Mega African Capital Ltd

2018 ANNUAL REPORT

& FINANCIAL STATEMENTS

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Mega African Capital Limited (the "Company") will be held on Friday 28th June, 2019 at 10:00a.m GMT at the Zero Room of the Ghana College of Physicians and Surgeons, Ridge, Accra.

AGENDA:

1. Consideration of the Audited Accounts of the Company for the year ended 31st December, 2018 and the Reports of the Directors and Auditors;
2. To re-elect Eugene Addison as a Director;
3. To approve Directors Fees; and
4. To authorize Directors to determine the remuneration of the Auditors;

Dated this 30th day of May, 2019.

BY ORDER OF THE BOARD

Trustee Services Limited (Secretary)
No. 4, Momotse Avenue,
Adabraka, Accra.

Content

Corporate Information

For the year ended 31 December 2018

Board of directors	Christine Dowuona- Hammond- Non-Executive Chairperson
	Kwesi Amonoo-Neizer - Managing Director
	Eugene Addison – Non Executive Director
	Rosalyn Darkwa- Non-Executive Director (Resigned on 30th September, 2018)
	Edward Ntim-Addae- Executive Director (Appointed on 13th June, 2018)
Company secretary	Trustee Services Limited No. 4 Momotse Avenue. Adabraka, Accra P.O.Box GP 1632, Accra
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 Airport Residential Area Accra - Ghana. Info@uhyvoscon-gh.com www.uhyvoscon-gh.com
Bankers	Standard Chartered Bank (GH) Limited
	Societe Generale Ghana Limited
Registrar	Central Securities Depository Ghana Limited, 4th Floor, Cedi House, Accra, P. O. Box PMB CT 465, Cantonments
Company registration number	PL000282017
Tax Identification Number	C000931380X

Financial Highlights

for the year ended 31 December 2018

Five year financial summary (in thousands of Ghana cedis)

Account	2018	2017	2016	2015	2014
Financial performance					
Revenue	15,157	9,574	5,665	15,885	18,224
Profit/(loss) before taxes	5,563	1,102	(1,701)	10,398	14,693
Income tax expense		-	-	-	-
Profit/(loss) after tax	5,563	1,102	(1,701)	10,398	14,693
Financial Position					
At fair value fair value via P/L (non-current assets)	64,320	54,330	56,016	52,933	46,012
Investment property	14,591	14,592	13,835	12,517	9,237
Financial assets at fair value via P/L (current assets)	44,044	38,023	35,518	28,214	6,401
Other current assets	694	548	117	1,962	3
Cash and cash equivalents	1,322	1,714	229	445	3,120
Property, plant & equipment	36	73	104	144	183
Total assets	**125,007**	**109,278**	**105,819**	**96,214**	**64,956**
Total liabilities	64,596	54,429	52,073	41,384	25,429
Stated capital	22,356	22,356	22,356	21,156	15,821
Retained earnings	38,055	32,493	31,390	33,674	23,706
Total equity and liabilities	**125,007**	**109,278**	**105,819**	**96,214**	**64,956**

Chairman's Statement

Introduction

You are welcome to the 10th Annual General Meeting of Mega African Capital Limited and it is my pleasure to submit to you the Mega African Capital Annual Report and financial statements for the year 2018. This statement is captured under four main areas: The first covers 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 2018. I will conclude by providing an outlook for the economy and the stock markets in 2019.

Economic Review

The Global economic expansion is estimated to have diminished in the third quarter of 2018. Early indications pointed to a further slowdown in the last quarter, amid uncertainty about resolution of trade tensions and likely ramifications of the on-going Brexit negotiations. In emerging markets and developing economies, the growth outturn has been mixed. While economic activity in China and India were relatively strong, growth contracted in Argentina and Turkey, reflecting the adverse effects of the recent financial turmoil triggered by the strengthening US dollar and other geo-political factors.

Africa's economic growth continues to strengthen, reaching an estimated 3.5 percent in 2018, about the same as in 2017 and up 1.4 percentage points from the 2.1% in 2016. East Africa led with GDP growth estimated at 5.7% in 2018, followed by North Africa at 4.9%, West Africa at 3.3%, Central Africa at 2.2% and Southern Africa at 1.2%.

