



MAINEVENT
Entertainment Group Limited.

60,001,000 SHARES FOR SUBSCRIPTION PRICED AT \$2.00 PER SHARE

This Prospectus is issued by Main Event Entertainment Group Limited (the "Company") and is dated Tuesday 17 January 2017. A copy of this Prospectus was delivered to the Registrar of Companies for registration pursuant to section 40(2) of the Companies Act, 2004 and was so registered on Tuesday 17 January 2017. The Registrar of Companies accepts no responsibility whatsoever for the contents of this Prospectus. A copy of this Prospectus was also delivered to the FSC for the purposes of the registration of the Company as an issuer pursuant to section 26 of the Securities Act and the Company was so registered on Tuesday 17 January 2017. The FSC has not approved the Shares for which subscription is invited nor has the FSC passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence.

The Company invites Applications for up to 60,001,000 Shares in the Invitation, of which 53,398,360 are Reserved Shares. A total of 15,000,500 Shares in the Invitation are Mayberry Client Reserved Shares that are initially reserved for priority Application from clients of the Lead Broker, Mayberry. A total of 15,000,500 Shares in the Invitation are Mayberry West Indies Reserved Shares that are initially reserved for priority Application from Mayberry West Indies Limited. A total of 18,595,940 Shares in the Invitation are Key Partner Reserved Shares for priority Application from customers, suppliers, agents and other key partners of the Company. A further 4,801,920 Shares in the Invitation are Company Reserved Shares for senior managers, directors and employees of the Company. All Shares in the Invitation inclusive of the Mayberry Client Reserved Shares, the Mayberry West Indies Reserved Shares, the Key Partner Reserved Shares and the Company Reserved Shares are priced at \$2.00 per Share. If any of the Reserved Shares are not subscribed as aforesaid, they will become available for subscription by other Reserved Share Applicants, and thereafter by the general public. See Section 6.5 of this Prospectus for the full Terms and Conditions of the Invitation.

An Application Form for use by all Applicants is provided at the end of this Prospectus together with notes on how to complete it. The Invitation will open at 9:00 a.m. on the Opening Date, Tuesday 24 January 2017. Application Forms submitted prior to 9:00 a.m. on the Opening Date will be received, but not processed until 9:00 a.m. on the Opening Date. The Invitation will close at 4:00 p.m. on the Closing Date, Tuesday 7 February 2017 subject to the right of the Company to: (a) close the Invitation at any time after it opens on 9:00 a.m. on the Opening Date once Applications for all of the Shares in the Invitation are received; and (b) extend the Closing Date for any reason, provided that it does not extend beyond the expiration of 40 days after the publication of this Prospectus for the purposes of section 48 of the Companies Act. In the case of an early closing of the Invitation, or an extension to the Closing Date, notice will be posted on the website of the Company at (www.jamstockex.com).

It is the intention of the Company to apply to the JSE to list the Shares on the Junior Market, however please note that this statement of the Company's intention is not a guarantee that the Shares will be so listed. The making of the application for listing by the Company, and its success, is dependent on (i) the full subscription of all of the Shares in the by Applicants, and (ii) other criteria for admission set out in the JSE Rules. If the Shares in the Invitation are not fully subscribed as aforesaid, the Company will refund all payments it has received from Applicants.

SHARE CAPITAL

Authorised share capital	320,004,000 Shares
Issued share capital	240,004,000 Shares
Maximum to be issued by the Company in the Invitation, fully paid	60,001,000 Shares
Mayberry Client Reserved Shares: 15,000,500 Shares at \$2.00	\$30,001,000.00
Mayberry West Indies Reserved Shares: 15,000,500 Shares at \$2.00	\$30,001,000.00
Key Partner Reserved Shares: 18,595,940 Shares at \$2.00	\$37,191,880.00
Company Reserved Shares: 4,801,920 Shares at \$2.00	\$9,603,840.00
Shares for the General Public: 6,602,140 Shares at \$2.00 each	\$ 13,204,280.00
TOTAL CONSIDERATION - SUBSCRIPTION OF ALL SHARES IN THE INVITATION:	\$120,002,000.00

TABLE OF CONTENTS

Section 1	Important Disclaimers	4
Section 2	Summary of Key Information	5
Section 3	Company's Letter to Prospective Investors	6
Section 4	Definitions used in this Prospectus	8
Section 5	Disclaimer – Forward Looking Statements	11
Section 6	Terms and Conditions	12
Section 7	Information about the Company	16
Section 8	Details of the Directors and Executives	29
Section 9	Management Discussion and Analysis	34
Section 10	Financial Information	42
Section 11	Risk Factors	102
Section 12	Professional Advisors to the Company	105
Section 13	Statutory and General Information	106
Section 14	Documents available for Inspection	109
Section 15	Signatures	110
Appendix 1	Application	111

SECTION 1: IMPORTANT DISCLAIMERS

1.1 RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This Prospectus has been reviewed and approved by the Board of Directors of the Company. The Directors of the Company whose names appear in Section 8 of this Prospectus are the persons responsible (both individually and collectively) for the information contained in it. To the best of the knowledge and belief of the Directors, taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and no information has been omitted which is likely to materially affect the import of information contained herein. Each of the Directors of the Company has signed this Prospectus for the purposes of their responsibilities, which are joint and several, as contemplated by the Companies Act.

1.2 CONTENTS OF THIS PROSPECTUS GENERALLY

This Prospectus contains important information for prospective investors in the Company. All prospective investors should read this Prospectus carefully in its entirety before submitting an Application. This Prospectus also contains summaries of certain documents, which the Board of Directors of the Company believe are accurate. Prospective investors may wish to inspect the actual documents that are summarised, copies of which will be available for inspection as described in Section 14. Any such summaries appearing in this Prospectus are qualified in their entirety, by reference to the complete document. Further, the issue of this Prospectus shall not imply that there has been no change in the business, results of operations, financial condition or prospects of the Company since the date of the Prospectus. Neither the Company nor the Directors will update the contents of this Prospectus after it is dated and issued.

1.3 UNAUTHORISED REPRESENTATIONS

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. Further, neither the FSC nor any Government agency or regulatory authority in Jamaica has made any determination as to the accuracy or adequacy of the matters contained in this Prospectus.

1.4 INVITATION MADE IN JAMAICA ONLY

This Prospectus is intended for use in Jamaica only and is not to be construed as making an invitation to persons outside of Jamaica to subscribe for any Shares. The distribution or publication of this Prospectus and the making of the invitation in certain jurisdictions outside of Jamaica is prohibited by law.

1.5 APPLICATION TO SUBSCRIBE FOR SHARES

This Prospectus is not a recommendation by the Company that investors should submit Applications to subscribe for Shares in the Invitation. Prospective Applicants are expected to make their own assessment of the Company, and the merits and risks of subscribing for such Shares. Prospective Applicants are also expected to seek appropriate advice on the implications of subscribing for Shares, including but not limited to any financial, legal and/or tax implications. Each Applicant will be deemed to acknowledge and agree that: (1) he has been afforded a meaningful opportunity to review the Prospectus in its entirety together with any additional information he considers necessary to verify the accuracy of its contents; (2) neither the Company nor any other person has made a representation concerning the Company or the Invitation that is not contained in this Prospectus, which the Applicant has relied on in submitting his Application.

SECTION 2: SUMMARY OF KEY INFORMATION

ISSUER:	Main Event Entertainment Group Limited
TOTAL SECURITIES:	60,001,000 Shares, inclusive of 15,000,500 Mayberry Client Reserved Shares, 15,000,500 Mayberry West Indies Reserved Shares, 18,595,940 Key Partner Reserved Shares, and 4,801,920 Company Reserved Shares.
PRICING:	\$2.00 per Share, including each Reserved Share. All Applications must be accompanied by payment for the number of Shares specified, plus the \$134 JCSD processing fee.
APPLICATION:	See Appendix 1 of this Prospectus.
TERMS AND CONDITIONS:	See Section 6.5 of this Prospectus.
PAYMENT METHODS:	See paragraph 8 of Section 6.5 for full details.
TIMETABLE OF KEY DATES:	Registration and Publication of Prospectus: Tuesday 17 January 2017 Opening Date: Tuesday 24 January 2017 Closing Date: Tuesday 7 February 2017*
APPLICATION PROCEDURES:	Early Applications will be received, but not processed until the Opening Date. All early Applications will be treated as having been received at the same time, being 9:00 a.m. on the Opening Date. All other Applications will be received and processed on a first come, first served basis.
CONFIRMATION OF BASIS OF SHARE ALLOTMENTS:	All Applicants may refer to the notice that will be posted on the website of the JSE (www.jamstockex.com) within 3 days of the Closing Date.
REFUND CHEQUES:	Available for collection from Mayberry within 10 working days of the Closing Date.
FINAL ALLOTMENT AND LISTING OF SHARES ON JSE:	Subject to a successful Invitation in which the Shares in the Invitation are fully subscribed, the Company will apply to the JSE to list the Shares on the Junior Market. If the application to the JSE is successful, the final allotment of the Shares will be made on the morning of the date that the Shares are admitted to trading.**

*The Invitation will close at 4:00 p.m. on the Closing Date subject to the right of the Company to close the Invitation at any time after 9:00 a.m. on the Opening Date once all Shares are subscribed, and to extend the Closing Date for any reason, subject to the terms and conditions set out in this prospectus. In the case of an early closing of the Invitation, or an extension to the Closing Date, notice will be posted on the website of the Jamaica Stock Exchange (www.jamstockex.com).

** It is the intention of the Company to apply to the Jamaica Stock Exchange to list the Shares on the Junior Market, however please note that this statement of the Company's intention is not a guarantee that the Shares will be so listed. If the Shares in the Invitation are not fully subscribed or listed, the Company will refund all payments it has received from Applicants.

SECTION 3: COMPANY'S LETTER TO PROSPECTIVE INVESTORS

Tuesday 17 January, 2017

Dear Prospective Investors,

The Board of Main Event Entertainment Group Limited is pleased to invite you to apply for up to 60,001,000 Ordinary Shares in the capital of the Company on the terms set out in this Prospectus.

ABOUT THE COMPANY

The Company is one of Jamaica's premier event management companies. It was founded in Kingston in 2004 by founding Directors Solomon Sharpe and Richard Bair, each of whom had worked in the entertainment and promotions business in Jamaica for over 13 years. Their collective experiences led them to establish the Company as a provider of event management, brand promotion and entertainment services under one brand.

The Directors consider that the success of the Company is based on its ability to recognize opportunities and navigate challenges. Its senior management is focused on 'best execution' and is highly involved in all stages of the client experience. In addition, the Company has a staff of 149 inclusive of contractors, who have the requisite experience and expertise in various key business areas. The Company also provides an integrated and 'hassle free' service which permits it to minimize the risk of failure by third parties, and also to be more responsive its clients' needs.

The Company is committed to promoting 'state of the art' events for its clients, and to expanding its services in the Caribbean.

See section 7 for more details about the Company and its Group.

ABOUT THE INVITATION

The Company is now seeking to raise approximately \$120 million by inviting Applications for up to 60,001,000 Shares in the Invitation, inclusive of 15,000,500 Mayberry Client Reserved Shares that are initially reserved for priority application from, and subscription by clients of the lead broker, Mayberry, 15,000,500 Mayberry West Indies Reserved Shares, that are initially reserved for priority application from, and subscription by Mayberry West Indies Limited, 18,595,940 Key Partner Reserved Shares that are initially reserved for priority application from customers, suppliers, agents and other key partners of the Company, and 4,801,920 Company Reserved Shares that are initially reserved for senior managers, directors and employees of the Company. All Shares in the Invitation are priced at the Invitation Price of \$2.00 each.

USE OF PROCEEDS

The Board intends to use the proceeds of the Invitation :

- To purchase equipment for use in the business in order to attract and service increased numbers of customers (both contracted and one-off);
- To upgrade and expand the Company's operations islandwide in order to reduce service delivery times and costs;
- For working capital and general corporate purposes;

- and also, to pay the expenses of the Invitation, which the Directors believe will not exceed \$12.5 million (inclusive of brokerage fees, legal fees, accountant's fees, Registrar's fees, filing fees, initial listing fees, marketing expenses, and GCT).

DIVIDEND POLICY

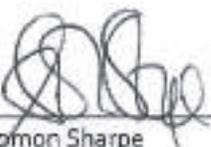
If the Invitation is successful and the Shares are admitted to listing on the Junior Market, the Board expects to distribute not less than 25% of its after-tax earnings to shareholders in the form of cash dividends.

HOW TO MAKE AN APPLICATION FOR SHARES

Those investors who are interested in subscribing for Shares should read this Prospectus in its entirety and the full terms and conditions of the Invitation set out in Section 6.4, and then complete the Application set out in Appendix 1.

ON BEHALF OF MAIN EVENT ENTERTAINMENT GROUP LIMITED

Yours sincerely,



Solomon Sharpe

Richard Blair

SECTION 4: DEFINITIONS USED IN THIS PROSPECTUS

TERM	MEANING
Act	means the Companies Act, 2004
affiliates	has the meaning given to such term by the Act
Allotment	means the allotment of the Shares in the Invitation to successful Applicants by the Company
Applicant(s)	means a person (being an individual or a body corporate resident in Jamaica, whether a Reserved Share Applicant or a member of the general public) who submits an Application
Application(s)	means the form of application to be used by all Applicants who wish to make an offer to subscribe for Shares in the Invitation, which is set out in Appendix 1
Articles of Incorporation	means the Articles of Incorporation of the Company adopted by the shareholders of the Company on Monday 16 January 2017, together with any amendments thereto from time to time
Audited Financial Information	means the audited financial statements of the Company for each of the annual reporting periods ended 31 October, from 2011 to 2015, as set out in Section 10
Auditor	means BDO Chartered Accountants
Auditor's Report	means the independent report of the Auditor in relation to the Audited Financial Information, as set out in Section 10
BDO	means BDO, Chartered Accountants, 26 Beechwood Avenue, Kingston 5, Saint Andrew, being the independent external auditor of the Company
Board	means the Board of Directors of the Company
Company	means Main Event Entertainment Group Limited, a company incorporated in Jamaica with its registered office at 70-72 Lady Musgrave Road, Kingston 10, Saint Andrew
Company Reserved Shares	means the 4,801,920 Shares in the Invitation that are reserved for initial application by employees, senior managers and directors of the Company, subject to the Terms and Conditions
Closing Date	means the date on which the Invitation closes at 4:00 p.m., being Tuesday 7 February 2017, subject to the right of the Company to shorten or extend the Closing Date in the circumstances described in this Prospectus
Lead Broker	means Mayberry, the lead broker to the Company in the Invitation
Director(s)	means a director of the Board of the Company whose name and details are set out in Section 8 of this Prospectus

Forward Looking Statement(s)	means the forward looking statements referred to in Section 5 of this Prospectus which are disclaimed by the Company on the terms and for the reasons set out therein
FSC	means the Financial Services Commission of 39-43 Barbados Avenue, Kingston 5, Saint Andrew, Jamaica
Financial Information	means the Audited Financial Information and the Unaudited Financial Information
GCT	means General Consumption Tax charged in accordance with the General Consumption Tax Act of Jamaica
Group	means the Company and its holding company, MEEG Holdings Limited
holding company	has the meaning given to such term by the Act
Invitation	means the invitation to subscribe for 60,001,000 Shares made by the Company to prospective investors inclusive of the Reserved Share Applicants, on the terms and conditions set out in this Prospectus
Invitation Price	means \$2.00 per Share
JCS D	means The Jamaica Central Securities Depository Limited of 40 Harbour Street, Kingston, Jamaica, the Registrar
JSE	means The Jamaica Stock Exchange Limited of 40 Harbour Street, Kingston, Jamaica
Junior Market	means the Junior Market trading platform of the JSE established April 2009
Key Partners	means a customer supplier agent or other key partner of the Company as determined by the Directors in their sole discretion
Key Partner Reserved Shares	means the 18,595,940 Shares in the Invitation that are reserved for initial application by customers, suppliers, agents and other key partners of the Company, subject to the Terms and Conditions
Opening Date	means the date on which the Invitation opens at 9:00 a.m., being Tuesday 24 January 2017
Prospectus	means this document dated Tuesday 17 January 2017 which constitutes a prospectus for the purposes of the Companies Act, 2004 and the Securities Act
Mayberry	means Mayberry Investments Limited, a company incorporated in Jamaica with its registered office address at 1½ Oxford Road, Kingston 5, Saint Andrew, being the Lead Broker
Mayberry Client Reserved Share(s)	means 15,000,500 Shares in the Invitation that are initially reserved for priority Application from clients of Mayberry, subject to the Terms and Conditions
Mayberry West Indies Reserved Share(s)	means 15,000,500 Shares in the Invitation that are initially reserved for priority Application from Mayberry West Indies Limited.

MEEG Holdings Limited	means MEEG Holdings Limited, an international business company incorporated in St. Lucia with its registered office at 10 Manoel Street, Castries, Saint Lucia, being the holding company of the Company
Registrar	means the JCSD, being the registrar and transfer agent of the Company in the Invitation
Reserved Share(s)	means the Mayberry Client Reserved Shares, the Mayberry West Indies Reserved Shares, the Key Partner Reserved Shares and the Company Reserved Shares
Share(s)	means the ordinary shares in the capital of the Company, inclusive of the Shares in the Invitation, where the context so requires
Shareholders	means the holders of the Shares
Terms and Conditions	means the terms and conditions of the Invitation set out in Section 6.5 of this Prospectus
Unaudited Financial Information	means the unaudited financial information in respect of the period ended 30 September 2016 set out in Section 10
\$	means Jamaican dollars unless otherwise indicated

In addition to the foregoing, all references in this Prospectus to the singular shall include the plural and all references to the plural shall include the singular; and the masculine gender shall include the feminine gender, and vice – versa, in each case, as the context shall require, and clause headings shall be for the sake of convenience only.

SECTION 5: DISCLAIMER – FORWARD LOOKING STATEMENTS

This Prospectus may contain 'forward-looking statements', which include but may not be limited to statements of expectations and/or future plans or future prospects of the Company, and/or financial projections in relation to the Company. When used in this Prospectus, the words "anticipates", "believes", "expects", "intends", "considers", "forecasts", "projects" and similar expressions, as they relate to the Company, are intended to identify forward looking statements.

Forward-looking statements are subject to numerous risks and uncertainties. This is because forward-looking statements are not about historical facts, and they are only considered by the Directors to be reasonably accurate as of the date they are made, taking into account any assumptions set out in this Prospectus for that purpose. Although the Directors believe that they have made reasonable assumptions, that are reasonably correct as at the time that they are made, forward looking statements may nonetheless be influenced by factors that could cause actual outcomes and results to be materially different from those set out in this Prospectus.

There are important factors that could cause actual results to differ materially from those in forward-looking statements, certain of which are beyond the Company's control. These factors include, without limitation, the following:

- economic, social and other conditions prevailing both within and outside of Jamaica, including actual rates of growth of the Jamaican and CARICOM regional economies, instability and volatility in domestic interest rates and regional and international exchange rates
- adverse climatic events and natural disasters
- unfavourable market receptiveness to the Company's products and services, whether existing or in future
- changes in any legislation or policy affecting the regulation of the Company that have adverse effects on the business of the Company
- any other factor negatively impacting on the Company whether or not it is currently known, or identified in this Prospectus

As a result, prospective Applicants are cautioned not to place undue reliance on forward looking statements because future events or circumstances could cause the actual prospects and results of the Company to differ materially.

Once this Prospectus has been signed by or on behalf of the Company, and prior to the admission of the Shares to listing on the Junior Market of the JSE, the Company undertakes no obligation to update publicly or revise any forward looking statements in light of new information or future events, including changes in the Company's financial or regulatory position, or to reflect the occurrence of unanticipated events (subject to any legal or regulatory requirements for such disclosure to be made).

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

SECTION 6: THE INVITATION

6.1 GENERAL INFORMATION

Prospective Applicants should read this Prospectus carefully. Persons who wish to subscribe for Shares in the Invitation should review the Terms and Conditions of the Invitation in Section 6.5, before completing the Application in Appendix 1. By submitting an Application, an Applicant is deemed to have accepted all such Terms and Conditions.

6.2 THE INVITATION

The Company invites Applications for up to 60,001,000 Shares in the Invitation. Of those Shares, up to 53,398,360 Shares are Reserved Shares. All Shares in the Invitation, including the Reserved Shares are priced at \$2.00 per Share. If any of the Reserved Shares in any category are not subscribed by the persons entitled to them they will be available for subscription by other Reserved Share Applicants, and thereafter the general public.

The Invitation will open at 9:00 a.m. on the Opening Date, Tuesday 24 January 2017 and will close at 4:00 p.m. on the Closing Date, Tuesday 7 February 2017 subject to the right of the Company to: (a) close the subscription list at any time after 9:00 a.m. on the Opening Date once Applications for all of the Shares in the Invitation are received, and (b) extend the Closing Date for any reason, provided that it does not extend beyond the expiration of 40 days after the publication of this prospectus for the purposes of section 48 of the Companies Act. In either case an informational notice will be posted on the website of the JSE - www.jamstockex.com

6.3 MINIMUM FUNDRAISING FOR SUCCESSFUL INVITATION

For the purposes of the requirement set out in section 48 of the Act, the minimum amount which, in the opinion of the Directors, must be received by the Company in order to provide for the matters set out in paragraph 2 of the Third Schedule to the Act is \$120 million.

6.4 USE OF PROCEEDS

The Company seeks to raise approximately \$120 million by inviting Applications for subscription for up to 60,001,000 new Shares from investors.

The Directors consider that the proceeds of a successful Invitation will enable the Company to increase revenue by providing better service to existing and new customers, and to reduce expenses associated with logistics and service delivery.

