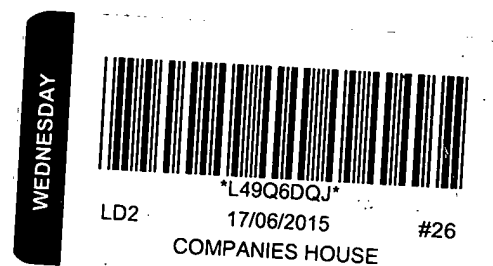


**CDC EMERGING MARKETS LIMITED**

**FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2014**

**COMPANY NUMBER: 03830059**



## **CDC EMERGING MARKETS LIMITED**

Index to the financial statements  
Year ended 31 December 2014

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## **CDC EMERGING MARKETS LIMITED**

Directors' report  
Year ended 31 December 2014

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The directors are pleased to present their report together with the financial statements of the Company for the period ended 31 December 2014.

### **Directors**

Godfrey Davies  
John Diess

Appointed 24 May 2004  
Appointed 17 October 2013

### **Principal activity**

The principal activity of the Company is that of an investment company.

### **Business and performance review**


The Company recorded a net loss of \$67,723 for the year ended 31 December 2014 (2013: \$25 net loss). The net asset value of the Company was \$7,281,936 at 31 December 2014 (2013: \$341 net liability).

### **Principal risks**

The Company invests in developing countries. The Company values its portfolio according to the valuation methodology described in note 2 (c) to the accounts. Investments are valued at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

Valuation risks are mitigated by comprehensive reviews of the application of the valuation methodology.

On behalf of the board



Godfrey Davies  
Director

**CDC EMERGING MARKETS LIMITED**

Statement of comprehensive income  
For the year ended 31 December

	2014 US\$	2013 US\$
General and administrative expenses	(5,081)	(25)
<b>Loss from operations before tax and finance costs</b>	<b>(5,081)</b>	<b>(25)</b>
Finance costs	(62,642)	-
<b>Loss from operations before tax</b>	<b>(67,723)</b>	<b>(25)</b>
Tax charge	-	-
<b>Net loss and comprehensive loss for the year</b>	<b>(67,723)</b>	<b>(25)</b>

The accompanying notes on pages 6 to 9 form an integral part of these non-consolidated financial statements.

**CDC EMERGING MARKETS LIMITED**

Statement of financial position  
At 31 December

	Note	2014 US\$	2013 US\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		24,509,919	-
<b>Total current assets</b>		24,509,919	-
<b>Total assets</b>		24,509,919	-
<b>LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)</b>			
<b>Current liabilities</b>			
Amounts due to parent company	4	17,227,983	341
<b>Total current liabilities</b>		17,227,983	341
<b>Shareholders' equity</b>			
Issued capital	5	7,350,003	3
Accumulated deficit		(68,067)	(344)
<b>Total shareholders' equity/(deficit)</b>		7,281,936	(341)
<b>Total shareholders' equity/(deficit) and liabilities</b>		24,509,919	-

The accompanying notes on pages 6 to 9 form an integral part of these non-consolidated financial statements.

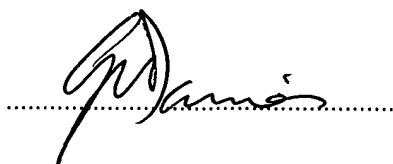
For the year ending 31<sup>st</sup> December 2014 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved on behalf of the board on 17<sup>th</sup> June 2015



Godfrey Davies, Director of CDC Emerging Markets Limited (Company number 03830059)

**CDC EMERGING MARKETS LIMITED**

Statement of changes in equity/(deficit)  
Year ended 31 December

	<b>Share capital US\$</b>	<b>Accumulated deficit US\$</b>	<b>Total US\$</b>
<b>At 01 January 2013</b>	<b>3</b>	<b>(319)</b>	<b>(316)</b>
Issue of share capital	-	-	-
Net loss and comprehensive loss for the period	-	(25)	(25)
<b>At 31 December 2013</b>	<b>3</b>	<b>(344)</b>	<b>(341)</b>
Issue of share capital	7,350,000	-	7,350,000
Net loss and comprehensive loss for the year	-	(67,723)	(67,723)
<b>At 31 December 2014</b>	<b>7,350,003</b>	<b>(68,067)</b>	<b>7,281,936</b>

The accompanying notes on pages 6 to 9 form an integral part of these non-consolidated financial statements.

