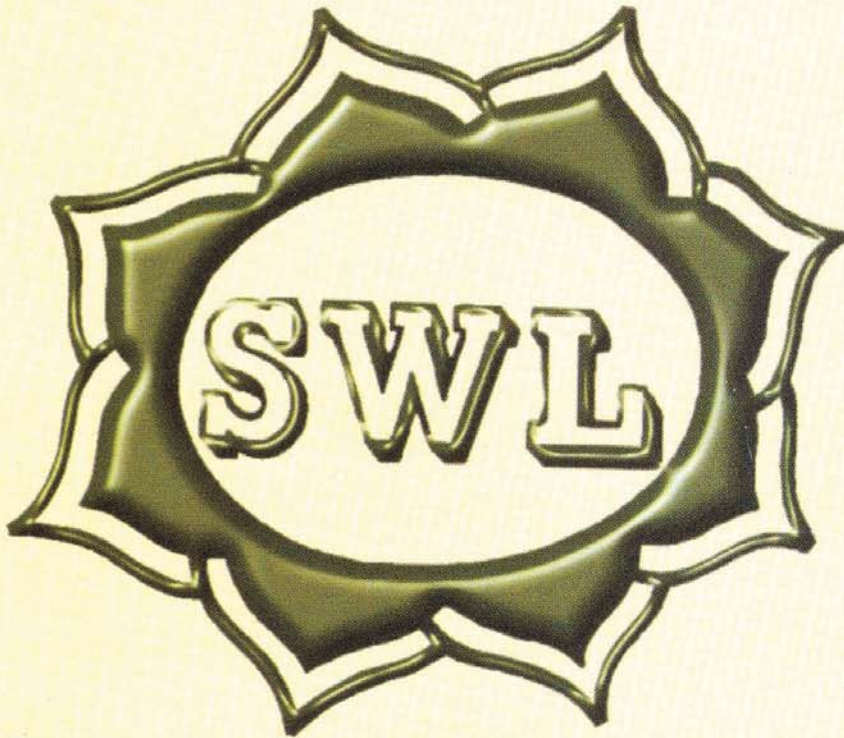


D R I L 1

SAM-WOODE LTD.

Educational Publishers



Annual Report & Financial Statements 2005

SAM-WOODE LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **SAM-WOODE LIMITED** will be held at the GNAT Hall, Accra on 25th May 2006 at 10:00 prompt in order to transact the ordinary business of an Annual General Meeting of the Company.

AGENDA

1. To receive and adopt the Financial Statements of the Company for the year ended 31st December 2005 together with the reports of the Directors and Auditors thereon.
2. To declare a Final Dividend for the year ended 31st December 2005.
3. To re-elect Directors retiring by rotation.
4. To approve directors fees.
5. To authorize the Directors to fix the remuneration of the Auditors.

Dated this 20th day of April 2006.

BY ORDER OF THE BOARD

**OJB LEGAL CONSULTANCY
(COMPANY SECRETARY)**

NOTE: A member 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 attached. All proxy forms should be completed and deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

DIRECTORS, OFFICIALS AND REGISTERED OFFICE

DIRECTORS

Kwesi Sam-Woode	-	Executive Chairman.
Richard Kobina Oguuah	-	Executive Director.
Jacob Kwame Kholi	-	Director, Representing Enterprise Fund.
Nana Erhuma Kpanyinli VI	-	Director, Representing Ghana Cocoa, Coffee and Shea Nut Farmers Association.
Collins Sam Acquah	-	Director, Representing Teachers' Fund.
Ransford Emmanuel Nii Armah Okine	-	Director, Representing NTHC Ltd.
Ms Ekua Essawa Woode	-	Director.

SECRETARY

OJB Legal Consultancy,
P. O. KN 1919,
Accra

REGISTERED OFFICE

Hse No.1 Adole Abla Link,
Sahara-Dansoman, Accra.

AUDITORS

Jacob Arthur and Partners,
(Chartered Accountants),
35 Ring Road Central,
P. O. Box DS 1450,
Dansoman - Accra.

REGISTRARS

NTHC Limited,
Martco House,
P. O. Box KIA 9563,
Accra.

BANKERS

Standard Chartered Bank Ltd., Dansoman-Accra.
International Commercial Bank, Ring Road Central, Accra.
Agricultural Development Bank, Dansoman-Accra.

