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Clydestone Ghana Limited

Annual Report & Consolidated Financial Statements 2021

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Corporate Information

Directors	Nana Sogloh IV (Chairman) Paul Jacquaye (Chief Executive Officer) Nii Obodia Torto (Non-Executive) Felistas Kisivo (Executive) Dr Kwabena Adusei-Poku (Indepedent Non-Executive)
Company secretary	NTHC Registrars
Registered office	No. 16 Adebeto Close North Labone P. O. Box CT 1003 Accra
Registrars	NTHC Limited Martco House P. O. Box KA 9563 Airport -Accra, Ghana
Solicitors	Alloh & Partners. P. O. Box NT 478 New Town, Accra
Bankers	Societe Generale Ghana Consolidated Bank Ghana Limited Fidelity Bank Limited UBA (Gh) Limited Guaranty Trust Bank (Ghana) Limited
Independent auditor	Boateng, Offei & Co Correspondent firm; Grant Thornton International Chartered Accountants 9 Bissau Avenue East Legon P. O. Box CT 718, Accra Emai: boc@ boatengoffei.com Tel. 0302-509039/40 /0573233718

Profiles of the Directors

PAUL JACQUAYE
GROUP CEO (ACTING CHAIRMAN)

A Serial Entrepreneur, always seeking challenging opportunities' as well as pioneering roles, to create new or grow businesses to create employment and wealth to grow our economy, and to inspire others to achieve. Currently the Group Chief Executive Office of Clydestone.

Paul founded and Listed two companies on the Ghana Stock Exchange namely Clydestone and Transol. Paul was also instrumental in the establishment of the Junction Shopping Mall in Nungua, Accra. He was a pioneering member of the project team that Automated Cheque Clearing and Settlement in Ghana and was an Advisor to the Inter-Bank Committee for Clearing Automation in Ghana at the Bank of Ghana. This was for the transition from Manual to Automated Clearing and Settlement, Member of the Steering Committee for the Cheque Automation Project at the Bank of Ghana and Member of the Project Team for the Automation of the Cheque Clearing System for Credits at the Bank of Ghana.

In 2007 he acquired Johnson Savings and Loans with one branch. He expanded the institution and renamed it Ezi Savings and Loans. He divested in 2014 with eleven branches to Ideal Financial Holdings. He also served as a Council member of the Ghana Stock Exchange from 2006 to 2011 in various capacities namely, Member of the Listing Committee of the GSE Council, Chairman of the Finance Committee of the GSE Council. Chairman Committee of Experts GSE Automation. Paul holds a General Diploma from North Hertfordshire College, UK and an Advanced Certificate in Business and Management Studies from West London College, UK.

KWABENA A POKU, PHD
INDEPENDENT NON-EXECUTIVE DIRECTOR

Kwabena A. Poku is a risk management executive with over 20 years of extensive experience in enterprise/operational, risk analytics and model risk, financial risk management (market, liquidity risk, counterparty credit, and capital risk) and use of Artificial Intelligence and Machine Learning AI/ML approaches to solve business problems.

He currently works as a Vice President of Risk Management and the Chief Model Risk Officer with oversight responsibilities for enterprise/operational risk, financial risk and the model risk at Discover Financial Services, a credit card, digital bank and payment services company in the US. Kwabena has worked in various areas of risk management engaging with board of directors and financial regulatory bodies (FRB, OCC, FDIC, and CFPB). Prior to Discover, he worked with the Royal Bank of Scotland (RBS/Citizens) and Huntington National Bank in the US, and Dresdner Bank (now Commerzbank) in Germany.

Kwabena has a PhD in Economic Sciences from the University of Goettingen, Germany, a MSc in Computational Finance and Risk Management from the University of Washington, Seattle, and a BSc in Civil Engineering from the University of Science and Technology, Kumasi Ghana. In addition, Kwabena has a Certificate in Leadership, and Risk Management from the Wharton School as well as a Certificate in Banking from the ABA (American Bankers Association) Graduate School of Banking. Kwabena is the Chairman of the Risk Committee and a member of the Audit Committee.

NII OBODAI TORTO
NON EXECUTIVE DIRECTOR

Nii has held key positions in Finance and Administration in several national and international organizations including those in the financial services, consulting and hospitality industry. As a result, he set up the accounting and finance department of most of the companies he worked with. He has provided advice on tax issues to several companies on a freelance basis. Some of the companies he has worked with as Financial Controller are; Smagow Resources and McDan Shipping Company Ltd.

He is a member of ACCA, UK and has lectured in subjects like Managing people (ACCA), Audit and Internal Review (ACCA) and Audit and Assurance Services (ACCA) at the Financial Management Training School and other places. He is a Chartered Accountant and holds an EMBA (Finance option) from the University of Ghana Business School. He is a Chartered Compliance and Cyber Analyst (also CCCA member). Further, Nii is a finalist of the Chartered Institute of Taxation, Ghana (CIT) professional course. He is a member of the Institute of Chartered Accountants Ghana (ICA) and also holds a certificate in Project Management. Nii has over sixteen years of professional experience and brings a rich experience to bear on the Clydestone (Ghana) Limited board. Nii is the Chairman of the Audit committee and a member of the Risk committee.

FELISTAS KISIVO
EXECUTIVE DIRECTOR

Felistas Kisivo is a seasoned professional with BSC. Information Systems and Technology from the United States International University. She also has ongoing EMBA and ACCA certifications amongst other qualifications. Felistas is a Kenyan with 16+ years of experience in Fintech and Investment Management. In her career, she has managed a wide range of complex software and hardware solutions and projects for the financial services sector. She has also spear headed the product development of key financial services software solutions now in use by major financial services companies across Africa. She is also founder and co-founder of two companies. Felistas has key versatile skill sets in: Product Management, Project Management, Operations Management, Risk Management, Business Management, Information Security, Investment Management and Business Development.

Felistas has worked with global companies such as AIGGlobal in Investment Management roles, Craft Silicon Limited as Head of Product Management & Business Development_Africa, Innova Limited as Head of Business Development. She has the right mix of skill sets, Fintech industry know how and proven managerial capabilities and is currently the Chief Operations Officer of Clydestone (Ghana) Limited (previously Managing Director of Clydestone Technologies Limited, Kenya). Felistas is a member of the Audit Committee and the Risk Committee.

Report of the Company Directors

The Company Directors have the pleasure in submitting to the shareholders their report together with the audited financial statements of Clydestone Ghana Limited ("the Company") and it's subsidiary Clydestone Nigeria Limited for the year ended 31 December, 2021.

Nature of business

The Company is engaged in Information and Communication Technology, specializing in payment systems- comprising Cheque Code Line Truncation, Transaction Processing and Switching Services to banks and independent service organisations system integration and outsourcing. Clydestone Ghana Limited is licensed by the Bank of Ghana to operate as an enhanced payment services provider (EPSP).

Listings
The company is listed on the Ghana Stock Exchange (GSE) under the ticker symbol CLYD.

Administration
The office of the Company Secretary of Clydestone Ghana Limited was partially held by NTHC Registrars for the period under review.

Subsidiary Companies
The company owns a beneficial interest of 100% in the Clydestone Nigeria Limited, a company incorporated in the Federal Republic of Nigeria.

