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SCHEME OF ARRANGEMENT
Under Section 206 of the Companies Act of Jamaica
& **EXPLANATORY STATEMENT**

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of National Commercial Bank Jamaica Limited will be held at the Jamaica Conference Centre, 14-20 Port Royal Street, Kingston on Friday, January 27, 2017 at 9:30 a.m. to consider, and if thought fit, pass the following resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. Audited Accounts

“**THAT** the Audited Accounts for the year ended September 30, 2016 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted.”

2. Declaration of Dividend

“**THAT** the interim dividends per stock unit of \$0.50 paid in February 2016, \$0.50 paid in May 2016 and \$0.50 paid in August 2016, and \$0.90 paid in December 2016 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2016.”

3. Election of Directors

Article 95 of the Company’s Articles of Incorporation provides that one-third of the

Board (except the Managing Director and Group Finance & Deputy Managing Director) or, if the number of members of the board is not three or a multiple of three, then the number nearest to one-third shall retire from office at each Annual General Meeting. The Directors retiring under this Article are **Mr Wayne Chen, Mr Robert Almeida and Mrs Sandra Glasgow**, being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

- a. “**THAT** Director, **MR WAYNE CHRISTOPHER CHEN**, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.”
- b. “**THAT** Director, **MR ROBERT WILFRED ALMEIDA**, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.”
- c. “**THAT** Director, **MRS SANDRA ALICIA CAROL GLASGOW**, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.”

4. Directors’ Remuneration

- a. “**THAT** the Directors be and are hereby empowered to fix the remuneration of the Executive Directors.”

- b. “**THAT** the total remuneration of all of the Directors combined, other than the Executive Directors, for the financial year of the Company ending September 30, 2017, BE AND IS HEREBY fixed at \$24,000,000, which remuneration may include such share incentive scheme for directors as may be determined by the Board.”

5. Appointment of Auditors and their Remuneration

“**THAT** PricewaterhouseCoopers, having signified their willingness to serve, continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be agreed with the Directors.”

6. Resolutions in respect of any other business which can be transacted at an Annual General Meeting.

EXTRAORDINARY BUSINESS

By an Order of the Supreme Court of Judicature made on December 19, 2016 the Court directed that a Meeting be convened of the holders of the issued ordinary shares in the capital of National Commercial Bank Jamaica Limited (“the Company”) for the purpose of considering and if thought fit approving (with or without modification) a Scheme of Arrangement (under section 206 of the Companies Act) proposed to be made among the Company and all the holders of the issued ordinary shares in its capital and NCB Financial Group Limited and all the holders of the issued ordinary shares in its capital. Such Meeting is to be held at the Jamaica Conference Centre, 14-20 Port Royal Street, Kingston on Friday, January 27, 2017 at 9:30 a.m.

By the said Order the Court appointed the Hon. Mr. Michael Lee-Chin O.J. (or an alternate appointed pursuant to the Company’s Articles of Incorporation) to be Chairman of the Meeting and has directed the Chairman to report the results of the said Meeting to the Court.

The Scheme of Arrangement shall be subject to the subsequent approval of the Court.

Scheme Resolution including Special Resolution

“**That** pursuant to and in accordance with section 206 of the Companies Act, 2004 the proposed Scheme of Arrangement among the Company and all the holders of the issued ordinary shares in its capital and NCB Financial Group Limited and all the holders of the issued ordinary shares in its capital, the terms of which are contained and more particularly described in the Scheme Booklet, be and is hereby approved (with or without modification).”

A copy of the Scheme of Arrangement and the Explanatory Statement required to be furnished pursuant to Section 207(1) of the Companies Act, 2004 are enclosed herewith and are also included in the Scheme Booklet which can be obtained from the head office of the Company located at “The Atrium”, 32 Trafalgar Road, Kingston 10 or can be viewed and/or downloaded at www.jncb.com.

A Member of the Company, entitled to attend and vote, is entitled to appoint a Proxy to attend and vote in his/her stead, and a Proxy need not be a member.

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Secretary, at the Registered Office of the Company, “The Atrium”, 32 Trafalgar Road, Kingston 10, Jamaica, not less than **48 hours** before the time appointed for the Meeting. The Proxy Form should bear stamp duty of **\$100.00**, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy.

DATED this 23rd day of December 2016

BY ORDER OF THE BOARD



DAVE L. GARCIA
COMPANY SECRETARY

SCHEME OF ARRANGEMENT

(under section 206 of the Companies Act)

FASTER.

AMONG

NATIONAL COMMERCIAL BANK JAMAICA LIMITED

AND

All the holders of the issued ordinary shares in its capital

AND

NCB FINANCIAL GROUP LIMITED

AND

All the holders of the issued ordinary shares in its capital

INTERPRETATION

1. In this Scheme the following expressions shall, unless inconsistent with the subject or context, bear the following meanings:

“AIC Barbados” means AIC (Barbados) Limited (TRN 002-032-171) whose registered office is situated at Bush Hill & Bay Street, St. Michael, BB14038, Barbados, a regular business company duly incorporated in Barbados under the Companies Act of Barbados.

“AIC Global” means AIC Global Holdings Inc. whose registered office is situated at 100-

1375 Kerns Road, Burlington, Ontario, Canada L7P 4V7, a company duly incorporated in the Province of Ontario, Canada pursuant to the Business Corporations Act.

“AIC Jamaica” means AIC (Jamaica) Limited whose registered office is situated at 2 Oxford Road, Kingston 10, Jamaica, a company duly incorporated in Jamaica under the Companies Act.

“AIC/Portland Persons” means collectively AIC Barbados, AIC Jamaica, Portland Barbados, AIC Global, MLC and Portland Holdings.

“Business Day” means a day on which banks are open for business in Jamaica.

“Court” means the Supreme Court of Judicature of Jamaica.

“Effective Date” means the date on which the Scheme becomes effective in accordance with its terms as it relates to the Existing NCBJ Ordinary Shares, the New NCBJ Ordinary Shares and the New NCB Group Ordinary Shares.

“Eligible Persons” means each person, other than the AIC/Portland Persons, that is registered as the holder of Existing NCBJ Ordinary Shares in the register of members of NCBJ immediately prior to the Effective Date.

“Existing NCB Group Ordinary Shares” means the existing ordinary shares of no par value in the capital of NCB Financial Group Limited.

“Existing NCBJ Ordinary Shares” means the existing issued and fully-paid ordinary shares of no par value in the capital of NCBJ.

“FSC Jamaica” means The Financial Services Commission of Jamaica.

“JCSD” means The Jamaica Central Securities Depository.

“JSE” means The Jamaica Stock Exchange.

“MLC” means Michael Lee-Chin, a Canadian and Jamaican citizen (TRN 125-952-961) c/o 100-1375 Kerns Road, Burlington, Ontario, Canada L7P 4V7.

