Clydestone Ghana Limited P.O. Box CT 1003

Cantonments, Accra

Annual Reports and Consolidated Financial Statements 31 December 2021

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: boc@boatengoffei.com

Financial statements for the year ended 31 December, 2021

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Financial statements for the year ended 31 December, 2021

Corporate information

Registration Number (Ghana) - CS237512018

Directors

Robert Alloh (Chairman)

Paul Jacquaye (Chief Executive Offcer) Nii Obodai Torto (Non-Executive)

Felistas Kisivo (Executive)

Dr Kwabena Adusei-Pokú (Indepedent Non-Executive)

Company secretary:

NTHC Registrars

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

Societe Generale Ghana

Consolidated Bank Ghana Limited

Fidelity Bank Limited UBA (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 Emai: boc@ boatengoffei.com Tel. 0302-509039/40 /0573233718

Profile of Board of Directors

Executive 1. Robert Alloh	Board Position Chairman of Board	Qualification Law LLB (Hons) Bachelor of Laws	Outside of Board Position None
2. Paul Jacquaye	Managing Director Member of Audit committee Member of Risk Committee	UK Diploma in Business Studies UK Advanced Certificate in Business & Management Studies	Clydestone Nigeria Ltd Clydestone Technologies Ltd Clydestone UK Ltd Transation Solutions Ltd Junction Mall
3. Felistas Kisivo	Executive Director Member of Audit & Risk committees	Executive MBA (Ongoing) BSc Information Systems & Tech ACCA (Ongoing)	Clydestone Technologies Ltd
4. Nii Obodai Torto	Non-Executive Director Chairman of Audit committee	Executive MBA (Finance) ACCA & ICAG (Member) Certificate in Project Mngt (PMBOK) CCCA (Member) Chartered Institute of Taxation - Gha (Ongoing)	
5. Dr Kwabena A. Poku	Independent Non- Executive Director Chairman of Risk committee	Phd Economic Sciences MBA (Finance & Int Mgt) MSc Computational Finance & Risk Management BSc (Hons) Civil Engineering Certificate of Banking / Wharton Leadership Program	None

Role of the Board

The Company's Board has the fiduciary duty to protect the organization's assets and member's investment and is tasked w governance, accountability and strategic direction to effectively lead the Company. All matters that have a material imp upon the Company or any of its subsidiaries are reserved for the Board. These include: mergers, acquisitions, dividend pol and dividend declaration, all major capital expenditures, major investments, corporate strategy, all guarantees made by or behalf of the company, matters relating to legal actions, borrowings, appointment to the board, all matters relating to issui or buy back/ treasury stock of the Company's shares and any alterations to the memorandum and articles of association.

Internal Control Systems

Management is accountable to the Board for the design, implementation, monitoring and integrating of internal finance controls for the day-to-day running of the Company, focusing on the efficiency and effectiveness of operations, safeguardithe Company's assets, legal and regulatory compliance, business sustainability and reliable reporting, including finance reporting.

Directors Performance Evaluation

Board commenced the evaluation of the effectiveness of the Board, all its committees and individual Directors. T evaluation will be done through structured questionnaires and results of the evaluation are shared with all Directors. T evaluation FY2021 had begun but was not completed at the time of publishing this report.

Professional Development and Training

In the FY2021 three (3) Directors took part in the following trainings:

Training Workshop for Directors of Listed Companies on SEC Corporate Governance Code 2020 on 24th November, 202 Workshop on ESG Reporting Guidelines by the GSE on 9th August, 2021

Financial statements for the year ended 31 December, 2021

Report of the Company Directors

The Company Directors have the pleasure in submitting to the shareholders their report together with the audited financial statements of Clydestone Ghana Limited ("the Company") and its subsidiaries Clydestone Nigeria Limited and Remittance Processing Limited (together "the group") for the year ended 31 December, 2021

Nature of business

The Company 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.

Listings

The company is listed on the Ghana Stock Exchange (GSE) under the ticker symbol CLYD

Administration

The office of the Company Secretary of Clydestone Ghana Limited was partially held by NTHC Registrars for the period under review.

Subsidiary Companies

The company owns 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.

Financial results for the year

The information on the financial position of the Group for the period ended 31 December 2021 is set out in the financial statements. The income statement for the Company shows a loss attributable to Clydestone (Ghana) Limited shareholders of GH¢ 421,682 for the 12-month period ended 31 December 2021.

	GHS
The Company recorded a total comprehensive profits /(loss) of	(421,682)
which is added balance on the retained earnings brought forward of	66,626
leaving a balance on the retained earnings carried forward of	(355,056)

Going concern consideration and state of financial affairs

The financial statements have been prepared using appropriate accounting policies, supported by reasonable judgements and estimates. 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 Company will continue as a going concern, based on forecasts and available cash resources. These financial statements support the viability of the Company

a. Dividends

The Directors do not recommend the payment of dividends for the year.

b. Borrowings

The company did not have any outstanding borrowings by the year end.

