



ANNUAL REPORT & ACCOUNTS

2003



COCOA PROCESSING
COMPANY LTD.

Annual Report & Accounts 2003

Cocoa Processing Company Ltd.





CONTENTS	PAGE
Notice of Annual General Meeting	2
Board of Directors, Officials and Registered Office	4
Chairman's Statement	6
Managing Director's Review of Operations	8
Report of the Directors	14
Report of the Auditors	15
Balance Sheet	16
Trading, Profit and Loss Accounts	17
Cash Flow Statement	18
Notes to the Cash Flow Statement	19
Notes to the Accounts	22
Manufacturing, Trading, Profit and Loss Accounts	28
Form of Proxy	31

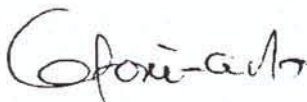
Notice of Annual General Meeting

NOTICE is hereby given that the next Annual General Meeting of Cocoa Processing Company Limited will be held at the National Theatre, Liberia Road, Accra on Friday, 20 August 2004 at 10.00 am to transact the following business:

1. To receive the Financial Statements for the Year ended 30 September 2003 and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit pass the following resolution as ordinary resolution:
To increase the number of Directors from ten to twelve pursuant to Section 84 of the Company's Regulations.
3. To elect a Director of the Company.
4. To re-elect Directors of the Company.
5. To authorise the Directors to fix the remuneration of the Auditors.

Dated this 30th day of July 2004

BY ORDER OF THE BOARD



S. OFORI-ADJEI
SECRETARY

NOTE

A Member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Member of the Company. A form of proxy is provided at the end of the Annual Report and Accounts. For a form of proxy to be valid for the purpose of the meeting, it must be completed and deposited at the Registered Office of the company or the Registrar's Office, NTHC Limited, Martco House, No. D542/4, Okai Mensah Link, Adabraka, Accra, P. O. Box 9563, Airport, Accra not less than 48 hours before the appointed time of the meeting.



The MD of the Ghana Stock Exchange giving an address during the 1st trading of CPC shares. Dignitaries on the high table include the Board Chairman of CPC, Managing Director, the Hon. Minister of Finance, the Chief Executive of COCOBOD and the MD of NTHC - the registrars of CPC shares



Some of the Directors of CPC being introduced at the function.



The President of Equatorial Guinea, H.E. GENERAL TEODORO OBIANG N'GUEMA M'BASAGO being conducted round the CPC factory during his state visit to Ghana. Directly behind him is the Board Chairman of CPC, Madam Cecilia Abena Dapaah.



President M'BASAGO observing an aspect of the factory operations with keen interest.



Board Of Directors, Officials And Registered Office

Board of Directors:

- Ms. Cecilia Abena Dapaah (Chairman)
- Dr. Paul Kwame Awua (Managing)
- Mr. Kwame Sarpong
- Mr. Hayford Agbemeyale Kwasi Fiamor
- Mr. Ignatius Rockson Asare
- Mr. David Coleman
- Mr. Kassim Yahya
- Mr. John Amo Bediako
- Hon. Osei Kyei-Mensah-Bonsu, MP
- Hon. Stephen Kwaku Balado Manu, MP

Secretary: Mr. Stephen Ofori-Adjei

Registered Office

Cocoa Processing Company Limited
Heavy Industrial Area
Private Mail Bag
Tema
Ghana.

Auditors:

Darko, Sarpong & Co
Chartered Accountants
House No. C63A/4
New Town Loop
P. O. Box 9504
Airport ACCRA.

Members of the Board of Directors



Ms. Cecilia Abena Dapaah
(Chairman)



Dr. Paul Kwame Awua
(Managing)



Mr. Kwame Sarpong



Hon. Osei Kyei-Mensah
-Bonsu, MP



Hon. Stephen Kwaku
Balado Manu, MP



Mr. Kassim Yahya



Mr. David Coleman



Mr. John Amo Bediako



Mr. Hayford Agbemenyale
Kwasi Fiamor



Mr. Ignatius
Rockson Asare

Chairman's Statement



It is my greatest honour and privilege to welcome you all to this year's Annual General Meeting.

This AGM is indeed the 1st since your dear Company was listed on the Ghana Stock Exchange on 14th February 2003 following the successful flotation of its shares.

I hereby present to you the report on the operations and the accounts of your Company for the year ended September 30, 2003.

It is my pleasure to report that the Board spent considerable period during the year sourcing and negotiating for a loan of Euro 22.0million to fund your Company's expansion programme. You will recall that the shareholders, at an extraordinary general meeting held on October 30, 2003, gave approval for the Company to contract the loan of Euro 22.0million. The project is expected to be completed by the end of 2004. This will increase the cocoa beans throughput capacity from 25,000 to 65,000 tonnes (mt) of beans per annum with the sales turnover increasing from \$35.0 million to about \$100.0 million per annum.

The World Economy and the Company

With the deepening of the political crisis in La Cote D'Ivoire, the current major producers of cocoa beans in the world, the price of cocoa beans rose to an all-time high during the year under review, peaking at **\$2,640** per tonne (FOB)! This was followed, rather uncharacteristically, by declining prices of cocoa products mainly cocoa liquor and cocoa butter, on the

world market resulting in an unfair bean/product ratio. This situation forced a number of cocoa processing companies in La Cote D'Ivoire, Nigeria and others in Asia and Europe to shut down.

This was the climate under which your Company operated in the 2002/2003 financial year.

Performance

The Company processed a total of 20,434 tonnes of cocoa during the year with a turnover of ₵344.509 billion.

Due to the high cost of cocoa beans which constitutes about 80% of the production cost, your Company recorded a deficit of ₵4.375 billion in the 2002/2003 financial year.

Dividend

In view of the loss incurred, the Board of Directors is unable to propose any dividend for the year.

Taxes

In spite of the loss, the Company paid a total of **₵14.200 billion** in taxes to the state as a result of its operations.

Award

It is my pleasure to report that your Company was adjudged the **Best Exporter of the Year 2002** by the Ghana Export Promotion Council (GEPC) for achieving export revenue of \$30.5 million in the year 2002. The Award was presented on behalf of the President of the Republic of Ghana at a function held at the Banquet Hall, State House,

Strategic Developments

In pursuit of our avowed aim of creating sustainable wealth for our shareholders, the Board and Management have adopted a number of strategies to handle positively, the effects of price fluctuations in the world cocoa market.

