

THIS PROSPECTUS IS DATED AS OF the 16th day of April 2013. A copy of this Prospectus was delivered to the Registrar of Companies for registration pursuant to section 40(2) of the Companies Act, 2004 and was so registered on the 16th day of April 2013. 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 issuer pursuant to section 26 of the Securities Act and the Company was so registered on the 16th day of April, 2013. 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.



Caribbean Cream Limited
3 South Road, Kingston 10, St Andrew Jamaica
Phone (876) 906-2736/ 906-1127 Fax (876) 906-1128
Email: info@kremija.com

INVITATION FOR SUBSCRIPTION
Up to 75,713,623 ORDINARY SHARES (the “Shares”) AT THE INVITATION
PRICE OF \$1.00 per Share

Up to 26,142,029 Shares in the Invitation (the “Reserved Shares”) are initially reserved at the Invitation Price for priority application from, and subscription by, the following persons: (1) up to 3,529,412 Reserved Shares for Employees at the discounted price of \$0.85 per Reserved Share, (2) up to 18,928,406 Reserved Shares for Stocks and Securities Limited or their Clients at the Invitation Price and (3) up to 3,684,211 Reserved Shares for Directors and Key Individuals of the Company at the discounted price of \$0.95 per Reserved Share. If any category of the Reserved Shares is not fully subscribed by the persons for whom they have been reserved they will be available for subscription at the Invitation Price by other priority applicants (namely, other Company Applicants) and thereafter, and if not so taken up they will become available for subscription by the general public. (See Section 6.5 of this Prospectus for terms and conditions.)

An Application for use by both Company Applicants and the general public is provided at the end of this Prospectus together with notes on how to complete it. The subscription list for the Shares will open at 9:00 a.m. on the Opening Date, 25th April 2013. Applications submitted prior to the Opening Date will be received, but not processed until the Opening Date. The subscription list for the Shares will close at 4:30 p.m. on the Closing Date, 10th May 2013 subject to the right of the Company to: (a) close the subscription list 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.

In the case of a closing of the subscription list before 10th May 2013 or an extension of the date for closing beyond 10th May, 2013, notice of the new Closing Date 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 the Shares to be admitted to the Junior Market. The application to the JSE is dependent on the Company's ability to (i) raise at least \$75 million as a result of the Invitation and (ii) meet the criteria for admission. Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to the Junior Market of the JSE. If, however, the Invitation is not fully subscribed and the Company does not raise at least \$75 million as a result of it, the Company will not make application for the Shares to be admitted to the Junior Market of the JSE and all payments for Shares received from Applicants will be returned (or refunded) to the persons making them.

SHARE CAPITAL

Authorised Maximum to be issued fully paid assuming: 75,713,623

(1) all 49,571,594 Shares are subscribed by the general public

(2) all 26,142,029 Reserved Shares are subscribed being:

3,529,412 Employee Reserved Shares at the discounted price of \$0.85 each	J\$3,000,000.20
3,684,211 Directors and Key Individuals Reserved Shares at the discounted price of \$0.95 each	J\$3,500,000.45
18,928,406 Reserved Shares for SSL and/ or their clients at the Invitation Price of \$1.00 each	J\$18,928,406.00
49,571,594 Shares for the general public at the Invitation Price of \$1.00 each	<u>J\$49,571,594.00</u>

Total Consideration	<u>J\$75,000,000.65</u>
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Details of the issued share capital of the Company prior to and after the Invitation, assuming that it is fully subscribed, are set out in Section 7.8 of this Prospectus.

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Section 1**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 whose names appear in Section 8 of this Prospectus 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.

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 Board of Directors of the Company believes are accurate. Prospective investors may wish to inspect the actual documents that are summarized, copies of which will be available for inspection as described in Section 15. 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. 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.

The Invitation is made to Jamaican Residents 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 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 Shares

This Prospectus is not a recommendation by the Company that prospective investors should submit Applications to subscribe for 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 Shares. Prospective investors are also expected to seek appropriate advice on the financial and legal implications of subscribing for Shares, including but not limited to any

tax implications. Each Applicant who submits an Application acknowledges and agrees that:

- (1) he/she/it has been afforded a meaningful opportunity to review this Prospectus (including the terms and conditions in Section 6.5), and to gather and review all additional information considered by him/her/ it to be necessary to verify the accuracy of the information contained in this Prospectus;
- (2) he/she/it has not relied on the Company or any other person in connection with his/her/its investigation of the accuracy of such information or his/her/its investment decision; and
- (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/its Application.

Section 2**Summary of Key Information on the Invitation**

Issuer:	CARIBBEAN CREAM LIMITED
Securities:	UP TO 75,713,623 ORDINARY SHARES inclusive of 26,142,029 Reserved Shares*
Invitation Price:	<p>\$1.00 PER SHARE (EXCEPT IN THE CASE OF COMPANY APPLICANTS WHO ARE EMPLOYEES WHO SHALL PAY A DISCOUNTED PRICE OF \$0.85 PER SHARE and DIRECTORS AND KEY INDIVIDUALS WHO SHALL PAY A DISCOUNTED PRICE OF \$0.95 PER SHARE BUT NOT INCLUDING SSL OR THEIR CLIENTS WHO SHALL PAY THE INVITATION PRICE OF \$1.00 PER SHARE).</p> <p>PAYABLE IN FULL ON DELIVERY OF AN APPLICATION (Applicants for Reserved Shares see * below).</p>
Application:	SEE APPENDIX 1 OF THIS PROSPECTUS
Terms and Conditions:	<p>SEE SECTION 6.5 OF THIS PROSPECTUS</p> <p>(1) MANAGER'S CHEQUE PAYABLE TO "STOCKS AND SECURITIES LIMITED" or (2) CLEARED FUNDS HELD IN STOCKS AND SECURITIES LIMITED ACCOUNT IN THE NAME OF THE APPLICANT. ABSOLUTELY NO CASH PAYMENTS WILL BE ACCEPTED.</p>
Timetable of Key Dates:	<p>REGISTRATION AND PUBLICATION OF PROSPECTUS: 16th April 2013 OPENING DATE: 9:00 a.m. 25th April 2013 CLOSING DATE (see ** below): 4:30p.m. 10th May 2013</p> <p>APPLICATIONS MUST BE SUBMITTED TO STOCKS AND SECURITIES LIMITED, 33½ HOPE ROAD, KINGSTON 10. Any Applications delivered before 9:00 a.m. on the Opening Date will be received, but not processed until 9:00 a.m. on 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. All other Applications will be received and processed on a first come, first served basis.</p>

CONFIRMATION OF BASIS OF SHARE ALLOTMENTS: All Applicants may refer to the notice that will be posted on the website of the Jamaica Stock Exchange (www.jamstockex.com) 3 business days after the Closing Date (see *** below).

RETURNED APPLICATIONS/REFUND CHEQUES: Available for collection from Stocks and Securities Limited, 33½ Hope Road, Kingston 10, 7 business days after the Closing Date.

FINAL ALLOTMENT OF SHARES AND APPLICATION FOR ADMISSION TO JUNIOR MARKET OF THE JSE within 4 weeks of the Closing Date (See *** below).

*Up to 26,142,029 Shares in the Invitation are initially reserved for priority application (the “Reserved Shares”) from and subscription by Directors, Key Individuals, and Employees (the “Company Applicants”). If all the Reserved Shares available for subscription by Employees are not subscribed for by Employees such Shares will become available for subscription by other Company Applicants at the Invitation Price. Any Shares reserved for other Company Applicants and not subscribed for will become available for subscription by the general public at the Invitation Price. See Section 6.5 of this Prospectus for terms and conditions.

An Application for use by both Company Applicants and the general public is provided at the end of this Prospectus together with notes on how to complete it. The subscription list for the Shares will open at 9:00 a.m. on the Opening Date, 25th April 2013. Applications submitted prior to the Opening Date will be received, but not processed until 9:00 a.m. on the Opening Date. The subscription list for the Shares will close at 4:30 p.m. on the Closing Date, 10th May 2013 subject to the right of the Company to: (a) close the subscription list 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. *In the case of an early closing or an extension of the Closing Date, notice will be posted on www.jamstockex.com.

It is the intention of the Company to apply to the JSE for admission of the Shares to the Junior Market. The application to the JSE is dependent on the Company's ability to (i) raise at least \$75 million as a result of the Invitation and (ii) meet the criteria for admission. Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to the Junior Market of the JSE. If, however, the Invitation is not fully subscribed by the Closing Date and the Company does not raise at least \$75 million as a result of it, the Company will not make application for the Shares to be admitted to the Junior Market of the JSE and all payments will be returned (or refunded) to the Applicants making them.

Section 3:**Letter to Prospective Investors**

CARIBBEAN CREAM LIMITED
3 South Road, Kingston 10, Saint Andrew, Jamaica
Phone (876) 906-2736/ 906-1127 Fax (876) 906-1128
Email: info@kremija.com

16th April 2013

Dear Prospective Investors,

The Company is pleased to invite you to subscribe for up to 75,713,623 Shares in the capital of Caribbean Cream Limited (the “Company”) on terms and conditions set out in this Prospectus.

The Company

The Company, incorporated in 2006, is a manufacturer and distributor of ice cream and ice cream products under the “Kremi” brand. The Company manufactures twenty different flavours of ice cream in 3 gallon, 1.5 gallon and quart sizes, as well as three flavours of ice cream cake. The company is also the Jamaican distributor of the "Flavorite" brand of frozen novelties from Trinidad.

The Company’s current CEO, Christopher Clarke grew up in the ice cream business. Christopher is the son of Carol Clarke Webster, the Managing Director and founder of Scoops Un-Limited Limited, the manufacturers of Devon House I-Scream. Caribbean Cream Limited was conceived when Christopher recognised the need for a better tasting alternative in the standard ice cream market.

Jamaicans delight in sweet treats and desserts, particularly ice cream. Unique and exotic local fruit flavours of Kremi ice cream have been developed and are highly demanded. Our access to key local ingredients, like rum, help to ensure that the flavours maintain their quality and distinct taste when compared with some of their foreign counterparts. In addition, some flavours such as Coffee Rum Cream, Christmas Pudding and the even more popular flavours like Grapenut, and Stout have not traditionally been offered by any of the major conglomerates.

The Company distributes its products by selling wholesale to retailers who generally purchase in bulk 3 gallon containers of ice cream and then on-sell to end consumers. These retailers, in the Company’s case, tend to be other business owners with shops that sell ice cream by the scoop, generally called “scoop shops”, or to mobile vendors also known as “fudgies” or “creamies”.

The Company utilizes the depot model to distribute its bulk products to vendors. The Company owns and controls three depots, two in Saint Andrew, one at Sutherland Road and the other at South Road. The third depot is located at Lower Bevin Avenue, Montego Bay.

Over the years the Company has worked diligently to form and develop its key relationships and currently twenty independent depot operators now sell Kremi products, expanding the reach of products to communities beyond Saint Andrew. This model has allowed the Company to garner

greater island wide coverage for its products in a relatively short period of time. As part of its drive to gain ever greater market recognition and acceptance the Company established a depot at Savannah Plaza in St. Andrew, which is operated by a third party, Phillip Mattar trading as Titan Management Services, on the condition that they may only sell Caribbean Cream products. The Company intends to achieve more growth by entering into similar arrangements in areas in which the Company is not now represented.

Since its inception the Company has grown revenue at an average annual rate of over 40%. This achievement has been made possible as a result of the Company's significant investments in equipment to expand productive capacity and create efficiencies. This growth meant that the Company's original location at 11 Derrymore Road soon became unsuitable and in May 2010 the Company relocated to its current location at 3 South Road in Kencot, Saint Andrew, which it acquired from its former landlord, Scoops Un-Limited Limited.

The growth that the Company has been able to achieve has also enabled job creation opportunities for persons in surrounding areas and the Company's staff has grown from a complement of five in 2006 to over seventy in 2012.

In fostering future growth, the Company intends to use the proceeds from a successful invitation to:

- **facilitate growth by increasing productive capacity through improved processes and expansion of plant;**
- **provide working capital for ongoing strategic initiatives; and**
- **pay the expenses related to the Invitation.**

The Invitation and Reserved Shares

The Company is pleased to offer the Reserved Shares to our Employees, Directors and Key Individuals many of whom by their service to the Company have contributed much to our success, and to SSL our financial partner, and its clients thereby allowing them to have a preference in the allocation of Shares in the event that the Invitation is oversubscribed.

The Company is seeking to raise a minimum of \$75 million, by inviting Applications for up to 75,713,623 Shares. Of those Shares 49,571,594 Shares are being offered to the general public at an invitation price of \$1.00 per share. The Company has initially allocated 26,142,029 of the Shares as reserved for subscription by the following groups and persons: (1)3,529,412 for Employees of the Company at a discounted price of \$0.85 per Share; (2)3,684,211 for Directors and Key Individuals (not including SSL) at the discounted price of \$0.95 per Share; and (3)18,928,406 Shares for SSL and clients of SSL at the Invitation Price of \$1.00 per Share as part of the agreement between the Company and SSL relating to the latter's engagement as principal stockbroker and financial advisors to the Company for this Invitation. If Reserved Shares available for subscription by any category of reserved applicant are not subscribed by them such Shares will become available for subscription by the general public at the Invitation Price. For information on Reserved Share Prices see paragraph 6 below.

The subscription list for the Shares opens at 9:00 a.m. on the Opening Date, 25th April, 2013 and closes at 4:30 p.m. on the Closing Date. An Application for use by Applicants is provided at the end of this Prospectus together with notes on how to complete it. Applications submitted prior to 9:00 a.m. on the Opening Date will be received, but not processed until 9:00 a.m. on the Opening Date.

If the Invitation is fully subscribed and is successful in raising a minimum of \$75 million the Company intends to make an application to the JSE for the Shares to be admitted to the Junior Market and if the application is successful, it is anticipated that the Shares will be admitted to trading within 4 weeks of the Closing Date.

The outcome of the application for admission to the Junior Market is dependent on many factors and circumstances including, but not limited to, the Company's ability to (i) raise at least \$75 million as a result of the Invitation and (ii) meet the criteria for admission set out in the JSE Junior Market Rules. This is a statement of the Company's intention and is not a guarantee that the Shares will in fact be admitted to the Junior Market of the JSE. If, however, the Invitation is not fully subscribed and the Company does not raise at least \$75 million as a result, the Company will not make an application for the Shares to be admitted to the Junior Market of the JSE and all payments received for Shares will be returned or refunded to the Applicants who made them. Equally, if after applying to be admitted to the Junior Market of the JSE, the Shares are not admitted to trading all payments received for Shares will be returned or refunded to Applicants. See the terms and conditions set out in Section 6.5.

Benefits of listing on the Junior Market of the Jamaica Stock Exchange

The Board of Directors believes that if the Invitation is successful the additional equity raised will improve the ability of the Company to expand and develop competitive strengths. The Invitation will provide the Company's employees with an opportunity to participate in the Company's ownership.

The Directors recognise that a listing on the Junior Market of the JSE, will permit the Company access to a special concessionary tax regime provided that the Company remains listed on the JSE's Junior Market and/or Main Market for 15 years.

In its first 5 years on the Junior Market, the Company will not be liable to pay any corporate income tax. In years 6 to 10 on the Junior Market, the Company will only be liable to pay corporate income tax at half of the prevailing rate. Dividend income paid by the Company to its Shareholders will be subject to tax, at the current rate of 5%. This tax rate is expected to increase to 15% on April 1, 2013 based on announcements by the Minister of Finance and Planning and contained in Ministry Paper No. 15/13 dated 12 February 2013.

Shareholders will not be liable to pay transfer tax and stamp duty on the transfers of Shares, over the JSE. Section 14.2 of this Prospectus provides further details of the concessionary tax regime for companies listed on the Junior Market of the JSE.

Use of Proceeds

The Company intends to use the proceeds of the Invitation to further strengthen its operations, retool and improve its operational processes so as to fulfil its strategic plans and business goals and improve the Company's financial and non-financial performance. The use of proceeds includes, but is not limited to, the following areas:

- **facilitation of growth by increasing productive capacity through improved processes and expansion of plant;**
- **provision of working capital for ongoing strategic initiatives; and**
- **payment of the expenses related to the Invitation.**

The Company estimates, that the expenses of the Invitation will not exceed \$6,500,000 (inclusive of brokerage and financial advisory fees, legal fees, auditors' fees, Companies Registrar's fees, initial listing fees and General Consumption Tax ("GCT")). The Directors currently consider that these expenses will be accounted for as a deduction from the proceeds of issue and will not be charged against the results of operations of the Company, in accordance with the Companies Act.

Dividend Policy

If the Company gains admission to the Junior Market of the JSE the Directors anticipate continued growth in the company's profitability. The Board of Directors intends to pay an annual dividend of not less than 20% where annual after tax profits are available for distribution. This intention would be subject to the Company's need for reinvestment of profit from time to time or whenever, in the Board's opinion, same is required for deployment by the Company for expansion and other opportunities that may be advantageous to the Company.

How to make an Application for Shares

Those investors who are interested in subscribing for Shares should read this Prospectus in its entirety and the full terms and conditions of the Invitation set out in Section 6.5, and then complete the Application set out in Appendix 1 and deliver the same to SSL with arrangements for payment in accordance with this Invitation before 4:30 on the Closing Date.

The Company looks forward to your participation in this offer to grow with Caribbean Cream Limited and the Kremi brand, the delicious ice cream in a variety of smooth, creamy flavours to suit your tastes.

For and on behalf of the Company

Carl Wade Caldwell
Chairman

C. Clarke
Managing Director



Section 4: Definitions Used in this Prospectus

“Act”	means the Companies Act, 2004.
“Allotment”	means the allotment of the Shares to successful Applicants by the Company.
“Applicant”	means a person (being an individual or a body corporate resident in Jamaica, whether an Applicant for Reserved Shares, or a member of the general public) who submits an Application.
“Application”	means the form of application to be used by all Applicants who wish to make an offer to subscribe for Shares in the Invitation, which is set out in Appendix 1.
“Articles of Incorporation”	means the Articles of Incorporation of the Company adopted by the shareholders of the Company as of 10 th April 2013 together with any amendments thereto.
“Auditors’ Report”	means the report of James Allen & Co. dated 2012 July 2 set out in Section 11 that precedes the Historical Financial Information for 2007-2011 prepared by Blake Livingston & Co.
“Board of Directors” or “Board”	means the Board of Directors of the Company, details of which are set out in Section 8 of this Prospectus.
“Company”	means Caribbean Cream Limited, a company incorporated in Jamaica (company number 72427) with its registered office at 3 South Road, Kingston 10, St. Andrew, Jamaica.
“Company Applicant(s)”	means the Directors, Key Individuals and Employees and Company Applicant shall mean any of them.
“Closing Date”	means the date on which the subscription list in respect of the Invitation closes, being 10th May 2013, or on any earlier or later date the Company may determine to be the Closing Date in the circumstances set out in this Prospectus.
“Director(s)”	means a director(s) of the Company.

