

Offering Circular

PROSPECTUS 2019



Building Wealth for our Investors



THIS PROSPECTUS (THE “PROSPECTUS”) IS DATED 9 SEPTEMBER 2019 AND IS ISSUED BY QWI INVESTMENTS LIMITED (THE “COMPANY” and “QWI”) of 2 BELL ROAD, KINGSTON 11, JAMAICA - (876) 656-9491 - www.qwiinvestments.com.

THIS PROSPECTUS IS ISSUED BY THE COMPANY IN JAMAICA ONLY AND IS NOT TO BE CONSTRUED AS MAKING AN INVITATION OR OFFER TO PERSONS OUTSIDE OF JAMAICA TO SUBSCRIBE FOR SHARES OR OTHER SECURITIES. FOREIGN LAWS MAY PROHIBIT THE DISTRIBUTION OR PUBLICATION OF THIS PROSPECTUS AND THE MAKING OF THE INVITATION OUTSIDE OF JAMAICA.

A copy of this Prospectus was delivered to the Registrar of Companies for registration in accordance with section 40 (2) of the Companies Act, 2004 and was so registered on 6 September 2019. The Registrar of Companies accepts no responsibility whatsoever for the contents of this Prospectus.

A copy of this Prospectus was also delivered to the Financial Services Commission (“FSC”) for the purposes of the registration of the Company as an issuer pursuant to section 26 of the Securities Act and the Company was so registered on 6 September 2019. The FSC has not approved the Shares for which subscription is invited nor has the FSC passed upon the accuracy or adequacy of this Prospectus and any representation to the contrary is an offence.



QWI INVESTMENTS LIMITED

INVITATION FOR SUBSCRIPTION FOR 600,000,000 ORDINARY SHARES FOR A TOTAL CONSIDERATION OF \$787,000,000

**TO THE GENERAL PUBLIC 270,000,000 Ordinary Shares are available
for subscription at the Invitation Price of \$1.35 per Ordinary Share;**

330,000,000 Reserved Shares are available for subscription by the following categories of persons:

- 1. 115,000,000 Shares to NCB Insurance Company Limited at the Invitation Price of \$1.35 per Share**
- 2. 115,000,000 Shares to NCB Capital Markets Limited at \$1.25 per Share**
- 3. 45,000,000 Shares to Jamaican Teas Limited (JTL) and KIW International Limited (KIW) shareholders on record on 16 September 2019 at \$1.25 per Share**
- 4. 30,000,000 Shares to the Directors of QWI Investments Limited (QWI) at \$1.20 per Share**
- 5. 15,000,000 Shares to the Directors and staff members of Jamaican Teas Limited and KIW International Limited at \$1.25 per Share**
- 6. 10,000,000 Shares to Jamaican Teas Limited suppliers at \$1.25 per Share**

ALL SUBSCRIPTION SUMS ARE PAYABLE IN FULL ON APPLICATION

If the Reserved Shares are not fully subscribed for by the above categories of persons, the Reserved Shares will become available to the general public for subscription at the Invitation Price of \$1.35.

The Company invites Applications for 600,000,000 Ordinary Shares in the Invitation of newly issued shares ('the Ordinary Shares').

Applications for subscriptions for Ordinary Shares in this Initial Public Offering ('IPO') may be made either electronically at the NCB Capital Markets Limited locations listed in Section 6.5 and in Appendix 1 via the NCB Capital Markets Limited GolPO platform or by logging onto the website <https://goipo.jncb.com/> or by completing the Application Form appended to this Prospectus as Appendix 3.

The Invitation for the Ordinary Shares will open at 9:00 a.m. on Monday 16 September 2019 ('the Opening Date'). Applications submitted prior to the Opening Date will be received, but not processed until the Opening Date.

The Invitation for the Ordinary Shares will close at 4:30 p.m. on Monday 30 September, 2019 ('the Closing Date'), subject to the right of the Company to: (a) close the invitation at any time after it opens on 9:00 a.m. on the Opening Date once the issue is fully subscribed and (b) extend the Closing Date for

any reason. The Company will not extend the Closing Date beyond the expiration of 40 days after the publication of this Prospectus. In the case of an extension to the Closing Date, notice will be posted on the website of the Jamaica Stock Exchange (JSE) (www.jamstockex.com).

It is the intention of the Company to apply to the JSE for admission of the Ordinary Shares to the Main Market. The application to the JSE is dependent on the Company's ability to (i) raise at least \$150,000,000 from this Invitation and (ii) meet the JSE criteria for admission of the listing of the Ordinary Shares.

If, however, the Company does not raise at least \$150,000,000 it will not make an application for the Ordinary Shares to be admitted to the Main Market of the JSE and all payments for Shares received from Applicants will be returned (or refunded in full) to the Applicants. Further, if the Company raises at least \$150,000,000 but does not meet the JSE criteria for admission, all payments for Shares received from Applicants will be returned (or refunded in full) to the Applicants. Please note that interest does not accrue on balances that are to be refunded to Applicants and the \$163.10 Jamaica Central Securities Depository (JCSD) processing fee will not be refunded to an Applicant in either of the events mentioned above.



SHARE CAPITAL

Authorised Ordinary Shares

Unlimited

New Ordinary Shares to be issued in the Invitation

600,000,000*

**Subject to the approval of the Financial Services Commission (FSC), the Directors reserve the right to accept subscriptions in excess of 600,000,000 Ordinary Shares by an amount of 300,000,000 Ordinary Shares at the price of \$1.35 per share.*

CONSIDERATION

270,000,000 Ordinary Shares to the general public at \$1.35 each	\$364,500,000
115,000,000 Ordinary Shares to NCB Insurance Company Limited at the Invitation Price of \$1.35 per Share	\$155,250,000
115,000,000 Ordinary Shares to NCB Capital Markets Limited at \$1.25 per Share	\$143,750,000
45,000,000 Ordinary Shares to the shareholders of JTL and KIW on record on 16 September 2019 at \$1.25 per Share	\$56,250,000
30,000,000 Ordinary Shares to QWI Directors at \$1.20 per Share	\$36,000,000
15,000,000 Ordinary Shares to JTL and KIW Directors and staff members at \$1.25 per Share	\$18,750,000
10,000,000 Ordinary Shares to JTL suppliers at \$1.25 per Share	\$12,500,000
Total Consideration	\$787,000,000

Unaudited estimated Net Asset Value (NAV) per share as at 31 July 2019 was \$1.52.

The NAV will be published on the first business day of each week on www.qwiinvestments.com and www.jamstockex.com.

Prospective Applicants are encouraged to seek the advice of a stockbroker, a licensed investment advisor, attorney-at-law, chartered accountant or professional advisor before making an investment decision.



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on my terms!

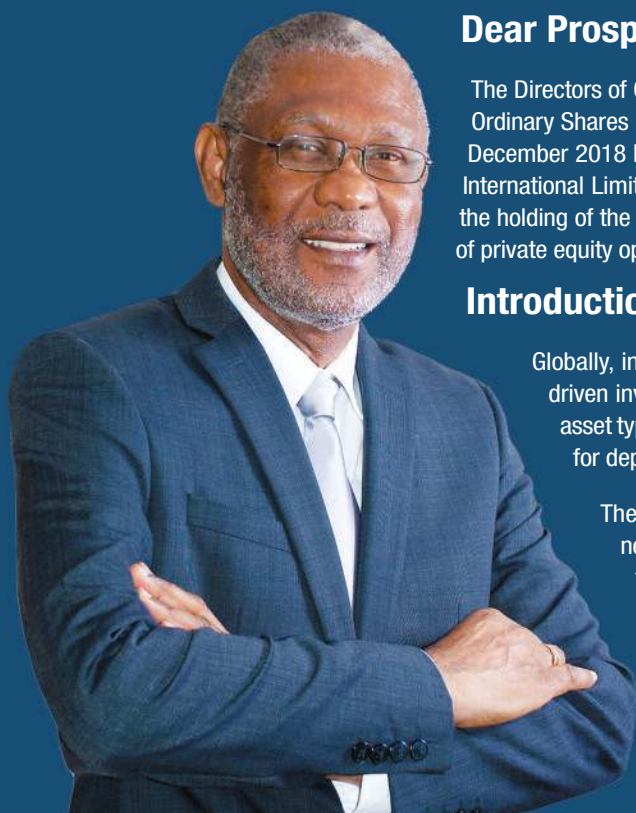


INVESTMENTS

Building Wealth for our Investors



Section 1 Chairman's Letter to Prospective Investors



John Jackson, Chairman

Dear Prospective Investor,

The Directors of QWI Investments Limited (QWI, the Company), are pleased to invite you to subscribe for Ordinary Shares in the capital of the Company. QWI was incorporated as an investment company on 13 December 2018 by Jamaican Teas Limited, a company listed on the Jamaica Stock Exchange, and KIW International Limited, an unlisted public limited liability company. Our business model primarily involves the holding of the tradeable securities of other companies for investment purposes as well as the pursuit of private equity opportunities.

Introduction

Globally, investors are experiencing some of the lowest interest rates for decades and this has driven investors into longer-term investment options such as stocks, real estate and other hard asset types. Jamaica is no exception and we are seeing today the lowest interest rates on record for deposits in the country.

The Government of Jamaica's (GOJ) recent fiscal management resulted in a balanced or near fiscal outturn, the first since the 2014 fiscal year. This has reduced the GOJ's demand for borrowings in the financial markets, thereby unlocking capital into the productive sector which was further evidenced by Bank of Jamaica lowering the banks' cash deposit requirement. Prior to the 2018/19 fiscal year, data from the Ministry of Finance and Planning show that GOJ imposed higher taxes to fund their operations. Increased taxes contribute to lower consumption and stymied national economic growth. In the last fiscal year, there were no new taxes levied and for the current year, there was an actual reduction in some taxes.

These factors have contributed to improving performance of local companies, positive investor sentiment and higher stock market values evidenced by continued strong growth in the Main Market of the Jamaica Stock Exchange that is up 21.6 percent as at June 21, 2019³. Against this background, the American based news media company, Bloomberg at the start of this year rated Jamaica's recent stock market performance as one of the best in the world over the last 5 years. The JSE Combined Index has increased at a compound annual rate of 33 % per annum over the five year period ended 30 September, 2018.

I have closely tracked economic and financial data and I have had discussions with various individuals and representatives of corporations and local investors. Business and consumer confidence remains high. There is widespread expectation that the current economic growth will continue for a while, provided GOJ maintains the current fiscal stance of a balanced or near balanced fiscal budget. This will ensure that relatively low interest rates will persist which will lead to increased profits and higher employment that will in turn lead to continued growth in consumption.

The U.S. economy has experienced 10 years of economic growth and is experiencing its lowest unemployment rate since 1969 as well as some of the lowest interest rates on record. The US Equities market has been in an extended bull run since 2009 despite some periods of volatility, delivering returns in excess of 212% since then. Notwithstanding some

geopolitical challenges in the global markets, the major world economies have managed to steer away from entering into periods of recession. This is a promising sign for long term returns on investments. Coming from a peak of 4% in 2017, the IMF projects global growth to be approximately 3.3% for 2019 and 3.6% in 2020.

Regionally in the Caribbean, growth is projected to be between 2% to 2.5% over the next 2 years, and potential investment opportunities are emerging in markets such as Trinidad & Tobago, Guyana and Barbados, which should pay off well in the long run.

The aforementioned economic conditions set the backdrop for investing in a diversified portfolio of assets constructed for long term growth, income, and preservation of capital.

BACKGROUND TO OFFER

JTL, in addition to its core business, has for many years successfully invested in the equities of other companies listed on the JSE real estate, and private companies.

During 2017, JTL purchased a 42% stake in KIW from the GOJ. At the time KIW owned a small portfolio of JSE listed equities as well and a commercial property on Spanish Town Road, Saint Andrew. After the acquisition by JTL, the Board of Directors of KIW took a strategic decision to dispose of the real estate holdings and reinvest the proceeds of sale

¹ MOF.gov.jm. | ² Mof.gov.jm | ³ Jamstockex.com



in other JSE listed companies. This resulted in the KIW investment portfolio showing impressive growth in the past twelve months.

In March 2019, JTL and KIW transferred their share portfolios to QWI to provide greater focus on the management of the group's investments and increased returns. QWI now has an initial portfolio in excess of \$430 million in value.

The audited net asset value (NAV) of the Company as at 31 March 2019 was \$1.015 per Share. At 30 June 2019, the unaudited estimated NAV was \$1.25 and on 31 July 2019, the unaudited estimated NAV of the Company was \$1.52 per Share as compared with the Invitation Price to the general public of \$1.35 per Share.

Investment History and Policy

The history of the share portfolios purchased by QWI is set out in Section 9 of this Prospectus.

While the Company's assets are currently focused on the JSE, it now intends to diversify to regional and global assets. Our Directors are experienced in investing both locally and overseas and will work closely with external advisors, as needed, to facilitate the Company's new investments in those markets. Collectively, the Company's Investment Committee has done extensive research into financial and economic matters and brings this research into the process of stock selection. We constantly monitor the markets and individual companies to find promising candidates for above average returns on investment.

The investment objectives of the Company are to (1) provide attractive risk adjusted returns to Shareholders, (2) maintain diversification across industries and regions, and (3) preserve capital.

Investment Opportunity

There are a number of options available to local investors. However, not many offer the combined benefits of diversification and access to investments that may not have been otherwise accessible. In addition, following the listing of QWI, you will be able to purchase and sell your stock units freely on the Jamaica Stock Exchange.

One of the key benefits to investors that will participate in this Invitation is the reduction in investment risk through diversification. QWI invests in a range of listed securities, with no one particular security planned to have more than a 20% allocation in the portfolio at the time of the initial investment. This reduces the likelihood that all the holdings will be adversely affected by shocks specific to a sector or listed company. Investors are however invited to note that while investing in the Ordinary Shares does not insulate an investor from fluctuations in the market prices of the tradeable securities of other companies held by QWI, diversification is but one of the benefits offered by the investment strategies of the Company.

The other benefit that will be afforded to investors who participate in the Invitation is the opportunity to gain exposure to investments that would have been otherwise inaccessible due to cost or other barriers. Investing in overseas equities and hard assets such as properties, may be

expensive and difficult for most investors. Ownership of QWI's Ordinary Shares provides the opportunity to participate in the ownership of such assets without having to come up with the large amounts that would be required if you were to undertake these investments on your own. In addition, given QWI's intention to list on the JSE, an investor can increase or decrease their exposure to the assets held by QWI by simply buying or selling QWI's Ordinary Shares.

As Chairman of the Board, I will be assisted by a capable and knowledgeable group of persons with years of investment experience in both the local and overseas markets. The profiles of all the Company Directors are set out in Section 8 of this Prospectus.

We will also seek suitable investments globally to enhance shareholder value.

Proceeds of Offer

All the Ordinary Shares which are the subject of this Invitation, are newly issued QWI Shares and the entire proceeds of the Invitation, less expenses, will be used for investment purposes. Following the close of the Invitation, the Company intends to apply to list its Shares on the JSE.

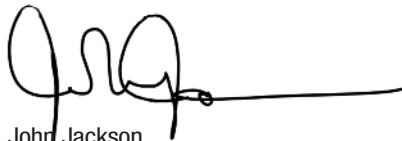
How to participate

Our intention is to improve your investment experience by presenting an opportunity to participate in an attractive offer combined with the relative ease in the application process. If you wish to participate in this Invitation, you may EITHER visit any of the NCBCM locations listed in Section 6.5 or in Appendix 1 to complete the application online via the **GoIPO** platform, or you may visit the website - <https://goipo.jncb.com/> and follow the instructions, OR you may complete the Application Form appended to this Prospectus as Appendix 3 and submit the completed form to any NCBCM location, or to your broker.

We look forward to welcoming you as fellow shareholders participating in this opportunity for investment growth, and are delighted to extend this Invitation to you to subscribe for the Ordinary Shares in the Company.

