



BRICLINKS AFRICA PLC
RC:

LISTING BY INTRODUCTION

On the Growth Board of
The Nigerian Stock Exchange
of
10,000,000 Ordinary Shares of ₦1.00 each
at
₦6.26 per share

Financial Adviser:



RC No: 261272

Stockbroker:



RC No: 603315 **SECURITIES**

This Listing Memorandum is dated 31 October 2020



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Definitions of Key Terms

Terms	Name/Definitions
“Board” or “Directors”	The board of directors of the Company, whose names are set out on pages 8-9 of this Listing Memorandum
“Business Day”	Any day (except Saturdays, Sundays and Public Holidays) on which banks are open for business in Nigeria.
“BRICLINKS”	Briclinks Africa Plc.
“CAC”	Corporate Affairs Commission, being the companies’ registry in Nigeria pursuant to CAMA
“CAMA”	Companies and Allied Matters Act, Chapter C20, LFN, 2004
“CBN”	Central Bank of Nigeria
“CITA”	Companies Income Tax Act, Chapter C21, LFN, 2004
“Company” or “BRICLINKS” or “Briclinks Africa”	Briclinks Africa, a company registered in the Federal Republic of Nigeria with RC number 1277173
“CHN”	Clearing House Number
“CSCS”	Central Securities Clearing System Plc
“Daily Official List”	The Daily Official List of the NSE which provides on a daily basis, transactions that take place on the Floor of The Exchange
“Director”	A director of the Company
“Dollars”, “USD”, “US\$” and/or “\$”	United States Dollars or such lawful currency of the United States of America from time to time.
“EBITDA”	Earnings Before Interest Tax Depreciation and Amortisation
“FA”	Financial Adviser
“Gross Earnings”	Total earnings received for the financial reporting period/year
“IH”	Issuing House
“ISA”	Investments and Securities Act No. 29 2007
“Listing Memorandum”	or “Memorandum” This listing memorandum dated 21 September,2020
“Naira” or “N”	Naira, or such lawful currency of the Federal Republic of Nigeria from time to time
“NCC”	Nigerian Communications Commission
“NBS”	National Bureau of Statistics
“Nigeria” or the “Nation”	Federal Republic of Nigeria
“OTT” “Over-the-top”	internet-based alternatives to traditional telephony services

“Pari Passu”	Equally
“PAT”	Profit After Tax
“PBT”	Profit Before Tax
“Registrar”	Africa Prudential Registrars
“SEC”	Securities and Exchange Commission, Nigeria
“The NSE”	The Nigerian Stock Exchange

Disclaimer

The information contained in this Listing Memorandum has been supplied by Briclinks Africa PLC ("Briclinks" or "the Company").

It is understood that the targeted recipient(s) of this Listing Memorandum will perform its/their own independent investigation and analysis of the proposed financing, based on such information, as is deemed relevant by the recipient(s). The information contained herein is not a substitute for the recipients' thorough independent investigation and analysis.

The information contained herein includes certain statements, estimates and projections provided solely by the Company with respect to its anticipated future performance. Such statements, estimates and projections reflect various assumptions by the Company concerning anticipated results, which assumptions may or may not prove to be correct. Actual results may vary materially or adversely from the projected results contained herein.

The clearance of the Listing documents by the NSE does not constitute the endorsement of the Listing by the NSE.

Contact Information

Afrinvest (West Africa) Limited ("Issuing House/Financial Adviser") is the primary contact for this transaction, even though **Briclinks** may be contacted directly. The under listed show the addresses the public can use in getting across to the primary contacts:

ISSUER

BRICLINKS AFRICA PLC
8 Justice Lawal Uwals Street,
Off Jose Marti Crescent
Asokoro, Abuja.

FINANCIAL ADVISER/ISSUING HOUSE

AFRINVEST (WEST AFRICA) LIMITED
27 Gerrard Road,
Off Alfred Rewane
Ikoyi, Lagos.

CONTACT PERSONS

FINANCIAL ADVISER/ISSUING HOUSE	
ESSIEN JESSICA Head, Investment Banking Tel: +234 816 049 8461 E-mail: JEssien@afrinvest.com	OGUNLANA OLANREWAJU Investment Banking Tel: +234-818 104 8525 E-mail: OOgunlana@afrinvest.com
TITILADUNAYO DAMILOLA Investment Banking Tel: +234 816 897 3302 E-mail: DTitiladunayo@afrinvest.com	ONITIRI UTHMAN Investment Banking Tel: +234 702 639 2718 E-mail: UOnitiri@afrinvest.com

THE BRICLINKS AFRICA PLC

BUHARI MOHAMMED
Chief Executive Officer
Tel: +234 902 444 4411
E-mail: mohammed.buhari@bricnet.com.ng

PAUL Nwigwe
The General Manager
Tel: +234 813 507 5641
E-mail: paul.nwigwe@briclinksafrica.com

1. Important Notice

This Listing Memorandum ("Memorandum" or "the Memorandum") contains information about The Briclinks Africa PLC ("Briclinks Africa" or "the Company"), a leading communications company incorporated and regulated in Nigeria. The document provides relevant background and other information on the Company, with the purpose of facilitating an equity investment decision in the Company.

The Directors of Briclinks Africa individually and collectively accept full responsibility for the accuracy of the information contained in this Listing Memorandum. The Directors have taken reasonable care to ensure that the material facts contained herein are true and accurate in all material respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts the omission of which would make any material statement herein misleading or untrue.

2. Summary of the Listing Application

This summary highlights information contained elsewhere in the Memorandum. It does not contain all of the information that should be considered in making an investment decision. This summary should be read together with the more detailed information, including the financial statements and related notes elsewhere in this Memorandum. The following should be read in conjunction with the full text of the Listing Memorandum, from which it was derived.

- | | |
|---|---|
| 1. ISSUER | The Briclinks Africa Plc. |
| 2. ISSUING HOUSE | Afrinvest (West Africa) Limited |
| 3. SHARE CAPITAL:
(AS AT THE DATE OF LISTING
MEMORANDUM) | |
| Authorized: | ₦10,000,000 comprising of 10,000,000 Ordinary Shares of ₦1.00 each. |
| Issued and fully paid: | ₦10,000,000 comprising of 10,000,000 Ordinary Shares of ₦1.00 each. |
| 4. PURPOSE | Briclinks Africa Plc is undertaking a Listing by Introduction of its entire ordinary shares to promote better liquidity of its ordinary shares in the secondary market and have access to long term capital from a wide range of local and international investors when required. |
| 5. MODE OF LISTING | Listing by Introduction |
| 6. LISTING PRICE | ₦6.26 |
| 7. MARKET CAPITALIZATION AT LISTING | ₦62,580,770 |
| 8. STATUS | The ordinary shares being offered under the Listing shall rank pari passu in all respects with the existing issued ordinary shares of the Company and shall not qualify for any dividend (or any other distribution) declared for the financial year ending 31 December, 2019. |
| 9. UNDERWRITING | At the instance of the Company, the Listing is not underwritten. |
| 10. CLAIMS AND LITIGATION | The firm has no Claims and Litigation as at the date of Listing. |

11. FINANCIAL SUMMARY

(Extracted from the Company's historical 2019 full year annual financial statements)

N'000	FY:2019
Net operating income	(7,316.7)
Profit/(loss) before taxation	(7,316.7)
Profit/ after taxation	(7,316.7)
Paid-up share capital	10,000
Total assets	473,146
Net assets	2,683

12. INDEBTEDNESS

The Company currently has no indebtedness.

3. Corporate Information

AUTHORIZED SHARE CAPITAL

N10,000,000.00

NATURE OF BUSINESS

TELECOMMUNICATION AND GENERAL CONTRACT

RC NUMBER

1277173

DATE OF INCORPORATION

30TH JULY, 2015

TIN: 18119047-0001

REGISTERED OFFICE

8 JUSTICE LAWAL UWAIS STREET, ASOKORO, CBD, ABUJA.

AUDITORS

MHOA & CO.