In Sub-Saharan Africa, growth was estimated to have inched up to 2.9% in 2018, compared to 2.8% in 2017. The marginal pickup was supported by rising commodity prices, stronger household demand, and improved economic activity in the large economies of Nigeria and South Africa.

In 2018, Ghana's economy continued to expand rapidly, albeit at a slower pace than the rate in 2017. After two years of sluggish growth from 2014 to 2016, real GDP growth recovered to 8.5% in 2017 and was estimated to be 6.2% in 2018, driven mainly by the oil sector. The fiscal account deficit improved marginally, from 5.9% in 2017 to an estimated 5.7% in 2018, as did the current account deficit, from 4.5% in 2017 to an estimated 4.4% in 2018.

Inflation declined to the single digits at 9.8% for the first time over five years, and average lending interest rates declined by 4.7 percentage points to 16.23% in September 2018.

The Ghanaian cedi was relatively stable against major currencies, except for a slight depreciation against the US dollar in the second quarter of 2018.

Stock Market Review

The Ghana Stock Exchange's Composite Index (GSE-CI) declined marginally in year-on-year terms. The GSE-CI contracted by 0.3 percent in 2018, compared with a growth of 52.7 percent in the same period in 2017. Total market capitalization on the local bourse increased by 4.0 percent year-on-year to GH¢61.1 billion at the end of December 2018, compared to growth of 11.6 percent for the corresponding period of 2017. The total volume of shares traded in 2018 was 10.9 million and was valued at GH¢18.3 million. This compares to 7.0 million shares traded and valued at GH¢15.3 million in 2017. Of the total volume and value trades in 2018, Cal Bank accounted for 41.9 percent and 23.9 percent, respectively, followed by MTN Ghana with 23.7 percent of total value of shares traded on the local bourse.

The factors that accounted for the low performance of the stock market were securities sell-off by non-resident investors due to profit-taking, and rise in the United States Federal rates.

Also, there was a rise in the interest rates in the US economy, a situation that pushed many US nationals residing in other countries to invest their monies in the US economy.

The collapse of some commercial banks during the year, as well as pressure on the Ghana Cedi from a strong US dollar leading to an 8.39% depreciation of the Ghana Cedi, affected the stock market.

Other negatives included a marginal rise in 91-day Treasury Bill interest rate equivalent from 13.35% in 2017, to 14.59% by end of December 2018.

Global stock market in 2018 suffered the worst performance in a decade.

Following a busy year in 2017 with a return of 62.14%, the Malawi Stock market recorded another positive return of 34.19% in 2018. The stock market also saw an increase in both total traded value and volume in 2018 compared to the corresponding period in 2017. As at November 2018 the inflation rate had increased to 10.10% from 8.10% in January 2018.

The Ghanaian stock market analysts have projected a better performance for the stocks in 2019. The introduction of more favorable taxes as incentives towards businesses and the government's focus on energizing entrepreneurial spirit will have a positive effect on the performance of the market.

Business Operations Review of the Company

The Company's total revenue grew from GH¢9.6M in 2017 to GH¢15.2M in 2018, representing an increase of 58% for the period under review. Net Profit also increased by 409% from a profit of GH¢1.1M in 2017 to GH¢5.6M in 2018. There was a 14% increase in total Assets from GH¢110M in 2017 to GH¢125M in 2018.

At the close of the 2018 financial year, 52% of the total assets were held in equities, 12% in investment property and 36% in fixed income securities. The major gainers in our portfolio were Axis Pensions (79%), GUA (68%), declines in DCB (-4%) and the Investment property (-18%).

We disposed of shares in NICO Holdings to provide liquidity.

Outlook for 2019

The world economy is projected to expand at a steady pace of 3% in 2019. Growth rates in many developed economies have risen close to what is widely considered optional, while unemployment rates have fallen towards historical lows. Among the developing economies, the East and South Asia regions remain on a strong growth trajectory, while many commodity-exporting countries are continuing a gradual recovery. However, a closer look below this surface reveals significant shortcomings in the foundations and quality of global economic growth.

The World Bank predicts that Ghana's economy will witness strong growth in 2019, driven largely by an expected increase in oil and gas production. Similar to the projection by the Ghana government, the bank projects that the value of total economic activity, measured by gross domestic product (GDP), in 2019 will grow by 7.6 per cent. The expected growth is higher than the 2.8 per cent growth projected by the bank for sub-Saharan Africa (SSA).

