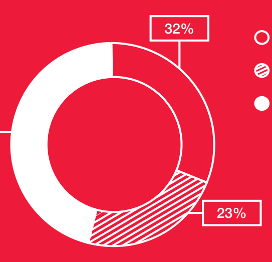
UNAUDITED FINANCIAL STATEMENTS
for the six months ended 31 December 2011

16,5 — REVENUE ↑ 16,5%

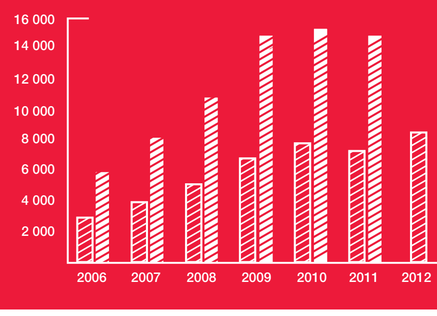
15,2 — OPERATING PROFIT ↓ 15,2%

8,6 — EARNINGS PER SHARE ↓ 8,6%

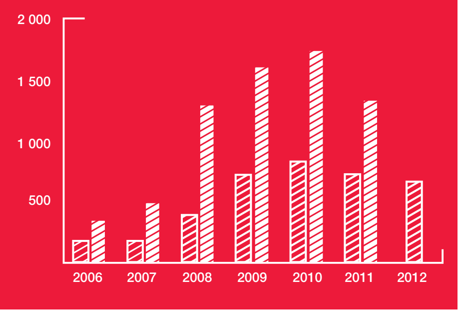
REVENUE (Rm)



REVENUE (Rm)



EARNINGS PER SHARE (cents) Interim Final



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE

	% change	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
Revenue	16,5	**8 383 564**	7 194 510	14 766 631
Operating profit before non-trading items	(23,6)	**465 269**	609 046	1 090 049
Impairment of goodwill		**(18 125)**	(29 139)	(36 266)
Fair value adjustment to investments		**(82)**	–	97
Impairment of loan		**(3 000)**	(65 867)	(65 867)
Profit on disposal of investments		**41 903**	57 921	57 921
Share-based payment expense		**(5 131)**	(4 892)	(32 418)
Operating profit	(15,2)	**480 834**	567 069	1 013 516
Share of profits and losses in associates		**(17 010)**	(38 947)	(51 388)
Income from investments		**94 054**	116 633	224 727
Operating income		**557 878**	644 755	1 186 855
Finance costs		**(6 364)**	(6 655)	(18 089)
Profit before taxation		**551 514**	638 100	1 168 766
Taxation		**(168 865)**	(199 634)	(380 000)
Profit for the period	(12,7)	**382 649**	438 466	788 766
Operating margin		**5,5%**	8,5%	7,4%
Profit attributable to:				
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited		**360 626**	395 863	733 475
Non-controlling interests		**22 023**	42 603	55 291
		382 649	438 466	788 766
Reconciliation of headline earnings				
Attributable profit		**360 626**	395 863	733 475
Adjusted for:				
Impairment of goodwill		**18 125**	29 139	36 266
Impairments included in share of profits and losses in associates		**1 498**	–	–
Profit on disposal of investments included in share of profits and losses in associates		**(1 024)**	–	–
Impairment of loan		**3 000**	–	65 867
Profit on disposal of investments		**(41 903)**	(57 921)	(57 921)
Loss/(profit) on disposal of property plant and equipment		**700**	(3 544)	(2 502)
Tax effect thereof		**5 328**	11 049	(412)
Headline earnings as published	(7,5)	**346 350**	374 586	774 773
Impairment of loan		**–**	65 867	–
Tax effect thereof		**–**	(9 221)	–
Headline earnings as restated	(19,7)	**346 350**	431 232	774 773
Ordinary shares				
Issued ('000)		**66 000**	66 000	66 000
Weighted average number of shares ('000)		**54 727**	54 886	54 727
Diluted weighted average number of shares ('000)		**54 917**	55 388	55 237
Earnings per share (cents)	(8,6)	**659,0**	721,2	1 340,2
Diluted earnings per share (cents)		**656,7**	714,7	1 327,9
Headline earnings per share (cents)		**632,9**	682,5	1 415,7
Headline earnings per share as restated (cents)	(19,5)	**632,9**	785,7	1 415,7
Diluted headline earnings per share (cents)		**630,7**	676,3	1 402,4
Diluted headline earnings per share as restated (cents)		**630,7**	778,6	1 402,4
Dividend per share (cents)		**110,0**	110,0	330,0

