

# **Caro Investment Holdings Limited**

(Registration number 1782776)  
Group Annual Financial Statements  
for the year ended 31 December 2016

These group annual financial statements were prepared by:  
U Jensen  
Group Financial Accountant

Certified Master Auditors (South Africa) Incorporated  
Chartered Accountants (SA)  
Registered Auditors

Issued 31 March 2017

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## General Information

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<b>Country of incorporation and domicile</b>	Virgin Islands (British)
<b>Nature of business and principal activities</b>	Investment holding
<b>Directors</b>	A Vassilopoulos GR Poole G Roussos CM Vining
<b>Registered office</b>	19 Waterfront Drive Road Town Tortola British Virgin Islands VG1110
<b>Business address</b>	19 Waterfront Drive Road Town Tortola British Virgin Islands VG1110
<b>Postal address</b>	P.O. Box 3540 Road Town Tortola British Virgin Islands VG1110
<b>Holding company</b>	Zeno Capital Limited incorporated in British Virgin Islands
<b>Ultimate holding company</b>	Supaluck Investments Proprietary Limited incorporated in South Africa
<b>Bankers</b>	Investec Bank
<b>Auditors</b>	Certified Master Auditors (South Africa) Incorporated Chartered Accountants (SA) Registered Auditors
<b>Secretary</b>	Totalserve Trust Company Limited
<b>Company registration number</b>	1782776
<b>Preparer</b>	The group annual financial statements were internally compiled by: U Jensen Group Financial Accountant
<b>Issued</b>	31 March 2017

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Index

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The reports and statements set out below comprise the group annual financial statements presented to the shareholders:

<b>Index</b>	<b>Page</b>
Audit Committee Report	3 - 4
Directors' Responsibilities and Approval	5
Independent Auditor's Report	6 - 8
Directors' Report	9 - 10
Statement of Financial Position	11
Statement of Profit or Loss and Other Comprehensive Income	12
Statement of Changes in Equity	13
Statement of Cash Flows	14
Accounting Policies	15 - 21
Notes to the Group Annual Financial Statements	22 - 28

### Preparer

U Jensen  
Group Financial Accountant

### Published

31 March 2017

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Audit Committee Report

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This report is provided by the audit committee appointed in respect of the 2016 financial year of Caro Investment Holdings Limited.

### 1. Members of the Audit Committee

The members of the audit committee include:

Name	Qualification
A Vassilopoulos	
G Roussos	CA(SA)

The committee is satisfied that the members thereof have the required knowledge and experience as set out in the BVI Business Companies Act, 2004.

### 2. Meetings held by the Audit Committee

The audit committee performs the duties laid upon it by the BVI Business Companies Act, 2004 by holding meetings with the key role players on a regular basis and by the unrestricted access granted to the external auditors.

### 3. External auditor

The audit committee has nominated Certified Master Auditors (South Africa) Incorporated as the independent auditor and George Davias as the designated partner, who is a registered independent auditor, for appointment of the 2016 audit.

The committee satisfied itself through enquiry that the external auditors are independent as defined by the BVI Business Companies Act, 2004 and as per the standards stipulated by the auditing profession. Requisite assurance was sought and provided by the BVI Business Companies Act, 2004 that internal governance processes within the firm support and demonstrate the claim to independence.

The audit committee in consultation with executive management, agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent of the work required and the scope.

### 4. Group Annual Financial Statements

Following the review of the group annual financial statements the audit committee recommend board approval thereof.

### 5. Accounting practices and internal control

The audit committee has monitored the system of internal financial control established by the company and ensured that the directors have placed considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, an audit committee charter is in place setting out the committee's roles and responsibilities. These include:

- reviewing accounting, auditing and financial reporting matters;
- ensuring an effective control environment is maintained;
- assessing adherence to controls;
- monitoring proposed changes in accounting policies;
- advising the board on the accounting implications of major transactions;
- recommending the appointment of external auditors for approval;
- assessing adherence to controls and systems within the company;
- monitoring and appraising internal operating structures and systems to ensure that these are maintained;
- establishing guidelines for recommending the use of external auditors for non-audit services.

# **Caro Investment Holdings Limited**

Group Annual Financial Statements for the year ended 31 December 2016

## **Audit Committee Report**

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### **6. Financial reporting framework**

The audit committee approves that the reporting framework used to prepare the financial statements, being International Financial Reporting Standards, is appropriate.

