



Neimeth International Pharmaceuticals Plc (RC No. 1557)

NOTICE IS HEREBY GIVEN THAT the 61st Annual General Meeting of members of NEIMETH INTERNATIONAL PHARMACEUTICALS PLC will be held at NECA House Plot A2, Hakeem Balogun Street, Alausa, Ikeja, Lagos on Thursday, 5th March, 2020 at 11.00 noon to transact the following businesses:

ORDINARY BUSINESS:

1. Receive the Report of the Directors, Statement of Financial Position as at September 30th, 2019 together with the Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and Audit Committee thereon
2. Re-elect Directors
3. Approve the remuneration of Directors
4. Re-appoint PKF Professional Services as the auditors of the Company and authorize the Directors to fix their remuneration for the ensuing financial year.
5. Elect members of the Audit Committee

SPECIAL BUSINESS:

6. To consider and if thought fit, pass the following resolutions as Special Resolutions to reduce the share capital of the Company:
 - (a). "That pursuant to Section 106 of CAMA and the Articles of Association of the Company, and subject to the confirmation of the court, the share premium account of the Company be reduced by ₦898,164,000 (Eight Hundred and Ninety Eight Million, One Hundred and Sixty Four Thousand Naira) from ₦1,020,603,000 (One Billion, Twenty Million, Six Hundred and Three Thousand Naira) to ₦122,439,000 (One Hundred and Twenty-Two Million Four Hundred and Thirty-Nine Thousand Naira) and the amount by which the share premium account is so reduced be credited to a Capital Restructuring Reserve Account."
 - (b). "That pursuant to the Resolutions in paragraph (a) above, the amount of ₦898,164,000 (Eight Hundred and Ninety Eight Million, One Hundred and Sixty Four Thousand Naira) standing to the credit of the Capital Restructuring Reserve Account be applied in writing off the accumulated losses of the Company."
 - (c). "That the Solicitors of the Company be directed to seek orders of the Court sanctioning the balance sheet restructuring contained in the foregoing resolutions."
7. "That the terms of, and transactions contemplated by the Company's appointment of professional parties in connection with this Resolution, and prior to this Resolution being passed:
 - (i) be and are hereby ratified and approved; and
 - (ii) are in accordance with and do not contravene the Company's Articles of Association or other constitutional documents or any law or other obligation of the Company,and that the performance of obligations pursuant to the appointment of such professional parties, on behalf of the Company, be and are hereby ratified and approved."
8. "The directors be and are hereby authorised to enter into any agreements, execute any other documents and to appoint such further professional parties as the Board may deem necessary for or incidental to effecting the foregoing resolutions."
9. The Board and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as the Board may deem necessary for or incidental to effecting the above resolutions, including without limitation authorising professional advisers to do so on their behalf and complying with directives of any regulatory authority.

NOTES:

1). PROXY:

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy need not be a member.

A form of proxy is enclosed and if it is to be valid for the purpose of the meeting, it must be completed and deposited at the Registered Office of the Company at Plot 16, Akanni Doherty Layout (Billings Way), Oregon Industrial Estate, Oregon or with the Registrar, Meristem Registrars and Probate Services Limited, 213 Herbert Macaulay Way, Adekunle, Yaba, Lagos not less than 48 hours before the time for holding the meeting.

2). CLOSURE OF REGISTER AND TRANSFER BOOKS:

The Register of members and Transfer Books of the Company will be closed on Monday, 24th February, 2020 and re-open on Thursday, 27th February, 2020 for the purpose of updating the records.

3). AUDIT COMMITTEE:

In accordance with Section 359(5) of the Companies and Allied Matters Act 1990, all nominations in writing of Members for election to the Audit Committee should reach the Company Secretary at least 21 days before the time for holding the Annual General Meeting.

4) RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTION

Securities' holders have a right to ask questions not only at the meeting but also in writing prior to the meeting and the date prior to the meeting by which such questions must be submitted to the Issuer.



AUDITED RESULTS FOR THE YEAR ENDED 30TH SEPT, 2019

The Board of Directors of Neimeth International Pharmaceuticals Plc announces the trading results for the year ended 30th September, 2019.

