

2020

ANNUAL REPORT

& FINANCIAL STATEMENTS



Mega African Capital Ltd

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& FINANCIAL STATEMENTS



Mega African Capital Ltd

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Mega African Capital Limited (the “Company”) will be held virtually and streamed live from the office of Mega African Capital Limited, Kanda, Accra at 10:00am GMT on Friday 1st October, 2021 to transact the following business:

AGENDA:

1. To receive and consider the financial statements and the Reports of the Directors and Auditors for the year ended 31st December, 2020;
2. To re-elect Christine Dowuona-Hammond as a Director;
3. To approve Directors Fees; and
4. To authorize Directors to determine the remuneration of the Auditors;

Dated this 8th day of September, 2021.
BY ORDER OF THE BOARD

SIGNED
Dorcas Akyeneba Diallo
(Company Secretary)

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Corporate Information

For the year ended 31 December 2020

Board of Directors	Christine Dowuona- Hammond- Non-Executive Chairperson
	Kwesi Amonoo-Neizer - Managing Director
	Eugene Addison - Non Executive Director
	Edward Ntim-Addae- Executive Director
Company Secretary	Dorcas Akyeneba Diallo No. 23 Kanda Estates Sunyani Avenue, Kanda Accra, Ghana
Principal Place of Business	The Alberts, 2nd Floor, No. 23 Kanda Estates Sunyani Avenue, Kanda Accra, Ghana
Registered Office	The Alberts, 2nd Floor, No. 23 Kanda Estates Sunyani Avenue Kanda Accra, Ghana
Independent Auditors	UHY Voscon Chartered Accountants P.O.Box LA 476, La, Accra 2nd Floor, Cocoshe House Opposite Silver Star Tower Agostinho Neto Close Airport Residential Area Accra - Ghana. GA: -057-1475 Info@uhyvoscon-gh.com www.uhyvoscon-gh.com
Bankers	Societe Generale Ghana Limited
Registrar	Central Securities Depository Co. Ltd., 4th Floor, Cedi House, Accra P.O.Box 134, Accra
Company Registration Number	PL000282017
Tax Identification Number	C000931380X

Financial Highlights

for the year ended 31 December 2020

Five year financial summary (in thousands of Ghana cedis)

Financial performance	2020	2019	2018	2017	2016
Revenue	10,153	15,314	15,294	9,574	5,665
Profit/(loss) before taxes	1,486	5,853	5,563	1,102	(1,701)
Income tax expense	-	-	-	-	-
Profit/(loss) after tax	1,486	5,853	5,563	1,102	(1,701)
Financial position					
Financial assets at fair value via P/L (non-current assets)	63,861	68,633	64,320	54,330	56,016
Financial assets at fair value via P/L (current assets)	63,567	56,186	44,044	38,023	35,518
Other current assets	782	691	694	548	117
Cash and cash equivalents	331	2,487	1,320	1,714	229
Current taxation	42	42	42	-	-
Property, plant & equipment	12	15	36	73	104
Total assets	142,132	141,059	125,048	109,278	105,819
Total liabilities	74,131	74,795	64,636	54,429	52,073
Stated capital	22,356	22,356	22,356	22,356	22,356
Retained earnings	45,645	43,908	38,056	32,493	31,390
Total equity and liabilities	142,132	141,059	125,048	109,278	105,819

Chairman's Statement

Introduction

Ladies and gentlemen, it is a pleasure to welcome you to the 12th Annual General Meeting of Mega African Capital Limited. Once again, we are holding our AGM virtually in compliance with the guidelines set out by the Securities and Exchange Commission and the Registrar Generals Department due to the Coronavirus (COVID-19) pandemic.

It is my pleasure to submit to you the Mega African Capital Annual Report and financial statements for the year 2020.

My report is captured under four main areas: I will first touch on the economic environment; the second part will be a stock markets review, and the third part will cover the business operations of the Company in 2020. I will conclude by providing a summary of the review of 2020 and an outlook for the economy and the stock markets for the last quarter of 2021.

Economic Review

The global economy contracted by 4.5% in 2020, the biggest fall in global activity for several decades. Recovering from the lockdowns imposed in the first half of the year, many economies were facing weaknesses as a second wave of COVID infections triggered renewed lockdowns.

In the last quarter of 2020, the economies of the UK and euro-zone contracted as renewed lockdowns were introduced in the wake of rising COVID-19 infections. There was a large divergence among Euro-zone economies last year reflecting differences in lockdown duration and severity, size of fiscal response and the structure of economies.

The US economy suffered one of the smallest contractions among advanced economies last year, about 3.5%. A large fiscal package equivalent to about 10% of GDP and easier monetary policy, including cuts in interest rates cushioned the economic downturn. However, towards the end of 2020, the economy was losing momentum amid rapidly increasing COVID infections.

Emerging market economies suffered particularly in the COVID-19 crisis due to their inadequate health care systems before having to cope with the direct health crisis of COVID-19. Most of these countries had limited fiscal capacity relative to advanced economies to provide sufficient income support to those suffering a loss of income in lockdowns. China, was the only economy to have shown overall expansion in 2020, having entered lockdown early and rebounding quickly.

The COVID-19 pandemic partly contributed to Africa suffering its worst recession in more than 50 years in 2020. Because of the pandemic's lower-than-expected impact on Africa, the recession in 2020 was not as severe as was projected though. Africa suffered fewer economic losses from the pandemic than other regions of the world.

Africa's economic growth stabilized at 3.4 percent in 2021. GDP per capita is estimated to have contracted by 10% in nominal terms in 2020.

The COVID-19 pandemic significantly curtailed Ghana's economic growth momentum. Ghana recorded a growth of 0.4% in 2020, below the growth recorded in 2019 of 6.5%. After a growth rate of 4.9% in the first quarter in 2020, Ghana's GDP contracted for two consecutive quarters and making only slight gains in the fourth quarter. The contractions were said to have been the first consecutive quarterly contraction registered in 37 years. Headline inflation as at December 2020 increased to 10.4% as against 7.9% in 2019. The Bank of Ghana introduced monetary policy interventions to stimulate the economy. These included cutting the policy rate from 16.0% to 14.5%, reducing primary reserve requirement from 10% to 8% and reducing capital conservation buffer from 3% to 1.5%.

Stock Market Review

The Ghana Stock Exchange's Composite Index (GSE-CI) closed 2020 at 1,941.59 points, which represented a decline of 13.98%, higher than the -12.25% recorded at year end in 2019. The equities market recorded an annual volume

of shares of 695,396,188 at a value of GH¢575,269,873. The total market capitalization for 2020 was GH¢54.37 billion compared with GH¢56.8 billion in 2019 representing a decline of 4.25%. The debt market performed better with 108,405 million securities in volume traded, which was a 95% increase compared to the volume traded of 55,552 million in 2019.

Globally the stock markets were also affected by the pandemic, but they largely proved resilient to its effects. Equities and fixed income markets achieved high performance in trade volumes and values. Overall, African stock markets showed a general decrease in market activities which resulted in some indices trending downwards negatively by the close of 2020 and others thriving to record substantial returns by the close of the year.

Business Operations Review of the Company

The Company's total revenue reduced from GH¢15.3M in 2019 to GH¢10.2M in 2020, representing a reduction of 50% for the period under review. Net Profit also reduced by 293% from a profit of GH¢5.9M in 2019 to GH¢1.5M in 2020. There was an increase in total Assets from GH¢141M in 2019 to GH¢142M in 2020.

At the close of the 2020 financial year, 48% of the total assets were held in equities, 10% in investment property and 42% in fixed income securities.

Outlook for 2021

The global economy is projected to grow 6.0 percent in 2021 and 4.9 percent in 2022. The 2021 global forecast is unchanged from the April 2021 projection, but with offsetting revisions. Prospects for emerging market and developing economies have been marked down for 2021, especially for Emerging Asia. By contrast, the forecast for advanced economies is revised up. These revisions reflect pandemic developments and changes in policy support.