On behalf of the audit committee



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**George Roussos**  
**Chairman Audit Committee**

**Johannesburg**

**31 March 2017**

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Directors' Responsibilities and Approval

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The directors are required in terms of the BVI Business Companies Act, 2004 to maintain adequate accounting records and are responsible for the content and integrity of the group annual financial statements and related financial information included in this report. It is their responsibility to ensure that the group annual financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the group annual financial statements.

The group annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

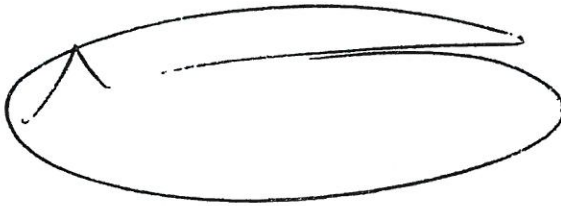
The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the group annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year to 31 December 2017 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

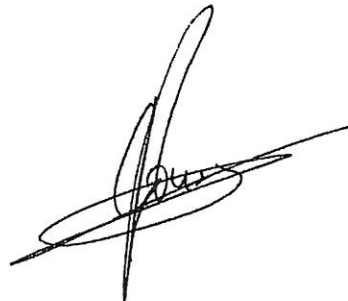
The external auditors are responsible for independently auditing and reporting on the company's group annual financial statements. The group annual financial statements have been examined by the company's external auditors and their report is presented on pages 6 to 8.

The group annual financial statements set out on page 9 to 28, which have been prepared on the going concern basis, were approved by the directors on 31 March 2017 and were signed on their behalf by:



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Director  
Johannesburg  
31 March 2017



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Director

# Independent Auditor's Report

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## To the shareholders of Caro Investment Holdings Limited

### Opinion

We have audited the group annual financial statements of Caro Investment Holdings Limited set out on pages 11 to 28, which comprise the Statement of Financial Position as at 31 December 2016, and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the group annual financial statements, including a summary of significant accounting policies.

In our opinion, the group annual financial statements present fairly, in all material respects, the financial position of Caro Investment Holdings Limited as at 31 December 2016, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the BVI Business Companies Act, 2004.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the group annual financial statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B) (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Virgin Islands (British). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits in Virgin Islands (British). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

We are required in terms of ISA701 to report on key audit matters being those matters that, in our professional judgment, were of most significance in our audit of the group annual financial statements for the current period. These matters were addressed in the context of our audit of the group annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other investment assets comprise various investment cars that make up a significant balance in the statement of financial position. The investment cars are disclosed at fair value through profit and loss. The fair value of the investment cars requires significant management judgment and estimation.

In determining the fair value of the investment cars, management has taken into account various factors. These include but are not restricted to the vintage, condition, rarity, special features, auction activities and recent sales prices achieved for similar vehicles.

Our audit procedures included enquiries and discussions with management to ensure that the above methodology was appropriate in the circumstances and was fairly applied. Our examination included determining amounts realized upon disposal of similar vehicles by the group and outside parties before and after the end of the reporting period.

There were no matters regarding the valuations that came to our attention that would affect our opinion above.

### Other information

The directors are responsible for the other information. The other information comprises the Directors' Report and the Audit Committee's Report as required by the BVI Business Companies Act, 2004 of Virgin Islands (British), which we obtained prior to the date of this report. Other information does not include the group annual financial statements and our auditor's report thereon.

Our opinion on the group annual financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the group annual financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the group annual financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# Independent Auditor's Report

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## Responsibilities of the directors for the Group Annual Financial Statements

The directors are responsible for the preparation and fair presentation of the group annual financial statements in accordance with International Financial Reporting Standards and the requirements of the BVI Business Companies Act, 2004, and for such internal control as the directors determine is necessary to enable the preparation of group annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group annual financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the Group Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the group annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these group annual financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the group annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the group annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the group annual financial statements, including the disclosures, and whether the group annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



## **Independent Auditor's Report**

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From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the group annual financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**Certified Master Auditors (South Africa) Incorporated**  
**Chartered Accountants (SA)**  
**Registered Auditor**  
**Per: G Davias**  
**Chartered Accountant (SA)**  
**Registered Auditor**

**31 March 2017**  
**Johannesburg**

**No 1 Second Road**  
**Halfway House**  
**Midrand**  
**South Africa**  
**1685**

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Directors' Report

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The directors have pleasure in submitting their report on the group annual financial statements of Caro Investment Holdings Limited for the year ended 31 December 2016.

