



COMBINED INITIAL PUBLIC OFFERING  
AND OFFER FOR SALE

# Prospectus 2026

Built for Movement.  
Built for Growth.

LEAD BROKER & ARRANGER

 **CAPITAL MARKETS**  
LIMITED

A copy of this Prospectus was delivered to the Registrar of Companies for registration pursuant to sub-section 40(2) of the Companies Act, 2004 and was so registered on January 21, 2026. The Registrar of Companies accepts no responsibility whatsoever for the contents of this Prospectus. A copy of this Prospectus was also delivered to the Financial Services Commission ("FSC") for the purpose of registration of the Company as an issuer pursuant to section 26 of the Securities Act, and the Company was so registered on January 23, 2026. The FSC has neither approved this Prospectus nor passed upon the accuracy or adequacy of this Prospectus.

This Prospectus is intended for use in Jamaica only and is not to be construed as an invitation to any person outside Jamaica to subscribe or apply for any of the Shares.

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

## **COMBINED INITIAL PUBLIC OFFERING & OFFER FOR SALE**

### **PROSPECTUS BY WOODCATS INTERNATIONAL LIMITED**

Invitation for Applications for up to 833,333,333\* Ordinary Shares:

283,333,334 Ordinary Shares (Non-Reserved Shares) are available for Application by the General Public.

549,999,999 Ordinary shares (Reserved Shares) as follows:

- 22,222,222 Ordinary Shares- Employee Reserve Pool
- 111,111,111 Ordinary Shares- Key Partner Reserve Pool
- 416,666,666 Ordinary Shares- Strategic Investor Reserve Pool

at an Invitation price of J\$0.90 per Ordinary Share payable in full on Application raising up to J\$749,999,999.70.

\*416,666,667 Ordinary Shares will be newly issued and 416,666,666 Ordinary Shares are existing Ordinary Shares being sold by the Selling Shareholder, Derrimon Trading Company Limited

Prospective investors in the Ordinary Shares, which are the subject of this Invitation, may submit applications by following the Application Guidelines set out in Appendix 1, along with the accompanying notes. The Application List for the Shares will open at 9:00 a.m. on February 2, 2026 and will close at 4:30 p.m. on February 20, 2026 subject to the right of Woodcats International Limited (the “Company”) to close the Application List at any time if subscriptions have been received for the full amount of the Ordinary Shares available for subscription and subject also to the right of the Company to extend the closing beyond that date subject to section 48 of the Companies Act, 2004. In the event of an early closing or an extension of the closing, notice will be posted on the website of the Jamaica Stock Exchange ([www.jamstockex.com](http://www.jamstockex.com)).

It is the intention of the Company to apply to the Board of the Jamaica Stock Exchange for the whole of the issued ordinary share capital of the Company to be listed on the Junior Market of the Jamaica Stock Exchange. The application to the JSE is dependent upon the Company’s ability to: **(i)** raise at least J\$400 million as a result of the Invitation; and **(ii)** meet the criteria for admission. This statement of the Company’s intention is not a guarantee that the Shares will in fact be listed on the Junior Market. If the application to list is successful, it is anticipated such listing will take place within 21 days of the closing of the Application List and the Shares subscribed for will be allotted and converted to stock units and dealings will commence immediately after such listing. If the Shares are not admitted to listing, the Company will not proceed with the allotment of Shares and will refund, without interest, all monies received from subscribers in pursuance of this Prospectus within ten (10) days of the Closing of the Application List (or the extended Closing, as the case may be) and in any event within forty (40) days after the issue of the Prospectus.

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# 01

Disclaimers  
& Advisory  
On Forward  
Looking  
Statements

## 1.1 Invitation is made to Jamaican Residents in Jamaica

### 1.1.1

This Prospectus is intended for use in Jamaica only and is not to be construed as an invitation to any person outside Jamaica to subscribe or apply for any of the Shares. The distribution or publication of this Prospectus and the offering of Shares in certain jurisdictions may be restricted by law, and, accordingly, persons into whose possession this Prospectus may come are required to inform themselves about, and to observe, such restrictions.

### 1.1.2

The Shares have not been, nor will they be registered or qualified under the United States Securities Act, 1933, as amended or any applicable Blue Sky law or other security law of any State or political sub-division of the United States of America. The Shares may not be offered, sold, transferred, or delivered, directly or indirectly in the United States of America, its territories or possessions or any area subject to the jurisdiction of the United States or in any other country in which an invitation to subscribe for the Shares or the offering of the Shares is not permitted by applicable law.

## 1.2 Responsibility for Content of this Prospectus

### 1.2.1

The Directors of Woodcats International Limited (the “Company”) whose names appear in Section 21 of this Prospectus, are the persons responsible for the information contained herein. To the best of the knowledge and belief of such Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to materially affect the import of such information. Each of such persons accepts responsibility accordingly.

### 1.2.2

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.

## 1.3 Content of the Prospectus

### 1.3.1

This Prospectus contains important information for prospective investors in the Company. All prospective investors should read the Prospectus carefully in its entirety before submitting an Application in accordance with the Application Guidelines in Appendix 1.

### 1.3.2

If you are in doubt about the contents of this Prospectus, you should consult your stockbroker, securities dealer, investment adviser, bank manager, attorney-at-law, professional accountant or other professional adviser.

### 1.3.3

This Prospectus contains summaries of certain documents which the Board of Directors of the Company believes 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 20 of this Prospectus. Any summaries of such documents appearing in this Prospectus are qualified in their entirety by reference to the complete document.

#### 1.3.4

The publication 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 this Prospectus.

#### 1.3.5

Neither the Financial Services Commission ("FSC"), nor the Office of the Registrar of Companies ("COJ") or any other 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 Application to Subscribe for Shares

#### 1.4.1

This Prospectus is not a recommendation by the Company that prospective investors should submit an Application to subscribe for Shares in the Company. Prospective investors in the Company are expected to make their own assessment of the Company, and the merits and risks of subscribing for Shares. Prospective investors are also expected to seek appropriate advice on the financial and legal implications of subscribing for Shares, including but not limited to any tax implications.

#### 1.4.2

- i. He/she has been afforded a meaningful opportunity to review the Prospectus (including in particular the terms and conditions in Sub-Section 8.3), 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;
- ii. He/she has not relied on the Company or any other person in connection with his/her investigation of the accuracy of such information or his/her investment decision; and
- iii. No person connected with the Company has made any representation concerning the Company or this Prospectus not contained in this Prospectus, on which the Applicant has relied in submitting his/her Application.

## 1.5 Advisory on Forward-Looking Statements

#### 1.5.1

This Prospectus contains forward-looking statements. These are statements that are not about historical facts and speak only as of the date they are made and include, without limitation, the discussions of future plans and financial projections. Although the Company believes that in making any such statements its expectations are based on reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. Prospective investors

in the Company are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they have been made. Future events or circumstances could cause actual results to differ materially from historical or anticipated results.

#### 1.5.2

Forward-looking statements may be identified by accompanying language such as “expects”, “intends”, “anticipates”, “estimates” and other cognate or analogous expressions or by qualifying language or assumptions. These forward-looking statements are subject to numerous risks and uncertainties. Once this Prospectus has been signed by or on behalf of the Company, the Company undertakes no obligation to update publicly or revise any of the forward-looking statements in light of new information or future events, including changes in 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). 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 Risk Factors set out in Part 7 as well as the following:

- i. general economic and business conditions prevailing both locally and internationally including: actual rates of growth of the Jamaican and regional economies, interest rates or exchange rate volatility;
- ii. changes in the political, social and economic conditions impacting market conditions in general and the Company in particular;
- iii. adverse climatic events and natural disasters;
- iv. unfavourable market receptiveness to new products;
- v. changes in any legislation or policy adversely affecting the revenues or expenses of the Company;
- vi. any other factor negatively impacting on the realisation of the assumptions on which the Company’s financial projections are based; and
- vii. other factors identified in this Prospectus.

# 02 Definitions

**2.1** The following definitions apply throughout this Prospectus unless the context otherwise requires:

<b>Allotment</b>	The allocation and issuance of Shares to successful Applicants;
<b>Applicant</b>	A person (being an individual or corporate body), whether a Reserved Share Applicant or a member of the general public, who submits an Application;
<b>Application</b>	A duly completed application for Shares made by completing an electronic application using GoIPO (the Lead Broker's online application portal) in accordance with the Application Guidelines in Appendix 1, and submitted as contemplated in this Prospectus along with payment of the Price using an Approved Payment Method, with respect to the Shares, the subject of the Application;
<b>Application List</b>	The application list in respect of the Invitation;
<b>Approved Payment Method</b>	Any of the methods of payment described in Sub-Section 8.3.5 of this Prospectus required to be used by Applicants in effecting payment of the Price;
<b>Articles</b>	The Articles of Incorporation of the Company together with any amendments thereto;
<b>Auditors</b>	Baker Tilly, 6 Collins Green Avenue, Kingston 5, Jamaica;
<b>Auditors' Report</b>	The report of Baker Tilly set out in pages 94 to 136 in Appendix 2 hereto;
<b>The Board</b>	The Board of Directors of the Company whose signatures appear in Section 21;
<b>Business Day</b>	Any day (other than a Saturday, Sunday or public general holiday) on which banks are open for business in the Corporate Area of Kingston and Saint Andrew in Jamaica;

<b>Closing Date</b>	The date on which the Application List in respect of this Invitation closes, being 4:30 p.m. on February 20, 2026, subject to the right of the Company to shorten or extend the subscription period in the circumstances set out in this Prospectus;
<b>The Company</b>	<p>Woodcats International Limited a company duly incorporated under the laws of Jamaica with company number 60,764 with its registered office located at 27 Slipe Pen Road, Kingston Central Sorting Office, Jamaica;</p> <p>The Company is a local manufacturer of wooden pallets, which are essential for the storage and transportation of goods across the country's supply chain. In addition to wooden pallets, Woodcats produces wooden crates, shipping boxes, furniture, and lobster traps, and provides heat-treatment services that certify wood packaging for export in compliance with international phytosanitary standards. The Company also distributes plastic pallets and stretch wraps, and has expanded into creating by-products such as mulch, sawdust, and planters through its circular manufacturing model that ensures full use of its raw materials;</p>
<b>Companies Act</b>	The Companies Act of Jamaica, 2004 as amended from time to time;
<b>Derrimon Group of Companies</b>	Collectively, Derrimon Trading Company Limited, Select Grocers Supermarket, Caribbean Flavours and Fragrances Limited, Marnock LLC, Marnock Retail LLC, Arosa Limited, and Woodcats International Limited.;
<b>Dollars or J\$</b>	Jamaican Dollars;
<b>Employee Reserve Pool</b>	Employees of the Company and/or employees of any of the Derrimon Group of Companies that are permitted by the Directors in their sole discretion to make a priority Application on their own behalf for Employee Reserve Shares;
<b>Employee Reserve Shares</b>	The 22,222,222 shares in the Invitation that are initially reserved for priority Application from the Employee Reserve Pool, at a price of J\$0.90 on the terms and conditions set out in section 8.1 of this Prospectus;
<b>FSC</b>	The Financial Services Commission of Jamaica;
<b>Government</b>	The Government of Jamaica;
<b>Invitation</b>	This combined Initial Public Offering and offer for sale whereby the public is invited to subscribe for Shares in the capital of the Company on the terms and conditions set out in this Prospectus;
<b>Invitation Price or Price</b>	J\$0.90 per Share;
<b>JSE or the Exchange</b>	The Jamaica Stock Exchange;

<b>JSE Website</b>	The website of the Jamaica Stock Exchange at <a href="http://www.jamstockex.com">www.jamstockex.com</a> ;
<b>JCSD</b>	The Jamaica Central Securities Depository Limited;
<b>JCSD Processing Fee</b>	The fees that the JCSD charges of approximately J\$172.50 inclusive of GCT, for processing each Application;
<b>Junior Market</b>	The Junior Market of the JSE;
<b>Junior Market Rules</b>	The rules made by the JSE from time to time to govern the Junior Market;
<b>Key Partner Reserve Pool</b>	Certain key partners, customers, providers of services to the Company that the key partner reserve shares have been reserved for;
<b>Key Partner Reserve Shares</b>	The 111,111,111 shares in the Invitation that are initially reserved for priority Application from the Key Partner Reserve Pool, at a price of J\$0.90 on the terms and conditions set out in section 8.1 of this Prospectus.
<b>Lead Broker</b>	NCB Capital Markets Limited, who will act on behalf of Woodcats International Limited and Derrimon Trading Company Limited in the execution of the Invitation;
<b>List</b>	The Application List applicable to this Invitation;
<b>NCBCM</b>	NCB Capital Markets Limited, the Lead Broker for this Invitation;
<b>Opening Date</b>	The date on which the Application List in respect of this Invitation opens, being 9:00 a.m. on February 2, 2026;
<b>Ordinary Shareholders</b>	Holders of the Ordinary Shares and includes Ordinary Stockholders and vice versa;
<b>Non-Reserved Shares</b>	The total number of Shares available for subscription in this Invitation, less the Reserved Shares;
<b>Non-Reserved Share Applicants</b>	Applicants who are not Reserved Share Applicants;
<b>Registrar</b>	The Jamaica Central Securities Depository Limited or the JCSD;

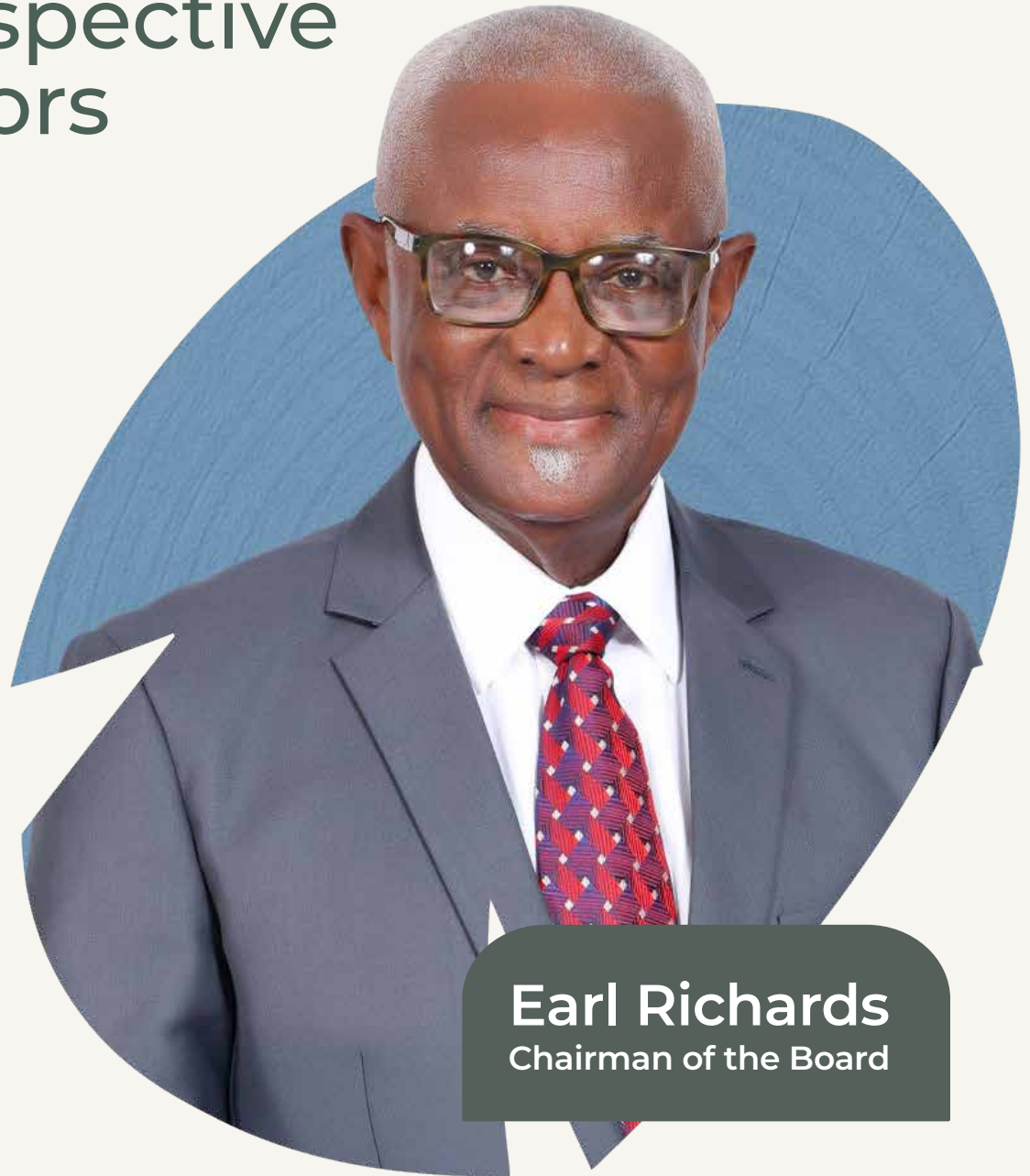
<b>Reserved Shares</b>	The 549,999,999 shares in the invitation that are reserved for priority Applications from Reserved Share Applicants at the subscription price divided into: (a) the Strategic Investor Reserve Shares; (b) the Key Partner Reserve Shares; and (c) Employee Reserve Shares, on the terms set out in section 8.1 of this Prospectus;
<b>Reserved Share Pool</b>	The pool of Shares reserved for Reserved Share Applicants
<b>Reserved Share Applicants</b>	Applicants who are eligible for Strategic Investor Reserve Shares, Employee Reserve Shares, and/or Key Partner Reserve Shares;
<b>SAL</b>	Simple Advisory Limited, Special Consultant for this Invitation;
<b>Selling Agents</b>	Any other licensed stockbroker appointed by the Company to act as selling agent for the Invitation;
<b>Selling Shareholder</b>	Derrimon Trading Company Limited.
<b>Shares</b>	No par value ordinary shares in the capital of the Company and includes stock units and vice versa;
<b>Strategic Investor Reserve Pool</b>	the Lead Broker and/or its affiliates, fund managers, and securities dealers for whom the Lead Broker has advised that Shares have been reserved, where Lead Broker affiliates mean NCB Capital Markets Limited and its subsidiaries and portfolios within the NCB Financial Group;
<b>Strategic Investor Reserve Shares</b>	The 416,666,666 shares in the Invitation that are initially reserved for priority Application from the Strategic Investor Reserve Pool, at a price of J\$0.90 on the terms and conditions set out in section 8.1 of this Prospectus.
<b>Subscriber</b>	Subscribers in this Invitation;

## 2.2

In this Prospectus, the singular includes the plural and vice versa, and references to one gender include all other genders. References to “person” include any individual, company or other corporate body or any firm or partnership.

# 03

## Chairman's Letter to Prospective Investors



**Earl Richards**  
Chairman of the Board

The products moving every day on our roads and through our ports, factories and warehouses are largely transported on pallets made right here at Woodcats International Limited (Woodcats). Many do not recognise that wooden pallets are the ubiquitous component of our fast-growing logistics sector.

On behalf of the Board of Directors of Woodcats, I am pleased to present this invitation to you to participate in the combined Initial Public Offering (IPO) and Offer for Sale of shares in one of Jamaica's manufacturing trailblazers. Woodcats has quietly underpinned and empowered Jamaica's logistics and warehousing sectors since 1999 and has experienced significant growth since. We now welcome investors to share in that success and in the prosperous future envisaged ahead.

What began as a small workshop founded by Christopher Collings 26 years ago has evolved into a structured, forward-looking enterprise, guided by sound management and unwavering integrity. By 2018, the Company had reached a critical juncture where continued growth required fresh investment. This culminated in its acquisition by Derrimon Trading Company Limited (DTL), a leading distributor of consumer goods in the Jamaican market since 1998. Since then, with new investments, upgraded production equipment and systems, and astute management, the Company's performance has improved considerably. We have seen consistent growth in output, efficiency, and customer confidence.

Today, under the guidance of experienced leadership and the commitment of a skilled workforce, Woodcats has become the market leader in its sector, and a manufacturing and logistics success story, and it is now well positioned for expansion and product diversification. Woodcats is an internationally certified enterprise and is equipped to provide heat treatment for pallets carrying products for export and re-export.

Through this Invitation, we invite your participation in the exciting future ahead. The decision to list on the Junior Market of the Jamaica Stock Exchange comes at a time of challenge and opportunity. Jamaica's economy is stable, notwithstanding the post-Hurricane Melissa demands. The national demand for efficient warehousing solutions is rising and the logistics sector is expanding. Woodcats is well positioned to continue to amply serve Jamaica's existing needs for wooden as well as synthetic pallets for the food and cold storage industries and also to supply new market opportunities.

We are mindful, however, of the challenges such as market competition, volatility in raw material supply and costs and the capital demands of expanding our production capacity. In this regard, the Company has established diversified supply sources, locally and internationally, for its raw materials. The Board has carefully reviewed these factors and is confident that the Company's strategy which includes diversification of product lines, investment in modern machinery and development of local supply partnerships, provides a sound basis for long-term growth and profitability.

The Board is committed to upholding the highest standards of probity, accountability and stewardship. Our goal is to safeguard and enhance shareholder value while enabling the management team to execute a strategy of innovation, efficiency and diversification. This Invitation provides an opportunity for you to be a part of a Company that has consistently demonstrated financial discipline, prudent governance and a commitment to customer satisfaction.

We invite you to participate in this combined IPO and Offer for Sale with confidence that your investment will be managed with the seriousness and responsibility that our mission promotes and your trust deserves.

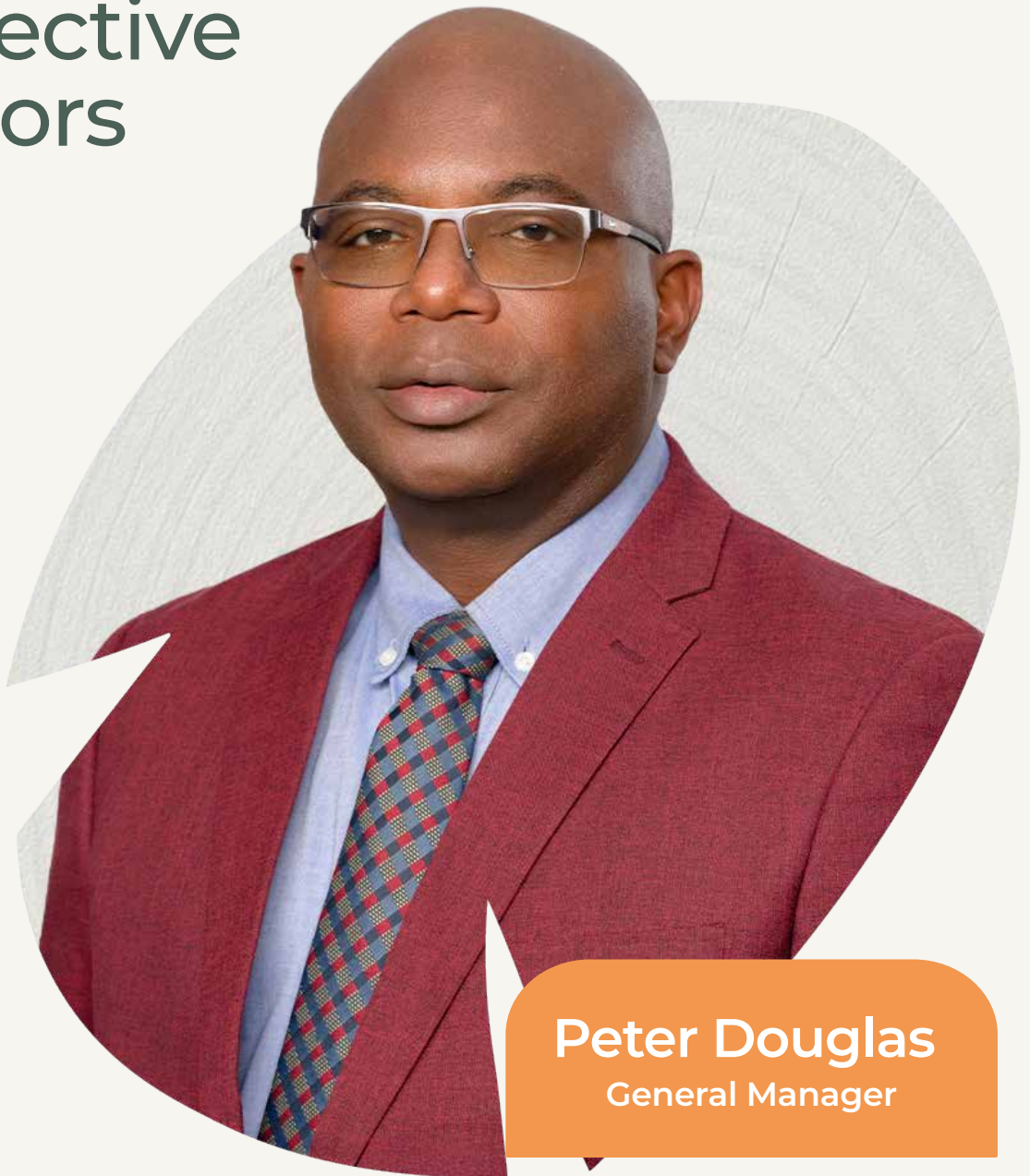
Yours sincerely,



# 04

## General Manager's Letter to Prospective Investors

Woodcats International Limited has reached a pivotal moment in its history, one where efficiency stands not only as our greatest achievement, but also as our next frontier. Every day, our two production facilities operate with disciplined precision: cutting, assembling, repairing, and treating hundreds of pallets that keep the nation's goods moving. It is work that happens quietly, yet it remains indispensable to Jamaica's supply chain and economic engine.



**Peter Douglas**  
General Manager

Since our inception, Woodcats has grown into a national manufacturing partner of scale, now producing and servicing more than 300,000 pallets annually and supporting some of Jamaica's largest industrial clients. Our organisation has expanded from a team of 64 individuals operating at a single location on 27 Slipe Pen Road to a skilled workforce of over 90 members across two facilities, including our second site at 235-237 Marcus Garvey Drive. We maintain an almost continuous production schedule, achieving more than 95% uptime, a benchmark within the local manufacturing industry.

Financially, the Company continues to deliver steady growth. In recent years, Woodcats has consistently maintained positive cash flows and double-digit revenue increases, supported by careful cost control and reinvestment in productivity. The Company's gross margins have strengthened through a zero-waste circular operation by recycling all by-products from pallet manufacturing into resale goods. We now also provide the additional service of certified heat treatment for wooden pallets and crates in line with international phytosanitary standards, ensuring our customers' packaging consistently meets global export requirements.

Today, we stand ready to take a bold step forward. With a strong balance sheet and steady cash generation, we are embarking on a strategic programme to broaden our product base, upgrade our machinery, and secure reliable wood supplies both locally and internationally. This expansion is about future-proofing our Company in a market where alternatives such as imported plastic pallets have emerged.

