

MICRO PROVIDENT BOTSWANA LIMITED



ANNUAL REPORT 2008



AFRICAN FOOTPRINT





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DETAILS

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GROUP CORPORATE INFORMATION

Incorporated in the Republic of Botswana

Registration number : Co. 98/442

Date of incorporation : 4 March 1998

A publicly listed commercial entity on the Botswana Stock Exchange whose liability is limited by shares

Company Secretary and Registered Office

D. Ndebele
Plot 5037I
Fairground Office Park
Gaborone, Botswana

Attorneys / Legal Advisors

Armstrongs
5th Floor, Barclays House
Khama Crescent
Gaborone, Botswana

Independent External Auditors

KPMG
Certified Public Accountants
Bagakolodi House, Plot 50364B
Fairground Office Park
Gaborone, Botswana

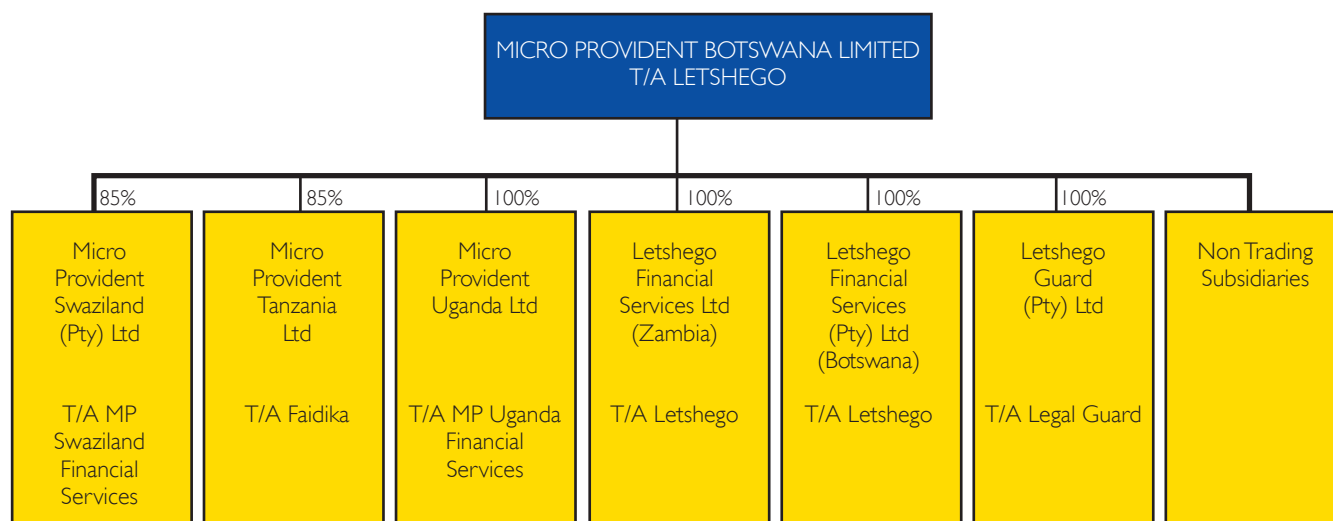
Transfer Secretaries

PricewaterhouseCoopers (Proprietary) Limited
Plot 5037I
Fairground Office Park
Gaborone, Botswana

Bankers

Barclays Bank of Botswana Limited
First National Bank of Botswana Limited
Standard Chartered Bank Botswana Limited

GROUP STRUCTURE



Non Trading Subsidiaries:

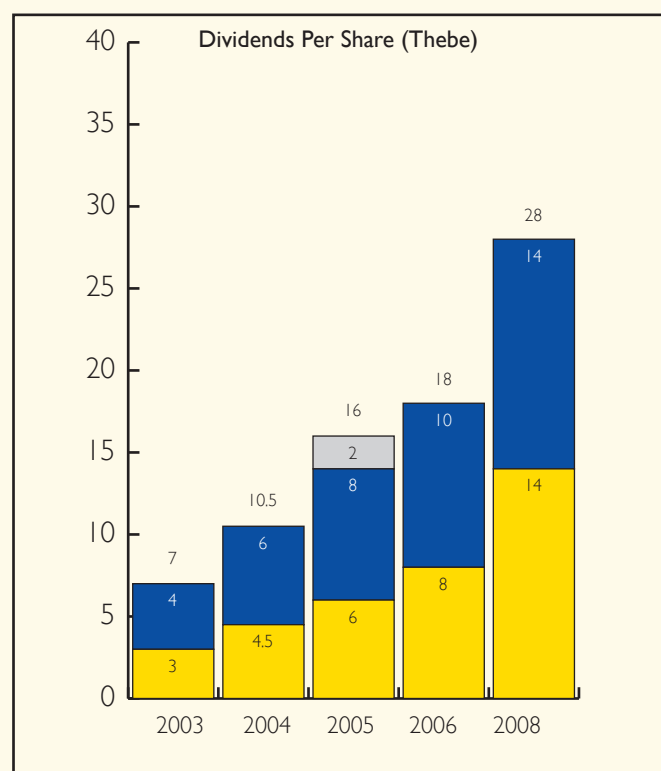
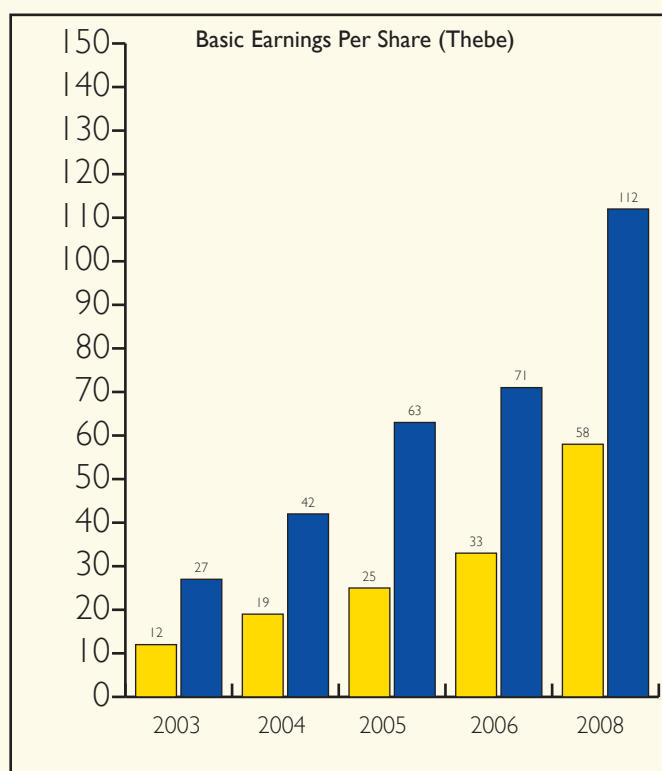
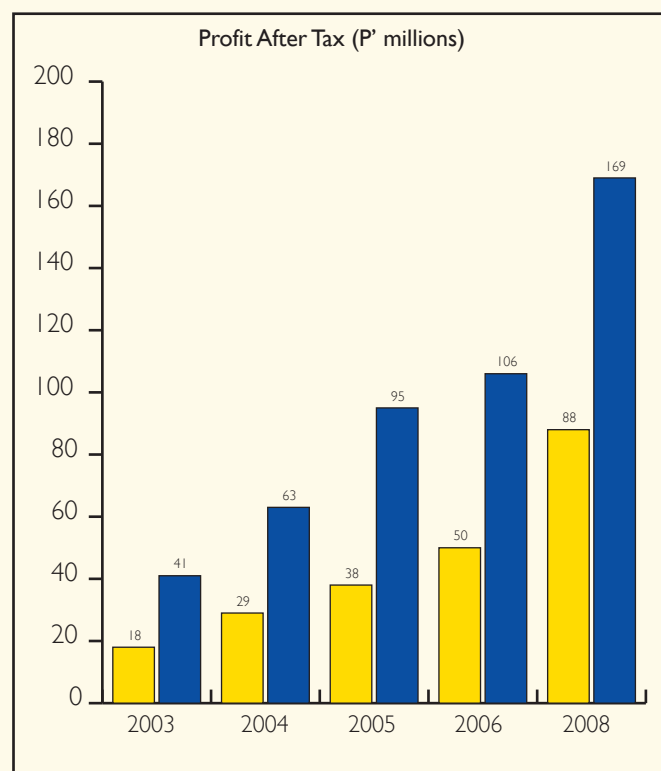
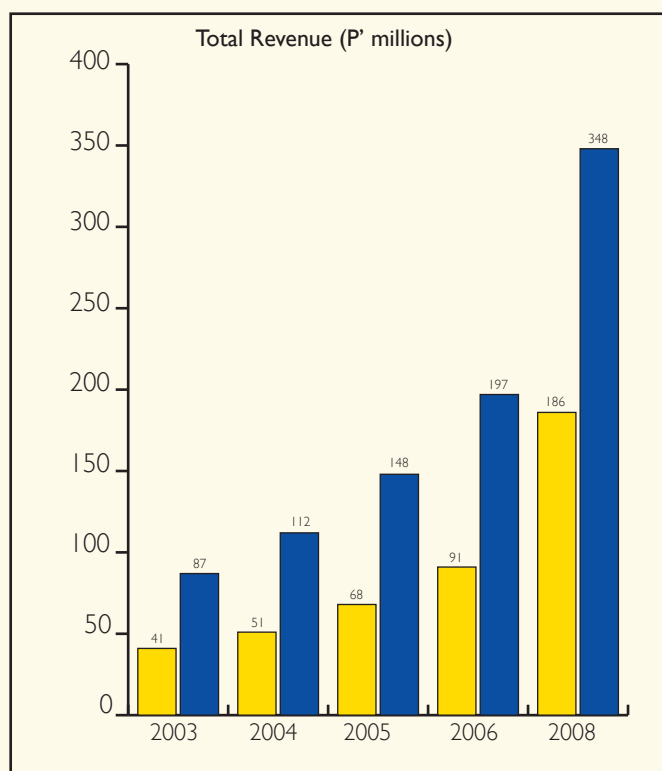
Letshego Life Insurance Limited (100%)

Letshego Guard Insurance Company Limited (100%)

Micro Provident Malawi Limited (100%)

Micro Provident Ghana Limited (100%)

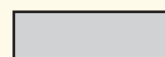
GROUP FINANCIAL HIGHLIGHTS



Interim



Annual

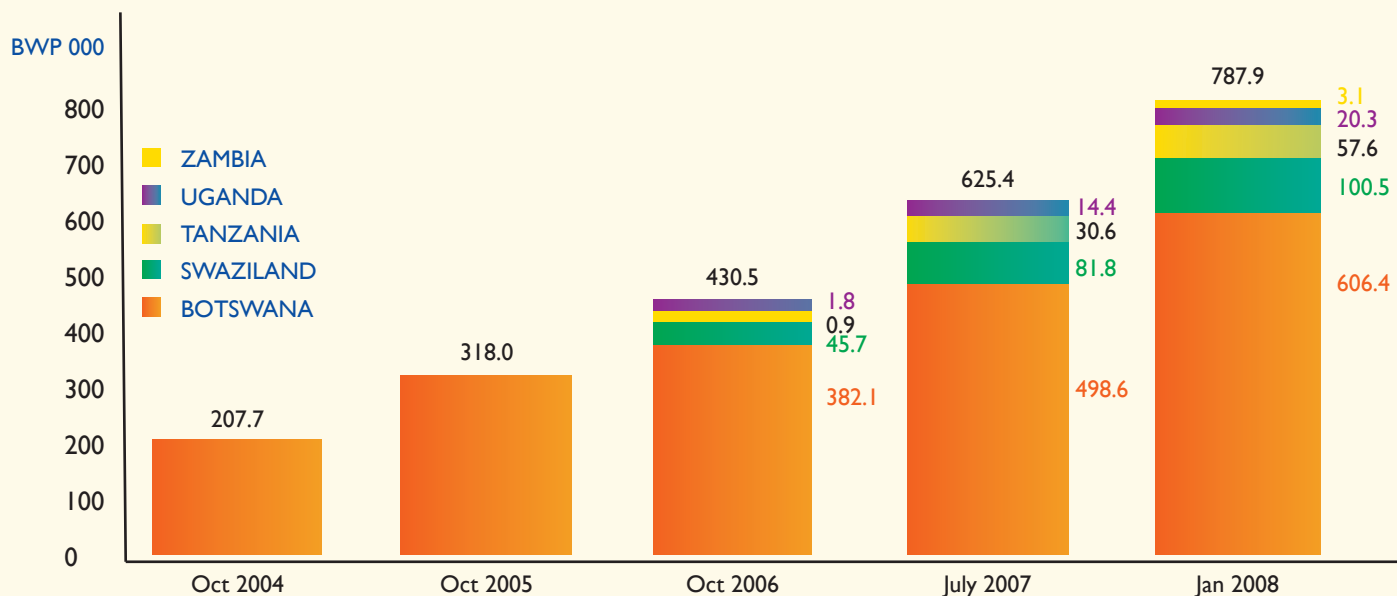


Special

Note – 2008 period is a fifteen month period (interim: nine month period). All other periods are twelve months (interim: six months)

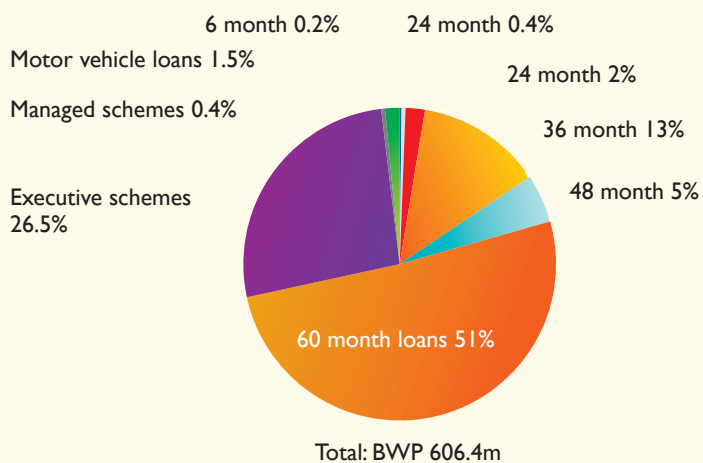
GROUP FINANCIAL HIGHLIGHTS (Continued)

GROWTH OF ADVANCES BOOK

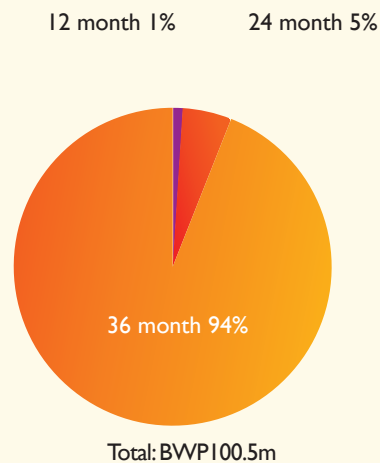


ANALYSIS OF ADVANCES TO CUSTOMERS at 31st January 2008

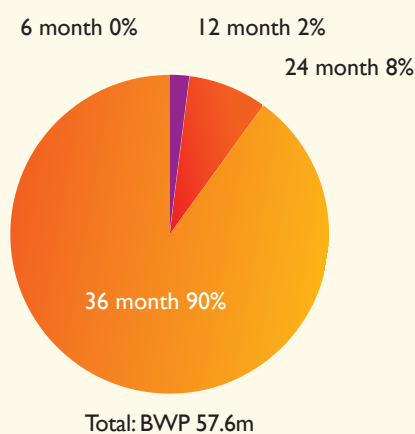
BOTSWANA



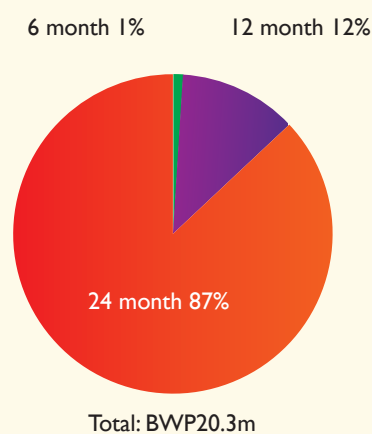
SWAZILAND



TANZANIA



UGANDA





CHAIRMAN'S REPORT

I have great pleasure in presenting my report to the various stakeholders of the Micro Provident Botswana Limited Group for the financial period ended 31 January 2008.

Change of financial year end

As previously communicated to shareholders, the Group changed its financial year end to 31 January. The annual report and financial results are therefore for the fifteen month period ended 31 January 2008. The audited results for the twelve month period ended 31 October 2006 are shown as comparatives.

Operations – Botswana

Botswana operations continue to be the major contributor to revenue and profitability with the loan book exceeding P600 million. Letshego's position in the market continues to grow with our 'One Loan, One Payment, One Company' promotion. Market research conducted during the period supports and confirms Letshego's position as a respected, trusted and leading brand in Botswana. Competition in the Botswana market is challenging, with banking / financial institutions entering the market. Letshego's trusted brand, quick turnaround time, friendly and quality customer service will allow us to continue to meet this challenge.