### 1. Review of financial results and activities

The group annual financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the BVI Business Companies Act, 2004. The accounting policies have been applied consistently compared to the prior year.

Full details of the financial position, results of operations and cash flows of the company are set out in these group annual financial statements.

### 2. Share capital

<b>Authorised</b>			2016	2015
Ordinary shares			Number of shares	Number of shares
			100 000	100 000
<b>Issued</b>	2016	2015	2016	2015
Ordinary shares	\$	\$	Number of shares	Number of shares
	40 000	40 000	40 000	40 000

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There have been no changes to the authorised or issued share capital during the year under review.

### 3. Dividends

No dividends have been declared for the financial year ended 31 December 2016.

### 4. Insurance and risk management

The company follows a policy of reviewing the risks relating to assets and possible liabilities arising from business transactions with its insurers on an annual basis. Wherever possible assets are automatically included. There is also a continuous asset risk control programme, which is carried out in conjunction with the company's insurance brokers. All risks are considered to be adequately covered, except for political risks, in the case of which as much cover as is reasonably available has been arranged.

### 5. Directorate

The directors in office at the date of this report are as follows:

<b>Directors</b>	<b>Nationality</b>
A Vassilopoulos	South African
GR Poole	South African
G Roussos	South African
CM Vining	South African

There have been no changes to the directorate for the year under review.

### 6. Holding company

The company's holding company is Zeno Capital Limited which holds 68.60% (2015: 87.90%) of the company's equity. Zeno Capital Limited is incorporated in British Virgin Islands.

### 7. Ultimate holding company

The company's ultimate holding company is Supaluck Investments Proprietary Limited which is incorporated in South Africa.

### 8. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report, which could have a material effect on these financial statements.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Directors' Report

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### 9. Going concern

The directors believe that the company has adequate financial resources to continue in operation for the foreseeable future and accordingly the group annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the company.

### 10. Litigation statement

The company becomes involved from time to time in various claims and lawsuits incidental to the ordinary course of business. The company is not currently involved in any such claims or lawsuits, which individually or in the aggregate, are expected to have a material adverse effect on the business or its assets.

### 11. Auditors

Certified Master Auditors (South Africa) Incorporated continued in office as auditors for the company for 2016.

At the AGM, the shareholders will be requested to reappoint Certified Master Auditors (South Africa) Incorporated as the independent external auditors of the company and to confirm Mr G Davias as the designated lead audit partner for the 2017 financial year.

### 12. Secretary

The company secretary is Totalserve Trust Company Limited.

Postal address: P.O. Box 3540  
Road Town  
Tortola  
British Virgin Islands  
VG1110

Business address: 19 Waterfront Drive  
Road Town  
Tortola  
British Virgin Islands  
VG1110

### 13. Date of authorisation for issue of financial statements

The group annual financial statements have been authorised for issue by the directors on 31 March 2017.

## Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

### Statement of Financial Position as at 31 December 2016

Figures in US Dollar	Note(s)	2016	2015
<b>Assets</b>			
<b>Non-Current Assets</b>			
Investment property	3	1 622 093	-
Goodwill	4	-	392 137
Investment assets	7	67 895 532	68 436 859
		<b>69 517 625</b>	<b>68 828 996</b>
<b>Current Assets</b>			
Trade and other receivables	8	7 190 480	94 291
Cash and cash equivalents	9	22 309	44 303
		<b>7 212 789</b>	<b>138 594</b>
<b>Total Assets</b>		<b>76 730 414</b>	<b>68 967 590</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Share capital	10	40 500 000	40 500 000
Reserves		(16 801)	(4 595)
Retained income		187 484	1 326 695
		<b>40 670 683</b>	<b>41 822 100</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Loans from group companies	6	35 982 397	18 038 654
<b>Current Liabilities</b>			
Trade and other payables	12	77 334	9 106 836
<b>Total Liabilities</b>		<b>36 059 731</b>	<b>27 145 490</b>
<b>Total Equity and Liabilities</b>		<b>76 730 414</b>	<b>68 967 590</b>

## Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

### Statement of Profit or Loss and Other Comprehensive Income

Figures in US Dollar	Note(s)	2016	2015
Operating income	13	39 764	60 000
Operating (losses) gains	14	(501 746)	1 795 150
Operating expenses		(677 229)	(502 491)
<b>Operating (loss) profit</b>	15	<b>(1 139 211)</b>	<b>1 352 659</b>
Investment income	16	-	6
Finance costs	17	-	(9 545)
<b>(Loss) profit for the year</b>		<b>(1 139 211)</b>	<b>1 343 120</b>
<b>Other comprehensive (loss) income:</b>			
<b>Items that may be reclassified to profit or loss:</b>			
Exchange differences on translating foreign operations		(12 206)	(4 595)
<b>Other comprehensive loss for the year net of taxation</b>	19	<b>(12 206)</b>	<b>(4 595)</b>
<b>Total comprehensive (loss) income for the year</b>		<b>(1 151 417)</b>	<b>1 338 525</b>

## Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

### Statement of Changes in Equity

	Share capital	Share premium	Total share capital	Foreign currency translation reserve	Retained income / (Accumulated loss)	Total equity
Figures in US Dollar						
<b>Balance at 01 January 2015</b>	<b>1 000</b>	<b>-</b>	<b>1 000</b>	<b>-</b>	<b>(16 425)</b>	<b>(15 425)</b>
Profit for the year	-	-	-	-	1 343 120	1 343 120
Other comprehensive income	-	-	-	(4 595)	-	(4 595)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4 595)</b>	<b>1 343 120</b>	<b>1 338 525</b>
Issue of shares	39 000	40 460 000	40 499 000	-	-	40 499 000
<b>Total contributions by and distributions to owners of company recognised directly in equity</b>	<b>39 000</b>	<b>40 460 000</b>	<b>40 499 000</b>	<b>-</b>	<b>-</b>	<b>40 499 000</b>
<b>Balance at 01 January 2016</b>	<b>40 000</b>	<b>40 460 000</b>	<b>40 500 000</b>	<b>(4 595)</b>	<b>1 326 695</b>	<b>41 822 100</b>
Loss for the year	-	-	-	-	(1 139 211)	(1 139 211)
Other comprehensive income	-	-	-	(12 206)	-	(12 206)
<b>Total comprehensive Loss for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(12 206)</b>	<b>(1 139 211)</b>	<b>(1 151 417)</b>
<b>Balance at 31 December 2016</b>	<b>40 000</b>	<b>40 460 000</b>	<b>40 500 000</b>	<b>(16 801)</b>	<b>187 484</b>	<b>40 670 683</b>
Note(s)	10	10	10	11&19		

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Statement of Cash Flows

Figures in US Dollar	Note(s)	2016	2015
<b>Cash flows from operating activities</b>			
Cash (used in) generated from operations	20	(16 374 528)	8 543 497
Interest income		-	6
Finance costs		-	(9 545)
<b>Net cash from operating activities</b>		<b>(16 374 528)</b>	<b>8 533 958</b>
<b>Cash flows from investing activities</b>			
Purchase of investment property	3	(1 622 093)	-
Movement in investments		-	(392 137)
Purchase of investment assets		(15 901 044)	(66 620 667)
Sale of investment assets		15 931 928	-
<b>Net cash from investing activities</b>		<b>(1 591 209)</b>	<b>(67 012 804)</b>
<b>Cash flows from financing activities</b>			
Proceeds on share issue	10	-	40 499 000
Net movement in group loans		17 943 743	18 023 874
<b>Net cash from financing activities</b>		<b>17 943 743</b>	<b>58 522 874</b>
<b>Total cash movement for the year</b>		<b>(21 994)</b>	<b>44 028</b>
Cash at the beginning of the year		44 303	275
<b>Total cash at end of the year</b>	9	<b>22 309</b>	<b>44 303</b>

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### Corporate Information

Caro Investment Holdings Limited is a public limited company incorporated and domiciled in Virgin Islands (British).

#### 1. Significant accounting policies

The principal accounting policies applied in the preparation of these group annual financial statements are set out below.

##### 1.1 Basis of preparation

The group annual financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these group annual financial statements and the BVI Business Companies Act, 2004.

The group annual financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below. They are presented in US Dollars, which is the company's functional currency.

These accounting policies are consistent with the previous period.

##### 1.2 Consolidation

###### Basis of consolidation

The consolidated group annual financial statements incorporate the group annual financial statements of the company and all subsidiaries. Subsidiaries are entities (including structured entities) which are controlled by the group.

The group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it has the ability to affect those returns through use its power over the entity.

The results of subsidiaries are included in the consolidated group annual financial statements from the effective date of acquisition to the effective date of disposal.

Adjustments are made when necessary to the group annual financial statements of subsidiaries to bring their accounting policies in line with those of the group.

All inter-company transactions, balances, and unrealised gains on transactions between group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the group's interest therein, and are recognised within equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a debit balance being recognised for non-controlling interest.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions and are recognised directly in the Statement of Changes in Equity.

