



Mega African Capital Ltd



...2014
ANNUAL REPORT
& FINANCIAL STATEMENTS



Mega African Capital Ltd

MEGA AFRICAN CAPITAL LTD.

2014 ANNUAL REPORT &
FINANCIAL STATEMENTS

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN of the Sixth Annual General Meeting of the Shareholders of MEGA AFRICAN CAPITAL LIMITED will be held on 16th April, 2015 at 10:00 GMT at the Zero Room, Ghana College of Physicians & Surgeons Building at Ridge Accra.

AGENDA:

1. Opening
2. Consideration of the Audited Accounts of the Company for the year ended 31st December, 2014, and the Reports of the directors and Auditors;
3. To approve the declaration of the dividend for the period ended 31st December 2014;
4. To re-elect Mr. Eugene Addison and Mrs. Rosalyn Darkwa as Directors;
5. To approve Directors Fees
6. To authorize Directors to determine the remuneration of the Auditors; and
7. To authorize the Board of Directors to raise additional capital of up to GH¢16,000,000 by way of rights issue and or private placement.

Dated this 16th Day of March 2015.

BY ORDER OF THE BOARD

Yours faithfully,



Trustees Services Limited (Secretary)

No. 4, Momotse Avenue,
Adarbraka

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Directors, Registered Offices and Principal Place of Business

BOARD OF DIRECTORS	Kofi Ampim – Chairman (Resigned, November 26, 2014) Kwesi Amonoo-Neizer – Managing Director Opoku-Gyamfi Boateng – Non-Executive Director Eugene Addison - Non-Executive Director Margaret Boateng-Sekyere - Non-Executive Director Christine Dowuona-Hammond - Non-Executive Director (Effective June 5, 2014) Rosalyn Darkwa - Non-Executive Director (Effective June 5, 2014)
COMPANY SECRETARY	# 4 Momotse Avenue Adarbraka P.O Box 118, Accra Ghana
PRINCIPAL PLACE OF BUSINESS	The Alberts, 2 nd Floor, Kanda Estates Accra
REGISTERED OFFICE	H/no 4/3 BAE, Baatsonaa Estate P. O. Box CT 2197 Cantonments, Accra
AUDITORS	UHYVoscon Chartered Accountants No. C806/4, Boundary Road, Tudu, Accra Adjacent to City Paints Supply P. O. Box LA 476 La, Accra.
SOLICITORS	Bentsi-Enchill, Letsa and Ankomah # 4 Momotse Avenue Adabraka P. O. Box GP 1632 Accra, Ghana
BANKERS	Standard Chartered Bank (GH) Limited SG-SSB Limited

Financial Highlights

Year ended 31 December

	2014	2013	Change %
	GHC'000	GHC'000	
Revenue	18,224	10,146	79.6
Profit before income tax	14,693	8,010	83.4
Income tax expense	-	104	N/A
Profit for the year	14,693	7,906	85.81
Retained earnings on account	23,707	9,013	163.0
Total Assets	64,957	28,687	126.4
Total equity	39,528	20,834	89.7
Earnings per share(GHC)	1.700	1.082	57.1
Net assets per share (GHC)	4.574	2.851	60.54

Chairman's Statement

Introduction

Ladies and gentlemen it is my pleasure to welcome you to the 6th Annual General Meeting of Mega African Capital and the second Annual General Meeting since your Company was successfully listed on Ghana Stock Exchange. We hereby present to you the annual report and Financial Statements of your Company for the financial year ended 2014.

My report will cover three main areas. I will first touch on the economic environment, the second part is a review of business operations in 2014, and I will conclude by outlining our expectations for the economy and the stock market in 2015.

Economic Review

The global economy continued to show few indications of recovery; global economic growth in 2014 remained unchanged at 3.3%. Recovery in developed economies continued to be countered by a slowdown in emerging markets.

GDP growth in Sub Saharan Africa slowed down from 5.5% in 2013 to 4.5% in 2014. Economic performance was also further aggravated by the outbreak of Ebola in Guinea, Liberia and Sierra Leone. In Ghana 2014 was a tough year as external factors and internal imbalances led to more severe economic conditions. The deterioration of the economic activity in 2014 was largely attributed to energy supply constraints, depreciation of the local currency and rising input costs.

GDP growth was revised downward from 6.9% to 4.2% in 2014 which compares unfavorably to the 7.1% and 8.8% recorded respectively in 2013 and 2012. The government decision to introduce foreign exchange controls in February 2014 put a dent in investor confidence. The foreign exchange market made some recovery from the third quarter of 2014 on the back of the reversed foreign exchange controls, cocoa syndicated loan, the proceeds from the Eurobond and the government request for an IMF bailout.

