The Financial Services Commission registered this Prospectus on December 13, 2011 pursuant to Section 26 of the Securities Act. The Financial Services Commission has neither approved the offered securities nor has the Commission passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence.

This Prospectus is only being issued to existing members as at the date hereof of **Proven Investments Limited**, a company incorporated in and under the laws of St. Lucia. In accordance with Section 372(10) of the Companies Act, 2004 of Jamaica, registration of this Prospectus with the Registrar of Companies of Jamaica is not required in respect of the issue of this Prospectus in Jamaica to such persons, nor has such registration been effected. This Prospectus is intended for use in Jamaica and is not to be construed as an offer of any of the Preference Shares outside of Jamaica.

PROSPECTUS

by

PROVEN

Investments Limited

on its own behalf for

200,000,000 Cumulative Redeemable 8.00% Preference Shares

having a par value of US$0.01 at a fixed price of

J$5.00 per 8.00% Preference Share

Dated as of December 13, 2011

The Directors whose names appear in Section 8 accept full responsibility, collectively and individually, for all the information in this document relating to Proven Investments Limited, its subsidiaries and associated companies. The Directors have taken all reasonable care to ensure that, to the best of their knowledge and belief, the information given herein or in those portions for which they have particular responsibility is in accordance with the facts and does not omit anything likely to affect, in a material way, the import of such information.

No person is authorised to provide information or to make any representation whatsoever in connection with this Prospectus, which is not contained in this Prospectus.

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This Prospectus is being issued and the Offer contained herein is being made only to existing members of Proven Investments Limited. Applications for Preference Shares by persons who are not existing members of PIL on the date of this Prospectus will not be accepted. However, any member who applies for Preference Shares in this Offer may elect to renounce the provisional allotment of some or all of the Preference Shares allocated to that member in the Offer, in favour of a person of that member's choice, whether or not such person is an existing member of Proven Investments Limited as at the date of this Prospectus. Such renunciation may be made in the manner provided in paragraph 6 of Section 20 below, by appropriately completing the relevant part of the Application Form enclosed with this Prospectus.

The application lists with respect to the Preference Shares will open at **9:00am** on the Opening Date. The application lists with respect to the Preference Shares will close at **4:00 p.m**. on the Closing Date. Applications submitted prior to the Opening Date will be received, but not processed until the Opening Date. The Company reserves the right to close any application list at any time without notice, if Applications have been received for the full amount of the respective Preference Shares offered and the right(s) to extend such closing beyond the date(s) above-mentioned and/or offer Preference Shares greater in number than originally offered. Applications for Preference Shares should be made on the original Application Form provided with this Prospectus or on the Application Forms available for download at www.weareproven.com and www.jamstockex.com. Each Application must be for multiples of 1,000 Preference Shares subject to a minimum of 20,000 Preference Shares. The procedure for completing the Application Form and the terms and conditions of the Prospectus are set out in Section 20 and on the Application Form.

Completed Application Forms must be received by **4:00pm** on the **Closing Date**. Each Application must be accompanied/supported by payment (or, where applicable, evidence of payment, as stated at Section 20) for the full amount payable on subscription by an Approved Payment Method effected and/or delivered to either the Lead Broker or the Selling Agent as listed in Section 6 of this document entitled "Professional Advisors to the Offer". Manager's Cheques should be made payable to "**PROVEN INVESTMENTS LIMITED**" and will be presented for payment on receipt. Applicants are reminded that a penalty of J$5,000.00 is being imposed by bankers in Jamaica in respect of manager's cheques tendered for payment in an amount greater than or equal to J$5,000,000.00. Applicants wishing to avoid the imposition of such penalty may instead submit payment via the Bank of Jamaica's Real Time Gross Settlement. The required details for either method are set out in Section 20.

PIL intends to apply to the Jamaica Stock Exchange for the listing on the Exchange of all of the Preference Stock Units, and to make such application as soon as conveniently possible following the closing of the Offer and the allocation of Preference Shares, the same converted on issue to be Preference Stock Units. **However, these statements are not to be construed as a guarantee that any of the Preference Stock Units will be listed, nor as an indication that this Prospectus is intended to be issued to, or the offer contained herein is intended to be made, to persons other than existing members of Proven Investments Limited**.

1. MESSAGE FROM CHAIRMAN

Dear Members,

On behalf of the Board of Directors of Proven Investments Limited ("PIL"), I am pleased to offer you the opportunity to expand your participation in the company, by participating in this preference share offer.

The purpose of the offer is to raise funds to pursue additional acquisition opportunities, to fund corporate debt deals with Jamaican blue-chip companies, as well as to expand our investment portfolio, with the purpose of continuing to provide an enhanced level of income, above average returns, and preservation of capital for you, our members.

As you know, on July 14, 2011, PIL became the first company to list ordinary shares on the Jamaica Stock Exchange denominated in United States dollars, consistent with our track record of innovation. It is also our intention to apply to the Jamaica Stock Exchange to have these preference shares listed on the Exchange in Jamaican dollars.

We would like to thank you for your continued support and look forward to your participation in this offer.

Yours truly,

Hon. Hugh Hart, O.J.
Chairman, Proven Investments Limited

2. DISCLAIMER & NOTE ON FORWARD LOOKING STATEMENTS

Neither the FSC nor any Governmental agency or regulatory authority in Jamaica has made any determination on the accuracy or adequacy of this Prospectus.

(a) This Prospectus has been reviewed and approved by the Directors of PIL and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, (i) the information is true and accurate in all material respects and is not misleading in any material respect, (ii) any opinions, predictions or intentions expressed herein on the part of PIL are honestly held or made and are not misleading in any material respect, (iii) that all proper inquiries have been made to ascertain and to verify the foregoing, and (iv) this Prospectus does not contain any untrue statement of a material fact or fail to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they are made, not misleading.

(b) Each Applicant acknowledges and agrees that (i) such Applicant has received and has been afforded a meaningful opportunity to review all additional information considered by such Applicant to be necessary to verify the accuracy of the information contained in this Prospectus, (ii) such Applicant has not relied on PIL, the Investment Manager, the Lead Broker, the legal or other professional advisors to the Issuer or any persons affiliated with the Investment Manager in connection with the Applicant's investigation of the accuracy of such information or investment decision, and (iii) no person has been authorized to give information or to make any representation concerning PIL or the Offer comprised in this Prospectus or the Preference Shares issued pursuant thereto or to provide information or to make any representation whatsoever in connection with this Prospectus (other than as contained in this Prospectus and information given by duly authorized officers and employees of the Investment Manager in connection with the Applicants' verification of the information contained in this Prospectus) and that, if given or made, such other information or representation should not be relied upon as having been authorized by PIL or the Investment Manager.

(c) Neither the delivery of this Prospectus nor the offering, sale or allotment of any Preference Shares hereunder shall under any circumstances imply that there has been no change in the business, results of operations, financial condition or prospects of PIL since the date of this Prospectus.

(d) In making an investment decision, persons intending to apply for Preference Shares are expected to make their own assessment of PIL and the terms of the offer for subscription herein, including the merits and risks involved.

(e) No representation or warranty, expressed or implied, is made by the Investment Manager or by the legal or other professional advisors to the Investment Manager or the Issuer, as to the accuracy or completeness of the information set forth herein including, without limitation, information in respect to PIL and nothing contained in this Prospectus is, or shall be relied upon, as a promise or representation by them, whether as to the past or future. The Investment Manager and their legal and other professional advisors have not independently verified any such information and assume no responsibility for its accuracy or completeness.

(f) This Prospectus contains summaries believed to be accurate with respect to certain terms of certain documents, but where copies of such documents are made available for inspection by potential applicants in accordance with Section 18 hereof, reference should be made to the actual documents (upon request made to PIL or the Investment Manager) for complete information with respect thereto, and all such summaries are qualified in their entirety by such complete information.

(g) Each Applicant should consult with its own advisors as to the legal, tax, business, financial and related aspects of subscribing for shares in PIL in this offering. Neither the Investment Manager nor their legal or other professional advisors nor PIL, or any of their respective representatives, is making any representation to any Applicant or any other person regarding legal, tax, business, financial and related aspects of any person's subscription for shares in PIL in this offering, and persons should not consider this Prospectus as a recommendation by PIL or the Investment Manager that they should subscribe for or purchase any Shares. Each Applicant must make its own investigation and evaluation of PIL.

(h) This Prospectus is intended to be used in Jamaica only, and is not to be construed as making an offer to persons outside of Jamaica to subscribe for any of the Preference Shares. The distribution of this Prospectus and the offering of the Preference Shares in certain jurisdictions is restricted by law. PIL and the Investment Manager require that Applicants and anyone who receives this Prospectus inform themselves about and observe such restrictions. This Prospectus does not constitute, and may not be used for or in connection with, any offer to, or solicitation by, anyone in any jurisdiction in which, or to or by any person whom, such offer or solicitation would be unlawful.

3. FORWARD LOOKING STATEMENTS

Certain matters discussed in this Prospectus, including without limitation the discussions of future plans and financial projections, contain forward looking statements. Forward-looking statements are statements that are not about historical facts and speak only as of the date they are made. Although PIL believes that in making any such statements its expectations are based on reasonable assumptions, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. Applicants are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Future events or circumstances could cause actual results to differ materially from historical or anticipated results.

When used in this Prospectus, the words “anticipates”, “believes”, “expects”, “intends”, “projects” and similar verbal expressions, as they relate to PIL and its business, are intended to identify those forward looking statements. These forward looking statements are subject to numerous risks and uncertainties. Once this Prospectus has been signed by or on behalf of PIL, PIL undertakes no obligation to update publicly or revise any of the forward-looking statements in light of new information or future events, including changes in PIL’s anticipated financial or actual or anticipated regulatory position, or to reflect the occurrence of unanticipated events. There are important factors that could cause actual results to differ materially from those in forward looking statements, certain of which are beyond PIL’s control. These factors include, without limitation, the following:

- economic, social and other conditions in Jamaica and any other jurisdiction in which PIL may invest, including actual rates of economic growth in such economies, local, regional or global instability, interest rate or exchange rate volatility;
- adverse climatic events and natural disasters;
- PIL’s ability to gain access to capital, financing at an acceptable cost, or business opportunities that meet PIL’s investment criteria;
- changes in regulatory policy adversely affecting the business model expected to be employed by PIL;
- any other factor negatively impacting on the realisation of the assumptions on which PIL’s financial projections are based, and
- other factors identified in this Prospectus

4. DEFINITIONS

"Allotment"	the allocation and issuance of Preference Shares to Applicants
"Applicant"	the person (whether an individual(s), company or other legal entity) by whom an Application is made, being an existing member of PIL as at the date of this Prospectus
"Application"	an application to subscribe for Preference Shares in the Offer, made on the Application form enclosed with this Prospectus and duly completed and delivered to either the Lead Broker or Selling Agent together with payment in full of the subscription price for the amount of Shares subscribed
"Closing Date"	the time of closing of the Offer, as set forth in Section 5 of this document (subject to such extension as the Directors may determine)
"Company"	Proven Investments Limited
"Directors"	the Directors of the Company
"Dividend"	A cumulative preferential dividend in respect of each Preference Share, payable at a fixed rate of 8.00% per annum, and which will become due and payable quarterly
"FSC"or "Commission"	the Financial Services Commission, duly established and existing under the Financial Services Commission Act of Jamaica
"IBC"	International Business Company
"Investment Manager"	Proven Management Limited
"Issuer"	Proven Investment Limited
"J$" or "Jamaican dollars"	Dollars denominated in the lawful currency of Jamaica
"JSE"	Jamaica Stock Exchange
"Lead Broker"	NCB Capital Markets Limited
"12-month LIBOR rate"	means the rate for 12-month US Dollar inter-bank deposits published by the British Bankers' Association (as to which the Investment Manager's determination thereof shall, in the absence

	of manifest error, be final and binding on the Company)
"Offer"	the offer of Preference Shares for subscription
"Offer Price"	Five Jamaican Dollars (J$5.00) per 8.00% Preference Share
"Opening Date"	the date on which the Offer opens, as set forth in Section 5 of this Prospectus
"Preference Shares"	all or any of the 200,000,000 Cumulative Redeemable 8.00% preference shares having a par value of US$0.01 each in the capital of the Company which are the subject of this Offer, and having the rights, entitlements and such additional number of Preference Shares in the Company as the Directors (in consultation with the Investment Manager and Lead Broker) may make available for subscription in the Offer if it is oversubscribed
"Proven Investments" or "PIL" or the "Company"	Proven Investments Limited
"Proven Management" or "PML"	Proven Management Limited
"Selling Agent"	Proven Wealth Limited ("PWL")
"Terms of Issue of the Preference Shares"	The terms of the issue of the Preference Shares set forth in Appendix 2 to this Prospectus
"Underwriter"	NCB Capital Markets Limited
"US$" or "United States Dollars"	Dollars denominated in the lawful currency of the United States of America

5. SUMMARY OF KEY INFORMATION

The following summary information is derived from and should be read in conjunction with, and is qualified in its entirety by, the full text of this Prospectus, including the Appendices.

Recipients are advised to read this entire Prospectus carefully before making an investment decision about this transaction. Each recipient's attention is specifically drawn to the Risk Factors in Sections 13 and 14 of this Prospectus and the Disclaimer and Note on Forward Looking Statements at the beginning of this Prospectus.

If you have any questions arising out of this document or if you require any explanations, you should consult your stock broker, licensed investment advisor, attorney-at-law, accountant or other professional advisor.

This Offer is made solely for the benefit of existing members of PIL and Applications for the Preference Shares by persons who are not members of PIL as at the date of this Prospectus will not be accepted.

ISSUER:	Proven Investments Limited ("PIL" or "the Company")
SECURITY:	Cumulative Redeemable Preference Shares having a par value of US$0.01 in the capital of the Company ("Preference Shares")
OFFER PRICE:	Five Dollars in Jamaican currency (J$5.00) per Preference Share
HOW PAYABLE:	In full on Application.
NO. OF OFFERED SHARES:	200,000,000 preference shares (subject to increase in the discretion of the Directors in consultation with the Investment Manager)
OFFER CAPITALIZATION:	J$1,000,000,000 (One Billion Jamaican dollars)
TENOR:	Sixty (60) Months
MATURITY DATE:	December 23, 2016
EARLY REDEMPTION:	The Company reserves the right to redeem the Preference Shares prior to the maturity date.
DIVIDEND PAYMENT:	A cumulative preferential dividend at a fixed rate of 8.00% per annum will be payable quarterly on the 23rd day of March, June, September and December.

RENUNCIATION:	Each Applicant for Preference Shares, being an existing member of the Company as at the date of this Prospectus, shall be entitled to renounce the provisional allotment of some or all of the Preference Shares allocated to that Applicant in the Offer, in favour of a person of that Applicant's choice. See paragraph 6 of Section 20 below.
UNDERWRITER:	The Offer is underwritten by NCB Capital Markets Limited to a maximum of J$1,000,000,000.
TAX STATUS:	Dividends will be paid by the Company without withholding of tax. By virtue of the Caricom double taxation treaty, persons resident in Jamaica will not be subject to tax on dividends paid by the Company.
LEAD BROKER, LISTING AGENT & UNDERWRITER:	NCB Capital Markets Limited
INTENTION TO LIST ON JSE:	PIL intends to apply to the Jamaica Stock Exchange for the listing on the Exchange of all of the Preference Stock Units, and to make such application as soon as conveniently possible following the closing of the Offer and the allocation of Preference Shares, the same converted on issue into Preference Stock Units. However, these statements are not to be construed as a guarantee that any of the Preference Stock Units will be listed, nor as an indication that this Prospectus is intended to be issued to, or the offer contained herein is intended to be made to persons other than existing members of PIL.
TERMS & CONDITIONS OF PREFERENCE SHARES:	As set out in **Appendix 2**
TIMETABLE:	(1) Offer opens – December 20, 2011 (2) The Closing Date (Application Forms to be received by) – 4:00pm on December 23, 2011 (3) Allocations will be determined by December 30, 2011 (4) Refund payments will be made to the Lead Broker/Selling Agent by January 13, 2012 The above timetable is indicative and will be implemented on a best efforts basis, with the Directors however reserving the right (in consultation with the Investment Manager, Lead Broker and Underwriter) to change the dates that the Offer opens and closes based on market conditions and other relevant factors.

6. PROFESSIONAL ADVISORS TO THE OFFER

Legal Advisors
Hart Muirhead Fatta
Attorneys-at-Law
2 St. Lucia Avenue
Kingston 5

Auditor/Accountants
KPMG
6 Duke Street
Kingston 10

Lead Broker, Listing Agent & Underwriter
NCB Capital Markets
32 Trafalgar Road
Kingston 10

Selling Agent
Proven Wealth Limited
26 Belmont Road
Kingston 5

Registrar to the Offer
Jamaica Central Securities Depository Limited
40 Harbour Street
Kingston

7. THE OFFER

Proven Investments Limited is seeking to raise J$1 billion by offering for subscription 200,000,000 cumulative redeemable preference shares at a subscription price of J$5.00 per share.

The directors believe that the expenses associated with the offer will not exceed 3.5% of the Offer Amount. This figure is inclusive of lead broker fees, underwriting fees, legal fees, accounting fees, listing fees and marketing expenses.

If the Offer is oversubscribed, the Directors may (in consultation with the Investment Manager and Lead Broker) increase the number of Shares available for subscription in the Offer.

NCB Capital Markets Limited has underwritten the Offer to a maximum of J$1 billion.