The Board intends to use the proceeds of the Invitation in order to purchase equipment in order to service more clients at any given time, and to upgrade and expand the Company's operations islandwide in order to provide better and more efficient service delivery. The Company will also use the funds for working capital and general corporate purposes, and to pay the expenses of the Invitation out of the fundraising, which the Directors expect will not exceed \$12.5 million. See the letter at Section 3 of the Prospectus for more details.

6.5 TERMS AND CONDITIONS

1. Status and Minimum Age of Applicants

Applicants must be at least 18 years old.

2. Application Form

All Applicants (whether Reserved Share Applicants, or members of the general public) must submit the Application provided at Appendix 1 to this Prospectus. Additionally, Reserved Share Applicants must specify their status on the Application and provide reasonably verifiable proof of their identity.

Applicants who are exempt from the payment of withholding tax on dividends received should so specify in their Application setting out evidence of the exemption. The Registrar (acting in its sole discretion) must be satisfied with any such evidence before processing any payment on a withholding tax exempt basis.

3. Reserved Shares

There are 15,000,500 Mayberry Client Reserved Shares in the Invitation are for priority application from clients of Mayberry. A total of 15,000,500 Shares in the Invitation are reserved for priority Application from Mayberry West Indies Limited. A total of 18,595,940 Shares in the Invitation are reserved for priority Application from customers, suppliers, agents and other Key Partners of the Company. A further 4,801,920 Shares in the Invitation are Company Reserved Shares reserved for priority Application by senior managers, directors and employees of the Company. If any of the Reserved Shares are not subscribed as aforesaid, they will be offered for subscription by other Reserved Share Applicants, and thereafter by the General Public. All Reserved Shares will be allotted on a first come first serve basis by the Directors of the Company, acting in their sole discretion.

4. Acceptance of Terms and Conditions by Applicants

All Applicants will be deemed to have accepted the terms and conditions of the Invitation and any other terms and conditions set out in this Prospectus, including those set out in this Section 6.5 and the Application in Appendix 1.

5. Further Acknowledgments by Applicants

Each Applicant further acknowledges and agrees that:

- (a) he/she has been afforded a meaningful opportunity to review this Prospectus (including the terms and conditions in this Section 6.5), and to gather and review all additional information considered by him/her to be necessary to verify the accuracy of the information contained in this Prospectus;
- (b) he/she has not relied on any person other than the Company and the Directors, each of whom have individual and collective responsibility for the contents of this Prospectus, in connection with his/her investigation of the accuracy of such information or his/her investment decision;
- (c) no person has made any representation concerning the Company or this Prospectus not contained herein, on which the Applicant has relied in submitting his/her Application; and
- (d) he/she has made his/her own assessment of the Company, and the merits and risks of subscribing for Shares, inclusive of taking advice (or waiving the need for such advice) in

relation on the financial and legal implications of subscribing for Shares and the tax implications thereof.

6. Minimum Application

Applications from the general public must request a minimum of 1,000 Shares and be made in multiples of 5,000. Applications in other denominations will not be processed or accepted.

7. Share Price Information

All Shares are priced at the Invitation Price of \$2.00 per Share. Payment for the Shares must be made at the time of Application in accordance with paragraph 8.

JCSD Processing Fee Applies

A processing fee of \$134 per Application (inclusive of GCT) is payable to the Registrar. Applicants should remember to include the processing fee in their calculations of amounts payable to the Company.

8. How to Make Payments

All Applications must be accompanied by the appropriate payment in the form of either:

- (a) a manager's cheque made payable to "Mayberry Investments Limited", or
- (b) authorisation from the Applicant on the Application, instructing Mayberry to make payment from cleared funds held in an investment account in the Applicant's name at Mayberry, or
- (c) transfer in the Real Time Gross Settlement ("RTGS") system to Mayberry, in the case of payments of \$1 million or more.

All completed Applications must be delivered to Mayberry at 1 ½ Oxford Road, Kingston 5, St. Andrew.

9. Early Applications and Order of Processing of Applications

Applications submitted to Mayberry in advance of the Opening Date will be received and checked for completeness, but not processed. All such advance Applications will be treated as having been received at 9:00 a.m. on the Opening Date, Tuesday 24 January 2017. All Applications received from 9:00 a.m. onwards on the Opening Date will be time stamped for processing in the order in which they were received and dealt with in that same order (e.g. on a first come first served basis).

10. Company's Discretions as to Acceptance of Applications and Allotment of Shares

The Company may:

- (a) accept or reject any Application in whole or part without giving reasons, and neither the Company nor its Directors or agents shall be required to provide reasons for decisions or be liable to any Applicant or any other person for doing so;
- (b) allot Shares to Applicants on a basis to be determined by it in its sole discretion, including on a *pro rata* basis in the event the Invitation is oversubscribed; and

- (c) treat multiple Applications by any person (whether in individual or joint names) as a single Application.

11. When Binding Contract is Formed

Neither the submission of an Application by an Applicant nor its receipt by the Company will result in a binding contract between the Applicant and the Company. Only the allotment of Shares by the Company to an Applicant (whether such Shares represent all or part of those specified by the Applicant in his/her Application) will result in a binding contract under which the Applicant will be deemed to have agreed to subscribe for the number of allotted Shares, subject to the Articles of Incorporation of the Company and the terms and conditions set out in this Section 6.5 and the Prospectus generally.

12. When Invitation is Successful

If the Invitation is successful in raising at least \$120 million and the Shares are admitted to trade on the Junior Market, Applicants will be allotted Shares for credit to their account in the Jamaica Central Securities Depository specified in their Applications on the morning of admission. Applicants may refer to the notice that will be posted on the website of the JSE (www.jamstockex.com) after the Closing Date (or the shortened or extended Closing Date, as the case may be). Applicants who wish to receive share certificates must make a specific request to the Registrar. In the event that the Company does not raise at least \$120 million from Applicants, all payments for Shares received from Applicants will be returned or refunded to the persons making them. Please note that the Company does not guarantee admission of the Shares to the Junior Market and if the Shares are not admitted to trading on that market the Company will refund all payments it has received from the Applicants.

13. Refunds

The Company will endeavour to return cheques or make refunds to Applicants whose Applications are not accepted, or whose Applications are only accepted in part, to Mayberry within 10 working days after the Closing Date (or the shortened or extended Closing Date, as the case may be) or as soon as practicable thereafter. Each Applicant's returned cheque or refund cheque will be sent to Mayberry for collection by the Applicant (or the first-named joint Applicant) stated in the Application. Any other persons purporting to collect a cheque on behalf of an Applicant must be authorised in writing to do so. Please note that the JCSD processing fee of \$134 will not be refunded to an Applicant in the event that the Company refunds payments received for Shares.

SECTION 7: INFORMATION ABOUT THE COMPANY

7.1 HISTORY AND OVERVIEW OF OPERATIONS

History

The Company is an event management, digital signage and promotions company that has become known in Jamaica for its creative and innovative services, and use of 'state-of-the-art' new technology. It was incorporated on 15 June 2004 by founding Directors Solomon Sharpe and Richard Bair, each of whom had experience in the Jamaican event promotion industry, having conceptualised and executed events such as Beer Vibes and Hot Shots and the launch of the Desnoes and Geddes 'Smirnoff Ice' product through their former businesses. The Directors consider that the launch of Smirnoff Ice was a particularly significant moment: under their direction the venue was transformed into a supermarket, gas station, and nightclub, creating 'atmosphere and vibes' for guests of the client. This successful event was also the platform the founding Directors used to launch the Company.

Overview of Operations

The Company provides a diverse range of marketing, events and entertainment related services including equipment rental, graphic design, online marketing, project marketing and sound and video production. This strategy of the 'one stop shop' is one that the Company continues to follow because it offers the customer a more convenient, coordinated service and also, because it allows the Company to be responsive to the customer's needs without the execution risk associated with managing a multitude of different contractors.

From inception, the Company's clients included corporate businesses as well as individual customers who understood the need to maintain and expand market share through marketing and promotion. In its initial years, the Company designed and executed product launches, movie premieres and sponsorship launches in addition to designing and building carnival floats and trade fair booths. Clients of the Company began to commission more complex projects, including international franchise productions.

Personnel

The Company's management is involved in all stages of the client experience and is supported by a highly trained and skilled staff of 149 team members, including contractors. The Company's human resources team helps to identify, hire, coordinate and train the staff in requisite business areas.

Locations

The Company's current head office is leased and located at 70-72 Lady Musgrave Road. This is the hub from which the entire distribution of the Company's products and services are managed. It also leases warehouse space in Newport West, Saint Andrew to store equipment and other items used in production.

7.2 PRODUCTS AND SERVICES

Although the Company provides many products and services, it is focused on complete event

coordination, from concept design, planning and organization, to execution of all aspects of any event.

In the conceptualization stage, the Company, through its internal department 'the Agency', provides stand-alone creative development, promotion, execution and event proposals with the use of 2D and 3D designs, video content and animations. Research is done before providing detailed campaign and event proposals to ensure that there is potential for added value to the client.

At the planning stage, the Client Services department of the Company progresses the proposal with a finalized concept and spearheads the project to completion.

At the execution stage, the Audio Visual Lighting, Field Services, and Digital signage teams of the Company, led by a Project Manager, bring the finalized concept to life (with the assistance of external suppliers if required).

Finally, at the project close-out stage, a post - event evaluation is conducted and the client is invoiced. This stage helps the Company to evaluate its own performance, ensure that its client is satisfied and that the relationship is maintained.

The table below illustrates the various departments in the Company and the products and services that they offer:

Department	Description of Product and Service Offerings
The Agency	<p>This department is the creative bank of the Company. It provides concept and design services using global best standards and practices. Product and services offerings include:</p> <ul style="list-style-type: none"> • Creating experiential consumer engagement activities • Concept creation and development of full scope marketing campaigns and events • Sponsorship management and new business • Corporate brand identity development • Graphic Design – 2D and 3D format inclusive of logos, posters, brochures, invitations, product displays, booth designs, interactive displays, and video projections. • 2D animation • Video related products • Graphic site maps, and event and venue layouts



Department	Description of Product and Service Offerings
Client Services	<p>This department is staffed by experienced executive project coordinators. It organizes and leads client projects through the planning and execution phases and provides on-site production management. Products and services include:</p> <ul style="list-style-type: none"> • Event planning and management • Live concerts • Stage production and Management • Outdoor parties • Product launch events • Staff engagements • Expos/trade shows • TV set execution • Sales promotions • Trade activations • PR stunts
Field Services	<p>This department consists of the Company's technical crew and contractors, inclusive of an in house manager and over 40 high trained contractors. The team gives life to the Company's planned events and coordinates and executes all technical requirements essential for their staging. Products and services include:</p> <ul style="list-style-type: none"> • Stage production and management • Carpentry • Construction • Trussing and rigging • Tent rental • Electrical and plumbing • Logistics and transportation • Décor
Audio, Visual, Lighting	<p>This department and its team of production engineers oversees live productions and immersive experiences. It also provides the following products and services:</p> <ul style="list-style-type: none"> • Stage lighting • 3D mapping projections • LED video screens • LED video flooring • 'T-Rex' lighting systems • Plasma screens • Stage lighting • Laser lights • PA systems • Confetti cannons • Pyrotechnic effects • Fireworks • Smoke cannon effects • Custom Go Bo Projection
Digital signage	<p>This department of the Company runs Scala Content Management System for digital signs of which the Company is the exclusive Caribbean licensee. The department runs digital or other electronic signs, displays, and forms of advertising and manages their content for clients throughout Jamaica and the Caribbean region, and boasts over 60 locations in Jamaica. Products and services include:</p> <ul style="list-style-type: none"> • Digital signage • Touch screens, C16 LED tile • LED/LCD displays • LED board rental (Constant Spring and Barbican locations in Kingston) • Content management and design • Queuing solutions - QLogik • LED video badges • IT - System administration, networking and tech support

	The department is also an authorized reseller of LG branded products.
Customer Care	This internal unit ensures that customers' needs and expectations are satisfied throughout all stages of a project, and liaises with the other departments to ensure that standards are maintained consistently in the execution of events, and otherwise throughout all interactions with clients.
Commercial Operations	This internal department conducts analysis, which assists management decisions related to staff, sales practices and the purchase of complementary goods and services. This department is also responsible for identifying new markets for the Company's products and services, and determining when it is appropriate to expand into them.

7.3 FEATURED EVENTS

The Company's success is founded on that of its clients and some of the events that the Company has been privileged to oversee on their behalf appears below.

"HEINEKEN INSPIRE"



In 2012, Heineken contacted the Company seeking to promote its global brand concept entitled "Heineken Inspire" in Jamaica. The Company designed a series of events to focus on the client's brand values while integrating them more closely with the Jamaican market.

The Company identified the local creative arts industry as a potential fit for the concept, and an integrative marketing programme was developed which featured a local talent competition for art, fashion, music and film. The Company also encouraged Heineken to engage in a 2 - year programme to provide entrepreneurial development and seed capital to local artists. A mobile Heineken trailer also crossed the island to support the programme, bringing Heineken experience to different regions across Jamaica.

One event involved the defunct railway station on Pechon Street in downtown Kingston. Patrons enjoyed a rail ride, played in a Games Room featuring the latest technology, or in a Black Room starring glow-in-the-dark Heineken STR bottles under black lights.

"RJR SPORTSMAN AND SPORTSWOMAN AWARDS"



Since 2011, the Company has been RJR's event production partner for the annual Sportsman and Sportswoman Awards, which are televised in Jamaica. The Company coordinates the event from concept right through to execution. The Company collaborates with RJR to continually improve the product, and to ensure that it continues to entertain. The Company also provides sponsorship to this event, of up to 30% of the technical budget for production, stage, and lighting elements in support of the achievements of the sporting and athletics community in Jamaica.

"UWI TOWN HALL MEETING" (President Obama's visit to Jamaica)

In April 2015, the Company assisted the US Embassy and its partner organisations to plan and execute the historic Town Hall meeting marking the visit of President of the United States of America, Barack Obama, to the University of the West Indies, Mona campus. The Company provided public address facilities, lighting, stage risers, furniture and decor as President Obama launched a new initiative: the Young Leaders of the Americas Initiative (YLA), which aims to expand opportunities for emerging entrepreneurs and social activists by providing 250 fellowships each year to persons from the United States and the Caribbean region.

"FLOW SUPERCUP"



In 2014, cable provider Flow conceptualized an annual 'Champions League' event for local school football teams. The Company advanced the client's original concept by identified appropriate venues, planned venue layouts and stadium branding, and audio visual services, multimedia and digital signage, logistics, event launch set up and execution as well as press interfaces and half time running order. In doing so the company partnered with organizations Admark and Phase 3 to bring value to the public, its client Flow and a historic event to the Jamaican people.

"DIGICEL ONE LOVE CONCERT"



For many persons both locally and internationally, Bob Marley is a symbol of Jamaica. In 2013, the Company began to work with telecommunications provider Digicel (Jamaica) Limited (Digicel), sponsors and promoters of the One Love Bob Marley concert. Digicel entrusted event planning and management, audio visual services, decor, venue layout and design, production, stage and backstage management to the Company each year since then. Digicel has also worked with the Company to develop new creative elements on larger stages, using the most advanced technology available. The event is now staged at Sabina Park in Kingston and features a larger VIP area to enhance the overall experience as well as on-site artiste dressing rooms and greater ease of operation with security concerns.

CAYMANAS TRACK "BGLC/JBC DIAMOND MILE"



In 2015, the Company worked with Caymanas Track Limited (Caymanas) to launch the inaugural Supreme Ventures Diamond Mile racing event with hopes of increasing interest in local racing and associated revenue streams. The Diamond Mile race itself featured the largest ever purse for a horse race in the English-speaking Caribbean, and attracted a record-breaking number of entrants for the 14 races held on the day as well as patrons in the park. Taking its cues from prestigious international horse racing events such as the Ascot Gold Cup in the UK, the Dubai World Cup, the Melbourne Cup of Australia, and the US based crown jewel Preakness Stakes, the Company created a luxurious atmosphere in the centre green and also provided infrastructure, production, lighting, and decor. The event is scheduled to be held again this year and the Company has again been selected to partner with Caymanas again to drive its future success.

7.4 APPLICABLE REGULATORY REGIME

Motion Picture Producer Status

The Company was recognized as a 'motion picture producer' for the purposes of the Motion Picture Industry (Encouragement) Act. The recognition of this status is granted for 10 years, until July 2023, and permits the Company to, amongst other things, import into Jamaica any plant, equipment, machinery and materials for the building of studios or for use in motion picture production free of customs duty, stamp duty and general consumption tax provided certain conditions are satisfied. These conditions include requirements that the articles are imported for the purpose of motion picture production and cannot be manufactured locally.

Business of the Company

The business of the Company is not currently regulated. If the Invitation is successful and the Shares are listed on the Junior Market of the JSE, the Company will be subject to the Junior Market Rules of the JSE and the provisions of the Securities Act that are relevant to issuers of securities. These Rules and provisions will require the Company to issue (amongst other things) quarterly and audited annual financial information as well as timely announcements, and to maintain certain standards of good corporate governance.

7.5 BENEFITS OF PROPOSED LISTING ON THE JUNIOR MARKET OF THE JSE

The summaries below are set out for the convenience of prospective Applicants. That notwithstanding, each prospective Applicant should consult with a suitably qualified adviser as to any questions of taxation, inclusive of the types and rates of taxes that are applicable to their proposed investment in Shares.

(1) Junior Market concessionary income tax regime

If the Shares are admitted to the Junior Market, under the Income Tax (Amendment) Act 2016, the Company will benefit from a special 10 year concessionary income tax regime, provided that the Company remains listed for a combined continuous period of not less than 15 years and complies with all other conditions of listing imposed for that purpose. The Company will not be liable to pay corporate income tax in its first 5 years on the Junior Market. It will be liable to corporate income tax at half of the usual rate in years 6 to 10 on the Junior Market. If the Company breaches any Junior Market requirements, it may be liable to repay the tax that was remitted. See also the Risk Factors in Section 11.

(2) Transfers of Shares on the JSE

Transfers of any Shares on the JSE are exempt from transfer tax and stamp duty.

(3) Dividends

Dividends received by Jamaican resident Shareholders will be subject to a 15% rate of income tax, which is to be withheld at source by Company as a final tax on the Shareholder. Foreign resident Shareholders may be subject to lower or higher rates of income tax on any dividends they may receive. Foreign resident Shareholders will also have income tax on dividends withheld at source. The rate of such withholding will vary and may be lower or higher than that applicable to residents of Jamaica.

7.6 DETAILS OF THE COMPANY AND THE GROUP

(1) Incorporation, Good Standing

The Company was incorporated on 15 June 2004 (company number 68,942). The Company is in good standing with the Registrar of Companies until 13 July 2017 being the date on which its next annual return is due to be filed with the Companies Office of Jamaica.

(2) Tax Compliance Certificate

The Company has a tax compliance certificate that is valid up to and including 16 February 2017 and certifies that the Company has satisfied applicable statutory requirements in respect of Income Tax (including P.A.Y.E.), General Consumption Tax, Special Consumption Tax, Education Tax, and also in respect of N.I.S., N.H.T. and H.E.A.R.T. Trust contributions.

(3) Capital Structure

As at the date of this Prospectus, the authorized capital of the Company was 320,004,000 shares of which 240,004,000 Shares are issued to the holding company of the Company.

(4) Shares in the Invitation

The Shares in the Invitation will be newly – issued Shares of the Company free of all liens and encumbrances the net proceeds of issue of which will accrue to the Company.

(5) Dividend History and Dividend Policy

In the period represented by the Historical Financial Information, the Company paid no dividends. If the Invitation is fully subscribed by Applicants and the Shares are admitted to listing on the Junior Market, the Board expects to distribute not less than 25% of its earnings to shareholders in the form of cash dividends. The Board may change this dividend policy from time-to-time subject to the availability of profits for distribution and / or in order to re-invest in the Company from time to time.

(6) Recent Capital Re-organisation

At an extraordinary general meeting of the Company held recently on Monday 16 January 2017 the holding company of the Company approved the following actions in respect of the capital structure of the Company:

- (a) The re-registration of the Company as a public company and the adoption of Articles of Incorporation in a form suitable for that purpose;
- (b) The increase of the authorized share capital by 16,000,000 Shares of no par value, from 200 Shares to 16,000,200 Shares;
- (c) The allotment of 12,000,000 Shares to the holding company with immediate effect, by capitalization of the amount of J\$600,000.00 standing to the credit of the Company in the capital reserve account and the application of same to the issue of such Shares as fully paid bonus Shares;
- (d) The subdivision of each of the issued Shares by 20 for the purposes of pricing of the Shares in the Invitation (each with no par value in accordance with the Articles of Incorporation and the Act);

- (e) Disapplication of any applicable pre-emption rights for the purposes of the allotment of the Shares in the Invitation;
- (f) The admission of the Ordinary Shares of the Company to the Junior Market of the JSE; and
- (g) The conversion of all fully paid Shares to stock on issue.