The 91 day treasury bill rate increased to 25.8% in December 2014 from 19.2% in December 2013. The one year and two year note rates rose to 22.5% and 23%, respectively in 2014 from 17% in 2013.

The Ghana cedi depreciated by 26.7% between January and June 2014 and depreciated by 4.5% from July to December 2014. The overall depreciation for 2014 was 31.2% which pales in comparison to 14.5% in 2013. Inflation has been on the rise caused by a number of factors including the removal of subsidies on petroleum products, a gradual increase in electricity and water tariffs and the impact of the cedi depreciation. Ghana's inflation peaked at 17% in December 2014 (13.5% - December 2013)

The benchmark policy rate was 21% as at December, 2014 this compares unfavorably with 16% in 2013.

Business Operation Review

The Ghanaian stock Market made gains of 5.4% in 2014. The Nairobi Stock Exchange (NSE) All Share Index was up by 19%. The banking, telecom and insurance sectors led the NSE gains. The Malawian stock market registered gains of 18.8% with Tanzania Stock Market recording gains of 35%. The Zimbabwean Stock Market registered a decline of 19.5% in 2014. The Tanzanian Shillings, Kenyan Shillings and the Malawian Kwacha depreciated by 9.1%, 4.7% and 8% respectively in 2014.

Total revenue for the Company increased by 80% from GH¢10million in 2013 to GH¢18million in 2014. Net profit also increased by 86% from GH¢7.9 million to GH¢ 14.7million. There was a 126% increase in total assets from GH¢28.7million to GH¢65million.

The top gainers in the portfolio were National Insurance Company Limited Malawi (82%), NBS Bank Malawi (69%) and Press Corporation Malawi (59%). There were modest gains on Standard Chartered Bank Ghana (36%) and Benso Oil Palm Company

(28%).The decliners were Mechanical Lloyd Company (-26%) and NIC Bank Kenya (-4%)

At the end of the 2014 financial year, 71% of the total assets were held in equities, 14% in investment property, 10% in fixed income securities and 5% cash.

In line with our strategy in 2014 to get exposure in new markets in Africa Mega African Capital bought shares in the insurance and banking industry on the Nairobi Stock Exchange and shares in the Engineering industry on the Zimbabwean Stock Exchange.

We made significant investment in a real estate company with assets in prime areas in Accra. Mega also took a stake in a pension trust company and divested its stake in Societe Generale Ghana.

Outlook for 2015

The declining commodity prices on the world market will continue to affect our export revenues. Forecasted GDP growth rate for 2015 is 3.9%. The challenges in the energy sector, high fiscal deficits and falling commodity prices will lead to increased inflation and stifle economic growth.

The recently signed IMF program will provide technical and financial support to stabilize the macroeconomic environment and should increase investor confidence.

The developments in commodity prices on the international markets continue to pose significant risks to external outlook with direct implications for the domestic economy.

Although the factors such as weak external balances and lower prices on export products that caused the depreciation still persists, the cedi is not expected to depreciate as sharply as it did in 2014.

The Nairobi stock market is expected to register modest gains although specific stocks could register strong gains. The stock market in Malawi is expected to remain flat as the government deals with the impact of continued delay in donor inflows.

An increased level of participation is anticipated on the Dar Es Salem stock exchange in Tanzania as a result of the recent lifting of controls on foreign share ownership. A weak performance is anticipated for the Zimbabwean Market in 2015 due to prolonged pressure on consumer spending and a struggling agricultural sector.

In Ghana, we expect continued pressure on the stock market. The negative impact of the energy crisis in 2014 is expected to continue in 2015. The banks will continue to ride on high interest rates to grow earnings while in the manufacturing sector the overall high cost environment is expected to continue.

At this Annual General Meeting, your board has put a forward resolution for your approval to enable your Company raise capital to fund opportunities in the real estate sector and repay debt. This we believe, will put Mega African Capital in a position to continue to deliver stellar results.

We are pleased to announce that a total of GH¢432,073.5(equivalent of GH¢0.05 per share) has been recommended by your board as payment of Dividend.

Closing Comments

I am grateful to you shareholders for your faith in Mega African Capital; without you the Company would not be at its current level.

Finally, I am grateful to my fellow directors and management of Mega Africa Capital for the hard work and commitment they have put in to grow Mega African Capital.

Report of Directors to the Members

FOR THE YEAR ENDED 31 DECEMBER, 2014

We have the pleasure of presenting the annual report of the Company for the year ended 31 December, 2014

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.