Yours Truly,

QWI INVESTMENTS LIMITED



John Jackson
Chairman



Section 2 Definitions

Act	The Companies Act, 2004.
Allotment	The allotment of the Ordinary Shares by the Company to successful Applicants.
Applicant	A person (being an individual or a body corporate) resident in Jamaica who submits an Application for subscription for Ordinary Shares
Application	An Application is EITHER made via digital platform at any of the NCB Capital Markets' locations listed in Section 6.5 and Appendix 1 or directly on the GoIPO portal at https://goipo.jncb.com/ OR by completing the application Form appended to this Prospectus as Appendix 3.
Articles	The Articles of Incorporation of the Company together with any amendments thereto.
Audited Financial Information	The audited accounts for the period ended March 31, 2019 and set out in Section 10.
Board of Directors	The Board of Directors of the Company, details of who are set out in Section 8 of this Prospectus.
Company and QWI	QWI Investments Limited, a company incorporated under the Jamaican Companies Act, 2004, with its registered office at 2, Bell Road, Kingston 11, Kingston
Closing Date	The date on which the invitation in respect of the Invitation closes, being 4:30 p.m. on 13, August, 2019, subject to the right of the Company to shorten or extend the period in the circumstances set out in this Prospectus.
Financial Information	The Audited Financial Information and the Report of Factual Findings
FSC	The Financial Services Commission of Jamaica, the statutory regulator of issuers of securities.
Invitation	The invitation to subscribe for 600,000,000 Ordinary Shares made by the Company on the terms and conditions set out in this Prospectus. Subject to the approval of the Financial Services Commission (FSC), the Directors reserve the right to accept subscriptions in excess of 600,000,000 ordinary shares by an amount of 300,000,000 ordinary shares at the Invitation Price of \$1.35 per Share.
Invitation Price	\$1.35 per Share to the general public \$1.35 per Share to NCB Insurance Company Limited \$1.25 per Share to NCB Capital Markets Limited \$1.25 per Share to JTL and KIW shareholders on record on 16 September 2019 \$1.20 per Share to QWI Directors \$1.25 per Share to JTL and KIW Directors and staff \$1.25 per Share to JTL suppliers

JSE	The Jamaica Stock Exchange Limited, a company incorporated under the laws of Jamaica with its registered and principal office at 40, Harbour Street, Kingston.
Main Market	The main trading platform of the JSE.
Lead Broker or Arranger	NCB Capital Markets Limited.
Opening Date	The date on which the invitation in respect of the Invitation opens, being 9:00 a.m. on 24 July, 2019.
Ordinary Shares	The ordinary shares in the capital of the Company.
Prospectus	This document which constitutes a prospectus for the purposes of the Companies Act, 2004 and the Securities Act.
Registrar & Paying Agent or Registrar	Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, Saint Andrew or such other person or entity as may be appointed by the Company from time to time to provide the services of registrar and paying agent for the Issuer.
Reserved Shares	330,000,000 Ordinary Shares out of the Invitation for Subscription for 600,000,000 Ordinary Shares made up as to: 115,000,000 Shares for NCB Insurance Company Limited 115,000,000 Shares for NCB Capital Markets Limited 45,000,000 Shares to JTL and KIW shareholders on record on 16 September 2019 30,000,000 Shares for the Directors of QWI 15,000,000 Shares for the Directors and staff members of JTL and KIW 10,000,000 Shares for JTL suppliers
Shares/Ordinary	The Ordinary Shares in the Company. Shares Subject to the approval of the Financial Services Commission, the Company reserves the right to offer a greater number of Ordinary Shares than is made in this Invitation
Terms and Conditions	The terms and conditions of the Invitation set out in Section 6.5 of this Prospectus.



Section 3 Important Disclaimers

Responsibility for the Contents of this Prospectus

This Prospectus has been reviewed and approved by the Board of Directors of the Company. The Directors of the Company are the persons responsible (both individually and collectively) for the information contained in it. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and no information has been omitted which is likely to materially affect the import of information contained herein. No person is authorised to provide information or to make any representation whatsoever in connection with this Prospectus, which is not contained in this Prospectus.

Contents of this Prospectus

This Prospectus contains important information for prospective investors in the Company. All prospective investors should read this Prospectus carefully in its entirety before submitting an Application.

This Prospectus also contains summaries of certain documents, which the Directors believe are accurate. Prospective investors may wish to inspect original document summaries of which are contained in this Prospectus and copies of which, listed in Section 14, are available for inspection at the offices of NCB Capital Markets Limited, "The Atrium" 32, Trafalgar Road, Kingston 10, Saint Andrew or online at any of the NCB Capital Markets locations listed in Section 6.5 and Appendix 1 between the hours of 9:00AM and 4:00PM on Mondays to Fridays up to and including the Closing Date (or any extended Closing Date as the case may be). Any summaries of such documents appearing in this Prospectus are qualified in their entirety by reference to the complete document. The publication of this Prospectus shall not imply that there has been no change in the business, results of operations, financial condition or prospects of the Company since the date of this Prospectus.

Unauthorised Representations

No person is authorised to provide information or to make any representation whatsoever in connection with this Prospectus, which is not contained in this Prospectus. Neither the FSC nor any government agency or regulatory authority in Jamaica has made any determination as to the accuracy or adequacy of the matters contained in this Prospectus.

Invitation Made in Jamaica Only

This Prospectus is intended for use in Jamaica only and is not to be construed as making an invitation to persons outside of Jamaica to subscribe for any Ordinary Shares. The distribution or publication of this Prospectus and the making of the invitation in certain jurisdictions outside of Jamaica is prohibited by law.

Application to Subscribe for Ordinary Shares

This Prospectus is not a recommendation by the Company that prospective investors should submit Applications to subscribe for Ordinary Shares in the Company. Prospective investors in the Company are expected to make their own assessment of the Company, and the merits and risks of subscribing for Ordinary Shares. Prospective investors are also expected to seek appropriate advice on the financial and legal implications of subscribing for Ordinary Shares, including but not limited to any tax implications. Each Applicant who submits an Application acknowledges and agrees that:

- (1) he/she has been afforded a meaningful opportunity to review this Prospectus and to gather and review all additional information considered by him/her to be necessary to verify the accuracy of the information contained in this Prospectus;
- (2) he/she has not relied on the Company or any other persons in connection with his/her investigation of the accuracy of such information or his/her investment decision;
- (3) no person connected with the Company has made any representation concerning the Company or this Prospectus not contained in this Prospectus, on which the Applicant has relied in submitting his/her Application; and
- (4) the Applicant is aware of the merits and risks of subscribing for Shares in the Company notwithstanding the Risk Factors set out in Section 11.



Section 4 Summary of Key Information on the Invitation

The following summary information is derived from and should be read in conjunction with, and is qualified in its entirety by, the full text of this Prospectus. You are advised to read this entire Prospectus carefully before making an investment decision about this Offer. Your attention is specifically drawn to the Risk Factors in Section 11 of this Prospectus. If you have any questions arising out of this document, or, if you require any explanation, you should consult your stockbroker, licensed investment advisor, attorney-at-law, accountant or other professional advisor.

Issuer: QWI Investments Limited.

Securities: 600,000,000 Ordinary Shares.

Subject to the approval of the FSC, the Directors reserve the right to accept subscriptions in excess of 600,000,000 Ordinary Shares by an amount of 300,000,000 Ordinary Shares at the Invitation Price of \$1.35 per Share.

Invitation Price: \$1.35 per Share to the general public.
 \$1.35 per Share to NCB Insurance Company Limited
 \$1.25 per Ordinary Share to NCB Capital Markets Limited
 \$1.25 per Ordinary Share to JTL and KIW shareholders on record on 16 September 2019.
 \$1.20 per Ordinary Share to QWI Directors
 \$1.25 per Ordinary Share to JTL and KIW Directors and staff members
 \$1.25 per Ordinary Share to JTL suppliers

All subscription sums are payable in full on electronic submission of an Application at any of the NCB Capital Markets Limited's locations listed in Section 6.5 and Appendix 1, or upon logging onto the website at <https://goipo.jncb.com/> or on submission of the completed Application Form appended to the Prospectus as Appendix 3.

Minimum Subscriptions Applicants must subscribe for a minimum of 10,000 Ordinary Shares and for further amounts, if any, in multiples of 1,000 Ordinary Shares. Other Applications will not be processed or accepted.

Payment Method: (1) Manager's cheque made payable to NCB Capital Markets Limited;
 (2) Transfer by Real Time Gross Settlement ("RTGS") system to NCB Capital Markets Limited, in the case of payments of J\$1 million or more; or
 (3) Transfer via Automated Clearing House (ACH) to NCB Capital Markets Limited or;

- (4) By written authorisation to your broker to make payment on your behalf from cleared funds held in your broker account in your name.

TIME TABLE OF KEY DATES:

PUBLICATION DATE: 9 September 2019
 OPENING DATE: 16 September 2019
 CLOSING DATE: 30 September 2019

EARLY APPLICATIONS MAY BE SUBMITTED. Early Applications, that is Applications received before the Opening Date, will be received, but not processed until the Opening Date. All early Applications will be treated as having been received at the same time, being 9:00 a.m. on the Opening Date.

CONFIRMATION OF BASIS OF ORDINARY SHARE ALLOTMENTS: A notice confirming the provisional basis of allotment will be posted on the website of the JSE (www.jamstockex.com) six (6) business days after the Closing Date.

RETURNED APPLICATIONS/REFUNDS: To be made available by NCB Capital Markets Limited within ten (10) business days of the Closing Date.

FINAL ALLOTMENT OF ORDINARY SHARES AND ADMISSION TO MAIN MARKET OF JSE: Within fifteen (15) days of the Closing Date, successful Applicants will receive a letter from the Registrar of the Company, JCSD, confirming their final allotments.

The invitation for the Ordinary Shares will close at 4:30 p.m. on the Closing Date subject to the right of the Company to: (a) close the invitation at any time after it opens once the issue is fully subscribed and (b) extend the Closing Date for any reason. The Company will not extend the Closing Date beyond the expiration of 40 days after the publication of this Prospectus.

In the case of an early closing of the invitation or an extension to the Closing Date, notice will be posted on the website of the JSE (www.jamstockex.com) and on the website of the Company (www.qwiinvestments.com).

You may contact the following persons NCB Capital Markets Limited if you have any questions on the application processes:

Simone Hudson Bernard - hudsonsg@jncb.com | 876 935 2093

Najah Peterkin - peterkinnt@jncb.com | 876 935 2751

However, note that for investment advice potential investors are encouraged to seek the advice of your stockbroker, a licensed investment advisor, attorney-at-law, chartered accountant or other professional advisor before making an investment decision.

Section 5 Disclaimer: Forward Looking Statements

Certain matters discussed in this Prospectus contain forward-looking statements including, but not limited to, statements of expectations, future plans or future prospects, and pro forma financial information and/or financial projections. Forward-looking statements are statements that are not about historical facts and speak only as of the date they are made. Although the Directors believe that in making any such statements their expectations are based on reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. Prospective investors in the Company are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they have been made. Future events or circumstances could cause actual results to differ materially from historical or anticipated results.

When used in this Prospectus, the words "anticipates", "believes", "expects", "intends" and similar expressions, as they relate to the Company, are intended to identify those forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties. Once this

Prospectus has been signed by or on behalf of the Company, and prior to the admission of the Company to the Main Market of the JSE, the Company undertakes no obligation to update publicly or revise any of the forward-looking statements in the light of new information or future events, including changes in the Company's financial or regulatory position, or to reflect the occurrence of unanticipated events (subject to any legal or regulatory requirements for such disclosure to be made).

There are important factors that could cause actual results to differ materially from those in forward-looking statements, certain of which are beyond the Company's control. These factors include, without limitation, the following:

- economic, social and other conditions prevailing both within and outside of Jamaica, including actual rates of growth of the Jamaican and regional economies, instability, high domestic interest rates or exchange rate volatility in domestic interest rates and regional and international exchange rates that impact on the strategic business plan of the Company and/or on the Financial Information.
- adverse climatic events and natural disasters.
- changes in any legislation or policy adversely affecting the revenues or expenses of the Company.
- any other factor negatively impacting on the realization of the assumptions on which the Company's Financial Information is based.
- other factors identified in this Prospectus.
- factors as yet unknown to the Company.

Neither the FSC nor any Government agency or regulatory authority in Jamaica has made any determination on the accuracy or adequacy of the matters contained in this Prospectus.

6.1 The Invitation

Prospective investors should read this entire Prospectus carefully. Those prospective investors who wish to subscribe for Ordinary Shares should review the full terms and conditions of the Invitation before submitting an Application.

The Company invites Applications for 600,000,000 Ordinary Shares in this Invitation. 270,000,000 are available for subscription by the general public at the Invitation Price of \$1.35 per Ordinary Share.

330,000,000 Reserved Shares are available as indicated below to the following category of persons:

- 115,000,000 Shares to NCBIC at \$1.35 per Share;
- 115,000,000 Shares to NCBCM at \$1.25 per Share;
- 45,000,000 Shares to JTL and KIW shareholders on record on 16 September 2019 at \$1.25 per Share;
- 30,000,000 Shares to the Directors of QWI Investments Limited at \$1.20 per Share;
- 15,000,000 Shares to the Directors and staff members of JTL and KIW at \$1.25 per Share;

- 10,000,000 Shares to JTL suppliers at \$1.25 per Share.

Subject to the approval of the FSC, the Directors reserve the right to accept subscriptions in excess of 600,000,000 ordinary shares by an amount of 300,000,000 Ordinary Shares at the price of \$1.35 per Share.

If any of the Reserved Shares are not subscribed for by the persons entitled to them, they will become available for subscription by the general public at the Invitation Price of \$1.35 per Ordinary Share.

6.2 Minimum Fundraising

The minimum amount which, in the opinion of the Directors, must be received by the Company as a result of the subscription of its Ordinary Shares in the Invitation in order to provide for the matters set out in paragraph two of the Third Schedule to the Act is \$150,000,000 ("the Minimum Amount"). In the event that the Invitation is successful in raising at least the Minimum Amount and meets the other criteria for listing under the Rules of the JSE, the Company will apply to list the Ordinary Shares on the Main Market of the JSE. There is no guarantee that the application, which must be reviewed and granted by the Listing Committee of the Board of the JSE, will be successful.



If the Invitation is not successful in raising at least the Minimum Amount by the Closing Date (or any extension thereof) the Company will not apply to list the Ordinary Shares on the Main

Market of the JSE and all subscription amounts received from Applicants for the Ordinary Shares will be refunded within 40 days of the date of the Prospectus and if not returned before the expiration of 48 days of the date of the Prospectus will be refunded with six per centum interest thereon after the 48th day. Please note that interest does not accrue on the \$163.10 JCSD processing fee and the same will not be refunded to Applicants in the event that the Invitation is not successful.

If the Invitation is successful in raising at least the Minimum Amount by the Closing Date (or any extension thereof) and the Company makes an application to the JSE to list the Ordinary Shares on the Main Market that is not granted, all amounts received from Applicants will be refunded without interest. Please note that interest does not accrue on subscription amounts that are to be refunded to Applicants in this instance and that the \$163.10 JCSD processing fee will also not be refunded.

6.3 Use of Proceeds Arising from the Subscription of Ordinary Shares:

The Company intends to use the proceeds of the Invitation for the following:

- To invest in diverse companies and industries listed on the JSE and overseas exchanges. QWI's objective is to provide above average returns over the short to medium term by also investing in undervalued companies with good potential for growth in their respective sectors.
- Estimated expenses of the Invitation to costs of the arranger, broker, financial adviser, legal services, statutory fees, initial listing fees, marketing and miscellaneous costs is \$18,800,000.

6.4 Key Dates

The invitation will open at 9.00 am on the Opening Date and will close at 4:30 p.m. on the Closing Date subject to the right of the Company to:

- (a) Close the invitation at any time after 9:00 a.m. on the Opening Date once the issue is fully subscribed, and
- (b) To shorten or extend the Closing Date for any reason. The Company will not extend the Closing Date beyond the expiration of 40 days after the publication of this Prospectus.

Subject to the approval of the Financial Services Commission (FSC), the Directors reserve the right to accept subscriptions in excess of 600,000,000 Ordinary Shares by an amount of 300,000,000 Ordinary Shares at the price of \$1.35 per Share.

In any of the instances above the Company will arrange for a notice to be posted on the website of the JSE (www.jamstockex.com).

6.5 Terms and Conditions for Applicants

All Applications may be submitted online on the GOIPO portal website at <https://goipo.jncb.com> or by visiting any of the locations below in addition to the locations listed in Appendix 1

KINGSTON

NCB Capital Market
The Atrium
32 Trafalgar Road, Kingston 5
Tel: (876) 960-7108

PORTMORE

NCB Capital Markets
Lot 13-14 West Trade Way,
Town Centre, St Catherine
Tel: (876) 960-7108

MANDEVILLE

NCB Capital Markets
8 Perth Road
Manchester, Mandeville
Tel: (876) 960-7108

MONTEGO BAY

NCB Capital Markets
Fairview Commercial Centre
Lot B3-Section 1-5
Montego Bay, Saint James
Tel: (876) 960-7108

Additional locations for the submission of your Application for subscription of Ordinary Shares are set out at Appendix 1.

Alternatively, applications for Shares may be made by completing the Application Form appended to this Prospectus as Appendix 3 and submitting the same to any one of the NCB Capital Market locations listed above or listed in Appendix 1 or to your stockbroker.

- (2) All Applicants will be deemed to have accepted the Terms and Conditions of the Invitation, including any terms and conditions set out in this Section 6.5.
- (3) Each Applicant acknowledges and agrees that:
 - (a) he/she has been afforded an opportunity to review this Prospectus (including the Terms and Conditions in this Section 6.5) and the documents listed in Section 14, and to gather and review all additional information considered by him/her to be necessary to verify the accuracy of the information contained in this Prospectus;
 - (b) he/she has not relied on any person other than the Company and the Directors, each of whom has individual and collective responsibility for the contents of this Prospectus, in connection with his/her investigation of the accuracy of such information or his/her investment decision;
 - (c) no person connected with the Company has made any representation concerning the Company or this Prospectus not contained herein, on which the Applicant has relied in submitting his/her Application; and
 - (d) he/she has made his/her own assessment of the Company, and the merits and risks of subscribing for Ordinary Shares, inclusive of taking advice (or waiving the need for such advice)



in relation on the financial and legal implications of subscribing for Shares and the tax implications thereof.