The next phase of growth demands new tools, greater scale, and sharper precision. Our vision is clear:

We are not just a pallet manufacturer and distributor. Woodcats has already begun expanding into high-value product lines such as garden mulch, wooden planters, and engineered wood solutions. Our goal is to continue diversifying, transforming raw material into innovation, functionality and value.

We will strengthen our partnerships with local suppliers and customers, ensuring our products and services align even more closely with their evolving needs and industry requirements.

We will increase productivity and efficiency through modernised equipment, upgraded systems, and refined workflows, positioning Woodcats as a true champion of local manufacturing excellence.

And, ultimately, Woodcats will become the 100% go-to supplier for the export pallet market, delivering reliability, compliance, and scale that meet global standards.

We recognise the significant risks of rising input costs, increased market competition, and ongoing pressures within the global supply chain. Despite these headwinds, we remain confident in our ability to withstand and overcome adversity. Woodcats International Limited has consistently demonstrated resilience throughout its history. Our success is rooted in our capacity to navigate each economic cycle by adapting our strategies, embracing innovation, and remaining focused on delivering unmatched value to our customers. This proven track record gives us the assurance that we are well-positioned to continue thriving, even as market dynamics shift and new challenges arise.

We see our valued customers and partners as collaborators in our progress. Together, we can expand our scope far beyond pallets, positioning Woodcats as a diversified manufacturer with a significant impact across the region. By working in partnership, we can achieve new heights and help shape the future of our industry.

We appreciate your confidence in us and look forward to welcoming you as we embark on this journey together.

Yours sincerely,  
*Peter Douglas*

# 05 Summary of Invitation

The following summary information is derived from and should be read in conjunction with, and is qualified in its entirety by, the full text of this Prospectus, including the Appendices. Recipients are advised to read this entire Prospectus carefully before making an investment decision about the transactions herein. Each recipient's attention is specifically drawn to the Risk Factors in Part 7 of this Prospectus and the disclaimers at the beginning of this Prospectus. If you have any questions arising out of this Prospectus or if you require any explanations, you should consult your stockbroker, licensed investment advisor, attorney-at-law, accountant or other professional adviser.

<b>Issuer</b>	Woodcats International Limited and Derrimon Trading Company Limited as the Selling Shareholder	
<b>Securities</b>	Up to 833,333,333 Ordinary Shares in which up to 416,666,667 Ordinary Shares are offered by the Company and up to 416,666,666 Ordinary Shares are offered by the Selling Shareholder, Derrimon Trading Company Limited	
<b>Invitation Price</b>	J\$0.90 per Ordinary Share	
<b>Reserved Shares</b>	549,999,999 Ordinary Shares	
<b>Reserved Share Pool</b>	<b>Reserved Share Pools</b>	<b>Shares Available For Subscription</b>
	Employee Reserve	22,222,222
	Strategic Investor Reserve	416,666,666
	Key Partners	111,111,111
<b>Non-Reserved Shares</b>	283,333,334 Ordinary Shares	
<b>Use of Proceeds</b>	<p>As detailed in Section 10, the proceeds from the IPO portion of this Invitation will be used for:</p> <ol style="list-style-type: none"> <li>1. Capital expenditure; and</li> <li>2. Working capital support.</li> </ol> <p>The proceeds from the Offer for Sale portion of this Invitation will be used for:</p> <ol style="list-style-type: none"> <li>3. Paying Selling Shareholder</li> </ol>	

**Key Dates**

Registration of Prospectus with COJ: January 21, 2026  
Registration of Prospectus with FSC: January 23, 2026  
Publication of Prospectus: January 26, 2026  
Opening Date: 9:00 A.M. on February 2, 2026  
Closing Date\*: 4:30 P.M. on February 20, 2026  
\*subject to the right of the Company to shorten or extend the subscription period in the circumstances set out in this Prospectus.

**Application Guidelines**

See Appendix 1 of this Prospectus for directions on how to submit an Application.

**Application Procedures**

See Sub-Section 3 of this Prospectus.

**Approved Payment Methods****1. Payment Using GoIPO for all NCB Bank Online Users (persons with an NCB Bank account with online access to their NCB account)**

NCB Online users may use the GoIPO portal to fund the purchase of Shares. Go directly to <https://goipo.jncb.com>, select the National Commercial Bank account or NCBCM broker account from which proceeds are to be taken to make payment for the Shares.

**2. Payment Using GoIPO for NCB Capital Markets Clients without NCB Bank online access.**

Authorisation may be given from the applicant electronically via <https://goipo.jncb.com>, instructing NCBCM to make payment from cleared funds held with NCBCM. The payment must be coming from the applicant's NCBCM broker account in which the Shares are expected to be held.

**3. Payment for all Other Applicants**

Transfer or direct deposit to the NCB Capital Markets Limited account stated below:

Beneficiary Bank: National Commercial Bank Jamaica Limited.  
BIC: JNCBJMKX  
Branch: 1-7 Knutsford Blvd. /New Kingston  
Beneficiary account #: 291024688  
Beneficiary account name: NCB Capital Markets  
Include Comments: [Woodcats IPO] – [Applicant's Name]

Applicants using this option will be required to enter electronically via <https://goipo.jncb.com> the payment reference details for amounts transferred to NCB Capital Markets Limited. Payment reference details include:

Date of transfer of funds  
Institution from which funds were sent  
Amount transferred  
Confirmation/Reference Number  
Sender's Account Number (account from which funds were sent)

<b>Early Applications</b>	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.
<b>Basis of Allotment</b>	Applications that meet the requirements set out in this Prospectus will be accepted on a first-come first-served basis.  If the Invitation is oversubscribed, it is likely that the Shares will be allocated on a pro rata basis, in which event Applicants may be allotted fewer Shares than were the subject of their Applications. However, the Company (in the event of oversubscription) reserves the right to allot Shares on an alternative basis to be determined in its sole discretion, including allotting a minimum of Shares to each Applicant and then allocating the excess on a pro rata basis or on such alternative basis as seems justifiable, having regard to fairness and efficacy.
<b>Confirmation of Allotments</b>	All Applicants may refer to the confirmation instructions that will be posted on the JSE Website ( <a href="http://www.jamstockex.com">www.jamstockex.com</a> ) within six (6) days of the Closing Date.
<b>Returned Applicants/ Refunds</b>	Available for collection where originally submitted within 10 (ten) days of the Closing Date (or the extended Closing Date, as the case may be).
<b>Final Allotment and Admission of trading on the JSE</b>	Within twenty-one (21) days of the Closing Date, subject to the Ordinary Shares being admitted for listing by the Board of the JSE on the JSE.

\*The Application List will close at 4:30 p.m. on the Closing Date of February 20, 2026, subject to the right of the Company to: (i) close the Application List at any time after 9:00 a.m. on the Opening Date of February 2, 2026, once the issue is fully sold and subscribed; and/or (ii) extend the Closing Date, subject to the provisions of section 48 of the Companies Act. In either case, notice will be posted on the JSE Website ([www.jamstockex.com](http://www.jamstockex.com)).

\*\*It is the intention of the Company to apply to the JSE for admission of the Shares to trading on the Junior Market of the JSE. The application for admission is dependent on the Company's ability to (i) raise at least J\$400,000,000.00 as a result of the Invitation made in the Prospectus and (ii) meet the criteria for admission set out in the Junior Market Rules. Please note that this statement of the Company's intention is not a guarantee that the Shares will in fact be admitted to trading on the Junior Market of the JSE.

# 06 Professional Advisors For The Invitation



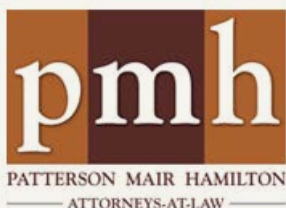
**LEAD BROKER AND ARRANGER**  
**NCB Capital Markets Limited**

The Atrium, 32 Trafalgar Road, Kingston 10, Jamaica  
Mr. Alex Johnson, (876) 960-7108,  
ncbcapinfo@jncb.com



**SPECIAL CONSULTANT**  
**Simple Advisory Limited**

16 Red Hills Road, Kingston 10, Jamaica  
Mr. Nicholas Dawson, (876) 309-2549,  
Nicholas@simple-advisory.com



**LEGAL ADVISORS**  
**Patterson Mair Hamilton**  
Attorneys-at-Law, Temple Court, 85  
Hope Road, Kingston 6

Mr. Dane Patterson, (876) 920-4000,  
dpatterson@pmhlaw.net



**AUDITORS AND REPORTING  
ACCOUNTANTS**  
**Baker Tilly**

Chartered Accountants  
6 Collins Green Avenue  
Kingston 5, Jamaica



**REGISTRAR AND TRANSFER AGENTS**  
**Jamaica Central  
Securities Depository  
Limited**

40 Harbour Street, Kingston,  
(876) 967-3271

# 07

## Risk Factors

### 7.1

**In addition to other information set forth in this Prospectus, investors should carefully consider the risks described below before subscribing for Ordinary Shares in the Company. These risks are not the only ones facing investors. Additional risks, not presently known to the Directors, or that the Directors may presently consider immaterial, may also impair the Company's operations.**

### 7.2

This Prospectus also contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated as a result of certain factors, including the risks faced by the Company described below and elsewhere in this Prospectus.

## Operational Risks

### 7.3

We are exposed to the risk of loss resulting from inadequate or failed internal processes, people, or systems. Operational risks include:

- a. systemic risk (including the risk of accounting errors, failure to procure appropriate controls and compliance failures);
- b. legal risk and reputational risk;
- c. employee errors, computer and manual systems failures, security failures, technological challenges; and
- d. fraud or other criminal activity.

### 7.4

The Company's operational risks are reduced based on having set standard operating procedures that are based on best practices.

## Input Price Risk

### 7.5

The Company manufactures wooden products and related by-products. Wood or lumber is a key raw material input for the Company's finished goods. The Company does not grow its own lumber, and accordingly, it must purchase lumber either in the spot market or under forward contracts, typically from international suppliers.

### 7.6

The price that the Company pays for its lumber will affect its overall profitability. The Company seeks to manage the price volatility of this key input by monitoring the spot price, and based on the prevailing spot market price and the forecast for its demands, it may purchase products early on a forward contract basis or seek to delay purchases.

## Tax Concession Risk

### 7.7

The Directors anticipate that the Company will benefit from a 10-year concessionary tax regime that starts from the date of listing on the Junior Market. 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 Junior Market requirements, it may be liable to repay the tax that was remitted. The Company does not guarantee that the Shares will be listed on the Junior Market or that the Company will continue to meet the ongoing Junior Market requirements.

## Risks Of Hurricane, Fire And Other Acts Of God

### 7.8

Natural disasters or un-favourable weather conditions in Jamaica could have a negative impact on the Jamaican economy as well as the demand for the Company's products. For instance, for 2024 and 2025 Jamaica's economic activity was adversely affected by the impact of Hurricane Beryl and Hurricane Melissa, respectively. That resulted in depressed demand in some sectors and acute shortages in other sectors. The Company, as are all other businesses in the local economy, is not immune to the effect of these unpredictable events. In years where they materialize, the Company's performance is likely to be negatively impacted.

## Share Price Volatility

### 7.9

Following their proposed admission to trading on the JSE the Shares may experience volatility in their market price or flat trading (being very infrequent trades or insignificant volumes of trading), either of which may extend beyond the short term and which may be dependent on 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 shareholders that wish to sell may only be able to do so at a discount.

## Macro-Economic Policies

### 7.10

The Government of Jamaica and the Bank of Jamaica may from time to time affect macroeconomic conditions through fiscal and monetary policies or changes in regulations, which may have an adverse impact on the performance of businesses in the Jamaican economy, including the Company.

## General Risks Relating To Changes In Laws And Regulations

### 7.11

The Company's business requires a licence from the Forestry Department. In the future, the laws relating to the licence may change, which could increase the costs of compliance and impact the Company's performance.

## Changes In Accounting Rules

### 7.12

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 Companies Act.

## No Guarantee That The Company Will Pay Dividends

### 7.13

Any dividend on shares will be dependent upon the performance of the Company. The Company's dividend policy is set out at Part 12 below and should not be construed as a dividend forecast. Under Jamaican law a company can only pay dividends to the extent that it has distributable reserves and cash on hand to pay such dividends. Even where the Company has distributable reserves, the Directors may decide not to pay a dividend if to do so would render the Company inadequately capitalised or if, for any other reason, the Directors determine that paying a dividend at that time would not be in the best interest of the Company. No dividend can be paid unless recommended by the Directors.

## Credit Risk

### 7.14

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet its contractual obligations to the Company. The Company faces credit risk principally in respect of its receivables from customers and, to a lesser extent, cash at bank, short-term deposits held with financial institutions, and investment in debt instruments.

### 7.15

Management has established a credit policy under which each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

## Inventory Risk

### 7.16

The Company may carry significant levels of inventory in order to provide better availability to customers, to achieve purchasing efficiencies and to avoid the negative impact of stock outs due to long lead times to get raw materials from international suppliers, especially since the pandemic. As at December 31, 2024 inventories represented 21.20% of the Company's total assets. When a large percentage of a Company's assets are represented by inventories, it creates several risks including the risk of miscounting, pilferage, over or under valuing of goods, and excess inventory, as well as wear and tear on the goods.

## Risks Relating To Competition

### 7.17

At this time, the Company does not face significant local competition in its core business of wooden pallets. Even so, other players may seek to enter this market. New entrants may be better funded than the Company or provide offerings similar to the Company's.

### 7.18

Additionally, some of the Company's customers may choose to develop their own wooden pallet business from resources in-house. This could negatively impact the Company's business.

## Risks Related To Pandemic

### 7.19

On March 11, 2020, the World Health Organization (“WHO”) declared the outbreak of the novel coronavirus (SARS-CoV-2), which causes the disease known as COVID-19, to be a global pandemic (the “Pandemic” or the “COVID-19 Pandemic”). Jamaica confirmed its first case later that same month.

### 7.20

Governments across the world, including Jamaica, implemented a range of containment measures such as travel restrictions, lockdowns, and curfews in an effort to slow the spread of the virus. These measures, while critical to protecting public health, had significant and widespread negative impacts on global and local economic activity, supply chains, and logistics networks.

### 7.21

During this period, Woodcats experienced operational challenges primarily related to supply chain delays and increased lead times for imported raw materials. In response, the Company implemented several risk mitigation strategies, including increasing inventory levels to safeguard against potential disruptions and maintain business continuity.

### 7.22

While the immediate impacts of the COVID-19 Pandemic have largely subsided, the Company remains exposed to potential future outbreaks of COVID-19 or other infectious diseases, which could again disrupt operations, affect supply availability, or influence customer demand. Woodcats continues to monitor global health developments and maintain contingency measures to ensure operational resilience in the event of similar occurrences.



# 08

The  
Invitation

## 8.1 General Information

### 8.1.1

The Company invites prospective investors to subscribe for up to 833,333,333 Ordinary Shares in the capital of the Company, subject to the terms and conditions of this Prospectus. The Ordinary Shares will, upon issue, rank *pari passu* in all respects with the Company's issued and fully paid ordinary shares.

### 8.1.2

The table below sets out the indicative allocation of the Invitation:

Description	Shares Available in the Invitation	Percentage of Invitation
Non-Reserved Shares/ General Public:	283,333,334	34.00%
Employee Reserve	22,222,222	2.67%
Strategic Investor Reserve	416,666,666	50.00%
Key Partners Reserve	111,111,111	13.33%
<b>Total:</b>	<b>833,333,333</b>	<b>100%</b>

### 8.1.3

All the Shares are priced at the Invitation Price of J\$0.90 per Share, payable in full on Application.

### 8.1.4

The Reserved Shares are initially reserved for Applications from and subscription by Reserved Share Applicants. If any of the Reserved Shares comprising the Reserved Share Pool are not fully subscribed for by the Reserved Share Applicants within the respective pools, such Reserved Shares will be allocated, and made available, to the Non-Reserved Share Pool and form part of the Shares available for allotment to Non-Reserved Share Applicants.

## 8.2 Timing

### 8.2.1

The Subscription List will open at 9:00 a.m. on February 2, 2026, (the "Opening Date") and will close on February 20, 2026 at 4:30 p.m. or such other date as may be fixed by the Board (the "Closing Date"), subject to the Company's right to close the Subscription List at any time without notice if Applications have been received for the full amount of the Shares, the subject of the Invitation. Applications are due within the period commencing on the Opening Date and ending on the Closing Date.



Leading local  
manufacturer  
in pallets

**Founded  
27 years ago**

## 8.3 Application Procedures and Terms and Conditions of Invitation

### 8.2.2

The Invitation will close at 4:30 p.m. on the Closing Date subject to the right of the Company to: (a) close the Invitation at any time after it opens at 9:00 a.m. on the Opening Date once the Invitation is fully subscribed; or (b) extend the period during which the Invitation will remain open for any reason, provided that such period 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 the extension of such period or an early closing, notice will be posted on the JSE Website at [www.jamstockex.com](http://www.jamstockex.com).

### 8.2.3

Subject to the provisions in this Prospectus, the Company reserves the right to extend the period during which the Invitation will remain open. An announcement will be made by the Company informing of the allocation of Shares to successful Applicants within six (6) days of the Closing Date.

### 8.3.1

Applications must be made in accordance with the Application Guidelines set out at Appendix 1 of this Prospectus.

### 8.3.2

Each Applicant must have provided:

- i. For all individual Applicants, a copy of: (i) valid identification (Driver's Licence, Passport or National Identification (ID)); and (ii) in the case of Reserved Share Applicants, a Relevant ID (if applicable), or such other relevant information as may be required to confirm eligibility as a Reserved Share Applicant;
- ii. Copy of Taxpayer Registration Number card for all Applicants resident in Jamaica; and
- iii. Evidence of payment for the full amount of the Invitation Price payable for the Shares applied for, using an Approved Payment Method, along with the JCSD processing fee of J\$172.50.

### 8.3.3

Each Application for Shares must be for a minimum of 1,000 Shares and amounts above this shall be in multiples of 1 Share.

### 8.3.4

Payment for the full amount of the Invitation Price for the Shares applied for must be remitted to the Lead Broker or Selling Agent(s), as the case may be.

### 8.3.5

An **Approved Payment Method** shall be any of the following:

#### **1. Payment Using GoIPO for all NCB Bank Online Users (persons with an NCB Bank account with online access to their NCB account)**

- NCB Online users may use the GoIPO portal to fund the purchase of Shares. Go directly to <https://goipo.jncb.com>, select the National Commercial Bank account or NCBCM broker account

from which proceeds are to be taken to make payment for the Shares.

## **2. Payment Using GoIPO for NCB Capital Markets Clients without NCB Bank online access.**

- Authorisation may be given from the applicant electronically via <https://goipo.jncb.com>, instructing NCBCM to make payment from cleared funds held with NCBCM. The payment must be coming from the applicant's NCBCM broker account in which the Shares are expected to be held.

## **3. Payment for all Other Applicants**

- Transfer or direct deposit to NCB Capital Markets Limited account stated below:
- Beneficiary Bank: National Commercial Bank Jamaica Limited.
- BIC: JNCBJMKX
- Branch: 1-7 Knutsford Blvd. /New Kingston
- Beneficiary account #: 291024688
- Beneficiary account name: NCB Capital Markets
- Include Comments: Woodcats IPO – [Applicant's Name]

Applicants using this option will be required to enter electronically via <https://goipo.jncb.com> the payment reference details for amounts transferred to NCB Capital Markets Limited. Payment reference details include:

- Date of transfer of funds
- Institution from which funds were sent
- Amount transferred
- Confirmation/Reference Number
- Sender's Account Number (account from which funds were sent)

### **8.3.6**

(i) he/she has been afforded a meaningful opportunity to review the Prospectus (including the terms and conditions in this Section 8), 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;

(ii) he/she has not relied on the Company or any other persons in connection with his/her investigation of the accuracy of such information or his/her investment decision; and

(iii) no person connected with the Company has made any representation concerning the Company or this Prospectus not contained in this Prospectus, on which the Applicant has relied on in submitting his/her Application.

### **8.3.7**

Applicants will be deemed to have accepted the terms and conditions of this Invitation and any other terms and conditions set out in this Prospectus.

#### 8.3.8

All Applications will be time stamped for processing in the order in which they were received. Applications that meet the requirements set out in this Prospectus will be accepted on a first come first served basis. 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.

#### 8.3.9

For the purposes of paragraph 8.3.8 above, the Company in their sole discretion, may:

- i. accept or reject any Application in whole or part without giving reasons, and neither they (nor any of them) nor the Company shall be liable to any Applicant or any other person for doing so; and
- ii. treat multiple Applications by any person (whether in individual or joint names) as a single Application.

#### 8.3.10

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 at the Invitation Price, subject to these terms and conditions.

#### 8.3.11

The Board, in their sole discretion, may accept (in whole or in part) or reject, in whole or in part, any Application to subscribe for Shares, even if the Application is received, validated and processed. Accordingly, the number of Shares allocated to you may be reduced.

#### 8.3.12

Successful Applicants will be allotted Shares for allotment to their account in the JCSD specified in their Application. Applicants may refer to the confirmation instructions that will be posted on the JSE Website ([www.jamstockex.com](http://www.jamstockex.com)) after the Closing Date.

#### 8.3.13

The Company will make refunds to Applicants whose Applications are not accepted, or whose Applications are only accepted in part, or because the Invitation is withdrawn or because the Ordinary Shares are not admitted to trade on the Junior Market, within ten (10) days after the Closing Date (or the shortened or extended Closing Date, as the case may be). Each Applicant's refund will be processed to their brokerage account or NCB Bank account as outlined in their submission in GoIPO.

## 8.4 Additional Information on Reserved Share Pools

### 8.3.14

If the Invitation is oversubscribed, it is likely that the Shares will be allocated on a pro rata basis, in which event Applicants may be allotted fewer Shares than were the subject of their Applications. However, the Company (in the event of oversubscription) reserves the right to allot Shares on an alternative basis to be determined in its sole discretion including allotting a minimum of Shares to each Applicant and then allocating the excess on a pro rata basis or on such alternative basis as seems justifiable having regard to fairness and efficacy.

### 8.3.15

Applicants must be at least 18 years old.

### 8.4.1

As set out in the Prospectus, the Directors have made the determination that 549,999,999 Shares should be reserved as follows: (a) Employee Reserve Shares of 22,222,222 Shares; (b) Key Partners Reserve Shares of 111,111,111 Shares; and (c) Strategic Investor Reserve Shares of 416,666,666 Shares.

### 8.4.2

If any of the Reserved Shares in the Reserved Share Pools are not fully subscribed, by Reserved Shares Applicants such Reserved Shares will be allocated, and made available, to the Non-Reserved Applicants (the General Public).

### 8.4.3

The Directors have created the Employee Reserve Pool. The Directors believe that Employees are important stakeholders in the Company's performance. By allocating a reserved pool, Employees will also be able to participate as shareholders in the Company's future performance.

### 8.4.4

Among Reserved Share Pools are the Key Partners Reserved Shares. The Directors believe that in reserving shares for Key Partners, the Company will be better able to bring in investors whose interests are longer-term with regard to their shareholding in the Company. This in turn can have a stabilising effect on the Company's stock price.

### 8.4.5

Also among the Reserved Share Applicants are the Strategic Investor Reserved Shares. The Directors believe that reserving shares in this pool will provide the Lead Broker with more certainty in marketing the Invitation to institutional investors that would only submit an Application if allowed to do so on a priority basis.

The Company has introduced new product lines including landscaping mulch, outdoor furniture, planter boxes, and custom crates, many of which are derived from recycled wood and by-products of its existing operations.



# 09 Information About The Company

## 9.1 Overview of the Company

### 9.1.1

Woodcats International Limited (“Woodcats” or the “Company”) was incorporated on January 13, 1999. The principal activity of the Company is the manufacture and sale of wooden products and related by-products. The Company’s registered office is located at 27 Slipe Pen Road, Kingston.

### 9.1.2

The Company was acquired by Derrimon Trading Company Limited in September 2018. Since 2020, the Company’s operating profit has grown more than fivefold, increasing from J\$31.9 million to J\$179.3 million for the full year 2024.

## 9.2 The Company’s Businesses

### 9.2.1

Woodcats designs and manufactures its own wooden products and related by-products. It offers a full range of wooden pallet products from initial design to final quality assurance.

### 9.2.2

Woodcats designs and manufactures its own wooden and it also reconditions and repairs used wooden pallets from third-parties. It also provides certified heat treatment services for third-party wooden products, meeting international export standards.

### 9.2.3

Additionally, Woodcats distributes plastic pallets and produces shipping boxes, crates and lobster traps.

### 9.2.4

Woodcats can be found on its website at:

<https://woodcatsinternational.com/products/#products>

## 9.3 Details of Authorised and Issued Share Capital

### 9.3.1

The Company's ordinary share capital is as follows:

- **Authorised:** Unlimited
- **Issued:** 1,967,941,102.00 ordinary stock units

Date	Authorised Share Capital	Issued Share Capital
January 13, 1999	1,000	1,000
January 15, 2026	Unlimited	1,967,941,102.00


## 9.4 Charges Registered against Assets of the Company

As at December 31, 2025 the Company has the following charges registered against its assets:

Date Registered	Chargor	Collateral Description
04/08/2020	Bank of Nova Scotia Jamaica Ltd.	One (1) 2019 LPG Forklift
04/08/2020	Bank of Nova Scotia Jamaica Ltd.	One (1) 2019 LPG Forklift
04/08/2020	Bank of Nova Scotia Jamaica Ltd.	One (1) Mitsubishi FUSO Truck
17/02/2025	Bank of Nova Scotia Jamaica Ltd.	2024 CIMC 40ft Flatbed Semi Trailer
17/02/2025	Bank of Nova Scotia Jamaica Ltd.	2023 Shacman X3000 – Tractor Head
17/02/2025	Bank of Nova Scotia Jamaica Ltd.	2023 Hangcha – 4 Ton Forklift Dual 4.5M
02/05/2025	Bank of Nova Scotia Jamaica Ltd.	One (1) 2025 Jetour T2

## 9.5 Intellectual Property

As at December 31, 2025, the latest practicable date prior to the publication of this Prospectus, the Company has the following interests in intellectual property:

Intellectual Property	Description
<p>Woodcats International Limited Logo</p> 	<p>TM No. 85492 - class 19, 20 and 22 (valid until 01/22/2032)</p>

## 9.6 Real Property

As at December 31, 2025 the Company has the following interests in real property:

Property	Nature of Interest	Other details
Lot 3 Gleniffar Park	Owned	Owned by the Company since 2004. sq. ft. 6,400.
Part of Lot 2, Gordon Road	Owned	Owned by the Company since 2011. sq. ft. 8,604
235 Marcus Garvey Drive	Leased	Lease Agreement with Tank Weld Limited Warehouse. sq. ft. 13,650
Part of 27 Slip Pen Road	Owned	Owned by the Company since 2015. sq. ft. 4,300
Part of 27 Slip Pen Road	Leased	
Lot 2B Paisley Road	Owned	Owned by the Company since 2016. sq. ft. 1,859
Part of Lot 3, Slip Pen Road	Owned	Owned by the Company since 2016. sq. ft. 6,356.7
Part of Lot 2C & 4 Paisley Road	Leased	Lease Agreement with Kingston Restoration Company Limited. sq. ft. 3,450.
235 Marcus Garvey Drive	Leased	Lease Agreement with Derrimon Trading Company Limited for Warehouse Number 3 located at 235 Marcus Garvey Drive, amounting to sq. ft. 28,000

## 9.7 Material Contracts

### 9.7.1

The Material Contracts are set out in Sub-section 18.9 below.