We are also pursuing a number of cost-cutting measures aimed at reducing the Company's operational costs to the barest minimum.

Already, some of these strategies have started yielding fruits.

Chairman's Statement (Cont.)

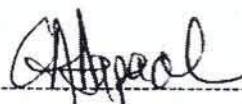
Prospects

The future of your Company is very promising indeed. We are pursuing vigorously the export drive for our Confectionery products. A significant progress was made in this direction as we developed two different recipes of chocolate bars: **Volta Bitter Sweet** and **Ashanti Bitter**, and marketed same in the Japanese market in collaboration with Ten Forward International, a company based in Japan. You all know the potential for entering the Far East market especially Japan and China.

We hope to expand our market for our confectionery products in Togo, Benin and Nigeria as well as other ECOWAS countries.

Let us all look forward with hope as the Company embarks on its expansion project which when completed would boost your Company's sales revenue and profitability.

Thank you for your attention.

A handwritten signature in black ink, appearing to read "C. Dapaah", written over a horizontal dashed line.

Cecilia Abena Dapaah.
CHAIRMAN

Managing Director's Review Of Operations



Corporate Profile:

The Company was formally listed on the Ghana Stock Exchange on the 14th February 2003 following the successful flotation of its shares (CPC shares).

It, however, continued to pursue its mission of adding value to Ghana's premium cocoa beans by processing them into semi-finished cocoa and finished confectionery products

Review Of Operations

Cocoa Factory

Cocoa beans processed in the 2002/2003 financial year totalled 20,434 tonnes(mt) which was lower than the budgeted figure of 23,616mt by 13.5% and also slightly lower than the quantity processed in 2001/2002 (i.e. 20,922mt).

Similarly, the total products packed during the period were 16,385mt. These were also slightly lower than the quantity packed in the previous year (2001/2002) which was 16,919mt and also lower than the budgeted figure of 20,056mt by 18.8%.

The reason for this year's lower production outputs could be attributed to the following, among others:

- i Higher prices of the cocoa beans, the company's major raw material, and

the lower prices obtained for the cocoa products rendered the operations of the Company rather unprofitable, a fact that necessitated a slow down in production by Management.

- ii. Industrial unrest in April and July 2003 over demand for the adoption of COCOBOD's new salaries without following laid-down procedures for seeking redress.
- iii. Mechanical and electrical faults on Roasters, Tripplle Mills, Pneumatic Nibs Scales and Winnowers.
- iv. Installation works at the powder Plant which also affected all sections of production.

Confectionery Factory

Production figures from the Confectionery Factory indicate that total products packed in the year 2002/2003 (i.e.1,062 mt) were far lower than the budgeted figure of 3,225mt by 67%. The 2002/2003 confectionery production figures were also lower than those of the previous year (i.e.1, 258mt) by 15.8%.

On the other hand, the production of "Pebbles" (i.e.43.3mt) in the year increased by 13.5% over the previous year's production of 38.1mt.

There were, however, decreases in the production of other confectionery products.

The total production of Chocolate /Couverture was 527mt; ALLTIME Drinking Chocolate was 425mt while VITACO Drinking Chocolate was 65.6mt.

Chocolate/couverture, ALLTIME and VITACO production in the year thus decreased by 1.09%, 20.26% and 30.28% respectively in comparison to the 2001/2002 figures.

A new product was added to the existing product range of the confectionery products. This is called **Choco Delight** - a bread/biscuit chocolate/peanut spread. A modest quantity of 1.1mt was produced for market trial which was readily accepted by the consumers.

The generally low production of Confectionery products during the year 2002/2003) was due mainly to:

- i. The installation of a new moulding line - the

Managing Director's Review (Cont.)

- ii Chocomaster Mechanical and electrical faults on some essential machines,
- iii The epoxy-flooring of the new 'Pebbles' production room.
- iv The installation and the trial run of a new 'pebbles' line BE-10.
- v. Industrial action embarked on by the unionized workers on 28th April and 30th July, 2003.

the supply situation on the market. The higher sales value obtained is the result of consistent price increases of the products during the period under review.

The local sales of confectionery products also fell below the previous year's volume. The total confectionery sales achieved in the year 2002/2003 were 606.6mt as against 716.4mt for the year 2001/2002. The sales value recorded for 2002/2003 of ₺17.867billion, however, was higher than that of 2001/2002 of ₺15.589 billion due to the increase of the product prices during the year.

Marketing

Export Sales

Semi-finished cocoa products exported in the 2002/2003 financial year totalled 12,098mt. This was valued at US\$30,592,904.21. The volume of exports achieved in the year under review fell below that of the previous year 2001/2002 which was 13,744mt valued at US\$26,531,818.88.

The low export sales achieved was the result of the low production recorded in the year (2002/2003) which was due to the problems explained above. The higher sales value achieved was due to the increase in FOB price of the products during the year.

The export sales of the confectionery products for 2002/2003 were 467.4mt valued at US\$174,340 and CFA540,922,554.86. These figures are indeed higher than those of the 2001/2002 financial year which were 404.1mt valued at US\$23,126.99 and CFA 496,375,622.74.

Local Sales

The local sales volume of 1,570mt of semi-finished cocoa products (mainly natural cocoa cake and powder and alkalized cocoa cake) fell below the previous year's sales volume of 2,709mt and yet higher in value (ie. ₺30.759billion) than what was obtained (₺19.093billion) in 2001/2002.

The fall in sales volume could be attributed to shortage of natural powder during most of the period, thus affecting

Plans are being made to open a new Regional Sales Depot at Takoradi in the Western Region.

Financial Performance

Sales Revenue

Sales turnover achieved in 2002/2003 was ₺344.509billion, which was higher than that of the previous year (₺249.7 billion) but lower than the budgeted value of ₺466.697billion.

The operational activities for the year under review were appreciable. However, due to the high cost of raw cocoa beans, the financial results were rather poor. The operating result recorded a deficit of ₺41.268billion. This deficit was, however, reduced to ₺4.375billion as a result of exchange gains, investment income and interest receivable.