- (4) Applicants must apply for a minimum of 10,000 Ordinary Shares and further amounts, if any, in multiples of 1,000 Ordinary Shares. Other Applications will not be processed or accepted.
- (5) Please note a processing fee of \$163.10 per Application payable to the Registrar applies and is also payable by each Applicant. Therefore, all Applicants should remember to include the processing fee in their calculations of amounts payable.
- (6) The Company may: (i) accept or reject any Application in whole or part without giving reasons, and neither the Company nor its Directors or agents shall be required to provide reasons for such decisions or be liable to any Applicant or any other person for doing so; (ii) allot Ordinary Shares to Applicants on a basis to be determined by it in its sole discretion including on a pro rata basis in the event the Invitation is oversubscribed, but will endeavour to accept all subscriptions for Ordinary Shares in full (iii) treat, in its sole discretion, multiple applications by any person (whether in individual or joint names) as a single Application.
- (7) In the event that the Ordinary Shares are admitted to listing applicants may refer to the notice that will be posted on the website of the JSE (www.jamstockex.com) after the Closing Date. Applicants who wish to receive physical share certificates must make a specific request to the JCSD through their broker.
- (8) Neither the submission of an Application by an Applicant nor its receipt by the Company will result in a binding contract between the Applicant and the Company. Only the allotment of Ordinary Shares by the Company to an Applicant (whether such Ordinary Shares represent all or part of those specified by the Applicant in his/her Application) will result in a binding contract under which the Applicant will be deemed to have agreed to subscribe for the number of allotted Ordinary Shares,

subject to the Articles of the Company and the Terms and Conditions set out in this Prospectus.

- (9) If the Ordinary Shares are admitted to trade on the Main Market of the JSE, Applicants will be allotted Ordinary Shares for credit to their account in the JCSD specified in their Applications.
- (10) Applicants for subscription for Ordinary Shares must be at least 18 years old.
- (11) Share certificates will not be issued unless specifically requested. Instead, the Shares allotted to a successful applicant will be credited to his broker account at the JCSD. If the applicant does not have a JCSD account, one will be created and the allotted Ordinary Shares deposited to that account. Applicants may refer to the notice posted on the JSE website (www.jamstockex.com) for instructions on confirming Share allotments.
- (12) Applicants who do not have a broker account must provide valid identification, proof of address, proof of source of funds and satisfy NCB Capital Markets Limited's customer acceptance requirements for account opening.
- (13) Refunds will be made by electronic transfers in the event of an over subscription; or if the Application is not accepted; or if the Application is only accepted in part. Refunds will be made within 10 working days after the Closing Date (or of the earlier or extended Closing Date, as the case may be) or soon thereafter. Each Applicant's refund will be processed as instructed by the Applicant in the Payment Refund and Dividend Mandate section in Appendix 2. Please note that the JCSD processing fee of \$163.10 will not be refunded.
- (14) All Applicants are deemed to have accepted the terms and conditions set out in this Prospectus.



Section 7 Information about the Company

7.1 History and Capital Structure and Corporate Governance

QWI was incorporated in Jamaica on 13 December 2018 as a private limited liability company by JTL and KIW which on its incorporation subscribed for ten (10) and five (5) shares respectively in the Company. On 25 April 2019, the Company converted to a public limited liability company.

The Company is authorised to issue an unlimited number of shares.

On 29 March 2019, the Company issued 220 million shares to JTL for a consideration of \$220 million and 225 million shares to KIW for a consideration of \$225 million the proceeds of which were used by QWI to purchase the JTL and KIW share portfolios

On 31 March 2019, the audited balance sheet of the Company showed total investments in companies listed on the JSE valued at almost \$437 million, cash of \$25 million and issued share capital of \$445 million. The audited Net Asset Value (NAV) of the Company as at 31 March 2019 was \$1.015 per share. At 31 July 2019 the unaudited estimated NAV was \$1.52 per share.

On 6 May 2019, the Company issued 20 million shares to KIW for a consideration of \$22 million which included a share premium of \$2,000,000.

7.2 Ownership of the Company

As at the date of this Prospectus, the capital structure of the Company is 47.3% held by JTL and 52.7% held by KIW represented in the Table below as follows:

Shares held by	No. of shares held	Percentage
JTL	220,000,010	47.3
KIW	245,000,005	52.7
TOTAL ISSUED	465,000,015	100.00

Assuming all the Ordinary Shares being offered in this Invitation are taken up, the capital structure of the Company will be as follows:

Shares held by	No. of shares held	Percentage
JTL	220,000,010	20.65
KIW	245,000,005	23.00
All other shareholders	600,000,000	56.35
TOTAL	1,020,000,015	100.00

7.3 Investment Policy

The investment objectives of the Company are to (1) provide attractive risk adjusted returns to Shareholders, (2) maintain diversification across industries and regions, and (3) preserve capital. The Company will invest primarily in securities of companies listed on the JSE and on other recognised overseas stock exchanges with a medium to long-term investment horizon. All investments will be based on the strategic guidance and management of the Investment Committee appointed by the Board of Directors. The Investment Committee comprises experienced and knowledgeable independent and non-independent Directors, who are John Jackson, David Stephens and Cameron Burnet. The Investment Committee will also retain or rely on external advisors when needed.

The Investment Committee will formulate strategic investment decisions to invest in securities which will earn dividend income for the Company and from which returns on investments will be generated from the appreciation of the securities over time. Most securities purchased will be ordinary and preference shares with fewer investments in bonds or instruments with fixed rates of return.

Investment decisions by the Committee will be based on fundamental and technical analyses using a top down macro approach – country, region, industry, and individual companies. In addition to conducting fundamental analysis, the Company will also utilise technical analysis to guide timing for entry into and exit from individual stocks and markets.

The investment philosophy of QWI is to acquire good quality assets that show characteristics that include viable products and services, a competitive advantage in their respective markets, good management, future growth potential, and low or moderate business risk. Such assets may be regarded as value stocks which are trading at a discount relative to the overall market or intrinsic value; growth stocks which have the potential for strong future earnings growth or income earners with the potential for strong cash dividends.

The Company does not intend to engage in highly speculative investment practices or to allocate meaningful resources to high risk assets.

The investment guidelines followed by the Investment Committee include:

- (1) Limits on the percentage of the portfolio that may be allocated to a single security;
- (2) Limits on the percentage of the portfolio that can be allocated to any industry sector;
- (3) Geographical limits and targets for each security and market in which the Company participates.

These guidelines are set by the Directors and are subject to adjustment from time to time based on market conditions.



Illiquid/Non-Traditional Assets

QWI recognizes that non-traditional assets such as real estate, private debt, or private equity offer good diversification and potentially strong returns. Whereas this is not a primary focus area of the Company, the Directors, guided by Investment Committee will evaluate these opportunities when they arise and allocate resources to these investments provided that the allocation to non-traditional assets does not exceed 20% of the Company's capital, and that a liquidity event can be realized within 3 to 5 years.

Investment Performance

The Company intends to benchmark its performance to the MSCI ACWI ALL CAP Index. This index measures the performance of equities at a global level as it captures large mid, small and micro-cap representations across 23 developed market countries and large mid and small cap representations across 24 emerging market countries. This index was selected due to its composition of global equities including emerging markets. It is the objective of the Company to outperform this index on a consistent basis.

Investments in securities listed on exchanges outside Jamaica will

depend on market conditions and take into account the risks of possible exchange rate gains and losses arising from investments not denominated in Jamaican dollars.

The Company may from time to time borrow money from its bankers and brokers for investment purposes but such borrowings will be subject to strict limits on the Company's ratio of debt to equity established from time to time by the Board of Directors.

7.4 Benefits of Listing

QWI intends to apply to list its Ordinary Shares on the JSE. Investors wishing to buy or sell shares in the Company will be therefore able to do so without incurring transfer tax or stamp duties on their transactions.

7.5 Investments owned

As at 29 March 2019, the QWI investment portfolio consisted of THIRTY SEVEN (37) securities listed on the JSE with a total audited market value of \$436,522,184.00. No single security had a value exceeding 25.03% of the total value of the investments held by the Company at that date.

The composition of the QWI portfolio is as follows:

NAME	SHARES	VALUE	PERCENTAGE HOLDINGS	CLOSING PRICE AT 29 MARCH 2019
Access Financial Services	100,000	4,600,000	1.05%	46
AMG Packaging & Paper	1,000,000	2,150,000	0.49%	2.15
Berger Paints Jamaica	693,800	14,542,048	3.33%	20.96
CAC 2000	107,333	1,287,996	0.30%	12
Caribbean Cement Company	1,945,171	109,239,065	25.03%	56.17
Caribbean Cream	1,450,000	8,047,500	1.84%	5.55
Caribbean Flavours and Fragrances	100,000	1,710,000	0.39%	17.1
Caribbean Producers (Jamaica)	2,476,537	11,813,081	2.71%	4.77
Carreras	500,000	4,715,000	1.08%	9.43
Dolphin Cove	1,752,576	24,518,538	5.62%	13.99
Elite Diagnostic	2,882,066	8,675,019	1.99%	3.01
Express Catering	268,551	2,092,012	0.48%	7.79
Fontana	596,241	2,414,776	0.55%	4.05
Fosrich Company	66,485	265,940	0.06%	4
General Accident Insurance Company	2,329,533	10,156,764	2.33%	4.36
Grace Kennedy	200,794	11,997,442	2.75%	59.75
Indies Pharma Jamaica	950,455	2,936,906	0.67%	3.09
Jamaica Broilers Group	25,000	789,750	0.18%	31.59
Jamaica Stock Exchange	248,517	4,209,878	0.96%	16.94
Jetcon Corporation	3,513,091	10,469,011	2.40%	2.98
JMMB Group	120,336	3,849,549	0.88%	31.99



7.5 Investments owned continued

NAME	SHARES	VALUE	PERCENTAGE HOLDINGS	CLOSING PRICE AT 29 MARCH 2019
Lasco Distributors	550,000	2,046,000	0.47%	3.72
Lasco Financial	1,568,000	7,071,680	1.62%	4.51
Lasco Manufacturing	1,000,000	3,440,000	0.79%	3.44
Main Event Entertainment Group	5,940	32,729	0.01%	5.51
Mayberry Investments	276,508	2,289,486	0.52%	8.28
Mayberry Jamaican Equities	100,000	1,000,000	0.23%	10
NCB Financial Group	486,068	70,465,278	16.14%	144.97
Paramount Trading	2,000,000	4,600,000	1.05%	2.3
Sagicor Group Jamaica	202,691	7,933,326	1.82%	39.14
Seprod Limited	328,389	14,002,507	3.21%	42.64
Stationery & Office Supplies	3,000,000	20,610,000	4.72%	6.87
Supreme Ventures	827,041	22,743,628	5.21%	27.5
*Sygnus Credit Investments	50,000	571,000	0.13%	11.42
tTECH	108,946	653,676	0.15%	6
Victoria Mutual Investments	325,373	1,255,940	0.29%	3.86
Wisynco Group	3,176,737	37,326,660	8.55%	11.75
TOTAL		436,522,184	100.00%	

*Jamaican Dollar denominated Shares

The unaudited estimated NAV of the Company's Shares as at 31 July 2019 was \$1.52 per Share. The increase in the NAV compared to the audited NAV of \$1.01 on 29 March 2019 was a result of unrealized investment gains and the purchase of additional listed securities in the four months ended 31 July 2019. The Net Asset Value (NAV) of the Company's Shares as at 11 July 2019 was \$1.30 per Share.

7.6 Material Contracts

- (1) On 25 January 2019, QWI retained NCBCM as its lead broker and financial advisor to this Initial Prospectus Share Offer.
- (2) On 1 February 2019, QWI engaged JTL to provide certain administration, accounting and company secretarial services for the Company under the terms and conditions of an Administrative Management Agreement.

A copy of the Administrative Management Agreement made between JTL and the Company is available for inspection (See Section 14). The Administrative Management Agreement has a term of ten (10) years, renewable for a further two (2) terms of eight (8) years, terminable without cause by either party on six (6) months' notice to the other.

Under the Administrative Management Agreement, JTL will be paid an annual fee equal to one point two per cent (1.2%) of the average monthly assets owned by QWI.

- (3) On 8 February 2019, QWI retained the legal services of Hart Muirhead Fatta, Attorneys at-law, to prepare this prospectus and

provide other legal services to the Company in relation to this Invitation.

7.7 Litigation

The Company is not aware of any litigation pending or contemplated against it, nor is the Company contemplating bringing any litigation.

7.8 Charges

As at 30 June 2019, the Company's assets are charged in the sum of \$128,197,030 in favour of Bank of Nova Scotia Jamaica Limited. The assets charged, comprised listed shares owned by the Company pledged to secure an overdraft facility of \$50,000,000 at an interest rate of 8.5% per annum.

7.9 Dividend policy

It is the intention of the Company to make dividend and capital distributions to its Shareholders up to fifty per centum (50%) of its distributable profits which are not reserved for reinvestment. Under the Articles of Incorporation, dividends may be paid in cash or by any other means of payment as the Directors may agree with the Shareholders in writing. In respect of any interim or final dividend declared by the Company and payable in respect of a Share, the Directors may offer to the Shareholders the option of taking all or part of the dividend (to the extent determined by the Directors) in the form of new ordinary shares, credited as fully paid. The dividend policy will be subject to review from time to time by the Directors.

Section 8 The Board of Directors and its Committees

The Company will be governed by its Board of Directors who are responsible for oversight of the Company's operations. The Directors of QWI and their biographical details are set out below:



John Jackson

John Jackson brings to the Board his experience in the financial services industry. He is the Chairman of Jamaican Teas Limited, Chairman of the Audit and Finance Committee and Mentor to the Board. He is a Chartered Accountant and Financial Analyst. He was a founder and former partner of the Chartered Accounting firm, Crooks Jackson. He is a Director of Bridgeton Management Services Limited, a private investment and management company since 1974. He publishes the financial website ICInsider.com. He is the Chairman of Jetcon Corporation Limited and Jamaica Deposit Insurance Corporation (JDIC). He is also a Director of the Development Bank of Jamaica (DBJ) and is involved in other private entities.

John has served as Chairman of KIW International since 2008. He served on the boards of a number of other companies in the

past, including Eagle Unit Trust where he was Chairman of the Investment Committee and which is now owned by Scotia Investments Jamaica Limited. He is a former employee of KPMG where he worked from 1967 to 1976 in the post of Senior Accountant, Sevens Limited where he served as Business Manager from 1976 to 1978 and National Sugar Company between 1978 and 1983 where he was the Internal Auditor and Business Manager. He left the National Sugar Company to establish his own business specializing in auditing, taxation, consulting, investments and finance. He is also a public speaker and commentator on a variety of subject matters. John Jackson will bring his wide expertise and knowledge to the Board of QWI including years of research investment and economic experience.



John Mahfood

John Mahfood is the Chief Executive Officer of Jamaican Teas Limited and heads the management team. He is responsible for developing and implementing guidelines, internal controls and human resource procedures at Jamaican Teas Limited. He is experienced in local and international retail and trading, as well as mergers, expansions and turnarounds. He is a Certified Public Accountant and a fellow of the Institute of Chartered Accountants of Jamaica.

Prior to joining the Jamaican Teas Limited, he served as a Director of Grace Kennedy Limited and as Chief Operating Officer of its retail and trading division.

During his tenure at Grace Kennedy he headed its international division, and led the merger of

Rapid Sheffield and Hardware & Co. Limited to form the largest hardware group in the Caribbean. He also led the successful expansion and turnaround of the Hi Lo Supermarket chain.

John is as much at ease in the boardroom, as he is on the factory floor and credits much of the success of the Jamaican Teas Limited Group to his dedicated team of employees.

John lives by the inspiration of his late father and co-founder, Adeeb J. Mahfood, a man of "honesty, integrity and hard work". This is the driving philosophy behind the growth and transition of Jamaican Teas Limited from the acquisition of its predecessor, the Tetley Tea Company Limited in 1996, to

the Jamaican Teas Group, which has made a major impact in the market-place since listing on the Jamaica Junior Stock Exchange in 2010.

Under his leadership, Jamaican Teas Limited was named Champion Exporter and Champion Manufacturer Category II for 2013 by the Jamaica Exporters' Association in 2014 and the Jamaican Teas Group also received the Enablement Award for 2013 by the Jamaica Manufacturers' Association in 2014.

In 2017, Jamaican Teas Limited was the recipient of two major awards, the Champion Manufacturer Award (Runner-up, Category 11) and the Pauline Gray Award at the annual Jamaica Exporters' Association Awards and Banquet. The awards recognized Jamaican Teas Limited's consistency in product innovation and improvement in Jamaican exports.

He has received several awards including being recognized as a Jamaica Observer Business Leader nominee. John Mahfood brings his well-known penchant for honesty, integrity and hard work as a member of the Board of Directors of QWI.