## 9.8 Applicable Regulations and Licenses

### 9.8.1

The business of the Company involves manufacturing wooden products. That activity involves the operation of sawmills to convert the lumber. That activity is regulated by the Forestry Department and requires the Company to annually obtain license for each sawmill that it operates. Woodcats holds the following license:

- (a) License to Operate Sawmill License No.:8-2025;
- (b) License to Operate Sawmill License No.:9-2025;
- (c) License to Operate Sawmill License No.:10-2025,

Each of these licenses expired on December 31, 2025. The Company is in the process of obtaining renewals of each of the licenses and sees no reason why each license would not be renewed.

#### 9.8.2

Woodcats' 27 Slipe Pen Road facility is registered under the Factories Act. Its most recent Certificate of Re-registration expires on February 26, 2027.

#### 9.8.3

In order to conduct certified heat treatment services for wooden products, Woodcats must adhere to the Plant Quarantine Act, the Solid Wood Packaging Regulation, the International Plant Protection Convention – International Standard for Phytosanitary Measure (ISPM) 15 as well as certain standards set out by the Ministry of Agriculture, Fisheries and Mining. This aspect of the Company's operations is subject to inspection and compliance audits from the Ministry of Agriculture Plant Quarantine Branch.

### 9.9 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, nor do the Directors believe that there are circumstances which may give rise to such proceedings.

### 9.10 Insurance Policies

The Company's operations are insured against Commercial All Risks as part of the Derrimon Group of Companies insurance coverage. The Total Sum Insured for Woodcats operations is US\$1.92 Million.

### 9.11 Further Information

For Further Information on the Company. Visit the Company's website at:  
<https://woodcatsinternational.com>



# Built For Growth



# 10 Use of Proceeds

- 10.1 The Company is conducting this Invitation which, if successful, will raise gross proceeds of J\$749,999,999.70. Of this amount, J\$375,000,000.30 will accrue to the benefit of the Company, while the remaining J\$374,999,999.40 will accrue to the benefit of the Selling Shareholder. The Company estimates that the net proceeds of the Invitation will be approximately J\$705,929,757 after deducting aggregate transaction expenses of approximately J\$44,070,243 which will be shared equally between the Company and the Selling Shareholder.
- 10.2 The Company intends to apply the proceeds of the Invitation as follows:
- (a) approximately J\$187,500,000 towards capital expenditure to purchase:
    - i. Head Resaws
    - ii. Forklifts
    - iii. Dust Collection System
    - iv. Pallet-Nailing Machine
    - v. Wooden Machinery
    - vi. Wood Shaving Machine
    - vii. Pallet Shredder
    - viii. Wood Crusher
  - (b) approximately J\$165,464,878.80 towards working capital support;
  - (c) approximately J\$44,070,243 towards transaction expenses (inclusive of brokerage, legal, registrar, marketing and auditor's fees, as well as General Consumption Tax); and
  - (d) approximately J\$352,964,877.90 to the Selling Shareholder (net of shared transaction expenses).
- 10.3 For the purposes of the requirement for disclosure set out in Section 48 of the Companies Act, the minimum amount which, in the opinion of the Directors, must be received by the Company as a result of the subscription of its Shares in the Invitation in order to provide for the matters set out above, is J\$400,000,000.00 ("Minimum Raise"). Of this amount, J\$200,000,000 will accrue to the benefit of the Company and be applied to the purposes outlined above, while the remaining J\$200,000,000.00 will accrue to the benefit of the Selling Shareholder and not to the Company.

# 11 Capital Structure

## 11.1 Authorised Share Capital

### 11.1.1

On January 13, 1999, the Company was incorporated with an authorised share capital of 1,000 ordinary shares.

### 11.1.2

In contemplation of this Invitation, on January 15, 2026 the Company increased its authorised share capital to unlimited shares.

## 11.2 Issued Ordinary Shares

### 11.2.1

On incorporation, the Company issued 1,000 ordinary shares. All the 1,000 ordinary shares were owned by Mr. Christopher Collings, the founder of Woodcats. On September 7, 2018, Derrimon Trading Company Limited acquired the 1,000 ordinary shares issued by Woodcats from Mr. Christopher Collings.

### Pre-Invitation Transactions

### 11.2.2

In contemplation of the Invitation the Company carried out certain pre-Invitation Transactions on January 15, 2026 as follows:

(a) issuance of 234 shares at J\$14,957.264957265 per shares resulting in the following shareholdings:

Shareholder	Shares	Payment for Shares (J\$)
DTL Employee & Shareholder Nominee Trust Limited	110	1,645,299.15
Princeman Limited	99	1,480,769.23
Doug Ridge Holdings Limited	25	373,931.62
<b>Total</b>	<b>234</b>	<b>3,500,000.00</b>

(b) each issued share (234 shares) was subdivided by a factor of 1,594,765.88600756 resulting in the following shareholdings:

Shareholder	Shares Post-Stock Split
Derrimon Trading Company Limited	1,594,765,886.0075600
DTL Employee & Shareholder Nominee Trust Limited	175,424,247.4608320
Princeman Limited	157,881,822.7147490
Doug Ridge Holdings Limited	39,869,147.1501891
<b>Total</b>	<b>1,967,941,103.33</b>

(c) in order to eliminate fractional shares and arrive at the desired pre-Invitation shareholdings, certain shareholders surrendered shares for nominal consideration as follows:

Shareholder	Shares Post-Stock Split	Shares Surrendered	Pre-Invitation Shareholding
Derrimon Trading Company Limited	1,594,765,886.0075600	0.0075600	1,594,765,886.00
DTL Employee & Shareholder Nominee Trust Limited	175,424,247.4608320	0.4608320	175,424,247.00
Princeman Limited	157,881,822.7147490	0.7147490	157,881,822.00
Doug Ridge Holdings Limited	39,869,147.1501891	0.1501891	39,869,147.00
<b>Total</b>	<b>1,967,941,103.33</b>	<b>1.33</b>	<b>1,967,941,102.00</b>

## 11.3 Fully-Diluted Pre-Invitation Shareholdings

Shareholder	Ordinary Shares	Value (J\$)	Percentage Holding (%)
Derrimon Trading Company Limited	1,594,765,886.00	1,435,289,297.40	81.04%
DTL Employee & Shareholder Nominee Trust Limited	175,424,247.00	157,881,822.30	8.91%
Princeman Limited	157,881,822.00	142,093,639.80	8.02%
Doug Ridge Holdings Limited	39,869,147.00	35,882,232.30	2.03%
<b>Total</b>	<b>1,967,941,102.00</b>	<b>1,771,146,991.80</b>	<b>100.00%</b>

## 11.4 Post-Invitation Shareholdings

### 11.4.1

If this Invitation is fully subscribed by the Non-Reserved Share Applicants and the Reserved Share Applicants, the Shareholdings will be as follows:

Shareholder	Ordinary Shares	Indicative Market Value @ 90 cents per Share (J\$)	Percentage Holding (%)
Derrimon Trading Company Limited	1,178,099,220.00	1,060,289,298.00	49.40%
DTL Employee & Shareholder Nominee Trust Limited	175,424,247.00	157,881,822.30	7.36%
Princeman Limited	157,881,822.00	142,093,639.80	6.62%
Doug Ridge Holdings Limited	39,869,147.00	35,882,232.30	1.67%
Employee Reserve	22,222,222.00	19,999,999.80	0.93%
Strategic Investor Reserve	416,666,666.00	374,999,999.40	17.47%
Key Partners Reserve	111,111,111.00	99,999,999.90	4.66%
General Public	283,333,334.00	255,000,000.60	11.88%
<b>Total</b>	<b>2,384,607,769.00</b>	<b>2,146,146,992.10</b>	<b>100.00%</b>

### 11.4.2

The subscribed participating voting share capital post-Invitation will be J\$378,501,000.30 comprising: (a) J\$1,000 subscribed at incorporation; (b) J\$3,500,000 subscribed on January 15, 2026 as described at 11.2.2.(a) above; and (c) J\$375,000,000.30 pursuant to the IPO portion of this Invitation



BUILT FOR  
MOVEMENT

# 12 Dividend Policy

- 12.1 During the financial year 2024, the Company paid dividends of J\$100 million to its sole shareholder at the time. Note that past performance is no guarantee of future results.
- 12.2 If the Company's Ordinary Shares are admitted to the Junior Market of the Jamaica Stock Exchange, the Directors will propose to pay a dividend policy that targets an annual dividend of not less than 25% of net profits available for distribution, subject to the need for reinvestment in the business and the liquidity requirements of the Company. The statement of proposed Dividend Policy should not be construed as a dividend forecast or a guarantee. See Risk Factors at 7.13 for risk factors relating to the Proposed Dividend Policy.

# 13

## The Board Of Directors, Senior Management And Their Interests In The Company

### 13.1 Board of Directors of the Company

#### 13.1.1

Brief biographical details of the Directors of the Company are set out below. The Directors' addresses are set out in paragraph (c) of Sub-Section 18.1 hereto.



**Earl Anthony Richards, CD, JP**  
**M.B.A., BASc, PE**

Mr. Richards has served as Chairman of Woodcats International Limited since 2018 and brings extensive experience in general management, project management, and strategic planning. He is a graduate of the University of Toronto, where he earned a Bachelor of Applied Science in Civil Engineering, and holds a Master of Business Administration from the University of the West Indies.

A civil engineer by profession, Mr. Richards is a past president of the Jamaica Institution of Engineers. He has built a distinguished record of public service, having served as Chairman of Jamaica Public Service Company Limited; Consultant to the Government of Jamaica during the establishment of the Office of Utilities Regulation; President of the Airports Authority of Jamaica; and Chief Executive Officer of NMIA Limited, among other leadership roles. He has also served as a board member and chairman of Shortwood Teachers' College for several years.

In recognition of his contribution to national development, Mr. Richards was awarded the Order of Distinction (Commander Class) in 2002 for public service.

Mr. Richards currently serves on the Board of Derrimon Trading Company Limited, where he is Chairman of the Audit Committee.



EXECUTIVE  
DIRECTOR

**Derrick Cotterell,  
M.B.A., B.Sc.**

Derrick is the co-founder and Chairman of Derrimon Trading Company Ltd. He was the Chief Executive Officer of Derrimon since inception in 1998 stepping down from that position on December 31, 2024.

Derrick has significant experience in General Management, Sales, Marketing, and Procurement. Derrick also holds the position of Managing Director of Caribbean Flavours and Fragrances Limited, Marnock LLC and Marnock Retail LLC.

He is also a member of the Board of Directors of Dupont Primary School, the Governor General of Jamaica's "I Believe Initiative", and the Chairman of My Ocean Limited. He also serves as a Deacon at his Church and is always seeking out opportunities to impact the lives of young people.

Derrick is a graduate of the University of the West Indies and Florida International University, where he attained a Bachelor of Science in Management Studies and a Master of Business Administration, respectively.



EXECUTIVE  
DIRECTOR  
& CORPORATE  
SECRETARY

**Ian Kelly, CD,  
CPA, M.Sc., B.Sc.**

Ian Kelly is a qualified and results oriented professional that is adept at finance, strategy and risk management with over 25 years of senior level experience in treasury, asset management, correspondent banking, mergers and acquisitions, corporate finance, securities trading and general management.

He serves as the Group Chief Executive Officer for Derrimon Trading Company Limited effective January 1, 2025.

Ian is also the Chief Financial Officer and Company Secretary for Caribbean Flavours and Fragrances Limited and Corporate Secretary of Woodcats International Limited and serves on many other boards including Chairman at the Governor General Jamaica Trust, MFG Asset Management, FosRich Group of Companies, Tydixon Primary School, Marnock LLC and Marnock Retail LLC.

Ian is a graduate of the University of the West Indies where he attained a Bachelor of Science in Accounting and a Master of Science in Accounting. He also attained the Certified Public Accountancy designation in the State of Georgia (USA) and Executive Development Program from the University of Pennsylvania, The Wharton Business School.



INDEPENDENT  
DIRECTOR

**Nicole Burgher,  
LLB., IAP**

Ms. Burgher is an attorney-at-law and senior executive in the aviation industry, with experience spanning central government, media and private practice. She currently serves as Director, Culture, Human Capital and Compliance at PAC Kingston Airport Limited, operator of the Norman Manley International Airport since 2019. In this role, she leads the human resources and legal functions and serves as Company Secretary, with responsibility for commercial contracting, the insurance portfolio, litigation and regulatory compliance, as well as recruitment, onboarding, training and development, employee welfare and industrial relations.

She is a graduate of St. Hugh's High School, the University of the West Indies (Mona and Cave Hill), and the Norman Manley Law School and was admitted to the Jamaican Bar in 1997. Ms. Burgher is also a graduate of the International Civil Aviation Organisation–Airports Council International Airport Management Professional Accreditation Programme and is a certified International Airport Professional (IAP).

Ms. Burgher has served on several boards in both the public and private sectors, including the Professional Engineers Registration Board, the Toll Authority, the Media Association of Jamaica and, most recently, Woodcats International.



INDEPENDENT  
DIRECTOR

**Patrick Mignott,  
B.Sc.**

Mr. Mignott is an entrepreneur and technology executive with nearly 30 years of experience in telecommunications, digital services and business development. He is the Co-Founder and Chief Executive Officer of DigiPoint Limited, established in 2002, which partners with leading mobile operators to provide mobile content, games and backend services to millions of customers.

He studied Computer Science at the University of Technology, Jamaica (UTECH) and began his career in the internet service provider and banking sectors, progressing into senior IT roles that laid the groundwork for his transition into entrepreneurship. His professional interests have since expanded to include real estate development and property management.

Mr. Mignott is also committed to community development. He and his family established a foundation that offers support to children and the elderly.

He is proud to serve on the Board of Woodcats International, where he contributes his industry expertise to the company's growth and long-term direction. Mr. Mignott is also a member of the Audit Committee and the Remuneration Committee.



**Jermaine Burrell,  
LEC, LLB. (Hons) M.Sc. (Econ), B.Sc. (Hons)**

Jermaine is presently the deputy head of risk at The Sygnus Group. In that role, his duties include carrying out credit analysis and evaluating financial statements. He has also represented Sygnus at creditor meetings.

Prior to joining Sygnus, Jermaine spent fourteen (14) years at Jamaica Money Market Brokers Limited (JMMB) in various roles rising to become a Group Assistant Vice President and Head of Group Research.

Jermaine earned a B.sc in Economics and with a minor in Statistics from the University of West Indies (UWI). He continued his studies in Economics by obtaining a Masters from the UWI. Jermaine later went on to study law earning an LLB from UTECH and eventually being called to the Bar in 2017.

Jermaine brings a wealth of training and experience to the Board of Woodcats. He serves as the Chairman of the Audit Committee.



**Carlton Samuels,  
D.Tech, M.Sc., B.Sc.**

Mr. Samuels is an international consultant with an extensive body of work in areas of strategy and governance with a focus on ICT4D and technology in education. He is also actively involved in defining telecommunications policy and regulation and Internet policy via the policy development process of the Internet's Domain Name System. He is an adjunct in Information Science in the Department of Library and Information Studies in the Faculty of Humanities and Education at The University of the West Indies, Mona.

Carlton has served on several high-level international panels of strategic importance such as the Strategy Panel reviewing ICANN's role in the Internet Governance Ecosystem and the Expert Working Group, Panel for Next Generation Registration Data Directory Services for the Internet (EWG), and Panel on Competition, Consumer Confidence and Trust in the Domain Name System Review Team (CCT RT). He was formerly a ViceChair of ICANN's At-Large Advisory Committee (ALAC) and a founding Director of the Caribbean Internet Forum. He has held several senior executive positions in private sector and academic environments, most recently as CIO and University Director of IT at The University of the West Indies.

He serves on several Boards and Committees related to education, library and information. These include HEART/NTA, JAMLIN, Kingston High School and Tivoli Gardens High School. He is a past Chair of the National ICT Advisory Council of Jamaica, and serves on the ICT Council for Public Sector ICT Governance and Operations.

## 13.2 Corporate Secretary

The Corporate Secretary is Mr. Ian Kelly.

## 13.3 Board Committees and Membership

The Board has two (2) committees. The members of each committee of the Board are as follows:

Audit Committee	Remuneration Committee
Jermaine Burrell (Chairman)	Carlton Samuels (Chairman)
Patrick Mignott	Nicole Burgher
Earl Richards	Patrick Mignott
Ian Kelly	Derrick Cotterell

## 13.4 Senior Managers of the Company

Brief biographical details of the Senior Managers of the Company are set out below.

### **Peter Douglas, AAT**

An accountant by profession, Mr. Douglas brings more than 30 years of experience in finance, shipping and manufacturing to his leadership role as General Manager of Woodcats International Limited. He began his career in the shipping sector with Jamaica Freight and Shipping. From 1993 to 1999, he served as Senior Accountant, managing financial reporting systems and strengthening internal controls. He was promoted to Chief Accountant in 1999, a role he held until 2002, where he was responsible for budgeting, financial planning and regulatory compliance within one of Jamaica's key trade industries.

Peter joined Woodcats International Limited in 2004 on contract to support the establishment of the business and implement its accounting and financial management systems. His dedication, strategic insight and leadership capacity led to his appointment as General Manager in 2007. Since then, he has guided the company through sustained expansion and modernisation, strengthening its financial systems and operational frameworks, broadening its product offerings for local and international clients, deepening partnerships across agriculture, export and manufacturing, and advancing sustainability initiatives that convert wood by-products into value-added solutions.

He is known for his hands-on leadership style, his ability to develop high-performing teams and his strong commitment to integrity and professional excellence. He is also a member of the Board of Directors of the Jamaica Cricket Association and serves as President of the Lucas Cricket Club.





CHIEF  
ACCOUNTANT

### **Dimitri Spalding** **B.Sc.**

Dimitri began his professional journey in 2012 at Derrimon Trading Company Limited as an Accounting Clerk. His strong work ethic, accuracy, and commitment to continuous improvement quickly set him apart. Over the years, he steadily advanced through the ranks, earning the position of Senior Accountant in 2021.

In 2023, recognising his proven leadership capabilities and deep understanding of financial operations, Derrimon appointed him to Woodcats in the role of Chief Accountant. In this capacity, he is responsible for overseeing the Company's financial strategy, ensuring regulatory compliance, optimizing accounting systems, and providing critical guidance to support effective decision-making across the organization.

Dimitri holds a Bachelor of Science in Business Administration, a qualification that equips him with a broad yet comprehensive understanding of financial management, organizational leadership, and operational efficiency.

With over a decade of progressive experience and a passion for excellence, Spalding continues to play a vital role in strengthening the financial health and long-term stability of Woodcats.



OPERATIONS  
OFFICER

### **Frankoy Rutty** **M.Sc., B.Sc.**

Frankoy began his journey with Woodcats in February 2022 as an intern, quickly distinguishing himself through strong analytical capabilities, dedication, and adaptability within a dynamic operational environment. Recognizing his potential, the Company brought him on permanently and later promoted him to the position of Operations Officer.

He holds a Master of Science degree in Corporate Finance as well as a Bachelor of Science degree in Economics and Banking & Finance, credentials that provide a robust academic foundation for strategic decision-making and operational leadership.

In his role as Operations Officer, Frankoy develops and executes strategies and policies that align with the Company's overall business objectives. His responsibilities focus on optimizing operational processes to reduce costs, eliminate inefficiencies, and enhance workflow productivity. Through the monitoring and analysis of key performance indicators (KPIs), he identifies opportunities for continuous improvement and supports the Company in maintaining operational excellence.

Guided by his personal philosophy—"Don't follow where the path may lead; go instead where there is no path and create a trail." Rutty remains committed to driving innovation and creating new pathways for sustainable growth at Woodcats.



**Kimberley Walters**  
**B.Sc.**

Kimberley joined Woodcats in 2022 and has established a solid five-year track record with the Company. She began as an Administrative Assistant and, through consistent performance and dedication, advanced into the Human Resources department, where she has served as Human Resource Officer for the past three years. In this role, she oversees core HR functions that support the Company's growth, stability, and organizational health.

Kimberley manages end-to-end recruitment, performance management processes, and training and development initiatives. She plays a vital role in monitoring organizational climate indicators, such as grievances and turnover, and collaborates closely with the Derrimon Group HR Manager to maintain a positive, compliant, and productive work environment.

Committed to employee well-being and professional development, Kimberley provides guidance on work-life balance, career progression, and staff support. She also contributes to company culture through event coordination and employee engagement activities. With extensive experience in the manufacturing sector, Kimberley brings structure, strategic focus, and a strong commitment to organizational excellence to Woodcats' HR operations.

She holds a Bachelor of Science degree in Tourism and Hospitality Management, as well as a Certificate in Supervisory Management, both of which strengthen her leadership capacity, administrative expertise, and people-centered approach to HR operations.



**Kemorine Collash**  
**B.Sc.**

Kemorine serves as the Safety and Quality Control Officer at Woodcats, supported by a strong academic background that includes a Bachelor of Science in Biotechnology and Chemistry. Since joining the organization in 2021, Kemorine has distinguished herself as a committed and dependable team member, ensuring that all safety, quality, and compliance standards are consistently met across the Company's operations.

In addition to her core responsibilities, Kemorine is actively involved in community engagement and corporate social responsibility initiatives. She plays a key role in coordinating the Company's outreach programs, including Labour Day activities, back-to-school initiatives, and the annual Children's Christmas Treat. Kemorine also leads the Company's plastic bottle recycling program, demonstrating strong advocacy for sustainability and environmental stewardship.

Motivated by a passion for continuous growth and holistic development, Kemorine continues to make a significant impact both within the organization and in the wider community. Her dedication, professionalism, and service-oriented mindset reflect the values and vision of Woodcats.



**BUSINESS  
DEVELOPMENT  
OFFICER**

## **Jevaughn Walcott** **B.Sc.**

Jevaughn serves as the Business Development Officer and has been a valued member of the organization for the past year and a half. Despite being the youngest in tenure, he has distinguished himself as a strategic asset to the Company. His contributions have been instrumental in advancing the Company's sales performance, strengthening client relationships, and elevating the organization's market visibility.

He has played a key role in enhancing the Company's digital footprint through the development and refinement of the corporate website, management of our Instagram presence, and the execution of targeted marketing initiatives. Additionally, he has supported the coordination of industry events, seminars, and competitive engagements, all of which have contributed to increased brand recognition and stakeholder engagement.

Jevaughn holds a Bachelor of Science degree in Marketing and continues to demonstrate strong analytical, creative, and leadership capabilities. His professionalism, innovation, and commitment to organizational growth reflect the high standards and vision of the Company.



**REPAIR AND  
RECYCLE  
SUPERVISOR**

## **Donovan Blake** **B.Sc.**

Donovan is a dedicated and forward-thinking Repair and Recycle Supervisor with a proven track record of leadership, operational excellence, and sustainability-driven innovation. He holds a Bachelor of Science degree in Management Studies, which has equipped him with strong analytical, organizational, and strategic management skills.

For the past four years at Woodcats, Blake has played a pivotal role in strengthening the Company's repair and recycling operations. Through his commitment to efficiency and process improvement, he has helped to increase departmental revenue, optimize workflow systems, and reduce operational waste. His work directly supports Woodcats' mission of environmental responsibility, contributing to the growth of sustainable manufacturing practices across Jamaica.

He is known for his hands-on leadership style, strong problem-solving abilities, and his dedication to continuous improvement. He is passionate about developing innovative recycling strategies, enhancing product quality, and ensuring that Woodcats remains a leader in both customer service and eco-friendly operations. With a focus on teamwork and results, he continues to drive meaningful impact within the Company and the broader Jamaican industrial sector.

Motivated, disciplined, and always learning, he strives to elevate both his department and the organization as a whole, demonstrating that sustainability and profitability can work hand in hand.



LOGISTICS &  
PROCUREMENT  
COORDINATOR

**Jontaé Johnson**  
**B.Sc.**

Jontaé has served Woodcats for four years in the capacity of Procurement and Logistics. Through his level of experience and area of study, he plays an important part in keeping the flow of pallets to our customers through creative and effective negotiations to ensure each input is acquired at the best possible price.

With 2 years in inventory management, 1 year in customer service and 1 year in logistics and procurement, he is able to negotiate, navigate and allow for a smooth process between supplier, manufacturer and consumer.

Jontaé holds a tertiary-level qualification in Logistics and Supply Chain Management, equipping him with the technical knowledge and strategic insight to optimize supply chain operations and support the Company's business objectives.



WAREHOUSE  
COORDINATOR

**Tajari Walden**  
**BBA.**

Tajari is a highly organized and reliable Warehouse Coordinator with five (5) years of experience in warehouse operations, including inventory management, logistics, and team leadership. He has a proven ability to enhance productivity, uphold strong safety standards, and coordinate seamlessly with both internal and external teams. He has implemented process improvements that increased productivity and order fulfillment while reducing wastage. He is proficient in the use of Warehouse Management Systems (WMS) such as Palmate, as well as accounting platforms including Sage.

Tajari consistently demonstrates strong leadership, problem-solving skills, and a commitment to maintaining compliance with all safety regulations. As an aspiring Chief Operating Officer, Walden has completed his High School Diploma along with a Certificate in Customer Service. He also holds a Bachelor of Business Administration degree in Production and Operations Management (Major) with a Minor in Finance.



MAINTENANCE  
SUPERVISOR

### Craig Forrest

Craig joined Woodcats in 2015 as a Stores Clerk, supporting inventory control, facility maintenance, and day-to-day warehouse operations. Following the acquisition by Derrimon Trading Company Limited, he was assigned in 2018 to help establish operational infrastructure at the Marcus Garvey Drive location, coordinating procurement and material sourcing to support a successful site setup.

As the business expanded, he began supervising the production team, overseeing pallet refurbishing and construction, ensuring quality control, safety compliance, and efficient workflow management. His ability to support both maintenance and production functions demonstrated strong leadership and technical capability.

In 2019, Forrest was appointed Maintenance Supervisor, where he now leads all maintenance activities, including preventive maintenance programs, vendor coordination, and the execution of refurbishment and construction projects. With broad experience across operations and a hands-on approach, Craig continues to play a key role in supporting Woodcats' operational stability and growth.



