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BSA LIMITED

PRELIMINARY FINAL REPORT

for the Year Ended 30 June 2009

ABN 50 088 412 748

PRELIMINARY FINAL REPORT GIVEN TO THE ASX UNDER LISTING RULE 4.3A

Name of entity

BSA Limited

ABN or equivalent reference #

50 088 412 748

Reporting period

Financial Year Ended 30 June 2009

Previous corresponding period

Financial Year Ended 30 June 2008

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1. RESULTS FOR ANNOUNCEMENT TO THE MARKET

\$'000

Revenue from continuing operations	down	1.2 %	to \$	240,941
Profit after income tax from continuing operations	down	3.7 %	to \$	7,726
Net profit for the period attributable to members	down	3.7 %	to \$	7,726

Dividends per Share

Final - FY 2008

Interim - FY 2009

Final - FY 2009

Amount per share	Franked amount per share at 30% tax
0.75 cents	0.75 cents
1.00 cents	1.00 cents
1.00 cents	1.00 cents

Record date for determining entitlements to dividend

14 September 2009

Payment date of dividend

9 October 2009

Amount of dividend per security

Interim Dividend

In respect of 2009 financial year
In respect of 2008 financial year

Amount per security Percentage franked

1.00 cents 100%
3.50 cents 100%

Final Dividend

In respect of 2009 financial year
In respect of 2008 financial year

1.00 cents 100%
0.75 cents 100%

Explanations

Refer to Commentary on Results attached.

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2. COMMENTARY ON RESULTS

Financial Highlights

BSA Limited's total revenue for the year was steady at \$240.9 million (2008 \$243.9m) with resultant earnings before interest, tax and depreciation (EBITDA) also steady at \$15.1 million (2008 \$16.1m).

The net amount of profit of the consolidated entity for the financial year after income tax was \$7.73 million.

Dividends Paid or Declared

Dividends paid or declared for payment are as follows:

Interim ordinary fully franked dividend of 1.0 cents per share paid on 15 April 2009 (\$1,936,964).

Final ordinary fully franked dividend of 1.0 cents per share declared by directors to be paid on 9 October 2009 (\$1,987,041).

Earnings Per Share

	2009	2008
Basic earnings per share	4.01 cents	4.41 cents
Diluted earnings per share	3.98 cents	4.40 cents

Review of Operations

The Contracting Solutions Division, comprising the telecommunications, subscription and free to air television business units continued to be a stable and consistent performer with steady revenues and profit during the year as further described in the Managing Director's report.

The Building Services division, comprising the Triple M Group, has established a strong foundation and is set for growth. Whilst the revenue and profit were below expectation in what proved to be a difficult economic year in the building industry, due to the timing of some projects being deferred and which will be recognised in 2010. However, the underlying business remains very strong with a robust order book for 2009/2010 and a growing base of recurring maintenance works.

Notable events during the year were

- The Foxtel contract is performing well as it enters its eleventh year;
- OPTUS ADSL Service has been retained and is on track;
- Ongoing Telstra installation and maintenance works under the subcontractor arrangement with SILCAR has met expectations;
- Successful expansion in the Healthcare sector for the Building Services division;
- A significant presence for building services has been established in Western Australia;
- Maintenance and services operations have been expanded; and
- Visible revenue out until at least 2011 has been established through a strong building services order book.

Changes in the State of Affairs

There was no significant change in the state of affairs of the consolidated entity during the financial year.

Future Developments, Prospects and Business Strategies

2010 is shaping up to be another solid year. The balance sheet is strong, the company has good cash flow, a supportive customer base and a committed team to take BSA to the next stage in its growth.

- In the Building Services division, organic growth is likely to be the main driver as we look to build on our \$150 million order book;
- The Contracting Solutions division delivers nearly 30,000 Tickets of Work each day. Our objective for 2010 is to continue to deliver high levels of service and to improve those levels further;
- The Healthcare sector is a focus for BSA and a priority for this year is to establish a Facilities Services capability in this and other growth sectors;
- A push by building owners and developers to ensure buildings meet the Green Star Rating criteria also presents BSA with opportunities;
- BSA is in the preliminary stages of its Augmentation Strategy and has established the right foundation for a strong multi disciplined services business;
- Our strong market presence and track record of delivery presents opportunity associated with the Federal Government's planned National Broadband Network; and
- BSA's status as a Registered Training Organisation holds the company in good stead as Federal and State Governments look to increase spending on skills training and training in the trades and technical services.

