

NASPERS LTD  
Form 6-K  
November 30, 2004





SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of November 2004

NASPERS LIMITED

(Translation of registrant's name into English)

Naspers Centre

40 Heerengracht

Cape Town

SOUTH AFRICA 8001

(Address of principal executive offices)

(Indicate by check mark whether the registrant

files or will file annual reports under cover of Form 20-F

or Form 40-F.)

Form 20-F

Form 40-F

(Indicate by check mark whether the registrant by

furnishing the information contained in this form is also

thereby furnishing the information to the Commission

pursuant to Rule 12g3-2(b) under the Securities Exchange Act

of 1934.)

Yes

No





**EXHIBIT**

**LIST**

Exhibit

Description

Sequential

Page Number

- Naspers Limited: Interim

results for the six months  
ended September 30, 2004 dated  
November 29, 2004







Abridged Income Statement

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

**Revenue**

**6 707**

6 120

12 804

Earnings before interest, tax, depreciation and amortisation

(Ebitda)

**1 529**

1 149

2 439

Depreciation

**(276)**

(314)

(635)

Operating profit before amortisation and impairment

**1 253**

835

1 804

Amortisation

**(27)**

(197)

(484)

Impairment of programming rights

-

-

(31)

Operating profit

**1 226**

638

1 289

Finance costs

**(123)**

(385)

(664)

Share of profit of associates

**34**

1  
3  
Exceptional items  
**345**  
31  
48  
Profit before taxation  
**1 482**  
285  
676  
Taxation  
**(358)**  
(176)  
(176)  
Minority interest  
**(60)**  
(89)  
(128)  
Net profit attributable to shareholders  
**1 064**  
20  
372  
Core headline earnings for the period (R'm)  
**519**  
267  
534  
Core headline earnings per N ordinary share (cents)  
**188**  
103  
207  
Headline earnings for the period (R'm)  
**716**  
156  
779  
Headline earnings per N ordinary share (cents)  
**259**  
60  
302  
Fully diluted headline earnings per N ordinary share  
**243**  
60  
294  
Earnings per N ordinary share (cents)  
**385**  
8  
144  
Fully diluted earnings per N ordinary share (cents)  
**361**  
8  
140  
Net number of shares issued (‘000) - At period-end

**278 816**

258 385

261 619

-

Weighted average for the period

**276 658**

258 099

257 814

- Full

y diluted weighted average

**294 485**

259 751

265 188

Abridged Cash Flow Statement

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

Cash generated from operations

**609**

372

1 746

Dividends paid

**(178)**

(82)

(109)

Cash flow from operating activities

**431**

290

1 637

Cash flow from investment activities

**(52)**

(376)

(555)

Cash flow from financing activities

**68**

(187)

(555)

Net movement in cash and cash equivalents

**447**

(273)

527

Interim Report

The reviewed results of the Naspers group for the six months ended 30 September 2004 are as follows:

**Naspers Limited**

(Registration number 1925/001431/06)

ISIN: ZAE000015889 JSE share code: NPN

("Naspers")





Abridged Statement of Changes in Equity

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

**Balance at beginning of period**

**3 183**

3 138

3 138

Movement in treasury shares

**(32)**

6

79

Share capital and premium issued

**760**

-

-

Foreign currency translations

**43**

(154)

(299)

Movement in fair value reserve

**20**

6

(9)

Movement in cash flow hedging reserve

**18**

(15)

(20)

Net profit attributable to shareholders

**1 064**

20

372

Dividends

**(106)**

(78)

(78)

**Balance at end of period**

**4 950**

**2 923**



**3 183**

Analysis of Exceptional Items

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

(Loss)/profit on sale of investments

**(19)**

33

23

Profit/(loss) on dilution of interest in investments

**364**

**(2)**

8

Reversal of asset impairment

-

-

17

Net exceptional items

**345**

31

48

Abridged Balance Sheet

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

ASSETS Non-current assets

**6 778**

6 549

6 314

Property, plant and equipment

**3 228**

3 496

3 274

Goodwill and other intangibles	
<b>2 422</b>	
2 531	
2 491	
Investments and loans	
<b>847</b>	
231	
52	
Programme and film rights	
<b>73</b>	
118	
40	
Deferred taxation	
<b>208</b>	
173	
457	
Current assets	
<b>6 903</b>	
6 067	
6 778	
<b>TOTAL ASSETS</b>	
<b>13 681</b>	
<b>12 616</b>	
<b>13 092</b>	
<b>EQUITY AND LIABILITIES</b> Share capital and reserves	
<b>4 950</b>	
2 923	
3 183	
Minority interest	
<b>221</b>	
205	
235	
Non-current liabilities	
<b>3 073</b>	
3 208	
2 873	
Capitalised finance leases	
<b>1 847</b>	
2 081	
1 921	
Liabilities - interest-bearing	
<b>781</b>	
670	
572	
- non-interest-bearing	
<b>154</b>	
178	
129	
Post-retirement medical liability	
<b>169</b>	