NEW PALLET  
SUPERVISOR

### Carlito Allen

Carlito has served the Company with dedication for eight years, building a solid foundation in production operations, warehouse oversight, and inventory management. He currently holds the position of New Pallet Supervisor, where he applies two and a half years of supervisory experience and a demonstrated ability to lead teams in meeting demanding production targets.

His professional background also includes seven years of hands-on expertise as a certified forklift operator, equipping him with a deep understanding of operational workflows, material handling procedures, and established safety standards. This combination of experience across several critical areas of the business has positioned him as a dependable leader with a practical, results-oriented approach.

Carlito has also completed secondary-level academic qualifications that reinforce his strengths in communication, reasoning, and sound decision-making.

Committed, knowledgeable, and consistently evolving in his role, Carlito brings both technical competence and strong leadership capability to the organization, making him an invaluable contributor to Woodcats' continued success.



LOCAL  
LUMBER  
PROCUREMENT  
SUPERVISOR

### Cevon Williston

Cevon has dedicated his entire professional career to Woodcats, proudly serving the company since 1999. He began as a Lumber Unloader, demonstrating exceptional work ethic, reliability, and a commitment to learning and growth. Through determination and consistent performance, he advanced to the role of Machine Operator, where he further refined his technical and operational skills.

Continuing his upward trajectory, Cevon became the company's top Pallet Builder, a role in which he excelled for several years. His leadership potential, deep operational knowledge, and strong team rapport did not go unnoticed. When the opportunity arose for a new supervisor position, Cevon successfully completed the required assessments and earned the promotion.

Since 2016, Cevon has served as a Supervisor, a position he continues to hold with distinction. In this role, he oversees both the Lumber Yard Team and the Production Team, ensuring smooth operations, consistent output, and adherence to quality standards.

With more than two decades of hands-on experience and unwavering dedication, Williston remains a respected leader and an invaluable asset to Woodcats.



CUSTOMER  
SERVICE  
OFFICER

### Donna Watson

Donna has been a dedicated member of Woodcats since 1998, serving as a Customer Service Officer. Over her extensive tenure, she has consistently demonstrated professionalism, patience, and a commitment to promoting the Company's products to both local and international clients. She ensures that customers understand the Company's offerings and its significance in the industry and export markets, even when introducing them to products such as pallets for the first time.

In the early stages of her career, Donna handled manual invoicing and payroll, preparing records for clients, before transitioning to computerized systems that enhanced operational efficiency and accuracy.

Watson is widely recognized as a go-to resource within the Company; any query or question about the Company, its staff, or its range of products can be confidently addressed by her. Her extensive knowledge, combined with decades of experience in customer relations and operations, makes her an indispensable member of the Woodcats team.



SAWMILL  
SUPERVISOR

### Orett Powell

Orett is a seasoned Sawmill Supervisor at Woodcats, bringing more than 26 years of experience to the organization. His longstanding leadership and technical expertise have made him a key contributor to the success of Woodcats' sawmill operations. After a brief break in 2010, he returned to the Company in 2012, continuing his dedicated service and strengthening the operational capacity of the mill.

Over the course of his tenure, he has developed extensive knowledge in sawmill production, equipment operation, and team management. He oversees daily mill activities, ensuring safe, efficient, and high-quality production output. His role includes coordinating machine maintenance, monitoring production performance, enforcing safety standards, and supporting continuous improvement across operational processes.

Powell is recognized for his practical leadership style, strong problem-solving ability, and commitment to quality. His experience and guidance play an important role in supporting Woodcats' mission of reliable production, sustainable practices, and operational excellence.




WOODWORK  
SUPERVISOR

### Delroy King

Delroy King has served as a supervisor at Woodcats International for the majority of his professional career. He first became a supervisor in 1992, held the role until 1997, and returned to the Company in 2002, where he has continued in a supervisory capacity.

In 2022, King transitioned to the role of Woodwork Supervisor, leading the production of crates and other woodwork designs while ensuring quality, efficiency, and strict adherence to company standards.

His extensive experience, deep operational knowledge, and consistent leadership make King a highly respected and invaluable member of the Woodcats International team.



Growth in **2024**  
was primarily  
attributed to higher  
sales for new and  
reconditioned  
**pallets.**

## 13.5 Shareholdings of Directors and Senior Managers

Prior to the Invitation the following directors have the following interest in shares in the Company:

Name	Number of Shares		Percentage of Issued Share Capital
	Connected Party	Direct	
Earl A Richards	Nil	Nil	Nil
Derrick Cotterell (Princeman Holdings Limited)	78,717,644	Nil	4.00%
Ian Kelly (Princeman Holdings Limited)	78,717,644	Nil	4.00%
Nicole Burgher	Nil	Nil	Nil
Patrick Mignott	Nil	Nil	Nil
Jermaine Burrell	Nil	Nil	Nil
Carlton Samuels	Nil	Nil	Nil
Peter Douglas (Doug Ridge Holdings Limited)	35,422,940	Nil	2.00%

## 13.6 Mentor



### Christopher Yeung, M.B.A., B.Sc.

Christopher Yeung has over 14 years of leadership experience in private equity, mergers & acquisitions, financial advisory, and asset management.

As Co-Founder and Director of Simple Advisory Limited, a full-service consulting firm, he drives strategic growth for companies and investors across the Caribbean. An approved mentor for the Junior Jamaica Stock Exchange and Advisory Committee Member of the Honey Bun Foundation, Christopher works directly with participating companies to strengthen strategy, governance, and growth execution. He has guided emerging businesses, held senior executive roles, and served on numerous corporate boards.

Christopher holds an MBA in Banking and Finance from the University of the

West Indies, Mona, and a BSc in Financial Economics from Centre College (USA). He further enhanced his expertise through Harvard Business School's Executive Education programme in Private Equity and Venture Capital.

## 13.7 Directors' Fees and Management Remuneration

### 13.7.1

For the financial year ended 2024, Directors' fees and executive compensation totaled J\$31,482,000.

### 13.7.2

The Company's executive directors receive compensation for their executive services to the Company.



# 14

## Management Discussion And Analysis

### 14.1 Summary

This Management Discussion and Analysis (MD&A) provides context on Woodcats' financial performance over the past five years, with a focus on the financial year ended 2024 compared to the financial year ended 2023. In Part 15, we provide summary tables of the five-year historical financial performance and in Part 16, we provide the Strategic Plan and Outlook for the Company as well as management's outlook on the Company's operating environment and future prospects.

### 14.2

According to the Planning Institute of Jamaica (PIOJ), Jamaica's economy contracted by 0.9% in 2024, with the Goods-Producing Industry declining by 2.3%. The year was further marked by the impact of Hurricane Beryl, which disrupted agricultural output, infrastructure, and supply chains, adding pressure to an already fragile economic environment. Other indicators reflected weaker consumer demand, slower growth in services, and challenges to tourism inflows, all of which weighed on overall national performance.

### 14.3

Despite this macroeconomic headwind, Woodcats achieved revenue growth of 3.2% in 2024, driven by continued expansion in pallet sales, while also demonstrating significant bottom-line improvement. Through prudent expense management and margin optimisation, net profit rose by 25.8% year-over-year, underscoring the Company's resilience. Importantly, Woodcats was able to maintain profitability while also ramping up its corporate social responsibility initiatives, doubling donations to provide relief for victims of Hurricane Beryl.

### 14.4

Over the five-year review period, Woodcats doubled sales and expanded net profit by more than sevenfold, reflecting strong operating leverage, improved procurement practices, and disciplined cost controls.

### 14.5 Revenue

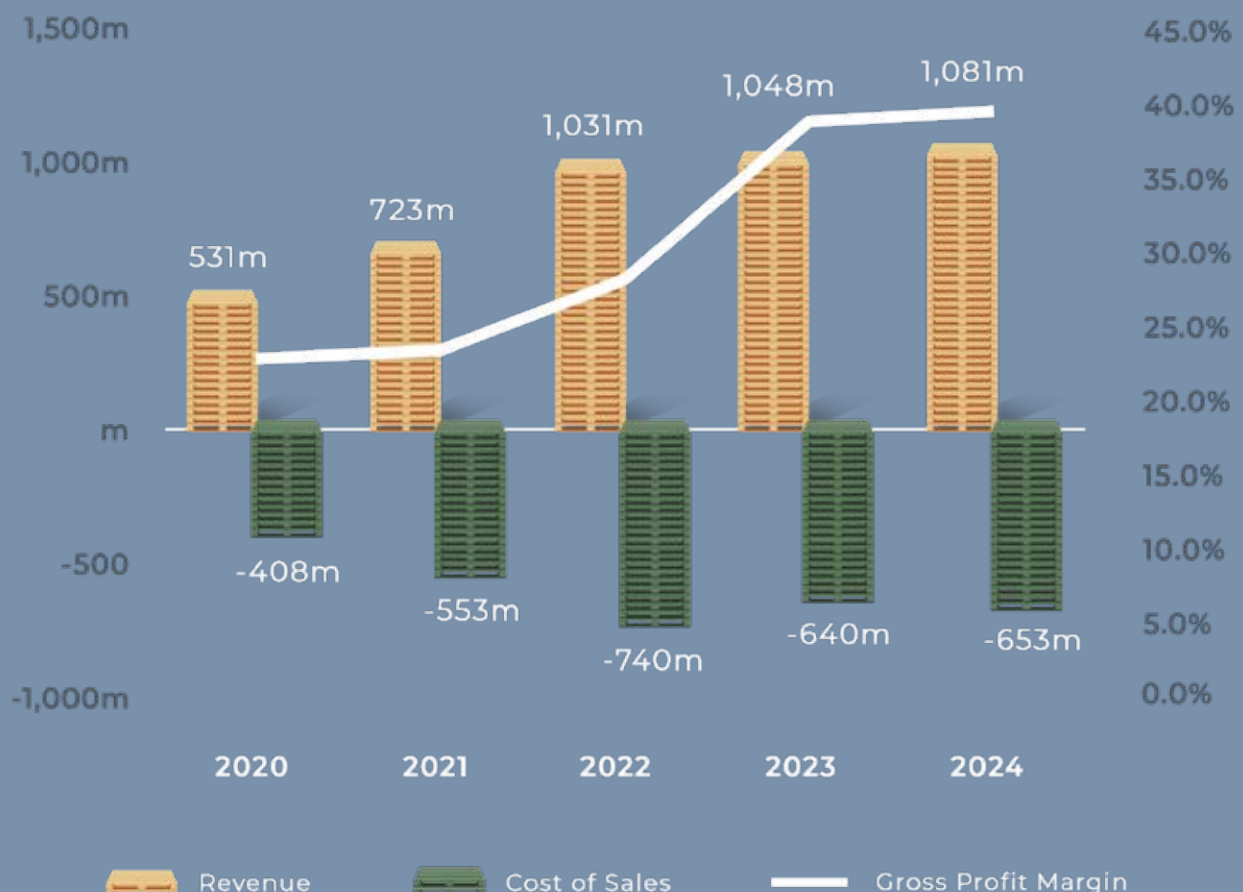
Revenue increased to J\$1.08 billion in 2024, up 3.2% from J\$1.05 billion in 2023 and up 104% from J\$530 million in 2020, demonstrating a compounded annual growth rate (CAGR) of 19% over the review period. Growth in 2024 was primarily attributed to higher sales for new and reconditioned pallets, despite mulch and other products taking a dip.

Sales of mulch decreased by 57%, or J\$25 million, in 2024, due to increased levels of rainfall during the financial year. The Company's ability to maintain overall growth in a contracting economy reflects strong client relationships and a resilient product base.

## 14.6 Gross Profit Margin

Gross profit improved to J\$429 million in 2024 from J\$408 million in 2023, representing a 5% increase, and a 251% increase when compared to 2020. This growth outpaced revenue expansion due to procurement efficiencies and cost management, leading to margin enhancement. Gross margins rose from 39.0% in 2023 to 39.6% in 2024. This aligns with the overall trend over the last 5 years, with the gross margin increasing from 23.0% in 2020 to 39.6% in 2024. This margin expansion is a result of management's focus on optimising purchases, taking advantage of scale, selecting better suppliers and other procurement strategies. Note that Cost of Sales increased by 2.0% from J\$640 million in 2023 to J\$653 million in 2024. The reason for the increase was mainly due to rising logistical costs.

## Revenue, Cost of Sales & Gross Profit Margin



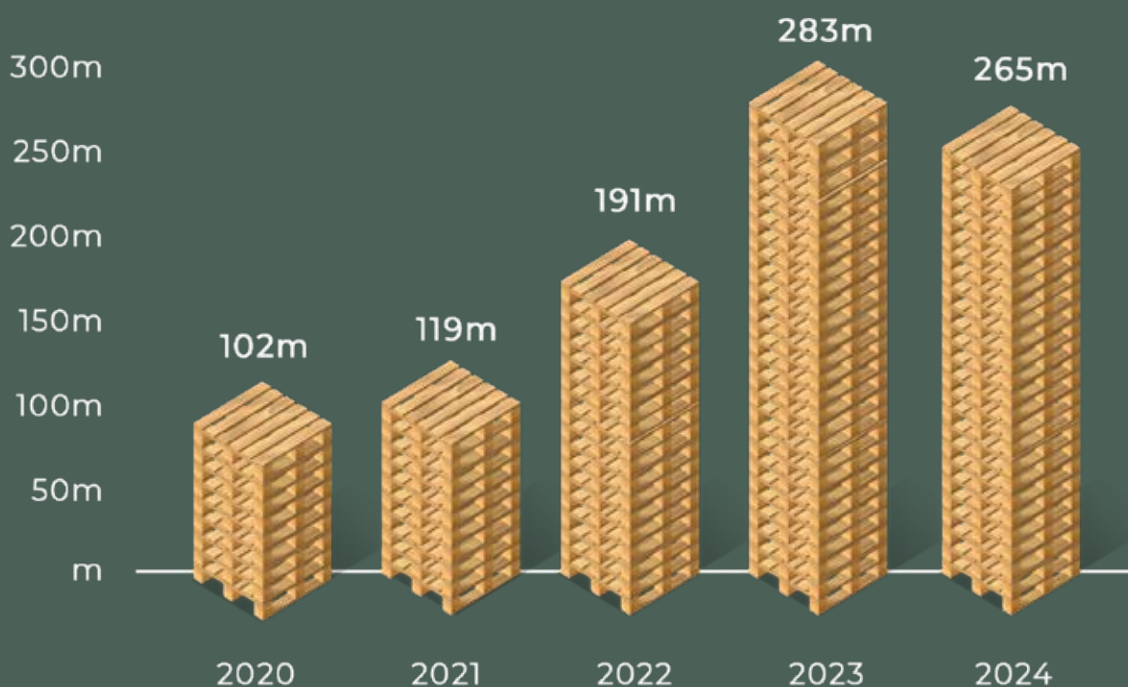
## 14.7 Other Income

Other income grew significantly, rising 52% to J\$19.5 million in 2024 from J\$12.8 million in 2023, driven mainly by the introduction of slip sheets—lightweight alternatives to wooden pallets that reduce shipping costs—and diversification into complementary products.

## 14.8 Administrative Expenses

Administrative expenses declined by 6.2%, falling from J\$283 million in 2023 to J\$265 million in 2024. This reduction was achieved despite inflationary pressures and higher expenses from elevated insurance premiums, staff costs, and expanded warehouse space, underscoring the effectiveness of the Company's cost containment initiatives and operational efficiencies.

### Administrative Expenses



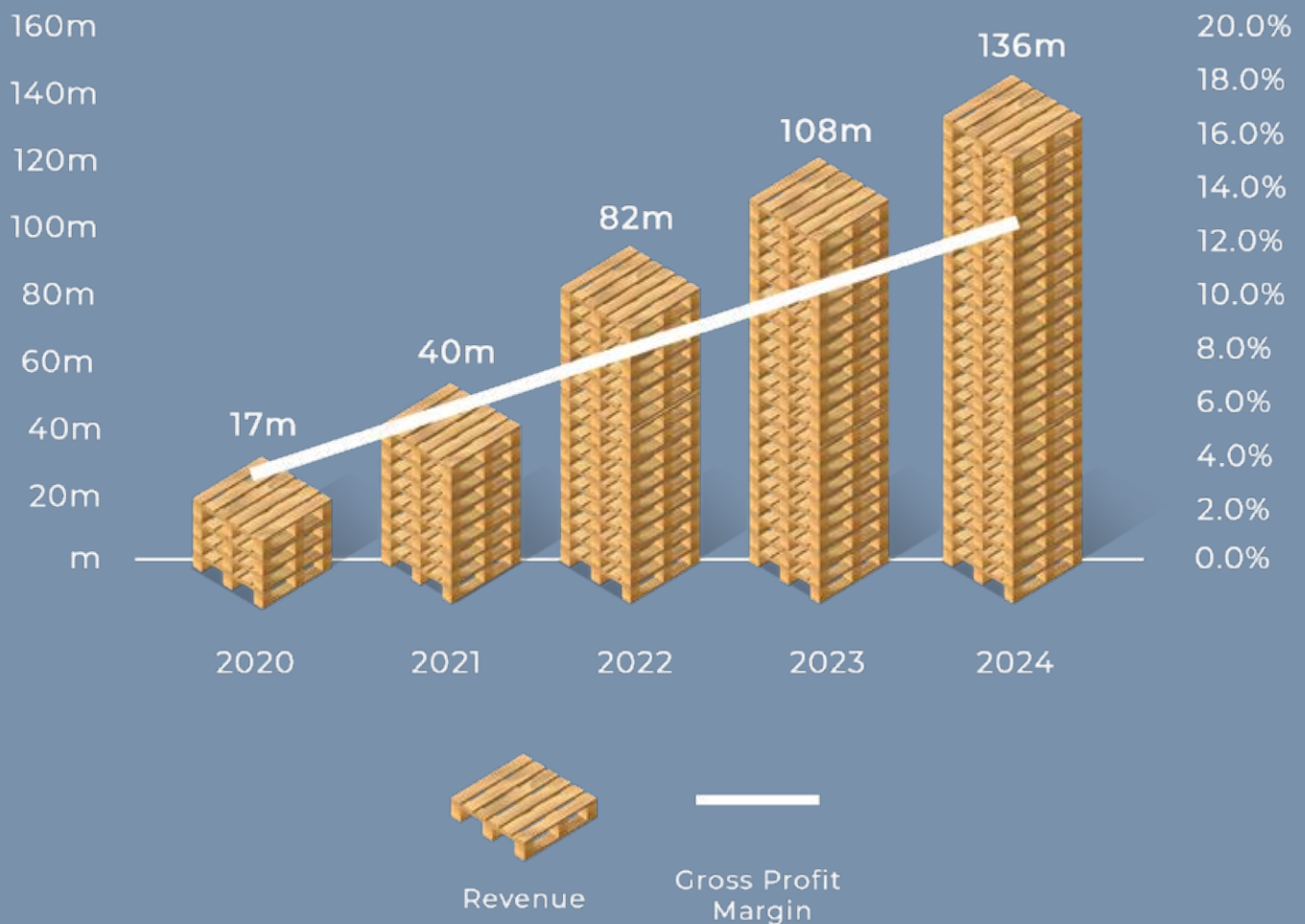
## 14.9 Profitability

Operating profit rose 30.7%, from J\$137.2 million in 2023 to J\$179.4 million in 2024. Net profit grew from J\$108.3 million to J\$136.1 million, delivering a net margin of 12.6% in 2024, up from 10.3% in 2023. This reflects the Company's utilisation of operating leverage and its ability to improve returns despite a challenging economic backdrop.

## 14.10 Finance Costs

Finance costs more than doubled, increasing from J\$4.7 million in 2023 to J\$10.7 million in 2024, mainly due to higher lease interest expense. Despite this increase, strong operating profit growth ensured that net profitability improved year-on-year.

### Net Profit & Net Profit Margin



## 14.11 Assets

Non-current assets increased by 24.8%, rising from J\$289 million in 2023 to J\$360.6 million in 2024. The growth was largely driven by an increase in right-of-use assets (up 51.3%) and higher investment in property, plant, and equipment, reflecting ongoing capital investment to support expansion.

## 14.12

Current assets increased by 18.6% to J\$504.5 million in 2024 from J\$425.5 million in 2023. Inventories rose significantly by 62.6%, positioning the Company with the required capacity to meet future sales. Given Woodcats' aggressive collection efforts, the Company reduced its outstanding receivables balance by 12.2%, moving from J\$263 million in 2023 to J\$231 million in 2024. Cash and cash equivalents decreased by 41.9% mainly due to reinvestment into operations and the bolstering of inventory.

## 14.13 Liabilities

Non-current liabilities grew by 44.2%, reaching J\$156.2 million in 2024 from J\$108.3 million in 2023, primarily due to an increase in lease liabilities. The higher lease obligations stem from new space obtained to facilitate the scaling of the business and future growth. The Company's outstanding loan balance of J\$16.5 million is significantly less than the total equity of J\$540.1 million, highlighting its strong balance sheet position for the year ending 2024.

## 14.14

Current liabilities expanded to J\$168.8 million in 2024, up from J\$102.2 million in 2023. The increase was mainly driven by several factors, including higher accounts payable, lease liabilities, taxation payable and a bank overdraft taken to support cashflow. These increasing liabilities are aligned with the Company's expanding asset base and tax obligations associated with improved profitability.

## 14.15 Equity

Shareholders' equity increased to J\$540.1 million in 2024, compared with J\$504 million in 2023, driven by retained earnings. This represents a 7.2% growth in equity capital and underlines the Company's ability to internally fund growth initiatives through strong earnings retention. Equity accounted for 62.4% of total assets in 2024, underscoring the Company's conservative capital structure and strong balance sheet. This Invitation will further bolster the Company's equity base, positioning Woodcats to capitalize on future growth opportunities.

## 14.16 Ratio Analysis

The following table summarises key financial ratios for Woodcats for the years 2020 to 2024. These ratios highlight profitability, efficiency, liquidity, and leverage trends that provide deeper insight into the Company's financial performance.

Ratios	2020	2021	2022	2023	2024
<b>PROFITABILITY</b>					
Revenue Growth	-3.3%	36.3%	42.6%	1.6%	3.2%
Gross Profit Margin	23.0%	23.6%	28.2%	39.0%	39.6%
Operating Profit Margin	6.0%	8.1%	10.5%	13.1%	16.6%
Admin Expenses as a % of Revenue	19.2%	16.5%	18.5%	27.0%	24.5%
Net Profit Margin	3.3%	5.6%	8.0%	10.3%	12.6%
Return on Assets	3.9%	6.5%	12.7%	15.2%	15.7%
Return on Equity	6.4%	12.9%	20.7%	21.5%	25.2%
<b>SOLVENCY</b>					
Debt to Equity	0.44x	0.36x	0.34x	0.25x	0.40x
Debt to Asset Ratio	0.27x	0.18x	0.21x	0.18x	0.25x
Interest Coverage Ratio	5.50x	17.73x	8.64x	34.59x	20.51x
<b>LIQUIDITY</b>					
Current Ratio	3.3x	1.7x	2.4x	4.2x	3.0x
Quick Ratio	2.3x	1.0x	1.5x	3.1x	1.9x
Cash Ratio	0.3x	0.1x	0.3x	0.2x	0.1x
<b>EFFICIENCY RATIOS</b>					
Days Inventory Outstanding	54 days	67 days	69 days	71 days	83 days
Days Sales Outstanding	76 days	76 days	66 days	77 days	83 days
Days Payable Outstanding	39 days	46 days	37 days	35 days	42 days
Cash Conversion Cycle	90 days	96 days	97 days	113 days	125 days

## 14.17 Profitability Ratios

Woodcats has shown consistent improvement in profitability over the five-year period. Gross profit margin rose from 23.0% in 2020 to 39.6% in 2024, reflecting better procurement and pricing strategies. Operating profit margin expanded steadily, reaching 16.6% in 2024 compared to 6.0% in 2020, signalling strong operating leverage. Net profit margin also strengthened significantly, from 3.3% in 2020 to 12.6% in 2024, as cost control initiatives and margin optimisation drove bottom-line growth. Return on assets (ROA) increased to 15.7% in 2024, while return on equity (ROE) also increased to 25.2% in 2024 from 6.4% in 2020 reflecting robust shareholder returns.

## 14.18 Solvency

Debt metrics remain conservative, with no material debt on the balance sheet across the period. The Company's low leverage supports financial flexibility, though it also means growth has been funded almost entirely through internal resources. The strong interest coverage ratio of 20.5x was due to strong EBITDA outturn and low finance

costs. Importantly, the low gearing of the Company enhances its capacity to take on debt in the future, providing an opportunity to leverage returns for equity holders should management choose to pursue a more aggressive capital structure.

## 14.19 Liquidity

The current ratio peaked at 4.2x in 2023 before normalising to 3.0x in 2024, still reflecting a strong liquidity buffer. The quick ratio followed a similar trend declining in 2024 as receivables decreased, while current liabilities increased. Liquidity remains healthy, though less conservative than in 2023.

## 14.20 Efficiency

Days Inventory Outstanding rose from 54 days in 2020 to 83 days in 2024, reflecting slower inventory turnover. Over the five-year review period, Days Sales Outstanding (DSO) moved from 76 days in both 2020 and 2021 to a low of 66 days in 2022, then 77 days in 2023 and a further increase to 83 days in 2024, signalling slower collections. Although Days Payable Outstanding edged up slightly to 42 days in 2024, it was insufficient to offset the rise in inventory and receivables. Consequently, the Cash Conversion Cycle lengthened markedly from 90 days in 2020 to 125 days in 2024, indicating more working capital tied up in operations. Overall, this indicates that the Company is investing in growth through higher inventory and more flexible customer terms, while continuing to exercise prudence in cash management.

## 14.21 Financial Results for the 9-month Interim Period ended September 30, 2025 (Audit Review) relative to the 9-month Interim Period ended September 2024

For the nine-month interim period ended September 30, 2025, Woodcats reported revenue of J\$840.4 million, reflecting a 3.8% increase over J\$809.8 million in the corresponding 2024 period. Gross profit increased slightly to J\$299.8 million from J\$287.4 million, resulting in a gross margin of 35.7% compared to 35.5% a year earlier. The margin stability demonstrates the Company's ability to successfully manage elevated lumber prices and logistical delays throughout the nine-month period. Administrative expenses rose by 5.3%, mainly due to the increase in marketing and promotional expenses to J\$5.0 million as the Company focused on brand awareness and launching new products. After taking into consideration finance costs and one-off net impairment gains, profit before tax declined by 3.9% to J\$116.0 million, from J\$120.8 million in the prior year. This decline was mainly due to finance costs doubling from J\$8.0 million in the nine months period ended September 2024 to J\$16.4 million in 2025 as interest expense and interest on lease increased.