In its 2019 budget statement, the Ghana government projected the economy to grow by 7.4 per cent in 2019.

Despite the positive outlook, Ghana faces potential domestic and global headwinds. On the domestic front, the government faces a challenge in bridging its financing needs, with domestic revenues at about 10% of GDP and gross financing needs of more than 20% of GDP. This challenge is compounded by a high external debt-to-GDP ratio, which declined from 40.5% of GDP in 2017 to 38.5% in 2018. On the external front, dependence on primary commodity exports continues to expose the economy to international commodity price shocks, which could weaken GDP growth and the current account balance. Domestic private consumption is also projected to slow down, to

Chairman's Statement

4.9% of GDP in 2019. The potential weakness in oil prices could lower exports receipts and hence revenues.

Continued strengthening of external demand for oil and cocoa will support medium-term growth. But years of growth based on the extractive industry have not addressed widening inequality and the creation of decent jobs. Agriculture remains the main employer of labor. Low productivity in agriculture has triggered a large movement of labor from the sector into mostly informal services in urban areas.

This phenomenon explains the country's high employment rate but low-quality jobs. Ghana is undertaking proactive measures to increase productivity through a phase approach to industrialization, as defined in the country's 10-point industrialization agenda.

In the high debt and low public and private savings environment, the government's main recourse for financing its economic transformation agenda is foreign direct investment. Such financing would require increased focus on sustaining achievements in macroeconomic stability and the business environment. Complementing these gains with enhanced domestic revenue mobilization would expedite the path to debt sustainability and increase fiscal space for further government capital and social spending.

The just ended general elections in Malawi in May 2019 has made the outlook for the Malawian Stock exchange market uncertain. Although, generally there were macroeconomic strides in 2018, analysts remain cautious due to the elections. Experience has shown that investors tend to employ a wait and see approach to see who wins and what policies are put in place.

The Ghanaian stock market analysts have projected a better performance for the stocks in 2019. The introduction of more favorable taxes as incentives towards businesses and the government's focus on energizing entrepreneurial spirit will have a positive effect on the performance of the market.

Closing Comments

I would like to acknowledge the support of all shareholders of Mega African Capital for their continued belief in the Company and also express my gratitude to my fellow directors and the management of Mega African Capital for their commitment 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, 2018.

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	GH¢
The Company recorded a net profit after taxation of	5,562,845
out of which dividend being declared and paid	-
to which is added balance on retained earnings brought forward of	32,492,556
leaving a balance on retained earnings carried forward of	38,055,401

Directors

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

Christine Dowuona-Hammond	Chairman
Kwesi Amonoo-Neizer	Managing Director
Eugene Addison	Non-executive Director
Rosalyn Darkwa-	(Resigned on 30th September, 2018)
Edward Ntim-Addae	(Appointed on 13th June, 2018)

Directors and their interests

The directors named below held the following number of shares in the Company as at 31 December, 2018.

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

*Jointly held with Rita Amonoo-Neizer

Auditors

In accordance with section 134(5) of the Companies Act, 1963, Act 179, UHY Voscon will continue in office as auditors of the Company.

By the order of the Board

Name of Director: Kwesi Amonoo - Neizer

26.04.2019

Name of Director: Eugene Addison

26.04.2019

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 adequacy, 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 1963 (Act 179) 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 1963 (Act 179). They are also responsible for safe guarding 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

By the order of the Board

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DIRECTOR

Kwesi Amoako-Nuzu

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DIRECTOR

Corporate Governance (CG)

Corporate Governance (CG)

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, and 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. The Board is made up of majority Non-Executive Directors.

For the year ended 31 December 2018, the Board had complement of four (4) members. Rosalyn Darkwa resigned on 30th September, 2018 from the Board. Edward Ntim-Addae was appointed to the Board on 13th June, 2018. 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 2018 reporting year, the Board convened two (2) meetings on 29th March, 2018 and 13th November, 2018.