Financial results for the year
The information on the financial position of the Group for the period ended 31 December 2021 is set out in the financial statements. The income statement for the Company shows a loss attributable to Clydestone (Ghana) Limited shareholders of **GH¢ 421,682** for the 12-month period ended 31 December 2021.

Description	GH¢
The Company recorded a total comprehensive profits /(loss) of	(421,682)
Which is added balance on the retained earnings brought forward of	66,626
Leaving a balance on the retained earnings carried forward of	**(355,056)**

Report of the company directors continued

Going concern consideration and state of financial affairs

The financial statements have been prepared using appropriate accounting policies, supported by reasonable judgements and estimates. The Directors are satisfied that the underlying quality of the business is solid and that profitable returns can be earned in the foreseeable future and that the Company will continue as a going concern, based on forecasts and available cash resources. These financial statements support the viability of the Company.

a. Dividends

The Directors do not recommend the payment of dividends for the year.

b. Borrowings

The company did not have any outstanding borrowings by the year end.

Directorate

a. Composition of the board

For the FY2021, the Board consisted of two Executive Directors and two Non-executive directors and one Independent Non –Executive Director. Dr. Kwabena A. Poku was appointed to the board as an independent non-executive Director at the Annual General Meeting (AGM) held on 21st December, 2021.

b. Rotation of Director

The director retiring in terms of the Company's Memorandum of Incorporation (MoI), eligible and offer herself for re-election is: Mr. Paul Jacquaye.

c. Directors' and officers' disclosure of interests in contracts

During the period under review, no contracts were entered into in which Directors and officers of the Company had an interest and which significantly affected the business of the Company. For the year ended 31 December 2021, the Directors' beneficial interest in the issued share capital and listed share capital of the Company ***(see table below)*** was **59.97%**.

Share ownership of directors and executive officers

Name	No. of Shares
Paul Tse Jacquaye	20,389,500

Statement of Company Directors' responsibilities continued

Role of the Board

The Company's Board has the fiduciary duty to protect the organization's assets and member's investment and is tasked with governance, accountability and strategic direction to effectively lead the Company. All matters that have a material impact upon the Company or any of its subsidiaries are reserved for the Board. These include: mergers, acquisitions, dividend policy and dividend declaration, all major capital expenditures, major investments, corporate strategy, all guarantees made by or on behalf of the company, matters relating to legal actions, borrowings, appointment to the board, all matters relating to issuing or buy back/ treasury stock of the Company's shares and any alterations to the memorandum and articles of association

Internal Control Systems

Management is accountable to the Board for the design, implementation, monitoring and integrating of internal financial controls for the day-to-day running of the Company, focusing on the efficiency and effectiveness of operations, safeguarding the Company's assets, legal and regulatory compliance, business sustainability and reliable reporting, including financial reporting.

Directors Performance Evaluation

Board commenced the evaluation of the effectiveness of the Board, all its committees and individual Directors. The evaluation will be done through structured questionnaires and results of the evaluation are shared with all Directors. The evaluation FY2021 had begun but was not completed at the time of publishing this report.

Professional Development and Training

In the FY2021 three (3) Directors took part in the following trainings:

- Training Workshop for Directors of Listed Companies on SEC Corporate Governance Code 2020 on 24th November, 2021
- Workshop on ESG Reporting Guidelines by the GSE on **9th August, 2021**

Statement of Company Directors' responsibilities

Report on legal and other regulatory requirements:

a. Particulars of entries in the interest register during the financial year – Nil.

b. Amount spent during the financial year on corporate social responsibility of the company and its subsidiary is Nil.

c. Change of Company Name – As per the authorization given in the AGM held on 15th December 2021, the company has initiated procedures to effect all changes in the Company's regulations/constitution to make it compliant with the new Companies Act 2019 (992). This also mainly involves change of name from Clydestone (Ghana) Limited to Clydestone Ghana Plc.

d. The Company is now licensed as an Enhanced Payment Services Provider (PSP) by the Bank of Ghana. The company also has authorization from the AGM held on 15th December, 2021 to amend the objects of the Company to include "Payment Service Provider" as per the new Payment Systems and Services Act, 2019 Act 987.

Approval of Consolidated Annual Financial Statements

The consolidated annual financial statements of the Company and Group were approved by the Board of Directors on 6th May, 2022 and are signed on their behalf by:

....
Nii Obodai Torto
Non-Executive Director

....
Paul Jacquaye
Chief Executive Officer

Audit Committee Report for FY2021

The Audit Committee is chaired by Nii Obodai, a non-Executive Director and practicing finance professional (chartered accountant) with many years of experience in top finance positions. Mr. Obodai was assigned to the committee in 2019.

The current members of the Committee are one Non- Executive Director (Chairman) and two Executive Directors. No new members were appointed to the Committee during the period under review. Details of the number of meetings held and attendance by members at meetings are included in this report. The Directors of Clydestone (Ghana) Limited (the Board) continue to believe that the Committee members collectively have the necessary skills to carry out its duties effectively and with due care and with full awareness of the interests of the investing public

The Audit committee has reporting responsibilities to both the shareholders and the Board. Its duties as set out in the Ghana Corporate governance code for listed companies 2020 (SEC/CD/001/10/2020) incorporate the committees' statutory obligations. A work plan is drawn up annually incorporating all these obligations, and progress is monitored to ensure these obligations are fulfilled. The Audit committee has written terms of reference, which deal clearly with its authority and duties as well as full access to any information it considers relevant for execution of its mandate.

Statement of Company Directors' responsibilities continued

It is the duty of the Committee, among other things:

a. To monitor and review the integrity of the accounting and financial reporting system and to report to the Board on same.

b. To review the quarterly and year-end financial statements of the company focussing particularly on:

- Accounting policies and practices.
- Significant adjustments arising from the audit.
- The going concern assumption. The Committee is tasked with reviewing the cash/debt position of the Company to determine that the going concern basis of reporting is appropriate.
- Compliance with the international accounting standards (IFRS) and the accounting standards of the Institute of Chartered Accountants (Ghana) and other legal requirements.
- To review the integrity of the Consolidated Annual Report by ensuring that its content is reliable and includes all relevant operational, financial and other non-financial information, risks and other relevant factors.
- To review and determine Accounting policies of the Company and proposed revisions, and significant and unusual transactions, estimates and accounting judgements.
- To review quarterly, interim and operational reports and all other widely distributed documents.
- To monitor the effectiveness of the Company's internal controls.
- Evaluation of the performance of the Finance Manager.
- To monitor and review the effectiveness of the company's internal audit function and to review all internal audit reports and where necessary ensure that appropriate action is taken on the recommendations of the internal audit function. The internal auditor reports directly to the Chairman of the Audit Committee. The audit committee also reviews the adequacy, scope functions, capacity, effectiveness and resources of the internal audit function, and ensures that it has the necessary authority to carry out its work.
- To monitor and review the effectiveness of the Company's external audit function and to review all external audit reports. To discuss problems and reservations arising from the interim and final audits, and any matter the external auditor may wish to discuss (in the absence of the management where necessary). To review the management's response to the audit report and the auditor's letter to management and to be a channel of communication between the external audit function and the Board.
- The Audit Committee is also responsible for the recommendation of the external auditor, recommendation of remuneration of external auditors, reviewing the scope of their audit, their reports and findings, and pre-approving all non-audit services.
- The Audit Committee is also in charge of putting in place or reviewing policies and procedures for mitigating fraud.
- The Audit Committee is also tasked with making recommendations to the Board amongst other duties such as Compliance with applicable legislation, requirements of appropriate regulatory authorities and the Company's Code of Conduct.