Cameron Burnet

Cameron Burnet is Chief Financial Officer at the Jamaican Teas Group, having joined in July 2017. He oversees the accounting and financial operations of the Group and its member companies. He is a Chartered Accountant and has over 30 years' financial experience with other food processing and hotel groups in Jamaica and overseas, as well as with two well-known public accounting firms.

Cameron incorporated his first private investment company in Jamaica in 1987 and has since incorporated and managed several other private investment companies here and in the Eastern Caribbean. These investment companies have all been focused on equities listed on the JSE as well as equities listed in

the USA and Canada. As a private investor he has actively invested in companies listed on exchanges in Singapore, Australia and most of the leading exchanges in Europe and he brings this experience to the Board of QWI.



David Stephens

David Stephens is an entrepreneur and private investor with almost two decades experience in Executive Management, Business Development, and Information Technology.

He is currently based in the Cayman Islands where he operates his own business, Apex Perimeter Protection Ltd, a premier supplier of residential and commercial security and construction products throughout the Caribbean.

DAVID STEPHENS

David recently founded Infinity Capital Partners Ltd, a private equity company that targets mid-size growth companies and real estate opportunities in the Caribbean. He is also a founding shareholder and Director of Appfinity Technologies Limited, a boutique software development company located in Jamaica that has developed several in-house software products.

He is an avid investor with strong analytical skills. He has extensive knowledge of traditional

investments such as local and international stocks as well, and non-traditional asset classes such as private equity, and real estate. He frequently performs investment analysis using both fundamental and technical indicators to inform investment decisions.

David was previously a Director of KIW International Limited and chaired the Finance, Audit and Investment Committee. He is also past board member of INSPORTS and the Agriculture Credit Board.

He completed a Bachelor of Science in Computer Science & Management from the University of Technology, and holds memberships in Rotary International, Jamaica Diaspora Cayman Association, and the International society of Business Leaders (ISOBL). He is also an Alumnus of Leadership Cayman.





Malcolm McDonald

Malcolm McDonald read Law at the College of Law, Guildford, England and attended University of Houston, Bates School of Law in Texas. He was admitted to the Bar in Jamaica in 1966, and as a Solicitor of the Supreme Court, England in 1972. He is a member of the Jamaican Bar Association and the Law Society of England and is an Attorney-at-Law with extensive legal experience in Jamaica and the United States of America.

He has vast experience and depth of knowledge in all areas of commercial

law over 53 years of practice in Jamaica, Houston, Texas and England. Notably, in 1996, he and Peter Millingen became founding partners of the acclaimed law firm of

McDonald Millingen, pursuing a law practice mainly in banking, taxation, conveyancing and estate planning. In the outstanding journey of his legal career, Malcolm was a partner in the former law firm of Ashenheim, Myers & McDonald, Judah, Desnoes & Co. and a litigation attorney in Manton & Hart.

His expertise has led him to serve on a number of Boards of companies in a variety of sectors of industry including that of the Jamaica Broilers Group Limited from 1992 to 2014. He is highly regarded locally and internationally among his peers and brings to the Board of QWI astute legal skills garnered over years of commercial practice. He formerly served as an Adjunct Professor at the Norman Manley Law School in revenue law.



Carl Carby

Carl Carby is a Management Accountant, with expertise in Finance, Investments and Management.

He is the former Executive Chairman of Carlong Publishers (Caribbean) Limited and the current Chairman of Sangster's Book Stores Limited.

He served at Bahama Cement Company in Free Port, Grand Bahama, as Accountant, and Cost Analyst at Colgate Palmolive Co. (Jamaica) Limited as a Director and Financial Controller for the Caribbean

Region and as Group Financial Controller at T. Geddes Grant Limited (Neal & Massy Group), prior to Carlong, which he owns jointly with his wife, Shirley Carby.

In 2007, he was nominated jointly with Shirley Carby, for the Jamaica Business Leader of the Year Award. Carl was educated at Cornwall College and South West London College in the United Kingdom.



Audit Committee

The Board of Directors of the Company has established an Audit Committee. The Audit Committee is comprised of four directors the majority of whom are identified as independent:

Name of Director	Status
Malcolm Mc Donald	Independent Non-Executive
Carl Carby	Independent Non-Executive
David Stephens	Independent Non-Executive
Cameron Burnet	Executive Non-Independent
Terms of Reference	
Oversight of good fiscal discipline, financial reporting, timely disclosure and listing and reporting compliance.	

Investment Committee

The Board of Directors of the Company has established an Investment Committee to manage the Company's portfolio of investments. The Investment Committee is comprised of three directors one of whom is identified as independent:

Name of Director	Status
John Jackson (Chairman)	Executive Non-Independent
David Stephens	Independent Non-Executive
Cameron Burnet	Executive Non-Independent
Terms of Reference	
Formulate and recommend to the Board of Directors investment decisions to generate dividend and capital return on investments from a diverse portfolio of securities and other instruments listed on the JSE and overseas exchanges.	

The Board will also appoint an independent licensed investment adviser to the Investment Committee and may employ such persons which it deems fit to undertake investment management services on behalf of the Company, whether in a full time, discretionary or advisory capacity, provided that such persons are suitably competent and appropriately licensed to provide such services.

(2) Governance

Corporate Governance

The Company will adhere to corporate governance principles and standards to be in compliance with the Private Sector of Jamaica ("PSOJ") Code of Conduct in maintaining and evaluating the conduct of the Board of Directors and members of the Committees of the Board. The Committee will also, as it deems necessary, make recommendations

in relation to the structure of the Board and the effectiveness of its Committees.

The three independent Directors of the Board are David Stephens, Malcolm McDonald and Carl Carby. However, there will be ongoing assessments of their independence of character and judgement and whether there are relationships or circumstances which are likely to affect or could appear to affect their judgment or pose a conflict. The Board may determine if a Director is independent notwithstanding the existence of a relationship or circumstance which may appear relevant to its determination including if the Director had been an employee of the Company within the last five (5) years or has, or has had within the last three (3) years material business relations with the Company either, directly or as a partner, shareholder, director or senior employee of a body that had such a relationship with the Company.

(3) Compensation of Directors

(a) Directors' Fees

Directors' Fees of \$1,000,000 per annum for each Director and \$1,500,000 per annum for the Chairman were approved by QWI's Board on March 19, 2019. Such fees shall be inclusive of reimbursement of reasonable out of pocket expenses for attendance at board and committee meetings.

(b) Options

The Directors also approved the reservation of 31 million shares as a stock option plan for the Board members. Under the stock option plan, each of the Directors may exercise options to buy 1,000,000 QWI shares per annum (1,200,000 shares by the Chairman) in whole or in part within five years of June 30, 2019. The price to be paid will be twice the initial price that the shares are offered to the public as a part of this Invitation. The subscription price for the shares is payable in full at the time that the option is exercised. Each option will be deemed forfeited if not exercised within five years of the date that it became available.

A further amount of 10,000,000 shares for future stock options is to be reserved in addition to the initial 31 million set out above.

(c) Incentive payments

The members of the Investment Committee may be entitled to certain incentive fees pursuant to the Company's Investment Incentive Plan (IPP).

Under the IPP, the Investment Committee members are entitled to receive 10% of the Net Investment Return (NIR) of the Company in excess of the Hurdle Rate established by the Company's Directors where:

"NIR" means the total realised and unrealised gains of the



Company less any finance costs incurred by the Company to fund the investments that produced the realised and unrealised gains; and

'Hurdle Rate' means the percentage change of the MSCI ACWI All Cap Index in United States dollars for the corresponding incentive period applied to the average of the Company's investments for such period.

The MSCI ACWI All Cap Index is a composite index of 14,480 small, mid and large cap companies listed on twenty three

developed markets and 24 emerging markets around the world. In the three years ended March 29, 2019 the annualised return of this index expressed in United States dollars has been 10.57% and over the last ten years has been 12.28 %.

The index is published by MSCI Inc. (MSCI). MSCI is owned by Morgan Stanley Inc, one of the largest investment banks and fund managers in the USA. All MSCI indices are published on a daily basis and are widely followed by investment managers around the world.

Section 9 Management Discussion and Analysis

This Management Discussion and Analysis (MD&A) is presented to assist prospective investors to evaluate the operational results of the investment portfolios acquired by the Company from JTL for the five years to September 30, 2018.

The MD&A also serves to share with prospective investors the Company's prospects and plans. Readers are encouraged to read this MD&A in conjunction with the KPMG Report of Factual Findings dated April 23, 2019 on pages 22 to 31; 33 to 40 and the Audited Financial Statements prepared by KPMG at pages 41 to 59. These documents are available for inspection by prospective investors (See Section 14).

JAMAICAN TEAS LIMITED PORTFOLIO

JTL's portfolio represented mainly investments in large cap companies listed on the JSE Main Market such as NCB Financial Group Limited and Caribbean Cement Company Limited.

The gains (realised and unrealised) and dividend income produced by the portfolio bought from JTL for the five years ended September 30, 2018 as extracted from the audited financial statements of JTL are set out below:

Expressed in \$'000

Yr ended September	2014	2015	2016	2017	2018
Realised Gains	(28)	(2,765)	37,925	58,225	56,345
Unrealised Gains	(4,856)	15,968	34,890	(333)	(5,555)
Dividend Income	4,072	4,829	4,746	3,975	3,377
Average investments	87,287	85,316	125,565	165,577	200,470
Gains as % of average investments	(5.59)	15.48	57.99	34.96	25.34
Dividend yield (%)	4.66	5.66	3.78	2.40	1.68
Total % return on average investments	(0.93)	21.14	61.77	37.40	27.02

Note – Average investments is the sum of the opening and closing investments for each period divided by two.

Over the last five years the JTL portfolio has produced positive returns on investments in each year except 2014 when the main JSE Index fell by 14.51%. In its best year (2016), the portfolio registered a total return of 61.77%. In addition, the portfolio has earned an average dividend yield of almost 3.20% per annum resulting in an average annual total return on the portfolio for the five year period of approximately 32%. This compares with a compound average annual growth rate for the JSE Combined Index of 33% for the same 5 year period.

KIW INTERNATIONAL LIMITED PORTFOLIO

The gains (realised and unrealised) and dividend income produced by the investment portfolio acquired by the Company from KIW in the five and a half years ended 30 September 2018, as extracted from the audited financial statements of KIW are set out below:

Expressed in \$'000

Yr ended March	2014	2015	2016	2017 (Note 1)	2018 (Note 2)
Realised Gains	-	-	1,507	6,029	2,773
Unrealised Gains	611	196	21,317	11,947	53,216
Dividend Income	348	830	1,009	1,121	2,616
Average investments	13,466	13,768	26,803	46,842	144,053
Gains as % of average investments	4.54	1.42	85.15	38.38	38.87
Dividend yield (%)	2.58	6.03	3.76	2.39	1.82
Total % return on average investments	7.12	7.45	88.92	40.77	40.68

Notes

(1) 2017 covers 18 months ended 30 September 2017

(2) 2018 covers year ended 30 September 2018

- (3) JTL acquired KIW in June 2017 and changed the company's year end from March 31 to September 30.
- (4) Average investments is the sum of the opening and closing investments for each period divided by two.
- (5) In 2017 KIW divested its real estate holdings and reinvested the proceeds in JSE listed equities.

During the period 2014 to 2018, the average annual return on investments produced by the KIW portfolio has equalled almost 40% of the average investments held while the average dividend yield was 2.42%. This resulted in an average total annual return on the portfolio of approximately 42%. This return is significantly higher than the increase in the JSE Combined Index which averaged a compounded growth rate of 33% per annum for the five years ended 30 September 2018.

COMBINED PORTFOLIO

Set out below are the gains (realised and unrealised) and dividend income produced by combining the JTL and KIW investment portfolios for the year ended 30 September 2018 and the half year ended 31 March 2019:

<i>Expressed in \$'000</i>	<i>Year ended 30 September 2018 (Audited)</i>	<i>Half year ended March 2019 (Unaudited)</i>
Realised Gains	59,118	28,760
Unrealised Gains	47,661	26,153
Dividend Income	5,993	3,652
Average Investments	344,522	460,358

Note – Average investments is the sum of the opening and closing investments for each period divided by two.

Results for the Year Ended 30 September 2018

The combined portfolio averaged \$344 million for the year ended 30 September 2018. It produced a return on investment of almost \$107 million or 31.00% of the average investments held. In addition to the realised and unrealized capital gains, a 1.74% dividend yield was achieved, producing a total return of almost 33%.

Both investment portfolios were financed by the retained earnings of both JTL and KIW. Therefore, there are no corresponding interest expenses relating to either portfolio.

Results for the half year ended 31 March 2019

The combined average investment portfolio of \$460 million produced total gains for the period of \$54.9 million or 11.93%. The annualised dividend yield was 1.58%. For the same period, the JSE Combined Index increased 6.6 %.

QWI PORTFOLIO RESULTS

During the three months ended 31 March 2019, QWI reported a \$12,418,082 return on investments from the share portfolios it acquired. As at 31 March 2019, the audited the NAV of the Company was \$1.01 per share.

As at 30 June 2019, the QWI unaudited financial statements show:

Quoted Investments	\$732,298,509
Total Liabilities	\$153,556,859
Total Net Assets	\$579,147,060
Number of Issued Shares	465,000,015
Net Asset Value per Share	\$1.25

The increase in NAV as at 30 June 2019 to \$1.25 per Share over the NAV of \$1.01 on 31 March 2019 is a result of unrealized investment gains and purchases of additional listed securities.

The following is the summarized unaudited financial statement for QWI for the six month period ended 30 June 2019 upon which the NAV of \$1.25 is based:

QWI INVESTMENTS LIMITED

Unaudited Statement of financial position as at 30 June 2019

Quoted Investments	732,298,509
Cash and Bank	405,425
Total Assets	732,703,934
Current liabilities and accrued expenses	149,294,796
Deferred tax	2,262,063
Loan	2,000,000
Total Liabilities	153,556,859

Net assets	579,147,075
Share Capital	467,000,015
Retained earnings	112,147,060
Total equity	579,147,075
Shares outstanding	465,000,015
Net asset value per share	\$1.25

The NAV is derived by dividing the total net assets owned by the Company by the total number of its issued and outstanding Shares.

Unaudited Statement of Profit or loss for the six month period ended 30 June 2019

Dividend income	1,730,291
Gains from investment activities	133,387,103
	135,117,394
Administrative expenses	7,904,894
Interest expense	2,544,782
Profit before taxation	114,667,718
Taxation	2,520,658
Profit for the period being	
Total comprehensive income	112,147,060

The quoted investments held by QWI at 30 June 2019 are listed below:

SECURITY	CLOSING PRICE	NO. OF SHARES	PORTFOLIO VALUE J\$	PERCENTAGE
Access Financial Services	45.00	100,000	4,500,000	0.61%
AMG Packaging	2.00	1,000,000	2,000,000	0.27%
Barita Investments	44.27	782,202	34,628,083	4.73%
Berger Paints	17.84	693,800	12,377,392	1.69%
CAC 2000	14.00	107,333	1,502,662	0.21%
Caribbean Cement	79.94	1,958,171	156,536,190	21.38%
Caribbean Cream	5.25	1,450,000	7,612,500	1.04%
Caribbean Flavours	14.3	100,000	1,430,000	0.20%
Caribbean Producers	4.88	2,476,537	12,085,501	1.65%
Carreras	8.02	500,000	4,010,000	0.55%
Dolphin Cove	12.00	1,752,576	21,030,912	2.87%
Elite Diagnostics	4.00	2,949,877	11,799,508	1.61%
Express Catering	6.6	268,551	1,772,437	0.24%
Fontana Pharmacy	4.81	1,098,073	5,281,731	0.72%
FosRich Company	4.49	66,485	298,518	0.04%
General Accident	4.1	4,829,533	19,801,085	2.70%
GraceKennedy	66.86	200,794	13,425,087	1.83%
Honey Bun	6.8	1,000,000	6,800,000	0.93%
Iron Rock Insurance	3.5	129,314	452,599	0.06%
Jamaica Broilers	32.98	25,000	824,500	0.11%



SECURITY	CLOSING PRICE	NO. OF SHARES	PORTFOLIO VALUE J\$	PERCENTAGE
Jamaica Stock Exchange	28.02	248,517	6,963,446	0.95%
Jetcon Corporation	1.88	3,513,091	6,604,611	0.90%
JMMB Group	39.99	120,336	4,812,237	0.66%
Lasco Distributors	3.37	550,000	1,853,500	0.25%
Lasco Financial	5.06	1,568,000	7,934,080	1.08%
Lasco Manufacturing	4.05	5,000,000	20,250,000	2.77%
Main Event Entertainment Group	6.16	5,940	36,590	0.00%
Mayberry Investment	8.44	276,508	2,333,728	0.32%
Mayberry Jamaica Equities	11.5	100,000	1,150,000	0.16%
NCB Group	189.52	706,068	133,814,007	18.27%
Paramount Trading	2.00	2,000,000	4,000,000	0.55%
Sagikor Investments	57.01	202,691	11,555,414	1.58%
Scotia Group	57.5	81,807	4,703,903	0.64%
Seprod	48.54	1,027,892	49,893,878	6.81%
Stationery & Office Supplies	9.59	4,000,000	8,360,000	5.24%
Supreme Ventures	27.99	1,659	46,435	0.01%
Sygnus Credit J\$	15.04	648,763	9,757,396	1.33%
Sygnus Credit US\$	13.06	115,000	1,501,900	0.21%
tTech	5.45	108,946	593,756	0.08%
Victoria Mutual Investments	4.63	1,625,373	7,525,477	1.03%
Wisynco Group	18.98	5,293,000	100,461,140	13.72%
TOTAL			732,320,200	100.00%

As at 31 July 2019 the QWI unaudited financial statements show:

Unaudited Statement of financial position as at 31 July 2019

Quoted Investments	899,102,310
Cash & Bank	(5,139,399)
Deferred costs	4,241,265
Total Assets	898,204,176
Current liabilities and accrued expenses	188,504,876
Deferred tax	2,262,063
Loan	2,000,000
Total Liabilities	192,766,939
Net assets	705,437,237
Share Capital	467,000,015
Retained earnings	238,437,222
Total equity	705,437,237
Shares outstanding	465,000,015
Net asset value per share	\$1.52



The NAV is derived by dividing the total net assets owned by the Company by the total number of its issued and outstanding Shares.