Results of operations

The net increase in net asset resulting from operations for year of GH¢14,693,422 is shown in the attached financial statements, which resulted in a surplus of GH¢23,706,875 (2013: GH¢9,013,453) to be carried forward on the retained earnings account as of 31 December, 2014.

Directors

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

Kofi Ampim, Chairman, non-executive Director – (Resigned, November 26, 2014)

Kwesi Amonoo-Neizer, Managing Director

Opoku-Gyamfi Boateng, Non-executive Director

Eugene Addison, Non-executive Director

Margaret Boateng Sekyere, Non-executive Director

Christine Dowuona-Hammond Non-Executive Director (Appointed, June 5, 2014)

Rosalyn Darkwa, Non-Executive Director (Appointed, June 5, 2014)

The directors to retire by rotation in accordance with the regulations of the Company are Eugene Addison and Roselyn Darkwa who being eligible, offer themselves for re-election and confirmation respectively.

Directors and their interests

The directors named below held the following number of shares in the Company as at 31 December, 2014.

Number of Shares

Kwesi Amonoo-Neizer	411,274
Opoku-Gyamfi Boateng	127,447
Eugene Addison	1,736
Margaret Boateng Sekyere	23

Directors' interest in contracts

During the year under review, there were no consulting arrangements with directors and the Company.

Auditors

Auditors for the year ended 31 December, 2014 will be confirmed at the AGM in office pursuant to Section 134 of the Company's Act, 1963 (Act 179).

These financial statements were approved by the Board of Directors on 12 March, 2015.

Signed on behalf of the board by:



DIRECTOR



DIRECTOR

Statement of Directors' Responsibilities

The directors are responsible for preparing financial statements for each financial year which give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss and cash flows for that period. In preparing these financial statements, the directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are reasonable and prudent and followed International Financial Reporting Standards (IFRS) and complied with the requirements of the Companies Act, 1963 (Act 179).

The directors are responsible for ensuring that the Company keeps proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company. The directors are also responsible for safeguarding the assets of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularities.

Kwesi Amonoo-Ninew

DIRECTOR

[Signature]

DIRECTOR

Report of independent auditors to the members

We have audited the accompanying financial statements of Mega African Capital Limited on pages 14 to 38 which comprise the statement of financial position as at 31 December, 2014, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, together with the summary of significant accounting policies and other explanatory notes, and have obtained all information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

Directors' responsibility for the financial statements

The Directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the Companies Act, 1963 (Act 179). These responsibilities include designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion.

Opinion

In our opinion, the Company has kept proper accounting records and the financial statements are in agreement with the records in all material respects and report in the prescribed manner, information required by the Companies Act, 1963 (Act 179). The financial statements give a true and fair view of the financial position of the Company as at 31 December, 2014, and of its financial performance and statement of cash flow for the year then ended and are drawn up in accordance with the International Financial Reporting Standards, issued by the International Accounting Standards Board (IASB).

Report on other legal and regulatory requirements

The Ghana 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 comprehensive income of the Company are in agreement with the books of account.



Emmanuel K.D. Abbey (ICAG/P/1167)

For and on behalf of UHYVoscon (ICAG/F/086)
Chartered Accountants
Accra, Ghana
Date: 15th March, 2015

Statement of Comprehensive Income

For the year ended 31 December, 2014

	NOTE	2014 GH¢	2013 GH¢
Revenue			
Investment and operating income	3(a)	1,012,354	638,500
Gain/ (loss) on investments at market value	3(b)	17,211,233	9,507,654
Total revenue		18,223,587	10,146,154
Expenses			
Administrative, legal and professional expenses	4	(1,692,357)	(826,866)
Net profit before finance costs and tax		16,531,230	9,319,288
Finance costs	5	(1,837,808)	(1,309,385)
Corporate tax	11	-	(103,961)
Profit for the year		14,693,422	7,905,942
Other comprehensive income			
Profit for the year		14,693,422	7,905,942
Total comprehensive income		14,693,422	7,905,942