External audit

The Company's external auditors, Boateng, Offei & Co audited the financial statements for the year under review, and their auditor's report is presented in this annual report. Messrs. Boateng, Offei & Co. continue in office as auditors in accordance with Section 139 of the Companies Act 2019 (Act 992). The audit fee for the current year under review is GHS40,000 (Previous year: GHS 36,000).

The Committee reviewed the annual audit plan submitted by the external auditors, including the scope, materiality levels and significant risk areas, and established that the approach was appropriate to be responsive to organisational, regulatory requirements and other applicable requirements and risks. The audit plan forms the basis of providing the Committee with the necessary assurances on risk management, the internal control environment and information technology (IT) governance. The plan was approved.

Statement of Company Directors' responsibilities continued

The Committee monitored the progress of the external audit and Boateng, Offei & Co presented its first progress report during the management meeting held on 26th April 2022. The auditors presented all issues identified during the audit, particularly on the results of the work performed on high-risk areas, significant estimates and judgements, as well as significant and unusual transactions.

Throughout the audit period, external auditors have direct access to the Committee including the Committee Chairperson for their briefing meetings and on an ad hoc basis, whenever necessary (in the presence or absence of management).

Meetings held and attendance by members

Audit Committee Meetings held during period under review were as follows:

a. 2nd June 2021
Agenda
Key Audit matters for FY2020

b. 14th June 2021
– Audit Committee meeting on IT Governance
Agenda
Approval of Anti Money laundering Policy
Approval of the appointment of the Company's AMLRO
ISO 27001 Progress update

c. 18th July 2021
Agenda
Review and approval of 2nd Quarter Unaudited financial statements

d. 1st September, 2021
e. 7th November, 2021
Agenda - ESG Reporting

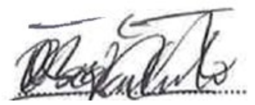
Statement of Company Directors' responsibilities

IT Governance

Due to the nature of the business, IT governance is a key focus area and the Committee is responsible for information and technology governance on behalf of the Board. The Company has adopted ISO27001 and PCI DSS standards as a governance framework, and regular assessments are conducted that determine the conformity of the ICT governance processes. From FY2022, the audit committee will collaborate with the newly constituted Risk committee on all IT governance matters. The company during the FY2021 had progressed in its implementation of ISO27001 (Information Security) and PCIDSS and made commendable changes in its ICT and operating functions to indicate that a solid governance framework was in place. Processes, operational procedures and policies are well defined, documented and easily. All formal policies have been presented to the committee for review and approval. The information Security Manager is mandated by the Audit Committee to review all formal policies annually.

Conclusion

- The Committee considers that the Annual Financial Report complies in all material respects with the statutory requirements of the various regulations governing disclosure and reporting, and the annual financial statements comply in all material respects with the Companies Act, IFRS, and the corporate governance code for listed companies 2020.
- The Committee also confirms that the external auditor was independent, appropriately qualified and acted with due care in the audit of FY2021 Financial records and reports.
- The Committee has discussed and documented the basis for its conclusion which includes discussions with the Company's management.
- The Committee is of the opinion that there are effective internal controls and the financial records can be relied upon as a reasonable basis for the preparation of the annual financial statements.
- The Committee has recommended to the Board that the annual financial statements included in the Annual Financial Report be adopted and approved by the Board.



Nii Obodai Torto
Chairman, Audit Committee

Risk Committee Report for FY2021

The risk committee is in the last quarter of FY2021 constituted to be chaired by Dr. Kwabena Adusei Poku who is a Risk Management Executive with extensive experience in operational/enterprise risk, risk analytics (risk quantification), and model risk including risks associated with the use of Artificial Intelligence and Machine Learning (AI/ML) tools. The Risk Comitte Chairman also has extensive experience in managing financial risk (market, capital, liquidity and counterparty risks). For over 20 years he has managed risk in both 1st and 2nd Line of Defense across domestic and foreign Financial Institutions, Retail and Commercial banks. He will serve in the committee alongside two Executive Directors Felistas Kisivo and Paul Jacquaye.

The Risk Committee is tasked with:

a. Reviewing the risks facing the company.
b. Assessing the importance of each area of risk to the Company's strategy and objectives.
c. Assessing the extent to which risks shall be accepted, be subject to mitigation or removed.
d. Consider the risks effectiveness of risk mitigation measures
e. Make recommendations to the Board on its risk management strategy,
f. Co-ordinate with the Audit Committee in risk analysis and recommendations to the Board of Directors.

Independent auditors' report to the members of Clydestone Ghana Limited

Boateng, Offei & Co.

Opinion

We have audited the Financial Statements of Clydestone Ghana Limited which comprise the Statement of Financial Position as at 31 December, 2021, and the Statement of Comprehensive Income, statement of Changes in Equity and statement of cash flow for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory notes as set out on pages 12 to 37.

In our opinion, the accompanying Financial Statements give a true and fair view of the financial position of the Company as at 31 December, 2019 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and in a manner required by the Companies Ac 2019 (Act 992).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31 December, 2021. Key audit matters are selected from the matters communicated with management but are not intended to represent all matters that were discussed with them. Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of the key audit matters described below, and we do not express an opinion on these individual matters.

i. Intangibles

This represent G-Switch, an electronic funds transfer platform with which the Company uses to integrate with global partners. It is regularly receiving upgrade and enhancement. Our audit review revealed that the platform started generating some income in the year under review. However management is yet to identify appropriate measures towards amortising this intangibles assets.

ii. Value Added Tax (VAT)

Revenues in the Financial Statement varied from those reported on the monthly VAT returns, most of which were deferred. There is therefore a significant regulatory risk associated with this practice.

Other information

The Directors are responsible for the other information. The other information comprises the report of Directors and chairman's report and any other information not subject to audit, which are expected to be made available to us after that date but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we have nothing to report in this regard.

In connection with our audit of the financial statements, our responsibility is to read the other information published with the financial statements to identify areas of material inconsistency between the unaudited information and the audited financial statements and obvious misstatements of fact to other information.

Inconsistency is when other information contradicts information contained in the audited financial statements. A material inconsistency may raise doubt about the audit conclusions drawn from audit evidence previously obtained and, possibly, about the basis for the auditor's opinion on the financial statements.

Misstatement of fact is when other information that is unrelated to matters appearing in the audited financial statements is incorrectly stated or presented. A material misstatement of fact may undermine the credibility of the document containing audited financial statements.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on this regard.

When we read the other information like Managing Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. .

Directors' responsibilities for the financial statements
The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and in the manner required by the Companies Act, 2019 (Act 992), and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Going concern

In preparing the 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.

The Directors are responsible for overseeing the Company's financial reporting process

Auditor's responsibilities for the audit of the financial statements

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether 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 guarantee that an audit conducted in accordance with ISAs 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 financial statements.

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the planning and performance of the audit. We also:

- Identify and assess the risks of material misstatements of the 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 the 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 entity's internal control.
- 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based

Independent auditors' report to the members of Clydestone Ghana Limited (continued)

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 appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 and business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

We are also required to provide those charged with governance 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.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period 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.