(ACCOUNTANTS/CONSULTANTS)

FINANCIAL CONSULTANTS/SECRETARY

ACCOUNTING TOOLS LIMITED

SUITE 19 ESSENCE PLAZA WUSE ZONE 6, ABUJA

TEL: 08037866998

DIRECTORS

MOHAMMED BUHARI

AHMAD GALADANCI

AISHA UMAR

MR. ADEMOLA ABIDEEN LAWAL

Contact:

THE BRICLINKS AFRICA PLC

BUHARI MOHAMMED

Chief Executive Officer

Tel: +234 902 444 4411

E-mail: mohammed.buhari@bricnet.com.ng

PAUL Nwigwe

The General Manager

Tel: +234 813 507 5641

E-mail: paul.nwigwe@briclinksafrica.com

4. Board of Directors and Management Team

BOARD OF DIRECTORS

MOHAMMED BUHARI MANAGING DIRECTOR/CEO

Mr. Mohammed Buhari holds a Bachelor's degree in Architecture and also a Higher National Diploma in Public Administration. He served as Secretary General of the Young African Parliamentarians Union 2016-2018. He was appointed Millennium Development Goals Ambassador in 2011-2012 by the Teachers Without Borders International for his commitment in voluntary service to humanity. He comes to the job with high acclaim as the immediate past Senior Executive at BRIC GLOBAL SPAIN and sits on the board of Briclinks Kenya, South Africa and Rwanda. Buhari also sits on the Board of Into-Africa Mining and Exploration Nigeria Plc, a company with Large Coal Mines for Electricity generation. He has demonstrated a commitment to excellence in both the public and private sectors, an uncommon dedication to his avowed pledge to lead in transforming the Company into one of the biggest firms in Africa.

He was appointed Peace Ambassador 2012-2014 by the Universal Peace Federation (Consultative Status at the United Nations) for commitment towards promoting peace in Nigeria. He represented Nigeria at the 2015 United Nations Youth Assembly in New York and is also a recipient of the prestigious new leaders of Tomorrow of the Crans Montana Forum in 2016 for his commitment to building a peaceful and vibrant society; his service to the people of his country, state and constituency.

AHMAD GALADANCI EXECUTIVE DIRECTOR, OPERATIONS

Mr. Ahmad Galadanci has a B.Sc. First Class in Business Administration. His professional experience in the past 12 years spans from Investment Banking, Construction and Oil & Gas. As an investment banker he managed a portfolio of 2 Billion Naira making an average return of 20%. He later started his own construction company and successfully completed many projects in Nigeria. He has passion in finding solutions and is a real entrepreneur at heart.

He has over the years set up two companies, namely, Cardinal (Construction Company) and Old Port (Commodity Trading Company focusing mainly on Petroleum Products). Ahmad understands the need for Nigeria and Africa to invest in Communication as a solution to many challenges. He believes that communication is key to development in Africa and that critical for this success is investment in technologically superior components.

Ahmad enjoys jogging and reading. He also believes that the true value of a company is in the people that work and believe in the mission and vision of the organization.

AISHA UMAR NON-EXECUTIVE DIRECTOR

Aisha Umar was born in Maiduguri. She hails from Borno state and is a graduate of History from the University of Maiduguri. After graduating she completed her National Youth Service in AMAC Abuja. Umar has a Masters Degree in International Affairs and Strategic Studies from the Nigerian Defence Academy, Kaduna.

Her work experience is rich and varied, ranging from Foreign Policy research to human rights advocacy. She is on the board of several companies and is a Shareholder and Non-Executive Director of Briclinks Africa Plc.

MR. ADEMOLA ABIDEEN LAWAL
NON-EXECUTIVE DIRECTOR

Alhaji Ademola Abideen Lawal was born in Ibadan, Oyo State in 1965. He had his primary and secondary school education in Ibadan, Oyo State. After his secondary school education, he proceeded to the Federal Polytechnic, Ibadan to study Estate Management in 1985. He was awarded an Ordinary National Diploma in 1987 and proceeded to the Obafemi Awolowo University in Ile-Ife, Osun State. Through the dint of hard work and determination, he became a celebrated scholar and was among the best graduating students from his Faculty. He was awarded a Bachelor of Science Degree in Estate Management in 1992.

His work experience is rich and varied ranging from Construction, Property and Facility Management, Assets Valuation, Project Development to Real Estate Development. He is a fellow of the Nigerian Institute of Estate Surveyors and Valuers. He is the Founder and Principal Partner of ADEMOLA LAWAL & PARTNERS and a Non-Executive Director of BRICLINKS AFRICA PLC.

MANAGEMENT TEAM

MOHAMMED BUHARI MANAGING DIRECTOR/CEO

[Please see Board of Directors above]

AHMAD GALADANCI EXECUTIVE DIRECTOR OPERATIONS

[Please see Board of Directors above]

PAUL Nwigwe GENERAL MANAGER ADMINISTRATION & HUMAN RESOURCE

Mr. Paul Nwigwe is an alumnus of the prestigious King's College, Lagos and the University of Nigeria, Nsukka. He is a trained Geologist with vast working experience that spans several fields of endeavor ranging from solid mineral exploration, human resource management, strategy consulting, marketing, and tourism and hospitality.

He is the founder of Shining Light Christian Church - a religious organization he started in a rural enclave in Delta State in 2012 - which has ministered to hundreds of displaced and impoverished families, as well as young school leavers. He has organized several outreach programmes in partnership with some non-governmental organizations. These programmes have successfully produced Tailors, Bakers, Restaurant Owners, Bead makers, Pottery makers, etc. He is an avid reader, an Evangelist with a passion for reaching out to rural dwellings and he loves writing.

JUSTICE ICHI HEAD, OPERATIONS

Mr. Justice Ichi is a graduate of the Federal University of Agriculture, Makurdi where he obtained a B.Sc. in Computer Science and Statistics. He has worked in various companies and gained valuable experience and insights in the Telecommunications Industry. He possesses an SS Professional Certification in telecoms and fibre optics.

He has strong skills in rigging services, BTS swap and Installation projects, cut over and integration, tower maintenance and audit.

PETER SEGUN OYEBANJI HEAD, FINANCE & ACCOUNT

Mr. Peter Oyebanji has worked in various organizations including Dutum Construction Company as part of management team; Earnest Ike & Co. Chartered Accounts where he had many years of auditing experience, and in Voix Networks Limited, a telecommunication company as accountant. He is hard working, dedicated to his duties and has multi-tasking ability.

Oyebanji is a member of the Institute of Chartered Accountants of Nigeria. He has a B.Sc. in Accounting, from the University of Ilorin in 2007, and is a graduate member of the Nigerian Institute of Management (Chartered).

OLAKUNLE ALONGE
HEAD, MARKETING

Mr. Olakunle Alonge is a graduate of Marketing and a highly competent sales professional with proven record in implementing sales projects and delivering cutting edge solution to organizations. He has over 10 years' experience selling complex Telecoms and Business communication solutions to Government and major organizations.

He is experienced in sales management and team restructuring process. With competence on solution selling and strategic key account management, he is an innovative product developer with excellent performance against target and set objective achievement. He had a successful career with Chipset Technology where he served as Head Marketing. Alonge is a member of Nigeria Institute of Marketing and Nigeria Institute of Management.

JACOB IREFU
HEAD, TECHNICAL SERVICES

Mr. Jacob is an enthusiastic and dedicated professional with extensive experience in all areas of internet solutions. He is highly proficient in the knowledge of Windows 9x/Me/2000/XP/2003 Server, Linux, Networking, Database, Mail (Potifx), Web (Apache), Wireless Security & Design. He is experienced in the configuration and installation of various devices and protocols used in the communications and information technology industry.

OLUSHOLA OGUNTEMEHIN
COMPANY SECRETARY/LEGAL ADVISER

Barr. Olusola Oguntimehin has an LL.B (Hons) from the Lagos State University. He was called to the Nigerian Bar in 2013. He is an experienced legal practitioner. He joined Briclinks Africa Plc in 2018.