Directors	Number of meetings attended
Christine Dowuona-Hammond	2/2
Kwesi Amonoo-Neizer	2/2
Eugene Addison	2/2
Rosalyn Darkwa	1/1
Edward Ntim-Addae	1/1

Corporate Governance (CG)-Continued

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;

- 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 of the Committee shall consist of not less than three members but at the end of the reporting date the membership was made up of two members who are Kwesi Amonoo-Neizer and Christine Dowuona-Hammond.

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. Investment Committee-continued

The Committee will review and monitor:

a. the portfolio performance of all asset classes plus the total portfolio against performance measurement targets (benchmarks) understanding the impacts of external factors

b. the investment strategy, including asset allocation and risk management policy

c. Conflicts of Interest Guidelines and any insider trading events

d. risk limits and the risk appetite;

e. the effectiveness of the investment policies;

f. such other matters as may be determined by the Board;

v. Review Investment Policies at least once a year.

By order of the board

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Chairperson

26.04.2019

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, 2018, 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, 1963 (Act 179).

What we have audited

We have audited the accompanying financial statements of the Mega African Capital Limited for the year ended 31 December, 2018.

The financial statements comprise:

- statement of profit or loss and other comprehensive income for the year then ended;
- statement of financial position as at 31 December, 2018;
- 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.

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.

Valuations of financial instruments

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 52.31% of the total amount of its investment portfolio. The market values of unlisted equity financial instruments represents 86% of the total equity financial instruments. Because the valuation of the Company's unlisted financial instruments (86% 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 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.

Responsibilities of Directors for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRSs), and in manner required by the Companies Act, 1963, (Act 179) 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 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 misstatements 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 are 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.

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 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.

Report on other legal and regulatory requirements

The Companies Act, 1963 (Act 179) 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; and
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.

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

Signed by:

UHYVoscon

For and on behalf of:

UHY Voscon (ICAG/F/2019/086)
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.
Phone +233 30 2683 430 / 4
Info@uhyvoscon-gh.com
www.uhyvoscon-gh.com
26th April, 2019

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December

Statement of comprehensive income

for the year ended 31 December

	Note	2018	2017
Revenue			
Investment and operating income	3.1	605,210	872,582
Gain/loss on investment at market value	3.2	14,551,544	8,701,176
Total revenue		15,156,754	9,573,758
Expenses			
Administrative, legal and professional fees	4.1	(1,501,847)	(1,143,607)
Operating profit before finance costs and tax		13,654,907	8,430,151
Finance cost	5	(8,092,062)	(7,327,708)
Profit before tax		5,562,845	1,102,443
Corporate tax credit/expense		-	-
Profit/(loss) for the year		5,562,845	1,102,443
Other comprehensive income		-	-
Total comprehensive income		**5,562,845**	**1,102,443**
Basic earnings per share		**0.559**	**0.111**
Diluted earnings per share		**0.559**	**0.111**

Notes 1 to 24 form an integral part of these financial statements.

Statement of financial position

as at 31 December

(All amounts are expressed in thousands of Ghana cedis)

Statement of financial position — as at 31 December

Assets	Note	2018	2017
Investment assets			
Financial assets at fair value through profit or loss	6.1	64,320,505	54,329,881
Investment property	6.3	14,591,585	14,591,585
Total investment assets		78,912,090	68,921,466
Property, plant and equipment	7.1	35,699	72,443
Total non-current assets		78,947,789	68,993,909
Current assets			
Financial assets at fair value through profit or loss	6.2	44,044,465	38,022,791
Trade and other accounts receivable	8	693,923	547,467
Cash and cash equivalents	9	1,320,831	1,713,928
Total current assets		46,059,219	40,284,186
Total assets		**125,007,008**	109,278,095
Equity and liabilities			
Equity			
Stated capital	13	22,356,482	22,356,482
Retained earnings		38,055,402	32,492,557
Total equity		60,411,884	54,849,039
Current liabilities			
Accounts payable and accruals	10	1,463,925	912,466
Current taxation	11	(41,530)	(41,530)
Contract borrowings	12	63,172,729	53,558,120
Total current liabilities		64,595,124	54,429,056
Total equity & liabilities		125,007,008	109,278,095

Notes 1 to 24 form an integral part of these financial statements.