The global outlook remains subject to significant downside risks, which include the possibility of large COVID-19 waves in the context of new virus variants and financial stress amid high emerging markets and developing economies (EMDE) debt levels. Controlling the pandemic at the global level will require more equitable vaccine distribution, especially for low-income countries. The legacies of the pandemic exacerbate the challenges facing policy makers as they balance the need to support the recovery while safeguarding price stability and fiscal sustainability.

In Africa, the projected growth recovery of 3.4 percent in 2021 and 4.0 percent in 2022 is subject to high uncertainty. New waves of the COVID-19 infections could require reimposition of severe containment measures—such as lockdowns and quarantines— that would retard or derail the recovery process. The projected recovery could be threatened by repeated COVID-19 waves, and slower-than expected progress on deploying safe and effective treatments and vaccines.

In Ghana, the economic outlook is good in the short to medium term, contingent on an increase in demand for Ghana's exports, improved business confidence, and successful implementation of the Ghana COVID-19 Alleviation and Revitalization of Enterprise Support program. Growth is projected to increase to 4% in 2021 and 4.1% in 2022. Inflation is expected to ease to 8.2% in 2021 and 8%, in 2022—in the midpoint of the Bank of Ghana's target band of 6%-10%. The fiscal deficit is projected to narrow to 7.2% in 2021 and 5.7% in 2022, driven by an expected increase in revenue collection in a recovering economy. However, the current account deficit is expected to widen to 2.8% of GDP in 2021 and 3.2% in 2022 as import volumes resume their pre-pandemic levels. Downside risks to the outlook emanate from a possible second wave of the virus and heightened fiscal and debt pressures.

Strengthening private and capital spending should bolster economic growth in 2021, following

Chairman's Statement

last year's contraction. Moreover, the gradual easing of restrictions abroad bodes well for the external sector, which should contribute to overall growth. Nevertheless, increased pandemic-related uncertainty amid a rise in cases of the Delta variant clouds the outlook. Some panelists project the economy to expand 4.5% in 2021 and 5.3% in 2022.

Closing Comments

I would like to thank shareholders of Mega African Capital for their continued belief in the Company and also express my appreciation to the Board and staff of Mega African Capital for their commitment and dedication to the Company.

Thank you.

Report of Directors

to the members of Mega African Capital Limited

We are pleased to present the annual report including the financial statements of the Company for the year ended 31 December, 2020.

Nature of business

The nature of business the Company is authorized to carry on is the development, purchase, sale and rental of real estate and investment in equities and fixed income investments and any other financial services.

Financial results of operations	Note	2020 GH¢	2019 GH¢
The Company recorded a net profit after taxation of out of which dividend being declared and paid		1,485,601 -	5,852,830 -
		1,485,601	5,852,830
to which is added balance on retained earnings brought forward of		43,908,232	38,055,402
Prior year adjustment	26	251,381	-
leaving a balance on retained earnings carried forward of		45,645,214	43,908,232

Directors

The Directors who held office during the year end to the date of this report were:

Christine Dowuona-Hammond	Chairperson
Kwesi Amonoo-Neizer	Managing Director
Eugene Addison	Non-executive Director
Edward Ntim-Addae	Executive Director

Directors and their interests

The Directors named below held the following number of shares in the Company as at 31 December, 2020.

	Number of Shares
Kwesi Amonoo-Neizer*	533,939
Eugene Addison	2,500

*Kwesi Amonoo-Neizer jointly holds shares with Rita Amonoo-Neizer

Report of Directors

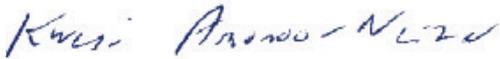
to the members of Mega African Capital Limited (cont'd)

Auditors

In accordance with section 139(11) of the Companies Act, 2019 (Act 992), UHY Voscon will continue in office as auditors of the Company.

By order of the Board

Name of Director: Kwesi Amonoo - Neizer



23.06 2021

Name of Director: Christine Dowuona-Hammond



23.06 2021

Statement of Directors' Responsibilities

Directors' responsibilities in respect of the financial statements

The Directors are required to ensure that adequate accounting records are maintained so as to disclose at reasonable accuracy, the financial position of the Company. They are also responsible for taking steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. They must present financial statements for each financial year, which give a true and fair view of the affairs of the Company, and the results for that period. In preparing these financial statements, they are required to:

- ⊙ select suitable accounting policies and apply them on a consistent basis using reasonable and prudent judgment.
- ⊙ state whether or not the Companies Act 2019 (Act 992) and International Financial Reporting Standards ("IFRS") have been adhered to and explain material departures thereto.
- ⊙ use the going concern basis unless it is inappropriate.

The Board acknowledges its responsibility for ensuring the preparation of the annual financial statements in accordance with IFRS and the responsibility of external auditors to report on these financial statements. The Board is responsible for ensuring the maintenance of adequate accounting records and an effective system of internal controls and risk management.

Nothing has come to the Board's attention, to indicate any material breakdown in the functioning of the internal controls and systems during the period under review, which could have a material impact on the business.

The financial statements are prepared from the accounting records on the basis of consistent use of appropriate records supported by reasonable

and prudent judgments and estimates that fairly present the state of affairs of the Company. The financial statements have been prepared on a going concern basis and there is no reason to believe that the Company will not continue as a going concern in the next financial year. The Directors confirm that in preparing the financial statements, they have:

- ⊙ selected suitable accounting policies and applied them consistently.
- ⊙ made judgments and estimates that are reasonable and prudent.
- ⊙ followed the International Financial Reporting Standards.
- ⊙ prepared the financial statements on the going concern basis

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them ensure that the financial statements comply with the Companies Act, 2019 (Act 992). They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By the order of the Board

Name of Director:

Kwesi Amonoo - Neizer



Name of Director:

Christine Dowuona-Hammond



23.06.2021

Statement of Directors' Responsibilities

- ⦿ To review, approve and follow up major contracts, procurement and capital expenditures;
- ⦿ To review actual spending against budget;
- ⦿ To review and approve proposals for extra-budgetary spending;
- ⦿ To be responsible for the co-ordination of the internal and external auditors

Investment Committee

The Investment Committee was established as a sub-committee of the Board to supervise the investment activities of Mega African Capital Limited. The membership at the end of the reporting date was made up of Christine Dowuona-Hammond, Eugene Addison and Kwesi Amonoo-Neizer.

The Investment Committee ("the Committee") is acting in a fiduciary capacity with respect to the Mega African Capital Portfolio, and is accountable to the Board of Mega African Capital for reviewing and evaluating the investment of all assets owned by, or held in trust for the Mega African Capital.

The Committee will, within agreed risk appetite for market and credit risks::

- i. Approve investment policies;
- ii. Approve all Investment transactions in excess of US\$1m with an upper limit of US\$1.5m, above which must be referred to the Board; the limits to be reviewed annually by the Board;
- iii. Ensure compliance with all applicable legislation and relevant guidance in respect of compliance with investment policy

iv. The Committee will review and monitor:

- the portfolio performance of all asset classes plus the total portfolio against performance measurement targets (benchmarks) understanding the impacts of external factors;
- the investment strategy, including asset allocation and risk management policy;
- conflicts of Interest Guidelines and any insider trading events;
- risk limits and the risk appetite;
- the effectiveness of the investment policies;
- such other matters as may be determined by the Board;

v. Review Investment Policies at least once a year.

Chairman

Christine Dowuona-Hammond



23.06 2021

Corporate Governance Report (CGR)

The Company is committed to strong corporate governance practices that allocate rights and responsibilities among the Company's shareholders, the Board and Executive Management to provide an effective oversight and management of the Company in a manner that enhances shareholder value and promotes investors' confidence.

The Company's corporate governance principles are contained in a number of corporate documents.