5. Parties to the transaction

DIRECTORS

Mohammed Buhari

8 Justice Lawal Uwals Street,
Off Jose Marti Crescent, Asokoro, Abuja
Nigeria

AHMAD GALADANCI

8 Justice Lawal Uwals Street,
Off Jose Marti Crescent, Asokoro, Abuja
Nigeria

AISHA UMAR

8 Justice Lawal Uwals Street,
Off Jose Marti Crescent, Asokoro, Abuja
Nigeria

DR. ADEMOLA ABIDEEN LAWAL

8 Justice Lawal Uwals Street,
Off Jose Marti Crescent, Asokoro, Abuja
Nigeria

ISSUING HOUSE

AFRINVEST (WEST AFRICA) LIMITED

27 Gerrard Road
Ikoyi, Lagos.
NIGERIA.

STOCKBROKERS

AFRINVEST SECURITIES LIMITED

27 Gerrard Road
Ikoyi, Lagos.
NIGERIA.

SOLICITORS TO THE LISTING

HERMON BARRISTERS & SOLICITORS

The Penthouse Suite
Theodolite House
306, Ikorodu Road, Anthony, Lagos.
NIGERIA

AUDITORS

MHOA & Co.

Suite C05, Peace Park Plaza, Ajose
Adeogun Street, Utako, Abuja, Nigeria.

COMPANY SECRETARY

OLUSOLA OGUNTIMEHIN

8 Justice Lawal Uwals Street,
Off Jose Marti Crescent, Asokoro, Abuja
Nigeria

REGISTRAR

AFRICA PRUDENTIAL PLC
220B, Ikorodu Road,
Palmgrove Lagos,
NIGERIA.

6. Overview of Briclinks Africa Plc

CORPORATE HISTORY OF BRICLINKS AFRICA PLC.

Briclinks Africa Plc. was incorporated on 30th July 2015 as a construction company, the Company, however, changed its business operations to Telecommunications & General Contract and commence operations in July of 2018 after it was issued an Internet Service Provider ("ISP") license by the Nigerian Communications Commissions ("NCC") in June 2018.

Like other ISPs, Briclinks Africa Plc is regulated by the Nigerian Communications Commissions under the Nigerian Telecommunications Act of 2003 (As Amended). The Company has its Head Office in Abuja with three (3) other offices in Lagos, Kano, and Uyo.

Through its installed infrastructure, the Company has created a robust platform through which it is able to deliver services its subscribers who are mainly in hotels, shopping malls, markets, gated community/estates, embassies, business offices, schools, religious organizations, and individuals:

1. Last mile broadband internet connectivity,
2. Point Of Sales (POS) terminal connectivity,
3. Internet hot spots,
4. IPTV/Cable TV connectivity

Vision, Mission Statement and Corporate Philosophy

VISION

To become the most sought-after company for the provision of fast and dependable Internet service.

MISSION STATEMENT

To help distribute a reliable Internet network across the country, for development, research, education and the general advancement of the populace.

COMPANY GOALS AND OBJECTIVES

To have a healthy and innovative company that is a leader in fast, reliable internet service that has a dedicated and loyal customer following.

To have over 15,000 subscribers on our network before year end 2020.

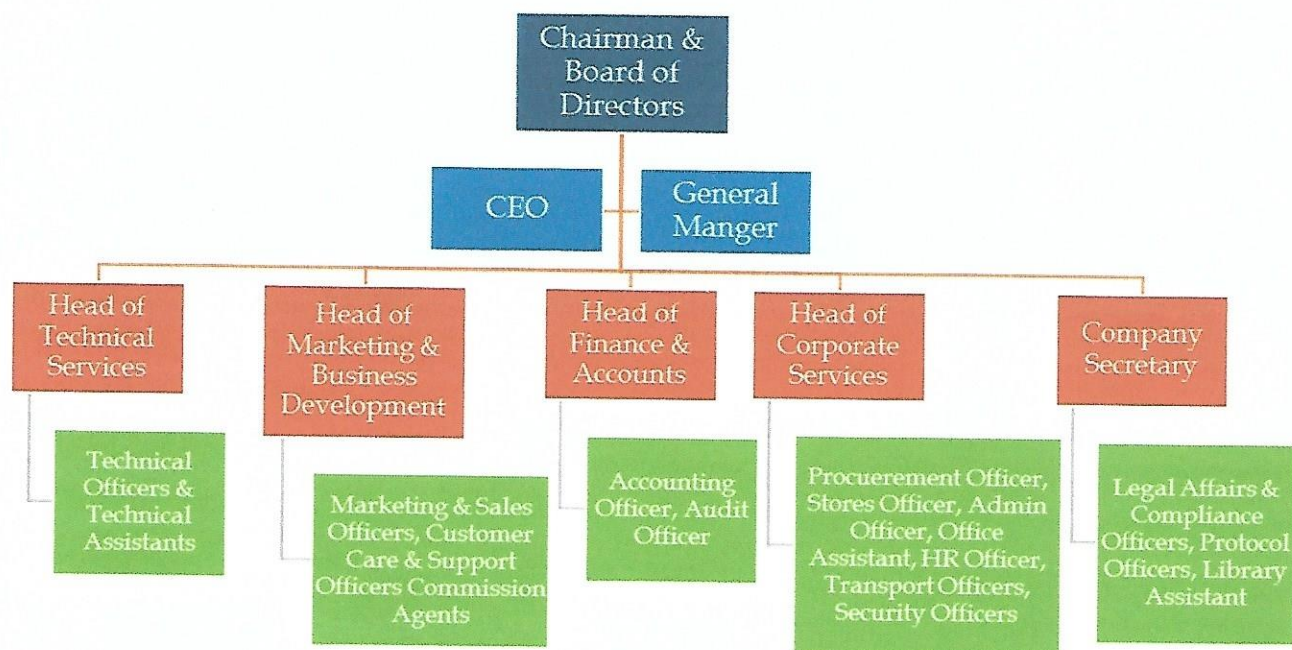
CRITICAL SUCCESS FACTORS FOR "BRICLINKS AFRICA PLC."

Briclinks Africa PLC is currently engaged in the provision of Radio-based broadband voice, data, and video services such high bandwidth internet connectivity, Point of Sale (POS) terminals connectivity, IPTV/cable TV connection, CCTV connections through its internet network- BRICNET.

To enable a smooth delivery of these services, Briclinks Africa PLC has installed standard infrastructure around Abuja city, Kano and Lagos. These have been terminated into prospective subscriber premises such as major hotels, shopping malls, plazas, markets, embassies, gated communities/estates, government offices, schools, religious organizations, business offices, individual homes etc.

The philosophy underlining Briclinks Africa PLC's HR management is to employ people who are committed to a high standard of excellence, who thrive on a team atmosphere, and who have outstanding customer service skills.

ORGANIZATIONAL STRUCTURE



PURPOSE OF THE TRANSACTION

Briclinks Africa PLC is undertaking a Listing by Introduction of its entire ordinary shares to promote better liquidity of its ordinary shares in the secondary market and have access to long term capital from a wide range of local and international investors when required.

7. THE NIGERIAN ECONOMY

OVERVIEW

Nigeria is the largest economy in Africa by GDP. In 2016, Nigeria's nominal GDP was US\$405.61 billion, GDP per capita was US\$2458 and real GDP growth was 0.83%. Nigeria ranks 163 out of 228 countries in terms of GDP on purchasing power parity (PPP) basis.

With an estimate of over 190 million people, Nigeria is the most populous country in Africa and the 7th most populous country in the world. The country's population is forecast to grow at an average of 2.8% annually with its total population expected to reach 200 million by 2020. The CIA World Factbook also estimates a labour force of 60.08 million with an average life expectancy of 53.8 years.

The country has the 10th largest crude reserves and 9th largest natural gas reserves in the world. According to OPEC, Nigeria is the thirteenth largest oil producing country globally.