The difference between the fair value of consideration paid or received and the movement in non-controlling interest for such transactions is recognised in equity attributable to the owners of the company.

Where a subsidiary is disposed of and a non-controlling shareholding is retained, the remaining investment is measured to fair value with the adjustment to fair value recognised in profit or loss as part of the gain or loss on disposal of the controlling interest. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.



# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.3 Significant judgements and sources of estimation uncertainty

The preparation of group annual financial statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### Critical judgements in applying accounting policies

Management did not make critical judgements in the application of accounting policies, apart from those involving estimations, which would significantly affect the financial statements.

#### Key sources of estimation uncertainty

##### Trade receivables

The company assesses its trade receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the company makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from the financial asset.

##### Impairment testing

The company reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. When such indicators exist, management determine the recoverable amount by performing value in use and fair value calculations. These calculations require the use of estimates and assumptions. When it is not possible to determine the recoverable amount for an individual asset, management assesses the recoverable amount for the cash generating unit to which the asset belongs.

### 1.4 Investment property

Investment property is recognised as an asset when, and only when, it is probable that the future economic benefits that are associated with the investment property will flow to the enterprise, and the cost of the investment property can be measured reliably.

Investment property is initially recognised at cost. Transaction costs are included in the initial measurement.

Costs include costs incurred initially and costs incurred subsequently to add to, or to replace a part of, or service a property. If a replacement part is recognised in the carrying amount of the investment property, the carrying amount of the replaced part is derecognised.

#### Fair value

Subsequent to initial measurement investment property is measured at fair value.

A gain or loss arising from a change in fair value is included in net profit or loss for the period in which it arises.

There are no property interests held under operating leases which are recognised as investment property.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.5 Financial instruments

#### Classification

The company classifies financial assets and financial liabilities into the following categories:

- Financial assets at fair value through profit or loss
- Held-to-maturity investment
- Loans and receivables
- Financial liabilities at fair value through profit or loss
- Financial liabilities measured at amortised cost

Classification depends on the purpose for which the financial instruments were obtained / incurred and takes place at initial recognition. Classification is re-assessed on an annual basis, except for derivatives and financial assets designated as at fair value through profit or loss, which shall not be classified out of the fair value through profit or loss category.

#### Initial recognition and measurement

Financial instruments are recognised initially when the company becomes a party to the contractual provisions of the instruments.

The company classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

Financial instruments are measured initially at fair value, except for equity investments for which a fair value is not determinable, which are measured at cost and are classified as available-for-sale financial assets.

For financial instruments which are not at fair value through profit or loss, transaction costs are included in the initial measurement of the instrument.

Transaction costs on financial instruments at fair value through profit or loss are recognised in profit or loss.

#### Subsequent measurement

Financial instruments at fair value through profit or loss are subsequently measured at fair value, with gains and losses arising from changes in fair value being included in profit or loss for the period.

Net gains or losses on the financial instruments at fair value through profit or loss dividends and interest.

Dividend income is recognised in profit or loss as part of other income when the company's right to receive payment is established.

Loans and receivables are subsequently measured at amortised cost, using the effective interest method, less accumulated impairment losses.

Held-to-maturity investments are subsequently measured at amortised cost, using the effective interest method, less accumulated impairment losses.

Financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method.

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership.

#### Fair value determination

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the company establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.5 Financial instruments (continued)

#### Impairment of financial assets

At each reporting date the company assesses all financial assets, other than those at fair value through profit or loss, to determine whether there is objective evidence that a financial asset or group of financial assets has been impaired.

Impairment losses are recognised in profit or loss.

Impairment losses are reversed when an increase in the financial asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the financial asset at the date that the impairment is reversed shall not exceed what the carrying amount would have been had the impairment not been recognised.

#### Loans to (from) group companies

These include loans to and from holding companies, fellow subsidiaries, subsidiaries, joint ventures and associates and are recognised initially at fair value plus direct transaction costs.

Loans to group companies are classified as loans and receivables.

Loans from group companies are classified as financial liabilities measured at amortised cost.

#### Trade and other receivables

Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss within operating expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against operating expenses in profit or loss.

Trade and other receivables are classified as loans and receivables.

#### Trade and other payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at fair value.

### 1.6 Tax

#### Tax expenses

As the company is registered in the British Virgin Islands, it is exempt from all taxes.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.7 Impairment of assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the company also:

- tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.
- tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

### 1.8 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

### 1.9 Provisions and contingencies

Provisions are recognised when:

- the company has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognised for the reimbursement shall not exceed the amount of the provision.

