

DIRECTORS' CIRCULAR

To the Stockholders of CIBONEY GROUP LIMITED ("CBNY" or "the Company")

Issued by the Special Committee of its Board of Directors

In response to the offer of

IEC ENERGY COMPANY LIMITED

("IECEL" or the "Offeror")

For 152,267,583 ordinary stock units in

CIBONEY GROUP LIMITED

(being all the issued ordinary stock units not already held by the Offeror)

("CBNY" or "the Company") at J\$0.05 per Ordinary Share.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT ABOUT HOW TO ACT, YOU SHOULD CONSULT YOUR LICENSED INVESTMENT ADVISOR, LICENSED SECURITIES DEALER, ATTORNEY-AT-LAW, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL ADVISOR.

TABLE OF CONTENTS

INTRODUCTION (INDICATION OF TAKE-OVER BID)	3
KEY PARTIES	5
DISCLOSURES	6
1. Changes in Directorship and Receipt of Notice of Firm Intention	6
2. Ownership by Directors as at September 22, 2023	7
3. Statement of Intent of IEC Energy Company Limited.....	8
4. Statement of Ownership of Shares in the Offeror	8
5. Statement on Any Arrangements/Agreements between the Offeror and Directors and Officers of CBNY	9
6. Statement of Persons over 10% Voting Share in CBNY	9
7. Volume of Trades and Price Ranges	9
8. Statement on any Material Changes in Financial Position	10
9. Statement on Trading in Shares between IECEL and CBNY	10
10. Financial Reports	10
THE OFFEROR	11
THE OFFER	12
FINANCIAL COMMITMENT	13
METHOD AND FORM OF ACCEPTANCES	14
RECOMMENDATION	15
DOCUMENTS AVAILABLE FOR INSPECTION	16
ANNEXED ENCLOSURES	18
ANNEX 1	
ANNEX 2	
ANNEX 3	

INTRODUCTION

September 29, 2023

From: The Directors' Circular Special Committee of the Board of Directors

To: The Stockholders of Ciboney Group Limited

On September 20, 2023, an offer (the "Offer") was received from IEC Energy Company Limited ("IECEL" or "the Offeror") to purchase 152,267,583 ordinary stock units in CBNY at the purchase price of J\$0.05 to comply with the mandatory takeover requirements of the Securities (Takeovers and Mergers) Regulations, (the "Regulations") and the Take-over and Mergers Rules of the Jamaica Stock Exchange Rules (the "Code").

The Offer is contained in the Offeror's Take Over Bid Circular ("TOBC") which is circulated to you as an enclosure to this Directors' circular along with the accompanying Form of Acceptance and Transfer which contain the procedure and requirements relating to acceptance of the Offer. These documents are also available on the Jamaica Stock Exchange website. The price being offered is \$0.05 per ordinary stock unit. You are advised to read the Take Over Bid Circular and this Directors' Circular in conjunction with each other and in their entirety to appreciate the full import of the terms of the Offer, the information herein and the recommendations as regards the Offer made by your directors.

Please take note of the following important dates and times:

Date of the Offer	September 20, 2023
Offer Opening Date & Time	3:00 p.m. on Friday, September 22, 2023
Offer Closing Time	3:00 p.m. on Friday, October 6, 2023
First Date on which Acceptances become irrevocable	3:00 p.m. on Friday, September 29, 2023

This Directors' Circular (Circular) is issued in compliance with the Regulations and the Code in response to the Offer made by IECEL.

Neither the Financial Services Commission ("FSC") nor the Jamaica Stock Exchange ("JSE") assumes any responsibility for the correctness of any statement made, reports contained, or opinions expressed in this Circular.

DIRECTORS' CIRCULAR – CIBONEY GROUP LIMITED

Neither the FSC nor the JSE approved, disapproved or passed upon the accuracy, fairness or merits of the Circular. It is recommended that you read the Take-Over Bid and the Directors' Circular carefully and that you consult your stockbroker, bank manager, attorney-at-law, accountant or other professional adviser.

If you no longer hold any shares in CBNY ("the Company") please hand the Take Over Bid Circular issued by IECEL and the accompanying Form of Acceptance and Transfer to the person to whom you transferred your stock units or to the securities dealer through whom the sale was effected for onward transmission to the purchaser or transferee.

NOTE:


THIS CIRCULAR IS NOT INTENDED TO BE, AND IN NO CIRCUMSTANCES SHOULD IT BE CIRCULATED TO STOCKHOLDERS FROM ANY RESIDENT OF ANY TERRITORY IN WHICH DELIVERY OF THIS CIRCULAR WOULD VIOLATE ITS SECURITIES LAW OR REQUIRE CBNY OR THE OFFEROR TO MAKE ANY FILING WITH THE SECURITIES AND EXCHANGE COMMISSION OF ANY OTHER AGENCY OUTSIDE JAMAICA (THE "RESTRICTED JURISDICTIONS")

THIS DIRECTORS' CIRCULAR HAS NOT BEEN AND WILL NOT BE SUBMITTED FOR REVIEW OR REGISTRATION PROCEDURES OF ANY REGULATORY AUTHORITY OUTSIDE OF JAMAICA.

NO PERSON HAS BEEN AUTHORISED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ON BEHALF OF CBNY NOT CONTAINED IN THIS CIRCULAR AND IF GIVEN OR MADE SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED.

CBNY IS LISTED ON THE MAIN MARKET OF THE JAMAICA STOCK EXCHANGE. THE RULES OF THE STOCK EXCHANGE PROVIDE THAT A COMPANY IS ELIGIBLE FOR LISTING ON THE MAIN MARKET IF IT HAS NOT LESS THAN 100 SHAREHOLDERS HOLDING NOT LESS THAN 20% OF ITS PARTICIPATING VOTING SHARES. HOWEVER, IF IT RECEIVES ACCEPTANCES FOR SHARES WHICH TAKE ITS HOLDING BEYOND THE 80% SHAREHOLDING THRESHOLD THEN THE COMPANY (i.e. CBNY) COULD BE DE-LISTED.

KEY PARTIES

<p>The Offeror (“IECEL”)</p>	<p>IEC Energy Company Limited (“IECEL”), a St Lucia-based holding company with registered address at #10 Manoel Street, Castries St. Lucia</p>
<p>The Offeree (“CBNY”)</p>	<p>Ciboney Group Limited, a company with its registered address at 7 Pechon Street, Kingston.</p>
<p>Legal Advisor</p>	<div style="display: flex; align-items: center;">  <p>RAMSAY & PARTNERS</p> </div> <p>Attorneys-at-Law 8 Lady Musgrave Road, Kingston 5, St Andrew</p>
<p>Broker</p>	<p>Barita Investments Limited 60 Knutsford Boulevard, 7th Floor, Kingston 5, Jamaica</p>
<p>CBNY Board of Directors</p>	<ul style="list-style-type: none"> i. Nigel Davy ii. Jennifer Davy iii. Kyle Davy iv. Conley Salmon v. Wayne Wray vi. Winston Watson vii. Donald Patterson (co-opted)
<p>Special Committee¹</p>	<ul style="list-style-type: none"> i. Winston Watson ii. Conley Salmon iii. Donald Patterson (co-opted)

¹ The Special Committee was initially composed of Whycliffe Cameron, Conley Salmon, and Donald Patterson (coopted). Following the resignation of Whycliffe Cameron from the Board of Directors, Winston Watson was appointed to the Special Committee on September 4, 2023. Further details are below.