KEY ECONOMIC INDICATORS

Nigeria GDP

Nigeria's Gross Domestic Product (GDP) grew by 2.28% Y-o-Y, in real terms, in the third quarter of 2019. Compared to the third quarter of 2018 which recorded a growth of 1.81%, the real GDP growth rate observed in the third quarter of 2019 indicates an increase of 0.47% points. Relative to the second quarter

of 2019, which recorded a growth rate of 2.12%, Q3 2019 represents an increase of 0.17% points. On a quarter on quarter basis, however, real GDP grew by 9.23%. The growth rate in Q3 2019 represents the second highest quarterly rate recorded since 2016.

In the quarter under review, aggregate GDP stood at N37,806,924.41 million in nominal terms. This performance is higher compared to the aggregate of N33,368,049.14 million recorded in the third quarter of 2018, representing a year on year nominal growth rate of 13.30%. The growth rate is, however, lower relative to rates recorded in the third quarter of 2018 by -0.28% points and the rates recorded in the preceding quarter by -0.71% points. For better clarity, the Nigerian economy has been classified broadly into the oil and non-oil sectors

Fiscal deficit

Nigeria's growth continues to be fragile with significant revenue challenges despite the relatively high crude oil price in 2018. This has resulted in more borrowing and higher deficit than budgeted. The biggest challenge in 2019 was projected to be how to restore confidence in the economy post elections to attract private sector investments for inclusive and sustainable economic development.

Nigeria estimated a total revenue at N6.97 trillion (which is 3% lower than the 2018 estimate of N7.17 trillion), consisting of oil revenue projected at N3.73 trillion while non-oil revenue is estimated at N1.39 trillion. Other revenues that were projected in 2019 included various recoveries of N203.38 billion, N710 billion as proceeds from the restructuring of government's equity in Joint Ventures and other sundry incomes of N104.11 billion.

The budget deficit was projected to decrease to N1.86 trillion (or 1.3% of GDP) in 2019 from N1.95 trillion projected for 2018. This reduction is in line with our plans to progressively reduce deficit and borrowings.

Public debt

Nigeria's debt profile rose by 2.3% to \$81.27 billion (N24.947 trillion) as at March 2019, according to the Debt Management Office (DMO). In its Q1:2019 public data report released on Wednesday, the Debt Management Office said the figure represents N560 billion increase in the total public debt from \$79.437 billion recorded in December 2018. According to the DMO, domestic debt recorded N458.363 billion increase across federal, states and federal capital territory while external debt increased by N101.6 billion during the same period.

Capital Markets

Primary market activity opened on a positive note with the Nigerian Stock Exchange (NSE) recording its first initial public offering (IPO) in four years. Skyway Aviation Handling Company (SAHCOL) PLC concluded its Offer for Sale of 406.1 million shares valued at N1.89 billion in April 2019, albeit undersubscribed by 35%.

The government's continued effort to encourage listings resulted in the much anticipated direct listing of MTN Nigeria PLC in May 2019. Also, the market recorded the second dual listing; Airtel Africa Plc listed its shares on both the London Stock Exchange (LSE) and the NSE in July 2019, raising \$750 million. The resumed primary activity in the equities market has gained traction among potential issuers. We expect to see more companies take advantage of the positive market sentiment before the end of the year

Inflation

The annual inflation rate in Nigeria increased to 11.98% in December of 2019 from 11.85% in the prior month, remaining at the highest level since April 2018. Prices of food advanced the most in 20 months

(14.67% vs 14.48% in November), amid the country's ongoing border closures and increased seasonal demand during the Christmas season. Additional upward pressure came from housing & utilities (7.70%, the same pace as in November); clothing & footwear (9.91% vs 9.79%); transport (9.25% vs 9.17%); furnishings (9.14% vs 9.08%); education (8.81% vs 8.74%); health (9.59% vs 9.44%); miscellaneous goods & services (9.14% vs 9%); restaurants & hotels (8.35% vs 8.30%) and alcoholic beverages, tobacco and Kola (9.79% vs 9.82%). On a monthly basis, consumer prices went up 0.85%, the least since March, after increasing 1.02% in the preceding month. Inflation Rate in Nigeria averaged 12.42 percent from 1996 until 2019, reaching an all-time high of 47.56 percent in January of 1996 and a record low of -2.49 percent in January of 2000

Interest Rates

The Central Bank of Nigeria decided unanimously to leave its monetary policy rate steady at 13.5 percent during its November meeting, as widely expected, to spur economic growth during the fourth quarter of the year while inflationary pressures remain persistently high. In October, headline inflation hit a 17-month high of 11.61 percent, mainly pushed up by prices of food and well above the Bank's target range of 6-9 percent. Meantime, the economy advanced 2.28 percent in the third quarter, the most in three quarters, driven by oil output. Interest Rate in Nigeria averaged 11.11 percent from 2007 until 2019, reaching an all-time high of 14 percent in July of 2016 and a record low of 6 percent in July of 2009

8. The Nigerian Telecommunications Industry and Regulations

THE NIGERIAN TELECOMMUNICATIONS INDUSTRY

Nigeria is the largest mobile telecommunications market in Africa. There has been rapid growth in the number of mobile users in Nigeria, partly in response to the shortcomings of the fixed-line network. As a result, the telecommunications market is dominated by the mobile segment and rapid growth of the mobile handset segment as the market is switching to smartphones. Smartphone penetration increased from 19% in 2015 to 37% in 2018, according to Ovum, resulting in a significant potential for future data growth. Data is a major contributor to mobile growth, as mobile voice growth is slowing down due to cannibalisation by data and OTT services. Briclinks seeks to be the leading telecommunications company in Nigeria with best-in-class distribution capabilities to benefit from these trends.

According to NBS, the telecommunications & information services sector (under the information and communication sector) grew by 16.67% in Q4 2018 from 14.97% in Q3 2018 and -3.28% in Q4 2017. The sector, in Q2 2017, contributed 9.5% to the GDP of Nigeria, in contrast to a 9.2% contribution in the first quarter of 2017. The sector contributed 9.85% to Nigeria's GDP in the fourth quarter of 2018, according to the NCC.

Furthermore, voice revenue for the year ended 31 December 2018 was approximately N784 billion compared to N660 billion in the previous year. This reflects an 18.8% increase in voice revenue over the period. Data revenue (3G/4G) contribution in Nigeria is expected to increase from approximately 12% in 2018 to 49% by 2022, while smartphone penetration is expected to increase from approximately 37% to approximately 50% by 2022 (source: Ovum).

The increasing presence of OTT players, data (3G/4G) network expansion and smartphone penetration are expected to continue to drive data usage and revenues. Intense competition is expected to remain in the data space, though data margins will remain a concern. New entrants and smaller players in the telecommunications market are expected to continue to advocate for a data price floor to be imposed on the bigger players to gain further market share.

TELECOMMUNICATIONS REGULATION IN NIGERIA

Telecommunications companies in Nigeria are subject to the policy and regulatory supervision of the Federal Ministry of Communications, the NCC, the National Broadcasting Commission and the Central Bank of Nigeria.

Federal Ministry of Communications

The Federal Ministry of Communications is responsible for policy formulation as it pertains to the information and communications technology sector. Its policy direction drives activities and developments within the sector. The Federal Ministry of Communications is mandated to facilitate universal, ubiquitous and cost-effective access to communications infrastructure and to utilise information and communications for job creation, economic growth and transparency in governance.

Nigerian Communications Commission (NCC)

The NCC is the independent national regulatory authority for the telecommunications industry in Nigeria. It is responsible for stimulating investments in the sector and creating an enabling environment for competition among operators in the industry. The NCC is mandated to monitor all significant matters relating to the performance of all licenced telecommunications service providers and publish annual reports. The powers of the NCC range from the issuance of various licences relating to the provision of communications services, equipment and products, to regulating competition, issuing spectrum and numbering resources for the industry.