CHAIRMAN'S REPORT

Introduction

On behalf of my colleagues on the Board and on my own behalf, I warmly welcome you all distinguished shareholders with great pleasure to the fourth Annual General Meeting (AGM) of your Company since its listing on the Ghana Stock Exchange. May I also take this opportunity to acknowledge the presence of the officials of the Securities and Exchange Commission, Ghana Stock Exchange and Ladies and gentlemen of the media to this year's AGM of SWL. It is with great pleasure that I present to you the affairs of your company for the year ended 31st December 2005. The year 2005 was challenging but exciting for your Company.

Developments in the Book Industry

The Government's commitment to the programme commenced in 2003 under which textbooks for primary and junior secondary schools were to be developed by Ghanaian publishers resulted in a competitive tender and your company won a total contract with the Ministry of Education worth US\$3,373,789.50 (three million and three hundred and seventy three thousand and seven hundred and eighty nine United States Dollars and fifty cents). The contract covered Mathematics, Science, Agriculture, Social Studies, Religious and Moral Education at the JSS level and Integrated Science at the primary school level.

Inputs for book printing still attracted import duty and VAT for the year 2005 but imported books were exempt from these imports. However an amendment to the VAT Law (Act 546) now zero-rates locally produced text books and exercise books. It also provides for refund of excess input tax credit to printers of textbooks and exercise books. This is welcome news for publishers and printers in Ghana.

Business Operations during the year

Your Company worked hard to execute the contract it won with the Ministry of Education. The order involved distributing about 2,679,575 books to almost all the 138 districts in the country. It was challenging but your Company has managed to successfully complete it and is looking forward to any future orders/contracts.

The year 2005 was not very good for your company in the area of reprinting our old titles for sale. Just as in the previous two years, all available funds and resources continued to be channelled to the FCUBE project. With the successful completion of

the Ministry of Education's order, the Company has put in place measures to ensure that it has sufficient reprints for 2006.

Operating Results for the year 2005

The Company during the year under review posted a turnover of ₦18,207,271,792 representing 946% increase over previous year's turnover of ₦1,740,996,556. Gross margin registered for 2005 was 29%.

Due to increased borrowing to meet the increased cash flow requirements to complete the contract with the Ministry of Education, interest expenses increased from a little over ₦79.5million in 2004 to a little over ₦165.4 million in 2005.

The company reversed the loss trend of the last two years by registering a profit after tax of ₦1,579,871,248 compared to the loss of ₦604,453,567 in 2004. The increase is over 361%. The tax charge for 2005 is ₦563,826,177 up from the ₦3,339,600 in 2004.

This impressive performance is the culmination of the efforts of the last three years. It has been a difficult but worthwhile journey since it is said that the end justifies the means.

Consequently, the negative balance on the income surplus account of ₦548,694,167 in 2004 has improved to positive ₦1,579,871,248 in 2005 before accounting for proposed dividends. Earnings per share improved from negative (₦27.69) in 2004 to a positive figure of ₦72.38 in 2005.

It is pleasing to report that shareholder value has increased from ₦1,661,206,199 in 2004 to ₦2,485,238,553 in 2005.

Dividends

It is Management's priority to work to ensure that shareholders see good returns on their investment in the Company. Given the impressive performance of 2005, the Directors recommend to shareholders to approve dividends of ₦35 per share totalling ₦763,981,225. This represents approximately 48% of the profit for the year.

Outlook for 2006

Management has strategized to ensure that it has adequate stocks of our back list titles for sale during the year.

Also, based on the agreement with the Ministry of Education, the Company will ensure that it has sufficient copies of the books supplied under the contract for sale to the general public and the private schools. It is expected that some of the private schools that were not covered under the first phase will come under subsequent phases.

It is also expected that the Ministry of Education subject to the availability of funds will proceed with the other aspects of the FCUBE programme to further open up opportunities for your Company.

Directors

In accordance with the Regulations of the Company, the following directors, Mr. Ransford Emmanuel Nii Armah Okine and Mr. Richard Kobina Oguuah retire from the membership of the Board and being eligible offer themselves for re-election.

Gratitude

May I take this opportunity on behalf of shareholders, the Board of Directors and on my own behalf, to register our appreciation to the management and staff of your Company for the sacrifices and commitment to duty exhibited during the very difficult times of our FCUBE project. I also wish to acknowledge the efforts of our Bankers and other financiers (particularly ICB, ADB, NTHC Ltd and NDK) for the tremendous support and financial assistance offered us during the year. We thank them for the confidence reposed in us

We look forward to the future with much confidence and hope.

God bless you all



.....
Kwesi Sam-Woode

CHAIRMAN

SUMMARY OF AUDIT SUB-COMMITTEE REPORT TO SHAREHOLDERS

The Audit Sub-Committee met eight times (including four special meetings) during the period under review. Two meetings were held in each of the months of January, April, July and October. Additionally in January 2006 the Sub-Committee met to consider the Management Accounts for the year ended 31 December 2005, not only to pave the way for auditing by the Company's External Auditors, but also propose a date for the AGM, for the Board's consideration. The Executive Chairman, Accountant and the Marketing Manager of the Company were in attendance at the meetings.