“Employee”	means any employee of the Company and/or Scoops Un-Limited Limited.
“forward looking statement(s)”	means the forward looking statements referred to in Section 5 of this Prospectus.
“FSC”	means the Financial Services Commission of Jamaica.
“Historical Financial Information”	means the figures set out in Section 11 including those extracted from the financial statements of the Company as audited James Allen & Co. for the year ended February 29, 2012, unaudited financial information for the period ended November 30, 2012 and for years 2007 to 2011 inclusive financial statements of the Company audited by Blake Livingston & Co.
“Invitation”	means the invitation to subscribe for 75,713,623 Shares in the capital of the Company on the terms and conditions set out in this Prospectus.
“Invitation Price”	means \$1.00 per Share and includes the discounted price of \$0.85 for Employees and \$0.95 for Directors and Key Individuals.
“James Allen & Co”	means James Allen & Co., Chartered Accountants of 12 Kingslyn Avenue, Kingston 10, Saint Andrew, Jamaica.
“JSE”	means the Jamaica Stock Exchange.
“Junior Market”	means the Junior Market of the JSE.
“Key Individuals”	means the key suppliers, key customers and key contractors of the Company and SSL and its clients.
“Mentor”	means Wayne Wray, the Mentor of the Company required to be appointed under the rules of the Junior Market.
“Opening Date”	means the date on which the subscription list in respect of the Invitation opens, being 25th April 2013.
“Reserved Share(s)”	means the 26,142,029 Shares in the Invitation that are reserved for priority application from, and subscription by, the Company Applicants on the terms and conditions set out in section 6.5 of this Prospectus.

“Reserved Share Price”	means the discounted price of \$0.85 for Employees, \$0.95 for Directors and Key Individuals (but not including SSL or their clients) and \$1.00 in respect of all other Reserved Shares.
“Prospectus”	means this document dated as of 16th April 2013, which constitutes a prospectus for the purposes of the Companies Act, 2004 and the Securities Act of Jamaica.
“SSL”	means Stocks and Securities Limited, a licensed securities dealer with offices at 33½ Hope Road, Kingston 10, Saint Andrew, the principal stockbroker and financial adviser for this Invitation to the Company.
“Share(s)”	means the ordinary shares in the capital of the Company inclusive of the 75,713,623 Shares that are offered for subscription in the Invitation on the terms and conditions set out in this Prospectus and the expression “Shares” shall include Reserved Shares where the context so requires.
“Shareholder(s)”	means holders of the Shares.
“terms and conditions”	means the terms and conditions of the Invitation set out in Section 6.5 of this Prospectus.
“\$”	means Jamaican dollars unless otherwise indicated.

Section 5**Disclaimer: Forward Looking Statements**

Save for the Historical Financial Information contained in this Prospectus, certain matters discussed in this Prospectus contain forward-looking statements including but not limited to statements of expectations, future plans or future prospects, and 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 its 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 Junior Market of the JSE, the Company undertakes no obligation to update publicly or revise any of the forward-looking statements in 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 external economies, instability, high domestic interest rates or exchange rate volatility;
- adverse climatic events and natural disasters;
- unfavourable market receptiveness to new products or flavours;
- changes in any legislation or policy adversely affecting the Company's ability to import raw materials or affecting the revenues or expenses of the Company;
- other factors that may negatively impacting on the realization of the assumptions on which the Company's financial projections are based including foreign exchange fluctuations and taxation; and
- other factors identified in this Prospectus or as yet unknown to the Company.

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

6.1 General Information

The Company is seeking to raise at least \$75 million from subscriptions for up to 75,713,623 Shares in the Invitation to the general public at the Invitation Price. A total of up to 49,571,594 million Shares have been initially reserved for subscription by the general public, while initially up to 3,684,211 Shares have been reserved for subscription by the Company's Directors and Key Individuals (excluding SSL and/or its clients) at a discounted price of \$0.95 per Share and up to 3,529,412 for subscription by Employees at the discounted price of \$0.85 per Share. Up to 18,928,406 Shares have also been reserved for SSL or their clients at a price of \$1.00 per Share. If any of the Reserved Shares are not subscribed for by the Company Applicants, they will then be made available for subscription by the general public at the Invitation Price of \$1.00 per Share.

Assuming that all 75,713,623 Shares are taken up by investors, the Company intends to make an application to the JSE for the Shares to be admitted to the Junior Market. If the application is successful, it is anticipated that the Shares will be admitted to trading within 4 weeks of the Closing Date. In the event that the Company does not raise at least \$75 million, and/or the Shares are not admitted to trade on the Junior Market of the JSE, all payments for Shares made by Applicants will be returned or refunded.

Prospective investors should read this Prospectus carefully. Those prospective investors who wish to subscribe for Shares should review the full terms and conditions of the Invitation set out in Section 6.5 before completing the Application set out in Appendix 1.

6.2 Minimum Fundraising

For the purposes of the requirement for disclosure set out in section 48 of the Companies Act, the minimum amount which, in the opinion of the Directors, must be received by the Company as a result of the subscription of its Shares in the Invitation in order to provide for the matters set out in paragraph two of the Third Schedule to the Act is \$75 million.

6.3 Use of Proceeds

The Company intends to use the proceeds of the Invitation to further strengthen its operations, retool and improve its operational processes so as to fulfil its strategic plans and business goals and improve the Company's financial and non-financial performance.

The use of proceeds includes but is not limited to, the following areas:

- **Facilitation of growth by increasing productive capacity through improved processes and expansion of plant;**
- **Provision of working capital for ongoing strategic initiatives; and**

- **Payment of the expenses related to the Invitation.**

The Company estimates, that the expenses of the Invitation will not exceed \$6,500,000 (inclusive of brokerage and financial advisory fees, legal fees, auditors' fees, Companies Registrar's fees, initial listing fees and General Consumption Tax ("GCT")). The Directors currently consider that these expenses will be accounted for as a deduction from the proceeds of issue and will not be charged against the results of operations of the Company, in accordance with the Companies Act.

The Board of Directors feels that focusing on these key areas will allow the Company to enhance its performance through greater efficiencies.

6.4 Key Dates

An Application for use by all Applicants, including Company Applicants and the general public, is provided at the end of this Prospectus together with notes on how to complete it. The subscription list will open at 9:00 a.m. on the Opening Date, 25th April 2013 and will close at 4:30p.m. on the Closing Date, 10th May 2013 subject to the right of the Company to: (a) close the subscription list 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. In either case the Company will arrange for a notice to be posted on the website of the JSE (www.jamstockex.com). It is the intention of the Company to apply to the JSE for admission of the Shares to the Junior Market. The application is dependent on the Company's ability to (i) raise at least \$75 million as a result of the Invitation and (ii) meet the criteria for admission. If such application is made and it is successful the Company expects the Shares to be admitted to trading on the Junior Market of the JSE within 4 weeks of the Closing Date and for dealings to commence on that date. In the event that the Shares are not admitted to trading on the Junior Market of the JSE all payments for Shares received by the Company will be returned or refunded to the Applicants making them.

6.5 Terms and Conditions for Applicants

1. All Applicants (whether Company Applicants or members of the general public) must submit the Application provided at Appendix 1 to this Prospectus.
2. Company Applicants must specify their status on the Application and provide reasonably verifiable proof of their identity. Up to 3,529,412 Reserved Shares will be available for subscription by Employees and any such shares not subscribed for by Employees will become available for subscription by other Company Applicants at the Invitation Price and if not fully subscribed made available to the general public at the Invitation Price. For information on Reserved Share Prices see paragraph 6 below.
3. All Applicants will be deemed to have accepted the terms and conditions of the Invitation and any other terms and conditions set out in this Prospectus, including

any terms and conditions set out in this Section 6 and Appendix 1.

4. Each Applicant acknowledges and agrees that:
 - (a) he/she/it has been afforded a meaningful opportunity to review this Prospectus (including the terms and conditions in this Section 6.5), and to gather and review all additional information considered by him/her/it to be necessary to verify the accuracy of the information contained in this Prospectus;
 - (b) he/she/it has not relied on any person other than the Company and the Directors, each of whom have individual and collective responsibility for the contents of this Prospectus, in connection with his/her/its investigation of the accuracy of such information or his/her/its investment decision; and
 - (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/its Application.
5. Applications must request a minimum of one thousand (1,000) Shares and be otherwise made in multiples of one thousand (1,000). Applications in any other denomination will not be processed.
6. All completed Applications together with payment for the Shares in the form of either:
 - (a) a manager's cheque made payable to “**Stocks and Securities Limited**”, or
 - (b) authorization from the Applicant on the Application, instructing SSL to make payment from cleared funds held in an investment account in the Applicant's name at SSL

must be delivered to SSL at 33½ Hope Road, Kingston 10, Saint Andrew.

All Shares are priced at the Invitation Price of \$1.00 per Share except for the Reserved Shares for Employees which are priced at the discounted price of \$0.85 per Share and \$0.95 per Share for Directors and Key Individuals (not including those for SSL and their clients).

A non-refundable processing fee of \$110 per Application must also accompany the payment for Shares.

7. **Applications submitted to SSL in advance of the Opening Date will be received and checked for completeness, but not processed until after the Closing Date. All Applications received before 9:00 a.m. on the Opening Date will be treated as having been received at 9:00 a.m. on the Opening Date, 25th April 2013. All**

Applications received from 9:00 a.m. onwards on the Opening Date will be time stamped for processing in the order in which they were received and dealt with in that same order (i.e. on a first come first served basis).

8. The Company may:
 - (a) accept or reject any Application in whole or part without giving reasons, and neither the Company nor its Directors or agents shall be liable to any Applicant or any other person for doing so; and
 - (b) allot the Shares to Applicants on a basis to be determined by it in its sole discretion. Multiple Applications by any person (whether in individual or joint names) may be treated as a single Application.
9. 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 Shares by the Company to an Applicant (whether such Shares represent all or part of those requested by the Applicant in his/her/its Application) will result in a binding contract under which the Applicant will be deemed to have agreed to subscribe for the number of allotted Shares, subject to the Articles of Incorporation of the Company and the terms and conditions set out in this Section 6.5 and the Prospectus generally.
10. If the Invitation is successful in raising at least \$75 million and the Shares are admitted to trade on the Junior Market of the JSE, Applicants will be allotted Shares for credit to their account in the Jamaica Central Securities Depository specified in their Applications. 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 share certificates must make a specific request to the Jamaica Central Securities Depository. In the event that the Company does not raise at least \$75 million and/or the Shares are not admitted to trade on the on the Junior Market of the JSE, all payments for Shares received from Applicants will be returned or refunded to the persons making them. Please note that the Company does not guarantee admission of the Shares to the Junior Market of the JSE.
11. The Company will endeavour to return cheques or make refunds to Applicants whose Applications are not successful (in whole or in part) to SSL within 7 working days after the Closing Date or as soon as practicable thereafter. Each Applicant's returned cheque or refund cheque will be sent to SSL for collection by the Applicant (or the first-named joint Applicant) stated in the Application. Any other persons purporting to collect a cheque on behalf of an Applicant must be authorised in writing to do so and provide verification of identity reasonably satisfactory to the Company and/or SSL.
12. Applicants, if individuals, must be at least 18 years old.

7.1 The Company and its beginning

In January 2004 Christopher Clarke moved back to Jamaica after completing his MBA degree, intending to temporarily work at Scoops Un-Limited Limited, the makers of Devon House I-Scream operated by his mother Carol Clarke Webster. Christopher soon realized that he enjoyed working in the ice cream sector and decided to use his educational background in engineering and recently acquired MBA to help grow the family business. He settled down to work and was soon appointed plant manager.

Later, in November 2005, Scoops Un-limited Limited acquired and installed an ice cream mix plant at 11 Derrymore Road. Mix is the term used to describe the mixture of milk and sweeteners that is eventually combined with other ingredients to make the various flavours of ice cream. Previously Scoops Un-limited Limited had sourced its mix from a third party supplier. The installation of the mix plant gave Scoops Un-Limited Limited greater control over the quality and supply of its raw material and allowed it to make a variety of mixes other than the mix used in the manufacture of “premium” ice cream for Devon House I-Scream.

In early 2006 Christopher spearheaded the development of a formula for an inexpensive “standard” ice cream mix. Soon after the response to products using this new formula was tested in sales to a small group of select mobile vendors. The response to the product was so overwhelmingly positive that the decision was made to enter into full production. The directors of Scoops Un-limited Limited took the decision to separate the brands and start a new company to manufacture and market the standard product and Caribbean Cream Limited was incorporated. The family agreed that Christopher Clarke should lead this new venture and he became the Company’s first Managing Director in April 2006. In 2007 the Company decided to complement its product offerings and became the local distributor of Flavorite frozen novelties in Jamaica.

The Company’s focus was and is the delivery of high quality lower-cost ice cream. From 2006 to June 2012 the Company has exhibited growth in its revenue at an average rate of over 40%.

. To enable and sustain this growth the Company has invested significantly in new technology and equipment and expanded its cold storage capacity.

The Company eventually outgrew its Derrymore Road location and in May 2010 and moved its operations to its current location at 3 South Road in Kencot. Its investment in new machinery and technology enabled it to triple its productive capacity and allowed the high growth rate to continue. Depots were established at Suthermere Road and Savannah Plaza in St. Andrew and Lower Bevin Avenue in Montego Bay to support sales growth. All depots except the depot located at Savannah Plaza are owned and operated by the Company.

7.2 Products

Ice cream is categorized by classes called “economy” (sometimes referred to as “house brands”), “standard” (such as Kremi) and “premium” (such as Devon House I-Scream and Haagen Dazs). As you move from economy to standard to premium the smoothness of the product is expected to improve but the cost also increases. The Company is able to deliver greater value for money at the lower price point of the standard ice cream market. This strategy has been successful and the Company has managed to take significant market share from main competitors in this market segment.

Ice cream

Over 80% of the Company’s ice cream sales is attributable to sales of bulk ice cream in 3 gallon containers, that its customers buy and then on-sell by the scoop to their customers. The Company currently offers 20 different flavours ice cream and is constantly seeking to meet customers’ desires for new, interesting, tasty flavours. In each quarter the Company removes its lowest selling flavour and promotes a new flavour in its place. The top ten selling flavours are also available in a 1.5 gallon size.



Frozen Novelties

The Company produces authentic Jamaican ice cream cake in three flavours. The ice cream cake is made by spreading a layer of soft ice cream on a sheet of cake, which is rolled into a log. The log is then put into a cold room to harden. Once it has hardened the log is cut into slices, packaged and sold.



The Company is the local distributor for the Flavorite brand of frozen novelties that includes icicles, fudges, ice cream sandwiches, ice cream in cones, chocolate covered ice cream bars and many more delightful frozen treats.





Complementary Items

The Company sells goods it considers ancillary or complementary to its core ice cream sales. Examples of this are ice cream cones and dry ice that are purchased locally and resold to customers. The sale of these items allows the Company to operate as a one stop shop facilitating mobile vendors.



7.3 Competition

Smith & Stewart Distributors Limited is widely considered to be the leading manufacturer and distributor of ice cream and frozen novelties in Jamaica, under the Crazy Jim, Blue Bunny, Bon and Rich brands. They manufacture bulk ice cream for scoop shops and mobile vendors and distribute smaller sizes to supermarkets, using to their advantage their strong distribution network.

Wisynco Group Limited, the local distributor of Nestle, Unilever and Haagen Dazs ice cream products is considered to be the dominant player in supermarket sales. Caribbean Cream Limited does not consider Wisynco Group Limited a major competitor in the bulk ice cream market.

There are other manufacturers of ice cream but none are by themselves considered by the Board to be significant competitors.

7.4 Corporate Responsibility

The Company is conscious of its corporate responsibility and embraces this by encouraging positive action through support for activities of its consumers, employees, and communities. The Company donates in excess of 300,000 gallons of product each year in support of local community projects, schools, old age homes and other worthwhile community projects.

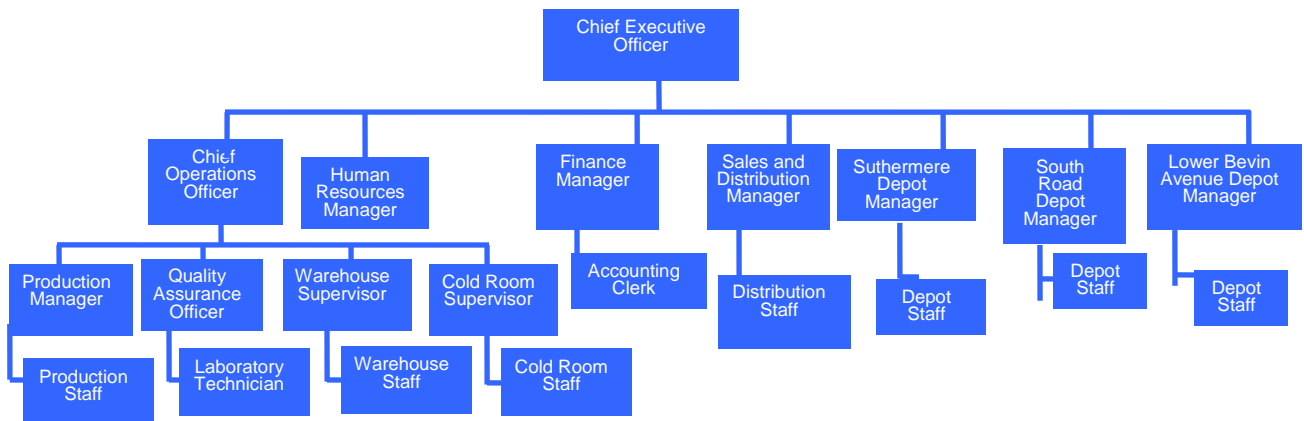
7.5 People

It is the Company’s policy to hire the best applicant available for the job. This means that all potential/new employees are closely monitored and if they do not meet the Company’s high standards at the end of the probationary period, they will not be taken on full time.

