A.S. BRYDEN & SONS HOLDINGS LIMITED

TAKE-OVER BID OFFER CIRCULAR
issued by **A.S. Bryden & Sons Holdings Limited**
to purchase shares in **Caribbean Producers (Jamaica) Limited**

This document is important and requires your immediate attention.

When considering what action you should take, you are recommended to seek your own personal financial advice from a licensed securities dealer, licensed investment advisor, lawyer, accountant and/or other independent professional advisor.

This Offer has not been approved or disapproved by the Jamaica Financial Services Commission, Trinidad and Tobago Securities and Exchange Commission or by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document.

None of the following entities: The Jamaica Financial Services Commission, the Trinidad and Tobago Securities and Exchange Commission and the Jamaica Stock Exchange; assumes any responsibility for the correctness of any statement made, reports contained or opinions expressed in this Offer Circular.

The procedure for acceptance of the Offer is set out in this Offer Circular.

If you no longer hold any Shares, please hand this document to the person to whom you transferred your Shares or to the stockbroker through whom the sale was effected for transmission to the purchaser or transferee of your Shares.

The Offer will not be submitted to the review or registration procedures of any regulator outside of Jamaica.

IMPORTANT DATES

The dates and times set out below in connection with this Offer may change in accordance with the terms and conditions of the Offer, as described in this Offer Circular.

Event	**Time and/or Date**
Date of this Circular	January 9, 2025
Opening Date of the Offer	9.00 am on January 10, 2025
Closing Date of the Offer	4.00 pm on February 14, 2025
Announce Results	February 19, 2025
Expected date for Block Transfers	February 24, 2025

The foregoing dates are indicative only and are subject to change, in which event the new dates will be announced in accordance with the terms of this Offer Circular and all applicable rules and regulations.
Defined terms when used herein have the meanings set forth in Schedule 1 hereto.

DIRECTORY

Offeror

A. S. Bryden & Sons Holdings Limited
1 Ibis Avenue,
San Juan,
Trinidad

Registrar and Transfer Agent
JCSD Trustee Services Limited
40 Harbour Street,
Kingston

Broker
Mayberry Investments Limited
1 ½ Oxford Road,
Kingston 5,
St. Andrew

Legal Advisors
DunnCox
48 Duke Street,
Kingston

M. Hamel-Smith & Company
11 Albion, Corner Dere & Albion Streets P.O. Box 219, Port-of-Spain, Trinidad & Tobago, W.I.

THE OFFER

January 9, 2025

To: The Shareholders of Caribbean Producers (Jamaica) Limited ('CPJ')

Dear Sirs and Mesdames:

1. INTRODUCTION

On December 6, 2024 A. S. Bryden & Sons Holdings Limited ('ASBH') acquired 334,308,668 Shares which resulted in ASBH holding 828,107,531 Shares which represent 75.28% of the total issued ordinary shares of CPJ.

In keeping with Regulations 12(1) and 26(1) of the Securities (Take-Overs and Mergers) Regulations of the Laws of Jamaica, ASBH, hereby makes an offer to purchase a maximum of 51,782,469 Shares which ASBH does not own. In the event the Offer is taken up in full, the total consideration paid for the Shares will be an aggregate of 14,695,025 ordinary shares This would result in ASBH holding 79.99% of the total issued share capital of CPJ.

This Offer Circular contains the terms of the Offer.

2. THE OFFEROR

A.S. Bryden & Sons Holdings Limited and its subsidiaries and affiliates (the 'Group') affiliates constitute one of the largest distributors of fast-moving consumer goods in Trinidad and Tobago. The Group represents global food, liquor, pharmaceutical, hardware, houseware and industrial equipment brands, and manufactures products under its own brands. The Group has a large market share in Trinidad and Tobago with a smaller but growing presence in Barbados, Guyana, St. Vincent and St. Lucia. In addition to CPJ, the Group operates through four principal operating subsidiaries A.S. Bryden & Sons (Trinidad) Limited, Bryden pi Limited, F.T. Farfan Limited and Micon Marketing Limited. Founded in 1923, today the Group has over 1,800 employees and last year for the financial year ended December 31, 2023 generated revenues of approximately TT$2.56 billion. Based on revenue, the Group is one of the largest consumer goods companies in the English-speaking Caribbean.

Further information on ASBH may be found at https://www.brydenstt.com/.www.thebrydensgroup.com

3. THE OFFER

ASBH hereby offers to purchase up to 51,782,469 Shares on the terms and conditions set out in this Offer Circular.

i.	Offer Price (Consideration):	10 newly issued ordinary shares in ASBH (the 'ASBH shares') for every 35.23 Shares
ii.	How Payable:	The ASBH shares shall be credited to the JCSD account of the Accepting Shareholder provided that (i) the relevant shareholder(s) complied with Schedule 3 below; and (ii) the relevant Shares shall actually have been transferred to the Offeror via a Block Trade on the Main Market of the Jamaica Stock Exchange.
iii.	When Payable:	Within 14 days of the Closing Date.
iv.	Costs:	The Offeror shall bear the costs in respect to the transfer of the Shares and the allotment of the ASBH shares pursuant to this Offer including the JSE cess, JCSD fees, its stockbroker's fees and any other charges resulting from the acceptance of the Offer.
v.	Other Terms and Conditions	(i) This Offer is conditional upon the receipt of all necessary regulatory approvals and requires no objections being raised by any relevant regulatory authorities by the Closing Date. In the event that any objections are received from such authorities, the Offer shall be deemed void and no further action will be taken unless such objections are resolved to the satisfaction of all parties involved. (ii) All Shares will be acquired free and clear of all liens, charges, encumbrances and equitable interests and with all rights attached thereto (including the right to receive any dividends or other distributions made or declared after the date of this Offer Circular). Each holder of Shares that wishes to accept the Offer must deliver the applicable Shares free and clear of all liens, charges, encumbrances and equitable interests and with all rights attached thereto.

		(iii) Only Shares that have been dematerialised and are held in a JCSD account may be tendered in response to this Offer. The Offeror will not accept any physical share certificates. (iv) The Offer is subject to the pro-rata stipulation explained below. (v) The Offer is also conditional on the other terms and conditions as stated in this Offer Circular.
vi.	Right to Amend the Offer	The Offeror reserves the right to amend the Offer or any of the terms thereof at any time subject to compliance with the Jamaica Take-Over Code.
vii.	Restricted Jurisdiction	This Offer is not, and shall not be deemed to be, effective in, and shall be deemed not to be an offer in, any jurisdiction where the making of the Offer would be illegal (each, a "Restricted Jurisdiction"). Please refer to Schedule 2 for further information regarding Restricted Jurisdictions. Shares deposited by, or on behalf of, residents of any Restricted Jurisdiction will be rejected. Each shareholder who accepts the Offer will be deemed to represent and warrant that he is not resident in a Restricted Jurisdiction.

4. PRO-RATA STIPULATION

If the total number of Shares tendered by shareholders in response to this Offer exceeds51,782,469 , then the Shares deposited pursuant to this Offer will be taken up and paid for by the Offeror, as nearly as may be done on a pro-rata basis, disregarding fractions, according to the total number of Shares deposited by each shareholder, so that ASBH's holding of Shares does not exceed 879,890,000 Shares.

For the avoidance of any doubt, the Offeror will limit its acquisition of Shares pursuant to this Offer so that the total number of Shares held by the Offeror will carry no more than 79.99% of the total voting rights of the shares issued by CPJ.

5. ASBH'S CAPABILITIES

The consideration payable to Accepting Shareholders comprises shares of ASBH. That is, ASBH does not require any cash to complete the Offer. Additionally, ASBH is authorised to issue an unlimited number of ordinary shares and, accordingly, has sufficient unissued ordinary shares to enable it to carry out the Offer. Additionally, ASBH's Board of Directors has passed a resolution authorizing the issuance of up to 14,700,000 new ordinary shares to Accepting Shareholders, ensuring the Offeror's ability to meet its obligations on the Offer.

For shareholders that own less than 35.23 CPJ shares, a cash payment of $10.50 per CPJ share will be made to such Accepting Shareholders. We do not anticipate the total aggregate sums to be paid to all such shareholders to exceed J$1,363,792.50and this will be paid from the cash on ASBH's balance sheet.

6. CPJ'S SHARES HELD BY ASBH, ASBH'S ASSOCIATES, DIRECTORS, OFFICERS and MAJOR SHAREHOLDERS

CPJ's authorised share capital is 176,000,000,000 ordinary shares. CPJ has issued 1,100,000,000 ordinary shares. All such issued shares rank equally in relation to voting rights, dividends, capital and redemption. CPJ has not issued any other class of shares.

See below a table showing Shares owned by ASBH and its Associates.

	Shares Owned	**Percentage**
ASBH	828,107,531	75.28%

Directors of ASBH

Director	Direct Shareholding of CPJ
P.B. Scott (Chairman)	Nil
Michael Conyers	Nil
Melanie Subratie	Nil
Nicholas Scott	Nil
Richard Pandohie	Nil
Geoffrey Charles Gordon	Nil
Brian Wynter	Nil

Except as stated in this Section, no director or officer of the Offeror holds any Shares.

There are no shareholders owning more than 10% of ASBH that holds any shares in CPJ.

None of the parent company of ASBH, nor ASBH' subsidiaries, nor its affiliates own any shares of CPJ.

7. RECENT TRADING IN CPJ SHARES BY ASBH, ASBH's ASSOCIATES, DIRECTORS, OFFICERS and MAJOR SHAREHOLDERS.

In the six-month period prior to the date of this Offer Circular, there were no trading of shares by ASBH, ASBH's Associates, directors or major shareholders save and except as stated in the table below.

Purchaser	**Date**	**Price**	**Number of Shares**
ASBH	9-July-2024	10.50	492,216,309
ASBH	9-July-2024	10.45	29,143
ASBH	9-July-2024	10.40	79256
ASBH	9-July-2024	10.35	3,110
ASBH	9-July-2024	10.32	394
ASBH	9-July-2024	10.20	430,061
ASBH	3-December-2024	8.05	334,308,668

The Offeror is aware of the following arrangements made between ASBH and holders of more than 10% of the Shares, officers or directors of CPJ or persons who, within the period of nine months before the date of this Offer Circular, were holders of more than 10% of the Shares.

i. The purchase of Shares by ASBH referenced in the table above.

ii. Thomas Tyler sold 82,830,563 Shares to ASBH and the consideration for that sale was 23,505,971 ASBH shares being issued to Thomas Tyler On December 6, 2024.

iii. On July 9, 2024 Thomas Tyler resigned as an employee of CPJ and entered into a contract with CPJ pursuant to which he will provide consultancy services including, inter alia, identifying and executing potential commercial opportunities to expand the business of CPJ. ASBH expects that Thomas Tyler will be appointed to the board of ASBH.

iv. Sportswear Producers Limited sold 168,722,866 Shares to ASBH and the consideration for that sale was 47,880,813 ASBH shares being issued to Sportswear Producers Limited on December 6, 2024. Antony Mark Hart is a connected party to Sportswear Producers Limited. Antony Mark Hart was appointed to the board of directors of Seprod Limited in December 2024.

v. Wave Trading Limited sold 82,755,239 Shares to ASBH and the consideration for that sale was 23,484,595 ASBH shares being issued to Wave Trading Limited on December 6, 2024. Antony Mark Hart is a connected party to Wave Trading Limited.

There have been no trades in any securities of CPJ by a subsidiary, parent, or other associate of ASBH in the six-month period prior to the date of this Offer.

8. SUMMARY OF TRADING IN CPJ SHARES FOR THE LAST SIX MONTHS

In the six-month period up until the date of this Offer Circular, the Shares traded between a minimum of J$8.00 and a maximum of J$13.89.

The table below is a summary showing the volume of trading and price range of the Shares on the JSE in those six months.

Month	**Total Volume of Shares Traded**	**Low Price**	**High Price**
July	498,276,142	8.80	13.89
August	1,181,777	8.87	9.49
September	911,760	8.80	9.22
October	712,439	8.80	9.11
November	1,058,659	8.35	9.00
December	335,851,925	7.22	9.00

9. NO MATERIAL CHANGE

ASBH is not aware of any material change to the financial position or prospects of CPJ since the date of its last published financial statements.

10. ASBH'S INTENTIONS WITH RESPECT TO CPJ

ASBH intends to own CPJ as a separate company but to integrate its operations. As a result, it is ASBH's intention that CPJ will have the benefit of an integrated regional distribution platform, greater financial and human resources, economies of scale and improved operating efficiency.

ASBH does not intend to change the emoluments of the directors of CPJ or ASBH following the completion of the transaction contemplated by the Offer.

ASBH does not intend to seek the de-listing of CPJ.

11. SUMMARY OF EXISTING ARRANGEMENTS

Except as detailed in Section 7 above, there are no special arrangements relating to the Offer between ASBH or any person acting in concert with ASBH, and any of the persons mentioned in paragraph 6 above or with any present or former directors or shareholders of CPJ.

12. DESCRIPTION OF ASBH'S BUSINESS

A.S. Bryden & Sons Holdings Limited and its Subsidiaries and Affiliates is one of the largest distributors of fast-moving consumer goods in Trinidad and Tobago. The Group represents global food, liquor, pharmaceutical, hardware, houseware and industrial equipment brands, and manufactures products under its own brands. The Group has a large market share in Trinidad and Tobago with a smaller but growing presence in Barbados and Guyana. The Group operates through four principal operating subsidiaries A.S. Bryden & Sons (Trinidad) Limited, Bryden pi Limited, F.T. Farfan Limited and Micon Marketing Limited. Founded in 1923, today the Group has over 1,800 employees and for the financial year ended December 31, 2023 generated revenues of approximately TT$2.56 billion. Based on revenue, the Group is one of the largest consumer goods companies in the English-speaking Caribbean.

13. MANAGEMENT TEAM

P.B. Scott (Chairman)

P.B. Scott is the Chairman, Chief Executive Officer and the principal shareholder of the Musson Group. His chairmanship extends to all of Musson's subsidiaries and affiliates. In addition, he serves as the Chairman of the Development Bank of Jamaica Limited and is a former President of the Private Sector Organization of Jamaica. In 2017 he received the Order of Distinction Commander Class for his service to the business community in Jamaica and the Caribbean.

Michael Conyers (Vice Chairman)

Michael Conyers has been the Managing Director of Micon since 1997. Between 1992 and 1997 he served as managing director at Grell Taurel Ltd a part of the Neal & Massy Group and managing director for Trinidad Distributors Ltd in the McAL Group. Mr. He previously held directorships at T. Geddes Grant; Geo. F Huggins; Marketing & Distributor Ltd; Neal & Massy Caribbean; Huggins Shipping; Caribbean Development Co. Ltd; Carib Brewery Ltd; Alston's Marketing Ltd; Alston's Shipping; and Tobago Marketing Co. (Tamco).

Richard Pandohie

Richard Pandohie is the Managing Director and Chief Executive Officer of the Seprod Group of Companies and Chief Executive Officer of the Group. He has had a distinguished career as an executive at several multinational corporations in the Caribbean and Central America. Richard is the former President of the Jamaica Manufacturers and Exporters Association and he also sits on the Bank of Jamaica Board. He holds an M.B.A in Corporate Finance and Operations Management from McGill University and a B.Sc. in Chemical Engineering from The University of the West Indies. In 2022, he received the Order of Distinction Commander Class for his service to the manufacturing sector in Jamaica.

Stephen Welch

Stephen Welch is the Managing Director of A.S. Bryden & Sons (Trinidad). He holds a Bachelor of Commerce from Saint Mary's University, Canada. An accomplished senior executive with over 30 years of experience in the fast-moving consumer goods industry, his experience includes manufacturing, sales, distribution, supply chain, product development, marketing, operations and people development. He has a track record of leading high-performance teams through strategic goal setting and innovation whilst instilling high levels of trust and accountability.

Barry Tangwell

Barry Tangwell is the Managing Director of Bryden Pi. He holds an ACCA, and a BSc in Industrial Management from UWI St. Augustine. 30 years in the field of fast-moving consumer goods, with the last 8 years being also intimately involved in the Healthcare arena. He has lead Sales, Marketing, Business Development and Innovation Business Units in several categories across the Latin America and the Caribbean. He has a unique passion for creating winning brands fuelled by an acute customer obsession.

Andrew Crooks

Andrew Crooks is the Managing Director of F.T. Farfan. He holds an MBA in Marketing from Arthur Lok Jack Graduate School of Business, UWI. Bachelor of Commerce in Economics and Finance from University of Guelph, Canada. 12 years' experience in fast-moving consumer goods and industrial supplies at both operational and strategic levels primarily focused in strategic planning and forecasting, sales and marketing, distribution management, new business development and communications.

David Franco

David Franco is Regional Business Development Director of the Group, with a focus on Premium Beverages. David earned a BA in Economics from the University of Western Ontario, Canada. He has over two decades of experience in progressive leadership roles across many industries including advertising, marketing, sales and distribution. David joined the Group in 1997 as a Sales and Promotions Manager in the Premium Beverages Division. By 2003, his hard work ultimately led to his appointment to the Board of Directors and promotion to Division Director. David's vast experience in the liquor industry from a brand building and supplier perspective aids in his successful approach to developing new business opportunities for the Group.

Bernadette Sammy

Bernadette Sammy is the Group Chief Financial Officer and Corporate Secretary of the Group. She is a Fellow of the Association of Chartered Certified Accountants (FCCA), a member of the Institute of Chartered Accountants of Trinidad and Tobago (ICATT), and a Certified Internal Controls Risk Analyst (CICRA). Bernadette is a senior finance and accounting professional with over 20 years' experience at operational and strategic levels. Her experience includes Chief Financial Officer at Angostura Limited, and Supervisor at KPMG.

Tiffany Reid

Tiffany Reid is the Group Head of Human Resources. She holds a BSc (Honours) from University of Guelph, Canada, and an MBA in Management and Organization Studies from Simon Fraser University, Canada. Tiffany is a senior Human Resource management professional with more than 20 years' HR experience in the public and private sectors. Experience includes expertise in Strategic Recruitment, Internal Communication, Employee Relations, Labour Laws & Issue Resolution, Job Evaluation, Compensation & Benefits, Talent Management, Training & Development and Policy Design & Administration.

Robert Scott Franco

Scott Franco is the Group's Head of Shared Services and Special Projects. He holds a BSc in Marketing from Saint Mary's University. He is responsible for the Group's Manufacturing, Digital, and Marketing of In-House Brands. He has over 30 years' experience in manufacturing & distribution industries and has been responsible for restructuring several businesses and the establishment of a number of successful food/manufacturing plants along with the establishment of regional distribution networks.

14. CAPITAL STRUCTURE OF ASBH BEFORE AND AFTER THE ACQUISITION

Current Capital Structure:

Class of Shares	Outstanding
Ordinary Shares	1,484,554,391
Preference Shares	30,403,000

Post-Acquisition Capital Structure:

It is anticipated that 14,695,025 ordinary shares will be issued to Accepting Shareholders in the Offer. The resulting capital structure will be as follows:

Class of Shares	Outstanding
Ordinary Shares	1,499,249,416
Preference Shares	30,403,000

Ten Largest Shareholders:

The ten largest shareholders of ASBH are expected to remain unchanged as a result of this transaction. The 10 largest shareholders of ASBH as at December 31, 2024 are listed in the table below:

#	Shareholder	Volume	% Ownership (Current)	% Ownership (Post-Acquisition)
1	Seprod Limited	751,660,016	50.63%	50.14%
2	Musson Investments Limited	143,988,213	9.70%	9.60%
3	Stony Hill Capital Limited	113,601,608	7.65%	7.58%
4	Michael Anthony Conyers	90,103,014	6.07%	6.01%
5	Richard Pandohie	65,826,147	4.43%	4.39%
6	Sportswear Producers Ltd	47,880,813	3.23%	3.19%
7	Gerard Bruce Conyers	47,878,649	3.23%	3.19%
8	Caribprop Limited	41,074,270	2.77%	2.74%
9	Thomas Tyler	23,505,971	1.58%	1.57%
10	Wave Trading Limited	23,484,595	1.58%	1.57%

15. RISK FACTORS ASSOCIATED WITH THE OFFER

I. Regulatory Approvals

The issuance of Consideration is subject to obtaining necessary approvals from regulatory authorities, which introduces a level of uncertainty and potential delay. Regulatory bodies may impose conditions, require additional disclosures, or reject applications based on compliance or market concerns. Any failure to secure timely approval could adversely impact the ASBH's ability to complete the share issuance which is the consideration under this Offer.

II. Market Risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates and interest rates. Market risk is monitored by the Group treasury department which monitors the price movement of financial assets on the local and international markets.

There has been no recent change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

III. Currency Risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. It is also the risk that the Group will be able to source sufficient amounts of various currencies to fund its operations.

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Trinidad and Tobago dollar, the Barbados Dollar, the Guyanese Dollar, the United States Dollar and others. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

The Group manages its foreign exchange risk by monitoring currency positions. The Group further manages this risk by maximizing foreign currency earnings and holding foreign currency balances.

The Group has certain investments in foreign operations, the net assets of which are exposed to foreign currency translation risk. The Group also has trade and financial liabilities denominated in hard currency. Currency exposure arising from the net assets of the Group's foreign operations and its hard currency liabilities exposes the Group (and companies within the Group) to foreign exchange risk.