The poor financial performance of the Company in the year under review is attributable to the following, among others enumerated above:

- i. High cost of raw cocoa beans on the world cocoa market as a result of the crisis in La Cote d'Ivoire during the year under review. The price of beans peaked at \$2,640 per tonne, a level last experienced in 1983/84. The average FOB price per tonne of beans processed in the year was \$1952 which resulted in an unfavourable bean/product ratio.
- ii. The added value to the beans processed in the whole year was 5.1% which was

Managing Director's Review (Cont.)

- too low to cover the operational cost. The minimum expected added value is 12.0%
- iii. Lower than expected prices achieved for the Company's cocoa products which did not move in tandem with the high price of the cocoa beans.
- iv. Increases of 50% and 100% in the cost of utilities and fuel respectively during the year.

- c. The replacement of Hydraulic Pumps with new types.
- d. The removal and relocation of the shell silo to allow for the construction of a new cleaning room for the Phase II of the expansion project.

The Way Forward

In the coming year the Engineering Department is scheduled to rehabilitate the low tension sub-station. The required switch gear for the project has already been ordered and awaiting delivery.

Statutory Payments for 2002/2003

The Company continued to generate significant revenues for the State as a result of its operations. These revenues came in the form of import duties and other taxes paid during the year. The total amount generated for the State by CPC was over **¢14.200billion**. This was made up of the following:

	¢'000
Value Added Tax	6,056,734
Import Duties	3,520,099
Corporate Tax	909,741
Withholding Tax	1,234,895
P. A. Y.E.	2,479,175
Total	<u>14,200,644.</u>

Engineering

The Engineering Department continued to provide the essential support services in ensuring machine availability and reliability through regular and prompt maintenance of plant and machinery.

Projects undertaken during the year were:

- A. Installation of a new 20g wrapping machine, a new stacker unit on the Chocomaster moulding plant and a new 3-ton environmentally-friendly Chiller as well as a new 5-ton Steam Boiler.
- b. The rehabilitation of Powder plant #2 destroyed due to fire outbreaks, the Triple Mill #1, the worn out kibbler on Presses 1 and 2, the boot drum of the clean bean elevator and the bent pots of Presse # 3.

Quality Assurance

The Quality Assurance Department continued, during the year under review, to ensure the production and sale of high quality semi-finished and finished products from both the Cocoa and the Confectionery factories as well as ensuring the maintenance of high environmental and safety standards in the company's operations.

These were achieved through the constant monitoring of the quality of all raw materials, in- process materials, finished products and packaging materials.

The Company's quest for ISO certification received a further boost through the successful completion of an internal quality audit and the training of the entire staff of the Company in ISO 9001-2000 requirements, HACCP principles and hygiene practices. These activities were coordinated by the Quality Assurance Department.

The Department updated the Environmental Management Plan for the next three years and continued to ensure the treatment of effluent from the Factory.

The Company's Effluent Treatment Plant was commissioned during the year under review.

Research And Development

The Department provided very essential R & D support to enhance the quality and general acceptability of products as well as to expand the product range of the Company.

By the Department's intervention, the problems of fading in

Managing Director's Review (Cont.)

'Pebbles' have been resolved.

The Department developed the following new recipes for the foreign markets:

- i. Bliss chocolate for Volta Investments Company to be marketed in the United States of America.
- ii. Several varieties of milk chocolate for the WAL-MART Company of the USA.
- iii. Milk and dark chocolates blended with roasted cocoa nibs. This was developed on request from Jamieson and Associates and some European clients.
- iv. **Volta Bitter Sweet** and **Ashanti Bitter** chocolate couverture developed and marketed by Ten Forward international in Japanese.

The Department also spearheaded the development of new chip boxes and wrappers for all the seven brands of **GoldenTree** export chocolate. It also completed work on chocolate/bread spread, named **Choco Delight** as well as labels, cartons and tubs of the product.

The Department is currently working on the development of softer and smaller "Pebbles" and the conclusion of work on "diabetic" chocolate and drinking chocolate recipes.

Human Resource

In line with its mandate the Department ensured the implementation of the Company's policies in respect to industrial relations, salary administration and welfare during the year under review.

Staff Welfare

Staff welfare matters continued to engage the priority attention of Management. Free transport and meals for staff as well as free medical care for staff and their dependants continued to be provided by Management.

As a result of cash flow crunch, however, the Company suspended a number of welfare loans except vehicle maintenance and funeral loans.

The 153 plots of land acquired for a CPC Staff Housing Scheme in 2001 were allocated to eligible staff during the year under review. The unionized staff of the Company was allocated a total of 133 plots of land while the Senior Staff received 20 plots of land at a minimal price of ₵3.5million per plot.

Safety continued to receive maximum attention from Management. Five minor industrial accidents were, however, recorded.

Industrial Relations

For the first time in so many years, the industrial peace within the Company was breached twice within the year when unionized staff went on strike over the adoption of COCOBOD's new salaries following the latter's salary rationalization exercise. These actions were illegal, and the Union had to render an unqualified apology to the Board, Managing Director and Management which was published in the national daily newspapers.

Human Resource Development

A total of sixty-five (65) staff received sponsorship to attend various local courses. Four (4) employees also had the opportunity of being sponsored for overseas courses.

Personnel Statistics

The staff strength as at 30th September 2003 was as follows:

i. Senior Staff	- 66
ii Junior Staff	- 480
Total	546

A total of 49 casuals were also at post during the period.

Internal Audit

In line with the existing financial regulations of the Company, the Internal Audit Department undertook prepayment and operational audit. Report on the various audit activities was issued for Management information

Managing Director's Review (Cont.)

and necessary action.

Members of the Department attended various short-term courses and seminars in the following areas:

- i. Cost Management through Value Engineering and Value Management.
- ii. Secretarial and Administrative Skills for improved productivity.
- iii. Internal Quality Management Systems Auditing (ISO 9001/2000).
- iv. ISO, HACCP, Safety and Hygiene.

Other visitors to the Company included, the new Minister of State for the Ministry of Trade, Industry and President's Special Initiatives, Hon. Ishmael Ashitey, Hon. Jake Obetsebi-Lampitey, the then Minister of Information and Presidential Affairs, as well as officials from FOODLEVER incorporated of Singapore, and Ruth Hunt Candy Company of USA.

