



SAM – WOODE LIMITED

ANNUAL REPORTS AND FINANCIAL STATEMENTS

31ST DECEMBER 2017

SAM –WOODE LIMITED
REPORTS AND FINANCIAL STATEMENTS

CONTENTS

	PAGE
Notice of Annual General Meeting	2
Corporate Information	3
Statement by the Chairman	4 -5
Report of the Managing Director	6
Report of the Audit Sub-Committee of the Board	7-8
Report of the Directors	9-11
Report of the Independent Auditors	12-15
Statement of Comprehensive Income	16
Statement of Financial Position	17
Statement of Cash Flows	18
Statement of Changes in Equity	19
Principal Accounting Policies	20 - 24
Explanatory Notes to the Financial Statements	24 - 33
Proxy	34

SAM –WOODE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifteenth Annual General Meeting of **SAM-WOODE LIMITED** will be held at the GNAT Hall, Accra, on Thursday, **25th October 2018 at 10.00 a.m.** to transact the following business:

Agenda

1. To receive the report of the Directors and the Financial Statements of the company for the year ended 31st December 2017 together with the report of the Auditors thereon.
2. To approve Directors' Fees.
3. To authorize the Directors to fix the remuneration of the Auditors.

Dated this 28 day of March 2018

BY ORDER OF THE BOARD

Emmanuel Akyerefi Nyarko
Ag. 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 needs 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.

SAM –WOODE LIMITED
CORPORATE INFORMATION

Board of Directors:	Kwesi Sam-Woode (Chairman) Gladys Afarchoe Odoi Collins Sam Acquah Nana Kwesi Ofori Pamela Aba Woode Kojo Essamuah Sam-Woode Kenneth Kofi Asamoah (Managing) – Resigned 30/6/2017 Emmanuel Armah (Ag. Managing) – Appointed 1/8/2017
Secretary	Emmanuel Akyerefi Nyarko P.O Box MD 31 Madina – Accra H/No. M389/6
Registered Office:	H/No. 1 Adole Abla Link Sahara - Dansoman
Independent Auditors:	Nexia Debrah & Co Chartered Accountants BCB Legacy House #1 Nii Amugi Avenue East Adabraka, Accra P. O. Box CT 1552 Cantonments - Accra
Registrars:	NTHC Limited Martco House Adabraka P. O Box KIA 9563 Accra
Principal Bankers:	GCB Bank Limited Ecobank Ghana Ltd Agricultural Development Bank Ltd FBN Bank

SAM –WOODE LIMITED
CHAIRMAN’S STATEMENT

INTRODUCTION

Fellow shareholders, Ladies and Gentlemen, on behalf of the Board of Directors and Management of Sam-Woode Limited (SWL), I heartily welcome you to the Fifteenth Annual General Meeting of our Company. We have with us officials from the Ghana Stock Exchange (GSE), Securities and Exchange Commission (SEC), NTHC Limited, Registrars of our company and SIC Financial Services, our Stock Brokers and other invited guests.

We are happy to see you at our Annual General Meeting. I now proceed to present my statement for the Annual Report of the year ended 31st December, 2017

BUSINESS ENVIRONMENT IN 2017

Business environment in the year 2017 was tough for Publishing Companies including your company, Sam-Woode Limited.

Preparation for production work at the company’s factory slowed down due to protracted delays encountered in our bid to raise more working capital from existing shareholders through a RIGHTS ISSUE. The delay entered its third year by the end of the year 2017. As at March, 2018 the prospectus for the RIGHT ISSUE was still not ready.

NEW BOOKS DEVELOPMENT, PRINTING AND PUBLISHING

During the year 2017, our Company developed 27 New Titles up to the Compact Disc (C/D) stage. Ten(10) of these titles were Text books for Pre-School up to Junior high School Level and seventeen new (17) Story Books were developed.

REVIEW OF THE COMPANY'S OPERATIONS IN THE YEAR 2017

OPERATING RESULTS

Turnover for the year ended 31st December, 2017 was GH¢ 1,993,696 compared to the previous year's figure of GH¢ 2,873,010. Against a profit before tax of **GH¢ 490,070** reported in 2016, your company regrettably made a loss before tax of **GH¢ 350,694** in 2017. This is far from what was expected even in the mist of the challenges that confronted the industry. We are working hard to surmount these challenges. The key dimensions are summarised below.

	2017	2016
	GH¢	GH¢
(Loss)/Profit from Operations	(136,555)	395,946
Other Operating Income	12,810	194,389
	-----	-----
(Loss)/Profit before Interest and Tax	(123,745)	550,335
Interest expense	(226,949)	(100,265)
	-----	-----
(Loss)/Profit before Taxation	(350,694)	490,070
	=====	=====

SAM –WOODE LIMITED

DIVIDENDS

The Directors do not recommend the payment of Dividends for 2017.

DIRECTORS

Following the resignation of the former Managing Director, Mr. Kenneth Kofi Asamoah in June, 2017, an Institutional Shareholder, Cocoa, Coffee and Sheanut Farmers Association seconded a key Management Member in the person of Mr. Emmanuel Armah for the Board's approval to act as Managing Director till the end of the year, 2017.

SWL BUILDING

SWL Building with warehouse, press and offices has been completed and by March 2018 the Head Office will be relocated from Dansoman to Nyanyano, near Kasoa.

FUTURE OUT LOOK

The future of Sam-Woode Limited is promising. The Company has had a tough time in the year 2017 but will soon recover and become strong again. Your Board and Management will work to turn things round in 2018.

APPRECIATION

On behalf of the Board of Directors, Management and Staff of SWL, I wish to thank all our Stakeholders for their continued support and encouragement. I also thank the Board of Directors for their contribution and finally to the Staff, for their hard work and dedication to duty. Thank you and God bless you.

Kwesi Sam-Woode

Chairman

SAM –WOODE LIMITED

MANAGING DIRECTOR’S REPORT

Mr. Chairman, distinguished shareholders, ladies and gentlemen, it is a great honour and privilege to welcome you to the 15th Annual General Meeting after the Listing of Sam-Woode Limited on the Ghana Stock Exchange (GSE).