Botswana – Legal Expenses Insurance Agency

Letshego Guard continues to grow and contribute towards the overall Group profitability. At the period end, Letshego Guard had over 43,000 active policy holders compared to 35,000 at 31 October 2006. This makes Letshego Guard the leading legal expenses insurance agency in Botswana. During the period under review, Letshego Guard extended the cover to include pre-existing matters. The company has established permanent legal representations in Francistown and Maun to further improve service delivery and turnaround time. We believe that Letshego Guard is well positioned to continue to grow this important aspect of service.

Operations – Swaziland, Tanzania, Uganda and Zambia

The Group continued to make significant progress in its African Expansion program during the period under review. Subsidiaries in Swaziland, Tanzania and Uganda are now fully operational and Zambia commenced operations during October 2007. These subsidiaries have put in place the required staff complement (127 full time employees – 2006: 59) and branch infrastructure (16 branches – 2006: 8). Further developments are ongoing to meet our existing and potential clients' needs in terms of product offering. The respective loan books total P181.5 million at 31 January 2008 compared to P48.4 million at 31 October 2006.

Swaziland

Micro Provident Swaziland (Pty) Limited ("MPS") loan book was P100.5 million at the period end date (2006: P45.7 million). This is a 120% increase from the prior period. The local market is maturing and diversification in product offering will be an important aspect of the next stage of development and growth of the MPS book. To this end, we have recently introduced new longer term and executive products. MPS contributed P17.8 million to the Group profit before tax for the 15 month period (31 October 2006: P532,000).

Tanzania

Micro Provident Tanzania Limited ("MPT") made a profit before tax of P1.5 million for the period under review (31 October 2006: Loss of 1.0 million) and grew the loan book to P57.6 million at the period end (31 October 2006: P 0.9 million). This is a considerable achievement given the nature of the market and high cost structures in Tanzania. The sales and collections team continues to be strengthened to allow MPT to grow from this base.

Uganda

Micro Provident Uganda Limited ("MPU") recorded a loss of P230,000 (31 October 2006: Loss of P1.7 million) for the period and has grown the loan book to P20.3 million (31 October 2006: P1.8 million). Operations are currently profitable on a monthly basis since November 2007 and we are confident that MPU will now start contributing to overall Group profitability during 2008 / 2009. Uganda remains a challenging market but with the experience and knowledge gained to date, we believe that the loan book will continue to grow.

Zambia

Letshego Financial Services Limited commenced trading in October 2007 after a delay in obtaining the required licenses from the regulatory authorities. The loss for the period was P2.6 million. The loan book was P3.1 million at the end of the financial period.

General

It is worth noting that when the asset base of Swaziland, Tanzania and Uganda is compared to Botswana, at a comparable time in their set up, the African subsidiaries have achieved a higher growth in the advances book than what Botswana historically achieved.

Results

The Group profit before tax of P217.4 million for the fifteen month period increased by 25% (annualized) over the corresponding period. African subsidiaries contributed P16.5 million (2006: P2.2 million loss) to Group profitability. The advances book increased by 83% with associated annualised growth in revenue as follows:

CHAIRMAN'S REPORT (Continued)

Interest income from loans and advances to customers – increase of 31%
 Fee and commission income from loans and advances to customers – increase of 381%
 Fee and commission income from legal expenses insurance agency – increase of 13%

Fee and commission income is earned on loans and advances to customers in certain territories due to pricing structures and practices in those territories. Therefore, loan interest income together with fee and commission income from lending activities should be considered in totality. The Group achieved an overall annualised increase in revenue of 41%.

The increase in costs arises from increases in staff complement, further investment in branch network infrastructure and the related costs of operating a larger Group.

The cost to income ratio has increased from the prior period from 23% to 26% which is slightly higher than the Group's target range of 20% to 25%.

Impairment

The impairment provision against loans and advances remains constant, in relation to gross advances, at 1.7% of gross advances and we believe that the overall impairment levels are acceptable and rank favourably in comparison to industry benchmarks.

Borrowings

During the period the Group secured two long term loan facilities with International Finance Corporation (IFC) for USD 20 million and the Netherlands Finance Development Company (FMO) for USD 7.5 million. Both of these organisations are shareholders in the Group. The long term funding allows the Group to, more appropriately, match the maturity profile of assets and liabilities. Both of these facilities are drawn down and fixed in local currency. As such the Group does not have any exposure to USD foreign exchange risk.

The increase in borrowings, arising mainly from the growth in the advances book, resulted in the debt to equity ratio increasing from 30% at 31 October 2006 to 67% at 31 January 2008. This remains within our internal benchmarks and limits.

Regulations - Botswana

During the period, the Non-Bank Financial Institutions Regulatory Authority Act was enacted by Parliament. While the regulations around this new legislation are still being established, we do not foresee any significant implications for our Botswana business. The introduction of the central registry, Botusafe, and later Lesaka, gives consumers a guaranteed take home pay which Letshego welcomes and is in line with our business model and existing practices.

Regulations – Swaziland, Tanzania, Uganda and Zambia

There were no significant developments during the period under review.

International Financial Services Centre

In May 2007, we obtained the final part of our IFSC accreditation. This now allows the Group to implement the Group's revenue recoveries methodology, in a structured manner, which will also have a positive impact on the Group's income tax position over time.

Human Resources

The most important competitive advantage of the Group rests in its people who need to be motivated and incentivised to excel. The Group performs regular benchmarking exercises to ensure remuneration policies and practices are in line with best practice. The Group has a long term incentive plan in place for key management and this aligns their goals with the shareholders. As a further benefit to employees, a staff pension plan was implemented for Botswana citizen employees during the period. Internal and external training and development are priorities and significant resources are allocated to this area.

Succession planning and management is another key area of focus and the Group has made significant progress during the period in attracting new people to the organisation. Efforts in this area continue to receive priority.

Enterprise Risk Management

The Group has established an Internal Enterprise Risk Management (ERM) department. This department has overall responsibility for implementing all risk and compliance strategies for the Group and has performed internal reviews of most operating areas during the period.

Social Responsibility

The Group continues to support the principle of social responsibility, believing it to be one of the core pillars of good corporate citizenship. Beneficiaries of our broad-based corporate social investments included, amongst others, Childline Botswana, Lifeline Botswana, Cancer Association, Borolong Support Groups and the Lady Khama Charitable Trust.

In support of the board's long-held belief that patronage of educational initiatives is fundamental to the long-term well being of Botswana, an increasing percentage of the Group's social investment was directed to this sector. Beneficiaries included, Tonota Primary School, I AM Special Education Society and several community junior and senior secondary schools.

CHAIRMAN'S REPORT (Continued)

The total value of donations, sponsorships and corporate social responsibility initiatives were as follows:

| | 2008 Group P'000 | 2006 Group P'000 | 2008 Company P'000 | 2006 Company P'000 |
|--------------|------------------------|------------------------|--------------------------|--------------------------|
| Donations | 101 | 92 | 5 | 62 |
| Sponsorships | 649 | 603 | 49 | 603 |
| CSR | 223 | 112 | - | 112 |
| | 973 | 807 | 54 | 777 |

Prospects – Botswana

Letshego continues to perform to expectations and is consolidating its position as the market leader in consumer lending. While competition is very active we believe that our marketing, products and service delivery gives Letshego a competitive advantage.

The recently announced Government salary increase of 15% is expected to generate further demand for Letshego loan products. As a further step to broaden our reach and provide quality customer service, Letshego has established new sales channels via experienced direct sales agents and tele sales facilities. The results, and indications, from these new initiatives are encouraging and we believe that these new sales channels will allow more Botswana access to reliable, efficient and trusted financial assistance from Letshego.

We have also taken steps to enter into agreements with the buoyant mining sector to offer Letshego products. Initiatives are also being investigated to expand our product offering, from select employee groups from the traditional payroll sourced loan repayment model, to all formally employed individuals.

Prospects – Swaziland, Tanzania, Uganda and Zambia

Our operations in Swaziland continue to perform above expectations and the advances book has passed the P100m level. Different initiatives will be employed to further grow the advances book given the limited size of the market in Swaziland.

There is significant potential for growth in Tanzania and Uganda. A management and sales team have been put in place to tap this growth potential. There is a large established competitor base in these countries, but we believe with continued focus on marketing activities, as well as the competitive advantage of our reputation and brand, we will continue to grow our asset base in these territories. Contribution to group profitability from these territories is expected to continue in the next financial period at increased levels.

Our Zambia operation is expected to contribute to Group profitability during 2008/2009.

New Prospects – African Expansion

The Group is actively pursuing further expansion opportunities in other African territories. Some of these are at an advanced stage and we hope to be in a position to commence trading in some countries during the 2008 / 2009 financial year. However, we advise shareholders that, based on our experiences to date, the establishment and set up of new operations can take time.

Funding

The Group currently has in place the necessary financial facilities to fund operations. However, further funding options are being evaluated. This is necessary to ensure existing and new subsidiaries have adequate resources to meet the expected growth in operations. All possible funding opportunities are being considered.

From July 2008 onwards, the Group will offer shareholders the option to receive shares in lieu of interim and final dividends.

Change in Directors

Mr P Abrahams, Mr J van den Berg, Mrs R Alam and Mr J Rammipi resigned from the board during the period under review. Some of these changes were due to developments in the respective shareholder organisations that these directors represented. Their invaluable contribution to the Group is recognised and appreciated.

Particular thanks go to Mr Patrick Abrahams who has served on the board since November 2000 who retired during the period. I wish him well in his retirement.

Mr J K Bucknor, Mr P Voutyritsas and Dr Hassy HB Kitine were appointed to the board during the period under review. We look forward to working with them in the future.

CHAIRMAN'S REPORT (Continued)

Subsidiary Board of Directors

Subsidiary companies have appointed full functioning boards made up of representatives of the main board along with local resident directors.

Acknowledgements

The combined support of all stakeholders is fundamental to the welfare of the constituent parts that make up the Micro Provident Botswana Limited Group. In conclusion, therefore, I wish to thank our shareholders, board of directors, management and staff, customers and those Government Departments and Staff Associations who have assisted us with their advice and contributions to the continuing success of the Group over the past financial period.



C.M. LEKAUKAU
CHAIRMAN
18 April 2008



Mr Fred Mmesesi, CEO of Letshego Financial Services Botswana at a corporate social responsibility event in Lobatse, Botswana.



GROUP DIRECTORS' REPORT AND RESPONSIBILITY STATEMENT

The directors have pleasure in submitting to the shareholders their report and the audited financial statements of the Group for the period ended 31 January 2008.

Nature of business

The Group is engaged in the provision of short to medium-term unsecured loans and marketing and administration of insurance products to employees of the public, quasi-public and private sectors.

Change in financial period end

The Group changed its financial year end to 31 January. The annual report and financial results are therefore for the fifteen month period ended 31 January 2008. The audited results for the twelve month period ended 31 October 2006 are shown as comparatives.

Stated capital

The following shares were issued in terms of the group's long term incentive plan during the period under review:

1,214,992 ordinary shares of P0.01 were issued on 21 December 2006 at a premium of P3.24 per share
329,889 ordinary shares of P0.01 were issued on 24 December 2007 at a premium of P3.24 per share

Subsidiary companies

One new subsidiary company, Letshego Financial Services Limited (Zambia) commenced trading operations during the reporting period.

The profit for the period is disclosed in the income statement on page 16.

Dividends

Current period

An interim dividend amounting to P21.1 million (14 thebe per share) for the nine month period ended 31 July 2007 was paid to shareholders on 2 November 2007. A final dividend of P21.2 million (14 thebe per share) has been proposed, to be paid to shareholders on or about 16 May 2008.

Prior year

An interim dividend amounting to P12 million (8 thebe per share) for the half year ended 30 April 2006 was paid to shareholders on 4 August 2006. A final dividend of P15.1 million (10 thebe per share) was paid to shareholders on 9 February 2007.

Directors

The following persons were directors of the company during the period under review.

| | |
|-----------------------------------|---|
| * C.M. Lekaukau ¹ | (Chairman) |
| * P.S. Abrahams ³ | (Resigned 5 February 2007) |
| * R.N. Alam ⁵ | (Appointed 11 January 2007 and Resigned 22 November 2007) |
| * J.van den Berg ³ | (Resigned 22 November 2007) |
| * J.K. Bucknor ⁴ | (Appointed 28 January 2008) |
| * J.A. Burbidge ² | |
| J.A. Claassen ³ | (Managing Director) |
| * Dr Hassy HB Kitine ⁶ | (Appointed 15 January 2007) |
| * M.C. Letshwiti ¹ | |
| D. Ndebele ¹ | (Risk and Compliance Director) |
| * J.M.C Rammipi ¹ | (Resigned 1 February 2008) |
| * P. Voutyritsas ⁷ | (Appointed 28 January 2008) |

* Non-executive ¹Motswana ²British ³South African ⁴Ghanaian ⁵USA ⁶Tanzanian ⁷Greek

Directors' shareholdings

The aggregate number of shares held directly by directors is 813,435 (2006 – 499,000). Full details of this shareholding are available at the registered office of the company or at the office of the transfer secretaries.

GROUP DIRECTORS' REPORT AND RESPONSIBILITY STATEMENT (Continued)

Long Term Incentive Plan

The Group operates an equity-settled conditional Long Term Incentive Plan (LTIP), which was approved by shareholders at the Extraordinary General Meeting held on 20 December 2005. Under the plan, conditional awards are granted to management and key employees. The number of vesting awards is subject to achievement of certain market and non-market conditions. The grant date fair value of awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the actual number of awards that vest.

Statement of responsibility

The company's directors are responsible for the preparation and fair presentation of the annual financial statements, comprising the balance sheet at 31 January 2008, and the income statement, the statement of changes in equity and cash flow statement for the period then ended, and a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards and in the manner required by the Companies Act, 2003 (No. 32 of 2004) of Botswana.

The directors' responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors' responsibility also includes maintaining adequate accounting records and an effective system of risk management.

The directors have made an assessment of the company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.


The auditors' are responsible for reporting on whether the annual financial statements are fairly presented in accordance with the applicable financial reporting framework.

Approval of the annual financial statements:

The annual financial statements were approved by the directors on 18 April 2008 and are signed on their behalf by:



C.M. LEKAUKAU
CHAIRMAN



J.A. CLAASSEN
MANAGING DIRECTOR



GROUP CORPORATE GOVERNANCE

The ongoing maintenance of high standards of corporate governance is considered by the Group to be of the utmost importance. The Board of Directors is committed to attaining the highest standards of integrity, accountability and transparency in order to retain the support of all stakeholders.

Board of Directors

The formal maintenance of high standards of corporate ethics in the conduct of the Group's affairs is the responsibility of the board. To this end, the Group endorses the King II code of corporate governance and the Botswana Stock Exchange code on best practice on corporate governance and strives to operate in broad compliance with their respective recommendations. Both the board and senior management are required to constantly assess the control and risk management procedures and to ensure that implementation and regular reviews of such procedures take place.

The board comprises seven non-executive and two executive directors. It is chaired by an independent non-executive director. All board members are suitably experienced and have a clear understanding of their role in corporate governance. The non-executive directors are considered to be independent of management and their role is to bring objectivity and independent judgement to board deliberations and decisions. They are also responsible for chairing key board sub-committees and have unrestricted access to management and all company records.

All directors may take independent professional advice, as is required to fulfil their duties, at the Group's expense.

The board is responsible for the maintenance of sound internal controls, risk management, the preparation and integrity of the annual financial statements, compliance with all laws and regulations and the establishment of key policies and objectives. It therefore has full and effective control of the company and is accountable and responsible for its performance to all stakeholders.

Meetings of the board take place on a quarterly basis to monitor performance against budget, to formulate and review strategies and policies and to consider those issues on which they will be requested to make decisions. Management is responsible for the provision to the board of appropriate and timely information.

All directors are subject to retirement by rotation and re-election by shareholders at least every three years and their contributions are subject to regular review.

Executive Committee

The Executive Committee is responsible for the implementation of strategy and managing the Group's affairs. The committee comprises the two executive directors and senior management and meets on a monthly basis. The committee has a clear mandate to implement board decisions and to manage the day to day risks and operations of the Group.

Group Audit and Risk Committee

The membership of the Group Audit and Risk Committee is as follows:

| | |
|-----------------|---|
| J.A. Burbidge | (Chairman) |
| P.S. Abrahams | (Resigned 5 February 2007) |
| R.N. Alam | (Appointed 11 January 2007 and Resigned 22 November 2007) |
| J. van den Berg | (Resigned 22 November 2007) |
| J.K. Bucknor | (Appointed 28 January 2008) |
| M.C. Letshwiti | |

The duties and responsibilities of the Group Audit and Risk Committee include but are not limited to the following:

- review of Executive Committee's ("EXCO") reports detailing the adequacy and overall effectiveness of the Group's risk management function and its implementation by management, and reports on internal control and any recommendations, and confirm that appropriate action has been taken.
- review of risk philosophy, strategy and policies recommended by EXCO and consider reports by EXCO. The Committee ensures compliance with such policies, and with the overall risk profile of the Group;
- review the controls over significant risks; and
- the procedures for identifying business risks and controlling their impact on the Group;
- the Group's policies for preventing or detecting fraud;
- the Group's policies for ensuring that the Group complies with relevant regulatory and legal requirements;
- the operational effectiveness of the policies and procedures;
- monitoring the ethical conduct of the Group, its executives and senior officials;
- reviewing any statements on ethical standards or requirements for the Group and assisting in developing such standards and requirements;
- compliance with the requirements of the articles of association;
- compliance with the law and regulations of any other applicable statute and of controlling bodies;
- identification of any violations of ethical conduct; and
- environmental and social issues.