Kwesi Amonoo - Neizer

Kwesi Amonoo - Neizer

26.04.2019

Eugene Addison

26.04.2019

Statement of financial position

as at 31 December

(All amounts are expressed in thousands of Ghana cedis)

For the year end 31 December, 2018	Stated capital	Retained earnings	Total equity
Balance as at 1 January	22,356,482	32,492,557	54,849,039
Net profit for the year	-	5,562,845	5,562,845
Balance as at 31 December	**22,356,482**	**38,055,402**	**60,411,884**

For the year end 31 December, 2017	Stated capital	Retained earnings	Total equity
Balance as at 1 January	22,356,482	31,390,114	53,746,596
Net profit for the year	-	1,102,443	1,102,443
Balance as at 31 December, 2017	**22,356,482**	**32,492,557**	**54,849,039**

Notes 1 to 24 form an integral part of these financial statements

Statement of cash flow

for the year ended 31 December

		for the year ended 31 December	
	Note	2018	2017
Cash flow from operations after changes in working capital	15	(14,991,717)	(13,859,056)
Tax paid		-	-
Cash flow from operating activities		(14,991,717)	(13,859,056)
Cash flow from investing activities:			
Additions to property, plant & equipment		-	(5,300)
Purchase of financial assets		(4,382,320)	(3,032,501)
Sale of financial assets		9,366,334	13,602,676
Net cash flow used in investing activities		4,984,014	10,564,875
Net cash flow from financing activities:			
Contract borrowings		9,614,605	4,778,659
Net cash flow from financing activities		9,614,605	4,778,659
Net increase/ (decrease) in cash and cash equivalents			
Cash & cash equivalents		(393,098)	1,484,478
at beginning of the year		1,713,929	229,451
at end of the year		**1,320,831**	1,713,929

Notes 1 to 24 form an integral part of these financial statements.

Notes to the Financial Statements

FOR THE YEAR ENDED 31 DECEMBER, 2018

Notes including summary of significant accounting policies

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.

For the purposes of reporting, statement of financial position, statement of comprehensive income are referred to in the context of section 123(2) of the Companies Act, 1963 (Act 179) as balance sheet and profit or loss respectively.

Retained earnings is also referred to as income surplus from the meaning of section 69 of the Companies Act, 1963 (Act 179).

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, 2018 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, 1963, Act 179. 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 New and amended standards and interpretations

At the date of authorisation of these financial statements the following new standards and amendments to existing standards were in issue, but not yet effective:

(All amounts are expressed in thousands of Ghana cedis)

IFRS 9 Financial instruments

IFRS 9 "Financial instruments" (effective for annual periods beginning on or after 1 January 2018). IFRS 9 "Financial instruments" issued on 24 July 2014 is the IASB's replacement of IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting.

Classification and measurement - IFRS 9 introduces new approach for the classification of financial assets, which is driven by cash flow characteristics and the business model in which an asset is held. This single, principle-based approach replaces existing rule-based requirements under IAS 39. The new model also results in a single impairment model being applied to all financial instruments.

Impairment - IFRS 9 has introduced a new, expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, the new Standard requires entities to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a timelier basis.

Hedge accounting - IFRS 9 introduces a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity. The new model represents a significant overhaul of hedge accounting that aligns the accounting treatment with risk management activities.

Own credit - IFRS 9 removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value. This change in accounting means that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognised in profit or loss.

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.

(All amounts are expressed in thousands of Ghana cedis)

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).

Amendments to IAS 1 "Presentation of Financial Statements" – Disclosure Initiative (effective for annual periods beginning on or after 1 January 2016).

Amendments to IAS 1 "Presentation of Financial Statements" – Disclosure Initiative issued by IASB on 18 December 2014. The amendments to IAS 1 are designed to further encourage Companies to apply professional judgment in determining what information to disclose in their financial statements. For example, the amendments make clear that materiality applies to the whole of financial statements and that the inclusion of immaterial information can inhibit the usefulness of financial disclosures. Furthermore, the amendments clarify that Companies should use professional judgment in determining where and in what order information is presented in the financial disclosures.

Amendments to IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets" – Clarification of Acceptable Methods of Depreciation and Amortisation (effective for annual periods beginning on or after 1 January 2016).