The Board of Directors

The Board oversees the conduct of the Company's business and is primarily responsible for providing effective governance over the Company's key affairs, including the appointment of executive management, approval of business strategies, evaluation of performance, and assessment of major risks facing the Company. In discharging its obligations, the Board exercises judgment in the best interest of the Company and relies on the Company's executive management to implement approved business strategies, resolve day-to-day operational issues, keep the Board informed, and maintain and promote high ethical standards. The Board delegates authority in management matters to the Company's executive management subject to clear instructions in relation to such delegation of authority and the circumstances in which executive management shall be required to obtain Board approval prior to taking a decision on behalf of the Company.

For the year ended 31 December 2020, the Board had complement of four (4) members. The Board has delegated various aspects of its work to the Audit Committee and Investment Committee.

Board committee members are appointed by the Board. Each Board committee has its own written terms of reference, duties and authorities as determined by the Board.

During the 2020 reporting year, the Board convened one (1) meeting on 14th May, 2020.

Directors	Number of meetings attended
Christine Dowuona-Hammond	1/1
Kwesi Amonoo-Neizer	1/1
Eugene Addison	1/1
Edward Ntim-Addae	1/1

Audit Committee

The membership of the Audit Committee shall be made up of the Board of Directors. The Committee carries out the duties set out below for the Company, giving full consideration to relevant laws, regulations and best practices in discharging its responsibilities:

- ⦿ To consider the appointment of the external auditor, audit fees and any questions of resignation or dismissal;
- ⦿ To discuss the external audit programme, its reports and its activities;
- ⦿ To review internal audit programme, its reports and its activities and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company;
- ⦿ To review internal and external audit reports particularly reports of regulatory authorities and supervising the implementation of recommendations;
- ⦿ To facilitate dialogue between auditors and management on the outcome of audit activities;
- ⦿ To work with the external auditors to finalise the annual financial statements for Board approval;
- ⦿ To review quarterly, half-yearly and annual financial results;
- ⦿ To set up procedures for selecting suppliers, consultants and other service providers and ensuring compliance therewith;

Independent Auditor's report

to the members of Mega African Capital Limited

Report on the audited financial statements

Opinion

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Mega African Capital Limited as at 31 December, 2020, and of its financial performance and the cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRSs), issued by the International Accounting Standards Board (IASB) and in the manner required by the Companies Act, 2019 (Act 992).

What we have audited

We have audited the accompanying financial statements of the Mega African Capital Limited for the year ended 31 December, 2020.

The financial statements comprise:

- ⊙ statement of comprehensive income for the year then ended;
- ⊙ statement of financial position as at 31 December, 2020;
- ⊙ statement of changes in equity for the year ended;
- ⊙ statement of cash flows for the year then ended; and
- ⊙ the notes to the financial statements, which include a summary of significant accounting policies.

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.

Emphasis of matter

We draw attention to Note 23 of the financial statements, which highlight the revocation of the license of Omega Capital Limited. Mega African Capital Limited has investment with mutual funds managed by Omega Capital Limited. The mutual funds were transferred to IGS Limited; who were appointed as the new Fund Manager of the mutual funds. Our opinion is not modified in respect of this matter.

Independence

We are independent of the Company within the meaning of the International Ethics Standards Board for Accountants' (IESBA) Code of Ethics for Professional Accountants. We have fulfilled our other ethical responsibilities with the IESBA Code.

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. Key audit matters are selected from the matters communicated with those charged with governance 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.

Independent Auditor's report

to the members of Mega African Capital Limited (Cont'd)

Key Audit Matters	How our audit addressed the key audit matter
Valuations of financial instruments	Our procedures included:
The Company's disclosures about its equity financial instruments are included in note 20 of the financial statements. The Company's investments in equity financial instruments at market value represent 46.78% of the total amount of its investment portfolio. The market values of unlisted equity financial instruments represent 98.95% of the total equity financial instruments. Because the valuation of the Company's unlisted financial instruments (98.95% of the equity instruments) is not based on quoted prices in active markets, there is significant measurement uncertainty involved in this valuation. As a result, the valuation of these instruments was significant to our audit. The Company has determined it is necessary to use an entity-developed model to value these instruments, due to their unique structure and terms	We challenged management's rationale for using an entity-developed model, and discussed this with those charged with governance, and we concluded the use of such model was appropriate. Our audit procedures also included, among others, testing management's controls related to the development and calibration of the model and confirming that management had determined it was not necessary to make any adjustments to the output of the model to reflect the assumptions that market place participants would use in similar circumstances.

Other information

The Directors are responsible for the other information. The other information comprises the report of Directors and any other information like Corporate Social Responsibility report, Corporate Governance report etc, which are expected to be made available to us after the reporting 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 do not and will not express any form of assurance conclusion thereon.

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 in 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.

Responsibilities of Directors for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements

Independent Auditor's report

to the members of Mega African Capital Limited (Cont'd)

that give a true and fair view in accordance with International Financial Reporting Standards (IFRSs), and in 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 misstatements, 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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 ISAs, we exercise professional judgment and maintain professional scepticism 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;
- ⦿ 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;
- ⦿ 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 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 conclusion is based on the audit evidence obtained up to the date of auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- ⦿ 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.

Independent Auditor's report

to the members of Mega African Capital Limited (Cont'd)

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

Report on other legal and regulatory requirements
Compliance with the requirements of Section 137 of the Companies Act, 2019 (Act 992)

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:

1. 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;
2. in our opinion proper books of account have been kept by the Company, so far as appears from our examination of those books;
3. the statement of financial position and statement of profit or loss and other comprehensive income of the Company are in agreement with the books of account; and
4. we are independent of the Company pursuant to section 143 of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Emmanuel K. D. Abbey (ICAG/P/1167).

Signed by:



For and on behalf of:

UHY Voscon (ICAG/F/2021/086)

Chartered Accountants

P.O. Box LA 476, La, Accra

2nd Floor, Cocoshe House

Opposite Silver Star Tower

Agostinho Neto Close

Airport Residential Area

Accra - Ghana.

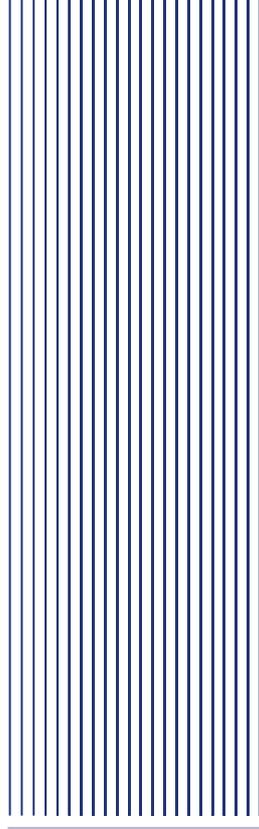
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23.06.2021



MEGA AFRICAN CAPITAL LTD.

Financial Statement

Financial Statements

Statement of comprehensive income

for the year ended 31 December

Revenue	Note	2020	2019
Investment and operating income	3.1	351,389	550,928
Gain/loss on investment at market value	3.12	9,801,990	14,763,415
Total revenue		10,153,379	15,314,343
Expenses			
Administrative, legal and professional fees	4.1	(1,488,318)	(1,324,909)
Operating profit before finance costs and tax		8,665,061	13,989,434
Finance cost	5	(7,179,460)	(8,136,604)
Profit before tax		1,485,601	5,852,830
Corporate tax credit/expense		1,485,601	5,852,830
Profit/(loss) for the year			
Other comprehensive income		1,485,601	5,852,830
Total comprehensive income		1,485,601	5,852,830
Basic earnings per share		0.15	0.15
Diluted earnings per share		0.15	0.15

Notes 1 to 26 form an integral part of these financial statements.