GROUP CORPORATE GOVERNANCE (Continued)

Enterprise Risk Management Functions

During the period, the Group established an Enterprise Risk Management ("ERM") department which is headed by an executive director. The scope of work of the ERM / Risk and Compliance Department is to determine whether the Group's network of risk management, control and governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure that:

- risks are appropriately identified and managed;
- interaction with the various governance groups within the Group are fully documented and occurs appropriately;
- significant financial, managerial, and operating information is accurate, reliable, and timely;
- employees actions are in compliance with policies, standards, procedures and applicable laws and regulations;
- resources are acquired and applied economically, used efficiently, and adequately safeguarded;
- programmes, plans and objectives are achieved, and continuously applied;
- quality and continuous improvement are fostered in the Group's control and risk management processes;
- company secretarial and Botswana Stock Exchange requirements are duly complied with;
- staff training is continuous and adequate to meet the Group's standards;
- liaise with the external auditors to co-ordinate the internal audit programs with their requirements and standards.

Opportunities for improving management control, profitability and the Group's image may be identified during audits. These are communicated to the appropriate level of management.

The department communicates and liaises with the external auditors with regard to their work and findings in order to avoid duplications as well as to ensure improvement of synergy in the overall risk management framework.

Representatives of the ERM Department and external auditors are expected to attend Group Audit and Risk Committee meetings. On an adhoc basis the Chairman has the right to call in any other employee of the Group. Members of the executive committee, the ERM department, the external auditors and non-executive directors have unrestricted access to the Chairman of the Group Audit and Risk Committee. The committee meets at least two times a year.

Remuneration Committee

The membership of the Remuneration Committee is as follows:

| | |
|-----------------|---|
| M.C. Letshwiti | (Chairman) |
| R.N. Alam | (Appointed 11 January 2007 and Resigned 22 November 2007) |
| J. van den Berg | (Resigned 22 November 2007) |
| P. Voutyritsas | (Appointed 28 January 2008) |

Executive directors attend the meeting by invitation. The responsibilities and objectives of the committee are the following:

- monitor and review the remuneration policies of the Group;
- ensure that executive directors and senior management are appropriately and fairly rewarded;
- ensure that market related reward strategies are adhered to;
- establish performance targets for the Group's bonus scheme.

The executive directors play no part in decisions regarding their own remuneration.

Board Attendance Register and Remuneration

| Director | Board Attendance | Audit Committee Attendance | Remuneration Committee Attendance | Board P | Audit Committee P | Remuneration Committee P | Total P |
|--------------------|------------------|----------------------------|-----------------------------------|------------------|-------------------|--------------------------|------------------|
| CM Lekaukau | 6/6 | - | 3/3* | 204,300 | - | 56,700 | 261,000 |
| PS Abrahams | 1/1 | 1/1 | - | 40,250 | 18,750 | - | 59,000 |
| RN Alam | 3/3 | 2/2 | 5/5 | 108,000 | 37,500 | 93,750 | 239,250 |
| J van den Berg | 3/3 | 2/2 | 2/2 | 72,250 | 37,500 | 37,500 | 147,250 |
| JK Bucknor | 1/1 | - | - | 18,750 | - | - | 18,750 |
| JA Burbidge | 4/6 | 3/3 | - | 91,500 | 56,250 | - | 147,750 |
| JA Claassen | 6/6 | 3/3 | 5/5 | - | - | - | - |
| Dr Hassy HB Kitine | 6/6 | - | - | 164,250 | - | - | 164,250 |
| MC Letshwiti | 6/6 | 3/3 | 9/9* | 181,500 | 60,750 | 186,750 | 429,000 |
| D Ndebele | 6/6 | 3/3 | 5/5 | - | - | - | - |
| JMC Rammipi | 5/6 | - | - | 145,500 | - | - | 145,500 |
| P Voutyritsas | 1/1 | - | - | 18,750 | - | - | 18,750 |
| Total | | | | 1,045,050 | 210,750 | 374,700 | 1,630,500 |

Note – * Additional Remco meetings took place during the period

Note – Directors fees are paid to the director or the organisation they represent

GROUP CORPORATE GOVERNANCE (Continued)

Remuneration – Executive Directors

Executive directors' remuneration for the period was as follows:

| | For Management Services P | Pension Fund Contributions P | Performance Bonus P | Total P |
|--------------|---------------------------------|------------------------------------|---------------------------|------------|
| J A Claassen | 2,148,825 | - | 640,000 | 2,788,825 |
| D Ndebele | 1,412,480 | 21,000 | 250,000 | 1,683,480 |

Board Attendance Register and Remuneration – Subsidiary Board of Directors

Micro Provident Swaziland (Pty) Limited

| Director | Board Attendance | Remuneration P |
|------------------------|------------------|-------------------|
| VH Dlamini (Chairman) | 3/3 | 6,117 |
| HRH Prince Lonkhokhela | 3/3 | 4,893 |
| MC Letshwiti | 0/0 | - |
| JA Claassen * | 3/3 | - |
| D Ndebele * | 3/3 | - |

Micro Provident Tanzania Limited

| Director | Board Attendance | Remuneration P |
|-------------------------------|------------------|-------------------|
| Dr Hassy HB Kitine (Chairman) | 3/3 | 26,375 |
| J Rugumyamheto | 1/1 | 21,600 |
| CM Lekaukau | 0/0 | - |
| PVoutyritasas | 0/0 | - |
| M Moore (Managing Director) * | 1/1 | - |
| JA Claassen * | 3/3 | - |
| D Ndebele * | 3/3 | - |

Consultancy fees of P34,308 were paid to Dr Hassy HB Kitine during the period.

Letshego Financial Services Limited (Zambia)

| Director | Board Attendance | Remuneration P |
|------------------------------|------------------|-------------------|
| AB Chikwanda (Chairman) | 3/3 | 61,998 |
| JM Chikolwa | 3/3 | 21,600 |
| KR Hyslop | 3/3 | 21,600 |
| JK Bucknor | 0/0 | - |
| H Lens (Managing Director) * | 1/1 | - |
| JA Claassen * | 3/3 | - |
| SS Bruwer * | 3/3 | - |

Consultancy fees of P119,731 were paid to AB Chikwanda during the period.

No directors fees were paid for the other subsidiary companies.

* Executive Directors

GROUP CORPORATE GOVERNANCE (Continued)

Closed Period

The closed periods for trading in the holding company's shares by directors and employees are from the beginning of the months of both the interim and the year end (i.e. 1 July and 1 January) up to the date of publication of the interim and final results in the print media.

Directors and employees are prohibited from dealing in the holding company's shares during such periods in which they are privy to unpublished price-sensitive information.

Succession Planning

The Group is committed to ensuring that a sufficient number of talented people are employed from which senior management can be replenished if and when required.



C.M. LEKAUKAU
CHAIRMAN



J.A. CLAASSEN
MANAGING DIRECTOR



The MP Tanzania Faidika team

INDEPENDENT AUDITORS' REPORT



KPMG Certified Public Accountants
Advisory
Bagakolodi House
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Independent auditors' report
to the members of Micro Provident Botswana Limited and its subsidiaries

Report on the Financial Statements

We have audited the accompanying financial statements of Micro Provident Botswana Limited and its subsidiaries, set out on pages 16 to 40, which comprise the balance sheet as at 31 January 2008, and the income statement, statement of changes in equity and cash flow statement for the fifteen months then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in the manner required by the Companies Act, 2003 (No. 32 of 2004) of Botswana.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects the financial position of Micro Provident Botswana Limited and its subsidiaries as of 31 January 2008, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards and in the manner required by the Companies Act 2003 (No 32 of 2004) of Botswana.

KPMG

18 April 2008

GROUP INCOME STATEMENTS

FOR THE PERIOD ENDED 31st JANUARY 2008

| | NOTE | GROUP | | COMPANY | |
|---|------|--|--|--|--|
| | | 15 MONTHS ENDED 31st JANUARY 2008 P 000 | 12 MONTHS ENDED 31st OCTOBER 2006 P 000 | 15 MONTHS ENDED 31st JANUARY 2008 P 000 | 12 MONTHS ENDED 31st OCTOBER 2006 P 000 |
| Interest income | 1 | 278,357 | 170,352 | 78,322 | 169,592 |
| Interest expense | 2 | (34,485) | (12,695) | (24,117) | (11,182) |
| Net interest income | | 243,872 | 157,657 | 54,205 | 158,410 |
| Fee and commission income | 3 | 64,788 | 22,725 | 1,332 | 5,310 |
| Other operating income | 4 | 5,655 | 4,300 | 14,824 | 6,220 |
| Operating income | | 314,315 | 184,682 | 70,361 | 169,940 |
| Operating expenses | | | | | |
| Staff costs | 5 | (44,037) | (21,024) | (24,632) | (18,112) |
| Other operating costs | 6 | (37,170) | (21,663) | (12,103) | (14,333) |
| Net income before impairment and taxation | | 233,108 | 141,995 | 33,626 | 137,495 |
| Impairment charge | 11 | (15,666) | (3,262) | (733) | (2,123) |
| Profit before taxation | | 217,442 | 138,733 | 32,893 | 135,372 |
| Taxation | 7 | (48,481) | (32,072) | (3,416) | (30,055) |
| Profit for the period | | 168,961 | 106,661 | 29,477 | 105,317 |
| Attributable to : | | | | | |
| Equity holders of the parent company | | 167,229 | 106,581 | 29,477 | 105,317 |
| Minority interest | | 1,732 | 80 | - | - |
| Profit for the period | | 168,961 | 106,661 | 29,477 | 105,317 |
| Basic earnings per share – (thebe) | 8 | 112 | 71 | 20 | 70 |
| Diluted earnings per share – (thebe) | 8 | 110 | 70 | 19 | 69 |
| Dividends per share: interim (thebe) - paid | 9 | 14.0 | 8.0 | 14.0 | 8.0 |
| : final (thebe) - proposed | 9 | 14.0 | 10.1 | 14.0 | 10.1 |
| | | 28.0 | 18.1 | 28.0 | 18.1 |
| Weighted average number of shares in issue during the period (millions) | 8 | 151.1 | 150.0 | 151.1 | 150.0 |
| Dilution effect - number of shares (millions) | | 2.2 | 3.1 | 2.2 | 3.1 |
| Number of shares in issue at the end of the period (millions) | 18 | 151.5 | 150.0 | 151.5 | 150.0 |

GROUP BALANCE SHEETS

AT 31st JANUARY 2008

| | NOTE | GROUP | | COMPANY | |
|--|------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | | AT 31st JANUARY 2008 P'000 | AT 31st OCTOBER 2006 P'000 | AT 31st JANUARY 2008 P'000 | AT 31st OCTOBER 2006 P'000 |
| ASSETS | | | | | |
| Cash and cash equivalents | 10 | 9,201 | 4,276 | 6,626 | 115 |
| Advances to customers | 11 | 787,926 | 430,543 | - | 382,231 |
| Other receivables | 12 | 3,050 | 2,965 | 4,254 | 2,428 |
| Investment in subsidiary companies | 13 | - | - | 506,478 | 26,848 |
| Plant and equipment | 14 | 4,384 | 3,874 | 1,144 | 2,219 |
| Intangible assets | 15 | 991 | 1,611 | 963 | 1,487 |
| Taxation | | - | - | 1,690 | - |
| Deferred taxation | 7 | 6,367 | 1,730 | 1,316 | 929 |
| Total assets | | 811,919 | 444,999 | 522,471 | 416,257 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| Liabilities | | | | | |
| Trade and other payables | 16 | 31,109 | 19,345 | 21,558 | 17,482 |
| Taxation | | 12,818 | 4,161 | - | 3,473 |
| Borrowings | 17 | 306,725 | 97,929 | 182,436 | 72,986 |
| Total liabilities | | 350,652 | 121,435 | 203,994 | 93,941 |
| Shareholders' equity | | | | | |
| Stated capital | 18 | 35,092 | 30,071 | 35,092 | 30,071 |
| Foreign currency translation reserve | | (1,449) | (2,576) | - | - |
| Share based payment reserve | 19 | 3,923 | 4,900 | 2,854 | 4,900 |
| Retained earnings | | 422,107 | 291,169 | 280,531 | 287,345 |
| Total equity attributable to equity holders of the parent company | | 459,673 | 323,564 | 318,477 | 322,316 |
| Minority interest | 22 | 1,594 | - | - | - |
| Total shareholders' equity | | 461,267 | 323,564 | 318,477 | 322,316 |
| Total liabilities and shareholders' equity | | 811,919 | 444,999 | 522,471 | 416,257 |

GROUP STATEMENTS OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31st JANUARY 2008

| | NOTE | STATED CAPITAL | RETAINED EARNINGS | SHARE BASED PAYMENT RESERVE | FORIEGN EXCHANGE TRANSLATION RESERVE | MINORITY INTEREST | TOTAL |
|--|------|-------------------|----------------------|--------------------------------------|---|----------------------|----------------|
| GROUP | | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 |
| Balance at 1 November 2006 | | 30,071 | 291,169 | 4,900 | (2,576) | - | 323,564 |
| Profit for the period | | - | 167,229 | - | - | 1,732 | 168,961 |
| Allocation of additional shares and share premium | 19 | 5,021 | - | (5,021) | - | - | - |
| Foreign currency translation reserve | | - | - | - | 1,207 | (218) | 989 |
| Write back to equity holders of the parent company | | - | - | - | (80) | 80 | - |
| Allocation to long term incentive plan | | - | - | 4,044 | - | - | 4,044 |
| Dividends declared and paid : final (2006) | 9 | - | (15,121) | - | - | - | (15,121) |
| Dividends declared and paid: interim (2008) | 9 | - | (21,170) | - | - | - | (21,170) |
| Balance at 31 January 2008 | | 35,092 | 422,107 | 3,923 | (1,449) | 1,594 | 461,267 |

| GROUP | | | | | | | |
|--|----|---------------|----------------|--------------|----------------|----------|----------------|
| Balance at 1 November 2005 | | 30,071 | 211,588 | - | - | - | 241,659 |
| Profit for the year | | - | 106,581 | - | - | 80 | 106,661 |
| Foreign currency translation reserve | | - | - | - | (2,348) | (308) | (2,656) |
| Write back to equity holders of the parent company | | - | - | - | (228) | 228 | - |
| Allocation to long term incentive plan | 19 | - | - | 4,900 | - | - | 4,900 |
| Dividends declared and paid: final (2005) | 9 | - | (15,000) | - | - | - | (15,000) |
| Dividends declared and paid: interim (2006) | 9 | - | (12,000) | - | - | - | (12,000) |
| Balance at 31 October 2006 | | 30,071 | 291,169 | 4,900 | (2,576) | - | 323,564 |

| COMPANY | | | | | | | |
|---|----|---------------|----------------|--------------|----------|----------|----------------|
| Balance at 1 November 2006 | | 30,071 | 287,345 | 4,900 | - | - | 322,316 |
| Profit for the period | | - | 29,477 | - | - | - | 29,477 |
| Allocation of additional shares and share premium | 19 | 5,021 | - | (5,021) | - | - | - |
| Allocation to long term incentive plan | | - | - | 2,975 | - | - | 2,975 |
| Dividends declared and paid : final (2006) | 9 | - | (15,121) | - | - | - | (15,121) |
| Dividends declared and paid: interim (2008) | 9 | - | (21,170) | - | - | - | (21,170) |
| Balance at 31 January 2008 | | 35,092 | 280,531 | 2,854 | - | - | 318,477 |

| COMPANY | | | | | | | |
|--|----|---------------|----------------|--------------|----------|----------|----------------|
| Balance at 1 November 2005 | | 30,071 | 209,028 | - | - | - | 239,099 |
| Profit for the year | | - | 105,317 | - | - | - | 105,317 |
| Allocation to long term incentive plan | 19 | - | - | 4,900 | - | - | 4,900 |
| Dividends declared and paid : final (2005) | 9 | - | (15,000) | - | - | - | (15,000) |
| Dividends declared and paid : interim (2006) | 9 | - | (12,000) | - | - | - | (12,000) |
| Balance at 31 October 2006 | | 30,071 | 287,345 | 4,900 | - | - | 322,316 |

GROUP CASH FLOW STATEMENTS

FOR THE PERIOD ENDED 31st JANUARY 2008

| | | GROUP | | COMPANY | |
|--|------|--|--|--|--|
| | NOTE | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 |
| | | P'000 | P'000 | P'000 | P'000 |
| OPERATING ACTIVITIES | | | | | |
| Cash (utilised in) / generated from operations | 20 | (120,603) | 31,655 | 418,053 | 74,904 |
| Taxation paid | | (47,425) | (32,788) | (12,774) | (30,761) |
| Net cash (utilised in) / generated from operating activities | | (168,028) | (1,133) | 405,279 | 44,143 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
| Investment in subsidiaries | 13 | - | - | (479,630) | (26,847) |
| Proceeds from sale of plant and equipment | | 1,250 | 13 | 1,250 | 7 |
| Purchase of intangible assets | 15 | (476) | (2,272) | (428) | (2,230) |
| Purchase of plant and equipment | 14 | (4,135) | (3,049) | (867) | (1,195) |
| Dividends from subsidiary | | - | - | 3,940 | 5,000 |
| Net cash utilised in investing activities | | (3,361) | (5,308) | (475,735) | (25,265) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| Net movement in short and long term borrowings | | 208,796 | 28,922 | 109,449 | 3,979 |
| Dividends paid - net of withholding tax | 9 | (32,482) | (23,701) | (32,482) | (23,701) |
| Net cash generated from / (used in) financing activities | | 176,314 | 5,221 | 76,967 | (19,722) |
| Net movement in cash and cash equivalents | | 4,925 | (1,220) | 6,511 | (844) |
| Movement in cash and cash equivalents | | | | | |
| At the beginning of the period | | 4,276 | 5,496 | 115 | 959 |
| Increase / (decrease) during the period | | 4,925 | (1,220) | 6,511 | (844) |
| At the end of the period | 10 | 9,201 | 4,276 | 6,626 | 115 |



GROUP ACCOUNTING POLICIES

FOR THE PERIOD ENDED 31st JANUARY 2008

The following principal accounting policies, which are consistent with prior years, have been adopted in the preparation of these financial statements:

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and in the manner required by the Companies Act, 2003 (No. 32 of 2004).