At the last Annual General Meeting, we reported on the various steps the company was undertaking to strengthen its core operations and generate money through its open market operations while we work towards winning Government textbook tenders. Such plans are now in their implementation phase and have been consolidated into two main projects namely:

1. The SWL Sales Agency Programme
2. The SWL Home Library Project

THE SWL SALES AGENCY PROGRAMME

SWL outlined a sales agency programme to enhance the sales drive. The project is expected to register independent corporate and individual agents across the country to work for SWL on commission basis. The agents among other things will be expected to undertake the following duties.

- i. Persuading Private Schools proprietors to purchase SWL Books for use in their Schools through Telemarketing, Visitations etc.
- ii. Persuading Book Sellers to purchase SWL Books to re-sell to their customers through Telemarketing, Visitations etc.
- iii. Persuading District and Regional Libraries who have the mandate and funds to make purchases of books for their libraries to include SWL Books in their procurement plans.

Shareholders are all invited to register as agents of the company, this will give you an appreciation of our products and services while receiving your commissions.

THE SWL HOME LIBRARY PROJECT

The company has also introduced Parcels of SWL Books for children in Kindergarten, Primary, Junior and Senior High schools for sale as HOME LIBRARY PACKAGES. The package contains a combination of SWL textbooks, storybooks and supplementary books. The number of books in each parcel ranges from 16 to 37 Books. They are offered at attractive Discounts.

Children can now own their personal library of Textbooks and Supplementary textbook right in the comfort of their homes. This will surely improve the quality of education and empower our future generation.

CONCLUSION

Your company Sam-Woode Ltd is innovating in order to thrive and excel. We believe the good Lord will give success to our efforts. Thank you.

Mr. Emmanuel Armah
(Ag. Managing Director)

SAM –WOODE LIMITED

THE AUDIT SUB-COMMITTEE'S REPORT FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER, 2017 TO SHAREHOLDERS OF SAM-WOODE LIMITED

This is the report of the Board Sub-Committee on Audit for the period 1st January to 31st December 2017.

The Board's ultimate responsibility for maintaining a robust system of internal control is executed through the Audit Sub-Committee. We discharge this responsibility through a number of ways including discussions with management, external auditors, regulatory authorities, and any other person or group of persons with oversight input into our operations. During the period under review, the Committee held several meetings at which far reaching discussions were held to evaluate your Company's financial performance and other key operational and strategic recommendations were made to the full Board.

BUDGET AND BUSINESS PLAN FOR 2017

The Committee reviewed management assumptions and proposals for Strategic Plan and the 2017 financial budget and made appropriate recommendations for the Board's consideration and approval.

MANAGEMENT ACCOUNTS

The Sub-Committee in 2017 also discussed and considered the quarterly management accounts and financial statements and made recommendations, for consideration and approval of the full Board before they were submitted to the Regulatory Authorities.

APPOINTMENT OF ACTING MANAGING DIRECTOR

When the former Managing Director, Mr. Kenneth Kofi Asamoah resigned, the Sub-Committee met and recommended Mr. Emmanuel Armah, a Director representing Cocoa, Coffee and Sheanut Farmers Association to act as Managing Director from 1st August, 2017 to 31st December, 2017.

REVALUATION OF LAND AND BUILDING

The Sub-Committee recommended to the Board to appoint Asanta Property Consulting to value the land and building at Nyanyano. The Board subsequently accepted the recommendation. The land and building was revalued from GH¢1,374,616 to GH¢2,410,800.

REVIEW OF RENOUNCEABLE RIGHTS ISSUE OF SHARES

The Sub-Committee also reviewed progress report on the renounceable rights issue of equity shares being supervised by SIC Brokerage Limited. The Sub-Committee reported to the Board on the updates of the exercise.

REVIEW OF LOANS

During the period under review the Company undertook various short term loans to augment its working capital. The Sub-Committee reviewed all the loans and their conditions and made recommendations to the Board for consideration.

SAM –WOODE LIMITED

THE AUDIT SUB-COMMITTEE'S REPORT CONTINUED

DUE DILIGENCE REPORT

The Sub-Committee conducted due diligence on the purchase of Digital Printing Equipment and made recommendations to the Board for consideration.

CONCLUSION

On behalf of members of the Committee and on my own behalf, I would like to thank the Board members who are not represented on the Sub-Committee and Management for their support and cooperation during our deliberations and solicit their continued support.

Collins Sam-Acquah
(Non-Executive Director)
Chairman
28th March, 2018

**REPORT OF THE DIRECTORS
TO THE MEMBERS OF
SAM – WOODS LIMITED**

The Directors of the company have pleasure in submitting their annual report together with the Audited Financial Statements for the year ended December 31, 2017.

DIRECTORS' RESPONSIBILITY

Under the Companies Act 1963 (Act 179), we are responsible for preparing in respect of each financial year, financial statements which give a true and fair view of the state of affairs of the Company, and of its profit or loss and cash flows for that year in accordance with International Financial Reporting Standards (IFRS) and the Companies Act. In preparing these financial statements we are required to select suitable accounting policies and apply them consistently, make judgments and estimates that are reasonable and prudent.

As directors we are responsible for keeping proper books of accounts, which disclose with reasonable accuracy at any time the financial position of the Company. We are also responsible for safeguarding the assets of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularity.

NATURE OF BUSINESS

There was no change in the nature of business of the company during the year under review.

FINANCIAL RESULTS AND DIVIDEND

The results for the year are as set out in the attached detailed Financial Statements on pages 16 to 33 and summarized below:

	2017	2016
	GH¢	GH¢
Profit/(Loss) before tax for the year	(350,694)	490,070
From which is deducted a tax charge of	(310,409)	(108,941)
	-----	-----
Resulting in a Profit/(Loss) after tax of	(661,103)	381,129
To which must be added the balance brought forward on the Income Surplus Account at the beginning of the year of	1,197,484	1,078,292
	-----	-----
Leaving a balance of	536,381	1,459,421
From which the following transfers were made:		
• Transfer to Dividend Payable Account	-	(261,937)
	-----	-----
Leaving a balance on the Income Surplus Account To be Carried Forward of	536,381	1,197,484
	=====	=====

Your directors do not recommend the payment of any dividend for 2017 (2016: Nil).