Issues that were tackled include the following:

- The Fourth Quarter and Full Year Management Accounts for the year ended December 31, 2004, audit of the Accounts by the External Auditors, the 2005 Budget for the company, an Accounting Manual and Internal Control Manual the Company had commissioned a professional accountant and financial consultant to prepare for it, and preparations for the 2005 Annual General Meeting.

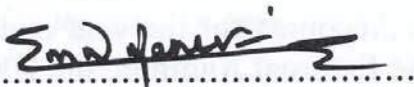
The Sub-Committee discussed conditions attached to the award of a total of US \$3,373,789.50 by the Ministry of Education and Sports (MOES) in respect of six lots of tenders won by the company, for the supply of Textbooks and Teachers' Guides for Junior Secondary (JSS) and Primary Schools.

- In the course of deliberations strategies were formulated towards securing the required 60% Advance payment Guarantee Bond and the 10% Performance Guarantee Bond required of the Company, by the MOES. This requirement, no doubt, was a test to ascertain the capability of SWL, and indeed other winners of the tenders, to deliver without question. The Audit Sub-Committee, and indeed the entire Board of the company realized that a successful performance of the contract was very crucial, not only to the company's turnaround but also to its continued profitable operations.
- The Audit Sub-Committee also strategized the distribution of the books to the various District Education Offices throughout the country, upon their arrival at the Tema port. This activity was an essential part of the MOES agreement.
- The Audited Accounts for the year ended December 31, 2004 were discussed

and necessary corrections made before recommending it for the consideration of the Board. The preparation of a budget for the year 2006, together with a 3-year strategic plan (2006 -2008) was also deliberated on.

- Consideration of the 2005 Management Accounts was also done and a dividend proposed for SWL Board's consideration.

The company duly met the reporting requirements of the Securities and Exchange Commission (SEC) by disclosing all its activities, for the period under review.



.....
R.E.N.A OKINE

CHAIRMAN (Non-Executive Director)

REPORT OF THE DIRECTORS
YEAR ENDED 31ST DECEMBER 2005

The Directors have the pleasure in submitting the financial statements of the Company for the year ended 31st December 2005, and report thereon as follows:

1. **RESULTS**

The Profit for the year after taxation amounted to ¢1,579,871,248 (2004-Loss of ¢604,453,567).

2. **DIVIDENDS**

The Directors recommend the payment of a dividend of ¢35.00 per share for the year under review (2004: NIL). The Directors consider the state of the affairs of the Company to be satisfactory.

3. **INCOME SURPLUS ACCOUNT**

	<u>2005</u>	<u>2004</u>
	¢	¢
The balance brought forward on Income Surplus Account at 1 st January 2005 was	(548,694,167)	55,759,400
To which must be added Prior Year Adjustment of	<u>8,142,331</u>	-
Restated Balance at 1 st January 2005	(540,551,836)	55,759,400
To which must be added Profit for the year	1,579,871,248	(604,453,567)
Proposed Dividends at ¢35.00 per share	<u>(763,981,225)</u>	-
Leaving Balance Carried Forward of	<u>275,338,187</u>	<u>(548,694,167)</u>
 Earnings Per Share	 72.38	 (27.69)

4. **AUDITORS**

Messrs Jacob Arthur and Partners have indicated their willingness to continue in office.

FOR AND ON BEHALF OF THE BOARD

JM Work
.....)

Sam Woode
.....)

Dated 28th March 2006.....

**REPORT OF THE AUDITORS TO THE MEMBERS OF
SAM-WOODE LIMITED**

We have audited the financial statements on pages 7 to 17, which have been prepared in accordance with Ghana Accounting Standards. We have obtained all the information and explanations we required.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

These financial statements are the responsibility of the company's directors. Our responsibility is to express an independent opinion on these financial statements based on our audit.

BASIS OF OPINION

We conducted our audit in accordance with International Standards on Auditing. These standards require that we plan and perform our audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion proper books have been kept and the financial statements, which are in agreement therewith, comply with the Companies Code, 1963 and give a true and fair view of the financial position of the company at 31st December 2005 and of the results of its operations and cash flows for the year then ended.