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
Profit for the period	**382 649**	438 466	788 766
Translation of foreign entities	**110 653**	(25 150)	17 005
Share of associates' comprehensive loss	**(5 558)**	(14 538)	(17 922)
Total comprehensive income for the period	**487 744**	398 778	787 849
Total comprehensive income attributable to:			
Equity shareholders of Wilson Bayly Holmes-Ovcon Limited	**465 721**	356 175	732 558
Non-controlling interests	**22 023**	42 603	55 291
	487 744	398 778	787 849

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
ASSETS			
Non-current assets	**2 700 544**	2 580 934	2 472 330
Property, plant and equipment	**1 609 474**	1 349 722	1 433 063
Goodwill	**413 139**	412 386	390 467
Investment in associates	**410 332**	408 673	401 116
Other non-current assets	**267 599**	410 153	247 684
Current assets	**6 380 676**	5 616 776	7 019 418
Other current assets	**3 650 257**	2 415 067	4 136 646
Cash and cash equivalents	**2 730 419**	3 201 709	2 882 772
Total assets	**9 081 220**	8 197 710	9 491 748
EQUITY AND LIABILITIES			
Capital and reserves	**3 975 565**	3 305 348	3 630 209
Ordinary share capital and reserves	**3 674 690**	3 128 946	3 371 904
Non-controlling interests	**300 875**	176 402	258 305
Non-current liabilities	**207 419**	89 211	131 526
Long-term financial liabilities	**177 647**	58 047	90 526
Other non-current liabilities	**29 772**	31 164	41 000
Current liabilities	**4 898 236**	4 803 151	5 730 013
Other current liabilities	**4 898 236**	4 803 151	5 713 620
Bank overdrafts	**–**	–	16 393
Total equity and liabilities	**9 081 220**	8 197 710	9 491 748

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
Ordinary share capital and reserves at the beginning of the period	**3 371 904**	3 031 919	3 031 919
Profit for the period	**360 626**	395 863	733 475
Other comprehensive income for the period	**105 095**	(39 688)	(917)
Share of movement in associates' equity	**2 175**	–	(24 812)
Dividend paid	**(139 020)**	(138 795)	(209 721)
Cash settled equity instruments raised	**–**	–	(1 632)
Share based payment expense	**5 131**	4 892	13 337
Goodwill recognised in equity	**(31 221)**	(125 245)	(169 745)
Ordinary share capital and reserves at the end of the period	**3 674 690**	3 128 946	3 371 904

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
Cash generated from operations	**315 161**	275 894	345 276
Income from investments	**94 054**	116 633	224 727
Finance costs	**(6 364)**	(6 655)	(18 089)
Taxation paid	**(215 366)**	(386 915)	(650 624)
Dividends paid	**(139 020)**	(138 795)	(224 562)
Cash retained from/(utilised in) operations	**48 465**	(139 838)	(323 272)
Net cash flow from investing activities	**(295 551)**	(453 792)	(660 148)
Net cash flow from financing activities	**111 126**	(95 700)	(41 240)
Net decrease in cash and cash equivalents	**(135 960)**	(689 330)	(1 024 660)
Cash and cash equivalents at the beginning of the period	**2 866 379**	3 891 039	3 891 039
Cash and cash equivalents at the end of the period	**2 730 419**	3 201 709	2 866 379