7.7 SHAREHOLDINGS IN THE COMPANY BEFORE AND AFTER THE INVITATION

As at the date of this Prospectus, the holdings of Shares in the capital of the Company (including legal and, where known to the Company, beneficial holdings) were as follows:

Shareholder	Number of Shares	% Of Issued Shares
	Prior To The Invitation	Prior To The Invitation
MEEG Holdings Limited	240,004,000	100.00%
Total	240,004,000	100.00%

After the Invitation is closed, and assuming that all of the Shares in the Invitation are taken up by the public and also, by the Reserved Share Applicants, the Shareholdings in the Company will be as follows:

Shareholder	Number Of Shares	% Of Issued Shares
	After The Closing Date Of The Invitation	After The Closing Date Of The Invitation (rounded)
MEEG Holdings Limited	240,004,000	80%
Mayberry Client Reserved Share Applicants	15,000,500	5%
Mayberry West Indies Reserved Share Applicants	15,000,500	5%
Company Reserved Share Applicants	4,801,920	1.6%
Key Partner Reserved Share Applicants	18,595,940	6.2%
General Public	6,602,140	2.2%
Total	300,005,000	100%

7.8 REAL AND INTELLECTUAL PROPERTY

(1) Real Property

As at the date of this Prospectus, the Company has the following interests in real property:

Description of Property	Nature of Interest	Lessor	Term, Rental and Other Details
Property located at 70-72 Lady Musgrave Road, Kingston 10, Saint Andrew	Leasehold	Autumn Holdings Limited	Commenced on the 1 st day of June 2015 for a term of 2 years, for a rental of US\$4,000 plus GCT due monthly, subject to annual increase of 10%. The lease includes an option to renew for a further term of 2 years at a rental to be mutually agreed upon, on the Company's notice to the landlord given not less than 3 months prior to the expiry of the term.
Property located at 229 - 232 New Port Boulevard, New Port West, Kingston 15, Saint Andrew	Leasehold	Seafreight (Jamaica) Limited	Commenced on the 1 st day of May 2015 for a term of 3 years, for a rental of J\$300,000 plus GCT due monthly. The lease includes an option to renew for a further period of 3 years at a rental to be agreed by the parties, but which shall not be less than 10% or the level of inflation (whichever is higher), on the Company's notice given not less than 120 days notice in writing prior to the expiration of the initial term. The lease is terminable on 3 months' notice by either party.
Property located at No. 85 New Port Boulevard, New Port West, Kingston 15, Saint Andrew	Leasehold	Lannaman and Morris Shipping (Jamaica) Limited	Commenced on the 1 st day of August 2016 for a term of 3 years, for a rental of J\$325,000 plus GCT due monthly. The lease includes an option to renew for a further period of 3 years at a rental to be agreed by the parties, but which shall not be less than 10% or the level of inflation (whichever is higher), on the Company's notice given not less than 120 days notice in writing prior to the expiration of the initial term. The lease is terminable on 3 months' notice by either party.
Property located at No. 85 New Port Boulevard, New Port West, Kingston 15, Saint Andrew	Leasehold	Lannaman and Morris Shipping (Jamaica) Limited	Commenced on the 1 st day of June 2013 for a term of 5 years, for a rental of J\$650,000 plus GCT due monthly (for the first 12 months of the term), due monthly. The lease includes an option to renew for a further period of 5 years at a rental to be agreed by the parties, but which shall not be less than 10% or the level of inflation (whichever is higher), by giving not less than 120 days notice in writing prior to the expiration of the term.

(2) Intellectual Property

As at the date of this Prospectus, the Company has the following interests in intellectual property:

Trade Mark	Classes	Reg. Status
Main Event Entertainment Group Limited (name and logo)	35, 37, 40, 41, 42, and 43	The Company submitted an application for the registration of this trademark on 23 June 2016. The application is pending and, on approval by the Jamaica Intellectual Property Office in accordance with the Trademarks Act, will provide the Company with a 10 year registration that is renewable on payment of a nominal fee.

7.9 MATERIAL CONTRACTS

The following material contracts, not being contracts entered into in the ordinary course of its business, have been entered into by the Company with the following persons (“Counterparties” and each of them a “Counterparty”) in the 2 years preceding the publication of this Prospectus:

Date	Counterparty	Consideration	Brief Details
13 June 2016	Mayberry	5.0% of the value of the Invitation, exclusive of GCT and disbursements	Agreement appointing Mayberry as Lead Broker.
1 September 2015	MEEG Holdings Limited	US\$300,000 per annum due quarterly plus any additional performance bonuses and fees (agreed annually) exclusive of GCT	Samsung Consulting Services Agreement for the period 1 September 2015 to 1 October 2016. This Agreement was renewed on 1 November 2016 and expires on 31 October 2017.
1 May 2014	MEEG Holdings Limited	The Agent is entitled to a fixed sourcing fee of 2.5% of the value of equipment and service procured from third parties exclusive of GCT	Product Sourcing Agreement between the Company and the Agent, MEEG Holdings Limited, for the Agent to source/purchase equipment outside of Jamaica on behalf of the Company. Either party to the Agreement may terminate upon 30 day’ written notice to the other and in other circumstances (for bankruptcy, cause, etc). This Agreement was terminated on 31 October, 2015.

30 June 2012	MEEG Limited	Holdings	US\$753,524.00	Unsecured Promissory Notes (“the Notes”) issued by the Company to MEEG Holdings Limited (St. Lucia) during the 13 months prior to the prospectus. Of the amount owing US\$740,204 is principal and US\$13,1320 represents interest outstanding. Interest is calculated monthly on an amortized basis. By mutual understanding over the years, loans are automatically renewed at maturity date.
--------------	--------------	----------	----------------	---

The material contracts include the Real Property leases described above. The material contracts (together with certain other documents) will be available for inspection as described in Section 14.

7.10 LITIGATION

As at the date of this Prospectus, there were no material litigation, arbitration, or similar proceedings pending or threatened against the Company as defendant, and/or the circumstances which may give rise to such proceedings.

7.11 CHARGES REGISTERED AGAINST THE ASSETS OF THE COMPANY

As at the date of this Prospectus, the following security interests (within the meaning of the Security Interests in Personal Property Act) were registered against the public file of the Company in the National Register of Security Interests:

National Registration Details	
#1012286998	registered 2 January 2014 and lapses on the same date in 2024. Secures indebtedness to Sagicor Bank Jamaica Limited.
#1012665783	registered 2 January 2014 and lapses on the same date in 2024. Secures indebtedness to Bank of Nova Scotia (Jamaica) Limited.
#1012665895	registered 2 January 2014 and lapses on the same date in 2024. Secures indebtedness to Bank of Nova Scotia (Jamaica) Limited.
#1015327984	registered 30 October 2015 and lapses on the same date in 2025. Secures indebtedness to Sagicor Bank Jamaica Limited.
#1015328995	registered 30 October 2015 and lapses on the same date in 2025. Secures indebtedness to Sagicor Bank Jamaica Limited.
#1015690138	registered 21 December 2015 and lapses on the same date in 2025. Secures indebtedness to Sagicor Bank Jamaica Limited.
#1015690138	registered 18 May 2016 and lapses on the same date in 2026. Secures indebtedness to Sagicor Bank Jamaica Limited.

As at the date of this Prospectus, the following charges (within the meaning of section 93 of the Companies Act) were registered against the public file of the Company maintained by the Companies Office of Jamaica:

Security	Details
Bill of Sale over one (1) 2013 Toyota Hiace Engine #5L6212182	Created on 31 July 2013 and registered on 19 September 2013. Secures indebtedness in the amount of 3,489,146.00 to the Bank of Nova Scotia (Jamaica) Limited, with power to upstamp.
Bill of Sale over one(1) 2009 Toyota Hiace Panel Van Engine #5L6125265	Created on 27 August 2009 and registered on 21 September 2009. Secures indebtedness in the amount of of 1,500,000.00 to the Bank of Nova Scotia (Jamaica) Limited, with power to upstamp.
Bill of Sale over one (1) mitsubishi L300Window Van Engine #4D56LA7668	Created on 30 June 2006 and registered on 24 July 2006].Secures indebtedness in the amount og \$1,388,034.000 to the Bank of Nova Scotia (Jamaica) Limited, with power to upstamp.

SECTION 8: DETAILS OF THE DIRECTORS

8.1 DETAILS OF THE DIRECTORS

Brief biographical details of the Directors of the Company appear below. The Directors' addresses for service of documents are set out in Section 13.1 and all of them may be contacted for business purposes at the registered office of the Company.



Solomon Sharpe, Chief Executive Officer

Solomon O. Sharpe is the founder and CEO of the Company. Mr. Sharpe spearheads the Client Relations, Business Development and Product Diversification departments of the Company. Prior to founding the Company, he worked at Desnoes and Geddes and developed new approaches to event planning, marketing and promotion, focusing on sporting events in particular including the Red Stripe Super Stakes, Red Stripe Cup Cricket, Red Stripe Bowl Cricket and the Red Stripe Cricket Mound and also, music events such as Reggae Sunsplash and Reggae SumFest.



Mr. Richard Bair, Chief Operating Officer and Company Secretary

Richard Bair currently serves as Chief Operating Officer of the Company. He is responsible for the day to day commercial and financial operations of the business, and has oversight of large-scale projects/events. Prior to forming the Company, Mr. Bair worked at Cable and Wireless, Porter Brothers, and his proprietary entertainment promotions business, RAS Promotions.



Donna Waithe – Director of Human Resource, Development and Administration

Donna Waithe has been a part of the Company since its inception in 2004. She has oversight and responsibility for Human Resource management and development, employee benefits, performance tracking, training, logistics, office management and public liability insurance and compliance. She brings her considerable management experience gained at Air Jamaica prior to joining to the Company.



Harriat Maragh, Independent Non-Executive Director

Harriat (Harry) Maragh is currently the Chief Executive Officer of Lannaman & Morris Shipping Limited. Mr. Maragh has worked in the local shipping industry for over 20 years, having previously acted as Freight Sales Representative for both Hapag Lloyd and Harrison Line in Jamaica. He is also Chairman of the Kingston Port Workers Superannuation Fund and Metro Investments Limited and a Past President of the Shipping Association of Jamaica. His other associations include the Shipping Association of Jamaica, Shipping Association of Jamaica Property Limited, Seafreight Agencies Inc., ADVANTUM, National Cruise Council of Jamaica and Assessment Recoveries Limited.

Mr. Maragh is a member of the Institute of Chartered Shipbrokers. He has also been a lecturer in the Jamaica National Export Corporation (JNEC) training program for new employees in the shipping industry. Mr. Maragh attended Humber College of Applied Arts and Technology in Toronto, Canada.



Dr. Ian Blair, Independent Non-Executive Director

Dr. Ian Blair began his career as an aircraft mechanic with British West Indies Airlines (BWIA) and extended his professional career as a licensed aircraft engineer after completing further studies from B.O.A.C / B.E.A (British Airways) Aircraft Training College in London, England and the award of a civil aircraft engineer’s license from the Jamaican Civil Aviation Authority.

Dr. Blair received a Bachelor of Science (Hons.) in Management Studies (UWI), MSc in Accounting (UWI) and a Ph.D. in Business Administration (Strategic Management) from Kennedy-Western University. He previously held senior management positions as Vice President Maintenance and Technical Services at Air Jamaica, Senior VP Operations and Development, Port Authority of Jamaica. Since 2005, Dr. Blair has worked as a Management and Aviation consultant.



Mr. Hugh Graham, Independent Non-Executive Director

Mr. Hugh Graham Founded Paramount Trading (Jamaica) Limited in 1991 and has been its Chief Executive Officer and Managing Director since February 1991. Prior to forming that company Mr. Graham was a sales agent for international chemical manufacturers and distributors May and Baker Limited and Rhone Poulenc Inc. Under his guidance Paramount Trading has grown considerably and is now a publicly traded company listed on the Junior Market of the JSE.

In addition to his role on the board of Paramount Trading, Mr.

Graham has served as Councillor of the St. Catherine Parish Council for the Llundas Vale Division since 2007. He has also served on the Boards of The JUTC, Spectrum Management Authority, Ultimate Tyre Company, the National Water Commission and also Rural Water Supply Limited.



Tania Waldron – Gooden, Independent Non – Executive Director, Mentor

Tania Waldron-Gooden is the Senior Vice President, Corporate Finance, Research & Special Projects at Mayberry Investments Limited. As the Mentor of the Company, she is responsible for providing the Board with support in establishing proper procedures, systems and controls for its compliance with the Junior Market Rule requirements for financial reporting, good corporate governance, and the making of timely announcements.

Tania joined Mayberry as a Management Trainee approximately seven years ago. She rotated through the Research, Asset Management, Equity Trading, Corporate

Financing, Risk & Compliance and Information Technology departments. Before joining Mayberry, Tania worked in Pension Fund and Client Portfolio Management. She holds a Bachelor of Science degree (BSc. (Hons.)) in Geology from the University of the West Indies. Tania also holds a Master of Business Administration degree (M.B.A) from the University of Sunderland in the U.K. Tania has completed the Jamaica Securities Course as well as the Canadian Securities Course administered by the Canadian Securities Institute.

8.2 DIRECTORS’ INTERESTS IN ORDINARY SHARES

The Directors’ interests in the Shares of the Company (including legal and beneficial holdings) as at the date of this Prospectus, are set out below:

Name	Number of Shares before Opening Date of Invitation	Percentage Of Issued Shares before Opening Date of Invitation
Solomon Sharpe	Interests in MEEG Holdings Limited	Interests in 50%
Richard Bair	Interests in MEEG Holdings Limited	Interests in 50%

Assuming that the Invitation is successful and all of the Shares that are subject to it are subscribed, the interests of the Directors named above in the Shares of the Company will be as follows:



Name	Number of Shares after Closing Date of Invitation	Percentage Of issued Shares after Closing Date of Invitation
Solomon Sharpe	Interests in MEEG Holdings Limited	Interests in 40%
Richard Bair	Interests in MEEG Holdings Limited	Interests in 40%

The Directors named above are not eligible to subscribe for Shares in the Invitation.

Save as set out above, no Director or other person receives Shares, or options in respect of Shares, in consideration of the services rendered by him or her to the Company.

8.3 CORPORATE GOVERNANCE AND ACCOUNTABILITY

The Company is cognizant of its responsibilities to its Shareholders. In accordance with the Junior Market Rules, the Board has the following committees:

Audit and Compliance Committee	Compensation Committee
<i>Oversight of good fiscal discipline, financial reporting, timely disclosure, and compliance.</i>	<i>Oversight of the Company's remuneration arrangements of the Directors and senior officers.</i>
Dr. Ian Blair, Independent Chairman Hugh Graham, Independent Member Tania Waldron – Gooden, Independent Member	Solomon Sharpe, Member Richard Bair, Member Donna Waithe, Independent Member Dr. Ian Blair, Independent Member Hugh Graham, Independent Member Harriet Maragh, Independent Chairman Tania Waldron – Gooden, Independent Member

8.4 DIRECTORS' FEES AND EXECUTIVE EMOLUMENTS

Each Independent Director receives fees of J\$25,000-\$30,000 per meeting of the Board or any committee thereof, and reimbursement of reasonable fees and expenses, for attendance at each meeting of the Board of the Company, or any Committee thereof.

The Mentor is remunerated in accordance with his/her Mentor Agreement which provides that the mentor shall receive fees in the amount of J\$25,000 for the purpose of attendance at each Board of Board committee meetings of the company. The Mentor shall not receive additional remuneration for attendance at meetings in the capacity as director and mentor, and such fees shall be combined.

The executive Directors' emoluments at 31 October 2015 inclusive of salaries and benefits amount to \$26,700,000.00 in the aggregate.

Going forward, all compensation arrangements will be subject to review and approval by the Compensation Committee of the Board.

SECTION 9: MANAGEMENT DISCUSSION AND ANALYSIS

9.1 AUDITED FINANCIAL INFORMATION

The Company has been in operation for approximately 12 years, having launched its business in 2004. It aims to provide turnkey solutions to event management, digital signage and promotions services in Jamaica and the Caribbean. Services are currently provided to clients in Anguilla, Antigua, Aruba, Barbados, Bonaire, British Virgin Islands, Cayman, Curacao, Dominica, El Salvador, Grenada, Guyana, Haiti, Martinique, Montserrat, St. Kitts and Nevis, St. Lucia, St. Vincent, Suriname, Trinidad and Turks and Caicos.

The Company's financial year runs from November 1st to October 31st. Total Revenue in 2015 amounted to \$1.03 billion an increase of 54% relative to the \$669.46 million recorded in 2014.

During the 2015 financial year the Company earned \$742.72 million from its Entertainment Promotions revenue stream, and this accounted for 72% of overall revenues. This increase in revenue is as a result of increased service offerings by the Company and income opportunities for existing clients, following the Company's investment in cutting edge audio, multimedia and digital signage equipment. Additionally, the company solidified its relationship with one of its clients during the financial year which led to a number of new promotional and entertainment executions. During the same financial year, revenue from the Company's Digital Signage activities totaled \$151.47 million, up by 25% relative to the 2014 financial year. The Company also earned \$139 million from its Audio & Film operations, which represents an increase of 39% when compared to the \$100.34 million the Company earned from Audio and Film in the 2014 financial year. The increase in these categories of revenue was mainly as a result of increased earnings from equipment rental and new corporate client relationships created in the year 2015.

Overall, Gross Profit increased by 56% over the last 2 years, rising to \$376.32 million in 2015. The Gross Profit margin of the company increased in the same period, moving from 35.96% in the 2014 financial year, to 36.4% in 2015 as the increase in revenues outpaced Cost of Sales. Overall operating Expenses also increased, largely as a result of increases in Administrative Expenses of \$66.2 million year over year, to total \$304.89 million in the 2015 financial year. The increase in administrative expenses is as a result of increases in salaries and wages, and other general expenses associated with operating a larger company, including the hiring of more middle management staff, and the acquisition of a second location at the Kingston wharf. Selling and Promotion declined in 2015 moving from \$14.43 million to \$11.66 million while depreciation increased to \$41.95 million. As such, Operating Expenses totaled \$304.89 million for the 2015 financial year relative to \$231.08 million in the year prior.

The Company's Operating Profits increased by more than 595% in the last 2 years, to \$72.09 million in 2015 compared to \$10.37 million in the prior financial year. Finance costs increased by 13% to \$11.79 million in 2015, from \$10.48 million in 2014. Pre-tax profit of \$60.3 million was reported in 2015, compared to a loss of \$105,685.00 that was reported in 2014. The loss in 2014 was as a result of the spike in salaries and wages, sharp increases in depreciation and amortization levels following investments in audio, multimedia and digital assets, as well as a sharp increase in provisions for impaired receivables following management's decision to undertake a critical review of the trade receivables.

The Company's asset base also increased between 2014 and 2015. As at October 31, 2015, total Assets amounted to \$521.26 million, being 59% above the \$328.56 million as at October 31, 2014. Property, Plant & Equipment and Receivables accounted for the significant increase in Total Assets. Property, Plant & Equipment increased from \$187.6 million to \$279.69 million, while Receivables increased from \$119.33 million to \$206.46 million as at October 31, 2015. Total liabilities closed at \$335.53 million in 2015, an increase of 65% relative to that reported as at October 31, 2014. This resulted mainly from a \$64.16 million increase in payables, as a result of an increase in the amounts due to the parent Company, MEEG Holdings, in relation to a new trade marketing contract and a new short term supplier credit for the purchase of equipment. All other line items increased with the exception of non-current portion of bank loans. Return on Average Assets was 14.13% in the 2015 financial year while Return on Average Equity was 38.5% during the same period.

9.2 UNAUDITED FINANCIAL INFORMATION

The company has continued on its path of growth 11 months into its 2015/2016 financial year. Revenue for the 11 months ended September 2016 increased 11% to \$1.03 billion, up from the \$926.02 million booked for the comparative period in 2015. The growth in Revenue was driven by a significant number of new promotional and entertainment executions as well as increased service offerings and income opportunities from existing clients. Also, the company continues to benefit from its investment in equipment lines with revenues from annual and perennial events showing increases. Gross Profit for the period totaled \$394.64 million relative to \$346.83 million in 2015 due to growth in revenues. Total Operating Expenses amounted to \$321.41 million, 19% more than the \$270.71 million recorded the year prior. This increase was due to increased General Expenses.

There was also a notable increase of 198% in Other Income which totaled \$1.40 million; this compares with \$469,668.00 the year prior. This growth was as a result of a one-off distribution service provided to one of the Company's corporate clients. Finance Costs increased by 28% to \$13.54 million for the 11 months period up from \$10.56 million the corresponding prior period. Pre-tax Profit of \$61.09 million was recorded, representing an increase compared to \$66.03 million in 2015.

Assets totaled \$599.02 million as at September 30, 2016, \$85.25 million more than the \$513.77 million booked as at September 30, 2015. This resulted mainly from the increase in Property, Plant and Equipment from \$282.50 million to \$359.07 million. This increase was due to the acquisition by the Company of new audio, multimedia and digital signage equipment and also, the acquisition of a new fleet of vehicles. Total liabilities for the period amounted to \$352.26 million, an increase of 9% relative to 2015. This resulted mainly from a \$27.3 million increase in payables which represented amounts due on supply lines for new assets being acquired. Shareholders' Equity stood at \$246.76 million as at September 30, 2016.

9.3 INDUSTRY ANALYSIS AND FUTURE OUTLOOK

The Directors consider that the event management industry in Jamaica is thriving. Corporate entities have come to appreciate the power of brand marketing via sponsored events and productions. This helps to ensure that customers both discover and remain loyal to their products and services.

In Jamaica, the Directors note that an average of 1-2 events per day are held with a budget ranging from \$100k to \$100m. The Directors estimate that there are 38 event management companies operating in the Jamaican market. Of those companies, the Directors consider that the Company has 3 true competitors who provide packaged event management services. Outside of Kingston and the corporate area, competition is limited to small - to - medium type event management companies or individuals who have the ability to rent/lease equipment as needed to outfit an event.