Provisions are not recognised for future operating losses.

If an entity has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

A constructive obligation to restructure arises only when an entity:

- has a detailed formal plan for the restructuring, identifying at least:
  - the business or part of a business concerned;
  - the principal locations affected;

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.9 Provisions and contingencies (continued)

- the location, function, and approximate number of employees who will be compensated for terminating their services;
- the expenditures that will be undertaken; and
- when the plan will be implemented; and
- has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

After their initial recognition contingent liabilities recognised in business combinations that are recognised separately are subsequently measured at the higher of:

- the amount that would be recognised as a provision; and
- the amount initially recognised less cumulative amortisation.

Contingent assets and contingent liabilities are not recognised. Contingencies are disclosed in note 22.

### 1.10 Revenue

Revenue from the sale of goods is recognised when all the following conditions have been satisfied:

- the company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction is recognised by reference to the stage of completion of the transaction at the end of the reporting period. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company;
- the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognised only to the extent of the expenses recognised that are recoverable.

Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for goods and services provided in the normal course of business, net of trade discounts and volume rebates, and value added tax.

Interest is recognised, in profit or loss, using the effective interest rate method.

### 1.11 Borrowing costs

All borrowing costs are recognised as an expense in the period in which they are incurred.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Accounting Policies

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### 1.12 Translation of foreign currencies

#### Investments in subsidiaries, joint ventures and associates

The results and financial position of a foreign operation are translated into the functional currency using the following procedures:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each item of profit or loss are translated at exchange rates at the dates of the transactions; and
- all resulting exchange differences are recognised to other comprehensive income and accumulated as a separate component of equity.

Exchange differences arising on a monetary item that forms part of a net investment in a foreign operation are recognised initially to other comprehensive income and accumulated in the translation reserve. They are recognised in profit or loss as a reclassification adjustment through to other comprehensive income on disposal of net investment.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of that foreign operation are treated as assets and liabilities of the foreign operation.

The cash flows of a foreign subsidiary are translated at the exchange rates between the functional currency and the foreign currency at the dates of the cash flows.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar

2016

2015

### 2. New Standards and Interpretations

#### 2.1 Standards and interpretations effective and adopted in the current year

In the current year, the company has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
<ul style="list-style-type: none"><li>Amendments to IFRS 10, 12 and IAS 28: Investment Entities. Applying the consolidation exemption</li></ul>	01 January 2016	The impact of the amendment is not material.
<ul style="list-style-type: none"><li>Amendment to IFRS 5: Non-current Assets Held for Sale and Discontinued Operations: Annual Improvements project</li></ul>	01 January 2016	The impact of the amendment is not material.
<ul style="list-style-type: none"><li>Amendment to IFRS 7: Financial Instruments: Disclosures: Annual Improvements project</li></ul>	01 January 2016	The impact of the amendment is not material.
<ul style="list-style-type: none"><li>Disclosure Initiative: Amendment to IAS 1: Presentation of Financial Statements</li></ul>	01 January 2016	The adoption of this amendment has not had a material impact on the results of the company, but has resulted in more disclosure than would have previously been provided in the financial statements

#### 2.2 Standards and interpretations not yet effective

The company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the company's accounting periods beginning on or after 01 January 2017 or later periods:

Standard/ Interpretation:	Effective date: Years beginning on or after	Expected impact:
<ul style="list-style-type: none"><li>IFRS 16 Leases</li></ul>	01 January 2019	Impact is currently being assessed
<ul style="list-style-type: none"><li>IFRS 9 Financial Instruments</li></ul>	01 January 2018	Impact is currently being assessed
<ul style="list-style-type: none"><li>IFRS 15 Revenue from Contracts with Customers</li></ul>	01 January 2018	Unlikely there will be a material impact
<ul style="list-style-type: none"><li>Amendments to IFRS 15: Clarifications to IFRS 15 Revenue from Contracts with Customers</li></ul>	01 January 2018	Unlikely there will be a material impact
<ul style="list-style-type: none"><li>Amendments to IAS 7: Disclosure initiative</li></ul>	01 January 2017	Not expected to impact results but may result in additional disclosure

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar 2016 2015

### 3. Investment property

	2016			2015		
	Cost / Valuation	Accumulated depreciation	Carrying value	Cost / Valuation	Accumulated depreciation	Carrying value
Investment property	1 622 093	-	1 622 093	-	-	-

#### Reconciliation of investment property - 2016

	Opening balance	Additions	Total
Investment property	-	1 622 093	1 622 093

#### Details of property

##### Land at Buckmore Farm, Winchester Road, Petersfield GU32 3BU

Land held under title deed number SH46251

- Purchase price: June 2016

1 622 093 -

#### Details of valuation

The effective date of the valuation was 31 December 2016. The investment property is disclosed at the directors valuation as at the reporting date. The investment property is independently valued periodically.