Basis of preparation

The financial statements are presented in Botswana Pula, which is also the functional currency. Except where indicated, financial information presented in Pula has been rounded to the nearest thousand.

The financial statements have been prepared on the historical cost basis except for financial instruments which are disclosed at fair value. The financial statements incorporate the following principal accounting policies which are consistent with those of the prior year:

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

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

Significant judgements made by management in the application of International Financial Reporting Standards consist mainly of advances to customers' impairment and share based payment calculations as disclosed in note 28.

Basis of consolidation

Subsidiaries are all entities (including special purpose entities) over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases. The purchase method of accounting is used to account for the acquisition of subsidiaries by the group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest.

The excess of the cost of acquisition over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement. Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated.

Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Details of the subsidiary companies are set out in note 13 of the financial statements.

Intra group balances and any unrealised income and expenses arising from intra group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Recognition and de-recognition of assets and liabilities

The group recognises an asset when it obtains control of a resource as a result of past events and future economic benefits are expected to flow to the company. The company derecognises a financial asset when it loses control over the contractual rights that comprise the asset and consequently transfers the substantive risks and benefits associated with the asset. A financial liability is derecognised when it is legally extinguished.

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment in value.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of the plant and equipment.

| | |
|------------------------|---------|
| Computers | 3 years |
| Furniture and fittings | 4 years |
| Office equipment | 5 years |
| Motor vehicles | 4 years |

The residual value and useful lives of each part of plant and equipment, if not insignificant, is reassessed annually. Gains and losses on disposal of plant and equipment items are determined by comparing proceeds with the carrying amount and included in the income statement.

GROUP ACCOUNTING POLICIES (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

Foreign currencies transactions

Transactions conducted in foreign currencies are translated to Botswana Pula at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Botswana Pula at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Botswana Pula at foreign exchange rates at the dates the values were determined.

Foreign operations financial statements

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Botswana Pula at the rates ruling at the financial period end. The income and expenses of foreign operations are translated to Botswana Pula at rates approximating those ruling at the dates of the transactions. Foreign currency differences are recognised directly in equity in the foreign currency translation reserve. When a foreign operation is disposed of, either in part or in full, the relevant amount in the foreign currency translation reserve is transferred to profit or loss.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as from the translation of liabilities that hedge the company's net investment in foreign operations.

Operating leases

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

Intangible assets

Software acquired by the group is stated at cost less accumulated amortisation and accumulated impairment losses.

Expenditure on internally developed software is recognised as an asset when the group is able to demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits, and can reliably measure the costs to complete the development. The capitalised costs of internally developed software include all costs directly attributable to developing the software, and are amortised over its useful life. Internally developed software is stated at capitalised cost less accumulated amortisation and impairment.

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

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful life of the software, from the date that it is available for use. The useful life and amortisation method is reviewed at each balance sheet date. The estimated useful life of software is three years.

Other receivables

Other receivables comprise prepayments, deposits and other recoverables which arise during the normal course of business.

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand, deposits held at call with banks, net of bank overdraft facilities subject to sweeping arrangements.

Provisions

Provisions are recognised when the group has a present legal obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case the related income tax is also recognised in equity.

Current tax comprises tax payable calculated on the basis of the expected taxable income for the year, using tax rates enacted at the balance sheet date, and any adjustment of tax payable for previous years.

Deferred tax

Deferred tax is provided using the balance sheet liability method, based on temporary differences. Temporary differences are differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax base. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is charged to the income statement except to the extent that it relates to a transaction that is recognised directly in equity, or a business combination. The effect on tax of any changes in tax rates is recognised in the income statement, except to the extent that it relates to items previously charged or credited directly to equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

GROUP ACCOUNTING POLICIES (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

Revenue recognition

Interest income is recognised in the income statement at amortised cost using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the group estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees and administration charges paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

Fee and commission income

Fees and commissions are recognised on an accrual basis when the service has been provided. Commission and fees arising from group credit life insurance scheme are recognised on a time-apportionate basis over the period the service is provided.

Interest from bank deposits

Interest from bank deposit is earned on an accruals basis at the agreed interest rate with the respective financial institution.

Other income

Other income comprises profit share and once-off joining fees. Profit share is recognised as profits are declared by the insurer on a notification basis. Once off joining fees are recognised in the income statement in the month a member takes insurance cover on a cash basis.

Dividend income

The group recognises dividends when the group's right to receive payment is established. This is on the 'last day to trade' for listed shares, and on the 'date of declaration' for unlisted shares. Dividend income includes scrip dividends, irrespective of whether there is an option to receive cash instead of shares.

Stated capital

Ordinary share capital is recognised at the fair value of the consideration received.

Dividends paid

Dividends on ordinary shares are recognised against equity in the period in which they are approved by the company's shareholders. Dividends declared after the balance sheet date are not recognised as a liability in the balance sheet.

Borrowings

Borrowings are recognised initially as the proceeds are received, net of transaction costs incurred. In subsequent periods, borrowings are stated at amortised cost using the effective yield method; any difference between the proceeds and the redemption value is recognised in the income statement over the period of the borrowings.

Employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. The company operates a defined contribution retirement benefit fund.

The group also operates an employee bonus incentive scheme. The provision for employee bonus incentive is based on a predetermined group policy and is recognised in other accruals. The accrual for employee bonus incentives are expected to be settled within 12 months.

Payroll administration costs

Administration costs are charged by employers for payroll deduction facilities. These costs are set-off against recoveries made from clients. Where the company is not able to recover in full such administration costs, they are recognised in the income statement as incurred.

Share-based payment transactions

The group operates an equity-settled conditional Long Term Incentive Plan (LTIP). Conditional awards are granted to management and key employees. The number of vesting awards is subject to achievement of certain market and non-market conditions. The grant date fair value of awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the actual number of awards that vest.

Segment reporting

A segment is a distinguishable component of the group that is engaged either in providing products and services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The group's primary format for segment reporting is based on geographical segments.

GROUP ACCOUNTING POLICIES (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

Earnings per share

The group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of shares outstanding for the effects of all dilutive potential ordinary shares arising from the Long Term Incentive Plan (LTIP) awards.

Contingent liabilities

The group recognises a contingent liability where, it has a possible obligation from past events, the existence of which will be confirmed only by the occurrence of one or more uncertain events not wholly within the control of the group, or it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

Related party transactions

Related parties comprise directors and key management personnel of the group and companies with common ownership and/or directors.

Financial assets and liabilities

Recognition

The group initially recognises loans and advances, deposits, debt securities issued and subordinated liabilities on the date that they are originated. All other financial assets and liabilities (including assets and liabilities designated at fair value through profit or loss) are initially recognised on the trade date at which the group becomes a party to the contractual provisions of the instrument.

Derecognition

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

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

The group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all risks and rewards of the transferred assets or a portion of them. If all or substantially all risks and rewards are retained, then the transferred assets are not derecognised from the balance sheet. Transfers of assets with retention of all or substantially all risks and rewards include, for example, securities lending and repurchase transactions.

When assets are sold to a third party with a concurrent total rate of return swap on the transferred assets, the transaction is accounted for as a secured financing transaction similar to repurchase transactions. In transactions where the group neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset, it derecognises the asset if control over the asset is lost.

The rights and obligations retained in the transfer are recognised separately as assets and liabilities as appropriate. In transfers where control over the asset is retained, the group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

In certain transactions the group retains rights to service a transferred financial asset for a fee. The transferred asset is derecognised in its entirety if it meets the derecognition criteria. An asset or liability is recognised for the servicing rights, depending on whether the servicing fee is more than adequate to cover servicing expenses (asset) or is less than adequate for performing the servicing (liability).

The group also derecognises certain assets when it charges off balances pertaining to the assets deemed to be uncollectible.

Offsetting

Financial assets and liabilities are set off and the net amount presented in the balance sheet when, and only when, the group has a legal right to set off the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions such as in the group's trading activity.

Amortised cost measurement

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

Fair value measurement

The determination of fair values of financial assets and financial liabilities is based on quoted market prices or dealer price quotations for financial instruments traded in active markets. For all other financial instruments fair value is determined by using valuation techniques. Valuation techniques include net present value techniques, the discounted cash flow method, comparison to similar instruments for which market observable prices exist, and valuation models. The group uses widely recognised valuation models for determining the fair value of common and more simple financial instruments like options and interest rate and currency swaps. For these financial instruments, inputs into models are market observable.

GROUP ACCOUNTING POLICIES (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

Fair value measurement (Continued)

For more complex instruments, the group uses proprietary models, which usually are developed from recognised valuation models. Some or all of the inputs into these models may not be market observable, and are derived from market prices or rates or are estimated based on assumptions. When entering into a transaction, the financial instrument is recognised initially at the transaction price, which is the best indicator of fair value, although the value obtained from the valuation model may differ from the transaction price. This initial difference, usually an increase, in fair value indicated by valuation techniques is recognised in income depending upon the individual facts and circumstances of each transaction and not later than when the market data becomes observable.

The value produced by a model or other valuation technique is adjusted to allow for a number of factors as appropriate, because valuation techniques cannot appropriately reflect all factors market participants take into account when entering into a transaction. Valuation adjustments are recorded to allow for model risks, bid-ask spreads, liquidity risks, as well as other factors. Management believes that these valuation adjustments are necessary and appropriate to fairly state financial instruments carried at fair value on the balance sheet.

Identification and measurement of impairment

At each balance sheet date the group assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. Financial assets are impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the future cash flows on the asset that can be estimated reliably.

The group considers evidence of impairment at both a specific asset and collective level. All individually significant financial assets are assessed for specific impairment. All significant assets found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are then collectively assessed for impairment by grouping together financial assets (carried at amortised cost) with similar risk characteristics.

Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a borrower; restructuring of a loan or advance by the group on terms that the group would not otherwise consider; indications that a borrower or issuer will enter bankruptcy; the disappearance of an active market for a security; or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group.

In assessing collective impairment the group uses statistical modelling of historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical modelling. Default rates, loss rates and the expected timing of future recoveries are regularly benchmarked against actual outcomes to ensure that they remain appropriate.

Impairment losses on assets carried at amortised cost are measured as the difference between the carrying amount of the financial assets and the present value of estimated cash flows discounted at the assets' original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and advances. Interest on the impaired asset continues to be recognised through the unwinding of the discount.

When a subsequent event causes the amount of impairment loss to decrease, the impairment loss is reversed through profit or loss.

Impairment losses on available-for-sale investment securities are recognised by transferring the difference between the amortised acquisition cost and current fair value out of equity to profit or loss. When a subsequent event causes the amount of impairment loss on an available-for-sale debt security to decrease, the impairment loss is reversed through profit or loss.

However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognised directly in equity. Changes in impairment provisions attributable to time value are reflected as a component of interest income.

Designation at fair value through profit or loss

The group has designated financial assets and liabilities at fair value through profit or loss when either:

- the assets or liabilities are managed, evaluated and reported internally on a fair value basis;
- the designation eliminates or significantly reduces an accounting mismatch which would otherwise arise; or
- the asset or liability contains an embedded derivative that significantly modifies the cash flows that would otherwise be required under the contract.

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|---|--|--|--|--|
| | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 |
| | P'000 | P'000 | P'000 | P'000 |
| 1 INTEREST INCOME | | | | |
| Advances to customers | 277,971 | 169,199 | 30,429 | 165,790 |
| Other - deposits with banks | 386 | 1,153 | - | 972 |
| - related party (note 24.1) | - | - | 47,893 | 2,830 |
| | 278,357 | 170,352 | 78,322 | 169,592 |
| 2 INTEREST EXPENSE | | | | |
| Overdraft facilities | 30,835 | 11,986 | 19,739 | 10,822 |
| Term borrowing | 5,226 | - | 2,698 | - |
| Foreign exchange (gain) / loss | (1,669) | 709 | 265 | - |
| Other | 93 | - | (21) | - |
| Related party (note 24.1) | - | - | 1,436 | 360 |
| | 34,485 | 12,695 | 24,117 | 11,182 |
| 3 FEE AND COMMISSION INCOME | | | | |
| Administration fees - legal expenses insurance agency | 17,888 | 12,652 | - | - |
| Administration fees - lending | 40,986 | 6,885 | 446 | 2,122 |
| Arrangement fees from related party (note 24.1) | - | - | 305 | - |
| Credit life insurance commission (note 16.3) | 2,760 | 1,700 | 310 | 1,700 |
| Credit life administration fees (note 16.3) | 3,154 | 1,488 | 271 | 1,488 |
| | 64,788 | 22,725 | 1,332 | 5,310 |
| 4 OTHER INCOME | | | | |
| Profit on disposal of plant and equipment | - | 6 | - | 4 |
| Profit share from legal expense insurance agency | 4,409 | 3,903 | - | 711 |
| Management fees from related parties (note 24.1) | - | - | 10,062 | 434 |
| Guarantee fees from related parties (note 24.1) | - | - | 798 | - |
| Dividend from related party (note 24.1) | - | - | 3,940 | 5,000 |
| Sundry income | 1,246 | 391 | 24 | 71 |
| | 5,655 | 4,300 | 14,824 | 6,220 |
| 5 STAFF COSTS | | | | |
| Salaries and wages | 22,476 | 9,991 | 7,106 | 7,842 |
| Staff incentive (note 16.2) | 12,498 | 4,276 | 9,956 | 3,513 |
| Staff pension fund contribution (note 30) | 526 | - | 102 | - |
| Directors' remuneration - for management services (executive) | 4,472 | 1,857 | 4,472 | 1,857 |
| Long term incentive plan | 4,044 | 4,900 | 2,975 | 4,900 |
| | 44,037 | 21,024 | 24,632 | 18,112 |
| 6 OPERATING EXPENSES | | | | |
| Accounting and secretarial fees | 1,026 | 944 | 733 | 849 |
| Advertising | 6,260 | 3,988 | 291 | 2,193 |
| Audit fees - current year | 748 | 428 | 164 | 360 |
| - prior year under provision | - | 98 | - | - |
| - other fees paid for professional services | 318 | - | 40 | - |
| Bank charges | 2,302 | 814 | 694 | 404 |
| Computer expenses | 1,918 | 988 | 1,408 | 500 |
| Consultancy fees | 825 | 13 | 824 | 13 |
| Depreciation - Computer equipment (note 14) | 831 | 485 | 180 | 326 |
| - Office furniture and equipment (note 14) | 1,245 | 879 | 498 | 728 |
| - Motor vehicles (note 14) | 4 | - | - | - |
| Amortisation of intangible assets (note 15) | 1,096 | 845 | 953 | 743 |
| Directors' fees - non executive (note 24.2) | 1,631 | 314 | 1,631 | 314 |
| Loss on disposal of plant and equipment | 290 | - | 13 | - |
| Management fees paid to related party (note 24.2) | - | 480 | - | 480 |
| Operating lease rentals - property | 3,930 | 2,178 | 1,034 | 1,226 |
| Other operating expenses | 6,687 | 3,772 | 960 | 2,334 |
| Payroll administration costs | 2,203 | 2,020 | 494 | 1,593 |
| Professional fees | 189 | 252 | 119 | 251 |
| Telephone and postage | 2,907 | 1,494 | 1,136 | 1,002 |
| Travel | 2,760 | 1,671 | 931 | 1,017 |
| | 37,170 | 21,663 | 12,103 | 14,333 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|---|--|--|--|--|
| | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 | 15 MONTHS ENDED 31st JANUARY 2008 | 12 MONTHS ENDED 31st OCTOBER 2006 |
| | P'000 | P'000 | P'000 | P'000 |
| 7 TAXATION | | | | |
| Company taxation | | | | |
| - Basic taxation | 37,110 | 22,115 | 4,213 | 19,724 |
| - Additional company taxation | 20,231 | 14,171 | 2,808 | 13,149 |
| - Over provision from prior year | (421) | 311 | - | 169 |
| - Withholding tax on dividends paid | (3,809) | (3,299) | (3,809) | (3,299) |
| - Withholding tax on dividends received | - | - | 591 | 750 |
| | 53,111 | 33,298 | 3,803 | 30,493 |
| - Deferred taxation credit | (4,637) | (1,226) | (387) | (438) |
| - Other taxes | 7 | - | - | - |
| | 48,481 | 32,072 | 3,416 | 30,055 |
| 7.1 Additional company taxation (Botswana) available to be offset against withholding tax on dividends | | | | |
| Balance at the beginning of the period | 39,385 | 28,388 | 37,985 | 28,067 |
| Arising in the current period | 20,231 | 14,171 | 2,808 | 13,149 |
| Under provision from prior period | - | 125 | - | 68 |
| Withholding tax on dividends paid | (3,809) | (3,299) | (3,809) | (3,299) |
| Balance at the end of the period | 55,807 | 39,385 | 36,984 | 37,985 |
| Additional company tax falls away after a period of five years if not utilised. | | | | |
| 7.2 Deferred taxation | | | | |
| Balance at the beginning of the period | (1,730) | (504) | (929) | (491) |
| Current year credit | (4,637) | (1,226) | (387) | (438) |
| Balance at the end of the period | (6,367) | (1,730) | (1,316) | (929) |
| Deferred taxation arises from temporary differences on the following items: | | | | |
| Plant and equipment | 344 | (368) | 265 | (334) |
| Share based payment provision | (204) | 1,225 | (511) | 1,225 |
| Staff incentive provision | 1,558 | - | 1,558 | - |
| General impairment provision | 3,253 | - | - | - |
| Taxation losses | 1,358 | 827 | - | - |
| Deferred rent provision | 58 | 46 | 4 | 38 |
| | 6,367 | 1,730 | 1,316 | 929 |
| 7.3 Reconciliation of current taxation | | | | |
| Income before taxation | 217,442 | 138,733 | 32,893 | 135,372 |
| Tax calculated at relevant tax rates | 57,361 | 36,766 | 9,899 | 33,842 |
| Under provision from prior period | (421) | 311 | - | 169 |
| Expenses and revenues not deductible for tax purposes | (4,650) | (1,706) | (3,265) | (1,407) |
| Withholding tax on dividends paid | (3,809) | (3,299) | (3,809) | (3,299) |
| Withholding tax on dividends received | - | - | 591 | 750 |
| | 48,481 | 32,072 | 3,416 | 30,055 |

8 EARNINGS PER SHARE

The calculation of basic earnings per share is based on after taxation earnings of P168,961,000 (2006 - P106,661,000) and the weighted average number of shares in issue during the period of 151,106,833 (2006 : 150 million).

