



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General meeting of **Clydestone (Ghana) Limited** (the “Company”) will be held at the Osu Presbyterian Church Hall, Osu, Accra on **Thursday the 26th of September 2019 at 10:00am prompt**, to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive and adopt the Annual Report and Audited Financial Statements of the Company for the year ended 31st December 2018 together with the reports of the directors and auditors thereon;
2. To re-elect retiring Director – Edward Amuh
3. To ratify the appointment of new Directors - Felistas Kisivo and Nii Obodai Torto;
4. To approve Directors’ Remuneration;
5. To authorise Directors to fix the remuneration of the appointed Auditors Boateng, Offei & Co.;

SPECIAL BUSINESS

1. To seek approval of members to search and engage an institutional investor so as to fund increase in working capital, to enable the company to meet the new licensing and capital requirements to be prescribed by the Bank of Ghana, per the new Payment Systems & Services Act, 2019 Act 987 with regards to our G-switch transaction switching, and payment services business.

NOTE:

PROXY: A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member. In order to be valid, a PROXY FORM must be completed and deposited at the Office of the Company’s Registrar, NTHC Limited, 1st Floor, Martco House, No. D 542/4, Okai Mensah Link, Adabraka, Accra or NTHC Limited, P.O. Box KIA 9563, Airport – Accra, NOT LESS THAN 48 HOURS before the appointed time of the meeting. All relevant documents in connection with the meeting are available to shareholders from the date of this notice on the Company’s website (www.clydestone.com/investors) or at the Company’s Registered Office at 16 Adebeto Close, North Labone, Accra.

Dated this 4th day of September 2019.

BY ORDER OF THE BOARD

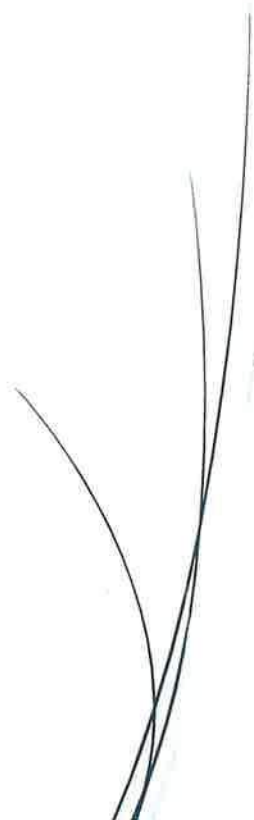
Samuel Adjetey
Company Secretary

Clydestone Group

**P.O. Box CT 1003
Cantonments, Accra**

Annual Report and Consolidated Financial Statements 31 December 2018

Reporting Auditors
Boateng, Offei & Co.
Correspondent firm; Grant Thornton International
Chartered Accountants
P.O. Box CT 718, Accra
Tel: 0302-509039/40 / 0573233718/9
Email: bcc@boatengoffei.com



Clydestone Group

Financial statements for the year ended 31 December, 2018

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Clydestone Group

Financial statements for the year ended 31 December, 2018

Corporate information

Directors

Paul Jacquaye
Robert Alloh
Edward K.A. Amuh
Tinawurah Satuh
Alhassan Iddrisu Mahama

Company secretary

Registered office

No. 16 Adebeto Close
North Labone
P. O. Box CT 1003
Accra

Registrars

NTHC Limited
Martco House
P. O. Box KA 9563
Airport -Accra, Ghana

Solicitors

Alloh & Partners.
P. O. Box NT 478
New Town, Accra

Bankers

Consolidated Bank Ghana Limited
Fidelity Bank Limited
UBA (Gh) Limited
Zenith Bank (Gh) Limited
Guaranty Trust Bank (Ghana) Limited

Independent auditor

Boateng, Offei & Co
Correspondent firm; Grant Thornton International
Chartered Accountants
9 Bissau Avenue East Legon
P. O. Box CT 718, Accra
Email: boc@boatengoffei.com
Tel. 0302-509039/40 /0573233718

Clydestone Group

Financial statements for the year ended 31 December, 2018

Report of the Group Directors

The Group Directors have the pleasure in submitting to the shareholders their report together with the audited financial statements of Clydestone Group for the year ended 31 December, 2018

Nature of business

The Group is engaged in Information and Communication Technology, specializing in payment systems-comprising Cheque Code Line Truncation, Transaction Processing and Switching Services to banks and independent service organisations system integration and outsourcing.

Financial results for the year

	GH¢
The Group recorded a total comprehensive profits /(loss) of	565,630
which is added balance on the retained earnings brought forward of	<u>(1,384,736)</u>
leaving a balance on the retained earnings carried forward of	<u>(818,106)</u>

Going Concern

The Directors are satisfied that the underlying quality of the business is solid and that profitable returns can be earned in the foreseeable future and that the Group will continue as a going concern.

Subsidiary Companies

The company own a beneficial interest of 100% in the Clydestone Nigeria Limited, a company incorporated in the Federal Republic of Nigeria and Remittance Processing Limited in Ghana.

Directors and their interests

The present membership of the Board is set out in page 1. The Directors' interests in the ordinary shares of the Group as at 31 December 2016 were as follows:

Name	No. of shares
Paul Tse Jacquaye	20,389,500

Directors' interests in contracts

The Directors have no material interest in contracts entered into by the Group.

Auditors

Messrs. Boateng, Offei & Co. were appointed as auditors on 5th March 2018 as auditor in accordance with Section 143 of the Companies Code 1963 (Act 179).

Approval of financial statements

These financial statements of the Group were approved by the Board of Directors on 28/6 2019.



PAUL TSE JACQUAYE



ROBERT ALLOH

Clydestone Group

Statement of Group Directors' responsibilities

The Directors are required to ensure that adequate accounting records are maintained so as to disclose at reasonable adequacy, the financial position of the Group. They are also responsible for steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. They must present financial statements for each financial year, which give a true and fair view of the affairs of the Group, and the results for that period. In preparing these financial statements, they are required to:

- select suitable accounting policies and apply them on a consistent basis using reasonable and prudent judgment
- state whether or not the Companies Act 1963 (Act 179) and International Financial Reporting Standards ("IFRS") have been adhered to and explain material departures thereto.
- use the going concern basis unless it is inappropriate.

The Board acknowledges its responsibility for ensuring the preparation of the annual financial statements in accordance with IFRS and the responsibility of external auditors to report on these financial statements. The Board is responsible for ensuring the maintenance of adequate accounting records and an effective system of internal controls and risk management.

Nothing has come to the Board's attention, to indicate any material breakdown in the functioning of the internal controls and systems during the period under review, which could have a material impact on the business.

The financial statements are prepared from the accounting records on the basis of consistent use of appropriate records supported by reasonable and prudent judgments and estimates that fairly present the state of affairs of the Group. The financial statements have been prepared on a going concern basis and there is no reason to believe that the Group will not continue as a going concern in the next financial year. The Directors confirm that in preparing the financial statements, they have:

- selected suitable accounting policies and applied them consistently.
- made judgments and estimates that are reasonable and prudent
- followed the International Financial Reporting Standards
- prepared the financial statements on the going concern basis

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them ensure that the financial statements comply with the Companies Act 1963 (Act 179). They are also responsible for safe guarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By the order of the Board



PAUL TSE JACQUAYE
DIRECTOR



ROBERT ALLOH
DIRECTOR

27th JUNE 2019

*Independent auditors' report to the members of
Clydestone Group*

Opinion

We have audited the Financial Statements of Clydestone Group which comprise the Statement of Financial Position as at 31 December, 2018, and the Statement of Comprehensive Income, statement of Changes in Equity and statement of cash flow for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory notes as set out on pages 12 to 37.