Report on other legal and regulatory requirements

The Companies Act, 2019 (Act 992) requires that in carrying out our audit work we consider and report on the following matters. We confirm that:

i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

ii. In our opinion, proper accounting records have been kept by the Company, so far as appears from our examination of those accounting records; and

iii. The consolidated statement of financial position and the consolidated statement of profit or loss and other comprehensive income of the Company are in agreement with the accounting records.

The engagement partner on the audit resulting in this independent auditor's report is
Emmanuel Offei. ICAG/P/1102.

For : Boateng, Offei & Co. (ICAG/F/2022/108)
Chartered Accountants
Correspondent firm; Grant Thornton International
9 Bissau Avenue, East Legon, Accra

Date: **6th May, 2022**

Consolidated Statement of Financial Position

		The Company		The Consolidated	
Non-Current Assets	Notes	**2021**	**2020**	**2021**	**2020**
		GH¢	GH¢	GH¢	GH¢
Intangible assets	2	3,124,752	3,106,242	3,124,752	3,106,242
Property, plant & equipment	3	85,875	162,050	85,875	162,051
Deferred tax	11(ii)	299,174	219,332	299,261	219,419
Investments	9	222,627	250,263	(3,100)	24,536
		3,732,428	**3,737,887**	**3,506,788**	**3,512,247**
Current Assets					
Inventories	14	380,450	380,450	380,450	380,450
Trade receivable	4	1,464,738	1,990,637	1,464,738	1,990,637
Due from related subsidiary		521,784	504,325	-	-
Other accounts receivable	5	453,414	231,192	844,572	622,350
Cash and cash equivalents	6	10,594	80,349	17,110	86,865
		2,830,980	**3,186,953**	**2,706,870**	**3,080,302**
Total Assets		**6,563,408**	**6,924,840**	**6,213,658**	**6,592,549**
Equity					
Capital and Reserves Attributable to Company's Equity Holding					
Stated capital	12	554,850	554,850	545,888	545,888
Capital surplus		2,489,903	2,489,903	2,575,919	2,575,919
Deposit for shares		315,341	315,341	593,631	593,631
Retained earnings		(355,056)	63,738	(828,600)	(573,810)
Total Equity		**3,005,037**	**3,423,831**	**2,886,839**	**3,141,629**
Liabilities					
Current Liabilities					
Trade payable	8	499,366	870,585	499,366	870,585
Other accounts payable	7	3,279,394	2,884,313	3,209,121	2,797,291
Taxation	11(i)	(264,603)	(298,104)	(183,455)	(216,956)
Due to related company		44,214	44,214	-	-
Total Liabilities		**3,558,371**	**3,501,009**	**3,525,033**	**3,450,920**
Total Equity and Liabilities		**6,563,408**	**6,924,840**	**6,411,871**	**6,592,549**

PAUL TSE JACQUAYE (Director)

NII OBODAI TORTO (Director)

Consolidated Statement of Comprehensive income

Year ended December 31, 2021

		The Company		The Consolidated	
	Notes	2021	2020	2021	2020
		GH¢	GH¢	GH¢	GH¢
Revenue		2,496,111	4,039,375	2,496,111	4,039,375
Cost of operations	14	(1,456,770)	(2,358,952)	(1,456,770)	(2,358,952)
GROSS OPERATING PROFIT		**1,039,341**	**1,680,424**	**1,039,341**	**1,680,424**
Directors remuneration	15	455,606	428,001	455,606	428,001
Auditors remuneration		36,000	36,000	38,896	38,896
Depreciation		79,875	86,663	80,160	86,948
General & administration expenses	15	**853,015**	**1,107,547**	**853,015**	**1,107,547**
		1,424,497	**1,658,211**	**1,427,677**	**1,661,391**
Operating Profit		(385,156)	22,213	(388,336)	19,032
Other Income		**-**	**109,345**	**-**	**109,345**
Interest / financial charges		(36,526)	(37,062)	(36,526)	(37,062)
Profit (Loss) before tax		(421,682)	94,496	(424,863)	91,316
Corporate taxation		**-**	**(33,501)**	**-**	**(19,176)**
Profit (Loss) for the period		**(421,682)**	**60,995**	**(424,863)**	**72,139**
Attributable to: Equity holders		-		(254,790)	57,815
Non Controlling Interest		-		(170,073)	-
Other comprehensive income (loss)		-	-	-	-
Exchange Difference on translation		-	-	-	
Total comprehensive income/(loss) for the year		**(421,682)**	**60,995**	**(424,863)**	**57,815**
Earnings per share (GH¢)		(0.0124)	0.0018	(0.0125)	0.0021

Statement of Changes in Equity

Year ended December 31, 2021

Company		**Stated Capital**	**Capital Surplus**	**Retained Earnings**	**Total**
		GH¢	GH¢	GH¢	GH¢
January 1, 2021		554,850	2,489,903	66,626	3,111,379
Profit/(Loss) for the period		-	-	(421,682)	(421,682)
December 31, 2021		**554,850**	**2,489,903**	**(355,056)**	**2,689,697**

Consolidated	**Stated Capital**	**Capital Surplus**	**Retained Earnings**	**Deposit for Shares**	**Non Controlling Interest**	**Total**
	GH¢	GH¢	GH¢	GH¢	GH¢	GH¢
January 1, 2021	554,850	2,575,919	(573,810)	593,631	(7,474)	3,143,116
Profit/(Loss) for the period	-	-	(254,790)	-	(170,073)	(424,863)
December 31, 2021	**554,850**	**2,575,919**	**(828,600)**	**593,631**	**(177,547)**	**2,718,254**

Company		**Stated Capital**	**Capital Surplus**	**Retained Earnings**	**Total**
		GH¢	GH¢	GH¢	GH¢
January 1, 2020		554,850	654,123	34,668	1,243,641
Prior Year adjustments			1,835,780	(29,038)	1,806,742
Profit for the period		-	-	60,995	60,995
December 31, 2020		**554,850**	**2,489,903**	**66,626**	**3,111,379**

Consolidated	**Stated Capital**	**Capital Surplus**	**Retained Earnings**	**Deposit for Shares**	**Non Controlling Interest**	**Total**
	GH¢	GH¢	GH¢	GH¢	GH¢	GH¢
January 1, 2020	554,850	740,139	(596,811)	593,631	(7,474)	1,284,335
Prior Year adjustments		1,835,780	(34,814)			1,800,966
Profit for the period	-	-	57,815	-	-	57,815
December 31, 2020	**554,850**	**2,575,919**	**(573,810)**	**593,631**	**(7,474)**	**3,143,116**

Statement of Cash Flows

Year ended December 31, 2021

	The Company		The Consolidated	
	2021	2020	2021	2020
	GH¢	GH¢	GH¢	GH¢
Cash Flow form Operating Activities				
Profit before taxation	(421,682)	94,496	(424,863)	91,316
Adjustment for Non-Cash Items:				
Net interest expense	36,526	37,062	36,526	37,062
Depreciation	79,875	86,663	80,160	86,948
Net cash used in operating activities	**(305,281)**	**218,221**	**(308,177)**	**215,325**
Changes in working capital				
Inventories	-	39,501	-	39,501
Trade receivables	525,899	(61,184)	525,899	93,270
Other accounts receivables	(182,100)	10,525	(260,002)	10,525
Trade payable	(371,219)	(452,520)	(371,219)	(305,290)
Other accounts payable	395,081	(140,231)	395,081	(374,665)
Due from related company	**(17,459)**	**(7,207)**	**-**	**-**
	350,201	**(611,116)**	**289,758**	**(536,659)**
Tax Paid				
Corporate	**-**	**(63,339)**	**-**	**(40,976)**
Net cash used in operating activities	**44,920**	**(456,234)**	**(18,418)**	**(362,310)**
Cash Flows from Investing Activities				
Purchase of Property, plant & equipment	3,700	-	3,700	-
Exchange Gain On Deposits	-	76,389	-	(11,241)
Investment in Realated Company	(63,339)	-	-	-
Purchase of intangible assets	(18,510)	-	(18,510)	-
Net Cash Used in Investing Activities	**(78,149)**	**76,389**	**(14,810)**	**(11,241)**