Woodcats International Limited	Management (Unaudited)	Audit Review
Period ended 30 September 2025	9 Months ended September 30, 2024	9 Months ended September 30, 2025
Statement of Comprehensive Income	(J\$)	(J\$)
Revenue	809,776,397	840,358,765
Cost of Sales	(522,413,342)	(540,600,134)
<b>Gross Profit</b>	<b>287,363,055</b>	<b>299,758,631</b>
Other Income	15,683,887	11,885,693
Administrative Expenses	(174,240,227)	(183,439,640)
NET IMPAIRMENT GAINS/LOSSES		4,291,471
<b>Operating Profit</b>	<b>128,806,715</b>	<b>132,496,155</b>
Finance Costs, Net	(8,018,312)	(16,469,328)
<b>Profit Before Tax</b>	<b>120,788,403</b>	<b>116,026,827</b>
Taxation	(30,197,101)	(20,928,052)
<b>NET PROFIT</b>	<b>90,591,302</b>	<b>95,098,775</b>
Other comprehensive loss:		
Fair value loss on investment classified as FVOCI	-	(2,107,980)
Total other comprehensive loss	-	(2,107,980)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/YEAR</b>	<b>90,591,302</b>	<b>92,990,795</b>
Statement of Financial Position	September 30, 2024	September 30, 2025
Non-Current Assets		
Property, Plant & Equipment	136,920,439	180,163,274
Right-Of-Use Assets	82,094,461	134,837,088
Investments	146,699,669	107,665,468
<b>Total Non-Current Assets</b>	<b>365,714,569</b>	<b>422,665,830</b>
Current Assets		
Inventories	207,102,625	203,112,372
Receivables	201,356,713	153,972,793
Due From Related Parties	22,094,172	66,531,309
Cash & Cash Equivalents	59,076,181	55,220,351
<b>Total Current Assets</b>	<b>489,629,691</b>	<b>478,836,825</b>
<b>Total Assets</b>	<b>855,344,260</b>	<b>901,502,655</b>

Equity		
Share Capital	1,000	1,000
Fair value reserve	-	(2,107,980)
Retained Earnings	594,572,862	635,217,315
<b>Total Equity</b>	<b>594,573,862</b>	<b>633,110,335</b>
Non-Current Liabilities		
Deferred Tax Liabilities	(726,566)	2,923,216
Long Term Loans	2,634,904	13,291,271
Lease Liabilities (Non-Current)	102,993,953	127,923,911
<b>Total Non-Current Liabilities</b>	<b>104,902,291</b>	<b>144,138,398</b>
Current Liabilities		
Payables	151,158,350	54,283,001
Taxation Payable	4,709,757	7,121,564
Current Portion Of Long Term Loans	-	14,886,515
Current Portion Of Lease Liabilities	-	31,728,647
Bank Overdraft	-	16,234,195
<b>Total Current Liabilities</b>	<b>155,868,107</b>	<b>124,253,922</b>
<b>Total Equity &amp; Liabilities</b>	<b>855,344,260</b>	<b>901,502,655</b>

**14.22** As of September 30, 2025, total assets stood at J\$901.5 million, up 5.4% from J\$855.3 million a year earlier. This growth was largely driven by a 15.6% increase in non-current assets, reflecting higher property, plant, and equipment (+31.6%) and right-of-use assets (+64.2%). Current assets decreased by 2.2%, mainly attributable to a 23.5% decrease in receivables.

**14.23** Shareholders' equity strengthened by 6.5% to J\$633.1 million, supported by growth in retained earnings. Non-current liabilities increased year over year by 37.4%, mainly due to a 24.2% increase in lease liabilities due to additional rental space to facilitate growth, while current liabilities declined 20.3%, driven largely by a reduction in payables of 64.1%. Overall, the Company enhanced its equity base through retained earnings and asset expansion.

# 15

## Independent Auditors' Report And Summary Of 5-Year Historical Financial Information

### 15.1

The information below shows the Independent Auditors' Report on the Proforma five-year summary of the Company's Financial Position, Comprehensive Income, Changes in Equity, Cash Flows Statement, and Notes to the proforma summary financial statements.

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## **INDEPENDENT AUDITORS' REVIEW REPORT**

To the Directors of  
Woodcats International Limited

### **Report on Summarised Financial Statements**

#### *Opinion*

The summary financial statements, which comprise the summary statement of financial position as at 31 December 2020 to 31 December 2024, the summary statement of comprehensive income, summary statement of changes in equity and summary statement of cash flows for the years then ended, and related notes, are derived from the audited financial statements of Woodcats International Limited for the years ended 31 December 2020 to 31 December 2024.

In our opinion, the accompanying summary financial statements are consistent, in all material respects, with and is a fair summary of the audited financial statements, in accordance with International Financial Reporting Standards (IFRS).

#### *Summary Financial Statements*

The summary financial statements do not contain all the disclosures required by International Financial Reporting Standards (IFRS). Reading the summary financial statements and the auditors' report thereon, therefore, is not a substitute for reading the audited financial statements and the auditors' report thereon. The summary financial statements and the audited financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited financial statements.

#### *The Audited Financial Statements and Our Report Thereon*

We expressed unmodified audit opinions on the audited the following financial statements as at and for the financial year ended 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024 detailed in the table below as follows: -

<b><u>Year end</u></b>	<b><u>Audit report date</u></b>
31 December 2021	14 March 2022
31 December 2022	19 September 2023
31 December 2023	10 April 2024
31 December 2024	25 February 2025

ADVISORY • ASSURANCE • TAX

PARTNERS: Wayne Strachan; FCA;FCCA;MBA Emile Lafayette; FCA;FCCA;MBA Roxiana Malcolm-Tyrell; FCA;FCCA;MBA  
Royal Thorpe; FCA;FCCA;MBA

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## **INDEPENDENT AUDITORS' REVIEW REPORT**

To the Directors of  
Woodcats International Limited  
Page 2

The financial statements of Woodcats International Limited for the year ended 31 December 2020, were audited by another firm of auditors who expressed an unmodified opinion on those statements on 30 July 2021.

### *Responsibilities of Management and the Board of Directors for the Financial Statements*

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS.

### *Auditors' Responsibilities for the Audit of the Financial Statements*

Our responsibility is to express an opinion on whether the summary financial statements are consistent, in all material respects, with and is a fair summary of the audited financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.

*Baker Tilly*

**Chartered Accountants**

Kingston, Jamaica

7 January 2026

# Woodcats International Limited

## Summary Statement of Financial Position As at 31 December 2020 to 2024

	2024	2023	2022	2021	2020
	\$	\$	\$	\$	\$
<b>ASSETS</b>					
Non-Current Assets					
Property, plant and equipment	158,553,272	137,491,462	130,013,006	110,702,935	88,331,251
Right-of-use assets	151,268,414	99,982,140	96,134,307	79,329,654	102,366,779
Deferred tax assets	-	726,566	1,231,868	-	-
Investments	50,750,000	50,750,000	50,750,000	65,048,455	56,259,797
	<u>360,571,686</u>	<u>288,950,168</u>	<u>278,129,181</u>	<u>255,081,044</u>	<u>246,957,827</u>
<b>CURRENT ASSETS</b>					
Inventories	183,388,187	112,794,767	136,622,511	141,661,268	59,905,022
Receivables	230,970,581	262,999,365	180,985,224	190,124,439	110,008,762
Due from related party	74,872,048	28,083,093	4,682,483	4,506,864	9,516,277
Taxation recoverable	2,720,648	-	67,375	67,375	67,375
Cash and cash equivalents	12,580,598	21,667,746	43,560,103	26,009,518	20,132,539
	<u>504,532,062</u>	<u>425,544,971</u>	<u>365,917,696</u>	<u>362,369,464</u>	<u>199,629,975</u>
<b>TOTAL ASSETS</b>	<u>865,103,748</u>	<u>714,495,139</u>	<u>644,046,877</u>	<u>617,450,508</u>	<u>446,587,802</u>
<b>EQUITY AND LIABILITIES</b>					
Stockholders' Equity:					
Share capital	1,000	1,000	1,000	1,000	1,000
Retained earnings	540,118,540	503,981,560	395,723,125	313,707,076	273,355,729
	<u>540,119,540</u>	<u>503,982,560</u>	<u>395,724,125</u>	<u>313,708,076</u>	<u>273,356,729</u>
<b>NON-CURRENT LIABILITIES</b>					
Deferred tax liabilities	529,676	-	-	3,601,855	5,482,462
Long term loans	8,489,676	2,313,067	3,804,673	7,974,055	10,441,087
Lease liabilities	147,194,665	105,995,067	93,445,870	76,241,347	97,675,685
	<u>156,214,017</u>	<u>108,308,134</u>	<u>97,250,543</u>	<u>87,817,257</u>	<u>113,599,234</u>
<b>CURRENT LIABILITIES</b>					
Payables	80,984,254	67,507,353	55,519,937	96,548,959	43,665,636
Taxation payable	28,341,961	15,668,302	14,164,352	19,377,785	4,582,695
Due to related party	8,043,400	1,704,118	42,493,136	72,276,656	-
Current portion of long term loans	32,439,933	17,324,672	2,902,648	2,790,636	3,667,554
Current portion of lease liabilities	18,960,644	-	25,069,118	24,931,139	7,715,954
Bank overdraft	-	-	10,923,018	-	-
	<u>168,770,191</u>	<u>102,204,445</u>	<u>151,072,209</u>	<u>215,925,175</u>	<u>59,631,839</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>865,103,748</u>	<u>714,495,139</u>	<u>644,046,877</u>	<u>617,450,508</u>	<u>446,587,802</u>

Approved for issue by the Board of Directors on 7 January 2026 and signed on its behalf by:

  
Derrick Cotterell Director

  
Ian Kelly Director

# Woodcats International Limited

## Summary Statement of Comprehensive Income

For each of the Five Years ended 31 December 2020 to 2024

	2024	2023	2022	2021	2020
	\$	\$	\$	\$	\$
<b>Revenue</b>	1,081,377,542	1,048,212,369	1,031,441,222	723,132,347	530,511,344
Cost of sales	(652,715,066)	(639,868,994)	(740,321,143)	(552,828,060)	(408,357,311)
<b>Gross profit</b>	428,662,476	408,343,375	291,120,079	170,304,287	122,154,033
Other income	19,469,632	12,778,194	8,967,615	6,531,472	13,345,770
Administrative expenses	(265,141,802)	(282,698,994)	(191,008,673)	(119,382,983)	(101,878,488)
Fair value losses on investments	-	-	(1,181,264)	-	-
Impairment allowance (losses)/gains on financial assets	(3,618,558)	(1,209,562)	402,379	1,344,687	(1,723,040)
<b>Operating profit</b>	179,371,748	137,213,013	108,300,136	58,797,463	31,898,275
Finance costs, net	(10,691,082)	(4,696,387)	(15,218,188)	(5,531,633)	(9,250,456)
<b>Profit before taxation</b>	168,680,666	132,516,626	93,081,948	53,265,830	22,647,819
Taxation	(32,543,686)	(24,258,191)	(11,065,899)	(12,914,483)	(5,194,155)
<b>Net profit for the year, being total comprehensive income</b>	136,136,980	108,258,435	82,016,049	40,351,347	17,453,664

# Woodcats International Limited

## Summary Statement of Changes in Equity

For each of the Five Years ended 31 December 2020 to 2024

	Share capital	Retained earnings	Total
	\$	\$	\$
<b>Balance at 31 December 2019</b>	1,000	255,902,065	255,903,065
Total comprehensive income	-	17,453,664	17,453,664
<b>Balance at 31 December 2020</b>	1,000	273,355,729	273,356,729
Total comprehensive income	-	40,351,347	40,351,347
<b>Balance at 31 December 2021</b>	1,000	313,707,076	313,708,076
Total comprehensive income	-	82,016,049	82,016,049
<b>Balance at 31 December 2022</b>	1,000	395,723,125	395,724,125
Total comprehensive income	-	108,258,435	108,258,435
<b>Balance at 31 December 2023</b>	1,000	503,981,560	503,982,560
Total comprehensive income	-	136,136,980	136,136,980
Transaction with owners:			
Dividends paid	-	(100,000,000)	(100,000,000)
<b>Balance at 31 December 2024</b>	1,000	540,118,540	540,119,540

# Woodcats International Limited

## Summary Statement of Cash Flows

For each of the Five Years ended 31 December 2020 to 2024

	2024	2023	2022	2021	2020
	\$	\$	\$	\$	\$
<b>CASH RESOURCES WERE PROVIDED BY/(USED IN)</b>					
<b>Cash Flows from Operating Activities</b>					
Profit before taxation	168,680,666	132,516,626	93,081,948	53,265,830	22,647,819
Adjustments for:					
Depreciation	10,530,739	10,404,514	9,699,577	19,970,657	8,442,400
Amortization of right-of-use assets	29,402,837	14,844,268	14,065,617	19,295,581	10,578,034
Bad debts written off	1,378,535	1,126,501	8,496,945	7,510,130	-
Gain on disposal of property, plant and equipments	-	(2,107,838)	(1,363,919)	-	1,723,040
Net impairment (losses)/gains on financial assets	3,618,558	1,209,562	(402,379)	(1,344,687)	-
Fair value (loss)/gain on investment securities	-	-	1,181,264	-	-
Interest income	(6,345,765)	(7,222,106)	(82,637)	(1,967,989)	(4,191)
Interest expense	1,146,951	2,562,842	10,045,114	3,114,015	1,100,582
Lease interest expense	13,776,514	8,498,414	6,400,853	5,417,665	8,428,722
Foreign exchange losses/(gains)	2,113,382	857,237	(1,145,142)	(1,032,058)	(274,657)
Changes in operating assets and liabilities:	224,302,417	162,690,020	139,977,241	104,229,144	52,641,749
(Increase)/decrease in inventories	(70,593,420)	23,827,744	5,038,757	(81,756,246)	14,520,709
Decrease/(increase) in receivables	27,031,691	(54,350,205)	1,044,649	(86,281,120)	3,268,229
Increase/(decrease) in payables	13,476,901	11,987,416	(41,029,022)	52,224,234	19,507,295
Increase in related party balances	(46,788,955)	(65,893,746)	(29,959,139)	75,289,657	(10,832,527)
Cash provided by operating activities	147,428,634	78,261,229	75,072,486	63,705,669	79,105,455
Interest received	6,345,765	7,222,106	82,637	1,967,989	4,191
Interest paid	(14,923,465)	(11,061,256)	(16,445,967)	(6,535,268)	(1,100,582)
Taxation paid	(21,334,434)	(22,181,563)	(21,113,055)	-	(6,658,698)
Net cash provided by operating activities	117,516,500	52,240,516	37,596,101	59,138,390	71,350,366
<b>Cash Flows from Investing Activities</b>					
Purchase of plant and equipment	(31,592,549)	(18,475,130)	(31,020,729)	(42,342,341)	(17,225,198)
Proceeds from sale of fixed assets	-	2,700,000	3,375,000	-	0
Investments, net	-	(30,000,000)	13,117,191	(5,291,750)	(21,097,500)
Net cash used in investing activities	(31,592,549)	(45,775,130)	(14,528,538)	(47,634,091)	(38,322,698)
<b>Cash flows from Financing Activities</b>					
Loan repayments	(1,582,971)	(2,690,136)	(4,057,370)	(3,343,950)	(3,596,020)
Loan proceeds	14,098,862	-	-	-	0
Dividends paid	(100,000,000)	-	-	-	0
Lease liabilities principal repayments	(24,481,411)	(14,432,135)	(12,889,285)	(238,497)	(16,094,024)
<b>Net cash used in financing activities</b>	(111,965,520)	(17,122,271)	(16,946,655)	(3,582,447)	(19,690,044)
Net (decrease)/increase in cash and cash equivalents	(26,041,569)	(10,656,885)	6,120,908	7,921,852	13,337,624
Net effect of foreign currency translation on cash and cash equivalents	(2,006,223)	(312,454)	506,659	(2,044,873)	274,657
Cash and cash equivalents at the beginning of the year	21,667,746	32,637,085	26,009,518	20,132,539	6,520,258
<b>CASH AND CASH EQUIVALENT AT END OF YEAR</b>	<b>(6,380,046)</b>	<b>21,667,746</b>	<b>32,637,085</b>	<b>26,009,518</b>	<b>20,132,539</b>

# Woodcats International Limited

## Summary Statement of Cash Flows (Continued) For each of the Five Years ended 31 December 2020 to 2024

**Represented by:**

Cash at bank and in hand	12,580,598	21,667,746	43,560,103	26,009,518	20,132,539
Bank overdraft	<u>(18,960,644)</u>	<u>-</u>	<u>(10,923,018)</u>	<u>-</u>	<u>-</u>
	<u>(6,380,046)</u>	<u>21,667,746</u>	<u>32,637,085</u>	<u>26,009,518</u>	<u>20,132,539</u>

# Woodcats International Limited

## Notes to the Summary Financial Statements 31 December 2020 to 31 December 2024

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### 1. Identification and principal activities

These are the summary financial statements of Woodcats International Limited (“the Company”) for the five years ended 31 December 2020, 2021, 2022, 2023 and 2024. The summary financial statements are derived from the full financial statements of the Company as at and for the years ended 31 December 2020 to 2024.

Woodcats International Limited is private limited company incorporated and domiciled in Jamaica under the provisions of the Companies Act of Jamaica on January 13, 1999. The registered place of business is located at 27 Slipe Pen Road, Kingston C.S.O.

The Company’s principal activity is the manufacture and sale of wooden products and related by-products.

### 2. Basis of preparation

The summary financial statements have been extracted from the audited financial statements and prepared in accordance with the Jamaican Companies Act. The financial statements as at and for the years ended 31 December 2021, 2022, 2023 and 2024 were authorized for issue by the Board of Directors on 14 March 2022, 19 September 2023, 10 April 2024 and 25 February 2025, respectively.

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and contain unmodified audit opinions. The summary financial statements do not include all the disclosures provided in the financial statements and cannot be expected to provide a complete understanding as provided by the financial statements. The full financial statements are available at the offices of Woodcats International Limited, 27 Slipe Pen Road, Kingston C.S.O. Kingston. The full financial statements have been reviewed by Baker Tilly who, in their reports, expressed an unqualified opinion for each year.



JAMAICA

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# 16 Outlook For The Business And Strategic Plan

**16.1** Woodcats operates within Jamaica's manufacturing sector, a market that is undergoing transformation as businesses and consumers shift toward sustainable and value-added solutions. Traditionally known for its dominance in pallet and crate manufacturing, the Company has been strategically repositioning itself to capture opportunities beyond its core offerings. The domestic industry is expected to benefit over the medium term from increased construction and exportation, growth in the hospitality sector, and a rising preference for eco-friendly and locally manufactured products.

**16.2** In anticipation of these trends, Woodcats has embarked on a deliberate strategy to move up the value chain. The Company has introduced new product lines including landscaping mulch, outdoor furniture, planter boxes, and custom crates, many of which are derived from recycled wood and by-products of its existing operations. This "Waste-to-Revenue" initiative not only enhances profitability but also aligns the business with environmental sustainability, an increasingly important differentiator across its target markets.

**16.3** Over the next three to five years, Woodcats intends to scale production capacity through targeted investment in new equipment and processes, enabling it to further production, broaden its design-driven product line, and expand into bulk distribution channels. The Company has recently strengthened its business development capabilities to support these objectives, with a focus on supporting local export businesses, landscaping, construction and furniture sectors. These initiatives are expected to diversify revenues, increase margins, reduce waste and reliance on the pallet segment. Woodcats intends to focus on its Summerland retail brand ("Summerland"). Summerland mulches are manufactured from the by-products of Woodcats' sawmill operations (lumber cuts, trimmings, tree removal residues) thereby utilising materials that otherwise might have been wasted.

The product range includes:

- **Summerland Black Mulch:**  
coloured dark for high contrast gardens.
- **Summerland Red Mulch:**  
a red-toned mulch for aesthetic landscaping.
- **Summerland Natural Mulch:**  
the untreated / natural wood chip variant.



**16.4** The medium-term outlook is therefore one of measured but transformative growth with expected compounded annual growth rate in revenue of approximately 20.0% by 2028. Woodcats is well positioned to evolve into a diversified wood-products business that delivers both commercial returns and environmental value. The Board believes this strategy will create long-term shareholder value by capitalizing on favorable industry dynamics, expanding product offerings, and deepening customer relationships across multiple sectors of the Jamaican economy.

## 16.5 Strategic Plan

**Woodcats' strategic objectives over the next three to five years are:**

### 1. Core Business Strengthening

**Objective 1.1:** Expand certified heat treatment capacity by 50% within 3 years to secure at least 3 new export-heavy clients in CARICOM.

**Objective 1.2:** Launch two pilot lines of composite or hybrid wood-plastic pallets by Q4 2026, with at least 10% of pallet sales from alternatives by 2028.

**Objective 1.3:** Increase pallet production output by 30% by 2027 to meet projected demand in local and regional logistics markets.

### 2. Value-Added Diversification

**Objective 2.1:** Grow ancillary sales and by-products along with furniture & plyboard sales to contribute 20% of total revenue by 2028.

**Objective 2.2:** Scale the Summerland retail brand, targeting 5 retail distribution points across Jamaica and CARICOM by 2027.

### 3. Regional & Export Expansion

**Objective 3.1:** Enter at least 2 new CARICOM markets by 2026, with 20% of total sales coming from exports by 2028.

**Objective 3.2:** Establish Woodcats as a recognised regional hub for sustainable pallet and wood solutions by 2027, evidenced by at least 5 regional corporate contracts.

### 4. Technology and Process Upgrades

**Objective 4.1:** Automate 40% of pallet production processes by 2026, reducing production time per pallet by 20%.

**Objective 4.2:** Fully adopt digital supply chain management tools by 2027, achieving real-time tracking for 90% of orders.



# 17 The Auditors' Report

**17.1** The Auditors' Report of Baker Tilly, Chartered Accountants is set out at pages 95 to 97 in Appendix 2 hereto.

**17.2** Baker Tilly has consented to and not withdrawn their consent to the issue of this Prospectus with the inclusion of:  
The Company's audited financial statements for the financial year ended December 31, 2024 and the Independent Auditors' Report thereon dated February 25, 2025;

- The Company's summarized financial statements for the years ended December 31, 2020 to December 31, 2024;
- The Company's interim financial statements for the 9-month period ended September 30, 2025 and the Independent Auditors' Review thereon dated December 11, 2025, and their name in the form and context in which it is included.
- The Auditors' Consent is set out at Appendix 3 hereto.

# 18 Statutory & General Information

The following statutory and general information is required to be set out in the Prospectus by section 41 and the Third Schedule to the Companies Act.

## 18.1 (a) The Company has no founders or management or deferred shares.

(b) The Articles of Incorporation of the Company fix no shareholding qualification for directors and none have been otherwise fixed by the Company in general meeting. The Articles of Incorporation contain the following provisions with respect to the remuneration of directors:

*i. "Subject to Article 123, the remuneration of the directors shall be such amount as the board of directors, or any appropriate committee of the board of directors, may determine. 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 of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company." -Article 82.*

*ii. "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.*

*iii. "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 arrangement 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 relationship thereby established." -Article 94(3).*

*iv. "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 94(5).*

*v. “The directors may give or award pensions, annuities, gratuities, guarantee loans and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company, or any company which is a subsidiary of the Company and to the wives, widows, children and other relatives and dependents of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit, and may vote as a director in respect of the exercise of any of the powers of this Article conferred upon the directors notwithstanding that he is or may be or become interested therein.” -Article 96.*

*vi. “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 board of directors, or any appropriate committee of the board of directors, may determine.” -Article 123.*

(c) The names and descriptions of the Directors of the Company are set out in Section 13 of this Prospectus. The addresses of the Directors are as follows:

Name of Director	Address
Earl A. Richards	27 Slipe Pen Road, Kingston C.S.O.
Derrick Cotterell	27 Slipe Pen Road, Kingston C.S.O.
Ian Kelly	27 Slipe Pen Road, Kingston C.S.O.
Patrick Mignott	27 Slipe Pen Road, Kingston C.S.O.
Nicole Burgher	27 Slipe Pen Road, Kingston C.S.O.
Jermaine Burrell	27 Slipe Pen Road, Kingston C.S.O.
Carlton Samuels	27 Slipe Pen Road, Kingston C.S.O.

## 18.2

(a) The minimum amount required to be raised out of the proceeds of the Invitation 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 J\$400,000,000.00. The Company and Selling Shareholder intend to equally share the expenses associated with the Invitation out of the proceeds, which it estimates will not exceed J\$44,070,243 (inclusive of brokerage fees, legal fees, auditor’s and accounting fees, registrar fees, listing fees and General Consumption Tax).

**18.3** (a) The Invitation will open for subscription at 9:00 a.m. on February 2, 2026 and will close at 4:30 pm on the Closing Date, February 20, 2026, 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 subject to section 48 of the Companies Act.

(b) The Subscription Price per Share is J\$0.90 per Share. Such Subscription Price is payable in full on Application. No further sum will be payable on allotment by the Company.

(c) The Company has not invited applications for subscription of Shares to the public within the two preceding years.

**18.4** The Company has not granted any option to any person to subscribe for any shares or debentures in the Company and the directors are not aware that any person intends to acquire Shares.

**18.5** (a) The Table below discloses the relevant assets or liabilities as at December 31, 2024, pursuant to paragraph 5 of Part 1 of the Third Schedule to the Companies Act.

Asset/Liability	Aggregate amount
a. Trade investments	
b. Quoted investments other than trade investments	J\$50,750,000.00.
c. Unquoted investments other than trade investments	
Goodwill, patents, trademarks or part of that amount is shown as a separate item in or is otherwise ascertainable from the books of the Company, or from any contract for the sale or purchase of any property to be acquired by the Company or from any documents in the possession of the Company relating to the stamp duty payable in respect of any such contract or the conveyance of any such property, the said amount so shown or ascertained so far as it is shown or ascertainable and as so shown or ascertained, as the case may be	Nil
Bank loans and overdrafts	J\$35,493,720
Net amount recommended for distribution of dividend after tax	Nil

**18.6** As at the date of this Prospectus, no negotiations to purchase any properties which are to be paid for wholly or partly out of the proceeds of this Invitation, have been entered into, and accordingly, paragraphs 6 to 9 (inclusive) of Part 1 of the Third Schedule of the Companies Act do not apply.

- 18.7** (a) Within the two (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 except that securities dealers may be contracted by the Leader Broker to act as Selling Agents on such terms as the Lead Broker deems appropriate.
- (b) The expenses for this Invitation (estimated at J\$44,070,243) will be shared equally between the Company and the Selling Shareholder and be paid out of the proceeds from the Invitation.
- (c) No payment or benefit has been paid or given or will be paid or given to any of the Directors or any other person as promoter of the Company within the preceding two (2) years or at all.