In our opinion, the accompanying Financial Statements give a true and fair view of the financial position of the Group as at 31 December, 2018 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and in a manner required by the Companies Act 1963 (Act 179).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with 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 for the year ended 31 December, 2017. Key audit matters are selected from the matters communicated with management but are not intended to represent all matters that were discussed with them. Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of the key audit matters described below, and we do not express an opinion on these individual matters.

i. Intangibles

This represent G-Switch, an electronic funds transfer platform with which the Group uses to integrate with global partners. It is regularly receiving upgrade and enhancement. Our audit review revealed that the platform started generating some income in the year under review. However management is yet to identify appropriate measures towards amortising this intangibles assets.

ii. Value Added Tax (VAT)

Revenues in the Financial Statement varied from those reported on the monthly VAT returns, most of which were deferred. There is therefore a significant regulatory risk associated with this practice.

*Independent auditors' report to the members of
Clydestone Group (continued)*

Other information

The Directors are responsible for the other information. The other information comprises the report of Directors and chairman's report and any other information not subject to audit, which are expected to be made available to us after that date but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we have nothing to report in this regard.

In connection with our audit of the financial statements, our responsibility is to read the other information published with the financial statements to identify areas of material inconsistency between the unaudited information and the audited financial statements and obvious misstatements of fact to other information.

Inconsistency is when other information contradicts information contained in the audited financial statements. A material inconsistency may raise doubt about the audit conclusions drawn from audit evidence previously obtained and, possibly, about the basis for the auditor's opinion on the financial statements.

Misstatement of fact is when other information that is unrelated to matters appearing in the audited financial statements is incorrectly stated or presented. A material misstatement of fact may undermine the credibility of the document containing audited financial statements.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report on this regard.

When we read the other information like Managing Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. .

Directors' responsibilities 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), and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Going concern

In preparing the financial statements, the Directors are responsible for assessing the Group'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 Group or to cease operations, or have no realistic alternative but to do so.

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

*Independent auditors' report to the members of
Clydestone Group (continued)*

Auditor's responsibilities for the audit of the financial statements

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not 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 International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the planning and performance of the audit. We also:

- Identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from the fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 may cause the Group to cease to continue as a going concern;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We were appointed as Auditors on 19th February, 2018 and therefore did not report on the Financial Statements for the year ended 2016.

We communicate with the directors regarding, among others the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

*Independent auditors' report to the members of
Clydestone Group (continued)*

We are also required to provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine 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.

Report on other legal and regulatory requirements

The Companies Act, 1963 (Act 179) requires that in carrying out our audit work we consider and report on the following matters. We confirm that:

- 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 Group, so far as appears from our examination of those books; and
- iii. the consolidated statement of financial position and the consolidated statement of profit or loss and other comprehensive income of the Group are in agreement with the books of account.

The engagement partner on the audit resulting in this independent auditor's report is
Emmanuel Offei, ICAG/P/1102.



For and on behalf of:
Boateng, Offei & Co. (ICAG/F/2019/108)
Chartered Accountants
Correspondent firm; Grant Thornton International
9 Bissau Avenue, East Legon
Accra

Date: 28/6/2019

Clydestone Group

Consolidated Statement of Financial Position As at December 31, 2018

	Notes	The Company		The Group	
		2018	2017	2018	2017
		GH¢	GH¢	GH¢	GH¢
Non-Current Assets					
Intangible assets	5	1,269,862	1,267,362	1,269,862	1,267,362
Property, plant & equipment	6	294,965	391,073	311,659	416,247
Investments		<u>225,727</u>	<u>222,627</u>	<u>3,100</u>	<u>-</u>
		<u>1,790,554</u>	<u>1,881,062</u>	<u>1,584,620</u>	<u>1,683,609</u>
Current Assets					
Inventories		419,951	62,180	419,951	62,180
Trade receivable	7	2,284,453	375,591	2,284,453	440,218
Deferred tax	12(ii)	177,307	158,981	177,394	159,068
Due from related subsidiary		495,298	479,578	-	-
Other accounts receivable	8	373,955	543,020	765,113	934,085
Cash and cash equivalents	9	<u>106,799</u>	<u>26,192</u>	<u>108,329</u>	<u>27,882</u>
		<u>3,857,764</u>	<u>1,645,542</u>	<u>3,755,240</u>	<u>1,623,433</u>
Total Assets		<u>5,648,318</u>	<u>3,526,604</u>	<u>5,339,861</u>	<u>3,307,042</u>
Equity					
Capital and Reserves Attributable to Company's Equity Holding					
Stated capital	13	554,850	554,850	558,174	554,850
Capital surplus		542,811	542,811	524,192	614,893
Deposit for shares		-	-	303,106	328,683
Retained earnings		(207,871)	(824,280)	(819,106)	(1,384,736)
Non-controlling interest	14	-	-	13,818	32,247
Total Equity		<u>889,790</u>	<u>273,381</u>	<u>580,184</u>	<u>145,937</u>
Liabilities					
Current Liabilities					
Bank overdraft	10	-	515,291	-	515,291
Trade payable		1,903,768	501,949	1,906,906	541,341
Other accounts payable	11	3,106,045	2,472,494	3,069,088	2,306,160
Taxation	12(i)	(298,104)	(283,330)	(216,318)	(201,687)
Due to related company		<u>46,819</u>	<u>46,819</u>	<u>-</u>	<u>-</u>
Total Liabilities		<u>4,758,528</u>	<u>3,253,223</u>	<u>4,759,677</u>	<u>3,161,105</u>
Total Equity and Liabilities		<u>5,648,318</u>	<u>3,526,604</u>	<u>5,339,860</u>	<u>3,307,042</u>



PAUL JACQUAYE
Director



ROBERT ALLOH
Director

Clydestone Group

Unaudited Consolidated Statement of Comprehensive income Year ended December 31, 2018

	Notes	The Company		The Group	
		2018	2017	2018	2017
		GH¢	GH¢	GH¢	GH¢
Revenue		5,855,948	5,185,157	5,861,359	5,185,157
Cost of operations	16	(4,239,489)	(4,409,456)	(4,244,824)	(4,409,456)
GROSS OPERATING PROFIT		<u>1,616,459</u>	<u>775,701</u>	<u>1,616,534</u>	<u>775,701</u>
Directors remuneration		110,700	143,836	110,700	143,836
Interest / financial charges		13,986	16,785	13,986	16,785
Auditors remuneration		35,027	35,027	35,037	35,027
Depreciation		119,081	121,311	119,081	121,311
General & administration expenses	17	1,108,692	1,053,716	1,159,536	1,092,670
		<u>1,387,485</u>	<u>1,370,674</u>	<u>1,438,340</u>	<u>1,409,628</u>
Operating Profit		228,974	(594,973)	178,194	(633,927)
Other Income		551,291	13,200	551,291	13,200
Profit (Loss) before tax		780,265	(581,773)	729,485	(620,727)
Corporate taxation		(163,856)	153,484	(153,192)	153,484
Profit (Loss) for the period		<u>616,409</u>	<u>(428,289)</u>	<u>576,293</u>	<u>(467,243)</u>
Attributable to: Equity holders		-	-	565,630	(467,243)
Non Controlling Interest		-	-	-	-
Other comprehensive income (loss)		-	-	-	-
Exchange Difference on translation		-	-	-	20,635
Total comprehensive income/(loss) for the year		<u>616,409</u>	<u>(428,289)</u>	<u>565,630</u>	<u>(446,608)</u>
Earnings per share (GH¢)		0.0363	(0.0252)	0.0169	(0.0137)