The Company considers quality and safety the responsibility of every employee. As such the Company holds annual training seminars in these areas and management encourages a culture in which anyone can voice their opinion or make recommendations.

Employees of the Company that apply themselves diligently and work hard are rewarded with opportunities for promotion. The potential for advancement, the positive work environment and employee empowerment have led to a high level of employee retention. The Board believes that this is one of the reasons the Company has become more efficient.

The Company presently employs over 70 persons and the following chart illustrates the organizational structure.



7.6 Taxation

If the Shares are admitted to trading on the Junior Market, the Company expects to benefit from a ten year concessionary tax regime that starts from that date. In its first 5 years on the Junior Market, the Company will not be liable to pay any corporate income tax. In years 6 to 10 on the Junior Market, the Company will only be liable to pay corporate income tax at half of the prevailing rate. In order to take advantage of the concessions, the Company must remain listed on the JSE for at least 15 years. Section 14.2 of this Prospectus provides further details of the concessionary tax regime for companies listed on the Junior Market of the JSE. See Section 14.2 of this Prospectus for further information

Dividends paid by the Company to its Shareholders are subject to income tax at the rate of 5% on dividend income. This tax rate is expected to increase to 15% on April 1, 2013 based on announcements by the Minister of Finance and Planning and contained in Ministry Paper No. 15/13 dated 12 February 2013.

Currently transfers of Shares on the JSE are exempt from transfer tax and stamp duty.

7.7 Incorporation Details

Caribbean Cream Limited was incorporated as a limited liability company under the Companies Act on June 23, 2006. It is engaged in the business of manufacturing and distribution of ice cream, ice cream mixes and other frozen desserts.

7.8 Details of the Authorised and Issued Share Capital and the Shares in the Invitation

Capital Structure of the Company

As at April 15th, 2013, the latest practicable date prior to publication of this Prospectus, the authorized and issued share capital of the Company was as follows:

Authorised: 5,100,000,000 shares

Issued: 302,854,492 shares

The Shares in the Invitation will be newly issued Shares of the Company.

At an extraordinary general meeting of the Company held on April 10th following resolutions were approved:

- Re-registration as a public company under the Companies Act, 2004
- The adoption of new Articles of Incorporation, which are available for inspection as set out in Section 15.

Shareholdings in the Company Before and After the Invitation

As at April 15th 2013, being the latest practicable date prior to publication of this Prospectus, the holdings of Shares in the capital of the Company (including legal and, where known to the Company, beneficial holdings) were as follows:

Name and Registered Office Address of Shareholder	Number of Shares before Opening Date of Invitation	% Issued Shares Before Opening Date of Invitation
Christopher Clarke	181,712,691	60%
Scoops Un-Limited Limited*	121,141,801	40%
Total Issued Share Capital	302,854,492	100%

*Christopher Clarke (45%), Matthew Clarke (45%) and Carol Clarke-Webster (10%) own and are directors of Scoops Un-Limited Limited .

After the subscription lists for the Invitation are closed, and assuming that the Invitation is fully subscribed by the public and also, by the Company Applicants and SSL, the percentage shareholdings in the Company will be as follows:

Name of Shareholder	Number of Shares after Opening Date of Invitation	% of Issued Shares After Opening Date of Invitation
Christopher Clarke	181,712,691	48%
Scoops Un-Limited Limited	121,141,801	32%
Shares for subscription by general public at Invitation Price	49,571,594	13.1%
Reserved Shares for Employees at discounted price of \$0.85	3,529,412	0.93%
Shares for Directors and Key Individuals (except SSL and their clients) at the discounted price of \$0.95	3,684,211	0.97%
Reserved Shares for SSL and its clients at the Invitation Price of \$1.00	18,928,406	5%
Total Issued Share Capital Following Invitation	378,568,115	100%

7.9 Applicable Regulatory Regime

The Company has the certificates, permits and licences, identified in the following table that the Directors consider are material for the purposes of its ongoing business:

Issuing Authority	Type of Permit / Licence	Expiry Date
Taxpayer Audit and Assessment Department	Certificate of Tax Compliance	June 1, 2013
The Factories Act and Regulations	Certificate of Registration	April 30, 2015
Bureau of Standards Jamaica	Certificate of Registration of an Establishment under the Standards Act	January 9, 2014
Public Health Act Public Health (Food Handling)	Health Certificate License No. KSAP076726Z2-00102336475	July 10, 2013

7.10 Intellectual and Real Property

As at April 15th 2013, the latest practicable date prior to the publication of this Prospectus, the Company has the following interests in intellectual and real property.

Intellectual property

The Company owns and has registered the following intellectual property rights for use in Jamaica:

Trademark	Registration Number	Application/Registration Date	Next Renewal Due	Class
KREMI	50,088	March 14, 2008	April 13, 2017	30

The intellectual property rights in the marks are protected for a period of 10 years following their registration, and renewal is registration is also capable of extension for further periods of 10 years on payment of a nominal fee.

Real Property

The Company owns the following properties:

DESCRIPTION OF LAND	MARKET VALUE
3 South Road, Kencot, St. Andrew registered at Volume 1101 Folio 714.	Market value estimated of J\$40,000,000 in January, 2012 based on a report by David Thwaites and Associates.
2a Suthermere Road, St. Andrew registered at Volume 1288 Folio 348.	Market value of J\$30,000,000 estimated in July, 2010 based on a report by D. C. Tavares & Finson Realty Limited.
2d Suthermere Road, St. Andrew registered at Volume 1293 Folio 575.	Market value of J\$33,000,000 estimated in July, 2010 based on a report by D. C. Tavares & Finson Realty Limited.

Copies of these valuations reports are available for inspection in accordance with Section 15 of this Invitation.

Leasehold Property

The Company is lessee under lease agreements brief details for which are set out below:

LOCATION	LESSOR	TERM
Lower Bevin Avenue, Montego Bay , St. James,	Vanze Investments Limited	Term: 5 years Commencement Date: May 1, 2011
5 South Road, Kingston 10, St. Andrew	Mr. Meron Knight	Term:5 years Commencement Date: July 1, 2012
Savannah Plaza	Vaswani's Limited	Term: Year to year

7.11 Material Contracts

The following agreements briefly described below, were entered into by the Company with its bankers, The Bank of Nova Scotia Jamaica Limited, in the ordinary course of business as at October 31, 2012, being the latest practicable date prior to the publication of this Prospectus:

Type of Loan	Loan Balances as at October 31, 2012	Authorised Limit
Overdraft	\$2,571,142	\$5,000,000
Corporate Visa Credit Card	\$4,989,324	\$8,000,000
Corporate MasterCard	US\$2,400	
Commercial Mortgage	\$31,278,704	
Non-Revolving Loan	\$1,475,818	
Non-Revolving Loan	\$721,773	
Non-Revolving Loan	\$2,100,000	
Non-Revolving Loan	\$2,325,800	
Non-Revolving Loan	\$8,669,084	
Non-Revolving Loan	\$17,400,000	
Commercial Mortgage	\$24,262,876	
Insurance Premium Financing	\$0	\$6,000,000
TOTAL	\$95,794,521 US\$2,400	

The Bank of Nova Scotia Jamaica Limited has also issued corporate credit cards to the Company with authorised limits stated in the Bank of Nova Scotia Jamaica Limited's letter to the Company dated October 31, 2012. This letter is available for inspection in accordance with Section 15 of this Invitation.

In addition to the above, the Company considers its insurance arrangements (see section 7.15 below for details) to be material.

7.12 Related Party Transactions

The Company has entered into arrangements with parties that are considered related parties which are described below.

The Company presently manufactures ice cream for Dairy Pack Limited under arrangements made on third party commercial terms. Carol Clarke-Webster is a shareholder and director of Dairy Pack Limited.

The Company also produces mix for Scoops Un-Limited Limited on commercial terms. Christopher Clarke, Matthew Clarke and Carol Clarke Webster who are directors of the Company are shareholders and directors of Scoops Un-limited Limited and Scoops Un-limited Limited is a shareholder of the Company.

Sherry-Ann Sasso is the manager of the depot at Lower Bevin Avenue, Montego Bay with responsibilities that include inventory management, supervision of a staff of four and management of orders from hotels. She is the niece of Carol Clarke Webster, and cousin to Matthew and Christopher Clarke.

Financial Management Options Limited has been retained by the Company to provide accounting services. Mrs Michelle Harris, an employee of Financial Management Options Limited has been designated by Financial Management Options Limited to fill the role of Finance Manager. Mr. Kenneth Livingston is a principal of Financial Management Options Limited and is also a partner of Blake Livingston & Co.

Initially Blake Livingston & Co. provided accounting and audit services to the Company and, as auditors to the Company up to 2011 prepared audited financials for the Company for the years 2007 to 2011 inclusive which are referred to herein. The Company has separated the provision of accounting and audit services. Audit services that are currently provided by James Allen & Co. James Allen & Co. stated in their letter of 2012 July 2 that in their opinion the financial statements of the Company for the year ended February 29, 2012 give a true and fair view of the financial position of the Company as at the year then ended.

Accounting, related internal accounting review and corporate finance consulting services are provided by Financial Management Options Limited under a contract with the Company. Oversight is provided by the Company's Audit Committee.

7.13 Litigation

As at April 15th, 2013, the latest practicable date prior to the publication of this Prospectus, there was no litigation, arbitration, or similar proceedings pending or threatened against the Company as defendant, nor do the Directors believe that there are circumstances which may give rise to such proceedings.

7.14 Dividend Policy

If the Company gains admission to the Junior Market of the JSE the Directors anticipate continued growth in the company's profitability. The Board of Directors intends to pay an annual dividend of not less than 20% where annual after tax profits are available for distribution, subject to the need for reinvestment of profit into the Company from time to time or whenever in the Board's opinion same is required for deployment by the Company for expansion and other opportunities that may be advantageous to the Company.

7.15 Insurance Arrangements

The Company has procured insurance cover for certain major risks facing it, as follows:

- Fire & Allied Perils
- Commercial All Risks
- Consequential Loss
- Public/Products Liability
- Fidelity Guarantee
- Employers Liability
- Loss of Money
- Low Voltage & Equipment All Risks
- Private Comprehensive Motor
- Commercial Comprehensive Motor
- Goods in Transit

Allied Insurance Brokers Limited has confirmed to the Company in writing that the above insurance coverage has been effected with Jamaica International Insurance Company Limited or British Caribbean Insurance Company Limited to expire in September 2013. A copy of Allied Insurance Brokers Limited's schedule of insurance dated October 19, 2012 and letter dated November 2, 2012 from Allied Insurance Brokers Limited is available for inspection in accordance with Section 15 of this Invitation.

7.16 Charges Registered Against the Assets of the Company

As at April 15th 2013, being the latest practicable date prior to the publication of this Prospectus, the following charges were registered against the assets of the Company:

Charge	Date of Creation	Beneficiary	Amount secured	Charged Assets
Bill of Sale	27/9/10	The Bank of Nova Scotia Jamaica Limited	\$3,080,000.00	2008 Hyundai refrigeration truck
Mortgage	28/9/10	The Bank of Nova Scotia Jamaica Limited	\$35,000,000	Lands registered at Vol. 1293 Fol. 575 and Vol. 1288, Fol. 348
Bill of Sale	19/7/10	The Bank of Nova Scotia Jamaica Limited	\$4,800,000.00	1 Girton King Zero Builder (Ice Maker)

Charge	Date of Creation	Beneficiary	Amount secured	Charged Assets
Bill of Sale	30/10/09	The Bank of Nova Scotia Jamaica Limited	\$2,665,000.00	2009 Toyota Hilux
Bill of Sale	10/2/12	The Bank of Nova Scotia Jamaica Limited	\$2,791,000.00	2007 Freightliner Ice cream refrigerator truck
Bill of Sale	10/2/12	The Bank of Nova Scotia Jamaica Limited	\$9,992,008.00	Equipment stated in the Schedule to the Bill of Sale
Debenture	10/2/12 And upstamped on 3/8/12	The Bank of Nova Scotia Jamaica Limited	\$15,000,000.00 upstamped to \$65,000,000	The company's fixed and floating assets
Mortgage	3/8/12	The Bank of Nova Scotia Jamaica Limited	\$50,000,000.00	Land at Kencot, St. Andrew registered at Volume 1101 Folio 714
Bill of Sale	3/8/12	The Bank of Nova Scotia Jamaica Limited	\$50,000,000.00	Items of equipment stated in the Schedule to the Bill of Sale

Section 8**Directors and Senior Managers and their Interests****8.1 Biographical details of the Directors and Senior Managers of the Company**

Brief biographical details of the Directors and Senior Managers of the Company appear below. The Directors' residential addresses are set out in section 14 and all of them may be contacted for business purposes in care of the registered office of the Company at 3 South Road, Kingston 10, St. Andrew.

BOARD OF DIRECTORS**Christopher Clarke**

Mr. Christopher Clarke is the founder, Managing Director and Chief Executive Officer of Caribbean Cream Limited, a manufacturer and distributor of ice cream and frozen novelties, which he started in April 2006.

Mr. Clarke has always had a love for science and this led him to seek out a career in Engineering. He graduated from The University of Michigan with a BA in Mechanical Engineering in December 1998. He worked as an automotive engineer for General Motors until May 2001. It was there that Mr. Clarke found that he had a love for business and decided to pursue a MBA at the University of Miami. In May 2003 he received his MBA with specialties in both Finance and Marketing.

When Mr. Clarke moved back to Jamaica in January 2004 to work in the family business he found himself in a situation that enabled him to indulge in his love of science and business. He used his engineering background to develop a product that the average Jamaican could afford, and that was also creamy and delicious. He used his new found business knowledge to start a company to manufacture and market this product. In six short years the company he established, Caribbean Cream Limited, is considered the second largest manufacturer of ice cream in Jamaica.

Matthew Clarke MD

Dr. Matthew Clarke is an Orthopaedic Traumatology & Sports Medicine Surgeon currently practicing in South Florida at Kendall Regional Medical Center. He also serves as a Director of Scoops Un-Limited Limited, the manufacturer and marketer of the world famous Devon House I-Scream.

Like his brother Christopher, Dr. Clarke grew up in the ice cream business. Both brothers shared a love for science and business, however Matthew chose at an early age to pursue a career in Medicine.

Dr. Clarke obtained a Bachelors of Science in Biology from the University of Michigan where he graduated cum laude, obtaining his degree in 3 years, and achieving class

honors each year. He was then chosen to be one of fifteen students granted entry into the prestigious Dartmouth College/Brown University combined medical program. Dr. Clarke received his Medical Degree in May 2004 having earned honors in multiple disciplines, specifically excelling in the field of Orthopaedic Surgery. He went on to complete his Orthopaedic Surgical Residency at Howard University Hospital in Washington, DC where he was awarded the title of Administrative Chief resident. He subsequently completed subspecialty fellowships in Sports Medicine and Orthopaedic Traumatology at Georgetown University and the University of Miami/Jackson Memorial Hospital Ryder Trauma Center respectively.

Carol Clarke Webster

Mrs. Carol Clarke Webster is a director and the Chairman of the Board of the Company. She has a wealth of experience in the ice cream industry as the founder and current managing director of Scoops Un-Limited Limited, the manufacturer and marketer of the world famous Devon House I- Scream.

In 1987 Mrs. Clarke Webster was hired by Things Jamaica to manage the ice cream shop in the then brand new Devon House shopping complex. In 1989 she established Scoops Un-Limited Limited and began manufacturing and selling Devon House I-Scream.

Carol Clarke Webster is known as an ice cream pioneer. She created the famous and often imitated Devon Stout Ice Cream. Devon House I-Scream has received worldwide recognition for its premium ice cream made using real rum and fruit ingredients and National Geographic has declared Devon House the fourth best place in the world to eat ice cream.

Wayne Wray

Mr. Wayne Wray is the Mentor to the Board for the purposes of the Junior Market Rules, with responsibility for advising it on corporate governance, timely disclosure of information to the market, the implementation of adequate procedures, systems and controls for financial reporting, and compliance generally. He will also act as a Non Executive Director, Chairman of the Audit Committee, and as a member of the Compensation Committee.

Mr. Wray is the founder of Wiltshire Consulting & Advisory Limited, which provides investment advisory services to Caribbean and international clients. Formerly Mr. Wray was a senior executive at GraceKennedy Limited with management and directorship responsibilities in a number of its subsidiaries such as First Global Bank Limited, as President, and First Global Stockbrokers Limited as Executive Director. Prior to joining GraceKennedy Limited he was the Managing Director of Citizens Merchant Bank Limited and Vice President of Manufacturers Merchant Bank Limited.

Mr. Wray holds an MBA, International Business, from George Washington University and a BA, in Economics, from George Washington University. He is the former Chairman of a number of associations such as the Jamaica Institute of Bankers and the Caribbean Association of Indigenous Banks (now called the Caribbean Association of Banks). He is heavily involved in community activities having been the Past President of the Rotary Club of St. Andrew North. He is presently a Director of United Way of Jamaica, President of the St. Georges College Old Boys Association, a Director of the Copyright Tribunal Commission at the Jamaica Intellectual Property Office and the Managing Director and principal shareholder of 365 Retail Limited, an authorized dealer retailing petroleum and lubricant distribution for Total Jamaica Limited.

Mark McKenzie

Mr. Mark McKenzie is a Non Executive director of the Company. He will serve as Chairman of the Compensation Committee and as a member of the Audit Committee. Mr. McKenzie is a general management consultant and has provided consultancy services to leading petroleum, manufacturing and distribution companies in Jamaica and the wider Caribbean.

Mr. McKenzie has held numerous high level management positions, including Managing Director at Diageo/Red Stripe, Planning & Strategic Projects Manager at The Coco Cola Company Limited and General Manager at Gillette. He held the position of brand manager at Procter & Gamble (Puerto Rico) and at Grace Kennedy. He owned and operated his own business, Capitol Dry Cleaners in Puerto Rico.

A graduate of the University of the West Indies, he has a well established background in marketing, sales and general management. He has also dedicated considerable time to charitable, community based and corporate organizations. He is the immediate past Chairman of St. Patrick's Foundation having previously served as a Director. He has served as Vice President of the Private Sector Organization of Jamaica ("PSOJ"), Chairman of the PSOJ Education Committee and a member of the National Planning Summit Expert Team on Education.