The Company, as usual, hosted the 2002 National Best Farmers on the Factory premises and presented them with chocolate products in appreciation of their hard work.

Public Relations

The Company generally maintained a very good corporate image. This was evident in the successful flotation of CPC Shares and the Company's eventual listing on the Ghana Stock Exchange.

On account of the Company's high export sales value of US\$30.5million, the Ghana Export Promotion Council awarded the Company, for the third consecutive term, the EXPORTER OF THE YEAR 2002 Award. This year's award constitutes the fourth time the Company has received the highest Export Achievement Award. The first one was received in 1998 while the rest were received for the year 2000, 2001 and 2002.

Visitors

A number of organizations, groups and individuals continued to show great interest in the Company and its operations by visiting and touring the Company's plants. Significant among these visits was one by the President of Equatorial Guinea, His Excellency, General Teodoro Obiang N'Guema M'Basogo. He was accompanied on the trip by his wife and other government officials. General M'Basogo was escorted to CPC by Ghana's Minister for Foreign Affairs, Hon. Nana Akuffo-Addo.

The Board Chairman and the Managing Director of CPC welcomed the visiting President and briefed him on the operations of the Company. The visiting President was full of praise for the Company on the high quality of its products and for its high international recognition.

Sponsorship

The Company continued to support educational and community improvement programmes as well as national events through donations and sponsorships. This was done in fulfillment of the Company's reputation as a good corporate citizen. Chiefly among these sponsorships is the support given to students of medical schools in Ghana for their overseas elective programmes. A number of in-kind donations were given towards Ghana's Independence Day and Republic Day celebrations. The cash and chocolate products donated during the year totalled close to c40.0 million. This figure is indeed lower than that granted in the previous years.

Internal Communications

The Company implemented a number of programmes aimed at establishing very strong channels to facilitate internal communications. Among these was the introduction of a monthly House Organ dubbed the **Goldentree Info-Piece**, as well as the institution of "meet-the-press" series where the Local Union Executives, Shop Stewards and representatives of the Senior Staff Association met Management Representatives to discuss issues of concern to staff and also for the growth of the Company. The overall objective of these programmes is to ensure industrial peace and harmony in the Company.

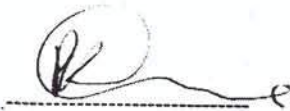
Conclusion

The 2002/2003 financial year was full of challenges. The peace and cordial relationship that had existed between Management and staff was broken as a result of an

Managing Director's Review (Cont.)

industrial action embarked on by the unionized workers over the implementation of salary rationalization exercise of COCOBOD at CPC on April 28 and July 30, 2003. These industrial actions were staged without giving Management any chance whatsoever to discuss the issues.

For the first time in eleven years, the financial account of CPC recorded a loss of about ₵4.375billion which gives a bad signal to the Company since it was listed on the Ghana Stock Exchange (GSE) on 14th February, 2003. This apparent loss could be attributed to the higher prices of the Ghana beans charged to CPC. However, there are indications that this unfavourable signal would be reversed in 2003/2004 financial year and a reasonable profit earned.

A handwritten signature in black ink, consisting of a large, stylized initial 'P' followed by a long, sweeping horizontal line that ends in a small flourish.

P.K. AWUA (DR.)

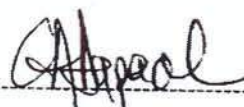
Report Of The Directors To The Members

The Directors present their Annual Report and Audited Accounts of the Company for the year ended 30th September 2003.

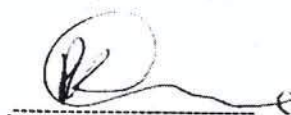
ACCOUNTS	¢'000
1. Profit/(Loss) for the year ended 30 th September 2003	(4,375,256)
2. To which is added the Balance Brought Forward on Income Surplus Account of	62,592,766
Add: Prior year Adjustment	<u>(4,820,643)</u>
	53,396,867
3. The Directors do not recommend the Payment of dividend for the year.	
Leaving a balance on Income Surplus Account of	<u>53,396,867</u>

NATURE OF BUSINESS

There was no change in the Nature of Business of the Company during the year under review



DIRECTOR



DIRECTOR

Report Of The Auditors

We have audited the financial statements set out on pages 16 to 28 and which are an amalgamation of the Assets, Liabilities and Trading Results of C.P.C. LIMITED (COCOA AND CONFECTIONERY) and which have been prepared under the Historical Cost Convention, and under the Accounting Policies set out on page 22.

Respective Responsibilities Of Directors And Auditors

The Company's Directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit of those statements and to report our opinion thereon.

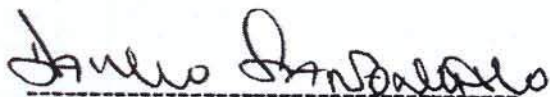
Basis Of Opinion

We have conducted our audit in accordance with Auditing Standards. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence whether the financial statements are in agreement with proper books of account kept by the company and to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30th September 2003 and of its Profit/(Loss) and Cash-Flow for the half-year then ended, and have been properly prepared in accordance with the Companies Code 1963 (Act 179).



DARKO SARPONG & CO
(CHARTERED ACCOUNTANTS)

ACCRA

15th March 2004.

**Balance Sheet as at 30th September 2003**

<u>ASSETS EMPLOYED</u>	NOTES	2003	2002
		¢'000	¢'000
Fixed Assets	3	124,165,915	114,234,149
Development Project in Progress		<u>15,185,964</u>	<u>11,985,264</u>
		139,351,879	126,219,413
 <u>CURRENT ASSETS</u>			
Stocks	4	229,295,874	95,807,112
Accounts Receivable & Prepayment	5	71,432,599	82,593,619
Investment -Short Term	6	30,969,339	24,915,812
Cash & Bank Balances	7	<u>8,579,491</u>	<u>4,947,449</u>
		<u>340,277,303</u>	<u>208,263,992</u>
 <u>CURRENT LIABILITIES</u>			
Accounts Payable	8	315,022,248	155,931,004
Dividend Accrued		-	6,750,247
Taxation	9	<u>165,752</u>	<u>2,665,073</u>
		<u>315,188,000</u>	<u>165,346,324</u>
Net Current Assets		<u>25,089,303</u>	42,917,668
Total Assets Less Current Liabilities		164,441,182	169,137,081
Medium Term Loan		<u>4,500,000</u>	-
NET ASSETS		<u>159,941,182</u>	<u>169,137,081</u>
 <u>REPRESENTED BY</u>			
Stated Capital	2 (a)	24,167,256	24,167,256
Redeemable Preference Share	2 (b)	1,000	1,000
Capital Surplus	10	82,376,059	82,376,059
Income Surplus A/C		<u>53,396,867</u>	<u>62,592,766</u>
		<u>159,941,182</u>	<u>169,137,081</u>



 DIRECTOR



 DIRECTOR

The notes on pages 8 to 14 form part of these financial statements. Auditors' Report page 4.