NEIMETH INTERNATIONAL PHARMACEUTICALS PLC

STATEMENT OF FINANCIAL POSITION AT 30 SEPTEMBER 2019

	30-Sep-19 N'000	Restated* 30-Sep-18 N'000	Restated* 1-Oct-17 N'000
Assets			
Non-current assets			
Property, plant and equipment	757,878	714,377	568,933
Intangible assets	-	-	24,765
	<u>757,878</u>	<u>714,377</u>	<u>593,698</u>
Current assets			
Inventories	772,757	683,456	688,928
Trade receivables	906,750	590,002	498,318
Other current assets	194,875	275,060	311,399
Cash and cash equivalents	121,540	45,425	188,011
	<u>1,995,922</u>	<u>1,593,943</u>	<u>1,686,656</u>
Total assets	<u>2,753,800</u>	<u>2,308,320</u>	<u>2,280,354</u>
Liabilities			
Current liabilities			
Trade and other payables	465,625	335,845	251,775
Current borrowing	101,059	64,367	147,203
Current portion of long term borrowings	725,229	652,092	710,514
Finance lease liabilities	20,362	32,753	38,635
Current tax payable	93,400	61,370	61,500
Defined benefit obligation	29,410	56,851	76,260
	<u>1,435,085</u>	<u>1,203,278</u>	<u>1,285,887</u>
Non-current liabilities			
Non-current portion of long term borrowings	153,651	173,640	174,420
Finance lease liabilities	-	17,721	50,485
Deferred tax liability	93,046	54,849	54,849
	<u>246,697</u>	<u>246,210</u>	<u>279,754</u>
Total liabilities	<u>1,681,782</u>	<u>1,449,488</u>	<u>1,565,641</u>
Net assets	<u>1,072,018</u>	<u>858,832</u>	<u>714,713</u>
Equity			
Ordinary shares	949,579	863,254	863,254
Share premium	1,020,603	1,113,889	1,113,889
Accumulated loss	(898,164)	(1,118,311)	(1,262,430)
Total equity	<u>1,072,018</u>	<u>858,832</u>	<u>714,713</u>

These financial statements were approved by the Board of Directors on 4 December, 2019 and signed on its behalf by:

Dr. A. B. G. Orjiako
Chairman
FRC/2013/00N/0000003161

Pharm. M. O. Azoji
Managing Director / CEO
FRC/2016/PCNNG/00000014686

Mrs. Temitayo O. Nelson
Executive Director - Finance
FRC/2019/ICAN/00000019924

NEIMETH INTERNATIONAL PHARMACEUTICALS PLC

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 SEPTEMBER 2019

	2019 N'000	Restated* 2018 N'000
Profit for the year	220,147	148,016
Adjustment for:		
Depreciation of property, plant and equipment	103,461	101,756
Gain or loss on disposal	(1,746)	(3,935)
Impairment allowance on trade receivables	8,848	186,274
Finance cost	108,941	112,959
Exchange loss/ (gain)	32,465	(3,676)
Income tax expense	46,095	18,444
	<u>518,211</u>	<u>559,838</u>
Changes in:		
(Increase)/decrease in inventories	(89,301)	5,472
Increase in trade receivables	(324,386)	(281,855)
Decrease in other asset	80,185	36,339
Increase in trade and other payables	129,780	74,650
Increase in deferred tax liability	38,197	-
Decrease in define benefit obligation	(27,441)	(19,409)
	<u>325,245</u>	<u>375,035</u>
Cash generated from operating activities	325,245	375,035
Income tax paid	(14,065)	(18,575)
Net cash from operating activities	311,180	356,460
Cash flows from investing activities		
Purchase of property plant and equipment	(150,737)	(218,445)
Proceed from disposal of property, plant and equipment	5,521	4,520
Purchase of intangible assets	-	(4,575)
Net cash used in investing activities	(145,216)	(218,500)
Cash flows from financing activities		
Import finance facility received	463,166	415,055
Repayment of import finance facility	(474,222)	(424,801)
Finance cost paid	(62,579)	(70,726)
Receipt for deposit for share	-	8,640
Repayment of term loan/ deposit for shares	(26,731)	(97,202)
Finance lease repaid	(30,112)	(38,646)
Bonus share issue cost	(6,961)	-
Net cash used in financing activities	(137,439)	(207,680)
Effect of exchange rate changes on cash and cash equivalents	(158)	223
Net increase/(decrease) in cash and cash equivalents	28,525	(69,720)
Cash and cash equivalents at 1 October	45,425	114,922
Cash and cash equivalents at 30 September	73,792	45,425

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2019

	2019 N'000	Restated* 2018 N'000
Turnover	2,371,311	2,269,004
Cost of sales	(1,175,581)	(1,107,522)
Gross profit	1,195,730	1,161,482
Other income	2,548	19,065
Marketing and distribution expenses	(377,227)	(361,841)
Administrative expenses	(375,205)	(542,963)
Exchange (loss)/gain	(32,465)	3,676
Operating profit	413,381	279,419
Finance costs	(108,942)	(112,959)
Profit before taxation	304,439	166,460
Income tax expense	(84,292)	(18,444)
Profit for the year from continued operation	220,147	148,016
Other comprehensive income	-	-
Total comprehensive income	220,147	148,016
Basic earnings per share	12	8

Dated this 20th day of January, 2020.

By Order of the Board.

F. I. ONYENEKWE (MRS)
FRC/2014/ICAN/00000010082
COMPANY SECRETARY

REGISTERED OFFICE:
16, Akanni Doherty Layout (Billings Way),
Oregon Industrial Estate Oregon.