National Broadcasting Commission

The National Broadcasting Commission ("NBC") is responsible for enabling the emergence of a sustainable broadcasting industry by regulating the broadcasting industry in Nigeria. The NBC is a parastatal of the Federal Government established by the National Broadcasting Commission Act, Chapter N11, Laws of the Federation of Nigeria, 2004 and it advises the Federal Government in connection with the implementation of the National Mass Communication Policy and radio and television services within Nigeria. The NBC is also responsible for undertaking research in the broadcast industry and setting standards with regards to the contents and quality of all broadcast material. The NBC is empowered to receive, process and consider applications for the ownership of radio and television stations including cable television services direct satellite broadcast and any other medium of broadcasting, amongst others.

Central Bank of Nigeria (CBN)

The CBN was established pursuant to the Central Bank Act of 1958. As a result of various amendments to the original act, the CBN was placed under the authority of the Ministry of Finance. Today, the CBN operates pursuant to the Central Bank of Nigeria Act No 7 of 2007 (the "Central Bank of Nigeria Act"), which repealed the earlier act and all of its amendments. Pursuant to the Central Bank of Nigeria Act, the CBN is a fully autonomous body in the discharge of its functions under the Central Bank of Nigeria Act and the Banks and Other Financial Institutions Act, Chapter B3, LFN, 2004 (as amended) ("BOFIA"), with the objective of ensuring monetary and price stability, the issuance of legal tender currency in Nigeria, the maintenance of external reserves and the promotion of a sound financial system. Pursuant to the BOFIA, the CBN also has the power to withdraw licenses of distressed banks and appoint liquidators of such banks.

9. Risks Applicable to Briclinks Group

In addition to the information set out in this Listing Memorandum, the Group faces the following risk factors which may impact its financial condition and future prospects. This list is not exhaustive as there may be other factors which may in the future have a material adverse effect on the Group's business, financial condition and future prospects. The following risk factors are not set out in any order of priority.

RISKS RELATING TO BRICLINKS AFRICA'S BUSINESS OPERATIONS

If Briclinks does not continue to provide products or services that are technologically current and otherwise useful and attractive to its customers, the Company may not remain competitive and its business, financial condition, results of operations and prospects may be adversely affected.

Many of the services offered by the Company are technology-intensive and the development or acceptance of new technologies may render such services non-competitive, replace such services or reduce prices for such services. The telecommunications industry is characterised by an increasing pace of technological change and advancement in existing mobile systems and industry standards combined with ongoing improvements in the capacity and quality of technology to cater to changing customer needs. As new technologies develop, the Company's equipment may need to be replaced or upgraded, the Company may need to acquire additional licences, increase its equipment capacity and/or its networks may need to be rebuilt in whole or in part, or significantly upgraded, in order to sustain the quality of Briclinks Africa's networks and competitive position as a market leader.

A failure in the operations of the Company's networks, gateways to the Company's networks or the networks of other operators could adversely affect the business of the Company, financial condition, results of operations and prospects.

Briclinks Africa depends, to a significant degree, on the uninterrupted operation of the Company's networks to provide services to its customers. From time to time, customers may have experienced slow data speeds because of network capacity constraints. Briclinks may not be able to improve or maintain these relevant networks at current levels, particularly if the Company's traffic volume grows significantly beyond its capacity.

Briclinks may face increased competition from established telecommunications operations and non-traditional telecommunications players.

The Company operates in an increasingly competitive environment in relation to established telecommunications operators, particularly around pricing, which may adversely affect its revenue and margins. The Company's traditional competitors generally fall into two broad categories: (i) international diversified telecommunications companies; and (ii) local and regional telecommunications companies. Some of the Company's competitors may have greater personnel, technical, marketing and other resources.

10. Financial Information

HISTORICAL FINANCIAL PERFORMANCE

General information

Country of Incorporation and domicile	Nigeria
Company registration number	RC 1277173
Board of Directors	Mohammed Buhari - Executive Director Aisha Umar - Director Ademola Abideen Lawal - Director Ahmed Galadanci - Director
Company secretary	Olushola Oguntimhin Suite 27, Hilltop Plaza Wuse Zone 4, Abuja.
Registered Head Office	No 8, Justice Lawal Uwais Street Off Fredrick Chiluba Close, Behind Lagos state Govt Lodge Asokoro, Abuja.
Auditors	Mhoa & Co (Accountants/Consultants) Plot 481 No 25, Adeogun Street, Utako District, Abuja.
Bankers	Fidelity Bank Zenith Bank
Level of assurance	These financial statements have been audited in Compliance with the applicable requirements the companies and Allied Matter Act of Nigeria. Cap C20 LFN 2004.

Director's Report

1. Accounts

The Directors have the pleasure to present their reports together with the Company's audited financial statements for the year ended December 31, 2019.

2. Result

	2019 N
Turnover	165,600,000
Loss Before Taxation	=====
	(7,316,716)
Taxation Provision	-
Other Comprehensive Income	(7,316,716)
Loss for the year	-----
	(7,316,716)
Earnings per Share	-----
	N(0.73)k

3. Legal Form

The company was incorporated as a private limited liability company with registration number RC:1277173.

4. Principal Activities

The principal activities of the company during the year are the provision of Telecommunication, Internet service provider and installation service.

5. Results & Dividend

The results for the year are set out in the financial statements on pages 9-28 . The Directors do not recommend payment of dividend for the year.

6. Future Prospects

The directors are confident that the company is appropriately placed to continue its current business and to explore new business opportunities.

7. Directors

The names of the Director who served during the year and up to the date of this report are as follows:

Mohammed Buhari	- Executive Director
Aisha Umar	- Director
Ademola Abideen Lawal	- Director
Ahmed Galadanci	- Director

During the period, Mr. Saheed Adesegun Okubena and Mr. Sulaiman Ayoade relinquished their shares on the 28th October, 2019 which was accepted and allotted to Ms. Aisha Umar, Mr. Ademola Abiodun Lawal and Mr. Ahmed Galadanci who also became the directors of the company from that date effective.

8. Directors' Interest in Shares

Pursuant to Sections 275 and 276 of the Companies and Allied Matters Act, CAP C20 Laws of the Federation of Nigeria 2004, the direct and indirect interest of the Directors in the shares of the Company as notified by them and recorded in the Register is as follows:

	31/12/19 No of Shares of ₦ 1 each
Mr. Mohammed Buhari	5,000,000
Ms. Aisha Umar	1,000,000
Ademola Abideen Lawal	500,000
Ahmed Galadanci	500,000

9. Directors' Interest in Contracts

None of the Company's directors has notified the Company for the purpose of Section 277 of the Companies and Allied Matters Act 2004 as amended of any declarable interest in contracts in which the Company is involved as at 31st December, 2019.

10. Analysis of Shareholding

According to the Register of Members, the following shareholders held more than 5% of the Issued Share Capital of the Company as at the reporting date.

	2019 Number of shares	% Holding
Mr. Mohammed Buhari	5,000,000	50%
Mr. Aisha Umar	1,000,000	10%
Mr. Hilda Khavere Luchinga	1,000,000	10%
Others	3,000,000	30%

11. Donations

There was no donation & charitable gift made during the year.

12. Fraud

The Company did not witness any case of fraud during the period.

13. Post Balance Sheet Events

Since 31st December 2019, the spread of COVID-19 has severely impacted many local economies around the globe. Across the globe, businesses are being forced to cease or limit operations for long or indefinite periods of time. In an effort to contain the spread of the virus, various measures have been put in place including travel bans, quarantines, social distancing, and closures of non-essential services which has resulted in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening.

The Company directors has determined that these events are non-adjusting subsequent events. Accordingly, the financial position and results of operations as of and for the year ended 31st December 2019 have not been adjusted to reflect their impact. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods.