The increase in NAV as at 31 July 2019 to \$1.52 per Share over the NAV of \$1.01 on 31 March 2019 and of the NAV for 30 June 2019 is a result of unrealized investment gains and from purchases of additional listed securities.

Between 31 March, 30 June and 31 July 2019, the progressive increase in the Company's current liabilities arose primarily from increased short-term borrowings from the Company's stockbrokers.

Unaudited Statement of Profit or Loss for the seven month period ended 31 July 2019

Dividend income	2,090,946
Gains from investment activities	279,939,200
	<hr/> 282,030,146
Administrative expenses	(34,445,583)
Interest expense	(6,572,585)
Profit before taxation	<hr/> 241,011,978
Taxation	2,574,756
Profit for the period being	<hr/>
Total comprehensive income	<hr/> <hr/> 238,437,222

Between 30 June and 31 July 2019, the Company's administrative expenses increased due to accruals for expenses related to the increase in the value of its quoted investments.

Unaudited Statement of Cash Flows for the seven month period ended 31 July 2019

STATEMENT OF CASH FLOWS

Income after taxation	238,437,222
Taxation	2,574,756
Unrealised investment gains	(272,843,120)
Share capital issued	467,000,015
Accounts payable/Loans	192,766,939
	<hr/> 627,935,812
Purchases/Sales of Quoted Investments (Net)	632,762,517
Taxation paid /Other	312,694
Dividends paid	0
	<hr/> 633,075,211
(Decrease) in cash and bank balances	(5,139,399)
Cash and bank balances-beginning of period	0
Cash and bank balances-ending of period	<hr/> <hr/> \$(5,139,399)



The quoted investments held by QWI at 31 July 2019 are listed below:

SECURITY	CLOSING PRICE	NO. OF SHARES	PORTFOLIO VALUE J\$	PERCENTAGE
Access Financial Services	46.5	100,000	4,650,000	0.53%
AMG Packaging & Paper	2.32	1,000,000	2,320,000	0.26%
Barita Investments	89.42	782,202	69,944,503	7.96%
Berger Paints Jamaica	18.81	693,800	13,050,378	1.69%
CAC 2000	15.90	107,333	1,706,595	0.19%
Caribbean Cement Company	79.81	1,958,171	156,281,628	17.79%
Caribbean Cream	5.29	1,450,000	7,670,500	0.87%
Caribbean Flavours and Fragrances	16.10	100,000	1,610,000	0.18%
Caribbean Producers (Jamaica)	4.80	2,476,537	11,887,378	1.35%
Carreras	7.90	500,000	3,950,000	0.45%
Dolphin Cove	12.05	1,752,576	21,118,541	2.40%
Elite Diagnostic	5.58	2,949,877	16,460,314	1.87%
Express Catering	6.68	268,551	1,793,921	0.20%
Fontana	8.55	1,098,073	9,388,524	1.07%
FosRich	4.78	66,485	317,798	0.04%
General Accident Insurance Company	4.55	4,829,533	21,974,375	2.50%
GraceKennedy	71.17	200,794	14,290,509	1.63%
Honey Bun	5.48	1,000,000	5,480,000	0.62%
IronRock Insurance	3.14	129,314	534,067	0.06%
Jamaica Broilers Group	32.13	530,525	17,045,768	1.90%
Jamaica Producers	29.27	48,158	1,409,585	0.20%
Jamaica Stock Exchange	29.50	248,517	7,331,252	0.83%
Jetcon Corporation	1.62	3,513,091	5,691,207	0.65%
JMMB Group	51.41	120,336	6,186,474	0.70%
Lasco Distributors	3.25	550,000	1,787,500	0.20%
Lasco Financial	4.72	1,568,000	7,400,960	0.84%
Lasco Manufacturing	4.35	5,000,000	21,750,000	2.48%
Main Event Entertainment Group	6.85	5,940	40,689	0.00%
Mayberry Investments	8.79	276,508	2,430,505	0.28%
Mayberry Jamaican Equities	12.49	100,000	1,249,000	0.14%
NCB Financial Group	212.71	706,068	150,187,724	17.10%
Paramount Trading	2.40	2,000,000	4,800,000	0.55%
Sagicor Group Jamaica	62.90	202,691	12,749,264	1.45%
Scotia Group Jamaica	56.67	110,200	6,301,704	0.72%
Seprod	59.63	1,027,892	61,293,200	6.98%
Stationery & Office Supplies	12.26	4,064,181	49,826,859	5.67%
Supreme Ventures	30.00	1,659	49,770	0.01%
*Sygnus Credit Investments	21.36	763,763	16,313,978	1.85%
tTech	5.90	108,946	642,781	0.07%
Victoria Mutual Investments	7.99	1,625,373	12,986,730	1.48%
Wisynco Group	27.81	5,293,000	147,198,330	16.76%
TOTAL			899,102,310	100.00%

*Jamaican Dollar denominated Shares



OUTLOOK

The present economic climate locally, regionally, and globally presents promising opportunities to increase shareholder value by producing long term returns on investments. The Company's investment portfolios have experienced strong performance over the past years, and will now benefit from greater diversification by the inclusion of regional and foreign equities.

The JSE, in particular, is poised for attractive returns in the medium term as Jamaica is still in the early stages of the economic growth cycle. To better diversify the portfolio, reduce the risk of reliance on a single industry, market and economy and in order to acquire other securities with even better potential for future price appreciation, the Company intends to add securities listed on overseas exchanges. This opens up the Company to a greater available pool of assets and access to a wider array of industries and sectors not currently available on the JSE. In addition, investments held by the Company in US currency will provide some protection against devaluation and help to maintain the portfolio value.

The Directors possess strong analytical, research and business skills and will use their investment experience to continue to allocate the Company's resources into those companies that offer the most attractive risk adjusted returns consistent with the Company's investment guidelines and risk/reward appetite. The Company will also retain and rely on specialist investment advisors where necessary to complement the experience and skills of the Directors.

The Company believes that with its existing asset base, along with new capital raised from this Invitation, the opportunity exists to create a unique vehicle for participating in a diverse range of assets. The Directors are optimistic about the potential for the Company and the creation of long-term value for Shareholders.



FIVE YEAR FINANCIAL PROJECTIONS

	Year to 30/09/2019	Year to 30/09/2020	Year to 30/09/2021	Year to 30/09/2022	Year to 30/09/2023
STATEMENT OF OPERATIONS					
INVESTMENT INCOME					
Dividend income	5,029,164	32,627,533	36,828,461	41,779,332	47,468,866
Realised and unrealised gains	<u>265,200,833</u>	<u>292,016,420</u>	<u>329,614,725</u>	<u>373,925,025</u>	<u>424,846,353</u>
	<u>270,229,997</u>	<u>324,643,953</u>	<u>366,443,186</u>	<u>415,704,357</u>	<u>472,315,219</u>
EXPENSES					
Administration fees	5,391,390	19,576,520	22,097,077	25,067,599	28,481,320
Incentive expense	25,000,000	12,261,223	13,819,717	15,769,370	18,009,909
Interest expense	9,918,157	13,352,250	15,530,250	15,530,250	15,530,250
Other expenses	<u>6,082,947</u>	<u>8,000,000</u>	<u>8,240,000</u>	<u>8,487,200</u>	<u>8,741,816</u>
	<u>46,392,494</u>	<u>53,189,993</u>	<u>59,687,043</u>	<u>64,854,420</u>	<u>70,763,294</u>
PROFIT BEFORE TAX	<u>223,837,503</u>	271,453,960	306,756,143	350,849,938	401,551,925
Taxation	<u>(3,014,889)</u>	<u>(4,894,130)</u>	<u>(5,524,269)</u>	<u>(6,266,900)</u>	<u>(7,120,330)</u>
PROFIT AFTER TAX	<u>220,822,614</u>	<u>266,559,830</u>	<u>301,231,874</u>	<u>344,583,038</u>	<u>394,431,595</u>



	Year to 30/9/2019	Year to 30/9/2020	Year to 30/9/2021	Year to 30/9/2022	Year to 30/9/2023
Non-interest Expense as percent of Net Asset Value (NAV) per share		2.36%	2.28%	2.22%	2.17%

STATEMENT OF ASSETS AND LIABILITIES

ASSETS

Cash and bank balances	737,264,411	20,251,455	20,630,558	20,261,319	23,807,542
Quoted investments at fair value through profit and loss	894,112,238	1,841,423,047	2,088,966,620	2,373,443,314	2,695,617,501
Deferred costs Due from brokers	0	0	0	0	0
	<u>1,631,376,649</u>	<u>1,861,674,502</u>	<u>2,109,597,178</u>	<u>2,393,704,632</u>	<u>2,719,425,044</u>

CURRENT LIABILITIES

Margin Loans	148,358,333	172,558,333	172,558,333	172,558,333	172,558,333
Due to former parent company	0	0	0	0	0
Accrued expenses	<u>13,233,624</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
	<u>161,591,957</u>	<u>172,558,333</u>	<u>172,558,333</u>	<u>172,558,333</u>	<u>172,558,333</u>

NON-CURRENT LIABILITIES

Deferred tax	2,262,063	2,262,063	2,262,063	2,262,063	2,262,063
Loan Capital	0	0	0	0	0

NET ASSET VALUE	<u>1,467,522,629</u>	<u>1,686,854,106</u>	<u>1,934,776,782</u>	<u>2,218,884,236</u>	<u>2,544,604,648</u>
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NET ASSETS COMPRISE:

Share Capital	1,246,700,015	1,246,700,015	1,246,700,015	1,246,700,015	1,246,700,015
Accumulated profits	<u>220,822,614</u>	<u>440,154,091</u>	<u>688,076,767</u>	<u>972,184,221</u>	<u>1,297,904,633</u>
	<u>1,467,522,629</u>	<u>1,686,854,106</u>	<u>1,934,776,782</u>	<u>2,218,884,236</u>	<u>2,544,604,648</u>

Net Asset Value (NAV) per share	\$1.38	\$1.58	\$1.82	\$2.08	\$2.39
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STATEMENT OF CASHFLOWS

Income after taxation before unrealised gains	(39,228,372)	(25,456,590)	(28,382,852)	(29,341,987)	(30,414,758)
Taxation/Other	22,366,230				



	Year to 30/9/2019	Year to 30/9/2020	Year to 30/9/2021	Year to 30/9/2022	Year to 30/9/2023
Sales of Quoted Investments	21,716,939	44,705,612	92,071,152	104,448,331	118,672,166
Share capital issued	467,000,015				
Due to brokers and shareholders	129,580,453	24,200,000			
Proceeds from IPO less issuance costs	<u>779,700,000</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
	<u>1,381,135,265</u>	<u>43,449,022</u>	<u>63,688,301</u>	<u>75,106,344</u>	<u>88,257,408</u>
Purchases of Quoted Investments	617,716,939	700,000,000	10,000,000	15,000,000	16,000,000
Other		26,153,915	13,233,624		
Dividends paid	<u>0</u>	<u>47,228,354</u>	<u>53,309,197</u>	<u>60,475,584</u>	<u>68,711,184</u>
	<u>643,870,854</u>	<u>760,461,978</u>	<u>63,309,197</u>	<u>75,475,584</u>	<u>84,711,184</u>
Increase in cash and bank balances	737,264,411	(717,012,956)	379,103	(369,240)	3,546,224
Cash and bank balances beginning of period	<u>0</u>	<u>737,264,411</u>	<u>20,251,455</u>	<u>20,630,558</u>	<u>20,261,319</u>
Cash and bank balances ending of period	<u><u>737,264,411</u></u>	<u><u>20,251,455</u></u>	<u><u>20,630,558</u></u>	<u><u>20,261,319</u></u>	<u><u>23,807,542</u></u>
Dividend per share		\$0.05	\$0.05	\$0.06	\$0.07

NOTES TO FINANCIAL PROJECTIONS

1. Incorporation and financial reporting.

QWI was incorporated in December 2018 and purchased its first investments in February 2019. Further purchases were made subsequently commencing in March 2019.

The Company prepared audited financial statements for the period ended 31 March 2019 and has prepared unaudited financial statements for the months of April to July 2019.

The financial projection for the year ending 30 September 2019 is based on actual results for the eight months to July 2019, estimated results for August 2019 and projections for September 2019.

The significant accounting policies used by the Company to prepare its financial statements are set out in Note 3 of the audited financial statements for the period ended 31 March 2019 contained in this prospectus.

2. Purpose of Projections and Caution

These projections have been prepared to provide information to assist readers and prospective investors in the Company's Ordinary

Shares to evaluate the effects of different financial conditions and management's plans on QWI's results of operations and its NAV per share.

The Directors and management cannot assure readers that the projected results will actually be achieved as the projections are based on assumptions about future conditions that may differ from those realised during the projection period.

Readers are also cautioned that the market prices at which the Company's shares will trade on the JSE, if they are admitted for listing, will vary from the NAV's per Share in the projections and no assurance can be given that the Company's shares will trade at the NAV's shown in these projections.

3. Discussion of Assumptions used to compile projections:

- Company's Investment portfolio will appreciate 5% from 31 July to 30 September 2019. Dividend income will accrue at an annualised rate of 2% per annum.
- Company will complete its Initial Public Offering (IPO) in September 2019 and receive \$787 million in gross proceeds. All expenses of the IPO will be paid in September 2019 and recorded as a deduction against the gross share capital issued.



- (c) Company will invest entire IPO proceeds during October 2019.
- (d) During the 4 years ending 30 September 2023, 75% of the portfolio will be invested in stocks listed on the JSE and 25% will be invested in stocks listed on overseas exchanges.
- (e) For the 4 years ending 30 September 2023 the price of all JSE listed stocks will appreciate by 16.5 % per annum i.e. 50 % of the rate of increase in the JSE Combined Index in the five years ended 30 September 2018.
- (f) For the 4 years ending 30 September 2023 the price of all stocks comprised in the MSCI ACWI index will appreciate at the same annualised rate of 10 % pa reported for the 10 years ended 31 May 2019.
- (g) The prices of the securities held by the Company will increase in price by no less than three percentage points per annum more than the rate of annual increase of the relevant market index consistent with the historic results obtained by the Directors in the management of the portfolio assets during their ownership by KIW and JTL prior to their purchase by the company in February and March 2019.
- (h) The Company's investment portfolio will experience a dividend yield of no less than 2% per annum.
- (i) Jamaican Teas Limited will provide the company's administrative functions at an annual fee equal to 1.2% of the assets of the company administered.
- (j) Existing margin loans from the Company's brokers will be maintained at their present levels at an annual interest cost of 9% per annum.
- (k) Incentive expense will equal 10% of the unrealised gains in excess of the Hurdle Rate for each applicable period.
- (l) Other expenses will increase by 3% per annum commencing in 2021.
- (m) Approximately 5% of the portfolio will be sold on an annual basis in order to realise a portion of the unrealised gains accrued.
- (n) Dividends and capital distributions will be paid to shareholders at a rate corresponding to the dividends received by the company plus 5% of the unrealised investment gains commencing in 2020.

4. Further Caution to Readers

The assumptions used by the Directors of the Company to compile these projections are based on a continuation of the interest rates and economic and market conditions prevailing in Jamaica and the 49 markets represented in the MSCI ACWI Index as at 20 June 2019 throughout the period of the projections.

Readers are cautioned to make their own determination as to the likelihood of possible variations in the assumptions used in these projections and the effect that such variations might have on the results shown. If you are in doubt please consult your financial advisor, accountant or stockbroker.

Readers are further cautioned not to place undue or any reliance on these projections as future events and changes in circumstances will cause the actual results to differ from those shown. Examples of some of the other factors that may cause the actual results to differ from those projected are discussed in Sections 5 and 11 of this Prospectus.

The Company assumes no responsibility to update these projections after the date of this Prospectus.