Clydestone Group
Statement of Changes in Equity
Year ended December 31, 2018

Company

	Stated Capital GH¢	Capital Surplus GH¢	Retained Earnings GH¢	Total GH¢
January 1, 2018	554,850	140,955	(824,280)	(128,475)
Profit/(Loss) for the period	-	-	616,409	616,409
December 31, 2018	<u>554,850</u>	<u>140,955</u>	<u>(207,871)</u>	<u>487,934</u>

Group

	Stated Capital GH¢	Capital Surplus GH¢	Retained Earnings GH¢	Deposit for Shares GH¢	Non Controlling Interest GH¢	Total GH¢
January 1, 2018	635,786	614,893	(1,384,736)	328,683	32,247	226,873
Profit/(Loss) for the period	-	-	565,630	-	(18,429)	547,201
December 31, 2018	<u>635,786</u>	<u>614,893</u>	<u>(819,106)</u>	<u>328,683</u>	<u>13,818</u>	<u>774,074</u>

Company

	Stated Capital GH¢	Capital Surplus GH¢	Retained Earnings GH¢	Total GH¢
January 1, 2017	554,850	140,955	(395,991)	299,814
Profit for the period	-	-	(428,289)	(428,289)
December 31, 2017	<u>554,850</u>	<u>140,955</u>	<u>(824,280)</u>	<u>(128,475)</u>

Group

	Stated Capital GH¢	Capital Surplus GH¢	Retained Earnings GH¢	Deposit for Shares GH¢	Non Controlling Interest GH¢	Total GH¢
January 1, 2017	554,850	213,037	(938,128)	328,683	35,400	193,842
Profit for the period	-	-	(446,607)	-	(3,153)	(449,760)
December 31, 2017	<u>554,850</u>	<u>213,037</u>	<u>(1,384,735)</u>	<u>328,683</u>	<u>32,247</u>	<u>(255,918)</u>

Clydestone Group
Statement of Cash Flows
Year ended December 31, 2018

	The Company		The Group	
	2018	2017	2018	2017
	GH¢	GH¢	GH¢	GH¢
Cash Flow from Operating Activities				
Profit before taxation	780,265	147,225	729,485	88,353
Adjustment for Non-Cash Items:				
Net interest expense	13,986	24,414	13,986	57,754
Depreciation	119,081	53,106	124,368	56,749
Net cash used in operating activities	913,331	224,745	867,839	202,856
Changes in working capital				
Inventories	(357,771)	(58,229)	(357,771)	(58,229)
Trade receivables	(1,908,862)	(743,888)	(1,844,235)	(707,405)
Other accounts receivables	42,725	(142,842)	168,972	(163,425)
Trade payable	1,401,819	561,197	1,365,565	557,049
Other accounts payable	633,551	451,626	610,509	406,258
Due from related company	(15,720)	(26,770)	-	-
	(204,259)	41,094	(56,960)	34,248
Tax Paid				
Corporate	(40,976)	(42,946)	(40,976)	(42,926)
Net cash used in operating activities	668,096	222,893	769,903	194,178
Cash Flows from Investing Activities				
Purchase of Property, plant & equipment	25,200	(74,051)	25,200	(74,051)
Exchange Gain On Deposits	(36,000)	(24,414)	(36,000)	-
Purchase of intangible assets	(27,197)	(84,357)	(27,197)	(84,357)
Interest Income	-	-	-	-
Net Cash Used in Investing Activities	(37,997)	(182,822)	(37,997)	(158,408)
Cash Flows from Financial Activities				
Short Term Loan	(20,216)	-	(47,349)	-
Interest expense	(13,986)	-	(13,986)	-
Net Cash Used in Financing Activities	(34,202)	-	(61,335)	-
Increase in Cash and Cash Equivalents	595,897	40,071	670,571	35,770
Cash and cash equivalents at 1 January,	(489,099)	(486,418)	(487,409)	(480,494)
Cash and cash equivalents at 31 Dec	106,798	(446,347)	183,162	(444,724)
Analysis of balances of cash and cash equivalents as shown in the balance sheet				
Cash and Bank Balances	106,799	68,944	108,329	70,567
Bank overdraft	-	(515,291)	-	(515,291)
	106,798	(446,347)	108,329	(444,724)

Clydestone Group

Notes to the Financial Statements

Year ended December 31, 2018

1. Reporting entity

Clydestone (Ghana) Limited ("the company") and its subsidiaries ("forming the group") is a company domiciled in Ghana and initially incorporated as a Private Limited Liability Company on 15 June 1989 and issued with a commencement certificate on 19 June, 1989. It was later converted into a Public Limited Liability Company in August 2003. It was listed on the Ghana Stock Exchange in March 2004.

The company own a beneficial interest of 100% in the Clydestone Nigeria Limited, a company incorporated in the Federal Republic of Nigeria and Remittance Processing Limited in Ghana.

The nature of authorized business as amended in December 2002 are as follows

- Payment Systems
- System Integration
- Outsourcing
- Networking
- Computer and Communication Technology
- Consultancy

For Companies Act, 1963 (Act 179) reporting purposes, the balance sheet is represented by the statement of financial position and the profit or loss account by part of the statement of profit or loss and other comprehensive income, in these financial statements.

2. Basis of preparation and consolidation

i. Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and buildings classified as property and equipment, derivative financial instruments and available-for-sale financial assets that have been measured at fair value. The carrying values of recognized assets and liabilities that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements.

ii. Basis of consolidation

The consolidated financial statements comprise the financial statements of Clydestone Ghana Limited, the parent, and her subsidiaries as at 31 December 2018. Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtained control and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full. Total comprehensive income within a subsidiary is attributed to the non-controlling interest (NCI) even if it results in a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary
- derecognizes the carrying amount of any non-controlling interest
- derecognizes the cumulative translation differences, recorded in equity
- recognizes the fair value of the consideration received
- recognizes the fair value of any investment retained
- recognizes any surplus or deficit in profit or loss
- reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate

2.2 Basis of measurement and accounting

The measurement basis applied is the historical cost basis, except as modified by the revaluation of land and building, revaluation of financial assets and financial liabilities at fair value through profit or loss. The financial statements are presented in Ghana cedi (GHS).