The Company

Proven Investments Limited ("the Company") is incorporated in St. Lucia on November 25, 2009 as an International Business Company pursuant to the International Business Companies Act, Cap. 12.14 of St. Lucia. Its registered office is located at McNamara Corporate Services Inc., 20 Micoud Street, Castries, St. Lucia. The primary business of PIL is the holding of tradable securities for investment purposes, but it also pursues wealth creation opportunities as they arise, provided they are consistent with the overall aims and objectives of the Company.

In February 2010, PIL successfully raised US$20,000,000 in equity capital through its fully subscribed private placement of ordinary shares which was one of the largest private or public US Dollar equity offerings in the history of Jamaica's capital market. The Company also raised approximately US$9.6 million from a rights issue in August of the same year. That month, PIL acquired a 100 percent stake in Guardian Asset Management Jamaica Limited, a subsidiary of the Trinidadian conglomerate Guardian Holdings Limited. The entity was renamed Proven Wealth Limited ("PWL"). PWL is a licensed securities dealer with the Financial Services Commission (FSC) which has regulatory control over the securities industry in Jamaica under the Securities Act.

PIL's current capital structure is as follows:

CLASS	AUTHORISED	ISSUED	STATED CAPITAL
MANAGER'S PREFERENCE	10,000	10,000	US$1,000.00
FIXED RATE PREFERENCE	300,000,000	0	0
ORDINARY	2,999,990,000	294,951,884	US$2,999,990.00

The ordinary shares in the Company were listed on the JSE in July 2011. This was also the JSE's first US Dollar denominated ordinary share listing.

Proven Investments' mandate is to provide ordinary shareholders with:

- above average returns
- enhanced level of income
- international and regional diversification
- a tax-efficient investment structure
- an excellent currency hedge
- strong risk management
- a robust corporate governance structure

Use of Proceeds

The current global economic conditions provide an excellent opportunity to capitalize on the depressed nature of the markets, and to acquire good, long-term under-valued assets. Local, regional and global equity markets are trading at historically low multiples, and credit spreads for corporate and sovereign issuers have widened. The Company therefore intends to use the net offer proceeds to pursue acquisition opportunities and to build its investment portfolio. The objective is to provide above average returns over the medium to long term.

Listing on a stock exchange

The Company intends, immediately following the closing of the Offer, to apply to list all of the Preference Stock Units issued pursuant to this Offer on the JSE to facilitate the trading of these Shares over the JSE. However, this is not to be construed as a guarantee that any of the Preference Stock Units will be listed, nor as an indication that this Prospectus is intended to be issued to, or the offer contained herein, is intended to be made to persons other than existing members of PIL.

If the Company's shares are listed as planned, they will have a market price set by trading on the exchange(s) on which they are listed, and liquidity from being a listed security. The market price will fluctuate based on, *inter alia,* supply and demand and may therefore trade either above (i.e. at a premium) or below (i.e. at a discount) the Company's net book value from time to time.

Minimum Subscription

The minimum subscription amount is 20,000 shares at a total price of JA$100,000.

Tax Efficient Structure

As stated earlier, Proven Investments is incorporated in St. Lucia as an International Business Company ("IBC"), and it has elected to pay corporate income tax at the rate of 1% in that country. Under the Caricom double taxation treaty, based on that election, dividends paid by PIL are not taxable in other Caricom states which are parties to the treaty (including Jamaica). Furthermore, St. Lucia does not tax distributions by St. Lucia IBCs to residents of other countries.

While the above statements represent the Directors' understanding of the relevant taxation issues as at the date of this Prospectus, persons intending to apply for the Preference Shares are encouraged to seek independent tax advice regarding their potential investment in the Company.

8. PROFILE OF DIRECTORS

Hon. Hugh Hart, O.J. Chairman	Admitted to the Bar at Grays Inn, England in 1953 and admitted as a Solicitor in Jamaica in April 1956. Mr. Hart is a former Senior Partner and Consultant with the firm of Clinton Hart & Co. He has considerable experience in government, having served as a member of the Jamaican Senate from 1980-1993, as Minister of Mining & Energy from 1983 -1989 and as Minister of Tourism from 1984 –1989. Mr. Hart practises commercial law, specialising in the areas of taxation, real estate development, mining and corporate restructuring, and is the Senior Partner in Hart Muirhead Fatta.
Rhory McNamara Director & Company Secretary	Rhory McNamara is an attorney-at-law by profession and a Partner in the law firm of McNamara & Co. located in St. Lucia, where he specializes in corporate and banking law and property acquisition. He is also the Manager of McNamara Corporate Services Inc. where he has amassed ten years of experience in the formation and management of International Business Companies, International Insurance Companies and International Mutual Funds formed under the respective governing legislation in Saint Lucia.
Yvor Nassief Director	Yvor Nassief is a well accomplished Dominican businessman and former Executive Director of Dominica Coconut products from 1987-1995 and Fort Young Hotel from 1986-2009, both in Dominica. He is currently the Managing Director and owner of Archipelago Trading Ltd., Dominica, involved in money services, insurance, duty-free retail, real estate development and distribution. Between 1995 and 1997, he served in the Dominican Senate as Minister of Tourism and currently serves as Chairman of Invest Dominica, the island's investment promotion agency. He holds a Bachelor of Arts degree from York University, Toronto.
Garfield Sinclair Director	Garfield Sinclair is currently the Managing Director for LIME Jamaica and the Cayman Islands. Prior to this, he was the President & Chief Operating Officer for Dehring Bunting & Golding Limited ("DB&G") from 1994 to 2007. He was responsible for overall performance of the operations, treasury & asset trading, brokerage, marketing and information technology units of DB&G inclusive of the subsidiaries DB&G Unit Trusts Managers Limited and DB&G Merchant Bank Limited. Mr. Sinclair's educational achievements include an Executive Certificate in Strategy and Innovation from Massachusetts Institute of Technology Sloan School of Management, Executive Development Program at the University of Pennsylvania (Wharton), California Board of Accountancy – C.P.A licence (non-practising), Uniform Certified Public Accounting examination and a Bachelor of Science degree in Business Administration (Accounting) from the San Diego State University.
John A. Collins Director	John Collins has had a distinguished career in Trust banking, spanning over 40 years. During this time, he served in senior positions in Trust companies in England, Kenya and Jamaica, before moving to Cayman in 1966 to open and manage the Bank of Nova Scotia Trust Company (Cayman) Limited. In 1973, he moved to Ansbacher (Cayman) Limited, where he stayed until retiring as Executive Director in 1995, but continued as non-Executive Director until October 2000. Since 2000 he has acted as consultant and director to a private group of Trusts and Companies. Mr. Collins is a Fellow of the Chartered Institute of Bankers and was appointed a Member of the Most Excellent Order of the British Empire in Her Majesty the Queen's New Year's Honour Listing 1986.

9. THE INVESTMENT MANAGER

The assets of Proven Investments are managed by Proven Management Limited, which was incorporated in Jamaica for this purpose. PML is licensed and regulated by the FSC as a securities dealer.

PML holds the 10,000 Manager's Preference Shares in PIL, which carry the rights, terms and conditions set out in PIL's Memorandum of Association, an extract from which is set forth in Appendix 1 to this Offering Memorandum. The Manager's Preference Shares collectively hold 50% of the voting rights in PIL on matters other than the Investment Manager's fees (on which each Manager's Preference Share carries one vote). It is anticipated that ensuring PML's continued relationship with PIL will be a substantial factor in an Applicant's decision to take up Shares in the Offer, and the Directors consider the enhanced voting rights given to PML by way of the Manager's Preference Shares to be an effective mechanism to ensure the continuity of this relationship.

PIL has entered into an Investment Management Agreement with PML, which provides for the following compensation for PML as the Investment Manager:

1. **Management Fee**
   A management fee of 2% per annum of the average Net Asset Value of PIL will be payable monthly for managing PIL's assets and operations.

2. **Performance-based Dividends**
   The Manager's Preference shares held by PML carry the right to a dividend equal to 25% of PIL's profits earned *in excess of* the hurdle rate, payable quarterly. The hurdle rate is a percentage return on PIL's average equity in each financial year, set annually at the 12 Month LIBOR rate prevailing at the beginning of the financial year plus 200 bps, with a permanent ceiling of 6% and a floor of 5% for PIL's first two years of operation.

PML brings together one of the most experienced teams in the local financial sector, who in aggregate have successfully managed billions of dollars of investments, delivering consistent returns and expert financial advice over the past two decades. Members of the PML team have had significant prior experience in establishing, managing and developing new businesses and returning significant financial benefits to their investors. The team's experience spans asset management, corporate finance, financial advisory services, merchant banking, stock brokerage, pension fund management, unit trust management and includes:

PROVEN MANAGEMENT LIMITED'S TEAM	
Peter Bunting Chairman	After qualifying with a Bachelor's Degree in Engineering followed by a Masters in Business Administration (MBA), Peter Bunting had a rapid rise through the ranks of Jamaica's growing and evolving financial sector culminating with the formation of Dehring Bunting & Golding Limited (DB&G) of which he was the co-founder, CEO and Chairman. In the public sector, Bunting has served as Chairman of the National Water Commission, Parliamentary Secretary in the Ministry of Health, President and CEO of National Investment Bank of Jamaica, and Chairman of Jamaica Trade and Invest (now called JAMPRO). He is currently the Member of Parliament for Central Manchester, General Secretary for the People's National Party and Opposition Spokesman on National Security.
Mark Golding Director	Senator Mark Golding was a founding shareholder and director of DB&G in 1993, and played an integral role in the success of that company. Mr. Golding is a leading commercial lawyer in Jamaica, and a Partner in the law firm Hart Muirhead Fatta, where he specialises in capital markets, corporate finance, and mergers and acquisitions. He acts for many of Jamaica's leading financial institutions, and frequently acts as counsel in large international transactions involving Jamaica. He was appointed to the Task Force to establish the Financial Services Commission, and served as the representative of the Private Sector Organisation of Jamaica both on the Matalon tax reform committee and the Parliamentary committee considering the Companies Act 2004. He has been general counsel to the Jamaica Securities Dealers Association since its inception. He currently serves on several Boards of Directors, including GraceKennedy Limited, CariCris (the Region's first credit rating agency), Jamaica International Insurance Co. Ltd., and the Mona Rehabilitation Foundation (which operates the John Golding Rehab Centre, established by his late father Professor Sir John Golding). He was appointed to the Senate in 2007, and is Opposition Spokesperson on Justice.
Chris Williams President & CEO	Christopher Williams is responsible for overseeing the operations of Proven Management Limited and giving strategic direction and leadership towards the achievement of the organization's overall goals and objectives, as set by the Board of Directors. Mr. Williams was the Managing Director of NCB Capital Markets Limited and was charged with the responsibility to strategically lead, grow and manage the wealth management business of National Commercial Bank Jamaica Limited. NCB Capital Markets Limited, under Chris' guidance, grew into one of Jamaica's most successful securities dealers and brokerage houses.

Garfield Sinclair Director	Garfield Sinclair is currently the Managing Director for LIME Jamaica and the Cayman Islands. Prior to this, he was the President & Chief Operating Officer for Dehring Bunting & Golding Limited ("DB&G") from 1994 to 2007. He was responsible for overall performance of the operations, treasury & asset trading, brokerage, marketing and information technology units of DB&G inclusive of the subsidiaries DB&G Unit Trusts Managers Limited and DB&G Merchant Bank Limited. Mr. Sinclair's educational achievements include the Executive Certificate in Strategy and Innovation from Massachusetts Institute of Technology Sloan School of Management, Executive Development Program at the University of Pennsylvania (Wharton), California Board of Accountancy – C.P.A licence (non-practising), Uniform Certified Public Accounting examination and a Bachelor of Science degree in Business Administration (accounting) from the San Diego State University. Other current board positions include the Jamaica Stock Exchange Pension Fund (Board of Trustees), of which he is Chairman, and Chairman of Kingston Properties Limited, a company listed on the Jamaica Stock exchange. Mr. Sinclair also held Board positions at the Jamaica Stock Exchange and is a past Chairman of the Statistical Institute of Jamaica.
Chris Bicknell Director	Christopher Bicknell is widely regarded as one of Jamaica's most successful entrepreneurs and is currently the Group CEO and Finance Manager of Tank-Weld Ltd. He has been a part of the board and senior management team of Tank-Weld for the past 20 years. Mr. Bicknell is a Certified Public Accountant (CPA), and has held several significant board seats including the Bank of Jamaica and RBTT Bank Jamaica Limited. He is currently the Vice Chairman of the Food for the Poor, and is the Founding Treasurer of the Premier League Clubs Association.
Johann Heaven Senior Vice President Investments	Johann Heaven is responsible for leading the investment team of Proven Management, including overseeing the research and analysis on local, regional and global investment opportunities across all asset classes, leading to the decision making and execution process. He provides strategic direction and oversees new product development, including the design, evaluation and valuation of structured products. Mr. Heaven was the Vice President for Strategic Planning, Projects and Product Development at Scotia DBG Investments Limited, where he was responsible for the strategic development process of the Group, the management of strategic projects and overseeing the research, analysis and product development process. Mr. Heaven is a Chartered Financial Analyst (CFA) charterholder, holds the Financial Risk Manager (FRM) certification, and has a Masters Degree in Finance from the University of London.

10. PRESENTATION OF HISTORICAL FINANCIAL DATA

The following is a summary of key financial data (in US$) from the audited financial statements for PIL ("Company") and consolidated statements for its subsidiary ("Group") for the periods stated.

PROVEN INVESTMENTS LIMITED

Statement of Financial Position
March 31, 2011

	Group 2011 $'000	Company 2011 $'000
ASSETS		
Cash and cash equivalents	3,596	876
Resale agreements	9,314	406
Investment securities	100,033	36,707
Loans receivable	7,776	7,776
Other receivables	14,292	13,356
Income tax recoverable	5,758	16
Investment in subsidiary	-	16,567
Intangible asset	9	-
Property, plant and equipment	328	-
Total assets	141,106	75,704
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Repurchase agreements	66,454	2,944
Credit linked notes	4,812	-
Owed to related party	304	304
Notes payable	33,571	33,571
Preference shares	1	1
Current income tax payable	108	108
Deferred tax liabilities	661	-
Other liabilities	948	41
Total liabilities	106,859	36,969
Shareholders' equity:		
Share capital	29,657	29,657
Fair value reserve	(741)	(339)
Foreign exchange translation reserve	27	-
Retained earnings	5,304	9,417
Total shareholders' equity	34,247	38,735
	141,106	75,704

PROVEN INVESTMENTS LIMITED

Statement of Comprehensive Income
For the sixteen-month period ended March 31, 2011

	Group 2011 $'000	Company 2011 $'000
Revenue		
Interest income	8,705	2,005
Interest expense	(5,283)	(463)
Net interest income	3,422	1,542
Other operating revenue		
Dividends	20	10,000
Fees and commissions	173	73
Net fair value and realised gains	3,070	1,643
Net foreign exchange gains	11	12
Other income	208	-
Cambio operations	5	-
Gain on purchase of subsidiary	5,009	-
	8,496	11,728
Net interest income and other operating revenue	11,918	13,270
Expenses		
Staff costs	1,024	-
Depreciation and amortisation	47	-
Preference share dividend	1,668	1,668
Other operating expenses	1,884	779
	4,623	2,447
Profit before income tax	7,295	10,823
Income tax	(693)	(108)
Profit for the period	6,602	10,715
Other comprehensive loss		
Unrealised losses on available-for-sale investments, net of tax	(741)	(339)
Foreign exchange translation reserve	27	-
Total other comprehensive loss	(714)	(339)
Total comprehensive income for the period	5,888	10,376

PROVEN INVESTMENTS LIMITED

Statement of Changes Equity
For the sixteen-month period ended March 31, 2011

	Share capital $'000	Fair value reserve $'000	Foreign exchange translation reserve $'000$	Retained earnings '000	Total $'000
Group:					
Total comprehensive income for the period					
Profit for the period	-	-	-	6,602	6,602
Other comprehensive income for the period					
Foreign exchange differences on translation of foreign subsidiary's financial statements	-	-	27	-	27
Unrealised losses on fair value of available-for-sale securities	-	(942)	-	-	(942)
Deferred tax on unrealised losses	-	201	-	-	201
Total other comprehensive loss for the period, net of tax	-	(741)	27	-	(714)
Total comprehensive income for the period	-	(741)	27	6,602	5,888
Transactions with owners recorded directly in equity					
Issue of shares	29,657	-	-	-	29,657
Dividends to equity holders	-	-	-	(1,298)	(1,298)
Total transactions with owners	29,657	-	-	(1,298)	28,359
Balances at March 31, 2011	29,657	(741)	27	5,304	34,247

	Share capital $'000 (note 17)	Fair value reserve $'000 (note 18)	Retained earnings $'000	Total $'000
Company:				
Total comprehensive income for the period				
Profit for the period	-	-	10,715	10,715
Other comprehensive income for the period				
Unrealised losses in fair value of available-for-sale securities	-	(339)	-	(339)
Total other comprehensive income for the period, net of tax	-	(339)	-	(339)
Total comprehensive income for the period	-	(339)	10,715	10,376
Transactions with owners recorded directly in equity				
Issue of shares	29,657	-	-	29,657
Dividends to equity holders	-	-	(1,298)	(1,298)
Total transactions with owners	29,657	-	(1,298)	28,359
Balances at March 31, 2011	29,657	(339)	9,417	38,735

11. MANAGEMENT DISCUSSION AND ANALYSIS

For the thirteen month period ended March 31, 2011, Proven Investments Limited reported audited consolidated Net Profit of US$6.60 million, translating to earnings per share of US$0.026 and a return on average equity of 20.65%. These results include the results of the 100% owned subsidiary PROVEN Wealth Limited ("PWL") (formerly Guardian Asset Management Jamaica Limited) for the seven month period September to March 2011.