Trading, Profit And Loss Accounts For The Year Ended 30th September 2003

<u>MANUFACTURING</u>	NOTES	2003 ¢'000	2002 ¢'000
Stocks of Raw Materials at 1/10/2002		2,163,109	24,813,416
Purchase during the year		414,584,298	187,109,744
		416,747,407	211,923,160
less: Raw Materials at 30/9/03		78,083,946	2,163,109
COST OF RAW MATERIALS CONSUMED		338,663,461	209,760,051
Add: Direct Manufacturing Expenses		18,640,145	16,359,100
Indirect Manufacturing Expenses		32,488,592	19,680,909
COST OF GOODS PRODUCED		389,792,198	245,800,060
Add: Finished Goods Stock at 1/10/202		49,679,328	33,632,112
		439,471,526	279,432,172
Less: Closing Stock of Finished Goods at 30/9/03		76,207,394	49,679,328
COST OF GOODS SOLD		363,264,132	229,752,844
<u>TRADING RESULTS</u>			
TURNOVER	11	344,509,244	249,716,388
Less: COST OF GOODS SOLD		363,618,538	229,752,844
GROSS PROFIT/(LOSS)		(19,109,294)	19,963,544
Less: Selling, General & Administrative Exp.	12	22,158,491	16,210,053
NET OPERATING PROFIT/(LOSS)		(41,267,785)	3,753,491
Add: Other Income		323,663	220,246
Investment Income		2,384,735	3,039,815
Interest Receivable		90,804	45,670
Exchange Gain		35,003,068	3,045,924
NET PROFIT/(LOSS) BEFORE TAXATION		(3,465,515)	10,105,146
Provision for Taxation		909,741	906,829
		(4,375,256)	9,198,317
Less: Proposed Dividend		-	-
NET PROFIT/(LOSS) TRANSFERRED TO INCOME SURPLUS ACCOUNT		(4,375,256)	9,198,317
<u>INCOME SURPLUS ACCOUNT FOR THE YEAR ENDED 30TH September 2003</u>			
Balance at 1/10/2002		62,592,766	51,566,981
Prior year's Adjustment		(4,820,643)	1,827,468
Profit/(Loss) for the year		(4,375,256)	9,198,317
Balance at 30/9/2003		53,396,867	62,592,766

The notes on pages 22 to 28 form part of these financial statements. Auditors' Report page 15.

Cashflow Statement
For The Year Ended 30th September 2003

	NOTES	¢'000
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	1	42,610,007
RETURNS ON INVESTMENT AND SERVICING OF FINANCING	2.1	2,475,539
TAXATION	2.2	(3,409,062)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENTS	2.3	(29,740,668)
EQUITY DIVIDENDS PAID	2.4	<u>(6,750,247)</u>
CASH OUTFLOW BEFORE USE OF LIQUID RESOURCES AND FINANCING		5,185,569
MANAGEMENT OF LIQUID RESOURCES *	2.5	(6,053,527)
FINANCING:		
Medium Term Loan		4,500,000
Issue of shares		<u>3,632,042</u>
INCREASE/DECREASE IN CASH		<u>3,632,042</u>
RECONCILIATION OF NET CASHFLOW TO MOVEMENTS IN NET DEBTS (NOTE 3)		
INCREASE IN CASH FOR THE PERIOD		3,632 042
PURCHASE OF TREASURY BILLS		20,500
FIXED DEPOSITS/CALL A/C		6,033,027
MEDIUM TERM OF LOAN		<u>(4,500,000)</u>
CHANGES IN NET FUNDS / (DEBTS)		5,185,569
NET FUNDS/(DEBTS) AT 1/10/02		<u>29,863,261</u>
NET FUNDS/(DEBTS) AT 30/9/03		<u>35,048,830</u>

Notes To The Cashflow Statement

1. RECONCILIATION OF OPERATING PROFIT TO NET CASHFLOW FROM OPERATING ACTIVITIES	¢'000	¢'000
OPERATING PROFIT/(LOSS)		(41,267,785)
OTHER INCOME		323,663
DEPRECIATION		11,988,993
(PROFIT)/LOSS ON SALE OF FIXED ASSETS		-
(INCREASE)/DECREASE IN STOCK		(133,488,762)
(INCREASE)/DECREASE IN DEBTORS		24,860,199
INCREASE/(DECREASE) IN CREDITORS		<u>180,193,699</u>
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		<u>42,610,007</u>



Analysis Of Cashflows For Headings Netted In The Cashflow Statement

2.1 RETURNS ON INVESTMENT AND SERVICING OF FINANCE	¢'000	¢'000
Interest Received: Current Asset Investment	2,384,735	
Current Account	<u>90,804</u>	2,475,539
Interest Paid Loan		-
		<u>2,475,539</u>
2.2 TAXATION		
Corporation Tax Paid		3,409,062
Deferred Tax		-
		<u>3,409,062</u>
2.3 CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT		
Payment to acquire tangible fixed assets		26,539,968
Expenditure on Project in Progress		3,200,700
		<u>29,740,668</u>
2.4 EQUITY DIVIDEND		
Dividend Paid		6,750,247
2.5 MANAGEMENT OF LIQUID RESOURCES:		
Purchases of Treasury Bills		20,500
Fixed Deposit / Call A/C		6,033,027
		<u>6,053,527</u>
2.6 MANAGEMENT OF LIQUID RESOURCE		
Closing Balance c/fwd		24,167,256
Redeemable Pref. Shares		1,000
Share Premium		0
		<u>24,168,256</u>
Less		
Opening Balance b/fwd		24,167,256
Redeemable Pref. Shares		1,000
Share Premium		0
		<u>0</u>