163

171

Deferred taxation

**122**

116

80

Current liabilities

**5 437**

6 280

6 801

**TOTAL EQUITY AND LIABILITIES**

**13 681**

**12 616**

**13 092**

Net asset value per N ordinary share (cents)

**1 775**

1 131

1 216





Calculation of Headline Earnings

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

Net profit attributable to shareholders

**1 064**

20

372

Adjusted for:

- impair

ment of programme rights

-

-

31

- exceptional items after tax

**(348)**

(31)

(44)

- amor

tisation of goodwill

-

167

420

Headline earnings

**716**

156

779

Adjusted for:

- cur

rency translation differences

**12**

(25)

(51)

- creation of def

erred tax assets

-

3

(204)

- amor

tisation of intangible assets

**20**

33

54

-

AC133 fair value adjustments

**(229)**

100

(44)

Core headline earnings

**519**

267

534

Supplementary Information

**Six months**

**Six months**

**Year**

**ended**

**ended**

**ended**

**30 Sept 2004**

**30 Sept 2003**

**31 March 2004**

**Reviewed**

**Reviewed**

**Audited**

**R'm**

**R'm**

**R'm**

**Finance costs**

**123**

385

664

- net interest (received)/paid

**(32)**

71

154

- interest on finance leases

**78**

86

187

- net foreign exchange differences

**17**

(67)

(63)

- net fair value adjustments on derivatives (AC133)

**60**

295

386

**Investments and loans**

**980**

231

476

- listed in  
vestments

**906**

137

137

- unlisted in  
vestments

**74**

94

339

Market value of listed investments

**2 122**

137

137

Directors' valuation of unlisted investments

**74**

94

339

**Commitments**

**1 575**

1 805

1 743

- capital expenditure

**184**

220

394

- progr  
amme and film rights

**1 135**

1 191

995

- netw  
ork and other commitments

**241**

352

165

- decoder commitments

**15**

42

189

**Operating lease commitments**

**573**

637

631



## **GROUP OVERVIEW**

The unusually favourable business climate previously reported to shareholders continued into the period under review. Most of our business units performed above expectation. Operating profit before amortisation and impairment charges for the period grew to R1 253 million, and core headline earnings to R519 million.

## **FINANCIAL REVIEW**

Revenues for the period were relatively stable - up 10%. This modest growth was again largely due to the strength of the rand - 28% of the group's revenues are generated from outside of South Africa. Operating profit expanded to R1 226 million.

Finance costs of R123 million include fair value adjustments on derivative instruments of R60 million, a book charge required by AC133, and currency losses of R17 million. Interest on borrowings and imputed interest on finance leases totalled R46 million, against R157 million in the previous period.

The share of profit of associates arises mostly from our investment in Tencent following its June listing. Exceptional items of R345 million relate primarily to the dilution profit arising on the listing of Tencent. A tax charge of R358 million reflects the higher level of profitability in the group.

The net effect of the above is headline earnings of R716 million. We have previously cautioned shareholders on factors which undermine the credibility of headline earnings as a measure of sustainable operating performance. These factors are analysed below in the 'Calculation of Headline Earnings', but the major issue in the period under review relates to fair value adjustments required in terms of accounting standard AC133. These adjustments, in our view, ignore economic reality and have inflated headline earnings for the period by R229 million.

Adjusting for this, and for other items prescribed by South African Generally Accepted Accounting Practice (SA GAAP), we estimate core headline earnings to be R519 million. This, in the opinion of our board, is a more reliable measure of sustainable operating performance.

The group generated R431 million cash from operating activities. On 30 September 2004, the group had net consolidated cash of R2,1 billion, excluding capitalised satellite and other leases.





