COCOA PROCESSING COMPANY LIMITED

FINANCIAL STATEMENTS

30 SEPTEMBER 2012

COCOA PROCESSING COMPANY LIMITED
REPORTS AND FINANCIAL STATEMENTS

I N D E X

COCOA PROCESSING COMPANY LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS	Hon. Jacob S. Arthur – *Chairman* Charles Debrah Asante (*Managing*) Professor Joshua Abor Dr (Mrs) RoseEmma Entsua-Mensah Samuel Arkhurst Nana Kojo Toku Dr Yao Asamoa John Kofi Mensah Tony Fofie Nana Oduro Owusu Brig-Gen Charles H Mankatah (Rtd) Darlington Afari-Dwanena
REGISTERED OFFICE	Cocoa Processing Company Limited Heavy Industrial Area Private Mail Bag Tema
SOLICITOR/SECRETARY	Stephen Ofori-Adjei Cocoa Processing Company Limited Heavy Industrial Area Private Mail Bag Tema
AUDITORS	KPMG Chartered Accountants 13 Yiyiwa Drive, Abelenkpe P. O. Box GP 242 Accra
BANKERS	Barclays Bank (Ghana) Limited Ecobank Ghana Limited Prudential Bank Limited SG-SSB Bank Limited
REGISTRARS	NTHC Limited Martco House P O Box 9563 Airport Accra

REPORT OF THE DIRECTORS
TO THE MEMBERS OF
COCOA PROCESSING COMPANY LIMITED

The Directors present their report and the financial statements of the company for the year ended 30 September 2012.

DIRECTORS' RESPONSIBILITY STATEMENT

The company's Directors are responsible for the preparation and fair presentation of these financial statements 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 CONSIDERATION

The company reported a loss of US$10.2 million (2011: US$6.8 million) for the year and at 30 September 2012, the company's current liabilities exceeded its current assets by US$58.1 million (2011: US$50.7 million). A substantial part of the company's liabilities are due to Ghana Cocoa Board (COCOBOD), one of the shareholders and a syndicate of banks.

COCOBOD has confirmed and given assurance of continued supply of cocoa beans to the company. In addition, COCOBOD has restructured a portion of the company's indebtedness into long term loans and confirmed it will not seek repayment of amounts due to them in a manner that will jeopardise the ability of the company to continue operations. Based on these assurances, confirmations and deferred payment terms, the Directors expect the company to continue as a going concern, and be able to realise its assets and discharge liabilities in the normal course of business.

The financial statements have accordingly been prepared on the basis of accounting policies applicable to going concern. This basis presumes that funds arising from the normal course of business will be available to finance future operations of the company and that the settlement of liabilities will occur in the ordinary course of business.

The Board has drawn up a 10 year strategic plan to ensure profitability of the company. The objectives of the plan are to ensure the following:

a) a year-round availability of cocoa beans (a minimum volume of 3,500 metric tonnes per month)
b) a well-managed unit cost of processing beans
c) a continuous attainment of mark-up of between 8 - 10% on the processing of beans.

REPORT OF THE DIRECTORS

TO THE MEMBERS OF

COCOA PROCESSING COMPANY LIMITED (CONTINUED)

In order to curtail losses sustained by the company and revert to profit-making operations, the approach will be to:

a) strive to lower the average cost of raw cocoa beans to operations; use alternative energy and water sources to improve margins on the sale of semi-finished products and boost the cash- generating capacity of the company to meet obligations to suppliers, service providers, banks, creditors, shareholders and other stakeholders in the ensuing year.

b) in the short to long-term period, expand the confectionery operations through effective plant utilisation and the construction of a new confectionery factory with new product lines.

c) add value of up to 7.5% to semi-finished products by 2015 up to a targeted level of 30% by 2019. Products from the new factory will be vigorously marketed within the entire West African Sub-region and beyond.

FINANCIAL STATEMENTS AND DIVIDEND

The results for the year are as set out in the attached financial statements.

The Directors cannot recommend the payment of a dividend whilst there remains a deficit balance on the retained earnings account.

The Directors consider the state of the company's affairs to be satisfactory.

NATURE OF BUSINESS

Cocoa Processing Company Limited was incorporated in Ghana on 30 November 1981 as a limited liability company. The company is domiciled in Ghana and its shares are publicly traded on the Ghana Stock Exchange (GSE). The principal activities of the company are the manufacture of high-quality chocolates, confectionery and semi-finished cocoa products such as cocoa butter, cocoa liquor, cocoa cake and cocoa powder from premium cocoa beans grown in Ghana.

APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements of the company were approved by the Board of Directors on …………………………...and were signed on their behalf by:

......................…...............	……………………………
DIRECTOR	**DIRECTOR**

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COCOA PROCESSING COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Cocoa Processing Company Limited, which comprise the statement of financial position at 30 September 2012, statements of comprehensive income, changes in equity and cash flows for the year then ended and notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes as set out on pages 7 to 46.

Directors' Responsibility for the financial statements

The company's Directors are responsible for the preparation and fair presentation of these financial statements 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.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Cocoa Processing Company Limited at 30 September 2012 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and in the manner required by the Companies Act, 1963 Act 179.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

COCOA PROCESSING COMPANY LIMITED (CONTINUED)

Report on Other Legal and Regulatory Requirements

Compliance with the requirements of Section 133 of the Companies Act, 1963 Act 179

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.

In our opinion, proper books of account have been kept and the statements of financial position and comprehensive income are in agreement with the books of account.

SIGNED BY: NANA AKUA AYIVOR (ICAG/P/1058)
FOR AND ON BEHALF OF:
KPMG: (ICAG/F/0036)
CHARTERED ACCOUNTANTS
13 YIYIWA DRIVE, ABELENKPE
P O BOX GP 242
ACCRA

………………………….. 2013

COCOA PROCESSING COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION AT 30 SEPTEMBER 2012

	Note	2012 US$	Restated 2011 US$	Restated 2010 US$
Assets				
Property, Plant and Equipment	6	78,845,758	81,690,171	83,774,385
Leasehold Land	7	12,578,125	13,207,031	13,835,937
Total Non-Current Assets		91,423,883	94,897,202	97,610,322
Inventories	8	27,964,812	31,771,077	26,514,859
Trade and Other Receivables	9	10,481,139	12,074,763	6,787,972
Cash and Cash Equivalents	10	3,780,683	2,034,619	2,340,517
Non-current Assets held for Sale	11	-	20,653	43,634
Total Current Assets		42,226,634	45,901,112	35,686,982
Total Assets		133,650,517	140,798,314	133,297,304
Equity				
Share Capital	15(a)	26,071,630	11,984,510	11,984,510
Deposit for Shares		-	14,087,120	-
Translation Reserve	15(c)	(20,070,388)	(20,070,388)	(20,070,388)
Retained Earnings	15(d)	(5,503,567)	2,600,028	9,343,283
Total Equity		497,675	8,601,270	1,257,405
Long-term Borrowings	13(b)	32,022,147	19185,010	85,419,405
Employee Benefit Obligations	14(b)	833,754	2,442,859	2,029,120
Total Non-current Liabilities		32,855,901	35,629,375	87,448,525
Bank Overdraft	10(b)	2,159,797	2,847,447	2,397,053
Trade and Other Payables	12	68,958,621	57,906,268	38,019,463
Short-term Portion of Borrowings	13(a)	29,178,523	35,813,954	4,174,858
Total Current Liabilities		100,296,941	96,567,669	44,591,374
Total Liabilities		133,152,842	132,197,044	132,039,899
Total Equity and Liabilities		133,650,517	140,798,314	133,297,304

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DIRECTOR **DIRECTOR**

The notes on pages 12 to 46 form an integral part of these financial statements.

