

CIBONEY GROUP
LIMITED

ANNUAL REPORT 2023

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CORPORATE ADMINISTRATION

BOARD OF DIRECTORS

Errol Campbell	-- Chairman, Resigned on June 29, 2023
Michael Campbell	-- Resigned on June 29, 2023
Tricia Grant-Mitchell	-- Resigned on June 29, 2023
Geoffrey Messado	-- Resigned on June 29, 2023
Nigel Davy	-- Chairman, Appointed June 29, 2023
Wayne Wray	-- Director, Appointed June 29, 2023
Whycliffe Cameron	-- Director, Appointed on June 29, 2023
Conley Salmon	-- Director, Appointed on June 29, 2023
Jennifer Davy	-- Director, Appointed on June 29, 2023
Kyle Davy	-- Director, Appointed on June 29, 2023
Sharon Burke	-- Secretary, Resigned on June 29, 2023
Aspiresec	-- Secretary, Appointed June 29, 2023

AUDITORS – For year ended May 31, 2022

KPMG

6 Duke Street, Kingston, Jamaica

AUDITORS – For year ended May 31, 2023

Crichton Mullings & Associates

Unit 27B, 80 LMR

80 Lady Musgrave Road, Kingston 6

ATTORNEYS-AT-LAW, up to June 29, 2023

DunnCox

48 Duke Street, Kingston, Jamaica

ATTORNEYS-AT-LAW, as of June 29, 2023

Ramsay & Partners

8 Lady Musgrave Road, Kingston 5, Jamaica

BANKERS

Sagicor Bank Jamaica Limited

Tropical Plaza, 12 ½ & 14 Constant Spring Road

Kingston 10, Jamaica

REGISTRAR AND TRANSFER AGENTS

KPMG Regulatory and Compliance Services

6 Duke Street, Kingston, Jamaica

REGISTERED OFFICE, up to August 25, 2023

30 National Heroes Circle, Kingston 4

Email: ciboneygroup@gmail.com

REGISTERED OFFICE, as of August 25, 2023

R1 Commercial Park, Unit #14

11 – 13 Marverly Avenue, Kingston 10

Email: info@ciboneygroup.com

CIBONEY GROUP LIMITED

Management Discussion and Analysis

Financial Year Ended May 31, 2023

Ciboney Group Limited was formerly the major investor in the Ciboney Hotel and Villas, Ocho Rios, St. Ann. It was heavily indebted to a number of financial institutions which were acquired by FINSAC Limited in the late 1990s. These properties were subsequently sold and are now renamed Sandals Ocho Rios, and from sale of its second property in Culloden, Westmoreland in late 2017, the amounts owed to FINSAC were settled and a capital distribution was paid to all shareholders.

The company has not done any business since the sale of the hotel and villas and over the years, the decision was taken to keep the company listed on the Jamaica Stock Exchange, as many investors had expressed interest in acquiring the majority shareholding but to no avail. We now wish to inform that during the last financial year, the majority shareholder entered into an Agreement to sell its shareholding, formal announcement of which was made at the end of June 2023, and it is anticipated that the actual share transfers will be concluded during the first quarter of the new financial year.

As at May 31, 2023, the company had \$156K in assets and \$10.8 million in liabilities, thus reflecting a shareholders' net deficit of \$10.6 million, as a result of net loss of \$3.7 million for the year.

As a result of the change of majority ownership, on June 29, 2023, the former Directors and Secretary resigned and new Officers were appointed on June 29, 2023.


FORWARD LOOKING STATEMENT

As a result of the change in majority ownership on June 29, 2023, plans are being developed to recapitalize the company to legally pursue any and all business as permitted by the company's Articles of Association.

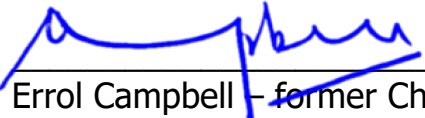
The necessary governance structure will be put in place to ensure compliance with the relevant regulations, to include the rules established by the Jamaica Stock Exchange among other regulatory authorities.



Nigel Davy – Chairman



Wayne Wray – Director



Errol Campbell – former Chairman

Dated: 28th of August 2023

CIBONEY GROUP LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors hereby present their Report along with the audited financial statements for the year ended May 31, 2023.

FINANCIALS AT A GLANCE

The highlights of the financial statements are set out in the table below:

	May 2023	May 2022
	\$'000	\$'000
(Loss) for the Year	(3,715)	(4,623)
Total assets	156	3,657
Total liabilities	(10,774)	(10,560)
Shareholders' net deficit	(10,618)	(6,903)

DIRECTORS

There were no changes in the directorship during the year and hence, the four directors directed the operations throughout the year ended May 31, 2023. As mentioned above, the majority shareholder has sold its shareholding and hence new directors and secretary were appointed subsequent to year end on June 29, 2023.