“NCB Group” means NCB Financial Group Limited, whose registered office is situated at 32 Trafalgar Road, Kingston 10, Jamaica, a company duly incorporated in Jamaica under the Companies Act, and the proposed parent company of NCBJ under the Scheme of Arrangement.

“NCBJ” means National Commercial Bank Jamaica Limited, whose registered office is situated at 32 Trafalgar Road, Kingston 10, Jamaica, a company duly incorporated in Jamaica under the Companies Act, initially licensed under the Banking Act, and now licensed under the Banking Services Act.

“New NCB Group Ordinary Shares” means the fully paid-up ordinary shares of no par value in the capital of NCB Financial Group Limited proposed to be allotted and issued to Eligible Persons and AIC/Portland Persons as a result of the Scheme.

“New NCBJ Ordinary Shares” means the fully paid-up ordinary shares of no par value in the capital of NCBJ proposed to be allotted and issued to NCB Financial Group Limited as a result of the Scheme.

“Order” means the order of the Court sanctioning the Scheme.

“Pledged Shares” means Existing NCBJ Ordinary Shares which have been pledged by any Eligible Persons and AIC/Portland Persons in favour of a Secured Party.

“Portland Barbados” means Portland (Barbados) Limited whose registered office is situated at Bush Hill & Bay Street, St. Michael, BB14038, Barbados, an International Business Company duly incorporated in Barbados under the Companies Act of Barbados.

“Portland Holdings” means Portland Holdings Inc. whose registered office is situated at 100-1375 Kerns Road, Burlington, Ontario, Canada L7P 4V7, a company duly incorporated in Ontario under the Business Corporations Act.

“Relevant Regulatory Authorities” means collectively the Supervisory Committee, JSE, JCSD, FSC Jamaica, TTSEC, TTSE, TTCD and any other regulatory authorities which may have any power or jurisdiction to make any direction or order in relation to the Scheme and any of the companies involved therein.

“Scheme” means this composite scheme of arrangement in its present form with any modifications thereof or addition thereto or condition approved or imposed by the Court or any of the Relevant Regulatory Authorities.

“Secured Party” means any third party in whose favour an Eligible Person or AIC has pledged any of its Existing NCBJ Ordinary Shares in respect of an obligation owed to that secured party or for any other reason.

“Shares” and “Shareholder” respectively includes stock and stockholder, and vice versa.

“Supervisory Committee” means the Supervisory Committee of the Bank of Jamaica under the Banking Services Act, 2014

“TTSE” means the Trinidad and Tobago Stock Exchange.

“TTSEC” means the Trinidad and Tobago Securities and Exchange Commission.

“TTCD” means the Trinidad and Tobago Central Depository.

References to time herein shall be read as references to time in Jamaica.

References to any Act shall be read as references to such Act or any statutory modification or re-enactment thereof for the time being in force in Jamaica (unless the context indicates otherwise).

2. The issued share capital of NCBJ as at the date of this Scheme is Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) issued and fully paid ordinary shares.

Of the Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) issued and fully paid ordinary shares, Five Million Two Hundred and Ninety Three Thousand Nine

Hundred and Sixteen (5,293,916) are held by the NCB Employee Share Scheme.

3. The profits of NCBJ available for dividend and determined to be distributed in respect of any year or other financial period are applicable in paying dividends for such year or period to the holders of the Existing NCBJ Ordinary Shares.
4. In the event of NCBJ being wound up, the surplus assets available for distribution among the members belong and are distributable to the holders of its ordinary shares from time to time.
5. The Existing NCBJ Ordinary Shares confer the following voting rights on the holders thereof, namely:
 - a. on a show of hands every holder thereof present in person shall have one vote; and
 - b. on a poll every holder thereof present in person or by proxy shall have one vote for each Existing NCBJ Ordinary Share of which he is the holder.
6. NCBJ is a publicly listed company, whose shares are listed on the JSE and the TTSE. The top ten (10) shareholders as at 30 September, 2016 (as reflected in NCBJ's share register) are as set out in the following table, and these shareholders own Seventy Four percent and Sixty Five Hundredths of a percent (74.65%) of the Existing NCBJ Ordinary Shares. The remainder of the Existing NCBJ Ordinary Shares are held by members of the public.

Shareholder	Number of Existing NCBJ Ordinary Shares Held	Percentage Shareholding
AIC (Barbados) Limited	1,257,624,844	50.98%
Harprop Limited	222,372,000	9.01%
Sagikor PIF Equity Fund	73,377,785	2.97%
NCB Insurance Co. Ltd. WT 109	62,989,156	2.55%
Ideal Portfolio Services Co. Limited	54,343,993	2.20%
AIC Global Holdings Inc.	49,565,238	2.01%
SJIML A/C 3119	43,254,981	1.75%
Portland (Barbados) Limited	38,178,106	1.55%
Beta SPV Ltd	21,000,000	0.85%
Neon Liberty Lorikeet Master Fund LP	19,321,560	0.78%

7. NCBJ and NCB Group propose to undertake the Scheme and NCBJ has requested and the AIC/Portland Persons have agreed to the transfer of the Existing NCBJ Ordinary Shares beneficially owned by them at the date this Scheme becomes effective, to NCB Group in accordance with the Scheme, in exchange for NCB Group allotting and issuing, to the persons registered as the holders of the shares beneficially owned by them, the same number of shares in NCB Group pursuant to the Scheme.

8. As at the date of this Scheme NCB Group has five hundred thousand and two (500,002) issued ordinary shares all of which have been allotted to AIC Barbados which, as at September 30, 2016, was the registered owner of One Billion Two Hundred and Fifty Seven Million Six Hundred and Twenty Four Thousand Eight Hundred and Forty Four (1,257,624,844) Existing NCBJ Ordinary Shares. The amount of Two Dollars Jamaican Currency (J\$2.00) has been paid in respect of the two (2) issued fully paid ordinary shares in NCB Group subscribed for at incorporation and Ten Thousand Dollars Jamaican Currency (J\$10,000.00) has been paid in respect of the remaining five hundred

thousand (500,000) issued and partly paid ordinary shares.

9. The profits of NCB Group available for dividend and determined to be distributed in respect of any year or other financial period are applicable in paying dividends for such year or period to the holders of its ordinary shares from time to time.

10. In the event of NCB Group being wound up, the surplus assets available for distribution among the members belong and are distributable to the holders of its ordinary shares from time to time.

11. The Existing NCB Group Ordinary Shares confer the following voting rights on the holders thereof, namely:

- on a show of hands every holder thereof present in person shall have one vote; and
- on a poll every holder thereof present in person or by proxy shall have one vote for each Existing NCB Group Ordinary Share of which he is the holder.