2. COMMENTARY ON RESULTS

Earnings Per Share

	Consolidated	
	2009 \$'000	2008 \$'000
Earnings per share for profit from continuing operations:		
Basic earnings per share	4.01 cents	4.41 cents
Diluted earnings per share	3.98 cents	4.40 cents
(a) Reconciliation of earnings to profit		
Profit	7,726	8,020
Net profit attributable to outside equity interests	-	-
Earnings used to calculate basic EPS and dilutive EPS	<u>7,726</u>	<u>8,020</u>
(b) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS		
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	192,849,859	181,878,289
Weighted average number of options / rights outstanding	<u>1,142,679</u>	<u>206,609</u>
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	<u>193,992,538</u>	<u>182,084,898</u>

(c) Information concerning the classification of securities

Options / Rights

Options granted to employees under the BSA Limited Employee Option Plan and Rights granted to employees under the BSA Limited Employee Performance Rights Plan are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options / rights have not been included in the determination of basic earnings per share.

Dividends

	Consolidated	
	2009 \$'000	2008 \$'000
(a) Ordinary Shares		
Final dividend for the year ending 30 June 2008 of 0.75 cents (2007:1.7 cents) per fully paid share paid 3 October 2008		
Fully franked based on tax paid @ 30%	1,415	3,060
Interim dividend for the year ending 30 June 2009 of 1.0 cents (2008:3.5 cents) per fully paid share paid 15 April 2009		
Fully franked based on tax paid @ 30%	1,937	6,464
Total dividends provided for or paid	<u>3,352</u>	<u>9,524</u>

(b) Dividends not recognised at year end

In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of 1.0 cents per fully paid ordinary share, (2008: 0.75 cents) fully franked based on tax paid at 30%. The aggregate amount of the proposed dividend expected to be paid on 9 October 2009 out of retained profits at 30 June 2009, but not recognised as a liability at year end, is

	<u>1,987</u>	<u>1,415</u>
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(c) Franked dividends

The franked portions of the final dividends recommended after 30 June 2009 will be franked out of existing franking credits or out of franking credits arising from the payment of income tax in the year ending 30 June 2009.

	Consolidated	
	2009 \$'000	2008 \$'000
Franking credits available for subsequent financial years based on a tax rate of 30% (2008 - 30%)	<u>13,581</u>	<u>14,891</u>

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for:

- (a) franking credits that will arise from the payment of the amount of the provision for income tax
- (b) franking debits that will arise from the payment of dividends recognised as a liability at the reporting date, and
- (d) franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The impact on the franking account of the dividend recommended by the directors since year end, but not recognised as a liability at year end, will be a reduction in the franking account of \$852,000 (2008: \$607,000)

Segment Results

Business and Geographic Segments

Business segments

The consolidated entity is organised into the following industry segments

Contracting Solutions

Provides contracting services to the telecommunications, subscription television and communication industries. The contracting services include the delivery of bundled services over hybrid fibre coax network, the installation of subscription television, the installation of free to air television antennas and security systems.

Building Services

Provides the designs, installation and maintenance of building services for commercial and industrial buildings including: mechanical services, air conditioning, heating and ventilation, refrigeration and fire services.

Geographic segments

The consolidated entity currently operates in one geographic segment, being Australia.

Primary reporting - Business segments

2009	Contracting Solutions	Building Services	Consolidated	
	\$'000	\$'000	\$'000	
Sales to external customers	163,724	77,218	240,942	
Other revenue	253	281	534	
Total segment revenue	<u>163,977</u>	<u>77,499</u>	-	<u>241,476</u>
Segment result	10,004	704	10,708	
Income tax expense			<u>(2,982)</u>	
Net profit			<u>7,726</u>	
Segment assets	<u>85,715</u>	<u>29,549</u>	<u>115,264</u>	
Segment liabilities	<u>42,482</u>	<u>13,947</u>	<u>56,429</u>	
Acquisition of property, plant and equipment, intangibles and other non current segment assets	471	685	1,156	
Depreciation and amortisation expenses	2,147	1,152	3,299	
Other non-cash expenses	45	21	66	