3. ANALYSIS OF CHANGES IN NET DEBTS	1ST OCT 02 ¢'000	CASHFLOWS ¢'000	OTHERS ¢'000	30TH SEPT. 03 ¢'000
CASH AND BANK BALANCES	5,905,738	6,398,108	-	12,303,846
BANK OVERDRAFT	-958289	(2,766,066)	-	(3,724,355)
INCREASE/(DECREASE) IN CASH		3,632,042		
DEBTS DUE WITHIN ONE YEAR	-	-		-
DEBTS DUE AFTER ONE YEAR	-	(4,500,000)	-	(4,500,000)
CURRENT ASSETS INVESTMENTS:				
TREASURY BILLS	-	-	-	20500
FIXED DEPOSITS /CALL A/C	24,915,812	6,033,027		30,948,839
	<u>29,863,261</u>	<u>5,165,069</u>	<u>-</u>	<u>35,048,830</u>

* CPC LTD includes as Liquid Resources Term Deposits of less than a year and Government Securities.

NOTES TO THE ACCOUNTS
1. ACCOUNTING POLICIES

The significant Accounting Policies adopted by the company and which have been used in preparing these Accounts are as follows: -

a) BASIS OF ACCOUNTING

These Accounts have been prepared under the Historical Cost Convention, as modified by the revaluation of the fixed assets.

b) DEPRECIATION

Depreciation of Fixed Assets is calculated to write off the cost of the Assets on reducing balancing basis. The principal annual rates used are as follows: -

Building and Roadwork	2%
Staff Bungalow and Flats	2%
Plant and Machinery	10%
Motor Vehicle	25%
Office Furniture & Equip.	20%
Bungalow Furniture & Equip.	20%

c) STOCKS
i) RAW/PACKING MATERIALS

These are valued at cost being supplier's invoices plus charges incurred in bringing them to the factory premises.

ii) FINISHED GOODS AND WORK-IN-PROGRESS

Finished Goods and Work-In-Progress are valued at the lower of cost and net realizable value. Cost in this case includes appropriate element of manufacturing overheads.

iii) MISCELLANEOUS/TRADE DEBTORS

These are shown at face value less provision in respect of debts that have proved irrecoverable.

d) TURNOVER

The company's Turnover represents the amount receivable free on board (F.O.B.) for cocoa products exported and local sales of confectionary and semi-finished products, net of V.A.T. and similar taxes

2. STATED CAPITAL

a) The company is registered with 20,000,000,000 ordinary shares of no par value out of which 861,475,000 shares have been issued for ₺24,167,256,000.00 and fully paid.

b) 1 Preference share ("Golden Chocolate Share") of no par value which has been issued for ₺1,000,000.00 and fully paid.

3. MOVEMENT OF FIXED ASSETS

	L'TORY EQUIP.	BUILDING & ROAD WORK	STAFF B'LOW FLATS	PLANT & MACHINERY	MOTOR VEHICLE	OFFICE FURN. & EQUIP.	B'LOW FURN. & EQUIP.	TOTAL
a) COST C'000	C'000	C'000	C'000	C'000	C'000	C'000	C'000	C'000
Cost as at 1/10/2002	1,586,217	26,657,837	315,800	80,130,926	7,519,845	2,143,231	49,423	118,403,279
Additions	19,189	355,373	-	25,300,792	549,166	291,557	23,890	26,539,967
Transfers/Disposals	-	-	-	-	-	-	-	-
Balance as at 30/9/2003	<u>1,605,406</u>	<u>27,013,210</u>	<u>315,800</u>	<u>105,431,718</u>	<u>8,069,011</u>	<u>2,434,788</u>	<u>73,313</u>	<u>144,943,246</u>
b) DEPRECIATION								
Accumulated Depreciation as at 1/10/2002	112,933	345,445	3,114	3,085,100	529,752	89,400	3,385	4,169,129
Adjustment	151,275	38,533	2,256	3,184,887	1,001,538	233,717	7,003	4,619,209
Charge for the year (w 1)	267,920	529,032	6,209	9,157,818	1,622,990	392,964	12,060	11,988,993
Transfers/Disposals	-	-	-	-	-	-	-	-
Balance as at 30/9/2003	<u>532,128</u>	<u>913,010</u>	<u>11,579</u>	<u>15,427,805</u>	<u>3,154,280</u>	<u>716,081</u>	<u>22,448</u>	<u>20,777,331</u>
NET BOOK VALUE AT 30/9/2003	<u>1,073,278</u>	<u>26,100,200</u>	<u>304,221</u>	<u>90,003,913</u>	<u>4,914,731</u>	<u>1,718,707</u>	<u>50,865</u>	<u>124,165,915</u>
NET BOOK VALUE AT 30/9/2002	<u>1,473,283</u>	<u>26,312,392</u>	<u>312,686</u>	<u>77,045,826</u>	<u>6,990,093</u>	<u>2,053,831</u>	<u>46,038</u>	<u>114,234,149</u>

**4. STOCKS**

	2003 ¢' 000	2002 ¢' 000
Raw Materials - Cocoa	72,500,394	1,111,384
Raw Materials - Confectionery	5,583,552	1,051,725
Packing Materials - Cocoa	5,891,492	3,587,859
Packing Materials - Confectionery	30,556,746	16,934,105
Technical Store Parts	36,999,692	21,742,769
Fuel and Lubricants	907,587	807,200
Stationery	243,440	589,433
Canteen	19,314	129,682
General Goods	386,263	173,628
Finished Goods - Cocoa	70,943,062	43,724,220
Finished Goods - Confectionery	2,181,514	3,236,554
Work-in-Progress - Cocoa	2,747,435	2,373,315
Work-in-Progress - Confectionery	335,383	345,238
	<u>229,295,874</u>	<u>95,807,112</u>

**5. ACCOUNTS RECEIVABLE
AND PREPAYMENT**

Trade Debtors	44,401,659	23,961,304
Sundry Debtors	1,130,658	1,057,812
Staff Debtors	5,965,929	5,085,328
Prepayment	3,424,287	32,638,845
Import & Deposits (Letters of Credit)	16,510,066	19,850,330
	<u>71,432,599</u>	<u>82,593,619</u>