SCHEME

12. AIC Barbados has agreed to transfer One Billion Two Hundred and Fifty Seven Million Six Hundred and Twenty Four Thousand Eight Hundred and Forty Four (1,257,624,844) or such other number of the Existing NCBJ Ordinary Shares as may represent all the Existing NCBJ Ordinary Shares registered in its name to NCB Group in exchange for NCB Group allotting and issuing One Billion Two Hundred and Fifty Seven Million Six Hundred and Twenty Four Thousand Eight Hundred and Forty Four (1,257,624,844) or such other equivalent number of shares in NCB Group to AIC Barbados pursuant to the Scheme to take effect when the Scheme becomes effective under section 206 of the Companies Act.

13. AIC Jamaica has agreed to transfer Eight Hundred and Thirty One Thousand Two Hundred and Fifty Five (831,255) or such other number of the Existing NCBJ Ordinary Shares as may represent all the Existing NCBJ Ordinary Shares registered in its name to NCB Group in exchange for NCB Group allotting and issuing Eight Hundred and Thirty One Thousand Two Hundred and Fifty Five (831,255) or such other equivalent number of shares in NCB Group to AIC Jamaica pursuant to the Scheme to take effect when the Scheme becomes effective under section 206 of the Companies Act.

14. Portland Barbados has agreed to transfer Thirty Eight Million One Hundred and Seventy Eight Thousand One Hundred and Six (38,178,106) or such other number of the Existing NCBJ Ordinary Shares as may represent all the Existing NCBJ Ordinary Shares registered in its name to NCB Group in exchange for NCB Group allotting and issuing Thirty Eight Million One Hundred and Seventy Eight Thousand One Hundred and Six (38,178,106) or such other equivalent number of shares in NCB Group to Portland Barbados pursuant to the Scheme to take effect when the Scheme becomes effective under section 206 of the Companies Act.

15. AIC Global has agreed to transfer Forty Nine Million Five Hundred and Sixty Five Thousand Two Hundred and Thirty Eight (49,565,238) or such other number of the Existing NCBJ Ordinary Shares as may represent all the Existing NCBJ Ordinary Shares registered in its name to NCB Group in exchange for NCB Group allotting and issuing Forty Nine Million Five Hundred and Sixty Five Thousand Two Hundred and Thirty Eight (49,565,238) or such other equivalent number of shares in NCB Group to AIC Global pursuant to the Scheme to take effect when the Scheme becomes effective under section 206 of the Companies Act.

16. MLC has agreed to transfer Two Million Two Hundred and Ninety Eight Thousand and Thirty Six (2,298,036) or such other number of the Existing NCBJ Ordinary Shares as may represent all the Existing NCBJ Ordinary Shares registered in his name to NCB Group in exchange for NCB Group allotting and issuing Two Million Two Hundred and Ninety Eight Thousand and Thirty Six (2,298,036) or such other equivalent number of shares in NCB Group to MLC pursuant to the Scheme to take effect when the Scheme becomes effective under section 206 of the Companies Act

17. The stated capital of NCBJ shall be reduced by cancelling the whole of the Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) Existing NCBJ Ordinary Shares (including those NCBJ ordinary shares held by the AIC/Portland Persons) and forthwith upon such cancellation:

- The credit of Six Billion Four Hundred and Sixty-Five Million Seven Hundred and Thirty Thousand One Hundred and Sixty Three Dollars Jamaican Currency (J\$6,465,730,163) arising from such cancellation shall be carried to a reserve to be called a special capital reserve;
- The capital of NCBJ shall be increased to its former amount of Six Billion, Four Hundred and Sixty Five Million,

Seven Hundred and Thirty Thousand One Hundred and Sixty Three Dollars Jamaican Currency (J\$6,465,730,163) by the creation of Two Billion Four Hundred and Sixty-Six Million Seven Hundred and Sixty-Two Thousand Eight Hundred and Twenty-Eight (2,466,762,828) New NCBJ Ordinary Shares of no par value;

- c. The special capital reserve shall be applied in paying up in full the Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) New NCBJ Ordinary Shares to be allotted credited as fully paid to NCB Group.

18. In consideration for, and forthwith and contingent upon, the cancellation of the Existing NCBJ Ordinary Shares, the paying up in full of the Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) New NCBJ Ordinary Shares and the allotment to NCB Group of the New NCBJ Ordinary Shares, NCB Group shall create, allot and issue to the Eligible Persons and to the AIC/Portland Persons in the manner set out in Clause 21 hereof the New NCB Group Ordinary Shares credited as fully paid, such that one (1) New NCB Group Ordinary Share shall be issued for each Existing NCBJ Ordinary Share formerly held by each Eligible Person and the AIC/Portland Persons. NCB Group shall therefore allot and issue a total of Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Six (2,466,762,826) New NCB Group Ordinary Shares to the Eligible Persons and the AIC/Portland Persons.

19. NCB Group has allotted and issued five hundred thousand and two (500,002) ordinary shares to AIC Barbados at One Dollar Jamaican Currency (J\$1.00) per ordinary share. Two of those ordinary are shares fully paid and the remaining five hundred thousand (500,000) ordinary shares are partly paid. AIC Barbados shall, on the allotment and issue

of the New NCB Group Ordinary Shares credited as fully paid pursuant to the Scheme, immediately surrender to NCB Group by way of gift in accordance with section 59(6) of the Companies Act the aforesaid five hundred thousand and two (500,002) ordinary shares, in order to achieve parity in NCB Group and NCBJ among the Eligible Persons and the AIC/Portland Persons participating in the Scheme. Any amount remaining unpaid in respect of the ordinary shares so surrendered shall be cancelled and extinguished at the date of surrender.

The secretary of NCBJ shall be and is hereby authorised to make, or arrange to be made, the necessary entries in the register of members of NCBJ to cancel the aforementioned Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) Existing NCBJ Ordinary Shares, and register the allotment and issuance to NCB Group of Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) New NCBJ Ordinary Shares.

The secretary of NCB Group shall be and is hereby authorized to make, or arrange to be made, the necessary entries in the register of members of NCB Group to register the allotment and issuance to the Eligible Persons and AIC/Portland Persons of Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) New NCB Group Ordinary Shares and the surrender and cancellation of the five hundred thousand and two (500,002) Existing NCB Group Ordinary Shares

FURTHER PROVISIONS APPLICABLE TO THE SCHEME

Listing & De-Listing of Shares

20. Immediately upon the issue of the New NCB Group Ordinary Shares:

- a. NCB Group shall apply to the JSE and the TTSE for the listing of the New NCB Group Ordinary Shares by way of introduction, and NCB Group shall pay all listing fees incurred in connection therewith.
- b. NCBJ shall simultaneously apply to the JSE and the TTSE for the de-listing of the Existing NCBJ Ordinary Shares, and shall only do so in accordance with any order or direction made by the Relevant Regulatory Authorities.