The Directors are not aware of any material change in the property valuation since the balance sheet date.

### 4. Goodwill

	2016			2015		
	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
Goodwill	-	-	-	392 137	-	392 137

#### Reconciliation of goodwill - 2016

	Opening balance	Movements through business combinations	Impairment loss	Total
Goodwill	392 137	(52 630)	(339 507)	-

#### Reconciliation of goodwill - 2015

	Opening balance	Movements through business combinations	Total
Goodwill	-	392 137	392 137



# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar

	2016	2015
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### 5. Interests in subsidiaries

Name of company	Nature of business	% holding 2016	% holding 2015
Axel Finance Company Limited	Asset lending	100 %	- %
Kiklo Cars Limited	Investment holding	100 %	100 %
Kiklo Cars USA LLC	Investment holding	100 %	100 %
Kreis Kapital UG	Investment holding	100 %	100 %
Pikes Peak Properties Limited	Property holding	100 %	100 %

### 6. Loans to (from) group companies

#### Holding company

Zeno Capital Limited	(34 706 030)	(16 765 077)
HBW Group Proprietary Limited	(243 464)	(240 674)

The loans are unsecured, interest free and have no fixed terms of repayment. The loans are not expected to be repaid in the next twelve months.

(34 949 494)	(17 005 751)
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#### Fellow subsidiaries

Primezone Properties Limited	(1 032 903)	(1 032 903)
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The loan is unsecured, interest free and has no fixed terms of repayment. The loan is not expected to be repaid within the next twelve months.

Non-current liabilities	(35 982 397)	(18 038 654)
	(35 982 397)	(18 038 654)

### 7. Investment assets

#### At fair value through profit or loss

Other investment assets	67 895 532	68 436 859
Investment in investment cars.		

#### Non-current assets

Designated as at fair value through profit (loss)	67 895 532	68 436 859
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#### Fair value information

Financial assets at fair value through profit or loss are recognised at fair value, which is therefore equal to their carrying amounts.

The following classes of financial assets at fair value through profit or loss are measured to fair value using market prices:

- Investment cars

The company has not reclassified any financial assets from cost or amortised cost to fair value, or from fair value to cost or amortised cost during the current or prior year.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar	2016	2015
<b>8. Trade and other receivables</b>		
Prepayments	41 398	48 325
Deposits paid	1 335 542	-
Short term loan	5 813 540	-
Other receivable	-	45 966
	<b>7 190 480</b>	<b>94 291</b>
<b>9. Cash and cash equivalents</b>		
Cash and cash equivalents consist of:		
Bank balances	22 309	44 303
<b>10. Share capital</b>		
<b>Authorised</b>		
100 000 Ordinary shares of US\$1 each	100 000	100 000
<b>Issued</b>		
40 000 Ordinary shares of US\$1 each	40 000	40 000
Share premium	40 460 000	40 460 000
	<b>40 500 000</b>	<b>40 500 000</b>
<b>11. Foreign currency translation reserve</b>		
Translation reserve comprises exchange differences on consolidation of foreign subsidiaries.		
Opening balance	(4 595)	-
Current year movement	(12 206)	(4 595)
	<b>(16 801)</b>	<b>(4 595)</b>
<b>12. Trade and other payables</b>		
Trade payables	3 984	50 435
Other payables	73 350	9 056 401
	<b>77 334</b>	<b>9 106 836</b>
<b>13. Operating income</b>		
Fees earned	-	60 000
Other income	39 764	-
	<b>39 764</b>	<b>60 000</b>