6. SHORT/MEDIUM TERM INVESTMENT

Fixed Deposit - NIB	1,627,391	1,371,854
Fixed Deposit - Ecobank	3,918,037	3,238,113
Fixed Deposit - Merchant Bank	984,374	818,768
Fixed Deposit - Prudential Bank	3,507,490	2,881,107
Fixed Deposit - Prudential USD	20,911,547	16,605,970
91 - Day Treasury Bills	20,500	-
	<u>30,969,339</u>	<u>24,915,812</u>

7. CASH AND BANK BALANCES

	2003	2002
	¢'000	¢'000
GCB Industrial Area A/C No. 1	89,080	38,816
NIB - Local	47,189	42,563
Ecobank Ghana Ltd	13,507	646,200
Standard Chartered Bank	-	59
NIB -Call A/C	-	3,137
ADB	108,236	72,709
Barclays Bank - Tema	(363,434)	11,800
Prudential Bank - Kumasi	202,027	227,751
Ecobank Welfare Fund	145,511	169,714
Prudential Bank Call A/c	-	2,000,000
ADB - Management Fund A/C (Savings)	-	37,316
Prudential Bank - Tema	(3,360,748)	(958,289)
Ghana International Bank	4,041,569	-
Prudential Bank - Edif Account	<u>3,864,045</u>	<u>-</u>
	4,786,982	2,291,776

**FOREIGN CURRENT ACCOUNTS
CONVERTED INTO CEDIS**

NIB - US Dollars	-	11,241	
NIB - Pound Sterling	-	378	
Ecobank - Foreign	2,931,812	68,244	
Ecobank - Call A/C	808,968	2,011,122	
Ecobank Forex Account	16,691	390,027	
Prudential Bank Forex Account	<u>7,394</u>	<u>141,568</u>	
	3,764,865	2,622,580	

CASH BALANCES

Cash -In- Hand	23,191	15,502	
Petty Cash	4,626	3,394	
Cash -In- Hand (Foreign Currencies)	<u>(173)</u>	<u>14,197</u>	
	27,644	33,093	
	<u>8,579,491</u>	<u>4,947,449</u>	

8. ACCOUNTS PAYABLE

Endowment Fund	(5,000)	(54,296)
Trade Creditors	300,045,714	138,478,955
Sundry Creditors	14,860,930	17,397,991
Accruals	<u>120,604</u>	<u>108,354</u>
	<u>315,022,248</u>	<u>155,931,004</u>

9. TAXATION

YEAR OF ASSESSMENT	TAX CHARGED ¢'000	TAX PAID ¢'000	TAX OUTSTANDING ¢'000
Balance up to 2 0 0 2			2,665,073
2 0 0 3	909,741	(3,409,062)	(2,499,321) <u>165,752</u>

10. CAPITAL SURPLUS (¢82,376,059)

This represents net Revaluation Gain brought about as a result of Revaluation of Fixed Asset by Messrs. Valuation and Investment Associates. The basis of this valuation is the Open Market Value for the existing assets.

11. TURNOVER

	2003 ¢'000	2002 ¢'000
Cocoa Butter	118,543,029	75,548,919
Cocoa Liquor	142,735,408	109,127,221
Alkalised/Natural Cocoa Powder	22,033,737	18,507,928
Confectionery	27,006,427	21,537,799
Cocoa Cake	34,190,643	24,994,521
	<u>344,509,244</u>	<u>249,716,388</u>

12. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	2003 ¢'000	2002 ¢'000
Directors Fees & Allowance	304,008	96,963
Salaries & Wages	8,499,973	4,889,564
Travelling & Transport	587,821	459,360
Printing & Stationery	484,685	371,192
Insurance	180,082	331,275
Repairs & Maintenance	654,350	541,847
Rent & Rates	368,694	321,933
Publication & Periodicals	54,590	58,899
Postage Telephone & Telex	778,886	528,377
Subscriptions & Donations	89,745	327,684
Bank Charges & Interest	2,770,129	1,844,203
Training & Scholarships	635,343	319,798
Depreciation - Office Furniture & Equip.	392,964	180,366
- Bungalow Furn. & Equip.	12,060	22,905
- Bungalow Building	6,209	4,232
Trade Promotion & Advertisement	456,562	825,614
Audit Fees	18,000	18,000
Audit Expenses	8,000	6,000
Electricity Charges	47,803	22,955
Medical Expenses	1,192,637	912,484
Death Benefits	50,778	33,688
Incentive Awards	402,253	74,529
Registration	17,205	78,332
Handling Charges & Export	1,641,065	1,317,456
Computer Expenses	344,624	338,190
Research & Development	113,573	183,210
Consultancy Fees	132,385	300
Trade Fair Exhibition Expenses	185,612	511,118
Hotel/Entertainment Expenses	1,361,669	1,167,143
Consumables	-	1,590
Sports & Games	4,780	15,954
12.5% Vat on Audit Fees	2,250	2,250
Sundry Expenses	46,637	22,636
Safety Equipment & Security	42,232	123,611
Water Charges	15,407	10,663
Stock Exchange Exp.	2,851	170,732
National Reconstruction Levy	252,629	75,000
	<u>22,158,491</u>	<u>16,210,053</u>

**MANUFACTURING, TRADING, PROFIT AND LOSS ACCOUNTS
FOR THE YEAR ENDED 30TH SEPTEMBER 2003**

MANUFACTURING	NOTES	COCOA ¢'000	CONFECTIONERY ¢'000	TOTAL ¢'000
Stocks of Raw Materials at 1/10/2002		1,111,384	1,051,725	2,163,109
Purchases during the year		<u>406,660,841</u>	<u>7,923,457</u>	<u>414,584,298</u>
		407,772,225	8,975,182	416,747,407
Less: Raw Materials at 30/9/03		<u>72,500,394</u>	<u>5,583,552</u>	<u>78,083,946</u>
COST OF RAW MATERIALS CONSUMED		335,271,831	3,391,630	338,663,461
Add: Direct Manufacturing Expenses		9,488,885	9,151,260	18,640,145
Indirect Manufacturing Expenses		<u>25,153,275</u>	<u>7,689,723</u>	<u>32,842,998</u>
COST OF GOODS PRODUCED		369,913,991	20,232,613	390,146,604
Add: Finished Goods Stock at 1/10/2002		<u>46,097,536</u>	<u>3,581,792</u>	<u>49,679,328</u>
		416,011,527	23,814,405	439,825,932
Less: Closing Stock of Finished Goods at 30/9/03		<u>73,690,497</u>	<u>2,516,897</u>	<u>76,207,394</u>
COST OF GOODS SOLD		<u>342,321,030</u>	<u>21,297,508</u>	<u>363,618,538</u>