21. Manner of allotting and issuing New NCB Group Ordinary Shares

- a. In respect of the AIC/Portland Persons, the New NCB Group Ordinary Shares shall be allotted and issued in the name of the JCSD, and the JCSD will be instructed to credit those shares (through the JCSD account of the stockbroker through which the relevant AIC/Portland Person's holding of Existing NCBJ Ordinary Shares were held) to a sub-account in the name of the relevant AIC/Portland Person at the JCSD. In the event that any of the Existing NCBJ Ordinary Shares held by any of the AIC/Portland Persons are pledged in favour of Secured Parties with the JCSD (through the relevant participant), the AIC/Portland Persons will be required to notify the respective Secured Party that the Pledged Shares will be cancelled pursuant to the Scheme (which will render the pledge ineffective in respect of those Existing NCBJ Ordinary Shares), and the AIC/Portland Persons will be required to substitute the New NCB Group Ordinary Shares for the cancelled Existing NCBJ Ordinary Shares OR execute a new pledge in favour of the Secured Party over the New NCB Group Ordinary Shares (which will replace the cancelled Existing NCBJ Ordinary Shares), OR otherwise make such alternative security arrangements as the AIC/Portland Persons and Secured Party may mutually agree.

b. In respect of any Eligible Person whose holdings of Existing NCBJ Ordinary Shares had been deposited in the JCSD as at 5:00pm (local time in Jamaica) on the Business Day immediately prior to the Effective Date, the New NCB Group Ordinary Shares shall be allotted and issued in the name of the JCSD, and the JCSD will be instructed to credit those shares (through the JCSD account of the stockbroker through which the Eligible Person's holding of Existing NCBJ Ordinary Shares were held) to a sub-account in the Eligible Person's name at the JCSD. Eligible Persons whose Existing NCBJ Ordinary Shares are pledged in favour of Secured Parties with the JCSD (through the relevant participant) will be required to notify the respective Secured Party that the Pledged Shares will be cancelled pursuant to the Scheme (which will render the pledge ineffective in respect of those Existing NCBJ Ordinary Shares), and such Eligible Persons would be required to substitute the New NCB Group Ordinary Shares for the cancelled Existing NCBJ Ordinary Shares OR execute a new pledge in favour of the Secured Party over the New NCB Group Ordinary Shares (which will replace the cancelled Existing NCBJ Ordinary Shares), OR otherwise make such alternative security arrangements as the Eligible Person and Secured Party may mutually agree.

c. In respect of any Eligible Person and AIC/Portland Persons whose holdings of Existing NCBJ Ordinary Shares had been deposited in the TTCD as at 5:00pm (local time in Jamaica) on the Business Day immediately prior to the Effective Date, the New NCB Group Ordinary Shares shall be allotted and issued in the name of the TTCD, and the TTCD will be instructed to credit those shares (through the TTCD account of the stockbroker through which the Eligible Person's or AIC/Portland Persons' holding of Existing NCBJ Ordinary Shares were held) to a sub-

account in the Eligible Person's or AIC/Portland Persons' name at the TTCD. An Eligible Person and AIC/Portland Persons whose Existing NCBJ Ordinary Shares are pledged in favour of Secured Parties with the TTCD (through the relevant participant) will be required to notify the respective Secured Party that the Pledged Shares will be cancelled pursuant to the Scheme (which will render the pledge ineffective), thereby requiring such Eligible Person and AIC/Portland Persons to substitute the New NCB Group Ordinary Shares for the cancelled Existing NCBJ Ordinary Shares OR either execute a new pledge in favour of the Secured Party over the New NCB Group Ordinary Shares (which will replace the cancelled Existing NCBJ Ordinary Shares), OR otherwise make such alternative security arrangements as the Eligible Person or AIC/Portland Persons' and Secured Party may mutually agree.

- d. Where any Existing NCBJ Ordinary Shares were held in certificated form as at 5:00pm on the Business Day immediately prior to the Effective Date subject to sub-paragraph e. below, all stock certificates required to be sent by NCB Group to such Eligible Person or AIC/Portland Persons shall be sent through the post in prepaid envelopes at the risk of the addressee, addressed to such persons at the address appearing in NCBJ's register of members at 5:00 p.m. on the Business Day immediately preceding the Effective Date (and in the case of joint shareholders, to the address of the joint shareholder whose name shall appear first in NCBJ register of members in respect of such joint holding).
- e. On the Effective Date all share certificates representing holdings of cancelled Existing NCBJ Ordinary Shares shall cease to have effect. AIC/Portland Persons and every Eligible Person who held Existing NCBJ Ordinary Shares in certificated form as referred to in sub-paragraph d. above, unless NCB Group elects to waive

this requirement after the Effective Date, shall be required to surrender to NCB Group his/her/its share certificates in respect of such Existing NCBJ Ordinary Shares as a condition of the allotment and issue to him/her/it by NCB Group of a share certificate in respect of the New NCB Group Ordinary Shares, and NCB Group shall be entitled to have such share certificates cancelled by NCBJ.

- f. All deliveries of notices or any other documents required to be delivered pursuant to this Scheme shall be effected by posting same in pre-paid envelopes addressed to the persons respectively entitled thereto on the relevant record date at their respective addresses as appearing in the register of members (or, in the case of joint holders, to the address of the joint shareholder whose name shall appear first in the NCBJ register of members in respect of such joint holding).
- g. This Scheme shall be conditional upon the Court sanctioning the Scheme. NCBJ may consent on behalf of all Eligible Persons as well as the AIC/Portland Persons to any modification of, or addition to, the Scheme or to any condition that the Court may approve or impose.

The Effective Date

- 22.** Subject to the satisfaction of any condition that the Court may approve or impose pursuant to clause 21 hereof, the Scheme shall become operative and effective as soon as an office copy of the order of the Court sanctioning this Scheme under section 206 of the Companies Act shall have been duly delivered to the Registrar of Companies for registration as required.

DATED this 30th day of December 2016

EXPLANATORY STATEMENT

December 30, 2016

To the holders of:

1. The Ordinary Shares of National Commercial Bank Jamaica Limited
2. The Ordinary Shares of NCB Financial Group Limited

SCHEME OF ARRANGEMENT

Introductory

We are writing to you on behalf of National Commercial Bank Jamaica Limited (NCBJ) to explain the nature and effect of proposals which have been the subject of discussions by the directors of NCBJ and the directors of NCB Financial Group Limited (NCB Group) which are now to be submitted directly for approval at an annual general meeting and an extraordinary general meeting of Ordinary Shareholders of NCBJ and NCB Group (respectively) and, if so approved, for sanction by the Court.

As you may be aware the Banking Services Act (the Act) took effect on September 30, 2015. Prior to the Act coming into force, the directors of NCBJ determined that, it would be in the best interest of the shareholders of NCBJ, and in keeping with

the Act, to establish a financial holding company to be licensed under the Act, to hold the Ordinary Shares of NCBJ as this would better facilitate plans to expand business opportunities in Jamaica, throughout the Caribbean region and beyond.