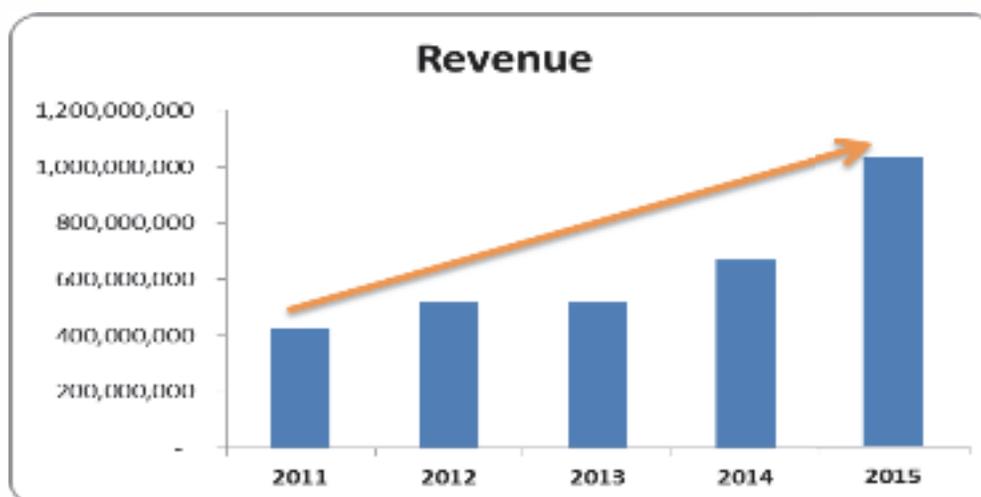
A major competitive advantage for the Company is the fact that it provides a turnkey solution primarily out of its own resources, so as to minimize process and completion risk arising from the failure of sub-contractors to deliver on time. For the same reason, the Company owns approximately 95% of the equipment and resources that it requires to execute projects in Jamaica, and therefore it is able to provide more competitive costing, faster service delivery, and flexibility of scaling projects and adding or subtracting features. The Company's strategy has been to acquire and incorporate the equipment and services that are frequently used by it, into its asset base, in order to provide better service delivery, costing and a robust portfolio of services ensuring a single point of contact for every client need.

In order to ensure it retains and increases its market share, the Company intends to maintain its creation, innovation and execution of world-class products and services. It also intends to continue being first to market with new products and services, as relates technology, and shall do all this while simultaneously carrying out an extensive marketing campaign that will ensure maximum visibility and boost business.

The Company's management intends to expand most of its offerings within Jamaica and ultimately, within the Caribbean, to ensure customer satisfaction, and foster stronger relationships in the region.

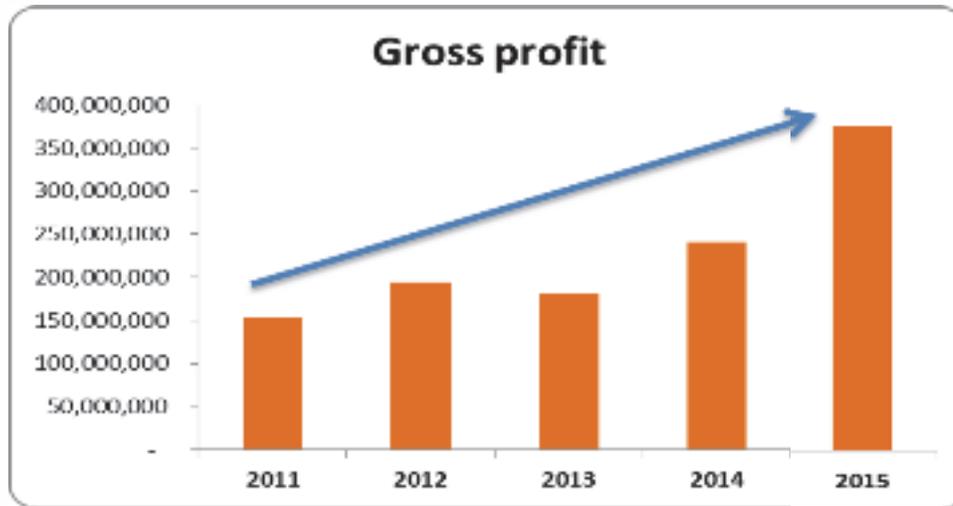
9.4 FINANCIAL HIGHLIGHTS

9.4.1 Revenue Analysis



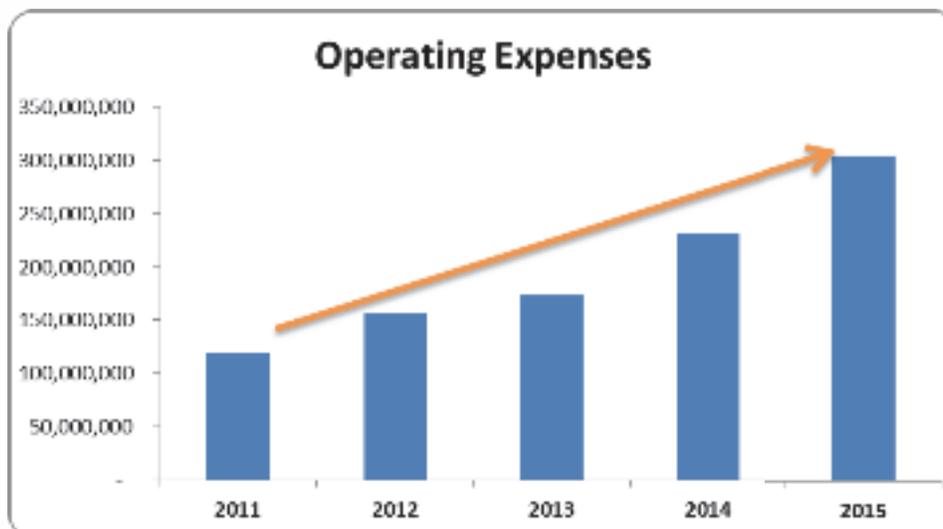
Revenues have increased over the past 5 financial years, albeit fluctuating, moving from \$425.15 million in financial year 2011 to \$1.03 billion in financial year 2015. For financial year 2015, Revenues grew by 54% when compared with the \$669.46 million booked in 2014. Over the 5 year period, Revenues increased at an annual compounded rate of 25%.

9.4.2 Gross Profit Analysis



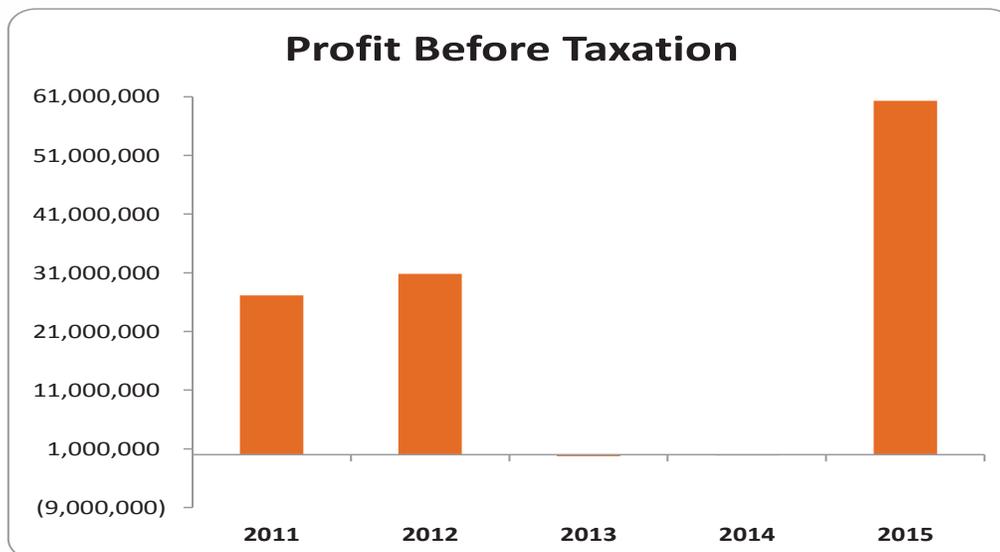
The Company recorded Gross Profit of \$376.32 million for the financial year 2015. This represents a compounded annual growth rate of 25% when compared to \$153.34 million booked in financial year 2011. Relative to financial year 2014, Gross Profit increased by 56% in financial year 2015, from \$240.71 million this despite a growth in cost of sales. This growth in cost of sales resulted from an increase in the rates for field workers contracted by the Company, and inflationary increases in third party rates, which were absorbed by the Company. Under contractual arrangements with one major corporate client, event budgets were not expanding from the prior year. However, venue rental rates, security rates, caterer rates, party rental rates, fees for permits and licenses were showing slight increases. To maintain client relationships, these inflationary increases were absorbed by the Company on occasion, to ensure the success of the event according to the vision and the standards set.

9.4.3 Operating Expense Analysis



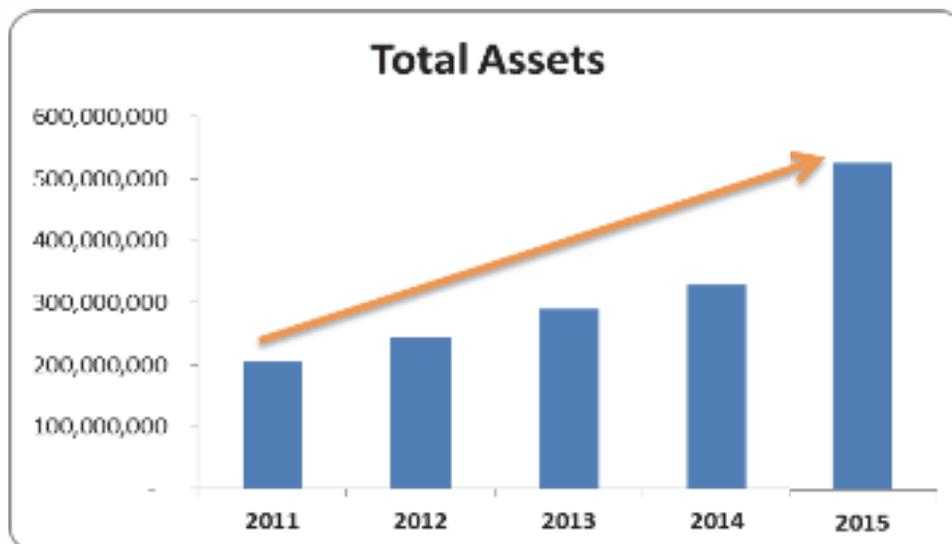
Operating Expenses totaled \$304.89 million in financial year 2015. This represents a 32% increase from the \$231.08 million booked in financial year 2014. Over the 5 year period under review commencing in financial year 2011, Operating Expenses have increased at an annual compounded rate of 26%.

9.4.4 Profit Before Taxation



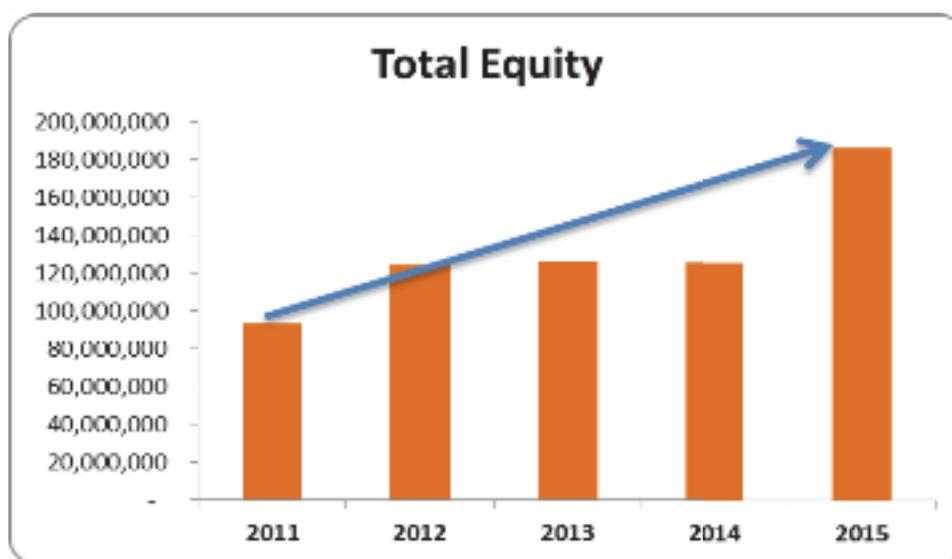
For the financial year 2015, the Company reported Profit before Taxation of \$60.3 million. This compares with a loss booked in financial year 2014 as a result of (i) increased lease charges following re-location of the Company's headquarters, and (ii) increased wage expenses as a result of re-organization and expansion of the Company, particularly in managerial capabilities and recruitment of a promoter for one of the Company's larger clients. Over the past 5 financial years, Profit before Taxation has grown by a CAGR of 22% when compared to the \$27.15 million in financial year 2011. The notable increase in Profit before Taxation in financial year 2015 could be attributed to the growth in the Company's revenue streams following acquisition of more equipment to realize greater revenue earnings.

9.4.5 Total Asset Analysis



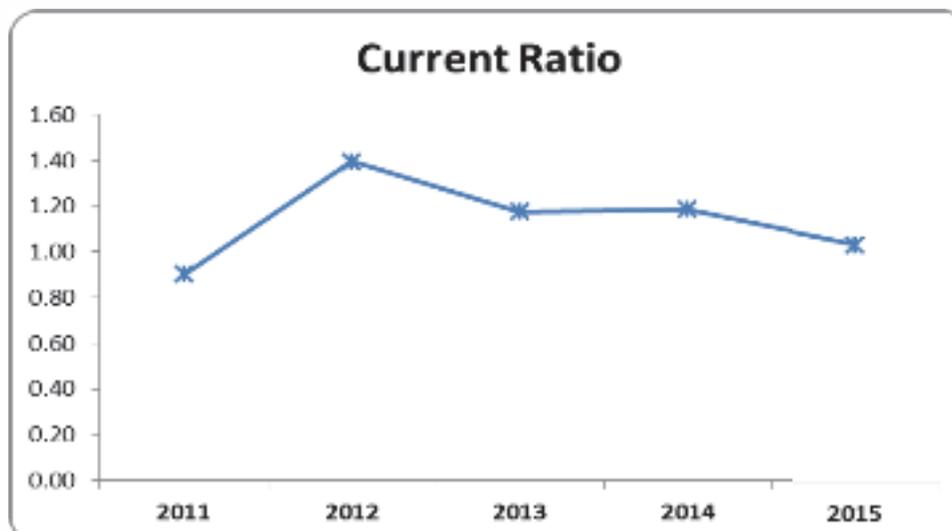
Assets totaled \$521.26 million at the end of financial year 2015, a total of \$192.7 million more than the \$328.56 million booked at the end of financial year 2014. This significant increase in assets is due to an increase in Property, plant and equipment from \$187.6 million to \$279.7 million. Of note, receivables also increased growing by 73% to \$206.46 million. This resulted from extended credit terms for some major corporate clients.

9.4.6 Total Equity Analysis



Shareholders' Equity has increased over the last 5 years, while slightly decreasing in 2014 due to \$125.7m. Shareholder's Equity increased from \$93.33 million in financial year 2011 and was \$185.73 million in financial year 2015. The increase was driven by growth in profits which have been retained in the business.

9.4.7 Current Ratio



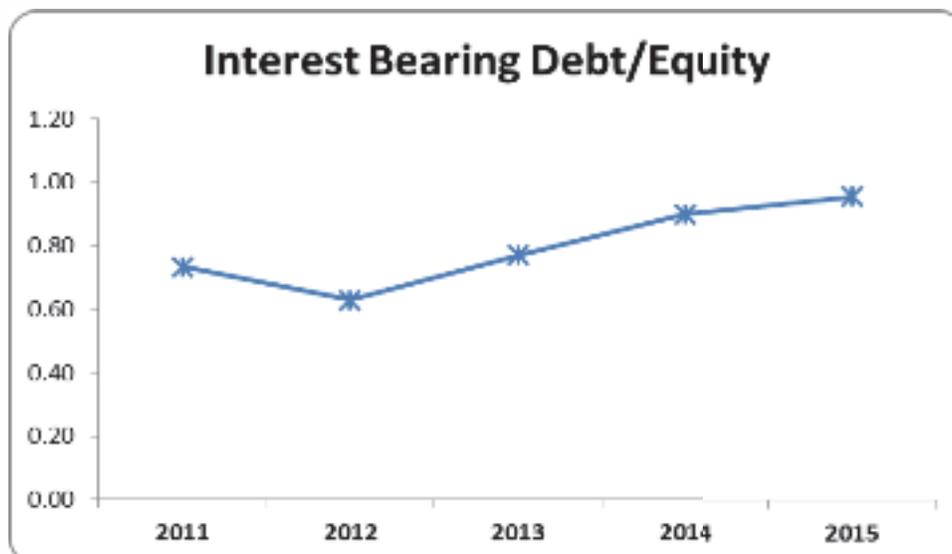
Over the past 4 financial years, the Company has maintained a current ratio exceeding one time with the ratio moving from 1.19 times in financial year 2014 to 1.03 times in financial year 2015. This implies that during the period the Company's current assets were sufficient to meet all of its short term liabilities that are due for payment in one year or less.

9.4.8 Gross Profit Margin



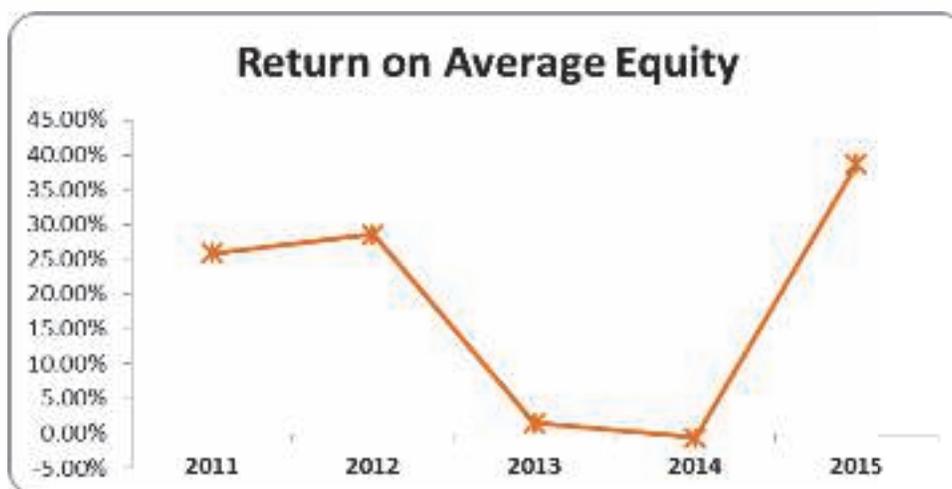
Gross Profit as a proportion of Revenues has averaged over 36% in the 5 financial years under review. In financial year 2012, the gross profit margin reached a high of 37.45% as year - over - year growth in Revenue outpaced the increase in cost of sales. In 2013, the Company took the decision to start investing heavily in its own equipment which resulted in less outsourcing, and consequently, the Company earning better margins. In 2013, the Company experienced a lower gross profit margin due to the fact that the Company partnered on an event which struggled to cover the costs of the event.

9.4.9 Interest Bearing Debt to Equity Ratio



As at 31 October 2015, total interest bearing debt was 0.96 times Shareholders' Equity. When compared to prior financial years this represents an increase as interest-bearing debt has increased at a faster rate than equity.

9.4.10 Return on Average Equity Analysis



Return on average equity (Net Profit as a result of average shareholders' equity) has fluctuated over the 5 financial years under review. Between financial years 2012 and 2014, there was a decline in return on average equity which then increased between 2014 and 2015. The decline between 2012 and 2014 was as a result of sharp increases in salaries and wages, higher depreciation, amortization and impairment rates and finance costs as indicated prior. Return on average moved from -0.55% in 2014 to 38.5% in 2015 as the Company benefited from improved profit margins which is expected to be maintained going forward.

SECTION 10: FINANCIAL INFORMATION

Part 1: Audited Financial Information



MAIN EVENT ENTERTAINMENT GROUP LIMITED

FINANCIAL STATEMENTS

31 OCTOBER 2015

MAIN EVENT ENTERTAINMENT GROUP LIMITED

FINANCIAL STATEMENTS

31 OCTOBER 2015

I N D E X

	<u>PAGE</u>
Independent Auditors' Report to the Members	1-2
<u>FINANCIAL STATEMENTS</u>	
Statement of Profit or Loss and Other Comprehensive Income	3
Statement of Financial Position	4
Statement of Changes in Equity	5
Statement of Cash Flows	6
Notes to the Financial Statements	7-35
<u>SUPPLEMENTARY INFORMATION</u>	
Independent Auditors' Report to the Directors	36
Detailed Statement of Profit or Loss	37
Schedule of Expenses	38-39

INDEPENDENT AUDITORS' REPORT

To the Members of
Main Event Entertainment Group Limited

Report on the Financial Statements

We have audited the financial statements of Main Event Entertainment Group Limited set out on pages 3 to 35, which comprise the statement of financial position as at 31 October 2015, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and 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 the Jamaican Companies Act. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation 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 about 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 the auditors' 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, the auditors consider internal control relevant to the company'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 company'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.

INDEPENDENT AUDITORS' REPORT (CONT'D)

To the Members of
Main Event Entertainment Group Limited

Opinion

In our opinion, the financial statements give a true and fair view of the company's financial position as at 31 October 2015, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and comply with the requirements of the Jamaican Companies Act.

Report on Additional Requirements of the Jamaican Companies Act

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

In our opinion, proper accounting records have been kept and the financial statements are in agreement therewith, and give information required by the Jamaican Companies Act, in the manner so required.

A handwritten signature in black ink, appearing to read 'BDO', with a stylized flourish extending from the end.