SENIOR MANAGERS

Paulette Brown – Chief Operating Officer

Ms. Paulette Brown joined the Company in July 2011 as Chief Operating Officer. She oversees all operations relating to the warehouse, production and cold storage ensuring that each division is run efficiently. She is responsible for taking the Company's raw materials and turning them into products ready for sale.

Ms. Brown holds a Diploma in Accounting and Management from Duff's Business School, a Bachelor of Science Degree in Management Studies (Major) – Honours from the University of the West Indies and a Certificate in Integrated Production Improvement

for Food Plants from the Institute of Baking. She brought a wealth of unique knowledge and experience to the Company having previously worked at Honey Bun Limited as a Production Manager, at the Bakers' Association of Jamaica as an Executive Manager and at Red Hills Bakery which she owned and operated.

Fay Williams – Human Resources Manager

Ms. Fay Williams has oversight of and is responsible for all human resources matters and is an invaluable asset to the Company in this regard. She joined the Company in 2011, prior to which she worked with Hardware & Lumber Limited, first as Department Head – Personnel Department, then as Group Personnel Manager and finally as Human Resources Manager. She has served as Chief Executive Officer of the Jamaica Family Planning Association, Administration Manager at the Petroleum Corporation of Jamaica and as Administrative Services Manager at the Port Authority of Jamaica. Ms. Williams has also provided her services to various entities on a consultancy basis.

Ms. Williams holds an Executive Masters in Business Administration from the University of the West Indies (in conjunction with Penn State University), a Diploma in Management Studies from the University of the West Indies, a B.A. (Hons) Upper Second Class from the University of the West Indies and an A.L.A. from Liverpool Polytechnic.

Michelle Harris – Finance Manager

Since August 2010 Mrs. Harris has been employed to Financial Management Options Limited, the company that provides accounting and related financial services to the Company as described in section 7.12 above. She has been designated by Financial Management Options Limited to fill the position of the Company's Finance Manager. Her responsibilities include managing the day to day accounts and devising and implementing accounting policy. Mrs. Harris has expertise in the areas of management accounting, preparation and analysis of financial statements, auditing, budget planning, preparation and review having been previously employed to Chicken Mistress Limited (Island Grill) as Accountant and then Chief Accountant. In 2005 she was appointed Financial Controller at Chicken Mistress Limited a position she held until she joined Financial Management Options Limited in 2010.

8.2 Directors' and Senior Managers' interest in Ordinary Shares

The following table sets out the shares that are held by the Directors and Senior Managers immediately before the Opening Date.

Directors	Shares
Christopher Clarke	181,712,691

Additionally, Scoops Un-limited Limited holds 121,141,801 shares in the Company. Christopher Clarke, Carol Clarke Webster and Matthew Clarke who are directors of the Company are also shareholders and directors of Scoops Un-limited Limited.

As at the date hereof no senior manager holds shares in the Company.

8.3 Corporate Governance and Accountability

The Board has established 2 committees, namely the Audit Committee and the Compensation Committee, which are required under the Junior Market Rules. The members of each Committee include at least 2 independent Non-Executive Directors, and are as follows:

Audit Committee	Compensation Committee
Wayne Wray (Chairman) Mark McKenzie Christopher Clarke	Mark McKenzie (Chairman) Wayne Wray Carol Clarke Webster

The Company has grown exponentially over the last five years; Gross Profits reflects this growth from \$9.8 million in 2008 to over \$100 million in 2012. The Compound Annual Growth Rate (CAGR) for Gross Profits during this period is over 82%. Revenues have consistently increased, more than doubling between February 2010 and year end February 2012. Over the five year period under review revenues have soared over 422%. 2011 financials reflects a loss of \$5.9 million; however, this did not affect the Company's cash flows, as there was a deferred tax of \$13 million. Hence, the loss is more a reflection of the tax treatment. The Company has been able to achieve such remarkable success due to the purposeful execution of its strategic plans to capture market share with a superior product at a lower price point. The former was attained by forging strong relationships with reliable suppliers and distributors. In addition, the Company is now able to take advantage of the economies of scale that have been achieved.

The Company has longstanding well-established competitors in the Nestlé and Crazy Jim brands. Despite the foothold these brands have had in the market for decades the Company has been able to enter the market and capture significant market share. Caribbean Cream Limited now considers itself to be one of the most significant players in its sector. Profit before Taxes reflects the Company's deliberate and consistent growth with a CAGR of over 157% between yearend 2008 and 2012. The Company recognizes the cost of such growth, as they have had to incur debt in order to expand, and procure the needed equipment to achieve the aforementioned economies.

Despite the financial crisis that began in 2008 Caribbean Cream Limited has been able to attain great success in a constricted economic market. The Company has prospered in an era in which disposable income has drastically reduced. By focusing on its core products of frozen treats of ice cream and ice cream related products, in particular the wholesale of bulk products and to a lesser extent its distribution of Trinidad & Tobago based Flavorite frozen treats under its distributorship agreement, the Company has become a major player in the sector. In order to benefit from the gains, a close eye and tight reign has been kept on expenses. Revenue increased by 47.44% between February 2011 and February 2012 while expenses (SGA) have only increased 8.65%. The Company aims to continuously increase the margin between Revenue and Expenses, as it achieves even greater efficiencies that lead to profitable results.

Over the last three years there has been heavy investment into machinery, and other equipment needed to operate at optimal levels; additionally, two depots have been constructed; one is located in Kencot, formerly a leasehold was purchased in 2012 and the other on Bevin Avenue in Montego Bay established in 2010. The Montego Bay depot allows for the more efficient servicing of the western region of the island. A more expansive distribution network is desired by the company, as it would

facilitate further market penetration. The 2012 financials reflect assets purchased totalling \$106 million, however, during the period the company acquired the factory building located at #3 South Road. This building had a market value of \$40 million dollars; improvements done to the building whilst it was leasehold were capitalized and written off against revaluation reserves. By period ending November 30, 2012 the machinery and equipment were revalued by Delano Reid & Associates Ltd, and the surplus arising from the revaluation was credited to other comprehensive income reflecting the \$127 million on the Fixed Asset schedule.¹

The Company has leveraged assets to facilitate this investment, which it determined to be prudent and needed for growth. The cost of taking on this debt has proven fruitful, as it has produced a Return on Assets of 21.66% at financial yearend 2012. This investment has allowed for an increase in manufacturing to meet the growing demand for its products. The Company's reinvestment strategy has led to an impressive Return on Equity ratio of over 67.6% as of February 2012; they plan to continue to monopolize on the cost advantages gained from their investments.

Increased demand has called for an increase in the Company's capacity. In July of 2012 the company made major changes to its operational strategy. At that time it moved from a purchaser of "ice cream mix" to a manufacturer of that product ("ice cream mix" is the major ingredient used in the manufacture of ice cream). The Company added to their product line by acquiring the plant and machinery to produce their own and also sell ice cream "mix. This new income stream has already garnered \$31.8 million in sales since its inception. As a result of this diversification it became necessary to significantly increase its investment in raw material inventory which moved from \$6.2 million in November 2011 to \$32.2 million in November 2012. The Company found it prudent to stock at least a two month supply of the base ingredients to produce the mix. The raw material ingredients are imported and in order to ensure adequate supply inventory had to be increased.

Because of the rise in demand for its ice cream and ice cream related products the company has also had to invest in its finished goods inventory which has nearly doubled each year to meet demand on a timely basis. However, Inventory Turnover is also being monitored to maximize cash flows, and for optimal efficiency of assets employed. Inventory turnover has fluctuated between 32 and 135 times during the five year time frame under review.

The Company is seeking to raise a minimum of \$75 million dollars. If the Company successful raises the funds and gains admission to the Junior Market it will use the proceeds after deductions to invest into plant and machinery, improve working capital, and expand distribution network.

¹ Valuation will be made available for viewing at Myers Fletcher and Gordon

Nine month Financials

The Company's 2012 nine month financials reflect the company's investment strategies successfully taking form. Investment in plant and machinery continued and is already adding value to the company's bottom-line. Turnover increased 60.22% in the first nine months when compared to the corresponding period in 2011; growing from \$288.5 million to \$462.4 million.

The Company's achievements are reflected in the increase in Gross Profits of 41.8% in 2012 to \$95.5 million from \$67.4 million in 2011. Similarly, Profit for the Period grew 57.4% year over year; from \$12.5 million to \$19.7 million in 2012. Net Profit for the nine month period of 2012 totalled \$40,769,518. In 2012 there was a nonrecurring revaluation of machinery and equipment of \$21,017,133. A revaluation did not take place in the previous year.

In preparation for what has traditionally been the most profitable month for the company, (that being the month of December) the company utilized bank facilities to increase purchases of its inputs, which invariably impacted cash flows in the short term. Sales for December have adequately compensated for the use of the facility.

During 2012, there were several acquisitions, including the purchase of the South Road property (which was previously leased), as well as the purchase of additional equipment. Continued improvements were made to the plant. Many of these acquisitions were financed by loans, which the company comfortably services. Despite a significant (60%) increase in Turnover, year-on-year, Receivables have only increased 22.95%, from \$15.3 million in 2011 to \$18.8 million in 2012 demonstrating the company's astute management of its liquid assets.

The Company's February 2013 financials have yet to be finalized, hence they were not included in the analysis; it is anticipated that it will be completed by April 30, 2013.

Historical Financial Information for the 5 year period from 29th February 2008 to 28th February 2012

Section 10

Financial Highlights

This Section provides an analysis of the Company's financial position and performance, using charts, ratios and trend analysis.

10.1 Historical Five Year Ratio Analysis

The table below shows financial ratios derived from the Company's Income Statement and Balance Sheet for the 5 financial years from 29th February 2008 to 29th February 2012 inclusive. The financial ratios indicate that the Company's investments into plant and equipment are yielding positive returns as all profitability measures continue to grow from year to year.

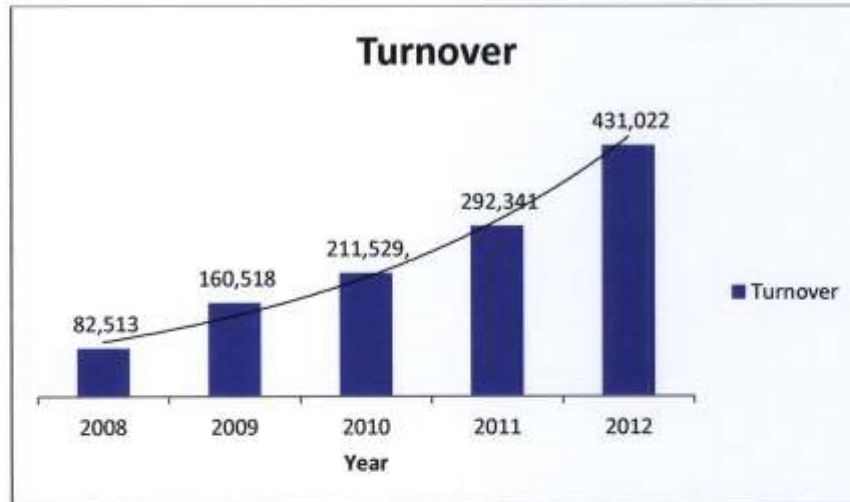
The Company over the 5-year period has leveraged its assets in order to facilitate growth as indicated by its Debt to equity ratios. This debt was incurred strategically as the Company aimed to attain certain economies of scale which have now been achieved in many areas. This is reflected in the profitability ratios. Return on Equity has consistently improved since 2010 averaging more than 23% over the last four years.

Asset Turnover ratios remain healthy as the company has generated a minimum ratio of 2.7 over the five year period. The rapid asset turnover in the earlier years is attributable to the company's use of leased assets (property, plant and equipment) for its manufacturing processes. Strategically it has gradually moved away from the uncertainties occasioned by leased assets to acquiring its own. Consequently even though asset turnover has slowed somewhat it is in a better position to do long term production planning.

	2008	2009	2010	2011	2012
INCOME STATEMENT RATIOS					
Gross Profit Margin	11.96%	27.67%	25.60%	26.93%	25.46%
Profit Margin (Pre-Tax)	0.86%	4.08%	2.49%	2.45%	7.24%
Return on Equity	-27.36%	40.95%	16.61%	-32.60%	67.62%
BALANCE SHEET RATIOS					
Debt Ratio	0.16	0.06	0.19	0.54	0.48
Return on Assets	4.83%	27.43%	11.52%	6.61%	21.66%
Inventory Turnover	38.09	97.33	55.98	36.18	24.17

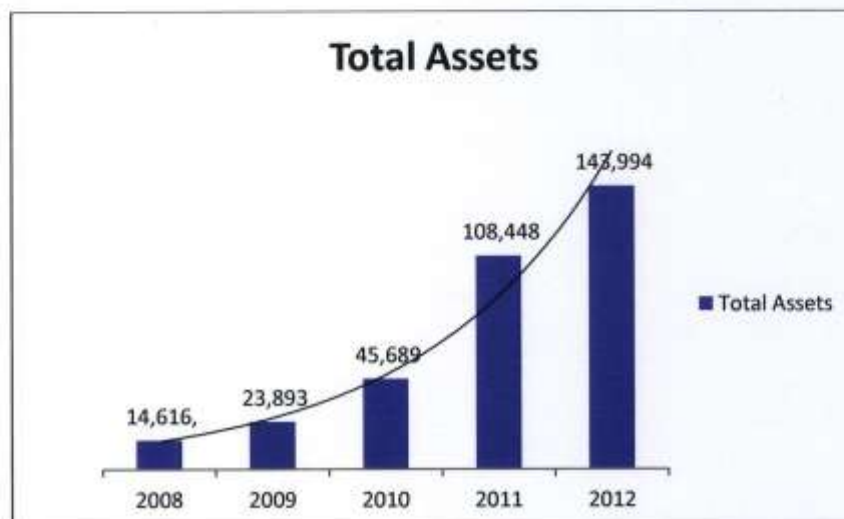
Asset Turnover	5.65	6.72	4.63	2.70	2.99
Current Ratio	0.46	1.38	0.55	0.38	0.55

10.2 Turnover



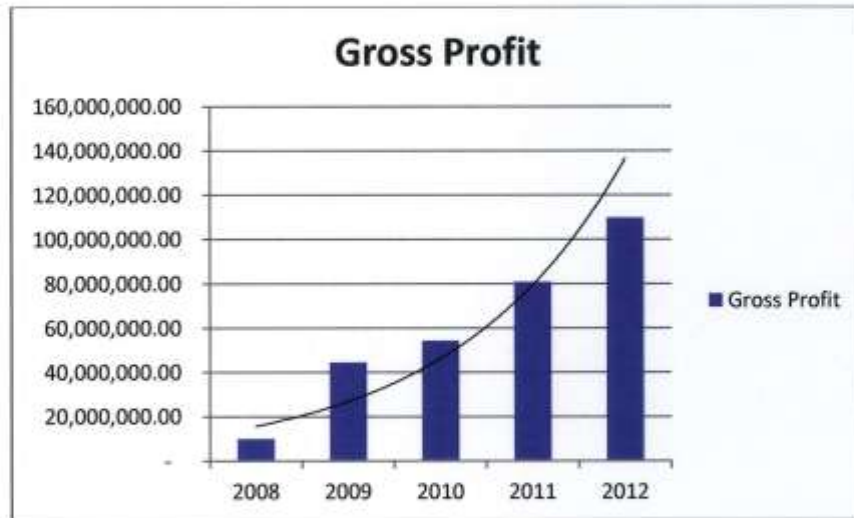
Turnover has consistently grown over the period under review. It has increased 422% (51% CAGR) between February 2008 and February 2012; moving from \$82.5 million to \$431 million. The growth illustrates the expansion in capacity and market share over the period driven by increased production capacity, distribution and supplier relationships. The framework for continued growth has been built and continues to evolve as the company takes advantage of market opportunities.

10.3 Total Assets



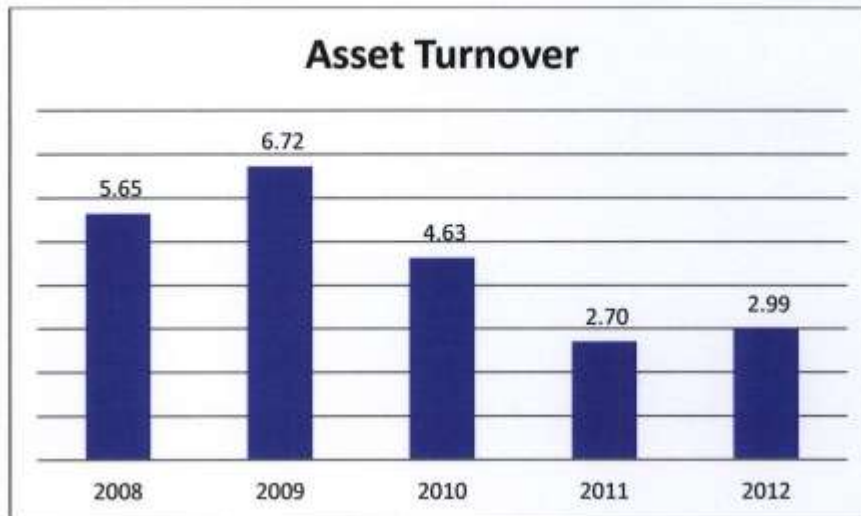
As Revenue increased so did Total Assets that grew 63% 2009, 91% in 2010 and more than doubled in 2011 to \$108.4 million Assets grew another 32.8% in 2012 to \$143.9 million. These included significant investments into plant and machinery to meet growing demand. The Company built the depot in Montego Bay, established the depot at Savannah Plaza, and purchased properties on South Road and Sutherland Road. All these assets are actively employed in the business and position Caribbean Cream to create even more shareholder value.