Amendments to IAS 16 "Property, Plant and Equipment" and IAS 38 "Intangible Assets" – Clarification of Acceptable Methods of Depreciation and Amortisation issued by IASB on 12 May 2014. Amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. Amendments also clarify that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

Amendments to IAS 16 "Property, Plant and Equipment" is effective for annual periods beginning on or after 1 January 2016.

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 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.

(All amounts are expressed in thousands of Ghana cedis)

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.

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.

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 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

(All amounts are expressed in thousands of Ghana cedis)

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 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.

(All amounts are expressed in thousands of Ghana cedis)

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 of 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 legal 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 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.

(All amounts are expressed in thousands of Ghana cedis)

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	33.333
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.

(All amounts are expressed in thousands of Ghana cedis)

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.

3. Income

3.1 Investment and operating income comprises	2018	2017
Listed Dividends- Ghana	-	23,584
Listed Dividends-Overseas	465,091	257,451
Rental income	140,119	591,547
Total investment income	**605,210**	**872,582**

3.2 Changes in market value of investments and other income	2018	2017
Realised gain	4,573,930	2,229,613
Unrealised gain	16,422,381	9,915,899
	20,996,311	12,145,512
Other attributable income		
Exchange gain or loss	(6,444,767)	(3,444,336)
	14,551,544	**8,701,176**

(All amounts are expressed in thousands of Ghana cedis)

4.1 Administrative, legal and professional expenses	2018	2017
Auditors remuneration	38,981	36,425
Bank charges	15,772	34,948
Board fees	47,100	56,550
Consultancy	89,609	70,178
Corporate finance & advisory	24,323	30,000
Custodial fees	17,841	13,705
Company administration charges	126,000	171,638
Shareholders meeting expenses	9,499	3,938
Listing expenses	19,700	24,400
Cleaning and sanitation	1,190	2,960
Depreciation	36,743	36,792
Insurance	3,121	4,163
Communication	25,855	18,310
Utilities	37,194	34,123
Repairs and maintenance	6,977	11,244
Staff cost(4.2)	322,265	455,960
Travel and transport	40,473	50,016
Legal and compliance	501,860	37,631
Office supplies	6,729	10,337
Generator running expenses	26,265	750
Investment property management fee	82,003	24,941
Printing and stationery	4,094	9,903
Subscriptions	714	1,497
Company secretarialship	15,950	-
Other expenses	1,589	3,201
	1,501,847	**1,143,607**

4.2 Staff cost	2018	2017
Staff salaries	251,020	310,800
Staff training	250	12,000
SSF	34,995	36,926
Staff bonus	-	24,605
PAYE	-	35,629
Staff medical insurance	36,000	36,000
	322,265	**455,960**

(All amounts are expressed in thousands of Ghana cedis)

5. Finance cost
This represents interest paid on contract borrowings.

6. Investments	2018	2017
6.1 Financial assets designated at fair value through profit or loss		
6.2 Financial assets held for trading		
Commercial paper	44,044,465	38,022,791
6.3 Investment property		
The Alberts	14,591,585	14,591,585
Total investments	**122,956,556**	**106,944,257**

7.1 Property, plant and equipment
2018

Cost/valuation	1 January	Additions	Disposal	Write off	31 December
Computer	11,686	-	-	(11,686)	-
Equipment	21,601	-	-		21,601
Furniture and fittings	71,876	-	-		71,876
Generator	120,323	-	-	-	**120,323**
	225,486	-	-	(11,686)	**213,800**
Accumulated depreciation	1 January	Charge for the year	Disposal		31 December
Computer	11,686	-	-	(11,686)	-
Equipment	17,035	4,320	-		21,355
Furniture and fittings	52,821	14,375	-		67,196
Generator	71,501	18,049	-	-	89,540
	153,043	36,744	-	(11,686)	**178,101**
Carrying value					
At 31 December,					
2018					
Computer					-
Equipment					246
Furniture and fittings					4,680
Generator					30,773
Total carrying value					**35,699**
2017					
Computer					-
Equipment					4,566
Furniture and fittings					19,055
Generator					48,822
Total carrying value					**72,443**

(All amounts are expressed in thousands of Ghana cedis)

7.2 Property, plant and equipment -2017

Cost/valuation	1 January	Additions	Disposal	31 December
Computer	11,686	-	-	11,686
Equipment	21,601	-	-	21,601
Furniture and fittings	66,576	5,300	-	71,876
Generator	120,323	-	-	120,323
	220,186	5,300	-	**225,486**