Statement of Financial Position

As at 31 December, 2014

	NOTE	2014 GH¢	2013 GH¢
ASSETS			
NON-CURRENT ASSETS			
INVESTMENT ASSETS			
Financial assets at fair value through profit or loss	6	46,012,467	14,842,675
Investment property	6	9,236,652	6,350,000
TOTAL INVESTMENTS ASSETS		55,249,119	21,192,675
Property, plant and equipment	7	183,194	-
TOTAL NON-CURRENT ASSETS		55,432,313	21,192,675
CURRENT ASSETS			
Financial assets at fair value through profit or loss	6	6,400,863	5,816,080
Trade receivables		-	96,250
Other account receivables	8	3,293	-
Cash and cash equivalents	9	3,120,328	1,581,788
TOTAL CURRENT ASSETS		9,524,484	7,494,118
TOTAL ASSETS		64,956,797	28,686,793
CURRENT LIABILITIES			
Accounts payable and accruals	10	8,643,705	87,396
Taxation	11	(32,230)	(32,095)
Tenured deposits	12	16,817,524	7,797,117
TOTAL CURRENT LIABILITIES		25,428,999	7,852,418
NET ASSETS ATTRIBUTABLE TO SHAREHOLDERS			
Stated capital	13	15,820,923	11,820,922
Retained earnings		23,706,875	9,013,453
TOTAL NET ASSETS ATTRIBUTABLE TO SHAREHOLDERS		39,527,798	20,834,375
TOTAL LIABILITIES & SHAREHOLDERS' FUNDS		64,956,797	28,686,793

Kwesi Amorus-Nire

DIRECTOR

[Signature]

DIRECTOR

Notes 1 to 23 form an integral part of these financial statements.

Statement of Changes in Equity

For the year ended 31 December, 2014

2014	Stated Capital GH¢	Retained Earnings GH¢	Total GH¢
Balance as at 1 January, 2014	11,820,922	9,013,453	20,834,375
Net profit for the year	-	14,693,422	14,693,422
Shares issued during year	4,000,001	-	4,000,001
Balance as at 31 December, 2014	<u>15,820,923</u>	<u>23,706,875</u>	<u>39,527,798</u>

2013	Stated Capital GH¢	Retained Earnings GH¢	Total Equity GH¢
Balance as at 1 January, 2013	11,820,922	1,107,511	12,928,433
Net profit for the year	-	7,905,942	7,905,942
Balance as at 31 December, 2013	<u>11,820,922</u>	<u>9,013,453</u>	<u>20,834,375</u>

Notes 1 to 23 form an integral part of these financial statements.

Cash Flow Statement

For the year ended 31 December, 2014

	NOTE	2014 GH¢	2013 GH¢
CASH FLOW FROM OPERATING ACTIVITIES	15	2,971,555	(1,638,680)
Tax paid		(135)	(136,056)
Cash flow from operating activities		2,971,420	(1,774,736)
CASH FLOW FROM INVESTING ACTIVITIES:			
Purchase of property, plant and equipment		(220,187)	-
Additions to investment property		(220,645)	-
Purchase of financial assets		(33,433,088)	(7,865,373)
Sale of financial assets		19,420,632	10,069,546
Net cash flow used in investing activities		(14,453,288)	2,204,173
NET CASH FLOW FROM FINANCING ACTIVITIES:			
Capital contributions received from shareholders		4,000,001	-
Tenured deposit		9,020,407	390,438
Net cash flow from financing activities		13,020,408	390,438
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS		1,538,540	819,875
CASH & BANK BALANCES			
at beginning of the year			
Cash and bank		1,581,788	761,913
at end of the year			
Cash and bank		3,120,328	1,581,788

Notes 1 to 23 form an integral part of these financial statements.

Notes To The Financial Statements

FOR THE YEAR ENDED 31 DECEMBER, 2014

NOTE 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 is the:

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

NOTE 2 - BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements of Mega African Capital Limited as at and for the year ended 31 December, 2014 have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB).

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 derivative financial instruments at fair value through profit or loss), investment property were held at current market value and tenured deposits at amortised cost.

2.3 (a) 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.

(b) 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

Accounting Standards	Issued/ Amendments and Effective date
IFRS 14 Regulatory Deferred Accounts	Issued in January 2014 and effective period beginning on or after January 1, 2016
IFRS 15 Revenue from contracts with customer	Issued in May 2014 and effective period beginning on or after January 2017
IFRS 9 Financial Instruments	<p>IFRS 9 (2014) was issued as a complete standard including the requirements previously issued and the additional amendments to introduce a new expected loss impairment charges to the classification and measurements requirements for financial assets.</p> <p>The amendment is effective periods beginning on or after 1 January, 2018 with earlier adoption permitted.</p>

2.5 Foreign currency translation

(a) 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.

(b) Functional and presentation currency

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

2.6 Cash and cash equivalents

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

2.7 Taxation

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.

Notes to the Financial Statements cont.

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

a. 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 Management at Fair Value Through Profit or Loss at inception.