10.4 Gross Profit



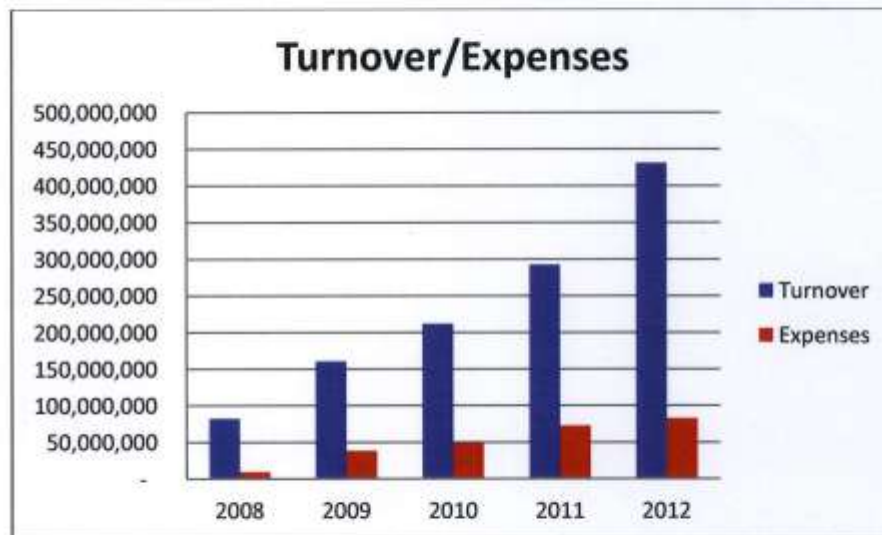
Gross Profit has increased 1011.62% (\$99.9M) from February 2008 (9.8M) to February 2012 (\$109.7M). This upward trend is expected to continue as the Company implements its growth strategies. Gross Profit Margin has remained consistently above 25% for the last four years.

10.5 Asset Turnover




Asset turnover dipped in 2010 when there were major additions to plant and equipment and dipped further in 2011 when the property at Suthermere Road was acquired. The effects in those acquisitions started manifesting itself in 2012 when the asset turnover started its upward trajectory.

10.6 Expenses



Over the five year period under review the chart illustrates the Company's ability to contain expenses, while increasing revenue. This disparity has meant an increase in revenue of \$138.68 million between 2011 and 2012, while expenses have only increased \$5.85 million during the same period. The Company is mindful of its expenditures and aims to continue to run a highly efficient operation in conjunction with achieving and monopolizing on economies of scale. The Company expects that

these recent acquisitions shall lead to the ability to garner even greater profits.



Blake Livingston & Co.
 Chartered Accountants
 Suite #12, 15A-17 Red Hills Road
 Kingston 10, Jamaica W.I

PHONE 876-9009283 FAX 876-9009786
 e-mail: blakelivingstonandco@gmail.com

November 1, 2012


The Companies Office of Jamaica
 1 Grenada Way
 Kingston 5

Dear Sirs:

RE: Consent for inclusion in the Prospectus of Caribbean Cream Limited

We consent to the inclusion of and reference to our Audited Financial Reports of varying dates which appear in the Prospectus of Caribbean Cream Limited and we have not before delivery of a copy of the prospectus for registration, withdrawn our written consent to the issue thereof.

Sincerely,
BLAKE LIVINGSTON & CO.



Kenneth J Livingston

Partners: Willesley S. Blake FCCA Kenneth J. Livingston FCCA

Business Valuation
 Auditing
 Accounting
 Taxation Services
 Financial Management
 Corporate Secretarial



12 Kingslyn Avenue, Kingston 10.
Tel: 968-3116, 968-3120 (fax).
Email: jamesallenandcompany@yahoo.com

November 1, 2012

The Directors
Caribbean Cream Limited
3 South Road
Kingston 10.

RE: LETTER OF CONSENT FOR INCLUSION IN THE PROSPECTUS

Dear Sirs,

"We consent to the inclusion of and reference to our Audited financial report dated July 2, 2012 and the Statement of financial position for the five years ended February 29, 2012 (which was reviewed by us) as they appear in the prospectus of Caribbean Cream Limited. We have not (before delivery of a copy of the prospectus for registration), withdrawn our written consent to the issue thereof."

Yours truly,
JAMES ALLEN AND COMPANY


.....
Stephen A. Allen

CARIBBEAN CREAM LIMITED
 STATEMENT OF FINANCIAL POSITION
 FIVE YEARS ENDING FEBRUARY 29, 2012

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
	\$	\$	\$	\$	\$
NON-CURRENT ASSETS	118,228,644	95,390,796	30,712,095	8,171,243	7,468,683
CURRENT ASSETS	25,765,456	13,057,810	14,976,906	15,721,764	7,148,106
TOTAL ASSETS	143,994,100	108,448,606	45,689,001	23,893,007	14,616,789
CURRENT LIABILITIES	46,526,751	38,074,376	26,996,552	11,432,603	15,533,839
ISSUED CAPITAL	8,275,013	8,275,013	8,275,013	8,275,013	1
REVALUATION RESERVES	5,937,367	8,906,051	-	-	-
RETAINED EARNINGS/(ACCUMULATED LOSSES)	32,166,375	804,720	6,667,954	4,185,391	(917,051)
NON-CURRENT LIABILITIES	51,088,594	52,388,446	3,749,482	-	-
TOTAL EQUITY AND LIABILITIES	143,994,100	108,448,606	45,689,001	23,893,007	14,616,789
OTHER INFORMATION:					
TRADE AND OTHER RECEIVABLES	12,300,338	5,554,544	7,795,218	11,176,162	3,166,672
INVENTORY	13,291,218	5,850,398	2,811,410	1,192,966	1,907,063
QUICK ASSETS	12,474,238	7,207,412	12,165,496	14,528,798	5,241,043
SHAREHOLDERS EQUITY	46,378,755	17,985,784	14,942,967	12,460,404	(917,050)

CARIBBEAN CREAM LIMITED
 STATEMENT OF COMPREHENSIVE INCOME
 FIVE YEARS ENDING FEBRUARY 29, 2012

	<u>2012</u> \$	<u>2011</u> \$	<u>2010</u> \$	<u>2009</u> \$	<u>2008</u> \$
TURNOVER	431,022,556	292,341,815	211,529,793	160,518,944	82,513,005
COST OF SALES	321,288,792	213,613,920	157,382,643	116,108,254	72,641,490
GROSS PROFIT	109,733,764	78,727,895	54,147,150	44,410,690	9,871,515
OTHER INCOME	4,185,397	1,141,688	41,250	-	-
ADMINISTRATIVE EXPENSES	61,903,067	58,767,577	37,569,287	29,934,598	5,998,144
SELLING AND DISTRIBUTION COSTS	11,632,884	8,916,785	7,459,727	5,073,083	1,511,523
FINANCE COSTS	9,190,188	5,014,980	3,896,628	2,847,600	1,656,090
PROFIT BEFORE TAXATION	31,193,022	7,170,241	5,262,758	6,555,409	705,758
TAXATION (CREDIT)/CHARGE	(168,633)	13,033,475	2,780,195	1,452,284	454,895
NET PROFIT/(LOSS)	31,361,655	(5,863,234)	2,482,563	5,103,125	250,863

CARIBBEAN CREAM LIMITED
Financial Statements
29 February 2012

CARIBBEAN CREAM LIMITED

29 February 2012

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12 Kingslyn Avenue, Kingston 11.
Tel: 968-3116, 968-3120 (fax).
Email: jamesallenandcompany@ja.com.jm

2012 July 2

To the Members of
CARIBBEAN CREAM LIMITED
KINGSTON

AUDITORS' REPORT

We have audited the accompanying financial statements of Caribbean Cream Limited set out on pages 1 to 18, which comprise of the statement of financial position as at 29 February 2012, and the statement of comprehensive income and statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

The accounts for the previous year were audited by an independent accountant who have expressed a unqualified opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the requirements of the Jamaican Companies Act. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

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

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

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

Opinion

In our opinion, the accompanying financial statements gives a true and fair view of the financial position of the Company as of 29 February 2012, and of the financial performance and cash flows of the Company for the year then ended, so far as concerns the members of the Company, in accordance with International Financial Reporting Standards (IFRS) and the requirements of the Jamaica Companies Act.

Report on Other Legal and Regulatory Requirements.

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 kept, so far as appears from our examination of those records, and the accompanying financial statements are in agreement and give the information required by the Act, in the manner so required.



CHARTERED ACCOUNTANTS
KINGSTON, JAMAICA

CARIBBEAN CREAM LIMITED

Statement of Comprehensive Income

Year ended 29 February 2012

	Note	<u>2012</u> \$	<u>2011</u> \$
Sales	1	431,022,556	292,341,815
Cost of sales		<u>(321,288,792)</u>	<u>(213,613,920)</u>
Gross profit		109,733,764	78,727,895
Other income		4,185,397	1,141,688
Distribution costs	18	(11,632,884)	(8,916,785)
Administrative costs	18	<u>(61,903,067)</u>	<u>(58,767,577)</u>
Operating profit	2	40,383,210	12,185,221
Finance costs	4	<u>(9,190,188)</u>	<u>(5,014,980)</u>
Profit before taxation		31,193,022	7,170,241
Taxation credit/(charge)	5	<u>168,633</u>	<u>(13,033,475)</u>
Profit/(loss) after taxation		<u>31,361,655</u>	<u>(5,863,234)</u>



The accounting policies on pages 5 to 10 and notes on pages 11 to 18 form an integral part of these financial statements.

CARIBBEAN CREAM LIMITED**Statement of Financial Position**

29 February 2012

	Note	2012 £	2011 £
ASSETS			
Non-current assets			
Property, plant and equipment	7	118,228,644	95,390,796
Current assets			
Inventories	8	13,291,218	5,850,398
Receivables	9	12,300,338	5,554,544
Cash and cash equivalents	10	173,900	1,652,868
		25,765,456	13,057,810
Total assets		143,994,100	108,448,606
EQUITY AND LIABILITIES			
Equity			
Share capital	13	8,275,013	8,275,013
Revaluation reserve	7a	5,937,367	8,906,051
Retained earnings		32,166,375	804,720
Total Equity		46,378,755	17,985,784
Non-current liabilities			
Borrowings	12	44,641,220	38,818,311
Deferred tax liability	6	6,447,374	13,570,135
		51,088,594	52,388,446
Current liabilities			
Payables	11	29,144,745	32,014,394
Directors' current account		-	1,329,038
Borrowings	12	7,469,891	3,981,699
Taxation payable	5	9,912,115	749,245
		46,526,751	38,074,376
Total liabilities		97,615,345	90,462,822
Total equity and liabilities		143,994,100	108,448,606

The financial statements have been approved for issue by the Board of Directors on July 2, 2012 and signed on its behalf by:

 Director
 Director

The accounting policies on pages 5 to 10 and notes on pages 11 to 18 form an integral part of these financial statements.

CARIBBEAN CREAM LIMITED

Statement of Changes in Equity

Year ended 29 February 2012

	Share capital	Revaluation reserve	Retained earnings	Total
	\$	\$	\$	\$
Balance as at 1 March 2010	8,275,013	8,906,051	6,667,954	23,849,018
Net loss	-	-	(5,863,234)	(5,863,234)
Balance at 28 February 2011	8,275,013	8,906,051	804,720	17,985,784
Balance as at 1 March 2011	8,275,013	8,906,051	804,720	17,985,784
Deferred taxation	-	(2,968,684)	-	(2,968,684)
Net profit	-	-	31,361,655	31,361,655
Balance at 29 February 2012	8,275,013	5,937,367	32,166,375	46,378,755

The accounting policies on pages 5 to 10 and notes on pages 11 to 18 form an integral part of these financial statements.

CARIBBEAN CREAM LIMITED**Statement of Cash Flows**

Year ended 29 February 2012

	Note	2012 \$	2011 \$
Operating activities			
Cash generated from operations	14	33,264,338	28,209,215
Interest paid	4	(9,181,609)	(5,014,980)
Taxation paid		<u>(759,942)</u>	<u>(2,807,199)</u>
Net cash generated from operating activities		<u>23,322,787</u>	<u>20,387,036</u>
Investing activity			
Purchase of property, plant and equipment	7	<u>(34,923,979)</u>	<u>(64,191,306)</u>
Net cash used in investing activity		<u>(34,923,979)</u>	<u>(64,191,306)</u>
Financing activities			
Repayment of long term borrowings		(3,981,699)	-
Proceeds from long term borrowings		12,783,009	40,301,565
Received from intercompany		2,140,161	1,321,484
Directors' current account		<u>(1,329,038)</u>	<u>5,699,316</u>
Net cash generated from financing activities		<u>9,612,433</u>	<u>47,322,365</u>
(Decrease)/increase in cash and cash equivalents		(1,988,759)	3,518,095
At start of year		<u>1,652,868</u>	<u>(1,865,227)</u>
At end of year	10	<u>(335,891)</u>	<u>1,652,868</u>

The accounting policies on pages 5 to 10 and notes on pages 11 to 18 form an integral part of these financial statements.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Identification

Caribbean Cream Limited ('the Company') is incorporated in Jamaica under the Companies Act and its registered office is located at 3 South Road, Kingston 10. The principal activity of the Company is the sale of ice cream and other novelties.

These financial statements are expressed in Jamaican Dollars, unless otherwise stated, which is also the Company's functional currency.

Accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below:

a. Basis of preparation

The financial statements have been prepared in accordance and comply with International Financial Reporting Standards (IFRS) and have been prepared under the historical cost convention except for property, plant and equipment which are carried at valuation.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Standards and interpretations in issue effective January 2011 that are relevant to the company.

- **IAS 1 (Amendment), 'presentation of financial statements'**. This amendment was part of the IASB's annual improvements project published in 2010 and clarifies that an entity will present an analysis of other comprehensive income for each component of equity, either in the statement of changes in equity or in the notes to the financial statements. This amendment is applied retrospectively. The adoption of this amendment will result in the company presenting an analysis of other comprehensive income in the notes to the financial statement.
- **IAS 24 (Revised), 'Related party disclosure'**. The revised standard clarifies and simplifies the definition of a related party and removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities. There is no impact from the adoption of this amendment.
- **IAS 12 (Revised) 'Income Taxes'**. This amendment requires an entity to measure deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. The amendment provides a practical solution to recovery through use or through sale when the asset is measured using the fair value model, by introducing a presumption that the recovery of the carrying value amount will normally be through sale. On adoption at its effective date, the standard is not expected to have any impact on the company's financial statements. This is effective for annual periods beginning on or after January 1, 2012.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)

a. Basis of preparation cont'd

Standards and interpretations in issue effective January 2011 that are relevant to the company cont'd.

- **IFRS 7 (Revised), 'Financial Instrument - Disclosures'**. The amendment was intended to simplify the disclosures and provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.

Standards and interpretations in issue not yet effective

At the date of authorisation of these financial statements, there were many amended and new standards and interpretations in issue but not yet effective and have not been early adopted. These include the following which becomes effective after the Statement of Financial Position date and are considered by management to be relevant to the Company's operations.

- **IFRS 9 'Financial Instruments'**. This standard will become effective 1 January 2015 and introduces new requirements for classifying and measuring financial assets. The standard also requires additional disclosures about investments in equity instruments designated at fair value and their treatment through other comprehensive income.

- **IFRS 13 'Fair Value Measurement'**. This standard establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those required in the current standard. Management has not yet assessed the impact of this IFRS on the financial statements on adoption at its effective date.

- **IAS 1 (Revised), 'presentation of financial statements'**. This amendment require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that will be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis. This is effective for annual periods beginning on or after July 1, 2012.

b. Revenue recognition

Sales are recognized upon delivery of products and customer acceptance, if any or performance of services, net of taxes and discounts.

Other income earned by the Company are recognized on the following basis:-

- Interest income - As it accrues unless collectability is in doubt.
- Rental income - When it is received.

c. Foreign currency transaction

Foreign currency transactions are accounted for at the exchange rate prevailing at the date of the transactions. At the statement of financial position date, monetary assets and liabilities are translated at year-end exchange rates.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)

a. Basis of preparation cont'd

Standards and interpretations in issue effective January 2011 that are relevant to the company cont'd.

- **IFRS 7 (Revised), 'Financial Instrument - Disclosures'**. The amendment was intended to simplify the disclosures and provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.

Standards and interpretations in issue not yet effective

At the date of authorisation of these financial statements, there were many amended and new standards and interpretations in issue but not yet effective and have not been early adopted. These include the following which becomes effective after the Statement of Financial Position date and are considered by management to be relevant to the Company's operations.

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Foreign currency transactions are accounted for at the exchange rate prevailing at the date of the transactions. At the statement of financial position date, monetary assets and liabilities are translated at year-end exchange rates.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)

c. Foreign currency transaction cont'd

Exchange differences resulting from the settlement of transactions at rates different from those at the dates of the transactions, and unrealized foreign exchange differences on unsettled foreign currency monetary assets and liabilities are recognized in the statement of comprehensive income.

Exchange differences on non-monetary financial assets are a component of the change in their fair value. Depending on the classification of a non-monetary financial asset, exchange differences are recognized in the statement of comprehensive income.

d. Property, plant and equipment

All property, plant and equipment are stated at historical cost/revaluation less depreciation.

Land is not depreciated. Depreciation on other assets is provided on the straight line basis at annual rates estimated to write off the cost of the assets over their expected useful lives. A full year's depreciation is charged in the year of purchase and no depreciation charged in the year of disposal.

The annual rates are as follows:

	%
Buildings	5
Leasehold improvement	10
Computer equipment	25
Motor vehicles	12½
Security systems	10
Machinery and equipment	10

Property, plant and equipment are reviewed periodically for impairment; where the carrying amount of an asset is greater than its recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. Repairs and renewals are charged to the statement of comprehensive income when the expenditure is incurred.

e. Inventories

Inventories are stated at the lower of cost and net realizable value; such costs being determined on a first-in first-out (FIFO) basis. Net realizable value is the estimated selling price in the ordinary course of business less applicable selling expenses.

f. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation and reliable estimates of the amount of the obligation can be made.

g. Financial instrument

Financial instruments carried on the statement of financial position include cash and bank balances, short-term deposits, receivables, long-term loans, related company balances and payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)

h. Taxation

Taxation on the profit or loss for the year comprises current and deferred tax. Current and deferred taxes are recognized as income tax expense or benefit in the statement of comprehensive income. Where they relate to items recorded in shareholders' equity, they are also charged or credited to shareholders' equity.

(i) Current taxation

Current tax is the expected taxation payable on the taxable income for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable and tax losses in respect of previous years.