SEGMENTAL INFORMATION

	% margin	Unaudited December 2011 R'000	Unaudited December 2010 R'000	Audited June 2011 R'000
Segment revenue				
– Building and civil engineering		**2 615 515**	2 429 426	4 377 474
– Roads and earthworks		**1 924 161**	1 997 893	4 110 792
– Australia		**3 811 648**	2 644 000	5 972 873
– Other operations		**32 240**	123 191	305 492
		8 383 564	7 194 510	14 766 631
Segment result				
– Building and civil engineering	5,5	**142 876**	211 879	332 810
– Roads and earthworks	11,9	**230 662**	264 641	524 569
– Australia	2,1	**81 181**	107 148	171 200
– Other operations	37,7	**10 550**	25 378	61 470
		465 269	609 046	1 090 049

BASIS OF ACCOUNTING

The unaudited consolidated interim financial statements have been prepared in accordance with IAS 34: Interim Financial Reporting, the International Financial Reporting Standards (IFRS) and Schedule 4 of the Companies Act. The accounting policies adopted in the preparation of these financial statements are consistent with those used to prepare the comparative interim financial statements and the annual financial statements for the year ended 30 June 2011. The information disclosed in these statements has not been reviewed nor reported on by the group's auditors.

OVERVIEW OF RESULTS

The group increased revenue by 16,5% from R7,2 billion to R8,4 billion for the six months to December 2011. This increase is predominantly a result of increased activity levels in Australia across both traditional markets and the mining and resources sector in Western Australia. However the effect of the competitive conditions within both the local and Australian markets is evident in the reduction of the group's operating margin from 8,5% to 5,5%. While the operating profit before non-trading items declined by 23,6% to R466 million when compared to the comparative period of R609 million, it remains comparable with the profits from the second half of FY2011 which amounted to R481 million.

Earnings per share declined by 8,6% to 659 cents per share (2010: 721 cents) and headline earnings per share declined by 19,5% to 633 cents per share (2010: 786 cents)

Headline earnings per share included in the published results for the period ended 31 December 2010 had not been adjusted for the impairment of the loan to associate. However, the impairment of the loan to associate was adjusted for in the calculation of headline earnings per share included in the audited published results at 30 June 2011. The headline earnings per share for the period ending 31 December 2010 was adjusted for the impairment of the loan to associate when calculating the headline earnings per share for the period ended 31 December 2011.

During the first six months the group finalised the sale of its minority holding in a mining company which has prospecting rights for coal in Mpumalanga. The group's share in the profit thereon amounted to R42 million. Goodwill of R18 million relating to the initial acquisition of WBHO-CARR has been impaired during the period, however fluctuations in exchange rates have resulted in an increase in goodwill in the statement of financial position.

Cash generated from operations amounts to R315 million compared to R276 million generated in the comparative period. The group's capital expenditure to date amounts to R246 million against an authorised budget of R437 million. Cash balances have decreased by R136 million over the six months ended 31 December 2011.

Financial guarantees issued to third parties amount to R3,4 billion compared to R3,6 billion as at 30 June 2011.

ACQUISITIONS

In terms of the shareholders' agreement, on 30 September 2011, the group interest in Probuild Constructions (Australia) Pty Limited (Probuild) increased from 76,6% to 78,5% as a result of a share buy-back valued at R41 million. Goodwill of R31 million was recognised in the statement of changes in equity.

BUILDING AND CIVIL ENGINEERING

Although industry conditions have remained depressed over the last six months the division has successfully increased its revenue by 7,6% to R2,6 billion (2010: R2,4 billion), however as yet there has been no recovery from the margin pressures experienced in the latter half of FY2011.

The North division has again produced a strong result following progress on a number of significant projects including the Standard Bank building in Rosebank, the Alexander Forbes offices in Sandton, the successful procurement of work in the Menlyn area as well as a number of retail centres, namely the Nicolway Shopping Centre and Middelburg Mall. New awards include the Alice Lane Standard Bank development, a shopping centre in Bethlehem, a further extension to the Highveld Mall and the refurbishment of the Grayston Drive Hotel for Sun International. During the period the division, in joint venture, successfully completed the iconic extension to Sandton City.