**CDC EMERGING MARKETS LIMITED**

Statement of cash flows  
Year ended 31 December

	2014 US\$	2013 US\$
<b>Cash flows from operating activities</b>		
Loss before taxation	(67,723)	(25)
<b>Adjustments for:</b>		
Finance costs	62,642	-
Loss before working capital changes	(5,081)	(25)
Increase in amounts due to parent company	15,000	25
<b>Net cash flows from operating activities</b>	<b>9,919</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Loan advances due to parent company	17,150,000	-
Issue of share capital	7,350,000	-
<b>Net cash inflow from financing activities</b>	<b>24,500,000</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>	<b>24,509,919</b>	<b>-</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>-</b>	<b>-</b>
<b>Cash and cash equivalents, end of year</b>	<b>24,509,919</b>	<b>-</b>

The accompanying notes on pages 6 to 9 form an integral part of these non-consolidated financial statements.

## **CDC EMERGING MARKETS LIMITED**

Notes to the financial statements  
Year ended 31 December 2014

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### **1. Incorporation, ownership and principal activity**

CDC Emerging Markets Limited (the "Company") was incorporated in England and Wales on 23<sup>rd</sup> August 1999 (the Company number is 03830059). It is a wholly owned subsidiary of CDC Group plc, a public limited company incorporated in England and Wales whose registered office is Level 1, 123 Victoria Street, London SW1E 6DE, England.

The Company's registered office is located at Level 1, 123 Victoria Street, London SW1E 6DE, England.

The principal activity of the Company is that of an investment company.

### **2. Significant accounting policies**

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), which comprise standards and interpretations approved by the International Accounting Standards Board, and International Accounting Standards ("IAS") and Standing Interpretations Committee interpretations that remain in effect.

The financial statements are prepared on a historical cost basis except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### **a) Basis of preparation**

The financial statements have been prepared on a going concern basis.

#### **b) Currency**

The financial statements are expressed in US dollars.

Monetary assets and liabilities denominated in non-US dollar currency are translated into US dollars at exchange rates prevailing at the year end. Non-monetary assets and liabilities and transactions occurring in non-US dollar currency are translated at the rates of exchange prevailing on the date of each transaction. Exchange gains and losses are dealt with in the non-consolidated statement of comprehensive income.



## CDC EMERGING MARKETS LIMITED

Notes to the financial statements  
Year ended 31 December 2014

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### 2. Significant accounting policies (continued)

#### c) Investments

The Company classifies their investments, including the Company's investments in subsidiaries, as financial assets at fair value through profit and loss and loans and receivables.

Management determines the classification of its investments at initial recognition. Apart from loans and receivables, financial instruments are designated as fair value through profit and loss because the fair value can usually be measured reliably and the fair value of the investment portfolio is a key performance indicator for the Company.

#### Financial assets at fair value through profit and loss

These financial assets are designated as assets held at fair value through profit and loss by management at the date of inception.

Derivatives are also classified as held for trading in this category unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the statement of financial position date.

The Company's fair value methodology has been derived using the International Private Equity and Venture Capital Valuation Guidelines. This methodology is applied to direct investments and investments held within funds. The approach to calculating the fair value is as follows:

- the enterprise value is determined for the investee company or fund using a methodology that is appropriate in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio using reasonable assumptions and estimates;
- the enterprise value is adjusted for surplus assets or liabilities or any other relevant factor;
- higher ranking financial instruments are deducted taking into account any financial structuring that may dilute the investment holding;
- the net attributable enterprise value is apportioned between the financial instruments held according to their ranking; and
- the amounts derived are allocated according to the holding in each financial instrument, representing their fair value.

Valuation methodologies used are as follows:

- investments where fair value derives mainly from the underlying assets, such as funds managed by fund managers, are valued at net asset value using appropriate valuation measures for the underlying assets and liabilities;
- quoted equity is valued at the quoted share price;
- realisations in process are valued at the expected realisation proceeds, although discounts are applied to reflect the level of certainty of the transaction completion;
- if there has been a recent investment in the company, the price of the recent investment, less any impairment charge, is used to determine fair value;
- early stage companies without positive cash flow or profit are valued using an appropriate industry benchmark if that gives a reliable estimate of fair value;
- companies with maintainable profits or cash flows are valued on an earnings basis using an appropriate earnings multiple from companies in similar sectors and markets;
- companies in industries with specific valuation metrics are valued using those specific valuation metrics where they provide the most reliable estimate of fair value;
- companies with no maintainable profits or cash flows at present, but whose cash flows can be forecast with confidence, are valued using future cash flows discounted at the appropriate risk-adjusted discount rate; and
- in exceptional cases, where fair value cannot be reliably measured, the investment is valued at the previous carrying value unless there is evidence of value impairment, in which case value is reduced to reflect the extent of estimated impairment.