(a) Significant judgements and sources of estimation uncertainty

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. It also requires the use of accounting estimates and assumptions that may affect disclosures in the financial statements. 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. The actual results could, by definition therefore, often differ from the related accounting estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting policies and estimates are recognized retrospectively and prospectively respectively

Certain accounting policies have been identified where management has applied a higher degree of judgment that have a significant effect on the amounts recognised in the financial statements, or estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i) Fair value of financial instruments

The fair value of a financial asset is determined by reference to the quoted bid price or asking price (as appropriate) in an active market. Where the fair value of financial assets and financial liabilities recorded on the statement of financial position cannot be derived from an active market, it is determined using a variety of valuation techniques including the use of prices obtained in recent arm length transactions, comparison to similar Instruments for which market observable prices exist, net present value techniques and mathematical models. Input to these mathematical models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

ii) Estimates of assets economic useful life and residual values

Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. The actual economic useful lives of the assets and residual values are assessed at each financial year-end and may vary depending on a number of factors. In reassessing asset lives, factors such as technological innovation, pre-cut life cycles and maintenance programs are taken into account.

iii) Judgements in determining provisions, contingent liabilities and contingent assets.

iii) Deferred tax assets

Deferred tax assets are recognised to the extent it is probable that taxable income will be available in the future against which they can be utilized. Future taxable profits are estimated based on business plans which include estimates and assumptions regarding economic growth, interest, inflation, tax rates and competitive forces.

(b) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of anyone-controlling interest in the acquire. For each business combination, the Group elects to measure the non-controlling interest in the acquired either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 *Financial Instruments: Recognition and Measurement*, is measured at fair value with changes in fair value recognized either in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of IAS 39, it is measured in accordance with the appropriate IFRS.

Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstance is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b) Interests in joint ventures

The Group has interests in joint ventures that are jointly controlled entities, whereby the venturers have contractual arrangement that establishes joint control over the economic activities of the entity. The arrangement requires unanimous agreement for financial and operating decisions among the venturers. The Group recognizes its interests in joint ventures using the proportionate consolidation method.

The Group combines its proportionate share of each of the assets, liabilities, income and expenses of the joint venture with similar items, line by line, in its consolidated financial statements. The financial statements of the joint venture are prepared for the same reporting period as the Group. Adjustments are made where necessary to bring the accounting policies in line with those of the Group.

The Group's share of intra-group balances, transactions and unrealized gains and losses on such transactions between the Group and its joint venture are eliminated on consolidation.

Losses on transactions are recognized immediately if there is evidence of a reduction in the net realizable value of current assets or an impairment loss. The joint venture is proportionately consolidated until the date on which the Group ceases to have joint control over the joint venture.

Upon loss of joint control, the Group measures and recognizes its remaining investment at its fair value. The difference between the carrying amount of the investment upon loss of joint control and the fair value of the remaining investment and proceeds from disposal is recognized in profit or loss. When the remaining investment constitutes significant influence, it is accounted for as an investment in an associate.

c) Investment in associates

The Group's investment in its associate, an entity in which the Group has significant influence, is accounted for using the equity method. Under the equity method, the investment in the associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment. The income statement reflects the Group's share of the results of operations of the associate. When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

The Group's share of profit or loss of an associate is shown on the face of the income statement and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate. The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognizes the loss as Share of losses of an associate in the income statement. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amounts of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

2.3 Application of new and revised International Financial Reporting Standards (IFRSs)

2.3.1 Application of new and revised international Financial Reporting standards (IFRSs)

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the company's financial statements are disclosed below. The company intends to adopt these standards, if applicable, when they become effective.

Initial application of new amendments to the existing Standards effective for current financial period

The following new amendments to the existing standards issued by the International Accounting Standards Board are effective for current financial period:

Amendments to IAS 19 "Employee Benefits" - Defined Benefit Plans: Employee Contributions (effective for annual periods beginning on or after 1 July 2014), issued by IASB on 21 November 2013. The narrow scope amendments apply to contributions from employees or third parties to defined benefit plans. The objective of the amendments is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service as a negative cost.

Amendments to various standards "Improvements to IFRSs (cycle 2010-2012)" issued by IASB on 12 December 2013. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 2, IFRS 3, IFRS 8, IAS 16, IAS 24 and IAS 38) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted. The most important changes include new or revised requirements regarding: (i) definition of 'vesting condition'; (ii) accounting for contingent consideration in a business combination; (iii) aggregation of operating segments and reconciliation of the total of the reportable segments' assets to the entity's assets; (iv) proportionate restatement of accumulated depreciation/ amortisation application in revaluation method and (v) clarification on key management personnel. The amendments are to be applied for annual periods beginning on or after 1 July 2014.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.3.2. Application of new and revised international Financial Reporting standards (IFRSs) (continued)

Amendments to various standards “Improvements to IFRSs (cycle 2011-2013)” issued by IASB on 12 December 2013. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 3, IFRS 13 and IAS 40) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted. The most important changes include new or revised requirements regarding: (i) scope of exception for joint ventures; (ii) scope of paragraph 52 of IFRS 13 (portfolio exception) and (iii) clarifying the interrelationship of IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property. The amendments are to be applied for annual periods beginning on or after 1 July 2014).

The adoption of these amendments to the existing standards has not led to any material changes in the Entity's financial statements.

1. New Standards and amendments to existing standards in issue not yet adopted

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

- **IFRS 9 “Financial Instruments”** (effective for annual periods beginning on or after 1 January 2018).

IFRS 9 “Financial Instruments” issued on 24 July 2014 is the IASB's replacement of IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting.

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

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

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

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

- **IFRS 14 “Regulatory Deferral Accounts”** (effective for annual periods beginning on or after 1 January 2016).

IFRS 14 “Regulatory Deferral Accounts” issued by IASB on 30 January 2014. This Standard is intended to allow entities that are first-time adopters of IFRS, and that currently recognise regulatory deferral accounts in accordance with their previous GAAP, to continue to do so upon transition to IFRS.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

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IFRS 14 “Regulatory Deferral Accounts” issued by IASB on 30 January 2014. This Standard is intended to allow entities that are first-time adopters of IFRS, and that currently recognise regulatory deferral accounts in accordance with their previous GAAP, to continue to do so upon transition to IFRS.

- **IFRS 15 “Revenue from Contracts with Customers”** and further amendments (effective for annual periods beginning on or after 1 January 2018).

IFRS 15 “Revenue from Contracts with Customers” issued by IASB on 28 May 2014 (on 11 September 2015 IASB deferred effective date of IFRS 15 to 1 January 2018). IFRS 15 specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 “Revenue”, IAS 11 “Construction Contracts” and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. The core principle of the new Standard is for companies to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services.

The new Standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements.

- **Amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture** and further amendments (effective date was deferred indefinitely until the research project on the equity method has been concluded).

2. Application of new and revised international Financial Reporting standards (IFRSs) (continued)

Amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture issued by IASB on 11 September 2014 (on 17 December 2015 IASB deferred indefinitely effective date). The amendments address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business.

- **Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 28 “Investments in Associates and Joint Ventures” - Investment Entities: Applying the Consolidation Exception** (effective for annual periods beginning on or after 1 January 2016).

Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 28 “Investments in Associates and Joint Ventures” - Investment Entities: Applying the Consolidation Exception issued by IASB on 18 December 2014. The narrow-scope amendments to IFRS 10, IFRS 12 and IAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances.

- **Amendments to IFRS 11 “Joint Arrangements” – Accounting for Acquisitions of Interests in Joint Operations** (effective for annual periods beginning on or after 1 January 2016).