The number of dilutive potential ordinary shares at the end of the period arising from unvested long term incentive share awards is 1,982,119 (2006:2,645,023). The calculation of diluted earnings per share is based on profit for the period of P168,961,000 (2006:106,661,000) and shares amounting to 152,028,382 (2006:152,645,023).

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

9 DIVIDENDS PER SHARE

Final dividends are not accounted for until they have been ratified at the Annual General Meeting. At a board of directors meeting held on 18 April 2008, a final dividend in respect of the fifteen month period ended 31 January 2008 of P0.14 per share (2006: actual final dividend of P0.10 per share) amounting to total of P21.1 million (2006: actual final dividend of P15.1 million) was proposed. The financial statements for the period ended 31 January 2008 do not reflect this resolution, which will be accounted for in shareholders' equity as an appropriation of retained earnings in the year ending 31 January 2009.

The interim dividend which was paid in respect of 2008 was P0.14 per share (2006: actual interim dividend of P0.08 per share) amounting to a total of P21.1 million (2006: actual interim dividend amounting to P12 million).

10 CASH AND CASH EQUIVALENTS

Cash at bank and in hand
Short term bank deposits
Bank overdrafts

11 ADVANCES TO CUSTOMERS

Gross advances to customers
Less : impairment provisions
Net advances to customers

Certain advances to customers are pledged as security for borrowings as set out in note 17.

Maturity analysis of advances to customers

Maturity within 1 year
Maturity after 1 year but within 2 years
Maturity after 2 years but before 5 years

Provision for impairment

Balance at the beginning of the period
Impairment adjustment / (transfer)

Balance at the end of the period**Charges / (reversals) to the income statement**

Amounts written off
Recoveries during the period
Impairment adjustment

Group and company**Non-performing advances**

Included in advances to customers are accounts with a value of P388,000 (2006 - P440,000) which are not earning interest and insurance claims are being processed.

12 OTHER RECEIVABLES

Accounts receivables from related parties (note 24.4)
Credit life profit share
Deposits and prepayments
Administration fees receivable - legal expenses insurance agency
Other receivables

Maturity analysis of other receivables**Non-current portion**

Deposits and prepayments

Current portion

Accounts receivable from related parties (note 24.4)
Credit life profit share
Administration fees receivable
Other receivables

| GROUP | | COMPANY | |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 610 | 155 | 6,626 | 23 |
| 8,591 | 4,560 | - | 122 |
| - | (439) | - | (30) |
| 9,201 | 4,276 | 6,626 | 115 |
| 801,450 | 437,461 | - | 388,565 |
| (13,524) | (6,918) | - | (6,334) |
| 787,926 | 430,543 | - | 382,231 |
| 52,255 | 23,975 | - | 19,846 |
| 159,461 | 124,028 | - | 87,305 |
| 576,210 | 282,540 | - | 275,080 |
| 787,926 | 430,543 | - | 382,231 |
| 6,918 | 8,153 | 6,334 | 8,153 |
| 6,606 | (1,235) | (6,334) | (1,819) |
| 13,524 | 6,918 | - | 6,334 |
| 19,387 | 11,629 | 2,062 | 10,777 |
| (10,327) | (7,132) | (1,181) | (6,835) |
| 6,606 | (1,235) | (148) | (1,819) |
| 15,666 | 3,262 | 733 | 2,123 |
| - | - | 4,092 | 1,406 |
| - | 782 | - | 782 |
| 706 | 197 | 62 | 149 |
| 1,724 | 1,464 | - | - |
| 620 | 522 | 100 | 91 |
| 3,050 | 2,965 | 4,254 | 2,428 |
| 706 | 197 | 62 | 149 |
| - | - | 4,092 | 1,406 |
| - | 782 | - | 782 |
| 1,724 | 1,464 | - | - |
| 620 | 522 | 100 | 91 |
| 2,344 | 2,768 | 4,192 | 2,279 |
| 3,050 | 2,965 | 4,254 | 2,428 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 13 INVESTMENT IN SUBSIDIARY COMPANIES | | | | |
| <i>Investment in shares</i> | | | | |
| Letshego Guard (Proprietary) Limited - shares at cost | - | - | 1 | 1 |
| Letshego Financial Services (Proprietary) Limited (Botswana)- shares at cost | - | - | 30,000 | - |
| Letshego Financial Services Limited (Zambia)- preference shares | - | - | 5,821 | - |
| Letshego Financial Services Limited (Zambia)- shares at cost | - | - | 35 | - |
| Letshego Guard Insurance Company Limited - shares at cost | - | - | 2,000 | - |
| Letshego Life Insurance Limited - shares at cost | - | - | 2,000 | - |
| Micro Provident Swaziland (Proprietary) Limited - shares at cost | - | - | 1 | 1 |
| Micro Provident Tanzania Limited - shares at cost | - | - | 650 | 2 |
| Micro Provident Uganda Limited - shares at cost | - | - | 1,000 | 1,000 |
| Micro Provident Ghana Limited - shares at cost | - | - | - | - |
| Micro Provident Malawi Limited - shares at cost | - | - | - | - |
| | - | - | 41,508 | 1,004 |
| <i>Other investments</i> | | | | |
| Micro Provident Swaziland (Proprietary) Limited - term loan | - | - | 40,041 | 25,844 |
| Letshego Financial Services (Proprietary) Limited - term loan | - | - | 428,927 | - |
| Letshego Guard Insurance Company Limited - current account | - | - | (1,999) | - |
| Letshego Life Insurance Limited - current account | - | - | (1,999) | - |
| | - | - | 464,970 | 25,844 |
| | - | - | 506,478 | 26,848 |

The nature of the businesses of the subsidiary companies and the ownership details are provided below:

| Subsidiary company | Country of incorporation | Nature of business | % holding |
|---|--------------------------|--|-----------|
| Letshego Guard (Proprietary) Limited | Botswana | Marketing and administration of legal insurance products | 100 |
| Letshego Financial Services (Proprietary) Limited | Botswana | Unsecured consumer lending | 100 |
| Letshego Financial Services Limited | Zambia | Unsecured consumer lending | 100 |
| Micro Provident Uganda Limited | Uganda | Unsecured consumer lending | 100 |
| Micro Provident Swaziland (Proprietary) Limited | Swaziland | Unsecured consumer lending | 85 |
| Micro Provident Tanzania Limited | Tanzania | Unsecured consumer lending | 85 |
| Micro Provident Ghana Limited | Ghana | Dormant | 100 |
| Micro Provident Malawi Limited | Malawi | Dormant | 100 |
| Letshego Guard Insurance Company Limited | Botswana | Dormant | 100 |
| Letshego Life Insurance Limited | Botswana | Dormant | 100 |

Micro Provident Swaziland (Proprietary) Limited (MPS) - term loan

The loan is denominated in South African Rand (ZAR), bears interest and Swaziland prime plus 4% per annum, is unsecured and has a term of 10 years. The Swaziland Emalengeni (SZL) and the ZAR are both members of the Common Currency Area and have the same effective exchange rate and interest rates. The loan is used by MPS to fund its consumer lending operations.

Letshego Financial Services (Proprietary) Limited (Botswana) (LFSB) - term loan

The loan is denominated in Botswana Pula, bears interest at Botswana prime plus 2% per annum, is unsecured and has a term of 10 years. The loan arose from the transfer of the lending business of the holding company to LFSB in January 2007. Refer to note 31. The loan to LFSB is held as security for borrowings as set out in note 17.

Current accounts

The current accounts are denominated in Botswana Pula, interest free and settled on a quarterly basis.

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

14 PLANT AND EQUIPMENT

GROUP

| | Motor | Computer vehicles | Office furniture equipment | Total & equipment |
|-----------------------------------|------------|-------------------|----------------------------|-------------------|
| Cost | P'000 | P'000 | P'000 | P'000 |
| Balance at 1 November 2006 | 59 | 2,265 | 4,904 | 7,228 |
| Additions | 169 | 977 | 2,989 | 4,135 |
| Disposals | (59) | (1,314) | (2,617) | (3,990) |
| Balance at 31 January 2008 | 169 | 1,928 | 5,276 | 7,373 |

Accumulated Depreciation

| | | | | |
|------------------------------------|----------|--------------|--------------|--------------|
| Balance at 1 November 2006 | 59 | 1,398 | 1,897 | 3,354 |
| Depreciation charge for the period | 4 | 831 | 1,245 | 2,080 |
| Disposals | (59) | (1,065) | (1,321) | (2,445) |
| Balance at 31 January 2008 | 4 | 1,164 | 1,821 | 2,989 |

Net Book Value at

| | | | | |
|-----------------|-----|-----|-------|-------|
| 31 January 2008 | 165 | 764 | 3,455 | 4,384 |
| 31 October 2006 | - | 867 | 3,007 | 3,874 |

COMPANY

Cost

| | Motor vehicles P'000 | Computer equipment P'000 | Office furniture & equipment P'000 | Total P'000 |
|-----------------------------------|----------------------|--------------------------|------------------------------------|--------------|
| Balance at 1 November 2006 | 59 | 1,566 | 3,526 | 5,151 |
| Additions | - | 258 | 609 | 867 |
| Disposals | (59) | (1,306) | (2,272) | (3,637) |
| Balance at 31 January 2008 | - | 518 | 1,863 | 2,381 |

Accumulated Depreciation

| | | | | |
|------------------------------------|----------|------------|------------|--------------|
| Balance at 1 November 2006 | 59 | 1,169 | 1,704 | 2,932 |
| Depreciation charge for the period | - | 180 | 498 | 678 |
| Disposals | (59) | (1,063) | (1,251) | (2,373) |
| Balance at 31 January 2008 | - | 286 | 951 | 1,237 |

Net Book Value at

| | | | | |
|-----------------|---|-----|-------|-------|
| 31 January 2008 | - | 232 | 912 | 1,144 |
| 31 October 2006 | - | 397 | 1,822 | 2,219 |

15 INTANGIBLE ASSETS

| | GROUP | | COMPANY | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| Computer software | 2,549 | 2,548 | 2,230 | 2,230 |
| Additions | 476 | - | 428 | - |
| Amortisation | (2,034) | (937) | (1,695) | (743) |
| Net Book Value at 31 January 2008 | 991 | 1,611 | 963 | 1,487 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 16 TRADE AND OTHER PAYABLES | | | | |
| Trade and other payables | 8,563 | 7,610 | 1,498 | 5,109 |
| Staff incentive provision (note 16.2) | 6,228 | 4,557 | 6,228 | 3,736 |
| Deferred income (note 16.3) | 16,318 | 7,178 | - | 7,178 |
| Related party payables (note 24.5) | - | - | 13,832 | 1,459 |
| | 31,109 | 19,345 | 21,558 | 17,482 |
| 16.1 Maturity analysis of trade and other payables | | | | |
| Non-current portion | | | | |
| Deferred income | 9,791 | 4,307 | - | 4,307 |
| Staff incentive provision | - | - | - | - |
| | 9,791 | 4,307 | - | 4,307 |
| Current portion | | | | |
| Deferred income | 6,527 | 2,871 | - | 2,871 |
| Staff incentive provision | 6,228 | 4,557 | 6,228 | 3,736 |
| Trade and other payables | 8,563 | 7,610 | 1,498 | 5,109 |
| Related party payables | - | - | 13,832 | 1,459 |
| | 21,318 | 15,038 | 21,558 | 13,175 |
| Total trade and other payables | 31,109 | 19,345 | 21,558 | 17,482 |
| 16.2 Movement in staff incentive provision | | | | |
| Balance at the beginning of the period | 4,557 | 5,485 | 3,736 | 5,352 |
| Current period charge (note 5) | 12,498 | 4,276 | 9,956 | 3,513 |
| Paid during the period | (10,827) | (5,204) | (7,464) | (5,129) |
| Balance at the end of the period | 6,228 | 4,557 | 6,228 | 3,736 |
| 16.3 Movement in deferred income | | | | |
| Balance at the beginning of the period | 7,178 | 5,683 | 7,178 | 5,683 |
| Raised / (transferred) during the period | 15,054 | 4,683 | (6,597) | 4,683 |
| Credit life insurance commission (note 3) | (2,760) | (1,700) | (310) | (1,700) |
| Credit life administration fees (note 3) | (3,154) | (1,488) | (271) | (1,488) |
| Balance at the end of the period | 16,318 | 7,178 | - | 7,178 |
| 17 BORROWINGS | | | | |
| Long term borrowings | | | | |
| <i>Bank facilities</i> | | | | |
| First National Bank of Botswana Ltd | 15,000 | 15,000 | 15,000 | 15,000 |
| African Alliance Botswana Liquidity Fund | 25,000 | - | 25,000 | - |
| Netherlands Development Finance Company (FMO) | 49,836 | - | - | - |
| International Finance Corporation | 104,561 | - | 57,864 | - |
| | 194,397 | 15,000 | 97,864 | 15,000 |
| Short term borrowings | | | | |
| <i>Bank facilities</i> | | | | |
| Barclays Bank of Botswana Ltd | 42,969 | 36,583 | 42,969 | 36,583 |
| First National Bank of Botswana Ltd | 4,376 | 13,827 | 4,376 | 1,384 |
| First National Bank of Swaziland Ltd | - | - | - | - |
| Standard Chartered Bank Botswana Ltd | 37,227 | 23,891 | 37,227 | 20,019 |
| Standard Chartered Bank Tanzania Ltd | 6,119 | - | - | - |
| Standard Chartered Bank Uganda Ltd | 21,637 | - | - | - |
| BIFM Capital Investment Fund Two (Pty) Ltd | - | 8,628 | - | - |
| | 112,328 | 82,929 | 84,572 | 57,986 |
| Total borrowings | 306,725 | 97,929 | 182,436 | 72,986 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

17 BORROWINGS (continued)

Long term borrowings

First National Bank of Botswana Limited (FNBB)

The 3 year term loan from FNBB attracts interest at a fixed rate of 12.75% per annum, and can be repaid or converted to an overdraft facility at the end of its term in March 2009. The loan is denominated in Botswana Pula.

The loan shares the same security as the overdraft facility - refer to note under short term borrowings.

African Alliance Botswana Liquidity Fund

The promissory notes have a term of 12 months and bear interest at a fixed rate of 14.5% per annum. The promissory notes mature on 15 March 2008 (BWP 10 million) and 10 June 2008 (BWP 15 million).

The notes are unsecured and denominated in Botswana Pula. On 15 March 2008 the BWP 10,000,000 note was reinvested for a further period of 12 months at a fixed interest rate of 12.75% per annum.

Netherlands Development Finance Company (FMO)

The term loan from FMO is used exclusively for Micro Provident Tanzania Limited and is denominated in Tanzanian Shillings.