Directorate

a. Composition of the board

For the FY2021, the Board consisted of two Executive Directors and two Non-executive directors and one Independent Non –Executive Director. Dr. Kwabena A. Poku was appointed to the board as an independent non-executive Director at the Annual General Meeting (AGM) held on 21st December, 2021.

b. Rotation of Director

The director retiring in terms of the Company's Memorandum of Incorporation (MoI), eligible and offer herself for reelection is: Ms. Felistas Kisivo.

c. Directors' and officers' disclosure of interests in contracts

During the period under review, no contracts were entered into in which Directors and officers of the Company had an interest and which significantly affected the business of the Company. For the year ended 31 December 2021, the Directors' beneficial interest in the issued share capital and listed share capital of the Company (see table below) was 59.97%.

Share ownership of directors and executive officers

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

Statement of Company Directors' responsibilities

Report on legal and other regulatory requirements

(a) Particulars of entries in the interest register during the financial year - Nil.

(b) Amount spent during the financial year on corporate social responsibility of the company and its subsidiary is Nil.

(c) Change of Company Name - As per the authorization given in the AGM held on 15th December 2021, the company has initiated procedures to effect all changes in the Company's regulations/constitution to make it compliant with the new Companies Act 2019 (992). This also mainly involves change of name from Clydestone (Ghana) Limited to Clydestone Ghana Plc.

(d) The Company is now licensed as an Enhaced Payment Services Provider (PSP) by the Bank of Ghana. The company also has authorization from the AGM held on 15th December, 2021 to amend the objects of the Company to include 'Payment Service Provider' as per the new Payment Systems and Services Act, 2019 Act 987.

Approval of Consolidated Annual Financial Statements

The consolidated annual financial statements of the Company and Group were approved by the Board of Directors on 1 20 22 and are signed on their behalf by:

Nii Obodai Torto Non-Executive Director

Paul Jacquaye Chief Executive Officer

Audit Committee Report for FY2021

The Audit Committee is chaired by Nii Obodai, a non-Executive Director and practicing finance professional (chartered accountant) with many years of experience in top finance positions. Mr. Obodai was assigned to the committee in 2019.

The current members of the Committee are one Non-Executive Director (Chairman) and two Executive Directors. No new members were appointed to the Committee during the period under review. Details of the number of meetings held and attendance by members at meetings are included in this report. The Directors of Clydestone (Ghana) Limited (the Board) continue to believe that the Committee members collectively have the necessary skills to carry out its duties effectively and with due care and with full awareness of the interests of the investing public

The Audit committee has reporting responsibilities to both the shareholders and the Board. Its duties as set out in the Ghana Corporate governance code for listed companies 2020 (SEC/CD/001/10/2020) incorporate the committees' statutory obligations. A work plan is drawn up annually incorporating all these obligations, and progress is monitored to ensure these obligations are fulfilled. The Audit committee has written terms of reference, which deal clearly with its authority and duties as well as full access to any information it considers relevant for execution of its mandate.

It is the duty of the Committee, among other things:

- a. To monitor and review the integrity of the accounting and financial reporting system and to report to the Board on
- b. To review the quarterly and year-end financial statements of the company focussing particularly on:
- Accounting policies and practices
- Significant adjustments arising from the audit
- The going concern assumption. The Committee is tasked with reviewing the cash/debt position of the Company to determine that the going concern basis of reporting is appropriate.
- Compliance with the international accounting standards (IFRS) and the accounting standards of the Institute of Chartered Accountants (Ghana) and other legal requirements.
- To review the integrity of the Consolidated Annual Report by ensuring that its content is reliable and includes all relevant operational, financial and other non-financial information, risks and other relevant factors.

Statement of Company Directors' responsibilities

- To review and determine Accounting policies of the Company and proposed revisions, and significant and unusual transactions, estimates and accounting judgements.
- To review quarterly, interim and operational reports and all other widely distributed documents.

• To monitor the effectiveness of the Company's internal controls.

• Evaluation of the performance of the Finance Manager.

- To monitor and review the effectiveness of the company's internal audit function and to review all internal audit reports and where necessary ensure that appropriate action is taken on the recommendations of the internal audit function. The internal auditor reports directly to the Chairman of the Audit Committee. The audit committee also reviews the adequacy, scope functions, capacity, effectiveness and resources of the internal audit function, and ensures that it has the necessary authority to carry out its work.
- To monitor and review the effectiveness of the Company's external audit function and to review all external audit reports. To discuss problems and reservations arising from the interim and final audits, and any matter the external auditor may wish to discuss (in the absence of the management where necessary). To review the management's response to the audit report and the auditor's letter to management and to be a channel of communication between the external audit function and the Board.
- The Audit Committee is also responsible for the recommendation of the external auditor, recommendation of remuneration of external auditors, reviewing the scope of their audit, their reports and findings, and pre-approving all non-audit services.
- The Audit Committee is also in charge of putting in place or reviewing policies and procedures for mitigating fraud.
- The Audit Committee is also tasked with making recommendations to the Board amongst other duties such as Compliance with applicable legislation, requirements of appropriate regulatory authorities and the Company's Code of Conduct

External audit

The Company's external auditors, Boateng, Offei & Co audited the financial statements for the year under review, and their auditor's report is presented in this annual report.