(ii) Deferred income taxes

Deferred tax liabilities are recognized for temporary differences between the carrying amounts of assets and liabilities in the financial statements and their amounts as measured for tax purposes, which result in taxable amounts in future periods. Deferred tax is provided on temporary differences, except where the timing of reversal of the temporary difference can be controlled and it is probable that the difference will reverse in the foreseeable future. Deferred tax assets are recognized for temporary differences which will result in deductible amounts in future periods, but only to the extent where it is probable that sufficient taxable profits will be available against which these differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realized or the liability will be settled based on enacted rates.

Current and deferred tax assets and liabilities are offset when they arise from the same taxable entity and relate to the same Tax Authority and when the legal right of offset exists.

i. Trade receivables

Trade receivables are carried at anticipated realizable value. Provisions are made for doubtful receivables based on a review of all outstanding amounts at the year end.

j. Cash and cash equivalents

For the purpose of the statement of cash flows; cash and cash equivalents comprise cash in hand, deposits held on call with banks net of bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings in current liabilities.

k. Interest bearing loans and borrowings

Borrowings are stated initially at cost, being the fair value of consideration received net of transaction cost associated with the borrowings. After initial recognition, borrowings are measured at amortized cost using the effective interest method; any difference between the proceeds and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings.

l. Comparative figures

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)

m. Financial risk management

The company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, and price risk), liquidity risk and credit risk. The company's overall risk management focuses on the unpredictability of financial markets and seeks to minimize the potential adverse effect on the company's financial performance.

i) Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices whether those changes are caused by factors specific to the individual security or its issuer or factors affecting all securities traded in the market. Currently, the Company has limited exposure to market risk.

ii) Foreign exchange risk management

The company undertakes certain transactions denominated in currency other than the Jamaican dollar resulting in exposure to exchange rate fluctuations.

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

ii) Foreign exchange risk management (Cont'd)

The carrying amounts of foreign currency denominated monetary assets arising in the ordinary course of business at the reporting date are as follows:

	<u>Assets</u>	
	2012	2011
	\$	\$
Bank account USD	2,000	-

iii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The company has no significant concentration of risk attached to trade receivables as the company has a diverse customer base, with no significant balances arising from any single economic or business sector, or any single entity or group of entities. Cash and cash equivalents are held with reputable banks.

iv) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rate. The company's interest rate risk arises from long-term borrowings. The company takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flow.

CARIBBEAN CREAM LIMITED

Year ended 29 February 2012

Accounting policies (Cont'd)**v) Liquidity risk**

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At present the company's current liabilities exceed its current assets.

	Current		Non-current	
	<u>2011</u>	<u>2011</u>	<u>2011</u>	<u>Total</u>
	1-12 months	1 - 5 years	5 years and over	
	\$	\$	\$	\$
Long-term loan	6,960,100	21,817,099	22,824,121	51,601,320
Trade and other payables	<u>29,144,745</u>	<u>-</u>	<u>-</u>	<u>29,144,745</u>
	<u>36,104,845</u>	<u>21,817,099</u>	<u>22,824,121</u>	<u>80,746,065</u>

	Current		Non-current	
	<u>2010</u>	<u>2010</u>	<u>2010</u>	<u>Total</u>
	1-12 months	1 - 5 years	5 years and over	
	\$	\$	\$	\$
Long-term loan	3,981,699	13,745,180	25,073,131	42,800,010
Director's current account	1,329,038	-	-	1,329,038
Trade and other payables	<u>32,014,394</u>	<u>-</u>	<u>-</u>	<u>32,014,394</u>
	<u>37,325,131</u>	<u>13,745,180</u>	<u>25,073,131</u>	<u>76,143,442</u>

CARIBBEAN CREAM LIMITED**Notes to the financial statements**

Year ended 29 February 2012

1 Sales

This represents the invoice value of goods sold to customers, and is stated net of General Consumption Tax.

2 Operating profit

The following items have been charged in arriving at operating profit:

	<u>2012</u>	<u>2011</u>
	\$	\$
Directors' remuneration	3,153,299	555,600
Direct labour	30,838,146	16,732,199
Manufacturing cost (excluding labour)	272,071,461	189,363,470
Auditors' remuneration	650,000	550,000
Depreciation on property, plant and equipment (Note 7)	12,086,131	8,418,656
Staff costs (Note 3)	<u>28,704,739</u>	<u>32,382,968</u>

3 Staff costs

	<u>2012</u>	<u>2011</u>
	\$	\$
(a) Salaries, and other staff benefits		
Salaries, wages and staff benefits	23,638,577	28,358,617
Employer's statutory contribution	5,066,162	4,024,351
	<u>28,704,739</u>	<u>32,382,968</u>
(b) The average number of persons employed during the year:	<u>61</u>	<u>49</u>

4 Finance costs

	<u>2012</u>	<u>2011</u>
	\$	\$
Interest expenses:		
- Bank borrowings	6,989,212	3,600,088
- Bank charges and overdraft interest	2,192,397	1,414,892
	<u>9,181,609</u>	<u>5,014,980</u>
- Net foreign exchange transaction loss	8,579	-
	<u>9,190,188</u>	<u>5,014,980</u>

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

5 Taxation (credit)/charge

	<u>2012</u>	<u>2011</u>
	\$	\$
(a) Company profit tax @ 33 1/3%	9,922,812	714,377
Deferred tax (credit)/charge (Note 6)	<u>(10,091,445)</u>	<u>12,319,098</u>
	<u>(168,633)</u>	<u>13,033,475</u>

(b) Reconciliation of applicable tax (credit)/charge to effective tax charge

	<u>2012</u>	<u>2011</u>
	\$	\$
Profit before taxation	<u>31,193,022</u>	<u>7,170,241</u>
Tax calculated at 33 1/3 %	10,397,674	2,390,080
Expenses not deductible for tax purposes	18,646	38,501
Net effect of other charges and allowances	<u>(10,584,953)</u>	<u>10,604,894</u>
Taxation (credit)/charge	<u>(168,633)</u>	<u>13,033,475</u>

6 Deferred taxation

Deferred taxes are calculated on all temporary differences under the liability method using effective tax rate of 33 1/3%.

The movement in the net deferred tax liability is as follows:

	<u>2012</u>	<u>2011</u>
	\$	\$
At beginning of year	13,570,135	1,251,037
Charge to revaluation reserve	2,968,684	-
Deferred tax (credit)/charge (Note 5)	<u>(10,091,445)</u>	<u>12,319,098</u>
At end of year	<u>6,447,374</u>	<u>13,570,135</u>

Net deferred tax liability comprise the following items:

	<u>2012</u>	<u>2011</u>
	\$	\$
<u>Deferred tax liability</u>		
Revaluation of property, plant and equipment	<u>6,447,374</u>	<u>13,570,135</u>

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

7 Property, plant and equipment

	Buildings	Leasehold Improvements	Computer & Equipment	Machinery & Equipment	Motor Vehicles	Security system	Total
	£	£	£	£	£	£	£
At cost/valuation							
1 March 2011	63,000,000	18,448,809	2,903,252	15,308,573	8,571,813	315,468	108,547,915
Transfers	-	-	-	490,000	(490,000)	-	-
Additions	601,009	2,683,418	1,103,389	24,890,878	5,109,130	536,155	34,923,979
	<u>63,601,009</u>	<u>21,132,227</u>	<u>4,006,641</u>	<u>40,689,451</u>	<u>13,190,943</u>	<u>851,623</u>	<u>143,471,894</u>
Accumulated depreciation							
1 March 2011	3,150,000	1,833,105	1,528,520	4,829,865	1,531,704	283,923	13,157,119
Depreciation transfer	-	-	-	49,000	(49,000)	-	-
Depreciation charge (Note 2)	3,180,050	2,101,448	1,001,660	4,069,945	1,648,868	85,160	12,086,131
	<u>6,330,050</u>	<u>3,934,554</u>	<u>2,530,180</u>	<u>8,947,811</u>	<u>3,131,572</u>	<u>369,083</u>	<u>25,243,250</u>
Net book value 2012	<u>57,270,959</u>	<u>17,197,673</u>	<u>1,476,461</u>	<u>31,741,640</u>	<u>10,059,371</u>	<u>482,540</u>	<u>118,228,644</u>
Net book value 2011	<u>59,850,000</u>	<u>16,615,703</u>	<u>1,374,732</u>	<u>10,478,707</u>	<u>7,040,109</u>	<u>31,545</u>	<u>95,390,796</u>

7a. During the financial year ended February 28, 2011 the land and buildings located at 2A and 2D Sutherland Road were revalued by D.C. Tavares & Finson, Real Estate Appraisers and Auctioneers, showing a fair market value at \$63,000,000. This valuation was incorporated in the accounts; the surplus on revaluation was credited to reserves.

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

8 Inventories

	<u>2012</u>	<u>2011</u>
	\$	\$
Raw materials and consumables	3,942,066	1,327,935
Finished goods	9,349,152	4,522,463
	<u>13,291,218</u>	<u>5,850,398</u>

9 Receivables

	<u>2012</u>	<u>2011</u>
	\$	\$
Trade receivables	10,403,988	4,344,263
Less: provision for doubtful debts	(50,938)	-
	<u>10,353,050</u>	<u>4,344,263</u>
Prepayments	1,612,095	1,195,281
Other receivables	335,193	15,000
	<u>12,300,338</u>	<u>5,554,544</u>

Ageing analysis of trade receivables

The average credit period on sale of goods is 30 days. The receivables outstanding for 90 days and more are provided for based on collectible procedures carried out by the company. The company's ageing analysis are detailed below.

	<u>2012</u>	<u>2011</u>
	\$	\$
0 - 30 days	10,229,677	3,947,446
31 - 60 days	30,652	242,975
61 - 90 days	80,078	63,418
Over 90 days	12,643	90,424
	<u>10,353,050</u>	<u>4,344,263</u>

10 Cash and cash equivalents

	<u>2012</u>	<u>2011</u>
	\$	\$
Cash in hand and at bank	<u>173,900</u>	<u>1,652,868</u>

For the purposes of the cash flow statement, the year-end cash and cash equivalents comprise the following;

	<u>2012</u>	<u>2011</u>
	\$	\$
Cash in hand and at bank	173,900	1,652,868
Bank overdraft (Note 12)	(509,791)	-
	<u>(335,891)</u>	<u>1,652,868</u>

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

11 Payables

	<u>2012</u>	<u>2011</u>
	\$	\$
Trade payables	14,677,361	21,665,164
Other payables and accruals	7,355,821	5,377,828
Due to related party (Note 15)	7,111,563	4,971,402
	<u>29,144,745</u>	<u>32,014,394</u>

12 Borrowings

	<u>2012</u>	<u>2011</u>
	\$	\$
Current		
Bank overdraft (Note 10)	509,791	-
Bank borrowings		
- Bank of Nova Scotia Jamaica Limited	6,960,100	3,981,699
	<u>7,469,891</u>	<u>3,981,699</u>
Non-current		
Bank borrowings		
- Bank of Nova Scotia Jamaica Limited	44,641,220	38,818,311
	<u>44,641,220</u>	<u>38,818,311</u>
Total borrowings	<u>52,111,111</u>	<u>42,800,010</u>

Bank overdraft and borrowings from Bank of Nova Scotia Jamaica Limited are secured by the following:

- i) First legal mortgage stamped for \$35,000,000 over commercial properties located 2A & 2D Sutherland Road, Kingston, Vols. 1293, 1288 and Folios 575, 348, stamped collateral to assignment of Sagicor Life Insurance Policies; Policy #'s 2318706, 2305648, 2339748, on the life of Christopher Clarke with face value \$35,000,000.
- ii) Peril Insurance in the amount \$49,350,000 over the real estate endorsed in favour of Bank Nova Scotia Limited, to expire September 22, 2012.
- iii) Bill of sale over 2009 Toyota Hilux Vigo registered in the name of Caribbean Cream Limited with chassis#MROFZ29G702513912 & engine#1KD6192510: Stamped for \$2,665,000 and Comprehensive insurance to the extent of \$4,100,000 endorsed in favour of the Bank of Nova Scotia Jamaica Limited to expire October 28, 2012.
- iv) Bill of sale over 2008 Hyundai HD120 Refrigerated Truck stamped \$3,080,000, registered in the name of Caribbean Cream Limited with chassis#KMFLA19RP8C024196 & engine#D6BR7058546 and Comprehensive insurance to the extent of \$4,400,000 endorsed in favour of the Bank of Nova Scotia Jamaica Limited to expire September 2012.
- v) Bill of sale stamped for \$2,791,000 over 2007 Freightliner Ice Cream Truck, engine #1FVACWDDC27HZ14074
- vi) Unlimited guarantee by a director.
- vii) Interest rates on all loans ranging from 8.95% -15.75% per annum.

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

13 Share capital

	Number of shares	Value of shares \$
At 29 February 2012 and 2011	1	8,275,013

The total authorized number of ordinary shares is 1,000,000 (2011 - 1,000,000) with no par value.

All issued shares are fully paid.

14 Cash generated from operations

Reconciliation of profit before taxation to cash generated from operations:

	<u>2012</u> \$	<u>2011</u> \$
Profit before taxation	31,193,022	7,170,241
Adjustments for:		
Depreciation (Note 7)	12,086,131	8,418,656
Interest expense (Note 4)	9,181,609	5,014,980
Changes in working capital:		
- receivables	(6,745,794)	919,190
- inventories	(7,440,820)	(3,038,988)
- payables	(5,009,810)	9,725,136
Net cash generated from operations	<u>33,264,338</u>	<u>28,209,215</u>

15 Related party transactions and balances

Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial or operational decisions.

The following transactions were carried out with related parties during the financial year

	<u>2012</u> \$	<u>2011</u> \$
Purchases of ice cream mix	104,905,523	58,469,667
Equipment rental	1,300,000	-

Year end balances with related party is as follows:

	<u>2012</u> \$	<u>2011</u> \$
<u>Due to related party</u> (Note 11)		
Scoops Unlimited Limited	<u>7,111,563</u>	<u>4,971,402</u>

CARIBBEAN CREAM LIMITED

Notes to the financial statements (Cont'd)

Year ended 29 February 2012

16 Capital commitments

Capital expenditure committed but not contracted for at February 29, 2012 amounted to approximately \$75 million (2011:\$0). These expenditures are mainly in respect of the acquisition of equipment and property.

17 Post statement of financial position events

No events have occurred since the statement of financial position date which would require adjustments to these financial statements.

18 Expenses by nature

Total administrative and distribution expenses:

	<u>2012</u>	<u>2011</u>
	\$	\$
Staff costs	28,704,739	32,382,968
Directors' fee	3,153,299	555,600
Audit fee	650,000	550,000
Travelling, transportation and motor vehicles expense	9,135,882	7,263,797
Advertising and promotion	2,290,900	1,024,920
Rates, taxes, telephone and electricity	1,729,543	1,361,875
Legal, professional and accounting fees	6,266,636	4,502,592
Repairs and maintenance, cleaning and sanitation	6,263,277	4,415,751
Rent	333,760	1,593,053
Security expenses	5,618,598	5,298,718
General office expenses, printing and stationery	2,202,704	3,356,815
General insurance	1,265,875	369,477
Donations and subscriptions	5,000	10,900
Depreciation	5,915,738	4,997,896
	<u>73,535,951</u>	<u>67,684,362</u>

19 Capital management

The company considers its capital to be its accumulated surplus and reserves. The directors' financial objective is to generate a targeted operating surplus, in order to strengthen and provide for future continuity of the company, taking into account the various competitive risks. The directors regularly reviews the financial position of the company at meetings held.

There were no changes in the Company's approach to capital management during the year and the Company is not subject to externally imposed capital requirements.

CARIBBEAN CREAM LIMITED**Notes to the financial statements (Cont'd)**

Year ended 29 February 2012

20 Fair value of financial instruments

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable, willing parties in an arm's length transaction. A market price, where an active market exists, is the best evidence of the fair value of a financial instrument. When market prices are not available for financial assets and liabilities of the company, the fair values are determined using various estimation techniques based on market conditions existing at the statement of financial position date. Generally, judgement is necessarily required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented in these financial statements are not necessarily indicative of the amounts that the company would realise in a current market exchange.

The following methods and assumption have been used:

- (i) The fair value of cash and bank deposits, trade receivables and trade payables are assumed to approximate their carrying amounts because of the short-term maturity of these instruments.
- (ii) The fair value of non-current liabilities approximates the carrying value, as the interest rate reflect market rates of similar instruments.