In the Western Cape all projects are fiercely contested and we are privileged to have been awarded the new development by Growthpoint at the Waterfront for Allan Gray as well as office blocks for the Ingenuity Property fund. Ongoing construction at the harbour for Transnet and on certain apartment blocks, continues to provide secure revenue streams for the division. The multi-use development in Mauritius is progressing well and is due for completion within the next 12 months.

At the outset of the financial year the potential for work in the Eastern Cape was limited. The award of the extension to, and refurbishment of, the Hemingway Casino for Tsogo Sun, a new shopping centre in Queenstown and the Oncology Unit at Livingstone Hospital have contributed toward the order book.

The KZN division remains busy with the expansion of the Empangeni Hospital, the new K-Rith building for the medical faculty at the University of KZN and the refurbishment of the Wild Coast Sun. We have recently been awarded our first project in the Durban harbour for Transnet. While the order book is currently at reasonable levels, it has a relatively short horizon and replacing current work is anticipated to prove challenging.

Mining activity within the Civil division continues to present opportunities for growth and additional resources have been focused on this sector to meet the expected expansion, however, some project delays together with other projects not being awarded hindered the growth prospects for the six months to December 2011. Progress on the Kusile project continues and the international projects in both Botswana and Zambia are proving to be successful. Renniks, the group's new subsidiary, is finding it difficult to replace its order book both in sliding and mining services while the industrial side of the business remains busy.

ROADS AND EARTHWORKS

Trading conditions for the division have proved difficult over the six months with sustained competition within the local market continuing to hold margins at low levels. In order to replace falling revenue streams within South Africa the division has successfully relocated its resources to African mining projects. Overall the division has managed to maintain revenue at the same levels compared to 31 December 2010, while operating profits have declined by 13% to R230,6 million (2010: R264,6 million).

The six Free State Roads projects have four contractual milestone payment events. The first payment was made in October 2010, the second, which was due in mid 2011 and has only been partially paid. As a result the works were suspended in October 2011 and will only recommence once full payment is received. The total amount owing amounts to R245 million (VAT inclusive). Stop/go facilities have been maintained on all contracts to ensure access and safety. We are currently in discussions with the client to resolve the short payment and are confident that we will be paid for the work executed thus far.

Work for the mining houses and SANRAL continues in the North West, Mpumalanga, Limpopo, Eastern Cape and Gauteng.

The shortage of bitumen has hampered the turn-around strategy for Roadspan, however all operational restructuring has been implemented and the business is well placed to capitalise on the promised infrastructure work announced by government. Insitu Pipelines is currently completing a number of major pipe contracts and has recently commenced a gas line project between Secunda and Sasolburg in joint venture with a specialist French pipe company. Of further significance is the company's involvement in a joint venture which is the preferred bidder for the North South Carrier in Botswana. Edwin Construction is on budget for the year and is performing well.

The international division focuses primarily on the mining infrastructure environment and is currently executing projects for mining houses in Zambia, Botswana, Mozambique, Ghana, Sierra Leone and recently Guinea.

AUSTRALIA

Probuild has increased its revenue but operating profit is down due to the competitive Australian building market. The majority of this growth is derived from market growth in Perth, the inclusion of the Contexx acquisition and the Queensland Civil operations which secured key infrastructure rectification projects following last year's devastating floods.

Projects completed during the first six months include the AU$200 million Harvey Norman and Ikea Retail Precinct, Perth's CBD AU$120 million Raine Square Commercial Tower, as well as three high-rise residential apartment projects in Victoria with a combined value in excess of AU$220 million.

Probuild was awarded new projects with a combined value of AU$787 million during the first six months and the division remains well positioned for further revenue growth with the order book increasing to AU$1,3 billion (June 2011: AU$1 billion).

WBHO Civils and WBHO-CARR have benefited from the resource sector in Western Australia resulting in growth in revenues. WBHO Civils is performing well with operating profit better than forecast. WBHO-CARR's operating profit is still adversely affected by logistical challenges in extremely remote areas in Western Australia and reported a loss for the period.