COCOA PROCESSING COMPANY LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Note	2012 US$	Restated 2011 US$
Revenue	16	55,141,498	60,110,020
Cost of sales	17	(53,761,909)	(57,500,282)
Gross profit		1,379,589	2,609,738
Other income	18	323,023	2,142,379
Selling and distribution costs		(776,728)	(1,419,613)
General and administrative expenses		(7,901,180)	(7,638,693)
Results from operating activities		(6,975,296)	(4,306,189)
Finance income	22	64,150	60,814
Finance cost	23	(3,334,502)	(2,573,382)
Loss before tax	19	(10,245,648)	(6,818,757)
Taxation	24	-	-
Loss after tax		(10,245,648)	(6,818,757)
Other comprehensive income			
Defined benefit plan actuarial gains		2,142,053	75,502
Total other comprehensive income		2,142,053	75,502
Total comprehensive income for the year		(8,103,595)	(6,743,255)
Earnings per share			
Net loss for the year		(10,245,648)	(6,818,757)
Basic earnings per share	25	(0.0050)	(0.0062)
Diluted earnings per share	25	(0.0050)	(0.0062)

The notes on pages 12 to 46 form an integral part of these financial statements.

COCOA PROCESSING COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2012

	Share Capital US$	Deposit for Shares US$	Translation Reserve US$	Retained Earnings US$	Total Equity US$
Balance at 1 October 2010	11,984,510	-	(20,070,388)	9,343,283	1,257,405
Total comprehensive income for the year					
Loss for the year	-	-	-	(6,818,757)	(6,818,757)
Other comprehensive income					
Defined benefit plan actuarial gain	-	-	-	75,502	75,502
Total comprehensive income for the year	-	-	-	(6,743,255)	(6,743,255)
Transactions with owners recognised directly in equity					
Deposit for shares	-	14,087,120	-	-	14,087,120
Total contribution by owners	-	14,087,120	-	-	14,087,120
Balance at 30 September 2011	11,984,510	14,087,120	(20,070,388)	2,600,028	8,601,270

COCOA PROCESSING COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2012 (CONTINUED)

	Share Capital US$	Deposit for Shares US$	Translation Reserve US$	Retained Earnings US$	Total Equity US$
Balance at 1 October 2011	11,984,510	14,087,120	(20,070,388)	2,600,028	8,601,270
Total comprehensive income for the year					
Loss for the year	-	-	-	(10,245,648)	(10,245,648)
Other comprehensive income					
Defined benefit plan actuarial gain	-	-	-	2,142,053	2,142,053
Total comprehensive income for the year	-	-	-	(8,103,595)	(8,103,595)
Transactions with owners recognised directly in equity					
Transfer to share capital	14,087,120	(14,087,120)	-	-	-
Total contribution by owners	14,087,120	(14,087,120)	-	-	-
Balance at 30 September 2012	26,071,630	-	(20,070,388)	(5,503,567)	497,675

The notes on pages 12 to 46 form an integral part of these financial statements.

COCOA PROCESSING COMPANY LIMITED

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 30 SEPTEMBER 2012

	2012 US$	2011 US$
Cash flows from operating activities		
Loss before tax	(10,245,648)	(6,818,757)
Adjustments for:		
Depreciation	2,885,288	3,257,542
Amortisation of prepaid lease	628,906	628,906
Loss on disposal of property, plant and equipment	16,803	52,713
Net interest charges	1,689,419	2,512,568
Employee benefit obligations	532,948	489,241
Impairment of assets held for sale	20,653	22,981
Impairment of property, plant and equipment	50,318	-
Unrealised exchange difference	1,345,858	(1,999,938)
	(3,075,455)	(1,854,744)
Changes in:		
Inventories	3,806,265	(5,256,218)
Trade and other receivables	1,593,624	(5,286,791)
Trade and other payables	11,052,353	19,886,805
Net cash flow from operating activities	13,376,787	7,489,052
Cash flows from investing activities		
Interest received	43,976	60,814
Purchase of property, plant and equipment	(130,637)	(1,385,231)
Proceeds from disposal of property, plant and equipment	22,641	159,190
Net cash flow used in investing activities	(64,020)	(1,165,227)
Cash flows used in financing activities		
Interest paid	(1,733,395)	(2,573,382)
Repayment of borrowings	(7,799,800)	(6,506,673)
Net cash used in financing activities	(9,533,195)	(9,080,055)
Net increase/(decrease) in cash and cash equivalents	3,779,572	(2,756,230)
Cash and cash equivalent at 1 October	(812,828)	(56,536)
Effect of exchange rate fluctuations on cash held	(1,345,858)	1,999,938
Cash and cash equivalents at 30 September	1,620,886	(812,828)

The notes on pages 12 to 46 form an integral part of these financial statements.

COCOA PROCESSING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2012

1. REPORTING ENTITY

Cocoa Processing Company Limited is a company registered and domiciled in Ghana. The address of the company's registered office can be found on page 2 of the annual report. The principal activities of the company are the manufacture of high-quality chocolates, confectionery and semi-finished cocoa products such as cocoa butter, cocoa liquor, cocoa cake and cocoa powder from premium cocoa beans grown in Ghana.

2. BASIS OF PREPARATION

a. Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act, 1963 Act 179.

b. Basis of measurement

The financial statements are prepared on the historical cost basis.

c. Functional and presentation currency

The financial statements are presented in US Dollar (US$) which is the company's functional and presentation currency. Except otherwise indicated, the financial information presented has been rounded off to the nearest US Dollar.

d. Use of estimates and judgement

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in notes 4 and 27.

e. Change in accounting policy

i. Change in presentation currency

During the year under review, the company obtained permission from the relevant regulatory bodies to present its financial statements in US Dollar. Accordingly management changed its accounting policy with regards to the presentation currency to report in US Dollar. This change will result in the company using the US Dollar as its presentation currency.

Exchange differences that arise from the translation of transactions and balances denominated in currencies other than the US Dollar is recognised in profit or loss.

Below is the effect of the implementation of the new accounting policy on profit or loss and statement of financial position.

	Profit or loss US$	Statement of financial position US$
2012		
Exchange gains/(losses)	(1,345,858)	-
Retained earnings	-	1,345,858
	------------	-----------
	(1,345,858)	1,345,858
2011		
Exchange gains/(losses)	1,999,938	-
Retained earnings	-	(1,999,938)
	-----------	------------
	1,999,938	(1,999,938)
	=======	=======

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements by the company except for the change in accounting policy as stated in note 2(e).

a. **Foreign currency transactions**

Transactions in local and foreign currencies except the US Dollar (the functional currency) are translated into the functional currency at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in these currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

a. **Foreign currency transactions (continued)**

Non-monetary assets and liabilities that are measured at fair value in local and foreign currencies are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation are generally recognised in profit or loss.

b. **Financial instruments**

(i) Non-derivative financial assets

The company initially recognises loans and receivables on the date that they are originated.

The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it is transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the company is recognised as a separate asset or liability.

Non-derivative financial assets are categorised as follows:

Loans and receivables
These are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method less any impairment losses.

Loans and receivables comprise cash and cash equivalent and trade and other receivables.

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value and are used by the company in the management of its short- term commitments.

(ii) Non-derivative financial liabilities

The company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All that other financial liabilities are recognised initially on the trade date, which is the date the company becomes a party to the contractual provisions of the instrument.

The company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial liabilities measured at amortised cost - this relates to all other liabilities that are not designated at fair value through profit and loss. The company classifies non-derivatives financial liabilities into the other financial liabilities category.

(ii) Non-derivative financial liabilities (continued)

Other financial liabilities comprise loans and borrowings, bank overdrafts and trade and other payables.

The company classifies non derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

(ii) Off setting

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions.

(iii) Amortised cost measurement

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

(iv) Share capital (Stated capital)

Ordinary shares

Proceeds from issue of ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Preference shares

Preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Discretionary dividends thereon are recognised as distributions within equity upon approval by the Company's shareholders.