Gains and losses realised on disposal or redemption, by reference to the valuation at the previous statement of financial position date and unrealised gains and losses from changes in the fair values of the equity portfolio are taken to the statement of comprehensive income.

## **CDC EMERGING MARKETS LIMITED**

Notes to the financial statements  
Year ended 31 December 2014

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### **2. Significant accounting policies (continued)**

The Company uses settlement date accounting when accounting for regular purchases or sales. When the Company becomes party to a sales contract of an equity investment, it de-recognises the asset on the day ownership is transferred. Any gains or losses arising on purchases between trade and settlement date are accounted for in the statement of comprehensive income.

#### **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These arise either when the Company provides money to a counterparty in the form of loans with no intention of trading it, or, in the case of trade receivables, in the normal course of business.

Loans are recognised at amortised cost; initially, this is measured as the fair value of the cash given to originate the loan. They are subsequently measured at amortised cost using the effective interest method. Maturities greater than 12 months are included in non-current assets with the remainder in current assets. Gains or losses are recognised in the statement of comprehensive income when the loan is de-recognised or impaired, as well as through the amortisation process. Where there is objective evidence that a loan's carrying value exceeds the present value of the discounted future cash flows expected to be generated from the asset, the loan is deemed to be impaired and the carrying value reduced accordingly, with the loss recognised in the statement of comprehensive income.

#### **d) Revenue recognition**

Interest is recognised as earned on an accruals basis, but is excluded if it becomes more than ninety days overdue. Investment income is accounted for on an accruals basis unless collectability is in doubt.

#### **e) Cash and cash equivalents**

Cash comprises cash at bank. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

#### **f) Related parties**

Parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or where the Company is subject to common control or common significant influence.

#### **g) IFRSs issued but not yet effective**

The following standards are issued but not yet effective, and have not been applied to these financial statements. The Company intends to adopt these standards when they become effective. These are not expected to have an impact on the Company's financial statements: Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception; Amendments to IAS 1: Disclosure Initiative; Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation; Annual Improvements to IFRSs 2012-2014 Cycle; IFRS 9 Financial Instruments; IFRS 14: Regulatory Deferral Accounts; Amendments to IFRS 11 Joint Arrangements: Accounting for Acquisitions of interest; Amendments to IAS 27: Equity Method in Separate Financial Statements; Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture; Amendments to IAS 16 and IAS 41: Agriculture – Bearer Plants; and IFRS 15 Revenue from Contracts with Customers.

#### **h) Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the period.

## CDC EMERGING MARKETS LIMITED

Notes to the financial statements  
Year ended 31 December 2014

### 3. Related party transactions

The following are related party transactions and balances to the year ending 31 December. All transactions are carried out on an arm's length basis.

Name of company / partnership	Nature of relationship	Nature of transactions / balances	2014 US\$	2013 US\$
Transactions during the year ended 31 December				
CDC Group plc	Parent company	Finance cost	62,642	-
CDC Group plc	Parent company	Movement in current account	15,000	25
CDC Group plc	Parent company	Movement in loan due	17,150,000	-
Balances outstanding at 31 December				
CDC Group plc	Parent company	Current account payable	15,341	341
CDC Group plc	Parent company	Loan due	17,150,000	-
CDC Group plc	Parent company	Loan interest and fees payable	62,642	-

### 4. Amounts due to parent company

	2014 US\$	2013 US\$
Current account payable to CDC Group plc	15,341	341
Loan due to CDC Group plc	17,150,000	-
Loan interest and commitment fees due to CDC Group plc	62,642	-
<b>Total amounts due to parent company</b>	<b>17,227,983</b>	<b>341</b>

### 5. Issued capital

	2014 No. of shares	2013 No. of shares
<b>Authorised</b>		
Ordinary shares (US\$ 1.60 per share)	2	2
Class A ordinary shares (US\$ 10,000 per share)	3,000	-
<b>Allotted, called up and fully paid</b>		
Ordinary shares - 2 shares	3	3
Class A ordinary shares - 735 shares	7,350,000	-
	<b>7,350,003</b>	<b>3</b>