	The Company		The Consolidated	
	2019	2018	2019	2018
	GH¢	GH¢	GH¢	GH¢
Cash Flows from Financial Activities				
Short Term Loan	-	-	-	-
Interest expense	(36,526)	(37,062)	(36,526)	(37,062)
Net Cash Used in Financing Activities	**(36,526)**	**(37,062)**	**(36,526)**	**(37,062)**
Increase in Cash and Cash Equivalents	**(69,755)**	**(416,907)**	**(69,755)**	**(410,613)**
Cash and cash equivalents at 1 January,	**80,349**	**497,256**	**86,865**	**497,478**
Cash and cash equivalents at 31 Dec	**10,594**	**80,349**	**17,110**	**86,865**
Analysis of balances of cash and cash equivalents as shown in the balance sheet				
Cash and Bank Balances	**10,594**	**80,349**	**17,110**	**86,865**
Bank overdraft	**10,594**	**80,349**	**17,110**	**86,865**

Notes to the Financial Statements

Year ended December 31, 2021

Reporting entity

Clydestone (Ghana) Limited ("the company") and its subsidiaries ("forming the company") is a company domiciled in Ghana and initially incorporated as a Private Limited Liability Company on 15 June 1989 and issued with a commencement certificate on 19 June, 1989. It was later converted into a Public Limited Liability Company in August 2003. It was listed on the Ghana Stock Exchange in March 2004.

The company own a beneficial interest of 100% in the Clydestone Nigeria Limited, a company incorporated in the Federal Republic of Nigeria and Remittance Processing Limited in Ghana.

The nature of authorized business as amended in December 2002 are as follows:

- *Payment Systems*
- *System Integration*
- *Outsourcing*
- *Networking*
- *Computer and Communication Technology*
- *Consultancy*

For Companies Act, 2019 (Act 992) reporting purposes, the balance sheet is represented by the statement of financial position and the profit or loss account by part of the statement of profit or loss and other comprehensive income, in these financial statements.

Basis of preparation and consolidation

i. Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and buildings classified as property and equipment, derivative financial instruments and available-for-sale financial assets that have been measured at fair value. The carrying values of recognized assets and liabilities that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements.

ii. Basis of consolidation

The consolidated financial statements comprise the financial statements of Clydestone Ghana Limited, the parent, and her subsidiaries as at 31 December 2021. Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtained control and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intra-company balances, transactions, unrealized gains and losses resulting from intra-company transactions and dividends are eliminated in full. Total comprehensive income within a subsidiary is attributed to the non-controlling interest (NCI) even if it results in a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.
If the Company loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary
- derecognizes the carrying amount of any non-controlling interest
- derecognizes the cumulative translation differences, recorded in equity

- recognizes the fair value of the consideration received
- recognizes the fair value of any investment retained
- recognizes any surplus or deficit in profit or loss
- reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

2.2 Basis of measurement and accounting

The measurement basis applied is the historical cost basis, except as modified by the revaluation of land and building, revaluation of financial assets and financial liabilities at fair value through profit or loss. The financial statements are presented in Ghana cedi (GHS).

a. Significant judgements and sources of estimation uncertainty.

In preparing these financial statements in conformity with IFRS, management makes judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, incomes and expenses. It also requires the use of accounting estimates and assumptions that may affect disclosures in the financial statements. The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under circumstances, the results of which form the basis of making the judgment about carrying values of assets and liabilities that are not readily apparent from other sources. The actual results could, by definition therefore, often differ from the related accounting estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting policies and estimates are recognized retrospectively and prospectively respectively

Certain accounting policies have been identified where management has applied a higher degree of judgment that have a significant effect on the amounts recognised in the financial statements, or estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i. Fair value of financial instruments

The fair value of a financial asset is determined by reference to the quoted bid price or asking price (as appropriate) in an active market. Where the fair value of financial assets and financial liabilities recorded on the statement of financial position cannot be derived from an active market, it is determined using a variety of valuation techniques including the use of prices obtained in recent arm length transactions, comparison to similar Instruments for which market observable prices exist, net present value techniques and mathematical models. Input to these mathematical models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

ii. Estimates of assets economic useful life and residual values

Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. The actual economic useful lives of the assets and residual values are assessed at each financial year-end and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, pre-cut life cycles and maintenance programs are taken into account.

- Judgements in determining provisions, contingent liabilities and contingent assets.
- Deferred tax assets

Deferred tax assets are recognised to the extent it is probable that taxable income will be available in the future against which they can be utilized. Future taxable profits are estimated based on business plans which include estimates and assumptions regarding economic growth, interest, inflation, tax rates and competitive forces.

b. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of anyone-controlling interest in the acquire. For each business combination, the Company elects to measure the non-controlling interest in the acquired either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 Financial Instruments: Recognition and Measurement, is measured at fair value with changes in fair value recognized either in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of IAS 39, it is measured in accordance with the appropriate IFRS.

Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstance is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b) Interests in joint ventures

The Company has interests in joint ventures that are jointly controlled entities, whereby the venturers have contractual arrangement that establishes joint control over the economic activities of the entity. The arrangement requires unanimous agreement for financial and operating decisions among the venturers. The Group recognizes its interests in joint ventures using the proportionate consolidation method.

The Company combines its proportionate share of each of the assets, liabilities, income and expenses of the joint venture with similar items, line by line, in its consolidated financial statements. The financial statements of the joint venture are prepared for the same reporting period as the Company. Adjustments are made where necessary to bring the accounting policies in line with those of the Company.

The Company's share of intra-group balances, transactions and unrealized gains and losses on such transactions between the Company and its joint venture are eliminated on consolidation.

Losses on transactions are recognized immediately if there is evidence of a reduction in the net realizable value of current assets or an impairment loss. The joint venture is proportionately consolidated until the date on which the Company ceases to have joint control over the joint venture.