**SEGMENTAL REVIEW**

**Revenue**

**Ebitda**

**Six months ended 30 Sept**

**Six months ended 30 Sept**

**2004**

**2003**

*%*

**2004**

**2003**

*%*

**R'm**

**R'm**

**change**

**R'm**

**R'm**

**change**

Subscriber platforms

**4 522**

4 204

8

**1 198**

927

29

- pay television

**3 970**

3 544

12

**1 188**

853

39

- internet

**422**

525

(20)

**68**

85

(20)

- technology

**130**

135

(4)

**(58)**

(11)

(427)

Print media

**1 599**

1 358

18

**332**

222

50  
 Book publishing and private  
 education  
**585**  
 557  
 5  
**14**  
 13  
 8  
 Corporate services  
**1**  
 1  
 -  
**(15)**  
 (13)  
 (15)  
**6 707**  
**6 120**  
**10**  
**1 529**  
**1 149**  
**33**  
**Operating profit before  
 amortisation and impairment**  
**Operating profit**  
**Six months ended 30 Sept**  
**Six months ended 30 Sept**  
**2004**  
**2003**  
 %  
**2004**  
**2003**  
 %  
**R'm**  
**R'm**  
**change**  
**R'm**  
**R'm**  
**change**  
 Subscriber platforms  
**996**  
 689  
 45  
**970**  
 514  
 89  
 - pay television  
**1 021**  
 664  
 54  
**1 006**

591
70
- internet
<b>40</b>
42
(5)
<b>38</b>
(38)
-
- technology
<b>(65)</b>
(17)
(282)
<b>(74)</b>
(39)
(90)
Print media
<b>274</b>
165
66
<b>274</b>
157
75
Book publishing and private education
<b>(1)</b>
(5)
80
<b>(2)</b>
(19)
89
Corporate services
<b>(16)</b>
(14)
(14)
<b>(16)</b>
(14)
(14)
<b>1 253</b>
<b>835</b>
<b>50</b>
<b>1 226</b>
<b>638</b>
<b>92</b>

## **SUBSCRIBER PLATFORMS**

### **Pay television**

The aggregate pay-television subscriber base grew by 60 000 over the period, split evenly between South Africa and the offshore operations. The group now manages some 2,2 million pay-television subscribers, 74% of whom subscribe to digital services.

Pay-television revenues were up 12% and operating profits before amortisation and impairment grew to R1 021 million.

In South Africa, the subscriber base lifted by 30 000 to 1,1 million homes. In sub-Saharan Africa, the subscriber base grew by 20 000 to 312 000.

Our Greek pay-television business did very well to consolidate its recovery. The subscriber base for the Mediterranean region now numbers 348 000 subscribers, and this business unit reached profitability for the first time.

In Thailand, the UBC subscriber base expanded marginally to 448 000. Cable redistribution and copyright piracy remain barriers to growth.

### **Internet**

Tencent's results were only included in the segmental review up to June 2004. In June, Tencent listed on the Hong Kong Stock Exchange and our effective holding diluted to 36%. As a consequence, this investment is now equity accounted. The decline in group internet revenues for the period arises mainly from this change in accounting for Tencent.

Tencent continued to perform well over the past six months, despite increased competition, and reported total revenues of US\$69 million. Operating profits increased to US\$27 million. The core QQ instant-messaging platform has grown to some 119 million active users.

Registered subscriptions to fee-based value-added internet services declined by 9% to 6,6 million, whilst subscriptions for value-added mobile and telecommunications services remained flat at 12,5 million. This modest performance is a result of renewed efforts to remove inactive user accounts, new double confirmation subscriber procedures and billing systems introduced by the Chinese mobile operators. These factors are expected to continue to affect registered subscriptions during the months ahead.

In South Africa, the MWEB subscriber base remained stable at 240 000 subscribers with the business generating a small operating profit before amortisation and impairment of R27 million. The lack of internet innovation in South Africa as a result of the Telkom monopoly on fixed-line telephony remains a factor retarding the market's development. MWEB made an offer to purchase the internet business of Tiscali for R320 million. This transaction is subject to regulatory approval.

In China, the Sports.cn portal grew revenues by 141% and reported an operating loss of R7 million as it continued to expand its operations. In Thailand, the operating loss before amortisation was reduced to R11 million.

### **Technology**

The technology unit had a 4% decline in revenues, a consequence of the strong rand. This unit reported an increased operating loss of R74 million flowing from increased research and development spend in both Irdeto Access and Entriq. Irdeto Access grew its revenues in US dollar terms, its trading currency, by 9%.

**PRINT MEDIA** Revenue grew by 18% over the period. Buoyant advertising conditions and improved margins boosted operating profit before amortisation and impairment.