14. Human Resources Policy.

a) Employment of Physically Challenged Persons

It is the policy of the Company that there will be no discrimination in considering applications for employment including those from disabled persons. All employees whether disabled or not are given equal opportunities to develop their experience and knowledge and to qualify for promotion in furtherance of their career. As at 31 December 2019, no disabled person was employed by the Company.

b) Health, Safety and Welfare

The Company maintains business premises and work environment that guarantee the safety and health of its employee and other stakeholders.

c) Employment Involvement and Training

The Company is committed to keeping employees fully informed as much as possible regarding the Company's performance and progress. Views of employees are sought where practicable on matters that particularly affect them as employees. Incentive schemes designed to meet changing circumstances of employees are implemented whenever appropriate and some of these schemes include bonus, promotion and salary review. The Company places a high premium on the training & development of its staff; hence the Company sponsored its employee for various training courses.

15. Format of Financial Statements

The financial statements of Bricklinks Africa Plc have been prepared in accordance with the reporting and presentation requirements of International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

16 Corporate Governance

The Company maintains corporate policies and standards designed to encourage good and transparent corporate governance, avoid potential conflicts of interest and promote ethical business practices. The business of the Company is conducted with integrity which pays due regard to the legitimate interests of all stakeholders.

16. Directors Responsibilities

The Directors are responsible for the preparation of financial statements which give a true and fair view of the state of affairs of the company at the end of each financial period and of the profit or loss for that period in compliance with the provisions of the Companies and Allied Matters Act CAP C20 LFN2004, to ensure that:

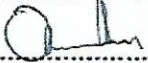
- Proper accounting books and records are maintained.
- Applicable accounting standards are followed.
- Suitable accounting policies are adopted and consistently applied.
- The going concern basis is used, unless it is inappropriate to presume that the company will continue in business.
- Internal control procedures are instituted which will reasonably safeguard the assets, prevent and detect fraud and other irregularities

17. Auditors

The Auditors, Messrs Emmanuel Osuagwu & Co. were appointed to act as the company's auditor in accordance with section 357 of the Companies and Allied Matters Act 2004 as amended.

A resolution will be passed, authorizing the directors to determine their remuneration.

BY ORDER OF THE BOARD



COMPANY SECRETARY
ABUJA, NIGERIA.

Director's Responsibilities and Approval

The director is required in terms of the Companies and Allied Matters Act of Nigeria, Cap C20 LFN 2004 to maintain adequate accounting records and is responsible for the content and integrity of the financial statements and related financial information included in this report. It is his responsibility to ensure that the financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The director acknowledges that he is ultimately responsible for the system of internal financial control established by the company and places considerable importance on maintaining a strong control environment. To enable the director to meet these responsibilities, the sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The director is of the opinion, based on the information and explanations given by management that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The director has reviewed the company's cash flow forecast for the year to December 31, 2019 and, in light of this review and the current financial position, he is satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.


The external auditors are responsible for independently auditing and reporting on the company's financial statements. The financial statements have been examined by the company's external auditors and their report is presented on page 7.

The financial statements set out on pages 9 to 28 which have been prepared on the going concern basis, were approved by the board of directors on, 2020 and were signed on their behalf by:

Approval of financial statements



Director
Mr. Mohammed Buhari



Director
Mr. Ahmed Galadanci

Director's Responsibilities and Approval

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Approval of financial statements



Director
Mr. Mohammed Buhari



Director
Mr. Ahmed Galadanci

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF BRICLINKS AFRICA PLC

Report on the Audited Financial Statements

Opinion

We have audited the financial statements of **BRICLINKS AFRICA PLC**, which comprise the statement of financial position as at December 2019, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

In our opinion, the financial statements present fairly, in all material respects, the financial position of **BRICLINKS AFRICA PLC** as at 31 December 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), and the requirements of the Companies and Allied Matters Act of Nigeria, Cap C20 LFN 2004, the Financial Reporting Council of Nigeria Act, 2011.

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 are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code, and in accordance with other ethical requirements applicable to performing the audit of **BRICLINKS AFRICA PLC**. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Going Concern

The company financial statements have been prepared using the going concern basis of accounting. The use of this basis of accounting is appropriate unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. As part of our audit of the company financial statements, we have concluded that management's use of the going concern basis of accounting in the preparation of the company financial statements is appropriate. Management has not identified a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, and accordingly none is disclosed in the financial statements. Based on our audit of the financial statements, we also have not identified such a material uncertainty. However, neither management nor the auditor can guarantee the Company's ability to continue as going concern.

Information Other than the Financial Statements and Audit Report thereon

The Directors are responsible for the other information. The other information comprises the information included in [the directors' report as required by the Companies and Allied Matters Act 2004 as amended, Value added statement and financial summary but does not include the financial statements and our audit report thereon.

ABUJA OFFICE
Plot 481 No. 25 Adeogun Street,
Utako District, Abuja
TEL: 08067216888

ILORIN OFFICE
No. 183 Ibrahim Taiwo Rd,
Opposite Stadium Complex,
Ilorin, Kwara State
TEL: 08050742201

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of the Directors and Those Charged with Governance 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 requirements of the Companies and Allied Matters Act of Nigeria, Cap C20 LFN 2004, the Financial Reporting Council of Nigeria Act, 2011 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of 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 Company to cease to continue as a going concern. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures.

and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- 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.

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

We also 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.

Report on Other Legal and Regulatory Requirements

As required by the Companies and Allied Matters Act of Nigeria, Cap C20 LFN 2004 we report to you, based on our audit, that:

- 1 We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- 2 In our opinion proper books of account have been kept by the company, so far as appears from our examination of those books; and
- 3 The company's statement of financial position and profit and loss account are in agreement with the books of account.



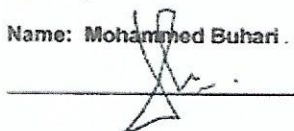
Olagoke Olaitan FCA
FRC/2015/ICAN/00000013657
For: MHOA & CO (Chartered Accountants)
Abuja, Nigeria
14th September, 2020

Statement of Financial Position as at December 31, 2019


Figures in Naira	Note(s)	2019
Assets		
Property, Plant & Equipment	8	434,235,000
Intangible Assets	9	394,250,000
		828,485,000
Current Assets		
Cash and cash equivalent	10	917,510
Trade and other receivables	11	305,500
		1,223,010
Total Assets		829,708,010
Equity and Liabilities		
Liabilities		
Trade and other payables	12	27,585,000
Directors Loan	13	799,439,726
Tax liability	14	-
		827,024,726
Total Liabilities		
Equity		
Share capital	15	10,000,000
Retained earnings	16	(7,316,716)
		2,683,284
Total Equity and Liabilities		829,708,010

The financial statements were approved by the Board of Director's on, 2020 and signed on its behalf by:

Name: Mohammed Buhari.

Signature:  Date 4/09/2020

Name: Mr. Ahmed Galadanci

Signature:  Date 4-09-20

The accompanying notes form an integral part of this Statement of Financial Position

Statement of Profit or Loss and Other Comprehensive Income

Figures in Naira	Note(s)	2019
Revenue	18	165,600,000
Cost of sales	19	(140,211,976)
Gross profit		25,388,024
Operating expenses	22	(32,704,740)
Loss before taxation		(7,316,716)
Taxation		-
Loss for the year		(7,316,716)
Other comprehensive income		-
Total comprehensive loss for the year		(7,316,716)
Earnings per share		(N0.73)k

Statement of Changes in Equity

FOR THE PERIOD ENDED 31ST DECEMBER, 2019

	Share Capital N	Retained Earnings N	Total Equity N
Balance as at 1 January 2019	10,000,000	-	10,000,000
Changes in equity for 2019			
Loss for the period	-	(7,316,716)	(7,316,716)
Additions during the year	-	-	-
Remeasurement loss on available for sales assets	-	-	-
Foreign currency translation differences	-	-	-
Total transactions with business owner	10,000,000	(7,316,716)	2,683,284
As at 31 December 2019	<u>10,000,000</u>	<u>(7,316,716)</u>	<u>2,683,284</u>