CARIBBEAN CREAM LIMITED
UN-AUDITED FINANCIAL STATEMENTS
November 30, 2012

CARIBBEAN CREAM LIMITED
FINANCIAL STATEMENTS
November 30, 2012

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CARIBBEAN CREAM LIMITED
STATEMENT OF COMPREHENSIVE INCOME
Nine months ended November 30, 2012

	<u>Note</u>	<u>9 months to November 2012</u>	<u>9 months to November 2011</u>	<u>Yr. to Feb 2012</u>
				\$
TURNOVER	3	462,338,099	288,561,016	431,022,556
DIRECT EXPENSES		<u>(366,801,317)</u>	<u>(221,146,830)</u>	<u>(321,288,792)</u>
GROSS PROFIT		95,536,782	67,414,186	109,733,764
OTHER INCOME		2,433,970	2,035,377	4,185,397
ADMINISTRATIVE AND OTHER EXPENSES				
Administration and general		54,059,869	42,941,155	61,903,067
Selling and distribution		14,466,327	7,522,901	11,632,884
Finance and policy		9,692,171	6,436,507	9,190,188
		<u>78,218,367</u>	<u>56,900,563</u>	<u>82,726,139</u>
PROFIT FOR THE PERIOD		19,752,385	12,549,000	31,193,022
OTHER COMPREHENSIVE INCOME-				
Surplus on revaluation of fixed assets	5	<u>21,017,133</u>	-	-
NET PROFIT BEFORE TAXATION		40,769,518	12,549,000	31,193,022
	4	<u>(17,098,995)</u>	<u>(927,691)</u>	<u>168,633</u>
NET PROFIT AFTER TAXATION		<u>23,670,523</u>	<u>11,621,309</u>	<u>31,361,655</u>

CARIBBEAN CREAM LIMITED
STATEMENT OF FINANCIAL POSITION

November 30, 2012

	<u>Note</u>	<u>November 2012</u>	<u>November 2011</u>	<u>Yr. to Feb 2012</u>
		\$	\$	\$
ASSETS:				
Property, plant and equipment	5	229,533,947	111,247,903	118,228,644
Current Assets:				
Inventories	7	62,045,992	16,098,629	13,291,218
Trade and other receivables	8 & 8A	18,865,382	15,344,340	12,300,338
Cash and bank	6	2,014,140	2,488,136	173,900
		<u>82,925,514</u>	<u>33,931,105</u>	<u>25,765,456</u>
Total Assets		<u>312,459,462</u>	<u>145,179,008</u>	<u>143,994,100</u>
LIABILITIES AND EQUITY:				
Current Liabilities				
Trade payable	9	82,834,395	46,231,165	29,144,745
Bank overdraft	6	6,401,771	15,268,876	509,791
Current loans	10	8,352,120	3,950,099	3,981,699
Taxation	4	7,791,708	117,062	9,912,115
		<u>105,379,994</u>	<u>65,567,202</u>	<u>43,548,350</u>
Non-current liabilities -				
Bank loans	10	79,483,819	35,771,650	47,619,621
Deferred taxation	4	23,546,369	13,570,135	6,447,374
		<u>103,030,188</u>	<u>49,341,785</u>	<u>54,066,995</u>
CAPITAL AND RESERVES -				
Revenue and other reserves	Page 4	61,774,266	21,995,008	38,103,742
Share Capital	11	42,275,013	8,275,013	8,275,013
		<u>104,049,280</u>	<u>30,270,021</u>	<u>46,378,755</u>
		<u>312,459,462</u>	<u>145,179,008</u>	<u>143,994,100</u>

For and on behalf of the board:

.....*C. Clarke*.....Director

.....*Carol Clarke Webster*.....Director

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

CARIBBEAN CREAM LIMITED**STATEMENT OF CASH FLOWS****Nine months ended November 30, 2012**

	<u>November</u> 2012	<u>Yr. to Feb</u> 2012
	\$	\$
Cash Flows From Operating Activities:-		
Net income	40,769,518	31,193,022
Adjust for non-cash items-		
Surplus on revaluation	(21,017,133)	-
Depreciation	10,257,254	12,086,131
	<u>30,009,639</u>	<u>43,279,153</u>
Changes In Working Capital:-		
Inventories	(48,754,774)	(7,440,820)
Trade and other receivables	(6,565,044)	(6,745,794)
Trade payable	53,689,650	(5,009,810)
Related company	-	2,140,161
Due from director	-	(1,329,038)
Taxation paid	(2,120,405)	(759,942)
	<u>(3,750,573)</u>	<u>(19,145,243)</u>
Net Cash Provided By Operations	<u>26,259,066</u>	<u>24,133,910</u>
Cash Flows From Financing Activities:-		
Issue of shares	34,000,000	-
Bank loans	42,500,000	12,783,009
	<u>76,500,000</u>	<u>12,783,009</u>
Cash Flows From Investing Activities:		
Repay loans	(6,265,381)	(3,981,699)
Acquisition of fixed assets	(100,545,425)	(34,923,979)
	<u>(106,810,806)</u>	<u>(38,905,678)</u>
Movement in cash and equivalent	(4,051,740)	(1,988,759)
Cash and equivalent at beginning	<u>(335,891)</u>	<u>1,652,868</u>
Cash and cash equivalent at end	<u>(4,387,631)</u>	<u>(335,891)</u>

CARIBBEAN CREAM LIMITED
STATEMENT OF CHANGES IN EQUITY
November 30, 2012

	Ordinary Shares	Accumulated Profits/(Deficit)	Revaluation Reserves	Total
	\$	\$		\$
At March 01, 2010	8,275,013	6,667,954	-	14,942,967
Changes during the year	-	7,170,242	8,906,051	16,076,292
Income tax		(714,377)	-	(714,377)
Deferred tax		(12,319,098)	-	(12,319,098)
At February 28, 2011	8,275,013	804,720	8,906,051	17,985,784
Changes during the year	-	31,193,022	(2,968,684)	28,224,338
Income tax		(9,905,833)	-	(9,905,833)
Deferred tax		7,122,761	-	7,122,761
At 29 February 2012	8,275,013	32,166,375	5,937,367	46,378,755
Changes during the year	34,000,000	40,769,518	-	74,769,518
Income tax	-	-	-	-
Deferred tax	-	(17,098,995)	-	(17,098,995)
At 30 November 2012	42,275,013	55,836,898	5,937,367	104,049,278

CARIBBEAN CREAM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
November 30, 2012

1. Identification:

The company was incorporated and commenced trading in September 2006. Its main business is the manufacture and sale of ice cream under the "Kremi" brand. It also imports and distributes certain types of frozen novelties.

2. Significant Accounting Policies:**a) Basis of Preparation**

The Financial Statements are prepared in accordance, and comply with International Financial Reporting Standards (IFRS) and have been prepared under the historical cost convention. The figures are stated in Jamaican dollars unless otherwise mentioned.

b) Property, Plant and Equipment

Property, plant and equipment are reviewed periodically for impairment. Where the carrying amount of an asset is greater than its estimated recoverable amount, it is immediately written down to its carrying amount. Gains or losses on disposals are computed by comparing the proceeds with the carrying amount and are shown in the operating results.

Depreciation –

Fixed Assets are depreciated on the straight line method at rates expected to write off the assets over their useful lives. The rates used are as under:-

Machinery and Equipment	10%
Furniture and Fixtures	10%
Computer	25%
Leaschold Improvement	10%
Motor vehicles	12½%

c) Use of Estimates

The preparation of Financial Statements in conformity with international financial reporting principles requires management to make reasonable estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of the revenue and expenses during the reporting period. Actual results could differ from those estimates.

CARIBBEAN CREAM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
November 30, 2012

d) Impairment of Non-Current Assets

Property, plant and equipment and other non-current assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying value November not be recoverable. An impairment loss is recognized for the amount by which the carrying value exceeds the recoverable amount, which is the higher of the asset's net selling price and value in use.

e) Foreign Currency

Transactions in foreign currencies are translated at the rates of exchange prevailing at the date of transactions. Balances in foreign currencies are converted at the approximate exchange rates prevailing at Balance Sheet date. Gains or losses in exchange are reflected in the Profit and Loss Account.

f) Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash and cash equivalent include cash on deposit, at bank and in hand and is shown net of bank overdrafts.

g) Fair Values of Financial Instruments

The amounts included in the Financial Statements for cash and bank balances (inclusive of bank overdraft), receivables and payables reflect their approximate fair values because of the short-term maturity of those instruments.

h) Financial Risks

The company's activities expose it to a variety of financial risks, including the effects of changes in debt market prices, foreign currency exchange rates and interest rates. Management seeks to minimize potential adverse effects on the financial performance of the company by applying procedures to identify, evaluate and manage these risks, based on guidelines set by the board of directors

3. Turnover:

Turnover represents the invoiced value of goods and services.

CARIBBEAN CREAM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
November 30, 2012

4. Taxation:

Taxation credited/(expensed) in the profit and loss account comprises current and deferred tax charges.

Current tax charges are based on taxable profits for the year, which differ from the profit reported because it makes allowances for items that are taxable or deductible in other years and items that are never taxable or deductible. The company's liability for current tax is calculated at tax rates that are in force at the balance sheet date. Deferred tax is the tax expected to be paid or recovered on differences between carrying amounts of assets and liabilities and the corresponding tax bases. Deferred tax is provided in full using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred tax.

Deferred tax is charged or credited in the profit and loss account except where it relates to items dealt with in equity, in which case it is dealt with in equity.

Taxation charge for the year represents:

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Current tax	-	9,922,812
Deferred tax	17,098,995	(10,091,455)
	<u>17,098,995</u>	<u>(168,633)</u>

The tax on the company's income differs from the theoretical tax that would arise using the tax rate as follows:

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Net income	40,769,518	31,193,022
Income tax at 33 1/3%	13,589,839	10,397,674
Tax effect of non-deductible items	14,250	18,646
Effect of accelerated capital allowances	3,494,906	(10,584,953)
	<u>17,098,995</u>	<u>(168,633)</u>

CARIBBEAN CREAM LIMITED
NOTES TO THE FINANCIAL STATEMENTS
November 30, 2012

5. Property, Plant and Equipment:

	Leasehold Improvement	Land and buildings	Machinery and Equipment	Computer System	Motor Vehicle	Security System	Total
	\$		\$	\$	\$	\$	\$
At cost or valuation -							
At 1 March 2012	21,132,227	63,601,009	40,689,451	4,006,641	13,190,943	851,623	143,471,894
Disposal	(21,132,227)	(456,682)					(21,588,909)
Additions	6,710,173	40,456,682	79,457,312	158,089	900,000	164,041	127,846,297
At 30, November 2012	6,710,173	103,601,009	120,146,763	4,164,730	14,090,943	1,015,664	249,729,282
Accumulated depreciation							
At 1 March 2012	3,934,554	6,330,050	8,947,811	2,530,180	3,131,572	369,083	25,243,250
Disposal	(3,934,554)	(2422,805)	(8,947,811)				(15,305,167)
Additions	327,050	4,974,510	2,930,443	724,731	1,236,651	63,870	10,257,255
At 30 November 2012	327,050	8,881,755	2,930,443	3,254,911	4,368,223	432,953	20,195,335
NET BOOK VALUE -							
At 30 November 2012	6,383,123	94,719,254	117,216,320	909,819	9,722,720	582,711	229,533,947
At 29 February 2012	17,197,673	57,270,959	31,741,640	1,476,461	10,059,371	482,540	118,228,644

During the period the company acquired the factory building located at #3 South Road. This building had a market value of 40 million dollars. Simultaneously the amount of improvement previously done to the building whilst it was a leasehold and which was capitalized was written off against revaluation reserves. During the said period to November 30, 2012 the machinery and equipment were revalued by Delano Reid & Associates Ltd. The surplus arising from the revaluation was credited to other comprehensive income.

6. Cash and cash equivalent

	November 2012 \$	Yr. to Feb 2012 \$
Local currency chequing account	(6,401,771)	(11,634,758)
Local currency savings account	1,798,588	11,003,223
Foreign currency savings account	99,200	173,900
Cash in hand	116,352	121,744
	<u>(4,387,631)</u>	<u>(335,891)</u>

CARIBBEAN CREAM LIMITED
NOTES TO THE FINANCIAL STATEMENTS

November 30, 2012

7. Inventory

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Raw material	32,235,866	3,942,066
Finished goods	29,810,126	9,349,152
	<u>62,045,992</u>	<u>13,291,218</u>

8. Trade and other receivables

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Trade receivables	13,680,904	10,403,988
Less provision for doubtful debts	-	(50,983)
	<u>13,680,904</u>	<u>10,353,050</u>
Deposits and prepayments	5,103,978	1,612,095
Sundry	80,500	335,193
	<u>18,865,382</u>	<u>12,300,338</u>

8A. Deposits and prepayments

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Prepaid insurance	3,803,698	992,495
Rental deposit #5 South Road	680,680	-
Rental deposit - MoBay depot	129,600	129,600
Petrol deposit- Manufacturers Credit	400,000	400,000
Rental deposit Savannah retail outlet	90,000	90,000
	<u>5,103,978</u>	<u>1,612,095</u>

9. Trade and other payable

	<u>November</u> <u>2012</u>	<u>Yr. to Feb</u> <u>2012</u>
	\$	\$
Trade payable	42,815,718	14,677,361
Other deductions and accruals	7,998,391	7,335,821
Related company	32,020,286	7,111,563
	<u>82,834,395</u>	<u>29,144,745</u>

CARIBBEAN CREAM LIMITED**NOTES TO THE FINANCIAL STATEMENTS****November 30, 2012****10. Bank Loans:**

	<u>November</u>	<u>Yr. to Feb</u>
	<u>2012</u>	<u>2012</u>
	<u>\$</u>	<u>\$</u>
Equipment Loan - #1	2,000,000	2,900,000
Equipment loan – #2	9,123,600	9,992,008
Motor Vehicle Loan – Toyota pickup	721,774	1,165,942
Motor Vehicle Loan - Hyundai truck	1,411,652	1,989,146
Motor Vehicle Loan - Freightliner truck	1,871,000	2,791,000
Equipment loan – #3	16,800,000	-
Mortgage loan – South Road.	24,269,689	-
Mortgage loan – Suthermere Road.	31,638,224	32,763,224
	<u>87,835,939</u>	<u>51,601,320</u>
Less current portion	<u>(8,352,120)</u>	<u>(3,981,699)</u>
	<u>79,483,819</u>	<u>47,619,621</u>

The motor vehicle loans are for periods of five years each and are secured by bills of sale over a 2008 Hyundai Truck, a 2005 Freightliner truck and a 2009 Toyota Vigo pickup. The other loans are secured by a charge over certain items of equipment and a fixed and floating charge over all the other assets. The mortgage loans are secured by a first legal mortgage over commercial properties located at 2A and 2D Suthermere Road and 3 South Road in Kingston. The mortgages are for fifteen years and bear variable rates of interest. All other loans are for five years and bear variable interest rates as shown below:-

	<u>November</u>	<u>Yr. to Feb</u>
	<u>2012</u>	<u>2012</u>
	<u>%</u>	<u>%</u>
Equipment Loan - #1	9.95%	9.95%
Equipment loan – #2	8.95%	8.95%
Motor Vehicle Loan – Toyota pickup	14.75%	14.75%
Motor Vehicle Loan - Hyundai truck	14.75%	14.75%
Motor Vehicle Loan - Freightliner truck	8.95%	8.95%
Equipment loan – #3	10.00%	-
Mortgage loan – South Road.	13.00%	-
Mortgage loan – Suthermere Road.	15.75%	15.75%

11. Share Capital

	<u>November 2012</u>	<u>Yr. to Feb</u>
		<u>2012</u>
The authorized number of ordinary shares is	5,001,000,000	1,000,000
Number of shares issued and fully paid	<u>13,791,688</u>	<u>1</u>
	<u>\$</u>	<u>\$</u>
Value of shares issued	<u>42,275,013</u>	<u>8,275,013</u>

During the period the company increased its authorized capital to \$51,000,000 by the creation of 5,000,000,000 shares ranking pari passu with the existing ordinary shares held in the capital of the company.

CARIBBEAN CREAM LIMITED
PRODUCTION COST
Nine months ended November 30, 2012

	<u>9 months to</u> <u>November</u> <u>2012</u>	<u>9 months to</u> <u>November</u> <u>2011</u>	<u>Yr. to Feb 2012</u>
	\$	\$	\$
COST OF SALES:			
Opening Stock of raw materials	3,942,066	1,327,935	1,327,935
Purchases of raw materials	324,639,705	163,719,586	244,037,164
Less closing stock of raw materials	(32,235,866)	(1,310,270)	(3,942,066)
	<u>296,345,905</u>	<u>163,737,251</u>	<u>241,423,033</u>
Direct Costs -			
Direct labour	32,005,832	24,382,243	30,838,146
Packaging	3,029,054	2,791,080	3,621,901
Electricity	29,460,903	22,205,215	30,873,256
Water	2,681,552	1,562,135	2,468,487
Machinery depreciation	7,233,696	4,627,795	6,170,393
Factory rental	4,659,568	1,026,590	1,300,000
Cold Storage	4,922,168	939,925	1,522,039
Spoilage at cold storage	-	1,362,916	1,362,916
Machinery and equipment repairs	6,923,613	3,950,887	6,535,310
	<u>90,916,386</u>	<u>62,848,786</u>	<u>84,692,448</u>
Production Cost			
Opening stock of finished goods	387,262,291	226,586,037	326,115,481
	9,349,152	9,349,152	4,522,463
Closing stock of finished goods	(29,810,126)	(14,788,359)	(9,349,152)
	<u>366,801,317</u>	<u>221,146,830</u>	<u>321,288,792</u>

CARIBBEAN CREAM LIMITED**ADMINISTRATIVE EXPENSES:****Nine months ended November 30, 2012**

	<u>9 months to</u> <u>November</u> <u>2012</u> S	<u>9 months to</u> <u>November</u> <u>2011</u>	<u>Year ended</u> <u>Feb 2012</u> S
ADMINISTRATIVE EXPENSES:			
Salaries and staff costs	18,452,895	18,262,649	28,704,739
Directors fees	5,426,923	2,364,974	3,153,299
Audit and accounting	6,116,160	4,200,540	5,761,760
Printing, postage and stationery	1,063,354	111,960	1,171,594
Telephone	425,779	465,849	593,953
Legal and professional fees	4,155,860	724,476	1,154,876
Repairs and maintenance	2,901,639	3,641,602	4,526,985
Rent	1,910,069	903,500	-
Security	5,042,678	4,052,998	5,618,598
General office expenses	859,022	1,137,977	796,711
Cleaning & sanitation	2,360,452	1,413,199	1,741,296
Foreign exchange losses/(gains)	(433,098)	9,072	333,760
General insurance	1,741,728	820,660	1,265,875
Property tax	150,219	150,219	150,219
Donation & subscription	57,000	5,000	5,000
Depreciation	3,023,558	4,436,804	5,915,738
Miscellaneous	805,631	239,676	1,012,789
	<u>54,059,869</u>	<u>42,941,155</u>	<u>61,907,192</u>
FINANCE AND POLICY			
Finance charges	2,886,277	1,251,985	2,200,976
Loan interest	6,805,894	5,184,522	6,989,212
	<u>9,692,171</u>	<u>6,436,507</u>	<u>9,190,188</u>
SELLING AND DISTRIBUTION			
Travel and entertainment	1,205,771	566,794	1,454,239
Advertising and promotion	2,158,948	1,643,738	2,290,900
Licenses and permits	81,810	111,539	151,039
Bad debt	-	-	50,938
Transportation and delivery	4,259,102	2,240,995	2,976,047
Automobile expenses	6,760,696	2,959,835	4,705,596
	<u>14,466,327</u>	<u>7,522,901</u>	<u>11,628,759</u>

Macro Economic Policies

Changes in fiscal and monetary policies introduced by the Government of Jamaica may affect the behaviour of capital markets including the Junior Market of the JSE. Such changes in policies may create opportunities as well as challenges for the Company. This is a risk that is not faced by the Company alone but also, by any trading business although the risk could have particular impact on its particular business model.