New publications continued to grow. *Daily Sun*, *Wegbreek*, a new travel magazine, and *tuis*, a new home décor and garden monthly, all exceeded expectations with circulation figures. The *Wisden Cricketer* debuted in November as a monthly magazine.

Local versions of *Drum* and *True Love* were launched in Kenya, whilst the Nigerian version of *True Love* will appear in December.

Construction has commenced on a new commercial and magazine printing plant in Gauteng. Presses have been ordered, with the first expected to be operational in mid-2005.







## **BOOK PUBLISHING AND PRIVATE EDUCATION**

The book publishing and private education businesses reported improved profitability on the back of moderate revenue growth of 5%.

The general book market experienced a slowdown in sales and the benefit of the strong rand in respect of imported books was passed on to customers. Some delays occurred at various provincial education departments in issuing school book orders.

Face-to-face private education enrolments have seen a decline, whilst the distance education businesses experienced more positive trading conditions. For some time the group has been pruning marginal educational businesses that cannot be integrated with the main trademarks.

As previously indicated, the book and private education businesses have been more closely integrated resulting in beneficial cost reductions.

## **PROSPECTS**

In general, the markets in which our major business units operate are in expansive phases of the economic cycle. We foresee this continuing for the remainder of the present financial year. However, business cycles are prone to turn and shareholders should anticipate leaner times sometime in the future.

The group continues to seek new growth opportunities, particularly in the rest of Africa and in Asian markets. Costs will be incurred in further developing Irdeto Access's product portfolio, as well as in the development of Entriq and of the Sportsn business in China.

As regards black economic empowerment (BEE), the group views this as a major imperative for the year ahead. We trust that the South African government will issue clear guidelines for the economy as a whole, and that Balkanisation as a result of conflicting charters can be avoided. A broad-based BEE scheme is planned for the year ahead.

## **ACCOUNTING POLICIES**

These abridged, consolidated interim financial statements comply with South African Statements of Generally Accepted Accounting Practice and were prepared in accordance with AC127 - Interim Financial Reporting. The same accounting policies and methods of computation have been followed in this interim report as in the annual financial statements for the year ended 31 March 2004, except for the adoption of AC140 - Business Combinations and the revised statements AC128 - Impairment of Assets and AC129 - Intangible Assets. These statements have been applied prospectively from 1 April 2004 in terms of their respective transitional provisions. In terms of AC129 goodwill is no longer amortised. The effect of the adoption of AC140 and AC128 was immaterial for the period under review. These interim financial statements have been reviewed by the company's auditors, PricewaterhouseCoopers Inc., whose report is available for inspection at the registered offices of Naspers.

On behalf of the board:

**Ton Vosloo**

**Koos Bekker**

*Chairman*

*Managing director*

29 November 2004

*(For a more detailed exposition, visit the Naspers website at [www.naspers.com](http://www.naspers.com))*

**Directors** T Vosloo (chairman), JP Bekker (managing director), E Botha, F du Plessis, GJ Gerwel, RCC Jafta, LN Jonker, SJZ Pacak, FTM Phaswana, BJ van der Ross, NP van Heerden, JJM van Zyl, HSS Willemse.

**Company secretary**

GM Coetzee

**Registered office**

40 Heerengracht, Cape Town 8001

(PO Box 2271, Cape Town 8000)

**Transfer secretaries**

Ultra Registrars (Proprietary) Limited

Fifth Floor, 11 Diagonal Street,

Johannesburg 2001

(PO Box 4844, Johannesburg 2000)

**ADR programme**

The Bank of New York maintains a Global BuyDIRECT (TM)

plan for Naspers Limited. For additional information, please visit The Bank of New York's website at

**[www.globalbuydirect.com](http://www.globalbuydirect.com)**

or call Shareholder

Relations at 1-888-BNY-ADRS or 1-800-345-1612 or

write to: The Bank of New York Shareholder Relations

Department - Global BuyDIRECT

(TM)

, Church Street

Station,

PO Box 11258, New York, NY 10286-1258 USA.

Naspers' mission is to

build shareholder value by

operating subscriber platforms that provide content,

services and the means of communication to paying users;

to sell related technologies and services and to be

useful to the communities we serve.

**[www.naspers.com](http://www.naspers.com)**





**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NASPERS LIMITED

Date: November 29, 2004 by

/s/ Stephan J. Z. Pacak

Name: Stephan J. Z. Pacak

Title: Director