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar	2016	2015	
<b>14. Operating gains (losses)</b>			
<b>Gains (losses) on disposals, scrappings and settlements</b>			
Other financial and investment assets	21 557	(4 034)	
<b>Foreign exchange gains (losses)</b>			
Net foreign exchange gains (losses)	8 697	(21 042)	
<b>Fair value gains (losses)</b>			
<b>Financial instruments at fair value through profit or loss:</b>			
Other investment assets	(532 000)	1 820 226	
<b>Total other operating (losses) gains</b>	<b>(501 746)</b>	<b>1 795 150</b>	
<b>15. Operating (loss) profit</b>			
Operating (loss) profit for the year is stated after charging (crediting) the following, amongst others:			
<b>Auditor's remuneration - external</b>			
Audit fees	2 948	2 080	
<b>16. Investment income</b>			
<b>Interest income</b>			
<b>From investments in financial assets:</b>			
Interest received - Other	-	6	
<b>17. Finance costs</b>			
Group companies	-	9 545	
<b>18. Taxation</b>			
No provision has been made for tax as the company is registered in the British Virgin Islands and is exempt from tax.			
<b>19. Other comprehensive income</b>			
<b>Components of other comprehensive income - 2016</b>			
	Gross	Tax	Net
<b>Items that may be reclassified to profit (loss)</b>			
<b>Exchange differences on translating foreign operations</b>			
Exchange differences arising during the year	(12 206)	-	(12 206)
<b>Components of other comprehensive income - 2015</b>			
	Gross	Tax	Net
<b>Items that may be reclassified to profit (loss)</b>			
<b>Exchange differences on translating foreign operations</b>			
Exchange differences arising during the year	(4 595)	-	(4 595)

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar	2016	2015
<b>20. Cash used in operations</b>		
Loss before taxation	(1 139 211)	1 343 120
<b>Adjustments for:</b>		
(Gains) losses on disposals of assets and liabilities	(21 557)	4 034
Gains on foreign exchange	(8 697)	-
Interest income	-	(6)
Finance costs	-	9 545
Fair value losses (gains)	532 000	(1 820 226)
Impairment losses and reversals	339 507	-
Other non-cash items	49 121	(4 595)
<b>Changes in working capital:</b>		
Trade and other receivables	(7 096 189)	(94 291)
Trade and other payables	(9 029 502)	9 105 916
	<b>(16 374 528)</b>	<b>8 543 497</b>

### 21. Commitments

#### Authorised capital expenditure

##### Already contracted for but not provided for

• Investment cars	4 121 486	-
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This committed expenditure relates to investment cars and will be financed by existing cash resources.

### 22. Contingencies

There were no material contingencies at year end.

### 23. Related parties

Relationships	
Ultimate holding company	Supaluck Investments Proprietary Limited
Holding company	Zeno Capital Limited
Other interests of the directors	HBW Group Proprietary Limited Primezone Properties Limited

#### Related party balances

##### Loan accounts - Owing (to) by related parties

Zeno Capital Limited	(34 706 030)	(16 765 077)
HBW Group Proprietary Limited	(243 464)	(240 674)
Primezone Properties Limited	(1 032 903)	(1 032 903)

#### Related party transactions

##### Interest paid to (received from) related parties

Union Holdings (UK) Limited	-	9 545
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### 24. Directors' emoluments

No emoluments were paid to the directors or any individuals holding a prescribed office during the year.

# Caro Investment Holdings Limited

Group Annual Financial Statements for the year ended 31 December 2016

## Notes to the Group Annual Financial Statements

Figures in US Dollar

2016

2015

### 25. Risk management

#### Capital risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the company consists of debt, which includes the borrowings (excluding derivative financial liabilities) disclosed in notes 6 cash and cash equivalents disclosed in note 9, and equity as disclosed in the statement of financial position.

Consistent with others in the industry, the company monitors capital on the basis of the debt: equity ratio.

This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents. Total equity is represented in the statement of financial position.

There are no externally imposed capital requirements.

#### Financial risk management

The company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance. The company uses derivative financial instruments to hedge certain risk exposures. Risk management is carried out by the fund managers under policies approved by the directors. The fund managers identifies, evaluates and hedges financial risks in close co-operation with the company's operating units. The directors provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

#### Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

The company's risk to liquidity is a result of the funds available to cover future commitments. The company manages liquidity risk through an ongoing review of future commitments and credit facilities.

Cash flow forecasts are prepared and adequate utilised borrowing facilities are monitored.

#### Credit risk

Credit risk consists mainly of cash deposits, cash equivalents, derivative financial instruments and trade debtors. The company only deposits cash with major banks with high quality credit standing and limits exposure to any one counter-party.

#### Foreign exchange risk

The company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar, the UK pound and the Euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The company does not hedge foreign exchange fluctuations.

#### Exchange rates used for conversion of foreign items were:

GBP	1.2340	1.4734
EURO	1.0517	1.0866