Chartered Accountants

12 July 2016

MAIN EVENT ENTERTAINMENT GROUP LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

YEAR ENDED 31 OCTOBER 2015

	<u>Note</u>	<u>2015</u> \$	<u>2014</u> \$
REVENUE	6	1,033,804,439	669,462,915
Cost of sales		(657,482,335)	(428,749,909)
GROSS PROFIT		376,322,104	240,713,006
Other operating income	7	<u>657,596</u>	<u>741,433</u>
		<u>376,979,700</u>	<u>241,454,439</u>
EXPENSES:			
Administrative and general		251,280,149	185,119,282
Selling and promotion		11,659,307	14,433,981
Depreciation		<u>41,949,128</u>	<u>31,530,498</u>
		<u>304,888,584</u>	<u>231,083,761</u>
OPERATING PROFIT		72,091,116	10,370,678
Finance costs	8	(11,787,887)	(10,476,363)
PROFIT/(LOSS) BEFORE TAXATION		60,303,229	(105,685)
Taxation	11	(275,495)	(590,945)
NET PROFIT/(LOSS), BEING TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>60,027,734</u>	<u>(696,630)</u>

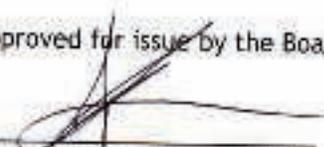
MAIN EVENT ENTERTAINMENT GROUP LIMITED

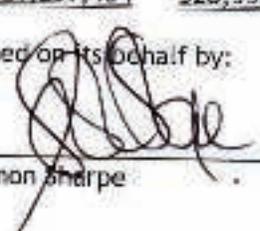
STATEMENT OF FINANCIAL POSITION

31 OCTOBER 2015

	<u>Note</u>	<u>2015</u> £	<u>2014</u> £
ASSETS			
NON-CURRENT ASSETS:			
Property, plant and equipment	12	279,693,060	187,599,245
Deferred tax asset	13	<u>13,230,294</u>	<u>8,499,791</u>
		<u>292,923,354</u>	<u>196,099,036</u>
CURRENT ASSETS:			
Receivables	14	206,461,478	119,327,590
Taxation recoverable		-	752,469
Cash and bank balances	15	<u>21,874,632</u>	<u>12,379,865</u>
		<u>228,336,110</u>	<u>132,459,924</u>
		<u>521,259,464</u>	<u>328,558,960</u>
EQUITY AND LIABILITIES			
SHAREHOLDERS' EQUITY:			
Share capital	16	200	200
Retained earnings		<u>185,733,637</u>	<u>125,705,903</u>
		<u>185,733,837</u>	<u>125,706,103</u>
NON-CURRENT LIABILITIES:			
Related party balances	17	80,230,988	41,625,685
Loans	18	20,770,674	49,010,762
Finance lease obligation	19	<u>13,897,451</u>	<u>626,182</u>
		<u>114,899,113</u>	<u>91,262,629</u>
CURRENT LIABILITIES:			
Payables	20	153,947,676	89,782,196
Bank overdraft	15	42,369,775	11,551,852
Finance lease obligation	19	532,566	519,669
Related party balances	17	14,400,843	9,038,567
Current portion of loans	18	5,360,565	697,944
Taxation		<u>4,015,089</u>	-
		<u>220,626,514</u>	<u>111,590,228</u>
		<u>521,259,464</u>	<u>328,558,960</u>

Approved for issue by the Board of Directors on 12 July 2016 and signed on its behalf by:


Richard Bair - Director


Solomon Sharpe - Director

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 OCTOBER 2015

	<u>Share Capital</u> \$	<u>Retained Earnings</u> \$	<u>Total</u> \$
BALANCE AT 31 OCTOBER 2013	200	126,402,533	126,402,733
TOTAL COMPREHENSIVE INCOME			
Net loss	<u>-</u>	<u>(696,630)</u>	<u>(696,630)</u>
BALANCE AT 31 OCTOBER 2014	200	125,705,903	125,706,103
TOTAL COMPREHENSIVE INCOME			
Net profit	<u>-</u>	<u>60,027,734</u>	<u>60,027,734</u>
BALANCE AT 31 OCTOBER 2015	<u>200</u>	<u>185,733,637</u>	<u>185,733,837</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

STATEMENT OF CASH FLOWS

YEAR ENDED 31 OCTOBER 2015

	<u>2015</u> £	<u>2014</u> £
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit/(loss)	60,027,734	(696,630)
Items not affecting cash resources:		
Depreciation	41,949,128	31,530,498
Interest expense	9,447,504	7,773,642
Interest income	(175,836)	(113,120)
Exchange loss on foreign balances	3,974,859	5,195,227
Taxation expense	275,495	590,945
Loss on disposal of property, plant and equipment	<u>4,065,720</u>	<u>-</u>
	119,564,604	44,280,562
Changes in operating assets and liabilities:		
Receivables	(87,133,888)	(26,707,093)
Related party balances	40,767,346	(1,394,544)
Taxation recoverable	752,469	(137,618)
Payables	<u>64,165,480</u>	<u>26,514,163</u>
	138,116,011	42,555,470
Taxation paid	<u>(990,909)</u>	<u>(4,539,572)</u>
	<u>137,125,102</u>	<u>38,015,898</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(138,516,226)	(52,716,554)
Proceeds from disposal of property, plant and equipment	407,563	-
Interest received	<u>175,836</u>	<u>113,120</u>
	<u>(137,932,827)</u>	<u>(52,603,434)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Loan received	14,444,459	39,165,161
Loan repayments	(24,737,760)	(17,326,198)
Interest paid	<u>(9,447,504)</u>	<u>(6,917,829)</u>
	<u>(19,740,805)</u>	<u>14,921,134</u>
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(20,548,530)	333,598
Exchange loss on foreign cash balances	(774,626)	(2,234,897)
Cash and cash equivalents at beginning of year	<u>828,013</u>	<u>2,729,312</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 16)	<u>(20,495,143)</u>	<u>828,013</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

1. IDENTIFICATION AND PRINCIPAL ACTIVITIES:

- (a) Main Event Entertainment Group Limited is a limited liability company incorporated and domiciled in Jamaica. The registered office of the company is 70-72 Lady Musgrave Road, Kingston 10.
- (b) The principal activities of the company are to carry on the business of entertainment promoter, agent and manager.
- (c) The company is a subsidiary of MEEG Holdings, a company incorporated and domiciled in Saint Lucia.

2. REPORTING CURRENCY:

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

3. SIGNIFICANT ACCOUNTING POLICIES:

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

(a) Basis of preparation -

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), and have been prepared under the historical cost convention.

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

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd) -

Amendments to published standards effective in the current year that are relevant to the company's operations

IAS 32 (Amendment), 'Financial instruments: Presentation' (effective for annual periods beginning on or after 1 January 2014). Amendments relating to the offsetting of assets and liabilities. The amendment addresses inconsistencies in current practice when applying the offsetting criteria in IAS 32 Financial Instruments: Presentation. The amendments clarify the meaning of 'currently has legally enforceable right of set-off' and that some gross settlement systems may be considered equivalents to net settlement. The adoption of this standard has no significant impact on the company's financial statements.

IAS 36 (Amendments), 'Impairment of Assets', (effective for annual periods beginning on or after 1 January 2014) Amendments arising from Recoverable Amounts Disclosures for Non-Financial Assets. The amendments align the disclosures required for the recoverable amount of an asset (or Cash Generating Unit (CGU)) when this has been determined on the basis of fair value less costs of disposal with those required where the recoverable amount has been determined on the basis of value in use. Certain disclosures are now only required when an impairment loss has been recorded or reversed in respect of an asset or CGU. Other disclosure requirements have been clarified and expanded, for assets or CGUs where the recoverable amount has been determined on the basis of fair value less costs of disposal. The adoption of this standard has no significant impact on the company's financial statements.

Annual improvements to IFRS, 2010-2012 and 2011-2013 cycles contain amendments to certain standards and interpretations and are effective for accounting periods beginning on or after 1 July 2014. The main amendments applicable to the company are as follows:

IAS 24, 'Related Party Disclosures' has been amended to extend the definition of 'related party' to include a management entity that provides key management personnel services to the reporting entity, either directly or through a group entity. For related party transactions that arise when key management personnel services are provided to a reporting entity, the reporting entity is required to separately disclose the amounts that it has recognized as an expense for those services that are provided by a management entity; however, it is not required to 'look through' the management entity and disclose compensation paid by the management entity to the individuals providing the key management personnel services.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd) -

Amendments to published standards effective in the current year that are relevant to the company's operations (cont'd)

IFRS 13, 'Fair Value Measurement' has been amended to clarify that issuing of the standard and consequential amendments to IAS 39 and IFRS 9, did not intend to prevent entities from measuring short-term receivables and payables that have no stated interest rate at their invoiced amounts without discounting, if the effect of not discounting is immaterial.

Standards and amendments to published standards that are not yet effective and have not been early adopted by the company

IAS 1, 'Presentation of Financial Statements', (effective for annual periods beginning on or after 1 January 2016), has been amended to clarify or state the following:

- Specific single disclosures that are not material do not have to be presented even if they are a minimum requirement of a standard. The order of notes to the financial statements is not prescribed.
- Line items on the statement of financial position and the statement of profit or loss and other comprehensive income should be disaggregated if this provides helpful information to users. Line items can be aggregated if they are not material.
- Specific criteria is now provided for presenting subtotals on the statement of financial position and in the statement of profit or loss and other comprehensive income with additional reconciliation requirements.
- The presentation in the statement of other comprehensive income of items arising from joint ventures and associates accounted for using the equity method follows IAS 1 approach of splitting items that may, or that will never, be reclassified to profit or loss.

IAS 16, 'Property, Plant and Equipment' (effective for annual periods beginning on or after 1 January 2016), has been amended to state that revenue-based methods of depreciation cannot be used for property, plant and equipment. This is because such methods reflect factors other than the consumption of economic benefits embodied in the asset.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd) -

Standards and amendments to published standards that are not yet effective and have not been early adopted by the company (cont'd)

IFRS 7, 'Financial Instruments: Disclosures', (effective for annual periods beginning on or after 1 January 2016), has been amended to clarify when servicing arrangements are the scope of its disclosure requirements on continuing involvement in transferred assets in cases when they are derecognized in their entirety. A servicer is deemed to have continuing involvement if it has an interest in the future performance of the transferred asset - e.g. if the servicing fee is dependent on the amount or timing of the cash flows collected from the transferred financial asset; however, the collection and remittance of cash flows from the transferred asset to the transferee is not, in itself, sufficient to be considered 'continuing involvement'.

IFRS 9, Financial Instruments, (effective for annual reporting periods beginning on or after January 1, 2018), replaces the existing guidance in IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 includes revised guidance on the classification and measurement of financial assets and liabilities, including a new expected credit loss model for calculating impairment of financial assets and the new general hedge-accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. Although the permissible measurement bases for financial assets - amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL) - are similar to IAS 39, the criteria for classification into the appropriate measurement category are significantly different. IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' model, which means that a loss event will no longer need to occur before an impairment allowance is recognized.

IFRS 15, 'Revenue from Contracts with Customers', (effective for periods beginning on or after 1 January 2018). IFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The company is assessing the impact of IFRS 15.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(a) Basis of preparation (cont'd) -

Standards and amendments to published standards that are not yet effective and have not been early adopted by the company (cont'd)

IFRS 16, 'Leases', (effective for annual periods beginning on or after 1 January 2019), replaces IAS 17 Leases, IFRIC 4 Determining whether an arrangement contains a lease, SIC 15 Operating Leases-Incentives and SIC 27 Evaluating the Substance of Transactions involving the Legal Form of a Lease. The new standard eliminates the classification by a lessee of leases as either operating or finance. Instead all leases are treated in a similar way to finance leases in accordance with IAS 17. Leases are now recorded in the statement of financial position by recognizing a liability for the present value of its obligation to make future lease payments with an asset (comprised of the amount of the lease liability plus certain other amounts) either being disclosed separately in the statement of financial position (within right-of-use assets) or together with property, plant and equipment. The most significant effect of the new requirements will be an increase in recognized lease assets and financial liabilities. The company is currently assessing the impact future adoption of the new standard may have on the financial statements.

The directors anticipate that the adoption of the standards, amendments and interpretations, which are relevant in future periods, is unlikely to have any material impact on the financial statements.

(b) Foreign currency translation -

Foreign currency transactions are accounted for at the exchange rates prevailing at the dates of the transactions.

Monetary items denominated in foreign currency are translated to Jamaican dollars using the closing rate as at the reporting date. Non-monetary items measured at historical cost denominated in a foreign currency are translated using the exchange rate as at the date of initial recognition; non-monetary items in a foreign currency that are measured at fair value are translated using the exchange rates at the date when the fair value was determined.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(b) Foreign currency translation (cont'd) -

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

(c) Property, plant and equipment -

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

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

Leasehold improvements	10%
Audio and filming equipment	10%
Furniture, fixtures and equipment	10%
Motor vehicles	12.5%
Tools and other equipment	15%
Computers	20%

Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amounts and are taken into account in determining profit.

(d) Impairment of non-current assets -

Property, plant and equipment and other non-current assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the greater of an asset's net selling price and value in use. Non financial assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(e) Financial instruments -

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

Financial assets

(i) **Classification**

The company classifies its financial assets in the category, loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the reporting date. These are classified as non-current assets. The company's loans and receivables comprise trade receivables and cash and bank balances.

(ii) **Recognition and Measurement**

Regular purchases and sales of financial assets are recognized on the trade-date - the date on which the company commits to purchase or sell the asset. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the company has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

The company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. If any such evidence exists, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss - is removed from other comprehensive income and recognized in profit or loss.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(e) Financial instruments (cont'd) -

Financial liabilities

The company's financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method. At the reporting date, the following items were classified as financial liabilities: long term liabilities, due to related companies, bank overdraft and trade payables.

(f) Trade receivables -

Trade receivables are carried at original invoiced amount less provision made for impairment of these receivables. A provision for impairment of trade receivables is established when there is objective evidence that the company will not collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the carrying amount and the recoverable amount, being the expected cash flows discounted at the market rate of interest for similar borrowings. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in profit or loss. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to profit or loss. Other receivables are stated at amortized cost less impairment losses.

(g) Cash and cash equivalents -

Cash and cash equivalents are carried in the statement of financial position at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand and short term deposits with original maturity of 90 days or less.

(h) Borrowings -

Borrowings are recognized initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective yield method. Any difference between proceeds, net of transaction costs, and the redemption value is recognized in profit or loss over the period of the borrowings.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(i) Current and deferred income taxes -

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

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

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

Deferred tax is charged or credited to profit or loss, except where it relates to items charged or credited to other comprehensive income or equity, in which case deferred tax is also dealt with in other comprehensive income or equity.

(j) Revenue recognition -

Revenue is recognized when it is probable that economic benefits will flow to the company and the revenue can be reliably measured. Revenue for services rendered is recognised in the period in which they are rendered.

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

(k) Leases -

Leases of property where the company has substantially all the risks and rewards of ownership are classified as finance leases. Finance charges are expensed in the statement of profit or loss and other comprehensive income over the lease period. Leases where a significant portion of the risk and rewards of ownership are retained by the lessor are classified as operating leases. Payments under operating leases are charged as an expense in the statement of profit or loss and other comprehensive income on the straight line basis over the period of the lease.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D):

(l) Related party identification -

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 venture;
- (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 an individual referred to in (i) or (iv) above;
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant costing power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v) above; or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the company, or of any company 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.

MAIN EVENT ENTERTAINMENT GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS****31 OCTOBER 2015****4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:**

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

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

In the process of applying the company's accounting policies, management has not made any judgements that it believes would cause a significant impact on the amounts recognized in the financial statements.

(b) Key sources of estimation uncertainty -

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

(i) Fair value estimation

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

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

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

(i) The face value, less any estimated credit adjustments, for financial assets and liabilities with a maturity of less than one year are estimated to approximate their fair values. These financial assets and liabilities include cash and cash equivalents, receivables, payables and related party balances.

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

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D):

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

(ii) Depreciable assets

Estimates of the useful life and the residual value of property, plant and equipment are required in order to apply an adequate rate of transferring the economic benefits embodied in these assets in the relevant periods. The company applies a variety of methods in an effort to arrive at these estimates from which actual results may vary. Actual variations in estimated useful lives and residual values are reflected in profit or loss through impairment or adjusted depreciation provisions.

(iii) Income taxes

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

5. FINANCIAL RISK MANAGEMENT:

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

- Credit risk
- Market risk
- Liquidity risk

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

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

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

(i) Principal financial instruments

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

- Trade receivables
- Cash and bank balances
- Trade payables
- Related party balances
- Long term liabilities
- Bank overdraft

(ii) Financial instruments by category

Financial assets

	<u>Loans and Receivables</u>	
	<u>2015</u>	<u>2014</u>
	\$	\$
Cash and bank balances	21,874,632	12,379,865
Trade receivables	<u>199,983,322</u>	<u>114,150,712</u>
Total financial assets	<u>221,857,954</u>	<u>126,530,577</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(ii) Financial instruments by category (cont'd)

Financial liabilities at amortised cost -

	<u>2015</u>	<u>2014</u>
	\$	\$
Trade payables	97,037,958	63,250,102
Due to related parties	94,631,831	50,664,252
Long term liabilities	41,108,264	50,854,557
Bank overdraft	<u>42,369,775</u>	<u>11,551,852</u>
Total financial liabilities	<u>275,147,828</u>	<u>176,320,763</u>

(iii) Financial instruments not measured at fair value

Financial instruments not measured at fair value includes cash and cash equivalents, receivables, payables, long term liabilities and related party balances.

Due to their short-term nature, the carrying value of cash and cash equivalents, receivables and payables approximates their fair value.

(iv) Financial risk factors -

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

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

(i) Market risk

Currency risk

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

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(i) Market risk (cont'd)

Currency risk (cont'd)

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

Concentration of currency risk

The company is exposed to foreign currency risk in respect of US dollar related party loan balances and cash and bank balances amounting to \$80,230,988 (2014 - \$41,625,685) and \$6,314,314 (2014-\$7,494,887), respectively.

Foreign currency sensitivity

The following table indicates the sensitivity of profit before taxation to changes in foreign exchange rates. The change in currency rate below represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis represents outstanding foreign currency denominated cash and bank and accounts receivable balances, and adjusts their translation at the year-end for 8% (2014 - 10%) depreciation and a 1% (2014 - 1%) appreciation of the Jamaican dollar against the US dollar. The changes below would have no impact on other components of equity.

	% Change in Currency rate <u>2015</u>	Effect on Profit before Tax 31 December <u>2015</u> \$	% Change in Currency rate <u>2014</u>	Effect on Profit before Tax 31 December <u>2014</u> \$
Currency:				
USD	-8	(5,913,334)	-10	(3,413,080)
USD	<u>+1</u>	<u>739,167</u>	<u>+1</u>	<u>341,308</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(i) Market risk (cont'd) -

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The company is currently not exposed to price risk.

Cash flow and fair value interest rate risk

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

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

Short term deposits and long term loans are the only interest bearing assets and liabilities respectively, within the company. The company's short term deposits are due to mature within 3 months of the reporting date.

Interest rate sensitivity

There is no significant exposure to interest rate risk on short term deposits, as these deposits have a short term to maturity and are constantly reinvested at current market rates.

(ii) Credit risk

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

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(ii) Credit risk (cont'd)

Trade receivables

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

Customer credit risks are monitored according to credit characteristics such as whether it is an individual or company, geographic location, industry, ageing profile, and previous financial difficulties.

The company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade receivables. The company addresses impairment assessment in two areas: individually assessed allowances and collectively assessed allowance.

The company's average credit period on the sale of service is 30 days. Trade receivables past due beyond 90 days are provided for based on an estimate of amounts that would be irrecoverable, determined by taking into consideration past default experience, current economic conditions and expected receipts and recoveries once impaired.

Cash and bank balances

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

Maximum exposure to credit risk

The maximum exposure to credit risk is equal to the carrying amount of trade and other receivables and cash and cash equivalents in the statement of financial position.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(ii) Credit risk (cont'd)

Trade receivables that are past due but not impaired

As at 31 October 2015, trade receivables of \$92,250,724 (2014 - \$51,456,544) were past due but not impaired. These relate to independent customers for whom there is no recent history of default.

Trade receivables that are past due and impaired

As of 31 October 2015, the company had trade receivables of \$9,698,566 (2014 - \$4,834,895) that were impaired. The amount of the provision was \$9,698,566 (2014 - \$4,834,895). These receivables were aged over 90 days.