(c) **Leases**

(i) Classification

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Assets held under finance leases are stated as assets of the company at the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses.

(i) Classification

The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation. Finance costs are charged to profit or loss over the term of the relevant lease so as to produce a constant periodic interest charge on the remaining balance of the obligations for each accounting period.

Leases where significant portions of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

(ii) Lease payments

Payments made under operating leases are charged to the profit or loss on a straight-line basis over the period of the lease. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

Minimum lease payments made under finance leases are apportioned between the finance cost and as reduction of the outstanding lease liability.

(d) **Property and equipment**

(i) Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and any accumulated 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, capitalised borrowing costs 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 capitalised as part of that equipment.

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

Any gain or loss of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and carrying amount of the item) is recognised in profit and loss.

(ii) Subsequent costs

Subsequent expenditure is capitalised only when it probable that the future economic benefits associated with the expenditure will flow to the Company. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation

Items of property, plant and equipment are depreciated from the date they are installed and ready for use, or in respect of self-constructed assets, from the date assets is completed and ready for use.

(iii) Depreciation (cont'd)

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the reducing balance basis over their estimated useful lives.

Depreciation is generally recognised in profit and loss unless the amount is included in the carrying amount of another asset.

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

• Buildings and Road Works	-	50 years
• Staff Bungalows and Flats	-	50 years
• Plant and Machinery	-	20 years
• Motor Vehicles	-	4 years
• Laboratory Equipment	-	5 years
• Office Furniture and Equipment	-	5 years
• Bungalow Furniture and Equipment	-	5 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The carrying amounts of property, plant and equipment are assessed whether they are recoverable in the form of future economic benefits. If the recoverable amount of a property, plant and equipment has declined below its carrying amount, an impairment loss is recognised to reduce the value of the assets to its recoverable amount. In determining the recoverable amount of the assets, expected cash flows are discounted to their present value. Gains and losses on disposal of property, plant and equipment are included in the profit or loss.

(e) **Intangible assets**

Research and Development Costs

Expenditure on research activities undertaken with the prospect of developing new recipes and products is recognised in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures incurred on individual products, are capitalised only if development costs can be measured reliably, the product or process are technically commercially feasible, future economic benefits are probable and the company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalized borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Computer Software

Acquired computer software licenses that are not an integral part of the computer are capitalised on the basis of the costs incurred in acquiring and implementing the specific software to use. These costs are amortised on a straight line basis over their estimated useful lives.

Computer Software (continued)

Subsequent expenditure on software assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful life of the software, from the date that it is available for use. The estimated useful life of software is five years.

(f) **Inventories**

Inventories are measured at the lower of cost or net realisable value.

The cost of inventories is based on the first-in-first-out principle for raw materials and weighted average principle for all other inventories and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale. Inventories are recognised in profit or loss when goods are sold or there is a write down of inventories.

(g) **Trade and other receivables**

Trade and other receivable are stated at their amortised cost less impairment losses. The receivables are reviewed at each statement of financial position date to determine whether there is an indication of impairment. Impaired receivables are reported at the amount at which, after a careful assessment, it is deemed will be likely collected. Contributions paid are not refundable to the company.

(h) **Employee benefits**

(i) <u>Defined contribution plans</u>

A defined contribution plan is a post-employment benefit plan under which the entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution schemes are recognised as an employee benefit expense in the profit or loss in the periods during which related services are rendered by employees.

(ii) <u>Defined benefit plans</u>

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in return for their services in the current and prior periods. That benefit is discounted to determine its present value. Any unrecognised past service costs and fair value of any plan assets are deducted. The discount rate is the yield at the reporting date on long-dated instruments on the Ghana market. The calculation is performed using the projected unit credit method. Actuarial gains and losses arising on the defined benefit obligation are recognized in other comprehensive income.

(iii) Termination benefits

Termination benefits are recognised as an expense when the company is demonstrably committed without realistic possibility of withdrawal to a formal detailed plan to terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the company has made an offer of voluntary redundancy, it is probable to that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

(iv) Short term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(i) **Assets held for sale**

Non-current assets or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Immediately before classification as held-for-sale, the assets are re-measured in accordance with the company's other accounting policies. Thereafter, generally the assets are measured at the lower of their carrying amount and fair value less costs to sell.

Impairment losses on initial classification as held-for-sale and subsequent gains and losses on re-measurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss. Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

(j) **Provisions**

A provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability.

(k) **Revenue**

Goods sold

Revenue is measured at the fair value of the consideration received or receivable and represents amounts for goods sold in the normal course of business net of discounts, VAT/National Health Insurance Levy and other sales related taxes.

Goods sold (continued)

Export sales are recognised when cocoa products supplied to customers and receivable free on board (FOB) are loaded onto the relevant carrier at the port. Local sales of confectionery and cocoa cake/powder are recognised when goods are delivered and title is passed.

(l) **Finance income and expenses**

Finance income comprises interest income on funds invested or held in bank accounts. Interest income is recognised in the profit or loss using the effective interest method.

Finance expenses comprise interest expense on borrowings. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis

(m) **Impairment**

A financial asset is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Objective evidence that financial assets are impaired includes default or delinquency by a debtor, restructuring of an amount due to the company on terms that the company would not consider otherwise, indications that a debtor will enter bankruptcy, adverse changes in the payment status of borrowers, economic conditions that correlate with defaults.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit and loss and reflected in an allowance account against loans and receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit and loss.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in the profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised.

(ii) Non-financial assets

The carrying amounts of the company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

(n) **Income tax**

Income tax expense comprises current and deferred tax. The company provides for income taxes at the current tax rates on the taxable profits of the company.

Income tax is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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

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

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(o) **Segment reporting**

Segment results that are reported to the Audit Committee include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(p) **Comparatives**

Where necessary the comparative information has been changed to agree to the current year presentation.

(q) **Future developments/changes in accounting policies**

New standards and interpretations not yet adopted

There are new or revised Accounting Standards and Interpretations in issue that are not yet effective. These include the following Standards and Interpretations that may have an impact on future financial statements:

Amendment to IAS 1 Presentation of Financial Statements

The amendment to IAS 1 will be adopted for the first time for the financial reporting period ending 30 September 2013.

The company will present those items of other comprehensive income that may be reclassified to profit or loss in the future separately from those that would never be reclassified to profit or loss. The related tax effects for the two sub-categories will be shown separately.

This is a change in presentation and will have no impact on the recognition or measurement of items in the financial statements.

This amendment will be applied retrospectively and comparative information will be restated.

Amendments to IFRS 7 Financial Instruments: Disclosures

The amendments to IFRS 7 will be adopted for the first time for the financial reporting period ended 30 September 2012.

In terms of the amendments, additional disclosure will be provided regarding transfers of financial assets that are:

- not derecognised in their entirety; and
- derecognised in their entirety but for which the company retains continuing involvement.

This amendment will not have a significant impact on the company's financial statements.

IFRS 13 Fair Value Measurement

IFRS 13 will be adopted for the first time for the financial reporting period ending 31 December 2013. The standard will be applied prospectively and comparatives will not be restated.

IFRS 13 introduces a single source of guidance on fair value measurement for both financial and non-financial assets and liabilities by defining fair value, establishing a framework for measuring fair value and setting out disclosures requirements for fair value measurements. The key principles in IFRS 13 are as follows:

- Fair value is an exit price
- Measurement considers characteristics of the asset or liability and not entity-specific characteristics
- Measurement assumes a transaction in the entity's principle (or most advantageous) market between market participants
- Price is not adjusted for transaction costs
- Measurement maximises the use of relevant observable inputs and minimises the use of unobservable inputs
- The three-level fair value hierarchy is extended to all fair value measurements

This amendment of IFRS 13 will not have an impact on the company's financial statements.