Kwesi Amonoo - Neizer



23.06.2021

Christine Dowuona-Hammond



23.06.2021

Financial Statements

Statement of financial position

as at 31 December

(All amounts are expressed in thousands of Ghana cedis)

Assets	Note	2020	2019
Investment assets			
Financial assets at fair value through profit or loss	6.1	63,861,096	68,633,141
Investment property	6.3	13,537,276	13,004,970
Total investment assets		77,398,372	81,638,111
Property, plant and equipment	7.1	12,407	15,394
Total non-current assets		77,410,779	81,653,505
Current assets			
Financial assets at fair value through profit or loss	6.2	63,566,952	56,185,586
Trade and other accounts receivable	8	782,000	690,889
Current taxation	11	41,530	41,530
Cash and cash equivalents	9	331,081	2,487,010
Total current assets		64,721,563	59,405,015
Total assets		142,132,342	141,058,520
Equity and liabilities			
Equity			
Stated capital	13	22,356,482	22,356,482
Retained earnings		45,645,214	43,908,232
Total equity		68,001,696	66,264,714
Current liabilities			
Accounts payable and accruals	10	688,553	1,819,136
Contract borrowings	12	73,442,093	72,974,670
Total current liabilities		74,130,646	74,793,806
Total equity & liabilities		142,132,342	141,058,520

Notes 1 to 26 form an integral part of these financial statements.

Financial Statements

Statement of changes in equity

For the year end 31 December, 2020	Note	Stated capital	Retained earnings	Total equity
Balance as at 1 January		22,356,482	43,908,232	66,264,714
Prior year adjustment	26	-	251,381	251,381
Net profit for the year		-	1,485,601	1,485,601
Balance as at 31 December		22,356,482	45,645,214	68,001,696

For the year end 31 December, 2019		Stated capital	Retained earnings	Total Equity
Balance as at 1 January		22,356,482	38,055,402	60,411,884
Net profit for the year		-	5,852,830	5,852,830
Balance as at 31 December		22,356,482	43,908,232	66,264,714

Notes 1 to 26 form an integral part of these financial statements

Financial Statements

Statement of cash flow

for the year ended 31 December

	Note	2020	2019
Cash flow from operations after changes in working capital	15	(8,785,068)	(15,945,264)
Tax paid		-	-
Cash flow from operating activities		(8,783,376)	(15,945,264)
Cash flow from investing activities:			-
Purchase of property, plant and equipment		(12,200)	-
Decrease in investment property		(532,307)	1,586,615
Sale of financial assets		14,085,897	(12,141,121)
Net purchase of commercial papers		(7,381,366)	17,864,007
Net cash flow used in investing activities		6,160,024	7,309,501
Net cash flow from financing activities:			
Contract borrowings		467,423	9,801,942
Net cash flow from financing activities		467,423	9,801,942
Net increase/ (decrease) in cash and cash equivalents			
Cash & cash equivalents		(2,155,929)	1,166,179
at beginning of the year		2,487,010	1,320,831
at end of the year		331,081	2,487,010

Notes 1 to 26 form an integral part of these financial statements.

Financial Statements

Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER, 2020

1. Reporting entity

Mega African Capital Limited is an Investment Company domiciled and incorporated as a Private Limited Liability Company in Ghana on 21 April, 2008. It was converted from a Private Limited Liability Company into a Public Limited Liability Company on 19 October, 2011. Mega African Capital Limited was listed on the Ghana Stock Exchange on 23 April, 2014.

The nature of the business which the Company is authorized to carry on is the:

- Development, purchase, sale and rental of real estate and investment in equities and fixed income investments and any other financial services.

2. Summary of significant accounting policies

The principal accounting policies used by the Company in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Statement of compliance

The financial statements of Mega African Capital Limited for the year ended 31 December, 2020 have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and IFRS, interpretations issued by the IFRS Interpretation Committee (IFRS IC) applicable to companies reporting under IFRS and with the requirements of the Companies Act, 2019 (Act 992). The financial statements are presented in Ghana cedis.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention, except the revaluation of financial assets, financial liabilities (including financial instruments at fair value through profit or loss), investment property were held at current market value and contract borrowings at amortised cost.

2.3.1 Use of estimates and judgment

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. 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. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting policies and estimates are recognized retrospectively and prospectively respectively.

2.3.2 Changes in accounting policies.

There were no changes in the accounting policies of the Company during the year.

2.4 Standards, amendments and interpretations not yet adopted

At the date of authorisation of these financial statements the following standards and amendments to existing standards were in issue, but yet to be adopted:

IFRS 9 Financial Instruments

The Company had not adopted IFRS 9, Financial Instruments which supersedes IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes revised guidance on the classification and measurement of financial assets and liabilities, new guidance for measuring impairment on financial assets, and new hedge accounting guidance.

In accordance with transitional requirements, the Company has not restated prior periods and had not reclassified the financial assets held at 1 January, 2018, retrospectively based on the new classification requirements and the characteristics of each financial instrument as at the transition date.

Classification and measurement of financial instruments

Under IFRS 9, financial assets are classified and measured based on the business model which they are held and the characteristics of their contractual

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

cash flows. IFRS 9 contains three primary measurement categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVTOCI), and Fair value through profit or loss (FVTPL).

Impairment of financial assets

IFRS 9 replaces the incurred loss model in IAS 39 with an expected credit loss (ECL) model. This applies to financial assets classified at amortised cost and debt instruments classified at FVTOCI. Under IFRS 9, credit losses are recognised earlier than under IAS 39. IFRS 9 requires the Company to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis.

Disclosure

Amendments were also made to IFRS 7 introducing expanded qualitative and quantitative disclosure related to IFRS 9.

IFRS 15 Revenue from Contracts with Customer

IFRS 15 Revenue from Contracts with Customers and further amendments (effective for annual periods beginning on or after 1 January 2018). IFRS 15 "Revenue from Contracts with Customers" issued by IASB on 28 May 2014 (on 11 September 2015 IASB deferred effective date of IFRS 15 to 1 January 2018). IFRS 15 specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures.

The standard supersedes IAS 18 "Revenue", IAS 11 "Construction Contracts" and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. The core principle of the new Standard is for Companies to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the Company expects to be entitled in exchange for those goods or services. The new Standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for

multiple element arrangements.

IFRS 16, Leases

The International Accounting Standard Board (IASB) issued IFRS 16 Leases in January 2016. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor').

IFRS 16 is effective from 1 January, 2019. A company can choose to apply IFRS 16 before that date but only if it also applies IFRS 15. Revenue from contracts with customers, IFRS 16 complete the IASB's project to improve the financial reporting of lease; IFRS 16 replaces the previous lease standard, IAS 17 leases, and related interpretation.

The objective of IFRS 15 is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The standard should be applied in an entity's IFRS financial statements for annual reporting periods beginning on or after 1 January, 2018. Earlier application is permitted. An entity that chooses to apply IFRS 15 earlier than 1 January, 2018 should disclose this fact in its relevant financial statements.

When first applying IFRS 15, entities should apply the standard in full for the current period, including retrospective application to all contracts that were not yet complete at the beginning of that period. In respect of prior periods, the transition guidance allows entities an option to either:

apply IFRS 15 in full to prior periods (with certain limited practical expedients being available); or retain prior period figures as reported under the previous standards, recognizing the cumulative effect of applying IFRS 15 as an adjustment to the opening balance of equity as at the date of initial application (beginning of current reporting period).

2.5 Foreign currency translation

2.5.1 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated into

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

the functional currency using the exchange rate prevailing at the statement of financial position date.

2.5.2 Functional and presentation currency

These financial statements are presented in Ghana Cedis (the primary economic environment in which the Company operates) which is the Company's functional currency. All amounts have been rounded to the nearest Cedi, unless otherwise stated.

2.6 Cash and cash equivalents

Cash and cash equivalents comprise foreign currency and local cedi accounts and highly liquid financial assets that are subject to an insignificant risk of changes in their fair value and are used by the Company in the management of short-term commitments, other than cash collateral provided in respect of derivatives, securities sold.