DISCLOSURES

In accordance with the Securities (Takeovers and Mergers) Regulations, (the "Regulations") and the Take-over and Mergers Rules of the Jamaica Stock Exchange Rules (the "Code"), we disclose as follows:

1. Changes in Directorship and Receipt of Notice of Firm Intention

Ciboney Group Limited ("CBNY" or the "Company") is a company listed on the Main Market of the JSE and has an issued share capital, which currently comprises 546,000,000 stock units. IEC Energy Company Limited ("IECEL" or the "Offeror") is a St Lucia-based holding company/special purpose vehicle (SPV) incorporated for the purposes of acquiring the majority interest in CBNY. By Agreement dated June 7, 2023, IECEL acquired 393,732,417 shares or 72.1122% of Ciboney Group Limited ("CBNY" or the "Company") for consideration of J\$0.05 per share which was paid in full (the "Initial Acquisition"). The Initial Acquisition closed on June 29, 2023.

Effective June 29, 2023, following the resignation of Directors, Errol Campbell Michael Campbell, Tricia Grant-Mitchell, and Geoffrey Messado, an interim board was appointed consisting of Nigel Davy, Jennifer Davy, Kyle Davy, Whycliffe Cameron, Conley Salmon and Wayne Wray, with Donald Patterson coopted.

CBNY notified the market on July 3, 2023² that it received Notice of a firm intention by the Offeror to make an offer to acquire all the shares held by minority shareholders in the Company. CBNY published Notices acknowledging receipt of the notice of firm intention in the Jamaica Observer on July 16, 2023 and July 19, 2023, and in the Jamaica Gleaner on July 18, 2023. (See Annex 2 hereof).

The Board is required by law to issue and publish a Directors' Circular in response to the TOBC, and in anticipation of receipt of a TOBC the new Board appointed a Special Committee of independent directors ("Special Committee") to facilitate this process. The Special Committee, appointed on June 29, 2023, is comprised of Winston Watson³, Conley Salmon, and Donald Patterson. The Board of Directors delegated the responsibility of the

² Jamaica Stock Exchange Website: <https://www.jamstockex.com/ciboney-group-limited-cbny-notice-of-mandatory-takeover-offer/>.

³ The Special Committee was initially composed of Whycliffe Cameron, Conley Salmon, and Donald Patterson (coopted). Following the resignation of Whycliffe Cameron from the Board of Directors, Winston Watson was appointed to the Special Committee on September 4, 2023.

consideration and preparation of the Directors' Circular to the Special Committee, which consists of a quorum of Directors.⁴ The Circular will be published in the Jamaica Observer.

Winston Watson, Conley Salmon and Donald Patterson (coopted) are non-executive and independent, and are also independent of the Offeror.

The Directors of the Offeror, Nigel Davy and Wayne Wray, who are also members of the Board of Directors of the Company, were not present at the meetings of the Directors or Special Committee of the Company at which the response to the Directors to the Offer was discussed and they did not participate in the deliberations of the Directors as to whether or not the Directors should recommend the Offer to the shareholders.

2. Ownership by Directors as at September 22, 2023

(a) As far as the directors of CBNY are aware, the number and designation, without duplication, of any securities of CBNY beneficially owned (directly or indirectly) by each director is listed below:

DIRECTOR	DIRECT SHAREHOLDING	INDIRECT SHAREHOLDING
Nigel Davy	NIL	393,732,417 owned beneficially through Innovative Energy Company Limited, St. Lucia, which owns IECEL, the Offeror
Jennifer Davy,	NIL	
Kyle Davy	NIL	NIL
Conley Salmon	NIL	NIL
Wayne Wray	NIL	NIL

⁴ See Articles 100 and 101 of the Amended Articles of Incorporation of Ciboney Group Limited. The quorum is Two (2) Directors.

Winston Watson	NIL	NIL
-----------------------	------------	------------

(b) As far as the Directors of the Company are aware and after due enquiry, no officer of the Company directly or indirectly holds shares in CBNY as at the 22nd of September 2023 with the exception of Nigel Davy and Jennifer Davy, whose indirect shareholding is detailed at (a) above.

(c) As far as the directors of the Company are aware and after due enquiry, the only entity which beneficially owns (directly or indirectly) equity shares of CBNY carrying over 10% of the voting rights as at September 22, 2023 is IEC Energy Company Limited acquired which owns 393,732,417 shares equivalent to 72.1122%, having acquired same as at June 30, 2023 in the Initial Transaction.

3. Statement of Intent of IEC Energy Company Limited

By Agreement dated June 7, 2023, IECEL acquired 393,732,417 shares or 72.1122% of Ciboney Group Limited ("CBNY") or the "Company") for consideration of J\$0.05 per share which was paid in full (the "Initial Acquisition"). The Initial Acquisition closed on June 29, 2023. The sale and purchase of those Shares was completed, and the purchase price duly paid with the block transfer to be effected in due course.

The offer made by IECEL is for 152,267,583 ordinary stock units in CBNY at the purchase price of J\$0.05 to comply with the mandatory takeover requirements of the Regulations and the Code. The Offeror has indicated that the offer is subject to the qualification at clause 11 of the Take Over Bid Circular wherein the Offeror will take steps to prevent the Company from having less than 100 voting shareholders and prevent the acquisition of more than 80% of the share capital, to prevent the Company from being de-listed.

The beneficial owners referred to at section 2(a) above do not intend to accept the offer in respect of the take-over bid, as they are beneficial owners of the Offeror.

The Offeror has indicated that it will not accept acceptances that would take its shareholding beyond 80% (436,800,000) of the ordinary voting shares in CBNY. Thus, the total potential acceptances at J\$0.05 per share could result in the total consideration payable being approx. J\$2,153,379.15 (for up to 43,067,583 ordinary stock units (7.8878%) not currently owned, or up to 43,067,583 ordinary voting shares).

4. Statement of Ownership of Shares in the Offeror

As far as the Directors are aware and after due enquiry, there is no current director or officer of the Company directly, indirectly or beneficially holds any shares in the Offeror and no person or Company directly or indirectly beneficially owns more than 10% of the voting shares of the offeror company, IECEL with the exception of Nigel Davy and Jennifer Davy, who own Innovative Energy Company Limited, the St. Lucia-based company which owns the Offeror (see below: 'The Offeror'). Further, as acknowledged above, the Offeror acquired 393,732,417 shares or 72.1122% of CBNY on June 29, 2023.