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

i. Financial assets and liabilities held for trading

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

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

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

Assets and liabilities in this category are classified as current assets and current liabilities if they are expected to be realized within 12 months of the

balance sheet date. Those not expected to be realized within 12 months of the balance sheet date will be classified as non-current.

b. 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

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

Notes to the Financial Statements cont.

statement of comprehensive income with interest income based on the effective interest rate.

c. 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.

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 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 comprehensive income

Notes to the Financial Statements cont.

2.9 Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables are recognized initially at fair value. They are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment.

A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts to be received. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganization, and default in payments are considered indicators that the amount to be received is impaired. Once a financial asset or a Company of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

The effective interest rate method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument – or, when appropriate, a shorter period – to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, Management estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees and interest rate points paid or received between parties to the contract that are integral part of the effective interest rate, transaction costs and all other premiums or discounts.

2.10 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.

2.11 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.

2.12 Investment property

Investment property comprises completed property and property under construction or re-development 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.

2.13 Interest

Interest income and expense are recognized in the statement of comprehensive income using the contractual rate.

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

2.14 Dividend income

Dividend income is recognized in the statement of 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.

2.15 Rental income

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

2.16 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.

Notes to the Financial Statements cont.

NOTE 3 INCOME

a. Investment and Operating Income comprises	2014 GH¢	2013 GH¢
Listed Dividends- Ghana	188,958	180,429
Listed Dividends-Overseas	662,173	457,998
Interest Income	-	73
Rental income	161,223	-
Total Investment Income	1,012,354	638,500
b. Changes in market value of investments and other attributable income	2014 GH¢	2013 GH¢
Realised gain	4,754,772	3,203,123
Unrealised gain	15,260,893	6,416,554
	20,015,665	9,619,677
Other attributable income		
Exchange gain or loss	(2,804,432)	(112,023)
	17,211,233	9,507,654

NOTE 4 ADMINISTRATIVE, LEGAL AND PROFESSIONAL EXPENSES

	2014 GH¢	2013 GH¢
Directors' remuneration	286,031	33,420
Bank charges	24,701	12,535
Consultancy	36,294	136,503
Corporate finance and advisory	43,100	25,842
Custodial fees	54,315	46,915
Fund administration charges	270,588	414,419
Shareholders meeting expenses	9,978	11,001
Listing expenses	212,498	83,250
Impairment on receivables	96,250	51,231
Depreciation	36,992	-
Communication	30,952	-

Notes to the Financial Statements cont.

Utilities	37,681	-
Staff cost	299,256	-
Travel and transport	102,305	-
Marketing and publicity	50,000	-
Investment property management fee	15,454	-
Auditors remuneration	18,800	11,750
Others	<u>67,162</u>	-
	<u>1,692,357</u>	<u>826,866</u>

NOTE 5 – FINANCE COST

This represents interest paid on tenured deposits.

NOTE 6 – INVESTMENTS

Financial assets designated at fair value through profit or loss	2014 GH¢	2013 GH¢
Equity securities traded in a quoted market	18,784,691	12,905,100
Equity securities not traded in a quoted market	27,227,776	1,937,575
	<u>46,012,467</u>	<u>14,842,675</u>
Investment properties	<u>9,236,652</u>	<u>6,350,000</u>
Financial assets held for trading	<u>6,400,863</u>	<u>5,816,080</u>
Total investments	<u>61,649,982</u>	<u>27,008,755</u>

Notes to the Financial Statements cont.

NOTE 7- NON-CURRENT ASSET SCHEDULE

	Computer GH¢	Equipment GH¢	Furniture & Fittings GH¢	Generator Set GH¢	Total GH¢
Cost					
At Jan. 1, 2014	-	-	-	-	-
Additions	11,686	39,361	48,816	120,323	220,186
At Dec. 12, 2014	11,686	39,361	48,816	120,323	220,186
DEPRECIATION					
At Jan. 1, 2014	-	-	-	-	-
Charge for the year	3,304	4,062	12,319	17,307	36,992
At Dec. 12, 2014	3,304	4,062	12,319	17,307	36,992
NET BOOK VALUE					
At Dec. 31, 2014	8,382	35,299	36,497	103,016	183,194
At Dec. 31, 2013	-	-	-	-	-

NOTE 8 – OTHER ACCOUNTS RECEIVABLE & PREPAYMENT

	2014 GH¢	2013 GH¢
Insurance prepayment	2,603	-
Staff loan	690	-
Others	-	54,566
	3,291	54,566

Notes to the Financial Statements cont.