IAS 19 Employee Benefits (2011)

IAS 19 (2011) changes the definition of short-term and long-term employee benefits to clarify the distinction between the two. For defined benefit plans the removal of the accounting policy choice for recognition of actuarial gains and losses is not expected to have any impact on the company. However the company may need to assess the impact of the change in measurement principles of expected return on plan assets. IAS 19 (2011) is effective for annual periods beginning on or after 1 January 2013 with early adoption permitted.

Amendments to IAS 32 Financial Instruments: Presentation: Offsetting Financial Assets and Financial Liabilities

The amendments clarify when an entity can offset financial assets and financial liabilities. This amendment will result in the company no longer offsetting two of its master netting arrangements. This amendment is effective for annual periods beginning on or after 1 January 2014 with early adoption permitted.

IFRS 9 Financial Instruments

IFRS 9 (2009) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2009), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 (2010) introduces additions relating to financial liabilities. The IASB currently has an active project to make limited amendments to the classification and measurement requirements of IFRS 9 and add new requirements to address the impairment of financial assets and hedge accounting.

IFRS 9 (2010 and 2009) are effective for annual periods beginning on or after 1 January 2015 with early adoption permitted. The Group and Company will adopt this standard for the financial year commencing 1 January 2015. The adoption of IFRS 9(2010) is expected to have an impact on the Group and Company's financial assets, but not any impact on the Group and Company's financial liabilities.

4. DETERMINATION OF FAIR VALUES

Some of the company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

The following sets out the company's basis of determining fair values of financial instruments disclosed under note 27:

(i) Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(ii) **Cash and cash equivalents**

The fair value of cash and cash equivalents approximates their carrying values.

(iii) **Other non-derivative financial liabilities**

Other non-derivative financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

5. SEGMENT RESULTS

Segment results are provided below:

Year ended 30 September 2012

	Cocoa Factory US$	**Confectionery Factory US$**	**Inter-Segment Transactions US$**	**Company US$**
Revenue for reportable segments				
Sales to external customers	48,946,034	6,195,464	-	55,141,498
Inter segment sales	756,754	-	(756,754)	-
	49,702,788	6,195,464	(756,754)	55,141,498
Cost of sales	(48,297,009)	(5,464,900)	-	(53,761,909)
Inter segment cost of sales	-	(756,754)	756,754	-
Gross profit	1,405,779	(26,190)	-	1,379,589
Other income	242,267	80,756	-	323,023
Operating profit	1,648,046	54,566	-	1,702,612
Expenditure for reportable segments				
Selling and distribution costs	(582,546)	(194,182)	-	(776,728)
Administrative costs	(5,925,885)	(1,975,295)	-	(7,901,180)
Finance costs	(2,500,877)	(833,625)	-	(3,334,502)
Finance income	48,113	16,037	-	64,150
	(8,961,195)	(2,987,065)	-	(11,948,260)
Loss before tax	(7,313,149)	(2,932,499)	-	(10,245,648)
Reportable segment assets	117,460,944	16,189,573	-	133,650,517
Reportable segment liabilities	127,797,486	5,355,356	-	133,152,842

5. SEGMENT RESULTS (CONTINUED)

Year ended 30 September 2011

	Cocoa Factory US$	Confectionery Factory US$	Inter-Segment Transactions US$	Company US$
Revenue for reportable segments				
Sales to external customers	54,070,693	6,039,327	-	60,110,020
Inter segment sales	769,763	-	(769,763)	-
	54,840,456	6,039,327	(769,763)	60,110,020
Cost of sales	(52,473,831)	(5,026,451)	-	(57,500,282)
Inter segment cost of sales	-	(769,763)	769,763	-
Gross profit	2,366,625	243,113	-	2,609,738
Other income	1,606,784	535,595	-	2,142,379
Operating profit	3,973,409	778,708	-	4,752,117
Expenditure for reportable segments				
Selling and distribution costs	(1,064,801)	(354,812)	-	(1,419,613)
Administrative costs	(5,729,020)	(1,909,673)	-	(7,638,693)
Finance costs	(1,930,036)	(643,346)	-	(2,573,382)
Finance income	45,610	15,204	-	60,814
	(8,678,247)	(2,892,627)	-	(11,570,874)
Loss before tax	(4,704,838)	(2,113,919)	-	(6,818,757)
Reportable segment assets	123,296,489	17,501,825	-	140,798,314
Reportable segment liabilities	128,747,994	3,449,050	-	132,197,044

6. PROPERTY, PLANT & EQUIPMENT

2012	Capital Work In Progress US$	Buildings & Road Works US$	Staff Bungalow and Flats US$	Plant and Machinery US$	Motor Vehicles US$	Office Furniture & Equipment US$	Bungalow Furniture & Equipment US$	Laboratory Equipment US$	Total US$
Gross Value									
At 1/10/11	1,181,237	18,025,528	269,543	71,164,709	607,436	553,653	20,510	233,465	92,056,081
Additions	37,890	-	-	71,562	-	19,360	-	1,825	130,637
Disposals	-	-	-	-	(90,394)	-	-	-	(90,394)
At 30/9/12	1,219,127	18,025,528	269,543	71,236,271	517,042	573,013	20,510	235,290	92,096,324
Accumulated depreciation and impairment losses									
At 1/10/11	-	846,286	15,500	8,853,104	370,750	150,692	10,757	118,821	10,365,910
Charge for the year	-	273,855	4,019	2,486,037	35,603	66,112	1,186	18,476	2,885,288
Impairment	-	-	-	50,318	-	-	-	-	50,318
Released on disposals	-	-	-	-	(50,950)	-	-	-	(50,950)
At 30/9/12	-	1,120,141	19,519	11,389,459	355,403	216,804	11,943	137,297	13,250,566
Carrying amounts at 30/9/12	1,219,127	16,905,387	250,024	59,846,812	161,639	356,209	8,567	97,993	78,845,758

The company's assets have been used as security for loans and overdrafts from syndicate of banks led by Barclays Bank of Ghana Limited and Prudential Bank respectively.

6. PROPERTY, PLANT & EQUIPMENT (CONTINUED)

2011	**Capital Work In Progress US$**	**Buildings & Road Works US$**	**Staff Bungalow and Flats US$**	**Plant and Machinery US$**	**Motor Vehicles US$**	**Office Furniture & Equipment US$**	**Bungalow Furniture & Equipment US$**	**Laboratory Equipment US$**	**Total US$**
	US$	**US$**	**US$**	**US$**	**US$**	**US$**	**US$**	**US$**	**US$**
Gross Value									
At 1/10/10	12,521,160	17,170,665	269,543	59,452,819	882,872	399,821	46,609	228,896	90,972,385
Additions	934,240	35,964	-	256,626	-	153,832	-	4,569	1,385,231
Disposals	-	-	-	-	(275,436)	-	(26,099)	-	(301,535)
Transfers	(12,274,163)	818,899	-	11,455,264	-	-	-	-	-
At 30/9/11	1,181,237	18,025,528	269,543	71,164,709	607,436	553,653	20,510	233,465	92,056,081
Accumulated depreciation and impairment losses									
At 1/10/10	-	520,389	10,527	6,138,751	332,580	88,934	15,461	91,358	7,198,000
Charge for the year	-	325,897	4,973	2,714,353	117,788	61,758	5,310	27,463	3,257,542
Released on disposals	-	-	-	-	(79,618)	-	(10,014)	-	(89,632)
At 30/9/11	-	846,286	15,500	8,853,104	370,750	150,692	10,757	118,821	10,365,910
Carrying amounts at 30/9/11	1,181,237	17,179,242	254,043	62,311,605	236,686	402,961	9,753	114,644	81,690,171

The company's assets have been used as security for loans and overdrafts from syndicate of banks led by Barclays Bank of Ghana Limited and Prudential Bank respectively.