Amendments to IFRS 11 “Joint Arrangements” – Accounting for Acquisitions of Interests in Joint Operations issued by IASB on 6 May 2014. The amendments add new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business. The amendments specify the appropriate accounting treatment for such acquisitions.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

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2. Application of new and revised international Financial Reporting standards (IFRSs) (continued)

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

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

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

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

Amendments to IAS 16 "Property, Plant and Equipment" and IAS 41 "Agriculture" - Agriculture: Bearer Plants (effective for annual periods beginning on or after 1 January 2016). **Amendments to IAS 16 "Property, Plant and Equipment" and IAS 41 "Agriculture"** - Agriculture: Bearer Plants issued by IASB on 30 June 2014. The amendments bring bearer plants, which are used solely to grow produce, into the scope of IAS 16 so that they are accounted for in the same way as property, plant and equipment.

Amendments to IAS 27 "Separate Financial Statements" - Equity Method in Separate Financial Statements (effective for annual periods beginning on or after 1 January 2016).

Amendments to IAS 27 "Separate Financial Statements" - Equity Method in Separate Financial Statements issued by IASB on 12 August 2014. The amendments reinstate the equity method as an accounting option for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

Amendments to various standards "Improvements to IFRSs (cycle 2012-2014)" issued by IASB on 25 September 2014. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 5, IFRS 7, IAS 19 and IAS 34) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted. Changes include new or revised requirements regarding: (i) changes in methods of disposal; (ii) servicing contracts; (iii) applicability of the amendments to IFRS 7 to condensed interim financial statements; (iv) discount rate: regional market issue; (v) disclosure of information 'elsewhere in the interim financial report'. The amendments are to be applied for annual periods beginning on or after 1 January 2016.

The Entity has elected not to adopt these new standards and amendments to existing standards in advance of their effective dates.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.3.3 Standards and Interpretations effective in the current period

The following standards, amendments to the existing standards and interpretations issued by the International Accounting Standards Board are effective for the current period:

Amendments to IAS 19 “Employee Benefits” - Defined Benefit Plans: Employee Contributions (effective for annual periods beginning on or after 1 July 2014), issued by IASB on 21 November 2013. The narrow scope amendments apply to contributions from employees or third parties to defined benefit plans. The objective of the amendments is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary.

2.3.4 Application of new and revised International Financial Reporting Standards (IFRSs) - continued

These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service as a negative cost.

Amendments to various standards “Improvements to IFRSs (cycle 2010-2012)” issued by IASB on 12 December 2013. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 2, IFRS 3, IFRS 8, IAS 16, IAS 24 and IAS 38) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted.

The most important changes include new or revised requirements regarding: (i) definition of 'vesting condition'; (ii) accounting for contingent consideration in a business combination; (iii) aggregation of operating segments and reconciliation of the total of the reportable segments' assets to the entity's assets; (iv) proportionate restatement of accumulated depreciation/ amortisation application in revaluation method and (v) clarification on key management personnel. The amendments are to be applied for annual periods beginning on or after 1 July 2014.

Amendments to various standards “Improvements to IFRSs (cycle 2011-2013)” issued by IASB on 12 December 2013. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 3, IFRS 13 and IAS 40) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted.

The most important changes include new or revised requirements regarding: (i) scope of exception for joint ventures; (ii) scope of paragraph 52 of IFRS 13 (portfolio exception) and (iii) clarifying the interrelationship of IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property. The amendments are to be applied for annual periods beginning on or after 1 July 2014).

The adoption of these amendments to the existing standards and interpretations has not led to any changes in the company's financial statements.

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Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.4 Standards and Interpretations in issue not yet adopted

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

IFRS 9 “Financial Instruments” (effective for annual periods beginning on or after 1 January 2018).

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

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

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

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

IFRS 14 “Regulatory Deferral Accounts” (effective for annual periods beginning on or after 1 January 2016).

IFRS 14 “Regulatory Deferral Accounts” issued by IASB on 30 January 2014. This Standard is intended to allow entities that are first-time adopters of IFRS, and that currently recognise regulatory deferral accounts in accordance with their previous GAAP, to continue to do so upon transition to IFRS.

IFRS 15 “Revenue from Contracts with Customers” and further amendments (effective for annual periods beginning on or after 1 January 2018).

IFRS 15 “Revenue from Contracts with Customers” issued by IASB on 28 May 2014 (on 11 September 2015 IASB deferred effective date of IFRS 15 to 1 January 2018). IFRS 15 specifies how and when an IFRS reporter will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18 “Revenue”, IAS 11 “Construction Contracts” and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts.

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Notes to the Financial Statements (continued)

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The core principle of the new Standard is for companies to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new Standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements.

Amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture and further amendments (effective date was deferred indefinitely until the research project on the equity method has been concluded).

Amendments to IFRS 10 “Consolidated Financial Statements” and IAS 28 “Investments in Associates and Joint Ventures” - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture issued by IASB on 11 September 2014 (on 17 December 2015 IASB deferred indefinitely effective date). The amendments address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business.

Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 28 “Investments in Associates and Joint Ventures” - Investment Entities: Applying the Consolidation Exception (effective for annual periods beginning on or after 1 January 2016).

Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 28 “Investments in Associates and Joint Ventures” - Investment Entities: Applying the Consolidation Exception issued by IASB on 18 December 2014. The narrow-scope amendments to IFRS 10, IFRS 12 and IAS 28 introduce clarifications to the requirements when accounting for investment entities. The amendments also provide relief in particular circumstances.

Amendments to IFRS 11 “Joint Arrangements” – Accounting for Acquisitions of Interests in Joint Operations (effective for annual periods beginning on or after 1 January 2016).

Amendments to IFRS 11 “Joint Arrangements” – Accounting for Acquisitions of Interests in Joint Operations issued by IASB on 6 May 2014. The amendments add new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business. The amendments specify the appropriate accounting treatment for such acquisitions.

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

Amendments to IAS 1 “Presentation of Financial Statements” - Disclosure Initiative issued by IASB on 18 December 2014. The amendments to IAS 1 are designed to further.

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Notes to the Financial Statements (continued)

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(All amounts are expressed in Ghana Cedis unless otherwise stated)

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

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

Amendments to IAS 16 “Property, Plant and Equipment” and IAS 41 “Agriculture” - Agriculture: Bearer Plants (effective for annual periods beginning on or after 1 January 2016).

Amendments to IAS 16 “Property, Plant and Equipment” and IAS 41 “Agriculture” - Agriculture: Bearer Plants issued by IASB on 30 June 2014. The amendments bring bearer plants, which are used solely to grow produce, into the scope of IAS 16 so that they are accounted for in the same way as property, plant and equipment.

Amendments to IAS 27 “Separate Financial Statements” - Equity Method in Separate Financial Statements (effective for annual periods beginning on or after 1 January 2016).

Amendments to IAS 27 “Separate Financial Statements” - Equity Method in Separate Financial Statements issued by IASB on 12 August 2014. The amendments reinstate the equity method as an accounting option for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

Amendments to various standards “Improvements to IFRSs (cycle 2012-2014)” issued by IASB on 25 September 2014. Amendments to various standards and interpretations resulting from the annual improvement project of IFRS (IFRS 5, IFRS 7, IAS 19 and IAS 34) primarily with a view to removing inconsistencies and clarifying wording. The revisions clarify the required accounting recognition in cases where free interpretation used to be permitted. Changes include new or revised requirements regarding: (i) changes in methods of disposal; (ii) servicing contracts; (iii) applicability of the amendments to IFRS 7 to condensed interim financial statements; (iv) discount rate: regional market issue; (v) disclosure of information 'elsewhere in the interim financial report'. The amendments are to be applied for annual periods beginning on or after 1 January 2016.