NOTE 9 – CASH AND CASH EQUIVALENTS

	2014 GH¢	2013 GH¢
Bank		
Foreign currency accounts	2,990,307	1,435,807
Local cedi accounts	110,051	133,379
	<u>3,100,358</u>	<u>1,569,186</u>
Cash		
Malawi	7,028	4,919
Tanzania	2,692	7,683
Kenya	8,964	-
	<u>18,684</u>	<u>12,602</u>
Local petty cash	1,286	-
	<u>19,970</u>	<u>12,602</u>
Total cash and cash equivalents	<u>3,120,328</u>	<u>12,602</u>

Notes to the Financial Statements cont.

NOTE 10 - ACCOUNTS PAYABLE AND ACCRUALS

	2014 GH¢	2013 GH¢
Accounting fee	-	8,500
Rental income received in advance	230,752	-
Board fees	13,500	-
SSF	1,026	-
PAYE	2,157	-
Staff bonus	251,495	-
Management fee payable	20,045	40,290
Withholding tax payable	2,852	2,919
Audit fees	12,000	11,750
Custody fees	34,099	-
Investment	8,000,000	-
Capital duty	2,000	-
Others	75,778	23,937
	<u>8,645,704</u>	<u>87,396</u>

NOTE 11 - TAXATION

Y/A	Balance 1/1/14 GH¢	Payments during the year GH¢	Tax Credit GH¢	Balance 31/12/14 GH¢
2013	(32,095)	-	-	(32,095)
2014	-	-	(135)	(135)
	<u>(32,095)</u>	<u>-</u>	<u>(135)</u>	<u>(32,230)</u>

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

Notes to the Financial Statements cont.

NOTE 12 - TENURED DEPOSITS

	2014 GH¢	2013 GH¢
Client deposits	13,395,219	5,933,554
Interest payable	3,422,305	1,863,563
	<u>16,817,524</u>	<u>7,797,117</u>

NOTE 13 - STATED CAPITAL

	2014		2013	
	Number	GH¢	Number	GH¢
Authorised number of shares of no par value:	<u>100,000,000</u>		<u>100,000,000</u>	
Issued and fully paid				
Issued for cash	<u>8,641,469</u>	<u>15,820,923</u>	<u>7,308,135</u>	<u>11,820,922</u>

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. There was no distribution paid during the year. Additional shares of 1,333,334 were raised in 2014.

NOTE 14 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent assets and liabilities or capital commitments at 31 December, 2014 (2013 NIL).

Notes to the Financial Statements cont.

NOTE 15 - RECONCILIATION OF NET PROFIT TO CASH FLOW FROM OPERATIONS

	2014 GH¢	2013 GH¢
Profit for the year before tax	14,693,422	8,061,133
Adjustments for Valuation of investments	-	
Depreciation	36,992	-
Valuation of investments	(20,408,126)	9,619,677
	(5,677,712)	(1,558,544)
Changes in working capital		
(Increase)/Decrease in other accounts receivable	(3,292)	(51,231)
Increase/(Decrease) in payables and accruals	8,556,309	12,779
Increase/(Decrease) in trade receivables	96,250	(41,684)
Cash flow from operating activities	2,971,555	(1,638,680)

NOTE 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.

Market risk

a. 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 a weekly basis and is reviewed by the Directors on a quarterly basis.

Notes to the Financial Statements cont.

b. 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.

2014

Non-Monetary	Monetary		Trade Receivables GH¢	Trade Payables GH¢	Gross Exposure GH¢
	Cash GH¢	Bank GH¢			
*FAFVTPL GH¢					
46,012,467	19,970	3,100,358	-	(8,643,705)	40,489,090

2013

Non-Monetary	Monetary		Trade Receivables GH¢	Trade Payables GH¢	Gross Exposure GH¢
	Cash GH¢	Bank GH¢			
*FAFVTPL GH¢					
14,842,675	12,602	1,569,186	96,250	(87,396)	16,433,317

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

c. 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.

Notes to the Financial Statements cont.

d. 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.

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 instrument or the interest due on loans given to portfolio companies.

The Company has no significant concentration of credit risk. Cash transactions are limited to financial institutions registered with the Bank of Ghana.

All debt investment represents private equity investments. The Company assesses all counterparties, including its investors (partners), for credit risk before contracting with them. The Company does not include any collateral or other credit risk enhancers, which may reduce the Company's exposure.

The Company provides loans to private companies, which are represented as debt instruments. 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.

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.

NOTE 17 -

The table below analyses the Company's financial liabilities into relevant maturity funds based on the remaining period at the statements of financial position date to the contractual maturity date, and can be called on demand. The amounts in the table are the contractual undiscounted cash flows.

	2014		2013	
	GHC	GHC	GHC	GHC
Current (less than 60 days)				
Between 61 - 180 days				
More than 180 days	16,817,524		7,797,117	

Notes to the Financial Statements cont.