DIRECTORS

As indicated elsewhere, Mr Kenneth Kofi Asamoah resigned as the Managing Director of the company effective 30th June 2017.

SAM –WOODE LIMITED

REPORT OF THE DIRECTORS CONT'D

CORPORATE GOVERNANCE

In line with good Corporate Governance, the Board reports that the following three Committees are in place to support the work of the Board. These are Audit, Publishing and Asset and Expansion Committees.

Audit Committee

Mr. Collins Sam-Acquah (Chairman Non - Executive Director)

Mr. Emmanuel Armah (Acting Managing Director)

Mr. Emmanuel Akyerefi Nyarko (Finance and Administration Manager)

The Audit Committee is made up of three members. The Committee meets to review the financial performance of the Company; external audit reports, reports of Regulatory Authorities and supervising the implementation of recommendations; facilitate dialogue between the Auditors and Management on the outcome of Audit Activities; propose External Auditors and their recommendation; review dividend policy and issues relating to constitution of reserves; the Quarterly, Half-yearly and Annual Financial Results before being reviewed and approved by the Board; ensure compliance with all Company's policies, all applicable Laws and Regulations and operating standards. The Committee also reviews and recommends for Board's approval major contracts, procurement and capital expenditures as well as the actual spending against budget, and extra-budgetary spending and does follow ups.

Publishing

Ms. Gladys Afarchoe Odoi (Chairperson Non – Executive Director))

Ms. Pamela Aba Woode (Vice Chairperson Non – Executive Director))

Mr. Michael Ayensu Mensah (Publishing Manager)

Mr. Emmanuel Armah (Acting Managing Director)

The Publishing Committee is made up of four members of which two are non-Executive members and performs the following functions, among others:-

- Examine the appraisal Reports submitted by Management on all SWL publishing personnel and take appropriate decisions.
- Examine and approve new Contracts,
- Examine and approve requests for Royalty payments and Commissions earned by Sales Agents and Sales Staff before payments are effected.
- Receive, study and approve proposals for New Publishing Project and Book Marketing before they are funded and implemented.

GOING CONCERN CONSIDERATIONS

The attached financial statements have been presented on the basis of accounting policies and conventions applicable to a going concern entity. As directors, we have made the necessary assessment and evaluation of the future capital and other financial requirements of the company and nothing has come to our attention through that evaluative exercise that leads us to conclude that the company is not a going concern.

SAM –WOODE LIMITED

EXTERNAL AUDITORS

Your external Auditors, Messrs Nexia Debrah & Co have indicated their willingness to continue in office as External Auditors of the Company and in accordance with section 134(5) of the Companies Act, 1963 (Act 179), we recommend their continued appointment.

MANAGEMENT REPRESENTATION

We certify that the Statement of Comprehensive Income and the Statement of Financial Position referred to in the report of the Auditors together with the notes thereon identified on pages 20-33 of this report have been prepared from records, information and representations made by us, the Directors of Sam – Woode Limited.

So far as we are aware, there is no relevant audit information (ie information needed by the company's auditors in connection with their work and report) of which the company's auditors are unaware and each director has taken reasonable steps that ought to be taken by a director in order to make him/her self aware of any relevant audit information and to establish that the company's auditors are aware of that information.

We confirm that to the best of our knowledge and belief the Financial Statements contain all transactions and that they are complete and accurate in all material respects. We approve the Statement of Comprehensive Income for the year ended December 31, 2017 and the Statement of Financial Position at that date together with the notes thereon this 28th day of **March 2018**.


.....)

.....)
ACCRA

DIRECTORS

March 28, 2018

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SAM - WOODE LIMITED**

Opinion

We have audited the financial statements of **Sam - Woode Limited** which comprise the statement of financial position at 31st December 2017, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, together with the notes to the financial statements which include a summary of significant accounting policies and other explanatory notes as set out on pages 16 to 33.

In our opinion, these financial statements give a true and fair view of the financial position of Sam - Woode Limited at 31st December 2017, and of its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards (IFRSs) and in the manner required by the Companies Act, 1963 (Act 179).

Our report is made solely to the company's members, as a body, in accordance with section 133 of the Companies Act 1963, (Act 179). The purpose of our audit is to enable us to make a statement to the members of the company on those matters specifically required by law to be mentioned in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its members as a body for our audit work, our report, or the opinions we have expressed herein above.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the section of our report dealing with the Auditor's Responsibilities for the Audit of the Financial Statements. In form and substance, we are independent of the Company in accordance with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Revenue recognition

(GH¢1,993,696)

Refer to Note 3 to the financial statements.

The key audit matter

Revenue is recognised when the risk and rewards of the underlying products have been transferred to the customer in the form of cash or receivables.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SAM - WOODE LIMITED (CONTINUED)**

How the matter was addressed in our audit

We evaluated sales invoices and credit notes issued at either side of the reporting date and assessed whether revenue was recognised in the correct period. We also developed an expectation of the current year revenue balance base on trend analysis, taking into account historical monthly sales and returns information. We then compared the expectation to actual results and ascertained reasons for variances. We also considered the adequacy of the Company's disclosures in respect of revenue.

Property, Plant and Equipment

(GH¢3,588,748)

Refer to Note 9 to the financial statements.

The key audit matter

The Company has acquired various assets of significant values to aid its operations. Items of property, plant and equipment may be stated at historical cost or at revaluation less accumulated depreciation and impairment losses. Critical estimates have to be made by the company in determining depreciation rates or impairments of property, plant and equipment.

How the matter was addressed in our audit

We tested controls over property, plant and equipment. We also examined the fixed assets register and observed the existence of those assets by physical verification. We have also relied on the professional opinion of the valuers with credible credentials.

Other Information

Other information in this context comprises the information included in the Annual Report and the Directors' Report as required by the Companies Act, 1963 (Act 179). The other information does not include the financial statements and our auditor's report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

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

The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SAM - WOODE LIMITED (CONTINUED)**

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstance, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Assess the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions which are beyond the scope of this report may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be considered to bear on our independence, and where applicable, related safeguards.
- Determine, from the matters communicated with the Directors, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SAM - WOODE LIMITED (CONTINUED)**

Emphasis of Matter

Without forming the basis of any qualification in our audit report, we draw attention to the obvious fact that the provisions made by the Company for corporate taxes are subject to the agreement of the Ghana Revenue Authority.