The loan bears interest at the twelve month average 182 day Tanzanian treasury bill rate plus 3.85% per annum. With effect from 1 January 2008, the interest rate was changed to the twelve month average 182 day Tanzanian treasury bill rate plus 1.65% per annum.

The loan is repayable in six equal semi-annual installments, commencing 1 April 2009. Interest is paid semi-annually in April and September each year. The loan is secured by a corporate guarantee from Micro Provident Botswana Limited.

International Finance Corporation (IFC)

The term loan from IFC has been allocated to Micro Provident Botswana Limited, Micro Provident Swaziland (Proprietary) Limited and Letshego Financial Services Limited (Zambia). The loan to Micro Provident Botswana Limited and Micro Provident Swaziland (Proprietary) Limited is denominated in South African Rand (ZAR) and the loan to Letshego Financial Services Limited (Zambia) is denominated in Zambian Kwacha.

The loans bear interest rates as follows:

- Micro Provident Botswana Limited 3 month Johannesburg Inter Bank Acceptance Rate (JIBAR) rate plus 1.8%
- Micro Provident Swaziland (Pty) Limited 3 month JIBAR rate plus 2.3%
- Letshego Financial Services Limited (Zambia) 364 day Zambian treasury bill rate plus 4%

The loans are repayable in ten equal semi-annual installments commencing on 15 December 2009. Interest is paid quarterly.

The loans are secured by:

- an unlimited parri passu cession of the advances to customers book of Letshego Financial Services (Proprietary) Limited (Botswana)
- an unlimited parri passu cession of the loan between Micro Provident Botswana Limited and Letshego Financial Services (Proprietary) Limited (Botswana)
- a guarantee from Micro Provident Botswana Limited and Letshego Financial Services (Proprietary) Limited (Botswana)

An amount of Zambian Kwacha equivalent of United States Dollars (USD) 3 million of the overall facility has been allocated to Letshego Financial Services Limited (Zambia). This loan was not drawn at 31 January 2008.

Short term borrowings

Barclays Bank of Botswana Ltd

The facilities comprise a BWP140 million or ZAR 154 million maximum overdraft facilities.

The BWP overdraft facility may be converted into a 12 month loan facility and attracts interest at Botswana prime less 2% per annum. The ZAR154 million overdraft facility attracts interest at the South African prime rate less 1% per annum.

The overdraft facilities are convertible into a 12 month term loan facilities and they are repayable on demand.

The overdraft facilities are secured by a parri passu cession of the loan to Letshego Financial Services (Proprietary) Limited (Botswana) and by a parri passu cession of advances to customers book of Letshego Financial Services (Proprietary) Limited (Botswana).

First National Bank of Botswana Ltd (FNBB)

The BWP30 million overdraft facility attracts interest at prime less 1.25% per annum and is repayable on demand.

The overdraft facilities are secured by a parri passu cession of the loan to Letshego Financial Services (Proprietary) Limited and by a parri passu cession of the loan book of Letshego Financial Services (Proprietary) Limited (Botswana).

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

17 BORROWINGS (continued)

Standard Chartered Bank Botswana Limited

The group has overdraft facilities with Standard Chartered Bank Botswana Limited which have been allocated and bear interest as follows:

| | | | |
|--|------------------|-------------------------|-------|
| - Micro Provident Botswana Limited | - BWP 35 million | Botswana prime less 2% | 14.0% |
| - Micro Provident Tanzania Limited | - BWP 20 million | Tanzania prime plus 1% | 16.5% |
| - Micro Provident Uganda Limited | - BWP 30 million | Ugandan prime less 2.5% | 16.0% |
| - Letshego Financial Services Limited (Zambia) | - BWP 8 million | Zambian prime | 19.0% |
| - Total | -BWP 93 million | | |

Each of the facilities is denominated in the respective local currency and is repayable on demand.

Each of the facilities is secured by:

- an unlimited parri passu cession of the advances to customers book of Letshego Financial Services (Proprietary) Limited (Botswana)
- an unlimited parri passu cession of the loan between Micro Provident Botswana Limited and Letshego Financial Services (Proprietary) Limited (Botswana)

BIFM Capital Investment Fund Two (Proprietary) Limited

The promissory notes had a maximum face value of ZAR 20 million and attracted interest at JIBAR plus 4.4% and were secured by a corporate guarantee from Micro Provident Botswana Limited.

The promissory notes were repaid in full during the period.

First National Bank of Swaziland Limited

Overdraft facilities of Swaziland Emalangenzi SZL 25 million dedicated to Micro Provident Swaziland (Proprietary) Limited which attract interest at Swaziland prime less 1%.

The overdraft is repayable on demand, is denominated in Swaziland Emalangenzi and is secured by:

- guarantee of SZL 10 million from Micro Provident Botswana Limited
- unlimited letter of surtyship from Micro Provident Botswana Limited
- cession of Micro Provident Swaziland (Proprietary) Limited advances to customers

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 18 STATED CAPITAL | | | | |
| Issued: 151,544,881 ordinary shares of no par value (2006: 150,000,000) | 1,515 | 1,500 | 1,515 | 1,500 |
| During the period 1,544 881 new shares were issued as part of the group long term incentive plan - Refer note 19. | | | | |
| Share premium | | | | |
| Arising on the private issue of 100 ordinary shares of BWP0.01 each at a premium of BWP 5,999.00 per share. | 600 | 600 | 600 | 600 |
| Arising on the public issue of 30,000,000 ordinary shares of BWP0.01 each at a premium of BWP0.99 per share. | 29,700 | 29,700 | 29,700 | 29,700 |
| Arising on the issue of 1,214,992 ordinary shares of BWP0.01 each at a premium of BWP3.24 per share | 3,937 | - | 3,937 | - |
| Arising on the issue of 329,889 ordinary shares of BWP0.01 each at a premium of BWP3.24 per share. | 1,069 | - | 1,069 | - |
| Less: costs of issue - listing expenses on the Botswana Stock Exchange | (1,729) | (1,729) | (1,729) | (1,729) |
| Total share premium | 33,577 | 28,571 | 33,577 | 28,571 |
| Total stated capital | 35,092 | 30,071 | 35,092 | 30,071 |

All shares in issue (BWP0.01 par value) prior to the commencement of the Botswana Companies Act, 2003 have been converted into shares of no par value. Such conversion does not affect the rights and liabilities attached to the shares. With the commencement of the Botswana Companies Act 2003 on 3 July 2007 the Stated Capital comprises all the called up, issued share capital and the associated share premium account.

19 SHARE INCENTIVE SCHEME

The group operates an equity settled conditional Long Term Incentive Plan (LTIP), which was approved by shareholders at an Extraordinary General Meeting which was held on 20 December 2005. Under the plan, conditional awards are granted to management and key employees of the group. The number of vesting awards is subject to achievement of certain market and non-market conditions. Shares granted in terms of the plan may not exceed 10% of the issued ordinary shares of the company. The maximum number of shares which can be allocated to any individual participant under the scheme is 1% of the issued ordinary shares of the company. Share awards under the plan have been made during 2005, 2006 and 2007. The vesting period of the awards is generally three years.

| | GROUP | | COMPANY | |
|--|--|--|--|--|
| | 31st JANUARY 2008 AWARDS P'000 | 31st OCTOBER 2006 AWARDS P'000 | 31st JANUARY 2008 AWARDS P'000 | 31st OCTOBER 2006 AWARDS P'000 |
| Outstanding at the beginning of the period - 2005 awards | 3,391 | - | 3,391 | - |
| Granted during the period - 2006 and 2007 awards | 2,016 | 3,391 | 1,469 | 3,391 |
| Exercised during the period - 2005 awards | (1,545) | - | (1,545) | - |
| Forfeited during the period - 2005 awards | (1,846) | - | (1,846) | - |
| Outstanding at the end of the period | 2,016 | 3,391 | 1,469 | 3,391 |

Weighted average exercise price

Weighted average vesting period

| | | |
|-------------|-------------|-------------|
| 2005 Awards | 2006 Awards | 2007 Awards |
| P3.25 | P4.25 | P8.35 |
| Exercised | 12 months | 24 months |

The fair value of services received using the Monte Carlo valuation model is as follows:

| | GROUP | | COMPANY | |
|--|--|--|--|--|
| | 31st JANUARY 2008 FAIR VALUE P'000 | 31st OCTOBER 2006 FAIR VALUE P'000 | 31st JANUARY 2008 FAIR VALUE P'000 | 31st OCTOBER 2006 FAIR VALUE P'000 |
| Outstanding at the beginning of the period | 4,900 | - | 4,900 | - |
| Granted during the period | 4,044 | 4,900 | 2,975 | 4,900 |
| Exercised during the period - 21 December 2006 | (3,949) | - | (3,949) | - |
| Exercised during the period - 24 December 2007 | (1,072) | - | (1,072) | - |
| Outstanding at the end of the period | 3,923 | 4,900 | 2,854 | 4,900 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 20 CASH GENERATED FROM OPERATIONS | | | | |
| Operating income before taxation | 217,442 | 138,733 | 32,893 | 135,372 |
| Adjustments for : | | | | |
| - Amortisation of intangible assets | 1,096 | 845 | 953 | 743 |
| - Depreciation (note 14) | 2,080 | 1,364 | 678 | 1,054 |
| - Impairment provision reduction (note 11) | 6,607 | (1,236) | (6,334) | (1,819) |
| - Deferred income - credit life commission (note 16.3) | (3,154) | (1,700) | (310) | (1,700) |
| - Deferred income - credit life administration fees (note 16.3) | (2,760) | (1,488) | (271) | (1,488) |
| - Loss/(profit) on disposal of plant and equipment | 290 | (6) | 13 | (4) |
| - Long term incentive plan provision | 3,066 | 4,900 | 2,975 | 4,900 |
| - Unrealised foreign currency translation gains | 1,127 | (2,656) | - | - |
| - Dividend from subsidiary | - | - | (3,940) | (5,000) |
| Changes in working capital : | - | - | - | - |
| Movement in advances to customers | (363,989) | (111,356) | 388,565 | (62,461) |
| Increase in other receivables | (86) | (1,272) | (1,826) | (1,860) |
| Increase in trade and other payables | 17,678 | 5,527 | 4,657 | 7,167 |
| Cash (utilised in) / generated from operations | (120,603) | 31,655 | 418,053 | 74,904 |
| 21 CAPITAL COMMITMENTS | | | | |
| Authorised by the directors:- | | | | |
| - Not contracted for | 3,700 | 3,162 | 1,275 | 600 |
| The capital expenditure will be financed from the company's existing facilities. | | | | |
| 22 MINORITY INTEREST | | | | |
| Share of current period profit after tax | 1,732 | 80 | - | - |
| Share of foreign currency translation reserve | (218) | (308) | - | - |
| Share of foreign currency translation reserve - previous year | 308 | - | - | - |
| Write back to equity holders of the parent company | (228) | 228 | - | - |
| | 1,594 | - | - | - |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

23 FINANCIAL RISK

23.1 Interest rate risk

There is an exposure to interest rate risk associated with the effects of fluctuations in the prevailing levels of market rates on the financial position and cash flows. The cash is managed to ensure surplus funds are invested in a manner to achieve maximum returns while minimising risks. The table below summarises the exposure to interest rate risk through grouping of assets and liabilities into repricing categories, determined to be the earlier of the contractual repricing date or maturity.

GROUP

| 31 January 2008 | Up to 1 month P'000 | From 1 to 3 months P'000 | From 3 months to 1 year P'000 | From 1 year and above P'000 | Non interest bearing P'000 | Total P'000 |
|---|------------------------|-----------------------------|-------------------------------------|-----------------------------------|----------------------------------|----------------|
| ASSETS | | | | | | |
| Cash and cash equivalents | 9,201 | - | - | - | - | 9,201 |
| Advances to customers - net of provision for impairment | 3,130 | 16,728 | 32,311 | 735,757 | - | 787,926 |
| Other receivables | - | - | - | - | 3,050 | 3,050 |
| Plant and equipment | - | - | - | - | 4,384 | 4,384 |
| Intangible assets | - | - | - | - | 991 | 991 |
| Deferred taxation | - | - | - | - | 6,367 | 6,367 |
| | 12,331 | 16,728 | 32,311 | 735,757 | 14,792 | 811,919 |
| EQUITY AND LIABILITIES | | | | | | |
| Trade and other payables | - | - | - | - | 31,109 | 31,109 |
| Borrowings | 112,328 | - | - | 194,397 | - | 306,725 |
| Taxation | - | - | - | - | 12,818 | 12,818 |
| Shareholders' equity | - | - | - | - | 461,267 | 461,267 |
| | 112,328 | - | - | 194,397 | 505,194 | 811,919 |
| Net (liabilities)/assets | (99,997) | 16,728 | 32,311 | 541,360 | (490,402) | - |
| 31 October 2006 | | | | | | |
| | Up to 1 month P'000 | From 1 to 3 months P'000 | From 3 months to 1 year P'000 | From 1 year and above P'000 | Non interest bearing P'000 | Total P'000 |
| ASSETS | | | | | | |
| Cash and cash equivalents | 4,276 | - | - | - | - | 4,276 |
| Advances to customers - net of provision for impairment | 1,010 | 2,550 | 33,882 | 393,101 | - | 430,543 |
| Other receivables | - | - | - | - | 2,965 | 2,965 |
| Plant and equipment | - | - | - | - | 3,874 | 3,874 |
| Intangible assets | - | - | - | - | 1,611 | 1,611 |
| Deferred taxation | - | - | - | - | 1,730 | 1,730 |
| | 5,286 | 2,550 | 33,882 | 393,101 | 10,180 | 444,999 |
| EQUITY AND LIABILITIES | | | | | | |
| Trade and other payables | - | - | - | - | 19,345 | 19,345 |
| Borrowings | 82,929 | - | - | 15,000 | - | 97,929 |
| Taxation | - | - | - | - | 4,161 | 4,161 |
| Shareholders' equity | - | - | - | - | 323,564 | 323,564 |
| | 82,929 | - | - | 15,000 | 347,070 | 444,999 |
| Net (liabilities)/assets | (77,643) | 2,550 | 33,882 | 378,101 | (336,890) | - |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

23 FINANCIAL RISK (Continued)

23.1 INTEREST RATE RISK (Continued)

COMPANY

| 31 JANUARY 2008 | Up to 1 month P'000 | From 1 to 3 months P'000 | From 3 months to 1 year P'000 | From 1 year and above P'000 | Non interest bearing P'000 | Total P'000 |
|---|------------------------|-----------------------------|-------------------------------------|-----------------------------------|----------------------------------|----------------|
| ASSETS | | | | | | |
| Cash and cash equivalents | 6,626 | - | - | - | - | 6,626 |
| Other receivables | - | - | - | - | 4,254 | 4,254 |
| Investment in subsidiaries | - | - | - | 468,968 | 37,510 | 506,478 |
| Plant and equipment | - | - | - | - | 1,144 | 1,144 |
| Intangible assets | - | - | - | - | 963 | 963 |
| Taxation | - | - | - | - | 1,690 | 1,690 |
| Deferred taxation | - | - | - | - | 1,316 | 1,316 |
| | 6,626 | - | - | 468,968 | 46,877 | 522,471 |
| EQUITY AND LIABILITIES | | | | | | |
| Trade and other payables | - | - | - | - | 21,558 | 21,558 |
| Borrowings | 84,572 | - | - | 97,864 | - | 182,436 |
| Taxation | - | - | - | - | - | - |
| Shareholders' equity | - | - | - | - | 318,477 | 318,477 |
| | 84,572 | - | - | 97,864 | 340,035 | 522,471 |
| Net (liabilities)/assets | (77,946) | - | - | 371,104 | (293,158) | - |
| 31 October 2006 | | | | | | |
| | Up to 1 month P'000 | From 1 to 3 months P'000 | From 3 months to 1 year P'000 | From 1 year and above P'000 | Non interest bearing P'000 | Total P'000 |
| ASSETS | | | | | | |
| Cash and cash equivalents | 115 | - | - | - | - | 115 |
| Advances to customers - net of provision for impairment | 1,000 | 2,531 | 31,834 | 346,866 | - | 382,231 |
| Other receivables | - | - | - | - | 2,428 | 2,428 |
| Investment in subsidiaries | - | - | - | 25,844 | 1,004 | 26,848 |
| Plant and equipment | - | - | - | - | 2,219 | 2,219 |
| Intangible assets | - | - | - | - | 1,487 | 1,487 |
| Deferred taxation | - | - | - | - | 929 | 929 |
| | 1,115 | 2,531 | 31,834 | 372,710 | 8,067 | 416,257 |
| EQUITY AND LIABILITIES | | | | | | |
| Trade and other payables | - | - | - | - | 17,482 | 17,482 |
| Taxation | 57,986 | - | - | 15,000 | - | 72,986 |
| Borrowings | - | - | - | - | 3,473 | 3,473 |
| Shareholders' equity | - | - | - | - | 322,316 | 322,316 |
| | 57,986 | - | - | 15,000 | 343,271 | 416,257 |
| Net (liabilities)/assets | (56,871) | 2,531 | 31,834 | 357,710 | (335,204) | - |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

23 FINANCIAL RISK (Continued)

23.2 Liquidity risk

Liquidity risk is the risk that operations cannot be funded and financial commitments cannot be met timeously and cost effectively. The risk arises from both the difference between the magnitude of assets and liabilities and the disproportion in their maturities. Liquidity risk management deals with the overall profile of the balance sheet, the funding requirements of the group and cash flows. In quantifying the liquidity risk, future cash flow projections are simulated and necessary arrangements are put in place in order to ensure that all future cash flow commitments are met from the working capital generated by the group and also from available financial institutions facilities.