TRADING RESULTS

TURNOVER	11	317,502,817	27,006,427	344,509,244
Less: COST OF GOODS SOLD		<u>342,321,030</u>	<u>21,297,508</u>	<u>363,618,538</u>
GROSS PROFIT/(LOSS)		(24,818,213)	5,708,919	(19,109,294)
Less: Selling, General & Administrative Exp.	12	<u>16,618,869</u>	<u>5,539,622</u>	<u>22,158,491</u>
NET OPERATING PROFIT/(LOSS)		(41,437,082)	169,297	(41,267,785)
Add: Other Income		242,747	80,916	323,663
Investment Income		1,788,551	596,184	2,384,735
Interest Receivable		68,103	22,701	90,804
Exchange Gain		<u>26,252,301</u>	<u>8,750,767</u>	<u>35,003,068</u>
NET PROFIT/(LOSS) BEFORE TAXATION		<u>(13,085,380)</u>	<u>9,619,865</u>	<u>(3,465,515)</u>

SHAREHOLDING DISTRIBUTION

CATEGORY OF HOLDINGS	NO. OF SHARE HOLDERS	TOTAL HOLDING	PERCENTAGE HOLDING
1 - 1,000	36,775	19,050,297	2.21
1,001 - 5,000	14,979	33,063,483	3.84
5,001 - 10,000	1,054	8,112,984	0.94
Over 10,000	576	801,248,236	93.01
Totals	53,384	861,475,000	100.00

DIRECTORS' SHAREHOLDING

	NAME OF DIRECTOR	NO. OF SHARES
1.	Ms Cecilia Abena Dapaah	15,000
2.	Hon. Osei Kyei-Mensah-Bonsu, MP	19,000
3.	Mr Kwame Sarpong	16,000
4.	Mr Hayford A.K. Fiamor	15,000
5.	Mr John Amo Bediako	15,000
6.	Mr Kassim Yahya	15,000
7.	Mr David Coleman	15,000
8.	Hon. Stephen K. Balado Manu, MP	15,000
9.	Mr Ignatius Rockson Asare	15,000
10.	Mr Paul Kwame Awua	15,000
	Total	155,000

TWENTY LARGEST SHAREHOLDERS

SHAREHOLDER	NO. OF SHARES	PERCENTAGE
1. Government of Ghana	516,885,000	60.00
2. SSNIT	206,754,000	24.00
3. NTHC Limited	17,225,000	1.99
4. Ashanti Goldfields Co. Ltd Employees	3,200,000	0.37
5. State Insurance Company	2,336,000	0.27
6. Agricultural Development Bank	1,600,000	0.19
7. Ghana Reinsurance	1,600,000	0.19
8. Donewell Insurance Co. Ltd	1,120,000	0.13
9. Donewell Insurance Co. Ltd	800,000	0.09
10. Boohene Edward Henaku	800,000	0.09
11. Insurance Compensation Fund	480,000	0.06
12. Addo Violet	480,000	0.06
13. ESL Pioneer Food Cannery Staff PF	336,000	0.04
14. ESL GAFCO Ltd	336,000	0.04
15. ESL Fan Milk Ltd	336,000	0.04
16. National Investment Bank Ltd	320,000	0.04
17. Ghana Union Assurance	320,000	0.04
18. ESL Coca Cola Bottling Co. Ltd	288,000	0.03
19. Boachie-Adjie Hilda	262,400	0.03
20. ESL Mobil Oil Ghana Ltd PF	256,000	0.03
Totals	755,734,400	87.73

FORM OF PROXY

I/We

.....
(Block Capitals Please)

of.....

..... being member/members of Cocoa Processing Company Limited hereby appoint

*
(insert full name)

of

Or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us at the Annual General Meeting to be held at the National Theatre, Liberia Road, Accra on Friday, 20th August 2004 at 10.00 am and at every adjournment thereof.

Please indicate with an X in the spaces below how you wish your votes to be cast.

RESOLUTION	FOR	AGAINST
1. To receive the accounts		
2. To Increase the number of Directors from ten to twelve pursuant to section 84 of the Company's Regulations.		
3. To elect a SSNIT Representative as a Director		
4. To re elect Cecilia Abena Dapaah as a Director		
5. To re elect Kassim Yahya as a Director		
6. To re elect David Coleman as a Director		
7. To authorise the Directors to fix the remuneration of the Auditors.		

Signed this day of2004

Shareholder's Signature

THIS PROXY FORM SHOULD NOT BE SENT TO THE REGISTRAR IF THE MEMBER WILL BE ATTENDING THE MEETING

NOTES:

1. A member (Shareholder) who is unable to attend the Annual General Meeting is allowed by law to vote by proxy. The above proxy form has been prepared to enable you exercise your vote if you cannot personally attend.
2. 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.
3. In the case of joint holders, each holder should sign.
4. If executed by a corporation, the proxy form should bear its common seal or be signed on its behalf by a Director.
5. Please sign the above proxy form and post it so as to reach the address shown overleaf not later than 48 hours.
6. The proxy must produce the Admission Card sent with the notice of the meeting to obtain entrance to the meeting.



SECOND FOLD

**THE REGISTRAR
COCOA PROCESSING
COMPANY LIMITED
C/O NTHC LTD,
MARTCO HOUSE
NO. D542/4
OKAI MENSAN LINK
ADABRAKA
P. O. BOX 9563
AIRPORT-ACCRA**

THIRD FOLD HERE

FIRST FOLD HERE

Notes



Notes





Cocoa Processing Company Ltd.

Head Office:

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