2.7 Taxation

2.7.1 Current taxation

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

2.7.2 Deferred Taxation

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset 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.

2.8 Financial assets and financial liabilities at fair value through profit or loss (FVTPL)

2.8.1 Classification

The Company classifies its investments in debt and equity securities, and related derivatives, as financial assets or financial liabilities at fair value through profit or loss. These financial assets and financial liabilities are classified as held for trading or designated by the Company's Management at Fair Value through Profit or Loss at inception.

This category has two sub-categories: financial assets and financial liabilities held for trading; and those designated at fair value through profit or loss at inception.

(i) Financial assets and liabilities held for trading

A financial asset or financial liability is classified as held for trading if it is acquired or incurred principally for purpose of selling or repurchasing in the short term; or if, on initial recognition, it is part of a portfolio of identifiable financial investments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking. Derivatives are also categorized as held for trading. The Company does not classify any derivatives as hedges in a hedging relationship.

(ii) Financial assets and liabilities designated at fair value through profit or loss at inception

Financial assets and liabilities designated at fair value through profit or loss at inception are financial instruments that are not classified as held for trading but are managed; their performance is evaluated on a fair value basis in accordance with the Company's documented investment strategy.

Assets and liabilities in this category are classified as current assets and current liabilities if they are expected to be realized within 12 months of the balance sheet date. Those not expected to be realized within 12 months of the balance sheet date will be classified as non-current.

2.8.2 Recognition, derecognition and measurement

Regular purchases and sales of investments are

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

recognized on the trade date - the date on which the Company commits to purchase or sell the investment. Financial assets at Fair Value through Profit or Loss at inception are initially recognized at fair value. Transaction costs are expensed as incurred in the consolidated statement of comprehensive income.

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

Financial liabilities are derecognized when they are extinguished - that is, when the obligation specified in the contract is discharged or cancelled or expires.

Subsequent to the initial recognition, all financial assets at Fair Value through Profit or Loss at inception are measured at fair value. Gains and losses arising from changes in the fair value 'financial assets at fair value through profit or loss' category are presented in the consolidated statement of comprehensive income within other net changes in fair value of financial assets through the profit or loss' in the period in which they arise.

Dividend income from financial assets at Fair Value through Profit or Loss at inception is recognized in the statement of comprehensive income within dividend income when the Company's right to receive payments is established. Interest income on debt securities at Fair Value through Profit or Loss at inception is recognized in the consolidated statement of comprehensive income with interest income based on the effective interest rate.

2.9 Fair value estimation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets traded in active markets (such as publicly traded derivatives and equity securities publicly traded on a stock exchange) are based on quoted market prices at the close of trading on the reporting date.

As per IFRS 13 fair values for unlisted equity securities are determined by the Company's management using valuation techniques. Such valuation techniques may include earnings multiples

(based on the budget earnings or historical earnings of the issuer and earnings multiples of comparable listed Companies) and discounted cash flows.

The Company adjusts the valuation model as deemed necessary for factors such as non-maintainable earnings, tax risk, growth stage and cash traps.

The valuation techniques also consider the original transaction price and take into account the relevant developments since the acquisitions of the investments and other factors pertinent to the valuation of the investments, with reference to such rights in connection with realization, recent third-party transactions of comparable types of instruments, and reliable indicative offers from potential buyers. In determining fair valuation, management in many instances relies on the financial data of investees and on estimates by the management of the investee Companies as to the effect of future developments. Although management uses its best judgment, and cross-references results of primary valuation models against secondary models in estimating the fair value of investments, there are inherent limitations in any estimation techniques. The fair value estimates presented herein are not necessarily indicative of an amount the Company could realize in a current transaction. Future confirming events will also affect the estimates of fair value. The effect of such events on the estimates of fair value, including the ultimate liquidation of investments, could be material to the financial statements.

2.10 Impairment

A financial asset not classified at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset or a group of financial assets is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset(s) and that loss event(s) had an impact on the estimated future cash flows of that asset(s) that can be estimated reliably.

Objective evidence that financial assets are impaired includes significant financial difficulty of the borrower or issuer, default or delinquency by a borrower indicates that a borrower or issuer

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

will enter bankruptcy, or adverse changes in the payment status of the borrowers.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the assets original effective interest rate. Losses are recognized in the statement of profit or loss and other comprehensive income and reflected in an allowance against receivables. When an event occurring after the impairment was recognized causes the amount impairment loss to decrease, the decrease in impairment loss is reversed in the Statement of profit or loss and other comprehensive income.

2.11 Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables are recognized initially at fair value. They are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts to be received. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganization, and default in payments are considered indicators that the amount to be received is impaired. Once a financial asset or a company of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

The effective interest rate method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument - or, when appropriate, a shorter period - to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, Management estimates cash flows considering all contractual terms of the financial instrument but does not consider future

credit losses. The calculation includes all fees and interest rate points paid or received between parties to the contract that are integral part of the effective interest rate, transaction costs and all other premiums or discounts.

2.12 Offsetting

Financial assets and liabilities are offset and the net amount reported in the financial position when there is currently a legally enforceable right to offset the amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.13 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred and are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statement of comprehensive income over the period of the borrowing using the effective interest method.

2.14 Investment property

Investment property comprises completed property that is held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when the definition of an investment property is met.

Investment property is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.

Subsequent to initial recognition, an entity can elect to measure investment property at cost model or fair value model. Gains or losses arising from changes in fair value are included in the income statement in the year in which they arise. Investment property is derecognized when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal.

Any gains or losses on the retirement or disposal of investment property are recognized in the income

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

statement in the year of retirement or disposal.

Gains or losses on the disposal of investment property are determined as the difference between net disposal proceeds and the carrying value of the asset in the previous full period financial statements.

2.15 Interest

Interest income and expense are recognized in the statement of profit or loss and other comprehensive income using the contractual rate.

Interest received or receivable and interest paid or payable are recognized in statement of profit or loss and other comprehensive income as interest income and interest expense respectively.

2.16 Dividend income

Dividend income is recognized in the statement of profit or loss and other comprehensive income on the date that the right to receive payment is established. For quoted equity securities, this is usually the ex-dividend date. For unquoted equity securities, this is usually the date when the shareholders have approved the payment of a dividend or when a dividend warrant is received.

2.17 Rental income

Rental income arising from the investment property is accrued on a straight-line basis over the contract period.

2.18 Net gain from financial instruments

Net gain from financial instruments at fair value through profit or Loss includes all realized and unrealized fair value changes in the market value of the securities.

2.19 Property, plant and equipment

The cost of an item of property, plant and equipment is recognised as an asset when:

- It is probable that future economic benefits associated with the item will flow to the company; and
- the cost of the item can be measured reliably in monetary terms.

Property, plant and equipment is initially measured at cost. Costs include cost incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replace part is derecognized.

Depreciation

Property, plant and equipment is depreciated on the straight-line basis over their expected economic useful lives to their estimated residual value (if any).

The useful lives of items of property, plant and equipment have been assessed as follows:

Class of assets	Economic useful life (%)
Computer systems	33.33
Office equipment	20
Furniture and fittings	20
Generator set	15

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from the previous estimates, the change is accounted for as a change in accounting estimate with the effect of any change in estimate accounted on a prospective basis.

The gain or loss arising from the derecognition of an item of property, plant and equipment is included in the statement of profit or loss when the item is derecognized. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

An item of property, plant and equipment are subsequently measured at cost less accumulated depreciation and any accumulated impairment losses.

2.20 Earnings per share

This is the profit attributable to ordinary shareholders less tax and dividend on redeemable preferences shares divided by the weighted average number of shares. Shares are time apportioned if they were not issued at the beginning of the year.