Statement of Cash Flows

Figures in Naira	Note(s)	2019
Cash flows from operating activities		
Profit/(Loss) before taxation and other operating gains		(7,316,716)
Adjustments for:		
Depreciation and amortization		24,465,000
Changes in working capital:		
Trade and other receivables		(305,500)
Trade and other payables		27,585,000
Cash generated from operations		44,427,784
Tax received (paid)		-
Net cash from operating activities		44,427,784
Cash flows from investing activities		
Purchase of Investment		-
Purchase of non-current asset		(437,950,000)
Purchase of Intangible Assets		(415,000,000)
Proceeds from Sale of asset		-
Net cash from investing activities		(852,950,000)
Cash flows from financing activities		
Share Capital		10,000,000
Directors current account		799,439,726
Net cash from financing activities		809,439,726
Total cash movement for the year		-
Cash at the beginning of the year		917,510
Total cash at end of the year	10	917,510

Projected Income Statement for Five (5) Years

	2021	2022	2023	2024	2025
	N'000	N'000	N'000	N'000	N'000
Revenue	198,720	238,464	286,157	343,388	412,066
Cost of Sales	158,976	190,771	228,925	274,711	329,653
Gross Profit	39,744	47,693	57,231	68,678	82,413
Depreciation	(24,465)	(24,465)	(24,465)	(24,465)	(24,465)
Other Administrative expenses	(11,510)	(12,150)	(19,065)	(23,418)	(28,206)
Operating Profit	3,769	11,078	13,701	20,795	29,742

PROJECTED STATEMENT OF FINANCIAL POSITION FOR FIVE (5) YEARS

	2021	2022	2023	2024	2025
	N'000	N'000	N'000	N'000	N'000
NON-CURRENT ASSETS					
PLANT PROPERTY AND EQUIPMENT	430,520	426,805	423,090	419,375	415,660
INTANGIBLE ASSET	373,500	352,750	332,000	311,250	290,500
TOTAL FIXED ASSETS	804,020	779,555	755,090	730,625	706,160
CURRENT ASSETS					
TRADE AND OTHER RECEIVABLES	560	616	678	745	820
BANK & CASH BALANCES	29,359	66,294	105,919	152,707	208,516
TOTAL CURRENT ASSETS	29,919	66,910	106,597	153,453	209,336
TOTAL ASSETS	833,939	846,465	861,687	884,078	915,496
CURRENT LIABILITIES					
TRADE AND OTHER PAYABLES	28,964	30,412	31,933	33,530	35,206
DIRECTORS' LOAN	798,522	798,522	798,522	798,522	798,522
TOTAL CURRENT LIABILITIES	827,486	828,934	830,455	832,051	833,728
FINANCED BY:					
ISSUED & FULLY PAID	10,000	10,000	10,000	10,000	10,000
RETAINED EARNING	(3,547)	7,530	21,232	42,026	71,768
SHAREHOLDER'S FUND	6,453	17,530	31,232	52,026	81,768
TOTAL LIABILITIES AND EQUITY	833,939	846,465	861,687	884,078	915,496

PROJECTED STATEMENT OF CASH FLOWS FOR FIVE (5) YEARS

	2021	2022	2023	2024	2025
	N'000	N'000	N'000	N'000	N'000
CASHFLOW FROM OPERATING ACTIVITIES					
PROFIT BEFORE TAX	3,769	11,078	13,701	20,795	29,742
ADD BACK DEPRECIATION	24,465	24,465	24,465	24,465	24,465
OPERATING ACTIVITES BEFORE WORKING CAPITAL	28,234	35,543	38,166	45,260	54,207
CHANGES IN WORKING CAPITAL					
CHANGES IN TRADE AND OTHER RECEIVABLES	(255)	(56)	(62)	(68)	(75)
CHANGES IN TRADE AND OTHER PAYABLES	1,379	1,448	1,521	1,597	1,676
CASHFLOW FROM OPERATING ACTIVITIES	29,359	36,935	39,625	46,789	55,809
CASHFLOW FROM INVESTING ACTIVITIES					
INVESTMENT IN NON-CURRENT ASSET	-	-	-	-	-
SALE OF NON-CURRENT ASSET	-	-	-	-	-
CASHFLOW FROM INVESTING ACTIVITIES	-	-	-	-	-
CASHFLOW FROM FINANCING ACTIVITIES					
INCREASE IN SHARES	-	-	-	-	-
CASHFLOW FROM FINANCING ACTIVITIES	-	-	-	-	-
CASH AND CASH EQUIVALENTS FOR THE YEAR	29,359	36,935	39,625	46,789	55,809
OPENING CASH AND CASH EQUIVALENTS	-	29,359	66,294	105,919	152,707
ENDING CASHFLOW FOR THE YEAR	29,359	66,294	105,919	152,707	208,516

BASIS AND ASSUMPTIONS OF PROFIT FORECAST

The basic assumptions underlying the financial forecast for the five years are as follows:

1. Political environment of the country will remain relatively stable
2. There will be no significant change in the rates of exchange prevailing in the foreign exchange market.
3. The anticipate company's management policy will not change significantly from what is envisaged
4. There will be a peaceful industrial relation within the company.
5. There will be no adverse change in the contract agreement between the company and all the operators.
6. The accounting policy utilized for the projection will not change significantly.
7. The company will obtain all the external finance anticipated for the project.
8. There will be no alterations to the present fiscal measures, or imposition of any new governmental levies or restrictive measures
9. There will be no major breakdown if the company's equipment and services will not be materially affected by power and other utility failures, natural disasters or any act of God.

SALARIES & WAGES

Salaries increase has been pegged at 5%. We do not envisage that wage legislations will change either in the foreseeable future.

11. Statutory and General Information

INCORPORATION AND SHARE CAPITAL HISTORY

As at the date of this Memorandum, the authorised share capital of the Company is currently **N10,000,000** comprising of **10,000,000** ordinary shares of N1.00 each. The issued and fully paid up capital of the Company is **N10,000,000** comprising of **10,000,000** ordinary shares of N1.00 each.

Authorised Share Capital History (N)			Issued and Fully Paid-Up Share Capital History (N)			
Year	Increased	Cumulative	Year	Increased	Cumulative	Consideration
2015	-	10,000,000	2015	-	7,000,000	Cash
2019	-	10,000,000	2019	3,000,000	10,000,000	Cash

SHAREHOLDING STRUCTURE

The issued and fully paid-up share capital of the Company is 10,000,000 ordinary shares of ₦1 each as at 30 September, 2020. The shareholding structure as at the balance sheet date were as shown below:

Shareholders	Number of Shares	Shareholding Percentage
Mohammed Buhari	5,000,000	50%
Aisha Umar	1,000,000	10%
Hilda Khavere Luchinga	1,000,000	10%
Ademola Abideen Lawal	500,000	5%
Oladipupo Ayodeji Laniyan	500,000	5%
Ahmed Galadanci	500,000	5%
Hadiza Umar	500,000	5%
Others	1,000,000	10%

DIRECTORS' BENEFICIAL INTEREST

The interests of the Directors of Briclinks in the issued share capital of the Company as recorded in the Register of Members as at 30 September, 2019 and as notified by them for the purpose of Section 275 (1) of the Companies & Allied Matters Act Cap C20 LFN 2004 are as follows:

Directors	Direct Shareholding	Indirect Shareholding	Total Shareholding	Percentage Holding
Mohammad Buhari	5,000,000	0	5,000,000	50%
Aisha Umar	1,000,000	0	1,000,000	10%
Ademola Abideen Lawal	500,000	0	500,000	5%
Ahmad Galadanci	500,000	0	500,000	5%

LIST OF SHAREHOLDERS

SHAREHOLDERS	SHAREHOLDING	PERCENTAGE
Mohammed Buhari	5,000,000	50.0%
Mis Aisha Umar	1,000,000	10.0%
Hilda Khavere Luchinga	1,000,000	10.0%
Ademola Abideen Lawal	500,000	5.0%
Oladipupo Ayodeji Laniyan	500,000	5.0%
Ahmed Galadanci	500,000	5.0%
Hadiza Umar	500,000	5.0%
Khadijah Abubakar	200,000	2.0%
Paul Nwigwe	200,000	2.0%
Sulaiman Ayoade	170,000	1.7%
Jimmy Idiagbon	100,000	1.0%
Aidah Nakimera	50,000	0.5%
Gbenga Moses Oyeleke	50,000	0.5%
Henry Chima Obi	50,000	0.5%
Paul Ejotubu Knight-Okoh	20,000	0.5%
Hajiya Sha'awa mardiya Said	20,000	0.5%
Farouk Omar Saeed	20,000	0.5%
Abshir Khalif Bile	20,000	0.5%
Ahmed Khalif Bile	20,000	0.5%
Oladapo Olabamijo Onifade	20,000	0.5%
Hajiya Safiya Ismail Abdullahi	20,000	0.5%
Efosa Uwagboe	10,000	0.5%
Oladipo Akinyemi	10,000	0.5%
Soni Oseghale	10,000	0.5%
Ikuru Hope Ukuru	10,000	0.5%

SUBSIDIARIES AND ASSOCIATED COMPANIES

The Company has no subsidiary.