THIRTEEN MONTHS ENDED MARCH 2011 HIGHLIGHTS

- Net Profit – US$6.60 million
- Earnings Per Share – US$0.026
- Total Assets – US$141.1 million
- Return on Average Equity – 20.65%
- Efficiency Ratio – 38.8%
- Net Book Value per share – $ 0.116

NET PROFIT

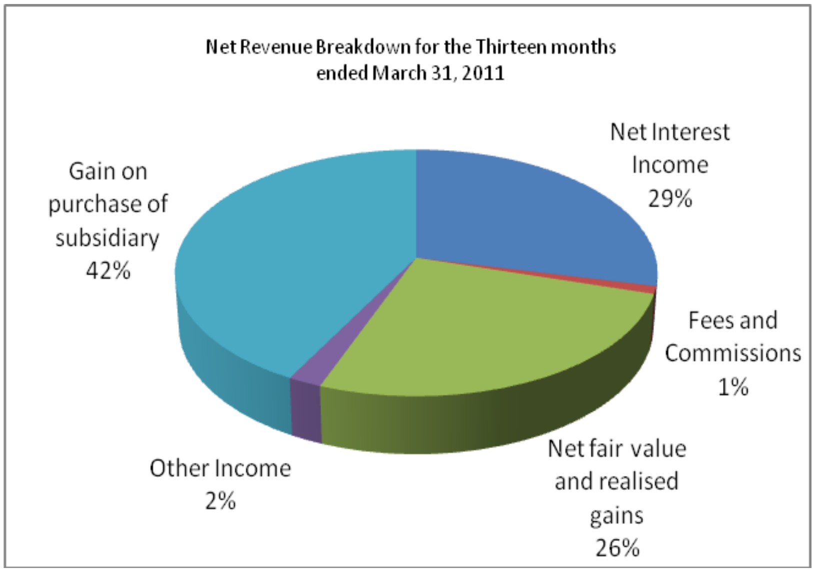
Net Profit after tax for the thirteen months ended March 31, 2011 amounted to US$6.60 million, translating to a return on average equity of 20.65%. This figure includes the one-off gain from the purchase of PROVEN Wealth Limited of US$5 million. If this one-off gain was excluded from the results, the return on average equity would be 8.90%.

The Net Profit after tax of US$6.06 million includes the deduction of US$1.67 million for the dividends on the Manager's Preference shares. This follows consultation with the Company's Auditors, where it was agreed that the Manager's Preference share dividends should be reflected as an expense in the Statement of Comprehensive Income. This Net Profit figure therefore represents the Net Profits after tax attributable to the Ordinary Shareholders of the Company.

The unconsolidated Net Profits after tax for the Company (PIL only) amounted to $10.7 million for the period and includes $10 million in dividends paid from PWL to PIL during the year. This figure is not represented in the Group's Statement of Comprehensive Income as it is eliminated on consolidation of the results.

NET REVENUE

Consolidated Net Revenue for the thirteen month period amounted to US$11.9 million. Net Interest Income comprised 29% of this figure or US$3.4 million, while net fair value and realised gains from the PIL proprietary portfolio, as well as PWL, registered US$3.07 million for the thirteen month period, contributing 26% to Net Revenue. Fees and commission income and Other Income registered US$173,000 and US$244,000 respectively.



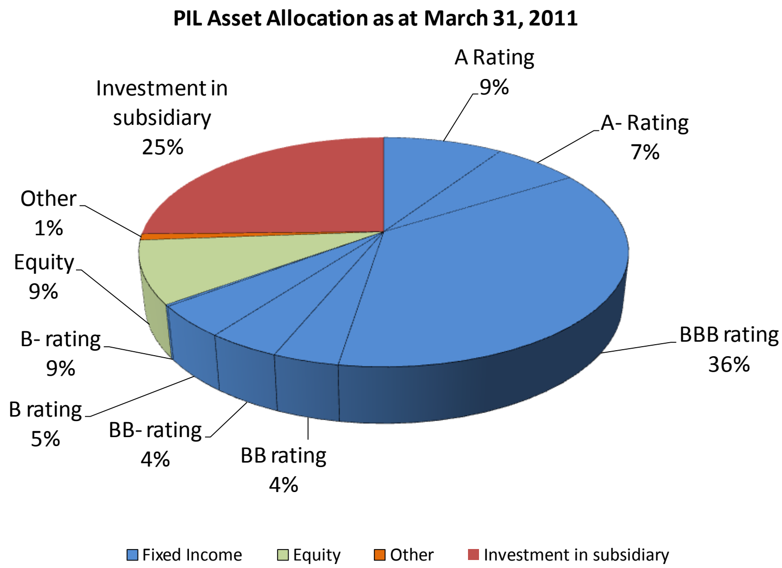
OPERATING EXPENSES

Operating expenses for the thirteen month period amounted to US$4.62 million, representing an efficiency ratio of 38.8%, underscoring our commitment to maintaining a very efficient cost structure. These operating expenses include US$1.67 million of dividend paid on the Manager's Preference Shares during the period.

BALANCE SHEET

Total Consolidated Assets as at March 31, 2011 stood at US$141.1 million, with PROVEN Wealth Limited contributing US$65.4 million to this figure. These assets were funded mainly by client liabilities in the form of Repurchase Agreements with PWL, which had a balance of US$66.45 million as at March 31, 2011.

The PIL Unconsolidated Assets stood at US$75.7 million as at March 31, 2011, with 65% invested primarily in Fixed Income Instruments and 52% of the assets invested in Investment Grade instruments. The breakdown of this portfolio is shown below.



SHAREHOLDER'S EQUITY

Shareholder's Equity stood at US$34.25 million as at March 31, 2011, corresponding to a capital to asset ratio of 24.3% and a book value per share of US$0.0116.

DIVIDEND PAYMENT

The Board of Directors approved a final dividend payment of US$1,474,870 or US$0.0050 per share to all ordinary shareholders on record as at June 8, 2011 and payable on June 30, 2011. This brought the total dividend payment made for the financial year to US$0.0094 per share and represented an annualized tax-free dividend yield of 8.67%.

12. CORPORATE GOVERNANCE STRUCTURE

The corporate governance structure of Proven Investments Limited is led by its experienced Board of Directors. Supporting the Board is the management team provided by Proven Management Limited. A short description of the key roles and functions of each is set out below:

A. PIL's Board of Directors

The Board of Directors has the following responsibilities as it relates to the investment management process –

I. The engagement of the Investment Manager.
II. The overseeing of the establishment of appropriate systems and internal controls designed to ensure that the investment activities and holdings are consistent with the strategies of the Company and that the implementation of the strategies remains consistent with the portfolio policy objectives.
III. The annual review and approval of the Company's investment policies and procedures.
IV. The review of the Company's investment activities and holdings at Board meetings.

B. The Investment Manager

The Investment Manager is responsible for recommending to the Board investment policies and procedures consistent with Company policy. It also has certain investment decision making responsibilities, in accordance with the Investment Policy. PML has an Investment Management Committee which meets monthly or more frequently, when necessary, and is accountable to its Board of Directors.

C. The Investment Management Committee (IMC)

The specific duties of the IMC are to:

I. receive and review data on current market conditions and economic outlook in regional and international markets
II. review monthly reports on -
    a. investment portfolio strategy, objectives and results
    b. Summaries of all portfolio positions and their market values, including details of all major categories of securities held in the portfolio.
    c. Details of portfolio segmentation, mix, yields, cost and market values
    d. Portfolio duration
    e. Cash flow and liquidity
III. Disclose any exceptions to this policy, and the plan and timetable within which compliance will be achieved.

The IMC approves the purchase, sale and exchange of securities, investments and loans, within stipulated policy guidelines and limits.

D. PML's Management

The management of Proven Management Limited is responsible for:

I. formulating investment portfolio strategy, objectives and results in conjunction with the clients;
II. conducting the necessary due diligence on each asset category and on individual securities;
III. purchasing and selling investments within the approved portfolio mix and subject to discretionary limits;
IV. valuation and pricing of the portfolios;
V. reviewing the portfolios on an ongoing basis; and
VI. reporting on the portfolios to the Investment Management Committee and PML's Board of Directors

13. RISK EXPOSURES & RISK MANAGEMENT STRATEGIES

Proven Investments Limited may be exposed either directly or indirectly to certain risks that arise from its business activities and to the environment within which it operates. The Company's goal in risk management is to identify, measure, monitor and manage all principal risks in accordance with well defined Risk Management policies and procedures. The Company is primarily exposed to market risk, liquidity risk, credit risk and operational risk.

1. Market Risk

Market risk is the risk that the value of an investment will decrease due to movements in market factors. The three primary market risk factors that the Company may be exposed to are:

- Price risk - the risk that securities prices will change.
- Interest rate risk - the risk that interest rates will change.
- Currency risk - the risk that foreign exchange rates will change.

Measurement of Market Risk

Tools used to measure market risk are:

- Value at Risk (VaR)
- Scenario Analysis
- Sensitivity Analysis
- Duration Analysis

Mitigation of Market Risk

- Use of stop losses and other loss mitigating strategies
- Hedging of positions with the use of derivative products
- Limits on duration levels, currency exposure levels, VaR levels etc.
- Ensure adequate diversification of portfolios, reducing the exposure to any one single issuer or asset class.

2. Liquidity Risk Management

Liquidity is the ability to generate or obtain sufficient funds to meet all cash outflow obligations as they fall due. Liquidity risk is the risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss (or make the required profit).

The objectives of liquidity risk management are to ensure that:

- All cash outflow commitments are honoured on a timely basis;
- Adequate levels of liquidity are maintained, while minimizing the impact on potential earnings; and

- To avoid the need for the forced sale of assets.

Measurement of Liquidity Risk

Tools used to measure liquidity risk are:

- Gapping Analysis
- Scenario analysis

Monitoring of Liquidity Risk

Tools used to monitor liquidity risk are:

- Net Cumulative Liability Cash Flow Gap Report: 3-day, 10-day, 30-day, 90-day, 180-day and 365-day Liquidity Gaps
- Daily cash flow statements
- Projected cash flow statements

Mitigation of Liquidity Risk

- Matching of asset and liability maturity profiles
- Stand-by liquidity support agreements with select Financial Institutions
- Limits on liquidity levels and minimum short-term assets in the portfolios

3. Credit Risk Management

Credit risk refers to the uncertainty regarding whether or not the issuer of a security will honour its obligations when they fall due. Credit risk may be disaggregated into three (3) types of risk:

a. *Default (Counterparty) risk* – the possibility that the issuer will fail to meet its payment obligations or other contractual covenants. Technical default may occur due to the issuer's violation of other agreed terms (e.g. failure to maintain a certain financial ratio at/above a pre-determined level).

b. *Credit spread risk* – measured by the amount of yield differential above the return on a benchmark, default-free security (e.g. Treasury bills) demanded by investors to compensate for buying the riskier security. The risk is that the riskier security might offer a lower than required premium.

c. *Downgrade risk* – risk that a bond will be reclassified as a riskier security by a credit rating agency (e.g. Standard & Poor's). A downgrade in the rating of a security usually leads to the fall in its market price.

Mitigation of Credit Risk

To mitigate credit risk exposure, in accordance with industry practices, the Investment Manager:

- Seeks to ensure that no credit rating for an asset falls below the minimum approved rating. Credit ratings are sourced from International rating agencies such as S&P, Moody's or CariCris, or from internal credit research.
- Ensures that the assets are diversified across various issuers (e.g. countries, corporations) subject to limitations on the maximum exposure to any one issuer.

4. Operational Risk Management

Operational risk is the risk arising from execution of an enterprise's business functions and in particular the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events such as:

- Internal Fraud - misappropriation of assets, tax evasion, intentional mismarking of positions, bribery
- External Fraud- theft of information, hacking damage, third-party theft and forgery
- Employment Practices and Workplace Safety - discrimination, workers compensation, employee health and safety
- Clients, Products, & Business Practice- market manipulation, antitrust, improper trade, product defects, fiduciary breaches, account churning
- Damage to Physical Assets - natural disasters, terrorism, vandalism
- Business Disruption & Systems Failures - utility disruptions, software failures, hardware failures
- Execution, Delivery, & Process Management - data entry errors, accounting errors, failed mandatory reporting, negligent loss of client assets

Mitigation and measurement of Operational Risk

Basel II has given guidance to 3 broad methods of Capital calculation for Operational Risk which are employed by the Investment Manager:

- Basic Indicator Approach - based on annual revenue of the institution
- Standardized Approach - based on annual revenue of each of the broad business lines of the institution
- Advanced Measurement Approaches - based on the internally developed risk measurement framework of the institution adhering to the standards prescribed (methods include IMA, LDA, Scenario-based, Scorecard etc.)

14. OTHER RISK FACTORS

Regulatory Uncertainties
Changes in approach by PIL's Regulators in relation to existing regulatory requirements or the introduction of new regulations, may affect the operations of PIL and affect its profitability.

Taxation Uncertainties
The tax structure which provides one of the advantages of investing in PIL to Applicants who are resident in Jamaica or other Caricom states that are parties to the Caricom Double Taxation Treaty, may be subject to change in the future, a factor over which PIL has no control.

Trading History
The Preference Shares have no trading history. If the Preference Shares are listed as intended, PIL cannot predict their trading behaviour on the exchange on which they are listed.

Share Price Volatility
The Preference Shares, being newly-issued shares, may experience significant volatility in price, which may extend beyond the short term and which may be dependent on PIL's performance, investors' confidence and other factors over which PIL has no control. The level of volatility ought to be significantly less for the Preference Shares as they carry a fixed dividend and are redeemable at a fixed price.

Control
Having regard to the voting entitlements of the Preference Shares, this offering of Preference Shares will not confer legal or effective control of the Company on Applicants.

Issue of Additional Shares
The Directors of the Company may hereafter authorise the issue of additional preference shares in the Company. Such shares, once issued, may rank pari passu with the existing Preference Shares class and may be listed on the JSE or on any other stock exchange(s). Additional shares so issued could affect the market price of the Preference Shares currently being offered.

Payment of Dividends
The payment of dividends on the Preference Shares will be primarily dependent on PIL's future profitability.

Macro-Economic Policies

Changes in fiscal and monetary policies by the Government of Jamaica may create opportunities as well as challenges for PIL.

New Accounting Rules or Standards

PIL may become subject to new accounting rules or standards that differ from those that are presently applicable. Such new accounting rules or standards could require changes in the way PIL reports its financial position, operating results or cash flows. Such changes could be applied retrospectively.

Risks Associated with International Conditions

PIL's financial results may be adversely affected by international risks, such as:

- international political and economic conditions;
- changes in Government regulations in various countries;
- trade barriers;
- adverse tax consequences

15. LICENSES & REGULATORY FRAMEWORK

PIL does not hold, nor is it required to hold any licences in Jamaica or in St. Lucia. PIL is registered as an international business company under the International Business Companies Act of St. Lucia, and is of good standing within the meaning of Section 116 of the International Business Companies Act of St. Lucia.

Proven Management Limited (the Investment Manager) is licensed by the Financial Services Commission of Jamaica as a securities dealer and investment adviser.

Proven Wealth Limited (a wholly-owned subsidiary of Proven Investments Limited) is licensed by the Financial Services Commission of Jamaica as a securities dealer and investment adviser.

16. LITIGATION

Neither the Company nor its subsidiary, Proven Wealth Limited is currently engaged in any material litigation, nor are they aware of any pending material litigation.

17. CONSENTS

KPMG has given and not withdrawn its consent (as set out at Appendix 3 hereto) to the issue of this Prospectus with the inclusion therein of its report and the references to its name in the form and context in which they are included.

18. DOCUMENTS AVAILABLE FOR INSPECTION

From the Opening Date until the Offer closes, copies of the following documents will be available for inspection on any weekday (Saturdays, Sundays and public holidays excepted) during the hours of 9:00 am to 4:00 pm, at the offices of Proven Wealth Limited, 26 Belmont Road, Kingston 5.

(1) the Memorandum and Articles of Association of PIL;

(2) the Investment Management Agreement between PIL and PML

19. STATUTORY & GENERAL INFORMATION

PIL is a company incorporated under the laws of St. Lucia, and this Prospectus is being issued only to existing members of the Company. Accordingly, its issue of this Prospectus in Jamaica is governed by Sections 372-377 inclusive of the Companies Act of Jamaica 2004 (the “Act”).

Pursuant to Section 373 (4) of the Act, the Company is exempt from the requirements to state the matters specified in Part I of the Third Schedule and to set out the reports specified in Part II of the Third Schedule.

The application lists will open at 9:00 a.m. on the Opening Date and will close at 4:00 pm on the Closing Date. The Company reserves the right to close any application list at any time without notice if Applications have been received for the full amount of the respective Preference Shares offered and the right(s) to extend such closing beyond the date(s) above-mentioned and/or offer Preference Shares greater in number than originally offered.

All Applicants will be required to pay in full, on Application, the Offer Price per Preference Share. No further sum will be payable on Allotment.