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

3. Income

(All amounts are expressed in thousands of Ghana cedis)

	2020	2019
3.1 Investment and operating income comprises		
		23,584
Dividends- Local	60,129	-
Dividends-Overseas	-	194,938
Rental income	291,260	355,990
Total investment income	351,389	550,928
3.2 Changes in market value of investments and other income		
Unrealised gain on market value of investment	9,173,392	15,674,790
Realised gain	140,460	6,501,853
	9,313,852	22,176,643
Other attributable income		
Other income	-	65,000
Exchange gain or loss	488,138	(7,478,228)
Total changes in market value of investments and other income	9,801,990	14,763,415

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

4.1 Administrative, legal and professional expenses	2020	2019
Auditors remuneration	42,272	42,272
Staff cost (4.2)	288,918	313,343
Bank charges	6,925	5,580
Board fees	52,000	52,000
Consultancy	60,551	55,531
Corporate finance & advisory	54,423	78,380
Custodial fees	24,734	32,221
Company administration charges	-	100,694
Shareholders meeting expenses	3,572	3,431
Listing expenses	23,100	19,600
Cleaning and sanitation	2,386	1,486
Generator running expenses	27,444	32,479
Internet services	8,707	11,406
Insurance	-	1,561
Communication	13,880	17,982
Utilities	30,974	41,211
Repairs and maintenance	6,271	25,971
Travel and transport	38,491	60,045
Legal and compliance	554,347	270,861
Office supplies	10,104	6,719
Investment property management expense	180,710	103,501
Printing and stationery	1,704	12,891
Subscriptions	1,371	730
Company secretaryship	-	13,500
Other expenses	40,255	1,200
Depreciation	15,179	20,314
	1,488,318	1,324,909

4.2 Staff cost	2020	2019
Staff salaries	219,870	244,295
SSF	33,048	33,048
Staff medical insurance	36,000	36,000
	288,918	313,343

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

5. Finance cost

This represents interest paid on contract borrowings.

2020	2019
7,179,460	8,136,604
7,179,460	8,136,604

6. Investments

6.1 Financial assets designated at fair value through profit or loss

	2020	2019
Equity securities traded in a quoted market	706,058	6,541,222
Equity securities not traded in a quoted market	63,155,038	62,091,919

6.2 Financial assets held for trading

	2020	2019
Commercial paper	63,861,096	68,633,141
	63,566,952	56,185,586

6.3 Investment property

	2020	2019
The Alberts	13,537,276	13,004,970
Total investments	140,965,324	137,823,697

7.1 Property, plant and equipment 2019

Cost/valuation	1 January	Additions	Release	31 December
Computer	-	-	-	12,200
Equipment	-	12,200	-	71,876
Furniture and fittings	71,876	-	-	-
Generator	120,323	-	(120,323)	84,076
Accumulated depreciation	1 January	Charge for the Year	Release	31 December
Computer	-	1,390	-	1,390
Equipment	69,216	1,063	-	70,279
Furniture and fittings	107,588	12,726	(120,314)	-
Generator				
	176,804	15,179	(120,314)	71,669
Carrying value At 31 December, 2020				
Computer				-
Equipment				10,810
Furniture and fittings				1,597
Generator				-
Total carrying value				12,407

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

7.2 Property, plant and equipment - 2019

Cost/valuation	1 January	Additions	31 December
Computer	-	-	
Equipment	21,601	-	21,601
Furniture and fittings	71,876	-	71,876
Generator	120,323		120,323
	213,800	-	213,800

Accumulated depreciation	1 January	Charge for the year	31 December
Computer	21,355	246	21,601
Equipment	67,196	2,020	69,216
Furniture and fittings	89,540	18,048	107,588
Generator			
	178,091	20,314	198,405

Carrying value		
At 31 December, 2019		
Computer		-
Equipment		-
Furniture and fittings		2,660
Generator		12,734
Total carrying value		15,394

8. Trade and other accounts receivable	2020	2019
Accrued custody fees	-	65
Trade receivables	779,017	685,796
Staff loan	2,983	5,028
	782,000	690,889

9. Cash and cash equivalents	2020	2019
Bank		
Foreign currency accounts	319,999	2,308,324
Local cedi accounts	11,034	(23,565)
	331,033	2,284,759
Cash		
Malawi	-	199,028
	-	199,028
Local petty cash	48	3,223
	48	202,251
Total cash and cash equivalents	331,081	2,487,010

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

10. Accounts payable and accruals	2020	2019
Accounting fee	163,781	149,267
Board fees	41,555	27,700
SSF	9,052	7,917
Private pension fund	9,072	-
Staff net salaries	72	1,768
PAYE	42,428	42,254
Management fee payable	-	128,143
Withholding tax payable	19,658	12,625
Audit fees	48,430	48,918
Other payable	317,505	1,387,544
Staff medical	37,000	13,000
	688,553	1,819,136

11. Taxation

Y/A	Balance as at 1 January 2020	Payments during the year	Charge to P&L	Balance at 31 December 2020
2019	(41,530)	-	-	(41,530)
2020	-	-	-	-
	(41,530)			(41,530)

The tax liability is subject to the agreement with the Revenue Authority (GRA).

Domestic Tax Revenue Division (DTRD) of the Ghana

12. Contract borrowings

	2020	2019
Borrowings	49,086,880	54,342,087
Interest payable	24,355,213	18,632,583
	73,442,093	72,974,670

13.1 Stated capital

	2019 Number	Amount
Authorised number of shares of no par value		
Issued and fully paid	100,000,000	
Issued for cash	9,948,576	22,356,482

There are no treasury shares or any unpaid call on any share

Ordinary shares and distribution payable

Holders of these shares are entitled to one vote per share at general meetings of the Company.

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

14. Contingent liabilities and capital commitments

There were no contingent assets and liabilities or capital commitments at 31 December, 2020 (2019: Nil).

15. Reconciliation of net profit to cash flow from operations	2020	2019
Profit for the year before tax		
Adjustments:		
Prior year	1,485,601	5,852,830
Depreciation	251,381	
Valuation of investments	15,179	20,314
	(9,313,853)	(22,176,643)
Changes in working capital	(7,561,692)	(16,303,499)
(Increase)/decrease in trade and other accounts receivable	(91,102)	3,034
Increase/ (decrease) in payables & accruals	(1,130,582)	355,201
	(1,221,684)	358,235
Cash flow from operation after changes in working capital	(8,783,376)	(15,945,264)

16. Financial risk management

The objective of the Company is to achieve medium to long-term capital growth through investing in selected listed and unlisted private Companies mainly in Africa.

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and other price risk), credit risk and liquidity risk.

16.1 Market risk

Below are the market risks faced by the Company:

16.1.2 Price risk

The Company's investments and financial instruments are susceptible to market price risk arising from uncertainties about future values of the instruments. The Company's management provides the Company with investment recommendations. The Management's recommendations are reviewed by Board of Directors. To manage the market price risk, management reviews the performance of the portfolio Companies on a monthly basis and is in regular contact with the management of the portfolio Companies for business operational matters.

16.1.2 Foreign currency risk
The performance of investments held by the Company is monitored by the Company's management on consistently and is reviewed by the Directors.requirement of IFRS 7.

16.1.3 Foreign currency risk

The Company holds assets (both monetary and non-monetary) denominated in currencies other than the functional currency (the US Dollar, Tanzanian Shilling, Real-Time Gross Settlement Dollar (RTGS dollar/ Zimdollar) and Malawian Kwacha). It is therefore exposed to currency risk, as the value of the financial instruments denominated in other currencies will fluctuate due to the changes in exchange rates. On behalf of the Company, Management closely monitors the net position of the monetary and non-monetary positions in each foreign currency.

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

In accordance with the Company's policy, management monitors the Company's currency position, including monetary and non-monetary items, on a weekly basis; the Directors review it on a quarterly basis.

The table below has therefore been analysed between monetary and non-monetary items to meet the requirement of IFRS 7.