**JACOB ARTHUR AND PARTNERS
(CHARTERED ACCOUNTANTS)
POLYGRAM HOUSE,
RING ROAD CENTRAL,
ACCRA.
2006.**

**TRADING AND PROFIT AND LOSS ACCOUNT FOR
THE YEAR ENDED 31ST DECEMBER 2005**

	<u>NOTES</u>	<u>2005</u> €	<u>2004</u> €
TURNOVER	1	18,207,271,792	1,740,996,556
COST OF SALES		<u>13,008,152,897</u>	<u>996,853,042</u>
GROSS PROFIT		5,199,118,895	744,143,514
OTHER INCOME		<u>506,228,242</u>	<u>224,332,112</u>
		5,705,347,137	968,475,626
<u>GENERAL, SELLING AND ADMINISTRATIVE EXPENSES</u>	2	<u>(3,363,531,289)</u>	<u>(1,490,006,026)</u>
PROFIT/(LOSS) BEFORE INTEREST AND TAXATION		2,341,815,848	(521,530,400)
INTEREST EXPENSES		<u>(165,473,285)</u>	<u>(79,583,567)</u>
PROFIT/(LOSS) BEFORE TAXATION		2,176,342,563	(601,113,967)
NATIONAL RECONSTRUCTION LEVY		(32,645,138)	-
TAXATION	10	<u>(563,826,177)</u>	<u>(3,339,600)</u>
PROFIT/(LOSS) AFTER TAXATION TRANSFERRED TO INCOME SURPLUS ACCOUNT		<u>1,579,871,248</u>	<u>(604,453,567)</u>

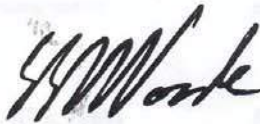
**INCOME SURPLUS ACCOUNT FOR THE
YEAR ENDED 31ST DECEMBER 2005**

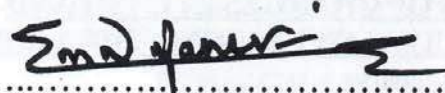
	<u>2005</u> €	<u>2004</u> €
Balance at 1 st January	(548,694,167)	55,759,400
Prior Year Adjustment	<u>8,142,331</u>	-
Restated Balance	(540,551,836)	55,759,400
Profit/(Loss) For The Year	1,579,871,248	(604,453,567)
Proposed Dividends @ € 35.00 per share	<u>(763,981,225)</u>	-
Balance at 31 st December	<u>275,338,187</u>	<u>(548,694,167)</u>
Earnings Per Share	72.38	(27.69)

The Notes on pages 16 to 22 form an integral part of these Accounts.

BALANCE SHEET
AS AT 31ST DECEMBER 2005

<u>EMPLOYMENT OF CAPITAL</u>	<u>NOTES</u>	<u>2005</u>	<u>2004</u>
		£	£
FIXED ASSETS	13	926,648,273	502,797,525
LONG TERM INVESTMENT	3	<u>100,000,000</u>	<u>100,000,000</u>
		1,026,648,273	602,797,525
 			<u><u>919,373,796</u></u>
TEXT BOOKS DEVELOPMENT COST	4	-	919,373,796
 			<u><u>919,373,796</u></u>
<u>CURRENT ASSETS</u>			
Stocks	5	8,689,415,620	1,792,073,641
Debtors and Prepayments	6	7,936,579,274	787,694,291
Cash and Bank Balances	7	387,273,531	2,105,240
Taxation	10	-	<u>79,821,834</u>
		<u>17,013,268,425</u>	<u>2,661,695,006</u>
 			<u><u>2,661,695,006</u></u>
<u>CURRENT LIABILITIES</u>			
Creditors	8	13,474,483,162	1,185,401,803
Taxation	12	311,660,781	-
Obligations under Finance Lease	9	67,342,818	118,991,647
Bank Overdraft		526,209,192	534,688,407
Short Term Loan		<u>1,174,982,192</u>	<u>616,235,453</u>
		<u>15,554,678,145</u>	<u>2,455,317,310</u>
 			<u><u>2,455,317,310</u></u>
<u>NET CURRENT ASSETS</u>		1,458,590,280	206,377,696
<u>LONG TERM LIABILITIES</u>			
Obligations under Finance Lease	12	-	<u>(67,342,818)</u>
<u>NET ASSETS</u>		<u>2,485,238,553</u>	<u>1,661,206,199</u>
 			<u><u>1,661,206,199</u></u>
<u>CAPITAL EMPLOYED</u>			
Stated Capital	11	2,209,900,366	2,209,900,366
Income Surplus Account		<u>275,338,187</u>	<u>(548,694,167)</u>
		<u>2,485,238,553</u>	<u>1,661,206,199</u>
 			<u><u>1,661,206,199</u></u>



DIRECTOR


DIRECTOR
DATE: 28th March, 2006

The Notes on pages 16 to 22 form an integral part of these Accounts.