**18.8** The issue is not underwritten.

**18.9** The following material contracts, not being contracts entered into in the ordinary course of business or a contract entered into more than two years before the date of this Prospectus, have been entered into by the Company with the following persons ("Counterparties"):

Date	Expiry	Value (J\$)	Percentage Holding (%)
January 1, 2020	January 1, 2030	Derrimon Trading Company Limited	Lease Agreement for warehouse number 3 located at 235 Marcus Garvey Drive covering 28,000 sq. ft. at J\$1,000,000 per month
January 1, 2022	January 1, 2027	Derrimon Trading Company Limited	Shared Services Agreement

**18.10** The name and address of the auditors to the Company is:  
 Baker Tilly  
 Chartered Accountants  
 6 Collins Green Avenue  
 Kingston 5  
 Jamaica

**18.11** Baker Tilly, Chartered Accountants have given and have not withdrawn their consent to the issue of this Prospectus with the inclusion of the Auditors' Report, and the complete audited financial statements of the Company for the financial year ended December 31 2024, and their name in the form and context in which it is included.

- 18.12 The Company was incorporated on January 13, 1999 and accordingly, paragraph 13 of Part 1 of the Third Schedule of the Companies Act does not apply.
- 18.13 In accordance with JSE Junior Market Rule 501(3a) the Company confirms that it has never been admitted to listing on the Main Exchange of the JSE, or to the main trading platform of any other stock exchange.
- 18.14 In accordance with JSE Junior Market Rule 501(3b) the Company confirms it is not an “Associate” (as defined in the Junior Market Rules) of a company listed on the Main Market of the JSE or the main trading platform of any other stock exchange. Market of the JSE or the main trading platform of any other stock exchange.

# 19 Consents

- 19.1 Baker Tilly, the Auditors of the Company, have given and have not withdrawn their written consent to the issue of this Prospectus with the inclusion therein of a copy of their Auditors' Report in the form and context in which it is included. Please see Appendix 3 for Auditors' Consent.
- 19.2 The Directors of the Company have given and have not withdrawn their written consent to the issue of the Prospectus and the inclusion therein of all material facts relevant to the Company as required by the Companies Act.

# 20 Documents Available for Inspection

During the period that the Invitation remains open for subscription for Shares, the following documents will be available for inspection on any weekday from January 26, 2026 to the Closing Date being February 20, 2026 (subject to early closing once fully subscribed) during the hours of 9:00 am to 4:30 pm, at the office of Patterson Mair Hamilton, Temple Court, 85 Hope Road, Kingston 6:

- (a) written consent of Baker Tilly, the Company's auditors;
- (b) written consent of the Directors of the Company;
- (c) audited financial statements of the Company for the five (5) financial years ended December 31, 2024 inclusive;
- (d) Independent Auditors' Review of Interim 9-Month financial statements for period ended September 30, 2025 and Summary of Five-Year Historical Financial Information;
- (e) the material contracts referred to in Sub-Section 18.9; and
- (f) the amended Articles of Incorporation of the Company.



# 21 Directors' Signatures

## 21.1 Woodcats Directors' Signatures

This Prospectus is signed on behalf Woodcats International Limited by its Directors on this the 21<sup>st</sup> day of January, 2026.

Signed:   
Earl A. Richards


Signed:   
Derrick Cotterell

Signed:   
Ian Kelly

Signed:   
Patrick Mignott

Signed:   
Nicole Burgher

Signed:   
Jermaine Burrell


Signed:   
Carlton Samuels



## 21.2 Directors of the Selling Shareholders' Signatures

Signed on behalf of Derrimon Trading Company Limited, the Selling Shareholder by two Directors on this 21<sup>st</sup> day of January, 2026

Signed:   
Derrick Cotterell

Signed:   
Ian Kelly

# Appendix 1

## GoIPO Application Guidelines

## GOIPO PORTAL APPLICATION GUIDE

1. On your personal device visit <https://goipo.jncb.com>. (If you do not have access to a computer or smart device with online access, our offices are equipped with tablets and representatives to assist you).
2. Select “Apply for an IPO”
3. Select “Woodcats”
4. Select “View Details”.
5. Select “Apply Now” beside the relevant pool in which you intend to apply. Only Reserved Share Applicants will be allowed to apply from the reserved pool; however, the pool for the General Public is open for all applicants.
6. Select your investor category;
  - a. NCB Online/GoIPO Login (applicable to clients with online access to their National Commercial Bank (NCB) bank account or clients who have created a user account on GoIPO), or
  - b. All Other Investors (applicable to applicants without NCB online access including applicants without an NCB Capital Markets Account).

### FOR NCB ONLINE

THIS OPTION IS AVAILABLE TO CLIENTS WITH CURRENT ONLINE ACCESS TO THEIR NCB BANK ACCOUNT WHO WISH TO PAY FROM THEIR NCB OR NCBCM ACCOUNT.

Select “NCB Online/GoIPO Login” option.

Enter your NCB online username and password.

#### Step 1

Enter the amount of money you wish to spend. Note that the system will not facilitate currency conversion.

Select your “JCSD number” then click, “save and continue”

- If your JCSD number is not seen, then select “Add JCSD Number”
- Each joint holder on the account, will be required to confirm via email or by uploading the signed signature document. This signature document can be downloaded then added to your application before submission. A signature is not required where the joint holder is a minor (under 18 years old)

#### Step 2

Select your NCB or NCBCM funding account from the list seen then “save and continue”. Note that your displayed bank and broker accounts will be in the currency of the selected IPO.

#### Step 3

Select your “refund account and dividend mandate accounts” from the lists seen then, “save and continue”. Note that your displayed bank and broker accounts will be in the currency of the selected IPO.

#### Step 4

Review your application details and select “Submit”.

#### Tips:

If your funds are with another institution, then you may transfer the funds to your

NCB or NCBCM account before starting the process or use the “All Other Investors Option”.

Navigate to your dashboard to view your application and all previously completed applications.

Once you have successfully submitted your application, please check your email for notifications on order submission status. We recommend that you add goipo@jncb.com to ensure that you receive all notifications on your application

**FOR USERS WITH A GOIPO USER ACCOUNT -  
THIS OPTION IS AVAILABLE TO CLIENTS WHO HAVE CREATED AND ACTIVATED  
THEIR GOIPO PROFILE.**

Please note you are required to submit your IPO application then fund via desired financial institution.

Select the “login option” .

Read and accept the site’s terms and conditions in order to proceed.

**Step 1**

Enter the amount of money you wish to spend. Note that the system will not facilitate currency conversion.

Select your “JCSD number” then click, “save and continue”

- If your JCSD number is not seen, then select “Add JCSD Number”
- Each joint holder on the account, will be required to confirm via email or by uploading the signed signature document. This signature document can be downloaded then added to your application before submission. A signature is not required where the joint holder is a minor (under 18 years old). If there is a joint holder to the account, then click ‘yes’ and complete the Joint Holder information then click, “continue”. If there is no joint holder to the account, then click “no”.

**Step 2**

Selecting the appropriate funding method and complete the required fields (see below) and continue.

**For Existing NCBCM Account**

- This is only for NCBCM investors providing instructions to NCBCM to make payment from cleared funds in the currency of the IPO on their NCBCM broker account. The payment must be coming from the applicants NCBCM broker account in which the shares are expected to be held.

**For Other**

- This applies to all investors who are making payments by electronic transfer or direct deposit to NCB Capital Markets Limited by broker.
- Investors may choose to have their broker remit funds to NCBCM. You must provide your broker with your application reference number along with your JCSD number. Your broker must state these details when remitting the funds to NCBCM.

JMD Payments to NCBCM must use the instructions below:

Bank:	National Commercial Bank Jamaica Limited
BIC:	JNCBJMKX
Branch:	1-7 Knutsford Blvd. /New Kingston
Beneficiary account #:	291-024-688
Beneficiary account name:	NCB Capital Markets Limited
Include Comments:	WOODCATS IPO – [Reference # & JCSD#]

### Step 3

Select your 'refund account and dividend mandate account' from the lists seen, 'save and continue'. Note that your displayed bank and broker accounts will be in the currency of the selected IPO.

(If no mandates were previously added select the "Add Mandate").

### Step 4

Upload image of valid government issued photo identification. This ID will only be captured once until expired.

Review your application details and select 'Submit'.

Tips:

- You are able to track your application with the reference number provided.
- Your application will only be processed once payments indicated in Step 2 are received and confirmed by NCBCM.
- Check your email for notifications updates on your order submission. We recommend that you add goipo@jncb.com to your contacts to ensure that you receive all update notifications on status of your application.

### FOR ALL OTHER INVESTORS

THIS OPTION IS AVAILABLE TO CLIENTS WITHOUT NCB ONLINE ACCESS AND APPLICANTS WHO ARE NOT CLIENTS OF NCBCM.

Please note you are required to submit your IPO application then fund via desired financial institution.

Select the "All other investors" option.

Read and accept the site's terms and conditions in order to proceed.

### Step 1

- Enter the amount of money you wish to invest. Note that the system will not facilitate currency conversion.
- Complete the primary holder information.
- If there is a joint holder on the account, then click 'yes' and complete the Joint Holder information then click, 'continue'. The joint holder will be required to complete and sign the Signature Document.
- If there is no joint holder to the account, then click 'no'.

### Step 2

Select the appropriate funding method and complete the required fields (see below) and continue.

#### For Other

- This is for all investors who are making payments by electronic transfer or direct deposit to NCB Capital Markets Limited, broker or other electronic methods to include direct deposits.
- Investors may choose to have their broker remit funds to NCBCM. You must provide your broker with your application reference number along with your JCSD number. Your broker must state these details when remitting the funds to NCBCM.

JMD Payments to NCBCM must use the instructions below:

Bank: National Commercial Bank Jamaica Limited  
BIC: JNCBJMKX

Branch: 1-7 Knutsford Blvd. /New Kingston  
Beneficiary account #: 291-024-688  
Beneficiary account name: NCB Capital Markets Limited  
Include Comments: WOODCATS IPO – [Reference # & JCSD#]

### **Step 3**

Complete refund and dividend mandates and continue.

### **Step 4**

- Upload image of valid government issued photo identification & signed Signature Document.
- (The signature document may be signed on screen and then uploaded or printed, signed and uploaded. Where there is a joint holder on the account, they will be required to also sign the signature document. This is not applicable where the joint holder is a minor).
- Submit your application.

#### Tips:

- You are able to track your application with the reference number provided.
- Your application will only be processed once payments indicated in Step 2 are received and confirmed by NCBCM.
- You should upload copies of a Government Issued ID and TRN or SSN for all applicants (where a Jamaican Drivers Licence is used then you will not need to provide TRN).
- Check your email for notifications on order submission status. We recommend that you add [goipo@jncb.com](mailto:goipo@jncb.com) to ensure that you receive all notifications on your application.

GoIPO Signature Document for  
Non-NCB Online Users.  
This document must be scanned  
and uploaded with your GoIPO  
application.



SIGNATURE CONFIRMATION FORM

JCSD No.:

--	--	--	--	--	--	--	--	--	--

ACCOUNT HOLDERS

Primary Account Holder/Director

Name:

--

Signature:

--

Joint Account Holder/Director

Name:

--

Signature:

--

Joint Account Holder/Director

Name:

--

Signature:

--

Joint Account Holder/Director

Name:

--

Signature:

--

Affix  
Company  
Seal/Stamp

## Appendix 2

# Auditors' Report and Audited Financial Statements for the Financial Year ended 31 December 2024

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## **INDEPENDENT AUDITORS' REPORT**

To the Directors of  
Woodcats International Limited

### **Report on the audit of the Financial Statements**

#### *Opinion*

We have audited the financial statements of Woodcats International Limited ("the Company") set out on pages 1 to 39, which comprise the statement of financial position at 31 December 2024, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with the Jamaican Companies Act.

#### *Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants' (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

#### *Responsibilities of Management and those charged with Governance for the Financial Statements*

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

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

To the Directors of  
Woodcats International Limited  
Page 2

### **Report on the audit of the Financial Statements (continued)**

#### *Responsibilities of Management and those charged with Governance for the Financial Statements (continued)*

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

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

#### *Auditors' Responsibilities for the Audit of the Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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**INDEPENDENT AUDITORS' REPORT (CONTINUED)**

To the Directors of  
Woodcats International Limited  
Page 3


**Report on the audit of the Financial Statements (continued)***Auditors' Responsibilities for the Audit of the Financial Statements (continued)*

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.
- We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Report on other legal and regulatory requirements**

As required by the Jamaican Companies Act, we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

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

**Chartered Accountants**

Kingston, Jamaica  
25 February 2025

# Woodcats International Limited

## Statement of Financial Position As at 31 December 2024

		2024	2023
	Note	\$	\$
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	158,553,272	137,491,462
Right-of-use assets	6	151,268,414	99,982,140
Deferred tax assets	7	-	726,566
Investments	8	50,750,000	50,750,000
		<u>360,571,686</u>	<u>288,950,168</u>
<b>Current Assets</b>			
Inventories	9	183,388,187	112,794,767
Receivables	10	230,970,581	262,999,365
Due from related parties	11	74,872,048	28,083,093
Taxation recoverable		2,720,648	-
Cash and cash equivalents	12	12,580,598	21,667,746
		<u>504,532,062</u>	<u>425,544,971</u>
<b>TOTAL ASSETS</b>		<u>865,103,748</u>	<u>714,495,139</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Stockholders' Equity</b>			
Share capital	13	1,000	1,000
Retained earnings		540,118,540	503,981,560
		<u>540,119,540</u>	<u>503,982,560</u>
<b>Non-Current Liabilities</b>			
Deferred tax liabilities	7	529,676	-
Long term loans	14	8,489,676	2,313,067
Lease liabilities	6	147,194,665	105,995,067
		<u>156,214,017</u>	<u>108,308,134</u>
<b>Current Liabilities</b>			
Payables	15	80,984,254	67,507,353
Taxation payable		28,341,961	15,668,302
Current portion of long term loans	14	8,043,400	1,704,118
Current portion of lease liabilities	6	32,439,933	17,324,672
Bank overdraft	16	18,960,644	-
		<u>168,770,191</u>	<u>102,204,445</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>865,103,748</u>	<u>714,495,139</u>

Approved for issue by the Board of Directors on 25 February 2025 and signed on its behalf by:

  
Earl Richards Director

  
Ian Kelly Director

# Woodcats International Limited

## Statement of Comprehensive Income Year ended 31 December 2024

	Not	2024	2023
		\$	\$
<b>Revenue</b>	17	1,081,377,542	1,048,212,369
Cost of sales		(652,715,066)	(639,868,994)
<b>Gross profit</b>		428,662,476	408,343,375
Other income	18	19,469,632	12,778,194
Administrative expenses	19	(265,141,802)	(282,698,994)
Net impairment gains and losses on trade receivables		(3,618,558)	(1,209,562)
<b>Operating profit</b>	20	179,371,748	137,213,013
Finance costs, net	22	(10,691,082)	(4,696,387)
<b>Profit before taxation</b>		168,680,666	132,516,626
Taxation	23	(32,543,686)	(24,258,191)
<b>Net profit for the year, being total comprehensive income</b>		136,136,980	108,258,435

# Woodcats International Limited

## Statement of Changes in Equity Year ended 31 December 2024

	Share capital	Retained earnings	Total
	\$	\$	\$
<b>Balance at 31 December 2022</b>	1,000	395,723,125	395,724,125
Total comprehensive income	-	108,258,435	108,258,435
<b>Balance at 31 December 2023</b>	1,000	503,981,560	503,982,560
Transaction with owners:			
Dividends paid	-	(100,000,000)	(100,000,000)
Total comprehensive income	-	136,136,980	136,136,980
<b>Balance at 31 December 2024</b>	1,000	540,118,540	540,119,540

# Woodcats International Limited

## Statement of Cash Flows

Year ended 31 December 2024

	2024	2023
	\$	\$
<b>CASH RESOURCES WERE (USED IN)/PROVIDED BY</b>		
<b>Cash Flows from Operating Activities</b>		
Profit before taxation	168,680,666	132,516,626
Adjustments for:		
Depreciation	10,530,739	10,404,514
Amortization of right-of-use assets	29,402,837	14,844,268
Bad debts written off	1,378,535	1,126,501
Gain on disposal of fixed assets	-	(2,107,838)
Net impairment gains and losses on trade receivables	3,618,558	1,209,562
Interest income	(6,345,765)	(7,222,106)
Interest expense	1,146,951	2,562,842
Lease interest expense	13,776,514	8,498,414
Foreign exchange losses/(gains)	2,113,382	857,237
	<u>224,302,417</u>	<u>162,690,020</u>
Changes in operating assets and liabilities:		
(Increase)/decrease in inventories	(70,593,420)	23,827,744
Decrease/(increase) in receivables	27,031,691	(54,350,205)
Increase/(decrease) in payables	13,476,901	11,987,416
Increase in related party balances	(46,788,955)	(65,893,746)
Cash provided by operating activities	<u>147,428,634</u>	<u>78,261,229</u>
Interest received	6,345,765	7,222,106
Interest paid	(14,923,465)	(11,061,256)
Taxation paid	(21,334,434)	(22,181,563)
Net cash provided by operating activities	<u>117,516,500</u>	<u>52,240,516</u>
<b>Cash Flows from Investing Activities</b>		
Purchase of plant and equipment	(31,592,549)	(18,475,130)
Proceeds from sale of fixed assets	-	2,700,000
Investments, net	-	(30,000,000)
Net cash used in investing activities	<u>(31,592,549)</u>	<u>(45,775,130)</u>
<b>Cash flows from Financing Activities</b>		
Loan repayments	(1,582,971)	(2,690,136)
Loan proceeds	14,098,862	-
Dividends paid	(100,000,000)	-
Lease liabilities principal repayments	(24,481,411)	(14,432,135)
Net cash used in financing activities	<u>(111,965,520)</u>	<u>(17,122,271)</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(26,041,569)</u>	<u>(10,656,885)</u>
Net effect of foreign currency translation on cash and cash equivalents	(2,006,223)	(312,454)
<b>Cash and cash equivalents at the beginning of the year</b>	<u>21,667,746</u>	<u>32,637,085</u>
<b>CASH AND CASH EQUIVALENT AT END OF YEAR</b>	<u>(6,380,046)</u>	<u>21,667,746</u>
<b>Represented by:</b>		
Cash at bank and in hand	12,580,598	21,667,746
Bank overdraft	(18,960,644)	-
	<u>(6,380,046)</u>	<u>21,667,746</u>

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

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### 1. Identification and Principal Activities

Woodcats International Limited (“the Company”) was incorporated under the Companies Act of Jamaica and domiciled in Jamaica.

The company’s registered office is located at 27 Slipe Pen Road, Kingston C.S.O.

The company is a subsidiary of Derrimon Trading Company Limited.

Its principal activity is the manufacture and sale of wooden products and related by-products.

These financial statements are presented in Jamaican dollars, which is the functional currency.

### 2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied for all the years presented. Where necessary, prior year comparatives have been restated and reclassified to conform to current year presentation.

#### (a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), and their interpretations adopted by the International Accounting Standards Board and have been prepared under the historical cost convention. They are also prepared in accordance with the provisions of the Jamaican Companies Act.

The financial statements comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the notes.

The preparation of financial statements in compliance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and contingent liabilities at the end of the reporting period and the total comprehensive income during the reporting period. 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 underlying assumptions are reviewed on an ongoing basis and any adjustments that may be necessary would be reflected in the year in which actual results are known. The areas involving a higher degree of judgment in complexity or areas where assumptions or estimates are significant to the financial statements are discussed in Note 4.

### 2. Summary of material accounting policies (continued)

#### (a) Basis of preparation (continued)

##### **Standards and amendments to published standards effective in the current year that are relevant to the company's operations**

The following amendments to standards have been adopted by the Company for the first time which have been issued and are effective for mandatory adoption for the financial year beginning on or after 1 January 2024:

**The amendments in Classification of Liabilities as Current or Non-current - Amendments to IAS 1** (effective for annual periods beginning on or after 1 January 2024) affect only the presentation of liabilities in the statement of financial position — not the amount or timing of recognition of any asset, liability, income or expenses, or the information that entities disclose about those items. They:

- clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

**Supplier Finance Arrangements (Amendment to IAS 7 and IFRS 7)** (effective for annual periods beginning on or after 1 January 2024). These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

**Leases on sale and leaseback (Amendments to IFRS 16)** (effective for annual periods beginning on or after 1 January 2024). These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

These amendments did not result in any material effect on the company's financial statements.

**2. Summary of material accounting policies (continued)**

**(a) Basis of preparation (continued)**

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

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretation to existing standards have been issued which are not yet effective, and which the company has not early adopted. The company has assessed the relevance of all such new standards, interpretations and amendments and has determined that the following may be relevant to its operations. Unless stated otherwise, the impact of the changes is still being assessed by management.

**Lack of Exchangeability Amendments to IAS 21** (effective for annual periods beginning on or after 1 January 2025). An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

**Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9, and IFRS 7)** effective for annual periods beginning on or after 1 January 2026 clarify financial assets and financial liabilities are recognized and derecognized at settlement date except for regular way purchases or sales of financial assets and financial liabilities meeting conditions for new exception. The new exception permits companies to elect to derecognize certain financial liabilities settled via electronic payment systems earlier than the settlement date.

**IFRS 18 Summary for Financial Statements replaces IAS 1** effective for annual periods beginning on or after 1 January 2027 enhances transparency and comparability in financial reporting by introducing new requirements include: new categories and subtotals in the statement of profit or loss, disclosure of management-defined performance measures (MPMs) and enhanced requirements for grouping information.

**IFRS 19, Subsidiaries without Public Accountability: Disclosures** effective for annual periods beginning on or after 1 January 2027, IFRS 19 introduces a simplified disclosure framework for subsidiaries without public accountability that prepare financial statements in compliance with IFRS Standards. This standard aims to reduce disclosure requirements while maintaining the relevance and reliability of financial reporting.

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a material impact on the operations of the company.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 2. Summary of material accounting policies (continued)

#### (b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the double-declining method basis at rates to write off the carrying value of the assets over their expected useful lives. The rates used to write off the cost of assets are as follows:

Leasehold improvements	2.5%
Plant and machinery	10%
Loose tools	10%
Furniture and fixtures	10% - 20%
Motor vehicle	20%

Gains and losses on disposal are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive income.

Repairs and maintenances are charged to the statement of comprehensive income during the financial period in which they are incurred.

#### (c) Right-of-use assets and lease liabilities

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- (i) Leases of low value assets; and
- (ii) Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 2. Summary of material accounting policies (continued)

#### (c) Right-of-use assets and lease liabilities (continued)

On initial recognition, the carrying value of the lease liability also includes:

- (i) amounts expected to be payable under any residual value guarantee;
- (ii) the exercise price of any purchase option granted in favour of the company if it is reasonably certain to assess that option;
- (iii) any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

To determine the incremental borrowing rate, the company:

- (i) since it does not have recent third-party financing, uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, and
- (ii) makes adjustments specific to the lease, e.g. term, currency and security.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- (i) lease payments made at or before commencement of the lease;
- (ii) initial direct costs incurred; and
- (iii) the amount of any provision recognised where the company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are assets valued as US\$5,000 or less when new. The company has no short-term leases or leases for low valued assets at this time.

### 2. Summary of material accounting policies (continued)

#### (c) Right-of-use assets and lease liabilities (continued)

##### Extension and termination options

Extension and termination options are included for the property leased by the company. These are used to maximise operational flexibility in terms of managing the asset used in the company's operations. The extension option is exercisable by the lessee provided that thirty (30) days written notice is given prior to the expiration of the initial term. Either party may terminate the lease on the provision that not less than twelve (12) months' notice in writing is given to the other party.

When the company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- In all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate.
- Applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

For contracts that both convey a right to the company to use an identified asset and require services to be provided to the company by the lessor, the company has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

### 2. Summary of material accounting policies (continued)

#### (d) Inventories

Inventories are stated at the lower of cost and net realizable value, cost being determined on a first in first out basis. Net realizable value is the estimate of the selling price in the ordinary course of the business, less selling expenses.

#### (e) Financial assets

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

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

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

The company reclassifies debt investments when and only when its business model for managing those assets changes.

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

#### **Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 2. Summary of material accounting policies (continued)

#### (f) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### (g) Borrowings

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

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

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the income statement as interest expense.

#### Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 2. Summary of material accounting policies (continued)

**(h) Payables**

Payables, including provisions, are stated at their nominal value. A provision is recognised in the statement of financial position when the company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money, and where appropriate, the risks specific to the liability.

**(i) Provisions**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be determined.

**(j) Income taxes**

Where applicable, taxation expense in the statement of comprehensive income comprises current and deferred tax charges.

Current tax is the expected tax payable on the income for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is the tax 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 their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

**(k) Financial instruments**

Financial instruments carried on the statement of financial position include cash and bank balances, receivables, balances with related parties, payables, lease liabilities and borrowings.

The fair values of financial instruments and the associated risks are discussed in Note 3a.

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

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### 2. Summary of material accounting policies (continued)

#### (l) Foreign currency translation

Foreign currency transactions are accounted for at the exchange rate prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are translated into Jamaican dollars at the exchange rate prevailing at the date of the statement of financial position, that is, in the case of each currency, the Bank of Jamaica weighted average buying and selling rates at that date. Gains and losses arising from fluctuations in exchange rates are reflected in the statement of comprehensive income.

#### (m) Revenue recognition

##### **Sale of goods**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the company's activities. Revenue is shown net of returns, discounts and General Consumption Tax.

The company's revenue is generally derived from selling goods with revenue recognized at a point in time when control of the goods has been delivered to the customer and acceptance by them of the payment invoice. Once the physical delivery of the products to the agreed location and customer has occurred, and the Company is no longer liable for any of the goods, the transaction is considered complete.

##### **Interest income**

Interest income and expense are recognized in the statement of comprehensive income for all interest bearing instruments on an accrual basis using the effective yield method based on the actual purchase price.

#### (n) Comparative information

Where necessary comparative figures have been reclassified to conform with changes in presentation.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 2. Summary of material accounting policies (continued)

#### (o) Related party transactions

A party is related to the company, if:

- (i) directly, or indirectly through one or more intermediaries, the party, is controlled by, or is under common control with, the company (this includes parents, subsidiaries and fellow subsidiaries); has an interest in the company that gives it significant influence over the company; or has joint control over the company;
- (ii) the party is an associate of the company;
- (iii) the party is a joint venture in which the company is a venturer;
- (iv) the party is a member of the key management personnel of the company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is the company that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); 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. The company has a related party relationship with its directors and key management personnel, representing certain senior officers of the company.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 3. Financial Risk Management

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

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

The Board of Directors is ultimately responsible for the establishment and oversight of the company's risk management framework. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

#### (a) Fair value estimates

Fair value is the amount for which an asset could be exchanged, or liability settled, between knowledgeable, willing parties in an arm's length transaction. 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.

Financial instruments that are measured in the statement of financial position at fair value are classified by level in one of the following fair value measurement hierarchy:

- Level 1 - Quoted prices in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes financial assets with fair values based on broker quotes.
- Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components. This hierarchy requires the use of observable market data when available.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 3. Financial Risk Management (continued)

#### (a) Fair value estimates (continued)

The amount included in the financial statements for cash and bank balances, receivables, related party and payables reflect their approximate fair values because of the short-term maturity of these instruments. The fair value for borrowings is assumed to approximate carrying value as the contractual cash flows are at current market interest rates that are available to the company for similar financial instruments.