2020

Non- Monetary	Monetary				
*FAFVTPL	Cash	Bank	Trade and other receivables	Trade and other payables	Gross exposure
63,861,096	331,081	-	782,000	(688,553)	64,285,624

2019

Non-Monetary	Monetary				
*FAFVTPL	Cash	Bank	Trade & other receivables	Trade & other payables	Gross exposure
124,818,727	202,251	2,284,759	690,897	(1,819,136)	126,177,504

*FAFVTPL - Financial Assets at Fair value through Profit or Loss.

16.1.4 Regulatory risk

Mega African Capital Limited is subject to laws and regulations in various countries in which it operates and invests. Management has put in place regulatory policies and procedures aimed at compliance with local and other laws.

16.1.5 Interest rate risk

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

16.1.6 Credit risk

The Company takes on exposure to credit risk, which is the risk that one party will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to the risk of non-payment of debt instruments or the interest due on commercial papers and other securities to Companies.

The Company has no significant concentration of credit risk. Cash transactions are limited to credit worthy Companies with the ability to comply with the contractual requirements in terms of principal and interest repayment.

The Company assesses all counterparties, including its investors (partners), for credit risk before contracting with them.

The credit quality of these investments is based on the financial performance of the individual portfolio company. For those assets that are not past due, it is believed that the risk of default is low, and the capital repayments and interest payments will be made in accordance with the agreed terms and conditions. No

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

terms or conditions have been renegotiated.

16.1.7 Liquidity risk

Liquidity risk is the risk that the Company may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Company has the ability to borrow in the short term to ensure settlement of investment transactions; however, the company has not used this option to date.

17. Maturity profile

17.1 Financial assets and liabilities analysis

The table below analyses the Company's financial liabilities into relevant maturities based on the remaining period at the statements of financial position date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

Financial assets	3 months and below	6 months to 1 Year	4 to 6 months	Above 1 Year	Total
GHC	4,716,655	753,448	6,525,324	2,219,371	14,214,798
USD	446,253	7,926,805	119,609	75,117	8,567,785
Financial liabilities	3 months and below	6 months to 1 Year	4 to 6 months	Above 1 Year	Total
GHC	1,786,870	1,315,855	7,313,030	799,726	11,215,482
USD	979,579	5,132,207	2,099,677	2,591,393	10,802,856

17.2 Capital risk Management

The capital of the Company is represented by the net assets attributable to the Shareholders. The Company's objective when managing the capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital base to support the development of the investment activities of the Company. The Directors monitor capital on the basis of the value of net assets attributable to the shareholders.

The capital of the Company is represented by the net assets attributable to the Shareholders. The Company's objective when managing the capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a strong capital base to support the development of the investment activities of the Company. The Directors monitor capital on the basis of the value of net assets attributable to the shareholders with a robust review of maturity profiles.

18. Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

18.1 Administration

OAK Partners Limited, an investment manager is a related party of the Company, being responsible for some administrative decisions of the Company. No management fee for the 2020 reporting year was charged (2019: GH¢100,694).

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

18.2 Key management personnel and Director transactions

Some of the key management personnel, or their related parties, hold positions in other related entities that result in them having control or significant influence over the financial or operating policies of these entities.

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

All outstanding balances with these related parties are priced on an arm's length basis.

18.3 Directorship

Kwesi Amonoo-Neizer of Mega African Capital Limited serves on the Board of OAK Partners Limited a related entity.

19. Fair value of financial instruments

The fair value of a financial instrument is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. The exit price notion embodies the expectations about the future cash flows associated with the asset or liability from the perspective of market participants at the measurement date under current market conditions.

Assets as per statement of financial position 31 December	Loans and receivables	Assets at fair value through profit or loss
Financial assets at fair value through profit or loss		
Investment properties		
Commercial paper		13,537,276
Trade and other accounts receivable	782,000	63,566,951
Cash & cash equivalents	331,081	
Total	1,113,081	77,104,227
Liabilities as per statement of financial position 31 December 2020		
Accounts payable & accruals		688,553
Contract borrowings		73,442,093
Total		74,130,646

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

20. Portfolio valuation Valuation of equity securities and sector analysis as at 31 December 2020

Foreign securities Financial/Insurance sector	Market valuation
DCB Bank-Tanzania (Listed)	55,950
Axis-Zamara-unlisted	535,587
Easy Loans- Malawi-unlisted	1,338,354
Agriculture	
Padenga Holdings Limited (Listed)	20,445
	5,004,758
Local securities	
Insurance	
Ghana Union Assurance-Unlisted	8,490,656
Pension	
Axis Pension Group-Unlisted	1,584,962
Real estate	
Edendale properties-Unlisted	51,205,479
Automobile	
Mechanical Lloyd Ghana (Listed)	629,663
Total equities	63,861,096
Money market instruments	
Commercial paper	63,566,952
Investment property-The Alberts	13,537,276
Total portfolio	140,965,324

21. Fair value hierarchy

IFRS 13 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

- ⊙ **Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges (for example, The Ghana Stock Exchange).
- ⊙ **Level 2** - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). The Company did not hold any financial assets/liabilities as at the end of the period. This hierarchy requires the use of observable market data when available. The Company considers relevant observable market prices in its valuation where possible.
- ⊙ **Level 3** - inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components. As at 31 December 2017 and 31 December 2016, the Company held level 3 financial assets in WAIC Reinsures.

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NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

Year to 2020	Level 1	Level 2	Level 3	Total
Financial assets	Financial assets at fair value through profit or loss	Financial assets at fair value through profit or loss		
Quoted	706,058			706,058
Unquoted		63,155,038		63,155,038

22. Comparative figures

Some of the comparative figures in 2016 have been reclassified in line with the 2017 presentation.

23. Revocation of operating license of Omega Capital Limited

The Company has investment with a mutual fund scheme that was managed by Omega Capital Limited. The market value of the investment as at 31st December, 2020 was GHS 441,366. The license of the Fund Manager was revoked by the Securities and Exchange Commission and a new Fund Manager appointed is yet to operationalise the scheme. This will affect the value of the Company's Investment if the Company is not able to redeem this investment at a future date

24. Events after the end of the reporting year

24.1 Delisting of Mechanical Lloyd Company Limited from the Ghana Stock Exchange

Mechanical Lloyd Company Limited was delisted from the Ghana Stock Exchange effective 16th April, 2021. This was after the company completed a tender offer and settlement of all shareholders who tendered in their shares. Mega Africa Capital Limited a shareholder of Mechanical Lloyd Company Limited did not tender its shares and still remains a shareholder of the Company.

24.2 Covid-19 Impact assessment

The Covid-19 pandemic and its related issues affected the ability of the property manager to acquire any new tenants. Vacant office premises at the beginning of 2020 remained vacant by the end of the year. One factor that led to this situation could be that during and after the lockdown most businesses were operating virtually and so physical buildings to rent were not in high demand

Mega African Capital Ltd is exposed to Edendale Properties Ltd. Edendale's income was affected because the property developments were suspended due to the highly infectious nature of Covid 19. Workers on the projects could not do their work. This further delayed the completion time and inability to sell the properties and redeem exposure to Mega.

The health and safety of Staff of the Company and tenants had to be safeguarded and so procurement of sanitizers, thermometer and veronica bucket were provided to ensure that occupants and visitors observed hygienic and safety protocols. This slightly increased expenditure on operations.

On Corporate Governance issues, limited Board and Committee meetings were held because members had to resort to virtual and remote means. There were challenges in the availability of members since gatherings were suspended.

Overall, the stock market was impacted and this affected the performance of some of Mega's stocks both on the local and African stock exchange markets.