Applicants (being existing members of the Company as at the date of this Prospectus) may elect to renounce the provisional allotment of some or all of the Preference Shares allocated to that member in the Offer, in favour of any person in the manner provided in the Application Form enclosed with this Prospectus, whether or not such person is an existing member of the Company as at the date of this Prospectus.

20. APPLICATION PROCEDURES AND CONDITIONS

1. You may apply for Shares in the Offer by means of the Application Form enclosed with this Prospectus. Applications will be accepted only from Applicants who are members of the Company as at the date of this Prospectus. However, Applicants may, if they so elect, renounce the provisional allotment of some or all of the Preference Shares allocated to that Applicant in the Offer, in favour of any person in the manner set out in paragraph 6 hereof and in the Application Form, whether or not such person is an existing member of the Company as at the date of this Prospectus. Your duly completed and signed Application Form should be delivered to the offices of either the Lead Broker or the Selling Agent on or before **4:00 pm** local time on the Closing Date.

   The full amount payable for the Shares for which you are applying (being the number of Shares, multiplied by the Offer Price of J$5.00 per Share) must be paid either:

   (i) by a J$ Manager's Cheque drawn on a Jamaican commercial bank and made payable to "Proven Investments Limited" in respect of payments for less than J$5,000,000, or;

   (ii) For payment of J$5,000,000 and over, payment shall be made to Proven Investments Limited via the Bank of Jamaica's Real Time Gross Settlement System to Proven Investments Limited using the following information, and evidence of such payment supplied with the completed and signed Application Form:

   - PCB Bank Account # 1414
   - Swift: PCAR JMK

   Applicants who have an investment account with the Lead Broker or Selling Agent may submit to them a letter of instruction to the Lead Broker/Selling Agent authorising the Lead Broker/Selling Agent to apply funds standing to the credit of such Applicant against the subscription price payable in respect of their application for Preference Shares.

2. The Directors of PIL in their sole discretion may accept (in whole or in part) or reject any Application, even if the Application is received, validated and processed. The acceptance may be in respect of the whole or any part of the Application and, accordingly, the allocated number of Preference Shares may be less than the amount specified in the Application Form. The Preference Shares may be allocated and issued to Applicants on a basis determined by the Directors in their sole discretion.

3. The acceptance (in whole or in part) by PIL of an Application for Preference Shares will result in a binding contract for the Applicant's subscription, at the Offer Price, for the number of Preference Shares in respect of which the application has been accepted, (or, where applicable, *mutatis mutandis*, with the person in favour of whom the Applicant has renounced, to the extent of such renunciation).

4. If the Offer is oversubscribed – (i) Applicants may be allocated and issued fewer Preference Shares than they applied for, or (ii) the Directors, in consultation with the Investment Manager and the Lead Broker may (but shall not be obliged to) increase the amount of the Offer and allocate and issue additional Preference Shares as part of the Offer, at the Offer Price per Preference Share.

5. The Directors, in consultation with the Investment Manager and Lead Broker, may close the Offer prior to **December 23, 2011,** or may extend the Closing Date to a date beyond **December 23, 2011.**

6. Each Applicant may elect, by the appropriate completing and signing of the relevant sections of the Application Form enclosed with this Prospectus, to direct the Company that the Applicant is irrevocably renouncing the provisional allotment of the Preference Shares for which the Applicant has applied (or such portion of those Preference Shares as is specified by the Applicant in the Application Form) in favour of a person specified in the Application Form. The person to whom the Applicant so renounces may, but need not be, an existing member of the Company as at the date of this Prospectus. In the event that the Applicant so renounces, the Preference Shares which are the subject of the renunciation shall be allotted and issued by the Company in the name of the person(s) in favour of whom the Applicant has renounced, and such person(s) shall be irrevocably obliged to accept such allotment.

7. In respect of each Application which is accepted in whole or in part by PIL, PIL will issue a letter(s) of allotment in the name of that Applicant (or in the joint names of joint Applicants), or in the name of the person(s) in whose favour the Applicant has renounced as provided in the preceding paragraph 6, for the number of Preference Shares allotted to the Applicant and/or to such person(s). The letters of allotment will be sent to the Lead Broker or Selling Agent (as the case may be) through which the Applications were received, who will distribute same (if by mail, at the Applicant's and/or such person's risk) to the Applicants. The letters of allotment are not assignable or otherwise transferable.

8. Cheques for the amounts refundable to Applicants whose Applications are not accepted in whole or in part will be sent to the Lead Broker or Selling Agent (as the case may be) through which the Applications were received, who will distribute same (if by mail, at the Applicant's risk) to the addresses of the Applicants (or of the first-named joint Applicant) as stated in the Application Form. PIL will use its best efforts to send the letters of allotment and refund cheques to the Lead Broker/Selling Agent within seven working days after the Closing Date or as soon thereafter as practicable. If the amount to be refunded is equal to or greater than J$5,000,000.00, refund payments shall only be made to the Applicant using the Bank of Jamaica's Real Time Gross Settlement System, and where the subscription price in respect of an Application is in excess of J$5,000,000.00, the required details to facilitate refund payments by that method must be provided on the Application Form.

9. If the application to list the Preference Shares on the Jamaica Stock Exchange is successful, the Preference Shares issued pursuant to the offer will be issued in the JCSD for the credit of the accounts of the successful Applicants and/or, where applicable, to the person(s) to whom Applicants have renounced in accordance with paragraph 6 above (to the extent to which they become entitled to be allotted and issued Preference Shares as a result of such renunciation). If the application to list the Preference Shares on the Jamaica Stock Exchange is not successful, a share certificate comprising the Preference Shares issued to each successful Applicant and/or, where applicable, to persons to whom Applicants have renounced in accordance with paragraph 6 above (to the extent to which they become entitled to be

allotted and issued Preference Shares as a result of such renunciation) will be sent to such Applicant within thirty (30) days after the Offer closes or as soon thereafter as practicable.

10. Letters of allotment and share certificates, if mailed by the Lead Broker or Selling Agents on behalf of PIL (as the case may be) through the post to the address of the Applicant (or of the first-named joint Applicant) or to the person in whose favour the Applicant has renounced, as stated in the Application Form, are at the risk of the Applicant or such person (as the case may be).

11. Application Forms and Letters of allotment are not renounceable (except insofar as provided herein at paragraph 6), transferable or assignable.

Signed on behalf of PROVEN INVESTMENTS LIMITED by the Chairman, Hon. Hugh Hart, O.J., who signed on his own behalf and as the authorised agent of Rhory McNamara, Yvor Nassief and John A. Collins, and by Garfield Sinclair, Director, and dated as of the 13th day of December, 2011:

Name of Director	**Original Signed by**
Hugh Hart - Chairman	
Rhory McNamara - Director	

21. APPENDIX 1

RIGHTS, TERMS AND CONDITIONS OF
THE MANAGER'S PREFERENCE SHARES

(NOTE: the manager's preference shares described in this Appendix 1 are not the Preference Shares which are the subject of the Offer. The Preference Shares which are the subject of the Offer is described in Appendix 2 below)

The following is an excerpt from PIL's Memorandum of Association:

7. The authorized capital is made up of two classes of Shares, being:

(1) 2,999,990,000 Ordinary Shares of a par value of US$0.01 each; and

(2) 10,000 Manager's Preference Shares of a par value of US$0.01 each, which shall the following rights, terms and conditions:

(a) the Manager's Preference Shares shall rank *pari passu* as between and among themselves;

(b) each Manager's Preference Share be entitled to a cumulative annual preference dividend in the sum which is equal to – (i) **25%** of the profits and gains of the Company (calculated in accordance with International Financial Reporting Standards prevailing from time to time, and expressed in US Dollars) in each financial year *in excess of* the Annual Earnings Hurdle (expressed in US Dollars) for such financial year, *divided by* (ii) the number of Manager's Preference Shares in issue when the said cumulative annual preference dividend is paid; and for this purpose the Annual Earnings Hurdle shall be the amount which results when the Hurdle Rate is applied to the average equity of the Company during such financial year;

(c) For the purposes of paragraph (b) of sub-clause 7(2), the Hurdle Rate will be determined and reset annually, and the Hurdle Rate applicable to a particular financial year of the Company shall be fixed as at the first day of that financial year and shall be the rate which is 2% per annum above the 12-month LIBOR rate prevailing on that day, provided however that – (i) the Hurdle Rate shall be capped at and shall in no event exceed **6%**, and (ii) during the first two (2) financial years of the Company the Hurdle Rate shall not be less than **5%**;

(d) during each financial year of the Company, an amount being equal to the Investment Manager's best estimate of one-fourth (1/4) of the current financial year's cumulative annual preference dividend (calculated by reference to the Company's management accounts for each financial quarter and financial year-to-date and the Investment Manager's good faith projections of the Company's earnings for the remainder of such financial year) shall be paid each financial quarter in arrears to the holders of the Manager's Preference Shares (on account of the cumulative annual preference dividend for that financial year), and any adjustment which may be required based on the Company's annual audited financial statements shall be added or recovered (as the case may require) in equal instalments over the next four successive quarterly payments arising after the Company's annual audited financial statements are finalised;

(e) paragraph (b) and/or (c) of sub-clause 7(2) may be varied by an ordinary resolution of members which is supported by the affirmative vote of the holder(s) of a majority of the Manager's Preference Shares, but shall not otherwise be varied without the approval in writing of the holder(s) of a majority of the Manager's Preference Shares;

(f) in the event that the cumulative annual preference dividend is not paid in full in respect of any particular financial year of the Company, the unpaid portion thereof shall accumulate and be payable out of the profits and gains of the Company in next ensuing financial years until it has been paid in full;

(g) the Manager's Preference Shares shall, apart from the right to the cumulative annual preference dividend, have no economic rights or entitlements save for the right on a winding up to the repayment of the capital paid thereon on a *pari passu* basis with the capital paid on the Ordinary Shares;

(h) the holder(s) of the Manager's Preference Shares shall have the right to receive notices of, attend, vote at and demand a poll at general meetings of the Company;

(i) with the intent that on all resolutions and decisions in general meeting (other than those referred to in paragraph (j) of sub-clause 7(2)) the Manager's Preference Shares shall as a class be entitled to not less than the number of votes to which the Ordinary Shares as a class are entitled, each one of the Manager's Preference Share shall be entitled to the number of votes which results when – (i) the total number of votes comprised by all the Ordinary Shares then in issue, *is divided by* (ii) the total number of Manager's Preference Shares then in issue, and any fraction of a vote that would otherwise be applicable to each Manager's Preference Share shall be rounded up to one additional vote (so that, by way of an hypothetical example only, if there are 30,000,000 Ordinary Shares and 10,000 Manager's Preference Shares in issue, each one of the Manager's Preference Shares shall be entitled to 3,000 votes);

(j) on any resolution which, if passed, will result in any variation of either or both of paragraphs (b) and (c) of sub-clause 7(2), each Manager's Preference Share shall be entitled to one vote;

(k) in the event that an entity which is (or becomes) the Investment Manager subsequently ceases to be the Investment Manager in accordance with the relevant provisions of the Company's Articles of Association, each one of the Manager's Preference Shares held by that entity (or by a direct or indirect subsidiary of that entity, or by a corporation having the same direct or indirect shareholders as that entity) shall thereupon automatically convert into a fully paid Ordinary Share in the Company (so that, by way of an hypothetical example, if such entity holds 10,000 Manager's Preference Shares, those Manager's Preference Shares will automatically convert into 10,000 fully paid Ordinary Shares upon the entity ceasing to be the Investment Manager as aforesaid); and

(l) in sub-clause 7(2), the “12-month LIBOR rate” means the rate for 12-month US Dollar inter-bank deposits published by the British Bankers’ Association (as to which the Investment Manager’s determination thereof shall, in the absence of manifest error, be final and binding on the Company).

22. APPENDIX 2

Terms of Issue of 8.00% Cumulative Redeemable Preference Shares

PROVEN INVESTMENTS LIMITED
(the "Company")

In these Terms of Issue:

"Agreed Rate" means 8.00% per annum;

"Business Day" means a date, not being a Saturday, Sunday or public holiday when banks are open for business in Jamaica;

"Preference Stock Units" means the preference stock units created on conversion of the Preference Shares, on issue

The Preference Shares in the capital of the Company, having a par value of US$0.01, and subject as hereinafter provided, a tenor of sixty (60) months, the same to be issued at a price of J$5.00 shall be denominated "**8.00% Cumulative Redeemable Preference Shares**" (herein in these Terms, the "Preference Shares", which expression shall include the Preference Stock Units resulting from the conversion of the Preference Shares into stock) conferring upon the registered holders thereof the following rights and shall be subject to the following restrictions, namely:

(a) the right to a cumulative preferential dividend at the Agreed Rate per annum on the capital for the time being paid up or credited as paid up on the Preference Stock Units, to be paid quarterly in Jamaican Dollars out of the distributable profits of the Company, in each case on the earliest possible date following the declaration thereof by the Board of Directors of the Company and processing by the Registrar and Transfer Agent engaged by the Company to attend to, inter alia, payments to registered holders and in any event no later than 45 days after the end of each March, June, September and December up to the date of redemption of the Preference Stock Units. For the avoidance of any doubt, if the preferential dividend is not paid in full in respect of any financial quarter of the Company while the Preference Stock Units remain in issue such preferential dividend (or unpaid part thereof) shall not lapse but shall accumulate and be payable as soon thereafter as the Company has sufficient distributable profits available to fund the payment;

(b) the right on a winding up of the Company or other return of share capital to repayment in Jamaican Dollars in priority to any payment to the holders of any other shares or stock units in the capital of the Company of:

(i) the amounts paid up on the Preference Stock Units; and

(ii) any arrears or accruals of the cumulative preferential dividend on the Preference Stock Units, whether declared or earned, or not, calculated down to the date of such repayment but to no further or other right to share in the surplus assets of the Company on a winding up.

(c) the Preference Stock Units shall NOT carry the right to vote at any general meeting of the Company EXCEPT in circumstances where the cumulative dividend on the Preference Stock Units remains unpaid for a period greater than 12 months after its due date and/or a notice has not been given by the Company for the redemption of the Preference Stock Units pursuant to paragraph (e) of these Terms the Preference Stock Units by the final date for redemption specified in paragraph (e) of these Terms and/or a resolution to wind up the Company has been passed, AND in any such event, every holder of Preference Stock Units present in person or by proxy shall have one vote, and on a poll every holder of Preference Stock Units, present in person or by proxy, shall have one vote for each Preference Stock Unit of which he is the holder.

(d) The Company may, without any consent or sanction of the holders of Preference Stock Units create and issue further preference shares, the same to be converted into preference stock units either ranking pari passu and identically in all respects and so as to form one class with the existing Preference Stock Units or ranking pari passu therewith as regards priority in respect of income and/or capital but carrying a different rate of dividend or otherwise differing from the Preference Stock Units.

(e) The Preference Shares shall be issued as redeemable preference shares, converted on issue to Preference stock Units and subject to any relevant provisions of the International Business Companies Act of St. Lucia (the "IBC Act") (as the same may be amended from time to time) redemption of such Preference Stock Units shall be effected in the manner and on the terms following:

(i) For greater certainty in these Terms, it is hereby confirmed that redemption of the Preference Stock Units by the Company may be effected pursuant to a notice issued by the Company in accordance with these Terms.

(ii) At the time and place fixed for redemption of Preference Stock Units in the Company's notice:

a. the registered holder, if such registered holder is the holder of Preference Stock Units by virtue of an allotment by the Company (the "original holder") or a transferee from the original holder, shall be bound to deliver up to the Company the relative share/stock certificate(s) with respect to the said Preference Stock Units for cancellation following redemption; and

b. the Company shall be bound to redeem the said Preference Stock Units and shall pay the registered holder, the redemption money in respect of such Preference Stock Units together with any arrears or accruals of the cumulative preferential dividend (whether earned or declared or not) calculated down to the date fixed for payment.

(f) If the fixed cumulative dividend on the Preference Stock Units shall have been paid up in full up to and including the last quarterly date fixed for payment, the Company may (subject to the provisions of the International Business Companies Act of St. Lucia) redeem all or any of the Preference Stock Units at any time on or before December 23, 2016 at a price of J$5.00 per Preference Stock Unit (exclusive of any accrued dividend thereon), by the purchase of such Preference Stock Units on the Jamaica Stock Exchange provided the Preference Stock Units have been listed on the Jamaica Stock Exchange (by way of an uninterruptible put through or such other means as the Jamaica Stock Exchange may permit) or, if not so listed, by private treaty.

(g) As from the time fixed for redemption of any of the Preference Stock Units under any notice given by the Company pursuant to paragraph (e) of these Terms, dividends shall cease to accrue on such Preference Stock Units except in respect of any Preference Stock Unit in respect of which payment due on such redemption was refused.

(h) If any holder of Preference Stock Units shall fail or refuse to surrender the certificate(s) for such Preference Stock Units (where such surrender is required) or shall fail or refuse to accept the redemption money payable in respect of such Preference Stock Units, at the time fixed for redemption of any of the Preference Stock Units under any notice given by the Company pursuant to paragraph (e) of these Terms, such money shall be retained and held by the Company in trust for such registered holder but without interest or further obligation whatever.

(i) No Preference Stock Units shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption as permitted by the IBC Act.

(j) No Preference Stock Units redeemed by the Company shall be capable of re-issue and on redemption of any Preference Stock Units, the Directors may convert the authorised share capital created as a consequence of such redemption into shares and/or stock units of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided of a like nominal amount (as nearly as may be) as the shares and/or stock units of such class then in issue or into unclassified shares and/or stock units of the same nominal amount as the Preference Stock Units.