6.1 Disposal of property, plant and equipment

	2012 US$	2011 US$
Gross value	90,394	301,535
Less: Accumulated depreciation and impairment losses	(50,950)	(89,632)
Net carrying value	39,444	211,903
Sale proceeds	22,641	159,190
Loss on disposal	(16,803)	(52,713)

6.2 Impairment loss

During the year, due to the increased inefficiency of certain plants the company assessed the recoverable amount of the related assets. Based on the assessment, the carrying amount of the machinery was determined to be GH¢50,318 more than their recoverable amount and an impairment loss was recognised in cost of sales.

7. LEASEHOLD LAND

	2012 US$	2011 US$
Gross value		
At 1/10/11 and 30/9/12	15,093,750	15,093,750
Accumulated depreciation		
At 1/10/11	1,886,719	1,257,813
Charge for the year	628,906	628,906
At 30/9/12	2,515,625	1,886,719
Carrying amount		
At 30/9/12	12,578,125	13,207,031

There is no additional obligation payable for leasehold land.

8. INVENTORIES

	2012 US$	Restated 2011 US$	Restated 2010 US$
Raw materials	1,685,149	5,395,581	1,626,132
Packaging materials	1,614,249	2,831,720	2,944,024
Finished goods	22,332,964	21,126,344	20,143,038
Technical store parts	2,220,930	2,352,389	1,724,984
Fuel and lubricants	111,520	65,043	76,681
	27,964,812	31,771,077	26,514,859

The write down of inventories to net realisable value amounted to GH¢18,171 (2011: GH¢23,581).

9. TRADE AND OTHER RECEIVABLES

	2012 US$	Restated 2011 US$	Restated 2010 US$
Trade Receivables	8,682,219	9,292,444	3,923,015
Staff Debtors	399,081	598,737	737,336
Deposits on Letter of Credits	721,795	247,656	1,434,223
Prepayments	241,814	274,270	185,279
Other Receivables	436,230	1,661,656	508,119
	10,481,139	12,074,763	6,787,972

Included in staff debtors are staff loans which attract no interest. The maximum amount due from staff during the year was US$399,081 (2011: US$598,737).

10. CASH AND CASH EQUIVALENTS

(a)

	2012 US$	Restated 2011 US$	Restated 2010 US$
Cash at Bank	2,771,994	828,561	1,084,445
Cash in hand	19,585	14,596	10,472
91-day treasury bills	28,525	31,385	28,655
Fixed deposits	960,579	1,160,077	1,216,945
Cash and cash equivalents	3,780,683	2,034,619	2,340,517
Bank overdraft	(2,159,797)	(2,847,447)	(2,397,053)
Cash and cash equivalents in the statement of cash flows	1,620,886	(812,828)	(56,536)

The fixed deposits and 91-day treasury bills have been used as collateral for bank overdraft and loans with Prudential Bank Limited.

(b) Bank Overdraft

The company had approved overdraft facilities of US$2 million (2011: US$2 million) with Prudential Bank Limited.

	2012 US$	Restated 2011 US$	Restated 2010 US$
Prudential Bank (Cedi)	2,159,797	2,847,447	2,397,053

Bank Overdraft (continued)

In December 2006, Prudential Bank Limited, made an overdraft facility of US$2 million available to the company to supplement its working capital. This facility was renewed in July 2012. The overdraft is to be repaid within a period of 12 months from the date of completion of legal documentation to support the facility. Interest is charged at 25% per annum.

The facility is secured with the following assignments.

i. The company's fixed deposit number 004FXDL073340040004 with a balance of US$848,499 at year-end.

ii. General charge over three (3) machines installed at the factory at Tema with a total value of US$2,181,324.

11. NON-CURRENT ASSETS HELD FOR SALE

	2012 US$	Restated 2011 US$	Restated 2010 US$
Balance at 1 October	20,653	43,634	88,515
Impairment for the year	(20,653)	(22,981)	(44,881)
Balance at 30 September	-	20,653	43,634

This represents old furniture and fittings which have been retired from the fixed assets register to be sold. These assets were subsequently impaired.

12. TRADE AND OTHER PAYABLES

	2012 US$	Restated 2011 US$	Restated 2010 US$
Trade Payables	60,352,164	50,512,107	33,083,715
Other Payables	7,005,350	7,394,161	4,935,748
Accrued Interest	1,601,107	-	-
	68,958,621	57,906,268	38,019,463

13. BORROWINGS

	Note			
Barclays Bank led Syndicate Euro Loan	(i)	12,654,763	15,646,664	17,265,821
Barclays Bank led Syndicate Dollar Loan	(ii)	15,658,170	18,346,152	20,871,512
EDIF Cedi Loan	(iii)	865,590	2,124,369	3,365,868
Prudential Dollar Loan	(iv)	-	861,138	1,981,796
Ghana Cocoa Board Dollar Loan	(v)	32,022,147	32,022,147	46,109,266
		61,200,670	69,000,470	89,594,263

13. BORROWINGS (CONTINUED)

i. This represents the balance on a twenty-two million Euro (Euro 22 million) loan facility from a syndicate of banks led by Barclays Bank of Ghana Limited for expansion of production capacity from 25,000 metric tonnes to 65,000 metric tonnes. The other participating banks are SG-SSB Bank Limited, The Trust bank and Ecobank Ghana Limited. The loan facility is secured by fixed and floating charges over assets of the company. The syndicated loan is denominated and repayable in Euros over 5 years in equal monthly instalments after one year moratorium. Interest on the facility is charged at EURIBOR plus 2.5% per annum.

ii. This represents the outstanding balance on another loan facility of twenty-two million US Dollars (US$22 million) from the syndicate of banks in (a) above led by Barclays Bank of Ghana Limited for expansion of production capacity. The loan facility is secured by an assignment of export contracts and receivables amounting to a maximum of eighty percent (80%) of all receivables and fixed and floating charges over the assets of the company stamped to cover the overall exposure as well as debentures over the debt service reserve account of the company. Although disbursement of the loan started in September 2003, the facility agreement was formally signed on 18 February 2005. The syndicated loan is denominated and repayable in US Dollars over 5 years in equal quarterly instalments after one year moratorium. Interest on the facility is charged at LIBOR plus 3.32% per annum.

The company was unable to meet the terms of the repayment schedule of the two syndicated loan agreements, (a) and (b) above. Management is currently negotiating a revised repayment schedule with the banks.

iii. The company obtained a loan facility of four million five hundred thousand Ghana cedis (GH¢4,500,000) from the Export Development and Investment Fund (EDIF) to supplement its working capital during the year. The facility is secured over the company’s fixed deposits with a total balance of US$960,579 at year-end and general charge over three (3) machines installed at the factory at Tema with a total value of US$2,181,324. The total amount is repayable in quarterly instalments over a period of forty-two (42) months from 26 November 2009 including a moratorium period of six (6) months on both principal and interest. Interest is chargeable at twelve and a half percent (12.5%) per annum.

iv. The company obtained a two million dollar short term loan facility from Prudential Bank on 10 December 2009 to complement its resources and supplement its working capital. The loan is secured on the company’s cedi and dollar fixed deposits as well as three machines installed at the company’s factory at Tema as stated in (c) above. The facility attracts interest at a rate of 10.50% per annum. The facility is repayable in quarterly instalments over a period of 24 months.

v. This represents balances on COCOBOD’s current account which has been converted into a medium term loan. The amount of US$32,022,146.42 is to be repaid in ten (10) years from September 2011 with five (5) years moratorium on the principal at an interest rate of 5% per annum during the moratorium period. The principal will be repaid in equal instalments at an interest rate of Libor plus 2.