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS *cont.*

FOR THE YEAR ENDED 31 DECEMBER, 2020

(All amounts are expressed in thousands of Ghana cedis)

25. Shareholders' information

25.1 Shareholding distribution as at 31 December, 2020

Holding	Number of shareholders	Percentage of shareholders (%)	Number of shares	Percentage of holding (%)
1-1,000	33	27.05	10,953	0.11
1,001-5,000	22	18.03	57,263	0.58
5,001-10,000	11	9.02	82,651	0.83
10,001-50,000	26	21.31	709,641	7.13
Over 50,000	30	24.59	9,088,068	91.35
	122	100	9,948,576	100

25.2 Twenty largest Shareholders as at 31 December, 2020

Number	Shareholders	Number of shares	Percentage of shareholding
1.	Oak Partners Limited	2,830,377	28.45
2.	Omega Partners Limited	1,101,828	11.08
3.	Rehoboth Capital Limited	742,500	7.46
4.	Scgn/"Epack Investment, Scgn/"Epack Investment Fund Limited Transaction E I F L	640,000	6.43
5.	Amonoo-Neizer, Kwesi*	533,939	5.37
6.	Omega Capital Limited,	337,594	3.39
7.	Scgn/Ghana Medical Association Pension Fund	300,000	3.02
8.	Kingsley - Nyinah, Patrick	295,290	2.97
9.	Nyan, Isabella Beatrice	262,570	2.64
10.	All Africa Financials Fund Ltd	159,010	1.60
11.	Damsel/Kitcher, Emmanuel Dugbatey	158,305	1.59
12.	Damsel/Yamson, Ishmael & Lucy	145,317	1.46
13.	Ideresa, Fatima	139,933	1.41
14.	Boateng, Opoku-Gyamfi	127,447	1.28
15.	Zbgc/Cedar Provident Fund-Sims	126,000	1.27
16.	Damsel / Oteng-Gyasi, Anthony	114,544	1.15
17.	Enterprise Tier 2 Occupational Pension Scheme, Enterprise Tier 2	114,281	1.15
18.	Zigma Investment Club	110,660	1.11
19.	Hfcn/ Gpha Staff Provident Fund, Hfcn/ Gpha Staff Provident Fund Hfcn/ Gpha Staff Pro	96,242	0.97
20.	Yamson, Michael Harry	90,149	0.91
		8,425,986	84.70

*Kwesi Amonoo-Neizer jointly holds shares with Rita Amonoo-Neizer

26. Prior year adjustment

This relate to non-existing balances of accrued management fee, custody fee and other payables.

Proxy Form

Annual General Meeting to be held virtually on October 1, 2021 at

I/We
 (insert full name)

of
 (insert full address)

being a member(s) of Mega African Capital Limited, hereby appoint

..... or failing him the Chairman of the meeting as my/
 our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held
 virtually on October 1, 2021 and at any and every adjournment thereof.

Resolutions	For	Against
Ordinary resolutions		
a. Consideration of the Audited Accounts of the Company for the year ended 31st December, 2020, and the Reports of the Directors and Auditors;		
b. To re-elect Mrs. Christine Dowuona-Hammond;		
c. To approve Directors Fees; and		
d. To authorize Directors to determine the remuneration of the Auditors;		
Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolution referred to above. Unless otherwise instructed the proxy will vote or abstain from voting at his discretion.		

Dated this day of 2021

.....
 Shareholder's Signature

THIS PROXY FORM SHOULD NOT BE COMPLETED AND SENT TO THE SECRETARY IF THE MEMBER WILL BE ATTENDING THE MEETING

NOTES

A member (Shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy. The above Proxy Form has been prepared to enable you to exercise your vote if you cannot personally attend.

Provision has been made on the form for the chairman of the Meeting to act as your proxy but, if you wish, you may insert in the blank space marked (*) the name of any person, whether a member of the Company or not, who will attend the Meeting and vote on your behalf instead of the chairman of the Meeting.

In the case of joint holders, each joint holder should sign.

If executed by a Corporation, the Proxy Form should bear its Common Seal or be signed on its behalf by a Director.

Please sign the above proxy Form and deliver so as to reach the Registrar, Central Securities Depository (GH) Limited, 4th Floor, Cedi House, Accra or posted to the Registrar at PMB CT 465 Cantonments, Accra not later than 10 am on 2nd September, 2021.



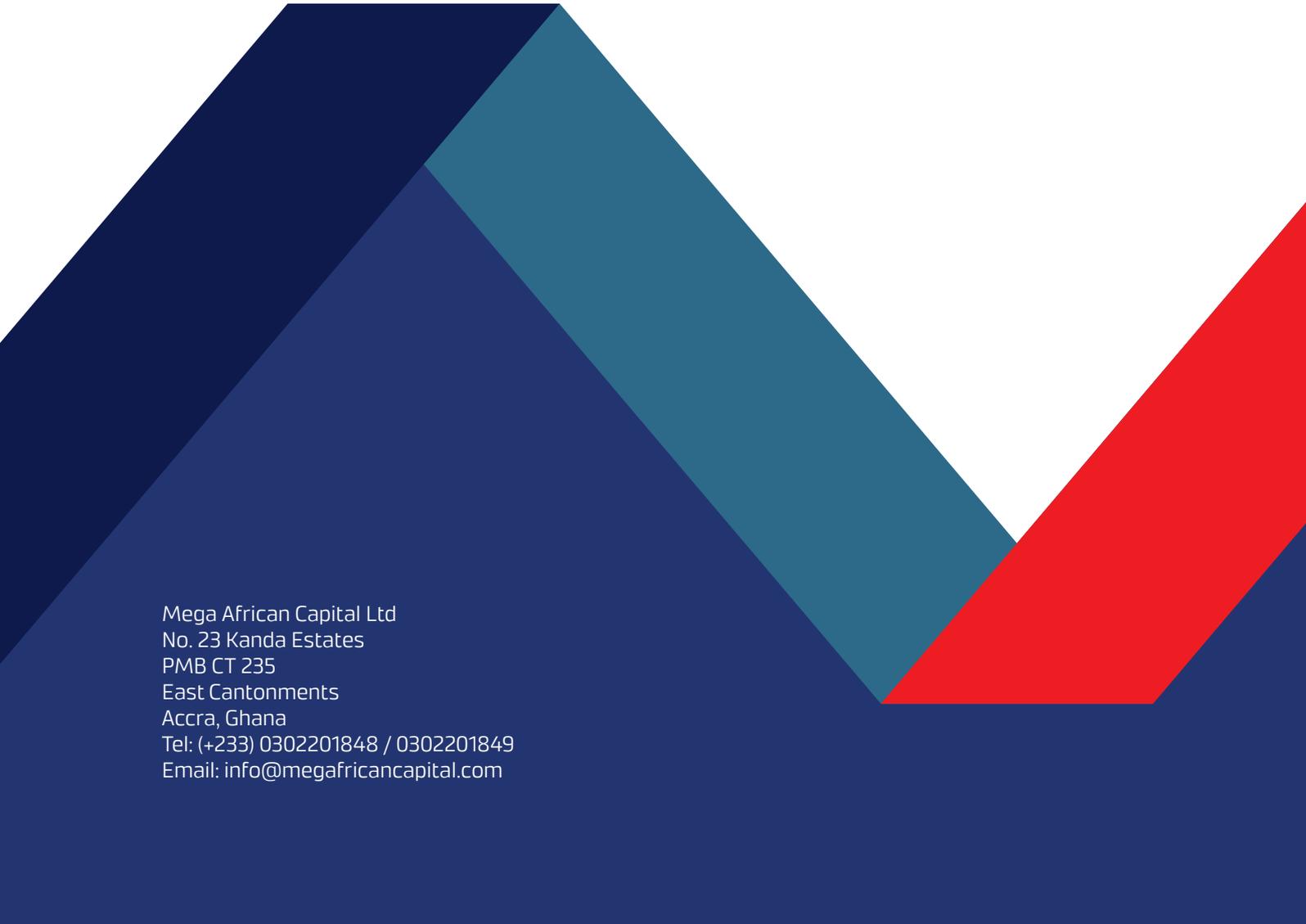
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