

- Has shown a profit in the last financial year.
 Other (Specify): _____
(Check at least one, as appropriate)

Has the company applied for listing on the Eastern Caribbean Securities Exchange Yes No

Date of Issue of this Registration Statement: 15th December 2016

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

PART II
OFFERING PRICE FACTORS

1. If the securities offered are common stock, or are exercisable for or convertible into common stock, the following factors may be relevant to the price at which the securities are being offered.

2. What were net, after-tax earnings for the last financial year? (If losses, show in parenthesis.)

Total \$ (\$5.712) (\$ (\$0.35) per share)

3. If the company had profits, show offering price as a multiple of earnings.

Offering Price per Share = (price/earnings)
Net After-Tax Earnings Last Year per Share

4. (a) What is the net tangible book value of the company? (If deficit, show in parenthesis.) For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research and development costs and similar intangible items) minus total liabilities.

\$ _____ (\$ _____ per share)

(b) State the dates on which the company sold or otherwise issued securities during the last 12 months, the amount of such securities sold, the number of persons to whom they were sold, any relationship of such persons to the company at the time of sale, the price at which they were sold and, if not sold for cash, a concise description of the consideration.

5. (a) What percentage of the outstanding securities of the company will the investors in this offering have? (Assume exercise of outstanding options, warrants or rights and conversion of convertible securities, if the respective exercise or conversion prices are at or less than the offering price).

If the maximum is sold: _____ %

If the minimum is sold: _____ %.

- (b) What post-offering value is management implicitly attributing to the entire company by establishing the price per security set forth under Part I, or exercise or conversion price if common shares are not offered? (Total outstanding securities after offering times offering price, or exercise or conversion price if common shares are not offered.)

If maximum is sold: _____ %

If minimum is sold: _____ %.

**PART III
DESCRIPTION OF SECURITIES**

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
Common	Unlimited
Preference	Unlimited

b) Issued

TYPE/CLASS	AMOUNT
Common	24,465,589
Preference	830,000

2. The securities offered hereby are:

NUMBER	TYPE
<input checked="" type="checkbox"/>	Common Stock
<input type="checkbox"/>	Preferred or Preference Stock
<input type="checkbox"/>	Notes, Bonds or Debentures
<input type="checkbox"/>	Other (specify):

3. These securities have:

- | Yes | No | |
|--------------------------|-------------------------------------|--|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Cumulative voting rights |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special voting rights |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Pre-emptive rights to purchase in new issues of securities |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference as to dividends or interest |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference upon liquidation |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special rights or preferences (specify): |

Explain:

4. Are the securities convertible? Yes No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

5. Provide details of any bonus securities or share dividends in the last two years

None

- (c) If any material amount of the proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from senior officers, directors, employees or principal shareholders of the company or their associates, give the names of the persons from whom the assets are to be acquired and set forth the cost to the company, the method followed in determining the cost, and any profit to such persons.

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- (d) If any amount of the proceeds is to be used to reimburse any senior officer, director, employee or shareholder for services already rendered, assets previously transferred, or monies loaned or advanced, or otherwise, provide the name(s) of employee(s) and shareholder(s) and the terms of the transaction.

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**PART V
PLAN OF DISTRIBUTION**

1. Applications will be accepted for a minimum of _____ securities and thereafter in multiples of _____

2. If Applications for securities exceed the number being offered, indicate how the allocations will be made:

3. If an application is not accepted or is accepted for a smaller number of securities than applied for, will the balance of the application money be returned with/without interest to the applicant.

4. The underwriter(s) or selling agent(s) (that is, the persons selling the securities as agent for the company for a commission or other compensation) in this offering are:

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.() _____	Telephone No.() _____
Fax No () _____	Fax No:() _____
Email Address: _____	Email Address _____

5. Underwriting Details (Commissions, Over-allotment Options, Responsibility for Unsold Securities, Services Provided, etc)

6. If this offering is not being made through selling agents, the names of persons at the company through which this offering is being made:

Name: _____ Name: _____
Address: _____ Address: _____
Telephone No.() _____ Telephone No.() _____
Fax No () _____ Fax No:() _____

7. (a) If this offering is limited to a special group, such as employees of the company, describe the limitations and any restrictions on resale that apply:

- (b) Will the securities offered be held in physical form or in a book-entry dematerialised form.

- (c) Will the securities (if held in physical form) or the electronic record (if held as a book entry position in dematerialised format) bear a legend notifying holders of restrictions identified in Part V (7)(a)?

Yes No

- (d) Explain the nature of any resale restrictions on outstanding securities, and when those restrictions will terminate, if this can be determined:

**PART VII
THE COMPANY**

1. (a) Provide brief history of the company since its inception to the present time.

The registrant is the parent company comprising of the subsidiaries listed below. It is a public company owned by Shareholders, which includes the Government of Saint Lucia and Republic Bank Limited, each with a 19.36% ownership at the end of the year. It is involved in the business of Banking and Financial Services.

Bank of Saint Lucia Limited
Bank of St Vincent & the Grenadines
Bank of Saint Lucia International Limited

- (b) Provide a description of the developments in the company's main line of business including accomplishments and future plans.

The Company's main subsidiaries Bank of Saint Lucia and Banko f Saint Vincent and the Grenadines operates domestic banking business while its international bank Bank of Saint Lucia International operates in an International Banking industry.

- (c) Describe in detail what business the company does and proposes to do, including what products or goods are or will be produced or services that are or will be rendered.

Domestic Banking and Investment Services & International Financial Services

plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.

There are no plans to offer new products at this time.

- (e) Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.

The marketing strategies being employed are direct marketing based on segmentation of internal customer base and media advertising.

- (f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates and the terms of any renewal options. Indicate what properties the company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise.

All properties are held by the subsidiaries both BOSL and BOSVG

- (h) Indicate current and future forms of competition, (whether by price, service or otherwise). Name the company's main actual and/or potential competitors. Indicate the relative size, financial and market strengths of the company's competitors and/or its anticipated competitors. State bases on which the company can effectively compete with these and other companies within the industry.

The company does not have competitors as it is a holding company. The current and future forms of competition of its subsidiaries are based on customer service, interest rate sand fees. The competitors are Commercial Banks, Credit Unions and Pay Day loan companies.

- (i) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

N/A

- (j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate the nature and extent of regulation and its effect or potential effects upon the company and its operations.

N/A

- (k) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

Bank of St Lucia - 100%
Bank of St Vincent & the Grenadines - 51%
Bank of Saint Lucia International - 100%

- (l) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

No

- (m) Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

Material events of former company:

The former company amalgamated with its property holding company in October 2012.

In September 2014 the Company sold 60% of its shareholding in EC Global Insurance Co. to GraceKennedy and now owns 20%.

In October 2016 the company merged with its subsidiaries Bank of Saint Lucia Limited and ECFH Global Investment Solutions and this entity created was named Bank of Saint Lucia Limited.

A new East Caribbean Financial Holding Company Limited was incorporated on 17th October 2016 which holds the shares of Bank of Saint Lucia Limited, Bank of Saint Lucia International Limited and Bank of Saint Vincent & the Grenadines Limited.

2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).

(1) Business Interruption due to Natural and Man made

(2) Collapse of the Financial System within which the

(3) Major default of some of large loans and large nc

(4) Major incidence of fraud

(5) Poor and unethical management practices

(6) Liquidity Risk

(7) Unstable industrial relations climate

(8) Political & Economic instability

Attach Additional Sheets if needed

3. Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

No

4. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

N/A

**PART VIII
CAPITALIZATION**

1. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent share splits, share dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding	As Adjusted	
	As of:	Minimum	Maximum
	311215 (date)		
Debt:			
Short-term debt (average interest rate _____ %)	\$ _____	\$ _____	\$ _____
Long-term debt (average interest rate 4.15 %)	\$ 116,646	\$ _____	\$ _____
Total debt	\$ _____	\$ _____	\$ _____
Shareholders' equity (deficit):			
Preferred shares - par or stated value (by class of preferred in order of preferences)			
	\$ 4,150	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock-- par or stated value	\$ 170,081	\$ _____	\$ _____
Additional paid in capital	\$ _____	\$ _____	\$ _____
Retained earnings (deficit)	\$ (132,459)	\$ _____	\$ _____
Total shareholders' equity (deficit)	\$ 200,764	\$ _____	\$ _____
Total Capitalisation	\$ 251,674	\$ _____	\$ _____

2. Capital Commitments and Contingent Liabilities

- a Unfunded Pension Liabilities
- b Letters of Credit
- c Performance bonds
- d Guarantees and Warranties
- e Undrawn commitments
- f Letters of Comfort
- g Capital Commitment
- h Others

**PART IX
DIVIDEND POLICY**

3. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE
October 2012	24,465,589		\$0.10

4. Outline any projections or plans for payment of dividends over the next two years?

None

PART X
EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

1. **EXECUTIVE OFFICERS**

Position: _____

Name: See Appendix Attached

Age: _____

Mailing Address: _____

Telephone No.: () _____

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Andre Iton Position: Managing Director

Mailing Address: P.O. Box 1862, Castries
P.O. Box 1862, Castries

Telephone No.: 1-758-456-6803

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

Consultant

Education (degrees or other academic qualifications, schools attended, and dates):

Bsc. Economic

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Estherlita Cumberbatch Position: Corporate Secretary

Mailing Address: P.O. Box 1862, Castries, St Lucia
P.O. Box 1862, Castries, St Lucia

Telephone No.: 1-758-456-6000

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

Corporate Secretary

Education (degrees or other academic qualifications, schools attended, and dates):

ACIS
LLB

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Joanna Idra Charles Position: Chief Operating Officer

Mailing Address: Bridge street, Castries
Bridge street, Castries
St.lucia

Telephone No.: 1-758-456-6000/ext 6822

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

Chief Operating Officer - 01st May 2016 - Present - responsible for some support functions such as Marketing, IT, Administration, facilities and strategy implementation.
General Manager - Corporate Services - January 2015 to April 30, 2016
Assistant General Manager - BOSL - 2005 to 2015

Education (degrees or other academic qualifications, schools attended, and dates):

ACIB - Chartered Institute of Financial services UK - 1999
BSc (Hons) - University of Manchester - 1999
MBA - Manchester Business School - 2006

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Bennie Stapleton Position: Group Financial O

Mailing Address: P.O. Box 1862, Castries, St Lucia
P.O. Box 1862, Castries, St Lucia

Telephone No.: 1-758-456-6000

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

Chief Financial Officer. - Bank. of St. Vincent & the Grenadines (2009- 2015)
Group Finacial Controller (ECFH) 2015 - Present
Overall responsibility for the Accounting, Investment and Brokerage Unit across all group subsidiaries.

Education (degrees or other academic qualifications, schools attended, and dates):

Bsc Accounting (First Class Honours). - University of the West Indies (1997)
Association of Chartered Certified Accountants. (ACCA) - 2003
Certified Information Auditor
Certified Sytem Auditor

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Melissa Simon Position: Senior Manager - Internal Audit

Mailing Address: P.O. Box 1862, Castries
P.O. Box 1862, Castries
St. Lucia

Telephone No.: 1-758-456-6000

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

The Senior Manager - Audit is required to perform advanced level professional internal auditing work as part of the company's governance structure. This includes directing a comprehensive audit program consisting of performance, financial, compliance and information systems audit projects in order to evaluate and assist in the improvement of risk management, governance and control processes. The Senior Manager - Audit reports functionally to the Audit Committee, administratively to the Group Managing Director and is responsible for ensuring that the Audit function remains compliant with the IIA standards.

Education (degrees or other academic qualifications, schools attended, and dates):

BSc Management Studies - St. Augustine Campus, UWI - July 1999
Certified Financial Services Auditor (CFSA) - Institute of Internal Auditors - November 2006
Fellow of the Association of Chartered Certified Accountants (FCCA) - April 2008
Certified Fraud Examiner (CFE) - Association of Certified Fraud Examiners - June 2008
Certified Information Systems Auditor (CISA) - Information Systems Audit and Controls Association - December 2012
Certified Internal Auditor (CIA) - Institute of Internal Auditors - November 2015

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

Name: Shanta Louis Position: Chief Risk Officer

Mailing Address: P.O. Box 1862, Castries, St Lucia
P.O. Box 1862, Castries, St Lucia

Telephone No.: 1-758-456-6105

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of **current** responsibilities.

Senior Manager Credit Risk, Bank of Saint Lucia Limited, ECFH (July 2015 to August 2016);
Compliance Manager, Bank of Saint Lucia International Limited, ECFH (April 2014 to June 2015);
Unit Head, Supervisory Indigenous Banks, Bank Supervision Department, Eastern Caribbean Central Bank (April 2012 to March 2014);
Bank Examiner, Bank Supervision Department, Eastern Caribbean Central Bank (January 2009 to March 2012):

Education (degrees or other academic qualifications, schools attended, and dates):

2016 University of South Wales (In Process)
Masters of Business Administration,
2002-2005 University of the West Indies, St Augustine, Trinidad
BSc Economics with Finance & Accounting (2nd Class Honours)
2002 University of the West Indies School of Continuing Studies and the National Research and Development Foundation of St Lucia
Certificate in Human Resource Management (Grade A)
1996-1998 Sir Arthur Lewis Community College, Castries, St. Lucia
A-levels with University of Cambridge (Advanced Level)
Mathematics (A), Management of Business (B), Economics (B), General Paper (B)

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

2. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: See Attached Appendix Position: _____

Age: _____

Mailing Address: _____

Telephone No.: ()

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Use additional sheets if necessary

APPENDIX 2 - BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Andre Chastanet Position: Chairman

Mailing Address: c/o P.O. Box 1860
Castries
Saint Lucia

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).
Give brief description of **current** responsibilities

Andre Chastanet is a Retired Business Executive who keeps himself occupied by managing a few apartments. Since retiring he served as Chairman of the National Insurance Corporation of St. Lucia for a period of seven months and as director of St. Lucia Electricity Services for a period of three years. He also served as a member of the National Competiveness and Productivity Council of St. Lucia.

Prior to retiring in September, 2013 he served as Managing Director of Consolidated Foods Ltd, owners and operators of the major supermarket chain in St. Lucia, for almost twenty years. During this period, he served as director on several corporate boards, locally and regionally and non profit organizations, including the St. Lucia Chamber of Commerce. He is a Chartered Accountant by profession and fellow of the Association of Chartered Certified Accountants of the UK.

Education (degrees or other academic qualifications, schools attended, and dates):

Following successful completion of the examinations of the Association of Chartered Certified Accountants of the UK in June 1988, I became an associate member in that same year and in 1993 became a Fellow member.

Use additional sheets if necessary.

APPENDIX 2 - BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Marcus Joseph Position: Director

Mailing Address: c/o P.O. Box 1860
Castries
Saint Lucia

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).
Give brief description of **current** responsibilities

October 2015 to Date - Minvielle & Chastanet Limited - Divisional Manager – Finance
Directly responsible for the strategic and operational functions of Minvielle & Chastanet Limited, M&C Drugstore, M&C Shipping and M&C Gas. overall responsibility for accounting, finance, tax and auditing of the Automotive, Building Supplies and Services Division within Goddard Enterprises Limited covering St Lucia, Barbados, St Vincent, Jamaica and Grenada.

February 2013 to September 2015 -
Overall responsibility for accounting, finance, budget, tax and auditing of Goddard Group St Lucia

January 2006 to August 2009 - East Caribbean Financial Holding Company Limited - Group Financial Controller
Management of the Finance Department with responsibility for accounting, finance and budgeting
Responsible for tax planning, corporate tax returns and compliance with banking and insurance regulations;

May 2005 to December 2005 - East Caribbean Financial Holding Company Limited Corporate Finance Manager
Assist with the management of the Finance Department with responsibility for accounting, finance and budgeting
Responsible for tax planning, corporate tax returns and compliance with banking and insurance regulations;

Education (degrees or other academic qualifications, schools attended, and dates):

Date
September 2011 to June 2012
Bar Standards Board

September 2009 – May 2010
Post Graduate Diploma in Law

March 1991 – March 1996
Certificate in Accountancy

September 1995 – December 1995
Strategic Management - B
Information Systems Strategy - A
Internal Audit & Controls - A

September 1995 – December 1995
Advanced Corporate Finance - A

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Llewellyn Gill Position: Chartered Accountant

Mailing Address: P O Box 546
Castries
St. Lucia

Telephone No.: 758 484 9250

List jobs held during past five years (include names of employers and dates of employment).

March 1992 To present
Sole Practitioner - providing accounting, auditing, internal auditing, financial and management, business advisory services as well as secretarial services.

Give brief description of **current** responsibilities

Auditor and Consultant

Education (degrees or other academic qualifications, schools attended, and dates):

CGA - Certified General Accountant of Canada (CGA) - 1987 FCGA - Fellow of the Certified General Accountants of Canada - 1996 FCIS - Fellow of the Institute of Chartered Secretaries and Administrators in Canada - 1997 FCCA - Fellow of the Association of Chartered Certified Accountants (UK) - 2007 Acc. Dir. Accredited Director, Institute of Chartered Secretaries Canada - 2009
Honours:- SLMM - St Lucia Medal of Merit Gold - Order of St Lucia - Feb. 2009 The "Augusto Pinaud Award" - Order of Honour to Merit, Venezuelan Red Cross - Feb. 2008

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Lennox Timm Position: Director ECFH

Mailing Address: PO BOx 1026 New Montrose
Kingstown
St. Vincent and the Grenadines

Telephone No.:

List jobs held during past five years (include names of employers and dates of employment).

Financial Comptroller - National Insurance Services St Vincent and the Grenadines 1993- present

Give brief description of **current** responsibilities

Analyze Financial statements and report to the Board of Directors
Assist with managing the investment portfolio
Prepare capital appraisal reports for the Board Financing
Analyze and review financing proposals for NIS funding
Manage external audit schedules published Financial statements and liase with auditor
make presentations at management meetings as well as to the Board of directors and committees of the Board.
Monitoring training and supervision of Accounting staff
Creating , monitoring and implementing internal controls.

Education (degrees or other academic qualifications, schools attended, and dates):

Professional degree in accounting- Chartered Certified Accountant (FCCA) UK
Accounting Technician- MAAT UK
Member of the Chartered Institute of Securities and investments -MCSI UK
Currently pursuing a Chartered Business Valuation Course with York University Canada

Schools - Emmanuel High -Secondary
UWI School of continuing education - A levels
Emille wolf College of Accountancy UK (now London School of Accountancy) 1995 -1997

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: MARTIN DORVILLE

Position: MANAGING DIRECTOR

Mailing Address: Choc Ridge,
P.O. Box Choc 8033
Castries

Telephone No.: 758-285-2447

List jobs held during past five years (include names of employers and dates of employment).

2013 – Current MANAGING DIRECTOR (MD) - Consolidated Foods Ltd

2008 - 2013 DEPUTY MANAGING DIRECTOR - Consolidated Foods Ltd

Give brief description of **current** responsibilities

Consolidated Foods Ltd (Group of Companies)
Responsible for the managing the business towards the achievement of its vision of being the Premier Caribbean Basing Retailer and doing so with, Honesty & Integrity, collaboration with all relevant partners, respect and ethical practice, purposeful effort towards growth and continuous improvement.

Responsibilities

- Development of Strategic plans
- Driving performance according to approved plans and budgets
- Creating and maintaining a highly engaged and motivated workforce
- Driving excellence in customer service
- Maintaining a Healthy and safe environment for all associates, partners and customers
- Managing all partners/ stakeholder relationships relevant to the business

- MD of Consolidated Foods Limited (CFL) in SLU
- MD of Massy Stores SVG Ltd. and Massy Stores SVG Group holdings Ltd. – 2014
- MD of Caribbean Properties Holdings Inc. (CPHI),
- MD of joint Properties Holdings Inc. (JPHL)

Education (degrees or other academic qualifications, schools attended, and dates):

MBA Marketing & Finance: Warwick Business School

- BSc. Management, (First Class Honors): University of the West-Indies

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Omar L Davis Position: Accountant

Mailing Address: P O Box 389
Vieux Fort
St. Lucia

Telephone No.: 758 484 1180

List jobs held during past five years (include names of employers and dates of employment).

Consultant Self Employed

Give brief description of **current** responsibilities

Provision of Financial and Management Advisory Services

Education (degrees or other academic qualifications, schools attended, and dates):

Chartered Certified Accountant (1975)

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Mr. Trevor Louisy Position: Director

Mailing Address: P.O. Box 230, Castries
St Lucia

Telephone No.: (758) 457-4400

List jobs held during past five years (include names of employers and dates of employment).

Managing Director - St Lucia Electricity Services Limited - January 2004 - Present

Give brief description of **current** responsibilities

Responsible for the overall management and strategic direction of the company

Education (degrees or other academic qualifications, schools attended, and dates):

BSc. Electrical Engineering - University of the West Indies 1985

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Mr. Farid Antar Position: General Manager

Mailing Address: 35 Aquamarine Drive, Diamond Vale, Diego Martin, Trinidad

Telephone No.: (868) 792-2569

List jobs held during past five years (include names of employers and dates of employment).

June 2011 – date: Republic Bank Limited - General Manager – Corporate Operations & Process Improvement:

Chief Compliance Officer for Republic Bank Group (to December 2013)

Enterprise Risk Management (ERM) initiative – Sponsor for the introduction of a revised ERM Framework for the Group (May to October 2015)

Give brief description of **current** responsibilities

General Manager for:

Operational Risk, Business Systems & Process Improvement, Regional Operations, Administration and Archives, Premises / Facilities Management, Portfolio Management Office (from April 2014), Creditor Protection Support Unit (from April 2015)

Education (degrees or other academic qualifications, schools attended, and dates):

- Associate of the Institute of Chartered Secretaries and Administrators, UK - 2000 & FCIS - Dec 2015
- Diploma from the School of Bank Marketing and Management – American Bankers Association 2000
- Certificate in International Marketing – UWI Institute of Business, Trinidad - 1997
- Associate of the Chartered Institute of Bankers, UK (ACIB) – ifs School of Finance – 1986

Use additional sheets if necessary.

BIOGRAPHICAL DATA FORMS

DIRECTORS OF THE COMPANY

Name: Jacqueline Emmanuel-Flood Position: Chief Executive Officer

Mailing Address: PO Box CP6410, Castries, Saint Lucia

Telephone No.: 758-285-4767(c); 758-453-5486(h)

List jobs held during past five years (include names of employers and dates of employment).

Chief Executive Officer, Trade Export Promotion Agency, Government of Saint Lucia (2012-Present)
Director, Office of Private Sector Relations, Government of Saint Lucia (2004-2012)

Give brief description of **current** responsibilities

Responsible for positioning and managing the Saint Lucia Trade Export Promotion Agency (TEPA), to market and promote Saint Lucia as an attractive and viable source of products for the export market, and of services by means of the several modes in GATS.

Prime responsibility is to return value to the Stakeholders and Saint Lucia and lead the management team in the formulation of the overall vision, and the execution of the business and operational strategy. Also, direct the development of the senior management, manage key relationships, enable operational excellence and report to the Supervisory Board/Directors.

(Additional information is on attached sheet)

Education (degrees or other academic qualifications, schools attended, and dates):

B.Sc. Economics, University of the West Indies (Barbados), 1988
M.Sc. Project Analysis, Finance and Investment, University of York (UK), 1992

Use additional sheets if necessary.

Primary Duties and Responsibilities

1. Corporate Strategy

With the management team:

- Identifies sets and agrees long term strategic direction, goals and objectives.
- Defines and develops the Agency's plans and budgets designed to achieve specific export generation targets, develops operational plans and presents annually for Board approval.
- Cascades, and agrees clear strategic medium to short term goals and objectives.

2. Business Strategy

- Reviews and develops the organizational infrastructure.
- Identifies, agrees and monitors the organisational values and culture.
- Establishes clearly defined expectations, business targets and growth strategies for the Agency.
- Identifies and agrees strategic resource requirements, methodologies and procedures (Human Resources, Technical, Equipment and Logistics).
- Introduces, and maintains good Governance within the Agency.
- Ensures the development and implementation of technological capabilities and infrastructure.
- Oversees the development and deployment of the Agency's operations strategies.

3. Operational Strategy and Policy

- Develops and agrees strategies and policies for Foreign and Domestic Markets:
 - Export marketing and promotion
 - Funding requirements and broad procedures
- Ensures that the Company achieves the required funding to meet, and sustain its strategic goals and targets.
- Builds, manages and maintains interaction and relationships, with all key stakeholders within Foreign and Domestic markets.

4. Reward Policy and Procedures

- Analyses the nature and types of reward systems required for the Agency (eg Job Evaluation, Reward Management, Performance Management).
- Agrees reward and remuneration policy and levels based on the research.
- Agrees performance methods and indicators on which to assess remuneration and reward.

5. Operational Responsibilities

5.1 Direction of Export and Trade Promotion

- Assists with the identification of, and agrees target sectors and industries.
- Ensures increased contribution of traditional and non-traditional products for export.
- Ensures the promotion, marketing and facilitation of the export trade.

5.2 Direction of the Unit's Support Services

(Outsourced IT, Finance/Admin)

- Directs, and ensures that the identified Support Services are operating efficiently and effectively.
- Maintains an overview, through regular meetings and reports, of the problems and issues being met by Line Managers.

5.3 Financial Management and Control

- Monitors economic and financial environment of Saint Lucia, and the impact of the same in surrounding Caribbean countries.
- Receives departmental budgets, reviews consolidated budget with Finance Representative, and submits to the Board.
- Reviews monitors and addresses variances with Line Managers.
- Alerts the Board regarding serious budget variances and implications.

PART XI

SUBSTANTIAL SHAREHOLDERS

1. (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

SHARES NOW HELD:

Name: Address:	Class of Shares:	No. of Shares:	% of Total
Government of Saint Lucia, Castries, St Lucia	Ordinary	4,736,600	19.36
Republic Bank Limited, Port of Spain - Trinidad & Tobago	Ordinary	4,736,600	19.36
National Insurance Corporation - Castries, St Lucia	Ordinary	4,258,480	17.40
National Insurance Corporation - Castries, St Lucia	Preference	830,000	100

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class of Shares:	Conversion Rate:	No. of Shares upon Conversion	% of Total*
National Insurance Corporation, Castries, St Lucia	Preference	\$5.00	250,000	23.14

* Current holding of shares if conversion option were exercised.

PART XII
LITIGATION

1. Describe any past litigation or administrative action which has had a material effect upon the company's business, financial condition, or operations, including any litigation or action involving the company's Officers, Directors or other key personnel. State the names of the principal parties, the judgement and amounts involved.

None

PART XIII

MISCELLANEOUS FACTORS

1. Provide any additional information considered necessary to clarify any potentially misleading or incomplete information in this Registration Statement.

None

PART XIV

FINANCIAL STATEMENTS

1. Attach Auditor's Report. Attach current audited financial statements, audited financial statements for the last three financial years and the most recent unaudited financial statement if next audited statement is due in less than six months; or the most recent unaudited quarterly statement if the next audited statement is due in more than six months, or pro-forma financial statements, whichever is applicable. If the company has acquired another business since the beginning of the last financial year the assets or net income of which were in excess of 20% of those for the company, show pro-forma combined financial statements as if the acquisition had occurred at the beginning of the company's last financial year.

**PART XV
SIGNATURES**

A Director, the Chief Executive Officer, and the Chief Financial Officer of the company shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the exhibits to this Registration Statement, or as is provided by law, available to each investor, prior to the making of any investment by such investor.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

JOANNA CHARLES
FOR ANDREW STON
Signature

Date 16.12.2016.

Name of Director:

LLEWELLYN GILL
Signature

Date 16.12.2016

Name of Chief Financial Officer:

DENNIE STAPLETON
[Signature]
Signature

Date 15th December, 2016.