The company has elected not to adopt these standards, revisions and interpretations in advance of their effective dates.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

2.5 Consolidation

2.5.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any Asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquirer's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity. Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated.

Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2.5.2 Changes in ownership interests in subsidiaries without change of control.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions— that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded inequity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Changes in ownership interests in subsidiaries without change of control (continued)

2.5.3 Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is premeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset.

In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized another comprehensive income are reclassified to profit or loss.

2.5.4 Separate financial statements

In the separate financial statements, investments in subsidiaries and associates are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

2.6 Foreign currency transaction

2.6.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Cedi (GH¢), which is the Group's presentation currency.

2.6.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Foreign exchange gains and losses that relates to cash and cash equivalents are presented in profit or loss within 'finance income or cost'. All other foreign exchange gains and losses are presented in profit or loss within 'other income'.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

3. Significant Accounting Policies

The accounting policies set out below have been adopted and applied where necessary in these financial statements by the Group.

a. Revenue recognition

Sales comprise invoiced value of goods and services that are measured at the fair value of the consideration received or receivable.

Gains and losses arising from changes in the fair value of financial assets and liabilities held at fair value through profit or loss, as well as any interest receivable or payable, is included in the income statement in the year in which they arise. Gains and losses arising from changes in the fair value of available – for-sale financial assets, other than foreign exchange gains and losses from monetary items, are recognized directly in equity, until the financial asset is derecognized or impaired at which time the cumulative gain or loss previously recognized in equity is recognized in the income statement. Dividends are recognized in the income statement when the Group's right to receive payments is established.

b Property, plant and equipment (PPE)

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, and

any other costs directly attributable to bringing the asset to a working condition for its intended use." Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components)".

ii. Subsequent cost

The cost of replacing part of an item of property or equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognized in the income statement as incurred.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Depreciation

Depreciation is recognized in the income statement on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated.

The estimated useful lives for the current and comparative years are as follows:

Class of assets	Rate of depreciation
Motor Vehicles/Cycles	20%
Furniture, Fixtures & Fittings	7.5%
Office Equipment & Machinery	20%
Computer and Accessories	30%

Gains and losses on disposal of PPE are determined by comparing proceeds from disposal with the carrying amounts of PPE and are recognized in the income statement as other income.

c Foreign currency translation

i. Transactions in foreign currencies are converted at market rates ruling at the dates of such transactions. Exchange differences realised are accounted for through the statement of comprehensive income.

ii. Assets and liabilities, which are denominated in other currencies, are translated into the reporting currency at the period end rates of exchange. Exchange differences arising on such translations are treated through the statement of comprehensive income.

d. Trade and other accounts receivable

Trade accounts receivable are recognized initially at fair value and subsequently at amortised cost less any provision for impairment. Specific provisions for doubtful debts are made for receivables of which recovery is doubtful. Other receivables are stated at their cost less impairment losses.

e. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdraft.

f. Provisions

Provisions are recognized when a legal or constructive obligation as a result of past transaction exists at the reporting date, it is probable that an outflow of resources will be required to settle the obligation and the amount of the obligation can be reliably estimated.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

g. Taxation

Income tax comprises current tax and deferred tax.

(i) Current tax

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

(ii) Deferred income taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Tax rates enacted or substantively enacted by the financial position date are used to determine deferred income tax.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

h. Impairment of assets

Assets that have indefinite useful lives and are not subject to amortization are tested annually for impairment. Assets that are subject to amortization or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use.

i Events after reporting period

Events subsequent to the balance sheet date are reflected in the financial statements only to the extent that they relate to the year under consideration and the effect is material.

j) Operating segments

A segment is a distinguishable component of the Group that is engaged either providing products or services (business segments) or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The identification of operating segments on internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segment and assess its performance.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Financial assets and liabilities

k Offsetting

Financial assets and liabilities are set off and the net amount presented in the balance sheet when, and only when, the Group has a legal right to set off the amounts and intends with to settle on a net basis or to realize the asset and settle the liability simultaneously.

ii. Amortised cost measurement

The amortised cost of financial asset or liability is the amount at which financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount recognized and the maturity amount, minus any reduction of impairment.

iii. Impairment of financial assets

The Group assesses at each year end date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event"), and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

vi Determination of fair values

The fair value of financial instruments traded in active markets is based on quoted market price at the balance sheet date. The fair value of financial assets that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each financial position date.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values.

The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for future similar financial instruments.

l. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made.

m. Investments in subsidiary

The fair value of investment in subsidiary (unlisted) approximates its cost as its fair value cannot be reliably measured.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

n. Intangible assets – Switching software

Costs incurred to acquire and bring to use specific computer software licenses are capitalized. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any impairment losses. The amortization period and method for an intangible asset, in this case computer software, are reviewed at least at each reporting date. Changes in the expected useful life in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

The amortisation expense on the intangible assets is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

Amortisation is calculated using the straight-line method on the basis of the expected useful lives of the assets.

The carrying values of intangible assets are reviewed for indications of impairment annually or when events or changes in circumstances indicate the carrying value may not be recoverable.

If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of intangible assets is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

4. Financial risk management

This note presents information about the Group's exposure to each of the following risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these financial statements.

- interest risk
- credit risk
- liquidity risk
- market risk
- operational risk
- Regulatory risk

Interest risk

The Group is subject to cash flow interest rate risk due to fluctuations in the prevailing levels of market interest rates. All debt included in the category of financial liabilities at fair value through profit or loss has fixed interest rates.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The credit risk of the Group at the reporting date is the same as the trade accounts receivables and other accounts receivables in the Financial Statements as at 31 December, 2017.

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

(All amounts are expressed in Ghana Cedis unless otherwise stated)

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's activities are being funded by its shareholders, nevertheless the Group is exposed to liquidity risk as it cannot maintain funding to its expired overdraft obligation which is causing high the operational expenses through its profit and loss.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group is exposed to currency risks on its purchases as it is mainly denominated in US Dollars which

Is different from the functional currency of the Group. In respect of this monetary assets and Liabilities denominated in foreign currencies are managed in a way that the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances and also invoice some sales in foreign currency.

Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with company processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Group's operations.

The Group's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Group's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. However, this responsibility is supported by any significant concentration on controls and procedure to address it identified risk, and has no risk mitigation strategy in place.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market prices. The financial instrument held by the Group that are affected by market risk are principally its bank overdraft which is at a fixed rate.

Regulatory risk

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

5. Intangible assets	Company 2018 GHS	Company 2017 GHS	Group 2018 GHS	Group 2017 GHS
Switch software				
Cost				
Balance at 1 January	1,240,164	1,155,807	1,240,164	1,155,807
Additions	27,197	84,357	27,197	84,357
	<u>1,267,362</u>	<u>1,240,164</u>	<u>1,267,362</u>	<u>1,240,164</u>
Amortisation				
Balance at 1 January	-	-	-	-
Charge for the year	-	-	-	-
Carrying amount				
Balance at 31 December	<u>1,267,362</u>	<u>1,240,164</u>	<u>1,267,362</u>	<u>1,240,164</u>

Software

This represents the G-Switch platform with which the Group does its technical integration with its global partners.

It is constantly receiving upgrades and enhancement to meet current operational levels.