Neither the Jamaica Stock Exchange, the Financial Services Commission nor the Registrar of Companies has made any determination as to the reasonableness of the assumptions used in these projections, the adequacy of the matters disclosed relating thereto nor the accuracy of the methods used to compile the projected figures.



This is Life...
on my terms!



Qwi
INVESTMENTS

Building Wealth for our Investors





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REPORT OF FACTUAL FINDINGS to the Board of Directors of
QWI Investments Limited

We have performed the procedures agreed with you and enumerated below in respect of the historical financial information for the years ended September 30, 2014, 2015, 2016, 2017 and 2018 included in the audited financial statements of Jamaican Teas Limited and for the years ended March 31, 2014, 2015 and 2016, the eighteen month period ended September 30, 2017 and the year ended September 30, 2018, included in the audited financial statements of KIW International Limited. These historical financial information relates to investments, dividend income and realised and unrealised gains, which are to be included in the prospectus document issued by QWI Investments Limited ('the company') in an initial public offering of its Ordinary Shares. Our engagement was undertaken in accordance with the International Standard on Related Services applicable to agreed-upon procedures engagements. The procedures were performed solely to assist you to determine the consistency of certain historical financial information included in the company's Ordinary Share offer document ('the company's prospectus') with information included in the audited financial statements of Jamaican Teas Limited and KIW International Limited. The procedures and our findings are set out below:

1. We obtained the audited financial statements of Jamaican Teas Limited for the years ended September 30, 2014, 2015, 2016, 2017 and 2018. The financial statements of Jamaican Teas Limited for the years ended September 30, 2014, 2015, 2016 and 2017 were audited by another auditor who expressed unmodified opinions on those financial statements dated December 29, 2014, December 29, 2015, December 29, 2016 and December 22, 2017, respectively. We have audited, the financial statements of Jamaican Teas Limited for the year ended September 30, 2018 and expressed an unmodified opinion on December 19, 2018.

We obtained the audited financial statements of KIW International Limited for the years ended March 31, 2014, 2015 and 2016, the eighteen month period ended September 30, 2017 and the year ended September 30, 2018.

KPMG, a Jamaican partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

R. Tarun Handa
Cynthia L. Lawrence
Rajan Trehan
Norman O. Rainford
Nigel R. Chambers

Nyssa A. Johnson
W. Gihan C. de Mel
Wilbert A. Spence
Rochelle N. Stephenson
Sandra A. Edwards



The Board of Directors
QWI Investments Limited

1. Continued

The financial statements of KIW International Limited for the years ended March 31, 2014, 2015, 2016 and for the eighteen month period ended September 30, 2017 were audited by another auditor who expressed unmodified opinions on those financial statements dated July 24, 2017, December 22, 2017, December 22, 2017 and March 2, 2018, respectively. We have audited the financial statements of KIW International Limited for the year ended September 30, 2018 and expressed an unmodified opinion on December 19, 2018.

2. We compared the dividend income, realised and unrealised gains as included in the audited financial statements of Jamaican Teas Limited for the years ended September 30, 2014, 2015, 2016, 2018 and 2018 and KIW International Limited for the years ended March 31, 2014, 2015, 2016, the eighteen month period ended September 30, 2017 and the year ended September 30, 2018, with the amounts included in Section 9 of the company's prospectus. We determined that the amounts presented in Section 9 are accurate and consistent, with the information presented in the respective audited financial statements of Jamaican Teas Limited and KIW International Limited.
3. We compared the average investments as included in Section 9 of the company's prospectus using management's calculation as defined in the company's prospectus. The opening and closing investments balances used in computing the average investments for 2014, 2015, 2016, 2017 and 2018 in Section 9 of the company's prospectus were found to be consistent with the respective audited financial statements of Jamaican Teas Limited and KIW International Limited.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any assurance on the specified items set out in the first paragraph.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.





Page 3

The Board of Directors
QWI Investments Limited

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information for inclusion in the company's prospectus and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the items specified above and does not extend to any financial statements of Jamaican Teas Limited and KIWI International Limited, taken as a whole.



Chartered Accountants
Kingston, Jamaica

April 23, 2019





KPMG
Chartered Accountants
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INDEPENDENT AUDITORS' REPORT

To the Members of
QWI INVESTMENTS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of QWI Investments Limited ("the company"), set out on pages 4 to 22, which comprise the statement of financial position as at March 31, 2019, the statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the period then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as at March 31, 2019, and of its financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRS) and the Jamaican Companies Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
QWI INVESTMENTS LIMITED

Report on the Audit of the Financial Statements (continued)*Responsibilities of Management and Those Charged with Governance for the Financial Statements*

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS and the Jamaican Companies Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
QWI INVESTMENTS LIMITED

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on additional matters as required by the Jamaican Companies Act

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

In our opinion, proper accounting records have been maintained, so far as appears from our examination of those records, and the financial statements, which are in agreement therewith, give the information required by the Jamaican Companies Act in the manner required.



Chartered Accountants
Kingston, Jamaica




Statement of Financial Position

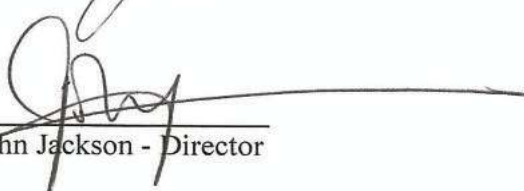
March 31, 2019

	<u>Notes</u>	<u>2019</u> \$
ASSETS		
Investments	4	436,522,184
Cash and cash equivalents	5	<u>24,776,366</u>
Total assets		<u>461,298,550</u>
LIABILITIES AND EQUITY		
Other liabilities	6	1,541,923
Due to ultimate parent company	7(a)	3,366,884
Due to parent company	7(b)	341,490
Short-term borrowing	8	2,000,000
Deferred taxation	9	<u>2,262,063</u>
Total liabilities		<u>9,512,360</u>
EQUITY		
Share capital	10	445,000,000
Retained earnings		<u>6,786,190</u>
Total equity		<u>451,786,190</u>
Total liabilities and equity		<u>461,298,550</u>

The financial statements on pages 4 to 22 were approved for issue by the Board of Directors on April 23, 2019 and signed on its behalf by:



John Mahfood - Director



John Jackson - Director

The accompanying notes form an integral part of the financial statements.



QWI INVESTMENTS LIMITED

Statement of Profit or Loss and Other Comprehensive Income

Three-month period ended March 31, 2019

	<u>Notes</u>	<u>2019</u> \$
Gains from investment activities	11	12,418,082
Administrative expenses	12	(<u>3,342,350</u>)
		9,075,732
Finance costs – Interest expense		(<u>27,479</u>)
Profit before taxation		9,048,253
Taxation	13	(<u>2,262,063</u>)
Profit for the period, being total comprehensive income		<u>6,786,190</u>

The accompanying notes form an integral part of the financial statements.



Statement of Changes in Equity

Three-month period ended March 31, 2019

	Share <u>capital</u> (Note 10) \$	Retained <u>earnings</u> \$	<u>Total</u> \$
Transactions with shareholders, being issue of shares	445,000,000	-	445,000,000
Comprehensive income:			
Profit for the period, being total comprehensive income for the period	<u>-</u>	<u>6,786,190</u>	<u>6,786,190</u>
Balance at March 31, 2019	<u>445,000,000</u>	<u>6,786,190</u>	<u>451,786,190</u>

The accompanying notes form an integral part of the financial statements.



Statement of Cash Flows

Three-month period ended March 31, 2019

	<u>Notes</u>	<u>2019</u> \$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit for the period		6,786,190
Adjustments for:		
Interest expense		27,479
Taxation	13	2,262,063
Unrealised fair value gains on securities at fair value through profit or loss	11	(12,026,876)
		(2,951,144)
Changes in operating assets and liabilities:		
Investments, net		(424,495,308)
Other liabilities		1,514,444
Due to ultimate parent company		3,366,884
Due to parent company		<u>341,490</u>
Cash used by operating activities		<u>(422,223,634)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of shares	10	445,000,000
Short-term borrowing, net		<u>2,000,000</u>
Net cash provided by financing activities		<u>447,000,000</u>
Net increase in cash and cash equivalents, being cash and cash equivalents at end of the period		<u>24,776,366</u>

The accompanying notes form an integral part of the financial statements.



1. Identification and principal activities

QWI Investments Limited (“the company”) is incorporated and is domiciled in Jamaica. The company was incorporated on December 18, 2018, and commenced operations on January 1, 2019. Its registered office at 2 Bell Road, Kingston, Jamaica W.I.

The company is a 51% subsidiary of KIW International Limited with its remaining shares held by Jamaican Teas Limited, which, in turn, is the ultimate parent company of QWI Investments Limited.

The company’s principal activity is holding of and investing in quoted securities. The company’s affairs are administered by its ultimate parent company. The company’s income for the period was mainly realised and unrealised gains from investment activities.

2. Statement of compliance and basis of preparation

(a) Statement of compliance:

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and their interpretations issued by the International Accounting Standards Board (“IASB”), and comply with the provisions of the Jamaican Companies Act.

New and amended standards issued that became effective during the period:

Certain new, revised and amended standards and interpretations came into effect during the current financial year. The adoption of the new standards, interpretations and amendments did not result in any change in amounts and disclosed in the financial statements.

New, revised and amended standards and interpretations that are not yet effective:

At the date of authorisation of the financial statements, certain new, revised and amended standards and interpretations, have been issued which are not yet effective and which the company has not early-adopted. Those standards and interpretations which management considers may be relevant to its operations and their effective dates are indicated below:

- Amendment to IAS 1 – *Presentation of Financial Statements* and IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors* is effective for annual reporting periods beginning on or after January 1, 2020, and provides a definition of ‘material’ to guide preparers of financial statements in making judgements about information to be included in financial statements.

“Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”

The company does not expect this amendment to have a significant impact on its financial statements.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

2. Statement of compliance and basis of preparation (continued)

(b) Basis of preparation and functional currency

The financial statements are presented in Jamaica dollars (J\$), which is the functional currency of the company. The Jamaica dollar is the functional currency, as it is the primary economic environment in which the company operates.

The financial statements have been prepared on the historical cost basis except for equity securities which are measured at fair value. The significant accounting policies stated in note 3 below conform in all material respects with IFRS.

3. Significant accounting policies

(a) Use of estimates and judgements:

The preparation of the financial statements to conform to IFRS, requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, contingent assets and liabilities at the reporting date and the income and expenses for the year then ended. Actual amounts could differ from these estimates.

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

Judgements that have a significant effect on the financial statements were made by management in the application of IFRS. There were no estimates with a significant risk of material adjustment in the next financial period.

(b) Revenue recognition:

The realised gains from financial instruments at fair value through profit or loss ("FVTPL") represents the difference between the carrying amount of the financial instrument at the beginning of the reporting period, or the transactions price if it was purchased in the current reporting period, and its settlement price.

The unrealized gain represents the difference between the carrying amount of a financial instrument at the beginning of the period, or the transaction price if it was purchased in the current period, and its carrying amount at the end of the reporting period.

Dividend income is recognised when the right to receive payment is established on the record date of the dividend.

(c) Foreign currency translation:

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currency are translated to Jamaica dollars using the closing rate as at the reporting date.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

3. Significant accounting policies (continued)

(d) Foreign currency translation:

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currency are translated to Jamaica dollars using the closing rate as at the reporting date.

Exchange differences arising from the settlement of transactions at rates different from those at the dates of the transactions and unrealised foreign exchange differences on unsettled foreign currency monetary assets and liabilities are recognised in profit or loss.

(e) Taxation:

Taxation on the profit or loss for the period comprises current and deferred tax charges. Taxation is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income, in which case it is also recognised in other comprehensive income.

Current tax is the expected tax payable on the income for the period, using tax rates enacted at the reporting date.

Deferred tax is computed by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. 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 at the reporting date.

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset 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.

(f) Financial instruments:

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise. For the purpose of the financial statements, financial assets have been determined to include cash and cash equivalents and investments. Similarly, financial liabilities include other liabilities, short-term borrowing and amounts due to ultimate parent company and parent company.



3. Significant accounting policies (continued)

(f) Financial instruments (continued):

Recognition and initial measurement

The company recognises a financial instrument when it becomes a party to the contractual terms of the instrument. Financial assets and financial liabilities are initially recognised on the trade date.

At initial recognition, the company measures a financial asset or financial liability at its fair value, *plus or minus*; in the case of a financial asset or financial liability not at fair value through profit or loss transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss.

Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.

Classification and subsequent measurement

On initial recognition, the company classifies financial assets measured at amortised cost or FVTPL.

A financial asset is measured at amortised cost if meets both of the following conditions and is not designated as at FVTPL:

- a) It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- b) Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI').

All other financial assets of the company are measured at FVTPL.

The classification of financial assets comprises the following captions:

- Investments
- Cash and cash equivalents

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described in the particular recognition methods disclosed in their individual policy statements associated with each item.



3. Significant accounting policies (continued)

(f) Financial instruments (continued):

Impairment of financial assets

Impairment losses of financial assets not measured at FVTPL, are recognised using the expected credit loss model for the entire lifetime of such financial assets on initial recognition, and at each subsequent reporting period, even in the absence of a credit event or if a loss has not yet been incurred, considering their measurement past events and current conditions, as well as reasonable and supportable forecasts affecting collectability.

Derecognition

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired, or the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of borrowing, plus directly attributable transaction costs. The company's financial liabilities, which include other payables, short-term borrowing, due to ultimate parent company and due to parent company which are recognised initially at fair value.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as described in the particular recognition methods disclosed in their individual policy statements associated with each item.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of profit or loss.



3. Significant accounting policies (continued)

(f) Financial instruments (continued):

Business model assessment

The business model reflects how the company manages the assets in order to generate cash flows. That is, whether the company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

Factors considered by the company in determining the business model for a group of assets include:

1. How the asset's performance is evaluated and reported to key management personnel;
2. How risks are assessed and managed; and
3. How managers are compensated.

The company has determined that it has two business models.

- *Held-to-collect business model:* This comprises, cash and cash equivalents. These financial assets are held to collect contractual cash flows.
- *Other business model:* This comprises equity investments. These financial assets are managed and their performance is evaluated, on a fair value basis, with frequent sales taking place.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them 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 under IFRS, or for gains and losses arising from company of similar transactions such as in the company's trading activity.

(g) Investments:

Investments comprises quoted securities and are classified as FVTPL.

Gains and losses on equity securities at FVTPL are included in the 'Gains from investment activities' caption in the statement of profit or loss.

(h) Cash and cash equivalents:

Cash and cash equivalents comprise cash and bank balances and are measured at amortised cost.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

3. Significant accounting policies (continued)

(i) Other liabilities:

Other liabilities are measured at amortised cost.

(j) Share capital:

Ordinary shares are classified as equity when there is no obligation to transfer cash or other assets.

(k) Related parties

A related party is a person or company that is related to the entity which is preparing its financial statements (referred to in IAS 24 *Related Party Disclosures* as the “reporting entity”, that is, “the company”).

(a) A person or a close member of that person’s family is related to the company if that person:

- (i) has control or joint control over the company;
- (ii) has significant influence over the company; or
- (iii) is a member of the key management personnel of the company or of a parent of the company.

(b) An entity is related to the company if any of the following conditions applies:

- (i) The entity and the company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan established for the benefit of employees of either the company or an entity related to the company.
- (vi) The entity is controlled, or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the reporting entity or is a member of the key management personnel of the reporting entity (or of a parent of the entity).
- (viii) The entity or its parent is provided with key management personnel services by the management entity.

A related party transaction involves transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

The company's key related party relationships are with its shareholders and its directors.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

3. Significant accounting policies (continued)

(l) Borrowings:

Borrowings are recognised initially at fair value, net of transaction costs incurred. Subsequent to initial recognition, interest-bearing borrowings are measured at amortised cost, with any difference between proceeds (net of transaction costs) and redemption value being recognised in profit or loss over the period of the borrowings using the effective interest method.

(m) Determination of fair value:

Fair value is the price that would be received to sell an asset or to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the company has access at the date.

The company measures the fair value of an instrument using quoted price in an active market for that instrument. A market is regarded as active if transactions from the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The company measures instruments quoted in an active market at the closing price, because this price provides a reasonable approximation of the exit price.

(n) Finance costs:

Finance costs comprise interest expense on borrowings calculated using the effective interest rate method.

(o) Impairment:

The company recognises loss allowances for ECLs on financial assets measured at amortised cost.

The company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- financial assets that are determined to have low credit risk at the reporting date; and
- other financial assets for which credit risk (i.e. the risk of default occurring over the expected life of the asset) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

The company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.