Report on Other Legal and Regulatory Requirements

- (a) Under the Companies Act 1963 (Act 179) we are required, when carrying out our audit, to consider and report on certain specific matters. We accordingly report that:
- i) 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;
 - ii) In our opinion proper books of account have been kept by the Company, as far as appears from our examination of those books; and
 - iii) In all material respect, the Company's statement of financial position and statement of comprehensive income and cash flows are in agreement with the books of account.

The engagement partner on the audit resulting in this independent auditor's report is **Kwame Manu-Debrah (ICAG/P/1264)**.



**(ICAG/F/069) Chartered Accountants
BCB Legacy House
#1 Nii Amugi Avenue
East Adabraka, Accra
P. O. Box CT 1552
Cantonments -Accra
Ghana.**

March 29, 2018
Accra

SAM-WOODE LIMITED

**STATEMENT OF COMPREHENSIVE INCOME¹
FOR THE YEAR ENDED 31ST DECEMBER 2017**

	NOTES	2017 GH¢	2016 GH¢
Turnover	3	1,993,696	2,873,010
Cost of Sales	4	(933,673)	(1,237,058)
Gross Profit		1,060,023	1,635,952
Selling and Administrative Costs	7	(1,196,578)	(1,240,006)
		(136,555)	395,946
Other Operating Income	5	12,810	194,389
Profit/(Loss) before Interest and Tax		(123,745)	590,335
Interest Expense		(226,949)	(100,265)
Profit/(Loss) before Taxation		(350,694)	490,070
Tax Charge	8(i)	(310,409)	(108,941)
Profit/(Loss) after Tax Transferred to Income Surplus Account		(661,103)	381,129
Other Comprehensive Income	21	1,070,549	-
Total Comprehensive Income for the year		409,446	381,129
Basic and Diluted Earnings per Share in Ghana Pesewas		(0.03)	1.75

¹ Also referred to in the context of the Companies Act 1963 (Act 179) as Trading, Profit and Loss Account.

SAM-WOODE LIMITED
STATEMENT OF FINANCIAL POSITION²
AS AT 31ST DECEMBER 2017

	NOTES	2017 GH¢	2016 GH¢	1/1/16 Restated GH¢
Property, Plant & Equip't	9	3,588,748	2,720,679	2,370,822
Text Book Development Cost	17	382,108	443,636	258,757
		<u>3,970,856</u>	<u>3,164,315</u>	<u>2,629,579</u>
CURRENT ASSETS				
Inventories	15	91,103	79,077	112,188
Trade & Other Accounts Receivable	12	490,649	523,600	3,147,363
Taxation	8(ii)	18,000	-	-
Deferred Tax	8(iv)	-	-	11,428
Short Term Investments		-	-	492,280
Cash & Bank Balances		7,664	11,674	25,966
		<u>607,416</u>	<u>614,351</u>	<u>3,789,225</u>
CURRENT LIABILITIES				
Bank Overdraft		14,040	323	580,999
Short Term Loan	14	1,125,833	-	321,618
Dividend Payable	16	200,508	200,508	-
Trade & Other Accounts Payable	11	914,004	1,893,739	3,684,858
Taxation	8(ii)	-	65,195	343,938
Deferred Tax	8(iv)	307,858	12,318	-
		<u>2,562,243</u>	<u>2,172,083</u>	<u>4,931,413</u>
Net Current Assets		<u>(1,954,827)</u>	<u>(1,557,732)</u>	<u>(1,142,188)</u>
Net Assets before Non-Current Liabilities		<u>2,016,029</u>	<u>1,606,583</u>	<u>1,487,391</u>
NON-CURRENT LIABILITIES				
Research Fund	10	(188,109)	(188,109)	(188,109)
		<u>1,827,920</u>	<u>1,418,474</u>	<u>1,299,282</u>
FINANCED BY:				
Stated Capital	19	220,990	220,990	220,990
Capital Surplus	21	1,070,549	-	-
Income Surplus	18	536,381	1,197,484	1,078,292
		<u>1,827,920</u>	<u>1,418,474</u>	<u>1,299,282</u>
SHAREHOLDERS' FUND				
		<u>1,827,920</u>	<u>1,418,474</u>	<u>1,299,282</u>

.....)
SAM Woode)
) **Directors**
Leguayouf)
) **March 28, 2018**
Accra

² Also referred to in the context of the Companies Act 1963 (Act 179) as Balance Sheet

SAM-WOODE LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST DECEMBER 2017**

	2017	2016
	GH¢	GH¢
Profit/(Loss) (Before Interest and Taxes)	(124,626)	468,506
Add/(Less)		
Depreciation	232,612	294,091
Book Development Cost Amortised	127,369	147,878
Profit on disposal	-	(9,000)
Interest Received	882	121,829
Dividend Paid	-	(61,429)
Interest Paid	(226,949)	(100,265)
Tax Paid	(98,064)	(363,938)
	<u>35,850</u>	<u>(363,938)</u>
Net Cash Inflow from Trading Activities Before Changes in Working Capital:	(88,776)	497,672
Working Capital Changes		
(Increase) /Decrease in Inventories	(12,026)	33,111
Decrease/(Increase) in Receivables	32,950	2,623,763
(Decrease)/ in Trade & Other Payables	(979,734)	(1,791,119)
	<u>(958,810)</u>	<u>(1,791,119)</u>
Net Cash Inflow from Operating Activities	(1,047,586)	1,363,427
Investing Activities:		
Purchase of Fixed Assets	(30,132)	(643,948)
Text Book Development Costs	(65,842)	(332,757)
Proceeds from the sale of Fixed asset	-	9,000
	<u>(95,974)</u>	<u>(967,705)</u>
Net Cash Outflow From Investing Activities	(95,974)	(967,705)
Financing:		
Short Term Loan Received	1,273,833	-
Short Term Loan Re-paid	(148,000)	(321,618)
	<u>1,125,833</u>	<u>(321,618)</u>
Net Cash Inflow From Financing	1,125,833	(321,618)
Net (Decrease) / Increase in Cash and Cash Equivalents	(17,727)	74,104
Cash and Cash Equivalents at 1 st January	11,351	(62,753)
	<u>(6,376)</u>	<u>11,351</u>
Cash and Cash Equivalents at 31st December	(6,376)	11,351
Analysis of Cash and Cash Equivalent as shown in the Balance Sheet		
Cash & Bank Balance	7,664	11,674
Bank Overdraft	(14,040)	(323)
Short Term Investments	-	-
	<u>(6,376)</u>	<u>11,351</u>