Upon loss of joint control, the Company measures and recognizes its remaining investment at its fair value. The difference between the carrying amount of the investment upon loss of joint control and the fair value of the remaining investment and proceeds from disposal is recognized in profit or loss. When the remaining investment constitutes significant influence, it is accounted for as an investment in an associate.

c) Investment in associates

The Company's investment in its associate, an entity in which the Company has significant influence, is accounted for using the equity method. Under the equity method, the investment in the associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment. The income statement reflects the Company's share of the results of operations of the associate. When there has been a change recognized directly in the equity of the associate, the Company recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Company and the associate are eliminated to the extent of the interest in the associate.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

The Company's share of profit or loss of an associate is shown on the face of the comprehensive income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate. The financial statements of the associate are prepared for the same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company. After application of the equity method, the Company determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognizes the loss as Share of losses of an associate in the income statement. Upon loss of significant influence over the associate, the Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amounts of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

2.3 Application of new and revised International Financial Reporting Standards (IFRSs)

2.3.0 New Standards adopted as at 1 January 2020.

Included in this note are amendments that have a significant impact on this Financial Statements, and therefore detailed disclosures have been made as required by IAS 8.28. For 2021, there are none to be disclosed Some accounting pronouncements which have become effective from 1 January 2021 and have therefore been adopted do not have a significant impact on the company's financial results or position

IAS 8.28 requires an entity to disclose detailed information on certain Standards that have been applied for the first time in the current period. Other Standards and amendments that are effective for the first time in 2021 (for an entity with a 31 December 2021 year-end) and could be applicable to the Group are:

- COVID-19-related rent concessions beyond 30 June 2021 (Amendments to IFRS 16)
- Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

These amendments do not have a significant impact on the Financial Statements and therefore the disclosures have not been made.

2.3.1 Standards, amendments and Interpretations to existing Standards

At the date of authorisation of these financial statements, several new, but not yet effective, Standards, amendments to existing Standards, and Interpretations have been published by the IASB. None of these Standards, amendments or Interpretations have been adopted early by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations neither adopted nor listed below have not been disclosed as they are not expected to have a material impact on the company's financial statements.

IAS 8.30 requires an entity to disclose Standards issued but not yet effective that they will apply in the future. As part of this disclosure management have provide known or reasonably estimable information relevant to assessing the possible impact the new IFRS will have on their financial statements in the period of initial application. For new or amended IFRS or Interpretations that are expected to have a material impact, an entity should consider disclosing the title of the new IFRS Standard, the nature of the expected change in accounting policy, the effective date of the Standard, and the date at which the entity intends to first apply the Standard (IAS 8.31). Where there is not expected to be a material impact, it is not necessary to do this, and doing so may actually contribute to disclosure overload.

For example, IFRS 17 'Insurance Contracts' will have a major impact on entities issuing insurance contracts, however, it will not affect our company.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.3.2 IFRS 16 LEASES

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three Interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease').

The adoption of this new Standard has resulted in the Company recognising a right-of-use asset and related

Notes to the Financial Statements (continued)

lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting IFRS 16 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Company has elected to apply the definition of a lease from IAS 17 and IFRIC 4 and has not applied IFRS 16 to arrangements that were previously not identified as lease under IAS 17 and IFRIC 4.

The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 January 2019. At this date, the Company has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Company has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term. For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under IAS 17 immediately before the date of initial application.

On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 6.5%.

The Company has benefited from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

2.3.3 Standards, amendments and Interpretations to existing Standards that are not yet effective and have not been adopted early by the Company

Other Standards and amendments that are not yet effective and have not been adopted early by the Company include:

- IFRS 17 Insurance Contracts
- Amendments to IFRS 17 Insurance Contracts (Amendments to IFRS 17 and IFRS 4)
- References to the Conceptual Framework
- Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)
- Annual Improvements to IFRS Standards 2018-2020 Cycle (Amendments to IFRS 1, IFRS 9, IFRS 16, IAS 41)
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- Deferred Tax related to Assets and Liabilities from a Single Transaction.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.5 Consolidation

2.5.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The Company applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Company. The consideration transferred includes the fair value of any Asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Company recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquirer's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity. Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated.

Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Company's accounting policies.

2.5.2 Changes in ownership interests in subsidiaries without change of control.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions– that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded inequity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2.5.3 Disposal of subsidiaries

When the Company ceases to have control, any retained interest in the entity is premeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. 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 recognized in other comprehensive income in respect of that entity are accounted for as if the Company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized another comprehensive income are reclassified to profit or loss.

2.5.4 Separate financial statements

In the separate financial statements, investments in subsidiaries and associates are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

2.6 Foreign currency transaction

2.6.1 Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Cedi (GH¢), which is the Group's presentation currency.

2.6.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Foreign exchange gains and losses that relates to cash and cash equivalents are presented in profit or loss within 'finance income or cost'. All other foreign exchange gains and losses are presented in profit or loss within 'other income'.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

3. Significant Accounting Policies

The accounting policies set out below have been adopted and applied where necessary in these financial statements by the Company.

a. Revenue recognition

Sales comprise invoiced value of goods and services that are measured at the fair value of the consideration received or receivable. Gains and losses arising from changes in the fair value of financial assets and

Notes to the Financial Statements (continued)

liabilities held at fair value through profit or loss, as well as any interest receivable or payable, is included in the income statement in the year in which they arise. Gains and losses arising from changes in the fair value of available – for-sale financial assets, other than foreign exchange gains and losses from monetary items, are recognized directly in equity, until the financial asset is derecognized or impaired at which time the cumulative gain or loss previously recognized in equity is recognized in the income statement. Dividends are recognized in the income statement when the Company's right to receive payments is established.

b. Property, plant and equipment (PPE)

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, and

any other costs directly attributable to bringing the asset to a working condition for its intended use." Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components)".

ii. Subsequent cost

The cost of replacing part of an item of property or equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognized in the income statement as incurred.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Depreciation

Depreciation is recognized in the income statement on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated.

The estimated useful lives for the current and comparative years are as follows:

Class of assets	Rate of depreciation
Motor Vehicles/Cycles	20%
Furniture, Fixtures & Fittings	7.5%
Office Equipment & Machinery	20%
Computer and Accessories	30%

Gains and losses on disposal of PPE are determined by comparing proceeds from disposal with the carrying amounts of PPE and are recognized in the income statement as other income.

c. Foreign currency translation

i. Transactions in foreign currencies are converted at market rates ruling at the dates of such transactions. Exchange differences realised are accounted for through the statement of comprehensive income.

ii. Assets and liabilities, which are denominated in other currencies, are translated into the reporting currency at the period end rates of exchange. Exchange differences arising on such translations are treated through the statement of comprehensive income.

d. Trade and other accounts receivable

- Trade accounts receivable are recognized initially at fair value and subsequently at amortised cost less any provision for impairment. Specific provisions for doubtful debts are made for receivables of which recovery is doubtful. Other receivables are stated at their cost less impairment losses.

e. E-Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdraft.

f. Provisions

Provisions are recognized when a legal or constructive obligation as a result of past transaction exists at the reporting date, it is probable that an outflow of resources will be required to settle the obligation and the amount of the obligation can be reliably estimated.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

g. Taxation

Income tax comprises current tax and deferred tax.

i. Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates substantively or enacted at the year end and any adjustment to tax payable in respect of previous years.

ii. Deferred income taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Tax rates enacted or substantively enacted by the financial position date are used to determine deferred income tax.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

h. Impairment of assets

Assets that have indefinite useful lives and are not subject to amortization are tested annually for impairment. Assets that are subject to amortization or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use.

i. Events after reporting period

Events subsequent to the balance sheet date are reflected in the financial statements only to the extent that they relate to the year under consideration and the effect is material.

j. Operating segments

A segment is a distinguishable component of the Company that is engaged either providing products or services (business segments) or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The identification of operating segments on internal reports that are regularly reviewed by the Company's chief operating decision maker in order to allocate resources to the segment and asses its performance.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Financial assets and liabilities

k. Offsetting

Financial assets and liabilities are set off and the net amount presented in the balance sheet when, and only when, the Company has a legal right to set off the amounts and intends with to settle on a net basis or to realize the asset and settle the liability simultaneously.

ii. Amortised cost measurement

The amortised cost of financial asset or liability is the amount at which financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount recognized and the maturity amount, minus any reduction of impairment.

iii. Impairment of financial assets

The Company assesses at each year end date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a Company of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event"), and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Notes to the Financial Statements (continued)

iv. Determination of fair values

The fair value of financial instruments traded in active markets is based on quoted market price at the balance sheet date. The fair value of financial assets that are not traded in an active market is determined by using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each financial position date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values.