Movements on the provision for impairment of trade receivables are as follows:

	<u>2015</u>	<u>2014</u>
	\$	\$
At 1 November	4,834,895	2,045,669
Provision for receivables impairment	8,279,238	4,208,202
Bad debts recovered, previously provided for	(3,415,567)	(278,000)
Receivables written off during the year as uncollectible	<u>-</u>	<u>(1,140,976)</u>
At 31 October	<u>9,698,566</u>	<u>4,834,895</u>

The creation and release of provision for impaired receivables have been included in expenses in profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. Impairment estimates have been adjusted based on actual collection patterns.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(ii) Credit risk (cont'd)

Trade receivables that are past due and impaired (continued)

Concentration of risk - trade receivables

The following table summarises the company's credit exposure for trade receivables at their carrying amounts, as categorized by the customer sector:

	<u>2015</u>	<u>2014</u>
	\$	\$
Entertainment promotions	120,603,425	68,349,805
Digital signage	80,921,100	43,616,009
Audio and film	<u>8,157,363</u>	<u>7,019,793</u>
	209,681,888	118,985,607
Less: Provision for credit losses	<u>(9,698,566)</u>	<u>(4,834,895)</u>
	<u>199,983,322</u>	<u>114,150,712</u>

(iii) Liquidity risk

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

Liquidity risk management process

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

- (i) Monitoring future cash flows and liquidity on a weekly basis.
- (ii) Maintaining committed lines of credit.
- (iii) Optimising cash returns on investments.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(iv) Financial risk factors (cont'd) -

(iii) Liquidity risk (cont'd)

Cash flows of financial liabilities

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

	<u>Within 1</u> <u>Year</u> <u>£</u>	<u>1 to 2</u> <u>Years</u> <u>£</u>	<u>2 to 5</u> <u>Years</u> <u>£</u>	<u>Total</u> <u>£</u>
At 31 October 2015				
Trade payables	97,037,958	-	-	97,037,958
Related party balances	22,263,326	41,506,071	17,290,355	81,059,752
Bank overdraft	42,369,775	-	-	42,369,775
Long term liabilities	<u>22,335,270</u>	<u>15,835,909</u>	<u>6,982,993</u>	<u>45,154,172</u>
Total financial Liabilities (contractual maturity dates)	<u>184,006,329</u>	<u>57,341,980</u>	<u>24,273,348</u>	<u>265,621,657</u>
	<u>Within 1</u> <u>Year</u> <u>£</u>	<u>1 to 2</u> <u>Years</u> <u>£</u>	<u>2 to 5</u> <u>Years</u> <u>£</u>	<u>Total</u> <u>£</u>
At 31 October 2014				
Trade payables	63,250,102	-	-	63,250,102
Related party balances	26,669,005	12,725,554	8,639,125	48,033,684
Bank overdraft	11,551,852	-	-	11,551,852
Long term liabilities	<u>25,335,509</u>	<u>18,943,938</u>	<u>12,758,050</u>	<u>57,037,497</u>
Total financial Liabilities (contractual maturity dates)	<u>126,806,468</u>	<u>31,669,492</u>	<u>21,397,175</u>	<u>179,873,135</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

5. FINANCIAL RISK MANAGEMENT (CONT'D):

(v) Capital management -

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

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

6. REVENUE:

	<u>2015</u> \$	<u>2014</u> \$
Audio and film	139,618,627	100,344,112
Digital signage	151,467,377	120,963,133
Entertainment promotions	<u>742,718,435</u>	<u>448,155,670</u>
	<u>1,033,804,439</u>	<u>669,462,915</u>

7. OTHER OPERATING INCOME:

	<u>2015</u> \$	<u>2014</u> \$
Interest income	175,836	113,120
Other income	<u>481,760</u>	<u>628,313</u>
	<u>657,596</u>	<u>741,433</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

8. FINANCE COSTS:

	<u>2015</u>	<u>2014</u>
	\$	\$
Bank charges	2,050,230	2,702,721
Loan interest	<u>9,737,657</u>	<u>7,773,642</u>
	<u>11,787,887</u>	<u>10,476,363</u>

9. EXPENSES BY NATURE:

	<u>2015</u>	<u>2014</u>
	\$	\$
Cost of sales	657,482,335	428,749,909
Directors' remuneration	26,700,000	20,058,521
Staff costs (note 10)	131,220,731	86,731,345
Advertising and entertainment	11,659,307	14,433,981
Rent	15,225,543	14,860,248
Utilities	13,246,774	11,046,233
Repairs and maintenance	8,031,181	6,069,763
Gasoline	12,927,627	12,807,394
Motor vehicle expenses	8,755,663	8,532,016
General office expenses	4,625,050	3,109,540
Security	3,789,161	3,723,549
Research and development	2,544,367	2,557,110
Depreciation	41,949,128	31,530,498
Loss on disposal of property, plant and equipment	4,065,720	-
Increase in specific provision for doubtful debts	8,279,238	2,789,226
Loss on foreign exchange	1,390,181	5,195,227
Other operating expenses	<u>10,478,913</u>	<u>7,639,110</u>
	<u>962,370,919</u>	<u>659,833,670</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

10. STAFF COSTS:

	<u>2015</u>	<u>2014</u>
	\$	\$
Wages and salaries	125,802,513	83,853,456
Staff welfare and Insurance	<u>5,418,218</u>	<u>2,877,889</u>
	<u>131,220,731</u>	<u>86,731,345</u>

11. TAXATION EXPENSE:

- (a) Taxation is computed on the profit/(loss) for the year, adjusted for tax purposes, and comprises income tax at 25% .

	<u>2015</u>	<u>2014</u>
	\$	\$
Current taxation	5,005,998	-
Minimum business tax	-	60,000
Deferred taxation (note 13)	<u>(4,730,503)</u>	<u>530,945</u>
	<u>275,495</u>	<u>590,945</u>

- (b) The tax on the profit/(loss) before taxation differs from the theoretical amount that would arise using the applicable tax rate of 25%, as follows:

	<u>2015</u>	<u>2014</u>
	\$	\$
Profit/(loss) before taxation	<u>60,596,980</u>	<u>(105,685)</u>
Tax calculated at applicable tax rates	15,149,245	(26,421)
Adjusted for the effects of:		
Expenses not deductible for tax	18,319,133	5,478,484
Net effect of other charges and allowances	(33,192,883)	(4,921,118)
Minimum business tax	<u>-</u>	<u>60,000</u>
	<u>275,495</u>	<u>590,945</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

12. PROPERTY, PLANT AND EQUIPMENT:

	<u>Equipment</u>	<u>Leasehold</u> <u>Improvements</u>	<u>Furniture</u> <u>& Fixtures</u>	<u>Computer</u> <u>Equipment</u>	<u>Audio &</u> <u>Filming</u>	<u>Motor</u> <u>Vehicles</u>	<u>Total</u>
	£	£	£	£	£	£	£
Cost /valuation:							
1 November 2013	29,892,709	1,933,769	4,839,412	21,790,244	172,268,404	31,673,483	262,398,021
Additions	<u>29,834,993</u>	<u>2,935,623</u>	<u>953,547</u>	<u>1,207,293</u>	<u>17,785,098</u>	-	<u>52,716,554</u>
31 October 2014	59,727,702	4,869,392	5,792,959	22,997,537	190,053,502	31,673,483	315,114,575
Additions	51,058,954	388,322	479,723	3,485,908	68,243,527	14,859,792	138,516,226
Disposals	<u>(8,326,755)</u>	-	<u>(1,848,107)</u>	<u>(473,147)</u>	<u>(334,711)</u>	-	<u>(10,982,720)</u>
31 October 2015	<u>102,459,901</u>	<u>5,257,714</u>	<u>4,424,575</u>	<u>26,010,298</u>	<u>257,962,318</u>	<u>46,533,275</u>	<u>442,648,081</u>
Depreciation:							
1 November 2013	9,194,887	-	1,984,790	15,050,707	57,548,858	12,205,590	95,984,832
Charge for the year	<u>6,567,777</u>	<u>193,377</u>	<u>516,346</u>	<u>2,880,181</u>	<u>17,731,414</u>	<u>3,641,403</u>	<u>31,530,498</u>
31 October 2014	15,762,664	193,377	2,501,136	17,930,888	75,280,272	15,846,993	127,515,330
Disposals	<u>(5,396,410)</u>	-	<u>(871,039)</u>	<u>(241,988)</u>	-	-	<u>(6,509,437)</u>
Charge for the year	<u>13,002,688</u>	<u>511,996</u>	<u>370,283</u>	<u>2,204,856</u>	<u>22,010,123</u>	<u>3,849,182</u>	<u>41,949,128</u>
31 October 2015	<u>23,368,942</u>	<u>705,373</u>	<u>2,000,380</u>	<u>19,893,756</u>	<u>97,290,395</u>	<u>19,696,175</u>	<u>162,955,021</u>
Net Book Value:							
31 October 2015	<u>79,090,959</u>	<u>4,552,341</u>	<u>2,424,195</u>	<u>6,116,542</u>	<u>160,671,923</u>	<u>26,837,100</u>	<u>279,693,060</u>
31 October 2014	<u>43,965,038</u>	<u>4,676,015</u>	<u>3,291,823</u>	<u>5,066,649</u>	<u>114,773,230</u>	<u>15,826,490</u>	<u>187,599,245</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

13. DEFERRED TAX ASSET:

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

The movement in deferred taxation is as follows:

	<u>2015</u>	<u>2014</u>
	\$	\$
Balance at start of year	8,499,791	9,030,736
Charge for the year (note 11)	<u>4,730,503</u>	<u>(530,945)</u>
Balance at end of year	<u>13,230,294</u>	<u>8,499,791</u>

Deferred taxation is due to the following temporary differences:

	<u>2015</u>	<u>2014</u>
	\$	\$
Tax losses	-	890,809
Accelerated capital allowances	278,160	1,669,054
Other	<u>12,952,134</u>	<u>5,939,928</u>
	<u>13,230,294</u>	<u>8,499,791</u>

Deferred taxation charged to profit or loss comprises the following temporary differences:

	<u>2015</u>	<u>2014</u>
	\$	\$
Tax losses	(890,809)	(890,809)
Accelerated capital allowances	(1,390,893)	1,539,753
Other	<u>7,012,205</u>	<u>(117,999)</u>
	<u>4,730,503</u>	<u>530,945</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

14. RECEIVABLES:

	<u>2015</u> \$	<u>2014</u> \$
Trade receivables	209,681,888	118,985,607
Less - provision for impairment	(9,698,566)	(4,834,895)
Trade receivables (net)	199,983,322	114,150,712
Prepayments	1,547,950	1,282,756
Staff loans	894,340	1,365,769
Other	<u>4,035,866</u>	<u>2,528,353</u>
	<u>206,461,478</u>	<u>119,327,590</u>

The aging of trade receivables are as follows:

	<u>2015</u> \$	<u>2014</u> \$
0-30 days	107,732,598	62,694,168
31-60 days	60,344,565	16,705,082
61-90 days	12,532,168	7,281,880
Over 90 days	<u>29,072,557</u>	<u>32,304,477</u>
	<u>209,681,888</u>	<u>118,985,607</u>

15. CASH AND CASH EQUIVALENTS:

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and cash in hand as follows:

	<u>2015</u> \$	<u>2014</u> \$
Cash and bank balances	21,874,632	12,379,865
Bank overdraft	(42,369,775)	(11,551,852)
	<u>(20,495,143)</u>	<u>828,013</u>
Bank overdraft -		

The company has bank overdraft facilities totaling \$14.8 million (2014 - \$14.8 million) which attracts interest at 15.75% (2014 - 15.75%).

16. SHARE CAPITAL:

	<u>2015</u> \$	<u>2014</u> \$
Authorised, issued and fully paid - 200 ordinary shares of no par value	<u>200</u>	<u>200</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

17. RELATED PARTY TRANSACTIONS AND BALANCES:

The following transactions were carried out with related parties:

	<u>2015</u> \$	<u>2014</u> \$
(a) Purchase of goods/services - I Print Digital Limited	<u>31,676,649</u>	<u>23,619,669</u>
(b) Key management compensation - Directors' emoluments	<u>26,700,000</u>	<u>20,058,521</u>
(c) Year end balances -		
	<u>2015</u> \$	<u>2014</u> \$
Due to - Directors	<u>14,400,843</u>	<u>9,038,567</u>
	<u>2015</u> \$	<u>2014</u> \$
(d) US\$ loan from related company - MEEG Holdings LLC - At beginning of year - (US\$369,154 - 2014: US\$262,092)	41,625,685	26,922,830
Interest expense - (US\$49,938 - 2014: US\$26,260)	4,944,123	2,958,135
Additions - (US\$ 520,000 - 2014: US\$ 140,000)	<u>60,319,135</u>	<u>15,220,000</u>
	106,888,943	45,100,965
Payments - (US\$381,166- 2014: US\$59,198)	(29,858,188)	(6,435,610)
Foreign exchange adjustment	<u>3,200,233</u>	<u>2,960,330</u>
Balance at the end of year	<u>80,230,988</u>	<u>41,625,685</u>

This balance represents amounts advanced to Main Event Entertainment Group Limited by its parent company, MEEG Holdings LLC. The loan is unsecured with no fixed repayment date, attracts an annual interest rate of 8%.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

18. LOANS:

	<u>2015</u> ₤	<u>2014</u> ₤
(i) Bank of Nova Scotia Jamaica Limited J\$3,489,146 (2014 - J\$3,489,146) @ 10.99%	1,919,346	2,617,290
(ii) Sagicor Bank J\$71,149,018 (2014 - J\$66,523,327) @ 8.75% - 10.75%	<u>24,211,893</u>	<u>47,091,416</u>
Total loan balances	26,131,239	49,708,706
Current portion of loans	(<u>5,360,565</u>)	(<u>697,944</u>)
Long term portion of loans	<u>20,770,674</u>	<u>49,010,762</u>

(a) Loan (i) -

This loan is repayable in sixty (60) monthly installments and bears an interest rate of 10.99% per annum. This loan is secured by a bill of sale over a 2015 Toyota Hiace 15 Seater Bus in the name of the company; registered and stamped to cover \$3.5 million.

(b) Loan (ii) -

The company negotiated a credit facility with Sagicor Bank Limited. The loans were secured to facilitate capital expenditure. Loans are non-amortising and attract an average interest rate of 8.75-10.75% per annum.

The facility is secured against a deposit "A" account and corporate guarantee in the name MEEG Holding Limited and company's interest bearing account held at Sagicor Bank Limited.

MAIN EVENT ENTERTAINMENT GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 OCTOBER 2015

19. FINANCE LEASE OBLIGATION:

	<u>2015</u> \$	<u>2014</u> \$
Sagicor Bank Limited	14,430,017	1,145,851
Current portion	(532,566)	(519,669)
Non-current portion	<u>13,897,451</u>	<u>626,182</u>

This lease arrangement attracts a fixed interest rate of 16.75% per annum. The lease is repayable in sixty (60) monthly installments.

20. PAYABLES:

	<u>2015</u> \$	<u>2014</u> \$
Trade payables	97,037,958	63,250,102
GCT payables	11,080,659	8,471,649
Rebate	6,132,275	7,940,811
Unearned income	25,275,359	-
Accruals and other payables	<u>14,421,425</u>	<u>10,119,634</u>
	<u>153,947,676</u>	<u>89,782,196</u>



Tel: (876) 926-1616/7, 926-4121
Fax: (876) 926-7580
www.bdo.com.jm

Chartered Accountants
26 Beechwood Avenue
P.O. Box 351
Kingston 5, Jamaica

Page 36

INDEPENDENT AUDITORS' REPORT

To the Directors of
Main Event Entertainment Group Limited

The supplementary information presented on pages 37 to 39 has been taken from the accounting records of the company and has been subjected to the tests and other auditing procedures applied in our examination of the financial statements of the company for the year ended 31 October 2015.

In our opinion, this information, although not necessary for a fair presentation of the company's state of affairs, results of operations, changes in equity or cash flows is fairly presented in all material respects in relation to the financial statements taken as a whole.

Chartered Accountants

12 July 2016

MAIN EVENT ENTERTAINMENT GROUP LIMITED

DETAILED STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 OCTOBER 2015

		<u>2015</u>	<u>2014</u>
		\$	\$
REVENUE		1,033,804,439	669,462,915
Cost of sales	(page 38)	(657,482,335)	(428,749,909)
GROSS PROFIT		376,322,104	240,713,006
Other operating income		<u>657,596</u>	<u>741,433</u>
		<u>376,979,700</u>	<u>241,454,439</u>
EXPENSES:			
Administrative and other expenses	(page 38)	251,280,149	185,119,282
Selling and promotion expenses	(page 38)	11,659,307	14,433,981
Finance	(page 39)	11,787,887	10,476,363
Depreciation		<u>41,949,128</u>	<u>31,530,498</u>
		<u>316,676,471</u>	<u>241,560,124</u>
PROFIT/(LOSS) BEFORE TAXATION		<u>60,303,229</u>	(105,685)

MAIN EVENT ENTERTAINMENT GROUP LIMITED

SCHEDULE OF EXPENSES

YEAR ENDED 31 OCTOBER 2015

	<u>2015</u>	<u>2014</u>
	\$	\$
COST OF SALES:		
Signature events expenses	487,495,353	327,537,226
Audit and filming	87,306,690	36,601,460
Digital signage	71,267,687	56,386,663
Freight	<u>11,412,605</u>	<u>8,224,560</u>
	<u>657,482,335</u>	<u>428,749,909</u>
ADMINISTRATIVE AND OTHER EXPENSES:		
Salaries and related costs	125,802,513	83,853,456
Directors' remuneration	26,700,000	20,058,521
Audit and accounting fees	950,000	846,500
Annual return	9,900	5,000
Donations and subscriptions	2,677,864	1,853,174
Electricity	3,942,975	3,984,619
Gasoline	12,927,627	12,807,394
General office expenses	4,625,050	3,109,540
Unauthorized bank transfers	2,500,000	-
Insurance - general	361,341	246,988
Keyman insurance	511,580	-
Legal and professional fees	779,450	1,525,139
Motor vehicle expenses	8,755,663	8,532,016
Printing and stationery	1,954,853	1,729,569
Rates and taxes	200,000	100,000
Rent	15,225,543	14,860,248
Repairs and maintenance	8,031,181	6,069,763
Research and development	2,544,367	2,557,110
Local and foreign travel	533,925	1,332,740
Security	3,789,161	3,723,549
Staff welfare and insurance	5,418,218	2,877,889
Telephone	8,215,843	5,837,881
Loss on disposal of property, plant and equipment	4,065,720	-
Increase in specific provision for doubtful debts	8,279,238	2,789,226
Loss on foreign exchange	1,390,181	5,195,227
Water	<u>1,087,956</u>	<u>1,223,733</u>
	<u>251,280,149</u>	<u>185,119,282</u>
SELLING AND PROMOTION:		
Advertising and promotion	5,220,483	8,235,332
Entertainment	<u>6,438,824</u>	<u>6,198,649</u>
	<u>11,659,307</u>	<u>14,433,981</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED

SCHEDULE OF EXPENSES

YEAR ENDED 31 OCTOBER 2015

	<u>2015</u>	<u>2014</u>
	<u>£</u>	<u>£</u>
FINANCE AND POLICY EXPENSES:		
Bank charges	2,340,383	2,702,721
Loan interest	<u>9,447,504</u>	<u>7,773,642</u>
	<u>11,787,887</u>	<u>10,476,363</u>

10.1 HISTORICAL FINANCIAL INFORMATION





Tel: (876) 926-1616/7, 926-4421
Fax: (876) 926-7580
www.bdo.com.jm

Chartered Accountants
26 Beechwood Avenue
P.O. Box 351
Kingston 5, Jamaica

17 January 2017

The Directors
Main Event Entertainment Group Limited
70-72 Lady Musgrave Road
Kingston 6

Dear Sirs:

We have audited, in accordance with International Standards on Auditing, the financial statements of Main Event Entertainment Group Limited as at 31 October 2012, 31 October 2013, 31 October 2014 and 31 October 2015 for each of the four years ended on those dates, and in our reports dated 1 July 2013, 9 August 2014, 20 November 2015 and 12 July 2016, respectively, we expressed unqualified opinions on those financial statements.

The financial statements of the company for the year ended 31 October 2011 were audited by another independent auditor who also expressed an unqualified opinion thereon.

In our opinion, the extracted statements of financial position and statements of comprehensive income set out in Section 11 of the prospectus are consistent, in all material respects, with the financial statements referred to above, from which they were derived.

For a better understanding of the company's financial position at the end of the reporting periods referred to above, the results of its operations for each of the respective periods ended on those dates, and the scope of our audit, the summarized financial statements should be read in conjunction with the financial statements from which they were derived and our audit reports thereon.