CASH FLOW STATEMENT FOR THE YEAR
ENDED 31ST DECEMBER 2005

	<u>2005</u>	<u>2004</u>
	€	€
<u>OPERATING ACTIVITIES</u>		
Operating (Loss)/Profit before Investment Returns and Servicing of Finance	2,139,991,238	(374,117,081)
Depreciation	186,140,055	149,416,447
Gain on Sale of Fixed Assets	(13,000,000)	(55,000,000)
Prior year Adjustment	8,142,331	-
Books Development	919,373,796	(390,725,034)
Obligations under Finance Lease	(118,991,647)	118,530,740
Stocks	(6,897,341,979)	(241,953,772)
Debtors and Prepayments	(7,148,884,983)	140,762,521
Creditors and Accrued Charges	<u>11,525,100,134</u>	<u>536,007,529</u>
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	600,528,945	(117,078,650)
<u>INVESTMENT RETURNS AND SERVICING OF FINANCE</u>		
Interest Paid	(165,473,285)	(79,583,567)
Interest Received	281,762,794	45,424
Dividends Received	49,887,000	33,396,000
Royalties Paid	(114,804,244)	(165,003,560)
Finance Charges on Machinery Leased	(15,020,940)	(15,851,183)
<u>TAXATION</u>		
Tax Paid	(204,988,700)	(65,000,000)
<u>INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets	(609,990,803)	(311,266,500)
Proceeds from Sale of Fixed Assets	13,000,000	235,000,000
<u>FINANCING ACTIVITIES</u>		
Short Term Loan Received	<u>558,746,739</u>	<u>616,235,453</u>
	<u>393,647,506</u>	<u>130,893,417</u>
<u>ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENT DURING THE YEAR</u>		
Balance 1 st January	(532,583,167)	(663,476,584)
Net Cash Inflow	<u>393,647,506</u>	<u>130,893,417</u>
Balance 31 st December	<u>(138,935,661)</u>	<u>(532,583,167)</u>

**ANALYSIS OF THE BALANCE OF CASH
AND CASH EQUIVALENTS AS SHOWN IN
THE BALANCE SHEET**

	<u>2005</u>	<u>2004</u>
	€	€
Cash and Bank Balances	387,273,531	2,105,240
Bank Overdrafts	<u>(526,209,192)</u>	<u>(534,688,407)</u>
	<u>(138,935,661)</u>	<u>(532,583,167)</u>

NOTES FORMING PART OF THE ACCOUNTS
31ST DECEMBER 2005

1. **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

a) **GENERAL:** The accounts have been prepared on the historical cost convention as modified by the revaluation of Assets and Long Term Investment.

b) **DEPRECIATION:** Depreciation is provided on a straight line basis at rates calculated to write off the cost of revalued amount of each Fixed Asset over its estimated useful life. The annual rates generally in use are:-

i)	Motor Vehicles	25%
ii)	Plant and Machinery	10%
iii)	Office Equipment	20%
iv)	Furniture and Fittings	10%
v)	Literary Property Copyright	10%
vi)	Literary Books	50%
vii)	Loose Tools	50%

c) **STOCKS:** Stocks are valued at lower of cost and net realizable value. Cost represents the landed cost of raw materials and consumables plus a percentage of direct labour costs and overheads for work-in-progress and finished goods.

d) **FOREIGN CURRENCIES**
 Transactions denominated in foreign currencies are translated into Cedis and recorded at the rates of exchange ruling at the dates of the transactions.
 Balances denominated in foreign currencies are translated into Cedis at exchange rates ruling on the balance sheet date.

e) **TURNOVER**
 Turnover represents the value of goods invoiced to customers during the period less discounts, returns and other allowances.

f) **EARNINGS PER SHARE**
 This is based on 21,828,035 (2004- 21,828,035) Shares in issue at the end of the year.

g) **TEXT BOOKS DEVELOPMENT COST**
 This represents cost of developing new text books to be amortised over the first 20,000 copies of each title sold or 4years which ever occurs earlier.