Primary reporting - Business segments

2008	Contracting Solutions	Building Services	Consolidated	
	\$'000	\$'000	\$'000	
Sales to external customers	161,575	82,307	243,882	
Other revenue	255	310	565	
Total segment revenue	<u>161,830</u>	<u>82,617</u>	-	<u>244,447</u>
Segment result	7,442	4,294	11,736	
Income tax expense			<u>(3,716)</u>	
Net profit			<u>8,020</u>	
Segment assets	<u>84,503</u>	<u>25,258</u>	<u>109,761</u>	
Segment liabilities	<u>40,843</u>	<u>15,603</u>	<u>56,446</u>	
Acquisition of property, plant and equipment, intangibles and other non current segment assets	2,633	734	3,367	
Depreciation and amortisation expenses	2,247	780	3,027	
Other non-cash expenses	48	-	48	

Secondary reporting - Geographical segments

	Segment Revenues		Carrying Amount of Segment Assets		Acquisitions of Non-current Segment Assets	
	2009	2008	2009	2008	2009	2008
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Australia	240,942	243,882	115,264	109,761	1,156	3,367

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Accounting Policies

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by a segment and consist principally of cash, receivables, inventories, intangibles and property, plant and equipment, net of allowances and accumulated depreciation and amortisation. While most assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to segments on a reasonable basis. Segment liabilities consist principally of payables, employee benefits, accrued expenses, provisions and borrowings.

Impairment Losses

There was no impairment loss relating to goodwill recognised as an expense (2008: Nil).

Share-based Payment Expense

There was no share-based payment expense for the current financial year (2008: \$48,329) relating to options granted to certain employees recognised as an expense. A share-based payment expense amounting to \$66,954 (2008: Nil) relating to performance rights to shares granted to certain employees was recognised as an expense.

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3. CONDENSED CONSOLIDATED INCOME STATEMENT

	Current Period A\$'000	Previous corresponding period A\$'000
Revenue from continuing operations - refer 3.1 below	240,941	243,882
Other income - refer 3.2 below	534	565
Expenses - refer 3.3 below	(229,244)	(230,830)
Finance costs	(1,523)	(1,881)
Profit before income tax	10,708	11,736
Income tax expense	(2,982)	(3,716)
Profit for the year from continuing operations	7,726	8,020
Profit for the year	7,726	8,020
Profit for the year attributable to members	7,726	8,020

Basic Earnings Per Share

4.01 cents

4.41 cents

Diluted Earnings Per Share

3.98 cents

4.40 cents

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NOTES TO THE CONDENSED CONSOLIDATED INCOME STATEMENT

3.1 Revenue from continuing operations

	Current Period A\$'000	Previous corresponding period A\$'000
Revenue from Sales	14,899	16,150
Revenue from Services	148,824	145,425
Contract Revenue	77,218	82,307
	240,941	243,882

3.2 Other income

	Current Period A\$'000	Previous corresponding period A\$'000
Net gain on disposal of property, plant and equipment	89	34
Interest Revenue - other persons	445	531
	534	565

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3.3 Expenses

Changes in inventories of finished goods and WIP
Raw materials and consumables used
Employee benefits expense
Depreciation and amortisation expense (including intangibles)
Occupancy
Other Expenses

Current Period A\$'000	Previous corresponding period A\$'000
(305)	(740)
188,725	192,289
22,858	23,032
3,299	3,027
2,563	1,948
12,104	11,274
229,244	230,830

3.4 Individually Significant Items

Unsuccessful merger and acquisition transaction
Inventory write off
Share-based payments expense

Current Period A\$'000	Previous corresponding period A\$'000
-	412
-	1,279
-	48
-	1,739

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3.5 Impairment Expenses

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Impairment of goodwill
 Total impairment write-downs

Consolidated - Current period			
Before tax A\$'000	Related tax A\$'000	Related outside equity interests A\$'000	Amount (after tax) attributable to members A\$'000
-	-	-	-
-	-	-	-

3.6 Capitalisation of Borrowing Costs

Borrowing costs capitalised that are not included in finance cost expenses disclosed above include:

	Current Period A\$'000	Previous corresponding period A\$'000
Interest costs capitalised in asset values	-	-
Interest costs capitalised in intangibles (unless arising from an acquisition of a business)	-	-
	-	-

3.7 Comparison of Half-Year Profits

	Current Period A\$'000	Previous corresponding period A\$'000
Consolidated profit after tax attributable to members reported for the 1st half yearly report	4,326	6,378
Consolidated profit(loss) after tax attributable to members for the 2nd half year	3,400	1,642

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4. CONDENSED CONSOLIDATED BALANCE SHEET