Representatives of NCBJ's management initiated discussions with the Bank of Jamaica (BOJ) in connection with the establishment of a financial holding company under the Act to become the financial holding company of NCBJ. In 2016, the Bank of Jamaica advised NCBJ that the BOJ had no objection to same.

In April 2016, NCB Group was incorporated and certain directors of NCBJ became the directors of NCB Group. AIC (Barbados) Limited (AIC Barbados), the majority shareholder of NCBJ, is the sole shareholder of NCB Group.

In May, 2016, subsequent to the incorporation of NCB Group, NCBJ concluded a transaction involving the purchase of companies holding 29.99% of the issued share capital of Guardian Holdings Limited (GHL). The vehicle through which the transaction was executed was NCB Group, a related entity in which NCBJ has no beneficial ownership interest. The acquisition of the shares of GHL was financed by a loan from NCBJ to

NCB Group. The board of directors of NCB Group comprises solely directors of NCBJ including executive management.

Management of NCBJ has consolidated the results of NCB Group on the basis that it has control, particularly due to the board composition. NCB Group would not have been able to execute the transaction without it having been negotiated and funded by NCBJ.

In consolidating NCB Group, NCBJ also equity accounts for the 29.99% of the issued share capital of GHL. Significant influence by NCBJ over GHL has been established through representation on GHL's board of directors, by members of the Board of NCBJ and NCB Group, who include members of NCBJ's management team. NCBJ's management has also considered the existence of an option to acquire an additional shareholding in GHL which would give NCBJ control. NCBJ's management is of the view that the effort required to exercise the option does not give a substantive right to control. The acquisition of an interest in GHL is reflected in the consolidated audited financial statements of NCBJ for financial year ending September 30, 2016 as an investment of NCBJ.

NCBJ has allotted Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty-Eight (2,466,762,828) Ordinary Shares of no par value, which are issued and fully paid (Existing NCBJ Ordinary Shares).

NCB Group has allotted and issued Five Hundred Thousand and Two (500,002) Ordinary Shares of no par value (Existing NCB Group Ordinary Shares) of which two (2) are issued and fully paid and ten cents has been partly paid on each of the remaining Five Hundred Thousand (500,000) Ordinary Shares.

The Ordinary Shareholders of NCB Group are being asked to approve an increase in the number of issued Ordinary Shares by the creation of Two Billion Four Hundred and Sixty-Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) Ordinary Shares of no par value.

For the purpose of giving effect to these proposals the NCB Group Ordinary Shareholders also are in effect being invited to approve the proposed Scheme.

Proposal and Effect of the Scheme

The directors of both NCBJ and NCB Group consider that in their respective opinions the interests of both companies and their Ordinary Shareholders would be best served if NCB Group became a financial holding company owning the whole of the issued share capital of NCBJ and being owned by the shareholders of NCBJ when the Scheme is implemented, as this is the effect of the Scheme.

Pursuant to the proposed Scheme the number of Ordinary Shares of NCB Group created will be Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) Ordinary Shares of no par value (New NCB Group Ordinary Shares).

When these shares are allotted and issued, NCB Group would have Five Hundred Thousand and Two (500,002) more Ordinary Shares than the allotted and issued Ordinary Shares of NCBJ. However, as a part of the Scheme, the Existing NCB Group Ordinary Shares (Five Hundred Thousand and Two (500,002) Ordinary Shares of no par value) will be gifted by AIC Barbados to NCB Group in accordance with section 59(6) of the Companies Act of Jamaica on the allotment and issue of New NCB Group Ordinary Shares to the NCBJ Ordinary Shareholders. This will result in each holder of the Existing NCBJ Ordinary Shares holding the same number of New NCB Group Ordinary Shares as he/she held in NCBJ prior to the implementation of the proposed Scheme.

Under the proposed Scheme all the Existing NCBJ Ordinary Shares will be cancelled and forthwith upon such cancellation:

- a. The credit of Six Billion, Four Hundred and Sixty Five Million Seven Hundred and Thirty One Thousand Dollars Jamaican Currency (J\$6,465,731,000.) arising from such cancellation shall be carried to a reserve to be called a special capital reserve;

- b. The capital of NCBJ shall be increased to its former amount of Six Billion Four Hundred and Sixty Five Million Seven Hundred and Thirty One Thousand One Hundred and Sixty Three Dollars Jamaican Currency (J\$6,465,730,163) by the creation of Two Billion Four Hundred and Sixty Six Million Seven Hundred and Sixty Two Thousand Eight Hundred and Twenty Eight (2,466,762,828) New NCBJ Ordinary Shares of no par value;
- c. The special capital reserve shall be applied in paying up in full the New NCBJ Ordinary Shares to be allotted credited as fully paid to NCB Group.

Consequent thereon and in consideration thereof the holders of the Existing NCBJ Ordinary Shares so cancelled will receive an allotment of one (1) New NCB Group Ordinary Share credited as fully paid for every Existing NCBJ Ordinary Share so cancelled.

As a result of the Scheme, the stated capital of NCBJ will be the same as it is now: Six Billion Four Hundred and Six Billion Four Hundred and Sixty Five Million Seven Hundred and Thirty Thousand One Hundred and Sixty Three Dollars Jamaican Currency (J\$6,465,730,163) and the New NCBJ Ordinary Shares will be allotted to NCB Group, while every existing holder of NCBJ Ordinary Shares on the business day immediately prior to the effective date of the Scheme will receive one (1) Ordinary Share in NCB Group for every NCBJ Ordinary Share which he/she holds on that date.

The Existing NCB Group Ordinary Shares will be surrendered by way of gift by AIC Barbados to NCB Group in order to achieve parity in the ordinary shareholdings of each of NCBJ and NCB Group, and any amount unpaid on the shares so surrendered shall at the date of surrender be cancelled and extinguished.

A print of the proposed Scheme is enclosed. To take effect, the proposed Scheme must (apart from the conditions mentioned above) be approved by the applicable statutory majorities at separate meetings of the Ordinary Shareholders of NCBJ and of NCB Group at which the necessary resolutions of NCBJ and NCB Group to consider and, if

thought fit, approve the proposed Scheme must be passed. The Scheme, once approved, must also be sanctioned by the Court, and any ordinary shareholders of NCBJ and NCB Group may attend the Court's hearing and be heard on any matters arising from the Scheme, if so desired.

The current combined group structure of NCBJ and NCB Group are shown in **Appendix 1**, while the combined group structure if the proposed Scheme is approved and sanctioned are shown as **Appendix 2**.

