINGS LIMITED**

We have reviewed the accompanying special purpose consolidated half year financial statements of Fijian Holdings Limited and its subsidiary companies comprising the consolidated statement of assets, liabilities and shareholders' equity as at 31 December 2012 and the related consolidated statement of profit and loss, and cash flows for the six month period then ended and notes 1 to 5 set out on pages 3 to 7.

Management is responsible for the preparation and presentation of these special purpose consolidated half year financial statements in accordance with the basis of preparation as set out in the Note 2. Our responsibility is to express a conclusion on these special purpose consolidated half year financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying special purpose consolidated half year financial statements are not prepared, in all material respects, in accordance with the basis of preparation set out in Note 2.

27 February 2013
Suva, Fiji


KPMG
Chartered Accountants


FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENT OF PROFIT AND LOSS
FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

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	Current half year F\$000 (Reviewed) 31/12/12	Consolidated Increase/ Decrease %	Previous corresponding half year F\$000 (Restated) 31/12/11
OPERATING REVENUE			
Sales Revenue	119,933	25.7%	95,419
Other revenue	2,545		-
Total Operating Revenue	<u>122,478</u>		<u>95,419</u>
Net Profit/Loss before Tax	<u>9,623</u>	20.3%	<u>7,994</u>
Income Tax Expense	<u>2,343</u>		<u>758</u>
Net Profit/Loss after Tax	<u>7,281</u>	0.62%	<u>7,236</u>
Extraordinary Item after tax	<u>-</u>		<u>-</u>
Net Profit/Loss after Tax & Extraordinary Item	<u>7,281</u>		<u>7,236</u>
OEI in net profit and extraordinary items after income tax	<u>2,421</u>		<u>2,892</u>
Net Profit /Loss after Extraordinary Items and Income Tax Attributable to Members of the Company	<u>4,860</u>		<u>4,344</u>
Retained Profit at Beginning	<u>104,298</u>		<u>100,379</u>
Total available for appropriation	<u>109,158</u>		<u>104,723</u>
Ordinary dividend provided for	-		-
Preference dividend provided for	-		-
Transfer to general reserves	-		-
Total appropriations	<u>-</u>		<u>-</u>
Retained profit at year end	<u>109,158</u>		<u>104,723</u>
Earnings per Share			
Basic earnings per share (cents)	0.16		0.14
Diluted earnings per share (cents)	0.16		0.14



 Director



 Director/Company Secretary

The notes on pages 6 to 7 are an integral part of these special purpose consolidated half year financial statements.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
 STATEMENT OF ASSETS, LIABILITIES AND SHAREHOLDERS' EQUITY
 AT 31 DECEMBER 2012

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	At end of current half year F\$000 (Reviewed)	Consolidated As shown in last Annual Report F\$000 (Audited)	If half yearly as shown in last Half Yearly Report F\$000 (Not Reviewed)
CURRENT ASSETS			
Cash Assets	11,392	27,606	6,856
Trade receivables	70,745	70,680	80,843
Other receivables	319	3,064	19,407
Inventories	33,067	30,768	32,858
Assets held for sale	2,678	2,678	3,775
Total Current Assets	118,201	134,796	143,739
NON-CURRENT ASSETS			
Property, plant and equipment	83,293	68,178	64,015
Long-term investment	142,674	132,697	115,930
Future income tax benefit	1,759	4,649	-
Intangible Assets	76,002	20,946	20,925
Total Non-Current Assets	303,728	226,470	200,870
Total Assets	421,929	361,266	344,609
CURRENT LIABILITIES			
Bank Overdraft	15,424	9,876	-
Trade payables	36,278	32,948	27,995
Other payables and accruals	798	880	132
Current tax liabilities	-	1,346	4,051
Interest-bearing borrowings	98,318	91,334	110,669
Provisions	-	513	4,070
Total Current Liabilities	150,818	136,897	146,917
NON-CURRENT LIABILITIES			
Term loan - secured	88,837	42,611	19,200
- unsecured	-	-	-
Deferred tax liabilities	3,760	5,738	3,565
Other	13	70	101
Total Non-Current Liabilities	92,610	48,419	22,866
Total Liabilities	243,428	185,316	169,783
Net Assets	178,501	175,950	174,826
EQUITY			
Contributed equity	30,465	30,465	30,465
Reserves	3,778	3,695	1,281
Dividends declared	-	2,796	-
Retained profits/accumulated losses	109,158	104,298	104,723
Equity Attributable to Members	143,401	141,254	136,469
OEI in Controlled Entities			
Contributed equity	35,100	34,696	38,357
Total Outside Equity Interest in Controlled Entities	35,100	34,696	38,357
TOTAL EQUITY	178,501	175,950	174,826