Accumulated depreciation	1 January	Charge for the year	Disposal	31 December
Computer	11,099	587	-	11,686
Equipment	12,714	4,321	-	17,035
Furniture and fittings	38,986	13,835	-	52,821
Generator	53,453	18,048	-	71,501
	116,252	36,791	-	**153,043**

Carrying value -31/12	
2017	
Computer	
Equipment	-
Furniture and fittings	4,566
Generator	19,055
Total carrying value	48,822
	72,443
2016	
Computer	587
Equipment	9,000
Furniture and fittings	27,590
Generator	66,870
Total carrying value	103,934
	207,981

(All amounts are expressed in thousands of Ghana cedis)

8. Trade and other accounts receivable

	2018	2017
Trade receivables	526,786	540,352
Insurance prepayment	1,561	-
Dividend receivable	-	2,215
Interbank transfer	162,323	-
Staff loan	3,253	4,900
	693,923	**547,467**

9. Cash and cash equivalents

	2018	2017
Bank		
Foreign currency accounts	301,579	55,288
Local cedi accounts	1,260	529,702
	302,839	584,990
Cash		
Malawi	56,141	164,938
Zimbabwe	961,714	961,714
	1,017,855	1,126,652
Local petty cash	137	2,286
	1,017,992	1,128,937
Total cash and cash equivalents	**1,320,831**	**1,713,928**

10. Accounts payable and accruals

	2018	2017
Accounting fee	123,467	76,336
Deferred income	-	-
Board fees	6,250	14,288
SSF	7,714	5,712
Staff net salaries	280	1,425
PAYE	42,432	37,970
Management fee payable	97,659	87,946
Withholding tax payable	19,746	6,161
Audit fees	44,506	36,425
Custody fees	828	4,169
Other payable	1,120,043	631,473
Staff medical	1,000	9,000
Insurance	-	1,561
	1,463,925	**912,467**

(All amounts are expressed in thousands of Ghana cedis)

11. Taxation

Y/A	Balance as at 1 January 2018	Payments during the year	Charge to P&L	Balance at 31 December 2018
2013	(32,091)	-	-	(32,091)
2014	(139)	-	-	(139)
2015	(9,300)	-	-	(9,300)
2016	-	-	-	-
2017				
2018	(41,530)	-	-	(41,530)

The tax liability is subject to the agreement with the Domestic Tax Revenue Division (DTRD) of the Ghana Revenue Authority (GRA).

12. Contract borrowings	2018	2017
Borrowings	52,743,108	48,688,736
Interest payable	10,429,621	4,869,384
	63,172,729	53,558,120

13.1 Stated capital	2018	
	Number	**Amount**
Authorised number of shares of no par value	100,000,000	
Issued and fully paid		
Issued for cash	9,948,576	22,356,482

13.2 Stated capital	2017	
	Number	Amount
Authorised number of shares of no par value	100,000,000	
Issued and fully paid		
Issued for cash	9,948,576	22,356,482

There are no treasury shares on 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

(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, 2018 (2017: Nil).

15. Reconciliation of net profit to cash flow from operations	2018	2017
Profit for the year before tax	5,562,845	1,102,443
Adjustments:		
Depreciation	36,744	36,792
Valuation of investments	(20,996,310)	(12,145,512)
	(15,396,723)	(11,006,277)
Changes in working capital		
(Increase)/decrease in trade and other accounts receivable	(146,456)	(430,056)
Increase/ (decrease) in payables & accruals	551,458	(2,422,723)
	405,005	**(2,852,779)**
Cash flow from operation after changes in working capital	**(14,991,717)**	(13,859,056)

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. The performance of investments held by the Company is monitored by the Company's management on consistently and is reviewed by the Directors.

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, Kenya Shilling 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. 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.

(All amounts are expressed in thousands of Ghana cedis)

2018	Non-Monetary	Monetary				
	*FAFVPL	Cash	Bank	Trade and other receivables	Trade and other payables	Gross exposure
	108,364,970	1,017,992	302,839	693,923	(1,463,928)	108,915,796

2017	Non-monetary	Monetary				
	*FAFVTPL	Cash	Bank	Trade and other receivables	Trade and other payables	Gross exposure
	92,352,672	1,128,937	548,990	547,467	(912,467)	93,665,599

***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 terms or conditions have been renegotiated.

(All amounts are expressed in thousands of Ghana cedis)

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.