	<u>2005</u>	<u>2004</u>
	€	€
2. <u>TRADING PROFIT</u>		
This is stated after charging the following:		
Auditors' Fees	45,000,000	35,000,000
Depreciation	136,597,030	149,416,447
Directors' Remuneration	564,039,367	224,682,332
Donations	<u>21,774,000</u>	<u>250,000</u>
3. <u>LONG TERM INVESTMENT</u>		
1,380,000 Shares held in Afram Publication Limited	<u>100,000,000</u>	<u>100,000,000</u>
4. <u>TEXT BOOKS DEVELOPMENT COST</u>	-	919,373,796
Cost of development of new text books the benefits of which are expected in the future.	<u> </u>	<u> </u>
5. <u>STOCKS</u>		
Raw Material	48,085,500	21,977,500
Work-in-Progress	141,872,600	154,524,130
SWL Finished Goods	<u>8,499,457,520</u>	<u>1,615,572,011</u>
	<u>8,689,415,620</u>	<u>1,792,073,641</u>
6. <u>DEBTORS & PREPAYMENTS</u>		
Trade Debtors	7,219,347,969	462,707,512
Sundry Debtors	316,769,966	108,826,936
Staff Debtors	2,740,000	5,710,000
Prepayment	145,619,996	18,536,000
Security Deposit	76,687,500	23,500,000
Royalty Advances	<u>175,413,843</u>	<u>168,413,843</u>
	<u>7,936,579,274</u>	<u>787,694,291</u>

	<u>2005</u>	<u>2004</u>
7. CASH AND BANK BALANCES	¢	¢
Standard Chartered Bank Limited	1,010,944	268,748
Call Account	182,514,565	-
International Commercial Bank Limited	200,589,623	-
Cash on Hand	3,158,399	410,331
Agricultural Development Bank	-	<u>1,426,161</u>
	<u>387,273,531</u>	<u>2,105,240</u>
8. CREDITORS		
Dividends Payable	763,981,225	-
Trade Creditors	1,484,412,624	278,407,550
Sundry Creditors	317,313,378	214,778,573
Royalties Payable	1,786,242,128	398,785,444
Accruals	499,096,441	181,236,936
Directors Account	76,100,000	38,803,500
Clients Deposits	<u>8,547,337,366</u>	<u>73,389,800</u>
	<u>13,474,483,162</u>	<u>1,185,401,803</u>
9. BANK OVERDRAFT	526,209,192	<u>534,688,407</u>

The Company has an overdraft facility of ¢1,000,000,000 with its Bankers. The facility expires on 30th April 2006, and it is secured by surety mortgage over commercial property at Dansoman and personal guarantee of the Executive Director, Mr. Kwesi Sam-Woode.

10. TAXATION ACCOUNT

	<u>Balance B/F</u>	<u>Payments in</u>	<u>Charge for</u>	<u>Balance C/F</u>
	¢	the Year	the Year	¢
		¢	¢	
Income Tax				
Up to 2002	85,119,441	-	-	85,119,441
2003	(123,281,250)	-	-	(123,281,250)
2004	(45,000,000)	-	-	(45,000,000)
2005	-	(200,000,000)	558,837,477	358,837,477
National Recons. Levy	-	-	32,645,138	32,645,138
Dividend Tax	<u>3,339,975</u>	<u>(4,988,700)</u>	<u>4,988,700</u>	<u>3,339,975</u>
	<u>(79,821,834)</u>	<u>(204,988,700)</u>	<u>596,471,315</u>	<u>311,660,781</u>

	<u>2005</u>	<u>2004</u>
	<u>Number</u>	<u>Number</u>
11. <u>STATED CAPITAL</u>		
<u>AUTHORISED</u>		
Ordinary Shares of no par value	100,000,000	100,000,000
Preference Shares	<u>50,000,000</u>	<u>50,000,000</u>
	<u>150,000,000</u>	<u>150,000,000</u>

<u>ISSUED</u>	<u>2005</u>		<u>2004</u>	
	<u>NUMBER</u>	<u>€</u>	<u>NUMBER</u>	<u>€</u>
Ordinary Shares of no par value	<u>21,828,035</u>	<u>2,209,900,366</u>	<u>21,828,035</u>	<u>2,209,900,366</u>
	<u>21,828,035</u>	<u>2,209,900,366</u>	<u>21,828,035</u>	<u>2,209,900,366</u>

There is no outstanding liability on any share and also there are no treasury shares.

	<u>2005</u>	<u>2004</u>
	<u>€</u>	<u>€</u>
12. <u>OBLIGATIONS UNDER FINANCE LEASE</u>		
Due within 1 year	<u>67,342,818</u>	<u>118,991,647</u>
Due after 1 year	<u>-</u>	<u>67,342,818</u>