General Meetings to be Held

The extraordinary general meeting of NCB Group will be held at The Atrium, 32 Trafalgar Road, Kingston 10 in the parish of Saint Andrew, Jamaica on the 26th of January, 2017 at 3:00 p.m. The Scheme is naturally conditional upon its approval by a majority in number representing three-fourths (3/4) in value of the ordinary shareholders, present and voting, either in person or by proxy at the extraordinary general meeting of NCB Group. The cancellation of shares pursuant to the Scheme is conditional on three-fourths (3/4) of the ordinary shareholders, present and voting, either in person or by proxy, voting in favour of the resolution.

The annual general meeting of NCBJ will be held at The Jamaica Conference Centre, 14-20 Port Royal Street, Kingston, Jamaica on the 27th of January, 2017 at 9:30 a.m. The Scheme is naturally conditional upon its approval by a majority in number representing three-fourths (3/4) in value of the ordinary shareholders, present and voting, either in person or by proxy at the annual general meeting of NCBJ. The cancellation of shares pursuant to the Scheme is conditional on three-fourths (3/4) of the ordinary shareholders, present and voting, either in person or by proxy, voting in favour of the resolution consequent on which there would be a reduction in capital by the cancelling of the Existing NCBJ Ordinary Shares.

If approved, and sanctioned, it is expected that the Scheme will become effective by April 2017.

Scheme is Fair and Reasonable

After the proposed Scheme is approved and implemented the financial position of NCB Group would be similar to that of NCBJ immediately prior to the effective date of the Scheme. Accordingly we are authorized to state that the directors of both NCBJ and NCB Group consider the terms of the proposed Scheme to be fair and reasonable and in the interests of the Ordinary Shareholders of NCBJ and of NCB Group and unanimously recommend that the holders of the Ordinary Shares of each of NCBJ and NCB Group should approve the proposed Scheme.

A pro forma statement of financial position of NCB Group, prepared on the assumption of the proposed Scheme being approved and sanctioned, is included as **Appendix 3**.

Approvals from Jamaica Stock Exchange and Trinidad & Tobago Stock Exchange to List and De-List Shares

Provided the proposed Scheme is approved by the Ordinary Shareholders of NCBJ and NCB Group and sanctioned by the Court, NCB Group will make an application to the Jamaica Stock Exchange (JSE) and to the Trinidad & Tobago Stock Exchange (TTSE) for the New NCB Group Ordinary Shares to be allotted and issued to the NCBJ Ordinary Shareholders credited as fully paid pursuant to the Scheme to be listed on the same terms and conditions as are applicable to the Existing NCBJ Ordinary Shares on each of the JSE and the TTSE at the time of listing. Simultaneously therewith, NCBJ shall apply for the New NCBJ Ordinary Shares currently listed on each of the JSE and TTSE to be delisted. NCBJ and NCB Group will not take the necessary steps to make the proposed Scheme effective until the application to list has been approved by each of the JSE and TTSE and the New NCB Group Ordinary Shares accepted by the JSE and TTSE for listing (subject to allotment).

Scheme to Become Effective

Provided the Court sanctions the Scheme and the JSE and the TTSE approve the listing of the New NCB Group Ordinary Shares when allotted and

issued to the NCBJ Ordinary Shareholders credited as fully paid, the Order of the Court sanctioning the Scheme shall be delivered to the Registrar of Companies for registration in order for the Scheme to become effective, as required by the Companies Act. The Companies Act of Jamaica requires this to be done within seven (7) days after the making of the Order sanctioning the Scheme.

Financial Statements

NCBJ's Audited Financial Statements as at September 30, 2016 are set out in its Annual Report 2016 which is also being circulated to the Ordinary Shareholders of both NCBJ and NCB Group. The unaudited Statement of Financial Position for NCB Group also at that date is set out in **Appendix 4**.

Consent to Modification

Provision is made in the proposed Scheme for consent to be given by NCBJ on behalf of all concerned to any modification of or addition to the proposed Scheme or to any condition which the Court may think fit to approve or impose on the proposed Scheme.

Directors' Interests

The directors of NCBJ and NCB Group are interested in the Scheme as set out in **Appendix 5** to this statement. The effect of the proposed Scheme on their interests there shown does not differ from its effect on the like interests of other persons interested in the proposed Scheme.

Directors of NCBJ and NCB Group

The directors of NCBJ and NCB Group are set out in **Appendix 6**. It is the intention of the Board of NCB Group to appoint additional directors, Michael Lee-Chin, Robert Almeida, Noel Hylton, Thalia Lyn, Oliver Mitchell Jr, Alvin Wint, being the directors of NCBJ who are not directors of NCB Group, after the proposed Scheme becomes effective, to the intent that the members of the Board of NCBJ at the date the proposed Scheme becomes effective shall also be the directors of NCB Group.

Matters Relating to Taxes

Tax Administration Jamaica has advised that the transaction involving the cancellation of the Existing NCBJ Ordinary Shares and the issue of New NCBJ Ordinary Shares to NCB Group and the issue and allotment of New NCB Group Ordinary Shares to the holders of the Existing NCBJ Ordinary Shares on the business day prior to the date the Scheme shall become effective and the gifting to NCB Group of the Five Hundred Thousand and Two (500,002) Ordinary Shares in NCB Group qualifies for exemption from transfer tax.

Documents Available for Inspection

Copies of the following documents are available for inspection by ordinary shareholders of NCBJ and NCB Group at NCBJ, The Atrium, 32 Trafalgar Road, Kingston 10, St. Andrew, Jamaica and NCB Global Finance Limited, 68 Ariapita Avenue, Woodbrook, Trinidad during normal banking hours on any business day from the date of posting of this explanatory statement to and including the date approved by the Court for the holding of the respective general meetings of NCBJ and NCB Group:

- The Articles of Incorporation of NCBJ
- The Articles of Incorporation of NCB Group

- Certificate of Incorporation of NCB Group
- The Audited Financial Statements of NCBJ for years ended September 30, 2014, 2015 and 2016
- The Unaudited Statement of Financial Position of NCB Group as at September 30, 2016
- The Formal Order of the Court granting leave to convene meetings of the shareholders of NCBJ and NCB Group
- Agreement between the AIC/Portland Persons and NCBJ dated December 28, 2016
- Middle Market Quotations for NCBJ Ordinary Shares on last dealing day of each of the eleven months from January 1, 2016 to November 30, 2016