17.1 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	less than 60 days	120-180	180-365 days	Above 365 days	Total
GHC	2,153,472	4,491,760	-	-	6,645,232
USD	1,904,070	1,601,501	1,512,866	1,887,643	6,525,192
Malawi Kwacha		145,005,807	-	-	145,005,807
Financial liabilities	**less than 60 days**	**120-180**	**180-365 days**	**Above 365 days**	**Total**
GHC	3,161,447	5,764,085	938,771	-	9,864,303
USD	7,906,439	1,519,061	469,605	-	9,895,106

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.

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. During the year, a revision was made to the management fee for the 2018 reporting year to GH¢ 126,000 (2017: GH¢171,638).

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 favorable 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.

(All amounts are expressed in thousands of Ghana cedis)

18.3 Directorship

Kwesi Amonoo-Neizer of Mega African Capital Limited served 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 2018	Loans and receivables	Assets at fair value through profit or loss
Financial assets at fair value through profit or loss		64,320,505
Investment properties		14,591,585
Commercial paper		44,044,465
Trade and other accounts receivable		693,923
Cash & cash equivalents		1,320,831
Total		**124,971,309**
Liabilities as per statement of financial position 31 December 2018		
Accounts payable & accruals		1,463,928
Contract borrowings		63,172,729
Total		**64,636,657**

20. Portfolio valuation- Valuation of equity securities and sector analysis as at 31 December 2018

Foreign Financial/Insurance sector(listed)	Market valuation
DCB Bank-Tanzania(Listed)	61,063
National Insurance Company Ltd-Malawi(Listed)	8,376,212
Axis-Malawi-unlisted	427,380
Local securities	
Insurance	
Ghana Union Assurance-Unlisted	8,414,547
Pension	
Axis Pension Group-Unlisted	4,859,070
Real estate	
Edendale properties-Unlisted	41,614,963
Automobile	
Mechanical Lloyd Ghana (Listed)	567,270
Total equities	6,4320,505
Money market instruments	
Commercial paper	44,044,465
Investment property-The Alberts	14,591,585
Total portfolio	**122,956,555**

(All amounts are expressed in thousands of Ghana cedis)

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 2018 and 31 December 2017, the Company held level 3 financial assets in WAIC Reinsures.

Year to 2018	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	9,004,545			**9,004,545**
Unquoted		55,315,961		**55,315,961**

22. Comparative figures

Some of the comparative figures in 2018 have been reclassified in line with the 2017 presentation.

23. Event after the end of the reporting year

Events subsequent to the statement of financial position date are reflected only to the extent that they are material. There were no such events as at the date the financial statements were signed.

24.1 Shareholders' information

24.2 Shareholding distribution as at 31 December, 2018

Holding	Number of shareholders	Percentage of shareholders (%)	Number of shares	Percentage of holding (%)
1-1,000	27	23.68	10,953	0.11
1,001-5,000	22	19.30	57,263	0.58
5,001-10,000	10	8.77	82,651	0.83
10,001-50,000	25	21.93	734,306	7.38
Over 50,000	30	26.32	9,063,403	91.10
	114	100	9,948,576	100

(All amounts are expressed in thousands of Ghana cedis)

24.3 Twenty largest Shareholders as at 31 December, 2018

Number	Shareholders	Number of shares	Percentage of shareholding
1.	Oak Partners Limited	2,774,895	27.89
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.	Kwesi and Rita Amonoo-Neizer	533,939	5.37
6.	Omega Capital Limited,	337,594	3.39
7.	Scgn/Ghana Medical Ass. Pension Fund, 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.	Lamptey, Emmanuel	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
		8,370,504	84.15

Proxy Form

Annual General Meeting to be held on 28th June, 2019 at 10:00 GMT

I/We..

(insert full name)

of ....

(insert full address)

being a member(s) ofMega 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 on 28th June, 2019 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, 2018, and the Reports of the Directors and Auditors;		
b. To re-elect Eugene Addison as a Director;		
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 2019

....

Shareholder's Signature

Notes

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