AUDIT COMMITTEE

The Board of Directors of the Company exercises its responsibilities for the financial statements included in this Report through the Audit Committee which met quarterly and consisted of non-management Board Members.

AUDITORS

During the year, there was a change of Auditors, as the previous Auditors, KPMG, opted not to continue in office. The Board, therefore, sought and received recommendations for replacement auditors for the year ended May 2023.


Crichton Mullings and Associates were selected as new Auditors and, being eligible, now offer themselves for reappointment as such.

DIVIDENDS

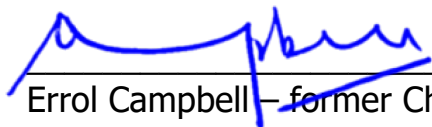
The Directors do not recommend payment of a dividend.

The Directors wish to thank the Management and Staff for their dedication and commitment throughout the year.

Signed on behalf of the Board by:



Chairman



Errol Campbell – former Chairman

Dated: 28th of August 2023

CIBONEY GROUP LIMITED

CODE OF CORPORATE GOVERNANCE

The Company has adopted a Code of Corporate Governance which is based on the Private Sector Organisation of Jamaica (PSOJ) Codes. As such, we are committed to report to our shareholders on areas as are believed to be of critical informational value.

1. THE BOARD

a) Directors

The Board of Directors is responsible to the shareholders for the success of the Company by effectively directing and supervising the Company's affairs. The Board is responsible for establishing broad corporate policies and for the overall performance of the business. The Directors meet regularly to review significant developments affecting the Company and to take decisions requiring Board approval. Responsibility for implementing the decisions of the Board is delegated to the management team.

Four Board meetings were convened during the last financial year ended May 31, 2023.

b) Board Balance

The composition of the Board ensures that no individual or small group of individuals can dominate the Board's decision making. The Company has not done any business since sale of its hotel and villas.

c) Performance Evaluation of Board of Directors

The Directors continue to contribute effectively and with unwavering commitment to their roles.

d) Appointment of Directors

The appointment of Directors conforms to the requirements of the Articles of Association. They retire by rotation and reappointment is

done by the shareholders at annual general meetings.

2. STATEMENT OF INTERNAL CONTROL

The Board is responsible for reviewing the Company's internal controls and ensuring that a sound system of internal control and risk management is maintained to safeguard shareholders' investment and the Company's assets. One way in which this responsibility is exercised is by regular review of the management accounts and the annual audited financial statements of the company to ensure timely and accurate preparation of the accounts and Annual Report for prompt submission to the relevant external stakeholders.

3. AUDIT COMMITTEE

In keeping with the requirements of the Rules of the Jamaica Stock Exchange, an Audit Committee was established. This Committee consists of independent directors, at least one of whom is required to have relevant financial experience. The Committee's main role is to monitor the integrity of the financial statements of the Company and review and make recommendations to the Board on business risks, internal controls and compliance. The Committee will also be delegated with the task of satisfying itself, by means of suitable steps and appropriate information, that proper and satisfactory internal control systems are in place within the Company to identify and contain business risks.

The Corporate Governance Guidelines are stated in the Annual Report which is posted on the Jamaica Stock Exchange website.

INTEREST OF DIRECTORS AND SENIOR MANAGEMENT AND THEIR CONNECTIONS

The interests of the Directors and Senior Management and their connected persons holding office as at May 31, 2023 in the ordinary stock units of the Company were as follows:

Name	Connected Persons	Company	Units
Errol Campbell			0
Michael Campbell			0
Tricia Grant-Mitchell			0
Geoffrey Messado	Jennifer Messado	Sonado Limited	22,000
Total			22,000

CIBONEY GROUP LIMITED TOP 10 SHAREHOLDERS AT 31 MAY 2023	
SHAREHOLDERS	SHAREHOLDINGS
Finsac Limited and /or Subsidiaries:-	
TRUMPTON LIMITED	223,406,286
CROWN EAGLE LIFE INSURANCE COMPANY LIMITED	137,454,760
EAGLE MERCHANT BANK OF JAMAICA LIMITED	16,529,376
EAGLE MERCHANT BANK OF JA. EQUITY A/C	15,500,000
NKRUMAH ONIEL WILSON	14,000,001
KARL P. WRIGHT	11,521,500
LARRY CHIN	6,277,288
HUGH DOWNER	3,502,503
MATTHEW GOLDING	2,513,279
ORIENTATION LIMITED	2,033,402
MOONILAL SOOKRAM	2,004,219
TOTAL	434,742,614