(k) The rights attaching to the Preference Stock Units may not be varied either while the Company is a going concern or during or in contemplation of a winding up of the Company without the consent in writing of the holders of three-fourths of the issued Preference Stock Units or without the sanction of an Extraordinary Resolution passed at a separate meeting of that class, but not otherwise. To every such separate meeting all of the provisions of the Articles of Association of the Company relating to general meetings of the Company or to proceedings thereat shall, *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued Preference Shares (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of Preference Shares shall, on a poll, have one vote in respect of each Preference Stock Units held by them respectively.

These Terms of Issue were approved by the directors of the Company pursuant to a resolution of the directors of the Company passed at a directors meeting held on November 9, 2011, the authority for the issue of the Preference Shares on such terms having been authorised by the Company pursuant to a resolution of the Company passed at an Extraordinary General Meeting of the Company held on November 30, 2011.

23. APPENDIX 3: AUDITORS CONSENT

KPMG

KPMG Eastern Caribbean
Morgan Building
L'Anse Road
P.O. Box 1101
Castries,St. Lucia

Telephone (758) 453-1471
(758) 453-0625
Fax (758) 453-6507
e-Mail kpmg@kpmg.lc

Proven Investments Limited
20 Micoud Street
Castries
St. Lucia

November 30, 2011

Offering Memorandum to be Issued By Proven Investments Limited:
200,000,000 Cumulative Redeemable 8% Preference Shares

With respect to the Offering Memorandum for the 200,000,000 Cumulative Redeemable 8% Preference Shares to be issued by Proven Investments Limited ("the Company"), we hereby consent to the inclusion in the Offering Memorandum of our audit report, dated May 31, 2011, on the statement of financial position of the Company as of March 31, 2011 and the related statements of comprehensive income, changes in equity and cash flows for period then ended, and to the references to our name in the form and context in which they are included in the Offering Memorandum.

We confirm that we have not withdrawn such consent before delivery of a copy of the Offering Memorandum to the Financial Services Commission for registration.

This letter should not be regarded as in any way updating the aforementioned report or representing that we performed any procedures subsequent to the date of such reports.

Yours faithfully,

Kpmg

24. APPLICATION FORM

TO: PROVEN INVESTMENTS LIMITED
Re: Offer for Subscription of Cumulative Redeemable Preference Shares in Proven Investments Limited at J$5.00 per Share

TO BE COMPLETED WHERE APPLICANT IS NOT RENOUNCING

I/We confirm that I/we have read and understood and hereby agree to be bound by the terms and conditions contained in the Prospectus, all of which are incorporated into this Application Form by reference. Capitalized words and expressions used herein shall bear the same meanings as are ascribed thereto in the Prospectus.

I/We hereby apply for __________________________ Preference Shares at a total price of J$__________________________ on and subject to the terms and conditions of the Prospectus, and I/We attach a J$ banker's draft drawn on a Jamaican commercial bank and made payable to "**Proven Investments Limited"** for such total price OR where applicable, proof of payment to **Proven Investments Limited** made electronically using the RTGS payment system. I/We agree to accept the above or any smaller number of Preference Shares in respect of which this Application may be accepted, subject to the terms and conditions in the Prospectus and the Memorandum and Articles of Association of Proven Investments Limited, by which I/We agree to be bound. I/We request you to issue to me/us the number of Shares which may be allocated to me/us at the close of the Offer upon the terms and conditions governing applications, as set forth in the Prospectus. I/We hereby agree to accept the Preference Shares that may be allocated and issued to me/us.

PRIMARY HOLDER (Either Company or Individual) (i.e. an existing member of the Company at the date of this Prospectus)
(NB: Please ensure that your name is stated exactly as it currently appears in the share register of the Company)

Name: ____ ___________________________ ______________
Surname/Company Name First Name Middle Initial

Address: ____ Town/District: ___________________

Postal/Zip Code: _________________________ Parish/ City: ____________________________ Country:__________________

Mailing address (if different):____

E-mail Address: ________________________________Occupation: ___________________PHONE#:______________________

NATIONALITY: ___________________________ DATE OF BIRTH (DDMMYYYY) ___ /___/______ TRN #: ____________________

Signature:
Companies: ___________________________________ ____
Director **Director/Secretary**

Individual: ___________________________________ ____
Applicant **Date signatures affixed**

FIRST JOINT HOLDER: ____________________________ __ ________________________ _____________
Surname First Name Middle Initial

Occupation: ______________________ TRN#: ______________________Signature:__________________________

SECOND JOINT HOLDER: ____________________________ _________________________ ___________
Surname First Name Middle Initial

Occupation: __________________ TRN#: __________________________ Signature:__________________________

TO BE COMPLETED ONLY WHERE APPLICANT IS WHOLLY OR PARTIALLY RENOUNCING

I/We confirm that I/we have read and understood and hereby agree to be bound by the terms and conditions contained in the Prospectus, all of which are incorporated into this Application Form by reference. Capitalized words and expressions used herein shall bear the same meanings as are ascribed thereto in the Prospectus.

I/We hereby apply for __________________________ Preference Shares at a total price of J$__________________________ on and subject to the terms and conditions of the Prospectus, and I/We attach a J$ banker's draft drawn on a Jamaican commercial bank and made payable to "**Proven Investments Limited"** for such total price OR where applicable, proof of payment to **Proven Investments Limited** made electronically using either the RTGS payment system **or** by wire transfer. I/We agree to accept the above or any smaller number of Preference Shares in respect of which this Application may be accepted, subject to the terms and conditions in the Prospectus and the Memorandum and Articles of Association of Proven Investments Limited, by which I/We agree to be bound. I/We request you to issue to me/us the number of Shares which may be allocated to me/us at the close of the Offer upon the terms and conditions governing applications, as set forth in the Prospectus. I/We hereby irrevocably agree to accept the Preference Shares that may be allocated and issued to me/us.

I/We hereby notify the Company that, in respect of the Preference Shares that may be provisionally allotted to me/us in the Offer arising from this Application, I/we hereby irrevocably renounce my/our provisional allotment to the extent of __________________________ Preference Shares in favour of the following person(s):

Name:____________________________________ Number of Preference Shares:_______________________

Name:____________________________________ Number of Preference Shares:_______________________

PRIMARY HOLDER (Either Company or Individual) (i.e. an existing member of the Company at the date of this Prospectus) *(NB: Please ensure that your name is stated exactly as it currently appears in the share register of the Company*)

Name: ____ ___________________________ ______________
Surname/Company Name First Name Middle Initial

Address: ____ Town/District: ___________________

Postal/Zip Code: _________________________ Parish/ City: ____________________________ Country:__________________

Mailing address (if different):____

E-mail Address: ________________________________Occupation: ___________________PHONE#:______________________

NATIONALITY: ___________________________ DATE OF BIRTH (DDMMYYYY) ___ /___/______ TRN #: ____________________

Signature:
Companies: ___________________________________ ____
Director **Director/Secretary**

Individual: ___________________________________ ____
Applicant **Date signatures affixed**

FIRST JOINT HOLDER: ____________________________ __ ________________________ _____________
Surname First Name Middle Initial

Occupation: ______________________ TRN#: ______________________Signature:__________________________

SECOND JOINT HOLDER: ____________________________ _________________________ ___________
Surname First Name Middle Initial

Occupation: __________________ TRN#: __________________________ Signature:__________________________

THIS SECTION TO BE SIGNED BY PERSON(S) IN FAVOUR OF WHOM THE APPLICANT IS RENOUNCING

I/We acknowledge the above renunciation in my/our favour in respect of ___________________________ Preference Shares at a total price of J$___________________________ and hereby agree to accept the above or any smaller number of Preference Shares as may be allotted and issued to me/us in respect of this Application, subject to the terms and conditions in the Prospectus and the Memorandum and Articles of Association of Proven Investments Limited, by which I/We agree to be bound. I/We request you to issue to me/us the number of Preference Shares which may be allocated to me/us at the close of the Offer as result of the above renunciation, upon the terms and conditions governing applications, as set forth in the Prospectus. I/We hereby irrevocably agree to accept the Preference Shares that may be allocated and issued to me/us.

(NB: Notwithstanding any renunciation, refund payments shall be made <u>only</u> to the Applicant by or on behalf of PIL.)

PRIMARY (Either Company or Individual)

Name: ____ ____________________________ ______________
Surname/Company Name First Name Middle Initial

Address: ____ Town/District: ____________________

Postal/Zip Code: __________________________ Parish/ City: _____________________________ Country:__________________

Mailing address (if different):____

E-mail Address: _________________________________Occupation: ___________________PHONE#:______________________

NATIONALITY: ____________________________ DATE OF BIRTH (DDMMYYYY) ___ /___/______ TRN #: ____________________

Signature:
Companies: ____________________________________ ____
Director **Director/Secretary**

Individual: ____________________________________ ____
Applicant **Date signatures affixed**

FIRST JOINT HOLDER: _____________________________ __ ________________________ _____________
Surname First Name Middle Initial

Occupation: ______________________ TRN#: ______________________Signature:__________________________

SECOND JOINT HOLDER: ____________________________ _________________________ ___________
Surname First Name Middle Initial

Occupation: __________________ TRN#: __________________________ Signature:__________________________

TO BE COMPLETED WHERE SUBSCRIPTION PRICE EXCEEDS J$5,000,000.00

PLEASE INSERT YOUR RTGS INFORMATION

NAME OF BANK:____

BRANCH:____

ACCOUNT NUMBER:____

SWIFT: ____

FOR USE BY SELLING AGENT/LEAD BROKER ONLY

Processing Date _______________ Time Received_____________Payment Method ______________________

Cheque Number________________________ Cheque Value__________________________

Proof of RTGS transfer provided (if applicable): [ ] Instruction letter for transfer of funds provided (if applicable): [ ]

Selling Agent/Lead Broker Stamp and Signature___________________________________

25. AUDITED FINANCIAL STATEMENTS

PROVEN INVESTMENTS LIMITED

Financial Statements
(Expressed in United States Dollars)

March 31, 2011

PROVEN INVESTMENTS LIMITED

Table of Contents

KPMG EASTERN CARIBBEAN
Morgan Building
L'Anse Road
P.O. Box 1101
Castries, St. Lucia

Telephone (758) 453-1471
(758) 453-0625
Fax (758) 453-6507
e-Mail kpmg@kpmg.lc

INDEPENDENT AUDITORS' REPORT

To the Members of
PROVEN INVESTMENTS LIMITED

Report on the Financial Statements

We have audited the financial statements of Proven Investments Limited ("the Company") and the consolidated financial statements of the Company and its subsidiary ("the Group"), set out on pages 3 to 44, which comprise the Group's and Company's statement of financial position as at March 31, 2011, the Group's and Company's statements of comprehensive income, changes in equity and cash flows for the period then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

To the Members of
PROVEN INVESTMENTS LIMITED

Report on the Financial Statements, continued

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Group and the Company as at March 31, 2011, and of the Group's and Company's financial performance, changes in equity and cash flows for the period then ended in accordance with International Financial Reporting Standards.

KPMG

KPMG Eastern Caribbean
May 31, 2011

Castries, Saint Lucia

PROVEN INVESTMENTS LIMITED

Statement of Financial Position
March 31, 2011

	Notes	Group 2011 $'000	Company 2011 $'000
ASSETS			
Cash and cash equivalents		3,596	876
Resale agreements	4	9,314	406
Investment securities	5	100,033	36,707
Loans receivable	6	7,776	7,776
Other receivables	7	14,292	13,356
Income tax recoverable		5,758	16
Investment in subsidiary	8	-	16,567
Intangible asset	9	9	-
Property, plant and equipment	10	328	-
Total assets		141,106	75,704
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities:			
Repurchase agreements	11	66,454	2,944
Credit linked notes	12	4,812	-
Owed to related party	13	304	304
Notes payable	14	33,571	33,571
Preference shares	15	1	1
Current income tax payable		108	108
Deferred tax liabilities	16	661	-
Other liabilities		948	41
Total liabilities		106,859	36,969
Shareholders' equity:			
Share capital	17	29,657	29,657
Fair value reserve	18	(741)	(339)
Foreign exchange translation reserve		27	-
Retained earnings		5,304	9,417
Total shareholders' equity		34,247	38,735
		141,106	75,704

The financial statements on pages 3 to 44 were approved for issue by the Board of Directors on May 31, 2011 and signed on its behalf by:

Director
Rhory Mc Namara

Director
Garfield Sinclair

The accompanying notes form an integral part of the financial statements.

PROVEN INVESTMENTS LIMITED

Statement of Comprehensive Income
For the sixteen-month period ended March 31, 2011

	Notes	Group 2011 $'000	Company 2011 $'000
Revenue			
Interest income		8,705	2,005
Interest expense		(5,283)	(463)
Net interest income	19	3,422	1,542
Other operating revenue			
Dividends		20	10,000
Fees and commissions		173	73
Net fair value and realised gains	20	3,070	1,643
Net foreign exchange gains		11	12
Other income		208	-
Cambio operations		5	-
Gain on purchase of subsidiary	8	5,009	-
		8,496	11,728
Net interest income and other operating revenue		11,918	13,270
Expenses			
Staff costs	21	1,024	-
Depreciation and amortisation	9,10	47	-
Preference share dividend	15,24	1,668	1,668
Other operating expenses	22	1,884	779
		4,623	2,447
Profit before income tax		7,295	10,823
Income tax	23	(693)	(108)
Profit for the period		6,602	10,715
Other comprehensive loss			
Unrealised losses on available-for-sale investments, net of tax		(741)	(339)
Foreign exchange translation reserve		27	-
Total other comprehensive loss		(714)	(339)
Total comprehensive income for the period		5,888	10,376

The accompanying notes form an integral part of the financial statements.

PROVEN INVESTMENTS LIMITED

Statement of Changes Equity
For the sixteen-month period ended March 31, 2011

	Share capital $'000 (note 17)	Fair value reserve $'000 (note 18)	Foreign exchange translation reserve $'000$	Retained earnings '000	Total $'000
Group:					
Total comprehensive income for the period					
Profit for the period	-	-	-	6,602	6,602
Other comprehensive income for the period					
Foreign exchange differences on translation of foreign subsidiary's financial statements	-	-	27	-	27
Unrealised losses on fair value of available-for-sale securities	-	(942)	-	-	(942)
Deferred tax on unrealised losses	-	201	-	-	201
Total other comprehensive loss for the period, net of tax	-	(741)	27	-	(714)
Total comprehensive income for the period	-	(741)	27	6,602	5,888
Transactions with owners recorded directly in equity					
Issue of shares (note 17)	29,657	-	-	-	29,657
Dividends to equity holders (note 27)	-	-	-	(1,298)	(1,298)
Total transactions with owners	29,657	-	-	(1,298)	28,359
Balances at March 31, 2011	29,657	(741)	27	5,304	34,247

	Share capital $'000 (note 17)	Fair value reserve $'000 (note 18)	Retained earnings $'000	Total $'000
Company:				
Total comprehensive income for the period				
Profit for the period	-	-	10,715	10,715
Other comprehensive income for the period				
Unrealised losses in fair value of available-for-sale securities	-	(339)	-	(339)
Total other comprehensive income for the period, net of tax	-	(339)	-	(339)
Total comprehensive income for the period	-	(339)	10,715	10,376
Transactions with owners recorded directly in equity				
Issue of shares (note 17)	29,657	-	-	29,657
Dividends to equity holders (note 27)	-	-	(1,298)	(1,298)
Total transactions with owners	29,657	-	(1,298)	28,359
Balances at March 31, 2011	29,657	(339)	9,417	38,735

The accompanying notes form an integral part of the financial statements.

PROVEN INVESTMENTS LIMITED

Statement of Cash Flows
For the sixteen-month period ended March 31, 2011

	Notes	Group 2011 $'000	Company 2011 $'000
Cash flows from operating activities:			
Profit for the period		6,602	10,715
Adjustments for:			
Depreciation	10	46	-
Amortisation	9	1	-
Interest income		(8,705)	(2,005)
Interest expense		6,951	2,131
Appreciation in value of securities at fair value through profit or loss		(61)	-
Unrealised foreign exchange loss		7,490	-
Income tax charge	23	693	108
		13,017	10,949
Change in:			
Loans receivable		(7,776)	(7,776)
Other receivables		(12,602)	(12,809)
Other liabilities		(31)	32
Repurchase agreements		66,454	2,944
Income tax recoverable		(5,758)	(16)
Resale agreements		(9,314)	(406)
Credit linked notes		4,812	-
		48,802	(7,082)
Interest received		7,315	1,458
Interest paid		(5,972)	(1,818)
Dividend paid	27	(1,298)	(1,298)
Net cash provided/(used) by operating activities		48,847	(8,740)
Cash flows from investing activities:			
Investment in subsidiary	8	-	(16,567)
Investment securities		(108,102)	(37,046)
Purchase of property, plant and equipment	10	(374)	-
Purchase of intangible assets	9	(10)	-
Net cash used by investing activities		(108,486)	(53,613)
Cash flows from financing activities:			
Notes payable		33,571	33,571
Issue of preference shares		1	1
Issue of ordinary shares	17	29,657	29,657
Net cash provided by financing activities		63,229	63,229
Net increase in cash and cash equivalents		3,590	876
Effect of exchange rate fluctuations on cash and cash equivalents		6	-
Cash and cash equivalents at end of period		3,596	876

The accompanying notes form an integral part of the financial statements.