The fair values of investment securities were estimated by discounting the future contractual cash flows at the market rate available to the company for similar financial instruments.

Financial instruments classified as fair value through other comprehensive income and fair value through profit and loss investments are disclosed in Note 8. Unquoted investments are classified as level 2 and 3 and quoted instruments are classified as level 1.

The following table presents the assets that are measured at fair value.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
	<b>2024</b>			
Financial assets measured at fair value through profit and loss:				
Money Market funds	-	-	750,000	750,000
Corporate bond	-	-	50,000,000	50,000,000
	-	-	50,750,000	50,750,000
	\$	\$	\$	\$
	<b>2023</b>			
Financial assets measured at fair value through profit and loss:				
Money Market funds	-	-	750,000	750,000
Corporate bond	-	-	50,000,000	50,000,000
	-	-	50,750,000	50,750,000

### 3. Financial Risk Management (continued)

#### (b) Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at fair value through other comprehensive income (FVOCI) and deposits with banks and financial institutions, as well as outstanding receivables from credit sales.

#### **Risk management**

Management has established a credit policy under which each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, management assesses the credit quality of the customer, considering its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by management.

Management determines concentrations of credit risk by monitoring the creditworthiness rating of existing customers and through a monthly review of the trade receivables ageing analysis. In monitoring the customers' credit risk, customers are assessed according to their credit characteristics. Customers that are graded as "high risk" are placed on a restricted customer list, and future credit sales are made only with approval.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

The company's investments in debt instruments are considered to be low risk investments. The credit ratings of the investments are monitored for credit deterioration.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

##### **Security**

The company does not hold any collateral as security.

##### **Impairment of financial assets**

The company has two types of financial assets that are subject to the expected credit loss model:

- trade receivables for sales of inventory.
- debt investments carried at FVTPL.

While cash and cash equivalents and amounts due from related party are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

##### **Trade receivables and contract assets**

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are compiled based on similar credit risk and aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December 2024 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The company has identified the GDP, inflation and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

On that basis, the loss allowance as at 31 December 2024 and 31 December 2023 was determined as follows for trade receivables:

31 December 2024	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	1.17%	2.47%	3.59%	45.84%	5.82%
Gross carrying amount – trade receivables	89,112,246	43,308,346	22,524,550	15,239,302	170,184,444
Loss allowance	1,038,891	1,068,248	809,112	6,985,011	9,901,262

31 December 2023	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	0.93%	1.87%	4.24%	7.74%	3%
Gross carrying amount – trade receivables	77,722,035	56,069,811	29,392,522	58,622,786	221,807,154
Loss allowance	722,560	1,050,807	1,245,232	3,264,105	6,282,704

The closing loss allowances for trade receivables as at 31 December 2024 and 31 December 2023 reconcile to the opening loss allowances is as follows:

	Trade receivables	Trade receivables
	2024 \$	2023 \$
Balance at beginning of the year	6,282,704	5,073,142
Increase/(Decrease) in loss allowance recognised in profit or loss during the year	3,618,558	1,209,562
Balance at year end	9,901,262	6,282,704

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

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### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the company, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables and are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 31 December 2024 and 31 December 2023 trade receivables had no lifetime expected credit losses.

#### **Other financial assets at amortised cost and fair value through other comprehensive income**

Other financial assets at amortised cost include other receivables and balances due from related parties.

While the other financial assets at amortised cost are subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

While the debt investments at FVOCI are subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

#### **Net impairment losses on financial assets recognised in profit or loss**

During the year, the following loss allowance were recognised in profit or loss in relation to impaired financial assets:

	<u>2024</u>	<u>2023</u>
	\$	\$
Impairment allowance		
- movement in loss allowance for trade receivables	3,618,558	1,209,562
Net impairment allowance on financial assets	<u>3,618,558</u>	<u>1,209,562</u>

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

### 3. Financial Risk Management (continued)

#### (c) Liquidity risk:

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

#### Liquidity risk management process

The company's liquidity management process includes:

- (i) Monitoring future cash flows and liquidity on a daily basis;
- (ii) Maintaining marketable and diverse assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- (iii) Maintaining a committed line of credit;
- (iv) Optimizing cash returns on investment.

#### Undiscounted cash flows of financial liabilities

The maturity profile of the company's financial liabilities at year end on contractual undiscounted payments was as follows:

	Within 1 month	1 to 3 months	3 to 12 months	1 -8 years	Total	Carrying amount
	\$	\$	\$	\$	\$	\$
<b>2024</b>						
Payables	80,984,254	-	-	-	80,984,254	80,984,254
Lease liabilities	3,437,262	6,874,524	31,933,428	175,237,188	217,482,402	179,634,598
Long term loans	774,995	2,324,985	6,974,955	8,330,776	18,405,711	16,533,076
Bank overdraft	18,960,644	-	-	-	18,960,644	18,960,644
	104,157,155	9,199,509	38,908,383	183,567,964	335,833,011	296,112,572
	\$	\$	\$	\$	\$	\$
<b>2023</b>						
Payables	67,507,353	-	-	-	67,507,353	67,507,353
Lease liabilities	1,970,689	3,941,378	18,734,269	124,610,798	149,257,134	123,319,739
Long term loans	234,446	466,416	1,201,136	2,860,414	4,762,412	4,017,185
	69,712,488	4,407,794	19,935,405	127,471,212	221,526,899	194,844,277

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

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 3. Financial Risk Management (continued)

#### (d) Market risk

The company takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates (see 3 (d) (i)) and interest rates (see 3 (d) (ii)). The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk exposures are measured using sensitivity analysis. There has been no significant change in exposure to market risks or the manner in which it manages and measures the risk.

#### (i) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company is exposed to foreign exchange risk arising from currency exposure primarily with respect to the US dollar, Canadian dollar, Euro dollar and Pound sterling. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The company is primarily exposed to such risks arising from foreign currency translation in relation to investments, cash and cash equivalents and payables.

The company's statement of financial position at 31 December 2024 includes aggregate net foreign (liabilities)/assets respectively of approximately (\$4,233,379) (2023: \$11,708,834) in respect of transactions arising in the ordinary course of business.

The following table demonstrates the sensitivity to fluctuations in the exchange rates of the currencies held by the company before tax, with all other variables held constant.

	2024	2024	2023	2023
	Effect on Profit and loss and equity			
	Devaluation	Revaluation	Devaluation	Revaluation
	4%	1%	4%	1%
<b>Currency:</b>				
USD	169,335	(42,334)	(468,153)	117,038

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 3. Financial Risk Management (continued)

#### (d) Market risk (continued)

##### (ii) Interest rate risk

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

At the reporting date, financial liabilities subject to interest rates aggregated \$215,128,318; (2023: \$127,145,924). The company contracts financial liability at a fixed interest rate, hence changes in the market interest rate will not affect the cash flow nor the carrying amount of the instruments.

The following table summarises the company's exposure to interest rate risk. It includes the company's financial instruments at carrying amounts, categorized by the contractual re-pricing or maturity dates.

	Within 1 month	1 to 3 months	3 to 12 months	1 to 8 years	Non-interest bearing	Total
	\$	\$	\$	\$	\$	\$
<b>2024</b>						
<b>Assets</b>						
Investments	-	-	-	50,000,000	750,000	50,750,000
Receivables	-	-	-	-	230,970,581	230,970,581
Due from related parties	-	-	-	-	74,872,048	74,872,048
Cash and cash equivalents	1,315,565	-	-	-	11,265,033	12,580,598
Total financial assets	1,315,565	-	-	50,000,000	317,857,662	369,173,227
<b>Liabilities</b>						
Lease liabilities	2,378,280	4,799,753	22,329,046	150,127,519	-	179,634,598
Long term loans	640,150	1,936,474	6,106,926	7,849,526	-	16,533,076
Bank overdraft	18,960,644	-	-	-	-	18,960,644
Payables	-	-	-	-	80,984,254	80,984,254
Total financial liabilities	21,979,074	6,736,227	28,435,972	157,977,045	80,984,254	296,112,572
Total interest re-pricing gap	(20,663,509)	(6,736,227)	(28,435,972)	(107,977,045)	236,873,408	73,060,655

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 3. Financial risk management (continued)

#### (d) Market risk (continued)

##### (ii) Interest rate risk (continued)

	Within 1 month	1 to 3 months	3 to 12 months	1 to 8 years	Non-interest bearing	Total
	\$	\$	\$	\$	\$	\$
	<b>2023</b>					
<b>Assets</b>						
Investments	-	-	-	80,000,000	750,000	80,750,000
Receivables	-	-	-	-	232,999,365	232,999,365
Due from related party	-	-	-	-	28,083,093	28,083,093
Cash and cash equivalents	17,631,359	-	-	-	4,036,387	21,667,746
Total financial assets	17,631,359	-	-	80,000,000	265,868,845	363,500,204
<b>Liabilities</b>						
Lease liabilities	1,315,906	2,655,725	12,354,971	106,993,137	-	123,319,739
Long term loans	211,776	425,461	1,066,881	2,313,067	-	4,017,185
Bank overdraft	-	-	-	-	-	-
Payables	-	-	-	-	67,507,353	67,507,353
Total financial liabilities	1,527,682	3,081,186	13,421,852	109,306,204	67,507,353	194,844,277
Total interest re-pricing gap	16,103,677	(3,081,186)	(13,421,852)	(29,306,204)	198,361,492	168,655,927

The company has no significant sensitivity to interest rate risk as all borrowings are at fixed rates.

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 4. Critical accounting estimates and judgements in applying accounting policies

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**(i) Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the Credit risk note.

**(ii) Income taxes**

Estimates and judgements are required in determining the provision for income taxes. The tax liability or asset arising from certain transactions or events may be uncertain during the ordinary course of business. In cases of such uncertainty, the company recognises liabilities for possible additional taxes based on its judgement. Where, on the basis of subsequent determination, the final tax outcome in relation to such matters is different from the amount that was initially recognised, the difference will impact the current and deferred income tax provisions in the period in which such determination is made.

**(iii) 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.

**(iv) Fair value of financial assets**

The management uses its judgment in selecting appropriate valuation techniques to determine fair values of financial assets adopting valuation techniques commonly used by market practitioners supported by appropriate assumptions (note 3(a)).

## Woodcats International Limited

### Notes to the Financial Statements 31 December 2024

#### 5. Property, plant and equipment

	Land & Leasehold Improvements	Plant & Machinery	Loose Tools	Furniture & Fixtures	Motor Vehicle	Work in Progress	Total
	\$	\$	\$	\$	\$		\$
<b>Cost -</b>							
31 December 2022	82,181,563	68,689,478	4,089,642	12,472,373	30,837,378	-	198,270,434
Additions	2,194,954	8,153,241	597,488	7,529,447	-	-	18,475,130
Disposals	-	-	-	-	(3,400,000)	-	(3,400,000)
31 December 2023	84,376,517	76,842,719	4,687,130	20,001,820	27,437,378	-	213,345,564
Additions	661,822	4,263,160	-	2,921,247	23,638,827	107,493	31,592,549
31 December 2024	85,038,339	81,105,879	4,687,130	22,923,067	51,076,205	107,493	244,938,113
<b>Depreciation -</b>							
31 December 2022	12,060,485	31,706,711	1,793,127	5,513,801	17,183,304	-	68,257,428
Charge for the year	1,630,708	4,119,466	274,397	1,767,561	2,612,382	-	10,404,514
Relieved on disposal	-	-	-	-	(2,807,840)	-	(2,807,840)
31 December 2023	13,691,193	35,826,177	2,067,524	7,281,362	16,987,846	-	75,854,102
Charge for the year	1,623,908	4,380,545	261,961	2,115,203	2,149,122	-	10,530,739
31 December 2024	15,315,101	40,206,722	2,329,485	9,396,565	19,136,968	-	86,384,841
<b>Net book value -</b>							
31 December 2024	69,723,238	40,899,157	2,357,645	13,526,502	31,939,237	107,493	158,553,272
31 December 2023	70,685,324	41,016,542	2,619,606	12,720,458	10,449,532	-	137,491,462

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 6. Right-of-use assets and related lease liabilities

#### (i) Amounts recognized in the Statement of Financial Position

The statement of financial position shows the following amounts relating to leases: -

##### Right-of-use assets

	<u>2024</u>	<u>2023</u>
	\$	\$
Balance as at beginning of the year	99,982,140	96,134,307
Remeasurement	80,689,111	2,796,777
Additions	-	15,895,324
Amortization	(29,402,837)	(14,844,268)
Balance as at end of year	<u>151,268,414</u>	<u>99,982,140</u>

##### Lease liabilities

	<u>2024</u>	<u>2023</u>
	\$	\$
Balance as at beginning of the year	123,319,739	118,514,988
Additions	-	15,895,324
Remeasurement	80,689,111	2,796,777
Lease payments	(38,257,925)	(22,930,549)
Interest expense	13,776,514	8,498,414
Foreign exchange gains	107,159	544,785
Balance as at end of the year	<u>179,634,598</u>	<u>123,319,739</u>

	<u>2024</u>	<u>2023</u>
	\$	\$
Current	32,439,933	17,324,672
Non-current	147,194,665	105,995,06
Balance as at end of year	<u>179,634,598</u>	<u>123,319,739</u>

#### (ii) Amounts recognized in the Statement of Comprehensive Income

The statement of profit or loss shows the following amounts relating to leases:

	<u>2024</u>	<u>2023</u>
	\$	\$
Amortization charge of right-of-use assets (included in administrative expenses)	29,402,837	14,844,268
Interest expense (included in finance cost)	13,776,514	8,498,414
Foreign exchange gains	<u>107,159</u>	<u>544,785</u>

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

### 6. Right-of-use assets and related lease liabilities (continued)

#### (iii) Amounts recognized in the Statement of Cash Flows

	2024	2023
	\$	\$
Total cash outflows for leases	38,252,925	22,930,549

### 7. Deferred income taxes

Deferred income taxes are calculated in full on all temporary differences under the liability method using the applicable tax rate. Assets and liabilities recognised on the statement of financial position are as follows:

	2024	2023
	\$	\$
Deferred income tax (liabilities)/assets	(529,676)	726,566

The movement on the net deferred income tax balance is as follows:

	2024	2023
	\$	\$
Net assets at beginning of year	726,566	1,231,868
Deferred tax charged to the statement of comprehensive income (Note 23)	(1,256,242)	(505,302)
Net (liabilities)/assets at end of year	(529,676)	726,566

Deferred income tax assets/(liabilities) are attributable to the following items:

	2024	2023
	\$	\$
Deferred income tax liabilities:		
Property, plant and equipment	(7,621,222)	(5,107,834)
Lease liabilities, net of right-of -use assets	7,091,546	5,834,400
Net (liabilities)/assets at end of year	(529,676)	726,566

The amounts shown in the statement of financial position include the following:

	2024	2023
	\$	\$
Deferred tax assets to be recovered:		
- after more than 12 months	(529,676)	726,566

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

### 8. Investments

	<u>2024</u>	<u>2023</u>
	\$	\$
<b>Investments at fair valued through profit and loss</b>		
Scotia Money Market Fund	750,000	750,000
<b>Investment carried at amortized cost</b>		
Dolla Financial Services Limited, 2025 VR bond –	50,000,000	50,000,000
	<u>50,750,000</u>	<u>50,750,000</u>

### 9. Inventories

	<u>2024</u>	<u>2023</u>
	\$	\$
Raw materials	93,585,798	67,975,448
Work-in-progress	25,673,321	12,289,701
Finished goods	32,887,031	13,440,324
Goods-in-transit	31,242,037	19,089,294
	<u>183,388,187</u>	<u>112,794,767</u>

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 10. Receivables

	<u>2024</u>	<u>2023</u>
	\$	\$
Trade receivables	170,184,444	221,807,154
Less: Expected credit loss provision	(9,901,262)	(6,282,704)
	<u>160,283,182</u>	<u>215,524,450</u>
Prepayments	4,460,303	12,041,603
Other receivables	66,227,096	35,433,312
	<u>230,970,581</u>	<u>262,999,365</u>

Movement of the expected credit loss provision is as follows:

	<u>2024</u>	<u>2023</u>
	\$	\$
Balance at beginning of year	6,282,704	5,073,142
Increase/(decrease) in expected credit loss provision	3,618,558	1,209,562
Balance at end of year	<u>9,901,262</u>	<u>6,282,704</u>

### 11. Due from/(to) related party

		<u>2024</u>	<u>2023</u>
		\$	\$
Due from:			
Derrimon Trading Company Limited	(a)	45,126,544	26,934,540
Arosa Limited	(b)	2,434,890	1,112,688
Marnock LLC	(b)	27,008,900	-
Caribbean Flavours and Fragrances Limited	(b)	301,714	35,865
		<u>74,872,048</u>	<u>28,083,093</u>

- (a) The balance, which represent funds advanced by the company to its' parent company is interest free and has no fixed repayment terms.
- (b) The balance, which represent funds advanced by the company to fellow subsidiaries. The amounts are interest free and has no fixed repayment terms.

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

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### 12. Cash and cash equivalents

	<u>2024</u>	<u>2023</u>
	\$	\$
Cash at bank	12,480,598	21,567,746
Cash on hand	100,000	100,000
	<u>12,580,598</u>	<u>21,667,746</u>

Cash at bank substantially comprise savings and operating accounts at a licensed commercial bank in Jamaica.

The rate of interest earned on the company's savings account is nil (2023: 0.10%) for the account denominated in United States dollars.

### 13. Share capital

	<u>2024</u>	<u>2023</u>
Authorized, issued and fully paid:	\$	\$
1,000 ordinary shares of no par value	<u>1,000</u>	<u>1,000</u>

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 14. Long term loans

		<u>2024</u>	<u>2023</u>
		\$	\$
Bank of Nova Scotia Jamaica Limited	(a)	2,434,214	3,577,185
Bank of Nova Scotia Jamaica Limited	(b)	-	440,000
Bank of Nova Scotia Jamaica Limited	(c)	6,712,610	-
Bank of Nova Scotia Jamaica Limited	(d)	7,386,252	-
		<u>16,533,076</u>	<u>4,017,185</u>
Less: Current portion		<u>(8,043,400)</u>	<u>(1,704,118)</u>
		<u>8,489,676</u>	<u>2,313,067</u>

(a) This loan, which was received in April 2019, attracts interest at 7.49% per annum and is repayable over 75 equal instalments.

(b) This loan, which was received in April 2019, attracts interest rate of 7.50% and is repayable over 60 equal monthly instalments. This loan was repaid during the year.

(c) This loan, which was received in December 2024, attracts interest rate of 10.50% and is repayable over 24 equal monthly instalments.

(d) This loan, which was received in December 2024, attracts interest rate of 10.50% and is repayable over 24 equal monthly instalments.

Loans (a) and (b) are secured against the following:

- (i) Bill of sale over 2019 LPG Forklift INO Woodcats International Limited
- (ii) Bill of sale over 2019 Mitsubishi FUSO truck registered INO Woodcats International Limited.

Loans (c) and (d) are secured by:

- (i) Bill of sale over Hangcha 4Tonne forklift dual 4.5M Forklift INO Woodcats International Limited
- (ii) Bill of sale over Shacman X3000 Tractor Head 385 Leaf registered INO Woodcats International Limited.

### 15. Payables

	<u>2024</u>	<u>2023</u>
	\$	\$
Trade payables	23,262,120	21,755,300
Statutory payables	7,762,338	6,369,430
Accruals	17,594,000	3,852,524
Credit cards	31,612,952	19,395,312
GCT payable	752,844	16,134,787
	<u>80,984,254</u>	<u>67,507,353</u>

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 16. Bank overdraft

	<u>2024</u>	<u>2023</u>
	\$	\$
Sagicor Bank Jamaica Limited	<u>18,960,644</u>	<u>-</u>

This represented a \$20,000,000 overdraft facility on the current account, at a licensed commercial bank in Jamaica, which attracted an interest rate of 12%.

### 17. Revenue

Turnover represents the invoiced value of goods and services net of discounts allowed and General Consumption Tax, comprised as follows:

	<u>2024</u>	<u>2023</u>
	\$	\$
New/reconditioned pallets sales	954,744,625	895,036,953
Repaired pallets sales	97,659,385	99,422,237
Heat treatment sales	11,934,085	11,889,692
Mulch and other income	18,198,286	42,876,606
	<u>1,082,536,381</u>	<u>1,049,225,488</u>
Sales discounts	(1,158,839)	(1,013,119)
	<u>1,081,377,542</u>	<u>1,048,212,369</u>

### 18. Other income

	<u>2024</u>	<u>2023</u>
	\$	\$
Handling fees	1,424,956	1,227,108
Lumber scrap and scrap metal	1,293,499	1,241,816
Sawdust	4,446,763	5,755,304
Slip sheets	4,860,000	-
Gain on disposal of fixed assets	-	2,107,838
Other income	7,444,413	2,446,128
	<u>19,469,631</u>	<u>12,778,194</u>

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 19. Expenses by nature

	2024	2023
	\$	\$
Administrative expenses		
Advertising and promotion	1,546,305	2,248,018
Amortization of right-of-use assets	29,402,837	14,844,268
Audit fee	3,600,000	3,100,000
Bad debts written off	1,378,535	1,126,501
Bank charges	1,654,844	1,182,933
Corporate contribution (Note 24)	60,000,000	30,000,000
Depreciation	2,353,961	1,368,074
Directors' emoluments	31,482,000	25,440,000
Donations and subscription	9,331,851	4,257,290
Fines and penalties	1,522,415	2,469,980
Insurance	13,292,423	2,822,139
Legal and professional fees	2,084,082	924,500
Management fees	-	100,000,000
Motor vehicle expenses	6,113,934	4,088,500
Office and general expenses	2,702,506	2,862,147
Printing and stationery expenses	930,569	1,507,353
Repairs and maintenance	9,615,064	10,118,891
Security	7,315,326	6,381,667
Staff costs (Note 21)	73,883,058	65,175,258
Travelling and entertainment	4,944,560	1,074,524
Utilities	1,987,532	1,706,951
	<u>265,141,802</u>	<u>282,698,994</u>
Net impairment gains and losses on trade receivables	3,618,558	1,209,562
Finance costs, net (Note 22)	10,691,082	4,696,387
Cost of sales	<u>652,715,066</u>	<u>639,868,994</u>
	<u>932,166,508</u>	<u>928,473,937</u>

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

### 20. Operating profit

The following have been charged in arriving at operating profit:

	2024	2023
	\$	\$
Auditors' remuneration	3,600,000	3,100,000
Amortization of right-of-use assets	29,402,837	14,844,268
Depreciation	10,530,739	10,404,514
Directors' emoluments: -		
- Directors' remuneration	-	-
- Directors' fees	31,482,000	25,440,000
Staff costs (Note 21)	223,770,670	198,378,833

### 21. Staff costs

	2024	2023
	\$	\$
Salaries and wages	191,404,132	168,628,685
Statutory contributions	22,369,434	18,671,855
Pension	280,636	-
Staff welfare and training	3,525,207	3,945,190
Health and group life insurance	6,191,261	7,133,103
	223,770,670	198,378,833
Reported as follows:		
Administrative expenses	73,883,058	65,175,258
Cost of sales- factory labour	149,887,612	133,203,575
	223,770,670	198,378,833

### 22. Finance costs, net

	2024	2023
	\$	\$
Interest income	(6,345,765)	(7,222,106)
Foreign exchange loss/(gains)	2,113,382	857,237
Overdraft interest expense	417,065	-
Loan interest expense	729,886	2,562,842
Lease interest expense	13,776,514	8,498,414
	10,691,082	4,696,387

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

### 23. Taxation

(a) Taxation is computed on the profit for the year adjusted for taxation purposes and comprises:

	<u>2024</u>	<u>2023</u>
	\$	\$
Income tax - Current year	40,434,527	23,752,889
Income tax - prior years over accrual	(9,147,083)	-
Deferred income taxes (Note 7)	1,256,242	505,302
	<u>32,543,686</u>	<u>24,258,191</u>

(b) The taxation charged in the statement of comprehensive income differs from the theoretical amount that would arise using the applicable tax rate, as follows:

	<u>2024</u>	<u>2023</u>
	\$	\$
Profit before taxation	168,680,666	132,516,626
Tax calculated at tax rate of 25%	42,170,167	33,129,157
Adjusted for the effects of:		
Expenses not allowed for tax purposes	2,563,971	1,308,844
Employment tax credit	(3,043,369)	(10,179,810)
Prior years over accrual	(9,147,083)	-
	<u>32,543,686</u>	<u>24,258,191</u>

# Woodcats International Limited

## Notes to the Financial Statements

31 December 2024

### 24. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Related party transactions and balances are recognised and disclosed below for the following:

- (a) Enterprises over which a substantial interest in the voting power is owned by key management personnel, including directors and officers and close members of families; or
- (b) Enterprises over which such a person, in (a) above, is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the company.

Amounts (credited)/charged to the statement of comprehensive income: -

	<u>2024</u>	<u>2023</u>
	\$	\$
<b>Sales to related parties:</b>		
Derrimon Trading Company	8,324,360	6,120,338
Caribbean Flavours and Fragrances Limited	17,800	150,810
Arosa Limited	<u>1,247,870</u>	<u>571,855</u>
<b>Purchases from related parties:</b>		
Derrimon Trading Company	1,334,237	548,831
Caribbean Flavours and Fragrances Limited	-	31,583
Arosa Limited	<u>112,849</u>	<u>-</u>
<b>Key management compensation:</b>		
Directors' fees	<u>31,482,000</u>	<u>25,440,000</u>
<b>Expenses:</b>		
	<u>2024</u>	<u>2023</u>
	\$	\$
Charged by Derrimon Trading Company:		
Management fees	-	100,000,000
Corporate contribution	60,000,000	30,000,000
Rental of property	<u>28,944,515</u>	<u>14,608,944</u>
	<u>88,944,515</u>	<u>144,608,944</u>

# Woodcats International Limited

## Notes to the Financial Statements 31 December 2024

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### 24. Related party transactions (continued)

As at the statement of financial position date the following balances were outstanding: -

	<u>2024</u>	<u>2023</u>
	\$	\$
<b>Assets</b>		
Due from Derrimon Trading Company Limited	45,126,544	26,934,540
Due from Arosa Limited	2,434,890	1,112,688
Due from Marnock LLC	27,008,900	-
Due from Caribbean Flavours and Fragrances Limited	301,714	35,865
	<u>74,872,048</u>	<u>28,083,093</u>

During the year the company paid dividends to its parent company.