WBHO's management information systems have now been implemented within both companies.

OTHER OPERATIONS

Property

Sales continue at the Simbithi Eco-Estate development near Ballito in KZN as it remains a popular choice within both the first and second home markets. The St Francis Links development remains quiet. There are no new developments that have been identified for the immediate future.

Associates

Capital Africa Steel (CAS) generated earnings before interest and tax of R11 million compared to the prior period loss of R20 million when including the share of its associates. The newly appointed CEO, Edwin Hewitt, has settled in well however the restructuring of the CAS balance sheet is still in progress.

The pipe factory has been downsized which has improved working capital requirements as well as profitability. Shelving and racking and long steel products have shown improvement in the current period. The aggregate and ready mix business is impacted by a loss-making supply contract on the Kusile Power Station and limited opportunities in Botswana, resulting in a poor financial performance in the current period.

COMPETITION COMMISSION

The Competition Commission continues with the process of assessing the group's submissions and we continue to cooperate with the Commission. The outcome of the process will only be known later in 2012 and the group has made provision for a possible penalty. Compliance education is an ongoing process for all senior staff.

PROSPECTS

Locally, WBHO is pursuing a number of opportunities within the renewable energy sector and we believe these will materialise in the short term. Following the President's "State of the Nation" address we are encouraged by the anticipated increase in the potential public spend.

There is still capacity in the private sector building market for new retail centres and upgrades to existing centres which we will actively pursue, as well as building and civil projects in the rest of Africa with existing clients.

The group is pursuing further opportunities for mining infrastructure work in South Africa and the rest of Africa.

New work prospects across Australia remain promising with the 12 to 18 month tracked project pipeline amounting to AU$7,5 billion, slightly higher than the pipeline of AU$7,4 billion at 30 June 2011. The contracting market in Western Australia remains buoyant due to strong global demand for commodities and significant investment in oil, gas and mining infrastructure. Penetration of the civil engineering market in Western Australia is progressing as we consolidate the businesses and enhance the WBHO brand.

Although the business environment is still impacted by the uncertain global economic and financial markets, the order book for the group at the beginning of 2012 is R21,1 billion compared to R16,2 billion in June 2011 an increase of R4,9 billion. Approximately 50% of the book is in Australia, with the balance split equally between Building and Civil Engineering and Roads and Earthworks. The geographical split of the order book is now 61% foreign and 39% local.

EMPOWERMENT AND HEALTH AND SAFETY

This year saw the vesting of the first tranche of shares issued to employees through Akani,the group's broad-based employment equity share scheme. 1 090 employees were awarded between 305 and 508 shares each and this occasion marked a very special event in WBHO's history. We congratulate all the participants for their loyal service to the group.

In July the group was assessed against the Construction Sector scorecard and we are pleased to report that we have improved our rating to that of a Level 2 contributor. We thank all employees and suppliers for their commitment to transformation.

The group has maintained an LTIFR of less than one over the period,however, regrettably, three employees and one subcontractor were involved in fatal accidents in the six months to December 2011. The board continues to treat safety as its highest priority.

APPRECIATION

The Directors and Management would like to thank their clients and staff for their continuous support and loyalty.

DIVIDEND DECLARATION

Notice is hereby given that the directors have declared an interim dividend of 110 cents per share (2010: 110 cents) payable in respect of the six months ended 31 December 2011.

The following dates have reference:

Last day to trade cum dividend	Wednesday, 4 April 2012
Trading ex dividend commences	Thursday, 5 April 2012
Record date	Friday, 13 April 2012
Payment date	Monday, 16 April 2012

Shares may not be dematerialised or rematerialised between Thursday, 5 April 2012 and Friday, 13 April 2012, both dates inclusive.

By order of the board

MS Wylie Chairman

EL Nel Chief Executive Officer

CV Henwood Chief Financial Officer

Johannesburg
17 February 2012