 Director


 Director/Company Secretary

The notes on pages 6 to 7 are an integral part of these special purpose consolidated half year financial statements.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENT OF CASH FLOWS
SIX MONTHS ENDED 31 DECEMBER 2012**

	Consolidated	
	Current half year F\$000 (Reviewed) 31/12/12	Previous corresponding half year F\$000 (Not Reviewed) 31/12/11
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received from trading activities	118,594	81,905
Cash payments	(110,319)	(75,175)
Interest received	866	1,394
Dividend received	834	2,140
Interest paid	(3,439)	(4,942)
Income tax paid	(3,095)	(1,986)
Net VAT paid	-	-
Net Cash Inflow from Operating Activities	3,441	3,336
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of fixed assets	(15,047)	(1,484)
Proceeds from sale of fixed assets	-	-
Acquisition of investment (net of cash)	(39,175)	-
Loans granted	(6,700)	-
Proceed from sale of investment	10,768	2,000
Net Cash (Outflow)/Inflow from Investing Activities	(50,154)	516
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid	(5,359)	(5,092)
Repayment of secured loan	(20,974)	(5,000)
Proceeds from borrowings	51,284	-
Net Cash Inflow/ (Outflow) from Financing Activities	24,951	(10,092)
NET (DECREASE) IN CASH HELD		
Cash at beginning of period	17,730	13,096
(Overdraft)/Cash at end of period	(4,032)	6,856



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Director



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Director/Company Secretary

The notes on pages 6 to 7 are an integral part of these special purpose consolidated half year financial statements.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE SPECIAL PURPOSE FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 31 DECEMBER 2012**

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1. GENERAL INFORMATION

Fijian Holdings Ltd ("the Company") is incorporated and domiciled in Fiji and its registered office and principal place of business is located at 7th Floor, Ra Marama House, 91 Gordon Street, Suva, Fiji.

The special purpose consolidated half year financial statements as at and for the six months ended 31 December 2012 comprise the Company and its subsidiaries (together referred to as "the group" and individually as "group entities") and the group's interest in associates.

The principal activity of the Company is investment. The principal activities of the subsidiary companies are the production and sale of cement, concrete and concrete products, investment and rental of property, fund management, stock broking, asset and loan financing and acceptance of term deposits, cruise ship operations, retailing and wholesaling of general merchandise, owners and administrators of properties, equity instruments and provision of shipping, customs, transportation and commercial waste disposal services.

The Company is listed on the South Pacific Stock Exchange.

2. BASIS OF PREPARATION

The special purpose consolidated half year financial statements have been prepared in accordance with the measurement and classification requirements of all applicable International Financial Reporting Standards and the requirements of the South Pacific Stock Exchange Listing Rules 2010.

Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last annual consolidated financial statements for the year ended 30 June 2012. The special purpose consolidated half year financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated annual financial statements of the Group for the year ended 30 June 2012.

These special purpose consolidated half year financial statements were approved by the Board of Directors on 27 February 2013.

Estimates

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

In preparing these special purpose financial statements, the significant judgements made by management in applying the Group's accounting policies and key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended 30 June 2012.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Group in the special purpose consolidated half year financial statements are the same as those applied by the Group in its consolidated financial statements for the year ended 30 June 2012.

4. ACQUISITION OF SUBSIDIARY

On 18 July 2012 the Group obtained control of South Sea Cruises Limited, a company involved in the tourism industry providing sea transportation services, water sports hire, sightseeing activities and boat charters, by acquiring 100 percent of the shares and voting interests in the company.

Acquisition of South Sea Cruises Limited will enable the Group to amalgamate operations of Blue Lagoon Cruises Limited and South Sea Cruises Limited to achieve synergies between the two companies. The acquisition is expected to provide the Group with increased share of the tourism market through access to South Sea Cruises Limited's customer base. The Group also expects to reduce costs through economies of scale.

The acquisition price was \$62.57 million of which \$47.57m was paid in cash. Management is still in the process of finalising the purchase price accounting adjustments required which will be finalised by 30 June 2013. The difference between acquisition price and net assets acquired, amounting to \$55.3 million, has been taken to goodwill until the purchase price adjustments are finalised.

In the six months to 31 December 2012, South Sea Cruises Limited contributed revenue of \$15.9m and profit of \$1.9m to the Group's results.

5. SUBSEQUENT EVENTS

No matters or circumstances have arisen since the end of the period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial periods.