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 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.

NOTE 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.

Administration

OAK Partners Limited, a financial advisory is a related party of the Company, being responsible for some administrative decisions of the Company. OAK Partners Limited is entitled to receive a monthly fee equal to GH¢20,000.

OAK Partners Limited received a fee of GH¢240,000 (2013: GH¢398,864). The balance due to OAK Partners Limited as at December 31, 2014 is GH¢20,045.

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.

Cross Directorship

The following directors of Mega African Capital Limited served on the board of OAK Partners Limited.

Opoku Gyamfi Boateng

Kwesi Amonoo-Neizer

Notes to the Financial Statements cont.

NOTE 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 condition

	Loans and Receivables	Assets at fair Value through Profit or Loss GH¢	Total Equity GH¢
Assets as per statement of financial position			
31- Dec - 14			
Financial assets at fair value through profit or loss		46,012,467	46,012,467
Investment properties		9,236,652	9,236,652
Commercial paper		6,400,823	6,400,823
Cash & bank	3,120,328	-	3,120,328
Total	3,120,328	61,649,942	64,770,270
31- Dec - 14			
Accounts payable and accruals	8,643,704		
Tenured deposits	16,817,524		
Total	25,461,228		

NOTE 20 PORTFOLIO VALUATION VALUATION OF EQUITY SECURITIES AND SECTOR ANALYSIS

	Cost GH¢	2014 Market Value GH¢	Cost GH¢	2013 Market Value GH¢
Foreign Sector (Listed)				
CRDB Bank Tanzania	-	-	159,174	2,472,025
DCB Bank- Tanzania	93,847	97,088	-	-
NBS Bank Malawi	720,239	1,273,631	720,239	563,578
CIC Insurance Kenya	782,311	674,223	-	-

Notes to the Financial Statements cont.

	Cost GH¢	2014 Market Value GH¢	Cost GH¢	2013 Market Value GH¢
NIC Bank Kenya	66,837	51,489	-	-
Zimplow Zimbabwe	2,174,103	920,261	-	-
National Insurance Company Ltd. (Malawi)	3,424,436	9,021,625	2,746,022	3,078,183
Press Corporation Malawi	1,046,823	2,066,936	2,049,992	1,936,825
Kenya Commercial Bank	980,999	786,628	-	-
	9,289,595	14,891,881	5,675,427	8,050,611
Local Financial/ Insurance Sector (Listed)				
Societe GGenerale Ghana Limited	-		603,429	921,075
Standard Chartered Bank Ghana	66,475	186,813	66,475	137,516
	66,475	186,813	669,904	1,058,591
Local Financial/ Insurance Sector (Unlisted)				
Ghana Union Assurance	1,321,771	3,792,514	1,321,771	1,937,575
Axis Pension Group	2,500,003	2,500,003	-	-
	3,821,774	6,292,517	1,321,771	1,937,575
Agro Processing				
Benso Oil Plantation Ghana (Listed)	507,030	2,148,441	507,030	1,682,072
Automobile				
Mechanical Lloyd Ghana (Listed)	1,650,628	1,557,556	1,650,628	2,113,826
Total Equities	15,335,502	25,077,208	9,824,760	14,842,675
Other portfolios				
Money Market Instruments				
Commercial paper	5,774,166	6,400,823	4,536,380	5,816,080
Real estate				
Edendale Properties Ltd. (Unlisted)	19,924,246	20,935,260	-	-
Investment Property	6,215,751	9,236,652	5,995,106	6,350,000
	26,139,997	30,171,912	5,995,106	6,350,000
Total portfolio	47,249,665	61,649,983	20,356,246	27,008,755

Notes to the Financial Statements cont.

NOTE 21 - COMPARATIVE FIGURES

Some of the comparative figures in 2013 have been reclassified in line with the 2014 presentation.

NOTE 22 - CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent liabilities or capital commitments at 31 December, 2014.

NOTE 23 - SUBSEQUENT EVENTS REVIEW

Events subsequent to the balance sheet 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.