1. Identification

Proven Investments Limited ("the Company") was incorporated in St. Lucia on November 25, 2009 under the International Business Companies Act and commenced operations on March 1, 2010. As of August 17, 2010, the Company entered an agreement with Guardian Holdings Limited to acquire the entire issued share capital of Proven Wealth Limited, formerly Guardian Asset Management Jamaica Limited. The Company's registered office is located at 20 Micoud Street, Castries, St. Lucia. The subsidiary is incorporated and domiciled in Jamaica.

The accounting date of the company and its subsidiary is March 31. These financial statements cover the sixteen-month period from date of incorporation to March 31, 2011.

The primary activities of the Company are the holding of tradable securities for investment purpose and holding other investments.

2. Statement of compliance and basis of preparation

(a) Statement of compliance:

The Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

New and revised standards and interpretations that became effective during the period

None of the new or revised standards or interpretations, other than IFRS 3, *Business Combinations*, had any specific impact on these financial statements.

The Group has applied IFRS 3, *Business Combinations* (2008), in accounting for business combinations. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

2. Statement of compliance and basis of preparation (cont'd)

(a) Statement of compliance: (cont'd)

New and revised standards and interpretations that are not yet effective

At the date of approval of these financial statements, certain new and revised standards and interpretations were in issue but were not yet effective and had not been early-adopted. The Group has assessed their relevance with respect to its operations and has concluded that the following may be relevant:

- Amendment to IFRS 7, *Disclosures – Transfer of Financial Assets,* is effective for annual reporting periods beginning on or after July 1, 2011. The amendment requires disclosure of information that enables users of financial statements to understand the relationship between transferred financial assets that are not derecognised in their entirety and the associated liabilities and to evaluate the nature of and risks associated with, the entity's continuing involvement in these derecognised assets. The Group is assessing the impact the amendment will have on its financial statements when it becomes effective.

- IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments*, which is effective for annual reporting periods beginning on or after July 1, 2010, addresses the accounting by the debtor in a debt for equity swap transaction - specifically how the entity should measure the equity instruments issued to extinguish a financial liability. The Group is assessing the impact the interpretation will have on its financial statements when it becomes effective.

- IFRS 9, *Financial Instruments*, which is effective for annual reporting periods beginning on or after January 1, 2013, retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortised cost and fair value. It also includes guidance on classification and measurement of financial liabilities designated as at fair value through profit or loss and incorporates certain existing requirements of IAS 39, *Financial Instruments: Recognition and Measurement,* on the recognition and de-recognition of financial assets and financial liabilities. The Group is assessing the impact the standard will have on its financial statements when it becomes effective.

- IAS 24, *Related Party Disclosures, Revised*, which is effective for annual reporting periods beginning on or after January 1, 2011, amends the definition of a related party and also expands the list of transactions that require disclosure. The Group is assessing the impact the revision will have on its financial statements when it becomes effective.

- *Improvements to IFRS* (2010) contain amendments to six standards and to one interpretation and are effective for annual reporting periods beginning on or after July 1, 2010 or January 1, 2011. The main applicable amendments are as follows:

2. Statement of compliance and basis of preparation (cont'd)

(a) Statement of compliance (cont'd):

New and revised standards and interpretations that are not yet effective (cont'd)

- IFRS 3, *Business Combinations*, is amended to state that contingent consideration arising in a business combination that had been accounted for in accordance with IFRS 3 (2004) that has been settled or otherwise resolved at the effective date of IFRS 3 (2008) continues to be accounted for in accordance with IFRS 3 (2004). IFRS 3 has also been amended to limit the accounting policy choice to measure non-controlling interests (NCI) upon initial recognition either at fair value or at the NCI's proportionate share of the acquiree's identifiable net assets to instruments that give rise to a present ownership interest and entitle the holder to a share of net assets in the event of liquidation. IFRS 3 was also amended to provide guidance on unreplaced and voluntary replaced share-based payment awards. The amendments are effective for accounting periods beginning on or after July 1, 2010.

- IFRS 7, *Financial Instruments: Disclosures*, which has been amended, effective for annual reporting periods beginning on or after January 1, 2011, to add an explicit statement that the interaction between qualitative and quantitative disclosures better enables users to evaluate an entity's exposure to risks arising from financial statements. Existing disclosures relating to maximum exposure to credit risk, financial effect of collateral held as security and other enhancements in respect of a financial instrument have been amended. Certain disclosures relating to the carrying amount of financial assets that are not past due or are not impaired as a result of their terms having been renegotiated and description of collateral held as security for financial assets that are past due have been removed.

• *Improvements to IFRS* (2010) contain amendments to six standards and to one interpretation and are effective for annual reporting periods beginning on or after July 1, 2010 or January 1, 2011. The main applicable amendments are as follows: (cont'd)

  - IAS 1, *Presentation of Financial Statements*, has been amended effective for annual reporting periods beginning on or after January 1, 2011, to state that for each component of equity a reconciliation from opening to closing balances is required to be presented in the statement of changes in equity, showing separately changes arising from items recognised in profit or loss, in other comprehensive income and from transactions with owners acting in their capacity as owners.

  - IAS 27, *Consolidated and Separate Financial Statements*, has been amended, effective for annual reporting accounting periods beginning on or after July 1, 2010, to provide guidance on disposals of all or part of a foreign operation and about accounting for a loss of significant influence or joint control.

  - IAS 34, *Interim Financial Reporting*, has been amended, effective for annual reporting periods beginning on or after January 1, 2011, to add a number of examples of events or transactions that require disclosure.

  The Group is assessing the impact these amendments will have on its financial statements when they become effective.

2. Statement of compliance and basis of preparation (cont'd)

(a) Statement of compliance (cont'd):

New and revised standards and interpretations that are not yet effective (cont'd)

- IFRS 10, *Consolidated Financial Statements*, which is effective for annual reporting periods beginning on or after 1 January 2013, introduces a new approach to determining which investees should be consolidated. It was issued as part of a suite of consolidation and related standards, also replacing existing requirements for joint ventures (now joint arrangements) and making limited amendments in relation to associates. IFRS 10 supersedes IAS 27 *Consolidated and Separate Financial Statements,* and SIC-12, *Consolidation – Special Purpose Entities,* and provides a single model to be applied in the control analysis for all investees, including entities that currently are SPEs in the scope of SIC-12. An investor controls an investee when (i) it is exposed, or has rights, to variable returns from its involvement with the investee, (ii) has the ability to affect those returns through its power over the investee and (iii) there is a link between power and returns. The Group is assessing the impact this standard will have on its financial statements when it becomes effective.

- IFRS 11, *Joint Arrangements,* which is effective for annual reporting periods beginning on or after January 1, 2013, does two things. Firstly, it carves out from IAS 31, J*ointly Controlled Entities*, those cases in which, although there is a separate vehicle, that separation is ineffective in certain ways. These arrangements are treated similarly to jointly controlled assets/operations under IAS 31 and are now called joint operations. Secondly, the remaining arrangements under IAS 31, *Jointly Controlled Entities*, now called *Joint Ventures*, are stripped of the choice of using the equity method or proportionate consolidation; they are now required to use the equity method. The application of the equity method is subject to two exemptions, carried forward from IAS 28 (2008) and IAS 31. The Group is assessing the impact this standard will have on its financial statements when it becomes effective.

- IFRS 12, *Disclosure of Interest in Other Entities,* which is effective for annual reporting periods beginning on or after from January 1, 2013, contains disclosure requirements for entities that have interests in subsidiaries, joint arrangements (ie joint operations or joint ventures), associates and/or unconsolidated structured entities. The disclosure requirements encompass risk exposures for the sponsor of such an entity even if it no longer has any contractual involvement. These required disclosures aim to provide information to enable users to evaluate the nature of, and risks associated with, an entity's interests in other entities and the effects of those interests on the entity's financial position, financial performance and cash flows.

  The Group is required to: understand what a structured entity is in the context of its operations; apply judgement in assessing whether it is 'involved' with a structured entity, which has the potential to broaden the transactions and relationships to which the disclosures may apply, particularly for those who sponsor, or perhaps even transact business with, but do not consolidate, structured entities; and assess the level of disclosure that it believes will be meaningful to users of the financial statements. The Group is assessing the impact that this standard will have on its financial statements when it becomes effective.

2. Statement of compliance and basis of preparation (cont'd)

(a) Statement of compliance (cont'd):

New and revised standards and interpretations that are not yet effective (cont'd)

- IFRS 13, *Fair Value Measurement,* which is effective for annual reporting periods beginning on or after January 1, 2013, defines fair value, establishes a framework for measuring fair value and sets out disclosure requirements for fair value measurements. It explains how to measure fair value and is applicable to assets, liabilities and an entity's own equity instruments that, under other IFRSs, are required or permitted to be measured at fair value, or when disclosure of fair values is provided. It does not introduce new fair value measurements, nor does it eliminate the practicability exceptions to fair value measurements that currently exist in certain standards. The Group is assessing the impact that this standard will have on its financial statements when it becomes effective.

(b) Basis of measurement:

The financial statements are prepared on the historical cost basis, except for the inclusion at fair value of available–for–sale securities and financial assets at fair value through profit or loss.

(c) Functional and presentation currency:

The financial statements are presented in United States dollars (US$), which is the functional currency of the Company, unless otherwise indicated. The financial statements of the subsidiary, which has the Jamaica dollar as its functional currency, are translated into US$ in the manner set out in note 3(j). All financial information has been rounded to the nearest thousand.

(d) Accounting estimates and judgements:

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of, and disclosures relating to, assets, liabilities, contingent assets and contingent liabilities at the reporting date and the income and expenses for the period then ended. Actual amounts could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The significant assumptions about the future and key areas of estimation uncertainty and the critical judgements made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements, and have a significant risk of material adjustment in the next financial period, are as follows:

2. Statement of compliance and basis of preparation (cont'd)

(d) Accounting estimates and judgements: (cont'd)

(i) Key sources of estimation uncertainty:

- Allowance for impairment losses:

  Management makes judgments regarding indicators of impairment, that is, whether there are indicators that suggest there may be a measurable decrease in the estimated future cash flows from loans, investments and other financial assets - for example, indicators such as repayment default and adverse economic conditions.

  In determining the total allowance for impairment, management evaluates financial assets individually for impairment, based on management's best estimate of the present value of the cash flows that are expected to be received from the counterparties. In estimating these cash flows, management makes judgements about a counterparty's financial situation and the net realisable value of any collateral.

- Fair value of financial instruments:

  In the absence of quoted market prices, the fair value of a significant proportion of the Group's financial instruments was determined using a generally accepted alternative to quoted market prices. Considerable judgement is required in interpreting market data to arrive at estimates of fair value. Consequently, the estimates arrived at may be significantly different from the actual price of the instrument in an arm's length transaction.

(ii) Critical judgements in applying the Group's accounting policies:

Management is sometimes also required to make critical judgements in applying accounting policies. There were no critical judgements in applying accounting policies for the period ended March 31, 2011.

3. Significant accounting policies

(a) Basis of consolidation:

The consolidated financial statements combine the financial position, results of operations and cash flows of the Company and its subsidiary (note 1), subject to the eliminations described at note 3(a)(ii).

(i) Subsidiaries:

Subsidiaries are all entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable, or exercisable after conversion of convertible instruments, are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

3. Significant accounting policies (cont'd)

(a) Basis of consolidation: (cont'd)

(ii) Transactions eliminated on consolidation:

Intra-Group balances and any unrealised gains and losses and income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment of the Group's interest.

(b) Financial assets and liabilities:

A financial instrument is any contract that gives rise to a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

(i) Recognition:

The Group initially recognises loans on the date at which it becomes a party to the contractual provisions of the instrument -i.e., the date that they are originated. All other financial assets and liabilities (including assets and liabilities designated as at fair value through profit or loss) are initially recognised on the trade date – the date on which the Group becomes a party to the contractual provisions of the instrument.

(ii) Derecognition:

The Group derecognises a financial instrument when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability on the statement of financial position.

The Group enters into transactions whereby it transfers assets recognised on its statement of financial position, but retains either all risks and rewards of the transferred assets or a portion of them. If all or substantially all risks and rewards are retained, then the transferred assets are not derecognised from the statement of financial position. Transfers of assets with retention of all or substantially all risks and rewards include, for example, securities lending and repurchase transactions. The Group derecognises a financial liability when its contractual obligations expire or are discharged or cancelled.

(iii) Offsetting:

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Group has a legal right to set off the recognised amounts and it intends to settle on a net basis or to realise the assets and settle the liability simultaneously.

(iv) Amortised cost:

Amortised cost is calculated using the effective interest method. Premiums and discounts, including initial transaction costs, are included in the carrying amount of the related instrument and amortised based on the effective interest rate of the instrument.

3. Significant accounting policies (cont'd)

(b) Financial assets and liabilities (cont'd):

(v) Fair value measurement principles:

Fair value is the arm's length consideration for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties who are under no compulsion to act and is best evidenced by a quoted market price, if one exists.

Determination of fair value:

A financial asset or liability is measured initially at fair value. The best evidence of fair value at initial recognition is the transaction price, unless the fair value of that instrument is evidenced by comparison with other observable current market transaction in the same instrument or based on a valuation technique whose variables include only data from observable markets. When transaction price provides the best evidence of fair value at initial recognition, the financial instrument is initially measured at the transaction price and any difference between this price and the value initially obtained from a valuation model is subsequently recognised in profit or loss, or other comprehensive income for changes in the fair value of available-for-sale assets.
When the available-for-sale assets are impaired, sold, collected or otherwise disposed of, the cumulative gain or loss recognised in other comprehensive income is included in profit or loss.

The fair values of cash and cash equivalents, resale agreements, cheques and other items in transit, other assets, customers' liabilities under acceptances, due to other banks and financial institutions, repurchase agreements and other liabilities are considered to approximate their carrying values.

The fair values of available-for-sale securities are the amounts at which these securities are carried (see note 5) in accordance with policy note 3(c). These values are based on quoted prices in an active market, where available, or determined by a suitable alternative method.

A market is regarded as active if quoted prices are readily and regularly available from an exchange dealer, broker or other agency and represent actual and regularly occurring market transactions on an arm's length basis. In the absence of an active market, other valuation techniques are used. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates specific to the Group and is consistent with accepted economic methodologies for pricing financial instruments.

Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. Any instrument that does not have a quoted market price in an active market and whose fair value cannot be reliably measured, is stated at cost, including transaction costs, less impairment losses. Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate at the reporting date for an instrument with similar terms and conditions.

3. Significant accounting policies (cont'd)

(b) Financial assets and liabilities (cont'd):

(v) Fair value measurement principles (cont'd):

The estimated fair value of loans is assumed to be the principal receivable less any provision for losses, as these financial assets are generally repriced when market interest rates change.

The fair values of deposits and notes payable are considered to approximate their carrying values, as they bear rates which approximate market rates prevailing at the reporting date.

(vi) Non-trading derivatives:

The Group evaluates financial instruments which it acquires or issues to determine whether derivatives are embedded in any of the contracts (making it a "host contract"). The Group accounts for an embedded derivative separately from the host contract when (i) the host contract is not itself carried at fair value through profit or loss, (ii) the terms of the embedded derivative would meet the definition of a derivative if they were contained in a separate contract, and (iii) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract. Separated embedded derivatives are accounted for depending on their classification, and are presented in the statement of financial position together with the host contract. When an embedded derivative cannot be separated from the host contract, the entire contract is designated as at fair value through profit or loss.

When a derivative is not held for trading, and is not designated in a qualifying hedge relationship, all changes in its fair value are recognised immediately in profit or loss as a component of net income from other financial instruments at fair value through profit or loss.

(vii) Cash and cash equivalents:

Cash comprises cash in hand and demand and call deposits. Cash equivalents are short-term, highly liquid financial assets that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. These include certificates of deposit where the maturities do not exceed three months from the date of acquisition.

Cash and cash equivalent are carried at amortised cost.

(viii) Other assets:

Other assets are stated at amortised cost less impairment losses.

(ix) Other liabilities:

Other liabilities are stated at amortised cost.

3. Significant accounting policies (cont'd)

(c) Investments:

Available-for-sale financial assets:

The Group's investments in equity securities and certain debt securities are classified as available-for-sale and are carried at fair value except for unquoted equity securities whose fair value cannot be reliably measured, which are carried at cost. Changes therein, other than impairment losses, and foreign exchange gains and losses on available-for-sale monetary items, are recognised directly in other comprehensive income. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

Investments at fair value through profit or loss:

The Group carries some investment securities at fair value through profit or loss if they are held for trading or designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value and changes therein are recognised in profit or loss.

Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments, that are not quoted in an active market, and that the Group does not intend to sell immediately or in the near term.

Loans and receivables are measured at amortized cost using the effective interest method, except when the Group chooses to designate the loans and receivables at fair value through profit or loss.

(d) Resale and repurchase agreements:

Transactions involving purchases of securities under resale agreements ("resale agreements' or reverse repos') or sales of securities under repurchase agreements ('repurchase agreements' or 'repos) are accounted for as short-term collateralized lending and borrowing, respectively. Accordingly, securities sold under repurchase agreements remain on the statement of financial position and are measured in accordance with their original measurement principles. The proceeds of sale are reported as liabilities and are carried at amortised cost. Securities purchased under resale agreements are reported not as purchases of the securities, but as receivables and are carried in the statement of financial position at amortised cost. It is the policy of the Group to obtain possession of collateral with a market value in excess of the principal amount loaned under resale agreements.

The difference between the purchase cost and the resale consideration, in the case of resale agreements, is recognised as interest income, while the difference between the proceeds of sale and repurchase cost, in the case of repurchase agreements, is recognised as interest expense.

3. Significant accounting policies (cont'd)

(e) Loans and notes receivable and other receivables:

Loans and notes receivable and other receivables are stated at amortised cost less impairment provisions.

(f) Accounts payable:

Accounts payable are stated at their amortised cost.

(g) Interest-bearing borrowings:

Interest-bearing borrowings, other than repos, which are described in [note 3(d)] are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised costs, with any difference between cost and redemption being recognised in profit or loss over the period of the borrowings on an effective yield basis.

(h) Property, plant and equipment:

(i) Cost:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied in the part will flow to the Group and its cost can be reliably measured.

(ii) Depreciation:

The cost of day-to-day servicing of property, plant and equipment is recognised in profit or loss as incurred.

Property, plant and equipment are depreciated on the straight-line basis at annual rates estimated to write down the assets to their residual values over their expected useful lives. The depreciation rates are as follows:

Computers	25%
Furniture, fixtures and equipment	10%
Leasehold improvements	10%
Motor vehicles	20%

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

(i) Intangible assets:

(i) Computer software:

Computer software is carried at cost, less accumulated amortisation and impairment losses. Amortisation is charged on the straight-line basis at annual rates estimated to write down the asset to its residual value over their expected useful life of 7 years from the date it is available for use.

3. Significant accounting policies (cont'd)

(i) Intangible assets (cont'd):

(ii) Goodwill:

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess is negative (negative goodwill), it is recognised immediately in profit or loss. Goodwill is measured at cost less accumulated impairment losses.

(j) Foreign currency translation:

(i) Transactions and balances:

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss. These rates represent the weighted average rates at which the Group trades in foreign currency.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analyzed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in the carrying amount are recognised in other comprehensive income and presented in fair value reserve.

Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are recognised in other comprehensive income and presented in the fair value reserve in stockholders' equity.

(ii) Foreign operations:

The assets and liabilities of foreign operations are translated into US$ at the spot exchange rate at the reporting date. The income and expenses of the foreign operations are translated into US$ at the spot exchange rates at the dates of the transactions (for practical purposes an average is used). Foreign currency differences on the translation of foreign operations are recognised in other comprehensive income and included in foreign exchange translation reserve.

(k) Share capital:

The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instrument. In the case of its preference share capital, it is classified as:

(i) equity if it is non-redeemable, or redeemable only at the Group's option, and any dividends are discretionary; in such a case, dividends thereon are recognised as distributions within equity;

3. Significant accounting policies (cont'd)

(k) Share capital: (cont'd)

(ii) liability if it is redeemable on a specific date or at the option of the stockholders, or if dividends are not discretionary; in such a case dividends thereon are recognised as interest in profit or loss.

The Group's preference shares bear contractual entitlements to dividends that are cumulative, and not at the discretion of the directors. Accordingly, they are presented as a financial liability.

Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

(l) Income tax:

Income tax on the profit or loss for the period comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised in other comprehensive income.

(i) Current income tax:

Current income tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the reporting date, and any adjustment to income tax payable in respect of previous years.

(ii) Deferred income tax:

Deferred income tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on laws that have been enacted by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(m) Impairment:

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit or loss. Any cumulative impairment loss in respect of an available-for-sale investment recognised previously in other comprehensive income is transferred to profit or loss.

3. Significant accounting policies (cont'd)

(m) Impairment (cont'd)

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in other comprehensive income is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value less any impairment loss on that financial asset previously recognised in profit or loss.

(i) Calculation of recoverable amount:

The recoverable amount of the Group's investment securities classified as loans and receivables and other receivables is calculated as the present value of expected future cash flows, discounted at the original effective interest rate inherent in the asset. Receivables with a short duration are not discounted.

The recoverable amount of other assets is the greater of their fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

(ii) Reversals of impairment:

An impairment loss in respect of a receivable is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

An impairment loss in respect of an investment in an equity instrument classified as available for sale is not reversed through profit or loss, but through other comprehensive income. If the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss shall be reversed, with the amount of the reversal recognised in the profit or loss.

In respect of other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Investment in subsidiary

Investment in subsidiary is carried at cost.

3. Significant accounting policies (cont'd)

(o) Related parties:

A party is related to the Company if:

(i) directly or indirectly, the party:

- controls, is controlled by, or is under common control with the Company;
- has an interest in the Company that gives it significant influence over the Company, or
- has joint control over the Company;

(ii) the party is an associate of the Company;

(iii) the party is a joint venture in which the Company is a venturer

(iv) the party is a member of the key management personnel of the Company;

(v) the party is a close member of the family of any individual referred to in (i) or (ii) above;

(vi) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (ii) or (iii); or

(vii) the party is a post-employment benefit plan for the benefit of employees of the Company, or any entity that is a related party of the Company.

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

(p) Interest income:

Interest income is recognised in profit or loss for all interest-earning instruments on the accrual basis using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset to its carrying amount. The effective interest rate is established on initial recognition of the financial asset and is not revised subsequently. Interest income includes coupons earned on fixed income investments, accretion of discount on treasury bills and other discounted instruments, and amortisation of premium on instruments bought at a premium.

(q) Interest expense:

Interest expense is recognised in profit or loss on the accrual basis using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash payments through the expected life of the financial liability to its carrying amount. The effective interest rate is established on initial recognition of the financial liability and not revised subsequently. Interest expense includes coupons paid on fixed rate liabilities and accretion of discount or amortization of premium on instruments issued at other than par.

3. Significant accounting policies (cont'd)

(r) Fees and commission income:

Fees and commission income are recognised on the accrual basis when the service has been provided. Fees and commissions arising from negotiating or participating in the negotiation of a transaction for a third party are recognised on completion of the underlying transaction. Portfolio and other management advisory and service fees are recognised based on the applicable service contracts, usually on a time-apportionate basis. Asset management fees related to investment funds are recognised rateably over the period in which the service is provided. Performance linked fees or fee components are recognised when the performance criteria are fulfilled.

(s) Borrowings:

Borrowings are recognised initially at fair value net of transaction costs incurred. Borrowings are subsequently stated at amortised cost and any difference between net proceeds and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

4. Resale agreements

The company purchases government and corporate securities and agrees to resell them at a specified date at a specified price. On making payment the company takes delivery of the securities from the vendor although title is not transferred unless the company does not resell the securities on the specified date or other conditions are not honoured.

Resale agreements result in credit exposure, in that the counterparty to the transaction may be unable to fulfill its contractual obligations. At the reporting date, the fair value of the underlying securities held for resale agreements was $11,027,000 for the Group and $406,000 for the Company.

5. Investment securities

	Group 2011 $'000	Company 2011 $'000
Financial assets at fair value through profit or loss		
Quoted equities	522	-
Available-for-sale securities		
Local equities	24	24
Global equities	6,145	6,145
Regional bonds	14,524	14,524
Mutual funds	8,099	8,099
Other government securities	5,251	-
Government of Jamaica securities	45,025	-
Corporate notes	16,095	7,915
	95,163	36,707
Loans and receivables		
Government of Jamaica securities	4,348	-
	100,033	36,707

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

6. Loans receivable

(a) Loans receivable are due, from the reporting date as follows:

	Group and Company $'000
Within 3 months	233
3 months -12 months	2,512
1-5 years	5,031
	7,776

(b) Impairment losses:

The aging of loans, net of allowance for impairment losses, is as follows:

	Group and Company	
	Gross $'000	Allowance for impairment $'000
Not past due and not impaired	7,776	-
Past due and not impaired	-	-
	7,776	-

7. Other receivables

	Group 2011 $'000	Company 2011 $'000
Due from clients	12,736	12,809
Interest receivable	1,363	547
Other	294	-
	14,393	13,356
Less allowance for doubtful debts	(101)	-
	14,292	13,356

Allowance for doubtful debts is made in respect of the following:

Due from clients	99	-
Other	2	-
	101	-

8. Investment in subsidiary

	Group 2011 $'000	Company 2011 $'000
Ordinary and preference shares	-	16,567

8. Investment in subsidiary (cont'd)

(i) This represents 100% of the voting equity issued by the subsidiary (note 1).

(ii) On August 17, 2010, Proven Investments Limited acquired the entire issued share capital of Guardian Asset Management Jamaica Limited, now renamed Proven Wealth Limited.

The following summarises the consideration transferred and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Consideration transferred:

	US$'000
Cash	16,250

Identifiable assets acquired and liabilities assumed

	$'000
Property, plant and equipment	366
Cash and cash equivalents	9,202
Interest receivable	3,642
Investments	177,020
Other receivables	6,398
Inter-company balances	1,360
Interest payable	(1,716)
Other payables	(4,948)
Client liabilities	(170,065)
	21,259

Negative goodwill

Goodwill was recognised as a result of the acquisition as follows:

	$'000
Total consideration transferred	16,250
Less: value of identifiable assets	(21,259)
Gain on purchase of subsidiary	(5,009)

The transaction resulted in a gain because of the effectiveness of the negotiation resulting in an attractive purchase price.

The Group incurred acquisition related costs of $317,000 relating to external legal fees, stamp duty and due diligence costs. These costs have been included in other operating expenses in the Group's consolidated statement of comprehensive income.

9. Intangible asset

This represents the carrying value of acquired computer software, as follows:

	Group $'000
Cost:	
Additions, being balance as at March 31, 2011	10
Amortisation:	
Amortisation for the period, being balance at March 31, 2011	1
Net book value at March 31, 2011	9

10. Property, plant and equipment

	Group				
	Leasehold improvement $'000	Furniture fixtures and equipment $'000	Motor vehicle $'000	Computer equipment $'000	Total $'000
Cost:					
Additions, being balance as at March 31, 2011	7	264	40	63	374
Depreciation:					
Depreciation for the period, being balance as at March 31, 2011	1	21	11	13	46
Net book values:					
March 31, 2011	6	243	29	50	328

11. Repurchase agreements

The Group sells Government and corporate securities and agrees to repurchase them on a specified date and at a specified price (repurchase agreements). On receiving payment from the purchaser, the underlying securities are sometimes delivered to the purchaser, although title is not formally transferred unless the securities are not repurchased on the date specified or other conditions are not honoured.

	Group $'000	Company $'000
Denominated in Jamaica dollars	52,936	-
Denominated in United States dollars	13,065	2,944
Denominated in Pounds Sterling	453	-
	66,454	2,944

12. Credit linked notes

Credit linked notes ("CLNs") are structured notes or collateralised debt obligations, which are issued by the Group. The performance of the CLNs is contingent on the performance of a specified asset, such as a loan, bond or other asset. The credit risk and cash flow characteristics resemble those of the underlying asset. CLNs essentially transfer the credit risk of the underlying asset from the issuer to the investors in the notes.

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

13. Owed to related party

	Group and Company 2011 $'000
Proven Management Limited	
Accrued dividend payable	285
Accrued management fees	19
	304

14. Notes payable

		Group and Company 2011 $'000
(i)	Structured notes	2,825
(ii)	Equity-linked notes	6,975
(iii)	Margin payables	23,771
		33,571

(i) Structured notes represent short to medium term debt obligations issued by the Group. The notes are secured by a basket of securities and typically have fixed quarterly coupon payments, with a bullet payment of principal due at maturity.

(ii) Equity-linked notes are medium term debt instruments issued by the Group, which pay a return that is linked to the company's financial performance. These instruments pay a fixed quarterly coupon, with an annual bonus interest payment that is linked to the return on equity of the company.

(iii) Margin payables represent short-term debt facilities provided by brokerage firms to the Group. The facilities are collateralised by the securities held with the brokerage firms, with the proceeds being used by the Group to purchase additional securities.

15. Preference shares

The preference shares are manager's preference shares, with terms and conditions that include the following:

(a) the manager's preference shares shall rank *pari passu* as between and among themselves;

(b) each manager's preference share is entitled to a cumulative annual preference dividend in the sum which is equal to:

(i) 25% of the profits and gains of the Company in each financial year in excess of the Annual Earnings Hurdle (computed in accordance with the formula set out in the terms and conditions of issue) for such financial year, divided by

(ii) the number of manager's preference shares in issue when the said cumulative annual preference dividend is paid; and for this purpose the Annual Earnings Hurdle shall be the amount which results when the hurdle rate is applied to the average equity of the Company during such financial year.

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

15. Preference shares (cont'd)

(c) Apart from the right to the cumulative annual preference dividend, the manager's preference shares have no economic rights or entitlements save for the right on a winding up to the repayment of the capital paid thereon on a *pari passu* basis with the capital paid on the ordinary shares

(d) Each manager's preference share has votes attaching to it that are a multiple of the votes attaching to each ordinary share on all resolutions and decisions at a general meeting, such that the preference share votes will be at least equal to the votes of the ordinary shares, except on any resolution intended to vary the formula for computing the dividend payable to the preference shareholders, in which case each manager's preference share is entitled to one vote,

This dividend is recorded as interest expense in the statement of comprehensive income.

16. Deferred tax liabilities

	Group			
	2011			
	Recognised in in income $000	Adjustment on consolidation $000	Recognised in fair value reserve $000	Balance at March 31 $000
Deferred tax liability is attributable to the following:				
Property, plant and equipment	(17)	-	-	(17)
Other receivables	(281)	-	-	(281)
Unrealised foreign exchange gains	(287)	-	-	(287)
Available-for-sale investment securities	-	-	201	201
Other	1,107	(1,384)	-	(277)
	522	(1,384)	201	(661)

17. Share capital

	2011 $	2011 $'000
Authorised:		
2,999,990,000 Ordinary shares, par value US$0.01 each	29,999,900	
10,000 Manager's Preference Shares, par value US$0.01 each	100	
	30,000,000	
Issued and fully paid:		
29,657 Ordinary shares		29,657
10,000 Manager's Preference shares		1
Total issued and fully paid share capital		29,658
Less cumulative preference share reclassified to liability (see note 15)		(1)
		29,657

The holders of the ordinary shares are entitled to receive dividends from time to time, and are entitled to one vote per share at meetings of the Company.

18. Fair value reserve

This represents unrealised gains/(losses), net of taxation, on the revaluation of available-for-sale investment securities.

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

19. Net interest income

	Group 2011 $'000	Company 2011 $'000
Interest income:		
BOJ Certificates of Deposits	79	-
Benchmark investment notes	5,075	-
GOJ investment bonds	246	-
GOJ local registered stock	-	-
Regional and corporate bonds	1,131	1,131
Global bonds	443	-
Resale agreements	822	86
Corporate note	(909)	-
Margins	210	210
Loans	188	188
Other	1,420	390
	8,705	2,005
Interest expense:		
Interest on margins	294	294
Repurchase agreements	4,820	42
Short term loans	14	-
Principal protected notes	17	-
Credit linked notes	8	-
Notes payable	52	52
Other	78	75
	5,283	463
	3,422	1,542

20. Net fair value and realised gains/(losses)

	Group 2011 $'000	Company 2011 $'000
Fixed income securities	3,069	1,643
Equity securities	(6)	-
Currency trading	7	-
	3,070	1,643

21. Staff costs

	Group 2011 $'000
Salaries, wages and related costs	759
Bonus and ex-gratia payments	126
Statutory payroll contributions	68
Pension costs - defined contribution plan	26
Staff welfare	45
	1,024

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

21. Staff costs (cont'd)

	Group 2011 $'000
Included in staff costs are the following directors' emolument:	
Fees	7
Management remuneration	204

22. Other operating expenses

	Group 2011 $'000	Company 2011 $'000
Acquisition costs	317	-
Audit fees	47	12
Irrecoverable GCT	59	-
Insurance	19	-
Legal and other professional fees	121	9
Licenses and permits	44	-
Marketing	143	18
Miscellaneous	173	12
Management fees	639	639
Selling agents fee	89	89
Office rent	38	-
Printing and stationery	54	-
Repairs and maintenance	43	-
Subscriptions and donations	5	-
Travelling	60	-
Utilities	33	-
	1,884	779

23. Taxation

(a) The tax charge for income tax is computed at 1% and $33\frac{1}{3}\%$ of profit for the period as adjusted for tax purposes, and is made up as follows:

	Group 2011 $'000	Company 2011 $'000
(i) Current tax charge:		
Charge on current period's profits:		
Income tax	(1,216)	(108)
(ii) Deferred tax credit:		
Origination and reversal of temporary differences	523	-
Total income tax charge	$(693)	(108)

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

23. Taxation (cont'd)

(b) Reconciliation of effective tax rate:

The tax rate for the subsidiary is 33⅓% of profit before income tax adjusted for tax purposes, while the tax rate for the Company is 1% of profits. The actual charge for the period is as follows:

	Group 2011 $'000	Company 2011 $'000
Profit before income tax	7,295	10,823
Computed "expected" tax expense at domestic rate of 1%	73	108
Tax effect of treating some items differently for financial reporting than for tax reporting purposes:		
Effect of tax rate of 33⅓% in foreign jurisdiction	450	-
Other	170	-
Actual income tax charge	693	108

24. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions, or both parties are subject to common control or significant influence.

Included in these financial statements are the following transactions and balances with related parties:

(a) The Group has a related party relationship with its subsidiary, associates and with its directors and executive officers in the ordinary course of business.

(b) The Group has engaged a related party, Proven Management Limited, to provide investment management and custodian services in relation to financial instruments held in a number of funds, for a fee. The fee is charged at 2% of the Company's average Net Asset Value in the financial period.

	Group and Company 2011 $'000
Total financial assets held in a fiduciary capacity	-
Investment management fees paid for the period	620
Fees accrued at end of period	19
	639

24. Related party transactions (cont'd)

(c) Key management compensation for the period, included in staff costs (note 21), is as follows:

	Group and Company 2011 $'000
Salaries and other short-term employee benefits	229

(d) The statement of financial position includes balances, arising in the ordinary course of business, with its related parties, as follows:

	Subsidiary 2011 $'000	Directors and key management 2011 $'000
Other receivables	228	39
Repurchase agreements	(2,944)	(86)
Credit linked notes	-	(61)

(e) The statement of comprehensive income includes the following income earned and expenses incurred in transactions with related parties:

	2011 $'000
Proven Wealth Limited	
Dividend income	10,000
Interest income	42
Proven Management Limited	
Dividends paid	1,383
Dividends accrued at end of period	285
	1,668
Management fees	639

(f) Other amounts with related parties are disclosed in note 13.

25. Financial risk management

(a) Introduction and overview:

By its nature, the Group's activities are principally related to the use of financial instruments. The Group's activities therefore expose it to a variety of financial risks: credit risk, liquidity risk, market risk and other operational risk. Market risk includes currency risk, interest rate and price risk. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the Group's financial performance.

25. Financial risk management (cont'd)

(a) Introduction and overview (cont'd):

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 has established committees for managing and monitoring risks, as follows:

(i) Investment Management Committee
(ii) Audit Committee

The Investment Management 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.

The Group accepts investments from customers at both fixed and floating rates and for various periods and seeks to earn above average interest margins by investing these funds in high quality assets. The Group seeks to increase these margins by consolidating short-term funds and investing for longer periods at higher rates while maintaining sufficient liquidity to meet all claims that might fall due.

The Group also trades in financial instruments where it takes positions to take advantage of short-term market movements in bond prices and in foreign exchange and interest rates. To manage the associated risks, trading limits are placed on the level of exposure that can be taken.

(b) Credit risk:

Credit risk is the risk of default by an obligor. This risk is managed primarily by reviews of the financial status of each obligator. The primary concentration of the Group's credit risks relates to investments in government securities. With the exception of investments in government securities and government backed securities, there are no significant concentrations of credit risk.

(i) Maximum exposure to credit risk:

The maximum credit exposure, the total amount of loss the Group would suffer if every counterparty to the Group's financial assets were to default at once, is represented by the carrying amount of financial assets, as follows:

	Group 2011 $'000	Company 2011 $'000
Cash and bank balances	3,596	876
Resale agreements	9,314	406
Investment securities	93,342	30,538
Other assets	14,292	13,356
Loans receivable	7,776	7,776
	128,320	52,952

25. Financial risk management (cont'd)

(b) Credit risk (cont'd):

(i) Maximum exposure to credit risk (cont'd):

The Group manages the credit risk on items exposed to such risk as follows:

- Cash and cash equivalents

  These are held with reputable financial institutions and collateral is not required for such accounts as management regards the institutions as strong.

- Resale agreements

  Collateral is held for all resale agreements.

- Investment securities

  In relation to its holding of investment securities, the Group manages the level of risk it undertakes by investing substantially in short term Government of Jamaica debt securities; such securities are generally unsecured. Management does not expect any counterparty to fail to meet its obligations.

- Accounts receivable

  Exposure to credit risk is managed by regular analysis of the ability of the customers and other counter parties to meet repayment obligations.

(ii) Concentration of credit risk:

There is significant concentration of credit risk in that the Group holds significant amounts of debt securities issued by Government of Jamaica and Bank of Jamaica. There is no other significant concentration of credit

(iii) Impairment:

No financial asset was considered impaired at the reporting date.

During the period, there was no change to the Group's exposure to credit risk or to the manner in which it manages and measures the risk.

(c) Liquidity risk:

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations from its financial liabilities. Liquidity risk may result from an inability to sell a financial asset quickly at, or close to, its fair value. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due under both normal or stressed conditions. Prudent liquidity risk management procedures which the Group uses include maintaining sufficient cash and marketable securities, and monitoring future cash flows and liquidity on a daily basis.

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(c) Liquidity risk (cont'd)

(i) Liquidity risk management:

The Group's liquidity management process, as carried out within the Group and monitored by the Investment Management Committee, 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 flows;

(iii) Optimising cash returns on investment;

(iv) Monitoring statement of financial position liquidity ratios against internal and regulatory requirements. The most important of these is to maintain limits on the ratio of net liquid assets to customer liabilities; and

(v) Managing the concentration and profile of debt maturities. Monitoring and reporting take the form of cash flow measurement and projections for the next day, week and month, respectively, as these are key periods for liquidity management. The starting point for those projections is an analysis of the contractual maturity of the financial liabilities and the expected collection date of the financial assets.

The table below presents the undiscounted cash flows payable (both interest and principal cash flows) based on contractual repayment obligations. The tables also reflect the expected maturities of the Group's liabilities at the reporting date.

Group

	2011							
	0-30 days $'000	31-90 days $'000	91-365 days $'000	366 days to 5 years $'000	Over 5 years $'000	No specific maturity date $'000	Total contractual outflow $'000	Carrying amount $'000
Liabilities								
Repurchase agreements	40,214	24,041	2,867	-	-	-	67,122	66,454
Owed to related party	-	-	-	-	-	304	304	304
Notes payable	25,596	-	-	6,975	-	-	33,571	33,571
Preference shares	-	-	-	-	-	1	1	1
Other liabilities	948	-	-	-	-	-	948	948
Credit linked notes	-	4,822	-	-	-	-	4,822	4,812
Total financial liabilities	66,758	28,863	2,867	6,975	-	305	106,768	106,090

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(c) Liquidity risk (cont'd)

(i) Liquidity risk management (cont'd):

Company

	2011							
	0-30 days $'000	31-90 days $'000	91-365 days $'000	366 days to 5 years $'000	Over 5 years $'000	No specific maturity date $'000	Total contractual outflow $'000	Carrying amount $'000
Liabilities								
Repurchase agreements	2,971	-	-	-	-	-	2,971	2,944
Owed to related party	-	-	-	-	-	304	304	304
Notes payable	26,596	-	-	6,975	-	-	33,571	33,571
Preference shares	-	-	-	-	-	1	1	1
Other liabilities	41	-	-	-	-	-	41	41
Total financial liabilities	29,608	-	-	6,975	-	305	36,888	36,861

(d) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to the individual security or its issuer, or factors affecting all securities traded in the market. These arise mainly from changes in interest rate, foreign currency rate and equity prices and will affect the Group's income or the value of its holdings of financial instruments. Market risk is monitored by the Investment Management Committee 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 major change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

(i) Currency risk:

Foreign currency risk is the risk that the market value of, or the cash flows from, financial instruments will vary because of exchange rate fluctuations. The Group is exposed to foreign currency risk due to fluctuations in exchange rates on transactions and balances that are denominated in currencies other than the Jamaica dollar. The main currencies giving rise to this risk are the United States dollar (US$), Euro (€) and Trinidad and Tobago (TT$). The Group manages this risk by matching foreign currency assets with foreign currency liabilities, to the extent practicable. The net foreign currency exposure is kept to the targeted levels by buying or selling currencies at spot rates when necessary to address imbalances. At the reporting date, exposure to foreign currency risk was as follows:

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(d) Market risk (cont'd):

Group

	2011			
	J$	GBP	TT$	Other
	$'000	$'000	$'000	$'000
Assets:				
Cash and cash equivalents	8,057	(1)	4,702	20
Resale agreements	743,300	167	-	-
Financial assets at fair value through profit or loss	63,973	-	(1,564)	-
Investment securities	3,720,651	-	34,242	2,480
Loans receivable	450,000	-	-	-
Other	475,224	27	17,040	1,004
	5,461,205	193	54,420	3,504
Liabilities				
Repurchase agreement	4,579,948	284	-	-
Credit linked notes	412,519	-	-	-
Owed to related parties	(26,482)	(33)	15,465	-
Other	(175,487)	63	24,773	1,331
	4,790,498	314	40,238	1,331
Net position	670,707	(121)	14,182	2,173

* All attributable to recognised items. There are no assets or liabilities not recognised in the statement of financial position.

Company

	2011
	J$'000
Assets:	
Loans receivable	450,000
Investment securities	2,080
Net financial position	452,080

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(d) Market risk (cont'd):

(ii) *Sensitivity to exchange rate movements*:

	Group			Company		
	% change in currency rate	Effect on profit	Effect on comprehensive income	% change in currency rate	Effect on profit	Effect on comprehensive income
	2011	2011	2011	2011	2011	2011
	$'000	$'000	$'000	$'000	$'000	$'000
Currency:						
JMD	1%	77	-	1%	52	-
GBP	1%	-	-	1%	-	-
TT	1%	10	-	1%	-	-
Other	1%	-	-	1%	-	-

(iii) Interest rate risk:

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Group manages this risk by monitoring interest rates daily. Even though there are no formally predetermined gap limits, where possible and to the extent judged appropriate, the maturity profile of its financial assets is matched by that of its financial liabilities; where gaps are deliberately arranged, management expects that its monitoring will, on a timely basis, identify the need to take appropriate action to close a gap if it becomes necessary.

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 earning financial assets and interest bearing financial liabilities. The Board sets limits on the level of mismatch of interest rate repricing that may be undertaken, which is monitored daily by the Investment Management Committee.

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(d) Market risk (cont'd):

(iii) Interest rate risk (cont'd):

The table below summarises exposure to interest rate risk. Included in the tables are the carrying amounts of the statement of assets and liabilities, categorised by the earlier of contractual repricing and maturity dates.

Group

	2011						
	0-30 days J$'000	31-90 days J$'000	91-365 days J$'000	366 days to 5 years J$'000	Over 5 years J$'000	Non interest sensitive J$'000	Total J$'000
Assets:							
Cash and cash equivalents	-	-	-	-	-	3,596	3,596
Resale agreements	3,107	5,916	291	-	-	-	9,314
Investment securities	935	-	24	34,794	47,738	9,851	93,342
Loans receivable	233	2,512	5,031	-	-	-	7,776
Other	-	-	-	-	12,736	294	13,030
Total assets	4,275	8,428	5,346	34,794	60,474	13,741	127,058
Liabilities							
Repurchase agreement	39,546	24,041	2,867	-	-	-	66,454
Credit linked notes	-	-	3,641	1,171	-	-	4,812
Owed to related parties	-	-	-	-	-	304	304
Notes payable	-	2,825	-	6,975	23,771	-	33,571
Preference shares	-	-	-	-	-	1	1
Other	-	-	-	-	-	948	948
	39,546	26,866	6,508	8,146	23,771	1,253	106,090
Interest rate sensitivity gap	(35,271)	(18,438)	(1,162)	26,648	36,703	12,488	20,968
Cumulative interest sensitivity gap	(35,271)	(53,709)	(54,871)	(28,223)	8,480	20,968	-

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(d) Market risk (cont'd):

(iii) Interest rate risk (cont'd):

Company

	2011						
	0-30 days J$'000	31-90 days J$'000	91-365 days J$'000	366 days to 5 years J$'000	Over 5 years J$'000	Non interest sensitive J$'000	Total J$'000
Assets:							
Cash and bank	-	-	-	-	-	876	876
Resale agreements	406	-	-	-	-	-	406
Investment securities	-	-	-	1,056	19,631	9,851	30,538
Loans receivable	233	2,512	5,031	-	-	-	7,776
Other receivables	-	-	-	-	12,809	-	12,809
Total assets	639	2,512	5,031	1,056	32,440	10,727	52,405
Liabilities							
Repurchase agreements	2,944	-	-	-	-	-	2,944
Owed to related parties	-	-	-	-	-	304	304
Preference share	-	-	-	-	-	1	1
Other liabilities	-	-	-	-	-	41	41
Notes payable	-	2,825	-	6,975	23,771	-	33,571
Total liabilities	2,944	2,825	-	6,975	23,771	346	36,861
Total interest rate sensitivity gap	(2,305)	(313)	5,031	(5,919)	8,669	10,381	15,544
Cumulative interest sensitivity gap	(2,305)	(2,618)	2,413	(3,506)	5,163	15,544	-

The table below summarises the effective interest rate by major currencies for financial instruments at period-end.

	Group				Company			
	2011				2011			
	J$ %	US$ %	GBP %	TT$ %	J$ %	US$ %	GBP %	TT$ %
Assets								
Resale agreements	7.00	4.05	4.00	-	-	4.30	-	-
Investment securities	7.03	5.27	-	8.14	-	6.48	-	-
Loans receivable	9.71	7.45	-	-	9.71	7.45	-	-
Other receivables	-	3.69	-	-	-	3.69	-	-
Liabilities								
Repurchase agreements	6.33	3.47	2.18	-	-	-	-	-
Notes payable	-	2.50	-	-	-	-	-	-
Credit linked notes	7.85	-	-	-	-	-	-	-

PROVEN INVESTMENTS LIMITED

Notes to the Financial Statements (continued)
March 31, 2011

25. Financial risk management (cont'd)

(d) Market risk (cont'd):

(iii) Interest rate risk (cont'd):

Sensitivity to interest rate movements

The following table indicates the sensitivity to interest rate movements at the reporting date, on the Group's statement of comprehensive income and shareholders' equity. The analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Group		Company	
	Effect on profit 2011 $'000	Effect on equity 2011 $'000	Effect on profit 2009 $'000	Effect on equity 2009 $'000
Change in interest rates:				
-1.00%	41	20	(8)	-
+1.00%	(37)	(20)	12	-

(iv) Price risk:

Equity price risk arises from equity securities held by the Group as part of its investment portfolio. Management monitors the mix of debt and equity securities in its investment portfolio based on market expectations. The primary goal of the Group's investment strategy is to maximise investment returns.

The Group's exposure to price risk is represented by the total carrying value of equity investments on the statement of financial position of $6,667,000 for the Group and $6,145,000 for the Company.

Sensitivity to equity price movements

A 10% increase in stock prices at March 31, 2011, would have increased other comprehensive income by $664,000 for the Group and $612,000 for the Company; an equal change in the opposite direction would have decreased profit by an equal but opposite amount.

25. Financial risk management (cont'd)

(e) Capital management:

The Group's objectives when managing capital, as it applies to the subsidiary, which is regulated, are as follows:

(i) To comply with the capital requirements set by the Financial Services Commission;

(ii) To safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and

(iii) To maintain a strong capital base to support the development of its business.

Capital adequacy and the use of regulatory capital are monitored daily by the Group's management, employing techniques based on the guidelines developed by the Financial Services Commission (the Commission). The required information is filed with the Commission on a monthly basis.

The Commission requires each securities dealer to:

(i) Hold the minimum level of the regulatory capital no less than 50% of Tier Capital; and

(ii) Maintain a ratio of total regulatory capital to the risk-weighted assets at or above 10%.

The subsidiary's regulatory capital is managed by its compliance officer and is divided into two tiers:

(i) Tier 1 capital: issued and fully paid-up capital in the form of ordinary shares, retained earnings and reserves; and

(ii) Tier 2 capital: redeemable cumulative preference shares.

The risk-weighted assets are measured by means of stipulated weights applied to the risk-based assets and other risk exposures as determined by the Commission.

25. Financial risk management (cont'd)

(e) Capital management (cont'd)

The table below summarises the composition of regulatory capital and the ratios of the Company's subsidiary, which are in compliance with the requirements of the Commission for the period under review:

	Group 2011 $'000
Tier 1 capital:	
Ordinary shares	779
Retained earnings and reserves	10,910
Total qualifying tier 1 capital	11,689
Tier 2 capital:	
Redeemable preference shares, being total qualifying tier 2 capital	390
Total regulatory capital	12,079
Total risk-weighted assets	34,183
Actual ratio of regulatory capital to risk-weighted assets	35.19%

26. Fair value

The classification of financial instruments at fair value can be determined by reference to the source of inputs used to derive the fair value. The classification uses the following three-level hierarchy:

Level 1

Included in the Level 1 category are financial assets and liabilities that are measured in whole or in part by reference to published quotes in an active market. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Level 2

Included in the Level 2 category are financial assets and liabilities that are measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions, and for which pricing is obtained via pricing services, but where prices have not been determined in an active market. This includes financial assets with fair values based on broker quotes, investments in private equity funds with fair values obtained via fund managers and assets that are valued using a model whereby the majority of assumptions are market observable.

26. Fair value (cont'd)

Level 3

Included in the Level 3 category are financial assets and liabilities that are measured using non-market observable inputs. This means that fair values are determined in whole or in part using a valuation technique (model) based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The Company has no financial assets or liabilities in this category.

	Group			
	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Available-for-sale investment securities	6,145	89,018	-	95,163
Financial assets at fair value through profit or loss	522	-	-	522
	6,667	89,018	-	95,685

	Company			
	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Available-for-sale investment securities	6,145	30,562	-	36,707

The following tables present the fair values of financial instruments for the Group which are not reflected in the financial statements at their fair value:

	2011	
	Carrying value $'000	Fair value $'00
Financial assets		
Investment securities:		
Loans and receivables	4,348	4,489

The fair value of other financial assets and financial liabilities shown in the statement of financial position approximate their carrying amounts.

27. Distribution to equity holders

	Group and Company 2011 $'000
Distribution to ordinary shareholders	1,298

28 Lease commitments

At the reporting date, there was operating lease rental commitments, payable as follows:

	Group and Company 2011 $'000
Within one year	4
Subsequent years	-
	4