5. Statement on Any Arrangements/Agreements between the Offeror and Directors and Officers of CBNY

As far as the Directors are aware and after due enquiry, no arrangements or agreements have been made or have been proposed between the Offeror and any of the Directors or officers of the Company whether for compensation of loss of office or relating to their remaining in or retiring from office, if the Offer is successful. The Offeror has not entered into nor has it proposed the entry into of any agreement or arrangement with any of the following persons, namely: (i) any person holding 10% or more of the CBNY Shares or (ii) any officer or director of CBNY or (iii) any person who, within the nine (9) month period before the Offer was made, held more than 10% of the CBNY Shares, except that the Directors of the Offeror, Nigel Davy and Wayne Wray, who are also members of the Board of Directors of CBNY, were not present at the meetings of the Directors or Special Committee of CBNY at which the response to the Directors to the Offer were discussed and did not participate in the deliberations of the Directors as to whether or not the Directors should recommend the Offer to the shareholders.

6. Statement of Persons over 10% Voting Share in CBNY

As far as the Directors are aware and after due enquiry, no Director or officer of the Company or any person beneficially owning over 10% of the voting shares of the Company for the time being outstanding has any interest in any material contract to which the Company is a party, with the exception of Nigel Davy and Jennifer Davy, who own Innovative Energy Company Limited, the St. Lucia-based company which owns the Offeror (see below: 'The Offeror'). As indicated, IECEL is the majority shareholder of CBNY, having purchased 393,732,417 shares or 72.1122% of the share capital at a price of J\$0.05 per share.

7. Volume of Trades and Price Ranges

The following is a summary of the volume of trades and price ranges of the Company's Stocks in the six (6) months preceding the opening date of the Offer:

MONTH	TOTAL TRADE VOLUME	LOW (\$)	HIGH (\$)	CLOSE (\$)
Aug-23	4,029,792	1.15	1.60	1.40
Jul-23	21,827,923	1.13	2.00	1.39
Jun-23	3,197,731	0.55	0.89	0.87
May-23	6,161,780	0.55	0.76	0.63
Apr-23	1,719,356	0.60	0.83	0.69
Mar-23	4,766,036	0.51	0.88	0.69

The Special Committee is of the view that this information is adequately disclosed in the Take-Over Bid Circular.

8. Statement on any Material Changes in Financial Position

There has been no material change in the financial position and prospects of CBNY since the date of the last published interim and annual financial statements as published on the Jamaica Stock Exchange. The Company's auditor's report containing the audited financial statements for the year ended 31st of May 2023 was published on August 29, 2023.

9. Statement on Trading in Shares between IECEL and CBNY

Other than disclosed below, as far as the Directors of the Company are aware and after due enquiry, there has been no trading in the shares of IECEL and/or CBNY by any Director or Officer of CBNY in the 6 months preceding the date of the offer:

- a. The Offeror purchased 393,732,417 shares or 72.1122% of the share capital on June 29, 2023 from the following former majority shareholders:
 1. 200,185 shares from FINSAC Limited;
 2. 223,406,286 shares from Trumpton Limited;
 3. 641,810 shares from Jamaica Mutual Life Assurance Society;
 4. 32,029,376 shares from Eagle Merchant Bank of Jamaica Limited; and
 5. 137,454,760 shares from Crown Eagle Life Insurance Company Limited.

b. On 40,534 shares were purchased by a former director of CBNY on 7 July 2023.

10. Financial Reports and Statement on Fixed Assets

Reports on the Company's financial performance for the preceding five years are available online on the Jamaica Stock Exchange Website at the respective links as follows:

- I. The Company's auditor's report containing the audited financial statements for the year ended May 31, 2023 is available at: <https://www.jamstockex.com/ciboney-group-limited-cbny-audited-financial-statements-for-year-ended-may-31-2023/>
- II. The Company's auditor's report containing the audited financial statements for the year ended May 31, 2022 is available at: <https://www.jamstockex.com/wpcontent/uploads/2022/08/Ciboney-Audited-Accounts-May-31-2022-1.pdf>
- III. The Company's auditor's report containing the audited financial statements for the year ended May 31, 2021 is available at: <https://www.jamstockex.com/wp-content/uploads/2021/10/CBNY-Audited-Results-2021.pdf>
- IV. The Company's auditor's report containing the audited financial statements for the year ended May 31, 2020 is available at: <https://www.jamstockex.com/wp-content/uploads/2020/10/CBNY-Audited-Financials-2020.pdf>
- V. The Company's auditor's report containing the audited financial statements for the year ended May 31, 2019 is available at: <https://www.jamstockex.com/wp-content/uploads/2019/08/Ciboney-Group-FS-2019signed.pdf>
- VI. You are advised that with respect to the requirements of the Regulations and the Code that a valuation report of the company's fixed assets be prepared, CBNY holds no such fixed assets as at September 22, 2023, for the preceding 12 months, or the last financial year ending May 2023.

- VII. The last quarterly financials not yet available/due for publication. There are no other material facts, other than those disclosed in the Directors' Circular.

THE OFFEROR

The Offeror is IEC Energy Company Limited ("IECEL"), a St Lucia-based holding company/special purpose vehicle (SPV) incorporated for the purposes of acquiring the majority interest in CBNY. Its registered address is #10 Manoel Street, Castries St. Lucia. IECEL was owned by Wiltshire Consulting and Advisory Group Limited and was transferred to Innovative Energy Company Limited, a St Lucia-based holding company on June 30, 2023. Innovative Energy Company Limited is owned by Nigel Davey and Michelle Davey.

Innovative Energy Company Limited was incorporated by Nigel Davy, an entrepreneur and energy professional with over 3 decades of experience in the energy sector. He has developed, financed, constructed and operated over sixteen (16) co-generation and energy infrastructure projects in the United States, Central America and the Caribbean.

The Board of Directors of the Offeror comprises of Nigel Davey and Wayne Wray (see Appendix 1 of TOBC, and Annex 1 hereof).

Stockholders of CBNY who wish to communicate with the Offeror may do so at the following address:

IECEL

Address: #10 Manoel Street, Castries St. Lucia

Email: ndavy@ieclja.com cc: ramsay@ramsayandpartners.com

THE OFFER

The Offeror has offered to purchase, on the terms and subject to the conditions set out in the Take-Over Bid Circular, 152,267,583 ordinary stock units held by CBNY shareholders on the following terms and conditions set out in the Take-Over Bid Circular:

Date of the Offer: September 20, 2023

Offer Opening Date & Time: 3:00 p.m. on Friday, September 22, 2023

Offer Closing Time: 3:00 p.m. on Friday, October 6, 2023

**First Date on which
Acceptances
become irrevocable:**

3:00 p.m. on Friday, September 29, 2023

The above timetable is indicative only and may be subject to change. Where any of the events cannot take place on the date specified or changes are required thereto, an appropriate announcement stipulating an alternate date shall be made by the Offeror prior thereto through an announcement posted on the JSE's website: www.jamstockex.com. The Offeror has indicated that pursuant to Regulation 16 (3) of the Regulations and Part 6 (2) (g) (iv) of the Code, that it does not intend to extend the Offer beyond the Closing Date.

Offer Price: J\$0.05 per share.

How Payable: In a single lump sum payment of the price in full for the shares. Payments to selling shareholders will be made within fourteen (14) days of the expiry of the offer. The RTGS transfer in settlement of the purchase price for the share(s) to which each acceptance relates will, in accordance with the accepting shareholder(s)' instructions in the Form of Acceptance and Transfer, be made to the accepting shareholder(s) in such manner as stated on the Form of Acceptance for this purpose.

If the purchase of your shares is not completed by IECEL due to irregularities in your acceptance documentation, the documents will be returned to you within 14 days of the Closing Date at the address specified in the Form of Acceptance and Transfer or, if no such address is specified, your address as it appears in CBNY's Register of Members. IECEL reserves the right to waive any irregularity in its sole discretion.

When Payable: (Subject to acceptance of the offer) Within fourteen (14) days of the expiry of the offer.

Costs: Each party shall bear their own costs in respect of the transfer of the CBNY Shares including JSE cess, JSE & JCSD fees, transfer tax and stamp duty (if applicable) and other charges resulting from acceptances of the Offer. All such expenses incidental to effecting the transfer of the respective shares and payable by the accepting shareholder will be deducted from the purchase price of the shares.

Other Terms and Conditions: All CBNY Shares will be acquired free and clear of all liens, pledges, charges, encumbrances and equitable interests and with all rights attached thereto (including the right to receive any dividend or other distribution made or declared after the date of this Offer Circular). Each holder of CBNY Shares that wishes to accept the Offer must deliver such CBNY Shares free and clear of all liens, pledges, charges, encumbrances and equitable interest and with all rights attached thereto. If acceptances exceed more than 80% of the share capital, the Offeror will immediately sell off enough shares to enough persons to ensure that there will be more than 100 share holders holding not less than 20% of the outstanding shares and this the Company will remain listed and the Offeror has no intention to purchase additional shares in the Company sufficient to take its holdings in the Company over 80%.

Restricted Jurisdiction: This Offer is not, and shall not be deemed to be, effective in, and shall be deemed not to be an offer in, any jurisdiction where the making of the Offer would be illegal or would require the Offeror to effect any filing with any securities exchange or governmental authority (each a "Restricted Jurisdiction"). Shares deposited by, or on behalf of, residents of any Restricted Jurisdiction will be rejected. An Offeree who accepts this Offer will be deemed to represent and warrant that he is not resident in a Restricted Jurisdiction.

Offeror's Right to Amend Offer: The Offeror reserves the right to amend the Offer or to amend or waive any of the terms thereof at any time subject to compliance with the Regulations.

If you change your mind: Shares deposited shall not be taken up by the Offeror until the expiration of at least seven (7) days from the Opening Date. You may withdraw or reduce your acceptance of the Offer at any time before **Friday September 29, 2023** (7 days after the opening date of the offer) provided that any such reduction must be effected by your sending a letter totally withdrawing the first acceptance along with a submission of a new Acceptance Form for a lesser amount of shares. Any Notice or letter of Withdrawal or Reduction must arrive at Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston (**and not at any other Collection Centre**) by 3:00 p.m. on **Friday September 29, 2023**. If you decide to increase the number of shares for which you wish to accept the Offer, you may do so at any time before the Closing Date of 3:00 p.m. on **October 6, 2023** provided that any such increase must be effected by a notice or letter of total withdrawal of the first Acceptance and the submission of a new Acceptance Form for an increased amount. Such Notice and new form must arrive

at Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston ***(and not at any other Collection Centre)*** by 3:00 p.m. on the Closing Date Friday **October 6, 2023**.

Validity, etc.: All questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Share deposited pursuant to the Offer will be determined by IECEL in its sole discretion and each Accepting Shareholder agrees that such determination shall be final and binding for all purpose. IECEL reserves the absolute right to reject any and all acceptances that it determines not to be in proper form and that, in the opinion of counsel, may be unlawful to accept under the laws of any jurisdiction, and the absolute right to waive any defect or irregularity in the deposit of any Shares or form of Acceptance and Transfer. There shall be no obligation on IECEL or any other party (including its advisers) to give notice of any defect or irregularity in any deposit and no liability shall be incurred by any of them to give such notice.

Failure to receive Circular: The failure of any person to receive a copy of this Circular or an Acceptance & Transfer Form shall not invalidate any aspect of this Offer.

FINANCIAL COMMITMENT

The Take-Over Bid Circular states that the Offeror has sufficient funds to cover the purchase price in full as well as all expenses that may arise. They have produced at Annex 4 a letter from First Global Bank dated 10th of August 2023 confirming the Offeror has adequate funds to complete the purchase contemplated in the offer, up to Three Million Jamaican Dollars (\$3,000,000.00). A copy of that letter is annexed to the Take-Over Bid Circular at Appendix 2 Section 8.

The total potential acceptances at J\$0.05 per share could result in the total consideration payable being approx. J\$2,153,379.15 (for up to 43,067,583 ordinary stock units (7.8878%) not currently owned, or up to 43,067,583 ordinary voting shares). Therefore, the Offeror has ensured that adequate funds will be available to finance the completion of the offer in accordance with the terms of the Take-Over Bid Circular.

METHOD AND FORM OF ACCEPTANCES

To accept the Offer you should complete the Form of Acceptance and Transfer contained

in the TOBC (please pay attention to the instructions at pages 20 to 26 of the TOBC) in accordance with the instructions printed thereon. This completed form should be returned to Jamaica Central Securities Depository Limited (the "Registrar") at 40 Harbour Street, Kingston together with the relevant share certificate(s) or proof of share ownership and/or other documents indicated so as to be received no later than 3:00 p.m. on **Friday, October 6, 2023**, the Closing Date.

By signing and delivering the duly completed Form of Acceptance and Transfer to the JCSD, the accepting shareholder shall be conclusively deemed to irrevocably agree for all purposes that such Form of Acceptance and Transfer, if not withdrawn by the accepting shareholder within 7 days of the opening of the Offer, shall be treated for all purposes to be a duly executed and perfected form of transfer from the accepting shareholder(s) to IECEL of the shares to which such acceptance relates.

If the shares with respect to which the shareholder is accepting this Offer are deposited in the Jamaica Central Securities Depository ("JCSD"), then by signing and delivering the duly completed Form of Acceptance and Transfer to any Collection Centre, the accepting shareholder shall be conclusively deemed to irrevocably agree for all purposes that such Form of Acceptance and Transfer, if not withdrawn within 7 days of the opening of the Offer, shall also constitute the accepting shareholder's irrevocable authority and mandate to the JCSD for the shares to which the shareholder(s) acceptance relates to be thereupon transferred from the accepting shareholder's account in the JCSD into IECEL's sub-account in the JCSD.

Any participating voting shares deposited by shareholders of the Offeree company (CBNY) in acceptance of the offer may be withdrawn at any time until the expiration of seven (7) days from the opening date of the offer.

RECOMMENDATION

The Board of CBNY appointed a Special Committee comprised of Directors and co-opted staff member to prepare this Directors' Circular. The Special Committee consisted of the following persons as at September 22, 2023:

- i. Winston Watson - Chairman/Director
- ii. Conley Salmon – Director
- iii. Donald Patterson – Co-opted Committee Member

The Committee was tasked with reviewing the Take-Over Bid Circular, soliciting the legal advice of CBNY's Counsel, and preparing this Directors' Circular for the Board's review and approval. This necessitated the procurement of sufficient financial reports (enclosed) to enable a sound recommendation to the shareholders of CBNY with respect to the offer.

The financial statements recently reported no goodwill, no deferred tax asset, and cash and bank balances as at June 28, 2023 totaling \$62,753.96 JMD (per Bank Reconciliation Statement as at June 28, 2023). The Special Committee retained the services of an independent professional to provide an opinion as to fairness of the offer, specifically **The Firm CB Limited**⁵ lead by Messrs Dwight Boothe⁶ and Horace Messado⁷ which has produced an opinion dated September 22, 2023 advising that the Offer Price is well above the value considered fair under the Equity Transaction approach, and is fair from a financial point of view in consideration of the audited financials for the year ended May 31st, 2023. At Annex 3 please see the Fairness Opinion in full, along with written consent from **The Firm CB Limited** to inclusion of the opinion in this Directors' Circular pursuant to the Regulations and the Code.

The Special Committee members were mindful that the Offeror is constrained to make the offer at the same price of J\$0.05 of the Initial Transaction. They considered the thin trading history of the stock, which has never reflected the actual financial position of CBNY, and that CBNY has remained dormant pending sale by FINSAC for several years. In their deliberations the Committee determined that it would be important to avoid speculation around the reasons for the trading prices, considering that buyers and sellers in an open market over an electronic exchange determine the price based on the demand for a stock. The Special Committee also considered that the TOBC did not contain forward-looking statements which can be relied upon by the shareholders.

⁵ The Firm CB Limited (formerly Chapman & Associates), is a firm of Chartered Accountants that started in 1988 and offered services in both Jamaica and Haiti.

⁶ Dwight Boothe has over twenty-five (25) years' experience in accounting / auditing. His professional journey started at KPMG Peat Marwick and then BRANA (a Haitian company which is part of the Heineken group that manufactures and sells beer and soft drinks). At KPMG, he worked on several audits in the manufacturing, retail and service industries. At BRANA he was responsible for establishing the internal audit department. His consulting experience involve business plans, due diligence and feasibility study. He is a chartered Accountant with membership in the Institute of Chartered Accounts of Jamaica and also hold a Master of Business Administration degree with from Oxford Brookes University (England).

⁷ Horace Messado has over 25 years' experience as a Chartered Accountant. He has significant experience in accounting, corporate finance, contract negotiation, regulatory economics & tariff design, business development, and strategic planning, and has operated in various leadership roles over the past 15 years. Horace has worked with professional services firms KPMG and Ernst & Young Services Limited, where he garnered significant experience in Corporate Finance and Auditing and Financial Control Horace is a Member of Chartered Association of Certified Accountants, UK and holds an MBA in Finance from the University of Manchester.

After careful review and consideration of all relevant aspects of the Offer and based upon the findings of the fairness opinion,⁸ by unanimous agreement of the Special Committee acting on the authority of the Board of Directors, it is recommended that the offer price of J\$0.05 per share is fair from a financial point of view.

HAVING BEEN SATISFIED THAT THE OFFEROR IS ABLE TO IMPLEMENT THE OFFER IN FULL, THE DIRECTORS RECOMMEND THAT THE OFFER MADE BY THE OFFEROR MAY BE ACCEPTED BY THE SHAREHOLDERS.

You are nevertheless advised to consult your Broker or independent financial advisor.

The Directors of the Offeror, Nigel Davy and Wayne Wray, who are also members of the Board of Directors of CBNY, were not present at the meetings of the Directors or Special Committee of CBNY at which the response to the Directors to the Offer was discussed and they did not participate in the deliberations of the Directors as to whether or not the Directors should recommend the Offer to the shareholders.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by Stockholders on any business day during which the Offer remains in effect, between the hours of 9am to 4pm at the offices of the Attorneys-at-Law for the CBNY:



RAMSAY & PARTNERS

**8 Lady Musgrave Road, Kingston 5
St Andrew**

- (a) Certificate of Incorporation of the Company;
- (b) Articles of Incorporation of the Company;
- (c) Availability of Funds letter from First Global Bank dated 19th of April 2023;
- (d) Take-Over bid Circular;
- (e) Directors' Circular;

⁸ The Fairness Opinion concludes: "Based upon the foregoing and subject to the stated assumptions and limitations, it is our opinion that IECECL's Offer Price of J\$0.05 per share to the minority shareholders of CGL is fair from a financial point view."

(f) Fairness Opinion

The distribution of this Directors' Circular has been approved for authorisation to you by the Special Committee of the Board of Directors of CBNY.

On behalf of the Special Committee of Board of Directors
Ciboney Group Limited

A handwritten signature in black ink, consisting of a series of connected loops and a long horizontal stroke at the end.

CHAIRMAN OF THE SPECIAL COMMITTEE

ANNEX 1

IEC Energy Company Limited

Directors

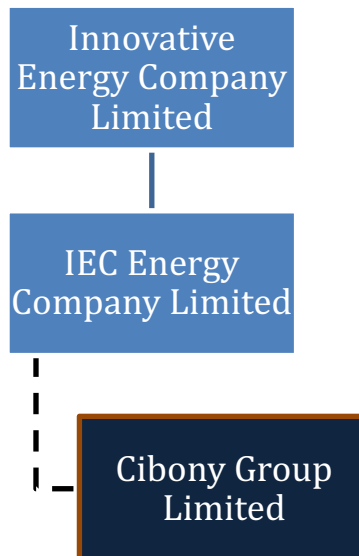
NIGEL DAVY - Director

Nigel Davy is an entrepreneur and energy professional with over 3 decades of experience in the energy sector. Mr. Davy previously led the subsidiary of a Fortune 500 energy company prior to launching his own engineering, energy and construction firm in the early 2000's. He is an Aeronautical and Electrical Engineer and Commercial Pilot. He has developed, financed, constructed and operated over 16 cogeneration and energy infrastructure projects in the United States, Central America and the Caribbean.

WAYNE WRAY - Director

With over 20 years in commercial and merchant banking, Wayne Wray is a seasoned Jamaican investment banker specialising in marketing, advisory, and corporate finance. He's served on various Caribbean financial boards and is esteemed within the banking sector, having represented it for a decade. A licensed Investment Advisor since 1996, he also mentors listed and private companies under the Jamaica Stock Exchange's Junior Market programme.

Chart Showing Group Structure



ANNEX 2

Jamaica Observer Publication - July 19, 2023

INTERNATIONAL 30

— An Australian sailor who was rescued by a Mexican tuna boat after being adrift at sea with his dog for three months said Tuesday that he is grateful to be alive after setting foot on dry land for the first time since their ordeal

**...vian and dog safe after
being adrift 3 months at sea**

began. Timothy Lyndsay Shaddock, 54, disembarked in the Mexican city of Manzanillo after being examined on board the boat that rescued him, the *María Delia*. "I'm feeling alright. I'm feeling a lot better than I was, I tell ya,"



In this July 12, 2023, Australian Tim Shaddock was rescued by a Mexican tuna

Shaddock, smiling thin, told reporter in the port city at (337 kilometres) w City.

"To the captain company that sav just so grateful. I didn't really think Shaddock said, a and his "amazing" both doing well.

Shaddock desc as a quiet perso being alone on Asked why he se from Mexico's B to cross the Pac French Polynesia tially at a loss.

"I'm not sure I he to that, but I ver; sailing and I love the sea," he said. " of the sea that ma together. The ocea are the ocean."

The Sydney ma set sail from the M La Paz but was cr weather weeks in He said the last tin was in early May of the Sea of Cortz Pacific. There wa

Shaddock said well-provisioned knocked out his e ability to cook. I survived on raw f

"There were I many bad days ar days," he said.

"The energy, t the hardest part,

July 3, 2023

Ciboney Group Limited (CBNY) - NOTICE

<https://www.jamstockex.com/ciboney-group-limited-cbny-notice-of-mandatory-takeover-offer/>

The Board of Directors (the "Board") of Ciboney Group Limited acknowledges the interest and questions from stakeholders, the media and the public following the announcement of the acquisition of 72.1122% majority shares by IEC Energy Company Limited ("IEC").

The Board wishes to confirm that it has received Notice of a firm intention by IEC to make an offer to acquire all the shares held by minority shareholders in the Company. IEC has indicated its intention to publish a Takeover Bid Circular (TOBC) within 30 days of June 29, 2023, as required by the Securities (Takeovers and Mergers) Regulations, (the "Regulations") and the Take-over and Mergers Rules of the Jamaica Stock Exchange Rules (the "Code").

The Board and the new majority owner have confirmed their mutual commitment to comply with the respective requirements and timelines of the Regulations and the Code. To that end, permitted communication will be made through the stipulated methods as part of the regulatory process.

The Board is required to publish a Directors' Circular in response to the TOBC, and to facilitate this process, the Board will appoint a Special Committee of independent directors.

Thank you for your understanding.

By Order of the Board of the Directors
CIBONEY GROUP LIMITED
Per: AspireSec Limited, Company Secretary

icobserver.com THE DAILY OBSERVER Wednesday, July 19, 2023



WHAT'S IN IT FOR ME?

EFFICIENCY IN SERVICE DELIVERY



A centre that is **Driven by Service Excellence** is not only keen on effectively delivering on its long and short-term mission and vision but also doing so efficiently with maximum productivity and minimum wasted time and expense. The Ministry of Finance and the Public Service (MOFPS) is committed to reducing the time taken to deliver service through its new strategic road map. This will improve the ministry's overall output, increase productivity and quality of service and ultimately leave customers feeling satisfied.

Efficiency in Service Delivery is set to be achieved through performance management systems, automation of records and core workflow as well as a revised Standard Operation Procedure (SOP). The implementation of these tools will guarantee higher productivity levels with limited waste of time.

WHAT YOU SHOULD REMEMBER:

-  An efficient workforce will improve service
-  Efficient service delivery will ensure customers are satisfied.
-  Automation of records and core workflow will

Jamaica Observer Publication - July 16, 2023

... was a note to say she likes me and she knows I like her and we can meet at a certain place at three o'clock the day. I immediately went to the guidance counsellor with it. Immediately. We spoke about it and she said that if I'm uncomfortable, I must let the principal know. I went to the principal with the matter."

The man is adamant that these things happen in schools occasionally, and said though he is not making excuses for the girls, "I know they have hormone challenges, but some of the young girls are just forward. I wasn't the first and I know I was definitely not the last. But it's just a matter of you remembering that you're an adult. And this is a child. This is your student and so crossing the line is not an option. But I don't think that some of my colleague teachers are as strict with the rules for themselves. And so, there are times when we fall and sometimes there are consequences and sometimes there are none," he said.

The man said after he made the internal report, the student was called in by the administration and was spoken to. He thought that would've been the end of the ordeal, but it wasn't so.

"She came back to me. She said she is not going to hold it

... and the PE (physical education) teacher had said to me that he too makes sure he's not alone with any of the girls," he said.

Psychologist Dr Leahcim Semaj pointed to a client he had some years ago who sought his services because he was having depression. The man was a teacher in a secondary school and highlighted the pressure he was under from the girls at the school.

"He was trying his best not to give in to it. It was part of why he actually came to see me... because it was getting harder and harder. Part of him wanted to, but another part of him knew that it was wrong," he said.

Semaj told the Sunday Observer that a male teacher is oftentimes a unique phenomenon.

"It's just one or two of them, and then half of the girls are attracted to them. He becomes an ideal male... role model. He's an authority figure. Women and girls are attracted to power. Whether the power comes in money, politics, business, sports, or music. Any powerful male naturally attracts females, and it starts from teenagers.

"Many times, girls first fall in love with daddy. Girls want to marry somebody like daddy, but picture the average girl



who either doesn't know who her father is, or has no father figure in the house. The closest male authority adult to her is a male teacher. So, it must be an important part of the teachers' college curriculum to help male teachers learn to prepare for that and not violate that." He added that teachers are supposed to be trained

professionals. "Teachers' introduce this male teachers, into high school likely to happen a responsibility. The first thing changes. This intense emotion the interest in sexual things argued.

Semaj said hormonal changes being role model authority figures a "perfect storm".

"But even the connections just showing an in girl with her w she's doing, and guidance and me easily can just r a romantic scen creates in her mi teenage girls hav male teachers. T harassment is a pov said.

Meanwhile, the the Sunday Observer feared that if left he could've pote viewed as a groo

"That's why I guidance counsellor how it was writte

twitter/jamaicaobserver www.jamaicaobserver.com THE SUNDAY OBSERVER July 16, 2023

July 3, 2023

Ciboney Group Limited (CBNY) - NOTICE

https://www.jamstockex.com/ciboney-group-limited-cbny-notice-of-mandatory-takeover-offer/

The Board of Directors (the "Board") of Ciboney Group Limited acknowledges the interest and questions from stakeholders, the media and the public following the announcement of the acquisition of 72.1122% majority shares by IEC Energy Company Limited ("IEC").

The Board wishes to confirm that it has received Notice of a firm intention by IEC to make an offer to acquire all the shares held by minority shareholders in the Company. IEC has indicated its intention to publish a Takeover Bid Circular (TOBC) within 30 days of June 29, 2023, as required by the Securities (Takeovers and Mergers) Regulations, (the "Regulations") and the Take-over and Mergers Rules of the Jamaica Stock Exchange Rules (the "Code").

The Board and the new majority owner have confirmed their mutual commitment to comply with the respective requirements and timelines of the Regulations and the Code. To that end, permitted communication will be made through the stipulated methods as part of the regulatory process.

The Board is required to publish a Directors' Circular in response to the TOBC, and to facilitate this process, the Board will appoint a Special Committee of Independent directors.

Thank you for your understanding.

By Order of the Board of the Directors
CIBONEY GROUP LIMITED
Per: AspireSec Limited, Company Secretary

Units starting...

Jamaica Gleaner Publication - July 18, 2023

THE GLEANER, TUESDAY, JULY 18, 2023 | www.jamaica-gleaner.com | INTRODUCTION

...the Black Sea region after...
...presented a global...
...with helping...
...vegetable oil, and...
...ing oil suppliers...
...and other food on...
...wheat prices up...
...to US\$6.81...
...what they were at

The Russian Foreign Ministry again declared the northwestern Black Sea area "temporarily dangerous". Sergei Markov, a Moscow-based pro-Kremlin political analyst, speculated that if Ukraine doesn't heed the warnings, Russia could strike Ukrainian ports or place mines in shipping routes.

The Black Sea Grain Initiative has allowed three Ukrainian ports to export 32.9 million metric tons of grain and other food to the world, according to the Joint Coordination Center in Istanbul.

...economies said as rescuers...
...continued to search through...
...the rubble.

Building collapses are common in Egypt, where shoddy construction and a lack of maintenance are widespread in shantytowns, poor city neighbourhoods, and rural areas.

The state-run MENA news agency said rescue teams pulled bodies from the wreckage

city centre.

Cairo's deputy governor, Hossam Fawzi, said 12 people were killed and that efforts continued to find two missing people.

Following an initial investigation, Egypt's public prosecutor said the collapse was likely caused by one of the ground-floor residents who removed a number of walls during earlier maintenance work. The

...nding forces UN to slash food programme in Haiti

...World Food...
...that...
...and...
...people...
...need...
...record

4.9 million people in the country of nearly 11 million need help with finding food, the agency said.

"These cuts could not come at a worse time, as Haitians face a multilayered humanitarian crisis, their lives and livelihoods upended by violence, insecurity, economic turmoil and climate

shocks," said Jean-Martin Bauer, the agency's director for Haiti.

The agency warned that its Haiti response plan is only 16 per cent funded, and that it won't be able to provide food to a total of 750,000 Haitians if it doesn't secure US\$121 million through the end of the year.

"Unless we receive immediate funding, further devastating cuts cannot be ruled out," Bauer said.

So far this year, the World Food Program has provided more than 450,000 schoolchildren with hot meals, often the only food they receive in a day.

Per capita, the number of Haitians

...facing a...
...is the...
...nearly...
...day, a...
...115,000...
...are expe...
...this year...
...with...
...Gang...
...situation...
...of good...
...leaving

NOTICE

NEWBY of Browns Town,
ALISON DAVIDSON,
SALMON, SYDNEY McLEAN
McLEAN of Mount Pleasant,
knowing their whereabouts,
FRASER PARTNERS of
Worrens, Kingston 10,
Tel: 876- 926-4826,
Text: 876-278-5033,
Email: info@onjamaica.com,
Solicitors-at-Law for
Ron Hudson, Deceased, on a
trust to all the above persons.

Application within six (6) weeks
of the date of publication thereof.

NOTICE

Ciboney Group Limited (GSNY)

<https://www.jamaicahot.com/ciboney-group-limited-gsny-notice-of-mandatory-takeover-offer/>

The Board of Directors (the "Board") of Ciboney Group Limited acknowledges the interest and questions from stakeholders, the media and the public following the announcement of the acquisition of 72.1122% majority shares by IEC Energy Company Limited ("IEC").

The Board wishes to confirm that it has received Notice of a firm intention by IEC to make an offer to acquire all the shares held by minority shareholders in the Company. IEC has indicated its intention to publish a Takeover Bid Circular (TOBC) within 90 days of June 29, 2023, as required by the Securities (Takeovers and Mergers) Regulations (the "Regulations") and the Take-over and Mergers Rules of the Jamaica Stock Exchange Rules (the "Code").

The Board and the new majority owner have confirmed their mutual commitment to comply with the respective requirements and timelines of the Regulations and the Code. To that end, permitted communication will be made through the stipulated methods as part of the regulatory process.

The Board is required to publish a Directors' Circular in response to the TOBC, and to facilitate this process, the Board will appoint a Special Committee of independent directors.

Thank you for your understanding.

NOTICE

Will Mr. Andrew Single
address was Ellerslie P
St. Catherine. If any
whereabouts, let
The Resident Magi
15 1/2 White Church Str
St. Catho

NOTICE
WHEREAS

Anyone knowing the
LLOYD A. Hyinton
kindly contact Ch
917-564-

ANNEX 3



2B West Ivy Green Crescent
Kingston 5
Phone: 876-968-4610
email: accounting@thefirmcb.com

22 September 2023

Sub-committee of Independent Directors
Ciboney Group Limited
30 National Heroes Circle
Kingston 4
Jamaica

ATTENTION:

Consent to the issue of Directors' Circular in response to Mandatory Offer by IEC Energy Company Limited

Dear Sirs:

Reference to be made to the abovementioned Directors' Circular which includes extracts from, and reference to, our fairness Opinion dated 22 September 2023.

We hereby consent to the issue of the Directors' Circular with the inclusion therein of extracts from and reference to our Fairness Opinion Report in the form and context in which they appear in the Directors' Circular.

We further consent to the full text of the Fairness Opinion Report being among the documents being available for inspection by your members.

The Firm CB Limited

A handwritten signature in black ink, appearing to read 'D. Boothe', is written over a horizontal line.

Dwight Boothe - Director



2B West Ivy Green Crescent
Kingston 5
Phone: 876-968-4610
email: accounting@thefirmcb.com

22 September 2023

Special Committee
Ciboney Group Limited
30 National Heroes Circle
Kingston 4
Jamaica

ATTENTION: Wayne Wray, Committee Chairman

Fairness Opinion In relation to the offer to purchase Ciboney Group Limited by IEC Energy Company Limited

Dear Sirs:

Engagement Background

The Firm CB Limited (“TF”) was engaged by Ciboney Group Limited (“CGL”) to perform professional services for the Sub-committee of independent directors of the Company who were appointed to consider the Offer and make the necessary recommendations. CGL was requested to prepare an opinion on the fairness of the offer submitted by IEC Energy Company Limited (“IECECL”) at a consideration of J\$0.05 per share for 152,267,583 ordinary stock units in CGL.

Purpose of the fairness opinion

A fairness opinion is a professional statement or the result of a decision-making process, especially on the financial fairness of a transaction price or of a valuation. Determining a business value or the value of shares in an entity is therefore not the objective of a fairness opinion.

This fairness opinion has been prepared to provide information for consideration by the independent Directors to determine the reasonableness of the offer (the “Purpose”) but does not constitute a recommendation to any party as to any course of action they might take. Despite any conclusions reached herein, the circumstances of individual shareholders will determine what course of action they will take in responding to the proposed transaction.

Effective Date of the Fairness Opinion

The effective date of the fairness opinion is 22 September 2023, based on our valuation analysis conducted as at 31 August 2023.

Proposed Transaction

On 7 June 2023, the IECECL acquired from the Principal Shareholders (FINSAC Limited) 72% of the issued share capital of CGL at a price of \$0.05. On 20 September 2023, CGL received an offer from IECECL in the form of a take overbid to acquire a 100% ownership stake in CGL at a consideration of J\$0.05 per stock unit.

Independence of TF

TF has developed this fairness opinion on the basis of an independent review and analysis of the transaction. The fairness conclusion reached is that of the valuation professionals within TF.

To the best of our knowledge:

- (i) TF or the team on this engagement does not hold, or beneficially own, any interest in CGL;
- (ii) TF has never provided audit services to CGL;
- (iii) TF has not previously provided valuation services to CGL;
- (iv) In future, TF may provide professional services to CGL and/ or affiliates in the ordinary course of business.

Our comprehension is not contingent on the conclusions reached, an action or event resulting from the use of or relating to Fairness Opinion or the outcome of the contemplated transaction of the opinion provided.

Scope of review

In connection with developing this fairness opinion, TF has had discussions with the management of CGL and the Directors and relied upon information obtained from those discussion as well as from the result of applying both general financial review procedures and specific activities including:

A. The review of:

- (i) The Take-Over Bid Circular and terms of proposed Transaction
- (ii) Share sales agreement between IECECL and the Principal Shareholders
- (iii) Annual reports and audited financial statements of CGL for the years ended 31 December 2019-2023
- (iv) Other corporate, industry and financial market information, economic conditions and other analysis as TF considered necessary or appropriate in the circumstances.

- B. Undertaking a valuation analysis and evaluation of the transaction of assessing fairness from a financial point of view to the minority shareholders of CGL.

Approach to the evaluation of fairness

In considering the fairness of the Offer Price of J\$0.05 per share IECECL made to the minority shareholders of CGL, TF performed a valuation analysis of CGL as at 31 August 2023. Both the Asset based and Market Approaches were used as primary. The Enterprise Value Approach as a secondary method was conducted based on the reported net assets as at 31 August 2023. Our valuation analysis was conducted from a market participant point of view. In this context, market participants would include potential buyers that have the financial capability.

The asset based approach focuses on the value of the net assets of the business without consideration of its future earnings capacity. This approach focuses on the adjusted net book value. This technique involves adjusting the business' tangible assets and liabilities to their current market values. The underlying premise of the approach is that the value of an entity can be measured by the market value of net assets and liabilities.

In applying the market approach, we considered Public Company comparable using valuation metrics from companies that have been traded publicly. During our investigation, we were unable to find a transaction in which the targeted company was non-operating. However, we were able to identify transactions involving operating companies that experienced an operating net loss over several periods and whose balance sheet included accumulated deficit.

Fairness Conclusion

The Sub-committee of the independent Directors of CGL requested TF to provide a fairness opinion in relation to IECECL's Offer Price of \$0.05 per CGL share. Our valuation analysis showed that:

- The Offer Price is above the net asset value which is usually considered as the floor value. The Offer Price of J\$0.05 reflects a significant surplus over the book value reported in the audited financial statements for the year ended 31 May 2023 and for the prior 4 years when the company was in a better financial position.
- The Offer Price is well above the value we considered fair under the Market approach.

When considering the fairness of an offer, apart from analyzing trading transactions, it is also relevant to review any other recent transactions, if conducted at arm's length. As noted in the Takeover Bid Circular, there was a transaction on 7 June 2023 (closed on 29 June 2023) between unrelated parties, IECECL and the Principal Shareholders at a price of J\$0.05 which is the same as IECECL's current Offer Price to all the shareholders. However, the transaction on 7 June 2023 and the Offer Price on 20 September 2023 reflected significant discounts on the traded prices as at the respective dates.

In addition, TF's analysis showed that CGL's shares were relatively highly traded, especially for the year ended 31 May 2023 when trading took place on most trading days. However, the total volume traded during the period was relatively thin at only 0.01% of the total issued shares of the company.

The share prices do not appear to have responded negatively to the losses reported in the audited results for the 3 years 2021-2023. The table below demonstrates this situation as the deteriorating financial situation did not prevent the price from increasing over the period:

	2023	2022	2021
	\$	\$	\$
Loss for the period	(3,715,263)	(4,622,404)	(5,662,545)
Accumulated loss	(340,054,055)	(336,338,792)	(331,716,188)
Share price	0.63	0.69	0.42

It should be noted that during the period mentioned above, the company's earning capability was negligible. Based on our analysis of CGL recent trading history and Performance, it is our view that the Company's trading prices may not be reflective of the fair market value.

Based on our valuation analysis, it is our opinion that the Offer Price of J\$0.05 is fair from a financial point of view. Our indication of fairness is not and should not be construed as a recommendation to accept the offer.

Whether the Offer Price of J\$0.05 is the best price is beyond the scope of this engagement. We note that, between the Offer Date (20 September 2023) and 21 September 2023 (the trading day prior to issuing our fairness opinion), the reported closing traded prices of CGL remained between \$1.10 and \$1.11, well over the Offer Price. It is also beyond our scope to comment on the future directions of CGL share price which, in our view will be influenced by IECECL's success in effecting potential performance improvement opportunities.

Assumptions and Limitations

TF has relied up on the completeness, accuracy and fair presentation of all the financial and other information obtained by it from public sources, and from CGL for purposes of developing this fairness opinion. This fairness opinion is conditional upon the completeness and accuracy of such information. Subject to the exercise of professional judgement and except as expressly described herein, we have not attempted to verify the completeness, accuracy or fair presentation of any of the information relied upon in developing this assessment of financial fairness.

The fairness opinion has been prepared for the specific purpose identified above and is not to be used in any other context without the express written consent of TF. This fairness opinion is developed as of a specific date on the basis of identifiable information and TF has not undertaken to update it to any other date. Should information relevant to the fairness conclusions become

available to TF subsequent to the date of the report, TF reserves the right, but will be under no obligation, to revise this report.

TF believes that an evaluation of the fairness of a proposed transaction from a financial point of view must be considered as a whole and that selecting portions of the analysis and report without considering the other factors and analysis may create a misleading view of the evaluation process.

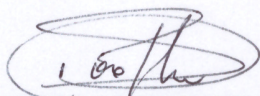
TF was not engaged to provide and has not provided an opinion: i) as to the fairness of the Offer for individual shareholders who may need advice from their own financial advisors in relation to their shareholdings in CGL; ii) as to the fairness of the process underlying the arrangement; iii) on the tax structure or attributes relating to the Offer; iv) on the investment or strategic merit of future operations.

TF was not required to assess the impact or the degree of risk associated with the occurrence of certain events subsequent to the transaction.

The Fairness Opinion is not to be construed as a recommendation to any Director or Security Holder to support or reject the proposed Offer. The Fairness Opinion does not provide assurance that the best Offer Price was obtained for assets included in the Offer.

Based upon the foregoing and subject to the stated assumptions and limitations, it is our opinion that IECECL's Offer Price of J\$0.05 per share to the minority shareholders of CGL is fair from a financial point view.

Yours truly,



Dwight Boothe - Director