13. MOVEMENT IN FIXED ASSETS

<u>COST/VALUATION</u>	<u>AT</u> <u>1/1/2005</u>	<u>ADDITIONS</u>	<u>TRANSFERS/</u> <u>DISPOSALS</u>	<u>AT</u> <u>31/12/2005</u>
	€	€	€	€
Motor Vehicles	277,391,270	590,196,400	(34,024,800)	833,562,870
Plant and Machinery	4,010,500	-	-	4,010,500
Office Equipment	281,357,486	17,432,403	-	298,789,889
Furniture and Fittings	68,445,130	-	-	68,445,130
Literary, Property & Copyright	213,824,516	-	-	213,824,516
Library Books	14,015,100	817,500	-	14,832,600
Loose Tools	22,255,950	1,544,500	-	23,800,450
Leased Machinery	<u>235,000,000</u>	-	-	<u>235,000,000</u>
	<u>1,116,299,952</u>	<u>609,990,803</u>	<u>(34,024,800)</u>	<u>1,692,265,955</u>

<u>DEPRECIATION</u>	<u>AT 1/1/2005</u>	<u>CHARGE FOR</u> <u>THE YEAR</u>	<u>TRANSFERS/</u> <u>DISPOSALS</u>	<u>AT 31/12/2005</u>
Motor Vehicles	224,659,455	80,887,075	(34,024,800)	271,521,730
Plant & Machinery	1,036,046	1,437,097	-	2,473,143
Office Equipment	166,991,104	45,843,124	-	212,834,228
Furniture & Fittings	32,189,904	6,080,240	-	38,270,144
Literary Property & Copyright	147,635,958	21,382,452	-	169,018,410
Library Books	10,017,050	3,786,592	-	13,803,642
Loose Tools	19,222,910	3,223,477	-	22,446,387
Leased Machinery	<u>11,750,000</u>	<u>23,500,000</u>	-	<u>35,250,000</u>
	<u>613,502,427</u>	<u>186,140,055</u>	<u>(34,024,800)</u>	<u>765,617,682</u>

NET BOOK VALUE
AT 31st December 2005
926,648,273
AT 31st December 2004
502,797,525

14. ANALYSIS OF SHAREHOLDING

<u>CLASS OF EQUITY AS AT 31ST DECEMBER 2005</u>	<u>NO. OF SHAREHOLDERS WITHIN RANGE</u>	<u>TOTAL HOLDING</u>	<u>% HOLDING</u>
1 – 1,000	466	227,742	1.04
1,001 – 5,000	114	315,106	1.44
5,001 – 10,000	20	175,950	0.81
Over 10,000	73	21,109,237	96.71
TOTALS	673	21,828,035	100.00

15. DIRECTORS' SHAREHOLDING

The Directors named below held the following Shares in the Company at 31st December 2005.

<u>Name of Directors</u>	<u>No. of Shares</u>
1. Kwesi Sam-Woode	6,400,000
2. Richard K. Oguah	299,920
3. Ms Ekua Essawa Woode	252,409
4. Ransford E. N. A. Okine	35,000
TOTAL	6,987,329

<u>TWENTY LARGEST SHAREHOLDERS</u>	<u>NO. OF SHARES</u>	<u>% HOLDING</u>
Sam-Woode, Kwesi	6,400,000	29.32
Enterprise Fund	3,544,400	16.24
Teachers' Fund	3,274,205	15.00
NTHC/Ghana Cocoa Coffee and Sheanuts Farmers	2,000,000	9.16
NTHC Limited	1,594,267	7.30
Woode, Pamela Aba	936,926	4.29
Ananoo, Emmanuel Kwesi	552,024	2.53
Oguaah, Richard K.	299,920	1.37
Woode, Ekua Esaawa	252,409	1.16
Sam-Woode, Kweku Esaah	224,000	1.03
Abban, Elizabeth	169,620	0.78
Okine Robert Garshong A.	120,000	0.55
Carson Naomi Hendrick	112,000	0.51
Essuman Gwira Wilhelmina (Mrs)	100,000	0.46
NTHC Clients Account	76,660	0.35
Equity Focus	69,624	0.32
Appiah Samuel	62,546	0.29
Carson Naomi Hendrick itf. Sam-Woode Nana Anaku	54,326	0.25
Carson Naomi Hendrick itf. Sam-Woode Kojo Essamoah	53,326	0.24
Sackey, Kofi Abban	50,660	0.23
TOTALS	19,946,913	91.38
UNREPORTED TOTALS	<u>1,881,122</u>	<u>8.62</u>
TOTAL SHAREHOLDING	<u>21,828,035</u>	<u>100.00</u>

PROXY AUTHORISATION

I/Weof

being a member(s) of Sam-Woode Limited hereby appoint

.....