Yours faithfully,

NATIONAL COMMERCIAL BANK JAMAICA LIMITED



Managing Director

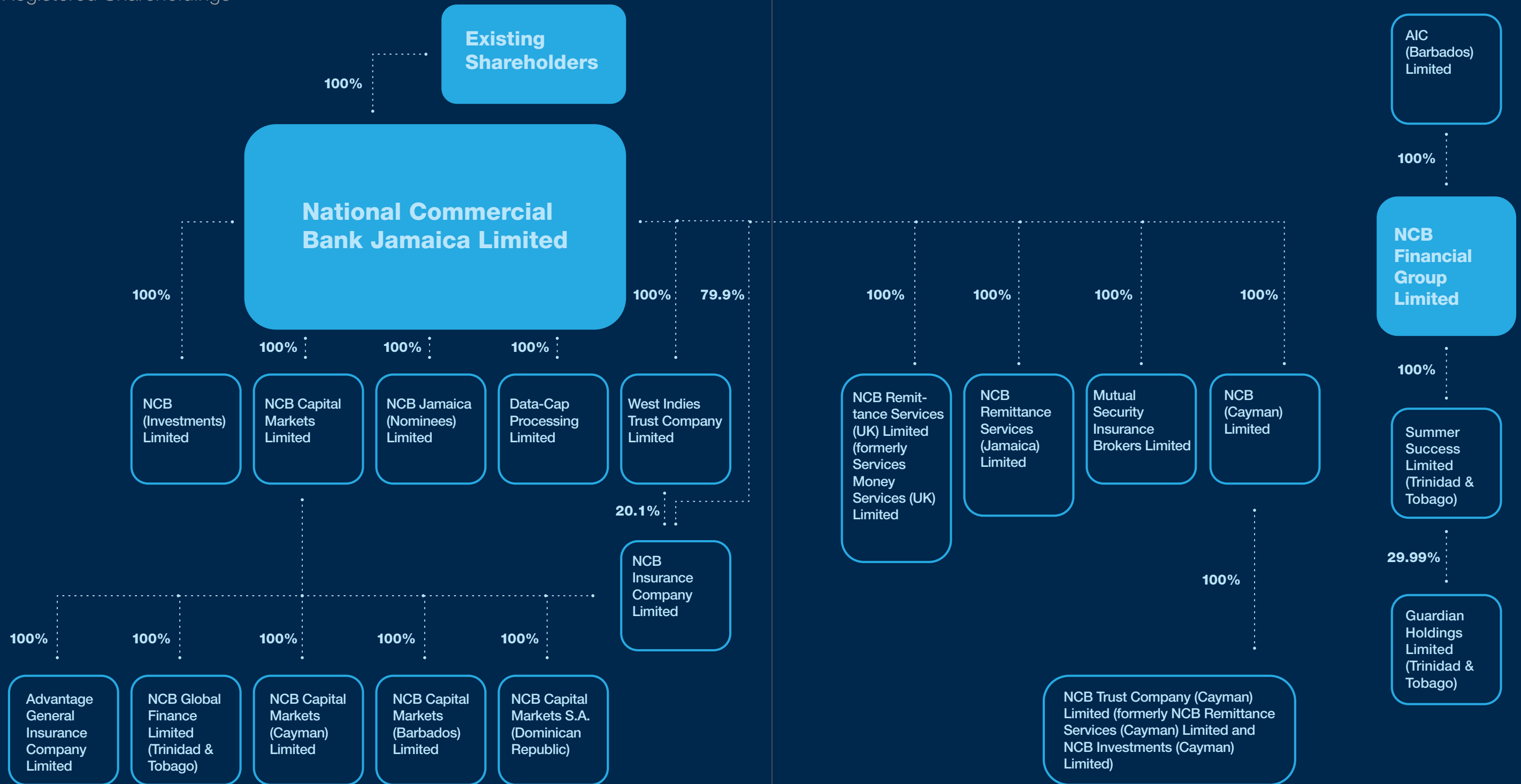
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APPENDIX 1

GROUP CORPORATE CHART

AS AT 30 JUNE 2016

Registered Shareholdings

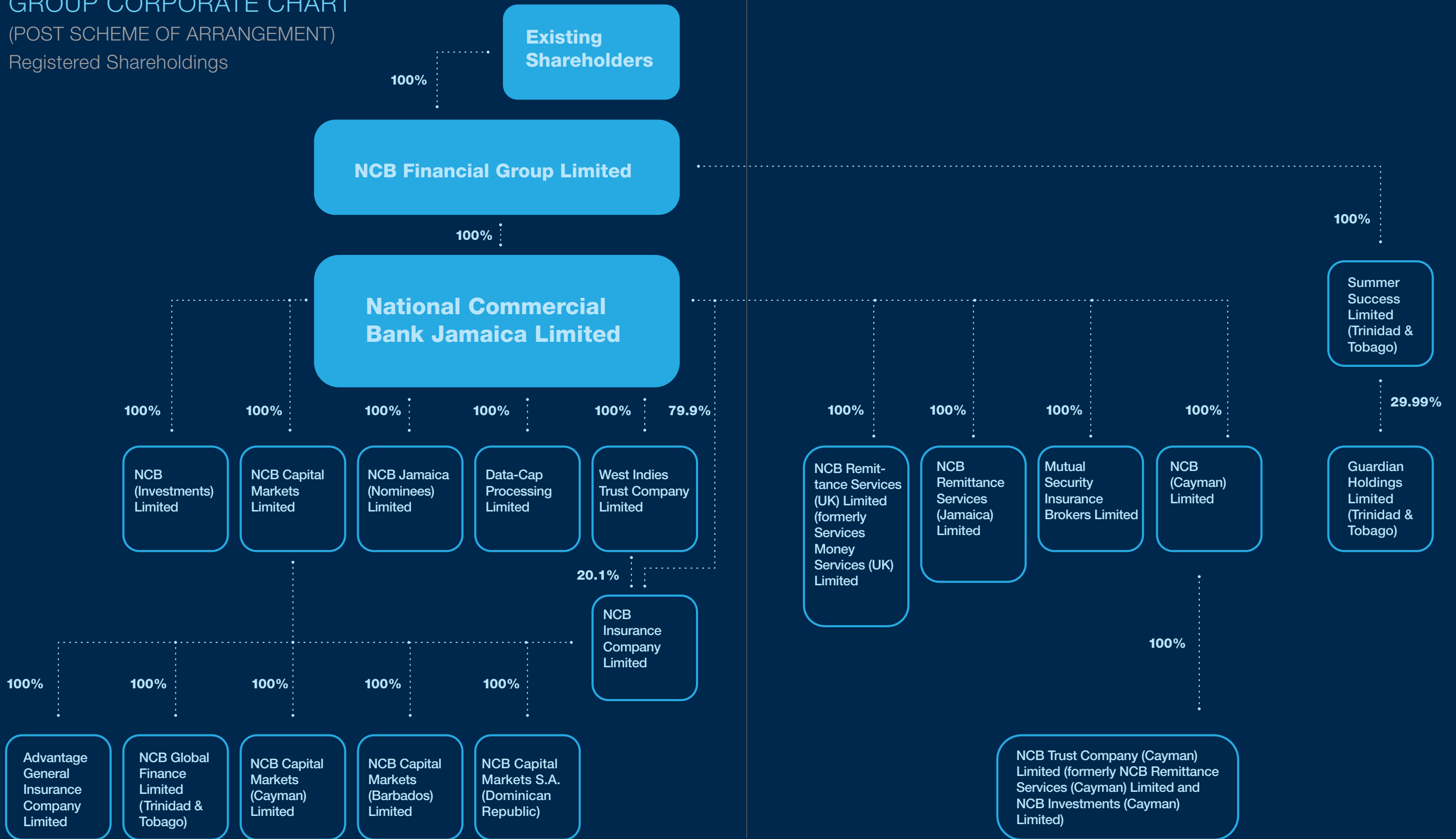


APPENDIX 2

GROUP CORPORATE CHART

(POST SCHEME OF ARRANGEMENT)