IV. Liquidity Risk

Apart from Inventories, Trade Receivables and amounts due from related parties are amongst the highest contributors to the nominal value of the ASBH's current assets. Thus, should payments from major customers be unexpectedly delayed, this could ultimately impact the Company's cash flows and its ability to meet financial obligations. Notwithstanding this, the Group has enforced strategies to mitigate this risk which includes, but is not limited to, placing restrictions on the amounts extended to each customer while monitoring these exposures on an ongoing basis.

V. Business Risk

ASBH's business relies heavily on consumer preferences and tastes, which may often shift to other alternatives in unpredictable ways. Consequently, the failure to satisfy the evolving needs of the consumer could negatively impact the Company's profitability.

VI. Climate Risk

Natural disasters, changing weather patterns and unfavorable weather affecting Trinidad and Tobago, such as hurricanes and earthquakes, may severely impact economic activity in Trinidad and Tobago and by extension, the future profitability of the Group. The properties from which ASBH carries on business are susceptible to loss or damage by fire, hurricane, earthquake, flood and other perils.

VII. Supplier Risk

The successful operation of the Group is contingent upon its ability to maintain its distribution relationships with key suppliers and to secure the products distributed through supplier arrangements. Should these relationships become terminated or impaired, the Group's profits would suffer in the short to medium-term while it takes steps to identify other suppliers.

VIII. Operational Risk

ASBH is also subject to the risk of loss resulting from disruptions to its business, inadequate or failed internal processes, people and systems or from external events (including severe weather, other acts of God or social unrest). These also include systematic risk (including risk of accounting errors, failure to procure adequate insurance coverage, and compliance failures), legal risk and reputational risks. The Directors consider that the Company is prudent and that it insures itself against some (but not all) of these risks. It may not be feasible for the Company to insure itself in respect of all of the risks mentioned, because no coverage may be available, or it may not be economical to do so.

IX. Litigation Risks

In the course of the Group's operations, any member of the Group may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions. The outcome with respect to these potential future proceedings would be difficult to predict and may be determined in a manner adverse to the Group (or any member(s) of the Group) and, as a result, could have a material adverse effect on the assets, liabilities, business, financial condition and financial performance of the Group (or member(s) of the Group). Even if the Group (or member of the Group) prevails in any such legal proceeding, the proceedings could be costly which could have a material adverse effect on the cash flows, financial condition or financial performance of the Group (or any member(s) of the Group) and its/their ability to make distributions to shareholders.

X. Return on Investment and Cash Distributions are Not Guaranteed

The Group's cash flow is dependent on the ability of its Subsidiaries to pay dividends. Should the Subsidiaries opt not to make distributions to its shareholders, or should future distributions by the Subsidiaries be lower in amount than historically made, the change may have a material adverse effect on the Company's financial performance and its ability to distribute dividends.

There can be no assurance regarding the amount of cash flow and income to be generated by the Group's shareholding in its Subsidiaries. The ability of the Group to make cash distributions to shareholders, and the actual amount distributed, will be entirely dependent on whether it will receive dividends from its Subsidiaries in the future.

XI. Potential Volatility of Share Prices

The market price for the ordinary shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Group's control, including the following: (i) actual or anticipated fluctuations in the Group's quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to the Group; (iv) addition or departure of the Group's executive officers, directors and other key personnel; (v) release or expiration of lock-up or other transfer restrictions on outstanding shares or securities convertible into shares; (vi) sales or perceived sales of additional shares or securities convertible into shares; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Group or its competitors; and (viii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Group's industry or target markets.

Another factor that may influence the market price of the ordinary shares is the annual yield on the shares. An increase in market interest rates may lead purchasers of shares to demand a higher annual yield, which accordingly could materially adversely affect the market price of the shares.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of public entities and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such entities. Accordingly, the market price of the shares may decline even if the Group's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the Group's environmental and governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in limited or no investment in the shares by those institutions, which could materially adversely affect the trading price of the shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, the Group's operations could be materially adversely impacted and the trading price of the Shares may be materially adversely affected.

XII. Reliance on Key Personnel

The management and governance of the Group depend on the services of certain key personnel, including certain executive officers and the directors.

The management and governance of the Group depends upon the performance of certain key personnel including executive officers, directors and managers, among others.

The loss of the services of certain key personnel could have an adverse effect on the Group's business operations. If the Group is unable to retain and attract certain key personnel, it may not be able to implement its strategies and, accordingly, its business may be negatively impacted.

The Group can mitigate this risk by investing in our employees, maintaining our reputation as an employer of choice, continuously recruiting talented personnel, and ensuring robust succession planning.

XIII. Dilution

The number of shares that ASBH is authorized to issue is unlimited. The Board may, in its sole discretion, issue additional shares from time to time and from time to time uses equity as consideration in acquisitions. When new shares are issued, the interests of shareholders may be diluted.

16. ASBH's INTENTION WITH RESPECT TO CPJ

ASBH does not intend to modify CPJ's business or CPJ's arrangements with its employees following completion of the transaction contemplated by the Offer.

ASBH does not intend to change the emoluments of the directors of CPJ following the completion of the transaction contemplated by the Offer.

ASBH does not intend to seek the delisting of CPJ.

17. MANAGEMENT DISCUSSION AND ANALYSIS

ASBH Q3 year-to-date Performance (January-September 2024)

These results are being expressed in TT$.

For the year to date, there was growth in revenue of $433.0 million (24.1%) against the prior year, while gross profits increased by $154.2 million (33.3%). The Group generated an operating profit of $144.1 million versus $154.0 million in the prior year, a decrease of $9.9 million (6.4%). If compared net of the impact of the non-recurring gain in 2023, operating profit of $144.1 million would be $12.7 million higher than the prior year.

Profit before tax closed at $92.3 million compared to $116.3 million in the prior year, a reduction of $24.0 million. This was driven by higher finance costs in 2024 ($12.9 million), reversal of the medical plan liability in 2023 ($22.6 million) and reduction in income from an Associate investment in 2024 ($1.1 million). If adjusted for the reversal of the medical plan liability in 2023, the profit before tax in 2023 would be $93.7 million, 1.5% higher than the current year.

Profit after tax for the period was $48.7 million, a $35.0 million (41.8%) reduction compared to the prior year, and in addition to the aforementioned issues, there is also the impact of higher effective tax rate incurred by the Group in 2024.

As described further in the notes to the interim unaudited consolidated financial statements, the Group has consolidated the results of CPJ from the date of acquisition of its interest in that company to the reporting date.

18. ADDITIONAL INFORMATION ON ASBH

(i)

The share capital of ASBH	Ordinary shares – 1,484,554,391 Preference shares – 30,403,000

Amount (if any) of the above capital which consists of redeemable preference shares.	None
The earliest date on which ASBH has power to redeem these shares.	Not applicable
Names, descriptions and	Paul B. Scott Chairman
addresses of directors or proposed directors.	Ithaca, St. Andrew, Jamaica Nicholas Scott Director High Rock, St. Andrew, Jamaica Melanie Subratie Director 19 - 21 Farringdon Drive, Kingston 6, St. Andrew, Jamaica Richard Pandohie Director 39 Dewsbury Avenue, Kingston 6, St. Andrew, Jamaica Michael Conyers Director Fernandes Industrial Centre, Warehouse 23, Eastern Main Road, Laventille, Trinidad and Tobago Brian Wynter Director 2 Bracknell Close, Kingston 6, Jamaica Geoffrey Gordon Director 24 Mon Repos Road, Cascade Trinidad and Tobago
Ownership by Directors	1. Paul B Scott (Chairman) Nil 1,050,324,10 - connected persons 7 90,103,014 2. Michael Anthony Conyers Nil 3. Melanie Subratie

	- connected persons 1,021,439,864 4. Richard Pandohie 65,826,147 5. Nicholas Scott Nil - connected persons 19,231,313 6. Geoffrey Charles Gordon Nil 7. Brian Wynter Nil
The right of voting at meetings of ASBH conferred by, and the rights in respect of	The ordinary shares issued by ASBH carry the right to vote at meetings of ASBH and the right to receive any ordinary share dividends declared by the board of directors.
capital and dividends attached to, the two classes of shares issued by ASBH respectively.	The outstanding preference shares do not carry the right of voting at meetings of ASBH but do carry the right to dividends declared in respect of the preference shares by the board of directors.
Number of amount of shares and debentures agreed to be issued as fully or partly paid up otherwise than in cash.	No debentures. In relation to ASBH shares, as detailed in Section 7 above.
The consideration for the intended issue of those shares and debentures.	As detailed in Section 7 above.

Number, description and amount of any shares or debentures which any person has or is entitled to be given an option to subscribe for, or to acquire from a person to whom they have been allotted or agreed to be allotted with a view to his offering them for sale	None
Period during which option is exercisable	Not applicable
Price to be paid for shares or debentures subscribed for or acquired under option.	Not applicable
Consideration for option or right to option	Not applicable
Persons to whom option or right to option was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures.	Not applicable

Names and addresses of vendors of property purchased or acquired, or proposed to be purchased or acquired by ASBH except where the contract for its purchase or acquisition was entered into in the ordinary course of the business intended to be carried on by ASBH or the amount of the purchase money is not material.	All such contracts were entered into in the normal course of ASBH's business.
Amount (in cash, shares or debentures) paid or payable to each separate vendor.	Not applicable
Amount (if any) paid or payable (in cash, shares or debentures) for any such property specifying the amount (if any) or payable for goodwill.	Not applicable Not applicable

Short particulars of any transaction relating to such property which was completed within the two preceding years and in which any vendor to the company or any person who is, or was at the time thereof, a promoter, director or proposed director of the company had any interest direct or indirect.	
Amount (if any) paid or payable as commission for subscribing or agreeing to subscribe or procuring or agreeing to procure	None Not applicable Not applicable Not applicable
subscriptions for any shares or debentures in the company; or	Not applicable Not applicable Not applicable Not applicable

Rate of the commission The number of shares, if any which persons have agreed for a commission to subscribe absolutely. Estimated amount of preliminary expenses. By whom those expenses have been paid or are payable. Amount paid or intended to be paid to any promoter Consideration for the payment Any other benefit given or intended to be given to any promoter Consideration for giving of benefit	
Dates of, parties too, and general nature of every material contract (other than contracts entered into in the ordinary course of	All such contracts were entered into in the normal course of ASBH’s business.

business intended to be carried on by the company or entered into more than two years before the date of this Offer Circular).	
Time and place at which the contracts or copies thereof may be inspected.	n/a
Names and addresses of the auditors of ASBH.	PricewaterhouseCoopers 11-13 Victoria Avenue, Port of Spain, Trinidad
Full particulars of the nature and extent of the interest of every director in the promotion of or in the property proposed to be acquired by the company, or where the interest of such a director consists in being a partner in a firm, the nature and extent of the interest of the firm, with a statement of all sums paid or agreed to be paid to him or to the firm in cash or shares, or otherwise, by any person either to induce him to become or to	Not applicable

qualify him as a director, or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the company.	
Signatures of the persons above named as directors or proposed directors or of their agents authorized in writing.	See paragraph 14 below.

(ii) The audited financial statements for ASBH as at December 31, 2023 are attached at Schedule 4

(iii) ASBH's profit and loss statements for 2019, 2020, 2021, 2022 and 2023 are reproduced at Schedule 5.

(iv) ASBH's unaudited financial statements for the nine-month period ended September 30, 2024, are reproduced at Schedule 5.

(v) There is no information known to ASBH that indicates any material change in the financial position or prospects of the company since the date of the last published interim or annual financial statement of the company.

(vi) ASBH hereby confirms that it has included herein such information as is required for inclusion in a statement in lieu of prospectus as prescribed by the Companies Act.

19. ACCEPTANCES AND WITHDRAWALS

Method of Acceptance

This Offer may be accepted in the manner set out in Schedule 3.

All documents sent by or to a holder of Shares shall be at the risk of such holder.

The Offeror shall bear the costs in respect to the transfer of the Shares and the allotment of the ASBH shares pursuant to this Offer including the JSE cess, JCSD fees, its stockbroker's fees and any other charges resulting from the acceptance of the Offer ASBH shall have the right in its sole discretion to reject any acceptances it determines may be unlawful under the law of any jurisdiction. Neither ASBH nor any person acting on behalf of ASBH shall be required to notify any holder of Shares of any deficiency in any of the documents required to be delivered. ASBH has the right in its sole discretion to waive (or not waive) any such deficiencies without notice to or consent of any person, subject to applicable law. Any determination by ASBH with respect to the terms and conditions of the Offer shall be binding on all parties.

<u>Agreements of Accepting Shareholders</u>

This Offer may only be accepted in the manner stated in Schedule 3, with no deletions or substitutions. By submitting an application to accept the Offer as provided for in Schedule 3, the Accepting Shareholder irrevocably undertakes, represents, warrants and agrees to and with ASBH the following terms and conditions, namely:

a. that the submission of the application constitutes a binding and irrevocable acceptance of the Offer and proper legal form of transfer in respect of the number of Shares stated therein, subject to the terms and conditions set forth in this Offer Circular;

b. that the holder will cause the Shares in respect of which the Offer is accepted to be transferred to ASBH together with all rights attaching thereto but free from all liens, charges, encumbrances and equitable interests;

c. that the submission of the application constitutes an irrevocable authority and request to CPJ to procure the registration of ASBH or its nominee as owner of the relevant Shares, or if applicable to such holder's stockbroker (or a stockbroker appointed by ASBH) or other appropriate person to transfer or procure the transfer of the relevant Shares from such holder's account in the JCSD to the account or sub-account of ASBH or its nominee, and further constitutes the secretary of CPJ or any director or authorised agent of ASBH as such holder's attorney to complete all or any form(s) of transfer and/or other documents and to do all such acts and things in such holder's name and on such holder's behalf to procure the transfer and registration of such Shares into the name of ASBH or its nominee, and the holder agrees to ratify all such acts and things;

d. that the holder will execute any necessary instruments and do all such acts and things as shall be necessary or expedient to vest in ASBH or its nominee, the Shares in respect of which the holder's acceptance relates;

e. to sell the number of Shares specified or deemed to be sold in the application on the terms of and subject to the conditions set out in this Offer Circular;

f. to accept the applicable Consideration, subject to applicable withholdings and deductions as provided herein, as payment in full for the Shares tendered;

h. that the Offer is made solely on the basis of the information and statements made and subject to the terms and conditions set out in this Offer Circular;

i. that ASBH may send at the holder's risk all correspondence and accompanying documents to the address given in the application for mail delivery or, in ASBH's sole discretion, to the address of the holder as shown in the Register of Members of CPJ;

j. that any document which is posted in accordance with the provisions hereof shall be deemed to have been paid or delivered to the holder on the date of posting;

k. from the date on which the application is submitted, not to vote any of the Shares in respect of which the Offer is accepted or any other securities, rights, warrants or other interests issued, transferred or distributed on or in respect of such Shares on or after the date of this Offer Circular (such securities, rights, warrants and other interests being the "Other Securities") at any meeting (whether annual, extraordinary or otherwise) of holders of Shares or Other Securities and not to exercise any or all of the other rights or privileges attached to all instruments of proxy, authorisations or consents in respect of any or all of the Shares or Other Securities; and to designate in any such instruments of proxy the person or persons specified by ASBH as the proxy of such holder; upon such appointment, all prior proxies given by such holder with respect thereto shall be revoked and no subsequent proxies may be given by such person with respect thereto;

l. that all questions as to the validity, form, eligibility (including timely receipt) and acceptance of any Shares deposited pursuant to this Offer will be determined by ASBH in its sole discretion, and such holder agrees that such determination shall be final and binding; ASBH reserves the absolute right to reject any and all acceptances that it determines not to be in proper form or that, in ASBH's opinion, may be unlawful to accept under the laws of any jurisdiction, and the absolute right to waive any defect or irregularity in the deposit of any Shares or application in accordance with Schedule 3; there shall be no obligation on ASBH or any other party to give notice of any defects or irregularities in any deposit and no liability shall be incurred by any of them for failure to give any such notice; and

m. that ASBH's interpretation of the terms and conditions of the Offer and this Offer Circular will be final and binding.

Withdrawals

Shares deposited pursuant to the Offer may be withdrawn at any time until the expiration of 7 days from the Opening Date, and thereafter may not be withdrawn. ASBH hereby gives notice to the shareholders of CPJ that the Offer becomes unconditional on the Closing Date and the Offer will not be open for acceptance beyond the Closing Date. For the avoidance of any doubt, the Offer is not conditional upon any minimum number of shares being deposited.

20. MISCELLANEOUS

This Offer Circular constitutes the entire offer made by ASBH.

Each holder of Shares, by accepting the Offer, acknowledges that there has been no inducement to accept the Offer by any representation or promise made by ASBH or any other person by or on behalf of ASBH, other than contained in or referred to in this Offer Circular.

Where a holder of Shares accepting the Offer:
(a) has less than 35.23 Shares, or
(b) has a balance of less than 35.23 Shares remaining after the Offer Price of 10 ASBH shares for every 35.23 Shares is applied to such holder's total number of Shares,
ASBH shall for that balance of less than 35.23 shares, pay such holder a price of J$10.50 per Share PROVIDED ALWAYS THAT THE TOTAL CASH PAYMENT TO ANY SUCH HOLDER OF SHARES SHALL NOT EXCEED **J$367.50.**

The Offer is conditional on all regulatory approvals required for ASBH to execute the Offer being obtained by the Closing Date and there being no order or other action of a court or regulatory body preventing ASBH from executing the Offer explicitly on the terms provided for in this Offer Circular. Such terms include, but are not limited to, acquiring the Shares which are the subject of the Offer, issuing new ordinary shares in ASBH as the Offer Price therefor and limiting the acquisition of Shares to the maximum number stated above. The Offer is also conditional on no action being instituted or threatened by any person that causes, or in the reasonable opinion of ASBH can cause, an order or other action described in this paragraph to occur.

If the purchase of the Shares contemplated by the Offer is not completed, all physical documents requested from shareholders in this Offer Circular to facilitate their acceptance of the Offer, shall be returned to the applicable shareholders within 14 days of the Closing Date.

No person has been authorised to give any information or make any representation on behalf of ASBH not contained in this Offer Circular and, if given or made, that information or representation must not be relied upon as having been authorised.

This Offer Circular includes certain forward looking statements; these statements are not historical facts and may include statements about current or anticipated outcomes, beliefs and expectations that may never occur. You should be aware that the potential outcomes of the Offer and other transactions and other matters referred to in this Offer Circular are subject to a number of risk factors that may result in materially different outcomes than those contemplated or described in this Offer Circular, including, but not limited to, that the Offer may not be timely completed, if at all and that other circumstances may change. ASBH is not obliged to, and disclaims any intent to, update these forward-looking statements.

The failure of any person to receive a copy of this Offer Circular shall not invalidate any aspect of this Offer.

All statements made in this Offer Circular are made as of the date of this Offer Circular, unless otherwise stated. ASBH is not obliged to, and disclaims any intent to, update any such statements, except as required by applicable law.

This Offer Circular and all contracts resulting from acceptance of the Offer shall be governed by and construed in accordance with the laws of Jamaica.

Yours faithfully,
Signed for and on behalf of
A. S. Bryden & Sons Holdings Limited and each of its directors
by

Name: Nicholas A. Scott
Position: Director

SCHEDULE 1

DEFINITIONS

In this Offer Circular, except where the context otherwise requires, the following expressions shall have the following meanings:

ASBH	A. S. Bryden & Sons Holdings Limited, a company incorporated under the laws of Trinidad & Tobago with registered office located at 1 Ibis Avenue, San Juan, Trinidad
ASBH shares	Ordinary shares in the capital of ASBH
Associate	In relation to a person "X", means any person controlling, controlled by, or under common control with, X.
Accepting Shareholder	Means CPJ shareholders who accept the Offer in respect of any or all of their Shares.
CPJ	Caribbean Producers (Jamaica) Limited, a company incorporated in Jamaica whose registered office is located at Shop #14, Montego Freeport Shopping Centre, Montego Freeport, St. James, Jamaica
IPO	Take-Over Bid Tender Offer
J$	Means the lawful currency of Jamaica.
Jamaica Take-Over Code	Means the Securities (Take-Overs and Mergers) Regulations and the General Principles relating to Take-Overs and Mergers contained in Appendix 1 of the Jamaica Stock Exchange's Main Market Rules.
JCSD	Means the Jamaica Central Securities Depository Limited.
JSE	Means the Jamaica Stock Exchange located at 40 Harbour Street, Kingston, Jamaica.
Offer Circular	Means this Take-Over Bid Offer Circular.
Shares	Means the ordinary shares of no par value issued by CPJ.
Trinidad & Tobago Take-Over Code	Securities Industry (Take-Over) By Laws, 2005

SCHEDULE 2
RESTRICTED JURISDICTIONS

1. **The Offer is not, and shall not be deemed to be, effective in, and shall be deemed not to be an offer in, any jurisdiction where the making of the Offer would be illegal**. Shares deposited by, or on behalf of, residents of any Restricted Jurisdiction will be rejected.

2. The making of the Offer in, or to persons resident in or citizens of, jurisdictions outside Jamaica, or to persons who are custodians, nominees or trustees for residents of jurisdictions outside Jamaica, may be affected by the laws of the relevant jurisdictions. Holders of Shares not resident in Jamaica should inform themselves about and observe any applicable legal requirements. It is the responsibility of any person outside Jamaica wishing to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdictions in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

3. If any person forwards the Offer Circular or any related document in, into or from any of the Restricted Jurisdictions or uses the mail service or any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or electronic mail) of interstate or foreign commerce of, or any facilities of a national securities exchange of any of the Restricted Jurisdictions in connection with such forwarding, such person should: (i) forthwith inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this Schedule 2.

4. A holder of Shares may be deemed NOT to have properly and validly accepted the Offer if:

   (i) such holder's address on the application to accept the Offer is an address in any Restricted Jurisdiction; or

   (ii) any document relevant to the acceptance of the Offer received from such holder is received in an envelope postmarked in, or which otherwise appears to ASBH or its agents to have been sent from, any Restricted Jurisdiction.

5. Each holder of Shares by whom or on whose behalf an application to accept the Offer is submitted, irrevocably undertakes and agrees with, and represents and warrants to, ASBH (so as to bind him, his personal representatives, heirs, successors and assigns) that:

   (a) the Offer Circular has not been mailed or otherwise distributed or sent (directly or indirectly) in, into, or from any Restricted Jurisdiction;

   (b) such holder is not a resident of any Restricted Jurisdiction;

   (c) in connection with the Offer, there has been no use, directly or indirectly by or on behalf of such holder, of the mail service, or other means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or electronic mail or any electronic publication or advertisement) of foreign or interstate commerce, or any facility of a national securities exchange of any Restricted Jurisdiction;

   (d) such holder was not in any Restricted Jurisdiction when any document relating to the acceptance of the Offer was sent and at the time of accepting the Offer in respect of the Shares to which such form relates;

   (e) in respect of the Shares to which the acceptance of the Offer relates, such holder is not an agent or fiduciary acting for a principal, unless such agent or fiduciary is an authorised employee of such principal or such principal has given any instructions with respect to the Offer from outside any Restricted Jurisdiction;

   (f) if such holder is a citizen, resident or national of a jurisdiction other than Jamaica and other than any Restricted Jurisdiction, such holder has observed the laws of all relevant jurisdictions, obtained all requisite governmental, exchange control and other required consents, complied with all requisite formalities and paid any issue, transfer or other taxes or other requisite payments due from such holder in connection with such acceptance in any jurisdiction, and that such holder has not taken or omitted to take any action which will or may result in ASBH or any other person acting in breach of the legal or regulatory requirements of any such jurisdictions in connection with the Offer or such holder's acceptance thereof; and

   (g) such holder will indemnify and keep ASBH and its Associates, and representatives fully indemnified in respect of the consequences of any breach of any of the undertakings, agreements, representations and warranties set out above.

SCHEDULE 3
OFFER APPLICATION PROCESS

OPTION I - INDIVIDUAL & INDIVIDUALS WITH JOINT ACCOUNTS & COMPANIES

Mayberry Clients

Mayberry Clients with existing online access can apply by following the steps immediately below. Mayberry Clients who have not signed up for online access will first need to sign up (see steps further below) and then apply for the Offer after the online account has been successfully created.

How to apply for the IPO:

1. Go to https://www.mayberryinv.com and click **SIGN IN** in the upper right corner.
2. Enter your credentials (registered email address and password) and enter the One Time Password sent to your email click **Sign In**.
3. Click the **Offer** option from the menu on the left side of the page.
4. Click on the **Apply** button for the Offer.
5. Select the bond and click the **Apply** button.
6. Select your Mayberry account, complete the application form, and click **Review Application**.
7. Review the displayed application details and tick the checkboxes at the end of the page. You will need to click on the **form** link and agree to the conditions and tick the last checkbox.
8. Click the **Submit Application** button.
9. For joint accounts, the joint account holder(s) will receive an email with a link to click to confirm the application so it can be fully submitted.

Special Note:

i. **The application process will only be considered complete for joint accounts when all holders have verified the application.**

ii. **Please ensure that all minors are flagged during the application for joint account holders. Once flagged, minors will not receive the email link to verify.**

iii. Offering is limited to Existing CPJ Ordinary Stockholders as at the Record Date only

How to sign up:

1. Go to https://www.mayberryinv.com and click **SIGN UP** in the upper right corner.
2. Click on the **Already Have An Account** link.
3. Select the type of account (Individual) and enter the requested details on record at Mayberry, then click **Next**.
4. Enter the email address and phone number on record for your Mayberry account, create your password and click **Sign Up**.
5. If all your entered details match with the details on record at Mayberry, you will be prompted to enter the One Time Password sent to your email.
6. You may now apply for the Offering using the above steps.

OPTION II – INDIVIDUALS, INDIVDUALS WITH JOINT ACCOUNTS & COMPANIES

Mayberry Clients

Mayberry Clients with existing online access can apply by following the steps immediately below:

How to apply for the Offer:

1. Go to https://ipo.mayberryinv.com/mi-ipo and enter your TRN
2. Click the **Send OTP** button (a one time password will be sent to your email address).
3. Enter the **OTP code** to login to the application
4. Click on the **Primary Account(s)** dropdown to select your account then click **Next**.
5. Select the **Offer** then click **Next**.
6. Enter the **Quantity of Shares** or **Nominal Amount** then click Next
7. Review the application details, click the relevant checkboxes then click **Finish**
8. **Ensure the correct email is provided for the primary and joint account holders (if applicable)**
9. A copy of the application receipt will be sent to your email address. An email will be sent to all adult joint account holders (if applicable) to verify the application.

Special Note:

i. The application process will only be considered complete for joint accounts when all holders have verified the application.

ii. **Please ensure that all minors are flagged during the application for joint account holders. Once flagged, minors will not receive the email link to verify**

iii. **Offering is limited to Existing CPJ Ordinary Stockholders as at the Record Date only**

OPTION III – Non-Mayberry Clients

I. Brokers with Electronic Platform

Please contact your Broker to get the details to complete and submit your electronic application.

II. Brokers with No Electronic Platform (Mayberry's MI-IPO platform will be used to process applications)

III.

Non-Mayberry Clients can apply via a link that will be provided by your broker. Please follow the steps below to create the application:

How to apply for the IPO:

1. Contact your broker for the link to access the application
2. Enter your **Name** and **Email address**
3. Click the **Send OTP** button (a one time password will be sent to your email address).
4. Enter the **OTP code** to login to the application
5. Enter information for the **Company** or **Primary**
6. Primary with Joint Account holders, joint account information will be automatically defaulted
7. Select the **bond** then click **Next**.
8. Enter the **Quantity of Secured Bonds** or **Nominal Amount** then click Next
9. Review the application details, click the relevant checkboxes then click **Finish**
10. A copy of the application receipt will be sent to your email address. An email will be sent to all adult joint account holders (if applicable) to verify the application.

Special Note:

i. **The application process will only be considered complete for joint accounts when all holders have verified the application.**

ii. **Please ensure that all minors are flagged during the application for joint account holders. Once flagged minors will not receive the email link to verify the application**

iii. Offering is limited to Existing CPJ Ordinary Stockholders as at the Record Date only

SCHEDULE 4

ASBH's AUDITED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023

A.S. Bryden and Sons Holdings Limited

Consolidated Financial Statements

31 December 2023

(Expressed in Trinidad and Tobago Dollars)

Contents

A.S. Bryden and Sons Holdings Limited

Statement of Management's Responsibilities

Management is responsible for the following:

Preparing and fairly presenting the accompanying consolidated financial statements of A.S. Bryden and Sons Holdings Limited ("the Group"), which comprise the consolidated statements of financial position as 31 December 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the year ended 31 December 2023, and notes, comprising material accounting policy information and other explanatory information;

- Ensuring that the Group keeps proper accounting records;
- Selecting appropriate accounting policies and applying them in a consistent manner;
- Implementing, monitoring and evaluating the system of internal control that assures security of the Group's assets, detection/prevention of fraud, and the achievement of the Group's operational efficiencies;
- Ensuring that the system of internal control operated effectively during the reporting period;
- Producing reliable financial reporting that complies with laws and regulations, including the Companies Act; and
- Using reasonable and prudent judgement in the determination of estimates.

In preparing these audited consolidated financial statements, management utilised International Financial Reporting Standards, as issued by the International Accounting Standards Board and adopted by the Institute of Chartered Accountants of Trinidad and Tobago ("IFRS Accounting Standards"). Where IFRS Accounting Standards presented alternative accounting treatments, management chose those considered most appropriate in the circumstances.

Nothing has come to the attention of management to indicate that the Group will not remain a going concern for the next twelve months from the reporting date, or up to the date the accompanying consolidated financial statements have been authorised for issue, if later.

Management affirms that it has carried out its responsibilities as outlined above.

Richard Pandohie	Bernadette Sammy
Chief Executive Officer	Chief Financial Officer
2 April 2024	2 April 2024

Independent auditor's report

To the Shareholders of A.S. Bryden and Sons Holdings Limited

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of A.S. Bryden and Sons Holdings Limited (the Company) and its subsidiaries (together 'the Group') as at 31 December 2023, and their consolidated financial performance and their consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

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 *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

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

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Our audit approach

Overview

- Overall group materiality: TT$25.6 million, which represents 1% of revenue.

The Group audit included:

- the full scope audit of four subsidiaries which were deemed to be individually financially significant components, all located in Trinidad and Tobago.
- an audit of specific account balances in two other components and limited procedures in all other entities.

Key audit matters:

- Goodwill impairment
- Valuation of the post-employment benefit asset

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The following components were deemed to be individually financially significant and were subject to full scope audits:

- A.S. Bryden and Sons (Trinidad) Limited
- Bryden pi Limited
- FT Farfan Limited
- Micon Marketing Limited

The Group audit engagement team was the auditor for these four components and the two components subject to an audit of specific account balances. Other components were the subject of limited audit procedures.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Our audit approach (continued)

Materiality (continued)

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

Overall Group materiality	TT$25.6 million
How we determined it	1% of revenue
Rationale for the materiality benchmark applied	We chose revenue as the benchmark because, in our view, it is the most stable benchmark against which the performance of the Group is measured by users, and is a generally accepted benchmark. We chose 1% which is within a range of acceptable benchmark thresholds.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above TT$1.2 million, as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Key audit matters

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

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Goodwill impairment *Refer to notes 2(e), 4 and 14 to the consolidated financial statements for disclosures of related accounting policies and balances.*	
As at 31 December 2023, the Group carried a significant amount of goodwill amounting to TT$68 million. In line with IAS 36 - Impairment of Assets, management performs an annual impairment assessment of goodwill. The recoverable amount of each cash generating unit (CGU) is calculated as the higher of the value-in-use (VIU) and fair value less costs of disposal (FVLCOD). Management determined the recoverable amount by reference to the VIU which was derived using a discounted expected cash flow approach where management makes significant judgements on certain key inputs and assumptions, including discount rates and growth rates. We focused on this area because of the significant level of judgment required in arriving at the key assumptions used in management's impairment assessment.	Our approach to addressing the matter, with the assistance of our internal expert, involved the following procedures, amongst others: • obtained an understanding of the methods used by management to perform its goodwill impairment assessment and assessed whether they were in compliance with IAS 36; • recalculated the weighted average cost of capital (WACC) used to discount the expected cash flows and evaluated those rates against observable market-based inputs and our knowledge of the economic environment; • assessed the assumptions including the growth rate by reference to historical performance of the CGU and relevant external economic industry data; • tested the mathematical accuracy of management's impairment calculations; and • compared management’s future cash flow forecasts used in the impairment calculation to those approved by the Board of Directors as part of the annual budgeting process and strategic plans. Based on the results of the procedures performed, management's goodwill impairment assessment conclusion was not unreasonable.

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Valuation of the post-employment benefit asset *Refer to notes 2(n) and 16 to the consolidated financial statements for disclosures of related accounting policies and balances.*	
The Group sponsors a defined benefit pension plan. As at 31 December 2023, the Group reported on the consolidated statement of financial position, a net post-employment benefit asset of TT$27.2 million, which represents 1.2% of total assets, comprising plan assets valued at TT$261.0 million and an obligation of TT$233.8 million. The valuation of the net post-employment benefit asset requires significant levels of judgement and technical expertise in determining appropriate assumptions. Changes in key assumptions could have a material impact on the calculation of the net pension asset including: ● discount rates; ● mortality rates; and ● salary increases. Management utilises an independent external actuary to perform certain calculations with respect to the estimated obligations. The pension assets consist of financial investments held at fair value, which are based on a range of inputs. While many of the inputs can be obtained from readily available observable market prices and rates, certain securities are based on modelled prices as observable market data is limited. In these instances, management is required to make significant judgments due to the complexity in the valuation model estimates resulting in high estimation uncertainty risk. We focused our audit efforts in this area due to the degree of estimation uncertainty involved in determining the valuation of the post-employment benefit plan assets and the defined benefit obligation of the post-employment benefit plan.	Our approach to addressing the matter, with the assistance of our internal actuarial experts, involved the following procedures, amongst others: Assessed the independence and competence of the actuaries used by management to calculate the pension obligation. Tested the key assumptions for the defined benefit pension obligation for the current period as follows: • compared the discount rates used by management to the yield of a Government of Trinidad and Tobago bond of a similar tenor; • compared mortality rates to relevant publicly available statistics for Trinidad and Tobago; • on a sample basis, tested the completeness and accuracy of the employee data used in the actuarial calculation by comparing it to personnel files; and • compared salary increases to historical increases, taking into account the current economic climate as well as terms specified in the existing trade union agreements. For investments which were valued using a valuation model: • evaluated the assumptions, methodologies and models used by the Group; • tested the significant inputs relating to yield, prices and valuation, on a sample basis, to external sources where available and compared to similar transactions in the marketplace; and • recalculated the valuation for a sample of • modelled securities. Based on the results of the procedures performed, the valuation of the post-employment benefit asset was not unreasonable.

Other information

Management is responsible for the other information. The other information comprises the A.S. Bryden and Sons Holdings Limited Annual Report 2023 (but does not include the consolidated financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated 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 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 financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the A.S. Bryden and Sons Holdings Limited Annual Report 2023, 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 consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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.

Auditor’s responsibilities for the audit of the consolidated financial statements (continued)

- 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 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated 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 auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s 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.

The engagement partner on the audit resulting in this independent auditor’s report is Roshni Senike.

PricewaterhouseCoopers

Port of Spain
Trinidad, West Indies
2 April 2024

A.S. Bryden and Sons Holdings Limited

Consolidated Statement of Comprehensive Income
For the year ended December 31, 2023
(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Notes	Year ended 31 December 2023 $'000	Period ended 31 December 2022 $'000
Revenue	5	2,563,833	1,253,758
Direct expenses	6	(1,898,845)	(895,771)
Gross profit		664,988	357,987
Administration and other operating expenses	6	(441,319)	(247,725)
Net impairment losses on trade receivables	6	(4,420)	(4,176)
Other income		396	341
Operating profit		219,645	106,427
Finance costs	8	(53,926)	(23,597)
Share of results of associate	15	47	1,272
Profit before taxation		165,766	84,102
Taxation	9	(25,936)	(14,455)
Net profit		139,830	69,647
Other comprehensive Income, net of taxes			
Items that will not be reclassified to profit or loss –			
Re-measurements of post-employment benefits, net of tax	16	22,608	(7,641)
		22,608	(7,641)
Total comprehensive income		162,438	62,006
Net profit is attributable to:			
Stockholders of the Company	10	128,766	65,367
Non-controlling interest		11,064	4,280
		139,830	69,647
Total comprehensive income is attributable to:			
Stockholders of the Company		150,495	57,916
Non-controlling interest		11,943	4,090
		162,438	62,006
Earnings per Stock Unit attributable to Stockholders of the Company – Basic and Diluted	10	$0.09	$0.05

The notes on pages 13 to 71 are an integral part of these consolidated financial statements.

A.S. Bryden and Sons Holdings Limited

Consolidated Statements of Financial Position

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Note	As at 31 December 2023 $'000	2022 $'000
Assets			
Non-current assets			
Property, plant and equipment	12	272,996	255,455
Right of use assets	13	69,416	77,297
Intangible assets	14	230,124	239,909
Investment in associate	15	15,590	15,269
Post-employment benefit asset	16	27,249	29,091
Deferred tax assets	24	69,553	90,681
		684,928	707,702
Current assets			
Inventories	17	673,678	590,435
Trade and other receivables	18	667,707	532,889
Taxation recoverable		12,658	588
Cash and bank balances		147,604	126,719
		1,501,647	1,250,631
Liabilities			
Current liabilities			
Trade and other payables	19	527,958	379,578
Borrowings	22	226,012	129,742
Lease obligations	13	13,945	12,200
Loan due to parent	23	11,906	–
Taxation payable		5,444	29,075
		785,265	550,595
Net current assets		716,382	700,036
		1,401,310	1,407,738
Equity attributable to stockholders of the Company			
Share capital	20	387,600	387,600
Preference shares	20	123,340	123,340
Capital reserves	21	94,900	94,900
Retained earnings/(accumulated deficit)		65,606	(41,545)
		671,446	564,295
Non-controlling interests		48,521	38,468
		719,967	602,763
Non-current liabilities			
Post-employment benefit obligations	16	18,131	76,142
Borrowings	22	512,043	563,574
Lease obligations	13	60,788	69,348
Deferred tax liabilities	24	90,381	95,911
		681,343	804,975
		1,401,310	1,407,738

The notes on pages 13 to 71 are an integral part of these consolidated financial statements.

Approved for issue by the Board of Directors of A.S. Bryden and Sons Holdings Limited on 2 April 2024 and signed on its behalf by:

Paul B. Scott Director

Richard Pandohie Director

A.S. Bryden and Sons Holdings Limited

Consolidated Statement of Changes in Equity

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Attributable to Stockholders of the Company					Non-controlling Interests	Total
	Share capital $'000	**Preference shares $'000**	**Capital reserve $'000**	**Retained Earnings/ (Accumulated deficit) $'000**	**Sub-total $'000**	**$'000**	**$'000**
Balance at 01 January 2023	387,600	123,340	94,900	(41,545)	564,295	38,468	602,763
Profit for the year	--	--	--	128,766	128,766	11,064	139,830
Re-measurement of post-employment benefits	--	--	--	21,729	21,729	879	22,608
Total comprehensive income	387,600	123,340	94,900	108,950	714,790	50,411	765,201
Transactions with owners:							
Dividend paid to non-controlling interest	--	--	--	--	--	(1,890)	(1,890)
Ordinary dividends declared by the Company (Note 11)	--	--	--	(35,020)	(35,020)	--	(35,020)
Preference dividends declared by the Company (Note 11)	--	--	--	(8,324)	(8,324)	--	(8,324)
Balance at 31 December 2023	387,600	123,340	94,900	65,606	671,446	48,521	719,967
At 9 May 2022	--	--	--	--	--	--	--
Profit for the 7 month period	--	--	--	65,367	65,367	4,280	69,647
Re-measurement of post-employment benefits	--	--	--	(7,451)	(7,451)	(190)	(7,641)
Total comprehensive income	--	--	--	57,916	57,916	4,090	62,006
Transactions with owners:							
On amalgamation (Note 25)	--	--	94,900	(79,293)	15,607	30,690	46,297
Change in composition of Group	--	--	--	--	--	1,204	1,204
Issue of preference shares (Note 25)	--	123,340	--	--	123,340	--	123,340
Issue of ordinary shares subsequent to amalgamation (Note 25)	285,600	--	--	--	285,600	--	285,600
Issue of shares as consideration for the acquisition of subsidiary (Note 25)	102,000	--	--	--	102,000	--	102,000
Issue of shares to non-controlling interest	--	--	--	--	--	2,484	2,484
Ordinary dividends declared by the Company (Note 11)	--	--	--	(17,500)	(17,500)	--	(17,500)
Preference dividends declared by the Company (Note 11)	--	--	--	(2,668)	(2,668)	--	(2,668)
Balance at 31 December 2022	387,600	123,340	94,900	(41,545)	564,295	38,468	602,763

The notes on pages 13 to 71 are an integral part of these consolidated financial statements.

A.S. Bryden and Sons Holdings Limited

Consolidated Statement of Cash Flows

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Notes	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Cash flows from operating activities			
Net profit after taxation		139,830	69,647
Items not affecting cash resources:			
Depreciation	12, 13	41,794	21,700
Amortisation of intangible assets	14	9,785	3,936
Expenses recognised on post-employment benefit assets	7, 16	9,295	6,981
Expenses recognised on post-employment benefit obligations	7, 16	(20,613)	6,522
Loss/(gain) on disposal and other adjustments of property, plant and equipment	12	694	(1,826)
Share of results of associate, net of tax	15	(47)	(1,272)
Taxation expense	9	25,936	14,455
Interest expense	8	53,926	23,597
		260,600	143,740
Changes in operating assets and liabilities:			
Inventories		(83,245)	(210,182)
Trade and other receivables		(134,815)	(104,530)
Trade and other payables		156,025	46,318
Cash from/(used in) operations		198,565	(124,654)
Employer contributions to post-employment benefit plans	16	(12,548)	(12,356)
Taxation paid		(55,532)	(30,964)
Cash from/(used in) operating activities		130,485	(167,974)
Cash flows from investing activities			
Purchase of property, plant and equipment	12	(47,547)	(16,414)
Proceeds on disposal of property, plant and equipment		2,038	5,593
Cash on acquisition of subsidiary	25	--	14,237
Cash (used in)/from investing activities		(45,509)	3,416
Cash flows from financing activities			
Borrowings received	22	475,538	555,240
Borrowings repaid	22	(430,799)	(89,237)
Cash on acquisition of Group		--	255,620
Lease obligations		(13,452)	(6,084)
Issue of shares by a subsidiary		--	2,484
Repurchase of shares		--	(394,489)
Ordinary dividends paid by the Company		(31,238)	(3,772)
Preference dividends paid by the Company		(8,324)	(2,668)
Ordinary dividends paid by a subsidiary		(1,890)	(2,220)
Interest paid on borrowings		(53,926)	(23,597)
Cash (used in)/from financing activities		(64,091)	291,277
Increase in cash and cash equivalents		20,885	126,719
Opening cash and cash equivalents		126,719	--
Closing cash and cash equivalents		147,604	126,719

The notes on pages 13 to 71 are an integral part of these consolidated financial statements.

1 **Principal activities and operations**

A.S. Bryden and Sons Holdings Limited ("the Company") is a holding company incorporated and domiciled in the Republic of Trinidad and Tobago, and has its registered office at 1 Ibis Avenue, San Juan. The Company is the result of an amalgamation between Bryden Group Limited (incorporated 9 May 2022) and the surviving entity, A.S. Bryden and Sons Holdings Limited. It commenced operations on 6 June 2022 being the date that these entities came under common control (Note 24).

The Company and its subsidiaries are collectively referred to as "the Group".

Effective 6 June 2022, Seprod Limited acquired a majority shareholding in the Company. Seprod Limited is incorporated and domiciled in Jamaica and is publicly listed on the Jamaica Stock Exchange.

The Company's subsidiaries, its associate, their principal activities, their countries of incorporation and domicile and their percentage ownership (wholly owned unless otherwise indicated) are as follows:

Subsidiaries	**Principal activity**	**Country of Incorporation and Domicile**
Anthony A Pantin Limited	Dormant	Trinidad and Tobago
A.S. Bryden & Sons Insurance Limited	General insurance agency	Trinidad and Tobago
A.S. Bryden & Sons (Trinidad) Limited, and its subsidiaries	Sale of consumer products	Trinidad and Tobago
-ASB Business Solutions Limited	Dormant	Trinidad and Tobago
-Eve Products Limited	Dormant	Trinidad and Tobago
Asset Rentals Limited	Dormant	Trinidad and Tobago
Bryden pi Limited (owned 90%), and its subsidiaries	Sale of pharmaceutical and consumer products	Trinidad and Tobago
-Bpi Genethics Limited	Manufacture and sale of pharmaceutical products	Trinidad and Tobago
-Bpi Guyana Limited (owned 51%)	Sale of pharmaceutical and consumer products	Guyana
Bryden Properties Limited	Dormant	Trinidad and Tobago
FT Farfan Limited, and its subsidiary	Sale of industrial equipment	Trinidad and Tobago
-Ibis Construction Equipment Sales & Rental Limited (owned 75%)	Sale of industrial equipment	Guyana
Franco Trading & Distribution Limited	Packaging and sale of consumer products	Trinidad and Tobago
Ibis Acres Ltd.	Investments in real estate	Trinidad and Tobago
Micon Holdings Limited, and its subsidiaries*	Investments	St. Lucia
-Micon Marketing Limited	Sale of consumer products	Trinidad and Tobago
-Facey Trading Ltd (owned 75%)	Sale of consumer products	St. Vincent
Premium Brands Limited	Dormant	Trinidad and Tobago

Associate	**Principal activity**	**Country of Incorporation and Domicile**
Armstrong Healthcare Inc. (49% owned by Bryden Pi Limited)	Sale of pharmaceutical products	Barbados

1 **Principal activities and operations (continued)**

* Effective 1 November 2022, the Company acquired 100% of the shareholding in Micon Holdings Limited, with the consideration being the issue of new shares (Note 24). This acquisition by the Company diluted Seprod Limited's shareholding in the Company from 60% to 54%.

2 **Material accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

a. *Basis of preparation*

(i) *Compliance with IFRS*

The consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards. IFRS Accounting Standards comprise the following authoritative literature:

- IFRS Accounting Standards
- IAS® Standards
- Interpretations developed by the (IFRS) Interpretations Committee (IFRIC® Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC® Interpretations).

(ii) *Historical cost convention*

The consolidated financial statements have been prepared under the historical cost convention, except for the measurement of land and buildings at revalued amount and defined benefit pension plan assets measured at fair value.

The preparation of financial statements in conformity with IFRS Accounting Standards 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 consolidated financial statements are disclosed in Note 4.

New and amended standards adopted by the Group

Certain new standards, interpretations and amendments to existing standards have been published that became effective during the current financial period. The Group has assessed the relevance of all such new standards, interpretations and amendments and has concluded that the following are relevant to its operations:

- Definition of accounting estimates – amendments to IAS 8

This amendment clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The importance of the distinction is that changes in accounting estimates are applied prospectively to future transactions and other future events, while changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period. The amendments had no impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 **Material accounting policies (continued)**

a. *Basis of preparation (continued)*

(ii) *Historical cost convention (continued)*

- Deferred tax related to assets and liabilities arising from a single transaction – amendments to IAS 12

This amendment requires companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendment applies to lease arrangements entered into by the Group as a lessee and requires that the Group recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with right-of-use assets and lease liabilities. The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. The amendments resulted in changes to the disclosures relating to deferred tax assets arising on lease liabilities and deferred tax liabilities arising on right of use assets as further disclosed in Note 24.

- Disclosure of accounting policies – Amendments to IAS 1 and IFRS Practice Statement 2.

The amendments resulted in the revision of accounting policy disclosures to remove accounting policies not meeting the definition of 'material' according to the Standard.

New standards, interpretations and amendments to existing standards that are not yet effective and have not been early adopted

Certain amendments to accounting standards have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Group. These amendments are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

b. *Basis of consolidation*

Consolidation of subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2 **Material accounting policies (continued)**

b. *Basis of consolidation (continued)*

Consolidation of subsidiaries (continued)

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary includes the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Intercompany transactions, balances and unrealised gains and losses on transactions between the Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Loans to subsidiaries that are intended to provide subsidiaries with a long-term source of additional capital are considered additions to the Company's investment. Accordingly, these loans are included in Investment in Subsidiaries on the Company's statement of financial position.

Transactions with non-controlling interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 **Material accounting policies (continued)**

b. *Basis of consolidation (continued)*

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in retained earnings attributable to owners of the Company. When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 Material accounting policies (continued)

c. *Revenue and income recognition*

Sales of goods

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group. No significant element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice.

Revenue is recognised at a point in time when control of the goods has been established – being when the goods are delivered to the customer, the customer has full discretion over the channel and price to sell the goods and there is no unfulfilled obligation that could affect the customer's acceptance of the goods.

Delivery occurs when the goods have been transported to a specific predetermined location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered, at which point in time the consideration is deemed unconditional and only the passage of time is required before the payment is due.

Interest income

Interest income on bank accounts with financial institutions is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

2 **Material accounting policies (continued)**

d. *Foreign currency translation*

Items included in the financial statements of each of the Group's entities are measured using the currency of primary economic environment in which the entity operates, referred to as the functional currency. The functional currency of each entity is the same as its presentation currency. The consolidated financial statements are presented in Trinidad and Tobago dollars, which is the Company's functional currency.

The foreign exchange differences arising from the translation of the results and financial position of the Group's entities that have a functional currency other than Trinidad and Tobago dollars are recognised in other comprehensive income. Such exchange differences are recognised in profit or loss where the related Group entity is sold or partially sold.

Foreign currency transactions are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from such transactions and from the translation of foreign currency monetary assets and liabilities at the year-end exchange rates are recognised in profit or loss.

Translation differences resulting from changes in the amortised cost of foreign currency monetary assets are recognised in profit or loss. Other changes in the fair value of financial investments are recognised in other comprehensive income. Translation differences on non-monetary financial investments are reported as a component of the fair value gain or loss in other comprehensive income.

e. *Property, plant and equipment*

Land and buildings are initially recorded at cost and are subsequently shown at fair market value based on triennial (or earlier) valuations by external independent valuers, less subsequent depreciation of buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount. Increases in carrying amounts arising on revaluation are credited to other comprehensive income and shown in capital reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged to other comprehensive income and debited against capital reserve; all other decreases are charged to profit or loss.

All other items of property, plant and equipment continue to be carried at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting 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. Land is not depreciated. The expected useful lives of other assets are as follows:

2 **Material accounting policies (continued)**

e. *Property, plant and equipment (continued)*

Buildings	40 – 50 years
Plant, equipment and furniture	3 – 10 years
Motor vehicles	4 years

Leasehold improvements are depreciated at the lower of useful life and life of the lease.

Useful lives and residual values are assessed annually.

Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining profit. These are included in profit or loss. When revalued assets are sold, it is group policy to transfer any amounts. included in other reserves in respect of those assets to retained earnings.

Repairs and maintenance expenditure is charged to profit or loss during the financial period in which it is incurred.

f. *Intangible assets*

Goodwill

Goodwill is recorded at cost and represents the excess of the fair value of the consideration paid over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Supplier relationships, trade names and brands

Supplier relationships, customer relationships, trade names and brands obtained by the Group in a business combination are recognised at fair value at the acquisition date. These intangible assets are deemed to have a finite useful life, and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the carrying values over their estimated useful lives. The expected useful lives are as follows: Supplier relationships - 12 years; Customer relationships – 14 years; Trade names - 20 years; and Brands - 10 to 15 years. Amortisation of intangible assets is included in administration and other operating expenses in the statement of comprehensive income.

g. *Impairment of non-financial assets*

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 Material accounting policies (continued)

h. *Financial assets*

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income);
- and those to be measured at amortised cost.

The classification depends on the business model used for managing the financial assets and, in respect of debt instruments, the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income (OCI). For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date, being the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

Amortised cost: Debt instruments held for the collection of contractual cash flows, where those represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in the statement of comprehensive income using the effective interest rate method. Any gains or losses arising on derecognition are recognised directly in profit or loss. Impairment losses are presented as a separate line in the statement of comprehensive income.

FVOCI: Debt instruments that are held for the collection of contractual cash flows and for the selling of financial assets, where the asset’s cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income and impairment gains and losses are recognised in profit or loss. When the debt instrument is derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

2 Material accounting policies (continued)

h. *Financial assets (continued)*

Measurement (continued)

Interest income from these financial assets is included in the statement of comprehensive income using the effective interest rate method. Any gains or losses arising on derecognition are recognised directly in profit or loss. Impairment losses are presented as a separate line in the statement of comprehensive income.

FVPL: Debt instruments that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. Gains and losses on such instruments are recognised in profit or loss in the period in which they arise.

<u>Equity instruments</u>

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

Application of the General Model to financial assets other than trade receivables

Under this model, the Group assesses, on a forward-looking basis, the expected credit losses (ECL) associated with its debt instruments carried at amortised cost and at fair value through other comprehensive income. The ECL will be recognized in profit or loss before a loss event has occurred. The measurement of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes. The probability-weighted outcome considers multiple scenarios based on reasonable and supportable forecasts. The impairment amount represents the single best outcome; the time value of money; and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The impairment model uses a three-stage approach based on the extent of credit deterioration since origination:

Stage 1 – 12-month ECL applies to all financial assets that have not experienced a significant increase in credit risk since origination and are not credit impaired. The ECL will be computed using a 12-month PD – the probability of default occurring over the next 12 months.

Stage 2 – When a financial asset experiences a significant increase in credit risk subsequent to origination but is not credit impaired, it is considered to be in Stage 2. This requires the computation of ECL based on lifetime PD – the probability of default occurring over the remaining estimated life of the financial asset. Provisions are higher in this stage because of an increase in risk and the impact of a longer time horizon being considered compared to 12 months in Stage 1.

Stage 3 – Financial assets that have an objective evidence of impairment are included in this stage. Similar to Stage 2, the allowance for credit losses will continue to capture the lifetime ECL.

2 **Material accounting policies (continued)**

h. *Financial assets (continued)*

The Group uses judgement when considering the following factors that affect the determination of impairment:

Assessment of significant increase in credit risk

To assess whether the credit risk on a financial asset has increased significantly since origination, the Group compares the risk of default occurring over the expected life of the financial asset at the reporting date to the corresponding risk of default at origination, using key risk indicators that are used in the Group's existing risk management processes. At each reporting date, the assessment of a change in credit risk will be individually assessed for those considered individually significant. This assessment is symmetrical in nature, allowing credit risk of financial assets to move back to Stage 1 if the increase in credit risk since origination has reduced and is no longer deemed to be significant.

Macroeconomic factors, forward looking information and multiple scenarios

The Group applies an unbiased and probability weighted estimate of credit losses by evaluating a range of possible outcomes that incorporates forecasts of future economic conditions. Macroeconomic factors and forward looking information are incorporated into the measurement of ECL as well as the determination of whether there has been a significant increase in credit risk since origination. Measurements of ECLs at each reporting period reflect reasonable and supportable information at the reporting date about past events, current conditions and forecasts of future economic conditions.

Expected life

When measuring ECL, the Group considers the maximum contractual period over which the Group is exposed to credit risk. All contractual terms are considered when determining the expected life, including prepayment options and extension and rollover options. For certain revolving credit facilities that do not have a fixed maturity, the expected life is estimated based on the period over which the Group exposed to credit risk and where the credit losses would not be mitigated by management actions.

Application of the Simplified Approach to trade receivables

For trade receivables other than those deemed specifically impaired, the Group applies the simplified approach which requires that the impairment provision is measured at initial recognition and throughout the life of the receivables using a lifetime ECL. As a practical expedient, a provision matrix is utilised in determining the lifetime ECLs for trade receivables. The lifetime ECLs are determined by taking into consideration historical rates of default for each category of aged receivables as well as the estimated impact of forward-looking information.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December 2022 or 1 January 2022, respectively, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

2 Material accounting policies (continued)

i. *Inventories*

Inventories are stated at the lower of cost or net realisable value, cost being determined using the weighted average cost method. The cost of finished goods and work in progress includes cost of raw materials used, direct labour and an appropriate proportion of overhead expenses. The cost of merchandise for resale are determined after deducting rebates and discounts, using weighted average cost method. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of selling expenses.

j. *Trade receivables*

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment (Note 2h). Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

k. *Borrowings and borrowing costs*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

2 **Material accounting policies (continued)**

k. *Borrowings and borrowing costs (continued)*

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.
Investment income earned on the temporary investment of specific borrowings, pending their expenditure on qualifying assets, is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

l. *Provisions*

Provisions for legal claims are recognised 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 recognised 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. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures 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. The increase in the provision due to passage of time is recognised as interest expense.

m. *Leases*

As lessee, the Group mainly leases various warehouses and retail stores. Rental contracts are typically made for fixed periods of 1 to 10 years, but may have extension options which are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

2 Material accounting policies (continued)

m. *Leases (continued)*

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

n. *Income taxes*

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

2 **Material accounting policies (continued)**

n. *Income taxes (continued)*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

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 consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

o. *Employee benefits*

Pension obligations

Defined benefit plan

The Group operates a defined benefit plan, the assets of which are generally held in a separate trustee-administered fund. A defined benefit plan is a pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation.

The amount recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the statement of financial position date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

2 **Material accounting policies (continued)**

o. *Employee benefits (continued)*

Pension obligations (continued)

Defined benefit plan (continued)

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality Government of Trinidad and Tobago bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plan

The employees of the Group also participate in an Individual Retirement Scheme operated by an independent insurance Company. The Group makes fixed contributions to the scheme for participating employees. The Group has no obligation for the benefits provided under the scheme as these are payable by, and accounted for by the insurance Company. Accordingly, the Group recognises a cost equal to its contributions payable in respect of each accounting period in the statement of comprehensive income.

Other post-employment benefits

The Group provides post-employment healthcare benefits to its retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

During the reporting period the Group undertook various amendments to the post-retirement medical plan including insuring future claims under the plan, as well as a curtailment of company sponsorship for any new member enrolling after December 31, 2023. Under the new terms of the plan, retirees meeting the previously stipulated minimum service period will now be required to opt into the plan, select a benefits package and cover their own cost of insurance premiums.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2 **Material accounting policies (continued)**

o. *Employee benefits (continued)*

Profit share scheme

The Group recognises a liability and an expense for bonuses, based on a formula that takes into consideration the profit attributable to the Company's equity holders after certain adjustments.

Short term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

p. *Ordinary share capital*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds. Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors.

q. *Preference shares*

Preference shares are classified as equity as, under the terms of the preference shares, the company has no cash obligation. Dividend distribution to preference shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors.

r. *Segment reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Management Committee (EMC) that guides strategic decisions and which is led by the Chief Executive Officer. As further described in Note 4 *'Critical accounting estimates and judgments in applying accounting policies*' Management has concluded that there is only one reportable segment within the Group, *'Distribution of consumer products'* and as such only entity-wide segment disclosures will be made as all other reportable segment data is already disclosed within the primary statements and notes to the consolidated financial statements.

3 Financial risk management

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

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. The Board has established committees/departments for managing and monitoring risks, as follows:

Central treasury department

The central treasury department is responsible for managing the Group's financial assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Group. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units.

Audit committee

The Audit Committee was constituted following the Amalgamation of the Company as described further in Note 25. The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. As at the reporting date, the Audit Committee had undertaken to commence the process for establishment of Internal Audit. The Internal Audit function will initially be outsourced to a suitably qualified external expert while the Group works to develop internal capability in this area. Internal Audit will undertake both regular and ad hoc reviews of risk management controls and procedures, the result of which will be reported to the Audit Committee.

3 **Financial risk management (continued)**

The carrying values of the Group's financial instruments are as follows:

	31 December 2023 $'000	31 December 2022 $'000
Financial assets		
At cost or amortised cost –		
Trade receivables (Note 18)	570,585	446,910
Other receivables	83,079	78,620
Due from affiliates (Note 18)	1,155	2,257
Cash and bank balances	147,604	126,719
	802,423	654,506
Financial liabilities		
At cost or amortised cost –		
Trade payables (Note 19)	370,147	288,087
Other payables	101,859	57,485
Dividends payable	17,510	13,728
Due to affiliate	4,572	15,588
Loan due to parent	11,906	--
Lease obligation (Note 13)	74,733	81,548
Borrowings (Note 22)	738,055	693,316
	1,318,782	1,149,752

The Group is exposed to credit risk, liquidity risk and market risk. Market risk includes currency risk, interest rate and other price risk.

a. *Credit risk*

The Group takes on exposure to credit risk, which is the risk that its customers, clients or counterparties will cause a financial loss for the Group by failing to discharge their contractual obligations. Credit risk is the most important risk for the Group's business; management therefore carefully manages its exposure to credit risk. Credit exposures arise principally from the Group's receivables from customers and its holdings of investments. The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to a single counterparty or groups of related counterparties and industry segments.

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 financial institution.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The executive committee has established a credit policy under which each customer is analysed individually for creditworthiness prior to the Group offering them a credit facility. Credit limits are assigned to each customer, which represents the maximum credit allowable without approval from the Board. Customer credit risk is monitored according to their credit characteristics such as whether it is an individual or company, industry, aging profile, and previous financial difficulties. The Group has procedures in place to restrict customer orders if the order will exceed their credit terms. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group on a prepayment basis.

3 **Financial risk management (continued)**

a. *Credit risk (continued)*

To measure expected credit losses, trade receivables are grouped by customer sector (based on shared risk characteristics) as well as by aging buckets. Lifetime expected credit losses are determined by taking into consideration historical rates of default for the totals of each customer segment of aged receivables as well as the estimated impact of forward looking information.

The ageing analysis of trade receivables is as follows:

	31 December 2023				
	Within 60 days	**61 to 90 days**	**91 to 120 days**	**> than 120 days**	**Total**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Trade receivables (Note 18)	368,973	71,632	39,351	111,895	591,851
Average expected loss rates	**%**	**%**	**%**	**%**	**%**
	0.00%	0.01%	0.29%	18.89%	3.59%
Provision for credit losses	5	5	114	21,142	21,266

	31 December 2022				
	Within 60 days	**61 to 90 days**	**91 to 120 days**	**> than 120 days**	**Total**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Trade receivables (Note 18)	242,857	133,792	27,434	73,154	477,237
	%	**%**	**%**	**%**	**%**
Average expected loss rates	0.39%	0.36%	6.60%	37.02%	6.35%
Provision for credit losses	949	487	1,810	27,081	30,327

3 **Financial risk management (continued)**

a. *Credit risk (continued)*

The movement in the provision for impairment of trade receivables is as follows:

	2023 $'000	**2022 $'000**
Opening balance	30,327	--
On amalgamation (Note 25)	--	23,084
On acquisition of subsidiary	--	5,140
Provided during the period	4,420	4,176
Amounts written off during the year	(7,315)	--
Unused amounts reversed	(6,166)	(2,073)
Closing balance	21,266	30,327

The creation and release of provision for impaired receivables have been included in "net impairment gains and losses on trade receivables" in profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The majority of the Group's trade receivables are receivable from customers in Trinidad and Tobago.

b. *Liquidity risk*

Liquidity risk is the risk that the Group is 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, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Liquidity risk management process

The Group's liquidity management process, as carried out within the Group and monitored by the central treasury department, includes: (i) monitoring future cash flows and liquidity on a daily basis. This incorporates an assessment of expected cash flows and the availability of high grade collateral which could be used to secure funding if required; (ii) maintaining a portfolio of highly marketable and diverse assets 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; and (v) managing the concentration and profile of debt maturities.

3 **Financial risk management (continued)**

b. *Liquidity risk (continued)*

Liquidity risk management process (continued)

Undiscounted contractual cash flows of financial liabilities

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

	Within 1 year $'000	1 to 5 Years $'000	Over 5 years $'000	Total $'000
	31 December 2023			
Borrowings (Note 22)	248,885	626,446	3,675	879,006
Loan due to Parent	11,906	--	--	11,906
Lease obligation (Note 13)	18,073	46,056	84,295	148,424
Trade and other payables (Note 19)	511,598	--	--	511,598
	790,462	672,502	87,970	1,550,934
	31 December 2022			
Borrowings (Note 22)	171,691	451,569	241,712	864,972
Lease obligation (Note 13)	14,408	77,607	64,278	156,293
Trade and other payables (Note 19)	374,888	--	--	374,888
	560,987	529,176	305,990	1,396,153

Assets available to meet all of the liabilities and to cover financial liabilities include cash and investments.

c. *Market risk*

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates and interest rates. Market risk is monitored by the Group treasury department which carries out extensive research and monitors the price movement of financial assets on the local and international markets. Market risk exposures are measured using sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group is exposed to foreign exchange risk arising from currency exposures, primarily with respect to the US dollar, Euro and Pound Sterling and the Guyanese dollar. Foreign exchange risk arises primarily from transactions for purchases and sales and financing activities.

3 Financial risk management (continued)

c. *Market risk (continued)*

The statement of financial position for the Group includes the following:

	2023 $'000	2022 $'000
Aggregate net foreign liabilities denominated in United States dollars	394,313	331,301
Aggregate net foreign liabilities denominated in Guyanese dollars	60,881	28,068
Other currencies (Euros, Pounds Sterling, Eastern Caribbean dollars)	12,370	--
Aggregate net foreign assets denominated in United States dollars	77,547	--
Aggregate net foreign assets denominated in Guyanese dollars	139,375	75,575
Other currencies (Euros, Pounds Sterling, Eastern Caribbean dollars)	27,237	12,697

The Group manages its foreign exchange 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 maximising foreign currency earnings and holding foreign currency balances.

The following table indicates the effect on profit before taxation (there is no effect on other items of equity) arising from changes in foreign exchange rates. The sensitivity analysis represents outstanding foreign currency denominated monetary items and adjusts their translation at the year-end based on management's assessment of the possible change in foreign exchange rates. The sensitivity was primarily as a result of foreign exchange gains and losses on translation of trade receivables, cash, payables and borrowings.

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Effect on profit before taxation -		
US dollar		
1% devaluation (December 2023 – 0.3%)	(21,477)	(3,313)
1% revaluation (December 2023 – 0.3%)	21,477	3,313
Euro		
2% devaluation (December 2023 – 1.2%)	765	778
2% revaluation (December 2023 – 1.2%)	(765)	(778)
Pound Sterling		
5% devaluation (December 2023 – 5%)	--	(14)
5% revaluation (December 2023 – 5%)	--	14
Eastern Caribbean Dollar		
1% devaluation (December 2023 – 0.1%)	(55)	(14)
1% revaluation (December 2023 – 0.1%)	55	14
Guyanese dollar		
1% devaluation (December 2023 – 0%)	(1)	(281)
1% revaluation (December 2023 – 0%)	1	281

3 **Financial risk management (continued)**

c. *Market risk (continued)*

Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose the Group to cash flow interest risk, whereas fixed interest rate instruments expose the Group to fair value interest risk.

The Group's interest rate risk policy requires it to manage interest rate risk by maintaining an appropriate mix of fixed and variable rate instruments. The policy also requires it to manage the maturities of interest bearing financial assets and interest bearing financial bearing liabilities.

The Group's interest rate risk arises from long term borrowings and other debt instruments. The sensitivity of the profit or loss is the effect of the assumed changes in interest rates on profit before taxation based on floating rate borrowing and other debt instruments. The sensitivity of other components of equity is calculated by revaluing fixed rate investments for the effects of the assumed changes in interest rates.

The following table indicates the sensitivity to a reasonably possible change in interest rates in respect of Trinidad and Tobago dollar and United States dollar denominated instruments, with all other variables held constant, on profit before taxation and other components of equity.

Type of borrowings	Change in basis points	Effect on Profit before Taxation	Effect on Other Components Equity
12 months ended December 2023	**December 2023**	**December 2023 $'000**	**December 2023 $'000**
Variable rate borrowings	100	(1,910)	--
Variable rate borrowings	-100	1,910	--

Type of borrowings	Change in basis points	Effect on Profit before Taxation	Effect on Other Components of Equity
9 May 2022 to 31 December 2022	**December 2022**	**December 2022 $'000**	**December 2022 $'000**
Variable rate borrowings	100	(2,833)	--
Variable rate borrowings	-100	2,833	--

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 is not exposed to equity price risk as it does not hold investments classified either as available-for-sale or at fair value through profit or loss.

At the reporting date, the Group had no significant exposure to price risk.

3 **Financial risk management (continued)**

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, and to maintain an optimal capital structure to reduce the cost of capital. It also includes monitoring any metrics and key performance indicators that are the subject of external obligations including debt covenants. Capital includes long and short term borrowings, interest bearing preference share capital and ordinary share capital.

Covenants relating to debt versus EBITDA, interest cover and working capital, attach to certain of the Group's secured debt instruments, and are reported monthly (actual and projected values) as part of the performance assessment process. No defaults were noted during the year/period, in relation to external debt covenants.

The Board of Directors also monitors the return on capital, which the Group defines as net operating income excluding non-recurring items, divided by total stockholders' equity as well as the level of dividends declared and paid to stockholders.

The Group's gearing ratio at the reporting date was as follows:

	31 December	
	2023	**2022**
	$'000	**$'000**
Total borrowings (Note 22)	738,055	693,316
Less cash and cash equivalents	(147,604)	(126,719)
Net debt	590,451	566,597
Borrowings (Note 22)	738,055	693,316
Interest bearing preference share capital (Note 20)	123,340	123,340
Ordinary share capital (Note 20)	387,600	387,600
	1,248,995	1,204,256
Gearing	47.27%	47.05%

e. *Fair value estimates*

Fair values of financial instruments re-measured at their fair value after initial recognition

At 31 December 2023 (2022: nil), the Group had no financial instruments re-measured at their fair value after initial recognition.

Fair values of financial instruments not re-measured at fair value after initial recognition

The following methods and assumptions have been used in determining fair values for instruments not re-measured at their fair value after initial recognition:

The face value, less any estimated credit adjustments, 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, trade and other receivables (Note 18) and payables (Note 19) and short term borrowings (Note 22).

3 Financial risk management (continued)

e. *Fair value estimates (continued)*

Fair values of property

The Group measures its land and buildings at fair value on a triennial basis. Management, through an independent valuation expert used the income capitalisation approach to determine the fair value of all of the land and buildings. This method takes into consideration a number of factors that require estimation and judgement. The key factors include: estimation of rental income; determination of a capitalisation factor; and determination of the discount rate.

The Group classifies its land and buildings in Level 3 due to the unobservable inputs used in the determination of fair value for those assets. As at 31 December 2023, the carrying values of land and buildings classified as level 3 amounted to $180,284,000 (2022: $181,450,000).

In assessing the likelihood of a requirement for fair value adjustments relating to properties, management considers whether there were any material changes in the following inputs:
- The nature, condition or use of properties held by the Group;
- The commercial markets in which the Group operates and which affect the Group;
- The operations of the Group;
- Borrowing terms available to the Group;
- Local property tax rules;
- Local and regional real estate markets metrics.

The fair value of property held by the Group is considered relatively insensitive to fluctuations in the factors listed above with the exception of local and regional real estate market metrics, to which property fair values are assessed as moderately sensitive. Reliable estimations of fair value impairments if any, cannot be made without the involvement of expert valuators. Based on the reviews performed, management has concluded that the carrying values of properties approximated their fair values at the reporting date.

4 Critical accounting estimates and judgments in applying accounting policies

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements 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.

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 recognises 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 the income tax and deferred tax provisions in the period in which such determination is made.

Post-employment benefit obligations

The present value of the pension and other post-employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (or income) for post-employment benefits include the discount rate. Any changes in these assumptions will impact the carrying amount of post-employment benefit obligations. The Group determines the appropriate discount rate at the end of each year.

4 Critical accounting estimates and judgments in applying accounting policies (continued)

Post-employment benefit obligations (continued)

This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the post-employment benefit obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related obligation. Other key assumptions for post-employment benefit obligations are based in part on current market conditions. Sensitivity disclosures in relation to changes in assumptions are disclosed in Note 16.

Fair value of property

Land and buildings are carried at fair value. The Group uses independent professional valuers to value its land and buildings triennially. These fair values are derived using the income capitalisation approach, which takes into consideration a number of factors, primarily the estimation of rental income; determination of a capitalisation factor; and determination of the discount rate. Rental rates of the subject properties are adjusted to reflect the market rent for properties of similar size, location and condition. The higher the rental rate the higher the fair value. The higher the capitalisation rate the lower the fair value.

The Group's approach to assessing the fair value of properties and sensitivity to unobservable inputs is described above at Note 3e.

Purchase consideration in a business combination

Purchase consideration in a business combination is measured at fair value at acquisition date. The fair value is derived using applicable valuation techniques depending on the instruments that comprise the consideration paid. The Group issued preference shares as part of the consideration paid in the amalgamation discussed at Note 25, and recorded the fair value of the preference shares at acquisition date. A 1% increase or decrease in the underlying valuation parameter being the United States dollar yield curve relating to similar instruments, would result in a fair value loss of $15,915,000 or fair value gain of $21,451,000.

Goodwill

The Group test annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2(f). The assessment of goodwill impairment involves the determination of the value in use. Determination of value in use involves the estimation of future cash flows from the business taking into consideration the growth rates and the discount rate. Any changes in these variables would impact the value in use calculations.

Goodwill impairment is determined as the higher of fair value less costs of disposal and value in use.

A 1% increase in the discount rates and a 1% reduction in revenue growth would not result in an impairment of goodwill.

4 **Critical accounting estimates and judgments in applying accounting policies (continued)**

Business combinations

Business combinations are accounted for using the acquisition method regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group measured at fair value
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

The Group determines the identifiable assets and liabilities using the Purchase Price Allocation method. Under this method, the Group makes the estimates about future cash flows which are derived based on factors such as revenue growth, future margins, attrition rates and discount rates in determining the fair values of intangible assets.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity
  over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

4 Critical accounting estimates and judgments in applying accounting policies (continued)

Business combinations under common control

The Groups enters into restructuring transactions from time to time for a variety of reasons, such as group simplifications or in preparation for an IPO. This might involve moving businesses (underlying trade and assets) or subsidiaries (equity investments) within a group. Transactions where the ultimate parent controls the subsidiary being transferred both before and after the transaction, and control is not transitory, are treated as common control transactions.

For common control transactions involving a new company and existing entities, where the new company is inserted as intermediate parent of an existing entity that is a business, the pre-combination carrying amounts of the identified acquirer are included in the New Co's consolidated financial statements with no fair value uplift.

No new goodwill is recorded. Any difference between the cost of the transaction and the carrying value of the net assets is recorded in equity.

The acquirer's consolidated financial statements include the acquired entity's full-year results (including comparatives), or the results from the date when the entity joined the group, where such a date is later.

Segment reporting

While the Group comprises various operating entities trading in various industries (Distribution of consumer goods; Distribution of hardware and houseware goods; Distribution of healthcare goods and; Distribution of industrial equipment and lubricants), these activities are all considered to be Distribution services and accordingly, the EMC and Chief Executive Officer review the performance of the business on this basis i.e. at the overall Group level and does not consider disaggregated results. Primary performance metrics are revenue, gross profits, gross margins and earnings before interest, tax, depreciation and amortisation ("EBITDA") which are examined on a consolidated basis in the context of the Group's strategic and operating plans.

Strategy and operational planning and risk management occur at a consolidated level. While entity level plans are accumulated into the overall Group outlook, the approach to goal setting and development of targets is to establish these at a consolidated level and ensure that the aggregated results of business units align. For ongoing monitoring, emphasis is placed on the overall Group result against plan, and while there is discussion of the performance of entities within the Group, this is framed in the context of the achievement of Group targets.

The chief operating decision maker views this approach to performance management as most suited to the Group, since the primary business of the Group remains distribution albeit in various markets and industries. Management has therefore concluded that the Group has only one reportable segment, "*Distribution of consumer products"*.

5 Business segments

The Group has one reportable segment, *'Distribution of consumer products',* however, revenue from external customers is generated from the sale of goods and services of varying types. Similar products and services have been grouped together and revenue for the period disclosed below. No single customer accounted for a significant portion of sales for the period.

	Year ended 31 December 2023 $'000	**9 May 2022 to 31 December 2022 $'000**
Consumer goods	1,717,391	819,632
Hardware and housewares	198,510	123,473
Healthcare	327,023	174,235
Industrial equipment and lubricants	363,257	164,373
Eliminations	(42,348)	(27,955)
	2,563,833	1,253,758

Revenue was generated from sales to customers in the domestic and export markets.

	Year ended 31 December 2023 $'000	**9 May 2022 to 31 December 2022 $'000**
Sales to customers in country of domicile	2,492,910	1,226,368
Sales to customers in other countries	70,923	27,390
At end of period	2,563,833	1,253,758

All sales to customers in countries other than the Company's country of domicile originated from the Food, Beverage, Household and Pharmaceutical segment. No single country accounted for a significant portion of total export sales for the period. Operating profit, capital expenditure, depreciation, assets and liabilities cannot be allocated between geographical sales territories.

6 Expenses by nature

Total direct, administration and other operating expenses:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Direct expenses		
Cost of inventories recognised as an expense	1,898,845	895,771
Administration and other operating expenses		
Amortisation of intangible assets (Note 14)	9,785	3,936
Depreciation of property, plant and equipment (Note 12)	27,274	13,080
Depreciation of right of use assets (Note 13)	14,520	8,620
Directors fees	279	177
Staff costs (Note 7)	215,544	133,179
Delivery costs	10,942	11,392
Advertising	34,216	14,457
Professional fees	15,399	4,209
Repairs and maintenance	5,838	3,474
Telephone and utilities	6,481	3,123
Security	4,558	3,135
Motor vehicle expenses	8,287	4,019
Insurance	6,321	2,638
Other	81,875	42,286
	441,319	247,725
	2,340,164	1,143,496
Net impairment losses on trade receivables	4,420	4,176
	2,344,584	1,147,672

Audit fees for the year ended 31 December 2023 totalled $1,873,150. There were no other fees paid to the auditor (and related network firms).

7 Staff costs

Wages and salaries	208,582	107,692
Statutory contributions	13,793	7,155
Pension – defined benefit (Note 16)	9,295	6,981
Termination benefits (Note 16)	1,028	(83)
Other post-employment benefits (Note 16)	(21,645)	6,605
Redundancy	1,036	3,474
Other	3,455	1,355
	215,544	133,179

8 Finance costs

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Interest expense –		
Borrowings (Note 22)	48,831	19,481
Lease obligation (Note 13)	5,095	4,116
	53,926	23,597

9 Taxation expense

Taxation is based on the profit for the period adjusted for tax purposes and is comprised as follows:

Current taxation	9,055	15,924
Deferred taxation (Note 24	16,881	(1,469)
	25,936	14,455

The tax on the Group's profits differ from the theoretical amounts that would arise using the applicable tax rate as follows:

Profit before taxation	165,766	84,102
Tax calculated at a tax rate of 30%	49,729	25,231
Adjusted for the effect of:		
Change in tax accounting period on amalgamation (Note 24)	(29,218)	(17,898)
Income not subject to tax	(2,705)	--
Expenses not deductible for tax purposes	4,591	6,900
Items deductible for tax purposes not expensed	(313)	(123)
Unrelieved tax losses	1,556	11
Permanent timing differences	801	(434)
Foreign tax rate differential	1,495	532
Other	--	236
	25,936	14,455

Tax charge relating to components of other comprehensive income are as follows:

	Before tax $'000	Tax effect $'000	After tax $'000
	31 December 2023		
Re-measurements of post-employment benefit obligations (Note 16)	(4,277)	1,282	(2,995)
Re-measurements of post-retirement medical plan obligations (Note 16)	36,575	(10,972)	25,603
Other comprehensive income	32,298	(9,690)	22,608

9 Taxation expense (continued)

	Before tax $'000	Tax effect $'000	After tax $'000
	31 December 2022		
Re-measurements of post-employment benefit obligations (Note 16)	(10,914)	3,273	(7,641)
Other comprehensive income	(10,914)	3,273	(7,641)

In order to align with its Parent Company's year-end, the Group changed its financial year-end from 31 March to 31 December, with effect for the period ended 31 December 2022. As a result of this change, there was an adjustment to the tax charge for both reported periods as the tax expense was a calculated on a pro-rata 12 month profit from the 'long period' of 1 April 2022 to 31 December 2023.

10 Earnings per Stock Unit Attributable to Stockholders of the Company

Earnings per stock unit is calculated by dividing the net profit attributable to stockholders of the Company by the weighted average number of ordinary stock units in issue, as follows:

	Year ended 31 December 2023	9 May 2022 to 31 December 2022
Net profit attributable to stockholders of the Company ($'000)	128,766	65,367
Weighted average number of ordinary stock units ('000)	1,389,683	1,297,409
Basic and diluted earnings per stock unit ($)	$0.09	$0.05

The Company had a 30 for 1 stock split on 30 November 2022. The effect of the stock split was applied retrospectively in calculating the weighted average number of ordinary stock units in issue for the period ended 31 December 2022.

The Company has no dilutive potential ordinary shares.

11 Dividends declared by the Company

Ordinary dividends		
$0.0126 per share declared on 20 December 2022 and paid commencing on 28 December 2022	--	17,500
$0.0126 per share declared on 26 June 2023 and paid on 28 June 2023	17,510	--
$0.0126 per share declared on 07 December 2023 and paid commencing on January 18, 2024	17,510	--
	35,020	17,500

11 Dividends declared by the Company (continued)

Preference dividends

	Year ended 31 December 2023	9 May 2022 to 31 December 2022
$0.13 per preference share declared on October 25, 2022 and paid on November 11, 2022	--	2,668
$0.10 per preference share declared on 31 January 2023 and paid on 14 February 2023	2,081	--
$0.10 per preference share declared on 16 March 2023 and paid on 14 April 2023	2,081	--
$0.10 per preference share declared on 24 July 2023 and paid on 11 August 2023	2,081	--
$0.10 per preference share declared on 30 October 2023 and paid on 09 November 2023	2,081	--
	8,324	2,668

12 Property, plant and equipment

	Freehold land $'000	Freehold buildings $'000	Leasehold improvement, equipment & furniture $'000	Motor vehicles $'000	Work in progress $'000	Total $'000
Cost/valuation -						
At 01 January 2023	78,550	119,657	42,307	20,377	40	260,931
Additions	--	--	32,436	8,813	6,298	47,547
Disposals	--	--	(2,771)	(6,529)	(1,971)	(11,271)
Transfers	--	--	702	--	(702)	--
At 31 December 2023	78,550	119,657	72,674	22,661	3,665	297,207
Accumulated Depreciation -						
At 01 January 2023	--	(206)	6,111	(429)	--	5,476
Charge for the period	--	1,454 --	17,770	8,050	--	27,274
Disposals	--	--	(3,031)	(5,508)	--	(8,539)
At 31 December 2023	--	1,248	20,850	2,113	--	24,211
Net Book Value -						
At 31 December 2023	78,550	118,409	51,824	20,548	3,665	272,996

12 Property, plant and equipment (continued)

	Freehold land $'000	Freehold buildings $'000	Leasehold improvement, equipment & furniture $'000	Motor vehicles $'000	Work in progress $'000	Total $'000
Cost/valuation -						
At 9 May 2022	--	--	--	--	--	--
On amalgamation (Note 25)	79,243	121,198	34,700	15,566	771	251,478
On acquisition of subsidiary (Note 25)	--	--	959	3,452	--	4,411
Additions	--	1,147	7,851	7,144	272	16,414
Disposals	--	(3,423)	(1,292)	(5,699)	(163)	(10,577)
Adjustments	(693)	--	(16)	(86)	--	(795)
Transfers	--	735	105	--	(840)	--
At 31 December 2022	78,550	119,657	42,307	20,377	40	260,931
Accumulated Depreciation -						
At 9 May 2022	--	--	--	--	--	--
Charge for the period	--	1,525	7,333	4,222	--	13,080
Disposals	--	(3,423)	(1,211)	(4,651)	--	(9,285)
Adjustments	--	1,692	(11)	--	--	1,681
At 31 December 2022	--	(206)	6,111	(429)	--	5,476
Net Book Value -						
At 31 December 2022	78,550	119,863	36,196	20,806	40	255,455

If land and buildings were stated on a historical cost basis at 31 December 2023, the carrying amounts would be:

- land at a cost of $28,813,000 (2022: $28,813,000); and
- buildings at a cost of $58,462,000 (2022: $58,462,000), net of accumulated depreciation of $20,845,000 (2022: $19,676,000).

13 Right of use assets and related lease obligation

The Group leases property for business use. The movement in the right of use assets is as follows:

	2023 $'000	2022 $'000
Opening balance	77,297	--
On amalgamation (Note 25)	--	73,853
On acquisition of subsidiary (Note 25)	--	3,509
Additions	6,639	8,555
Depreciation	(14,520)	(8,620)
Closing balance	69,416	77,297

The related lease obligation recognised in the statement of financial position is as follows:

	31 December 2023 $'000	2022 $'000
Current obligations	13,945	12,200
Non-current obligations	60,788	69,348
	74,733	81,548

The movement in the lease obligation is as follows:

	12 months ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Opening balance	81,548	--
On amalgamation (Note 25)	--	75,916
On acquisition of subsidiary (Note 25)	--	3,593
Additions	6,639	8,555
Interest expense (Note 8)	5,095	4,116
Lease payments	(18,549)	(10,200)
Other	--	(432)
Closing balance	74,733	81,548

The expiration profile of the Group's leases is as follows:

	31 December 2023 $'000	2022 $'000
Within 1 year	--	527
1 to 5 years	27,355	30,414
Over 5 years	47,378	50,607
	74,733	81,548

14 Intangible assets

	Goodwill $'000	Customer relationships $'000	Supplier relationships $'000	Trade name $'000	Brands $'000	Total $'000
Cost -						
At 31 January 2023	67,965	32,000	61,100	38,300	44,480	243,845
At 31 December 2023	67,965	32,000	61,100	38,300	44,480	243,845
Accumulated amortisation -						
At 01 January 2023	--	--	1,876	906	1,154	3,936
Charge for the year	--	2,286	3,216	2,303	1,980	9,785
At 31 December 2023	--	2,286	5,092	3,209	3,134	13,721
Net Book Value -						
At 31 December 2023	67,965	29,714	56,008	35,091	41,346	230,124

	Goodwill $'000	Customer relationships $'000	Supplier relationships $'000	Trade name $'000	Brands $'000	Total $'000
Cost -						
At 9 May 2022	--	--	--	--	--	--
On amalgamation (Note 25)	50,318	--	61,100	23,300	44,480	179,198
On acquisition of subsidiary (Note 25)	17,647	32,000	--	15,000	--	64,647
At 31 December 2022	67,965	32,000	61,100	38,300	44,480	243,845
Accumulated amortisation -						
At 9 May 2022	--	--	--	--	--	--
Charge for the period	--	--	1,876	906	1,154	3,936
At 31 December 2022	--	--	1,876	906	1,154	3,936
Net Book Value -						
At 31 December 2022	67,965	32,000	59,224	37,394	43,326	239,909
At 9 May 2022	--	--	--	--	--	--

The allocation of goodwill is as follows:

	31 December 2023 $'000	31 December 2022 $'000
A.S. Bryden and Sons Holdings Limited	50,318	50,318
Micon Holdings Limited	17,647	17,647
	67,965	67,965

14 Intangible assets (continued)

Goodwill is primarily attributable to the Company's assembled workforce, licences and customer relationships. Further goodwill value is derived from expected operational synergies including but not limited to: common suppliers and brands; negotiating power with service providers; opportunities for sale and purchase transactions within the Group and related profit generation and savings; expansion of the regional trading footprint of the ultimate parent company.

The Group determines whether goodwill is impaired at least on an annual basis or when events or changes in circumstances indicate the carrying value may be impaired. This requires an estimation of the recoverable amount of the cash generating unit (CGU) to which the goodwill is allocated. The recoverable amount is determined by reference to the value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose an appropriate discount rate in order to calculate the present value of those future cash flows. The cash flow projections are based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using estimated growth rates (which do not exceed the long-term average growth rate for the business in which the CGU operates) and a terminal growth rate of 2%. Based on assessments performed the Group has concluded that no impairment adjustments were required to goodwill at the reporting date.

The key assumptions used for the respective value in use calculations are as follows:

	Revenue Growth Rate	**Discount Rate**
A.S. Bryden and Sons Holdings Limited and Micon Holdings Limited	7.1% to 15.9%	11.4% to 18.3%

These values were derived from the projected profit and loss performance of the entities, taking account of future planned activities and adjusting to normalize for any non-recurring historical transactions. The projections did not include the estimated benefits to be derived from the amalgamation of the entities.

15 Investment in associate

The Group owns 49% of Armstrong Healthcare Inc, a company that sells healthcare items. The carrying value of the investment approximates 49% of the carrying value of the net assets of the associate.

The movement in investment in associate is as follows:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Opening balance	15,269	--
On amalgamation (Note 25)	--	13,997
Adjustments to net assets of Associate	274	--
Share of results, net of tax	47	1,272
Closing balance	15,590	15,269

Summarised financial information for the associate is as follows:

Summarised statement of comprehensive income

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Revenue	67,382	40,662
Depreciation	210	144
Net profit	3,628	2,595

Summarised statement of financial position

	2023 $'000	2022 $'000
Property, plant and equipment and other non-current assets	4,487	667
Current assets:		
Inventories	22,102	22,885
Cash at bank and on hand	508	1,011
Receivables and other current assets	19,178	25,353
	41,788	49,249
Current liabilities:		
Bank overdraft	4,724	5,803
Payables and other current liabilities	9,735	12,284
	14,459	18,087
Net assets	31,816	31,162
Share of net assets at 49%	15,590	15,269

15 Investment in associate (continued)

Summarised statement of cash flows

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Cash flows from operating activities	(654)	(3,967)
Cash flows from investing activities	(3,820)	--
Cash flows from financing activities	--	--

16 Post-employment benefits

Pension schemes

Defined contribution plan

In addition to the defined benefit pension scheme described below, employees participate in various defined contribution pension schemes. Employees participating in the scheme contribute up to 15% of pensionable earnings while the Group contributes 5%. The Group's contribution for the period ended 31 December 2023 amounted to $9,057,000 (2022: $4,712,000).

Defined benefit plan

The Group operates defined benefit schemes which are administered by Sagicor Life Inc. The plans provide benefits to members based on average earnings for the final year of service, with the Group and employees each contributing 5% of pensionable salaries. Employees may make additional voluntary contributions up to 5%.

The defined benefit plan is valued by independent actuaries annually using the Projected Unit Credit Method. The latest full triennial actuarial valuation was carried out as at 31 March 2022.

The amounts recognised in the statement of financial position are determined as follows:

	2023 $'000	2022 $'000
Present value of funded obligations	(233,818)	(211,156)
Fair value of plan assets	261,067	240,247
Asset in the statement of financial position	27,249	29,091

16 **Post-employment benefits (continued)**

Pension schemes (continued)

Defined benefit plan (continued)

The movement in the amounts recognised in the statement of financial position is as follows:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Opening balance	29,091	--
On amalgamation (Note 25)	--	35,167
Amounts recognised in profit or loss (Note 7)	(9,295)	(6,981)
Amounts recognised in other comprehensive income (Note 9)	(4,277)	(10,914)
Employers' contributions	11,730	11,819
Closing balance	27,249	29,091

The movement in the defined benefit obligation is as follows:

Opening balance	(211,156)	--
On amalgamation (Note 25)	--	(197,689)
Current service cost	(10,596)	(8,359)
Interest cost	(13,348)	(9,151)
Re-measurements – experience gains and losses	(2,659)	(2,087)
Members' contributions	(5,612)	(3,982)
Benefits paid	9,553	10,112
Closing balance	(233,818)	(211,156)

16 **Post-employment benefits (continued)**

Pension schemes (continued)

Defined benefit plan (continued)

The movement in the fair value of plan assets is as follows:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Opening balance	240,247	--
On amalgamation (Note 25)	--	232,856
Interest income	14,649	10,529
Re-measurement – return on plan assets, excluding amounts included in interest income	(1,618)	(8,827)
Employer's contributions	11,730	11,819
Members' contributions	5,612	3,982
Benefits paid	(9,553)	(10,112)
Closing balance	261,067	240,247

Plan assets are comprised as follows:

	2023 $'000	2022 $'000
Government bonds	183,438	168,901
Mortgages	24,461	26,291
Equities	38,508	37,723
Cash	14,660	7,332
	261,067	240,247

With the exception of equities, all categories of plan assets are unquoted.

The responsibility for the management of the assets of the Fund is vested in the Trustees and representatives of the fund and investment managers. They ensure that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension fund. Within this framework, the Fund's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due. The Fund actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The Fund has not changed the processes used to manage its risks from previous periods. The Fund does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. Funding levels are monitored on an annual basis and the current agreed contribution rate is 5% of pensionable salaries. The Group considers that the contribution rates set at the last valuation date to be sufficient to prevent a deficit and that regular contributions, which are based on service costs, will not increase significantly.

16 **Post-employment benefits (continued)**

Pension schemes (continued)

Defined benefit plan (continued)

The expense recognised in profit or loss is as follows:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Current service cost	10,596	8,359
Interest costs	13,348	9,151
Interest income	(14,649)	(10,529)
Total, included in staff costs (Note 7)	9,295	6,981

Expected employer contributions to the post-employment pension plan for the year ending 31 December 2024 amount to $12,197,000.

The significant actuarial assumptions used for the year ended 31 December 2023 and period from 9 May 2022 to 31 December 2022 were a discount rate of 6%; future salary increases of 4.5%; and future pension increases of Nil. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		31 December 2023		31 December 2022	
	Change in Assumption	Increase in Assumption $'000	Decrease in Assumption $'000	Increase in Assumption $'000	Decrease in Assumption $'000
Discount rate	0.50%	(7,975)	9,361	(7,582)	9,039
Future salary increases	0.50%	1,847	(1,761)	1,857	(1,777)

Further, assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a female pensioner retiring at age 60 and for a male pensioner retiring at age 65. If the assumption for life expectancy was increased by 1 year, the effect on the defined benefit obligation would be an increase of $2,538,000 (2022: $2,746,000).

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

The weighted average duration of the defined benefit obligation at 31 December 2023 and 31 December 2022 is 42 years.

16 **Post-employment benefits (continued)**

Pension schemes (continued)

Defined benefit plan (continued)

Other post-employment benefits

	31 December 2023 $'000	31 December 2022 $'000
Termination benefit obligation	(9,477)	(8,450)
Medical plan obligation	(8,654)	(67,692)
Liability in the statement of financial position	(18,131)	(76,142)

Termination benefit obligation

The Group provides termination lump sum benefits to its unionised employees who retire directly from the Group. Benefits are determined according to length of service. The movement in the defined benefit obligation is as follows:

	Year ended 31 December 2023 $'000	9 May 2022 to 31 December 2022 $'000
Opening balance	(8,450)	--
On amalgamation (Note 25)	--	(8,533)
Current service cost, recognised in profit or loss (included in staff costs (Note 7)) in the statement of comprehensive income	(1,028)	83
Benefits paid	--	--
Closing balance	(9,478)	(8,450)

The significant actuarial assumptions used were a discount rate of 5% and future salary increases of 2%. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		31 December 2023		31 December 2022	
	Change in Assumption	Increase in Assumption $'000	Decrease in Assumption $'000	Increase in Assumption $'000	Decrease in Assumption $'000
Discount rate	0.50%	(9,019)	10,151	(1,004)	1,041
Future salary increases	0.50%	10,164	(9,005)	1,070	(1,034)

Medical plan obligation

In addition to pension benefits, the Group offers retirees medical insurance benefits that contribute to the health care of employees and beneficiaries after retirement. The obligations under the medical plan are unfunded. The method of accounting and frequency of valuations are similar to those used for the pension scheme.

16 **Post-employment benefits (continued)**

Other post-employment benefits (continued)

Medical plan obligation (continued)

The movement in the defined benefit obligation over the year is as follows:

	2023 $'000	2022 $'000
Opening balance	(67,692)	--
On amalgamation (Note 25)	--	(61,624)
Amounts recognised in the profit or loss(included in staff costs (Note 7) in the statement of comprehensive income	--	--
Current service cost	(4,564)	(4,529)
Interest cost	(4,044)	(2,076)
Past service cost	30,253	--
	21,645	(6,605)
Re-measurements – experience gains and losses recognised in other comprehensive income (Note 9)	36,575	--
Benefits paid	818	537
Closing balance	(8,654)	(67,692)

At 31 December 2023 the present value of the defined benefit obligation is allocated 100% to retirees. As at 31 December 2022, the present value of the defined benefit obligation was allocated 76% to active employees and 24% to members in retirement.

The weighted average duration of the defined benefit obligation at 31 December 2023 is 11.0 years (2022: 19.5 years).

Expected claims for the year ending 31 December 2024 amount to $551,000.

The significant actuarial assumptions used were a discount rate of 6% and long-term increase in health cost of 5.5% per annum. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		31 December 2023		31 December 2022	
	Change in Assumption	Increase in Assumption $'000	Decrease in Assumption $'000	Increase in Assumption $'000	Decrease in Assumption $'000
Discount rate	1.00%	(868)	1,030	(11,004)	14,267
Health cost	1.00%	1,025	(879)	14,191	(11,143)

Further, if the assumption for life expectancy was increased by 1 year, the effect on the defined benefit obligation would be an increase of $2,453,000.

16 Post-employment benefits (continued)

Risks associated with pension and other post-employment plans

Through its defined benefit pension and other post-employment medical plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to Government of Trinidad and Tobago bond yields. If plan assets underperform this yield, this will create a deficit. As the plan matures, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities. The Group believes that, due to the long-term nature of the plan liabilities, a level of continuing equity investment is an appropriate element of the Group's long term strategy to manage the plans efficiently. See below for more details on the Group's asset-liability matching strategy.

Changes in bond yields

A decrease in Government of Trinidad and Tobago bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

Inflation risk

Higher inflation will lead to higher liabilities. The majority of the plan's assets are unaffected by fixed interest bonds meaning that an increase in inflation will reduce the surplus or create a deficit.

Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant, where inflationary increases result in higher sensitivity to changes in life expectancy.

17 Inventories

	2023 $'000	2022 $'000
Merchandise for resale	547,749	490,300
Raw and packaging materials	10,985	--
Goods in transit	114,944	100,135
	673,678	590,435

Merchandise for resale are shown net of provisions of $29,774,000 (2022: $29,052,000). Movements in the provision for obsolete inventory for the period were as follows:

Opening balance	29,052	--
On amalgamation	--	29,566
Provided during the period	3,943	20
Unused amounts reversed	(3,221)	(534)
	29,774	29,052

Unused provisions which were reversed represent aged inventory which was provided for as obsolete but subsequently sold.

18 Trade and other receivables

	2023 $'000	2022 $'000
Trade receivables		
Gross amount	591,851	477,237
Less: provision for expected credit losses	(21,266)	(30,327)
	570,585	446,910
Other receivables and prepayments		
Gross amount	97,186	86,454
Less: provision for expected credit losses	(1,219)	(2,732)
	95,967	83,722
Due from affiliates	1,155	2,257
	667,707	532,889

19 Payables

Trade payables	370,147	288,087
Other payables and accruals	135,729	62,175
Due to affiliates	4,572	15,588
Dividends payable	17,510	13,728
	527,958	379,578

20 Share capital

Ordinary shares

The Company has an unlimited number of unauthorised ordinary shares of no par value. The movement of issued and fully paid ordinary shares is as follows:

	31 December 2023	
	# of shares '000	value $'000
As at 31 December 2023	1,389,683	387,600

	31 December 2022	
	# of shares '000	value $'000
Opening balance	--	--
Issue of new shares to acquirees subsequent to amalgamation (Note 25)	42,000	285,600
Issue of shares as consideration for the acquisition of subsidiary (Note 25)	4,323	102,000
	46,323	387,600
Increase due to 30 for 1 stock split (Note 10)	1,343,360	--
Closing balance	1,389,683	387,600

20 Share capital (continued)

Preference shares

	31 December 2023	
	# of shares	value
	'000	$'000
As at 31 December 2023	20,403	123,340

	31 December 2022	
	# of shares	value
	'000	$'000
As at 31 December 2022	20,403	123,340

In June 2022, the Company issued 20,403,000 preference shares to the selling ordinary shareholders as a precursor to the acquisition of the majority of its ordinary shares by Seprod Limited (Note 25). The preference shares rank above the ordinary shares of the Company in the event of a liquidation and are redeemable at the option of the Company. Dividends on the preference shares are payable at the discretion of the Company; however, the Company is required to pay all accumulated and unpaid dividends on the preference shares prior to paying dividends to its ordinary shareholders.

21 Capital reserves

Capital reserves comprise the gain on revaluation of freehold property, net of deferred tax.

22 Borrowings

The movement in borrowings is as follows:

	2023 $'000	2022 $'000
Opening balance	693,316	--
On amalgamation (Note 25)	--	619,903
On acquisition of subsidiary (Note 25)	--	18,916
Proceeds	470,283	143,734
Repayments	(430,799)	(88,659)
Foreign exchange differences	5,255	(578)
Interest charged and expensed (Note 8)	48,831	19,481
Interest paid	(48,831)	(19,481)
Closing balance	738,055	693,316

Borrowings comprise the following:

	2023	2022
Term loans denominated in Trinidad and Tobago dollars	358,828	372,912
Term loans denominated in United States dollars	179,524	245,998
Term loans denominated in Guyana dollars	15,753	18,755
Revolving loans denominated in Trinidad and Tobago dollars	153,000	44,914
Revolving loans denominated in Guyana dollars	30,950	10,737
	738,055	693,316
Current portion	(226,012)	(129,742)
	512,043	563,574

22 Borrowings (continued)

a. Secured and unsecured Trinidad and Tobago dollar denominated amortizing facilities, bearing interest at rates ranging from 2.75% to 7.0% and with maturities from March 2024 to June 2029. Secured debt is collateralized by a first debenture over the fixed and floating assets of the Group.
b. Secured and unsecured United States dollar denominated amortizing facilities, bearing interest at rates ranging from 3.42% to 15.0% and with maturities from March 2024 to June 2029. Secured debt is collateralized by a first debenture over the fixed and floating assets of the Group.
c. Secured Guyana dollar denominated amortizing facilities bearing interest at 6.0% and with maturities from November 2027 to February 2037. Debt is secured by a guarantee from another Group company.
d. Unsecured Trinidad and Tobago dollar denominated 30 day rolling facilities bearing interest at rates ranging from 2.55% to 4.25% with option to re-draw on settlement.
e. Unsecured Guyana dollar denominated 30 day rolling facilities bearing interest at 6.0% with option to re-draw on settlement.

The carrying amount of financial assets held as collateral for borrowings was as follows:

	2023 $'000	**2022 $'000**
Property, plant and equipment (Note 12)	272,996	255,455
Inventories (Note 17)	673,678	590,435
Trade receivables (Note 18)	667,707	446,910
Cash and cash equivalents	147,604	126,719
	1,761,985	1,419,519

Under the terms of the first debenture which secures the related debt, the Company is permitted to dispose of any of the pledged assets in the normal course of business with no requirements for consent from lenders. For additional pledges of security, consent from first secured lenders is required. There were no re-pledges of collateralized asset at the reporting date and the carrying values of pledged assets approximated their fair values at that date.

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the reporting dates are as follows:

Within 1 year	205,367	129,742
1 to 5 years	532,688	198,298
Over 5 years	--	365,276
	738,055	693,316

During the period, a long-term facility denominated in United States dollars was refinanced to local currency as the Group has more ready access to Trinidad and Tobago dollars to support debt service obligations. The existing lender refinanced the facility, and the revised terms are in line with other local currency facilities held with that lender. The change was treated as a modification. The tenor of the facility remained unchanged following refinancing.

23 Loan due to Parent

	2023 $'000	2022 $'000
Within 1 year	11,906	--

The loan bears interest at 3.6% per annum and is repayable in full on 31 December 2024.

24 Deferred taxation

The movement in deferred tax assets and liabilities recognised on the statement of financial position is as follows:

	At 01 January 2023 Revised $'000	Recognised in profit or loss $'000	Recognised in other comprehensive income $'000	At 31 December 2023 $'000
Deferred tax assets:				
Unused tax losses	961	1,510	--	2,471
Lease liabilities	64,866	(5,418)	--	59,448
Unearned profit	707	--	--	707
Vacation accrual	1,304	182	--	1,486
Post-employment medical plan	20,308	(17,711)	--	2,597
Termination benefits	2,535	309	--	2,844
	90,681	(21,128)	--	69,553
Deferred tax liabilities:				
Post-employment benefit asset	(8,728)	(554)	1,283	(7,999)
Right of use assets	(61,799)	5,638	--	(56,161)
Finance lease	(14)	--	--	(14)
Accelerated tax depreciation	(5,279)	(837)	--	(6,116)
Asset revaluation surplus	(17,900)	--	--	(17,900)
Goodwill on amalgamation	(2,191)	--	--	(2,191)
	(95,911)	4,247	1,283	(90,381)
Net liabilities	(5,230)	(16,881)	1,283	(20,828)

	On amalgamation (Note 25) Revised $'000	Recognised in profit or loss $'000	Recognised in other comprehensive income $'000	At 31 December 2022 Revised $'000
Deferred tax assets:				
Unused tax losses	880	81	--	961
Lease liabilities	65,681	(815)	--	64,866
Unearned profit	259	448	--	707
Vacation accrual	1,436	(132)	--	1,304
Post-employment medical plan	18,487	1,821	--	20,308
Termination benefits	2,560	(25)	--	2,535
	89,303	1,378	--	90,681

24 Deferred taxation (continued)

	On amalgamation (Note 25) Revised $'000	Recognised in profit or loss $'000	Recognised in other comprehensive income $'000	At 31 December 2022 Revised $'000
Deferred tax liabilities:				
Post-employment benefit asset	(10,552)	(1,449)	3,273	(8,728)
Right of use assets	(63,261)	1,462	--	(61,799)
Finance lease	(14)	--	--	(14)
Accelerated tax depreciation	(5,357)	78	--	(5,279)
Asset revaluation surplus	(17,900)	--	--	(17,900)
Goodwill on amalgamation	(2,191)	--	--	(2,191)
	(99,275)	91	3,273	(95,911)
Net liabilities	(9,972)	1,469	3,273	(5,230)

All deferred tax assets and liabilities are expected to be recovered after more than 12 months.

25 Business combinations

Amalgamation involving the Company

Effective 6 June 2022, the Company became a majority owned subsidiary of Seprod Limited, a company incorporated in Jamaica and listed on the Jamaica Stock Exchange. This change in ownership was effected via a business combination and capital reorganistion, which ultimately resulted in the creation of a new entity carrying the name A.S. Bryden and Sons Holdings Limited ("Company"), but which is separate and distinct from the predecessor entity that carried the same name ("Predecessor ASB Holdings").

Amalgamation involving the Company

To execute the business combination, a new entity called Bryden Group Limited ("BGL") was incorporated, and performed the following steps:

1. Settled purchase consideration comprising cash and preference shares to the previous owners of the Predecessor ASB Holdings;
2. Issued new ordinary shares to the new owners of the Company.
   Bryden Group Limited subsequently amalgamated with the Predecessor ASB Holdings, to form the Company, which is a new legal entity with an effective business commencement date of 6 June 2022 that is, the date that BGL and the Predecessor ASB Holdings came under common control.

The capital reorganisation that occurred on acquisition and amalgamation of the Company comprised the elimination of the share capital of the Predecessor ASB Holdings and replacement with the ordinary and preference share capital of the Company. The amalgamation and resulting business combination rendered the Company the effective beneficiary of the fair value of assets acquired and in this regard, required the recognition of intangible assets, including goodwill, in the consolidated financial statements of the Company, as the newly amalgamated entity. These operations have significantly expanded the Group's distribution capability and footprint throughout The Caribbean Community (Caricom).

25 Business combinations (continued)

Details of the fair value of net assets as at the date of amalgamation were as follows:

	9 May 2022 $'000
Property, plant and equipment	251,478
Right of use assets	73,853
Intangible assets	122,880
Investment in associates	13,997
Post-employment benefit assets	35,167
Deferred tax assets	22,670
Inventories	333,055
Trade and other receivables	382,308
Taxation recoverable	489
Cash at bank and on hand	255,620
Payables	(267,424)
Taxation payable	(43,162)
Post-employment benefit obligations	(65,349)
Borrowings	(619,903)
Lease obligations	(75,916)
Deferred tax liabilities	(30,449)
	389,314
Non-controlling interests	(30,690)
	358,624

The goodwill on acquisition was determined as follows:

	2022 $'000
Issue of ordinary shares	285,600
Issue of preference shares	123,340
	408,940
Fair values of net assets as at the date of amalgamation	(358,622)
	50,318

Acquired receivables

The fair value of acquired trade receivables is $382,308,000. The gross contractual amount for trade receivables due was $405,392,000, with a loss allowance of $23,084,000 recognised on acquisition.

As the acquisition was funded directly from the issue of newly created ordinary and preference shares, the cash balance of the amalgamated entity represents the net cash inflow from the acquisition.

25 **Business combinations (continued)**

On amalgamation, the reserves attributable to the Company were as follows:

The capital reorganisation comprised the following:

	2022 $'000
Revaluation reserve on property, plant and equipment	94,900
Retained earnings of Predecessor ASB Holdings	606,534
Impact of capital reorganisation on amalgamation	(685,827)
Net reserves on amalgamation	15,607
Non-controlling interests	30,690
	46,297

The share repurchase comprised the following:

Issue of ordinary share capital	285,600
Issue of preference share capital net of fair value adjustments	123,340
Elimination of share capital of Predecessor ASB Holdings	(14,451)
	394,489

Acquisition of Micon Holdings Limited

Effective 1 November 2022, the Company acquired the entire shareholding of Micon Holdings Limited. These operations have expanded the Group's distribution capability in Trinidad and Tobago.

Details of net assets acquired are as follows:

Property, plant and equipment	4,411
Right of use assets	3,509
Intangible assets	47,000
Inventories	47,198
Trade and other receivables	46,053
Cash at bank and on hand	14,237
Payables	(54,836)
Taxation payable	(710)
Borrowings	(18,916)
Lease obligations	(3,593)
	84,353

The goodwill on acquisition was determined as follows:

Ordinary shares issued by the Company in exchange for 100% shareholding in Micon Holdings Limited	102,000
Fair values of net assets acquired	(84,353)
	17,647

As the acquisition was funded directly from the issue of newly created shares, the cash balance of the acquired entity represents the net cash inflow from the acquisition.

25 Business combinations (continued)

Post-acquisition revenue and profits of Micon Holdings limited were as follows:

	1 November 2022 to 31 December 2022 $'000
Revenue	78,882
Profit after tax	1,395

26 Non-controlling interests

Non-controlling interests are in respect of the following subsidiaries:

	2023 $'000	2022 $'000
Bryden pi Limited and its subsidiaries	41,893	33,280
Ibis Construction Equipment Sales & Rental Limited	6,252	5,317
Facey Trading Limited	376	(129)
	48,521	38,468

Summarised financial information for Bryden pi Limited and its subsidiaries, before intercompany eliminations, is as follows:

Summarised statement of comprehensive income

	Year ended 31 December 2023 $000	9 May 2022 to 31 December 2022 $000
Revenue	759,383	423,258
Depreciation	(7,897)	4,348
Net profit	83,128	31,349
Other comprehensive income	879	(190)
Net profit allocated to non-controlling interests	8,313	4,010
Dividends paid to non-controlling interests	(1,890)	(2,220)

26 **Non-controlling interests (continued)**

Summary statement of financial position

	2023 $'000	2022 $'000
Non-current assets:		
Property, plant and equipment	18,950	20,961
Right of use assets	46,239	45,394
Intangible assets	18,680	18,680
Other non-current assets	--	39,749
	83,869	124,784
Current assets:		
Inventories	202,201	162,110
Cash and cash equivalents	23,598	24,287
Receivables and other current assets	289,372	167,291
	515,171	353,688
Non-current liabilities:		
Non-current portion of long term liabilities	30,017	7,603
Other non-current liabilities	40,304	73,884
	70,321	81,487
Current liabilities:		
Payables	179,246	99,335
Current portion of long term liabilities	13,664	15,350
Other current liabilities	44,266	19,696
	237,176	134,381
Net assets	291,543	262,604

Summarised statement of cash flows

	Year ended 31 December 2023 $000	9 May 2022 to 31 December 2022 $000
Cash flows from operating activities	14,469	19,304
Cash flows from investing activities	(5,111)	(5,343)
Cash flows from financing activities	(7,093)	(12,482)
Net increase in cash and cash equivalents	2,265	1,479

Summarised financial information for Ibis Construction Equipment Sales & Rental Limited, before intercompany eliminations, is as follows:

26 **Non-controlling interests (continued)**

Summarised statement of comprehensive income

	Year ended 31 December 2023 $000	9 May 2022 to 31 December 2022 $000
Revenue	68,432	19,440
Depreciation	(2,379)	289
Net profit	3,777	987
Net profit allocated to non-controlling interests	944	284

Summarised statement of financial position

	31 December 2023 $'000	2022 $'000
Non-current assets:		
Property, plant and equipment	30,708	18,862
Other non-current assets	841	998
	31,549	19,860
Current assets:		
Inventories	46,655	22,929
Cash and cash equivalents	16,970	92
Receivables and other current assets	17,505	11,925
	81,130	34,946

	2023 $'000	2022 $'000
Non-current liabilities:		
Non-current portion of long term liabilities	22,096	16,768
Current liabilities:		
Current portion of long term liabilities	13,550	14,169
Payables and other current liabilities	60,312	2,380
	73,862	16,549
Net assets	16,721	21,489

Summarised statement of cash flows

	Year ended 31 December 2023 $000	9 May 2022 to 31 December 2022 $000
Cash flows from operating activities	(2,199)	(13,248)
Cash flows from investing activities	(14,225)	(553)
Cash flows from financing activities	36,757	14,991
Net increase in cash and cash equivalents	20,333	1,190

27 Significant non-cash transactions

In the prior year, on the Company issued preference shares to the selling ordinary shareholders as a precursor to the amalgamation (Note 25).

Effective 1 November 2022, the Company acquired Micon Holdings Limited (Note 25). This acquisition was funded by the issue of ordinary shares.

28 Contingent liabilities

	31 December 2023 $'000	31 December 2022 $'000
Performance bonds	41,288	14,918
Customs bonds	16,017	21,749
Letters of credit	57,235	33,570
Collection items	209	373

Property tax:

The Property Tax Act of 2009 (PTA) was enacted into law by the Government of the Republic of Trinidad and Tobago (GORTT), effective from January 1, 2010. There were challenges with its implementation and GORTT implemented waivers of the tax, the last of which expired on September 30, 2017. As of present date there have been no further changes to the legislation or extension of the waivers previously granted by the GORTT. The PTA has not yet been enforced primarily due to non-completion of property valuations by the statutory authority and assessments not being sent to taxpayers. While a present obligation exists, taxpayers are unable to reliably estimate the liability as the basis for fair value at this time has not been clarified.

29 Litigation, claims, assessments and provisions

The Group is subject to various claims, disputes and legal proceedings, as part of the normal course of business. Provision is made for such matters when, in the opinion of management and its professional advisors, it is probable that a payment will be made by the Group, and the amount can be reasonably estimated.

In respect of claims asserted against the Group which, according to the principles outlined above, have not been provided for, management is of the opinion that such claims are either without merit, can be successfully defended or will result in exposure to the Group which is immaterial to both the financial position and results of operations.

30 Related party transactions

Key management comprise the key decision makers and budget owners across the Company. These individuals manage activities and are responsible for the results of their operating units. Key management compensation for the year ended 31 December 202s was as follows:

	31 December 2023 $'000	31 December 2022 $'000
Short-term employee benefits	33,461	17,948
Post-employment benefits	989	711
	34,450	18,659

Transactions with key management during the period were as follows:

	31 December 2023 $'000	31 December 2022 $'000
Sales of goods	618	883

Balances held with key management at the reporting date were as follows:

	31 December 2023 $'000	31 December 2022 $'000
Amounts due to key management	5,101	(1,412)
Amounts due from key management	1,052	537

31 Post balance sheet events

Acquisition of subsidiary

Subsequent to the reporting date but before approval of these audited consolidated financial statements by the Board of Directors, the Group acquired 55% of the share capital of a company incorporated and domiciled in Barbados. The company is a distributor and retailer of fast moving consumer goods including food, alcoholic beverages, non-alcoholic beverages and health supplements.

32 Net debt reconciliation

The net debt and movements in net debt are set out below:

	2023 $'000	2022 $'000
Cash and cash equivalents	147,604	126,719
Borrowings	(738,055)	(693,316)
Lease liabilities	(74,733)	(81,548)
	(665,184)	(648,145)

	Cash and cash equivalents $'000	Borrowings $'000	Lease liabilities $'000	Total $'000
	Year ended 31 December 2023			
Opening balance	126,719	(693,316)	(81,548)	(648,145)
Financing cash flows	20,885	(39,484)	13,454	(5,145)
New leases	--	--	(6,639)	(6,639)
Foreign exchange adjustments	--	(5,255)	--	(5,255)
Interest expense	--	(48,831)	(5,095)	(53,926)
Interest payments (presented as operating cash flows)	--	48,831	5,095	53,926
	147,604	(738,055)	(74,733)	(665,184)

	Cash and cash equivalents $'000	Borrowings $'000	Lease liabilities $'000	Total $'000
	7 months ended 31 December 2022			
At May 9	--	--	--	--
On amalgamation	255,620	(227,313)	(75,916)	(47,609)
Financing cash flows	(143,138)	(444,294)	6,084	(581,348)
On acquisition of subsidiary	14,237	(21,131)	(3,593)	(10,487)
New leases	--	--	(8,123)	(8,123)
Foreign exchange adjustments		(578)	--	(578)
Interest expense	--	(19,481)	(4,116)	(23,597)
Interest payments (presented as operating cash flows)	--	19,481	4,116	23,597
	126,719	(693,316)	(81,548)	(648,145)

SCHEDULE 5
ASBH's PROFIT & LOSS ACCOUNT 2019-2023[1][2]

The following information has been extracted from the Company's financial statements:

A.S. Bryden & Sons Holdings Limited
Unaudited Summary Consolidated Income Statement 2019 - 2023

TT$	FY 2019	FY 2020	FY 2021	FY 2022	9 May 2022 to 31 December 2022	FY 2023
Turnover	1,557,988,000	1,645,966,000	1,618,332,000	1,715,232,000	1,253,758,000	2,563,833,000
Cost of Sales	(1,118,719,000)	(1,199,368,000)	(1,158,083,000)	(1,209,810,000)	(895,771,000)	(1,898,845,000)
Gross Profit	439,269,000	446,598,000	460,249,000	505,422,000	357,987,000	664,988,000
Other Income	3,762,000	4,181,000	4,505,000	2,724,000	341,000	396,000
	443,031,000	450,779,000	464,754,000	508,146,000	358,328,000	665,384,000
Operating Expenses	(326,623,000)	(342,273,000)	(334,429,000)	(366,397,000)	(251,901,000)	(445,739,000)
Operating Profit	116,408,000	108,506,000	130,325,000	141,749,000	106,427,000	219,645,000
Net Finance Cost	(6,884,000)	(11,618,000)	(12,053,000)	(12,951,000)	(23,597,000)	(53,926,000)
Profit in Associate	1,831,000	1,959,000	2,794,000	2,955,000	1,272,000	47,000
Profit Before Taxation	106,202,000	98,847,000	121,066,000	131,753,000	84,102,000	165,766,000
Taxation	(38,509,000)	(31,383,000)	(36,928,000)	(41,540,000)	(14,455,000)	(25,936,000)
Net Profit	67,693,000	67,464,000	84,138,000	90,213,000	69,647,000	139,830,000

[1] FY2020 to FY2022 was audited by Ernst & Young and May to December 2022 and FY2023 was audited by PwC.

[2] FY2020, FY2021, and FY2022 represent the results for the 12 months ended 31 March. FY2023 represents the 12 months ended 31 December 2023.

A.S. Bryden & Sons Holdings Limited

Unaudited Summary Consolidated Statement of Financial Position 2019 - 2023

TT$	FY 2019	FY 2020	FY 2021	FY 2022	As at 31 December 2022	FY 2023
Cash at bank and on hand	85,731,000	124,743,000	120,997,000	192,369,000	126,719,000	147,604,000
Inventories	320,191,000	324,617,000	325,788,000	368,079,000	590,435,000	673,678,000
Trade receivables	274,845,000	340,210,000	310,503,000	313,532,000	532,889,000	667,707,000
Other Current Assets	30,691,000	48,375,000	45,047,000	53,852,000	588,000	12,658,000
	711,458,000	837,945,000	802,335,000	927,832,000	1,250,631,000	1,501,647,000
Property, plant and equipment	136,511,000	202,724,000	201,345,000	324,520,000	255,455,000	272,996,000
Intangible assets	69,116,000	69,116,000	69,116,000	69,116,000	317,206,000	299,540,000
Other Non-current Assets	25,355,000	42,312,000	54,980,000	74,168,000	135,041,000	112,392,000
	230,982,000	314,152,000	325,441,000	467,804,000	707,702,000	684,928,000
Total Assets	942,440,000	1,152,097,000	1,127,776,000	1,395,636,000	1,958,333,000	2,186,575,000
Stated capital	14,451,000	14,451,000	14,451,000	14,451,000	387,600,000	387,600,000
Retained earnings	520,026,000	522,424,000	571,972,000	587,200,000	(41,545,000)	65,606,000
Preference Shares	-	-	-	-	123,340,000	123,340,000
Other	18,126,000	19,878,000	25,220,000	124,452,000	133,368,000	143,421,000
Total Equity	552,603,000	556,753,000	611,643,000	726,103,000	602,763,000	719,967,000
Borrowings	125,271,000	138,173,000	116,362,000	87,380,000	129,742,000	226,012,000
Trade payables	149,354,000	200,163,000	116,668,000	165,278,000	288,087,000	370,147,000
Other payables and accruals	43,319,000	54,720,000	54,627,000	80,486,000	91,491,000	157,811,000
Other Current Liabilities	57,604,000	64,863,000	78,968,000	120,199,000	41,275,000	31,295,000
	375,548,000	457,919,000	366,625,000	453,343,000	550,595,000	785,265,000
Borrowings - medium term	152,000	15,512,000	21,257,000	43,781,000	563,574,000	512,043,000
Lease liabilities	-	67,428,000	60,029,000	70,204,000	69,348,000	60,788,000
Other Non-current Liabilities	14,137,000	54,485,000	68,222,000	102,205,000	172,053,000	108,512,000
	14,289,000	137,425,000	149,508,000	216,190,000	804,975,000	681,343,000
Total Liabilities	389,837,000	595,344,000	516,133,000	669,533,000	1,355,570,000	1,466,608,000
Total Equity and Liabilities	942,440,000	1,152,097,000	1,127,776,000	1,395,636,000	1,958,333,000	2,186,575,000

A.S. Bryden & Sons Holdings Limited

Consolidated Statement of Cash Flows 2019 - 2023

TT$	FY 2019	FY 2020	FY 2021	FY 2022	9 May 2022 to 31 December 2022	FY 2023
Cash Flows from Operating Activities						
Profit after taxation	67,693,000	67,464,000	84,138,000	90,213,000	69,647,000	139,830,000
Items not affecting cash resources:						
Depreciation	24,134,000	35,089,000	34,845,000	34,856,000	21,700,000	41,794,000
Amortisation of intangible assets	-	-	-	-	3,936,000	9,785,000
Loss/(gain) on disposal and other adjustments of property, plant and equipment	(2,208,000)	1,593,000	(1,945,000)	(2,298,000)	(1,826,000)	694,000
Expense recognised for post-employment benefit assets	10,986,000	10,543,000	10,869,000	10,217,000	6,981,000	9,295,000
Expense recognised for post-employment benefit obligations	214,000	131,000	9,646,000	10,660,000	6,522,000	(20,613,000)
Share of results of associate, net of tax	(1,202,000)	(1,959,000)	(2,794,000)	(2,955,000)	(1,272,000)	(47,000)
Taxation expense	38,509,000	31,383,000	36,928,000	41,540,000	14,455,000	25,936,000
Interest expense	6,884,000	11,618,000	12,053,000	12,951,000	23,597,000	53,926,000
	150,163,000	**155,862,000**	**183,740,000**	**195,184,000**	**143,740,000**	**260,600,000**
Changes in operating assets and liabilities:						
Inventories	(42,878,000)	(4,426,000)	(1,171,000)	(42,291,000)	(210,182,000)	(83,245,000)
Trade and other receivables	4,464,000	(83,099,000)	33,613,000	(12,788,000)	(104,530,000)	(134,815,000)
Trade and other payables	(513,000)	62,064,000	(83,307,000)	73,589,000	46,318,000	156,025,000
Cash from/(used in) operating activities	**111,236,000**	**130,401,000**	**132,875,000**	**213,694,000**	**(124,654,000)**	**198,565,000**
Employer contributions to post-employment benefit plans	(10,863,000)	(10,773,000)	(10,869,000)	(10,945,000)	(12,356,000)	(12,548,000)
Taxation paid	(40,416,000)	(34,251,000)	(32,175,000)	(40,286,000)	(30,964,000)	(55,532,000)
Cash from/(used in) operating activities	**59,957,000**	**85,377,000**	**89,831,000**	**162,463,000**	**(167,974,000)**	**130,485,000**
Cash Flows from Investing Activities:						
Purchase of property, plant and equipment	(28,537,000)	(28,645,000)	(35,394,000)	(33,764,000)	(16,414,000)	(47,547,000)
Proceeds on disposal of property, plant and equipment	4,726,000	11,091,000	3,435,000	6,462,000	5,593,000	2,038,000
Cash on acquisition of subsidiary	(1,500,000)	(4,880,000)	4,880,000	-	14,237,000	-
Dividends received from Associate		655,000	983,000	657,000	-	-
Cash provided (used in)/from investing activities	**(25,371,000)**	**(21,779,000)**	**(26,096,000)**	**(26,645,000)**	**3,416,000**	**(45,509,000)**
Cash Flows from Financing Activities:						
Borrowings received	269,000	31,500,000	51,792,000	74,502,000	555,240,000	475,538,000
Borrowings repaid	(25,180,000)	(3,237,000)	(67,858,000)	(80,959,000)	(89,237,000)	(430,799,000)
Cash on acquisition of Group	59,000	-	-	-	255,620,000	-
Lease obligations		(8,908,000)	(8,185,000)	(6,622,000)	(6,084,000)	(13,452,000)
Issue of shares by a subsidiary		-	1,623,000	1,362,000	2,484,000	-
Repurchase of shares		-	-	-	(394,489,000)	-
Ordinary dividends paid by the Company	(32,295,000)	(30,849,000)	(31,180,000)	(37,835,000)	(3,772,000)	(31,238,000)
Preference dividends paid by the Company		-	-	-	(2,668,000)	(8,324,000)
Ordinary dividends paid by a subsidiary	(1,323,000)	(1,474,000)	(1,620,000)	(1,943,000)	(2,220,000)	(1,890,000)
Interest paid on borrowings	(6,884,000)	(11,618,000)	(12,053,000)	(12,951,000)	(23,597,000)	(53,926,000)
Cash (used in)/from financing activities	**(65,354,000)**	**(24,586,000)**	**(67,481,000)**	**(64,446,000)**	**291,277,000**	**(64,091,000)**
(Decrease)/Increase in cash and cash equivalents	**(30,768,000)**	**39,012,000**	**(3,746,000)**	**71,372,000**	**126,719,000**	**20,885,000**
Cash and cash equivalents at beginning of the period/year	118,084,000	85,731,000	124,743,000	120,997,000	-	126,719,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD/YEAR	**85,731,000**	**124,743,000**	**120,997,000**	**192,369,000**	**126,719,000**	**147,604,000**

ASBH's UNAUDITED FINANCIAL STATEMENTS FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024

A.S. Bryden and Sons Holdings Limited

INTERIM REPORT
September 30, 2024

(Expressed in Trinidad and Tobago Dollars)

HIGHLIGHTS FOR YEAR-TO-DATE

 **REVENUE**	**Sept 2024 – TT$2,233.4 million** Sept 2023 – TT$1,800.4 million
 **NET PROFIT**	**Sept 2024 – TT$48.7 million** Sept 2023 – TT$83.7 million
 **EPS**	**Sept 2024 – TT$0.033 per share** Sept 2023 – TT$0.056 per share
 **STOCKHOLDERS EQUITY**	**Sept 2024 – TT$857.6 million** December 2023 – TT$720.0 million

INTERIM REPORT TO THE STOCKHOLDERS

<u>ASBH Q3 Performance (July-September 2024)</u>

The results for ASBH are expressed in TT$.

These results include the performance of Caribbean Producers (Jamaica) Limited ("CPJ") a company in which the Group acquired a 44.8% ownership during the quarter. For transparency, we have included a section showing CPJ performance for the quarter.

For the three (3) months ended September 30, 2024 (Q3), the Brydens Group earned revenue of $921.4 million, an increase of $321.2 million (53.5%) over the corresponding period in 2023. Gross Profit (GP) closed at $263.5 million which was $111.1 million (72.9%) above the prior year. Operating profit was $56.5 million, a decrease of $5.8 million (9.3%) versus the corresponding period in 2023.

In September 2023, there was a non-recurring gain on the restructuring of the post-employment medical plan. The financial statements for the YTD September 2023 were adjusted to reflect the actuaries' apportionment of this gain between profit or loss and other comprehensive income. Post-tax, the impact was $15.8 million on net profit and $19.2 million on other comprehensive income.

Finance expenses of $22.6 million (compared to $18.1 million in the prior year) reflects higher borrowing rates for short term loans to finance extended time to collect from government entities; also the higher cost of foreign exchange. The Group's profit after tax closed at $16.3 million versus $29.4 million in the prior year. However, if compared net of the impact of the non-recurring gain in 2023, profit after tax of $16.3 million would be $2.7 million higher than the prior year.

<u>CPJ Performance (July-September 2024)</u>

The results for CPJ are expressed in US$.

For the period ending September 30, 2024, CPJ Group reported operating revenues of US$34.01 million, reflecting a 0.6% decline from the previous year's revenue of US$34.22 million. The group posted a pre-tax loss of US$27.73 thousand, a decrease of US$1.65 million compared to the prior year's pre-tax profit of US$1.62 million. The loss was primarily driven by:

- Downturn in tourist arrivals in the Jamaica market between July and September 2024
- Rising operational cost which increased by 20.6% from US$7.7M to US$9.3M. This was due to higher selling and administrative cost as the company gears up for oncoming business opportunities by employing additional staff.
- Significant costs were incurred as we embark on a US$3M manufacturing upgrade that is in progress and slated to go live by end March 2025.
- Significant inventory loss in the St. Lucia subsidiary's retail business. Management has identified the gaps and changes have been made to correct this.

<u>CPJ Outlook</u>

There is optimism about the upcoming Tourist winter and Christmas period, especially with the easing of the travel advisory from the USA, the completion of the USA election plus the feedback from our hotel partners of robust forward bookings compared to the last quarter. These projections in the sector present a promising environment for recovery.

ASBH Q3 year-to-date Performance (January-September 2024)

These results are being expressed in TT$.

For the year to date, there was growth in revenue of $433.0 million (24.1%) against the prior year, while gross profits increased by $154.2 million (33.3%). The Group generated an operating profit of $144.1 million versus $154.0 million in the prior year, a decrease of $9.9 million (6.4%). If compared net of the impact of the non-recurring gain in 2023, operating profit of $144.1 million would be $12.7 million higher than the prior year.

Profit before tax closed at $92.3 million compared to $116.3 million in the prior year, a reduction of $24.0 million. This was driven by higher finance costs in 2024 ($12.9 million), reversal of the medical plan liability in 2023 ($22.6 million) and reduction in income from an Associate investment in 2024 ($1.1 million). If adjusted for the reversal of the medical plan liability in 2023, the profit before tax in 2023 would be $93.7 million, 1.5% higher than the current year.

Profit after tax for the period was $48.7 million, a $35.0 million (41.8%) reduction compared to the prior year, and in addition to the aforementioned issues, there is also the impact of higher effective tax rate incurred by the Group in 2024.

As described further in the notes to the interim unaudited consolidated financial statements, the Group has consolidated the results of CPJ from the date of acquisition of its interest in that company to the reporting date.

The Company declared an ordinary dividend of TT$0.01323 per share in June 2024 (TT$0.0126 per share in June 2023).

ASBH Outlook

While there is significant headwind in the Trinidad market leading to revenue and margin compression challenges, we are optimistic of a strong Christmas and Carnival season. The Group has also been expanding its export business and we are seeing robust growth in Guyana and Jamaica while Barbados is holding its own. CPJ will deliver positively to the bottom-line as Jamaica and St. Lucia enter the winter tourist season. So overall, despite the challenges, we expect to deliver growth.

We thank our employees for their continued dedication to our shared mission and to our valued partners their unwavering support as we continue on our journey.

P.B. Scott	Chairman	Richard Pandohie	Director

SHAREHOLDER PROFILE AS AT 30 SEPTEMBER 2024

Ten Largest Shareholders

1.	Seprod Limited	751,660,016
2.	Musson Investments Limited	143,988,213
3.	Stony Hill Capital Limited	113,601,608
4.	Michael Anthony Conyers	90,103,014
5.	Richard Pandohie	65,826,147
6.	Gerard Bruce Conyers	47,878,649
7.	Caribprop Limited	41,074,270
8.	Curmudgeon Limited	19,231,313
9.	Caona Investments Limited	12,190,027
10.	Patrick A.W. Scott	7,314,016

Shareholding of Directors and Connected Persons

1.	Paul B Scott (Chairman)	Nil
	- connected persons	1,050,324,107
2.	Michael Anthony Conyers	90,103,014
3.	Melanie Subratie	Nil
	- connected persons	1,021,439,864
4.	Richard Pandohie (Chief Executive Officer)	65,826,147
5.	Nicholas Scott	Nil
	- connected persons	19,231,313
6.	Geoffrey Charles Gordon	Nil
7.	Brian Wynter	Nil

Shareholding of Management

1.	Michael Conyers	90,103,014
2.	Richard Pandohie	65,826,147
3.	Gerard Conyers	47,878,649
4.	Bernadette Sammy	6,948,316
5.	David Franco	6,948,316
6.	Scott Franco	6,948,316
7.	Andrew Crooks	6,948,316
8.	Stephen Welch	6,948,316
9.	Barry Tangwell	6,948,316
10.	Tiffany Reid	5,973,113
11.	Damion Dodd	4,876,011

INTERIM UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

9 MONTHS ENDED 30 SEPTEMBER 2024

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Interim Unaudited Consolidated Statement of Comprehensive Income

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	3 months ended 30 Sept		9 months ended 30 Sept	
	2024	**2023**	**2024**	**2023**
	TT$000	**TT$000**	**TT$000**	**TT$000**
Revenue	921,357	600,177	2,233,389	1,800,395
Direct expenses	(657,889)	(447,790)	(1,615,667)	(1,336,917)
Gross Profit	263,468	152,387	617,722	463,478
Other operating income (expenses)	2,161	3,928	3,587	6,529
Operating expenses	(209,160)	(94,028)	(477,196)	(315,965)
Operating Profit	56,469	62,287	144,113	154,042
Finance costs	(22,632)	(18,123)	(51,622)	(38,679)
Share of results of Associate	202	(261)	(189)	908
Profit before Taxation	34,039	43,903	92,302	116,271
Taxation	(17,694)	(14,482)	(43,606)	(32,619)
Net Profit	16,345	29,421	48,696	83,652
Other comprehensive income, net of taxes	-	19,158	-	19,158
Total Comprehensive Income	**16,345**	**48,579**	**48,696**	**102,810**

Net Profit is attributable to:

Stockholders of the Company	16,273	28,993	45,297	78,415
Non-controlling interests	72	428	3,399	5,237
Total	**16,345**	**29,421**	**48,696**	**83,652**

Total Comprehensive income is attributable to:

Stockholders of the Company	16,273	46,635	45,297	96,057
Non-controlling interests	72	1,944	3,399	6,753
Total	**16,345**	**48,579**	**48,696**	**102,810**

Earnings per Stock Unit Attributable to Stockholders of the Company				
Continuing operations	TT$0.012	TT$0.021	TT$0.033	TT$0.056

A.S. Bryden and Sons Holdings Limited

Interim Unaudited Consolidated Statement of Financial Position

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Unaudited 30 Sept 2024	Unaudited 30 Sept 2023	Audited 31 December 2023
	TT$000	TT$000	TT$000
Non-current Assets			
Property, plant and equipment	519,064	317,246	272,996
Right of use assets	69,416	-	69,416
Intangible assets	333,747	231,701	230,124
Investments	17,011	16,177	15,590
Finance lease	59	-	-
Post-employment benefit asset	27,246	29,091	27,249
Deferred tax assets	36,981	14,884	69,553
	1,003,524	609,099	684,928
Current Assets			
Inventories	898,301	559,855	673,678
Trade and other receivables	872,122	535,390	667,707
Taxation recoverable	28,990	361	12,658
Cash and bank balances	143,605	176,606	147,604
	1,943,018	1,272,212	1,501,647
Current Liabilities			
Trade and other payables	514,257	306,158	527,958
Borrowings	560,143	229,183	226,012
Lease obligations	7,941	9,871	13,945
Loan due to Parent	23,974	-	11,906
Taxation payable	12,469	22,994	5,444
	1,118,784	568,206	785,265
Net Current Assets	824,234	704,006	716,382
	1,827,758	1,313,105	1,401,310
Equity Attributable to Stockholders of the Company			
Share capital	387,600	387,600	387,600
Preference shares	123,340	123,340	123,340
Capital reserves	94,900	94,900	94,900
Retained earnings	79,440	30,759	65,606
	685,280	636,599	671,446
Non-Controlling Interests	172,344	45,221	48,521
	857,624	681,820	719,967
Non-current Liabilities			
Post-employment benefit obligations	18,176	26,186	18,131
Borrowings	788,018	517,510	512,043
Lease obligations	129,488	54,665	60,788
Deferred tax liabilities	34,452	32,924	90,381
	970,134	631,285	681,343
	1,827,758	1,313,105	1,401,310

Approved for issue by the Board of Directors on November 13, 2024 and signed on its behalf by:

Paul B. Scott Director

Richard Pandohie Director

A.S. Bryden and Sons Holdings Limited

Interim Unaudited Consolidated Statement of Changes in Equity

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

Unaudited 9 Months ended 30 Sept 2024	**Share capital TT$000**	**Preference shares TT$000**	**Capital reserve TT$000**	**Retained Earnings TT$000**	**Sub-total TT$000**	**Non-controlling Interests TT$000**	**Total TT$000**
At 01 January 2024	387,600	123,340	94,900	65,606	671,446	48,521	719,967
Profit for the 9 month period	-	-	-	45,297	45,297	3,399	48,696
	387,600	123,340	94,900	110,903	716,743	51,920	768,663
Transactions with owners:							
Controlling interest in a new subsidiary	-	-	-	-	-	159,180	159,180
Acquisition of shareholding of a non-controlling interest in a subsidiary	-	-	-	(8,915)	(8,915)	(38,756)	(47,671)
Ordinary dividends declared by the Company	-	-	-	(18,386)	(18,386)	-	(18,386)
Preference dividends declared by the Company	-	-	-	(4,162)	(4,162)	-	(4,162)
Balance at 30 Sept 2024	387,600	123,340	94,900	79,440	685,280	172,344	857,624

Unaudited 9 Months ended 30 Sept 2023	**Share capital TT$000**	**Preference shares TT$000**	**Capital reserve TT$000**	**Retained Earnings TT$000**	**Sub-total TT$000**	**Non-controlling Interests TT$000**	**Total TT$000**
At 01 January 2023	387,600	123,340	94,900	(41,545)	564,295	38,468	602,763
Profit for the 9 month period	-	-	-	78,415	78,415	5,237	83,652
Re-measurement of post-employment benefits	-	-	-	17,642	17,642	1,516	19,158
	387,600	123,340	94,900	54,512	660,352	45,221	705,573
Transactions with owners:							
Ordinary dividends declared by the Company	-	-	-	(17,510)	(17,510)	-	(17,510)
Preference dividends declared by the Company	-	-	-	(6,243)	(6,243)	-	(6,243)
Balance at 30 Sept 2023	387,600	123,340	94,900	30,759	636,599	45,221	681,820

A.S. Bryden and Sons Holdings Limited

Interim Unaudited Consolidated Statement of Cash Flows

(Expressed in Trinidad and Tobago dollars unless otherwise indicated)

	Unaudited 9 months ended 30 Sept 2024 TT$000	Unaudited 9 months ended 30 Sept 2023 TT$000
Cash Flows from Operating Activities		
Net profit after taxation	48,696	83,652
Items not affecting cash resources:		
Depreciation	30,594	17,035
Amortisation of intangible assets	8,208	7,339
Gain on disposal and other adjustments of property, plant and equipment	(889)	(382)
Expenses recognised on post-medical benefit	-	19,158
Share of results of associate, net of tax	189	(908)
Taxation expense	43,606	32,619
Interest expense	51,622	38,679
	182,026	197,192
Changes in operating assets and liabilities:		
Inventories	81,155	30,580
Trade and other receivables	(43,003)	(88,480)
Trade and other payables	(111,133)	(64,546)
Cash generated by operations	109,045	74,746
Taxation paid	(50,476)	(31,722)
Cash generated by operating activities	58,569	43,024
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(25,670)	(10,283)
Acquisition of controlling interest in a new subsidiary	-	-
Acquisition of subsidiaries	(299,329)	-
Acquisition of shareholding of a non-controlling interest in a subsidiary	(38,756)	-
Proceeds on disposal of property, plant and equipment	1,863	1,836
Cash used in investing activities	(361,892)	(8,447)
Cash Flows from Financing Activities		
Borrowings received	607,313	383,093
Borrowings repaid	(233,808)	(311,214)
Ordinary dividends paid by the Company	(18,397)	(13,728)
Preference dividends paid by the Company	(4,162)	(4,162)
Interest paid on borrowings	(51,622)	(38,679)
Cash from financing activities	299,324	15,310
(Decrease)/increase in cash and cash equivalents	(3,999)	49,887
Cash and cash equivalents at start of period	147,604	126,719
CASH AND CASH EQUIVALENTS AT END OF PERIOD	143,605	176,606

Business Segments

The Group has one reportable segment however, revenue from external customers is generated from the sale of goods and services of varying types. Similar products and services have been grouped together and revenue for the period disclosed below.

	3 months ended 30 Sept		9 months ended 30 Sept	
	2024 TT$000	**2023 TT$000**	**2024 TT$000**	**2023 TT$000**
Consumer goods	652,886	381,565	1,460,484	1,171,189
Hardware and housewares	50,280	53,928	133,985	137,978
Healthcare	125,586	82,340	372,891	258,817
Industrial equipment and lubricants	96,151	93,568	296,992	264,908
Eliminations	(3,546)	(11,224)	(30,963)	(32,497)
	921,357	600,177	2,233,389	1,800,395

Revenue was generated from sales to customers in the domestic and export markets.

	3 months ended 30 Sept		9 months ended 30 Sept	
	2024 TT$000	**2023 TT$000**	**2024 TT$000**	**2023 TT$000**
Sales to customers in country of domicile	894,241	582,673	2,145,823	1,747,588
Sales to customers in other countries	27,116	17,504	87,566	52,807
	921,357	600,177	2,233,389	1,800,395

Sales to customers in countries other than the Company's country of domicile originated all segments. Operating profit, capital expenditure, depreciation, assets and liabilities cannot be allocated between geographical sales territories.

Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards. IFRS Accounting Standards comprise the following authoritative literature:

• IFRS Accounting Standards
• IAS® Standards
• Interpretations developed by the (IFRS) Interpretations Committee (IFRIC® Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC® Interpretations).

Certain accounting entries that are made at the year-end are estimated in these interim unaudited consolidated financial statements.

The accounting policies applicable to these interim unaudited consolidated financial statements are consistent with those used in the audited consolidated financial statements for the year ended 31 December 2023.

Acquisition of interests in subsidiaries

During the period the Group acquired 55.0% of the share capital of Retail Acquisition Company Limited, a company incorporated and domiciled in Barbados and which is a holding company with a 100.0% ownership stake in Stansfeld Scott (Barbados) Limited ("SSBL"). SSBL is a distributor and retailer of fast moving consumer goods including food, alcoholic and non-alcoholic beverages, and health supplements.

The Group also acquired the shareholding of a minority shareholder of Bryden pi Limited during the period.

In July 2024, the Group acquired a 44.8% strategic stake in Caribbean Producers (Jamaica) Limited ("CPJ" "Subsidiary"). CPJ is incorporated and domiciled in Jamaica, and is a leading food and premium beverage distributor for major global brands with a focus on serving hotels and resorts. CPJ operates in Jamaica and St. Lucia. Based on its assessment of control in accordance with IFRS 10 *Consolidated Financial Statements*, the Group has determined that control of CPJ was obtained via its acquisition of its significant stake (44.8%) in the business, and consequently, has consolidated the post-acquisition position and results of the Subsidiary as at and for the period ended September 30, 2024.

SCHEDULE 6
<u>AUDITORS CONSENT</u>

pwc

Members of the Audit Committee
A.S. Bryden & Sons Holdings Limited
#1 Ibis Avenue
San Juan
Trinidad and Tobago

24 December 2024

We refer to the Take-over bid circular dated 27 December 2024 issued by A.S. Bryden & Sons Holdings Limited to purchase shares in Caribbean Producers (Jamaica) Limited (offer circular).

We consent to being named in and to the use in the above-mentioned offer circular of A.S. Bryden & Sons Holdings Limited (ASBH or the Company), of our reports dated 2 February 2024 and 2 April 2024 to the shareholders of the company on the following financial statements:

- the consolidated financial statements for ASBH for the year ended 31 December 2023, comprising:
  the consolidated statement of financial position as at 31 December 2023;
  the consolidated statement of comprehensive income for the year then ended;
  the consolidated statement of changes in equity for the year then ended;
  the consolidated statement of cash flows for the year then ended; and
  the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

- statements of financial position as at 31 December 2022 and 31 December 2023;

- consolidated statements of comprehensive income for the period from the date of incorporation on 9 May 2022 to 31 December 2022 and the year ended 31 December 2023.

We report that we have read the offer circular and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements on which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with International Standard on Auditing 720 - The Auditor's Responsibilities Relating to Other Information in Documents Containing Audited Financial Statements for an auditor's consent to the use of a report of the auditor included in an offer circular, which does not constitute an audit or review of the offer circular.

Yours sincerely

PricewaterhouseCoopers

PricewaterhouseCoopers, PO Box 550, 11-13 Victoria Avenue, P01t of Spain, 100902, Trinidad, West Indies
T: (868) 299 0700, F: (868) 623 6025, www.pwc.com/tt