3. Significant accounting policies (continued)

(o) Impairment (continued):

The company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The company considers a financial asset to have low credit risk when the credit rating of the counterparty is equivalent to the globally understood definition of ‘investment grade’.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Fund is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

3. Significant accounting policies (continued)

(o) Impairment (continued):

Write-off

The gross carrying amount of a financial asset is written off when the company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

4. Investments

2019
\$

Investment securities at FVTPL:

Quoted equities

436,522,184

5. Cash and cash equivalents

2019
\$

Bank accounts

20,250,920

Accounts with brokers

4,525,446

24,776,366

6. Other liabilities

2019
\$

Interest payable

27,479

Accruals

1,400,000

Other payables

114,444

1,541,923

7. Related party balances and transactions

The following balances were held with related parties:

2019
\$

(a) Due to ultimate parent company

3,366,884

(b) Due to parent company

341,490

Amount due to ultimate parent company and parent company are interest-free and repayable on demand

(c) Short-term borrowing – Ultimate parent company (note 8)

2,000,000



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

7. Related party balances and transactions (continued)

(d) The following transactions were carried out with related parties during the period:

	<u>2019</u>
	\$
Management fees – Ultimate parent company	1,666,666
Directors' remuneration – Fees	750,000
Interest expense – Ultimate parent company	<u>27,479</u>

8. Short-term borrowings

	<u>2019</u>
	\$
Demand loan	<u>2,000,000</u>

This loan is due to the ultimate parent company and attracts an interest at a rate of 8.5% per annum. The loan has no fixed repayment terms and is payable on demand.

9. Deferred taxation

Deferred tax liability is attributable to the following:

	Recognised in <u>profit or loss</u> [note 13(a)]	<u>2019</u>
	\$	\$
Investments	(3,006,719)	(3,006,719)
Interest payable	6,870	6,870
Unused tax losses	<u>737,786</u>	<u>737,786</u>
	<u>(2,262,063)</u>	<u>(2,262,063)</u>

10. Share capital

	<u>2019</u>
	\$
Authorised - Unlimited ordinary shares at no par value	
Issued and fully paid - 445,000,000 ordinary shares at no par value	<u>445,000,000</u>

11. Gains from investment activities

	<u>2019</u>
	\$
Unrealised fair value gain on investments	12,026,876
Realised gains on sale of investment	<u>391,206</u>
	<u>12,418,082</u>



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

12. Administrative expenses

Profit before taxation is stated after charging:

	<u>2019</u>
	\$
Directors' fees	750,000
Management fees	1,666,666
Audit fees	650,000
Other administrative expenses	<u>275,684</u>
	<u>3,342,350</u>

13. Taxation

Taxation is based on profit for the year adjusted for tax purposes and it computed as follows:

	<u>2019</u>
	\$
(a) Current period tax expense:	
Income tax @ 25%	<u>-</u>
Deferred taxation:	
Tax losses	(737,786)
Origination and reversal of temporary differences, net	<u>2,999,849</u>
	<u>2,262,063</u>
Total tax expense recognised	<u>2,262,063</u>

(b) Reconciliation of effective tax rate:

	<u>2019</u>
	\$
Profit before taxation	<u>9,048,253</u>
Computed "expected" tax expense @ 25%, being actual tax charge	<u>2,262,063</u>

- (c) As at March 31, 2019, subject to the agreement of The Commissioner, Tax Administration Jamaica, tax losses available for offset against future taxable profits was \$2,951,143. Effective January 1, 2014, tax losses may be carried forward indefinitely; however, the amount that can be utilised in any one year is restricted to 50% of the current year's taxable profits.

14. Financial risk management

The company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

14. Financial risk management (continued)

The Board of Directors, together with certain senior management of the parent company, has overall responsibility for the establishment and oversight of the company's risk management framework. Key management and senior management of the ultimate parent company have responsibility for monitoring the company's risk policies and reports monthly to the Board of Directors on its activities.

The risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

(a) Credit risk:

The company has exposure to credit risk, which is the risk that its counterparties will fail to discharge their contractual obligations causing the company to suffer a financial loss. Management carefully manages its exposure to credit risk.

Cash and cash equivalents:

Cash and cash equivalents are held with financial institutions that are appropriately licensed and regulated, therefore, management does not expect any counterparty to fail to meet its obligations.

Maximum exposure to credit risk

The company's maximum exposure to credit risk at period end is represented by its respective carrying amount.

Impairment on cash and cash equivalents has been measured at 12-month expected loss basis and reflects the short maturities of the exposures. The company considered that cash and cash equivalents have low credit risk.

No impairment allowances was recognised under IFRS 9.

(b) Liquidity risk:

Liquidity risk, also referred to as funding risk, is the risk that the company will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at, or close to, its fair value.

The company's approach to managing liquidity risk is to ensure, as far as possible, that they will always have sufficient cash resources to meet financial obligations when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage of the company's reputation.

The contractual cash outflow for the company's liabilities is represented by their carrying amounts and require settlement within 12 months from the reporting date.



14. Financial risk management (continued)

(c) Market risk:

Market risk is the risk that changes in market prices, such as interest rate and foreign exchange rates, will affect the company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while optimising the return on risk.

- Interest rate risk:

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

At the reporting date, the company had no financial asset that was subject to interest rate risk.

At the reporting date, the company contracted a short-term loan with carrying value of \$2,000,000 at fixed interest rate.

- Foreign currency risk:

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

At the reporting date, the company was not exposed to foreign currency risk as there was no balance that was denominated in a currency other than the Jamaica dollar.

- Equity price risk:

Equity price risk arises from equity securities held by the company as part of its investment portfolio. Management monitors equity securities in its investment portfolio based on market expectations. The primary goal of the company's investment strategy is to maximise investment returns.

A 10% increase in the market price at the reporting date would cause an increase in the company's profits of \$43,652,218. A 10% decrease would have an equal but opposite effect on profits.

(d) Capital management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders. The Board of Directors monitors the return on capital, which the company defines as net operating income, excluding non-recurring items, divided by total stockholders' equity.

There are no particular strategies to determine the optimal capital structure. There are also no external capital maintenance requirements to which the company is subject.



Notes to the Financial Statements (Continued)

Three-month period ended March 31, 2019

14. Financial risk management (continued)

(e) Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market price is used to determine fair value where an active market exists as it is the best evidence of the fair value of a financial instrument. The company's equities are the only financial instrument that is carried at fair value, also where fair value of financial instruments approximates carrying value, no fair value computation is done.

Quoted equities fair values are based on the closing prices published by the Jamaica Stock Exchange.

The carrying values reflected in the financial statements for cash and cash equivalents, other liabilities, due to ultimate parent company, due to parent company and short-term borrowing are assumed to approximate fair value due to their relatively short-term nature.

Determination of fair value and fair values hierarchy.

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. These two types of inputs have created the following fair value hierarchy:

Level 1 - Quoted prices in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes financial assets with fair values based on broker quotes.

Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components. This hierarchy requires the use of observable market data when available.

The company considers relevant and observable market prices in its valuations where possible.

Equity investments are classified as Level 1.



Section 11 Risk Factors

In addition to other information set forth in this Prospectus, investors should consider carefully the risks described below before subscribing for Ordinary Shares in the Company. These risks are not the only ones facing investors. Additional risks not presently known to the Directors or that the Directors may consider immaterial, may also impair the Company's operations. You are encouraged to take advice from licensed stockbroker, licensed investment adviser or other professional advisor.

This Prospectus also contains forward looking statements that involve risks and uncertainties.

The Company's actual results could differ materially from those anticipated as a result of certain factors, including the risks faced by the Company described below and elsewhere in this Prospectus

(1). Stock Price Volatility

The trading price of the Ordinary Shares may fluctuate significantly after the Invitation and may continue to do so in the future. In addition, prices on the Main Market of the JSE may be particularly subject to volatility. In many cases, the fluctuations may be unrelated to the operating performance of affected companies. As a result, the price of the Ordinary Shares could fluctuate without regard to operating performance

(2). Macro-Economic Policies and conditions

Macroeconomic conditions in the countries we invest in are likely to change over time and these changes may have an adverse effect on the performance of the Company.

(3). New Regulatory Rules or Standards

The Company may also become subject to new regulatory rules or standards that differ from those that are currently applicable. If such regulatory rules or standards become onerous from the point of view of the Company this could require the Company to capitalize or change its business operations, and in any case, changes in such regulatory rules or standards may affect its long term profitability.

(4). New Accounting Rules or Standards

The Company may also become subject to new accounting rules or standards that differ from those that are presently applicable. Such new accounting rules or standards could require significant changes in the way the Company currently reports its financial position, operating results or cash flows. Such changes could be applied retrospectively. This is a risk that is common to companies that apply International Financial Reporting Standards (IFRS) as required under the Jamaican Companies Act.

(5). Risk of Hurricane Fire and other Acts of God

Catastrophic events of the nature of hurricanes and earthquakes could result in declines in economic activity in the countries we invest in and have an adverse effect on the Company's performance.

(6). Operational Risks

In the execution of its business functions the Company is exposed to risks of loss resulting from inadequate or failed internal processes and systems, or from external events. Operational Risks also include:

- (a) System risk (including the risk of accounting errors, failure to procure appropriate insurance coverage and compliance failures);
- (b) Legal risk and reputation;
- (c) Employee errors, computer and manual systems failures, security failures;
- (d) Fire, floods and other losses to physical assets; and
- (e) Fraud or other criminal activity.

(7). Market Risk

The Company's performance could be affected by adverse changes in local or global markets, which could affect the Company's performance

(8). Interest Rate Risk

Since the Company may use leverage from time to time, the performance could be impacted by adverse changes in interest rates. This is more so exacerbated if interest rates were to rise at a time when prices of assets held by the Company are falling.

(9). Counterparty Risk

The Company relies on third parties such as brokers, bankers, and administrators to fulfil its operations. The Company could be affected by the failure of such parties to perform to the expected standards or at all.

(10). Admission of the Ordinary Shares to the Main Market of the JSE

After the close of the Invitation, the Company intends to make application to the JSE to admit the Ordinary Shares to the Main Market to the traded on the floor of the stock exchange. However, the Company is not able to guarantee the success of the Invitation or the admission of the Ordinary Shares to the Main Market. The making of the application by the Company, and its success, is dependent on the criteria for admission set out in the JSE Rules. In the event that the Invitation fails to achieve the required minimum subscription prescribed for listing on the JSE, then the Invitation will be withdrawn and the funds so subscribed will be refunded in full.

(11). Risk Management

The Company's goal in risk management is to ensure that it understands, measures and monitors the various risks that arise and that it adheres strictly to the policies and procedures which are established to address



potential risks. The Board of Directors is ultimately responsible for the overall risk management policies of the Company and to provide oversight of the main risks facing the Company. An audit Committee of the Board will oversee the Company's policies and procedures relating to the financial statements and reporting processes as well as the internal controls of the Company.

(12) Conflicts

The Company may from time to time be subject to conflicts with related parties in relation to the Administration Management Agreement or decisions to invest in or alongside related parties. Though it is not anticipated that related party conflicts will materialize, the observance of good corporate governance practice and principles will ensure that there is full and timely disclosure of all related party transactions and that conflicts which arise will be resolved in the best interest of the Company and its Shareholders.



Section 12 Professional Advisers to the Company

Arranger & Lead Broker:

NCB Capital Markets Limited

The Atrium
3rd Floor
32, Trafalgar Road
Kingston 10

Registrar & Paying Agent:

Jamaica Central Securities Depository

40 Harbour Street
Kingston

Attorneys-at-Law:

Hart Muirhead Fatta

2nd Floor
The Victoria Mutual Building
53 Knutsford Boulevard
Kingston 5

Auditors:

KPMG Chartered Accountants

6, Duke Street
Kingston



Section 13 Statutory and General Information

13.1 Statutory Information required to be set out in this Prospectus by Section 41 and the Third Schedule to the Companies Act

- (1) The Company has no founders, management, or deferred shares.
- (2) The Articles fix no shareholding qualification for directors and none has been otherwise fixed by the Company in general meeting.
- (3) The provisions in the Articles with respect to the remuneration of Directors are as follows:
 - “(84) The remuneration of the Directors shall be such sum or sums as may from time to time be determined by them and approved by the Company in general meeting.
 - (85) The Directors shall be paid such travelling, hotel and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors and at general meetings or in connection with the business of the Company.
 - (86) The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interest of the Company, or undertaking any work additional to that usually required of Directors of a company similar to this.
 - (96) A Director may hold any other office or place of profit under the Company in conjunction with the office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine, and a Director or any firm in which he is interested may act in a professional capacity for the Company and he or such firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing contained in these presents shall authorise a Director or any such firm to act as auditor to the Company.
 - (98) The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances of benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company, or any Company which is a subsidiary of the Company and to the wives, widows, children and other relatives and dependents of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit, and may vote as a

Director in respect of the exercise of any of the powers of this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

- (114) The Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company, and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the Company, or by a combination of two or more of those modes, and may provide as a term of his appointment that there be paid to him, his widow or other dependents a pension or gratuity on retirement or death and terms of such employment need not be confirmed by the Company in general meeting.”
- (4) The names and descriptions of the Directors of the Company appear in Section 8 of this Prospectus. The addresses of the Directors are as follows:

John Jackson	12 Merrick Avenue, Kingston 10, Saint Andrew
John Mahfood	24 Harbour View Road, Kingston 8, Saint Andrew
Cameron Burnet	201A Oxford Manor, 16 Oxford Road, Kingston 5, Saint Andrew
David Stephens	11 John Greer Boulevard, George Town, Grand Cayman, Cayman Islands
Carl Carby	6½ Montrose Road, Kingston 10, Saint Andrew
Malcolm McDonald	58 Hope Road, Kingston 6, Saint Andrew

- (5) (a) No portion of the proceeds of the Invitation will be applied to purchase any property. The preliminary expenses of the Invitation are set out in Section 6.3 of this Prospectus. (b) No preliminary expense or commission is payable to any person in consideration of his agreeing to subscribe for or for his procuring or agreeing to procure subscriptions for any of the shares of the Company. (c) No part of the proceeds of the Invitation will be applied for the repayment of any moneys borrowed by the Company as at 31 Mar 2019 or applied for working capital. Accordingly, paragraph 2 of Part 1 of the Third Schedule to the Companies Act, does not apply.
- (6) The Invitation will open for subscription at 9:00 a.m. on the Opening Date and will close at 4:30 pm on the Closing Date subject to the Company's right to shorten or extend the Closing Date for any reason whatsoever. (b) The amount payable on application and allotment on each Share to the general public will be at the price of



\$1.12 and an allotment of each Reserved Share will be at the price of \$1.08. Subject to the approval of the FSC, the Directors reserve the right to accept subscriptions in an amount in excess of the stated raise and may issue and allot additional Shares to satisfy as much of the applications in excess of the stated raise as they, in their sole discretion, shall determine appropriate.

- (7) All Applicants will be required to pay in full the applicable price per Ordinary Share as specified in this Prospectus. No further sum will be payable on allotment.
- (8) Regarding paragraphs 4(1) and (2) of Part 1 of the Third Schedule, no previous offer of shares in the Company has been made to the public and no person has, or is entitled to be given, any option to buy any shares in, or debentures of the Company SAVE THAT the Directors approved the reservation of 31 million QWI shares as a stock option for the members of the board. Under the stock option, each of the Directors may exercise options to buy 1,000,000 shares per annum in the Company (1,200,000 shares by the Chairman) in whole or in part within five (5) years of June 30, 2019. The price to be paid will be twice the initial price that the shares are offered to the public as a part of this Invitation. The option price for the shares is payable in full at the time that the option is exercised. Each option will be deemed forfeited if not exercised within five (5) years of the date that it became available.

A further amount of 10,000,000 shares for future stock options is to be reserved in addition to the initial 31 million set out above.
- (9) Regarding paragraph 5(1)(a) of Part 1 of the Third Schedule to the Companies Act, as at the date to which the Audited Financial Information in Section 10 is made up, the Company held quoted investments amounting to J\$436,522,182.
- (10) There is no amount for goodwill, patent, or trademarks shown in the financial statements of the Company. There is no contract for sale and purchase, which would involve any goodwill, patent or trademarks and accordingly paragraph 5(1)(b) of Part 1 of the Third Schedule to the Companies Act does not apply.
- (11) As at the date to which the Audited Financial Information in Section 10 is made up, the Company had no bank indebtedness and no overdrafts and accordingly paragraph 5(1)(c) of Part 1 of the Third Schedule to the Companies Act does not apply.
- (12) There is no recommendation for distribution by way of dividend, and accordingly paragraph 5(1)(d) of Part I of the Third Schedule to the Companies Act does not apply.

- (13) No real property is currently proposed to be purchased or acquired by the Company and paid for wholly or partly out of the proceeds of this Invitation for the purposes of paragraphs 6 to 9 (inclusive) of Part 1 of the Third Schedule of the Companies Act.
- (14) Regarding paragraph 10(1)(a) of Part 1 of the Third Schedule to the Act, in the preceding year, no commission has been paid, nor will any be payable by the Company to anyone for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures of the Company.
- (15) Regarding paragraph 10(1)(b) of Part 1 of the Third Schedule of the Companies Act, the Company expects to pay the preliminary expenses of the Invitation out of the proceeds of its fundraising, and the Company estimates that such expenses will not exceed \$18,800,000 as stated in Section 6.3 of this Prospectus.
- (16) Regarding paragraph 10(1)(c) of Part 1 of the Third Schedule to the Act, in the preceding year as the date of this Prospectus no amount or benefit has been paid or given or is intended to be paid or given to any promoter.
- (17) Regarding paragraph 11 of Part I of the Third Schedule to the Companies Act, the material contracts of the Company are listed in Section 7.6 of this Prospectus.
- (18) The name and address of the auditors to the Company is KPMG Chartered Accountants, 6 Duke Street, Kingston.
- (19) KPMG Chartered Accountants have given and have not withdrawn their consent to the issue of this Prospectus with the inclusion of the Audited Financial Information, and their name in the form and context in which it is included.
- (20) The Invitation is not underwritten.
- (21) Regarding paragraph 13(1)(a) of Part 1 of the Third Schedule to the Companies Act, the Directors do not have an interest in the promotion of or in any proposed property to be acquired by the Company. Accordingly, paragraphs 13(b) and (c) do not apply.
- (22) Paragraph 14 of Part 1 of the Third Schedule to the Companies Act does not apply because the Company does not invite the public to subscribe for different classes of shares.
- (23) Regarding paragraph 15 of Part 1 of the Third Schedule to the Companies Act, the Company was incorporated on December 13, 2018 and has carried on business for less than one year.