Messrs. Boateng, Offei & Co. continue in office as auditors in accordance with Section 139 of the Companies Act 2019 (Act 992). The audit fee for the current year under review is GHS40,000 (Previous year: GHS 36,000).

The Committee reviewed the annual audit plan submitted by the external auditors, including the scope, materiality levels and significant risk areas, and established that the approach was appropriate to be responsive to organisational, regulatory requirements and other applicable requirements and risks. The audit plan forms the basis of providing the Committee with the necessary assurances on risk management, the internal control environment and information technology (IT) governance. The plan was approved.

The Committee monitored the progress of the external audit and Boateng, Offei & Co presented its first progress report during the management meeting held on 26th April 2022. The auditors presented all issues identified during the audit, particularly on the results of the work performed on high-risk areas, significant estimates and judgements, as well as significant and unusual transactions.

Throughout the audit period, external auditors have direct access to the Committee including the Committee Chairperson for their briefing meetings and on an ad hoc basis, whenever necessary (in the presence or absence of management).

Meetings held and attendance by members

Audit Committee Meetings held during period under review were as follows:

a. 2nd June 2021

Agenda

Key Audit matters for FY2020

b. 14th June 2021 - Audit Committee meeting on IT Governance

Agenda

Approval of Anti Money laundering Policy

Approval of the appointment of the Company's AMLRO

ISO 27001 Progress update

c.18th July 2021

Agenda

Review and approval of 2nd Quarter Unaudited financial statements

d. 1st September, 2021

Statement of Company Directors' responsibilities

IT Governance

Due to the nature of the business, IT governance is a key focus area and the Committee is responsible for information and technology governance on behalf of the Board. The Company has adopted ISO27001 and PCI DSS standards as a governance framework, and regular assessments are conducted that determine the conformity of the ICT governance processes. From FY2022, the audit committee will collaborate with the newly constituted Risk committee on all IT governance matters. The company during the FY2021 had progressed in its implementation of ISO27001 (Information Security) and PCIDSS and made commendable changes in its ICT and operating functions to indicate that a solid governance framework was in place. Processes, operational procedures and policies are well defined, documented and easily. All formal policies have been presented to the committee for review and approval. The information Security Manager is mandated by the Audit Committee to review all formal policies annually.

Conclusion

The Committee considers that the Annual Financial Report complies in all material respects with the statutory requirements of the various regulations governing disclosure and reporting, and the annual financial statements comply in all material respects with the Companies Act, IFRS, and the corporate governance code for listed companies 2020.

The Committee also confirms that the external auditor was independent, appropriately qualified and acted with due care in the audit of FY2021 Financial records and reports.

The Committee has discussed and documented the basis for its conclusion which includes discussions with the Company's management.

The Committee is of the opinion that there are effective internal controls and the financial records can be relied upon as a reasonable basis for the preparation of the annual financial statements.

The Committee has recommended to the Board that the annual financial statements included in the Annual Financial Report be adopted and approved by the Board.

Nii Ubodai

Chairman: Audit Committee

Risk Committee Report for FY2021

The risk committee is in the last quarter of FY2021 constituted to be chaired by Dr. Kwabena Adusei Poku who is a Risk Management Executive with extensive experience in operational/enterprise risk, risk analytics (risk quantification), and model risk including risks associated with the use of Artificial Intelligence and Machine Learning (AI/ML) tools. The Risk Comitte Chairman also has extensive experience in managing financial risk (market, capital, liquidity and counterparty risks). For over 20 years he has managed risk in both 1st and 2nd Line of Defense across domestic and foreign Financial Institutions, Retail and Commercial banks. He will serve in the committee alongside two Executive Directors Felistas Kisivo and Paul Jacquaye.

The Risk Committee is tasked with:

- a. Reviewing the risks facing the company.
- b. Assessing the importance of each area of risk to the Company's strategy and objectives.
- c. Assessing the extent to which risks shall be accepted, be subject to mitigation or removed.
- d. Consider the risks effectiveness of risk mitigation measures
- e. Make recommendations to the Board on its risk management strategy,
- f. Co-ordinate with the Audit Committee in risk analysis and recommendations to the Board of Directors.

Boateng, Offei & Co.

Independent auditors' report to the members of Clydestone Ghana Limited

Opinion

We have audited the Financial Statements of Clydestone Ghana Limited which comprise the Statement of Financial Position as at 31 December, 2021, 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 14 to 33.

In our opinion, the accompanying Financial Statements give a true and fair view of the financial position of the Company as at 31 December, 2021 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 Ac 2019 (Act 992).

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 Company 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, 2021. 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 Company 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.

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

Boateng, Offei & Co.

Independent auditors' report to the members of Clydestone Ghana Limited (continued)

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, 2019 (Act 992), 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Compay to cease to continue as a going concern;

Boateng, Offei & Co.

Independent auditors' report to the members of Clydestone Ghana Limited (continued)

- 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 Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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.

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, 2019 (Act 992) 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 accounting records have been kept by the Company, so far as appears from our examination of those accounting records; and
- iii. the consolidated statement of financial position and the consolidated statement of profit or loss and other comprehensive income of the Company are in agreement with the accounting records.

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

For: Boateng, Offei & Co. (ICAG/F/2022/108)

Chartered Accountants

Correspondent firm; Grant Thornton International

9 Bissau Avenue, East Legon, Accra

Date: 0 11042022

Consolidated Statement of Financial Position

As at December 31, 2021

d.		The Cor	npany	The consolidated		
	Notes	2021	2020	2021	2020	
Non-Current Assets		GH¢	GH¢	GH¢	GH¢	
Intangible assets	2	3,124,752	3,106,242	3,124,752	3,106,242	
Property,plant & equipment	3	85,875	162,050	85,875	162,051	
Deferred tax	11(ii)	299,174	219,332	299,261	219,419	
Investments	9	222,627	250,263	(3,100)	24,536	
		3,732,428	3,737,887	3,506,788	3,512,247	
Current Assets						
Inventories	14	380,450	380,450	380,450	380,450	
Trade receivable	4	1,464,738	1,990,637	1,464,738	1,990,637	
Due from related subsidiary		521,784	504,325			
Other accounts receivable	5	453,414	231,192	844,572	622,350	
Cash and cash equivalents	6	10,594	80,349	17,110	86,865	
		2,830,980	3,186,953	2,706,870	3,080,302	
Total Assets		6,563,408	6,924,840	6,213,658	6,592,549	
Equity			400			
Capital and Reservers Attributable						
to Company's Equity Holding		1		The state of the s		
Stated capital	12	554,850	554,850	545,888	545,888	
Capital surplus		2,489,903	2,489,903	2,575,919	2,575,919	
Deposit for shares		315,341	315,341	593,631	593,631	
Retained earnings		(355,056)	63,738	(828,600)	(573,810)	
Total Equity		3,005,037	3,423,831	2,886,839	3,141,629	
Liabilities						
Current Liabilities			1000			
Trade payable	8	499,366	870,585	499,366	870,585	
Other accounts payable	7	3,279,394	2,884,313	3,209,121	2,797,291	
Taxation	11(i)	(264,603)	(298,104)	(183,455)	(216,956)	
Due to related company		44,214	44,214			
Total Liabilities	1	3,558,371	3,501,009	3,525,033	3,45 <u>0,920</u>	
Total Equity and Liabilities		6,563,408	6,924,840	6,411,871	6,592,549	

PAUL JACQUAYE

Director

NII OBODAI TORTO

Director

Consolidated Statement of Comprehensive income

Year ended December 31, 2021

		The Company	y	The consolidated	
		2021	2020	2021	2020
	Notes	GH¢	GH¢	GH¢	GH¢
Revenue	1	2,496,111	4,039,375	2,496,111	4,039,375
Cost of Sales	14	_(1,456,770)	(2,358,952)	(1,456,770)	(2,358,952)
GROSS PROFIT		1,039,341	1,680,424	1,039,341	1,680,424
Directors remuneration	15	455,606	428,001	455,606	428,001
Auditors remuneration		36,000	36,000	38,896	38,896
Depreciation General & administration expenses	15	79,875 <u>853,015</u>	86,663 1,107,547	80,160 853,015	86,948 1,107,547
•		_1,424,497	1,658,211	1,427,677	1,661,391
Operating Profit		(385,156)	22,213	(388,336)	19,032
Other Income			109,345		109,345
Interest / financial charges		(36,526)	(37,062)	(36,526)	(37,062)
Profit (Loss) before tax		(421,682)	94,496	(424,863)	91,316
Corporate taxation			(33,501)		(19,176)
Profit (Loss) for the period		(421,682)	60,995	(424,863)	72,139
Attributable to: Equity holders Non Controlling Interest			7-1	(254,790) (170,073)	57,815
Other comprehensive income (loss)		.=	=	-	-
Exchange Difference on translation					
Total comprehensive income/(loss) for the year	ar	(421,682)	60,995	(424,863)	57,815
Earnings per share (GH¢)		(0.0124)	0.0018	(0.0125)	0.0021
		11			
Reporting auditors: Boateng, Offei & Co.					

Statement of Changes in Equity Year ended December 31, 2021

Company						
		Stated <u>Capital</u> GH¢	Capital <u>Surplus</u> GH¢	Retained <u>Earnings</u> GH¢	<u>Total</u> GH¢	
January 1, 2021 Profit/(Loss) for the period		554,850	2,489,903	66,626 (421,682)	3,111,379 (421,682)	
December 31, 2021		554,850	2,489,903	(355,056)	2,689,697	
Consolidated			×		NI	
	Stated <u>Capital</u> GH¢	Capital <u>Surplus</u> GH¢	Retained <u>Earnings</u> GH¢	Deposit for Shares GH¢	Non Controlling <u>Interest</u> GH¢	<u>Total</u> GH¢
January 1, 2021 Profit/(Loss) for the period	554,85 0	2,575,919	(573,810) (254,790)	593,631	(7,474) (170,073)	3,143,116 (424,863)
December, 31, 2021	554,850	2,575,919	(828,600)	593,631	(177,547)	2,718,254
Company						
		Stated	Capital	Retained	77 . 1	
		Capital GH¢	Surplus GH¢	Earnings GH¢	Total GH¢	
January 1, 2020 Prior Year Adjustments Profit for the period		554,850	654,123 1,835,780	34,668 (29,038) 60,995	1,243,641 1,806,742 60,995	
December 31, 2020		554,850	2,489,903	66,626	3,111,379	
Consolidated	0 1	0 1	D 1	D	N. C III	
de .	Stated Capital GH¢	Capital Surplus GH¢	Retained Earnings GH¢	Deposit for Shares GH¢	Non Controlling Interest GH¢	Total GH¢
January 1, 2020 Prior Year Adjustments	554,850	740,139 1,835,780	(596,811) (34,814)	593,631	(7,474)	1,284,335 1,800,966
Profit for the period December 31, 2020		<u>2,575,919</u>	57,815 (573,810)	593,631	(7,474)	57,815 3,143,116

Clydestone Ghana Limited Statement of Cash Flows

Year ended December 31, 2021

	The Con	npany	The consolid	ated
	2021	2020	2021	2020
	GH¢	GH¢	GH¢	GH¢
Cash Flow form Operating Activities		120		
Profit before taxation	(421,682)	94,496	(424,863)	91,316
Adjustment for Non-Cash Items:		177		
Net interest expense	36,526	37,062	36,526	37,062
Depreciation	79,875	86,663	80,160	86,948
Net cash used in operating activities	(305,281)	218,221	(308,177)	215,325
Changes in working capital				40 #04
Inventories		39,501	-	39,501
Trade receivables	525,899	(61,184)	525,899	93,270
Other accounts receivables	(182,100)	10,525	(260,002)	10,525
Trade payable	(371,219)	(452,520)	(371,219)	(305,290)
Other accounts payable	395,081	(140,231)	395,081	(374,665)
Due from related company	(17,459)	(7,207)	289,758	(536,659)
Tax Paid	350,201	(611,116)	209,130	(330,032
Corporate		(63,339)	-	(40,976)
Net cash used in operating activities	44,920	(456,234)	(18,418)	(362,310
Cash Flows from Investing Activities		63		
Purchase of Property, plant & equipment	3,700	- 101	3,700	
Exchange Gain On Deposits		76,389		(11,241
Investment in Realated Compny	(63,339)	2 100	•	:
Intangible asset	(18,510)		(18,510)	444.044
Net Cash Used in Investing Activities	(78,149)	76,389	(14,810)	(11,241
Cash Flows from Financial Activities				
Short Term Loan	<u> -</u>	- 300		
Interest expense	(36,526)	(37,062)	(36,526)	(37,062
Net Cash Used in Financing Activities	(36,526)	(37,062)	(36,526)	(37,062
Increase in Cash and Cash Equivalents	(69,755)	(416,907)	(69,755)	(410,613
Cash and cash equivalents at 1 January,	80,349	497,256	86,865	497,478
Cash and cash equivalents at 31 Dec	10,594	80,349	17,110	86,865
Analysis of balances of cash and cash equivalents				
as shown in the balance sheet	HOUR SANGES INC.	90.240	37, 410	86,865
Cash and Bank Balances	10,594	80,349	17,110	86,865
	10,594	80,349	17,110	00,005

Notes to the Financial Statements Year ended December 31, 2021

1. Reporting entity

Clydestone (Ghana) Limited ("the company") and its subsidiaries ("forming the company") 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, 2019 (Act 992) 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 Company 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 Company'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 2021. Subsidiaries are consolidated from the date of acquisition, being the date on which the Company 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.

Notes to the Financial Statements (continued) Year ended December 31, 2021

All intra-company balances, transactions, unrealized gains and losses resulting from intra-company 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 Company 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.

Notes to the Financial Statements (continued) Year ended December 31, 2021

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 Company 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 Company 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.

Notes to the Financial Statements (continued) Year ended December 31, 2021

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company'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 Company 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 Company 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 Company. Adjustments are made where necessary to bring the accounting policies in line with those of the Company.

The Company's share of intra-group balances, transactions and unrealized gains and losses on such transactions between the Company 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 Company ceases to have joint control over the joint venture.

Upon loss of joint control, the Company 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 Company's investment in its associate, an entity in which the Company 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 Company'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 Company'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 Company recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Company and the associate are

Notes to the Financial Statements (continued)

Year ended December 31, 2021

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

The Company's share of profit or loss of an associate is shown on the face of the comprehensive income 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 Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company. After application of the equity method, the Company determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company 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 Company 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)

2.3.0 New Standards adopted as at 1 January 2020.

Included in this note are amendments that have a significant impact on this Financial Statements, and therefore detailed disclosures have been made as required by IAS 8.28. For 2021, there are none to be disclosed Some accounting pronouncements which have become effective from 1 January 2021 and have therefore been adopted do not have a significant impact on the company's financial results or position

IAS 8.28 requires an entity to disclose detailed information on certain Standards that have been applied for the first time in the current period. Other Standards and amendments that are effective for the first time in 2021 (for an entity with a 31 December 2021 year-end) and could be applicable to the Group are:

• COVID-19-related rent concessions beyond 30 June 2021 (Amendments to IFRS 16)

• Interest Rate Benchmark Reform Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) These amendments do not have a significant impact on the Financial Statements and therefore the disclosures have not been made.

2.3.1 Standards, amendments and Interpretations to existing Standards

At the date of authorisation of these financial statements, several new, but not yet effective, Standards amendments to existing Standards, and Interpretations have been published by the IASB. None of these Standards, amendments or Interpretations have been adopted early by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations neither adopted nor listed below have not been disclosed as they are not expected to have a material impact on the company's financial statements.

IAS 8.30 requires an entity to disclose Standards issued but not yet effective that they will apply in the future. As part of this disclosure management have provide known or reasonably estimable information relevant to assessing the possible impact the new IFRS will have on their financial statements in the period of initial application. For new or amended IFRS or Interpretations that are expected to have a material impact, an entity should consider disclosing the title of the new IFRS Standard, the nature of the expected change in accounting policy, the effective date of the Standard, and the date at which the entity intends to first apply the Standard (IAS 8.31). Where there is not expected to be a material impact, it is not necessary to do this, and doing so may actually contribute to disclosure overload. For example, IFRS 17 'Insurance Contracts' will have a major impact on entities issuing insurance contracts, however, it will not affect our company.

Notes to the Financial Statements (continued)

Year ended December 31, 2021

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

2.3.2 IFRS 16 LEASES

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three Interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease').

The adoption of this new Standard has resulted in the Company recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting IFRS 16 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Company has elected to apply the definition of a lease from IAS 17 and IFRIC 4 and has not applied IFRS 16 to arrangements that were previously not identified as lease under IAS 17 and IFRIC 4.

The Company has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 January 2019. At this date, the Company has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Company has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under IAS 17 immediately before the date of initial application.

On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 6.5%.

The Company has benefited from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

2.3.3 Standards, amendments and Interpretations to existing Standards that are not yet effective and have not been adopted early by the Company

Other Standards and amendments that are not yet effective and have not been adopted early by the Company include:

- IFRS 17 Insurance Contracts
- Amendments to IFRS 17 Insurance Contracts (Amendments to IFRS 17 and IFRS 4)
- References to the Conceptual Framework
- Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts Cost of Fulfilling a Contract (Amendments to IAS 37)
- Annual Improvements to IFRS Standards 2018-2020 Cycle (Amendments to IFRS 1, IFRS 9, IFRS 16, IAS

Notes to the Financial Statements (continued) Year ended December 31, 2021

(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 Company has control. The Company controls an entity when the Company 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 Company 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 Company. 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 Company 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 Company'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.

Notes to the Financial Statements (continued) Year ended December 31, 2021

(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 Company 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 Company 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 Company'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'.

Notes to the Financial Statements (continued)

Year ended December 31, 2021

(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 Company.

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 Company'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 Company 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.

Notes to the Financial Statements (continued) Year ended December 31, 2021

(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.

Notes to the Financial Statements (continued)

Year ended December 31, 2021

(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 Company 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 Company's chief operating decision maker in order to allocate resources to the segment and assess its performance.

Notes to the Financial Statements (continued) Year ended December 31, 2021

(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 Company 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 Company 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 Company 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 Company 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 Company for future similar financial instruments.

1. 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.

Notes to the Financial Statements (continued)

Year ended December 31, 2021

(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 Company's exposure to each of the following risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company'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 Company 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 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. The credit risk of the Company at the reporting date is the same as the trade accounts receivables and other accounts receivables in the Financial Statements as at 31 December, 2019.

Notes to the Financial Statements (continued) Year ended December 31, 2021

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

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 due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's activities are being funded by its shareholders, nevertheless the Company 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 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 risks on its purchases as it is mainly denominated in US Dollars which

Is different from the functional currency of the Company. In respect of this monetary assets and Liabilities denominated in foreign currencies are managed in a way that the Company 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 Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company'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 Company that are affected by market risk are principally its bank overdraft which is at a fixed rate.

Regulatory risk

The Company is subject to laws and regulations which relates to its operations and investment in Ghana as a listed company.

Notes to the Financial Statements (continued) Year ended December 31, 2021

1. Revenue	Company 2021	Company 2020		
Smart Source	436,683	564,581		
Business Continuity	5.50	141,864		
Clyde - AidPS/Bank s/w	102,898	645,017		
CCC	896,313	827,571		
DP	6	2		
Switch user fees	153	456,105		
ATM	16,091	78,970		
VISA Card Project	553,860	415,836		
Consumables	21,586	15,970		
VISA CARDS SALES	468,674	893,463		
Total	<u>2,496,111</u>	4,039,375		
2. Intangible assets	Company 2021	Company 2020	Consolidated 2021	Consolidated 2020
Switch software	GHS	GHS	GHS	GHS
Cost				
Balance at 1 January	3,106,242	1,270,462	3,106,242	1,270,462
Additions	18,510	1,835,780	18,510	1,835,780
	3,124,752	3,106,242	3,124,752	3,106,242
Amortisation				
Balance at 1 January	E	=	=	€
Charge for the year	· ·	*	*	5
Carrying amount				

Software

Balance at 31 December

This represents the G-Switch platform with which the Company does its technical integration with its global partners. It is constantly receiving upgrades and enhancement to meet current operational levels.

3,106,242

3 Property, plant and equipment

1 7/1	Building	Furniture &Fixtures	Office equipment	Motor Vehicles	Computers	Workshop equipment	Storage Container	Total
Cost			1 1		•			
At 1 January	88,747	136,564	363,870	408,222	451,457	7,891	8,240	1,464,991
Additions			3,700	;=:				3,700
At 31 December	88,747	136,564	367,570	408,222	451,457	7,891	8,240	1,468,691
Depreciation								
At 1 January	35,500	116,338	288,556	408,222	439,141	7,315	7,868	1,302,940
Charge for the year	8,875	7,892	50,512	72	12,116	288	192	79,875
At 31 December	44,375	124,230	339,068	408,222	451,257	7,603	8,060	1,382,815
Carrying amount								
At 31 December	44,372	12,334	28,502		200	288	180	85,875
At 31 December	53,247	20,226	75,314		12,316	576	372	162,051

Notes to the Financial Statements (continued)

Year ended December 31, 2021

4. Trade accounts receivable These have been stated at their fair values.		Company 2021 1,464,738	Company (2020 1,990,637	Consolidated 2021 1,464,738	Consolidated 2020 1,990,637
*	Company	Company (Consolidated (Consolidated	
5. Other accounts receivable	2021	2020	2021	2020	
Deposit-This represent risk reserve deposit with:					
Bank of Ghana	200,000	(7)	200,000		
Chase Bank Kenswitch	57,600	57,600	57,600	57,600	
Others _	195,814	173,592	586,972	564,750	
TOTAL _	453,414	231,192	844,572	622,350	
	Company	Company (Consolidated (Consolidated	
6. Cash and cash equivalents	2021	2020	2021	2020	
Cash on hand	1,273	461	1,273	461	
Ecobank Ghana Limited	68	68	68	68	
Republic Bank	294	1,482	294	1,494	
Zenith Bank Ghana Limited	475	16,263	475	16,274	
Consolidated Bank Ghana Limited	485	485	485	18,165	
United Bank of Africa Limited	135	482	135	482	
Guaranty Trust Bank Limited	942	1,619	942	5,582	
Fidelity Bank Limited	5,446	56,184	5,446	66,438	
First Bank/PLC Nigeria	245	1,870	6,762	8,386	
Universal Merchant Bank	263	263	263	263	
SG Ghana	643	1,021	643	1,026	
National Investment Bank Limited	326	152	326	152	
TOTAL	10,594	80,350	17,110	118,791	
Cash and cash equivalents for the purpose of	cash flow in	clude:			
Cash and bank balance	10,594	80,350	17,110	118,791	
	10,594	80,350	17,110	118,791	
	Company	Company	Consolidated (Consolidated	
7. Other accounts payable	2021	2020	2021	2020	
Audit fees	36,509	36,509	39,405	39,405	
National reconstruction levy		358	-	-	
Rent	378,886		382,299	3,613	
Others	2,863,999	2,847,446	3,182,509	3,166,103	
Total	3,279,394	2,884,313	3,604,213	3,209,121	
8. Trade payable		2021	2020		
Supplier Control Account		487,010	740,746		
Trade - Local		12,356	129,840		
Total		499,366	870,585		
TOTAL			2.0,000		

Notes to the Financial Statements (continued)

Year ended December 31, 2021

9. Investments Investment in RPGL Kenya office expense Investment in Nigeria Total		2021 178,493 44,134 222,627	2020 178,493 27,636 44,134 250,263	
10. Income tax expense	Company 2021	Company 2020	Consolidated 2021	Consolidated 2020
Current tax	9	:=:		*
Deferred tax		59,620	<u>153,484</u>	153,484
Charge to statement of comprehensive income		59,620	<u>153,484</u>	153,484
11(i). Taxation				
	Balance	Payments/	Charge for	Balance
Year Assessment	1/1/2020	Tax credits	the year	12/31/2021
Up to				
2015	196,327		1774	196,327
2016	758		673	758
2017	4,602	:#/	-	4,602
2020	-		-	
2021	204 (07			201 697
	201,687	$\dot{-}$		201,687
The tax charge for the year at 25% is subject to Division of the Ghana Revenue Authority.	agreement with			
	Company		Consolidated	Consolidated
11.(ii) Deferred tax Asset	2021	2020	2021	2020
The balance is derived as follows	(240, (00))	(4.50,0(0)	(210 (00)	(150.069)
Balance as at 1 January	(218,688)	(159,068)	(218,688)	(159,068) (59,620)
Applied to current year	10.10.10.00	(59,620)	(240, 600)	to-me central
Balance as at 31 December	(218,688)	(218,688)	(218,688)	(218,688)
12. Stated capital	2024		2020	
	2021		Number	Amount
	Number	Amount	rumber	miloum
Authorised Number of	100,000,000		100,000,000	
shares of no par value: -	100,000,000		100,000,000	
Issued and fully paid: -	24,000,000	554,850	34,000,000	554,85 <u>0</u>
Issued for cash	<u>34,000,000</u>	334,830	34,000,000	<u>557,050</u>
13. Non-controlling interest		2021	2020	
Share of net assets of subsidiary		22.2:-	20015	
At 1 January		32,247	32,247	
Share of loss- At 31 December		32,247	32,247	

Notes to the Financial Statements (continued)

Year ended December 31, 2021

	Company	Company	Company Consolidated	
14. Cost of Sales	2021	2020	2021	2020
	GHS	GHS	GHS	GHS
Opening inventories	380,450	380,450	380,450	380,450
Purchases	1,270,587	2,129,347	1,270,587	2,129,347
Clearing and delivery	186,184	229,605	186,184	229,605
	1,837,221	2,739,402	1,837,221	2,739,402
Closing inventories	(380,450)	(380,450)	(380,450)	(380,450)
- 0	1,456,770	2,358,952	1,456,770	2,358,952
	Company	Company	Consolidated	Consolidated
15. General and administrative expenses	2021	2020	2021	2020
include: -				
Interest and financial charges	36,526	37,062	36,526	37,062
Directors	455,606	428,001	455,606	428,001
Auditors remuneration	36,000	36,000	39,180	38,896
Depreciation	79,875	86,663	79,875	86,948
Salaries & wages	342,009	480,607	342,009	480,607
Rent	126,028	262,540	126,028	262,540
Utilities	82,224	55,820	82,224	55,820
Others	302,754	308,579	302,754	<u>308,579</u>
	<u>1,461,023</u>	1,695,272	<u>1,464,203</u>	<u>1,698,453</u>

16. Fair values of financial assets and liabilities

10. I all values of imalicial assets and hashing	Fair V	alue	Carrying Amount		
	2021	2020	2021	2020	
Financial assets					
Trade accounts receivable	1,464,738	1,990,637	1,464,738	1,990,637	
Deposit	375,523	153,301	375,523	153,301	
Other accounts receivable	453,414	231,192	453,414	231,192	
Cash and cash equivalents	10,594	80,349	10,594	80,349	
Intangibles	3,124,752	3,106,242	3,124,752	3,106,242	
Financial liabilities					
Trade accounts payable	499,366	870,585	499,366	870,585	
Other accounts payable	3,279,394	2,884,313	3,279,394	2,884,313	

Notes to the Financial Statements (continued)

Year ended December 31, 2021

17. Twenty largest Shareholders as at 31 December, 2021

,	,		Percentage
	Number NAME OF SHAREHOLDER	VOLUME	Holding
1	JACQUAYE TSE PAUL	20,389,500	59.97
2	SCGN/'NTHC FUND, SCGN/NTHC HORIZON FUND	648,000	1.91
3	STARLIFE ASSURANCE CO,LTD, STARLIFE ASSURA	532,000	1.56
4	NTHC SECURITIES LIMITED, NTHC SECURITIES LI	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	
12	CDH ASSET MANAGEMENT LTD,	123,000	
13	CATHOLIC ARCHDIOCESE OF CAPE COAST	110,000	
14	ISSAKA, NICHOLAS GBANA	110,000	
15	HOLDEN CHRISTOPHER MARK MR	100,000	
16	DADZIE, SAMUEL	82,608	0.24
17	CDH SECURITIES LTD,	80,000	0.24
18	GOGO, BENJAMIN AKUETE	76,700	0.23
19	OPHELIA FIFUITERA AKOSAH-BEMPAH, OPHELIA	70,700	0.21
20	CDH-AM/LIPTIN VENTURES	70,000	0.21

Shareholders distribution as at 31 December, 2021

	No. of			Percentage
Category of holdings	Shareholders	%	No. Shares	holding
1 to 1,000	2,023	57.85	1,069,086	3.14
1,001 to 5,000	1,078	30.83	2,841,181	8.36
5,001 to 10,000	232	6.63	1,982,658	5.83
Over 10,000	164	4.69	28,107,075	82.67
	3,497	100	34,000,000	100.00

Notes to the Financial Statements (continued)

Year ended December 31, 2021

18. Five-year financial summar	y				
	2021	2020	2019	2018	2017
Revenue	2,496,111	4,039,375	7,244,821	5,855,948	5,861,359
Profit/ (Loss) before tax	(421,682)	94,496	283,904	780,365	729,485
Income tax expense		33,501	59,620	163,856	153,192
Profit/ (Loss) after tax	(421,682)	60,995	224,284	616,409	576,293
Financial Position					
Non-current assets	3,124,752	3,106,242	1,270,462	1,269,862	1,269,862
Intangible		162,050	235,164	294,965	311,659
Property, plant and equipment	85,875	-	4,112,301	4,083,491	<u>3,758,340</u>
Current assets	3,352,782	3,656,548			
Total assets	6,563,409	6,924,840	5,617,927	5,648,318	5,339,861
Total current liabilities	3,558,371	3,501,009	4,374,286	4,758,528	4,759,677
Stated capital	554,850	554,850	554,850	554,850	558,174
Capital reserve	2,489,903	2,489,903	654,123	542,811	524,192
Deposit for shares	315,341	315,341	341	:=:	303,106
Non-controlling interest	153		127	197	13,818
Retained earnings	(355,056)	63,738	34,668	(207,871)	(1,047,570)
Total liabilities and					
shareholders' equity	6,563,409	6,924,841	5,617,927	5,648,318	5,111,397