SAM-WOODE LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST DECEMBER 2017**

	Stated Capital GH¢	Capital Surplus GH¢	Income Surplus GH¢	Total GH¢
Net Profit for the Year (2016)	-	-	381,129	381,129
Transfer to Research Fund	-	-	-	-
Transfer to Dividend	-	-	(261,937)	(261,937)
Balance at 31st December 2016	<u>220,990</u>	-	<u>1,197,484</u>	<u>1,418,474</u>
Net Loss for the Year (2017)	-	-	(661,103)	(661,103)
Revaluation Surplus	-	1,070,549	-	1,070,549
Balance at 31st December 2017	<u>220,990</u>	<u>1,070,549</u>	<u>536,381</u>	<u>1,827,920</u>

SAM-WOODE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2017

1. THE REPORTING ENTITY

Sam - Woode Limited is incorporated in Ghana under the Companies Act 1963 (Act 179), and is domiciled in Ghana. The company is an educational publisher, printer and seller of educational books and material.

The audited financial statements of the company were authorized for issue by the Board of Directors on **28th March 2017**.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The Financial Statements have been prepared in accordance with International Financial Reporting Standards (and its interpretations adopted by the International Accounting Standards Board (IASB)) under the historical cost convention except as disclosed in the accounting policies below.

The preparation of Financial Statements under IFRS requires the use of certain critical accounting estimates, and also requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement, or where assumptions and estimates are significant to the financial statements, are disclosed in Note 1m below.

b. Property, Plant and Equipment

Owned assets

Items of property, plant and equipment are stated at historical cost (as modified by the revaluation of certain fixed assets) less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Leased assets

Leases in terms of which the company assumes in substance all the risks and rewards of ownership are classified as finance lease. The property acquired by way of finance lease is stated at an amount equal to the lower of its fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses.

Depreciation

Depreciation is calculated on a straight – line basis to write off the cost of each asset, or its revalued amounts, to their residual values over their estimated useful lives as follows:

Land and Building	5%
Plant and Machinery	10%
Furniture and Fittings	20%
Motor Vehicle	25%
Literary Property Copyright	10%
Office Equipment	20%
Library Books and Loose Tools	50%

SAM-WOODE LIMITED

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Gains or losses on disposals are determined by comparing proceeds with carrying amounts and are included in the Statement of Comprehensive Income.

Subsequent costs

The company recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when incurred, if it is probable that the future economic benefits expected from the item will flow to the company and the value of such economic related to the item can be measured reliably. All other costs when incurred are recognised in the statement of comprehensive income as an expense.

c. Inventories

Raw materials are valued at the lower of cost and net realisable value on the weighted average basis, and include costs incurred in acquiring the inventories and bringing them to their existing location and condition.

Work-in-progress comprises materials in the process of being converted from raw materials to finished goods. Work-in-progress is valued at the lower of cost and net realisable value on the weighted average basis. Cost includes all production overheads and the attributable proportion of indirect overhead expenses.

Finished Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of bringing the inventories to their saleable condition.

d. Trade and Other Receivables

Trade and other receivables are recognised and recorded at invoice value less any provision for impairment. A provision for impairment is made on a case by case basis when there is any evidence that the amount due will not be fully recovered at the original terms.

e. Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and call deposits and other short-term highly liquid investments. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

f. Foreign Currencies

The Company uses the Ghana Cedi (GH¢) both as a functional and reporting currency. Transactions denominated in foreign currencies are translated into Ghana Cedis (GH¢) at the exchange rates ruling at the dates of the transaction. Monetary Assets and Liabilities denominated in foreign currencies at the reporting date are translated into Ghana Cedis (GH¢) and recorded at the rates of exchange ruling at that date.

g. Trade and Other Accounts Payable

Trade and other accounts payable are stated at amortised cost, and represent obligations to pay for goods or services purchased in the ordinary course of business.

SAM-WOODE LIMITED

h. Income Tax

Tax expense comprises current and deferred tax.

Current Tax

The Company provides for income taxes at current rates on the taxable profits of the Company. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

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

Deferred Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss.

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

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences only to the extent that it is probable that future taxable profits will be available against which asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or where the tax assets and liabilities will be realised simultaneously.

i Provisions

A provision is recognised in the balance sheet when a legal or constructive obligation as a result of a past transaction or event exist at the balance sheet date and the amount of the obligation can be reliably estimated and also probable that an outflow of economic resource will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

j Employee Benefits

The cost of all employee benefits is recognised during the period in which the employee renders the related service. The provisions for employee entitlements to wages, salaries, annual and sick leave represent the amount which the company has a present obligation to pay as a result of the employees' services provided to the reporting date.

The Company contributes 13.0% of qualifying employee costs to a National Pensions Scheme and the contribution is charged to the Profit and Loss Account as part of total Employee Benefit. The National Pension Scheme is a creation of law and managed by the Government of Ghana through the appropriate public and private sector entities.

SAM-WOODE LIMITED

k. Revenue Recognition

Revenue is recognised in the statement of comprehensive income when the significant risks and rewards of ownership have been transferred to the buyer excluding Value Added Tax where applicable.

Revenue is recognised upon dispatch of the products and acceptance by the customer.

No revenue is recognised if there are significant uncertainties regarding, (1) the recovery of the consideration due, (2) associated costs, (3) the possible return of goods or (4) the continuing management involvement with goods.

Other revenues earned by the Company are recognised on the following bases:

- Copyright Sales – on an accrual basis
- Investment income – when the Company's right to receive payment is established

l. Interest-Bearing Borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

m. Critical Accounting Estimates and Judgements

Estimates and judgement are continually made and evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Property, Plant and Equipment

Critical estimates are made by the Directors in determining depreciation rates for property, plant and equipment. The rates used are set out in note 1b.

Income Taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the course of business. The company recognises liabilities for tax based on estimates of whether additional taxes will be due. Where the final outcome of these matters are different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determination is made.

Going Concern

The audited financial statements of the company have been presented on the going concern presumption that the company will continue in operations into the foreseeable future. The management of the company are not aware of any material uncertainties that have the potential to invalidate the presumption of a going concern.

SAM-WOODE LIMITED

	2017	2016
	GH¢	GH¢
3. TURNOVER		
Foreign Copy - Right Sales	34,220	33,093
Back List Sales	872,223	938,404
Front List Sales	1,087,253	1,901,513
	<u>1,993,696</u>	<u>2,873,010</u>
4. COST OF SALES		
Raw Materials Purchased & Consumed	-	14,600
Direct Production Expenses	467,103	332,466
Direct Purchases of Finished Goods	197,618	475,457
	<u>664,721</u>	<u>822,523</u>
Stock of Finished Goods at 1 st January	79,077	112,188
Stock of Finished Goods at 31 st December	(91,103)	(79,077)
	<u>652,695</u>	<u>855,634</u>
Depreciation – Building/Plant & Machinery	85,952	130,946
Handling Charges	570	860
Royalties	67,087	101,740
Text Book Development Costs.	127,369	147,878
	<u>933,673</u>	<u>1,237,058</u>
5. OTHER OPERATING INCOME		
Profit on Disposal of Fixed Asset	-	9,000
Interest Income	882	121,829
Sundry Income	11,928	63,560
	<u>12,810</u>	<u>194,389</u>
6. STAFF COSTS		
Staff Training	2,840	1,938
Staff Severance Award	2,279	30,769
Staff Medicals	7,320	5,031
Staff Social Security	18,980	11,771
Staff Remuneration	199,927	148,033
	<u>231,346</u>	<u>197,542</u>

SAM-WOODE LIMITED

	2017	2016
	GH¢	GH¢
7. SELLING AND ADMINISTRATIVE COSTS		
Directors Remuneration	61,500	58,842
Audit Fees	48,000	45,000
Depreciation	232,612	163,145
Staff Costs (See Note 6)	231,346	197,542
Travelling and Transport	16,179	23,889
Donation	8,850	20,400
Repairs and Maintenance	47,537	55,298
Rent and Rate	79,129	79,276
Vehicle Running	81,439	71,073
Registration and Licensing	50,016	59,657
Overseas Travelling and Book Fair	4,790	295
Selling and Distribution Expenses	23,018	31,558
Other General and Administrative Expense	312,162	434,031
	<u>1,196,578</u>	<u>1,240,006</u>
8. TAXATION		
i) Tax Expense		
<i>Recognised in Profit and Loss</i>		
Current Tax	14,869	85,195
Deferred Tax	295,540	23,746
	<u>310,409</u>	<u>108,941</u>
Total Reconciling factor – GRA (note 8vc)	-	-
	<u>310,409</u>	<u>108,941</u>
ii) <u>Movement in Deferred Tax Balances</u>		
Balance at 1 January	(12,318)	11,428
Deferred Tax for the period	(295,540)	(23,746)
	<u>(307,858)</u>	<u>11,428</u>

SAM-WOODE LIMITED

iii) Recognised Deferred Tax Assets and Liabilities

	At 1/1/17 Net Amount GH¢	Recognised in Profit/Loss GH¢	Recognised in OCI GH¢	At 31/12/17 Net Amount GH¢	Deferred Tax Asset GH¢	Deferred Tax Liability GH¢
<u>2017 YOA</u>						
PPE	(12,318)	(295,540)	-	(307,858)	-	(307,858)
Unquoted Equity	-	-	-	-	-	-
	<u>(12,318)</u>	<u>(295,540)</u>	<u>-</u>	<u>(307,858)</u>	<u>-</u>	<u>(307,858)</u>
<u>2016 YOA</u>						
PPE	11,428	(23,746)	-	(12,318)	-	(12,318)
Unquoted Equity	-	-	-	-	-	-
	<u>11,428</u>	<u>(23,746)</u>	<u>-</u>	<u>(12,318)</u>	<u>-</u>	<u>(12,318)</u>

The amount of deferred tax assets/liabilities recognised directly into equity at the beginning of 2014 amounted to GH¢17,197. This amount has been restated in order to make prior period reported figures consistent with current financial reporting presentation.

iv) Reconciliation of Effective Tax Rate

	2017 GH¢	2016 GH¢	2015 GH¢
Profit/(Loss) before tax	<u>(661,103)</u>	<u>490,070</u>	<u>1,423,718</u>
Income tax thereon @ 25%	-	122,518	355,930
Tax effect on Non-deductible expenses	-	71,372	38,542
Tax effect on allowance utilised	-	(108,695)	(35,533)
Corporate tax charge in P/L	<u>-</u>	<u>85,195</u>	<u>358,939</u>
Effective tax rate	Nil	17.40%	25.21%

SAM-WOODE LIMITED

v) Current Tax Position – 2017 YOA

	Balance at 1/1/2017 GH¢	Charge to P/L (other taxes) GH¢	Payments during the year GH¢	Tax Credits GH¢	Balance at 31/12/17 GH¢
(a) Corporate Tax					
Up to 2011	36,770	-	-	-	36,770
2012	(72,263)	-	-	-	(72,263)
2013	(251,385)	-	-	-	(251,385)
	<u>(286,878)</u>	-	-	-	<u>(286,878)</u>
2014	-	-	-	-	-
2015	(4,999)	-	-	-	(4,999)
2016	70,195	-	(65,195)	-	5,000
2017	-	-	(18,000)	-	(18,000)
	<u>(221,682)</u>	-	<u>(83,195)</u>	-	<u>(304,877)</u>
(b) Other Taxes					
Up to 2011	81,489	-	-	-	81,489
2012	71,649	-	-	-	71,649
2013	133,740	-	-	-	133,740
2014-2016	-	14,869	(14,869)	-	-
	<u>286,878</u>	<u>14,869</u>	<u>(14,869)</u>	-	<u>286,878</u>
Net Position	<u>65,196</u>	<u>14,869</u>	<u>(98,064)</u>	-	<u>(17,999)</u>

(c) Reconciliation with the Ghana Revenue Authority

Corporate Tax is charged at 25% (2016:25%) of chargeable Income. All tax liabilities and credits up to the YOA 2013 have been agreed with the Ghana Revenue Authority (GRA) through a final Tax Audit report dated 1th November 2014.

SAM-WOODE LIMITED

9. PROPERTY, PLANT & EQUIPMENT

	Land & Building GH¢	Plant & Mach. GH¢	Furn. & Equip't GH¢	Literary Property Copy't GH¢	Library Books GH¢	Motor Vehicle GH¢	Loose Tools GH¢	Total GH¢
Cost								
At /01/01/17	1,374,616	1,287,945	319,875	21,382	3,538	498,973	25,985	3,532,314
Additions	-	16,712	13,420	-	-	-	-	30,132
Revaluation	1,036,184	-	-	-	-	-	-	1,036,184
At 31/12/17	2,410,800	1,304,657	333,295	21,382	3,538	498,973	25,985	4,598,630
COMPRISING								
At Cost	-	1,304,657	333,295	21,382	3,538	498,973	25,985	2,187,830
At Revaluation	2,410,800	-	-	-	-	-	-	2,410,800
	2,410,800	1,304,657	333,295	21,382	3,538	498,973	25,985	4,598,630
Depreciation								
At 1/1/17	34,365	115,732	255,803	21,382	3,537	354,831	25,985	811,635
Released on Rev.	(34,365)	-	-	-	-	-	-	(34,365)
Charges	60,270	85,952	14,826	-	-	71,564	-	232,612
At 31/12/17	60,270	201,684	270,629	21,382	3,537	426,395	25,985	1,009,882
Net Book Value								
At 31/12/17	2,350,530	1,102,905	62,666	-	1	72,578	-	3,588,748
At 31/12/16	1,340,251	1,172,213	64,072	-	1	144,142	-	2,720,679

Depreciation has been apportioned in the financial statements as follows:

	2017 GH¢	2016 GH¢
Cost of Sales	85,952	130,946
Selling, Administrative and General Expenses	146,660	163,145
	232,612	294,091

Freehold Land and Building were professionally revalued by Assenta Property Consulting in JUNE 2017 on the basis of Reinstatement (Replacement) value under existing use for accounting purposes. The adjustments made during the year were necessary to align the carrying amounts of each category of asset to their fair values which approximate the present value of the future benefits.

SAM-WOODE LIMITED

	2017	2016
	GH¢	GH¢
10. RESEARCH FUND		
At January 1 st	188,109	188,109
Transferred from Income Surplus	-	-
	-----	-----
At December 31 st	188,109	188,109
	=====	=====
<p>The Company has a policy of making appropriations from Retained Earnings to support its research agenda. The amount of transfer this year was Nil (2016: Nil).</p>		
11. TRADE & OTHER ACCOUNTS PAYABLE		
Clients' Deposit	7,339	7,339
Directors' Current Account	56,649	14,499
Royalty Payable (Note 13)	128,950	70,636
Accruals	98,022	81,544
Sundry Creditors	524,143	385,760
Trade Creditors	98,901	1,333,961
	-----	-----
	914,004	1,893,739
	=====	=====
12. TRADE AND OTHER ACCOUNTS RECEIVABLE		
Academy press Limited	85	85
SWL Nigeria incorporation	1,176	1,176
Staff Debtors	6,531	749
Royalty Advances	25,912	20,912
Prepayment	543	40,344
West Africa Book Publishers	79,053	79,053
Sundry Debtors	159,773	161,709
Trade Debtors	217,576	219,572
	-----	-----
	490,649	523,600
	=====	=====
13. ROYALTIES PAYABLE		
Balance at 1 st January	70,636	15,669
Accrued to Cost of Sales	67,087	101,740
	-----	-----
	137,723	117,409
Payments in the year	(8,773)	(46,773)
	-----	-----
Balance at 31 st December	128,950	70,636
	=====	=====

The payment of Royalty is subject to a withholding tax of 15% at the point of payment

SAM-WOODE LIMITED

	2017	2016
	GH¢	GH¢
14. SHORT TERM LOANS		
Balance 1 st January 2017	-	-
Loans Received	1,167,000	-
	-----	-----
	1,167,000	-
Loans Repayments	(148,000)	-
Accrued Interest	106,833	-
	-----	-----
	1,125,833	-
	=====	=====

The company contracted a loan of GH¢300,000 on 16th May 2017 for a six (6) months tenor to augment its working capital at an effective interest rate of 40% per annum. At the expiration of the loan term on the 14th November 2017 repayment was extended for another six (6) months at an interest rate of 38% per annum.

The company also contracted various loans to the tune of GH¢867,000 from a Director between March to December 2017 to augment its working capital. The annual interest rate is 32% per annum and is payable within one year. The interest rate was renegotiated to 28% per annum effective 1st November 2017.

15. INVENTORIES

Finished Goods	91,103	79,077
	-----	-----
	91,103	79,077
	=====	=====

16. DIVIDENDS PAYABLE

Balance at 1 st January, 2017	200,508	-
Final Dividends declared during the year	-	261,937
	-----	-----
	200,508	261,937
Dividends paid during the Year	-	(61,429)
	-----	-----
	200,508	200,508
	=====	=====

The payment of dividend is subject to withholding tax at the rate of 8%.

17. TEXT BOOK DEVELOPMENT COST

Balance 1 st January 2017	443,636	258,757
Additions to cost	65,842	332,757
	-----	-----
	509,477	591,514
Write-Offs	(127,369)	(147,878)
	-----	-----
	382,108	443,636
	=====	=====

SAM-WOODE LIMITED

Text Book Development Costs are incurred in the process of developing new text books and concepts. The amount is amortised on the basis of the first 20,000 copies sold out or four (4) years whichever occurs earlier.

18. INCOME SURPLUS

Balance at 1 st January	1,197,484	1,078,292
Profit/(Loss) After Tax Transferred from Profit and Loss Account	(661,103)	381,129
Transfer to Dividend	-	(261,937)
	-----	-----
Balance at 31st December	536,381	1,197,484
	=====	=====

19. STATED CAPITAL

	2017		2016	
	No. of Shares	Proceeds GH¢	No. of Shares	Proceeds GH¢
Authorised:	'000'		'000'	
Ordinary Shares of no par value	1,000,000	-	100,000	-
Preference Shares	500,000	-	50,000	-
	-----	----	-----	----
	1,500,000	-	150,000	-
	=====	====	=====	====
Issued:				
Ordinary Shares issued:				
For Cash Consideration	21,828,035	220,990	21,828,035	220,990
	=====	=====	=====	=====

There is no unpaid liability on any shares. There are no calls or instalments unpaid, and there are no treasury shares held. No Preference Shares have been issued. Further details on the shareholding structure are provided per **note 25**.

20. EARNINGS PER SHARE

Basic Earnings per Share (EPS) is calculated by dividing the profit after tax for the year attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the year.

	2017	2016
	GH¢	GH¢
Profit/(Loss) attributable to Ordinary Shareholders	(661,381)	381,129
	=====	=====
Weighted Average number of ordinary shares	21,828,035	21,828,035
	=====	=====
Basic Earnings per Share (in Ghana Pesewas)	(0.03)	1.75

(**Note:** The company had no category of dilutive potential ordinary shares at both reporting dates. The diluted earnings per share is therefore the same as the basic earnings per share.)

SAM-WOODE LIMITED

	2017	2016
	GH¢	GH¢
21. CAPITAL SURPLUS		
Balance at 1 st January	-	-
Revaluation Surplus	1,070,549	-
	-----	----
Balance at 31st December	1,070,549	-
	=====	====

During the year the company revalued certain aspects of its Freehold Land and Building and admitted the new values into the accounting framework of the company effective June 2017. The unrealised surplus or gain have been disclosed as part of Capital Surplus through the Profit and Loss as Other Comprehensive Income.

22. CAPITAL COMMITMENTS

There were no capital commitments not provided for in the Financial Statement at the Reporting dates.

23. COMPARATIVE INFORMATION

For comparative purposes, the impact of new and amended standards on accounting balances brought forward from the previous year have been reflected as far as possible by restating, re-aligning, re-arranging or reclassifying those balances wherever necessary.

24. SEGMENTAL REPORTING

The operating activities of the company are managed as one business unit with no distinctive operating segments. Consequently, no information is available or presented on segmental reporting.

25. SHAREHOLDING STRUCTURE

(i) Directors Shareholding:

The Directors named below held the following number of shares in the Company as at 31st December 2017.

	# of Shares	% Holding
1. Gladys Afarchoe Odoi (Ms)	24,000	0.11%
2. Kojo Essamuah Sam-Woode	57,326	0.26%
3. Pamela Aba Woode	1,010,126	4.63%
4. Kwesi Sam – Woode	5,400,000	24.74%
	-----	-----
	6,491,452	29.74%
	=====	=====

SAM-WOODE LIMITED

(ii) Number of Shares Outstanding

Earnings and dividend per share are based on 21,828,035 (2016; 21,828,035) ordinary shares outstanding.

(iii) Number of Shareholders

The Company had 671 ordinary shareholders as at 31st December 2017 distributed as follows:-

Category of Holdings	No. of Shareholders	Total Holding	% Holding
Less than 1,000	352	119,869	0.55
1,000 to 5,000	209	403,895	1.85
5,001 to 10,000	24	202,962	0.93
Over 10,000	86	21,101,309	96.67
	671	21,828,035	100.00
	671	21,828,035	100.00

(iv) List of twenty largest shareholders as at 31st December 2017

	No. of Shares	% Holding
1. Sam – Woode Kwesi	5,400,000	24.74
2. Carson Naomi Hendrick	3,378,600	15.48
3. Teachers’ Fund	3,274,205	15.00
4. NTHC/ Ghana Cocoa Coffee and Sheanuts Farmers	2,000,000	9.16
5. NTHC Limited	1,591,807	7.29
6. Woode Nana Abaahoma	1,047,326	4.80
7. Woode Pamela Aba	1,010,126	4.63
8. Acheampong Yaw Gyamfi	425,324	1.95
9. Woode Ekua Esaawa	253,024	1.16
10. Sam – Woode Kweku Esaah	224,000	1.03
11. Abban Elizabeth	169,620	0.78
12. Abosi-Apeadu Peter Kwame	163,600	0.75
13. Okine Robert Garshong A.	100,000	0.46
14. Esuman – Gwira Wilhelmina (Mrs)	100,000	0.46
15. Obiri Francis Sampson	96,400	0.44
16. Ofori Daniel	64,612	0.30
17. NTHC Clients A/C	63,965	0.29
18. Appiah Samuel	62,546	0.29
19. Sam-Woode Nana Kodwo Anaku	58,326	0.27
20. Sam- Woode Kojo Essamuah	57,326	0.26
	19,540,007	89.52
Others	2,288,028	10.48
	21,828,035	100
	21,828,035	100

SAM-WOODE LIMITED

PROXY AUTHORISATION

I/We _____ of _____

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

_____ of _____ or failing

him/her the Chairman of the meeting to be my/our proxy to vote on my/our behalf at the fifteenth Annual General meeting of the Company to be held on Thursday, 25th October, 2018 at New Conference Hall, GNAT and any adjournment thereof.

Signed the _____ day of _____ 2018

Signature of Shareholder(s) _____

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

NOTES

A member (Shareholder) who is

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 with an asterisk (*) 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 case of joint Shareholders, each Shareholder 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 deliver so as to reach the Registrars, NTHC, Martco House, Adabraka, Accra or post it to the Registrars, NTHC, P. O. Box KIA 9563, Airport, Accra not later than 48 hours before the time fixed for the meeting or adjourned meeting.
6. The Proxy must produce the Admission Card sent with the Notice of the Meeting to obtain entrance to the meeting.