of or failing him/heras my/our

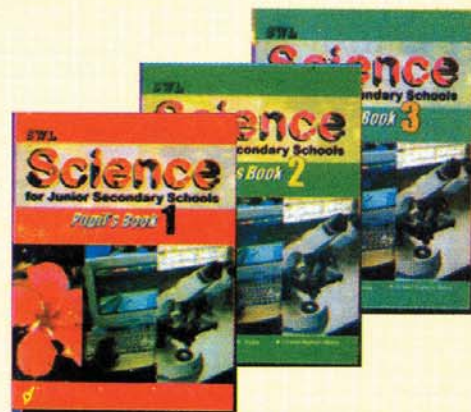
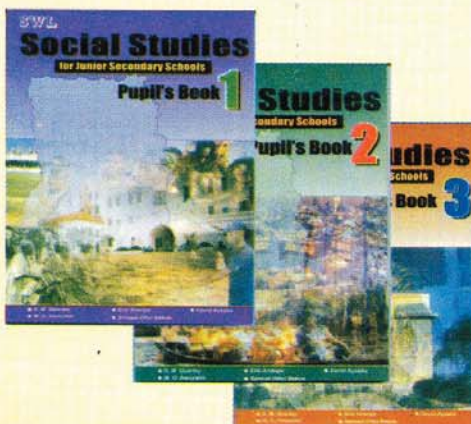
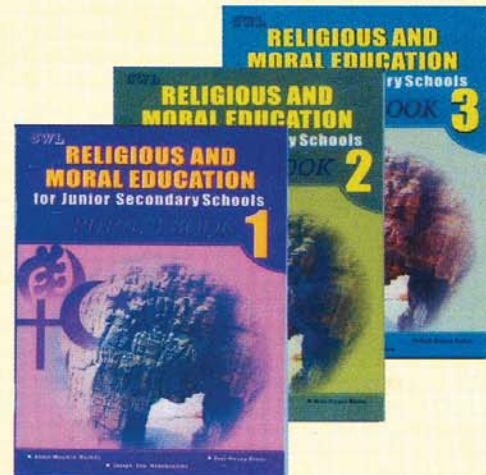
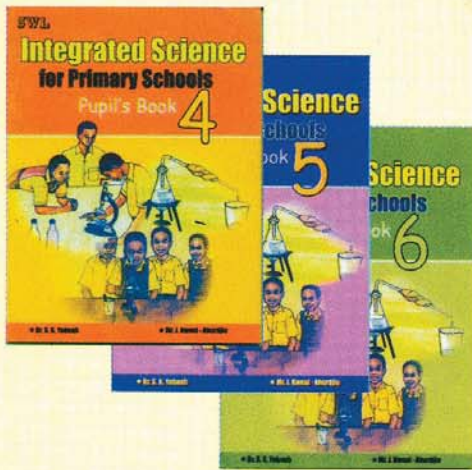
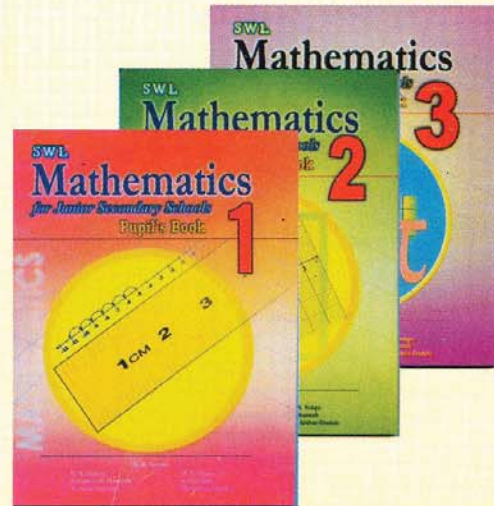
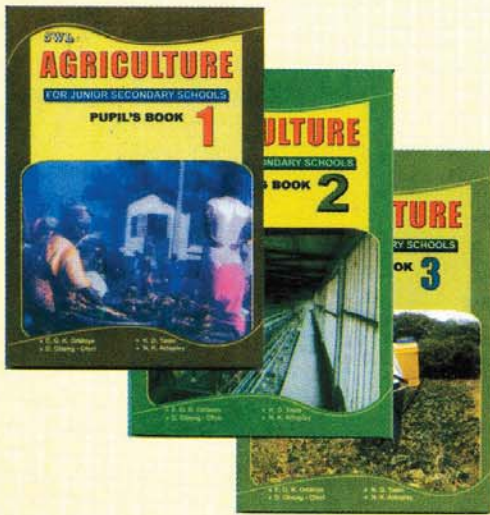
proxy to vote on my/our behalf at the Annual General Meeting of the Company to be

held on 25th May, 2006 and at any adjournment thereof.

Signed the day of 2006

Shareholder's Signature(s)

Some New SWL Books



SAM-WOODE LTD.