Current Assets

Cash and cash equivalents
Trade and other receivables
Inventories

Total Current Assets

Non-Current Assets

Trade and other receivables
Property, plant and equipment
Intangible assets
Deferred tax assets

Total Non-Current Assets

TOTAL ASSETS

Current Liabilities

Trade and other payables
Financial Liabilities
Current tax liabilities

Total Current Liabilities

Non-Current Liabilities

Financial Liabilities
Deferred tax liabilities
Provisions

Total Non-Current Liabilities

TOTAL LIABILITIES

NET ASSETS

Equity

Issued Capital
Reserves
Accumulated Losses

Parent entity interest

Total Equity

	Current Period	Previous
	A\$'000	corresponding period A\$'000
	9,511	4,336
	41,193	38,827
	2,581	2,885
	53,285	46,048
	2,489	2,461
	6,153	7,681
	51,396	52,162
	1,941	1,409
	61,979	63,713
	115,264	109,761

	32,286	27,949
	3,179	5,539
	1,603	258
	37,068	33,746
	16,844	19,730
	1,759	2,295
	758	675
	19,361	22,700
	56,429	56,446
	58,835	53,315

	69,914	68,835
	1,261	1,194
	(12,340)	(16,714)
	58,835	53,315
	58,835	53,315

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NOTES TO THE CONDENSED CONSOLIDATED BALANCE SHEET

4.1 Consolidated Accumulated Losses

Accumulated Losses at the beginning
of the financial year
Net profit attributable to members
Dividends and other equity distributions paid or payable

Accumulated Losses at the end of the financial year

	Current Period	Previous
	A\$'000	corresponding period A\$'000
Accumulated Losses at the beginning of the financial year	(16,714)	(15,210)
Net profit attributable to members	7,726	8,020
Dividends and other equity distributions paid or payable	(3,352)	(9,524)
Accumulated Losses at the end of the financial year	(12,340)	(16,714)

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5. CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Current Period A\$'000	Previous corresponding period A\$'000
Cash flows related to operating activities		
Receipts from customers	263,273	270,782
Payments to suppliers and employees	(239,008)	(242,125)
Interest received	274	383
Interest and other costs of finance paid	(1,632)	(1,623)
Income tax refund	211	205
Income taxes paid	(2,916)	(6,886)
Other taxes paid	(6,618)	(5,973)
Net operating cash flows	13,584	14,763
Cash flows related to investing activities		
Payments for purchases of property, plant and equipment	(716)	(1,898)
Proceeds from sale of property, plant and equipment	241	179
Payments for purchases of subsidiary	-	(28,369)
Other (Cash acquired on acquisition of subsidiary / net of acquisition cost paid)	-	1,936
Net investing cash flows	(475)	(28,152)

Cash flows related to financing activities		
Proceeds from issues of shares	-	260
Proceeds from borrowings	10,000	60,000
Repayment of borrowings	(14,500)	(38,500)
Payment of finance lease liabilities	(1,387)	(1,312)
Dividends paid	(2,039)	(6,115)
Share issue costs	(8)	(28)
Net financing cash flows	(7,934)	14,305
Net increase (decrease) in cash held	5,175	916
Cash at beginning of year - <i>refer 5.1 below</i>	4,336	3,420
Cash at end of year - <i>refer 5.1 below</i>	9,511	4,336

NOTES TO THE CONDENSED CONSOLIDATED CASH FLOW STATEMENT

5.1 Reconciliation of Cash

Cash on hand and at bank
Bank overdraft

Total cash at end of year

Current Period A\$'000	Previous corresponding period A\$'000
9,511	4,336
-	-
9,511	4,336

5.2 Non-Cash Financing and Investing Activities

(i) During the year the economic entity acquired plant and equipment with an aggregate value of \$440,000 (2008 : \$1,470,000) by means of finance leases. These acquisitions are not reflected in the cash flow statement.

(ii) During the year the economic entity issued shares under the Executive Securities Plan with a value of \$170,000 (2008 : \$1,367,000) by means of a loan. This issue is not reflected in the cash flow statement.

(iii) During the year the economic entity paid a dividend and certain holders of ordinary shares elected to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash, with a value of \$1,313,000 (2008 : \$3,409,000).

6. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Issued capital \$'000	Accumulated losses \$'000	Share-based payment Reserve \$'000	Total equity \$'000
As at 1 July 2007	49,477	(15,210)	1,146	35,413
Profit for the year	-	8,020	-	8,020
Shares issued during year	-	(9,524)	-	(9,524)
Dividends paid	19,358	-	-	19,358
Share-based payment expense	-	-	48	48
As at 30 June 2008	68,835	(16,714)	1,194	53,315
Profit for the year	-	7,726	-	7,726
Dividends paid	-	(3,352)	-	(3,352)
Shares issued during year	1,079	-	-	1,079
Share-based payments expense	-	-	67	67
As at 30 June 2009	69,914	(12,340)	1,261	58,835

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OTHER NOTES TO THE CONDENSED FINANCIAL STATEMENTS

Current Period	Previous corresponding period
2.77 cents	(0.13) cents

7. NET TANGIBLE ASSETS PER ORDINARY SHARE (NTA backing)

8. DETAILS OF SUBSIDIARIES

8.1 Control Gained Over Entities During the Period

Name of entity

N/A		
-----	--	--

Date control acquired, i.e. date from which profit(loss) has been calculated

--	--	--

Profit (loss) of the subsidiary (or group of entities) during the current period since the date on which control was acquired

\$	\$	\$
----	----	----

Profit (loss) of the subsidiary (or group of entities) for the whole of the previous corresponding period

\$	\$	\$
----	----	----

8.2 Loss of Control of Entities During the Period

Name of entity

N/A		
-----	--	--

Date of loss of control, i.e. date until which profit(loss) has been calculated

--	--	--

Profit (loss) from the subsidiary (or group of entities) during the current period to the date on which control was lost

\$	\$	\$
----	----	----

Profit (loss) from the subsidiary (or group of entities) for the whole of the previous corresponding period

\$	\$	\$
----	----	----

Contribution to consolidated profit (loss) from sale of interest leading to loss of control

\$	\$	\$
----	----	----

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9. DETAILS OF ASSOCIATES AND JOINT VENTURE ENTITIES

9.1 Equity Accounted Associates and Joint Venture Entities

	%Ownership Interest		Contribution to Net Profit	
	Current Period %	Previous Corresponding Period %	Current Period A\$ '000	Previous Corresponding Period A\$ '000

9.2 Aggregate Share of Profits(Losses) of Associates and Joint Venture Entities

Group's Share of Associates and Joint Venture Entities:

Profit(Loss) before income tax
 Income tax expense
 Net profit(loss)
 Adjustments
 Share of net profit(loss) of associates and joint venture entities

	Current Period A\$ '000	Previous Corresponding Period A\$ '000
Profit(Loss) before income tax	-	-
Income tax expense	-	-
Net profit(loss)	-	-
Adjustments	-	-
Share of net profit(loss) of associates and joint venture entities	-	-

10. DIVIDENDS

10.1 Dividends Paid per Share

Final
 - current period
 - previous corresponding period
 Interim
 - current period
 - previous corresponding period

	Amount per share	Franked amount per share at 30% tax	Amount per share of foreign source dividend
Final - current period	1.00 cents	1.00 cents	- cents
- previous corresponding period	0.75 cents	0.75 cents	- cents
Interim - current period	1.00 cents	1.00 cents	- cents
- previous corresponding period	3.50 cents	3.50 cents	- cents

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10.2 Total Dividends

Interim - paid on 15 April 2009

Final - paid on 3 October 2008

Current Period A\$ '000	Previous Corresponding Period A\$ '000
1,937	6,464
1,415	3,060
3,352	9,524

The final dividend for FY 2008 of \$1,415k was paid during the year. The interim dividend for FY 2009 of \$1,937k was also paid during the year. The final dividend for FY 2009 of \$1,987k was declared on 25 August 2009.

10.3 Dividend Reinvestment Plans

The company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan at a 5% discount to the average market price.

The last date for receipt of election notices for participation in any dividend reinvestment plans

14 September 2009

11. ACCOUNTING STANDARDS

Australian accounting standards have been used.

12. OTHER INFORMATION REGARDING THE ACCOUNTS

12.1 The information contained in this Appendix 4E is based on accounts which (choose one):

- have been audited
- are in the process of being audited
- have not yet been audited

12.2 Audit Disputes or Qualifications

If the accounts have not yet been audited and are likely to be subject to dispute or qualification, include a description of the dispute or qualification:

Not Applicable

If the accounts have been audited and are subject to dispute or qualification, include a description of the dispute or qualification

Not Applicable

13. OTHER SIGNIFICANT INFORMATION

Nil