Registered Shareholdings



APPENDIX 3

NCB FINANCIAL GROUP LIMITED

Pro forma Statement of Financial Position
As at March 31, 2017
(expressed in Jamaican dollars unless otherwise indicated)

	\$'000
ASSETS	
Cash resources	805,698
Investment in associate	27,952,114
Investment in subsidiary	122,672,115
Other assets	733,996
Total assets	152,163,923
LIABILITIES	
Borrowed funds	30,959,801
Total liabilities	30,959,801
STOCKHOLDERS' EQUITY	
Share capital	122,672,115
Accumulated deficit	(1,467,992)
Total stockholders' equity	121,204,123
Total stockholders' equity and liabilities	152,163,923

APPENDIX 4

NCB FINANCIAL GROUP LIMITED

Statement of Financial Position
As at September 30, 2016
(expressed in Jamaican dollars unless otherwise indicated)

	\$'000
ASSETS	
Cash resources	276,330
Investment in associate	27,952,114
Total assets	28,228,444
LIABILITIES	
Borrowed funds	29,445,166
Total liabilities	29,445,166
STOCKHOLDERS' EQUITY	
Share capital*	1
Accumulated deficit	(1,216,723)
Total stockholders' equity	(1,216,722)
Total stockholders' equity and liabilities	28,228,444

*The issued and fully paid up ordinary share capital is \$2 (2 units of no par value)

APPENDIX 5

SHAREHOLDINGS OF DIRECTORS IN NATIONAL COMMERCIAL BANK JAMAICA LIMITED

As at September 30, 2016

	Total	Direct	Connected Parties**
Robert Almeida	192,012	192,012	0
Wayne Chen	1,296,656,249	14,044	1,296,642,205
Dennis Cohen *	90,907,613	86,480	90,821,133
Sandra Glasgow *	73,025,026	75,049	72,949,977
Sanya Goffe	4,340	4,340	0
Hon. Noel Hylton, OJ, CD	354,074	14,044	340,030
Patrick Hylton, CD	18,799,058	930,902	17,868,156
Hon. Michael Lee-Chin, OJ	1,615,291,544	2,324,000	1,612,967,544
Thalia Lyn, OD*	73,118,509	153,412	72,965,097
Oliver Mitchell, Jr.	0	0	0
Prof. Alvin Wint, CD	88,144	88,144	0

* Connected parties for Dennis Cohen, Sandra Glasgow and Thalia Lyn include 72,949,977 shares held by trustees of the N.C.B. Staff Pension Fund. ** Includes shares held by persons/parties connected to the individual.

Note: This schedule reflects the numbers of shares of National Commercial Bank Jamaica Limited based on the company's register as at the financial year end - September 30, 2016. Actual, current interests in shares may differ based on beneficial holdings and purchases and sales subsequent to September 30, 2016. Directors' interest as shareholders is similar to that of other shareholders, and the directors are not aware of having any other interest in the Scheme.

APPENDIX 6

LIST OF DIRECTORS

DIRECTORS OF NATIONAL COMMERCIAL BANK JAMAICA LIMITED

- Hon. Michael Lee-Chin, OJ
- Patrick Hylton, CD
- Dennis Cohen
- Robert Almeida
- Wayne Chen
- Sandra Glasgow
- Sanya Goffe
- Hon. Noel Hylton, OJ, CD
- Thalia Lyn, OD
- Oliver Mitchell, Jr
- Prof. Alvin Wint, CD

DIRECTORS OF NCB FINANCIAL GROUP LIMITED

- Patrick Hylton, CD
- Dennis Cohen
- Wayne Chen
- Sandra Glasgow
- Sanya Goffe

SAMPLER

NATIONAL COMMERCIAL BANK JAMAICA LIMITED
ANNUAL GENERAL MEETING
FORM OF PROXY

POSTAGE
 STAMP

I/We

of being a Member/Members of the above named Company,

hereby appoint

of or failing him/her

of as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Jamaica Conference Centre, 14-20 Port Royal Street, Kingston on Friday, January 27, 2017 at 9:30 a.m. and at any adjournment thereof.

RESOLUTION	DETAILS	FOR	AGAINST
1	THAT the Audited Accounts for the year ended September 30, 2016 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted.		
2	THAT the interim dividends per stock unit of \$0.50 paid in February 2016, \$0.50 paid in May 2016 and \$0.50 paid in August 2016, and \$0.90 paid in December 2016 be treated on the recommendation of the Directors as the final dividend for the financial year ended September 30, 2016.		
3(a)	THAT Director, MR WAYNE CHRISTOPHER CHEN, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.		
3(b)	THAT Director, MR ROBERT WILFRED ALMEIDA, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.		
3(c)	THAT Director, MRS SANDRA ALICIA CAROL GLASGOW, retiring pursuant to Article 95 of the Articles of Incorporation be and is hereby re-elected.		
4(a)	THAT the Directors be and are hereby empowered to fix the remuneration of the Executive Directors.		
4(b)	THAT the total remuneration of all of the Directors combined, other than the Executive Directors, for the financial year of the Company ending September 30, 2017, BE AND IS HEREBY fixed at \$24,000,000, which remuneration may include such share incentive scheme for directors as may be determined by the Board.		

RESOLUTION	DETAILS	FOR	AGAINST
5	THAT PricewaterhouseCoopers, having signified their willingness to serve, continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be agreed with the Directors.		
6	Scheme Resolution including Special Resolution THAT pursuant to and in accordance with section 206 of the Companies Act, 2004 the proposed Scheme of Arrangement among the Company and all the holders of the issued ordinary shares in its capital and NCB Financial Group Limited and all the holders of the issued ordinary shares in its capital, the terms of which are contained and more particularly described in the Scheme Booklet, be and is hereby approved (with or without modification).		

Unless otherwise directed, the proxy will vote as he/she thinks fit.

Dated the day of 2017

Signed:

NOTES:

1. This Form of Proxy must be received by the Secretary of the Company not less than 48 hours before the time appointed for the Meeting.
2. This Form of Proxy should bear stamp duty of \$100. Adhesive stamps are to be cancelled by the person signing the proxy.
3. If the appointer is a Corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorized in writing.

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