The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for future similar financial instruments.

l. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made.

m. Investments in subsidiary

The fair value of investment in subsidiary (unlisted) approximates its cost as its fair value cannot be reliably measured.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

n. Intangible assets – Switching software

Costs incurred to acquire and bring to use specific computer software licenses are capitalized. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any impairment losses. The amortization period and method for an intangible asset, in this case computer software, are reviewed at least at each reporting date. Changes in the expected useful life in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

The amortisation expense on the intangible assets is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

Amortisation is calculated using the straight-line method on the basis of the expected useful lives of the assets.

The carrying values of intangible assets are reviewed for indications of impairment annually or when events or changes in circumstances indicate the carrying value may not be recoverable.

If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of intangible assets is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

4. Financial risk management

This note presents information about the Company's exposure to each of the following risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

» **interest risk**
» **credit risk**
» **liquidity risk**
» **market risk**
» **operational risk**
» **Regulatory risk**

Interest risk

The Company is subject to cash flow interest rate risk due to fluctuations in the prevailing levels of market interest rates. All debt included in the category of financial liabilities at fair value through profit or loss has fixed interest rates.

REPORTING AUDITORS: BOATENG, OFFEI & CO.

Notes to the Financial Statements (continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The credit risk of the Company at the reporting date is the same as the trade accounts receivables and other accounts receivables in the Financial Statements as at 31 December, 2019.

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's activities are being funded by its shareholders, nevertheless the Company is exposed to liquidity risk as it cannot maintain funding to its expired overdraft obligation which is causing high the operational expenses through its profit and loss.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Company is exposed to currency risks on its purchases as it is mainly denominated in US Dollars which is different from the functional currency of the Company. In respect of this monetary assets and Liabilities denominated in foreign currencies are managed in a way that the Company ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances and also invoice some sales in foreign currency.

Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with company processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. However, this responsibility is supported by any significant concentration on controls and procedure to address it identified risk, and has no risk mitigation strategy in place.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market prices. The financial instrument held by the Company that are affected by market risk are principally its bank overdraft which is at a fixed rate.

Regulatory risk

The Company is subject to laws and regulations which relates to its operations and investment in Ghana as a listed company.

Notes to the Financial Statements (continued)

1. Revenue

	Company	Company
	2021	**2020**
	GH¢	GH¢
Smart Source	436,683	564,581
Balance at 1 January	3,106,242	1,270,462
Business Continuity	-	-
Clyde - AidPS/Bank s/w	3,106,242	1,270,462
CCC	896,313	827,571
DP	6	-
Switch user fees	-	456,105
ATM	16,091	78,970
VISA Card Project	553,860	415,836
Consumables	21,586	15,970
VISA CARDS SALES	468,674	893,462.82
Balance at 31 December	**2,496,111**	**4,039,375**

2. Intangible assets

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
Switch Software	GH¢	GH¢	GH¢	GH¢
Cost				
Balance at 1 January	3,106,242	1,270,462	3,106,242	1,270,462
Additions	18,510	1,835,780	18,510	1,835,780
Amortisation				
Balance at 1 January	-	-	-	-
Charge for the year	-	-	-	-
Carrying amount				
Balance at 31 December	**3,124,752**	**3,106,242**	**3,124,752**	**3,106,242**

3. Software

This represents the G-Switch platform with which the Company does its technical integration with its global partners. It is constantly receiving upgrades and enhancement to meet current operational levels.

Notes to the Financial Statements (continued)

4. Property, plant and equipment

	Build-ing	Furni-ture & Fixtures	Office Equip-ment	Motor Vehicles	Comput-ers	Workshop Equipment	Storage Contain-er	Total
Cost								
At 1 January	88,747	136,564	363,870	408,222	451,457	7,891	8,240	1,464,991
Additions	-	-	3,700	-	-	-	-	3,700
At 31 December	88,747	136,564	367,570	408,222	451,457	7,891	8,240	1,468,691
Depreciation								
At 1 January	35,500	116,338	288,556	408,222	439,141	7,315	7,868	1,302,940
Disposal	-	-	-	-	-	-	-	-
Charge for the year	8,875	7,892	50,512	-	12,116	288	192	79,875
At 31 December	26,625	108,446	238,044	408,222	420,237	7,027	7,676	1,216,277
Carrying amount								
At 31 December	44,375	124,230	339,068	408,222	451,257	7,603	8,060	1,382,815
At 31 December	**44,372**	**12,334**	**28,502**	**-**	**200**	**288**	**180**	**85,875**
At 31 December	**53,247**	**20,226**	**75,314**	**-**	**12,316**	**576**	**372**	**162,051**

5. Trade Account Receivables

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
These have been stated at their fair values.	**1,464,738**	**1,990,637**	**1,464,738**	**1,990,637**

Notes to the Financial Statements (continued)

6. Other accounts receivable

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
This represent risk reserve deposit with:	GH¢	GH¢	GH¢	GH¢
Bank of Ghana	200,000	-	200,000	
Chase Bank Kenswitch	57,600	57,600	57,600	57,600
Others	195,814	173,592	586,972	564,750
TOTAL	**453,414**	**231,192**	**844,572**	**622,350**

7. Cash and cash equivalents

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
	GH¢	GH¢	GH¢	GH¢
Cash on hand	1,273	461	1,273	461
Ecobank Ghana Limited	68	68	68	68
Republic Bank	294	1,482	294	1,494
Zenith Bank Ghana Ltd	475	16,263	475	16,274
Consolidated Bank Ghana Limited	485	485	485	18,165
United Bank of Africa Ltd	135	482	135	482
Guaranty Trust Bank Ltd	942	1,619	942	5,582
Fidelity Bank Limited	5,446	56,184	5,446	66,438
First Bank/PLC Nigeria	245	1,870	6,762	8,386
Universal Merchant Bank	263	263	263	263
SG Ghana	643	1,021	643	1,026
National Investment Bank Ltd	326	152	326	152
TOTAL	**10,594**	**80,350**	**17,110**	**118,791**

Notes to the Financial Statements (continued)

8. Cash and cash equivalents for the purpose of cash flow include:

Cash and bank balance	GH¢	GH¢	GH¢	GH¢
	10,594	80,350	17,110	118,791
	10,594	**80,350**	**17,110**	**118,791**

9. Other accounts payable

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
	GH¢	GH¢	GH¢	GH¢
Audit fees	36,509	36,509	39,405	39,405
National reconstruction levy		358	-	-
Rent	378,886		382,299	3,613
Others	2,863,999	2,847,446	3,182,509	3,166,103
TOTAL	**3,279,394**	**2,884,313**	**3,604,213**	**3,209,121**

10. Trade payable

	2021	2020
Supplier Control Account	487,010	740,746
Trade - Local	12,356	129,840
TOTAL	**499,366**	**870,585**

11. Investments

	2021	**2020**
Investment in RPGL	178,493	178,493
Kenya office expense	-	27,636
Investment in Nigeria	44,134	44,134
TOTAL	**222,627**	**250,263**

Notes to the Financial Statements (continued)

12. Income tax expense

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
	GH¢	GH¢	GH¢	GH¢
Current tax	-	-	-	-
Deferred tax	-	59,620	153,484	153,484
Charge to statement of comprehensive income	**-**	**59,620**	**153,484**	**153,484**

13 (i). Taxation

Year Assessment	Balance 1/1/2020	Payments / Tax Credits	Charge for the year	Balance 12/31/2021
Up to				
2015	196,327	-	-	196,327
2016	758	-	-	758
2017	4,602	-	-	4,602
2020	-	-	-	-
2021	-	-	-	-
	201,687	**-**	**-**	**201,687**

The tax charge for the year at 25% is subject to agreement with Domestic Tax Revenue Division of the Ghana Revenue Authority.