Yours faithfully,

CHARTERED ACCOUNTANTS

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENTS OF COMPREHENSIVE INCOME

	Audited Year ended October 31, 2015 \$	Audited, Year ended October 31, 2014 \$	Audited Year ended October 31, 2013 \$	Audited Year ended October 31, 2012 \$	Audited Year ended October 31, 2011 \$
Revenues	1,033,804,439	669,462,915	516,659,881	518,398,196	425,147,125
Cost of sales	<u>(657,482,335)</u>	<u>(428,749,909)</u>	<u>(335,418,127)</u>	<u>(324,242,191)</u>	<u>(271,811,996)</u>
Gross profit	376,322,104	240,713,006	181,241,754	194,156,005	153,335,129
Other income	<u>657,596</u>	<u>741,433</u>	<u>114,723</u>	<u>151,918</u>	<u>121,872</u>
	376,979,700	241,454,439	181,356,477	194,307,923	153,457,001
EXPENSES					
Administrative and general	251,280,149	185,119,282	141,014,005	125,592,342	96,063,186
Selling and promotion	11,659,307	14,433,981	5,447,848	7,643,907	4,699,910
Depreciation	41,949,128	31,530,498	26,880,177	23,119,576	18,522,302
	<u>304,888,584</u>	<u>231,083,761</u>	<u>173,342,030</u>	<u>156,355,825</u>	<u>119,285,398</u>
OPERATING PROFIT	72,091,116	10,370,678	8,014,447	37,952,098	34,171,603
Finance costs*:	<u>(11,787,887)</u>	<u>(10,476,363)</u>	<u>(8,253,021)</u>	<u>(7,124,676)</u>	<u>(7,022,386)</u>
PROFIT/(LOSS) BEFORE TAXATION	60,303,229	(105,685)	(238,574)	30,827,422	27,149,217
Taxation credit / (charge)	<u>(275,495)</u>	<u>(590,945)</u>	<u>2,158,313</u>	<u>323,259</u>	<u>(5,714,739)</u>
NET PROFIT	60,027,734	(696,630)	1,919,739	31,150,681	21,434,478
OTHER COMPREHENSIVE INCOME					
Transfer revaluation reserve, on disposal of assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,167,648</u>	<u>-</u>
Total comprehensive income for the period	<u>60,027,734</u>	<u>(696,630)</u>	<u>1,919,739</u>	<u>35,318,329</u>	<u>21,434,478</u>

* - Reclassified

*- Policy expenses were reclassified to Depreciation and Administrative expenses for 2011 - 2013, for prior year comparative purposes

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENTS OF FINANCIAL POSITION

	Audited October 31, 2015 \$	Audited October 31, 2014 \$	Audited October 31, 2013 \$	Audited October 31, 2012 \$	Audited October 31, 2011 \$
ASSETS					
Non-current Assets					
Property, plant and equipment	279,693,060	187,599,245	166,413,189	154,930,908	124,757,806
Deferred tax asset	13,230,294	8,499,791	9,030,736	2,414,556	-
	<u>292,923,354</u>	<u>196,099,036</u>	<u>175,443,925</u>	<u>157,345,464</u>	<u>124,757,806</u>
Current Assets					
Receivables	206,461,478	119,327,590	92,620,497	64,937,814	46,106,690
Due from related companies	-	-	5,949,420	6,650,810	5,903,485
Taxation recoverable	-	752,469	246,407	90,105	126,759
Cash and bank balances	21,874,632	12,379,865	16,430,600	13,538,516	27,605,194
	<u>228,336,110</u>	<u>132,459,924</u>	<u>115,246,924</u>	<u>85,217,245</u>	<u>79,742,128</u>
Total Assets	<u>521,259,464</u>	<u>328,558,960</u>	<u>290,690,849</u>	<u>242,562,709</u>	<u>204,499,934</u>
EQUITY AND LIABILITIES					
Equity					
Share capital	200	200	200	200	200
Capital reserve	-	-	-	-	4,167,648
Retained earnings	185,733,637	125,705,903	126,402,533	124,482,794	89,164,465
	<u>185,733,837</u>	<u>125,706,103</u>	<u>126,402,733</u>	<u>124,482,994</u>	<u>93,332,313</u>
Non-current Liabilities					
Notes payable to parent company	80,230,988	41,625,685	26,922,830	21,555,626	12,527,142
Bank loans	20,770,674	49,010,762	38,038,150	33,748,418	5,884,257
Finance lease obligation	13,897,451	626,182	1,292,918	1,732,951	2,105,552
Deferred tax liability	-	-	-	-	2,254,470
	<u>114,899,113</u>	<u>91,262,629</u>	<u>66,253,898</u>	<u>57,036,995</u>	<u>22,771,421</u>
Current Liabilities					
Payables	153,947,676	89,782,196	63,268,033	36,156,209	36,339,003
Bank overdraft	42,369,775	11,551,852	13,701,288	6,406,332	8,491,697
Finance lease obligation	532,566	519,669	372,601	372,601	372,601
Related party balances	14,400,843	9,038,567	16,256,628	13,955,122	5,637,780
Current portion of bank loans	5,360,565	697,944	824,539	462,500	33,454,174
Taxation payable	4,015,089	-	3,611,129	3,689,956	4,100,945
	<u>220,626,514</u>	<u>111,590,228</u>	<u>98,034,218</u>	<u>61,042,720</u>	<u>88,396,200</u>
Total Equity and Liabilities	<u>521,259,464</u>	<u>328,558,960</u>	<u>290,690,849</u>	<u>242,562,709</u>	<u>204,499,934</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENT OF CHANGES IN EQUITY

	Share Capital \$	Revaluation Reserve \$	Retained Earnings \$	Total \$
Balance at October 31, 2010	200	4,167,648	67,729,987	71,897,835
TOTAL COMPREHENSIVE INCOME:				
Net Profit	-	-	21,434,478	21,434,478
Balance at October 31, 2011	200	4,167,648	89,164,465	93,332,313
TOTAL COMPREHENSIVE INCOME:				
Transfer to retained earnings		(4,167,648)	4,167,648	-
Net Profit	-		31,150,681	31,150,681
Balance at October 31, 2012	200	-	124,482,794	124,482,994
TOTAL COMPREHENSIVE INCOME:				
Net Profit	-	-	1,919,739	1,919,739
Balance at October 31, 2013	200	-	126,402,533	126,402,733
TOTAL COMPREHENSIVE INCOME:				
Net Loss			(696,630)	(696,630)
Balance at October 31, 2014	200	-	125,705,903	125,706,103
TOTAL COMPREHENSIVE INCOME:				
Net Profit			60,027,734	60,027,734
Balance at October 31, 2015	200	-	185,733,637	185,733,837

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENTS OF CASH FLOWS

	Audited Year ended October 31, 2015 \$	Audited Year ended October 31, 2014 \$	Audited Year ended October 31, 2013 \$	Audited Year ended October 31, 2012 \$	Audited Year ended October 31, 2011 \$
CASH FLOWS FROM OPERATING ACTIVITIES					
Net profit	60,027,734	(696,630)	1,919,739	31,150,681	21,434,478
Adjustments for items not affecting cash resources -					
Depreciation	41,949,128	31,530,498	26,880,177	23,119,578	18,522,302
Interest expense	9,447,504	7,773,642	6,402,776	5,024,767	4,119,355
Interest income	(175,836)	(113,120)	-	-	-
Exchange loss on foreign balances	3,974,859	5,195,227	-	-	-
Taxation (credit) / charge	275,495	590,945	(2,158,313)	(323,259)	5,714,739
Loss / (gain) on disposal of equipment	4,065,720	-	2,807,592	4,032,223	588,229
Operating cash flows before movements in working capital	119,564,604	44,280,562	35,851,971	63,003,990	50,379,103
Changes in operating assets and liabilities					
Receivables	(87,133,888)	(26,707,093)	(27,682,683)	(18,831,124)	2,683,492
Related party balances	40,767,346	(1,394,544)	6,434,144	15,357,400	2,571,053
Taxation recoverable	752,469	(137,618)	(156,302)	36,654	(26,196)
Payables and accruals	64,165,480	26,514,163	27,111,824	(182,794)	561,452
Taxation paid	138,116,011 (990,909)	42,555,470 (4,539,572)	41,558,954 (4,536,694)	59,384,126 (4,756,756)	56,168,904 -
Net cash provided by operating activities	137,125,102	38,015,898	37,022,260	54,627,370	56,168,904
CASH USED IN INVESTING ACTIVITIES					
Purchase of property, plant and equipment	(138,516,226)	(52,716,554)	(42,587,455)	(57,620,173)	(28,357,677)
Proceeds from sale of equipment	407,563	-	1,417,405	295,270	-
Interest received	175,836	113,120	-	-	-
Net cash used in investing activities	(137,932,827)	(52,603,434)	(41,170,050)	(57,324,903)	(28,357,677)
CASH FLOWS USED IN FINANCING ACTIVITIES					
Premium financing					2,562,015
Premium financing repaid			(440,033)	(372,601)	(83,861)
Finance lease repaid					
Loans received	14,444,459	39,165,161	46,067,311	6,831,855	4,147,945
Loan repayments	(24,737,760)	(17,326,198)	(41,415,540)	(11,959,368)	(11,564,041)
Interest paid	(9,447,504)	(6,917,829)	(4,466,820)	(3,783,666)	(4,119,355)
Dividend paid					(2,500,000)
Net cash provided by / (used in) financing activities	(19,740,805)	14,921,134	(255,082)	(9,283,780)	(11,557,297)
NET (DECREASE)/INCREASE IN CASH AND BANK BALANCES	(20,548,530)	333,598	(4,402,872)	(11,981,313)	16,253,930
Exchange loss on foreign cash balances	(774,626)	(2,234,897)			
Cash and cash equivalents at beginning of year	828,013	2,729,312	7,132,184	19,113,497	2,859,567
	(20,495,143)	828,013	2,729,312	7,132,184	19,113,497
REPRESENTED BY:					
Cash and bank deposits	21,874,632	12,379,865	16,430,600	13,538,516	27,605,194
Bank overdraft**	(42,369,775)	(11,551,852)	(13,701,288)	(6,406,332)	(8,491,697)
	(20,495,143)	828,013	2,729,312	7,132,184	19,113,497

**The Overdraft position at year end is impacted by unrepresented cheques of \$20 million

Part 2: Unaudited Financial Information



MAIN EVENT ENTERTAINMENT GROUP LIMITED

MANAGEMENT REPORT

ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

MAIN EVENT ENTERTAINMENT GROUP LIMITED
MANAGEMENT REPORT
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

CONTENTS

	Page(s)
STATEMENT OF FINANCIAL POSITION	1
STATEMENT OF COMPREHENSIVE INCOME	2
STATEMENT OF CASH FLOWS	3
EXPENSES BY NATURE	4
NOTES TO THE UNAUDITED FINANCIAL STATEMENTS	5 - 7

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENT OF FINANCIAL POSITION
(unaudited)
AS AT SEPTEMBER 30, 2016

		Unaudited September 30, 2016 \$	Unaudited September 30, 2015 \$	Audited October 31, 2015 \$
ASSETS				
Non-current Assets				
Property, plant and equipment	5	359,070,956	282,501,476	279,693,060
Deferred tax asset		13,230,294	8,499,791	13,230,294
		<u>372,301,250</u>	<u>291,001,267</u>	<u>292,923,354</u>
Current Assets				
Receivables	4	201,370,867	201,052,843	206,461,478
Taxation recoverable		2,186,933	881,983	-
Cash and bank balances		23,162,502	20,836,998	21,874,312
		<u>226,720,302</u>	<u>222,771,824</u>	<u>228,335,790</u>
Total Assets		<u><u>599,021,552</u></u>	<u><u>513,773,091</u></u>	<u><u>521,259,144</u></u>
EQUITY AND LIABILITIES				
Equity				
Share capital		200	200	200
Retained earnings		246,762,483	191,671,314	185,733,637
		<u>246,762,683</u>	<u>191,671,514</u>	<u>185,733,837</u>
Non-current Liabilities				
Notes payable to parent company		94,033,178	79,488,785	80,230,988
Bank loans		2,921,757	21,495,291	20,770,674
Finance lease obligations		6,414,504	8,766,369	13,897,451
		<u>103,369,440</u>	<u>109,750,445</u>	<u>114,899,113</u>
Current Liabilities				
Payables		180,813,150	153,514,449	153,947,675
Bank overdraft		35,033,596	36,870,282	42,369,455
Finance lease obligations		3,715,919	3,703,696	532,566
Due to related parties		20,343,985	13,525,843	14,400,843
Current portion of bank loans		8,982,779	4,736,862	5,360,565
Taxation payable		-	-	4,015,089
		<u>248,889,429</u>	<u>212,351,132</u>	<u>220,626,194</u>
Total Equity and Liabilities		<u><u>599,021,552</u></u>	<u><u>513,773,091</u></u>	<u><u>521,259,144</u></u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENT OF COMPREHENSIVE INCOME
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

	<u>Notes</u>	Unaudited Eleven (11) Months September 30, 2016 \$	Unaudited Eleven (11) Months September 30, 2015 \$	Audited Year ended October 31, 2015 \$
Revenues	3	1,027,368,263	926,024,212	1,033,804,439
Cost of sales	(Page 4)	<u>(632,725,828)</u>	<u>(579,197,953)</u>	<u>(657,482,335)</u>
Gross profit		394,642,435	346,826,259	376,322,104
Other income		<u>1,400,911</u>	<u>469,668</u>	<u>657,596</u>
		396,043,346	347,295,927	376,979,700
EXPENSES				
Administrative and general	(Page 4)	<u>260,190,523</u>	<u>221,656,565</u>	<u>251,280,149</u>
Selling and promotion	(Page 4)	<u>10,948,754</u>	<u>10,898,174</u>	<u>11,659,307</u>
Depreciation	(Page 4)	<u>50,270,827</u>	<u>38,153,325</u>	<u>41,949,128</u>
		<u>321,410,104</u>	<u>270,708,065</u>	<u>304,888,583</u>
OPERATING PROFIT		74,633,242	76,587,862	72,091,117
Finance costs*:	(Page 4)	<u>(13,544,399)</u>	<u>(10,562,454)</u>	<u>(11,787,887)</u>
Profit before taxation		61,088,843	66,025,408	60,303,230
Taxation credit / (charge)		<u>(60,000)</u>	<u>(60,000)</u>	<u>(275,495)</u>
Total comprehensive income for the period		<u>61,028,843</u>	<u>65,965,408</u>	<u>60,027,735</u>

*- Policy expenses were reclassified to Depreciation and Administrative expenses for prior year comparative purposes

MAIN EVENT ENTERTAINMENT GROUP LIMITED
STATEMENT OF CASH FLOWS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

	Unaudited Eleven (11) Months September 30, 2016 \$	Audited Year ended October 31, 2015 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit	61,028,843	60,027,735
Adjustments for items not affecting cash resources -		
Loss / (gain) on disposal of equipment	(289,729)	4,065,720
Taxation (credit) / charge	60,000	275,495
Interest expense	13,544,399	11,787,887
Interest income	(15,251)	(175,836)
Exchange loss on foreign balances	-	3,793,738
Depreciation	50,270,827	41,949,128
Operating cash flows before movements in working capital	124,599,089	121,723,866
Changes in operating assets and liabilities		
Receivables	5,090,611	(91,982,270)
Related party balances	19,745,331	43,967,580
Taxation recoverable	(2,186,933)	(4,767,558)
Payables and accruals	26,865,476	69,013,862
	174,113,574	137,955,480
Taxation paid	(4,075,089)	(990,909)
Net cash provided by operating activities	170,038,485	136,964,571
CASH USED IN INVESTING ACTIVITIES		
Proceeds from sale of equipment	525,606	407,563
Purchase of property, plant and equipment	(129,884,598)	(138,516,226)
Interest received	15,251	175,836
Net cash used in investing activities	(129,343,741)	(137,932,827)
CASH FLOWS USED IN FINANCING ACTIVITIES		
Loans received	2,500,000	19,070,150
Loan repayments	(21,026,297)	(26,862,538)
Interest paid	(13,544,399)	(11,787,887)
Net cash provided by / (used in) financing activities	(32,070,696)	(19,580,274)
NET DECREASE IN CASH AND BANK BALANCES	8,624,048	(20,548,530)
Exchange loss on foreign cash balances	-	(774,626)
Cash and cash equivalents at beginning of year	(20,495,142)	828,013
CLOSING CASH AND BANK BALANCES	(11,871,094)	(20,495,143)
REPRESENTED BY:		
Cash and bank deposits	23,162,502	21,874,312
Bank overdraft	(35,033,596)	(42,369,455)
	(11,871,094)	(20,495,143)

MAIN EVENT ENTERTAINMENT GROUP LIMITED
EXPENSES BY NATURE
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

	Unaudited Eleven (11) Months September 30, 2016 ₱	Unaudited Eleven (11) Months September 30, 2015 ₱	Audited Year ended October 31, 2015 ₱
COST OF SALES			
Audio, film and multimedia costs	56,917,890	68,022,968	87,223,064
Digital signage costs	22,143,286	65,545,410	71,267,687
Freight and travel expense	12,166,807	12,457,171	11,496,232
On-Trade promotion costs	541,497,845	433,172,405	487,495,353
	<u>632,725,828</u>	<u>579,197,953</u>	<u>657,482,335</u>
ADMIN & GENERAL EXPENSES, INCLUDING BANK CHARGES			
Annual return	22,000	9,000	9,900
Directors' remuneration	24,475,000	24,475,000	26,700,000
Donations & subscriptions	4,086,033	2,370,603	2,672,014
Electricity	3,714,234	3,445,562	3,942,975
Gasoline	14,117,840	11,476,602	12,927,627
General office expenses	4,974,771	4,203,421	4,625,051
Impairment of trade receivables	2,246,371	-	3,415,568
Increase / (decrease) in specific provisions	(2,456,454)	4,458,365	4,863,671
Insurance - general	3,608,083	702,394	872,921
Legal & professional fees	2,673,300	1,065,450	1,729,450
Loss / (gain) on disposal of assets	(289,729)	(345,493)	4,065,720
Loss / (gain) on foreign exchange	405,313	3,874,980	1,390,181
Motor vehicle expenses	13,670,671	7,824,586	9,055,663
Other operating expenses	905,758	539,074	539,774
Printing & stationery	2,173,294	1,940,147	1,954,853
Rates & taxes	239,137	200,000	200,000
Rent	16,000,000	14,139,898	15,225,543
Repairs & maintenance	10,073,143	7,006,641	7,731,181
Research and development	2,418,752	1,550,336	2,544,367
Salaries and wages	138,869,995	113,319,847	125,802,514
Security	3,945,301	3,419,313	3,789,161
Staff welfare and insurance	5,172,140	5,165,670	5,418,218
Telephone and cable	7,344,451	7,292,248	8,215,843
Unauthorized bank debits	-	2,500,000	2,500,000
Water	1,801,119	1,022,921	1,087,956
	<u>260,190,522</u>	<u>221,656,565</u>	<u>251,280,149</u>
SELLING AND PROMOTION			
Advertising and promotion	4,210,474	1,638,705	1,749,120
Sales rebates	-	3,471,363	3,471,363
Entertainment and travel	6,738,280	5,788,107	6,438,824
	<u>10,948,754</u>	<u>10,898,174</u>	<u>11,659,307</u>
DEPRECIATION	<u>50,270,827</u>	<u>38,153,325</u>	<u>41,949,128</u>
FINANCING COSTS			
Bank service charges	3,425,272	2,401,694	2,050,230
Loan interest	10,119,127	8,160,760	9,737,657
	<u>13,544,399</u>	<u>10,562,454</u>	<u>11,787,887</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

1. IDENTIFICATION

Main Event Entertainment Group Limited (the "Company") is incorporated in Jamaica, under the Jamaican Companies Act (the "Act"). The Company is domiciled in Jamaica with its registered office at 18 Annette Crescent, Kingston 10.

The Company is a subsidiary of MEEG Holdings, a company incorporated and domiciled in Saint Lucia.

The principal business of the Company are

- (a) To carry on the business of entertainment promoters.
- (b) Agents and managers, artiste managers and representatives in all or any spheres of entertainment and sport.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

(a) Statement of Compliance

The Company's financial statements have been prepared in accordance and comply with International Financial Reporting Standards (IFRS) and the relevant requirements of the Act.

The financial statements have been prepared under the historical cost basis and are expressed in Jamaican dollars, unless otherwise indicated.

All policies are consistent with those presented in the last audited financial statements.

MAIN EVENT ENTERTAINMENT GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

3. REVENUES:

The Company's income is generated from entertainment promotion and audio, filming and multi-media and digital signage services. Revenue is shown net of returns, rebates and discounts and comprises:

	Unaudited September 30, 2016 \$	Unaudited September 30, 2015 \$	Audited October 31, 2015 \$
Audio, film and multimedia	174,039,611	131,940,599	139,618,627
Digital signage services	75,157,387	138,782,653	151,467,377
Entertainment promotions	778,171,264	655,300,961	742,718,435
	<u>1,027,368,263</u>	<u>926,024,212</u>	<u>1,033,804,439</u>

4. RECEIVABLES AND PREPAYMENTS

	Unaudited September 30, 2016 \$	Unaudited September 30, 2015 \$	Audited October 31, 2015 \$
Trade receivables	192,202,763	204,933,047	209,681,888
Provision for bad debts	(7,242,112)	(9,293,260)	(9,698,566)
Trade receivables (net)	<u>184,960,650</u>	<u>195,639,787</u>	<u>199,983,322</u>
Prepayments	4,994,672	392,757	465,919
Rent deposits	1,405,654	932,030	1,082,030
Staff loans	3,420,991	883,220	894,340
Other	6,588,900	3,205,049	4,035,867
	<u>201,370,867</u>	<u>201,052,842</u>	<u>206,461,478</u>

Receivables include balances due from related parties as follows:

<u>9,425,640</u>	<u>10,070,706</u>	<u>7,020,151</u>
------------------	-------------------	------------------

The aging of trade receivables as follows:

0 - 30 days	106,149,828	113,979,593	107,732,598
30 - 60 days	35,062,797	44,681,115	60,344,565
60 - 90 days	14,532,909	19,275,925	12,532,168
Over 90 days	36,457,229	26,996,415	29,072,557
	<u>192,202,763</u>	<u>204,933,047</u>	<u>209,681,888</u>

In determining the recoverability of a receivable, the Company considered any change in the credit quality of the receivable from the date the credit was initially granted up to the reporting date. The directors believe at the end of the reporting there is no further credit provision required in excess of the allowance for doubtful debts.