CORPORATE GOVERNANCE

The Company is committed to high standards of corporate governance. The Company recognises the valuable contribution that good corporate governance practice can make to long-term business prosperity and to ensuring accountability to its shareholders. The Company is managed in a way that maximises long-term shareholder value and takes into account the interests of all of its stakeholders.

The Company believes that full disclosure and transparency in its operations are in the interests of good governance. The business adopts standard accounting practices and ensures sound internal controls to facilitate the reliability of the financial statements.

The Company has undertaken to comply with the Securities and Exchange Commission's Code of Corporate Governance for Public Companies in Nigeria (the "Corporate Governance Code").

THE BOARD

The Company is led and controlled by the Board. The Board is responsible for setting the Company's strategic direction, for leading and controlling the Company and for monitoring activities of the executive management. The Board presents a balanced and understandable assessment of the Company's progress and prospects.

RESPONSIBILITY OF THE BOARD

The Board is responsible for setting the overall direction of the company, ensuring that set goals and visions are reached. The Board has also undertaken to comply with the Securities and Exchange Commission's Rules and Regulations

COMPOSITION OF THE BOARD

The Board believes that it has sufficient members to contain a balance of experience and skills. The Board includes a balance of Executive and Non-Executive Directors such that no individual, or group of individuals, can dominate the Board's decision making. No one individual has unfettered powers of decision. The composition of the Board and the balance between Executive and Non-Executive Directors will remain under review.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES

Responsibilities at the top of the Company are well defined and the Board is not dominated by one individual. The Chief Executive Officer is a separate individual from the Chairman and he implements the management strategies and policies adopted by the Board. The Chairman is not involved in the day to day operations of the Group. Briclinks currently has no Chairman, only a Chief Executive Officer. The Company has undertaken to comply with SEC's code of corporate governance by the next AGM.

PROCEEDINGS AND FREQUENCY OF MEETINGS

The Board meets regularly (at least once every quarter). A clear agenda and relevant reports and board papers are given ahead of each meeting. All Directors have access to the Company Secretary who can only be appointed or removed by the Board and is also responsible to the Board.

Non-Executive Directors

The Company's Non-Executive Directors are of strong calibre and contribute actively to Board deliberations and decision-making. Non-Executive Directors are not appointed for a fixed period, but instead remain in office until the Company determines their tenure or by operation of law.

Shareholders' Rights and Privileges

The Directors ensure that shareholders' statutory and general rights are protected at all times. Shareholders are responsible for electing the Directors at Annual General Meetings for which at least notice of 21 working days have been given before the meeting. Shareholders holding at least 10 per cent of the equity can be represented on the Board.

BOARD COMMITTEES

The Board has established an audit committee, a finance committee, a remuneration and compensation committee, a technical committee and a tenders and procurement committee and determines the extent to which its duties and responsibilities are undertaken through the committees. The Board keeps the membership of committees under review to ensure gradual refreshing of skills and experience. The Board

is satisfied that all Directors have sufficient time to devote to their roles and that it is not placing undue reliance on key individuals.

Audit Committee

The Group has set up an Audit Committee in line with its status as a public limited liability company. The Audit Committee is in compliance with the CAMA requirements.

The committee is chaired by Mr. Ahmed Galadanci and its other members are Mrs Aisha Umar and Mr Mohammed Buhari. The audit committee meets at least four times in a year or as otherwise determined by the Board.

Finance Committee

The finance committee (the "Finance Committee") is chaired by Mr. Ademola Abideen Lawal and its other members are Mr. Ahmed Galadanci and Miss Aisha Umar.

The Finance Committee meets at least four times in a year or as otherwise determined by the Board and has the responsibility for ensuring regular and accurate monitoring and accountability for funds, reviewing accounting policies and assessing the performance of financial management. The Finance Committee is also charged with the responsibility of reviewing the annual budget of the Company.

The Finance Committee also considers any appropriate matters relating to the financial affairs of the Group and the Group's external audit. In addition, the Finance Committee examines any other matters referred to it by the Board.

Remuneration and Compensation Committee

The remuneration and compensation committee (the "Remuneration Committee") is chaired by Miss Aisha Umar and its other members are Mr. Mohammed Buhari, and Mr. Ademola Abideen Lawal.

The Remuneration Committee meets at least twice a year or as required and has responsibility for making recommendations to the Board on the Group's policy on remuneration of Executive Directors and Senior Management as designated, as well as specific remuneration packages, including pension rights, share options and incentives and any compensation payments.

The Remuneration Committee's responsibilities include the review of policies relating to employee share and option plans and the adequacy of professional indemnity of directors and officer's liability insurance.

TECHNICAL COMMITTEE

The technical committee (the "Technical Committee") is chaired by Mr. Mohammed Buhari, and its other members are Mr Ademola Abideen Lawal, and Mr. Ahmed Galadanci.

The Technical Committee meets not less than four times a year and has the responsibility for advising the Board on all project proposals, recommending approval and providing technical support where applicable, on projects being undertaken by the Company. In addition to assisting the Board members to understand and respond to the changing regulatory and business environment, the Technical Committee ensures that the technical standards being used by the Group are based on international best practices, guidelines and documents.

The Technical Committee encourages the development of maintenance, technical and administrative standards for the improvement of safety and efficiency at the Group Factory(ies).

CODE OF BUSINESS ETHICS

The Group is committed to conducting all of its activities with utmost professionalism and integrity by ensuring it is in compliance with all applicable laws, appropriately manages any conflicts of interest arising from time to time, is conscious of environmental issues and strives to protect the environment, ensuring the reliability of its financial reporting, and putting in place systems and controls to avoid bribery and eliminate the potential for illegal practices.

To this end, the Group has developed a Code of Conduct and Business Ethics, which it has communicated to its employees, and with which it regularly monitors compliance.

POTENTIAL CONFLICTS OF INTEREST

None of the Directors or Senior Management has any conflicts of interest between their duties to the Company and their private interests or other duties that has not been disclosed to the Board of the Company.

INDEBTEDNESS

As at 31st December 2019, the Company had no indebtedness.

CLAIMS AND LITIGATION

As at 31st December 2019, the Company had no claims and litigation against it.

MATERIAL CONTRACT

As at 31st December 2019, the Company had no agreements that are considered material to the Transaction:

CONSENTS

The following parties have given and have not withdrawn their written consents to act as parties to the Listing with their names included, in the form and context in which they appear:

The Directors and Company Secretary of Briclinks Africa Plc whose names appear on pages 15 and 35

Non-Executive Directors

Aisha Umar

Ademola Abideen Lawal

Ahmad Galadanci

Chief Executive Officer

Mohammad Buhari

Company Secretary

Olushola Oguntimehin

Financial Adviser/Issuing House

Afrinvest (West Africa) Limited

Solicitors to the Listing

Hermon Barrister & Solicitors

Stockbrokers to the Listing

Afrinvest Securities Limited

Auditors

Mhoa & Co

Registrars

Africa Prudential Registrars