6 Property, plant and equipment

	Building	Furniture & Fixtures	Office equipment	Motor Vehicles	Computers	Workshop equipment	Storage Container	Total
Cost								
At 1 January	88,747	135,314	343,306	408,222	431,079	7,891	8,240	1,422,799
Disposal/revaluatic	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
At 31 December	<u>88,747</u>	<u>135,314</u>	<u>343,306</u>	<u>408,222</u>	<u>431,079</u>	<u>7,891</u>	<u>8,240</u>	<u>1,334,052</u>
Depreciation								
At 1 January	8,875	92,849	140,712	356,876	393,725	6,355	7,322	1,006,714
Disposal	-	-	-	-	-	-	-	-
Charge for the year	8,875	7,799	48,533	42,302	13,256	384	162	121,311
At 31 December	<u>17,750</u>	<u>100,648</u>	<u>189,245</u>	<u>399,178</u>	<u>406,981</u>	<u>6,739</u>	<u>7,484</u>	<u>1,128,024</u>
Carrying amount								
At 31 December	<u>70,997</u>	<u>34,666</u>	<u>154,061</u>	<u>9,044</u>	<u>24,098</u>	<u>1,152</u>	<u>756</u>	<u>294,775</u>
At 31 December	<u>79,872</u>	<u>42,465</u>	<u>202,594</u>	<u>51,346</u>	<u>37,354</u>	<u>1,536</u>	<u>918</u>	<u>336,213</u>

7. Trade accounts receivable	Company 2018	Company 2017	Group 2018	Group 2017
These have been stated at their fair values.	<u>2,284,453</u>	<u>375,591</u>	<u>2,355,063</u>	<u>440,218</u>

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

	Company 2018	Company 2017	Group 2018	Group 2017
8. Other accounts receivable				
Staff debtors	2,128	2,328	2,128	2,328
Prepaid rent	-	-	-	-
Directors current account	38,049	38,049	262,300	262,300
Deposit-This represent risk reserve deposit with:				
China Union Pay	230,400	221,000	230,400	221,000
Chase Bank Kenswitch	57,600	44,200	57,600	44,200
Others	45,778	237,643	212,685	404,257
TOTAL	373,955	543,220	765,113	934,085

	Company 2018	Company 2017	Group 2018	Group 2017
9. Cash and cash equivalents				
9.1 Cash and bank balance				
Cash on hand	833	497	833	497
Ecobank Ghana Limited	9,598	1,800	9,598	1,800
Republic Bank	691	500	691	500
Zenith Bank Ghana Limited	(6,298)	7,140	(6,298)	7,140
Unibank Ghana Limited	(6,063)	6,871	(6,063)	6,871
United Bank of Africa Limited	138	217	138	217
Guaranty Trust Bank Limited	21,087	1,632	21,087	1,632
Fidelity Bank Limited	86,548	5,768	86,548	5,768
First Bank/PLC Nigeria	-	-	(64)	1,690
Universal Merchant Bank	263	263	265	263
National Investment Bank Limited	2	1,504	1,504	1,504
TOTAL	106,799	26,192	108,239	27,882

9.2 Cash and cash equivalents for the purpose of cash flow include:

Cash and bank balance	106,799	26,192	108,237	27,882
Bank overdraft	-	(515,291)	-	(515,291)
	106,799	(489,099)	108,237	(487,409)

	Company 2018	Company 2017	Group 2018	Group 2017
10. Bank overdraft				
This represents overdrawn balance				
FirsTrust Savings and Loans Limited	-	515,291	-	515,291

The above balance has not been confirmed by the bank due to current litigation between the majority shareholder (Paul Jacquaye) and the new owners of FirsTrust Savings and Loans Limited, Ideal Finance Holdings.

	Company 2018	Company 2017	Group 2018	Group 2017
11. Other accounts payable				
Audit fees	36,509	80,336	36,509	80,336
National reconstruction levy	356	356	356	356
Rent	-	-	-	-
Others	3,069,180	2,391,802	2,965,267	2,225,468
Total	3,106,045	2,472,494	3,002,132	2,306,160

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

12. Income tax expense	Company 2018	Company 2017	Group 2018	Group 2017
Current tax	-	(14,774)	0	(14,774)
Deferred tax	153,484	(20,650)	153,484	(20,650)
Charge to statement of comprehensive income	153,484	(35,424)	153,484	(35,424)

12(i). Taxation

Year Assessment	Balance 1/1/2018	Payments/ Tax credits	Charge for the year	Balance 12/31/2018
Up to				
2010	226,242	-	-	226,242
2011	(9,555)	-	-	(9,555)
2012	(3,740)	-	-	(3,740)
2013	(29,525)	-	-	(29,525)
2014	12,905	-	-	12,905
2015	758	-	-	758
2016	4,602	-	-	4,602
2018	-	-	-	-
	201,687	-	-	201,687

The tax charge for the year at 25% is subject to agreement with Domestic Tax Revenue Division of the Ghana Revenue Authority.

12.(ii) Deferred tax Asset	Company 2018	Company 2017	Group 2018	Group 2017
The balance is derived as follows				
Balance as at 1 January	(5,584)	(26,234)	(5,584)	(26,234)
Applied to current year	(153,484)	20,650	(153,484)	20,650
Balance as at 31 December	(159,068)	(5,584)	(159,068)	(5,584)

13. Stated capital

	2018 Number	Amount	2017 Number	Amount
Authorised Number of shares of no par value: -	100,000,000		100,000,000	
Issued and fully paid: -				
Issued for cash	34,000,000	554,850	34,000,000	554,850

14. Non-controlling interest

	2018	2017
Share of net assets of subsidiary		
At 1 January	32,247	35,400
Share of loss-	-	(3,153)
At 31 December	32,247	32,247

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

15. Related party transactions

	Company 2018	Group 2018	Company 2017	Group 2017
Payable to related party				
FirsTrust Savings and Loans Limited	-	515,291	-	515,291

	Company 2018 GHS	Company 2017 GHS	Group 2018 GHS	Group 2017 GHS
16. Cost of				
Purchases	3,948,402	3,879,823	3,953,737	3,879,823
Clearing and delivery	710,678	591,813	710,678	591,813
	4,659,080	4,471,636	4,664,415	4,471,636
Closing	(419,591)	(62,180)	(419,591)	(62,180)
	4,239,489	4,409,456	4,244,824	4,409,456

	Company 2018	Company 2017	Group 2018	Group 2017
17. General and administrative expenses				
include: -				
Interest and financial charges	13,986	16,785	13,986	16,785
Directors	110,700	173,700	110,700	173,700
Auditors remuneration	36,000	36,000	44,037	44,000
Depreciation	119,081	116,664	119,081	121,311
Salaries & wages	448,381	560,722	448,381	560,722
Rent	136,356	74,512	156,654	94,500
Utilities	68,518	96,047	68,518	96,047
Others	454,464	296,244	476,984	302,563
	1,387,485	1,370,674	1,438,340	1,409,628

18. Fair values of financial assets and liabilities

	Fair Value		Carrying Amount	
	2018	2017	2018	2017
Financial assets				
Trade accounts receivable	2,284,453	440,218	2,284,453	440,218
Deposit	288,000	252,000	288,000	252,000
Other accounts receivable	373,955	543,020	373,955	543,020
Cash and cash equivalents	108,327	27,882	108,237	27,882
Intangibles	1,267,362	1,267,362	1,267,362	1,267,362
Financial liabilities				
Trade accounts payable	1,906,906	541,341	1,906,906	541,341
Other accounts payable	3,106,045	2,260,820	3,106,045	2,260,820
Bank overdraft	-	515,291	-	515,291

Clydestone Group

Notes to the Financial Statements (continued)

Year ended December 31, 2018

19. Twenty largest Shareholders as at 31 December, 2018

Number	Shareholders	Percentage of shares	Shareholding
1	JACQUAYE TSE PAUL	20,389,500	59.97
2	SCGN/NTHC FUND, SCGN/NTHC HORIZON FUND N	648,000	1.91
3	STARLIFE ASSURANCE CO.LTD, STARLIFE ASSURANCE	532,000	1.56
4	NTHC SECURITIES LIMITED, NTHC SECURITIES LIMIT	516,800	1.52
5	AKOTO-BAMFO, EDMUND	412,000	1.21
6	MAWUENYEGA, DANNY EASMON	412,000	1.21
7	VANGUARD ASSURANCE CO. LTD.	212,000	0.62
8	ECOBANK STOCKBROKERS LIMITED	185,263	0.54
9	STAR ASSURANCE COMPANY,	141,824	0.42
10	HUTCHFUL NANA BENYIN	135,000	0.40
11	AKOSAH-BEMPAH, KWAKU MR.	125,000	0.37
12	CDH ASSET MANAGEMENT LTD,	123,000	0.36
13	CATHOLIC ARCHDIOCESE OF CAPE COAST	110,000	0.32
14	ISSAKA, NICHOLAS GBANA	110,000	0.32
15	GOGO, BENJAMIN AKUETE	105,000	0.31
16	HOLDEN CHRISTOPHER MARK MR	100,000	0.29
17	DADZIE, SAMUEL	82,608	0.24
18	CDH SECURITIES LTD,	80,000	0.24
19	OPHELIA FIFUITERA AKOSAH-BEMPAH, OPHELIA F	70,700	0.21
20	CDH-AM/LIPTIN VENTURES	70,000	0.21

Shareholders distribution as at 31 December, 2018

Category of holdings	No. of Shareholders	%	No. Shares	Percentage holding
1 to 1,000	2,097	58.33	1,101,246	3.24
1,001 to 5,000	1,093	30.4	2,884,797	8.48
5,001 to 10,000	244	6.79	2,088,382	6.14
Over 10,000	161	4.48	27,925,575	82.14
	<u>3,595</u>	<u>100</u>	<u>34,000,000</u>	<u>100.00</u>

Clydestone Group**Notes to the Financial Statements (continued)****Year ended December 31, 2018****20. Five-year financial summary**

	2018	2017	2016	2015	2014
Revenue	5,861,359	5,185,157	2,531,638	1,984,892	1,500,113
Profit/ (Loss) before tax	729,485	(620,727)	88,353	164,931	(1,109,638)
Income tax expense	(153,192)	153,192	(35,424)	(32,749)	(5,668)
Profit/ (Loss) after tax	576,293	(467,243)	52,929	132,182	(1,115,306)

Financial Position**Non-current assets**

Intangible	1,269,862	1,267,362	1,240,164	1,155,807	997,176
Property, plant and equipment	311,659	416,247	119,122	106,134	148,510
Current assets	<u>3,758,340</u>	<u>1,623,433</u>	<u>2,000,430</u>	<u>1,035,601</u>	<u>998,829</u>
Total assets	<u>5,339,861</u>	<u>3,307,042</u>	<u>3,359,716</u>	<u>2,297,542</u>	<u>2,144,515</u>

Total current liabilities	4,759,677	3,161,105	3,169,027	2,213,142	3,073,375
Stated capital	558,174	554,850	554,850	554,850	554,850
Capital reserve	524,192	614,893	213,037	213,037	213,037
Deposit for shares	303,106	328,683	328,683	328,683	328,683
Non-controlling interest	13,818	32,247	32,247	35,400	32,567
Retained earnings	<u>(819,106)</u>	<u>(1,384,736)</u>	<u>(938,128)</u>	<u>(1,047,570)</u>	<u>(2,057,997)</u>
Total liabilities and shareholders' equity	<u>5,339,861</u>	<u>3,307,042</u>	<u>3,359,716</u>	<u>2,297,542</u>	<u>2,144,515</u>

21. Contingent Liability

There is a pending court case for an undisclosed claim by a former employee for damages for wrongful dismissal from 2014.

CLYDESTONE

VOTING SLIP

ANNUAL GENERAL MEETING

Date: Thursday 26th September, 2019

Time: 10:00am

Venue: Osu Presbyterian Church Hall, Accra

CLYDESTONE

ADMISSION SLIP

ANNUAL GENERAL MEETING

Date: Thursday 26th September, 2019

NAME OF SHARE HOLDER

NAME OF PERSON ATTENDING

SIGNATURE

IMPORTANT: This admission card must be produced by the shareholder or his proxy in order to be admitted to the meeting.

PROXY FORM

(Fill full names in block letters).

I/WE

.....being member/ members of **Clydestone (Ghana) Limited**, hereby appoint

or failing him/her the Chairman of the meeting as my/ our proxy to vote for me/ us at the Annual General Meeting to be held at the **Osu Presbyterian Church Hall, Osu, Accra** on **Thursday 26th September, 2019** at **10:00am** and at every adjournment thereof.

The Annual General Meeting hereby resolves the following:

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

RESOLUTION – ORDINARY BUSINESS		FOR	AGAINST
1.	To receive and adopt the Annual Report for year ended 31st December 2018		
2.	To re-elect retiring Director – Edward Amuh		
3.	To ratify appointment of new Directors	▪ Felistas Kisivo	
		▪ Nii Obodai Torto	
4.	To approve Directors' Remuneration		
5.	To ratify the appointment of the Auditors		
6.	To authorise Directors to fix the remuneration of the appointed Auditors		

RESOLUTION – SPECIAL BUSINESS	FOR	AGAINST
1. To seek approval of members to search and engage an institutional investor so as to fund increase in working capital, to enable the company to meet the new licensing and capital requirements to be prescribed by the Bank of Ghana, per the new Payment Systems & Services Act, 2019 Act 987 with regards to our G-switch transaction switching, and payment services business.		

Signed this Day of2019

Shareholder's Signature:

(PROXY FORM SHOULD NOT BE SENT TO THE REGISTRAR IF THE MEMBER WOULD BE ATTENDING THE MEETING).

NOTES:

1. *A member who is unable to attend the Annual General Meeting is allowed by law to vote by proxy.*
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 the name of any person whether a member of the company or not who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.*
3. *In the case of joint holders, each holder should sign.*
4. *If executed by a corporation, the proxy form should bear its common seal or be signed on its behalf by a Director.*
5. *The PROXY FORM must be completed, signed and deposited at the Office of the Company's Registrar, NTHC Limited, 1st Floor, Martco House, No. D 542/4, Okai Mensah Link, Adabraka, Accra or NTHC Limited, P.O. Box KIA 9563, Airport – Accra NOT LESS THAN 48 HOURS before the appointed time of the meeting.*
6. *The proxy must produce a copy of the signed PROXY FORM to obtain entrance to the meeting.*