MAIN EVENT ENTERTAINMENT GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

5. PROPERTY, PLANT AND EQUIPMENT

	<u>Audio and Multimedia Equipment</u> \$	<u>Tools and Other Equipment</u> \$	<u>Leasehold Improvements</u> \$	<u>Furniture & Fixtures</u> \$	<u>Computer Equipment</u> \$	<u>Mobile Trailers</u> \$	<u>Motor Vehicles</u> \$	<u>Total</u> \$
At Cost/Valuation								
Beginning of period	257,962,318	102,459,901	5,257,714	4,424,575	26,010,298	14,159,236	32,374,039	442,648,080
Current period Additions	74,905,405	40,140,578	727,161	1,206,295	8,744,879	-	4,160,280	129,884,598
Current period Disposals	-	-	-	-	(314,502)	-	-	(314,502)
End of Period	<u>332,867,723</u>	<u>142,600,478</u>	<u>5,984,874</u>	<u>5,630,870</u>	<u>34,440,675</u>	<u>14,159,236</u>	<u>36,534,319</u>	<u>572,218,176</u>
Accumulated Depreciation								
Beginning of year	97,290,396	23,368,941	705,372	2,000,380	19,887,507	6,572,857	13,129,567	162,955,019
Charge for period	28,135,744	16,587,810	525,323	370,371	1,402,948	1,622,412	1,626,219	50,270,827
Disposals	-	-	-	-	(78,626)	-	-	(78,626)
End of period	<u>125,426,139</u>	<u>39,956,750</u>	<u>1,230,696</u>	<u>2,370,751</u>	<u>21,211,829</u>	<u>8,195,269</u>	<u>14,755,786</u>	<u>213,147,220</u>
Net Book Value								
End of period	<u>207,441,584</u>	<u>102,643,728</u>	<u>4,754,178</u>	<u>3,260,119</u>	<u>13,228,846</u>	<u>5,963,967</u>	<u>21,778,533</u>	<u>359,070,956</u>
End of prior period	<u>160,671,922</u>	<u>79,090,960</u>	<u>4,552,341</u>	<u>2,424,195</u>	<u>6,122,791</u>	<u>7,586,379</u>	<u>19,244,472</u>	<u>279,693,060</u>
Depreciation and Amortization:								
Estimated Useful lives	10 years	6 - 7 years	10 years	10 years	5 years	8 years	8 years	
Rates of Depreciation	10%	15%	10%	10%	20%	12.5%	12.5%	

MAIN EVENT ENTERTAINMENT GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

6. LOANS	Unaudited September 30, 2016 \$	Unaudited September 30, 2015 \$	Audited October 31, 2015 \$
6.1 NOTES PAYABLE TO PARENT COMPANY			
Meeg Holdings Limited			
Sept. 2016: US\$749,320	<u>94,033,178</u>	<u>79,488,785</u>	<u>80,230,988</u>
Sept. 2015: US\$664,988			
Oct. 2015: US\$670,367			
6.2 BANK LOANS			
	September 30, 2016 \$	September 30, 2015 \$	October 31, 2015 \$
(ii) Bank of Nova Scotia Jamaica (BNS) Limited			
J\$ 3,489,146 - 2018 @ 10.99%	<u>1,279,564</u>	<u>1,977,508</u>	<u>1,919,346</u>
<i>Current portion of loan:</i>	<u>697,944</u>	<u>697,944</u>	<u>697,944</u>
(iii) Sagicor Bank Limited			
J\$ 27m Facility - maturing March, 2016	-	10,382,330	10,339,579
J\$ 14m Facility - maturing July, 2018	<u>5,270,745</u>	9,209,693	9,209,693
J\$ 24m Facility - maturing April, 2017	<u>5,354,227</u>	4,662,621	4,662,621
Total Loans, Sagicor Limited:	<u>10,624,972</u>	24,254,644	24,211,893
<i>Current portion of loans:</i>	<u>6,302,841</u>	<u>4,038,918</u>	<u>5,195,187</u>
6.3 FINANCE LEASE OBLIGATION			
	September 30, 2016 \$	September 30, 2015 \$	October 31, 2015 \$
Total Finance Lease Obligations, Sagicor Limited:	<u>10,130,423</u>	13,503,230	<u>14,977,025</u>
<i>Current portion of finance leases:</i>	<u>3,715,919</u>	<u>3,703,696</u>	<u>532,566</u>
6.4 TOTAL DEBT			
	September 30, 2016 \$	September 30, 2015 \$	October 31, 2015 \$
Total Debt	<u>116,068,137</u>	119,224,168	<u>121,339,252</u>
<i>Current portions (due in 12 months)</i>	<u>(12,698,698)</u>	<u>(8,440,558)</u>	<u>(5,893,131)</u>
Long term portions	<u>103,369,439</u>	110,783,610	<u>115,446,121</u>

MAIN EVENT ENTERTAINMENT GROUP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
(unaudited)
ELEVEN (11) MONTHS ENDED SEPTEMBER 30, 2016

6.5 LOAN TERMS AND SECURITY:

(i) This balance represents United States (US) dollar advances by parent company, MEEG Holdings Limited, to finance capital expenditure and for working capital support. Advances of US\$190,000 were provided in the current year. Loans are unsecured and attract annual interest charges of 8%.

(ii) This loan was secured during 2013 for the purposes of acquiring a 2013 Hiace 15 Seater Bus (for staff transportation). It is repayable in 60 monthly installments, bears an interest rate of 10.99%; and is secured by the asset acquired.

(iii) The Sagicor Loan Facility is utilized to finance the Company's capital expenditure.
Interest is charged at 8.75% and 9.25% per annum.

The facility is secured against a deposit "A" Account and corporate guarantee in the name Meeg Holding Ltd; and the Company's interest bearing account held at Sagicor Bank Limited.

(iv) The Company negotiates lease financing arrangements with Sagicor Bank Limited for the purposes of upgrading fleet. Four (4) new facilities, totaling \$15.5 million, were established in the 2015 audit year. Three (3) new facilities, totaling \$12 million, are expected to be finalized by end of current year.

Lease loans are repayable in 60 monthly installments, bearing interest ranging between the of 12.52% and 12.77%. Facilities are secured by the motor vehicles purchased.

SECTION 11: RISK FACTORS

Key Personnel

It is important that the Company attracts and retains appropriately skilled persons in order to operate its business, and to promote its growth. It is also important for the Company to replace personnel whose employment may be terminated for any reason within a reasonable time. In Jamaica, competition for qualified personnel can be intense, as there are a limited number of people with the requisite skills, knowledge and experience. The Company will need to attract and retain honest qualified personnel and failure to do so could have a material adverse impact on its future prospects.

Macro Economic Policies

Changes in fiscal and monetary policies introduced by the Government of Jamaica may affect the behavior of capital markets including the JSE and the market for securities the Company holds in its investment portfolio. If such policies become onerous from the point of view of the Company or its clients this could require the Company to change the types of products it offers, or the terms on which it offers them, or the overall nature of its business operations.

New Regulatory Rules or Standards

The Company may also become subject to new regulatory rules or standards that differ from those that are presently applicable. If such regulatory rules or standards become onerous from the point of view of the Company or its clients this could require the Company to recapitalize, or to change its business operations, and in any case, changes in such regulatory rules or standards may affect its long - term profitability.

New Accounting Rules or Standards

The Company 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 significant changes in the way the Company currently reports its financial position, operating results or cash flows. Such changes could be applied retrospectively. This is a risk that is common to companies that apply International Financial Reporting Standards (IFRS), as required under the Jamaican Companies Act.

Volatility in Price of Shares/ Flat Trading

Following their proposed admission to trading on the JSE the Ordinary Shares may experience volatility in their market price, or flat trading, being very infrequent or insignificant volumes of trading, either of which may extend beyond the short term and which may be dependent on the Company's financial performance, as well as on investors' confidence and other factors over which the Company has no control. In either case the market price of the Shares may be negatively affected or constrained from growing.

Operational Risk

The Company is subject to the risk of loss resulting from disruptions to its business, inadequate or failed internal processes, people and systems, or from external events (including severe weather, other acts of God social unrest). This definition also includes systemic risk (including the risk of accounting errors, failure to procure appropriate insurance coverage, and compliance failures), legal risk and reputation risk. This catch-all category of risks also includes employee errors, computer, network and manual

systems failures, security failures, fire, floods or other losses to physical assets, and fraud or other criminal activity or any other risk that affects the volume of visitor arrivals to the island. The Directors consider that the Company is prudent and that it insures itself against some (but not all) of these risks. It may not be feasible for the Company to insure itself in respect of all of the risks mentioned, because no coverage maybe available or it is not economical to do so. In the case of products and services supplied to the Company, the Company may not always be able to recover consequential loss either under the law, contractually, or under any policies of insurance.

Risk of Catastrophic Events

Property and casualty insurers are subject to claims for property damage and business interruption arising out of natural disasters and other catastrophes, which may have a significant impact on their results of operations and financial condition. Natural disasters and other catastrophes can be caused by various events including, but not limited to, hurricanes, earthquakes, tornadoes, wind, hail, fires and explosions, and the incidence and severity of natural disasters and other catastrophes are inherently unpredictable. The extent of losses from a catastrophe is a function of 2 factors: the total amount of insured exposure in the area affected by the event and the severity of the event. Most natural disasters and other catastrophes are localized; however, hurricanes, earthquakes and floods have the potential to produce significant damage in widespread areas.

Control of the Company by certain Directors

The issue of the Shares in the Invitation will not confer legal or effective control of the Company on Applicants, having regard to the number and percentage of issued Shares held by MEEG Holdings prior to and after the Invitation.

Market Risk

Market risk is the risk that the value of the Company's investments will decrease due to factors including but not limited to price risk (the risk that the prices of securities in the investment portfolio of the Company (the "investment securities" will change), interest rate risk (the risk that interest rates attaching to the said investment securities will change), and currency risk (the risk that foreign exchange rates attaching to the said investment securities will change).

Admission of the shares to the Junior Market of the JSE

After the Closing Date, and assuming that the Company is able to raise J\$120m as a result of the Invitation the Company will make application to the JSE to admit the Shares to the Junior Market. The application for listing is dependent on the success of the Invitation in raising the stated funds in the stated time and other criteria set out in the Junior Market Rules. However, the Company is not able to guarantee the success of the Invitation or the admission of the Shares to the Junior Market. If the listing is not achieved, the Company will not be eligible for the remission of income tax described in the paragraph below.

Junior Market Taxation

The Directors anticipate that the Company will benefit from a 10-year concessionary tax regime that starts from the date of listing. The remission of tax requires the Company to meet the ongoing Junior Market requirements for at least 15 years from the date of listing. Assuming that those conditions are met, in the Company's first 5 years on the Junior Market, the Company will not be liable to pay any

corporate income tax. In years 6 to 10 on the Junior Market, the Company will be liable to pay corporate income tax at half of the usual rate. If the Company breaches the requirements of the Junior Market it may be liable to repay the tax that was remitted. The Company does not guarantee that the Shares will be listed.

SECTION 12: PROFESSIONAL ADVISORS TO THE COMPANY

Lead Broker and Financial Adviser

Mayberry Investments Limited
1 ½ Oxford Road
Kingston 5, Saint Andrew

Auditors

BDO, Chartered Accountants
26 Beechwood Avenue,
Kingston 5, Saint Andrew

Attorneys

Patterson Mair Hamilton
Temple Court, 85 Hope Road
Kingston 6, Saint Andrew

Registrars and Transfer Agents

Jamaica Central Securities Depository
40 Harbour Street
Kingston

SECTION 13: STATUTORY AND GENERAL INFORMATION

13.1 Statutory information required to be set out in this Prospectus by section 42 and the Third Schedule to the Companies Act

1. The Company has no founders or management or deferred shares.
2. The Articles of Incorporation fix no shareholding qualification for directors and none has been otherwise fixed by the Company in general meeting.
3. The Articles of Incorporation contain the following provisions with respect to the remuneration of Directors:
 - (a) The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings or any committee of the Directors or general meetings of the Company in connection with the business of the Company. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interest of the Company, or undertaking any work additional to that usually required of Directors of a company similar to the Company. (Article 82)
 - (b) A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. (Article 84)
 - (c) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or management entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established. (Article 97(5))
 - (d) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company. (Article 97(7))
 - (e) The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. (Article 100)

(f) A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine. (Article 123)

4. The names and addresses of the Directors are as follows:

Solomon Sharpe, 70-72 Lady Musgrave Road, Kingston 10, Saint Andrew

Richard Bair, 70-72 Lady Musgrave Road, Kingston 10, Saint Andrew

Donna Waithe, 70-72 Lady Musgrave Road, Kingston 10, Saint Andrew

Harriat Maragh, 2 Seventh Avenue, New Port West, Kingston 15, Jamaica, Saint Andrew

Ian Blair, P.O. Box 1380, Kingston 8, Jamaica, Saint Andrew

Hugh Graham, 39 Waltham Park Road, Kingston 13, Saint Andrew

Tania Waldron-Gooden, 1 ½ Oxford Road, Kingston 5, Saint Andrew

5. The minimum amount required to be raised out of the proceeds of the Invitation (inclusive of calling on the underwriting commitment described in paragraph 18 below if necessary) to provide for the matters set out in paragraph 2 of Part 1 of the Third Schedule to the Companies Act (the "minimum subscription") is \$120 million.

6. The Invitation will open for subscription at 9:00 a.m. on Tuesday 24 January 2017 and will close at 4:00 p.m. on the Closing Date, Tuesday 7 February 2017 subject to the Company's right to close the application list at any time after 9:00 a.m. on the Opening Date if Applications have been received for an amount in excess of the Shares offered under this Prospectus, or to extend the Closing Date as described in this Prospectus.

7. All Applicants including Reserved Share Applicants will be required to pay in full the applicable price per Share as specified in the terms and conditions set out in Section 6.4 of this Prospectus. No further sum will be payable on allotment.

8. No previous offer of shares in the Company has been made to the public.

9. Save as set out in paragraph 17 below no person has, or is entitled to be given, any option to subscribe for any shares in, or debentures of, the Company.

10. As at 30 September 2016, being the date to which the Unaudited Financial Information of the Company is made up to, the Company held the following investments:

Receivables	J\$201.370m
Taxable Recoverable	J\$2.186m
<u>Cash and equivalents</u>	<u>J\$23.162m</u>
Total Current Assets:	J\$226.720m

11. There is no amount for goodwill, patent, or trademarks shown in the financial statements of the Company and there is no contract for sale and purchase, which would involve any goodwill, patent or trade marks.

12. As at 30 September 2016, being the date to which the Unaudited Financial Information of the Company is made up to, the aggregate amount of indebtedness of the Company was as follows:

Payables	J\$180.813m
Bank overdraft	J\$35.033m

Amounts due to related parties	J\$20.343m
Finance lease obligations	J\$3.715m
Current proportion of bank	
Loans	<u>J\$8.982m</u>
Total Current liabilities:	J\$248.889

13. In the period represented by the Audited Financial Information the Company paid no dividends on the Shares. The dividend policy of the Company is described in Section 7.11
14. There is no property that is currently proposed to be purchased or acquired by the Company which is to be paid for wholly or partly out of the proceeds of this Invitation for the purposes of paragraphs 6 to 9 (inclusive) of Part 1 of the Third Schedule of the Companies Act.
15. Save as set out in paragraph 17 below within the 2 preceding years, no commissions have been paid, nor will any be payable to anyone for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures of the Company.
16. The Company expects to pay the expenses of the Invitation out of the proceeds of its fundraising, and the Company estimates that such expenses will not exceed \$12.5 million (inclusive of brokerage and financial advisory fees, legal fees, auditors' fees, Companies Registrar's fees, initial listing and other JSE and JCSD fees and GCT).
17. Within the last 2 years preceding the date of this Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any promoter or person in connection with the sale of Shares in the Company save for Mayberry, by virtue of a Mandate Agreement dated 13 June 2016. Under the Agreement Mayberry is entitled to receive fees as follows: a lead broker's fee of 5.0% of the value of the total amount raised and accepted by the Company in the Invitation. All fees referred to herein are quoted exclusive of GCT, and disbursements. Additionally, Mayberry has a right to subscribe for the Mayberry West Indies Shares at the Invitation Price for its own account. Mayberry has also entered into a private Option Agreement with each of the founders of the Company and certain other persons, granting Mayberry the option to purchase up to 10% of the Shares in the aggregate, at a future date, if certain conditions are met.
18. The material contracts of the Company are set out in Section 7.8.
19. The external audit firm of the Company is BDO Chartered Accountants.
20. BDO Chartered Accountants has given and has not withdrawn its consent to the issue of this Prospectus with the inclusion of its name in the context in which it is included.
21. The Company was incorporated on 15 June 2004.

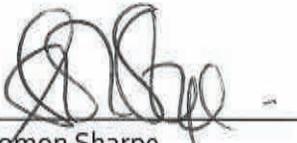
SECTION 14: DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected by appointment only, at the law offices of Patterson Mair Hamilton, Temple Court, 85 Hope Road, Kingston 6 between the hours of 9:00 a.m. to 4:00 p.m. on Mondays to Fridays, up to and including the Closing Date:

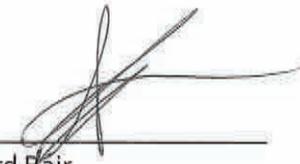
1. The Articles of Incorporation of the Company adopted Monday 16 January 2017.
2. The Material Contracts described in section 7.9.
3. The regulatory permits and licenses described in section 7.2.
4. The Financial Information.
4. The consent of the auditors to the inclusion of each of their names and references thereto in the form and context in which they appear in this Prospectus.

SECTION 15: DIRECTORS' SIGNATURES

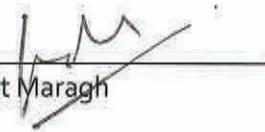
The Directors whose signatures appear below are individually and collectively responsible for the contents of this Prospectus:



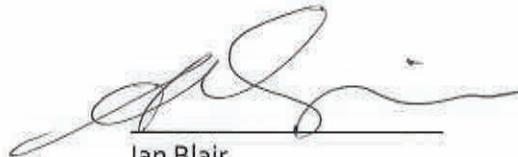
Solomon Sharpe



Richard Bair



Harriat Maragh



Ian Blair



Hugh Graham



Donna Waithe



Tania Waldron-Gooden

APPENDIX 1: APPLICATION FORM



Appendix 1 Application Form



- MIL RESERVED SHARE APPLICANT
- KEY PARTNERS RESERVED SHARE APPLICANT
- COMPANY RESERVED SHARES
- MIL WEST INDIES RESERVED SHARE APPLICANT

PLEASE READ CAREFULLY BEFORE COMPLETING THIS FORM

To: MAINEVENT ENTERTAINMENT GROUP LIMITED (“MAINEVENT” or the “The Company”)

Re: In respect of up to 60,001,000 Ordinary Shares at J\$2.00 each being offered made pursuant to the Prospectus dated and registered on or around 17th January, 2017. 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 in this Application Form by reference.

I/We hereby apply for ordinary shares in Mainevent Entertainment Group Limited on and subject to the terms and conditions of the Invitation set out in the Prospectus at the price of J\$2.00 each, and I/we attach my/our payment (*inclusive* of processing fees of J\$134.00) for or I/we request my broker to make payment on my/our behalf from cleared funds held by them in my /our names in account numbered _____, with them. I/We hereby instruct my/our broker to debit my/our account with the sum of J\$ for the purposes of my/our subscription of ordinary shares and processing fee as indicated above.

I/We agree to accept the same or any smaller number of Shares in respect of which this application may be accepted, subject to the terms and conditions in the Prospectus and the Articles of Incorporation of the Main Event Entertainment Group Limited, by which I/we agree to be bound. I/We request you to sell and transfer to me/us the number of shares which may be allocated to me/us at the close of the said Invitation based on the terms and conditions governing applications, as set forth in the Prospectus. I/We hereby agree to accept the shares that may be allocated to me/us to be credited to an account in my/our name(s) in the Jamaica Central Securities Depository (JCSD).

INSTRUCTIONS TO COMPLETING APPLICATION FORM: All fields are relevant and must be completed.

Please indicate your JCSD account number here

PRIMARY HOLDER DETAILS

JCSD ACCOUNT NUMBER

BROKER CODE

PRIMARY HOLDER (EITHER COMPANY OR INDIVIDUAL)

TITLE

TAXPAYER REGISTRATION NUMBER

CITIZENSHIP

NATIONALITY

CLIENT TYPE

ACCOUNT TYPE

OCCUPATION **OR**, IF EMPLOYED BY THE COMPANY PLEASE STATE YOUR POSITION, **OR** STATUS IF YOU ARE A PRIORITY SHARE APPLICANT

MAILING ADDRESS LINE 1

MAILING ADDRESS LINE 2

MAILING ADDRESS LINE 3

CITY (E.G. KINGSTON)

POSTAL CODE (E.G. 6)

COUNTRY CODE

TELEPHONE NUMBER (HOME)

TELEPHONE NUMBER (WORK)

TELEPHONE NUMBER (CELL)

SIGNATURES:

INDIVIDUAL: _____

DATE SIGNATURE AFFIXED: _____

COMPANIES (COMPANY SEAL OR STAMP REQUIRED):

DIRECTOR: _____

DIRECTOR/SECRETARY: _____

DATE SIGNATURES AFFIXED: _____

USE BY REGISTRAR ONLY

Form ID:

Batch #

PLEASE CONTINUE ON REVERSE TO COMPLETE JOINT HOLDER INFORMATION

ALL APPLICANTS MUST INDICATE THEIR TAXPAYER REGISTRATION NUMBER (TRN) OR OTHER EQUAL IDENTIFIER ON THE APPLICATION

ALL APPLICANTS ARE REQUIRED TO PAY J\$134.00 PROCESSING FEE PER APPLICATION SUBMITTED

THIS OFFER IS NOT MADE TO PERSONS RESIDENT OUTSIDE JAMAICA



JOINT HOLDER INFORMATION

--

FIRST NAMED JOINT HOLDER

--

OCCUPATION

--

TAXPAYER REGISTRATION NUMBER

SIGNATURE

--

SECOND NAMED JOINT HOLDER

--

OCCUPATION

--

TAXPAYER REGISTRATION NUMBER

SIGNATURE

--

THIRD NAMED JOINT HOLDER

--

OCCUPATION

--

TAXPAYER REGISTRATION NUMBER

SIGNATURE

NOTES ON HOW TO COMPLETE THE APPLICATION FORM

1. All completed applications must be delivered to Mayberry Investments Limited ("Mayberry"), 1 1/2 Oxford Road, Kingston 5, Saint Andrew
2. Applications that are not from the Reserved Share pool must be for a minimum of 1,000 shares with increments in multiples of 5,000 shares. Applications in other denominations will **not** be processed or accepted.
3. All applicants must attach their payment for the specified number of Shares they have applied for, in the form of either:
 - A. A Manager's cheque made payable to "Mayberry Investments Limited" or
 - B. Authorization from the applicant on the Application, instructing Mayberry to make payment from cleared funds held in an investment account in the Applicant's name at Mayberry, or
 - C. Transfer in the Real Time Gross Settlement ("RTGS") system to designated account for the purposes of payments of \$1 million or more. Please contact «BrokerShortName» for details
3. If you are applying jointly with any other person, you must complete the Joint Holder Information and each joint holder **must** sign the Application Form at the place indicated.
4. All Applicants must be at least 18 years old and must attach a certified copy of their T.R.N. card or Jamaican Driver's Licence displaying the T.R.N.
5. Share Certificates will not be issued unless specifically requested through your broker. Instead, the shares allotted to a successful applicant will be credited to his account at the Jamaica Central Securities Depository ("JCSD"). If the applicant does not have a JCSD account, one will be created by your broker and the allotted shares deposited to that account. Applicants may refer to the notice posted on the JSE website (www.jamstockex.com) for instructions on confirming Share Allotments
6. All Applicants are deemed to have accepted the terms and conditions set out in the Prospectus and the Articles of Incorporation of the Company generally.

THIS SECTION FOR USE BY BROKER ONLY

DATE APPLICATION RECEIVED: _____

TIME RECEIVED: _____

PAYMENT METHOD: CHEQUE / AUTHORISATION LETTER

CHEQUE NUMBER OR LETTER DATE: _____

PAYMENT VALUE: _____

POOL: _____

BROKER STAMP AND SIGNATURE: