



138 Student Living Jamaica Ltd.
ANNUAL REPORT
2023



Laundry services are available to both long-term and short-term residents at the Gerald Lalor Flats, George Alleyne and Leslie Robinson Halls.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **138 STUDENT LIVING JAMAICA LIMITED** (the Company) will be held on **Tuesday, March 5, 2024, at 10:00 am** at Legacy Suite, Jamaica Pegasus Hotel, 81 Knutsford Boulevard to consider and, if thought fit, to pass the following resolutions:

1. To receive the Report of the Directors and the Audited Financial Statements for the year ended 30 September 2023 and if thought fit pass the following resolution:

Resolution No.1

“That the Directors’ Report, the Auditor’s Report and the Statements of Account for the year ended 30 September 2023 be and are hereby received and adopted.”

2. To ratify the declaration of dividends:

Resolution No. 2

“That the interim dividend for the year ended September 30 , 2023 of \$0.13 per share of record date January 6, 2023 and paid on February 23, 2023 be declared final and is hereby ratified.”

3. To consider and if thought fit pass the following resolution:

Pursuant to Article 102 of the Company’s Articles of Incorporation, “1/3 of the Directors subsequent to the first Annual General Meeting of the Company shall retire every year.”

Resolution No. 3

To consider and if thought fit pass the following resolutions:

- a) That Director Mr. Peter Pearson retiring by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company.
- b) That Director Mr. Ivan Carter retiring by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company.
- c) That Director Ms. Brenda Lee-Martin retiring by rotation and being eligible for re-appointment be and is hereby re-elected a Director of the Company.

4. To consider and if thought fit pass the following resolution:

Pursuant to Article 108 of the Company’s Articles of Incorporation that any new director shall hold office until the next following annual general meeting.

NOTICE OF ANNUAL GENERAL MEETING

Resolution No. 4

To consider and if thought fit pass the following resolutions:

- a) That Donnette Scarlett be retired and is hereby re-elected a Director of the Company.
 - b) That Mark Chisholm be retired and is hereby re-elected a Director of the Company.
5. To fix the remuneration of the Directors or to determine the manner in which such remuneration is to be fixed. To consider and if thought fit pass the following resolution:

Resolution No. 5

"That the Directors be and are hereby authorized to fix their remuneration for the ensuing year."

6. To appoint the Auditors and authorize the Directors to fix the remuneration of the Auditors:

Resolution No. 6

"That the remuneration of the Auditors, BDO, who have signified their willingness to continue in office, be such as may be agreed between the Directors

BY ORDER OF THE BOARD



Stephen Greig
Company Secretary

A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his/her stead. A Proxy need not also be a Member of the Company.

Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least forty-eight hours before the time appointed for holding a meeting.

The Proxy Form to be valid shall bear the stamp duty of \$100.00 and shall be signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.

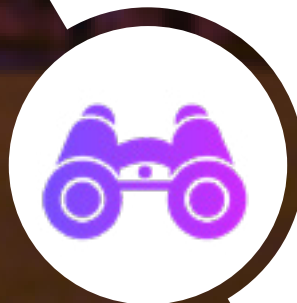
MISSION STATEMENT

We are committed to providing our guests with the best possible living communities offering safe, comfortable and affordable living spaces.



VISION STATEMENT

To be the Caribbean's premier accommodations provider in the University Housing Segment.



Maximizing Shareholder Value

We are committed to year on year growth; with the intention of creating maximum value for our shareholders.

Ethical and Lawful Business Conduct

We adhere to best practices in our industry and are principled in our business dealings.

Customer Centric

The customer is at the heart of all our decisions.

Innovation

We are committed to continuous improvement in our service delivery and internal processes.

Teamwork and Collaboration

Together everyone achieves more; teamwork and collaboration are emphasized amongst our staff.

Good Corporate Citizens

We are committed to sustainability in the environment and our community.

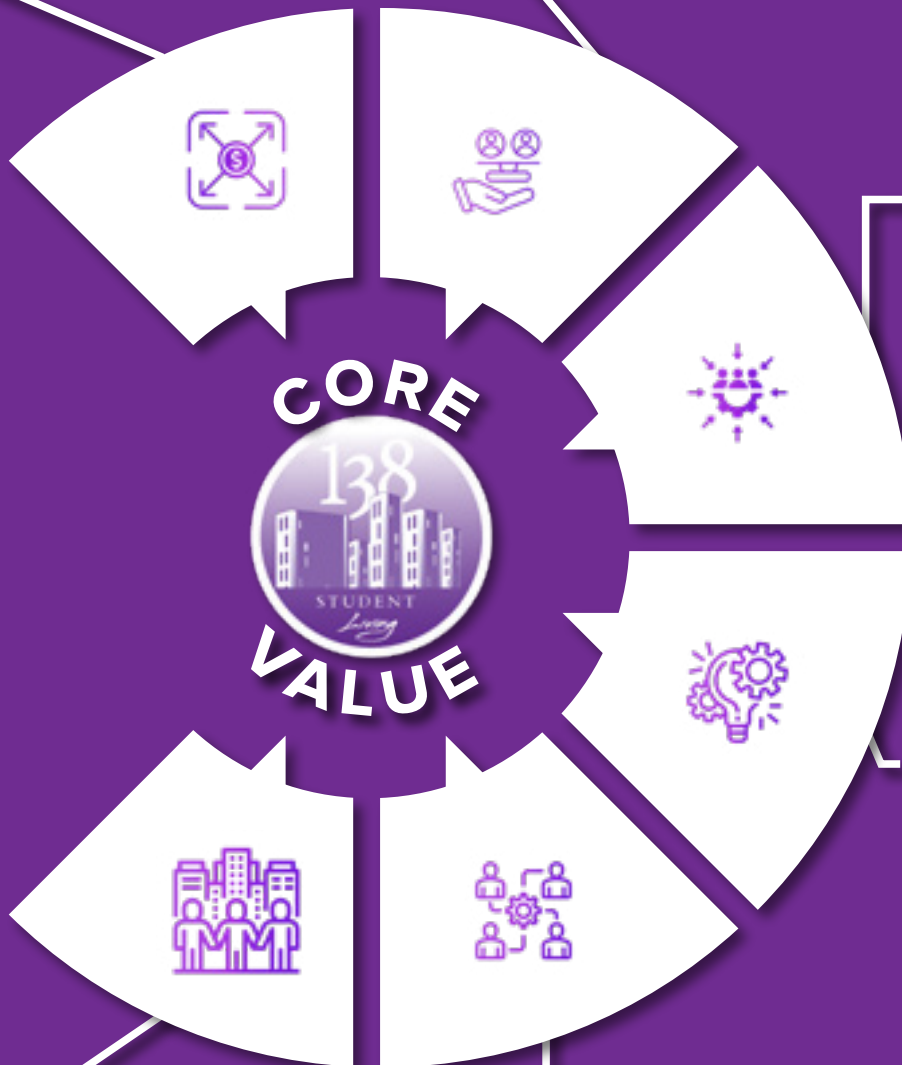


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DIRECTORS' REPORT

DIRECTORS' REPORT

The Directors are pleased to present their Report for 138 Student Living Jamaica Limited and its subsidiary 138SL Restoration Limited for the financial year ended September 30, 2023.

FINANCIAL RESULTS

The Statement of Comprehensive Income for the Company shows pre-tax profit for the year of \$354.4m and a net profit after tax of \$343m. Details of these results, along with a comparison with the previous year's performance and the state of affairs of the Company, are set out in the Management Discussion and Analysis and the Financial Statements which are included as part of this Annual Report.

DIRECTORS

The Directors of the Company as at September 30, 2023 were Ian Parsard (Chairman), Ivan Carter (Deputy Chairman), John W. Lee, Sharon Donaldson-Levine, Marrynette Lee, Brenda Lee Martin, Peter Pearson, Donnette Scarlette and Mark Chisholm.

During the year under review the following were the Board Changes:

- Donnette Scarlett was appointed to the Board on May 3, 2023
- Mark Chisholm was appointed to the Board on May 3, 2023

AUDITORS

The Auditors of the Company, BDO Chartered Accountants of 26 Beachwood Avenue, Kingston 5, Jamaica have expressed their willingness to continue in office. The Directors recommend their reappointment.

DIVIDEND

A final dividend payment of \$0.13 per share was declared payable to shareholders on record at the close of business on January 6, 2023, and paid February 23, 2023.

EMPLOYEES

The Directors wish to place on record their sincere appreciation to the management and staff for their contribution and commitment to the Company during the year under review.

On behalf of the Board

Dated this 25th day of January 2024



Ian Parsard

Chairman



CHAIRMAN'S REPORT



FY 2022/2023 FINANCIAL PERFORMANCE & OUTLOOK

We are pleased to submit the Annual Report for 138 Student Living Jamaica Limited (138SL) and its subsidiary 138SL Restoration Limited (138SLR) for the year ended September 30, 2023.

The 2022/2023 financial year was a dynamic one as the Company delivered strong results aligned with our expectations. 138SL recorded increased occupancy and profitability, despite increases in administrative and operating costs. Occupancy peaked at ninety four percent (94%) at the end of September 2023 and averaged eighty four percent (84%) during the financial year.

The Company achieved revenues of J\$1.394b, an increase of sixteen percent (16%) which allowed us to generate a net profit of J\$343m after taxation, compared to a net profit of J\$318.36m for the previous year. This translates to earnings per share of 0.83 J\$ cents, up from 0.77 J\$ cents. A more in-depth analysis of the performance of the business and our overall results is presented in the Management Discussion and Analysis section of this Report.

Our strong performance has demonstrated 138SL's ability to deliver sustained returns to its investors.

As we continue to face an economy of high interest rates, our success in restructuring the Company's loan note portfolio from variable to fixed interest rates continues to positively impact the Company's performance. We will continue our strategy to realign the Company's balance sheet by reducing our debt obligations and returning greater value to our shareholders. Importantly, we are committed to operational efficiency for sustained profitable business operations. Based on the measures we have implemented and continue to pursue, we are confident in the future outlook of our Company.

Our achievement is made possible by the continued guidance of the Board of Directors. We are grateful to you for the expert leadership you continue to provide. Thanks to our management team and the hardworking staff who continue to show resilience amidst the challenges. Our love and dedication to this Company has allowed us to overcome the many challenges that face us.

Thanks to you our shareholders for the trust that you have placed in us. We are committed as a business to consistent and improved business performance and service delivery, while being guided by strong corporate governance principles. 138SL is committed to long term growth and sustainability and the delivery of value to all our stakeholders.

We look forward with great optimism to new opportunities in the 2023/2024 financial year as with God's grace we chart the way forward for the Company.



Ian Parsard
Chairman





BOARD OF DIRECTORS



Ian Parsard

CHAIRMAN

Ian Parsard joined the Jamaica Broilers Group in 1989 as a Senior Systems Analyst and was promoted to Project Leader in 1993. He progressed through a number of Senior Management positions including being appointed Vice President, where he has held responsibility for Accounting, Finance, Energy, Operations and Corporate Planning at varying intervals over his near 30 years with the Company. In 2012, he was appointed as the Group's Senior Vice President and currently has responsibility for the Group's Financial portfolio.

Though committed to the growth and development of the Group, he also serves as a Director of the Mustard Seed Agricultural Programme, Pan Jam Investments Limited; immediate Past President of the Jamaica Broilers Group Cooperative Credit Union; and current Chairman of the Board of 138 Student Living Jamaica Limited.

He also rears livestock, providing jobs for several persons within the parish of St. Catherine.

Ian holds a Bachelor of Science Degree with First Class Honours in Computer Science and Electronics from the University of the West Indies, a Master in Business Administration with First Class Honours from the Wharton's School of Business at the University of Pennsylvania where he graduated as the Palmer Scholar and is a Certified Chartered Accountant.



Ivan Carter

DEPUTY CHAIRMAN

Ivan Carter is Group C.E.O. of Delta Capital Partners, a Private Equity Group in Jamaica. He provides strategic management to the Delta Group, oversees all verticals of the Group, and directs corporate services. He also leads areas such as funding of the development of Private Equity deals and shepherds them to consummation.

He has an expansive career as an executive leader who has conceived and played leading roles in volumes of strategic initiatives over the years. Up to April 2020, he served as Group Chief Financial Officer (CFO), at Sagicor Group Jamaica, where he spent more than 17 years, and for more than 10 of those years, carried the twinned responsibility of Group Chief Information Officer, (CIO).

He is a member of the Board of Directors of Delta Capital Partners, its subsidiary companies and a number of its affiliate companies. He is also a member of the Board of Directors of iCreate Limited and Visual Vibes Limited.

Ivan's academics includes a Masters Degree in Business Administration (MBA), MSc Degree in Management Information Systems, Fellow of the Life Management Institute (FLMI), various Accounting programmes, including CGA and CPA and certificates and diplomas in several subject areas.

BOARD OF DIRECTORS



MARRYNETTE LEE

NON-EXECUTIVE DIRECTOR

Marrynette A. Lee, a Director of K Limited has over the years, presided over the design and construction of all projects undertaken by K Limited including the implementation of the 138 Student Living timetable. As part of K Limited’s strategy, she has undertaken the property management of a number of its complexes, circa 100 units in an effort to ensure that they are maintained to a high standard.

Apart from the above, she specializes in risk mitigation for companies and industries, gained from working as an Insurance Underwriter in the general insurance industry at the senior management level.

Marrynette holds a Bachelor of Science degree (Hons) from the University of the West Indies, (Mona) and an MBA from the Manchester Business School, England.



JOHN LEE

NON-EXECUTIVE DIRECTOR

John Lee is the Chairman of K Limited. He has over the past 15 years, presided over a number of developments including the conceptualization and implementation of “on campus” student accommodation in Jamaica and the rollout of Phases 1, 2, and 3 of the Company’s UWI Mona Student Housing Project.

As a former Lead Partner of the Advisory Division of PricewaterhouseCoopers Jamaica, John has led or has been associated with a number of major financial transactions undertaken in the Region in the recent past which includes the structuring of the first 30-year inflation-indexed bond used to finance Highway 2000. He has also been the lead advisor and negotiator in the major GOJ divestment initiatives including those relating to the sugar, coffee and hospitality industries.

He is a graduate of the Scottish Business School at the University of Strathclyde, Scotland and is a retired member of the Institute of Chartered Accountants.

BOARD OF DIRECTORS



DONNETTE SCARLETT

NON-EXECUTIVE DIRECTOR

Mrs. Donnette Scarlett is the Senior Vice President, Group Treasury and Asset Management at Sagicor Group Jamaica Limited.

In this role, she manages key risks for Sagicor Group's Treasury and Asset Management departments including risks relating to liquidity, concentration and financial risks. She also manages the Group's policy and regulatory responsibilities related to the investment portfolios across business lines.

Donnette has over 25 years of experience in the financial services industry. She started her journey with Sagicor through Manufacturers Sigma Merchant Bank which after several mergers became Sagicor Investments Jamaica Limited.

Donnette holds a Bachelor of Science degree (Hons.) in Economics and Management from the University of the West Indies, (Mona) and is a CFA charter holder and a member of the CFA Institute and the CFA Society of Jamaica.



PETER PEARSON

NON-EXECUTIVE DIRECTOR

Peter Pearson is a graduate of Cornwall College and The University of the West Indies from which he holds a BSc. in Management Studies. He is a Fellow of the Institute of Chartered Accountants and a Fellow of the Chartered Association of Certified Accountants.

He is a former partner of PricewaterhouseCoopers, Jamaica in charge of the firm's Montego Bay office. He has had significant experience in public accounting in tourism and hospitality, banking, government, among other industries.

He is a Director and Audit Committee member of a number of companies, most of which are listed on the Jamaica Stock Exchange.

He has been a Justice of the Peace since 1988.

BOARD OF DIRECTORS



BRENDA-LEE MARTIN

NON-EXECUTIVE DIRECTOR

Brenda-Lee Martin joined the Sagicor Group Jamaica in December 1992 where she has served in numerous capacities.

Brenda-Lee has a wealth of experience in the Investments Management and was appointed Vice President – Asset Management in 2015. She has been appointed Chief Executive Officer of the Sagicor Real Estate X Fund.

Under her leadership she has bolstered the growth and development of Sagicor’s Pension Portfolio with current combined totals of approximately JMD\$200B.

In addition to the pension portfolio she also has oversight of real estate and property services business of the Company.

Sagicor Property Services Limited is the largest manager of private real estate on behalf of Sagicor and third-party property owners; SPS currently manages approx. 2.5m sq. feet of real estate.

Brenda-Lee holds a Bachelor of Science Degree from the University of the West Indies, Mona in Economics & Management as well as Masters’ of Business Administration degree in Finance from the University of Wales’ Manchester Business School.

She also holds a FLMI LOMA designation.



SHARON DONALDSON-LEVINE

NON-EXECUTIVE DIRECTOR

Sharon Donaldson-Levine hails from Lucea in the parish of Hanover where she graduated from Rusea’s High School. She then pursued tertiary education at the University of Technology, Jamaica formerly The College of Arts, Science & Technology.

The desire for academic excellence drove her to complete several professional courses which lead to her being qualified as a Certified Chartered Accountant (ACCA) And the holder of an LLB degree in Law from the University of London as well as an MBA from the University of Bangor, Wales.

Mrs. Donaldson-Levine is an Attorney-at-Law, and a Certified Chartered Accountant. She served as the Financial Controller, Company Secretary and General Manager, for General Accident Insurance between 1989 to 2007.

She was promoted to the position of Managing Director of the Company in 2008, a position she holds to date. She is a Course Director at the Norman Manley Law School and Lecturer at Richmond Academy where she prepares students for ACCA Certification. Mrs. Donaldson-Levine serves on several Boards as Chair and member. She is the Vice President of the Institute of Chartered Accountants of Jamaica (ICAJ), President of the Insurance Association of Jamaica (IAJ), and a member of the Board of the Jamaica Environment Trust (JET). Mrs. Donaldson-Levine is a transformative leader with a vast knowledge of the insurance industry.

BOARD OF DIRECTORS



MARK CHISHOLM

NON-EXECUTIVE DIRECTOR

Mr. Mark Chisholm started working at Life of Jamaica in January 1989 as a 'C' Clerk in the "Cancelled Cheque" Unit. He has had the opportunity of working in the Customer Service, New Business & Change and Premium Accounts Departments.

He holds a Degree in Marketing from the University of West Indies, a Diploma in Marketing from the University of New Orleans (UNO) and has completed his Masters in Business Administration (MBA) with distinction.

Mr. Chisholm previously had direct responsibility for spearheading the Sagicor Jamaica's Client Experience efforts as well as that of Sagicor Life of the Cayman Islands and was promoted in September of 2005 to Assistant Vice President in the Sales & Marketing Department, and Head of the Individual Life Division in 2009.

His appointment as an Executive Vice President became effective January 1, 2012. In 2014 his role was further expanded to include direct responsibility for Business Intelligence, Customer Experience and the Customer Contact Centre for the Sagicor Group. He also serves in the capacity of President & CEO of Sagicor Life of the Cayman Islands Limited effective July 30, 2016.

He is currently an Adjunct Lecturer at the Mona School of Business, lecturing in the EMBA as well as the Entrepreneurial programmes.

Listed among his passions are, ensuring that his children reach their full potential and helping people in the development and achievement of their career goals.

In his current Role as Chief Revenue Officer, Insurance, he has leadership for:

- Individual Life - Sales & Distribution
- Employee Benefits Division (EBD) – Sales & Distribution
- Pension Sales
- Sagicor Life of the Cayman Islands;

and provides executive oversight at the Group Level for our Insurance Brokerage and General Insurance entities, SIB & AGIC respectively.

Mr. Chisholm holds the office of a Justice of the Peace; an appointment which took effect in 2010.



The Gerald Lalor Flats offers safe, comfortable and affordable short term rental facilities to visitors, including corporate groups, sporting teams, church groups and international university students.



MANAGEMENT TEAM



CRANSTON EWAN
Chief Executive Officer



SEMOUR MILLEN
Finance & Accounting Manager



CHERYL CLARKE
Human Resource Manager



ADRIAN BROWN
Operations Manager



KARELLE MCCORMACK
Public Relations & Marketing Manager

DEPARTMENTS & TEAMS



CEO & DIRECT REPORT TEAM



CEO & EXECUTIVE ASSISTANT



**ADMINISTRATION &
INFORMATION TECHNOLOGY**



HUMAN RESOURCE DEPARTMENT



ACCOUNTS DEPARTMENT



CUSTOMER SERVICE TEAM

DEPARTMENTS & TEAMS



MARKETING DEPARTMENT



**SHORT-TERM RENTAL
HOUSEKEEPING TEAM**



**SHORT-TERM RENTAL & LAUNDRY
OPERATIONS TEAM**



**OPERATIONS MANAGER &
DIRECT REPORT TEAM**



OPERATIONS DEPARTMENT



**HEALTH, SAFETY & ENVIRONMENTAL OFFICER &
LANDSCAPING TEAM**

DEPARTMENTS & TEAMS



MAINTENANCE TEAM



SECURITY SUPERVISORS



SECURITY TEAM



**HOUSEKEEPING SUPERVISORS &
HOUSEKEEPING CHIEF**



**HOUSEKEEPING TEAM
PHASE ONE**



**HOUSEKEEPING TEAM
PHASE TWO**



**HOUSEKEEPING TEAM
PHASE THREE**

138SL also offers shuttle service and specialized tours on the university campus as well as in and around Kingston.





138studentliving.com

876-665-1235

COMMUNITY

Mona

MANAGEMENT DISCUSSION & ANALYSIS



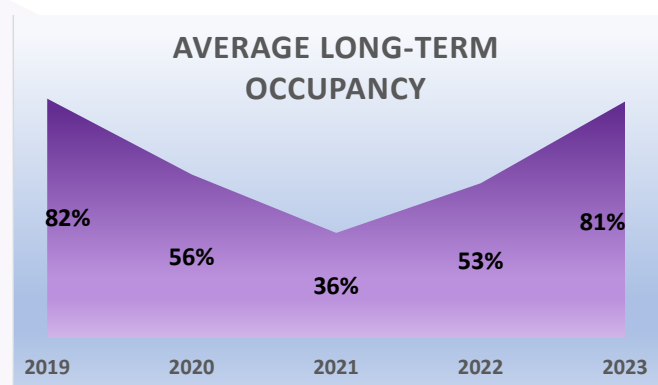
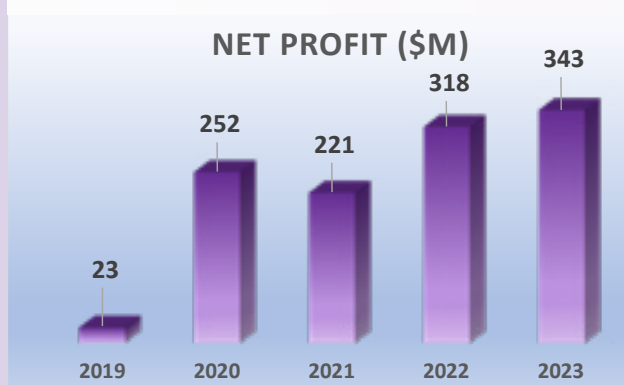
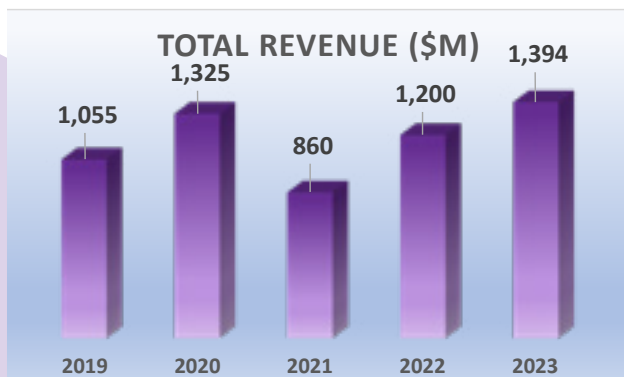
COMPANY OVERVIEW

138 Student Living and its Subsidiary 138SL Restoration Limited (the Company) is incorporated and domiciled in Jamaica. It is listed on the Main Market of the Jamaica Stock Exchange, and its office is located at The Leslie Robinson Hall, 2 Castries Drive, University of the West Indies, Mona, Kingston 7.

The Financial Statements included as part of this Report, presents the operations and financial position of the operations of the Company for the twelve months ended September 30, 2023.

The Company is established to construct and rent living facilities at the Mona Campus under a 65-year concession agreement granted by the University of the West Indies, Mona.

PERFORMANCE HIGHLIGHTS



FINANCIAL PERFORMANCE

The Company continues to perform according to projections with:

1. The Company achieving, during the financial year, its highest revenue and net profit in its history and occupancy returning to its pre-pandemic levels with occupancy rate being 94% as at September 30, 2023.
2. Our outlook is that the positive trend will continue into the foreseeable future as 138SL is well positioned in a captive niche, where students prefer quality on campus accommodation in a secure environment.

MANAGEMENT DISCUSSION & ANALYSIS

FIVE (5) YEAR FINANCIAL HIGHLIGHTS

	2019	2020	2021	2022	2023
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue	1,054,952	1,325,293	860,479	1,199,854	1,393,941
% Revenue Change	26%	26%	-35%	39%	16%
Administrative & Other Expenses	794,028	757,566	422,017	501,315	678,683
% Expense Change	-53%	5%	44%	-19%	-35%
Finance Costs	280,531	257,358	242,209	363,487	360,863
% Finance Change	31%	8%	6%	-50%	1%
Profit Before Taxation	(19,607)	310,369	196,253	335,052	354,395
% Profit Before Taxation Change	78%	1683%	-37%	71%	6%
Taxation	42,575	(58,643)	25,026	(16,690)	(11,394)
% Taxation Change	-43%	-238%	143%	-167%	-32%
Net Profit After Taxation	22,968	251,726	221,279	318,362	343,001
% Profit After Taxation Change	-241%	996%	-12%	44%	8%
EPS	\$0.06	\$0.61	\$0.53	\$0.77	0.83

Revenue increased by 16%, from \$1.200m in the prior year to \$1.394m. The increased revenue is supported by increased rental rates, contribution from the short-term rental business and sustained cost management. This allowed the Company to record a net profit of \$343m.

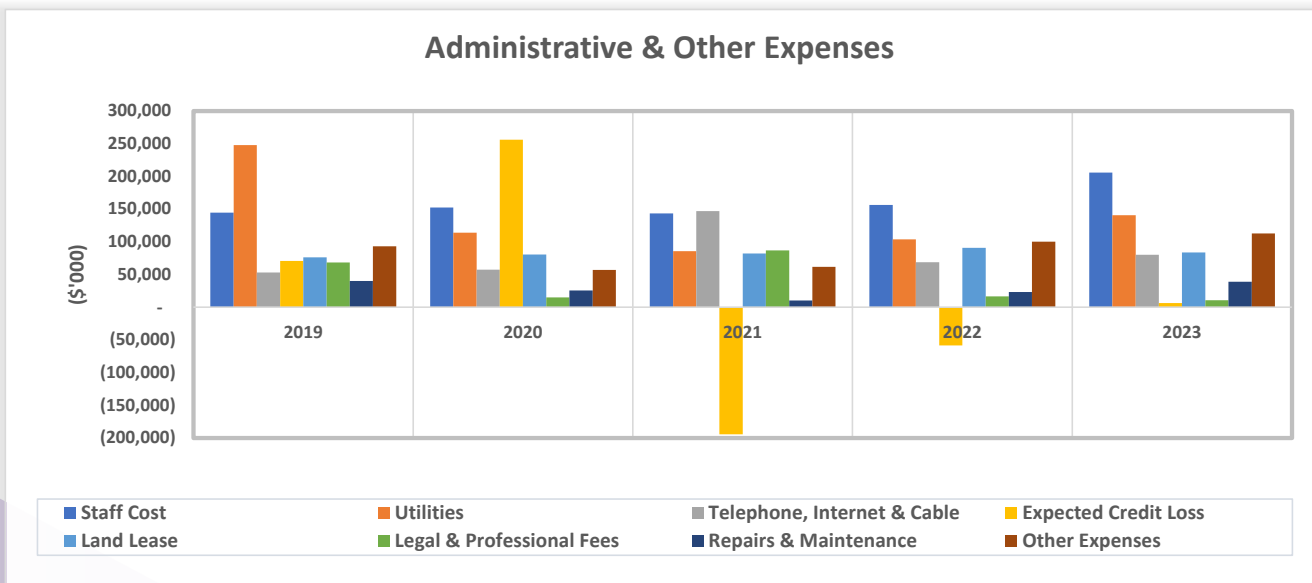
REVENUE BY CLASS

Revenue Class	Group Revenue	Group Revenue 2	Growth %
	Sep-22	Sep-23	
	\$'000	\$'000	
Long Term Revenue	1,093,663	1,179,522	8%
Short Term Revenue	92,297	117,045	27%
Other Income	13,894	97,374	601%
Total Income	1,199,854	1,393,941	16%

Relative to the corresponding period ending September 30, 2022, 138SL's primary source of revenue, long term revenue increased from \$1.094b to \$1.18b which represents a 8% increase. Short term revenue contributed \$117m an increase of 27% while other income contributed \$97m, an increase of 601%. The increase in other income is primarily due to interest charged on receivables.

MANAGEMENT DISCUSSION & ANALYSIS

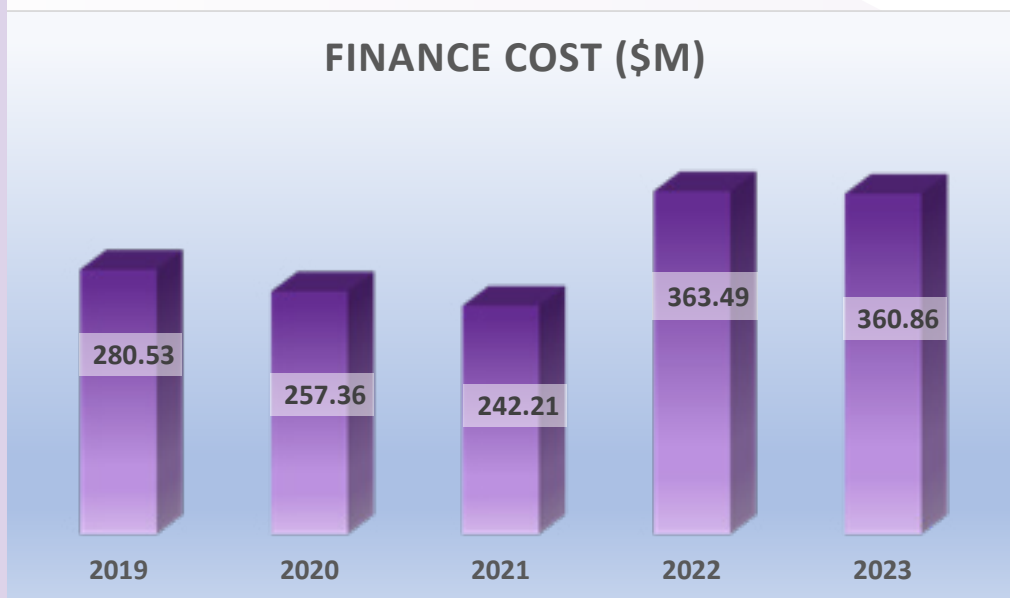
OPERATING EXPENSES



Administrative and operations expenses increased overall by 36% from \$501m to \$679m. This is reflective of a full return to normalcy from the Covid-19 pandemic. We continue to manage the Company in keeping with the cost containment measures that were implemented in 2019.

FINANCE COST

Finance cost reduced slightly from \$363 million to \$361m. The Company continues to benefit from the decision that was made in 2021 to restructure our loan notes from variable interest rate to fixed interest rate. Interest rates on these fixed rate notes range from 7.5% to 8.5%, which is well below the market average of 10.5%

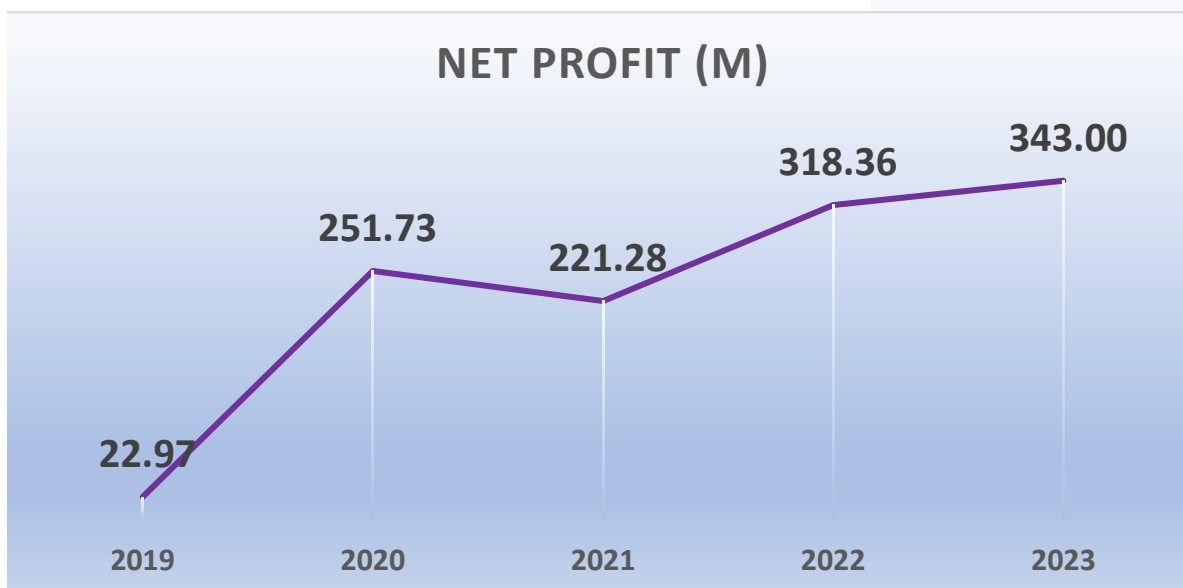


MANAGEMENT DISCUSSION & ANALYSIS

FINANCIAL STRENGTH

For 2022/2023 fiscal year, the Company recorded Net Profit of \$343m, compared to a Net Profit of \$318.36m for the prior year. Cash flow from operations totalled J\$600.24m, compared to J\$505.01m in 2022; an 18.8% or J\$95.23m increase. The cash flow from operations to net profit ratio was 1.75x which is indicative of the Company's earnings quality.

We continue to manage our cash spend and prioritize our expenditure to ensure continued sustainability.



FINANCIAL POSITION

	2019	2020	2021	2022	2023
	\$'000	\$'000	\$'000	\$'000	\$'000
Non-Current Assets	10,415,551	9,070,462	8,707,110	8,624,471	8,695,500
Current Assets	567,523	946,499	1,342,270	1,098,504	1,196,420
Total Assets	10,983,074	10,016,961	10,049,380	9,722,975	9,891,920
Current Liabilities	957,918	1,168,861	1,329,928	1,147,830	1,406,197
Non-Current Liabilities	4,479,391	4,378,646	4,384,537	4,020,011	3,608,001
Shareholder Equity	5,545,765	4,469,454	4,334,915	4,555,134	4,877,722
Total Equity & Liabilities	10,983,074	10,016,961	10,049,380	9,722,975	9,891,920
Debt to Equity Ratio	0.83	0.98	0.97	0.92	0.79
Liquidity Ratio	0.59	0.81	1.01	0.96	0.85

MANAGEMENT DISCUSSION & ANALYSIS

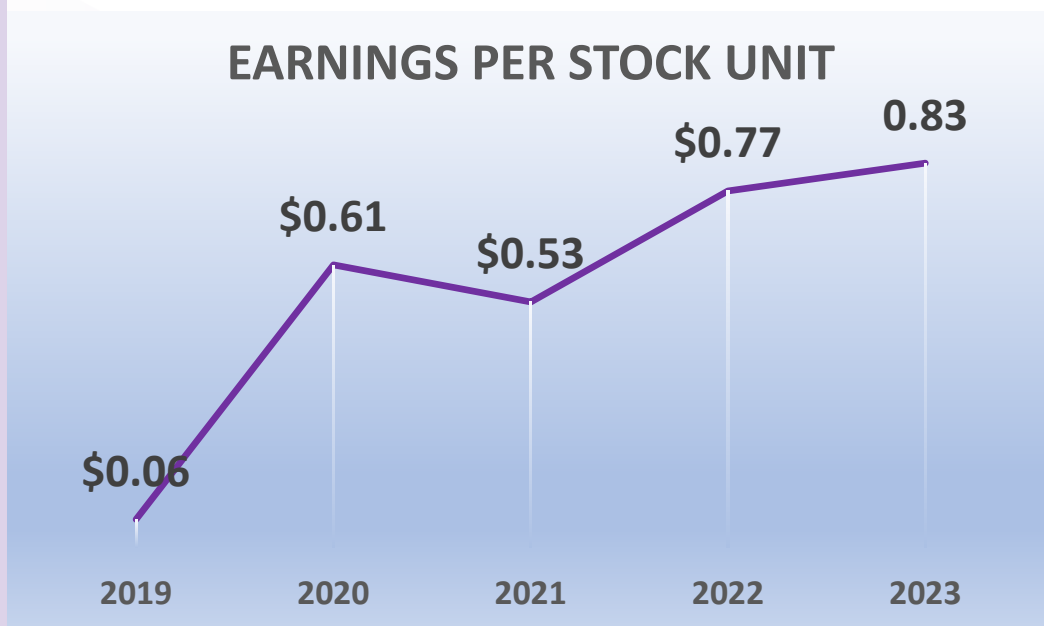
As at September 30, 2023 the Company's debt to equity is 0.79 which is an improvement when compared to September 30, 2021 of 0.92.

Total assets of \$9.89b increased from \$9.72b last year and was primarily emanated from the revaluation of financial assets. Approximately 88% of the total assets or J\$8.70b represents non-current assets, while the remaining 12% represents current assets.

For the prior year, non-current and current assets represent 89% and 11% respectively. Current liabilities stood at J\$1.41b as at the September 2023, a J\$258.37m or 22.51% increase from the J\$1.15b recorded at the end of the previous corresponding period.

Shareholders' equity increased by J\$322.59m to end 2023 fiscal year at J\$4.88b. This increase was primarily driven by the increase in retained earnings.

STOCK PRICE AND MARKET CAPITALIZATION



As of September 30, 2023, the Company's shares traded at \$4.28 compared to the price of \$5.33 each in the prior year. The decrease of \$1.05 resulted in a lower market capitalization of \$1.77b compared to \$2.21b in the prior year. The Company closed the year at a Trailing P/E ratio of 5.15x which is below the average of other real estate companies listed on the Main Market of the Jamaica Stock Exchange. Earnings Per Share [EPS] increased to \$0.83 when compared to prior year of \$0.77.

MANAGEMENT DISCUSSION & ANALYSIS

CAPITAL POSITION

Management's objective is to manage capital to safeguard the Company's ability to continue as a going concern. We continue to manage our available capital to satisfy our strategic objective of reducing our debt load and to return dividends to our shareholders.

Management monitors the environment for any new developments that may adversely affect the Company. It is projected that the Company will continue to generate future positive cash flows to satisfy its operational and strategic requirements.

CORPORATE SOCIAL RESPONSIBILITY

138SL continues to play a pivotal role in shaping the future leaders of our society by offering world class accommodation and social programmes which are being facilitated through the provision of free housing, valued at \$15.68m, to twenty Resident Advisors (post graduate students) who are selected by the UWI.

In addition, 138SL participated in the following:

- Provided sponsorship of one semester accommodation for a member of the winning team of 2023 TVJ Schools' Challenge Quiz competition.
- Visiting and making donations to Sophie's Place in Gordon Town, Saint Andrew.
- Engaging in Labour Day project and making donations to the Jamaica National Children's Home in Papine, Saint Andrew.

Our efforts continued with projects aimed at reducing our carbon footprint and integrating an environmental conscious culture across the organization. These include:

- Plastic bottles recycling
- Implementation of energy efficiency devices
- Examining ways and means to reduce our utilities consumption across our four halls of residence.

The 138SL team is optimistic about the future of the Company as we continue our thrust to position the Company to capitalise on future growth opportunities whilst we remain focused on executing on our key strategic initiatives. Our continued improvement in year over year performance reflects the hard work and commitment of our team in the delivery of sustained positive results to our stakeholders. We remain committed to providing world class accommodations, offering safe, comfortable, and affordable living spaces to our residents.

MANAGEMENT DISCUSSION & ANALYSIS

Thanks to our team of committed employees who continue to show resilience even in the most challenging of times. Thanks to our Board of Directors for your continued guidance and unwavering support. We remain focused on our goal and the strategic initiatives agreed upon.

To our shareholders who are vested in the Company, we truly appreciate your vote of confidence and the trust that you have placed in us to safeguard and grow your investment.



Cranston Ewan

Chief Executive Officer

RISK MANAGEMENT

The dynamics of our operating environment makes risk management of high importance. Risk management ensures we have a consistent approach to monitoring, managing, and mitigating risk exposures through our internal controls systems. We actively identify, analyse, mitigate, monitor, and report on the identifiable or foreseeable risks inherent in our operations.

The Board of Directors is responsible for establishing the Company's risk profile and ensuring that management has appropriate policies and internal controls embedded in our operation in respect of risk management.

The Audit Committee evaluates the effectiveness of our risk management processes and activities and provides assurance to Management and the Board in respect of the same. The Audit Committee is charged by our Board with the responsibility for overseeing the Risk Management Programme on its behalf, in accordance with its Terms of Reference.

Management is responsible for identifying, assessing, quantifying, reporting on, and managing all risks within the business. Management is accountable to the Board for designing, implementing, and monitoring the Risk Policy and the risk management process and integrating it into the Company's daily activities.

The Terms of Reference of the Audit Committee are embedded in our Corporate Governance Policy reviewed and approved by the Board. The Audit Committee has oversight responsibility for:

1. The reliability and integrity of the accounting principles and practices, financial statements, and other financial reporting.
2. Compliance with all the relevant Health, Safety and Environment laws and regulations.
3. Risk management functions and processes.
4. Qualification, independence, and performance of the external auditors of our Company.
5. The system of internal controls and procedures established by Management and reviewing their effectiveness; and
6. Our compliance with legal and regulatory requirements. 138SL's commitment to internal controls, ethics and integrity are reinforced through our Code of Ethics, Anti-Fraud and Whistleblowing policies.

RISK MANAGEMENT

During the period, management assessed their respective areas of responsibility and the associated risk involved within them. This allowed us to identify and categorize the various risks we face in groupings of high, medium, and low risk. We also designed and implemented robust internal controls to reduce any impact of inherent risks to acceptable levels, in line with our risk appetite.

Management has maintained effective and efficient risk management practices, which included ongoing assessment of potential risks. Management and staff have participated in training courses to better enable them to identify existing and potential risks. We have also made risk management a major part of our overall strategic initiatives.



138SL provides 24-hr CCTV surveillance at all our locations.



CORPORATE GOVERNANCE

138 Student Living Jamaica Limited is committed to high standards of governance. The Company's Board of Directors implements the corporate strategy and manages the Company to the benefit of all stakeholders.

BOARD OF DIRECTORS COMPOSITION

The Board is comprised of seven members who are qualified, objective, committed and possess diverse skill sets to effectively discharge their duties. The names of the Directors and their qualifications are set out in the Directors' profile section of this Report. The Board officials met seven (7) times for the year with adhoc procedures adopted for urgent matters.

ATTENDANCE RECORD OF DIRECTORS

DIRECTORS	BOARD MEETINGS	1-Nov-2022	19-Dec-2022	10-Feb-2023	29-Mar-2023	2-May 2023	19- June 2023	8-Aug 2023
Ian Parsard (Chairman)	7	✓	✓	✓	✓	✓	✓	✓
Ivan Carter	7	✓	✓	✓	✓	✓	✓	✓
John Lee	7	✓	✓	✓	✓	✓	✓	✓
Marrynette Lee	7	✓	✓	✓	✓	✓	✓	✓
Sharon Donaldson	7	✓	✓	✓	✓	✓	✓	✓
Peter Pearson	7	✓	✓	✓	✓	✓	✓	✓
Brenda-Lee Martin	7	✓	✓	✓	✓	✓	✓	✓
*Donnette Scarlett	2						✓	✓
*Mark Chislom	1						✓	

COMMITTEES

The Board has constituted three Committees:

AUDIT AND COMPLIANCE COMMITTEE

The Audit Committee is charged with assisting the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the Company's process for monitoring compliance with laws and regulations and the code of conduct.

Sharon Donaldson – Chairperson, John Lee, Ivan Carter, Ian Parsard

Members	25-Oct-2022	16-Dec-2022	7-Feb-2023	27-Apr-2023	27-Jul-2023
Sharon Donaldson (Chairperson)	✓	✓	✓	✓	✓
John Lee	✓	✓	✓	✓	✓
Ivan Carter		✓	✓	✓	✓
Ian Parsard	✓	✓	✓	✓	✓

SUB-COMMITTEES

CONCESSION COMMITTEE

The Concession Committee oversees the negotiation of new concession agreements. The Committee also ensures compliance with terms of the existing Concessions Agreements which includes reporting and operations.

	2-Feb-2023	10-Apr-2023	2-May-2023	2-Aug-2023
Brenda-Lee Martin (Chairperson)	✓	✓	✓	✓
Peter Pearson	✓	✓	✓	✓
John Lee	✓	✓	✓	✓

HUMAN RESOURCE AND COMPENSATION COMMITTEE

The Human Resource & Compensation Committee oversees and evaluates the Company's overall compensation structure and programmes. It also nominates, evaluates and proposes potential candidates for future membership of the Board of the Company and thereof.

Ivan Carter – Chairman, Sharon Donaldson, Brenda-Lee Martin

Members	28-Oct-2022	2-Feb-2023	28-Apr-2023	3-Aug-2023
Ivan Carter (Chairman)	✓	✓	✓	✓
Brenda-Lee Martin	✓	✓		✓
Sharon Donaldson	✓		✓	

CORPORATE GOVERNANCE POLICY

The Company's Corporate Governance Guidelines Policy was revised and approved by the Board on April 12, 2023 and is available on the Company's website, <http://138studentliving.com/about-us/policies-and-manuals/>

Shareholders who have queries and requests can direct them to the Investor Relations Officer c/o 138 Student Living Jamaica UWI, Mona Kingston 7 or email info@138studentliving.com.

Shareholders can request a copy of the minutes of the last Annual General Meeting by sending written correspondence to the Investor Relations Officer at the address indicated above.

The 138 Student Living Corporate Governance Policy is also located on our website at www.138studentliving.com



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SHAREHOLDINGS

138 STUDENT LIVING JAMAICA LIMITED (ORDINARY SHARES) TOP TEN SHAREHOLDERS AS AT SEPTEMBER 29, 2023

Shareholder	Shareholdings	% Shareholding
Sagikor Pooled Equity Fund	88,540,121	21.36
NCB Insurance Agency and Fund Managers Ltd WT040	82,832,770	19.98
K Limited	68,803,832	16.60
JCSD Trustee Services Limited - Sigma Equity	42,542,679	10.26
VMPM - Pooled Pension Real Estate*	15,727,753	3.79
JCSD Trustee Services Ltd - Sigma Global Venture	11,810,353	2.85
JCSD Trustee Services Limited a/c Barita Unit Trust Real Estate Portfolio	10,974,925	2.65
Wisynco Group Limited Pension Fund	10,000,000	2.41
Sagikor Pooled Mortgage & Real Estate Fund	9,233,333	2.23
Mr. Barrington Brown	7,334,592	1.77
TOTAL TOP TEN ORDINARY SHAREHOLDINGS	347,800,358	83.91
Other Minority Shareholdings	66,699,642	16.09
TOTAL ISSUED ORDINARY SHARE CAPITAL	414,500,000	100.00

SHAREHOLDINGS

**138 STUDENT LIVING JAMAICA LIMITED
(CUMULATIVE REDEEMABLE PREFERENCE SHARES)
TOP TEN SHAREHOLDERS AS AT SEPTEMBER 29, 2023**

Shareholder	Shareholdings	% Shareholding
Barita Investment Ltd - Long a/c (Trading)	12,170,489	35.25
JMMB Pension Fund	4,819,100	13.96
JMMB Retirement Scheme (Moderate)	3,350,500	9.70
Digicel Jamaica Ltd. Pension Scheme	2,500,400	7.24
MF&G Asset Management Limited - Jamaica Investments Fund	2,000,000	5.79
JMMB Retirement Scheme (Conservative)	1,676,100	4.85
UWI Mona Non FSSU Staff Pension Plan	1,509,900	4.37
Round Hill Develop Ltd Pension Plan	1,268,400	3.67
Development Bank of Jamaica Limited	1,000,000	2.90
West Indies Group of University Teachers (Mona)	999,798	2.90
TOTAL TOP TEN PREFERENCE SHAREHOLDINGS	31,294,687	90.63
Other Minority Shareholdings	3,233,813	9.37
TOTAL ISSUED PREFERENCE SHARE CAPITAL	34,528,500	100.00

SHAREHOLDINGS

138 STUDENT LIVING JAMAICA LIMITED DIRECTORS' OWNERSHIP AS AT SEPTEMBER 29, 2023

Name of Director	Personal / Sole Ownership	Connected Parties	Combined Shareholdings
Ian Parsard (Chair)	Nil		
		Karen Parsard*	1,000,000 (ordinary)
John W. Lee	Nil		
		K Limited	68,803,832 (ordinary)
Ivan Carter	Nil		
		N/A	N/A
Sharon Donaldson			
	100,000 (ordinary)	N/A	225,000
	125,000 (preference)		
Marrynette Lee	Nil	K. Limited	68,803,832 (ordinary)
Brenda-Lee Martin	Nil	N/A	N/A
Peter Pearson	Nil	Yvonne Pearson*	400,000 (ordinary)
Donnette Scarlett**	Nil	N/A	N/A
Mark Chishlom**	Nil	N/A	N/A
Stephen Greig (Company Secretary)	Nil	N/A	N/A

138 STUDENT LIVING JAMAICA LIMITED DIRECTORS' OWNERSHIP AS AT SEPTEMBER 29, 2023

Senior Manager	Personal / Sole Ownership	Connected Parties	Combined Shareholdings
Cranston Ewan	NIL		NIL
		N/A	
Semour Millen	NIL	Dominique Millen	NIL
		Antoine Millen	
		Aniyah Millen	
Renelle Wilson-Pearson	NIL		NIL
		Elvis Pearson	

CORPORATE DATA

DIRECTORS

Mr. Ian Parsard - Chairman
Mr. Ivan Carter - Deputy Chairman
Mr. John Lee
Mrs. Sharon Donaldson-Levine
Mrs. Marnynette Lee
Ms. Brenda-Lee Martin
Mr. Peter Pearson
Mr. Mark Chisholm
Ms. Donnette Scarlett

SECRETARY

Stephen A. Greig, LLB
Mills Bellamy Greig - Attorneys-at-Law
Suite 2, 39 Hope Road, Kingston 10, Jamaica

REGISTERED OFFICE

2 Castries Drive, UWI Mona Campus
Kingston 7, Jamaica

MAILING ADDRESS

138 Student Living Jamaica Limited
2 Castries Drive, UWI Mona Campus
Kingston 7, Jamaica

BANKERS

National Commercial Bank Jamaica Limited
32 Trafalgar Road, Kingston 5, Jamaica.

Sagicor Bank Jamaica Limited
17 Dominica Drive, Kingston 5, Jamaica

CORPORATE DATA

AUDITORS

BDO Chartered Accountants
26 Beechwood Avenue
Kingston, Saint Andrew, Jamaica

ATTORNEYS-AT-LAW

Vaccianna & Whittingham
14 Herb McKenley Drive, Kingston, Jamaica
Hylton Powell
11A Oxford Road, Kingston 5, Jamaica

REGISTRAR AND TRANSFER AGENTS

Sagicor Trust & Corporation Service
R. Danny Williams Building
28-48 Barbados Avenue
Kingston 5

FINANCIAL ADVISERS AND CONSULTANTS

PricewaterhouseCoopers Tax and Advisory
Service Limited
ScotiaBank Centre
Corner of Duke Street and Port Royal Street
Kingston, Jamaica

FUNDERS

National Commercial Bank Jamaica Limited
Sagicor Bank Jamaica Limited
Victoria Mutual Wealth Management
Money Masters Limited





CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES (2022/2023)

138 Student Living Jamaica Limited prides itself on its Corporate Social Responsibility. It naturally comes part and parcel of what the company stands for in alignment with one component of its core values – **“We are committed to sustainability in the environment and our community.”**

During the captioned period, the company participated in the following activities:

Annual Christmas Treat – Jamaica National Childrens’ Home (Papine), December 2022

This took place on the grounds of the Home, where its young residents and members of staff were feted with treats, games, music, movies and Christmas cheer. The highlight of the day’s proceedings was the presentation of a Smart Television to be used to entertain the residents.



CEO, Cranston Ewan, (left) makes a presentation of a smart television set to Jamaica National Children’s Home representative, Yanique Thomas Shepherd. Looking are Cheryl Clarke, Human Resource Manager and Angella Nelson, Executive Assistant.

Sigma Corporate Run, February 2023

Hosted by the Sagicor Group, 138 Student Living made its inaugural appearance with approximately 55 entrants, comprising of members of staff and 138 Student Living residents. 138 Student Living was also adjudged the entrant with the largest student population.



Members of the 138SL team pose for the camera after competing in the Sigma Corporate Run.

Sponsorship of Schools' Challenge Quiz, April 2023

Another first on the 138SL Corporate Social Responsibility calendar was the associate sponsorship of a prize of the Schools' Challenge Quiz competition. The prize was a one semester accommodation for a member of the winning team. This was presented during the finals at the studios of Television Jamaica, where St. Jago High School retained the championship trophy.



St. Jago High School Challenge Quiz Team Captain, Leroy Cassanova accepting the prize from 138 Student Living Public Relations and Marketing Manager, Karelle McCormack, shortly after being declared winner of the competition.

Labour Day Project at Jamaica National Children's Home, May 2023

Members of staff of 138 Student Living rolled up their sleeves on Labour Day, May 23, 2023, and participated in activities at the Jamaica National Children's Home in Papine. The team was engaged in painting and cleaning of the main administrative block; and also planted fruit trees. The Jamaica National Children's Home which was partially razed by fire in the past has been adopted by 138SL since 2020.



Resident Relations Chief, Marva Thompson and CEO, Cranston Ewan, plant a fruit tree during the Labour Day exercise at the Jamaica National Children's Home.

Presentation to Sophie's Place, July 2023

The 138 Student Living Team visited with the residents and staff of Sophie's Place, a facility run by the Mustard Seed Community. Located along the Gordon Town main road, it caters for children and youth with special needs between the ages of two and 34 years of age. The 138SL Team presented them with linen and tokens.



Presenting to Sophie's Place – from left to right, Public Relations and Marketing Manager, Karelle McCormack, Lisa Minott, Administrative Assistant, Human Resource Department, Christine Watson, Administrator, Sophie's Place, Cheryl Clarke, Human Resource Manager, Matron Carolene Francis, Sophie's Place and Marva Thompson, Resident Relations Chief.



AUDITED FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

To the Members of
138 Student Living Jamaica Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of 138 Student Living Jamaica Limited and its subsidiary (the group) and the financial statements of 138 Student Living Jamaica Limited standing alone (the company) set out on pages 55 to 99, which comprise the group and the company's statement of financial position as at 30 September 2023, and the group and company's statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the group and the company as at 30 September 2023, and of the group's and the company's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and the requirements of the Jamaican Companies Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the group and the company in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Partners: S. M. McFarlane, J. Hibbert, D. Hobson, B. Yariele, K. Heron

Associate Partner: D. Brown

Offices in Montego Bay, Nandeville and Ocho Rios

BDO is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
138 Student Living Jamaica Limited

Key Audit Matters

Valuation of Financial Asset - Service Concession Rights Classified as Fair Value Through Other Comprehensive Income

see notes 3(i)(i) and 13 to the consolidated financial statements for management's related accounting policies and disclosures.

Financial asset - service concession rights is carried at fair value, based on triennial valuation by a professional qualified valuator and in the intervening periods by the directors. For the year ended 30 September 2023, the valuation was done by the directors, with a resulting fair value of \$7.04B for 138 Student Living Jamaica Limited and \$1.47B for 138 SL Restoration Limited. The surplus or deficit is taken to other comprehensive income.

The directors use an investments approach via a discounted cash flow as its valuation methodology. The projected net income and a discounted cash flow of those likely net income are taken account of, along with various assumptions. The magnitude and materiality of this balance, the complexity of the models used, the use of management assumptions and the potential for misstatement from the use of inappropriate yields, caused us to focus on this balance.

How our audit addressed the Key Audit Matter

- We assessed the directors valuation techniques by using our own internal valuation consultants, who examined the basis and assumptions and analysed the results in detail to assess reasonableness of the fair value amount obtained.
- We obtained an understanding of the nature of the work performed by management, the objective and the scope as well as understanding and assessing the methods and assumptions used thus determining the appropriateness of the valuation method used to estimate the fair value.
- We recalculated the amounts disclosed for fair value of the group's and the company's financial asset-service concession rights for mathematical accuracy.
- We further checked that the required disclosures were done in the financial statements, as well as the appropriateness of the reporting of the transactions.

Based on the audit procedures performed, no adjustments to the financial statements were deemed necessary.



INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
138 Student Living Jamaica Limited

Key Audit Matters (cont'd)

Expected credit losses in relation to financial assets.

See notes 3(i)(iii), 5(c)(ii) and 17 to the consolidated financial statements for management's related policies and disclosures.

The determination of expected credit losses ('ECL') on financial assets is highly subjective and requires management to make significant judgement and estimates involving the application of a forward looking expected credit loss (ECL) impairment model, which takes into account reasonable and supportable forward looking information and will result in the earlier recognition of impairment provisions. These estimates involve increased judgment as a result of the economic impacts of COVID-19 on the group's financial assets. The most significant impact of the implementation of the impairment model is to the provisioning policy for the group's trade receivables. The group estimates expected credit losses (ECL) on trade receivables using a provision matrix based on historical credit loss experience. Customers were placed in aging buckets and a default risk percentage calculated using the incurred loss analyses over delinquent accounts, the credit history, risk profile of each customer and the aging of receivables.

How our audit addressed the Key Audit Matter

- The group's accounting policy as it relates to the impairment provision for trade receivables was obtained and the reasonableness of the accounting policy assessed in relation to the requirements of the standard.
- We established an understanding of management's ECL model including source data, the effectiveness of the implementation and the mathematical accuracy of the model. We tested the reliability of the source data used in the design of the model by confirming a sample to the historical data.
- We evaluated the appropriateness of management's assumptions and judgement in arriving at the forward looking multiple, by assessing the basis of the multiple economic scenarios used and the weighting assigned by management.
- We determined whether the default risk percentage was reasonably calculated and correctly applied to the relevant buckets of accounts receivable.

Based on the audit procedures performed, no adjustments to the financial statements were deemed necessary.



INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
138 Student Living Jamaica Limited

Other Information

Management is responsible for the other information. The other information comprises the Annual Report but does not include the consolidated and stand-alone financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated and stand-alone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and stand-alone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and stand-alone financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

Those charged with governance are responsible for overseeing the group's and the company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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



INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
138 Student Living Jamaica Limited

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group and the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and stand-alone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
138 Student Living Jamaica Limited

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on additional matters as required by the Jamaican Companies Act

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

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

The engagement partner on the audit resulting in this independent auditors' report is Balvin Vanriel.

Chartered Accountants

30 December 2023

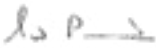
138 STUDENT LIVING JAMAICA LIMITED
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
REVENUE:			
Income	6	1,296,567	1,185,960
Other operating income	7	<u>97,374</u>	<u>13,894</u>
		1,393,941	1,199,854
EXPENSES:			
Administrative and other expenses	8	<u>(678,683)</u>	<u>(501,315)</u>
PROFIT FROM OPERATIONS		715,258	698,539
Finance costs	10	<u>(360,863)</u>	<u>(363,487)</u>
PROFIT BEFORE TAXATION		354,395	335,052
Taxation	11	<u>(11,394)</u>	<u>(16,690)</u>
NET PROFIT FOR THE YEAR		343,001	318,362
OTHER COMPREHENSIVE INCOME:			
Item that will not be reclassified to profit or loss -			
Change in fair value of financial asset - service concession rights	13	<u>33,472</u>	<u>(98,143)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>376,473</u></u>	<u><u>220,219</u></u>
EARNINGS PER STOCK UNIT	12	<u>\$ 0.83</u>	<u>\$ 0.77</u>

138 STUDENT LIVING JAMAICA LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
<u>ASSETS</u>			
NON-CURRENT ASSETS:			
Financial asset -service concession rights	13	8,509,828	8,442,711
Property, plant and equipment	14	520	1,117
Deferred tax assets	15	<u>185,152</u>	<u>180,643</u>
		<u>8,695,500</u>	<u>8,624,471</u>
CURRENT ASSETS:			
Receivables	17	1,115,622	903,293
Taxation recoverable		24,850	24,767
Cash and cash equivalents	18	<u>55,948</u>	<u>170,444</u>
		<u>1,196,420</u>	<u>1,098,504</u>
		<u>9,891,920</u>	<u>9,722,975</u>
<u>EQUITY AND LIABILITIES</u>			
EQUITY:			
Share capital	19	721,153	721,153
Fair value reserve	20	2,982,902	2,949,430
Retained earnings		<u>1,173,667</u>	<u>884,551</u>
		<u>4,877,722</u>	<u>4,555,134</u>
NON-CURRENT LIABILITIES:			
Long term loans	22	3,435,359	3,847,369
Redeemable preference shares	19	<u>172,642</u>	<u>172,642</u>
		<u>3,608,001</u>	<u>4,020,011</u>
CURRENT LIABILITIES:			
Payables	23	630,718	561,874
Taxation		20,610	13,322
Short term loans	24	319,025	210,000
Current portion of long term loans	22	<u>435,844</u>	<u>362,634</u>
		<u>1,406,197</u>	<u>1,147,830</u>
		<u>9,891,920</u>	<u>9,722,975</u>

Approved for issue by the Board of Directors on 29 December 2023 and signed on its behalf by:


 Ian Parsard Chairman


 Sharon Donaldson-Levine Director

138 STUDENT LIVING JAMAICA LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>Share Capital \$'000</u>	<u>Fair Value Reserve \$'000</u>	<u>Retained Earnings \$'000</u>	<u>Total \$'000</u>
BALANCE AT 30 SEPTEMBER 2021		<u>721,153</u>	<u>3,047,573</u>	<u>566,189</u>	<u>4,334,915</u>
TOTAL COMPREHENSIVE INCOME					
Net profit		-	-	318,362	318,362
OTHER COMPREHENSIVE INCOME					
Change in fair value of financial asset - service concession rights		<u>-</u>	<u>(98,143)</u>	<u>-</u>	<u>(98,143)</u>
		<u>-</u>	<u>(98,143)</u>	<u>318,362</u>	<u>220,219</u>
BALANCE AT 30 SEPTEMBER 2022		<u>721,153</u>	<u>2,949,430</u>	<u>884,551</u>	<u>4,555,134</u>
TOTAL COMPREHENSIVE INCOME					
Net profit		-	-	343,001	343,001
OTHER COMPREHENSIVE INCOME					
Change in fair value of financial asset - service concession rights		<u>-</u>	<u>33,472</u>	<u>-</u>	<u>33,472</u>
		<u>-</u>	<u>33,472</u>	<u>343,001</u>	<u>376,473</u>
TRANSACTIONS WITH OWNERS					
Dividends	28	<u>-</u>	<u>-</u>	<u>(53,885)</u>	<u>(53,885)</u>
BALANCE AT 30 SEPTEMBER 2023		<u>721,153</u>	<u>2,982,902</u>	<u>1,173,667</u>	<u>4,877,722</u>

138 STUDENT LIVING JAMAICA LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net profit		343,001	318,362
Items not affecting cash resources:			
Effect of foreign exchange loss	8	2,938	4,353
Taxation	11	(4,509)	16,690
Interest income	7	(57,643)	(62)
Interest expense	10	360,863	363,487
Depreciation	8	597	624
Gain on disposal of financial assets		-	(12)
Adjustment to property, plant and equipment	14	<u>-</u>	<u>27</u>
		645,247	703,469
Changes in operating assets and liabilities:			
Receivables		(191,857)	374,540
Taxation recoverable		(83)	(25)
Payables		<u>146,935</u>	<u>(572,973)</u>
Cash provided by operating activities		<u>600,242</u>	<u>505,011</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Additions to financial asset - service concession rights	13	(33,645)	(27,854)
Short term deposits		-	760
Interest received		1,079	62
Proceeds from disposal of financial assets		<u>-</u>	<u>12</u>
Cash used in investing activities		<u>(32,566)</u>	<u>(27,020)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Interest paid		(367,808)	(340,237)
Loans received		100,000	75,000
Loans repaid		(357,541)	(76,892)
Dividends paid	28	<u>(53,885)</u>	<u>-</u>
Cash used in financing activities		<u>(679,234)</u>	<u>(342,129)</u>
(DECREASE) /INCREASE IN CASH AND CASH EQUIVALENTS		(111,558)	135,862
Exchange effect on foreign cash balance		(2,938)	(4,353)
Cash and cash equivalents at beginning of year		<u>170,444</u>	<u>38,935</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	18	<u>55,948</u>	<u>170,444</u>


138 STUDENT LIVING JAMAICA LIMITED
COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
REVENUE:			
Income	6	821,097	774,979
Other operating income	7	<u>94,786</u>	<u>47,844</u>
		915,883	822,823
EXPENSES:			
Administrative and other expenses	8	<u>(517,512)</u>	<u>(335,571)</u>
PROFIT FROM OPERATIONS		398,371	487,252
Finance costs	10	<u>(249,094)</u>	<u>(248,262)</u>
PROFIT BEFORE TAXATION		149,277	238,990
Taxation	11	<u>8,970</u>	<u>(11,290)</u>
NET PROFIT FOR THE YEAR		158,247	227,700
OTHER COMPREHENSIVE INCOME:			
Item that will not be reclassified to profit or loss -			
Change in fair value of financial asset - service concession rights	13	<u>(69,621)</u>	<u>58,685</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>88,626</u>	<u>286,385</u>
EARNINGS PER STOCK UNIT		<u>\$ 0.38</u>	<u>\$ 0.55</u>

138 STUDENT LIVING JAMAICA LIMITED
COMPANY STATEMENT OF FINANCIAL POSITION
30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
<u>ASSETS</u>			
NON-CURRENT ASSETS:			
Financial asset - service concession rights	13	7,037,180	7,079,701
Property, plant and equipment	14	520	1,117
Deferred tax assets	15	131,405	122,435
Investment in subsidiary	16	<u>466,000</u>	<u>466,000</u>
		<u>7,635,105</u>	<u>7,669,253</u>
CURRENT ASSETS:			
Receivables	17	754,910	652,395
Taxation recoverable		22,760	22,708
Cash and cash equivalents	18	<u>43,445</u>	<u>137,030</u>
		<u>821,115</u>	<u>812,133</u>
		<u>8,456,220</u>	<u>8,481,386</u>
<u>EQUITY AND LIABILITIES</u>			
EQUITY:			
Share capital	19	721,153	721,153
Fair value reserve	20	3,153,543	3,223,164
Other reserve	21	466,000	466,000
Retained earnings		<u>602,649</u>	<u>498,287</u>
		<u>4,943,345</u>	<u>4,908,604</u>
NON-CURRENT LIABILITIES:			
Long term loans	22	2,309,083	2,583,323
Redeemable preference shares	19	<u>172,642</u>	<u>172,642</u>
		<u>2,481,725</u>	<u>2,755,965</u>
CURRENT LIABILITIES:			
Payables	23	437,885	401,137
Short term loans	24	319,025	210,000
Current portion of long term loans	22	<u>274,240</u>	<u>205,680</u>
		<u>1,031,150</u>	<u>816,817</u>
		<u>8,456,220</u>	<u>8,481,386</u>

Approved for issue by the Board of Directors on 29 December 2023 and signed on its behalf by:



 Ian Parsard Chairman



 Sharon Donaldson-Levine Director

138 STUDENT LIVING JAMAICA LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>Share Capital \$'000</u>	<u>Fair Value Reserve \$'000</u>	<u>Other Reserve \$'000</u>	<u>Retained Earnings \$'000</u>	<u>Total \$'000</u>
BALANCE AT 30 SEPTEMBER 2021		<u>721,153</u>	<u>3,164,479</u>	<u>466,000</u>	<u>270,587</u>	<u>4,622,219</u>
TOTAL COMPREHENSIVE INCOME						
Net profit		-	-	-	227,700	227,700
OTHER COMPREHENSIVE INCOME						
Change in fair value of financial asset - service concession rights		<u>-</u>	<u>58,685</u>	<u>-</u>	<u>-</u>	<u>58,685</u>
		<u>-</u>	<u>58,685</u>	<u>-</u>	<u>227,700</u>	<u>286,385</u>
BALANCE AT 30 SEPTEMBER 2022		<u>721,153</u>	<u>3,223,164</u>	<u>466,000</u>	<u>498,287</u>	<u>4,908,604</u>
TOTAL COMPREHENSIVE INCOME						
Net profit		-	-	-	158,247	158,247
OTHER COMPREHENSIVE INCOME						
Change in fair value of financial asset - service concession rights		<u>-</u>	<u>(69,621)</u>	<u>-</u>	<u>-</u>	<u>(69,621)</u>
		<u>-</u>	<u>(69,621)</u>	<u>-</u>	<u>158,247</u>	<u>88,626</u>
TRANSACTIONS WITH OWNERS						
Dividends	28	<u>-</u>	<u>-</u>	<u>-</u>	<u>(53,885)</u>	<u>(53,885)</u>
BALANCE AT 30 SEPTEMBER 2023		<u>721,153</u>	<u>3,153,543</u>	<u>466,000</u>	<u>602,649</u>	<u>4,943,345</u>

138 STUDENT LIVING JAMAICA LIMITED
COMPANY STATEMENT OF CASH FLOWS
YEAR ENDED 30 SEPTEMBER 2023

	<u>Note</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net profit		158,247	227,700
Items not affecting cash resources:			
Effect of foreign exchange loss		1,827	3,567
Deferred taxation	11	(8,970)	11,290
Interest income	7	(24,398)	(57)
Depreciation	8	597	624
Interest expense	10	249,094	248,262
Adjustment to property, plant and equipment	14	-	27
Gain on disposal of financial assets		<u>-</u>	<u>(12)</u>
		376,397	491,401
Changes in operating assets and liabilities:			
Receivables		(78,719)	296,012
Taxation recoverable		(52)	(15)
Payables		<u>70,717</u>	<u>(436,173)</u>
Cash provided by operating activities		<u>368,343</u>	<u>351,225</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Interest received		602	57
Financial asset - service concession rights	13	(27,100)	(12,016)
Short term deposits		-	313
Proceeds from disposal of financial assets		<u>-</u>	<u>12</u>
Cash used in investing activities		<u>(26,498)</u>	<u>(11,634)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Interest paid		(255,297)	(227,905)
Loan received	18(b)	100,000	75,000
Loan repaid	18(b)	(224,421)	(75,000)
Dividends paid	28	<u>(53,885)</u>	<u>-</u>
Cash used in financing activities		<u>(433,603)</u>	<u>(227,905)</u>
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(91,758)	111,686
Exchange effect on foreign cash balance		(1,827)	(3,567)
Cash and cash equivalents at beginning of year		<u>137,030</u>	<u>28,911</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	18	<u>43,445</u>	<u>137,030</u>

138 STUDENT LIVING JAMAICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

1. IDENTIFICATION AND PRINCIPAL ACTIVITIES:

- (a) 138 Student Living Jamaica Limited (138 SL) is a limited liability company. The company is incorporated and domiciled in Jamaica. The registered office of the company is located at 2 Castries Drive, University of the West Indies, Mona Campus, Kingston 7, St. Andrew.

The company, (138 SL), is a publicly listed company on the Jamaica Stock Exchange.

- (b) The company was established to construct and rent living facilities at the University of the West Indies under a 65 years Concession Agreement granted by the University of the West Indies (UWI).

The terms of the Concession Agreement requires the company to design, finance, construct and operate 1,584 units of student accommodation in 3 development phases in not more than 48 months.

This agreement was initially established between K Limited and the University of the West Indies on 3 July 2014. In a Deed of Novation between University of the West Indies, K Limited and 138 Student Living Jamaica Limited dated 13 November 2014, the rights and obligations set out in the Concession Agreement were transferred to 138 Student Living Jamaica Limited.

- (c) The company has a 100% subsidiary, 138 SL Restoration Limited, a limited liability company, incorporated and domiciled in Jamaica and which has a 30 years Concession Agreement and may be extended for a further five (5) years. The concession was granted by the University of the West Indies, Mona, for the restoration and reconstruction of certain traditional Halls up to 722 units.

The company and its subsidiary are referred to as “the Group”.

2. REPORTING CURRENCY:

Items included in the financial statements of the group are measured using the currency of the primary economic environment in which the group operates (‘the functional currency’). These financial statements are presented in Jamaican dollars, which is considered the group’s functional and presentation currency.

3. SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied to all the years presented. Amounts are rounded to the nearest thousand, unless otherwise stated. Where necessary, prior year comparatives have been reclassified to conform to current year presentation.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), and have been prepared under the historical cost convention as modified by revaluation of financial asset - services concession rights. They are also prepared in accordance with requirements of the Jamaican Companies Act.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. Although these estimates are based on management's best knowledge of current events and action, actual results could differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

New, revised and amended standards and interpretations that became effective during the year

Certain new standards, interpretations and amendments to existing standards have been published that became effective during the current financial year. The group has assessed the relevance of all such new standards, interpretations and amendments and has adopted what it considers relevant to its operations.

Amendments to IAS 1, 'Presentation of Financial Statements', (effective for accounting periods beginning on or after 1 January 2022). These amendments clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendments also classify what IAS 1 means when it refers to the 'settlement' of a liability.

Amendment to IAS 16, 'Property, Plant and Equipment' (effective for accounting periods beginning on or after 1 January 2022). This amendment prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. Instead, the entity will recognise such sales proceeds and related cost in profit or loss. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd)

New, revised and amended standards and interpretations that became effective during the year (cont'd)

Annual improvements to IFRS Standards 2018-2022 cycle (effective for accounting periods beginning on or after 1 January 2022). These amendments include minor changes to the following applicable standards:

- (i) IFRS 9, 'Financial Instruments' amendment clarifies that - for the purpose of performing the '10 per cent test' for derecognition of financial liabilities - in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
- (ii) IFRS 16, 'Leases' amendment removes the illustration of payments from the lessor relating to leasehold improvements.

Amendments to IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets' (effective for accounting periods beginning on or after 1 January 2022). This amendment specifies which costs a company includes when assessing whether a contract will be loss making. It clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

The adoption of the above standards and interpretations did not have any impact on the group's financial statements.

New standards, amendments and interpretations not yet effective and not early adopted

The following new standards, amendments and interpretation which are not yet effective and have not been adopted early in these financial statements, will or may have an effect on the group's future financial statements:

Amendments to IAS 1, 'Presentation of Financial Statements' on Classification of Liabilities (effective for accounting periods beginning on or after 1 January 2024). These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectation of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability. The group will assess the impact of future adoption of this amendment on its financial statements.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd)

New standards, amendments and interpretations not yet effective and not early adopted (cont'd)

Amendments to IAS 1, 'Presentation of Financial Statements', Practice Statement 2 and IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors', (effective for accounting periods beginning on or after 1 January 2023). The amendments introduce a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. The adoption of these amendments is not expected to have a significant impact on the group.

Amendments to IAS 12 'Income Taxes', (effective for annual reporting periods beginning on or after 1 January 2023). The main change in deferred tax related to assets and liabilities from a single transaction is an exemption from the initial recognition exemption provided in IAS 12.15 and IAS 12.24. accordingly, the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.

The group is assessing the impact that this standard and amendment will have on the financial statements when it is adopted.

(b) Basis of consolidation

Where the company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements presents the results of the company and its subsidiary (" the group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS
30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(c) Foreign currency translation

Foreign currency transactions pertaining to rental income were accounted for at a fixed exchange rate as agreed by the University and management.

All other foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions.

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

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

(d) Provisions

Provisions are recognized when the group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

(e) Property, plant and equipment

Items of property, plant and equipment are recorded at historical, less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(e) Property, plant and equipment (cont'd)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation is calculated on the straight line basis at such rates as will write off the carrying value of the assets over the period of their expected useful lives. Annual rates of property, plant and equipment are as follows:

Motor vehicles	5 years
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Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amounts and are taken into account in determining surplus or deficit.

(f) Impairment of non-current assets

Other non-current assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the greater of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identified cash flows.

(g) Current and deferred income taxes

Current tax charges are based on taxable profits for the year, which differ from the profit before tax reported because taxable profits exclude items that are taxable or deductible in other years, and items that are never taxable or deductible. The group's liability for current tax is calculated at tax rates that have been enacted at the reporting date.

Deferred tax is the tax that is expected to be paid or recovered on differences between the carrying amounts of assets and liabilities and the corresponding tax bases.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(g) Current and deferred income taxes (cont'd)

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

(h) Revenue recognition

Revenue comprises long and short term rental income and income generated from the sub letting of space to provide services for the benefit of the hall as well as foreign exchange differences.

Revenue from the provision of rental services is measured at the fair value of the consideration received or receivable.

Interest income is recognised in the income statement for all interest bearing instruments on an accrual basis unless collectability is doubtful.

(i) Financial instruments

A financial instrument is any contract that gives rise to both a financial asset in one entity and a financial liability or equity in another entity.

Financial assets

(i) Classification

The group classifies all its financial instruments at initial recognition based on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value, except in the case of financial assets recorded at FVPL, transaction costs are added to, or subtracted from, this amount.

The group classifies its financial assets as those measured at amortised cost and fair value through other comprehensive income.

Amortised cost

These assets arise principally from the provision of goods and services to customers (eg. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest (SPPI). They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(i) Financial instruments (cont'd)

Financial assets (cont'd)

(i) Classification (cont'd)

Amortised cost (cont'd)

The group's financial assets measured at amortised cost comprise trade and other receivables, short term deposits and cash and cash equivalents in the statement of financial position.

Cash and cash equivalents are carried in the statement of financial position at fair value. For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank and in hand and short term deposits with original maturities of three months or less.

Fair value through other comprehensive income (FVOCI)

The group has made an irrevocable election to classify its investments at fair value through other comprehensive income rather than through profit or loss as the group considers this measurement to be the most representative of the business model for those assets. They are carried at fair value with changes in fair value recognized in other comprehensive income and accumulated in the fair value through other comprehensive income reserve. Upon disposal any balance within fair value through other comprehensive income reserve is reclassified directly to retained earnings and is not reclassified to profit or loss.

Fair value through other comprehensive income are financial asset - service concession rights derived from service concession agreements and are not quoted in an active market.

The terms of the concession agreements requires the company to design, finance, construct and operate 2,306 units for student accommodation. Under the first Concession Agreement UWI has guaranteed a minimum of 90% occupancy of available rooms in any 51 weeks period for as long as the Concession Agreement is in place, which is currently estimated to be a minimum of thirty (30) years and a maximum of sixty-five (65) years.

Under the second Concession Agreement UWI has guaranteed a minimum of 90% occupancy of available rooms for 38 weeks and 51 weeks respectively for 650 rooms and 72 rooms of the 722 rooms to be developed under this concession for as long as the Concession Agreement is in place, which is currently estimated to be thirty (30) years to a maximum of thirty- five (35) years.

Under both concessions, the units will be returned to UWI at the end of the term of the sub-lease free of cost. The duration of the lease is equal to the duration of the Concession Agreement.

138 STUDENT LIVING JAMAICA LIMITED
NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(i) Financial instruments (cont'd)

Financial assets (cont'd)

(i) Classification (cont'd)

Fair value through other comprehensive income (FVOCI) (cont'd)

The service concession rights as described above has been classified as a financial asset.

Financial asset - service concession rights is carried at fair value, based on triennial valuations by a professionally qualified valuer and the intervening periods by the directors. These revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in the fair value reserve.

(ii) Recognition and Measurement

Regular purchases and sales of financial assets classified as fair value through other comprehensive income are recognized on the trade-date - the date on which the group commits to purchase or sell the asset. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

The group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

(iii) Impairment

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses (ECL).

During this process the probability of the non-payment of the trade receivables is assessed by taking into consideration historical rates of default for each segment of trade receivables as well as the estimated impact of forward looking information. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime ECL for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within the statement of profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

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NOTES TO THE FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(i) Financial instruments (cont'd)

Financial liabilities

The group's financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method. At the reporting date, the following items were classified as financial liabilities: trade payables, redeemable preference shares and long and short term loans.

(j) Receivables

Other receivables are stated at amortised cost.

(k) Trade and other payables

Trade and other payables are stated at amortised cost.

(l) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributed to the issue of ordinary shares are recognised as a deduction from equity.

(m) Investment in subsidiary

Investment in subsidiary is stated at cost.

(n) Preference shares

Preference shares are classified as a liability if it is redeemable on a specific date or at the option of the stockholders, or if dividends are not discretionary. Dividends thereon are recognised as interest in construction in progress and in the profit or loss upon completion of construction. The group's redeemable preference shares are redeemable on specific dates, and bear entitlements to distributions that are cumulative and not at the discretion of the directors. Accordingly, they are presented as financial liability.

(o) Borrowings and borrowing costs

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost.

Borrowing costs incurred for the construction of the qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed.

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NOTES TO THE FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(o) Borrowings and borrowing costs (cont'd)

Investment income earned on the temporary investment of qualifying assets is deducted from borrowing costs eligible for capitalisation.

(p) Dividend distribution

Dividend distribution to the group's shareholders is recognised as a liability in the group's financial statements in the period in which the dividends are approved by the group's shareholders. In the case of interim dividends, this is recognised when declared by the directors.

(q) Segment reporting

An operating segment is a component of the company that engages in business activities from which it may earn revenues and meet expenses; whose operating results are regularly reviewed by the entity's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance; and for which discrete financial information is available. The CODM has been identified as The Board of Directors in particular the executive members, who make strategic decisions.

Based on the information presented to and reviewed by the CODM, the entire operations of the company are considered as one operating segment.

(r) Related parties

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

- (a) A person or a close member of that person's family is related to the company if that person:
 - (i) has control or joint control over the company;
 - (ii) has significant influence over the company; or
 - (iii) is a member of the key management personnel of the company or of a parent of the company.

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(r) Related parties (cont'd)

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

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

(c) A related party transaction is a transfer of resources, services or obligations between a related parties, regardless of whether a price is charged.

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES:

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical judgements in applying the group's accounting policies

In the process of applying the group's accounting policies relating to recognition of the obligation of the University of the West Indies (UWI), as Grantor, in respect of its guarantee of 90% occupancy of the housing unit provided under the Concession Agreement, management has sought legal opinion on whether occupancy by groups and students other than 'Students' as defined in the Concession Agreement, ought to be included in measuring the extent to which the occupancy guarantee has been satisfied.

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4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D):

(a) Critical judgements in applying the group's accounting policies (cont'd)

The legal opinion indicates that groups and students not included in the definition of 'Students' and which were sourced by the group independently of UWI should not be included in the calculation. Management has proceeded in recognizing revenue related to the 90% occupancy guarantee on that basis.

(b) Key sources of estimation uncertainty

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Fair value estimation

A number of assets and liabilities included in the group's financial statements require measurement at, and/or disclosure of fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market price is used to determine fair value where an active market (such as a recognized stock exchange) exists as it is the best evidence of the fair value of a financial instrument.

The fair value measurement of the group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorized into different levels based on how observable the inputs used in the valuation technique are.

The standard requires disclosure of fair value measurements by level using the following fair value measurement hierarchy:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The classification of an item into the above level is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item.

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4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D):

(b) Key sources of estimation uncertainty (cont'd)

(i) Fair value estimation (cont'd)

Transfers of items between levels are recognised in the period they occur.

The group measures financial instruments at fair value -

The fair value of financial instruments that are not traded in an active market are deemed to be determined as follows:

- (i) The face value, less any estimated credit adjustment, for financial assets and liabilities with a maturity of less than one year are estimated to approximate their fair values. These financial assets and liabilities include cash and bank balances, receivables, payables, redeemable preference shares and short term loan.
- (ii) The carrying value for financial asset - service concession rights is based on fair value using a revenue base approach.

The carrying value of long term liabilities approximates their fair values, as these loans are carried at amortised cost reflecting their contractual obligations and the interest rates are reflective of current market rates for similar transactions.

(ii) Income taxes

Estimates are required in determining the provision for income taxes. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The group recognizes liabilities for possible tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were originally recorded, such differences will impact income tax and deferred tax provisions in the period in which such determination is made.

(iii) Measurement of the expected credit loss allowance

The measurement of the expected credit loss (ECL) allowance for financial assets measured at amortised cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (e.g. the likelihood of customers defaulting and the resulting losses). Significant judgement is also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

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NOTES TO THE FINANCIAL STATEMENTS

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4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D):

(b) Key sources of estimation uncertainty (cont'd)

(iv) Financial asset-service concession rights

Financial asset-service concession rights is carried in the statement of financial position at market value. The group uses independent qualified appraisers to value the financial asset-service concession rights triennial and the intervening periods by the directors. The valuation approach takes into consideration various assumptions and factors including; the level of current and future occupancy rent rates, a discount rate and inflation rate. A change in any of these assumptions and factors could have a significant impact on the valuation of the financial asset-service concession rights.

5. FINANCIAL RISK MANAGEMENT:

The group is exposed through its operations to the following financial risks:

- Credit risk
- Fair value or cash flow interest rate risk
- Foreign exchange risk
- Other market price, and
- Liquidity risk

In common with all other businesses, the group's activities expose it to a variety of risks that arise from its use of financial instruments. This note describes the group's objectives, policies and processes for managing those risks to minimize potential adverse effects on the financial performance of the group and the methods used to measure them.

There have been no substantive changes in the group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

(a) Principal financial instruments

The principal financial instruments used by the group, from which financial instrument risk arises, are as follows:

- Receivables
- Cash and cash equivalents
- Short term deposits
- Payables
- Short term loans
- Long term loans
- Redeemable preference shares
- Financial asset - service concession rights

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5. FINANCIAL RISK MANAGEMENT (CONT'D):

(b) Financial instruments by category

Financial assets

	<u>The Group</u>		<u>The Company</u>	
	Amortised Cost		Amortised Cost	
	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
Receivables	1,082,474	888,150	723,020	637,508
Cash and cash equivalents	<u>55,948</u>	<u>170,444</u>	<u>43,445</u>	<u>137,030</u>
	<u>1,138,422</u>	<u>1,058,594</u>	<u>766,465</u>	<u>774,538</u>

	<u>The Group</u>		<u>The Company</u>	
	Fair value through other comprehensive income		Fair value through other comprehensive income	
	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
Financial asset - service concession rights	<u>8,509,828</u>	<u>8,442,711</u>	<u>7,037,180</u>	<u>7,079,701</u>
Total financial assets	<u>9,648,250</u>	<u>9,501,305</u>	<u>7,803,645</u>	<u>7,854,239</u>

Financial liabilities

	<u>Financial liabilities at amortised cost</u>			
	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
Payables	318,876	267,408	190,660	167,539
Long and short term loans	4,190,228	4,420,003	2,902,348	2,999,003
Redeemable preference shares	<u>172,642</u>	<u>172,642</u>	<u>172,642</u>	<u>172,642</u>
Total financial liabilities	<u>4,681,746</u>	<u>4,860,053</u>	<u>3,265,650</u>	<u>3,339,184</u>

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5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors

The Board of Directors has overall responsibility for the determination of the group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the group's finance function. The Board provides policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investments of excess liquidity.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the group's competitiveness and flexibility. Further details regarding these policies are set out below:

(i) Market risk

Market risk arises from the company's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

Currency risk

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

Currency risk arises from US\$ foreign currency cash and cash equivalents. The group manages this risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions. The group further manages this risk by maximizing foreign currency earnings and holding net foreign currency assets.

Concentration of currency risk

The table below summarises the exposure to Jamaican dollar equivalents foreign currency risk at 30 September.

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
At 30 September 2023				
Financial assets:				
Cash and cash equivalents	<u>33,906</u>	<u>119,660</u>	<u>29,633</u>	<u>92,193</u>
Total financial assets	<u>33,906</u>	<u>119,660</u>	<u>29,633</u>	<u>92,193</u>
Net financial position	<u>33,906</u>	<u>119,660</u>	<u>29,633</u>	<u>92,193</u>

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5. **FINANCIAL RISK MANAGEMENT (CONT'D):**

(c) **Financial risk factors (cont'd)**

(i) **Market risk (cont'd)**

Currency risk

Foreign currency sensitivity

The following table indicates the sensitivity of profit before taxation to changes in foreign exchange rates. The change in currency rate below represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis represents outstanding foreign currency denominated cash and bank and short term deposits accounts adjusts their translation at the year-end for 4% (2022 - 4%) depreciation and a 1% (2022 - 1%) appreciation of the Jamaican dollar against the various currencies. The changes below would have no impact on other components of equity.

<u>The Group and the Company</u>				
<u>Currency</u>	<u>% Change in Currency Rate 2023</u>	<u>Effect on Profit before Taxation 2023 \$'000</u>	<u>% Change in Currency Rate 2022</u>	<u>Effect on Profit before Taxation 2022 \$'000</u>
USD	+1	(339)	+1	(1,196)
USD	<u>-4</u>	<u>1,356</u>	<u>-4</u>	<u>4,783</u>

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The group does not have a significant exposure and as such, market price fluctuations are not expected to have a material effect on the net results or stockholders' equity.

Cash flow and fair value interest rate risk

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

Floating rate instruments expose the group to cash flow interest rate risk, whereas fixed rate instruments expose the group to fair value interest rate risk.

The group's short term deposits are due to mature within 12 months of the reporting date, while the group's long term loan are reprice within 6 months of the reporting date.

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30 SEPTEMBER 2023

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(i) Market risk (cont'd)

Price risk

Interest rate sensitivity

There is no significant exposure on the long term loan within the short term.

There is a significant exposure to interest rate risk on long term loan within the short term. A 0.5% increase/0.25% decrease in interest rates on Jamaican dollar loans would result in a \$20,951,000 decrease/\$10,476,000 increase in the group profit before tax and \$14,512,000 decrease/\$7,255,900 increase in the profit before tax for the company. A 2% increase/0.5% decrease in 2022 would result in - \$88,400,000 decrease/\$22,100,000 increase in the profit before tax for the group and - \$59,980,000 decrease/\$14,995,000 increase in the profit before tax for the company.

(ii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Credit risk arises from trade receivables, short term deposits and bank balances.

Receivables

Revenue transactions in respect of the group's primary operations are settled in cash. For its operations done on a credit basis, the group has policies in place to ensure that sales of services are made to customers with an appropriate credit history.

Cash and bank balances

Cash transactions are limited to high credit quality financial institutions. The group has policies that limit the amount of credit exposure to any one financial institution.

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30 SEPTEMBER 2023

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(ii) Credit risk (cont'd)

Maximum exposure to credit risk

The maximum exposure to credit risk is equal to the carrying amount of receivables, short term deposits and cash and bank balances in the statement of financial position.

Expected credit losses on trade receivables

The impairment requirements of IFRS 9 are based on the Expected Credit Loss (ECL) model. The guiding principle of the ECL model is to reflect the general pattern of deterioration or improvement in the credit quality of financial instruments.

For trade receivables and contract assets that do not have a financing component, it is a requirement of IFRS 9 to recognize a lifetime expected credit loss. This was achieved in the current year by the development and application of historical data relating to trade receivables and write-offs, as well as forecasting payment probabilities based on historical payment pattern.

The trade receivables were analyzed in compliance with IFRS 9 and the amount presented in the financial statements appears reasonable and in compliance with the required standard.

The group estimates expected credit losses (ECL) on trade receivables using a provision matrix based on historical credit loss experience. Based on the incurred loss analyses over delinquent accounts, the credit history, risk profile of each customer and aging of receivables, customers were placed in aging buckets and a default risk percentage calculated for each bucket of customers. The following table provides information about the ECLs for trade receivables as at 30 September.

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5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(ii) Credit risk (cont'd)

Expected credit losses on trade receivables

30 September 2023

<u>The Group</u>			
<u>Aging</u>	<u>Gross Carrying Amount</u> <u>\$'000</u>	<u>Expected Loss Rate</u> <u>%</u>	<u>ECL Allowance</u> <u>\$'000</u>
0-30 days	13,898	1.00	139
31-60 days	3,727	3.27	122
61-90 days	586	11.09	65
Over 90 days	<u>29,695</u>	21.98	<u>6,529</u>
	47,906		6,855
UWI Mona - 90%			
UWI Interest Income	56,564	4.99	2,822
Occupancy Guarantee	413,568	2.16	8,972
UWI Mona - other	<u>597,651</u>	2.44	<u>14,566</u>
	<u>1,115,689</u>		<u>33,215</u>

30 September 2022

<u>The Group</u>			
<u>Aging</u>	<u>Gross Carrying Amount</u> <u>\$'000</u>	<u>Expected Loss Rate</u> <u>%</u>	<u>ECL Allowance</u> <u>\$'000</u>
0-30 days	13,698	2.32	318
31-60 days	12,333	4.31	531
61-90 days	2,112	4.50	95
Over 90 days	<u>30,399</u>	20.67	<u>6,707</u>
	58,542		7,651
UWI Mona - 90%			
Occupancy Guarantee	379,814	2.99	11,380
UWI Mona - other	<u>480,892</u>	2.93	<u>14,069</u>
	<u>919,248</u>		<u>33,100</u>

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30 SEPTEMBER 2023

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(ii) Credit risk (cont'd)

Expected credit losses on trade receivables (cont'd)

Movements in the impairment allowance for trade receivables are as follows:

	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
At 1 October 2022	33,100	119,070
Reversal of provision	60	(58,464)
Receivables written off during the year as uncollectible	(4,884)	(27,706)
Provision for expected credit losses	4,939	(4,799)
Other provision	<u>-</u>	<u>4,999</u>
At 30 September	<u>33,215</u>	<u>33,100</u>

30 September 2023

The Company

<u>Aging</u>	<u>Gross</u> <u>Carrying Amount</u> <u>\$'000</u>	<u>Expected</u> <u>Loss Rate</u> <u>%</u>	<u>ECL Allowance</u> <u>\$'000</u>
0-30 days	10,578	1.00	106
31-60 days	1,993	4.18	83
61-90 days	542	4.44	24
Over 90 days	<u>19,445</u>	17.26	<u>4,161</u>
	32,558		4,374
90% Occupancy Guarantee	<u>437,364</u>	2.33	<u>10,215</u>
	<u>469,922</u>		<u>14,589</u>

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5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(ii) Credit risk (cont'd)

Expected credit losses on trade receivables (cont'd)

30 September 2022

<u>Aging</u>	<u>Gross Carrying Amount</u> \$'000	<u>Expected Loss Rate</u> %	<u>ECL Allowance</u> \$'000
0-30 days	8,199	1.00	82
31-60 days	11,319	4.06	459
61-90 days	2,033	4.30	88
Over 90 days	<u>19,325</u>	20.64	<u>3,988</u>
	40,876		4,617
90% Occupancy Guarantee	<u>379,338</u>	3.00	<u>11,380</u>
	<u>420,214</u>		<u>15,997</u>

Movements in the impairment allowance for trade receivables are as follows:

	<u>2023</u> \$'000	<u>2022</u> \$'000
At 1 October 2022	15,997	92,150
Receivables written off during the year as uncollectible	(4,572)	(21,271)
Provision for expected credit losses	<u>3,164</u>	<u>(54,882)</u>
At 30 September	<u>14,589</u>	<u>15,997</u>

(iii) Liquidity risk

Liquidity risk is the risk that the group will be unable to meet its payment obligations associated with its financial liabilities when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, and the availability of funding through an adequate amount of committed credit facilities.

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NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(c) Financial risk factors (cont'd)

(iii) Liquidity risk (cont'd)

Liquidity risk management process

The group's liquidity management process, as carried out within the group and monitored by the Finance Department, includes:

- (i) Monitoring future cash flows and liquidity on a daily basis.
- (ii) Maintaining a portfolio of short term deposits balances that can easily be liquidated as protection against any unforeseen interruption to cash flow.
- (iii) Maintaining committed lines of credit.
- (iv) Optimising cash returns on investments.

Cash flows of financial liabilities

The maturity profile of the group's financial liabilities, based on contractual undiscounted payments, is as follows:

	The Group			
	Within 1 Year \$'000	2 to 5 Years \$'000	Over 5 Years \$'000	Total \$'000
30 September 2023				
Payables	318,876	-	-	318,876
Long term loans	733,656	3,269,832	1,180,397	5,183,885
Redeemable preference shares	29,924	29,924	519,389	579,237
Short term loans	<u>319,025</u>	<u>-</u>	<u>-</u>	<u>319,025</u>
Total financial liabilities (contractual maturity dates)	<u>1,401,481</u>	<u>3,299,756</u>	<u>1,699,786</u>	<u>6,401,023</u>
30 September 2022				
Payables	260,697	-	-	260,697
Long term loans	668,542	3,386,941	1,796,943	5,852,426
Redeemable preference shares	22,443	29,924	526,870	579,237
Short term loans	<u>217,539</u>	<u>-</u>	<u>-</u>	<u>217,539</u>
Total financial liabilities (contractual maturity dates)	<u>1,169,221</u>	<u>3,416,865</u>	<u>2,323,813</u>	<u>6,909,899</u>

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5. **FINANCIAL RISK MANAGEMENT (CONT'D):**

(c) **Financial risk factors (cont'd)**

(iii) **Liquidity risk (cont'd)**

Cash flows of financial liabilities (cont'd)

	The Company			
	Within 1 Year \$'000	2 to 5 Years \$'000	Over 5 Years \$'000	Total \$'000
30 September 2023				
Payables	190,660	-	-	190,660
Long term loans	471,146	2,089,185	905,427	3,465,758
Redeemable preference shares	29,924	29,924	519,389	579,237
Short term loans	319,025	-	-	319,025
Total financial liabilities (contractual maturity dates)	1,010,755	2,119,109	1,424,816	4,554,680
30 September 2022				
Payables	157,691	-	-	157,691
Long term loans	423,051	2,414,843	1,050,915	3,888,809
Redeemable preference shares	22,443	29,924	526,870	579,237
Short term loans	217,539	-	-	217,539
Total financial liabilities (contractual maturity dates)	820,724	2,444,767	1,577,785	4,843,276

(d) **Capital management**

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

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

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6. INCOME:

Income represents revenue from the rental of dormitory accommodations. Long term rentals represents 92% (2022: 92%) of the group's revenue and 93% (2022: 93%) of the company's revenue. Short term rental represents 8% (2022: 8%) of the groups revenue and 7% (2022: 7%) of the company's revenue.

7. OTHER OPERATING INCOME:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Interest income	57,643	62	24,398	57
Other income	<u>39,731</u>	<u>13,832</u>	<u>70,388</u>	<u>47,787</u>
	<u>97,374</u>	<u>13,894</u>	<u>94,786</u>	<u>47,844</u>

8. EXPENSES BY NATURE:

Total administrative and other expenses:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Staff costs (note 9)	205,908	156,339	187,801	139,988
Advertising	1,949	2,277	1,792	869
Security services	583	734	583	715
Land lease	83,559	90,797	59,144	65,323
Cleaning	1,327	766	949	518
Audit fees	8,021	7,548	5,016	4,841
Legal and professional fees	10,491	16,539	10,337	8,478
Directors' fees	6,620	2,720	6,620	2,720
Trustee fees	7,910	7,900	4,686	4,709
Bank charges	15,816	11,634	12,047	9,325
Repairs and maintenance	38,978	23,446	31,183	17,349
Stationery and office supplies	3,770	2,627	3,770	2,627
Short term rental meals, travelling and entertainment	11,100	1,753	7,046	776
Computer software	7,491	5,193	7,491	5,193
Utilities	140,653	103,813	92,280	59,400
Insurance	20,816	16,316	14,467	11,234
Telephone, internet and cable	80,018	68,660	46,556	33,028
Foreign exchange loss	2,938	4,353	1,827	3,567
Expected credit losses	6,337	(58,464)	3,564	(54,882)
Other operating expenses	20,459	30,762	16,594	14,191
Motor vehicle expenses	2,188	2,387	2,188	2,387
Impairment	1,154	2,591	974	2,591
Depreciation	<u>597</u>	<u>624</u>	<u>597</u>	<u>624</u>
	<u>678,683</u>	<u>501,315</u>	<u>517,512</u>	<u>335,571</u>

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9. STAFF COSTS:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Salaries and wages	166,203	127,920	148,149	111,589
Statutory deductions	19,691	15,034	19,691	15,034
Staff benefits	<u>20,014</u>	<u>13,385</u>	<u>19,961</u>	<u>13,365</u>
	<u>205,908</u>	<u>156,339</u>	<u>187,801</u>	<u>139,988</u>

The average number of persons employed by the group during the year was 93 (2022 - 111).

10. FINANCE COSTS:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Interest expense	<u>360,863</u>	<u>363,487</u>	<u>249,094</u>	<u>248,262</u>

11. TAXATION EXPENSE:

(a) Taxation for the year comprises:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Current year expense	15,903	4,991	-	-
Deferred taxation (note 15)	(4,509)	11,699	(8,970)	11,290
Taxation charge/(credit) in income statement	<u>11,394</u>	<u>16,690</u>	<u>(8,970)</u>	<u>11,290</u>

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11. TAXATION EXPENSE (CONT'D):

- (b) Reconciliation of theoretical tax charge that would arise on profit before taxation using the applicable tax rate to actual tax charge.

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Profit before taxation	<u>354,395</u>	<u>335,052</u>	<u>149,277</u>	<u>238,990</u>
Tax calculated @ 25%	88,598	83,763	37,319	59,747
Adjusted for the effects of:				
Items not deducted for				
Tax purposes	2,862	(6,430)	(4,211)	(8,744)
Net effect of other charges				
and allowances	(<u>80,066</u>)	(<u>60,643</u>)	(<u>42,078</u>)	(<u>39,713</u>)
Taxation (credit)/charge in income statement	<u>11,394</u>	<u>16,690</u>	(<u>8,970</u>)	<u>11,290</u>

- (c) Subject to agreement with the Commissioner General, Tax Administration Jamaica, the company has tax losses of \$526,589,000 (2022 - \$489,901,000) and the group has tax losses of \$696,834,000 (2022 - \$682,356,000) available for offset against future taxable profits. A deferred tax asset has been recognised in respect of these losses.

12. EARNINGS PER STOCK UNIT:

Earnings per stock unit is calculated by dividing the net profit attributable to stockholders by the weighted average number of ordinary stock units in issue at year end which amounted to 414,500,000.

	<u>2023</u>	<u>2022</u>
	<u>\$</u>	<u>\$</u>
Net profit attributable to Stockholders	<u>343,001,000</u>	<u>318,362,000</u>
Earnings per stock unit	<u>\$ 0.83</u>	<u>\$ 0.77</u>

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13. **FINANCIAL ASSET - SERVICE CONCESSION RIGHTS:**

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
At cost	5,493,281	5,465,427	3,856,537	3,844,521
Addition	<u>33,645</u>	<u>27,854</u>	<u>27,100</u>	<u>12,016</u>
	<u>5,526,926</u>	<u>5,493,281</u>	<u>3,883,637</u>	<u>3,856,537</u>
Fair value movement				
1 October	2,949,430	3,047,573	3,223,164	3,164,479
Amount recognised in other comprehensive income	<u>33,472</u>	<u>(98,143)</u>	<u>(69,621)</u>	<u>58,685</u>
30 September	<u>2,982,902</u>	<u>2,949,430</u>	<u>3,153,543</u>	<u>3,223,164</u>
Amount recognised in the statement of financial position	<u>8,509,828</u>	<u>8,442,711</u>	<u>7,037,180</u>	<u>7,079,701</u>

(a) Both 138 Student Living and 138 SL Restoration constructed and renovated properties and purchased furniture and fixtures. The properties are professionally valued every three years and by directors in the intervening years. The resulting valuations at 30 September 2023 were fair valued at \$7.037B for 138 Student Living Limited and \$1.473B for 138 SL Restoration Limited. The surplus or deficit arising was taken to other comprehensive income.

(b) The valuation methodology employed for the assessment of the fair value of the subject is an investment approach via a discounted cash flow where the following are undertaken:

Firstly a projection of net income over the proposed periods of the Concession Agreements to determine the likely termination dates of these Agreements - as per the achievements of a net IRR's on which they are predicated, is undertaken; and

Secondly a DCF is undertaken of those likely net incomes over the projected terms for both agreements in order to establish the fair value of each.

Specific Valuation Assumptions:

The following assumptions are made:

- A rental growth factor of 2.5% per annum is assumed, as the subject types of accommodation generally do not show better rental growth overtime locally and are tied to a US dollar denomination already making it fairly unstable in Jamaican dollar terms;
- Given the current levels of rentals and occupancies achieved, it is assumed that no further development of the balance of rooms as per the agreement will be executed in the foreseeable future.

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13. FINANCIAL ASSET - SERVICE CONCESSION RIGHTS (CONT'D):

Specific Valuation Assumptions (Cont'd):

- Expenses are projected to grow at an anticipated rate of 2.5% per annum - in line with a stabilised long term rate of inflation;
- The projected period for an after tax 15% and 9% IRR for Concessions Agreements 1 and 2 respectively was assessed at 30 and 21 years, respectively;
- Discount rate of ranging between 8.0% and 8.50% are used for the relevant cash flows as against current institutional investor target rates of 7% to 8.5% for more traditional investment real estate. Student housing tends to show lower growth rates in terms of income but are fairly stable and offer earnings that often run 'less cyclical' in their performance to more traditional investment properties, hence having the effect of reducing the 'overall risk' in real estate portfolios.
- The income that is capitalised is the net operating income from the property, which does not include taxes (except property tax where relevant) interest on loans, depreciation or appreciation.

14. PROPERTY, PLANT AND EQUIPMENT:

	<u>The Group and the Company</u>	
	<u>Motor Vehicles</u>	<u>Total</u>
	<u>\$'000</u>	<u>\$'000</u>
At cost 1 October 2022	<u>3,093</u>	<u>3,093</u>
Depreciation -		
1 October 2021	1,352	1,352
Charge for the year	<u>624</u>	<u>624</u>
30 September 2022	1,976	1,976
Charge for the year	<u>597</u>	<u>597</u>
30 September 2023	<u>2,573</u>	<u>2,573</u>
Net book value -		
30 September 2023	<u>520</u>	<u>520</u>
30 September 2022	<u>1,117</u>	<u>1,117</u>

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15. DEFERRED INCOME TAXES:

Deferred income taxes are calculated in full on temporary differences under the liability method using a principal tax rate of 25%.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities. The amounts determined after appropriate offsetting are as follows:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Deferred tax liability	(5,949)	(13,720)	1,831	(13,720)
Deferred tax asset	<u>191,101</u>	<u>194,363</u>	<u>129,574</u>	<u>136,155</u>
Net deferred tax asset	<u>185,152</u>	<u>180,643</u>	<u>131,405</u>	<u>122,435</u>

The movement in deferred taxation is as follows:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Balance at beginning of year	180,643	192,342	122,435	133,725
Credit/(charge) for the year (note 11)	<u>4,509</u>	<u>(11,699)</u>	<u>8,970</u>	<u>(11,290)</u>
Balance at end of year	<u>185,152</u>	<u>180,643</u>	<u>131,405</u>	<u>122,435</u>

Deferred tax is due to the following temporary differences:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Interest receivable	5,949	-	5,949	-
Interest payable	(3,533)	(9,809)	(1,831)	(7,922)
Expected credit losses	-	9,444	-	13,720
Unused tax losses	<u>(187,568)</u>	<u>(180,278)</u>	<u>(135,523)</u>	<u>(128,233)</u>
Balance at end of year	<u>185,152</u>	<u>(180,643)</u>	<u>(131,405)</u>	<u>(122,435)</u>

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16. INVESTMENT IN SUBSIDIARY:

	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>
Investment of the company in the subsidiary:		
138 SL Restoration Limited	466,000	466,000

17. RECEIVABLES:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Receivables	47,906	58,542	32,558	40,876
Advance to contractor	1,236	3,328	1,198	2,856
Prepayments and deposits	1,571	1,279	1,553	1,279
138 SL Restoration Limited	-	-	267,687	231,594
Other receivables	30,341	12,638	29,139	12,449
UWI Mona	<u>1,067,783</u>	<u>860,606</u>	<u>437,364</u>	<u>379,338</u>
	1,148,837	936,393	769,499	668,392
Less: Provision for expected credit losses	(33,215)	(33,100)	(14,589)	(15,997)
	<u>1,115,622</u>	<u>903,293</u>	<u>754,910</u>	<u>652,395</u>

Included in the amount receivable from UWI Mona is \$597,651,000 (2022 - \$480,892,000) which represents claim made under the Concession Agreement for recovery of revenue foregone by the group consequent on UWI variation of the configuration of some double occupancy units in the Irvine Hall residence into single occupancy units. The amount of the claim is necessarily an estimate and may be settled at a significantly different amount. Such difference would be recorded in the period in which it is determined. A provision of \$14,566,000 (2022 - \$14,069,000) is recognised in respect of this claim.

18. CASH AND CASH EQUIVALENTS:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Foreign currency accounts	33,906	119,574	29,633	92,193
Jamaican currency current accounts	21,928	50,810	13,698	44,777
Cash in hand	<u>114</u>	<u>60</u>	<u>114</u>	<u>60</u>
	<u>55,948</u>	<u>170,444</u>	<u>43,445</u>	<u>137,030</u>

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18. CASH AND CASH EQUIVALENTS (CONT'D):

(b) Reconciliation of movements of liabilities to cash flows arising from financing activities:

Amounts represent long and short-term loans:

	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
At 1 October	2,999,003	2,999,003
Cash-		
Loan received	100,000	75,000
Loan repaid	(224,421)	(75,000)
	(124,421)	-
Non-cash		
Interest capitalised	27,766	-
At 30 September	<u>2,902,348</u>	<u>2,999,003</u>

19. SHARE CAPITAL:

	<u>The Group and the Company</u>	
	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
Authorised -		
480,500,000 ordinary shares at no par value		
94,500,000 cumulative redeemable preference shares		
Stated capital -		
414,500,000 ordinary shares issued and fully paid	721,153	721,153
34,528,500 preference shares issued and fully paid	<u>172,642</u>	<u>172,642</u>
	<u>893,795</u>	<u>893,795</u>
Shares issued to professionals for other than cash (share based payment)	<u>435,565</u>	<u>435,565</u>
Initial public offering	505,691	505,691
Less: IPO transactions costs	(47,461)	(47,461)
	<u>458,230</u>	<u>458,230</u>
Closing balance	893,795	893,795
Less redeemable preference shares required by IFRS to be accounted for as liabilities in the financial statements	<u>(172,642)</u>	<u>(172,642)</u>
	<u>721,153</u>	<u>721,153</u>

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19. SHARE CAPITAL (CONT'D):

At the end of the reporting period, the company's issued and fully paid up ordinary share capital stood at 414,500,000. This includes shares allotted in the initial public offering in November 2014 of 82,900,000 at a price of \$4.00 per share.

As part of the initial public offering, the company also offered 33,680,000 cumulative redeemable preference shares at \$5.00 per share. Arising from the over-subscription for these shares, an additional 848,000 shares were issued to subscribers. Dividend yield on preference shares is indexed to the Government of Jamaica 180 day weighted average Treasury Bill yield plus a premium of three percent. The paid up share capital for both classes is net of transaction cost incurred of \$47,461,000, an amount of \$29,506,000 was included in the financial asset - service concession rights.

Share based payment

Share based payment arrangements are measured at the fair value of the goods or services received or the fair value of the equity instruments granted using the option pricing model, the inputs to that model being the share price, exercise price and the expected dividends.

The share based payment is recognised as part cost of the financial asset - service concession rights with a corresponding increase in equity.

The share based payment arrangement entered on 13 November 2014 issued ordinary shares in lieu of payment for fees for consultancy and other services.

The members are prohibited from disposing of more than:

- 50% of their respective holdings of ordinary shares in Phase 1
- A further 50% of their remaining holdings in Phase 2
- The remainder of their holdings in Phase 3

20. FAIR VALUE RESERVE:

This represents fair value movement in financial asset - service concession rights.

21. OTHER RESERVE:

This represents the value of shares in subsidiary, 138 SL Restoration Limited, acquired for consideration other than cash.

22. LONG TERM LOANS:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
JCSD Trustees Services Limited - Trustee for noteholders (series 1, 2A, 2B and D)	3,871,203	4,210,003	2,583,323	2,789,003
Less - current portion	(435,844)	(362,634)	(274,240)	(205,680)
	<u>3,435,359</u>	<u>3,847,369</u>	<u>2,309,083</u>	<u>2,583,323</u>

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22. LONG TERM LOANS (CONT'D):

- (i) This represents long term notes issued through CIBC FirstCaribbean International Bank, with JCSD Trustee Services Limited being the Trustee for the note holders, with fifteen (15) years tenure and a two (2) year extension was granted and seven (7) years carrying interest at a fixed rate of 8.5%. During the financial year 2021, series 2A and 2B secured note were restructured and approved by the Bondholders for maturity date to be 29 June 2027 in lieu of 29 June 2025 at a fixed rate of 7.5%.

Series 1 secured note was also restructured and approved by the bondholders for maturity date to be 20 September 2032 in lieu of 20 September 2030. Series D secured note was restructured and approved by the bondholders for maturity date to be 31 May 2028 in lieu of 31 May 2026.

- (ii) This loan is secured by first demand debenture over fixed and floating assets of 138 Student Living Jamaica Limited, it attracts interest at 7.5% per annum and is for a period of 4 years.

The loan facilities are secured by the following:

- (a) Debenture over the fixed and floating assets of the issuer inclusive of the building under Phase1.
- (b) Assignment of rights under Concession Agreement to cover Phase 1 of the project.
- (c) Assignment of all insurance policies.
- (d) Assignment of lease for the benefit of the note holders.
- (e) Debt service reserve account with at least one period debt service.
- (f) Promissory notes
- (g) Maintenance reserve account with minimum value of deposits of up to 3% of the total value of the building.

The subsidiary, 138 SL Restoration Limited also raised funding for the renovation works for Gerald Lalor Hall and the reconstruction of Irvine Hall through long term instruments issued through Victoria Mutual Wealth Management and Money Masters Limited to raise up to \$2.795 billion for a period of 15 years.

23. PAYABLES:

	<u>The Group</u>		<u>The Company</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
Trade payables	20,797	33,089	19,505	31,227
Rent deposit	200,176	193,106	162,060	157,630
Due to contractor	5,000	15,966	-	10,966
Loan interest	14,129	39,237	7,322	31,688
Interest payable (related to dividend on preference shares)	56,778	38,615	56,778	38,615
University of The West Indies	282,406	204,265	160,068	107,307
Other	<u>51,432</u>	<u>37,596</u>	<u>32,152</u>	<u>23,704</u>
	<u>630,718</u>	<u>561,874</u>	<u>437,885</u>	<u>401,137</u>

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30 SEPTEMBER 2023

24. **SHORT TERM LOANS:**

Sagicor Bank Jamaica Limited extended an unsecured line of credit for twelve months at an interest rate of 8% per annum with a maturity date of 21 June 2023. This was repaid during the year and a new unsecured line of credit for twelve months at an interest rate of 8% per annum with maturity date of 31 October 2023 was obtained. The other Sagicor loan is unsecured at a rate of interest of 9.5% per annum and matures 31 December 2023.

25. **RELATED PARTY TRANSACTIONS AND BALANCES:**

	<u>The Group and the Company</u>	
	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
<u>Transactions during the year</u>		
138 SL Restoration Limited - payments made	<u>275,367</u>	<u>202,484</u>
138 SL Restoration Limited - Reimbursements	<u>239,273</u>	<u>245,166</u>
Key management compensation - Key management includes senior manager - Salaries and other short-term employee benefits	<u>38,500</u>	<u>19,922</u>
Directors' emoluments - Fees	<u>6,620</u>	<u>2,720</u>
<u>Year end balances</u>		
With related company:		
Due from 138 SL Restoration Limited (included in receivables)	<u>267,678</u>	<u>231,594</u>

26. **NET PROFIT:**

	<u>2023</u> <u>\$'000</u>	<u>2022</u> <u>\$'000</u>
Reflected in the financial statements of:		
The company	158,247	227,700
Subsidiary	<u>184,754</u>	<u>90,662</u>
	<u>343,001</u>	<u>318,362</u>

138 STUDENT LIVING JAMAICA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 SEPTEMBER 2023

27. LEASE COMMITMENTS:

Lease commitments to be paid annually over the life of the Concession Agreement, is subject to the agreed terms contained therein and at 1,584 rooms (100% build out) at the end of phase 3, the company will be liable to pay \$100,000,000 per annum adjusted for 50% of the annual Jamaican Consumer Price Index, unpaid rooms and residents breaking contracts. Payments during the year were calculated based on the number of rooms and the other adjustable factors mentioned. Rooms completed to date total 1008.

138 SL Restoration Limited lease commitment is based on the maximum 722 rooms as a percentage of 1,584 rooms and \$100,000,000 adjusted for the Consumer Price Index and other factors mentioned above.

28. DIVIDENDS:

The Company at its Board of Directors' meeting on 19 December 2022 declared a dividend of 13 cents (\$0.13) per stock unit which was paid on 23 February 2023 to shareholders on record at the close of business on 6 January 2023.

29. EVENTS AFTER REPORTING PERIOD:

At an extra-ordinary general meeting held on 20 March 2023, the company's shareholders approved a resolution for an Additional Public Offering of shares. The offer closed on 23 October 2023 with 152 applications received for 122,355,600 ordinary shares and \$510,475,974 raised.

138 STUDENT LIVING JAMAICA LIMITED

Form of Proxy

Place \$100.00 stamp here

I/We of

being a Member/Members of the above-named Company hereby appointof..... or failing him/her.....of.....

As my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00 a.m. on Tuesday, March 5, 2024, at The Jamaica Pegasus, Legacy Suite, 81 Knutsford Boulevard, Kingston 5 and at any adjournment thereof.

I/We desire this form to be used for/against the resolutions as indicated below.

Signed this day of 2024

Signature:

Unless otherwise directed the proxy will vote, as he thinks fit. Please indicate by inserting an "X" in the spaces below how you wish your votes to be cast. If no indication is given your Proxy will vote for or against each resolution or abstain, as he thinks fit.

Table with 3 columns: RESOLUTIONS, FOR, AGAINST. Rows include RESOLUTION 1 through RESOLUTION 6.

(For text of Resolutions please refer to Notice of Meeting)

NOTES:

- 1. An instrument appointing a proxy, shall, unless the contrary is stated thereon be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.
2. If the appointer is a corporation, this form must be under its common seal or under the hand of an officer or attorney duly authorized in writing.
3. In the case of joint holders, the vote of the senior will be accepted to the exclusion of the votes of others, seniority being determined by the order in which the names appear on the register.
4. To be valid, this form must be received by the Company's Registered Office at the address given below not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
5. The proxy form should bear stamp duty of One Hundred dollars (\$100.00) which may be in the form of adhesive stamp duly cancelled by the person signing the proxy form.





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A member of our landscaping team, ensuring that the grounds remain well kept.





Mailing Address

138 Student Living Jamaica Limited
2 Castries Drive, UWI Mona Campus,
Kingston 7, Jamaica

Telephone (876) 665 -1235

Registered Office

2 Castries Drive, UWI Mona Campus,
Kingston 7, Jamaica