23.3 Currency risk

At year end the unhedged balance was a R46.4 million (2006: R30 million), equivalent to BWP40 million (2006: BWP25.8 million) long term loan extended to Micro Provident Swaziland (Pty) Ltd by the company. Refer to note 13.

The group also has a Rand denominated loan with International Finance Corporation. Refer to note 17.

The group does not maintain significant open currency positions. The Group had the following currency exposures at the balance sheet date.

| At 31 January 2008 | Swaziland Emalangeni SZL' 000 | Tanzanian Shillings TSH' 000 | Ugandan Shillings UGS' 000 | Zambian Kwacha ZMK' 000 |
|--------------------|----------------------------------|---------------------------------|-------------------------------|----------------------------|
| Total assets | 120,905 | 11,173,392 | 5,900,546 | 3,131,573 |
| Total liabilities | 108,063 | 10,936,763 | 6,038,818 | 328,695 |
| At 31 October 2006 | | | | |
| Total assets | 55,934 | 339,488 | 749,349 | - |
| Total liabilities | 55,409 | 529,784 | 844,213 | - |

23.4 Credit risk

All loans granted by the group are in the various countries of incorporation of group companies. The maximum loan limits to employees of individual employers are dependent on the perceived risk of the employer. All loans given to customers are within their affordability levels. The directors are satisfied that all known bad and doubtful debts that may exist in the current portfolio of advances have been written off.

23.5 Early settlement risk

Early settlement risk is the risk that loans will be settled before the end of their term. An increase in early settlements may result in depletion in loans to customers. At the end of the period, the loans under early settlement were insignificant.

23.6 Market risk

Market risks arise from open positions in interest rate, currency and equity products, all of which depend on general and specific market movements. The group's exposure to market risk during the period under review was insignificant.

24 RELATED PARTY TRANSACTIONS

The company is listed on the Botswana Stock Exchange and has transactions with certain shareholders. Botswana Public Employee Union (BOPEU) formerly (Botswana Civil Servants Associate "BCSA") owns 0.8% (2006 : 0.8%), PAIP-PCAP-FMO Letshego Limited (PPFLL) (incorporated in Mauritius) owns 27.8% (2006 : 27.8%) and the Netherlands Development Finance Company (FMO) is part of this company. International Finance Corporation (IFC) owns 7.1% (2006:7.1%) of the shares in the company.

BOPEU has one director representation on the company's board of directors. PPFLL has two directors nominated by Kingdom Zephyr Africa Management (Proprietary) Limited (KZAMPL). KZAMPL is the fund manager of Pan-African Investment Partners (PAIP) and Pan-Commonwealth African Partners (PCAP) private equity funds.

The following transactions were carried out with related parties:-

| | GROUP | | COMPANY | |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| 24.1 Income received from related parties | | | | |
| Subsidiary companies | | | | |
| - Interest from subsidiaries (note 1) | - | - | 47,893 | 2,830 |
| - Management fees (note 4) | - | - | 10,062 | 434 |
| - Guarantee fees (note 4) | - | - | 798 | - |
| - Arrangement fees from related party (note 3) | - | - | 305 | - |
| - Dividend (note 4) | - | - | 3,940 | 5,000 |
| | - | - | 62,998 | 8,264 |
| Expenses paid to subsidiaries | | | | |
| - Interest (note 2) | - | - | 1,436 | 360 |

Transactions were carried out on commercial terms and conditions and at market rates.

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

24 RELATED PARTY TRANSACTIONS (Continued)

24.2 Expenses paid to related parties

BOPEU

| | | | | |
|--|-------|-----|-----|-----|
| - Directors fees | 146 | 29 | 146 | 29 |
| - Marketing expenses | 516 | 413 | 69 | 413 |
| Kingdom Zephyr Africa Management (Proprietary) Limited | | | | |
| - Directors fees | 185 | 109 | 185 | 109 |
| International Finance Corporation- Interest (note 2) | 21 | - | 21 | - |
| Netherlands Development Finance Company- Interest (note 2) | 3,482 | - | - | - |

| | | | | |
|--|-------|-----|-------|-----|
| Management fees - Non executive directors | - | 480 | - | 480 |
| Directors fees - Non executive directors | 1,631 | 314 | 1,631 | 314 |
| Consultancy fees - Non executive directors | 717 | - | 717 | - |

Management fees were paid to Messrs P Abrahams and M Law.
Consultancy fees were paid to Mr J van den Berg

Transactions were carried out on commercial terms and conditions and at market rates.

24.3 Key management personnel (including executive Directors)

Remuneration

| | | | | |
|-----------------------------|--------------|--------------|--------------|--------------|
| - For management services | 6,220 | 1,857 | 5,488 | 1,857 |
| - Performance bonus | 1,615 | 2,359 | 1,365 | 2,359 |
| - Pension fund contribution | 42 | - | 26 | - |
| - Long term incentive plan | 1,617 | 408 | 1,448 | 408 |
| | 9,494 | 4,624 | 8,327 | 4,624 |

24.4 Year end balances from transactions with related parties

Receivable from subsidiary companies (note 12)

| | | | | |
|---|---|---|--------------|--------------|
| Letshego Guard (Proprietary) Limited | - | - | 710 | - |
| Letshego Financial Services Limited (Zambia) | - | - | 370 | - |
| Micro Provident Swaziland (Proprietary) Limited | - | - | 3,012 | - |
| Micro Provident Tanzania Limited | - | - | - | 1,166 |
| Micro Provident Uganda Limited | - | - | - | 240 |
| | - | - | 4,092 | 1,406 |

24.5 Year end balances from transactions with related parties

Payable to subsidiary companies (note 16)

| | | | | |
|--------------------------------------|---|---|---------------|--------------|
| Micro Provident Tanzania Limited | - | - | 763 | - |
| Micro Provident Uganda Limited | - | - | 404 | - |
| Letshego Guard (Proprietary) Limited | - | - | 12,665 | 1,459 |
| | - | - | 13,832 | 1,459 |

24.6 Borrowings from related parties - Refer note 17

24.7 Long term loans to subsidiaries - Refer note 13

25 OPERATING LEASE COMMITMENTS

Where a group company is the lessee, the future minimum lease payments under non-cancelable building operating leases are as follows:

No later than 1 year

Later than 1 year and no later than 5 years

| | | | |
|--------------|--------------|--------------|--------------|
| 1,853 | 1,765 | 1,458 | 1,214 |
| 2,392 | 4,283 | 1,496 | 2,898 |
| 4,245 | 6,048 | 2,954 | 4,112 |

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

26 POST BALANCE SHEET EVENTS

There were no significant post balance sheet events other than the proposed final dividend as set out in the directors' report on page 9.

27 SEGMENT INFORMATION

The main business segments of the Group are as follows:

Lending - Provision of short to medium term unsecured loans to employees of the public, quasi-public and private sectors.

Legal expenses insurance agency - Marketing and administration of insurance products.

The Group operates in five geographical regions, namely Botswana, Swaziland, Tanzania, Uganda and Zambia.

Geographical segments

| | Botswana | | Swaziland | | Tanzania | | Uganda | | Zambia | | Elimination | Consolidated | |
|-----------------------------------|----------|---------|-----------|--------|----------|---------|--------|---------|---------|-------|-------------|----------------|----------------|
| | 2008 | 2006 | 2008 | 2006 | 2008 | 2006 | 2008 | 2006 | 2008 | 2006 | | 2008 | 2006 |
| | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 | | P'000 | P'000 |
| Segment revenue | 276,487 | 181,216 | 24,002 | 3,419 | 9,818 | (1) | 3,723 | 48 | 285 | - | | 314,315 | 184,682 |
| Segment result | 200,978 | 140,940 | 17,811 | 532 | 1,526 | (1,067) | (230) | (1,672) | (2,643) | - | | 217,442 | 138,733 |
| Taxation | | | | | | | | | | | | (48,481) | (32,072) |
| Net income | | | | | | | | | | | | 168,961 | 106,661 |
| Segment assets | 674,931 | 394,823 | 101,411 | 45,961 | 59,010 | 1,685 | 21,368 | 2,530 | 5,068 | - | (49,869) | 811,919 | 444,999 |
| Segment liabilities | 220,827 | 68,190 | 99,378 | 47,479 | 51,037 | 2,703 | 22,493 | 3,063 | 6,786 | - | (49,869) | 350,652 | 121,435 |
| Depreciation | 1,401 | 1,162 | 140 | 65 | 330 | 64 | 155 | 73 | 54 | - | | 2,080 | 1,364 |
| Amortisation of intangible assets | 1,096 | 845 | - | - | - | - | - | - | - | - | | 1,096 | 845 |
| Capital expenditure | 3,232 | 1,750 | 104 | 300 | 694 | 556 | 138 | 556 | 443 | - | | 4,611 | 3,162 |

Business segments

| | Lending | | Insurance agency | | Consolidated | |
|-----------------------------------|---------|---------|------------------|--------|--------------|---------|
| | 2008 | 2006 | 2008 | 2006 | 2008 | 2006 |
| | P'000 | P'000 | P'000 | P'000 | P'000 | P'000 |
| Segment result | 206,063 | 128,597 | 11,379 | 10,136 | 217,442 | 138,733 |
| Segment assets | 807,271 | 436,714 | 4,648 | 8,285 | 811,919 | 444,999 |
| Segment liabilities | 347,708 | 118,471 | 2,944 | 2,964 | 350,652 | 121,435 |
| Depreciation | 1,735 | 1,256 | 345 | 108 | 2,080 | 1,364 |
| Amortisation of intangible assets | 953 | 742 | 143 | 103 | 1,096 | 845 |
| Capital expenditure | 4,021 | 2,912 | 590 | 250 | 4,611 | 3,162 |

28 USE OF ESTIMATES AND JUDGMENTS

The group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

28.1 Impairment

The group regularly reviews its loan portfolio and makes judgments in determining whether an impairment loss should be recognised in respect of observable data that may impact on future estimated cash flows. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

28.2 Share-based payment transactions

The group operates an equity-settled conditional Long Term Incentive Plan (LTIP). The market and non-market based performance conditions are determined by the Remuneration Committee. For market related performance conditions, the estimated grant fair value of awards to vest are determined using the Monte Carlo pricing model. For non-market related performance conditions, the number of awards to vest are assessed and adjusted for the attrition in participants as well as the extent of achievement of those conditions at the reporting dates.

NOTES TO THE GROUP FINANCIAL STATEMENTS (Continued)

FOR THE PERIOD ENDED 31st JANUARY 2008

29 IFRS AND IFRIC INTERPRETATIONS NOT YET EFFECTIVE

The group has not applied the following IFRSs and IFRIC Interpretations that have been issued but are not yet effective :

IAS 1 Presentation of Financial Statements (amended) - the amendments to IAS 1, which become mandatory for financial reporting periods beginning on or after 1 January 2009 and is aimed at enhancing convergence with financial statement presentation of the Financial Accounting Standards Board (USA), will require fundamental changes in the presentation of the income statement, balance sheet and in particular non-owner changes to equity. This revised standard will have an impact on the financial statements of the group in terms of disclosure and presentation. Given internal information and reporting systems, management of the group will be able to meet these disclosure requirements when they become effective.

IFRS7 Financial Instruments: Disclosures This Interpretation is required to be applied for annual periods beginning on or after 1 January 2007 which will require additional disclosures.

IAS 23 Borrowing Costs (amended) - the amendments to IAS 23, which become mandatory for financial reporting periods beginning on or after 1 January 2009, no longer allows for the optional expensing of borrowing costs related to qualifying assets. The revised standard now requires the capitalisation of all or part of the costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. This revised standard is currently considered not to have an impact on the financial statements of the group.

IFRS 8 Operating Segments - this standard sets out requirements for disclosure of information about an entity's operating segments and also about the entity's products and services, the geographical areas in which it operates, and its major customers. IFRS 8, which becomes mandatory for the financial statements for periods beginning on or after 1 January 2009, is expected to have an impact on the financial statements of the group, which are currently prepared in accordance with IAS 14.

IFRIC 11 (IFRS 2) Group and Treasury Share Transactions - this interpretation addresses two issues arising from the method of settling transactions related to such payment schemes and whether these should be initially recognised and subsequently measured as equity-settled or cash-settled. The first issue is when the group either chooses or is required to buy equity instruments from another party to satisfy its obligations or the shareholders provide the equity instruments to satisfy the share based payment obligations. In both cases, the group is required to account for these as equity settled. The second issue is when either the parent or the subsidiary in a group offers the subsidiary's employees rights to equity instruments of the parent. Provided that the share-based arrangement is accounted for as equity-settled in the consolidated financial statements of the parent, the subsidiary shall measure the services received from its employees in accordance with the requirements applicable to equity-settled share-based payment transactions, with a corresponding increase recognised in equity as a contribution from the parent. The group is currently in conformance with these requirements.

IFRIC 12 Service Concession Arrangements - this interpretation addresses disclosures and accounting transactions with regards to private contractors entering into service concessions with the public sector for the construction and maintenance of public sector infrastructure. IFRIC 12, which becomes mandatory for the financial statements for periods beginning on or after 1 January 2008, is not expected to have any impact on the financial statements of the group.

IFRIC 13 Customer Loyalty Programmes - this interpretation addresses disclosures and accounting transactions with regards to award credits granted under customer loyalty programmes. IFRIC 13, which becomes mandatory for the financial statements from periods beginning on or after 1 July 2008, is not expected to have any impact on the financial statements of the group.

IFRIC 14 The Defined Benefit Asset, Minimum Funding Requirements and Their Interaction - this interpretation addresses disclosures and accounting transactions in respect of post-employment defined benefits and other long-term defined benefits granted to employees. IFRIC 14, which becomes mandatory for the financial statements from periods beginning on or after 1 January 2008, is not expected to have any impact on the financial statements of the group.

30 STAFF PENSION FUND

During the period the group established a staff pension fund for employees of Micro Provident Botswana Limited, Letshego Financial Services (Pty) Limited and Letshego Guard (Pty) Limited. The respective employees contribute 5% and the respective employer 10%. The pension fund is a defined contribution pension plan. The plan was established on 1 December 2007. The pension fund is administered by Alexander Forbes Risk Services Botswana (Pty) Limited.

31 TRANSFER OF OPERATIONS

Until 3 January 2007 the lending operations of the Botswana business, was part of Micro Provident Botswana Limited (MPB). On that date, the lending operations were formally transferred to Letshego Financial Services (Pty) Limited, a 100% owned subsidiary of Micro Provident Botswana Limited. The rationale for the transfer was to allow the lending operations to be housed in a separate legal entity as with the other non Botswana operations. This also now allows MPB to act exclusively as the holding company and provide management and operational support to all trading subsidiaries.

Therefore, the results of the Botswana lending operations are included in the company's income statement for the two months to 31 December 2006. Thereafter, they are presented in the group consolidated income statement.

32 CHANGE OF FINANCIAL YEAR END AND COMPARATIVES

During the period the company and all subsidiaries changed their financial year end from 31 October to 31 January. Therefore the current period is for the fifteen months ended 31 January 2008. The comparatives are for the twelve months ended 31 October 2006.