Operational Risk

The Company is subject to the risk of loss resulting from disruptions to its business, inadequate or failed internal processes, people and systems, or from external events (including severe weather, other acts of God and social unrest). This definition also includes systemic risk (including the risk of accounting errors, failure to procure appropriate insurance coverage, and compliance failures), legal risk and reputation risk. This catch-all category of risks also includes employee errors, computer and manual systems failures, security failures, fire, floods or other losses to physical assets, and fraud or other criminal activity or any other risk that affects the free movement of people in and around Jamaica.. The Company insures itself against some (but not all) of these risks: for instance, the Company is insured in respect of damage to its business by fire, flood or other physical damage. It may not be feasible for the Company to insure itself in respect of all of the risks mentioned, because no coverage may be available or it is not economical to do so.

New Accounting Rules or Standards

The Company may 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 not faced by the Company alone but also, by any trading business.

Admission of the Shares to the Junior Market of the JSE

After the Closing Date, and assuming that the Company is able to raise at least \$75 million as a result of the Invitation by the Closing Date, the Company intends to make an application to the JSE to admit the Shares to the Junior Market. However, the Company is not able to guarantee the full subscription of the Shares in the Invitation or the admission of the Shares to the Junior Market.

Volatility in Price of Shares

Following their proposed admission to trading on the Junior Market the Shares may experience volatility in their market price which may extend beyond the short term and which may be dependent

on the Company's financial performance, as well as on investors' confidence in the Company, market or country and other factors over which the Company has no control.

Revocation of Tax Concessions Risk

If the Invitation is successful in raising at least \$75 million by the Closing Date, and the Company is admitted to the Junior Market, it must remain listed on the JSE trading platforms for a period of 15 years in order to be eligible for the concessionary tax regime described in Section 14.2.

The instrument governing the concessionary tax regime is the Income Tax Act (Jamaica Stock Exchange Junior Market) (Remittance) Notice dated 13 August 2009, which was made by the Minister of Finance under section 86 of the Income Tax Act. The instrument provides that if the Company is de-listed at any time during the 15 year concessionary tax period, it will become retrospectively liable to pay corporate income tax at the rate that would otherwise have been applicable to it during the concessionary period. If the concessionary tax regime is revoked or altered this could affect the Company. This is a risk that is not faced by the Company alone but also, by any other Junior Market company.

Close Company

The Company is owned and operated as a close company. It is important that the Company attract and retain appropriately skilled non executive directors, senior managers and a Mentor to assist it in considering and implementing new business strategies as well as for the purposes of compliance with the requirements for Junior Market Companies on the Jamaica Stock Exchange. Failure to do so could have a material adverse impact on the future prospects of the Company.

Key Personnel

It is important that the Company attracts and retains appropriately skilled personnel in order to operate its business which is labour intensive, and to accommodate growth and promote the establishment of new services. It is also important for the Company to replace personnel whose employment may be terminated for any reason within a reasonable time. In Jamaica, competition for qualified personnel can be intense, as there are a limited number of people with the requisite skills, knowledge and experience. The Company will need to attract and retain honest qualified personnel and failure to do so could have a material adverse impact on the future prospects of the Company.

Product liability

There is a risk that defects could occur in the products provided by the Company notwithstanding its health and safety standards and policies. In the event of product liability compensation, product recalls or other similar situations there could be a negative impact on the Company's reputation and financial position. The Company's insurance cover against such situations and the Company's focus on quality assurance and product standards in keeping with the appropriate health and safety standards should reduce the risk of any such action.

Foreign Exchange Risk

The Company purchases raw materials, largely in United States currency, that are not available in Jamaica or available in Jamaica in the quantities required for its production. Fluctuations in the value of the Jamaican dollar versus foreign currencies, particularly the United States currency, may affect the cost of these raw materials. The volatility of the exchange rate of Jamaican dollar versus foreign currencies depends on many factors the Company cannot forecast with reliable accuracy. At this time we do not, but if possible we will consider buying raw materials in advance to reduce this risk.

Section 13**Professional Advisers to the Company**

Principal Stockbrokers and Financial Advisers

Stocks and Securities Limited
33 ½ Hope Road
Kingston 10
Jamaica

Auditors and Reporting Accountants

James Allen & Co
Chartered Accountants
12 Kingslyn Avenue,
Kingston 10,
Saint Andrew

Attorneys to the Company

Myers Fletcher & Gordon
Attorneys-at-Law
21 East Street
Kingston

Registrars and Transfer Agents

Jamaica Central Securities Depository Limited
40 Harbour Street
Kingston

14.1 Statutory Information required to be set out in this Prospectus by section 42 and the Third Schedule to the Companies Act, 2004

1. The Company has no founders or management or deferred shares save for the ordinary shares held by the original directors of the Company as disclosed in sections 7 and 8.
2. The Articles of Incorporation fix no shareholding qualification for directors and none has been otherwise fixed by the Company in general meeting.
3. The Articles of Incorporation contain the following provisions with respect to the remuneration of Directors:
 - (a) The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings or any committee of the Directors or general meetings of the Company in connection with the business of the Company. (Article 82)
 - (b) A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. (Article 84)
 - (c) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or management entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established. (Article 95)

- (d) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company. (Article 97)
- (e) The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. (Article 99)
- (f) A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine. (Article 126)
4. The names of the Directors of the Company appear in Section 8 of this Prospectus. The residential addresses of the Directors are as follows:
- | | |
|----------------------|--|
| Christopher Clarke | 17 Braemar Ave, Apt# 15, Kingston 5 |
| Carol Clarke Webster | 2 Casa Monte Estates, Old Stony Hill Road,
Kingston 8 |
| Matthew Clarke | 2 Casa Monte Estates, Old Stony Hill Road,
Kingston 8 |
| Wayne Wray | 5 Wiltshire Avenue, Kingston 6 |
| Mark McKenzie | 11 West Kings House Drive, Kingston 10 |
5. The minimum amount required to be raised out of the proceeds of the Invitation to provide for the matters set out in paragraph 2 of Part 1 of the Third Schedule to the Companies Act (the “minimum subscription”) is \$75 million.
6. The Invitation will open for subscription at 9:00 a.m. on 25th April 2013 and will close at 4:30 p.m. on the Closing Date, 10th May 2013 subject to the Company’s right to close the application list at any time after 9:00 a.m. on the Opening Date if Applications have been received for an amount in excess of the Shares offered under this Prospectus, or to extend the Closing Date for any reason whatsoever.
7. All Applicants including Company Applicants will be required to pay in full the applicable price per Share as specified in this Prospectus and the non-refundable processing fee of \$110 per Application. No further sum will be payable on Allotment.
8. No previous offer of shares in the Company has been made to the public.

9. Save as set out in paragraph 17 below no person has, or is entitled to be given, any option to subscribe for any shares in, or debentures of, the Company.
10. As at February 29, 2012 the Company held no investments.
11. There is no amount for goodwill, patent, or trademarks shown in the financial statements of the Company and there is no contract for sale and purchase which would involve any goodwill, patent or trademarks.
12. As at February 29, 2012 the aggregate amount of long term loans by the Company was \$47,619,621 was due to The Bank of Nova Scotia Jamaica Limited.
13. No amount is currently recommended for distribution by way of dividend. The Company's dividend history, and its dividend policy following admission to the Junior Market of the Jamaica Stock Exchange, is described in Section 7.14.
14. There is no property that is currently proposed to be purchased or acquired by the Company which is to be 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.
15. Save as set out in paragraph 17 below within the 2 preceding years, no commissions have been paid, nor will any be payable to anyone for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures of the Company.
16. The Company expects to pay the expenses of the Invitation out of the proceeds of its fundraising, and the Company estimates that such expenses will not exceed \$6,500,000.00 (inclusive of brokerage and financial advisory fees, legal fees, auditors' fees, Companies Registrar's fees, initial listing fees and GCT). See paragraph 17 below for further details.
17. Within the last 2 years preceding 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 save for 18,928,406 Shares reserved for SSL and/or SSL's Clients on terms set out in a mandate letter agreement of March 9, 2012 signed by the Company and SSL.
18. The issue is not underwritten.
19. The material contracts of the Company are set out in Section 7.11.
20. The name and address of the auditors to the Company are: James Allen & Co., Chartered Accountants, for the year ended February 29, 2012 and Blake Livingston & Co. for years 2007 to 2011 inclusive.

21. Auditors James Allen & Co. and former auditors Blake Livingston & Co have given and have not withdrawn their consent to the issue of this Prospectus with the inclusion of the Auditors' Report and Historical Financial Information, and their name in the form and context in which it is included.
22. The Company was incorporated on June 23, 2006 and it has carried on business since that date. As at the date of this Prospectus the Company has no subsidiaries.

14.2 Taxation of Junior Market Companies: Concessionary Regime

Companies that successfully apply for admission to the Junior Market of the JSE will benefit from a concessionary tax regime, details of which are set out below.

- On 13th August 2009 the Minister of Finance issued the Income Tax Act (Jamaica Stock Exchange Junior Market) (Remission) Notice 2009 under section 86 of the Income Tax Act. The Remission Notice provides that Jamaican Junior Market companies are not liable to pay corporate income tax in the first 5 years after listing (e.g. they will benefit from a full income tax exemption). The Remission Notice also provides that in years 6 to 10 of listing, Jamaican Junior Market companies are liable to pay corporate income tax at half of the normal rate (e.g. they will benefit from a 50% income tax exemption). The tax concessions require Jamaican Junior Market companies to maintain their listing on the JSE (on either or both of the Main or Junior Markets) for a period of 15 years. If such a Company is de-listed at any time during the 15 year period, it will become retrospectively liable to pay corporate income tax at the rate that would otherwise have been applicable to it during the concessionary period.
- Section 17(1) (d) of the Transfer Tax Act provides that transfers of shares made in the ordinary course of business on the Jamaica Stock Exchange will not attract transfer tax.
- The Schedule to the Stamp Duty Act provides that transfers of shares made in the ordinary course of business on the Jamaica Stock Exchange will not attract Stamp Duty.
- Section 12(v) of the Income Tax Act provides that profits or gains carried out on the Jamaica Stock Exchange that accrue to an individual that does not hold himself out as a dealer are exempt from income tax, where such profits or gains do not exceed one half of that person's statutory income from all other sources for the year of assessment, or (where the person so elects) those profits or gains which, taken with profits or gains (or losses) on such transactions by him/her in the 2 immediately preceding years of assessment, do not exceed one half of that persons statutory income from all other sources for the year of assessment and those 2 preceding years

Section 30(3) (d) of the Income Tax Act provides that as from 1 June 2012 the rate of income tax payable on dividend income derived from companies resident in Jamaica is 5%. This tax rate is expected to increase to 15% on April 1, 2013 based on announcements by the Minister of Finance and Planning and contained in Ministry Paper No. 15/13 dated 12 February 2013.

Prospective investors should seek advice on the taxation of Junior Market companies and their prospective investment in the Company from a professional adviser, and should not rely on the summary set out above.

Section 15**Documents available for Inspection**

Copies of the following documents may be inspected at the law offices of the Attorney's to the Company, Myers, Fletcher & Gordon, 21 East Street, Kingston between the hours of 9:00 a.m. to 4:00 p.m. on Mondays to Fridays, up to and including the Closing Date:

1. The Articles of Incorporation of the Company adopted as of 10th April, 2013.
2. The audited financial statements of the Company as audited James Allen & Co. for the year ended February 29, 2012, unaudited financial information for the period ended November 30, 2012 and for years 2007 to 2011 inclusive financial statements of the Company audited by Blake Livingston & Co.
3. The consent of the auditors of the Company James Allen & Co. to the inclusion of their name in the form and context in which it appears in this Prospectus
4. The consent of the former auditors Blake Livingston & Co. to the inclusion of their name in the form and context in which it appears in this Prospectus.
4. The consent of D.C. Tavares & Finson Realty Limited to the inclusion of their name in the form and context in which it appears in this Prospectus.
5. The consent of David Thwaites and Associates Limited to the inclusion of their name in the form and context in which it appears in this Prospectus
6. The consent of Delano Reid & Associates Limited to the inclusion of their name in the form and context in which it appears in this Prospectus
7. Copies of the following documents:
 - The regulatory permits, certificates and licenses referred to in Section 7.9
 - The trademark registrations and the certificates of title for the owned real property referred to in Section 7.10
 - The material contract referred to in Section 7.11
 - The details of insurance arrangements referred to in Section 7.15

Section 16

Directors' Signatures

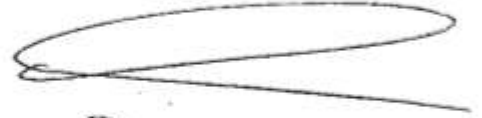
Christopher Clarke

C. Clarke

Carol Clarke Webster

Carol Clarke Webster

Matthew Clarke



Wayne Wray

Wayne Wray

Mark McKenzie

Mark A. McKenzie

Appendix 1

Application Form



PLEASE READ CAREFULLY THE ENTIRE FORM BEFORE COMPLETING THIS FORM

To: CARIBBEAN CREAM LIMITED (the "Company") RESERVED SHARES []

Re: Invitation for Subscription in respect of up to 75,713,623 Ordinary Shares being offered pursuant to the Prospectus dated and registered the registration date 16 April 2013 . 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 in this Application Form by reference.

I/We hereby apply for [] ordinary shares in the Company on and subject to the terms and conditions of the Invitation set out in the Prospectus at the price of \$ [] each, and I/we attach my/our cheque for [] inclusive of processing fees of J\$110.00 payable to Stocks and Securities Limited, we request Stocks and Securities Limited to make payment on my/our behalf by debiting my/our account with the sum of \$ [] for the purposes of my/our subscription of ordinary shares and processing fee as indicated above.

I/We agree to accept the same or any smaller number of shares in respect of which this application may be made, subject to the terms and conditions in the Prospectus and the Articles of Incorporation of the Company, by which I/We agree to be bound. I/We request you to sell to me/us the number of shares which may be allocated to me/us on the terms and conditions governing applications, as set forth in the Prospectus. I/We hereby agree to accept the shares that may be allocated to me/us and are to be credited to an account in my/our name(s) in the Jamaica Central Securities Depository ("JCSD").

INSTRUCTIONS FOR COMPLETING APPLICATION FORM: All fields are relevant and must be completed. If you already have an account with the JCSD, please ensure that you indicate here [] JCSD ACCOUNT NUMBER [] BROKER CODE otherwise a new account will automatically be created.

PRIMARY HOLDER DETAILS

[]

PRIMARY HOLDER (EITHER COMPANY OR INDIVIDUAL)

[] TITLE [] TAXPAYER REGISTRATION NUMBER [] CITIZENSHIP [] NATIONALITY [] CLIENT TYPE [] ACCOUNT TYPE

[] OCCUPATION OR, IF EMPLOYED BY THE COMPANY PLEASE STATE YOUR POSITION. OR STATUS IF YOU ARE A RESERVED SHARE APPLICANT

[] MAILING ADDRESS LINE 1

[] MAILING ADDRESS LINE 2

[] MAILING ADDRESS LINE 3

[] CITY (E.G. KINGSTON) [] POSTAL CODE (E.G. 6) [] COUNTRY CODE

[] TELEPHONE NUMBER (HOME) [] TELEPHONE NUMBER (WORK) [] TELEPHONE NUMBER (CELL)

SIGNATURES: INDIVIDUAL: _____

DATE SIGNATURE AFFIXED: _____

COMPANIES (COMPANY SEAL REQUIRED):

DIRECTOR: DIRECTOR/SECRETARY: DATE SIGNATURES AFFIXED:

PLEASE CONTINUE ON REVERSE TO COMPLETE JOINT HOLDER INFORMATION ALL APPLICANTS MUST INDICATE THEIR TAXPAYER REGISTRATION NUMBERS ALL APPLICANTS ARE REQUIRED TO PAY J\$110.00 PROCESSING FEE PER APPLICATION SUBMITTED THIS OFFER IS NOT MADE TO PERSONS RESIDENT OUTSIDE JAMAICA

USE BY REGISTRAR ONLY Form ID: Batch #

Appendix 1 (Continued)

Application Form



JOINT HOLDER INFORMATION

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FIRST NAMED JOINT HOLDER

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OCCUPATION

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TAXPAYER REGISTRATION NUMBER

SIGNATURE

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SECOND NAMED JOINT HOLDER

--	--	--	--

OCCUPATION

--	--	--	--

TAXPAYER REGISTRATION NUMBER

SIGNATURE

--	--	--	--

THIRD NAMED JOINT HOLDER

--	--	--	--

OCCUPATION

--	--	--	--

TAXPAYER REGISTRATION NUMBER

SIGNATURE

NOTES ON HOW TO COMPLETE THE APPLICATION FORM

1. Applications must be for a minimum of 1000 shares with increments in multiples of **1000**. Applications in other denominations will **not** be processed or accepted.
2. All applicants must attach their payment for the specified number of Shares they have applied for, in the form of either:
 - A. A Manager's cheque made payable to Stocks and Securities Limited
 - B. Authorization on the Application Form from the Applicant instructing Stocks and Securities Limited to make payment from cleared funds held in an investment account in the Applicant's name.

Each Share that is not an Employee Reserved Share is priced at the Invitation Price of \$1.00. Employee Reserved Shares are priced at the discounted price of \$0.85 per share. Director and Key Individuals Reserved Shares are priced at the discounted price of \$0.95. If you are an applicant for the Reserved Shares please clearly specify where indicated in the Application Form.

3. If you are applying jointly with any other person, you must complete the Joint Holder Information and each joint holder **must** sign the Application Form at the place indicated.
4. All Individual Applicants must be at least 18 years old and must attach a certified copy (by an Attorney or Justice of the Peace) of their T.R.N. card or Jamaican Driver's Licence displaying the T.R.N.
5. Share Certificates will not be issued unless specifically requested through your broker. Instead, the shares allotted to a successful applicant will be credited to their account at the JCSD. If the applicant does not have a JCSD account, one will be created and the allotted 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
6. All Applicants are deemed to have accepted the terms and conditions set out in the Prospectus and the Articles of Incorporation of the Company generally.

THIS SECTION FOR USE BY BROKER ONLY

DATE APPLICATION RECEIVED: _____ TIME RECEIVED: _____

PAYMENT METHOD: CHEQUE / AUTHORISATION LETTER CHEQUE NUMBER OR LETTER DATE: _____

PAYMENT VALUE: _____ POOL: _____

BROKER STAMP AND SIGNATURE: _____