Section 14 Documents Available for Inspection

Copies of the following documents may be physically inspected at the offices of NCB Capital Markets Limited, 32 Trafalgar Road, Kingston 10, Saint Andrew or on line at any of the NCB Capital Limited locations listed on page 12 and in Appendix 1 between the hours of 9:00 a.m. to 4:00 p.m. on Mondays to Fridays, up to and including the Closing Date (or the earlier or extended Closing Date as the case may be):

- (1) The Certificate of Incorporation of the Company.
- (2) The Articles of Incorporation of the Company.
- (3) The Report of Factual Findings and Audited Financial Information of the Company prepared by the Auditors.
- (4) The consent of the Auditors to the inclusion of their names and references thereto in the form and context in which they appear in this Prospectus.
- (5) Administrative Management Agreement dated February 1, 2019 made between Jamaican Teas Limited and the Company.
- (6) A Certificate of Good Standing dated April 16, 2019 issued by the Registrar of Companies of Jamaica.

Section 15 Directors' Signatures

The Directors whose signatures appear below are individually and collectively responsible for the contents of this Prospectus:

JOHN JACKSON

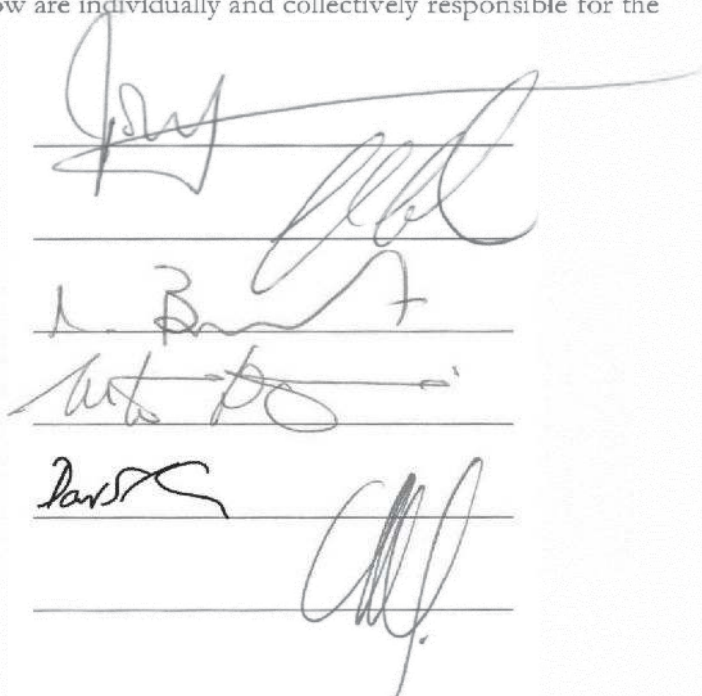
JOHN MAHFOOD

CAMERON BURNET

MALCOLM MCDONALD

DAVID STEPHENS

CARL CARBY




APPENDIX 1

ADDITIONAL LOCATIONS FOR ONLINE APPLICATIONS

Branch	
HALF WAY TREE 94 Half Way Tree Road Kingston 10	ST. ANN'S BAY 19-21 Main Street St. Ann's Bay St. Ann
DUKE STREET 37 Duke Street Kingston	OCHO RIOS 40 Main Street Ocho Rios St. Ann
CROSS ROADS 90-94 Slipe Road Kingston 5	FAIRVIEW Fairview Commercial Centre Lot B3- Section 1-5, Bogue Estate Montego Bay St. James
PORTMORE Lot 13-14 West Trade Way Town Centre St. Catherine	SAVANNA-LA-MAR 68 Great George Street Savanna-La-Mar Westmoreland
MATILDA'S CORNER 15 Northside Plaza Kingston 6	SANTA CRUZ 7 Coke Drive Santa Cruz St. Elizabeth
1-7 KNUTSFORD BLVD 1-7 Knutsford Boulevard Kingston 5	MANDEVILLE/ CHRISTIANA 8 Perth Road Mandeville Manchester
UWI UWI Mona Campus Kingston 7	MAY PEN/ OLD HARBOUR CNR. South & West Street Old Harbour St. Catherine
CONSTANT SPRING (BRANCH) 124-126 Constant Spring Road St. Andrew	ST. JAGO- SPANISH TOWN St. Jago Shopping Centre Burke Road, Spanish Town St. Catherine
CONSTANT SPRING (PRIVATE CLIENTS) 124-126 Constant Spring Road St. Andrew	



APPENDIX 2

PAYMENT REFUND AND DIVIDEND MANDATE

DIVIDEND MANDATE

Bank/Broker Name																	Bank/Broker Account Number																
Bank Branch					Account Type	<input type="radio"/> Savings			<input type="radio"/> Chequing			<input type="radio"/> Broker			BIC																		

REFUND MANDATE (Please tick/select preferred option)

<input type="radio"/> Credit my/our broker																	Account number																			
<input type="radio"/> Credit my/our local commercial bank																	Account number																			
Bank Branch																	Account Type	<input type="radio"/> Chequing			<input type="radio"/> Savings			BIC												

FOR USE BY BROKER ONLY

Full name of Applicant																																
Date Application Received									Time Received																							
Payment Method	<input type="radio"/> Cheque <input type="radio"/> Authorisation Letter <input type="radio"/> RTGS/ACH <input type="radio"/> Online Transfer																															
Date of Transaction																																
Payment Amount									Pool																							

 Broker Authorised Signatory &
 Stamp



APPENDIX 3

APPLICATION FORM

ORDINARY SHARES OF QWI INVESTMENTS LIMITED INITIAL PUBLIC OFFERING OF ORDINARY SHARES

PLEASE READ THIS FORM CAREFULLY BEFORE COMPLETING IT

To: **QWI INVESTMENTS LIMITED**

Re: Invitation for Sale and Subscription in respect of up to 600,000,000 Ordinary Shares being offered pursuant to the Prospectus dated 9 September 2019 I/We confirm that I/we have read and understood and hereby agree to be bound by the terms and conditions contained in the Prospectus, all of which are incorporated into this Application Form by reference.

FOR THE GENERAL PUBLIC

I/We hereby apply for _____ Ordinary Shares in **QWI INVESTMENTS LIMITED** subject to the terms and conditions of the Invitation set out in the Prospectus at an Invitation Price of \$1.35 per Share **inclusive of the J\$163.10 processing fee** by one of the following payment methods set out in Section III below .

I/We agree to accept the above or any smaller number of Ordinary Shares in respect of which this Application may be accepted, subject to the terms and conditions in the Prospectus and the Articles of Incorporation of **QWI INVESTMENTS LIMITED** , by which I/we agree to be bound.

I/We request you to sell and transfer to me/us the number of Ordinary Shares which may be allocated to me/us at the close of the Invitation based upon the terms and conditions governing applications, as set forth in the Prospectus.

I/We hereby agree to accept the Ordinary Shares that may be allocated and issued to me/us to be credited to an account in my/our name(s) in the Jamaica Central Securities Depository (JCSD).

FOR RESERVED SHARE APPLICANTS:

I/We hereby apply for _____ Reserved Shares in **QWI INVESTMENTS LIMITED** on and subject to the terms and conditions of the Invitation set out in the Prospectus at the discounted Invitation Price per Ordinary Share **inclusive of the J\$163.10 processing fee** by one of the following payment methods set out in Section III below .

I/We also agree to subscribe for Ordinary Shares at the Invitation Price offered to the general public at \$1.35 per Ordinary Share applying any balance of subscription monies remaining after the purchase of the Reserved Shares applied for in the event that I/We am/are allotted a fewer number of Reserved Shares than indicated below which may occur in the event of oversubscription of Reserved Shares at the close of the Invitation.

PLEASE TICK APPROPRIATE BOX

- ☐ **NCB INSURANCE COMPANY LIMITED at \$1.35 per Share**
- ☐ **NCB CAPITAL MARKETS LIMITED at \$1.25 per Share**
- ☐ **JTL and KIW SHAREHOLDERS on Record on 16 Sept 2019 at \$1.25 per Share**
- ☐ **JTL OR KIW DIRECTORS AND STAFF at \$1.25 per Share**
- ☐ **JTL SUPPLIERS at \$1.25 per Share**
- ☐ **QWI DIRECTORS at \$1.20 per Share**

APPENDIX 3 Continued

INSTRUCTIONS TO COMPLETE APPLICATION FORM:

All fields are relevant and must be completed. A JCSD Account Number must be provided in order for the application to be processed. Please note that the names indicated below must be reflected on the account at the JCSD based on the account number provided.

Applicant

SECTION I - PRIMARY HOLDER																																																																																																									
Full Name of Applicant (Individual or																																																																																																									
TRN																Occupation/ Line of Business																																																																																									
Address																																																																																																									
Nationality or Incorporation Country																Telephone (Home)																																																																																									
Telephone (Work)																Telephone (Cellular)																Facsimile																																																																									
Email Address																																																								Broker Code						Broker name																																											
JCSD Number																Broker Account																										Date of Application																																																															
Signatures (Company)																																														DIRECTOR																																																		DIRECTOR/SECRETARY									
Signature (individual)																																														SEAL OR STAMP REQUIRED FOR COMPANIES																																																											

SECTION II - SECONDARY HOLDERS																																																																																																			
Full Name (First Joint Holder)																																																																																																			
TRN																Occupation																																																																																			
Signature (individual)																																														Date																																																					
Full Name (Second Joint Holder)																																																																																																			
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TRN																Occupation																																																																																			
Signature (individual)																																														Date																																																					



APPENDIX 3 Continued

SECTION III – PAYMENT VERIFICATION INFORMATION

NCBCM Account ☐ Yes ☐ No If no, please complete one of the payment options below

Mangers Cheque

Cheque number	<input type="text"/>	Cheque Amount	<input type="text"/>	Institution	<input type="text"/>
Cheque date	<input type="text"/>	Issuing Branch	<input type="text"/>		

Direct Deposit

Transaction reference number	<input type="text"/>	Cash/Cheque Amount	<input type="text"/>
Transaction date	<input type="text"/>	Branch	<input type="text"/>

ACH/RTGS

Amount	<input type="text"/>	Confirmation / Reference #	<input type="text"/>	Institution	<input type="text"/>
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Sender's Account Name	<input type="text"/>	Sender's Account #	<input type="text"/>
Date of Transfer	<input type="text"/>		

Online Transfer

Amount	<input type="text"/>	Confirmation / Reference #	<input type="text"/>	Institution	<input type="text"/>
Sender's Account Name	<input type="text"/>	Sender's Account #	<input type="text"/>		
Date of Transfer	<input type="text"/>				

ALL APPLICANTS MUST INPUT THEIR TRN NUMBERS.

THIS OFFER IS NOT MADE TO PERSONS RESIDENT OUTSIDE JAMAICA



Additional Information

NOTES ON HOW TO COMPLETE THE APPLICATION FORM

1. Applicants are encouraged to apply online via the NCB Capital Market Limited **GoIPO** platform or by logging onto the website <https://goipo.jncb.com/>
2. If physical application forms are being used applications must be delivered to NCB CAPITAL MARKETS LIMITED or any branch of the National Commercial Bank Jamaica Limited location as appears in Section 6.5 and Appendix 1 of the Prospectus or to your broker.
3. Applications must be for a minimum of 10,000 Ordinary Shares with increments in multiples of 1,000 Ordinary Shares. Applications in other denominations will not be processed or accepted.
4. All applicants must attach to their Application Form for the specified number of Ordinary Shares they have applied for in the form either of:

- a) Proof of a transfer in Real Time Gross Settlement (RTGS) system (in the case of payment of J\$1,000,000 or more) or via Automatic Clearing House (ACH) system to the following account:

NCB CAPITAL MARKETS LIMITED

Bank: National Commercial Bank Limited

BIC: JNCBCMXX

Branch: 1-7 Knutsford Boulevard (New Kingston)

Account Name: NCB Capital Markets Limited

Beneficiary Address: NCB Atrium, 32 Trafalgar Road, Kingston 10

Account number: 241406067

- b) Authorization on the Application Form from the Applicant instructing **NCB CAPITAL MARKETS LIMITED** to make payment from cleared funds held in an investment account in the Applicant's Name,

or
 - c) A Manager's cheque made payable to **NCB CAPITAL MARKETS LIMITED**, or
5. If you are applying jointly with another person, you must complete the Joint Holder Information and each joint holder must sign the Application Form in the place indicated.
 6. All Applicants must be at least 18 years old and must attach a certified copy of their TRN card or Jamaican Driver's Licence displaying the TRN.
 7. Share Certificates will not be issued unless specifically requested through your broker. Instead, the Ordinary Shares allotted to a successful applicant will be credited to your account at the Jamaica Central Securities Depository ("JCSD"). If the applicant does not have a JCSD account, one will be created by your broker and the allotted Ordinary Shares deposited to that account.
 8. **All Applicants are deemed to have accepted the terms and conditions set out in the Prospectus and the Articles of Incorporation of the Company.**
 9. **NOTE THAT SUBSCRIPTIONS FOR SHARES ARE PAYABLE IN FULL ON APPLICATION.**



APPENDIX 4

GOIPO How to Apply Guide

1. On your personal device visit to <https://goipo.jncb.com> . *(If you do not have access to a computer or smart device with online access, our offices are equipped with tablets and representatives to assist you)*
2. Select **“Apply for an IPO”**
3. Select **“QWI Investments Ltd”**
4. Select **“View Details”**
5. Select **“Apply Now”** beside the relevant pool in which you intend to apply. Only reserved applicants will be allowed to apply from the reserved pools; however the general pool is open for all applicants.
6. Select your investor category;
 - a. **NCB Online Investor** *(This is for persons with online access to their NCB bank account) or*
 - b. **All Other Investor** *(this is for persons without NCB online access including applicants without an NCB Capital Markets Account)*

For NCB Online Investors (This is for persons with online access to their NCB bank account who wish to pay from their NCB or NCBCM account)

- Select **NCB Online Investor** option
- Enter you NCB online username and password

Step 1

- Enter the amount of money you wish to spend on the IPO
 - Select your JCSD number then **save and continue**
- (If your JCSD number is not seen then select **“Add JCSD Number”** to add your JCSD number)*

Step 2

- Select your funding account form the list seen then **save and continue**

Step 3

- Select your refund account and dividend mandates account from the lists seen then **save and continue**

Step 4

- Review your application details and select **Submit**.

Tips:

- If your funds are with another institution then you may transfer the funds to your NCB or NCBCM account before starting the process **or** use the “All Other Investors Option”
- Navigate to your dashboard to view your application and all previously completed applications.
- Check your email for notifications on order submission status

GOIPO How to Apply Guide Continued

For All Other Investors (This is for persons without online access to their NCB bank account and applicants who are not clients of NCBCM)

- Select the **All Other Investor** option
- Read and accept the site's terms and conditions in order to proceed

Step 1

- Enter the amount of money you wish to spend on the IPO
- Complete the Primary holder information
- Complete the Joint Holder information if applicable then **continue**

Step 2

- Selecting the appropriate funding method and complete the required fields (see below) and **continue**

- For Existing NCBCM Account

This is only for NCBCM investors providing instructions to NCBCM to make payment from cleared funds on their NCBCM broker account. The payment must be coming from the applicants NCBCM broker account in which the shares are expected to be held.

- For ACH/RTGS

This is for all investors who are making payment by electronic transfer or direct deposit to NCB Capital Markets Limited. Payments sent via this method to NCBCM must use the instructions below:

BIC:	JNCBJMKX
Branch:	1-7Knustford Blvd. /New Kingston
Beneficiary account #:	241406067
Beneficiary account name:	NCB Capital Markets
Include Comments:	QWI Investments Ltd – [Applicant's Name]

Step 3

- Complete refund and dividend mandates and **continue**

Step 4

- Upload image of valid government issued photo identification & signed Signature Document
(The signature document may be signed on screen and then uploaded or printed, signed and uploaded)
- Submit your application.

Tips:

- You are able to track your application with the reference number provided
- Your application will only be processed once payments indicated in Step 2 are received and confirmed by NCBCM



This is Life...
on my terms!



Qwi
INVESTMENTS

Building Wealth for our Investors