13.(ii) Deferred tax Asset

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
	GH¢	GH¢	GH¢	GH¢
The balance is derived as follows				
Balance as at 1 January	(218,688)	(159,068)	(218,688)	(159,068)
Applied to current year	-	(59,620)	-	(59,620)
Balance as at 31 December	(218,688)	(218,688)	(218,688)	(218,688)

Notes to the Financial Statements (continued)

14. Stated capital

	2021		2020	
	Number	**Amount**	**Number**	**Amount**
Authorised Number of				
Shares of no par value: -	100,000,000		100,000,000	
Issued and fully paid: -				
Issued for cash	34,000,000	554,850	34,000,000	554,850

15. Non-controlling interest

	2021	2020
Share of net assets of subsidiary		
At 1 January	32,247	32,247
Share of loss-subsidiary	-	-
At 31 December	32,247	32,247

16. Cost of Sales

	Company	Company	Consolidated	Consolidated
	2021	**2020**	**2021**	**2020**
	GH¢	GH¢	GH¢	GH¢
Opening inventories	380,450	380,450	380,450	380,450
Purchases	1,270,587	2,129,347	1,270,587	2,129,347
Clearing and delivery	186,184	229,605	186,184	229,605
	1,837,221	2,739,402	1,837,221	2,739,402
Closing inventories	(380,450)	(380,450)	(380,450)	(380,450)
	1,456,770	2,358,952	1,456,770	2,358,952

Notes to the Financial Statements (continued)

17. General and administrative expenses

	Company 2021	Company 2020	Consolidated 2021	Consolidated 2020
Include: -				
Interest and financial charges	36,526	37,062	36,526	37,062
Directors remuneration	455,606	428,001	455,606	428,001
Auditors remuneration	36,000	36,000	39,180	38,896
Depreciation	79,875	86,663	79,875	86,948
Salaries & wages	342,009	480,607	342,009	480,607
Rent	126,028	262,540	126,028	262,540
Utilities	82,224	55,820	82,224	55,820
Others	302,754	308,579	302,754	308,579
	1,461,023	1,695,272	1,464,203	1,698,453

18. Fair value of financial assets & liabilities

	Fair Value		Carrying Amount	
	2021	2020	2021	2020
Financial assets				
Trade accounts receivable	1,464,738	1,990,637	1,464,738	1,990,637
Deposit	375,523	153,301	375,523	153,301
Other accounts receivable	453,414	231,192	453,414	231,192
Cash and cash equivalents	10,594	80,349	10,594	80,349
Intangibles	3,124,752	3,106,242	3,124,752	3,106,242
Financial liabilities				
Trade accounts payable	499,366	870,585	499,366	870,585
Other accounts payable	3,279,394	2,884,313	3,279,394	2,884,313

Notes to the Financial Statements (continued)

19. Twenty largest Shareholders as at 31 December, 2021

Number	Name of Shareholder	VOLUME	Percentage Holding
1	JACQUAYE TSE PAUL	20,389,500	59.97
2	SCGN/'NTHC FUND, SCGN/NTHC HORIZON FUND NTHC	648,000	1.91
3	STARLIFE ASSURANCE CO. LTD, STARLIFE ASSURANCE CO. LTD	532,000	1.56
4	NTHC SECURITIES LIMITED, NTHC SECURITIES LIMITED	516,800	1.52
5	AKOTO-BAMFO, EDMUND	412,000	1.21
6	MAWUENYEGA, DANNY EASMON	412,000	1.21
7	VANGUARD ASSURANCE CO. LTD.	212,000	0.62
8	ECOBANK STOCKBROKERS LIMITED	185,263	0.54
9	STAR ASSURANCE COMPANY,	141,824	0.42
10	HUTCHFUL NANA BENYIN	135,000	0.40
11	AKOSAH-BEMPAH, KWAKU MR.	125,000	0.37
12	CDH ASSET MANAGEMENT LTD,	123,000	0.36
13	CATHOLIC ARCHDIOCESE OF CAPE COAST	110,000	0.32
14	ISSAKA, NICHOLAS GBANA	110,000	0.32
15	HOLDEN CHRISTOPHER MARK MR	100,000	0.29
16	DADZIE, SAMUEL	82,608	0.24
17	CDH SECURITIES LTD,	80,000	0.24
18	GOGO, BENJAMIN AKUETE	76,700	0.23
19	OPHELIA FIFUITERA AKOSAH-BEMPAH, OPHELIA FIFUITERA AKOSAH-BEMPAH	70,700	0.21
20	CDH-AM/LIPTIN VENTURES	70,000	0.21

Notes to the Financial Statements (continued)

20. Shareholders distribution as at 31 December, 2021

Category of holdings	No. of Shareholders	%	No. Shares	Percentage holding
1 to 1,000	2,023	57.85	1,069,086	3.14
1,001 to 5,000	1,078	30.83	2,841,181	8.36
5,001 to 10,000	232	6.63	1,982,658	5.83
Over 10,000	164	4.69	28,107,075	82.67
	3,497	100	34,000,000	100.00

21. Five-year financial summary

	2021	2020	2019	2018	2017
Revenue	2,496,111	4,039,375	7,244,821	5,855,948	5,861,359
Profit/ (Loss) before tax	(421,682)	94,496	283,904	780,365	729,485
Income tax expense	-	33,501	59,620	163,856	153,192
Profit/ (Loss) after tax	(421,682)	60,995	224,284	616,409	576,293
Financial Position					
Non-current assets					
Intangible	3,124,752	3,106,242	1,270,462	1,269,862	1,269,862
Property, plant and equipment	85,875	162,050	235,164	294,965	311,659
Current assets	3,352,782	3,656,548	4,112,301	4,083,491	3,758,340
Total assets	**6,563,409**	**6,924,840**	**5,617,927**	**5,648,318**	**5,339,861**
Total current liabilities	3,558,371	3,501,009	4,374,286	4,758,528	4,759,677
Stated capital	554,850	554,850	554,850	554,850	558,174
Capital reserve	2,489,903	2,489,903	654,123	542,811	524,192
Deposit for shares	315,341	315,341	-	-	303,106
Non-controlling interest	-	-	-	-	13,818
Retained earnings	(355,056)	63,738	34,668	(207,871)	(1,047,570)
Total liabilities and share-holders' equity	**6,563,409**	**6,924,841**	**5,617,927**	**5,648,318**	**5,111,397**

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