GROUP VALUE ADDED STATEMENTS

FOR THE PERIOD ENDED 31st JANUARY 2008

| | GROUP | | COMPANY | |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 |
| Value added | | | | |
| Value added is the wealth the company has created by providing loans to clients | | | | |
| Interest income | 278,357 | 170,352 | 78,322 | 169,592 |
| Cost of services | (34,485) | (12,695) | (24,117) | (11,182) |
| Value added services | 243,872 | 157,657 | 54,205 | 158,410 |
| Fee and commission income | 64,788 | 22,725 | 1,332 | 5,310 |
| Other operating income | 5,655 | 4,300 | 14,824 | 6,220 |
| Other operating costs | (35,733) | (19,454) | (10,472) | (12,536) |
| Impairment provision reduction | (15,666) | (3,262) | (733) | (2,123) |
| | 262,916 | 161,966 | 59,156 | 155,281 |
| Value allocated | | | | |
| To employees | | | | |
| Staff costs | 44,037 | 21,024 | 24,632 | 18,112 |
| To expansion and growth | | | | |
| Retained income | 130,938 | 79,661 | - 6,814 | 78,317 |
| Depreciation | 2,080 | 1,364 | 678 | 1,054 |
| Amortisation | 1,096 | 845 | 953 | 743 |
| Deferred tax | (4,637) | (1,226) | (387) | (438) |
| | 129,477 | 80,644 | (5,570) | 79,676 |
| To Government | | | | |
| Taxation | 53,111 | 33,298 | 3,803 | 30,493 |
| To providers of capital | | | | |
| Dividends to shareholders | 36,291 | 27,000 | 36,291 | 27,000 |
| | 262,916 | 161,966 | 59,156 | 155,281 |
| Summary | | | | |
| | % | % | % | % |
| Employees | 16.7 | 13.0 | 41.6 | 11.7 |
| Expansion and growth | 49.2 | 49.8 | (9.4) | 51.3 |
| Government | 20.2 | 20.6 | 6.4 | 19.6 |
| Providers of capital | 13.7 | 16.6 | 61.2 | 17.3 |
| | 100.0 | 100.0 | 99.9 | 100.0 |

ANALYSIS OF SHAREHOLDING

FOR THE PERIOD ENDED 31st JANUARY 2008

ANALYSIS OF SHAREHOLDING

FOR THE PERIOD ENDED 31 JANUARY 2008

Top ten shareholders

| | 31st JANUARY 2008 | | 31st OCTOBER 2006 | |
|---|------------------------------|--------------|------------------------------|--------------|
| | Shares held Number ('000) | % | Shares held Number ('000) | % |
| 1. PAIP-PCAP-FMO Letshego Limited | 41,741 | 27.8 | 41,741 | 27.8 |
| 2. Barclays Botswana Nominees (Pty) Ltd -Investec Asset Management - 030/14 | 18,661 | 12.4 | 20,817 | 13.9 |
| 3. Botswana Life Insurance Ltd | 19,833 | 13.2 | 19,833 | 13.2 |
| 4. Barclays Botswana Nominees (Pty) Ltd -Investec Asset Management - SSB 001/1 | 12,487 | 8.3 | 12,332 | 8.2 |
| 5. International Finance Corporation | 10,609 | 7.1 | 10,609 | 7.1 |
| 6. Stanbic Nominees Botswana (Pty) Ltd -Botswana Public Officers Pension Fund | 6,256 | 4.2 | 6,593 | 4.4 |
| 7. Stanbic Nominees Botswana (Pty) Ltd -Botswana Insurance Fund Management Limited | 4,368 | 2.9 | 5,782 | 3.9 |
| 8. Global Production Services Limited | 2,000 | 1.3 | 3,250 | 2.2 |
| 9. Barclays Botswana Nominees (Pty) Ltd -Investec Asset Management - 203/001 | 1,753 | 1.2 | 1,964 | 1.3 |
| 10. Botswana Insurance Company Limited | 1,760 | 1.2 | 1,760 | 1.2 |
| | 119,468 | 79.7 | 124,681 | 83.2 |
| Other corporate entities, nominees and trusts and individuals | 32,077 | 20.3 | 25,319 | 16.8 |
| Total | 151,545 | 100.0 | 150,000 | 100.0 |

Directors' shareholdings

| | 31st JANUARY 2008 | | 31st OCTOBER 2006 | |
|--------------|------------------------------|-----|------------------------------|-----|
| | Shares held Number ('000) | % | Shares held Number ('000) | % |
| | Total | | Total | |
| C M Lekaukau | 483 | 0.3 | 483 | 0.3 |
| J A Claassen | 209 | 0.1 | - | - |
| D Ndebele | 121 | 0.1 | 16 | 0.0 |
| | 813 | 0.5 | 499 | 0.3 |

Subsidiary companies

| Subsidiary company | Country of incorporation | Nature of business | % holding |
|---|--------------------------|---|-----------|
| Letshego Guard (Proprietary) Limited | Botswana | Marketing and administration of short-term insurance products (Operating) | 100 |
| Letshego Guard Insurance Company Limited | Botswana | Short-term insurance (Dormant) | 100 |
| Letshego Financial Services (Proprietary) Limited | Botswana | Unsecured consumer lending (Operating) | 100 |
| Letshego Life Insurance Limited | Botswana | Long-term insurance (Dormant) | 100 |
| Micro Provident Uganda Limited | Uganda | Unsecured consumer lending (Operating) | 100 |
| Micro Provident Swaziland (Proprietary) Limited | Swaziland | Unsecured consumer lending (Operating) | 85 |
| Micro Provident Tanzania Limited | Tanzania | Unsecured consumer lending (Operating) | 85 |
| Micro Provident Zambia Limited | Zambia | Unsecured consumer lending (Operating) | 100 |
| Micro Provident Malawi Limited | Malawi | Unsecured consumer lending (Dormant) | 100 |
| Micro Provident Ghana Limited | Ghana | Unsecured consumer lending (Dormant) | 100 |

FIVE YEAR FINANCIAL HISTORY

BALANCE SHEETS

| | 31st JANUARY 2008 P'000 | 31st OCTOBER 2006 P'000 | 31st OCTOBER 2005 P'000 | 31st OCTOBER 2004 P'000 | 31st OCTOBER 2003 P'000 |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Assets | | | | | |
| Cash and cash equivalents | 9,201 | 4,276 | 5,496 | 4,079 | 2,795 |
| Advances to customers - net | 787,926 | 430,543 | 317,951 | 207,707 | 170,970 |
| Other receivables | 3,050 | 2,965 | 1,693 | 1,362 | 391 |
| Plant and equipment | 4,384 | 3,874 | 2,196 | 604 | 372 |
| Intangible assets | 991 | 1,611 | 184 | - | - |
| Deferred taxation | 6,367 | 1,730 | 503 | 182 | 62 |
| Total assets | 811,919 | 444,999 | 328,023 | 213,934 | 174,590 |
| Liabilities | | | | | |
| Trade and other payables | 31,109 | 19,345 | 17,006 | 11,282 | 7,206 |
| Taxation | 12,818 | 4,161 | 351 | 3,075 | 16,872 |
| Borrowings | 306,725 | 97,929 | 69,007 | 35,152 | 36,712 |
| Total liabilities | 350,652 | 121,435 | 86,364 | 49,509 | 60,790 |
| Shareholders' equity | | | | | |
| Stated capital | 35,092 | 1,500 | 1,500 | 1,500 | 1,500 |
| Share premium | - | 28,571 | 28,571 | 28,571 | 28,571 |
| Foreign currency translation reserve | (1,449) | (2,576) | - | - | - |
| Share based payment reserve | 3,923 | 4,900 | - | - | - |
| Retained earnings | 422,107 | 291,169 | 211,588 | 134,354 | 83,729 |
| Total equity attributable to equity holders of the parent company | 459,673 | 323,564 | 241,659 | 164,425 | 113,800 |
| Minority interest | 1,594 | - | - | - | - |
| Total liabilities and shareholders' equity | 811,919 | 444,999 | 328,023 | 213,934 | 174,590 |
| INCOME STATEMENTS | | | | | |
| Interest income | 278,357 | 170,352 | 135,001 | 107,236 | 85,950 |
| Interest expense | (34,485) | (12,695) | (7,306) | (5,835) | (10,124) |
| Net interest income | 243,872 | 157,657 | 127,695 | 101,401 | 75,826 |
| Fee and commission income | 64,788 | 22,725 | 10,981 | 3,425 | 1,233 |
| Other operating income | 5,655 | 4,300 | 2,047 | 1,147 | 292 |
| Total income | 314,315 | 184,682 | 140,723 | 105,973 | 77,351 |
| Operating expenses | | | | | |
| Staff costs | (44,037) | (21,024) | (14,437) | (8,232) | (4,815) |
| Other operating costs | (37,170) | (21,663) | (11,401) | (8,377) | (9,143) |
| Operating income before impairment | 233,108 | 141,995 | 114,885 | 89,364 | 63,393 |
| Impairment (loss)/write-back | (15,666) | (3,262) | 5,155 | (6,368) | (7,161) |
| Operating income before taxation | 217,442 | 138,733 | 120,040 | 82,996 | 56,232 |
| Taxation | (48,481) | (32,072) | (24,806) | (19,621) | (15,211) |
| Net income for the period | 168,961 | 106,661 | 95,234 | 63,375 | 41,021 |
| Appropriations | | | | | |
| Dividends | (36,291) | (27,000) | (18,000) | (12,750) | (4,500) |
| Retained income | 132,670 | 79,661 | 77,234 | 50,625 | 36,521 |
| Attributable to : | | | | | |
| Equity holders of the parent company | 167,229 | 106,581 | 95,234 | 63,375 | 41,021 |
| Minority interest | 1,732 | 80 | - | - | - |
| | 168,961 | 106,661 | 95,234 | 63,375 | 41,021 |

Note - 2008 is a fifteen month period. All other periods are twelve months.

BRANCH NETWORK

Botswana



Administration
Shri Ram House
First Floor, South Wing
169 Queens Road
The Mall
Gaborone

Maun
Tribal Lots 711 and 712
S K Cho Building
Maun Mall Extension
Maun

Gaborone
Barclays House
Ground Floor
Khama Crescent
Gaborone

Selebi Phikwe
Plot 2537
Unit 6
Selebi Phikwe

Francistown
Shop 29
Galo Centre
Francistown

Ghanzi
Plot 73
Unit B
Ghanzi

Jwaneng
Plot 832
Old Furniture Mart Building
Jwaneng

Palapye
Modern Auto Motors Building
Lot 82, Shop 1(a) & 1(b)
Palapye

Lobatse
Lot 311/12
Lobatse Town Centre
Lobatse

Letlhakane
Letlhakane Rainbow Complex
Letlhakane

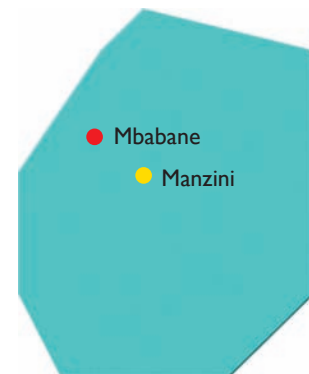
Key:

- Head Office
- Main Branches

Swaziland

Manzini
City Centre
Shop No. 5
Mancishane Street
Manzini

Mbabane
Commercial Centre
Shop No. 79
Dzeliwe Street
Mbabane



Key:

- Head Office
- Main Branch

Zambia



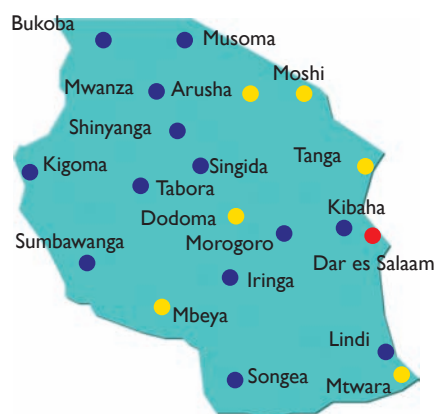
Lusaka
49 Independence Road
Lusaka

Key:

- Head Office

BRANCH NETWORK (Continued)

Tanzania



Dar Es Salaam
PPF Tower
1st Floor South Wing
20 & 21 Ohio Street
Dar Es Salaam

Arusha
Block B, Summit Centre
Corner Independence Ave /
Tower Street
Arusha

Mbeya
Plot 3 and 5
Acacia Street
Mbeya

Moshi
Plot 31
New Street
Moshi

Mtwara
Block I
Uhuru Road
Mtwara

Dodoma
Plot 3
Mtendeni Street
Dodoma

Tanga
Clock Tower
Market Street
Tanga

Key:

- Head Office
- Main Branches
- Satellite Branches

Uganda

Kampala
Shop No.1
Social Security House
Plot 4
Jinja Road
Kampala

Arua
Plot 50
Adumi Road
Afro Triangle Building
Arua

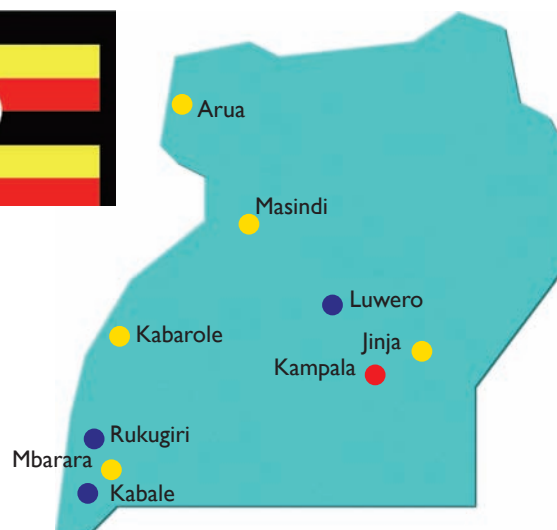


Mbarara
Plot 36/38
Mbarara High Street
Mbarara

Jinja
Plot 2
Iganga Road
Jinja

Masindi
Plot 92
Masindi Port Road
Masindi

Kabarole
Plot 3
Rukidi III Street
Fort Portal
Kabarole



Key:

- Head Office
- Main Branches
- Satellite Branches

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the shareholders of Micro Provident Botswana Limited will be held at Gaborone Sun Hotel on 11 July 2008 at 2.30 p.m, with registration to commence at 2.00p.m, for the following purposes:

ORDINARY BUSINESS

To consider and adopt the following ordinary resolutions :

1. **Resolution 1**
To receive, consider and adopt the annual financial statements for the period ended 31 January 2008 together with the directors' and auditor's reports thereon.
2. **Resolution 2**
To ratify the dividends declared and/or paid during the period :
 - 2.1 An interim dividend amounting to P21,170,000 (14 thebe per share) for the nine months period ended 31 July 2007 was paid to shareholders on 2 November 2007.
 - 2.2 A final dividend of P21,216,000 (14 thebe per share) paid to shareholders on or about 16 May 2008.
3. **Resolution 3**
To confirm the following appointments of directors :
 - 3.1 Messrs C.M. Lekaukau, J.A. Claassen and M.C Letshwiti who retire in accordance with Article 63 of the Articles of Association and, being eligible, offer themselves for re-election.
 - 3.2 To confirm the appointments of Messrs J K Bucknor, P Voutyritsas and Dr Hassy HB Kitine who filled casual vacancies during the period
4. **Resolution 4**
To approve the remuneration of the directors for the past financial period.
5. **Resolution 5**
To approve the remuneration of the auditors for the past financial period.
6. **Resolution 6**
To appoint KPMG as auditors for the ensuing year.
7. **To transact other business which may be transacted an Annual General Meeting.**

Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote in his/her stead. The person so appointed need not be a shareholder. Proxy forms should be deposited at Micro Provident Botswana Limited, Plot 169, Queens Road, Shri Ram House, First Floor, The Mall, P.O. Box 381, Gaborone, not less than 48 hours before the meeting.



By order of the board
D. Ndebele
Secretary

18 April 2008

FORM OF PROXY

MICRO PROVIDENT BOTSWANA LIMITED
trading as



Republic of Botswana
Registration number : Co. 98/442

FORM OF PROXY

For completion by holders of ordinary shares

(PLEASE READ THE NOTES OVERLEAF BEFORE COMPLETING THIS FORM)

For use at the Annual General Meeting of ordinary shareholders of the Company to be held at The Gaborone Sun Hotel on Friday 11 July 2008 at 2.30 p.m.
Registration commences at 2.00 p.m.

I/We _____

(name/s in block letters)

of (address) _____

being a member of Micro Provident Botswana Limited hereby appoint (see note 2)

Appoint (see note 2):

1. _____ or failing him/her;

2. _____ or failing him/her;

3. The Chairman of the meeting, as my/our proxy to act for me/us at the Annual General Meeting which will be held for the purpose of considering, and if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the Ordinary Shares registered in my/our name in accordance with the following instructions (see note 2):

| | Number of Ordinary Shares | | |
|------------------------------|---------------------------|---------|---------|
| | For | Against | Abstain |
| Ordinary resolution number 1 | | | |
| Ordinary resolution number 2 | | | |
| Ordinary resolution number 3 | | | |
| Ordinary resolution number 4 | | | |
| Ordinary resolution number 5 | | | |
| Ordinary resolution number 6 | | | |

Signed at _____ on _____ 2008

Signature

Assisted by (where applicable) _____

Each Shareholder is entitled to appoint one or more proxies (who need not be Member/s of the Company) to attend, speak and vote in place of that Shareholder at the Annual General Meeting.

Please read the notes on the reverse side hereof.

FORM OF PROXY (Continued)

1. A shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the Annual General Meeting". The person whose name appears first on the form of proxy, and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the Annual General Meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the Chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution. A shareholder or his/her proxy is obliged to use all the votes exercisable by the shareholder or by his/her proxy.
3. Forms of proxy must be lodged at or posted to The Secretary, Micro Provident Botswana Limited, Shri Ram House, First Floor; Plot 169 Queens Road, The Mall, P O Box 381, Gaborone to be received not less than 48 hours before the Annual General Meeting (i.e. not later than 5.00 p.m. Tuesday 8 July 2008).
4. The completion and lodging of this form will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
5. The Chairman of the Annual General Meeting may reject or accept any form of proxy not completed and/or received other than in accordance with these notes provided that he is satisfied as to the manner in which the shareholder concerned wishes to vote.
6. An instrument of proxy shall be valid for the Annual General Meeting as well as for any adjournment thereof, unless the contrary is stated thereon.
7. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death or insanity of the shareholder; or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Ordinary Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company not less than one hour before the commencement of the Annual General Meeting or adjourned Annual General Meeting at which the proxy is to be used.
8. The authority of a person signing the form of proxy under a power of attorney or on behalf of a company must be attached to the form of proxy, unless the authority or full power of attorney has already been registered by the Company or the Transfer Secretaries.
9. Where ordinary shares are held jointly, all joint shareholders must sign.
10. A minor must be assisted by his/her guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.