Shareholders' Information

Shareholding distribution as at 31 December, 2014

Holding	No. of Shareholders	Percentage of Holders	No. of Shares	Percentage of Holding
1-1000	30	25.64	11,308	0.13
1,001-5,000	25	21.37	68,864	0.80
5,001-10,000	13	11.11	100,099	1.16
10, 0001-50,000	26	22.22	778,739	9.01
Over 50,000	23	19.66	7,682,459	88.90
	117	100%	8,641,469	100.00

Twenty largest shareholders as at 31 December, 2014

Shareholders	Number of shares	% share holding
OAK Partners Limited	2,904,895	33.62
Omega Partners Ltd	1,101,828	12.75
Rehoboth Capital	733,900	8.49
Omega Capital Limited	473,604	5.48
Amonoo-Neizer Kwesi, & Rita Amonoo Neizer	411,274	4.76
UT Bank/Patrick Kingsley-Nyinah	295,290	3.42
Isabella Nyan	262,570	3.04
Damsel/Yamson Ishmael & Lucy	176,917	2.05
Emmanuel & Alice Kitcher	158,305	1.83
Emmanuel Lamptey	139,933	1.62
Opoku-Gyamfi Boateng	127,447	1.47
Damsel/Oteng-Gyasi Anthony	114,544	1.33
Zigma Investment Club	100,600	1.16
HFCN/GPHA Staff Provident Fund	83,800	0.97
Anang, Eric Adjetey	81,313	0.94
Fred Aboe & Agatha Aboe	78,260	0.91
Reindorf Perbi	75,067	0.87
ZBGC/Cedar Provident Fund	70,000	0.81
Abraham & Maud Owusu-Dommey	62,070	0.72
ZBGC/Cedar Pension Fund	60,000	0.69

Five Year Financial Summary

(All amounts are expressed in thousands of Ghana Cedis)

	2014	2013	2012	2011	2010
	GH¢'000	GH¢'000	GH¢'000	GH¢'000	GH¢'000
Revenue	18,224	10,146	2,392	1,276	1,285
Profit before taxes	14,693	8,010	986	584	933
Income tax expense	-	(104)	(53)	(8)	(12)
Profit after tax	14,693	7,906	933	576	636
Financial Position					
Financial assets					
At fair value (non-current assets)	46,012	14,842	11,910	9,815	8,699
Investment property	9,237	6,350	3,619	-	-
Financial assets (current assets)	6,401	5,816	4,064	1,269	436
At fair value (Current Assets)					
Other current assets	3	96	55	363	282
Cash and cash equivalents	3,120	1,582	762	1,963	534
Property, plant and equipment	183	-	-	-	-
Total assets	64,956	28,686	20,410	13,410	9,951
Total liabilities	25,429	7,852	7,481	2,023	324
Stated capital	15,821	11,821	11,821	11,212	10
Preference shares	-	-	-	-	9,993
Retained earnings	23,706	9,013	1,108	175	(376)
Total equity and liabilities	64,956	28,686	20,410	13,410	9,951



Proxy Form

Mega African Capital Limited

I/Webeing a member/members of Mega African Capital Limited hereby appoint(or failing him the duly appointed 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 at **Ghana College of Physicians & Surgeons, Ridge, Accra on Thursday the 16th April 2015 at 10:00am prompt** and any adjournment there of.

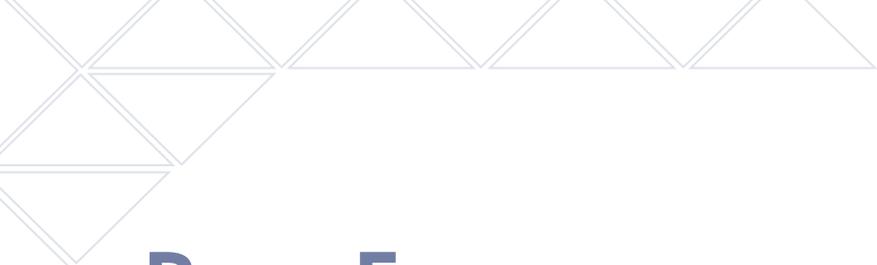
I/We direct that my/our votes be cast on the specified resolution as indicated by an x in the appropriate space

Resolutions	For	Against
To receive the Accounts		
To declare the final dividend as recommended		
To re-elect Mr. Eugene Addison as Director		
To re-elect Mrs. Rosalyn Darkwa as Director		
To approve Director's fees		
Authorize the Directors to fix remuneration of Auditors		
To authorize the Board of Directors to raise additional capital of up to GH¢16,000,000 by way of rights issue and or private placement.		

Signed thisday of, 2014

Signature

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



Proxy Form

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 to 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. If executed by a Corporation, the Proxy Form should bear its Common Seal or be signed on its behalf by a Director of the Corporation.
4. Please sign the above Proxy Form and deliver it so as to reach the Registrar, Central Securities Depository (GH) Limited, 4th floor, Cedi House, Accra or posted to the Registrar at PMB CT 465 Cantonments, Accra not later than 10.00 am on Thursday, 16th April 2015.

Mega African Capital Ltd
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