		2012 US$	Restated 2011 US$	Restated 2010 US$
(a)	Short-term portion of borrowings	29,178,523	35,813,954	4,174,858
		========	========	=======
(b)	Long term borrowings	32,022,147	33,186,516	85,419,405
		========	========	========

14. EMPLOYEE BENEFIT OBLIGATIONS

(a) Defined Contribution Plans

(i) Social Security

Under a national pension scheme, the company contributes 13% of employee's basic salary to the Social Security and National Insurance Trust (SSNIT) for employee pensions. The company's obligation is limited to the relevant contributions, and these have been recognised in profit or loss. The pension liabilities and obligations, however, rest with SSNIT.

(ii) Provident Fund

The company has a provident fund scheme for staff under which the company contributes 7% of staff basic salary. The company's obligations under the plan are limited to the relevant contributions and these have been recognised in profit or loss.

(b) Defined Benefit Plan

End of Service Benefit

The company has an end of service benefit scheme for staff which started on 1 January 2006. There is a 2 year qualifying period.

(i) Employee benefit obligations recognised in the Statement of financial position

	2012 US$	Restated 2011 US$	Restated 2010 US$
Pension funds: defined benefit plan	833,754	2,442,859	2,029,120
	======	=======	=======

(ii) Reconciliation of assets and employee benefit obligations recognised in the statement of financial position

	2012 US$	Restated 2011 US$	Restated 2010 US$
Defined benefit pension plan			
Present value of funded obligation	-	-	-
Fair value of planned assets	-	-	-
	------	------	------
Excess of liabilities/(assets) of funded obligations	-	-	-
Present value of unfunded obligations	833,754	2,442,859	2,029,120
Net unrecognised actuarial (losses)/gains	-	-	-
Unrecognised assets	-	-	-
	----------	-------------	------------
Net employee benefit obligations recognised in the statement of financial position	833,754	2,442,859	2,029,120
	======	=======	========

(ii) Reconciliation of assets and employee benefit obligations recognised in the statement of financial position (continued)

Movements in the present value of defined benefit obligations

	2012 US$	**Restated 2011 US$**	**Restated 2010 US$**
Unfunded defined benefit obligations as of 1 September	2,442,859	2,029,120	768,725
Current service cost	334,451	283,385	334,663
Interest	250,714	205,856	100,702
Benefits paid	(52,217)	-	-
Recognised actuarial (gains)/losses	(2,142,053)	(75,502)	825,030
Total present value of defined benefit obligation at 30 September	833,754	2,442,859	2,029,120

Expenses recognised in profit or loss

	2012 US$	**Restated 2011 US$**	**Restated 2010 US$**
Current service cost	334,451	283,385	334,663
Interest expenses	250,714	205,856	100,702
Benefits paid	(52,217)		
Expected return on plan assets	-	-	-
Employees' contributions	-	-	-
Total defined benefit expenses	532,948	489,241	435,365

Principal actuarial assumptions used

	2012 %	**2011 %**	**2010 %**
Discount rate	23	13	13
Expected rate of salary increase	10	15	15

The assumptions are assessed on a yearly basis when valuation of the plan is carried out. Net actuarial losses not recognised at the year-end was Nil (2011: Nil).

15. SHARE CAPITAL AND RESERVES

(a) **Authorised shares:**

	2012	**2011**
Ordinary shares of no par value	20,000,000,000	20,000,000,000
Preference share of no par value	1	1

Issued and fully paid

	Number 'm	Amount US$	Number 'm	Amount US$
Ordinary shares for cash	2,038.5	26,071,559	1,100.8	11,984,439
	=====		=====	

(b) **Preference shares**

	Number		Number	
	1	71	1	71
	==	--------------	==	-------------
		26,071,630		11,984,510
		========		========

The Government of Ghana holds the special rights redeemable preference share of no par value (the Golden Chocolate Share). The Golden Share is non-voting but the holder is entitled to receive notices of and to attend and speak at any general meeting of the members or at any separate meeting of the holders of any class of shares. On winding up, the Golden share has a preferential right to return of capital, the value of which will be US$71 (Seventy-one US Dollars).

There are no outstanding shares in treasury and there is no unpaid liability on any share. The holders of ordinary shares are entitled to receive dividend as declared from time to time and are entitled to one vote per share at meetings of the company.

(c) **Translation reserve**

This represents the cumulative exchange difference resulting from the translation of assets and liabilities into the presentation currency in 2012 when the company changed its policy to recognise the US Dollar as its presentation currency.

(d) **Retained earnings (Income surplus account)**

This represents the residual of cumulative annual losses.

16. TURNOVER

		2012 US$	2011 US$
(a)	Gross Local Sales	7,118,055	6,831,868
	Less: VAT	(1,067,708)	(1,024,780)
		-------------	-------------
		6,050,347	5,807,088
	Add: Export sales	49,091,151	54,302,932
		--------------	--------------
		55,141,498	60,110,020
		========	========

(b) Analysis by product

	2012 US$	2011 US$
Cocoa Butter	16,350,070	18,653,110
Cocoa Liquor	8,076,442	14,366,617
Cocoa Cake	21,296,972	18,569,505
Cocoa Powder	3,222,550	2,481,626
Confectionery	6,195,464	6,039,162
	55,141,498	60,110,020

(c) Analysis by market segment

	Export Sales US$	Local Sales US$	Total US$
Year ended 30 September 2012			
Semi-finished Products	48,823,804	122,230	48,946,034
Confectionery	267,347	5,928,117	6,195,464
	49,091,151	6,050,347	55,141,498
Year ended 30 September 2011			
Semi-finished Products	53,915,587	155,106	54,070,693
Confectionery	387,345	5,651,982	6,039,327
	54,302,932	5,807,088	60,110,020

17. COST OF GOODS SOLD

This comprises raw materials, packaging materials and production costs as follows:

	2012 US$	2011 US$
Raw/Packaging Materials Consumed	44,740,265	48,542,347
Production Overheads	9,021,644	8,957,935
	53,761,909	57,500,282

18. OTHER INCOME

	2012 US$	2011 US$
Sale of shells	9,066	12,910
Sale of sacks & others	73,317	105,950
Sponsorships	1,130	-
Sale of rejected items	18,171	23,581
Recovery of impaired balance	221,339	-
Unrealised exchange gain	-	1,999,938
	323,023	2,142,379

19. LOSS BEFORE TAX

Loss before tax has been arrived at after charging the following:

	Note		
Depreciation of property, plant and equipment	5	2,885,288	3,257,542
Depreciation of leasehold land	6	628,906	628,906
Auditor's remuneration		25,424	20,483
Directors' remuneration	20	93,125	147,084
Staff costs	21	6,214,388	7,169,539
Unrealised exchange gain		-	1,999,938
Unrealised exchange loss		1,345,858	-

20. DIRECTORS' REMUNERATION

Executive directors' remuneration	52,169	109,122
Directors' fees	20,746	25,072
Sitting allowance	20,210	12,890
	93,125	147,084

21. STAFF COSTS

Wages and salaries	3,534,305	3,936,722
Social security costs	314,627	347,483
Provident fund contributions	186,958	211,848
Employee benefit obligation	579,425	609,839
Other costs	1,599,073	2,063,647
	6,214,388	7,169,539

Other costs include canteen, transportation, medical expenses etc.

Employee Categories

The average number of employees during the year was as follows:

	2012 Number	2011 Number
Junior Staff	215	222
Senior Staff	62	66
	-----	-----
	277	286
	===	===

22. FINANCE INCOME

	2012 US$	2011 US$
Cash and cash equivalents	64,150	60,814
	=====	=====

23. FINANCE COSTS

Other financial liabilities	3,334,502	2,573,382
	=======	=======

24. TAXATION

No provision is made for corporate tax as the company was granted the Free Zone license with an effective date of 28 July 2004. Free zone companies are exempt from corporate income tax for the first ten years of acquiring free zone status.

No provision has been made for deferred taxes as temporary differences result in a deferred tax asset for which there is no certainty of realisation against future taxable profits.

25. EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share at 30 September 2012 was based on the loss attributable to ordinary shareholders of US$10,245,648 (2011: US$6,818,757) and a weighted average number of ordinary shares outstanding of 2,038,074,176 (2011: 1,100,826,240). There were no potential dilutive ordinary shares. This is calculated as follows:

Loss attributable to ordinary shareholders (basic and diluted)

	2012 US$	2011 US$
Loss for the year attributable to the owners of the company	10,245,648	6,818,757
	========	=======

Weighted average number of ordinary shares (basic and diluted)

	2012 Number	2011 Number
Issued ordinary shares at beginning	1,100,826,240	1,100,826,240
Effect of conversion of debt to equity	937,247,936	-
	----------------	----------------
Weighted average number of ordinary shares at 30 September	2,038,074,176	1,100,826,240
	==========	==========

26. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Transactions

The company purchases raw cocoa beans from Cocoa Marketing Company Limited, a company controlled by Ghana Cocoa Board. The purchases are on the same terms and conditions as those entered into by other companies.

The value of transactions between the company and its related party during the year was as follows:

	2012 US$	2011 US$
Purchases from Cocoa Marketing Company Limited	45,256,180	51,132,727
	========	========

(b) Balances

Balances due to related company are as follows:

Cocoa Marketing Company Limited		
- Borrowings	32,022,147	32,022,147
- Accrued interest	1,601,107	-
- Trade payables	59,547,311	49,422,515
	--------------	--------------
	93,170,565	81,444,662
	========	========

(c) Transactions with key management personnel

Key management compensation

In addition to their salaries, the company also contributes to a post-employment defined benefit plan to its executive officers. The plan was started on 1 January 2006 and has a 2 year qualifying period. In accordance with the terms of the plan, the executive officers retire at age 60 and are entitled to receive a lump sum payment based on the following criteria,

- Exceeding 2 years but not exceeding 5 years' service – 8 months' salary
- Exceeding 5 years but not exceeding 10 years' service – 9½ months' salary for every 5 years of service
- Exceeding 10 years but not exceeding 15 years' service – 11 months' salary for every 5 years of service
- Exceeding 15 years – 12½ months' salary for every 5 years of service

Key management compensation (continued)

Key management personnel compensation comprised of the following.

	2012 **US$**	**2011** **US$**
Short term employee benefits	136,820	169,745
Provident fund	10,945	13,578
Post employment benefits	16,335	10,883
	----------	----------
	164,100	194,206
	=====	======

Non-executive Directors' compensation comprised the following:

Directors' fees	20,746	25,072
Sitting allowance	20,120	12,890
	--------	--------
	40,866	37,962
	====	=====

27. FINANCIAL RISK MANAGEMENT

Financial risk management policies and objectives

The company has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the company's exposure to each of the above risks, the company's objectives, policies and processes for measuring and managing risk, and the company's management of capital.

The company's Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

The company's Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers.

Credit risk (continued)

The company trades only with recognised, creditworthy third parties. It is the company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the company's exposure to bad debts is not significant.

Trade and other receivables

The company has no significant concentrations of credit risk, due to the wide spread of its customer base.

Credit transactions are limited to high credit quality institutions. The company actively seeks to limit the amount of credit exposure to any one institution.

Exposure to credit risks

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2012 **US$**	**2011** **US$**
Trade receivables	8,682,219	9,292,444
Other receivables	835,311	2,260,393
Cash and cash equivalents	3,761,098	2,020,023
	--------------	--------------
	13,278,628	13,572,860
	========	========

Ageing and impairment analysis

The aging of trade receivables at the reporting date was:

2012	**Gross Amount** **US$**	**Allowance for impairment** **US$**
Not past due (0–30 days)	5,906,793	-
Trade receivables past due but not impaired 30 to 90 days	2,775,426	-
Individually impaired	110,334	(110,334)
	------------	----------
	8,792,553	(110,334)
	=======	======

Ageing and impairment analysis (continued)

2011	Gross Amount US$	Allowance for impairment US$
Not past due (0–30 days)	6,917,450	-
Trade receivables past due but not impaired		
30 to 90 days	2,374,994	-
Individually impaired	808,763	(808,763)
	10,101,207	(808,763)

The company does not hold collateral on these balances.

Impairment movement

	2012 US$	2011 US$
At the beginning of the year	808,763	431,162
Additions	-	377,601
Unused	(698,429)	-
	110,334	808,763

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The following are contractual undiscounted maturities of financial liabilities:

Year ended 30 September 2012

	Total US$	0-3 Months US$	3-6 Months US$	6-12 Months US$	Over 12 Months US$
Bank overdraft	2,159,797	2,159,797	-	-	-
Trade and other payables	68,958,621	68,958,621	-	-	-
Bank loans (medium term)	29,178,523	28,745,728	432,795	-	-
Other borrowings	33,623,254	-	-	-	33,623,254
	133,920,195	99,864,146	432,795	-	33,623,254

Liquidity risk (continued)

Year ended 30 September 2011

	Total US$	0-3 Months US$	3-6 Months US$	6-12 Months US$	Over 12 Months US$
Bank overdraft	2,847,447	2,847,447	-	-	-
Trade and other payables	57,906,268	57,906,268	-	-	-
Bank loans (medium term)	36,978,323	11,937,561	11,937,985	11,937,985	1,164,792
Other borrowings	32,022,147	-	-	-	32,022,147
	129,754,185	72,691,276	11,937,985	11,937,985	33,186,939

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the company'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 company is exposed to currency risk on sales, purchases and borrowing that are denominated in a currency other than the functional currency of the company, the US Dollar. The company has no policy on its exposure to foreign currency risk relating to its financial assets and financial liabilities. Currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

Included in the statement of financial position are the following amounts denominated in currencies other than the functional currency of the company.

Year ended 30 September 2012

	2012 US$	2011 US$
Assets		
Trade and other receivables		
- GH¢	1,444,874	3,590,193
- Euro	-	1,195
- CFA	-	34,615
Bank balances		
- GH¢	294,218	279,298
- Euro	135,346	122,382
- CFA	60	190

Currency risk (continued)

Liabilities	**2012 US$**	**2011 US$**
Trade and other Payables		
- GH¢	(9,089,217)	(8,825,549)
Bank loans and overdraft		
- GH¢	(3,019,654)	(4,971,816)
- Euro	(12,655,805)	(15,668,206)
	---------------	---------------
Net exposure	(22,890,178)	(25,437,698)
	========	=========

The following significant exchange rates applied during the year:

	Average Rate		**Reporting Date**	
	2012	**2011**	**2012**	**2011**
GH¢	1.77	1.4646	1.90	1.5000
Euro	0.7706	0.7173	0.7776	0.7354
CFA	495.87	461.830	500.01	472.32

Sensitivity Analysis

The following table shows the effect of a strengthening or weakening of US$ against all other currencies on the company's profit or loss. This sensitivity analysis indicates the potential impact on the profit or loss based upon the foreign currency exposures recorded at 30 September and it does not represent actual or future gains or losses. The sensitivity analysis is based on the percentage difference between the highest weekly exchange rate and the average exchange rate per currency recognised in the course of the respective financial year.

A strengthening/weakening of the US Dollar by the rates shown in the table, against the following currencies at 30 September would have increased/(decreased) equity and profit or loss by the amounts shown below.

This analysis assumes that all other variables, in particular interest rates, remain constant.

As of 30 September	**2012**			**2011**		
In US$	% Change	Profit or loss impact: Strengthening	Profit or loss impact: Weakening	% Change	Profit or loss impact: Strengthening	Profit or loss impact: Weakening
GHC	10%	1,036,978	(1,036,978)	5%	496,393	(496,393)
Euro	7%	876,432	(876,432)	6%	932,678	(932,678)
CFA	8%	5	(5)	6%	2,088	(2,088)

Interest rate risk

The company has no policy of apportioning its exposure to interest rates between fixed rate and variable rate. At the end of the reporting period the interest rate profile of the company's interest-bearing financial instruments was as follows.

	Nominal amount	
	2012	**2011**
	US$	**US$**
Fixed rate instruments		
Financial assets	989,104	1,191,462
Financial liabilities	(32,887,737)	(35,007,654)
	--------------	---------------
	(31,898,633)	(33,816,192)
	========	=========
Variable rate instruments		
Financial liabilities	28,312,933	33,992,813
	========	=========

Fair value sensitivity analysis for fixed rate instrument

The company does not account for any fixed rate financial assets and financial liabilities at fair value through profit or loss. Therefore a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the end of the reporting period would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates remain constant.

2012	**2012**		**2011**	
	Increase	**Decrease**	**Increase**	**Decrease**
Variable rate instrument	(283,129)	283,129	(339,928)	339,928

Fair values by measurement basis

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in note 2 describe how the classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the financial assets and financial liabilities in the statement of financial position by class of financial instrument to which they are assigned, and therefore by the measurement basis:

Year ended 30 September 2012

	Loans and Receivables US$	Other Financial Liabilities US$	Total US$
Financial assets			
Trade and other receivables	9,517,530	-	9,517,530
Cash and cash equivalents	3,780,683	-	3,780,683
	-------------	---------	--------------
Total financial assets	13,298,213	-	13,298,213
	=======	=====	========
Financial liabilities			
Trade and other payables	-	68,958,621	68,958,621
Bank overdraft	-	2,159,797	2,159,797
Borrowings	-	61,200,670	61,200,670
	--------	---------------	---------------
	-	132,319,088	132,319,088
	====	========	=========

Year ended 30 September 2011

	Loans and Receivables US$	Other Financial Liabilities US$	Total US$
Financial assets			
Trade and other receivables	11,552,837	-	11,552,837
Cash and cash equivalent	2,034,619	-	2,034,619
	--------------	-------	-------------
Total financial assets	13,587,456	-	13,587,456
	========	====	========
Financial liabilities			
Trade and other payables		57,906,268	57,906,268
Bank overdraft	-	2,847,447	2,847,447
Borrowings	-	69,000,470	69,000,470
	----------	---------------	---------------
		129,754,185	129,754,185
	=====	========	=========

Fair values vs carrying amounts

The fair values of financial assets and financial liabilities, together with the carrying amounts shown in the statement of financial position are as follow.

2012	Loans and Receivables	Other Financial Liabilities US$	Total Carrying Amount US$	Fair Value US$
Trade and Other Receivables	9,517,530		9,517,530	9,517,530
Cash and Cash Equivalents	3,780,683	-	3,780,683	3,780,683
	------------	----------	----------------	-------------
	13,298,213	-	13,298,213	13,298,213
	--------------	----------	---------------	-------------

Fair values vs carrying amounts (continued)

	Loans and Receivables US$	Other Financial Liabilities US$	Total Carrying Amount US$	Fair Value US$
Trade and Other Payables	-	68,958,621	68,958,621	68,958,621
Bank Overdraft	-	2,159,797	2,159,797	2,159,797
Borrowings	-	62,801,777	62,801,777	59,836,952
	-	133,920,195	133,920,195	130,955,370

2011

	Loans and Receivables US$	Other Financial Liabilities US$	Total Carrying Amount US$	Fair Value US$
Trade and Other Receivables	11,552,837		11,552,837	11,552,837
Cash and Cash Equivalents	2,034,619	-	2,034,619	2,034,619
	13,587,456	-	13,587,456	13,587,456
Trade and Other Payables	-	57,906,268	57,906,268	57,906,268
Bank Overdraft	-	2,847,447	2,847,447	2,847,447
Borrowings	-	69,000,470	69,000,470	67,701,692
	-	129,754,185	129,754,185	128,455,407

28. CONTINGENT LIABILITIES AND COMMITMENTS

Commitments for Capital Expenditure

	2012 US$	2011 US$
Contracts placed for future capital expenditure		
- contracted but not provided for	-	3,313,333

Contingent Liabilities

Contingent liabilities for pending law suits against the company is estimated at US$5,300 (2011: US$6,666).

29. EVENTS AFTER REPORTING DATE

There has been no significant event after the Statement of financial position date that materially changed the company’s financial statements.

30. GOING CONCERN CONSIDERATION

The company reported a loss for the year of US$10.2 million (2011: US$6.8 million) and at 30 September 2012, the company's current liabilities exceeded current assets by US$58.1 million (2011: US$50.7 million).

The company's main liabilities are primarily due to Ghana Cocoa Board (COCOBOD), one of the shareholders and a syndicate of banks.

Should demands for repayment of the banking liabilities be made in accordance with the original terms, the company may not be able to service obligations arising without recourse to other sources of finance.

COCOBOD has converted an amount of US$32,022,146 from its current account into long term loan. The loan is to be repaid in 10 years with 5 years moratorium on the principal at an interest rate of 5% per annum during the moratorium period. The principal will be repaid in equal annual instalments at an interest rate of libor plus 2% at the time of payment.

COCOBOD has confirmed and given assurance of continued supply of cocoa beans to the company. In addition, COCOBOD has restructured a portion of the company's indebtedness into long term loans and confirmed it will not seek repayment of amounts due to them in a manner that will jeopardise the ability of the company to continue operations. Based on these assurances, confirmations and deferred payment terms, the Directors expect the company to continue as a going concern, and be able to realise its assets and discharge liabilities in the normal course of business.

The financial statements have accordingly been prepared on the basis of accounting policies applicable to going concern. This basis presumes that funds arising from the normal course of business will be available to finance future operations of the company and that the settlement of liabilities will occur in the ordinary course of business.

Appendix I

TWENTY LARGEST SHAREHOLDERS

		No. of Shares	% Holdings
1.	Ghana Cocoa Board	1,176,599,176	57.73
2.	Government of Ghana c/o Ministry of Finance	532,554,110	26.13
3.	Social Security & National Insurance Trust	206,754,000	10.14
4.	Badu Collins K	3,181,000	0.16
5.	SIC Life Company Limited	2,240,000	0.11
6.	Ghana Reinsurance Company Limited – General Business	1,600,000	0.08
7.	Osei Isaac	1,583,900	0.08
8.	Baah Matthew Mensah	960,000	0.05
9.	Badu Collins Kwabena	876,900	0.04
10.	SIC Insurance Company Limited	807,200	0.04
11.	Otchere-Boateng Lordina Justina	800,000	0.04
12.	Ghana Libyan Arab Holding Company	800,000	0.04
13.	Tetteh Richard Amarh	552,000	0.03
14.	Adjei Seth Adjete	550,000	0.03
15.	Teachers' Fund	500,000	0.02
16.	Hyde Joel Emmanuel	500,000	0.02
17.	Insurance Compensation Fund	480,000	0.02
18.	Gold Fund Unit Trust Scheme	420,000	0.02
19.	Badu Collins ITF Abrafi Adwoah	400,000	0.02
20.	New Juaben Municipal Teachers' Credit Union	400,000	0.02
		1,932,558,286	94.82
Others		105,515,900	5.18
		2,038,074,186	100.00

DIRECTORS' SHAREHOLDING AT 30 SEPTEMBER 2012

	No. of shares
RoseEmma Mamaa Entsua-Mensah	100,000

SHAREHOLDING DISTRIBUTION AT 30 SEPTEMBER 2012

	No. of Shareholders	No. of Shares	% Holdings
1 – 1,000	28,093	12,901,139	57.34
1,001 – 5,000	18,424	41,065,798	37.61
5,001 – 10,000	1,587	12,232,693	3.24
10,001 – 20,000	523	8,013,781	1.07
20,001 – 40,000	188	5,579,141	0.38
40,001 – 50,000	36	1,705,086	0.07
Over 50,001	140	1,956,576,538	0.29
	48,991	2,038,074,176	100