Derrimon Trading Company Limited	<u>100,000,000</u>	<u>-</u>
	<u>100,000,000</u>	<u>-</u>



## Appendix 3

# Independent Auditors' Consent

7 January 2026

The Board of Directors  
Woodcats International Limited  
27 Slipe Pen Road  
Kingston C.S.O.  
Jamaica

6 Collins Green Avenue  
Kingston 5  
Jamaica

T: 876 906 1658-9  
F: 876 920 3226

admin@bakertilly.com.jm  
www.bakertilly.com.jm

Dear Sirs,

**Prospectus for an offering of up to 833,333,333 Ordinary Shares in Woodcats International Limited**

Reference is made to the abovementioned Prospectus, which has been signed for and on behalf of Woodcats International Limited (the “Company”) by the Directors of the Company.

We hereby consent to the issue of the Prospectus with the inclusion therein of:

- (a) The Company’s audited financial statements for the financial year ended December 31, 2024, and our Independent Auditors’ Report thereon dated February 25, 2025;
- (b) The Company’s summarized financial statements for the years ended 31 December 2020 to 31 December 2024;
- (c) The Company’s interim financial statements for the 9-month period ended September 30, 2025, and our Independent Auditors’ Review thereon dated December 11, 2025; and
- (d) references to our name in the form and context in which they are included in the Prospectus.

We confirm that we have not withdrawn our consent before delivery of a copy of the Prospectus to the Companies Office of Jamaica or the Financial Services Commission for registration.

This consent letter should not be regarded as in any way an update or qualification to the aforementioned financial reports or that we performed any procedures or services subsequent to the date of such reports.

Yours truly,

**BAKER TILLY**



Wayne Strachan

**PARTNER**

ADVISORY • ASSURANCE • TAX

PARTNERS: Wayne Strachan; FCA;FCCA;MBA Emile Lafayette; FCA;FCCA;MBA Roxiana Malcolm-Tyrell; FCA;FCCA;MBA  
Royal Thorpe; FCA;FCCA;MBA

Baker Tilly Strachan Lafayette trading as BakerTilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

# Appendix 4

## Independent Auditors' Review of 9-Month Interim Financial Statements for period ended September 30, 2025

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## **INDEPENDENT AUDITORS' REPORT**

To the Directors of  
Woodcats International Limited

6 Collins Green Avenue  
Kingston 5  
Jamaica

T: 876 906 1658-9  
F: 876 920 3226

admin@bakertilly.com.jm  
www.bakertilly.com.jm

### **Report on the review of interim Financial Statements**

#### *Opinion*

We have reviewed the accompanying financial statements of Woodcats International Limited ("the Company") set out on pages 1 to 40, which comprise of the statement of financial position as at 30 September 2025, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory notes.

#### *Management's Responsibility for the Financial Statements*


Management is responsible for the preparation and fair presentation of this interim financial information in accordance with International Financial Reporting Standards (IFRS).

#### *Scope of Review*

Our responsibility is to express a conclusion on this interim financial information based on our review. We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### *Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information does not give a true and fair view of the financial position of the entity as at September 30, 2025, and of its financial performance and its cash flows for the nine-month period then ended in accordance with International Financial Reporting Standards (IFRS) and the Jamaica Companies Act.

  
**Chartered Accountants**  
Kingston, Jamaica  
11 December 2025

ADVISORY • ASSURANCE • TAX

PARTNERS: Wayne Strachan; FCA; FCCA; MBA Emile Lafayette; FCA; FCCA; MBA Roxiana Malcolm-Tyrell; FCA; FCCA; MBA  
Royal Thorpe; FCA; FCCA; MBA

Baker Tilly Strachan Lafayette trading as BakerTilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

# Woodcats International Limited

## Statement of Financial Position Period ended 30 September 2025

		30 September 2025	31 December 2024
	Note	\$	\$
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	5	180,163,274	158,553,272
Right-of-use assets	6	134,837,088	151,268,414
Investments	7	107,665,468	109,773,448*
		<u>422,665,830</u>	<u>419,595,134</u>
<b>Current Assets</b>			
Inventories	8	203,112,372	183,388,187
Receivables	9	153,972,793	171,947,133*
Due from related parties	10	66,531,309	74,872,048
Taxation recoverable		-	2,720,648
Cash and cash equivalents	11	55,220,351	12,580,598
		<u>478,836,825</u>	<u>445,508,614</u>
<b>TOTAL ASSETS</b>		<u>901,502,655</u>	<u>865,103,748</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Stockholders' Equity</b>			
Share capital	12	1,000	1,000
Fair value reserve	13	(2,107,980)	-
Retained earnings		635,217,315	540,118,540
		<u>633,110,335</u>	<u>540,119,540</u>
<b>Non-Current Liabilities</b>			
Deferred tax liabilities	14	2,923,216	529,676
Long term loans	15	13,291,271	8,489,676
Lease liabilities	6	127,923,911	147,194,665
		<u>144,138,398</u>	<u>156,214,017</u>
<b>Current Liabilities</b>			
Payables	16	54,283,001	80,984,254
Taxation payable		7,121,564	28,341,960
Current portion of long term loans	15	14,886,515	8,043,400
Current portion of lease liabilities	6	31,728,647	32,439,933
Bank overdraft	17	16,234,195	18,960,644
		<u>124,253,922</u>	<u>168,770,191</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>901,502,655</u>	<u>865,103,748</u>

\* restated for comparative purposes

Approved for issue by the Board of Directors on 11 December 2025 and signed on its behalf by:

  
Earl Richards Director

  
Ian Kelly Director

# Woodcats International Limited

## Statement of Comprehensive Income Period ended 30 September 2025

		9 months ended 30 September 2025	12 months ended 31 December 2024
	Note	\$	\$
<b>Revenue</b>	18	840,358,765	1,081,377,542
Cost of sales		(540,600,134)	(652,715,066)
<b>Gross profit</b>		299,758,631	428,662,476
Other income	19	11,885,693	19,469,632
Administrative expenses	20	(183,439,640)	(265,141,802)
Impairment reversal/(loss) on financial assets		4,291,471	(3,618,558)
<b>Operating profit</b>	21	132,496,155	179,371,748
Finance costs, net	23	(16,469,328)	(10,691,082)
<b>Profit before taxation</b>		116,026,827	168,680,666
Taxation	24	(20,928,052)	(32,543,686)
<b>Net profit for the period/year</b>		95,098,775	136,136,980
<b>Other comprehensive loss:</b>			
Fair value loss on investment classified as FVOCI		(2,107,980)	-
<b>Total other comprehensive loss</b>		(2,107,980)	-
<b>Total comprehensive income for the period/year</b>		92,990,795	136,136,980

## Woodcats International Limited

### Statement of Changes in Equity Period ended 30 September 2025

	Share capital	Fair value reserve	Retained earnings	Total
	\$	\$	\$	\$
<b>Balance at 1 January 2024</b>	1,000	-	503,981,560	503,982,560
Transaction with owners:				
Dividends paid	-	-	(100,000,000)	(100,000,000)
Total comprehensive income for the year	-	-	136,136,980	136,136,980
<b>Balance at 31 December 2024</b>	1,000	-	540,118,540	540,119,540
Total comprehensive income for the period	-	(2,107,980)	95,098,775	92,990,795
<b>Balance at 30 September 2025</b>	1,000	(2,107,980)	635,217,315	633,110,335

# Woodcats International Limited

## Statement of Cash Flows Period ended 30 September 2025

	9 months ended 30 September 2025	12 months ended 31 December 2024
	\$	\$
<b>CASH RESOURCES WERE (USED IN)/PROVIDED BY</b>		
<b>Cash Flows from Operating Activities</b>		
Profit before taxation	116,026,827	168,680,666
Adjustments for:		
Depreciation	11,927,629	10,530,739
Amortization of right-of-use assets	17,869,265	29,402,837
Bad debts written off	-	1,378,535
Impairment (reversal)/losses on financial assets	(4,291,471)	3,618,558
Interest income	(2,958,318)	(6,345,765)
Interest expense	6,740,590	1,146,951
Lease interest expense	9,048,168	13,776,514
Foreign exchange losses	3,638,888	2,113,382
	158,001,578	224,302,417
Changes in operating assets and liabilities:		
Increase in inventories	(19,724,185)	(70,593,420)
Decrease in receivables	22,265,811	27,031,691
(Decrease) /increase in payables	(26,701,253)	13,476,901
Increase/(decrease) in related party balances	8,340,739	(46,788,955)
Cash provided by operating activities	142,182,690	147,428,634
Interest received	2,958,318	6,345,765
Interest paid	(15,788,758)	(14,923,465)
Taxation paid	(37,034,260)	(21,334,434)
Net cash provided by operating activities	92,317,990	117,516,500
<b>Cash Flows from Investing Activity</b>		
Purchase of plant and equipment	(33,537,631)	(31,592,549)
Net cash used in investing activity	(33,537,631)	(31,592,549)
<b>Cash flows from Financing Activities</b>		
Loan repayments	(8,206,436)	(1,582,971)
Loan proceeds	19,851,146	14,098,862
Dividends paid	-	(100,000,000)
Lease liabilities principal repayments	(21,875,941)	(24,481,411)
Net cash used in financing activities	(10,231,231)	(111,965,520)
<b>Net increase/(decrease) in cash and cash equivalents</b>	48,549,128	(26,041,569)
Net effect of foreign currency translation on cash and cash equivalents	(3,182,926)	(2,006,223)
<b>Cash and cash equivalents at the beginning of the year</b>	(6,380,046)	21,667,746
<b>CASH AND CASH EQUIVALENT AT END OF YEAR</b>	38,986,156	(6,380,046)
<b>Represented by:</b>		
Cash at bank and in hand	55,220,351	12,580,598
Bank overdraft	(16,234,195)	(18,960,644)
	38,986,156	(6,380,046)

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

---

### 1. Identification and Principal Activities

Woodcats International Limited (“the Company”) was incorporated under the Companies Act of Jamaica and is domiciled in Jamaica.

The company’s registered office is located at 27 Slipe Pen Road, Kingston C.S.O.

The company is a subsidiary of Derrimon Trading Company Limited.

Its principal activity is the manufacture and sale of wooden products and related by-products.

These financial statements are presented in Jamaican dollars, which is the functional currency.

### 2. Material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied for all the years presented. Where necessary, prior year comparatives have been restated and reclassified to conform to current year presentation.

#### (a) Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), and their interpretations adopted by the International Accounting Standards Board and have been prepared under the historical cost convention. They are also prepared in accordance with the provisions of the Jamaican Companies Act.

The financial statements comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the notes.

The preparation of financial statements in compliance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and contingent liabilities at the end of the reporting period and the total comprehensive income during the reporting period. 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 underlying assumptions are reviewed on an ongoing basis and any adjustments that may be necessary would be reflected in the year in which actual results are known. The areas involving a higher degree of judgment in complexity or areas where assumptions or estimates are significant to the financial statements are discussed in Note 4.

**2. Material accounting policies (continued)**

**(a) Basis of preparation (continued)**

**Standards and amendments to published standards effective in the current year that are relevant to the company's operations**

The following amendments to standards have been adopted by the Company for the first time which have been issued and are effective for mandatory adoption for the financial year beginning on or after 1 January 2025:

**Lack of Exchangeability Amendments to IAS 21** (effective for annual periods beginning on or after 1 January 2025. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

These amendments did not result in any material effect on the company's financial statements.

### 2. Material accounting policies (continued)

#### (a) Basis of preparation (continued)

##### **Standards and amendments to published standards that are not yet effective and have not been early adopted by the company (continued)**

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretation to existing standards have been issued which are not yet effective, and which the company has not early adopted. The company has assessed the relevance of all such new standards, interpretations and amendments and has determined that the following may be relevant to its operations. Unless stated otherwise, the impact of the changes is still being assessed by management.

**Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9, and IFRS 7)** effective for annual periods beginning on or after 1 January 2026 clarify financial assets and financial liabilities are recognized and derecognized at settlement date except for regular way purchases or sales of financial assets and financial liabilities meeting conditions for new exception. The new exception permits companies to elect to derecognize certain financial liabilities settled via electronic payment systems earlier than the settlement date.

**IFRS 18 Summary for Financial Statements replaces IAS 1** effective for annual periods beginning on or after 1 January 2027 enhances transparency and comparability in financial reporting by introducing new requirements include: new categories and subtotals in the statement of profit or loss, disclosure of management-defined performance measures (MPMs) and enhanced requirements for grouping information.

**IFRS 19, Subsidiaries without Public Accountability: Disclosures** effective for annual periods beginning on or after 1 January 2027, IFRS 19 introduces a simplified disclosure framework for subsidiaries without public accountability that prepare financial statements in compliance with IFRS Standards. This standard aims to reduce disclosure requirements while maintaining the relevance and reliability of financial reporting.

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a material impact on the operations of the company.

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

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### 2. Material accounting policies (continued)

#### (b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the double-declining method basis at rates to write off the carrying value of the assets over their expected useful lives. The rates used to write off the cost of assets are as follows:

Leasehold improvements	2.5%
Plant and machinery	10%
Loose tools	10%
Furniture and fixtures	10% - 20%
Motor vehicle	20%

Gains and losses on disposal are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive income.

Repairs and maintenances are charged to the statement of comprehensive income during the financial period in which they are incurred.

#### (c) Right-of-use assets and lease liabilities

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- (i) Leases of low value assets; and
- (ii) Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

### 2. Material accounting policies (continued)

#### (c) Right-of-use assets and lease liabilities (continued)

On initial recognition, the carrying value of the lease liability also includes:

- (i) amounts expected to be payable under any residual value guarantee;
- (ii) the exercise price of any purchase option granted in favour of the company if it is reasonably certain to assess that option;
- (iii) any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

To determine the incremental borrowing rate, the company:

- (i) since it does not have recent third-party financing, uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, and
- (ii) makes adjustments specific to the lease, e.g. term, currency and security.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- (i) lease payments made at or before commencement of the lease;
- (ii) initial direct costs incurred; and
- (iii) the amount of any provision recognised where the company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are assets valued as US\$5,000 or less when new. The company has no short-term leases or leases for low valued assets at this time.

### 2. Material accounting policies (continued)

#### (c) Right-of-use assets and lease liabilities (continued)

##### Extension and termination options

Extension and termination options are included for the property leased by the company. These are used to maximise operational flexibility in terms of managing the asset used in the company's operations. The extension option is exercisable by the lessee provided that thirty (30) days written notice is given prior to the expiration of the initial term. Either party may terminate the lease on the provision that not less than twelve (12) months' notice in writing is given to the other party.

When the company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- In all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate.
- Applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

For contracts that both convey a right to the company to use an identified asset and require services to be provided to the company by the lessor, the company has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

### 2. Material accounting policies (continued)

#### (d) Inventories

Inventories are stated at the lower of cost and net realizable value, cost being determined on a first in first out basis. Net realizable value is the estimate of the selling price in the ordinary course of the business, less selling expenses.

#### (e) Financial assets

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

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

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

The company reclassifies debt investments when and only when its business model for managing those assets changes.

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

#### **Measurement**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

### 2. Material accounting policies (continued)

#### (f) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### (g) Borrowings

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

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

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the income statement as interest expense.

#### Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## 2. Material accounting policies (continued)

### (h) Payables

Payables, including provisions, are stated at their nominal value. A provision is recognised in the statement of financial position when the company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money, and where appropriate, the risks specific to the liability.

### (i) Provisions

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be determined.

### (j) Income taxes

Where applicable, taxation expense in the statement of comprehensive income comprises current and deferred tax charges.

Current tax is the expected tax payable on the income for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is the tax 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 their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

### (k) Financial instruments

Financial instruments carried on the statement of financial position include cash and bank balances, receivables, balances with related parties, payables, lease liabilities and borrowings.

The fair values of financial instruments and the associated risks are discussed in Note 3a.

## 2. Material accounting policies (continued)

### (l) Foreign currency translation

Foreign currency transactions are accounted for at the exchange rate prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are translated into Jamaican dollars at the exchange rate prevailing at the date of the statement of financial position, that is, in the case of each currency, the Bank of Jamaica weighted average buying and selling rates at that date. Gains and losses arising from fluctuations in exchange rates are reflected in the statement of comprehensive income.

### (m) Revenue recognition

#### **Sale of goods**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the company's activities. Revenue is shown net of returns, discounts and General Consumption Tax.

The company's revenue is generally derived from selling goods with revenue recognized at a point in time when control of the goods has been delivered to the customer and acceptance by them of the payment invoice. Once the physical delivery of the products to the agreed location and customer has occurred, and the Company is no longer liable for any of the goods, the transaction is considered complete.

#### **Interest income**

Interest income and expense are recognized in the statement of comprehensive income for all interest bearing instruments on an accrual basis using the effective yield method based on the actual purchase price.

### (n) Comparative information

Where necessary comparative figures have been reclassified to conform with changes in presentation.

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

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### 2. Material accounting policies (continued)

#### (o) Related party transactions

A party is related to the company, if:

- (i) directly, or indirectly through one or more intermediaries, the party, is controlled by, or is under common control with, the company (this includes parents, subsidiaries and fellow subsidiaries); has an interest in the company that gives it significant influence over the company; or has joint control over the company;
- (ii) the party is an associate of the company;
- (iii) the party is a joint venture in which the company is a venturer;
- (iv) the party is a member of the key management personnel of the company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is the company that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); 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. The company has a related party relationship with its directors and key management personnel, representing certain senior officers of the company.

### 3. Financial Risk Management

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

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

The Board of Directors is ultimately responsible for the establishment and oversight of the company's risk management framework. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

#### (a) Fair value estimates

Fair value is the amount for which an asset could be exchanged, or liability settled, between knowledgeable, willing parties in an arm's length transaction. 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.

Financial instruments that are measured in the statement of financial position at fair value are classified by level in one of the following fair value measurement hierarchy:

Level 1 - Quoted prices in active markets for identical assets or liabilities. This level includes listed equity securities and debt instruments on exchanges.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. This includes financial assets with fair values based on broker quotes.

Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs). This level includes equity investments and debt instruments with significant unobservable components. This hierarchy requires the use of observable market data when available.

The amount included in the financial statements for cash and bank balances, receivables, related party and payables reflect their approximate fair values because of the short-term maturity of these instruments.

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 3. Financial Risk Management (continued)

#### (a) Fair value estimates (continued)

The fair value for borrowings is assumed to approximate carrying value as the contractual cash flows are at current market interest rates that are available to the company for similar financial instruments.

The fair values of investment securities were estimated by discounting the future contractual cash flows at the market rate available to the company for similar financial instruments.

Financial instruments classified as fair value through other comprehensive income and fair value through profit and loss investments are disclosed in Note 8. Unquoted investments are classified as level 2 and 3 and quoted instruments are classified as level 1.

The following table presents the assets that are measured at fair value.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
	30 September 2025			
Financial assets measured at fair value through profit and loss:				
Money Market funds	-	-	750,000	750,000
Financial assets measured at fair value through other comprehensive income:				
Shares	-	-	56,915,468	56,915,468
	-	-	57,665,468	57,665,468
	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
	31 December 2024			
Financial assets measured at fair value through profit and loss:				
Money Market funds	-	-	750,000	750,000
Financial assets measured at fair value through other comprehensive income:				
Shares	-	-	59,023,448	59,023,448
	-	-	59,773,448	59,023,448

**3. Financial Risk Management (continued)**

**(b) Credit Risk**

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at fair value through other comprehensive income (FVOCI) and deposits with banks and financial institutions, as well as outstanding receivables from credit sales.

**Risk management**

Management has established a credit policy under which each new customer is analysed individually for credit worthiness before the Company's standard payment and delivery terms and conditions are offered.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, management assesses the credit quality of the customer, considering its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by management.

Management determines concentrations of credit risk by monitoring the creditworthiness rating of existing customers and through a monthly review of the trade receivables ageing analysis. In monitoring the customers' credit risk, customers are assessed according to their credit characteristics. Customers that are graded as "high risk" are placed on a restricted customer list, and future credit sales are made only with approval.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

The company's investments in debt instruments are considered to be low risk investments. The credit ratings of the investments are monitored for credit deterioration.

### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

##### **Security**

The company does not hold any collateral as security.

##### **Impairment of financial assets**

The company has two types of financial assets that are subject to the expected credit loss model:

- trade receivables for sales of inventory.
- debt investments carried at FVTPL.

While cash and cash equivalents and amounts due from related party are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

##### **Trade receivables and contract assets**

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are compiled based on similar credit risk and aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 30 September 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The company has identified the GDP, inflation and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

On that basis, the loss allowance as at 30 September 2025 and 31 December 2024 was determined as follows for trade receivables:

30 September 2025	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	1.53%	3.21%	6.90%	20.51%	3.90%
Gross carrying amount – trade receivables	82,261,941	33,277,562	18,652,706	9,724,844	143,917,053
Loss allowance	1,260,204	1,068,943	1,286,548	1,994,096	5,609,791

31 December 2024	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	1.17%	2.47%	3.59%	45.84%	5.82%
Gross carrying amount – trade receivables	89,112,246	43,308,346	22,524,550	15,239,302	170,184,444
Loss allowance	1,038,891	1,068,248	809,112	6,985,011	9,901,262

The closing loss allowances for trade receivables as at 30 September 2025 and 31 December 2024 reconcile to the opening loss allowances is as follows:

	Trade receivables 30 September 2025 \$	Trade receivables 31 December 2024 \$
Opening Expected Credit Loss balance	9,901,262	6,282,704
(Decrease)/ increase in loss allowance recognised in profit or loss during the year	(4,291,471)	3,618,558
Closing Expected Credit Loss balance	5,609,791	9,901,262

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

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### 3. Financial Risk Management (continued)

#### (b) Credit risk (continued)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the company, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables and are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 30 September 2025 and 31 December 2024 trade receivables had no lifetime expected credit losses.

#### **Other financial assets at amortised cost and fair value through other comprehensive income**

Other financial assets at amortised cost include other receivables and balances due from related parties.

While the other financial assets at amortised cost are subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

While the debt investments at FVOCI are subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

#### **Net impairment losses on financial assets recognised in profit or loss**

During the year, the following loss allowance were recognised in profit or loss in relation to impaired financial assets:

	<b>30 September 2025</b>	<b>31 December 2024</b>
	<b>\$</b>	<b>\$</b>
Impairment allowance		
- movement in loss allowance for trade receivables	(4,291,471)	3,618,558
Net impairment allowance on financial assets	(4,291,471)	3,618,558

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 3. Financial Risk Management (continued)

#### (c) Liquidity risk:

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

#### Liquidity risk management process

The company's liquidity management process includes:

- (i) Monitoring future cash flows and liquidity on a daily basis;
- (ii) Maintaining marketable and diverse assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- (iii) Maintaining a committed line of credit;
- (iv) Optimizing cash returns on investment.

#### Undiscounted cash flows of financial liabilities

The maturity profile of the company's financial liabilities at year end on contractual undiscounted payments was as follows:

	Within 1 month	1 to 3 months	3 to 12 months	1 -8 years	Total	Carrying amount
	\$	\$	\$	\$	\$	\$
<b>30 September 2025</b>						
Payables	54,283,001	-	-	-	54,283,001	54,283,001
Lease liabilities	4,020,564	8,041,128	36,185,076	207,727,642	255,974,410	159,652,558
Long term loans	1,132,235	3,386,205	8,952,879	18,326,834	31,798,154	28,177,786
Bank overdraft	16,234,195	-	-	-	16,234,195	16,234,195
	<b>75,669,995</b>	<b>11,427,333</b>	<b>45,137,955</b>	<b>226,054,476</b>	<b>358,289,760</b>	<b>258,347,540</b>
	\$	\$	\$	\$	\$	\$
<b>31 December 2024</b>						
Payables	80,984,254	-	-	-	80,984,254	80,984,254
Lease liabilities	3,437,262	6,874,524	31,933,428	175,237,188	217,482,402	179,634,598
Long term loans	774,995	2,324,985	6,974,955	8,330,776	18,405,711	16,533,076
Bank overdraft	18,960,644	-	-	-	18,960,644	18,960,644
	<b>104,157,155</b>	<b>9,199,509</b>	<b>38,908,383</b>	<b>183,567,964</b>	<b>335,833,011</b>	<b>296,112,572</b>

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

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 3. Financial Risk Management (continued)

#### (d) Market risk

The company takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates (see 3 (d) (i)) and interest rates (see 3 (d) (ii)). The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk exposures are measured using sensitivity analysis. There has been no significant change in exposure to market risks or the manner in which it manages and measures the risk.

#### (i) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company is exposed to foreign exchange risk arising from currency exposure primarily with respect to the US dollar, Canadian dollar, Euro dollar and Pound sterling. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The company is primarily exposed to such risks arising from foreign currency translation in relation to investments, cash and cash equivalents and payables.

The company's statement of financial position at 30 September 2025 includes aggregate net foreign assets/(liabilities) respectively of approximately \$189,110 (31 December 2024: (\$27,065)) in respect of transactions arising in the ordinary course of business.

The following table demonstrates the sensitivity to fluctuations in the exchange rates of the currencies held by the company before tax, with all other variables held constant.

	30 September 2025	30 September 2025	31 December 2024	31 December 2024
	Effect on Profit and loss and equity			
	Devaluation	Revaluation	Devaluation	Revaluation
	3.5%	1%	4%	1%
<b>Currency:</b>				
USD	1,067,115	304,890	169,335	(42,334)

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 3. Financial Risk Management (continued)

#### (d) Market risk (continued)

##### (ii) Interest rate risk

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

At the 30 September 2025, financial liabilities subject to interest rates aggregated \$204,064,539; (31 December 2024: \$215,128,318). The company contracts financial liability at a fixed interest rate, hence changes in the market interest rate will not affect the cash flow nor the carrying amount of the instruments.

The following table summarises the company's exposure to interest rate risk. It includes the company's financial instruments at carrying amounts, categorized by the contractual re-pricing or maturity dates.

	Within 1 month	1 to 3 months	3 to 12 months	1 to 8 years	Non- interest bearing	Total
	\$	\$	\$	\$	\$	\$
<b>30 September 2025</b>						
<b>Assets</b>						
Investments	-	-	-	50,000,000	57,665,468	107,665,468
Receivables	-	-	-	-	153,972,793	153,972,793
Due from related parties	-	-	-	-	66,531,309	66,531,309
Cash and cash equivalents	39,248,436	-	-	-	15,971,915	55,220,351
Total financial assets	39,248,436	-	-	50,000,000	294,141,485	383,389,921
<b>Liabilities</b>						
Lease liabilities	3,091,976	6,229,553	28,796,341	121,534,688	-	159,652,558
Long term loans	1,003,572	2,028,178	8,872,272	16,273,763	-	28,177,785
Bank overdraft	16,234,195	-	-	-	-	16,234,195
Payables	-	-	-	-	54,283,001	54,283,001
Total financial liabilities	20,329,743	8,257,731	37,668,613	137,808,451	54,283,001	258,347,539
Total interest re-pricing gap	18,918,693	8,257,731	37,668,613	(87,808,451)	239,858,484	125,042,382

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 3. Financial risk management (continued)

#### (d) Market risk (continued)

##### (ii) Interest rate risk (continued)

	Within 1 month	1 to 3 months	3 to 12 months	1 to 8 years	Non-interest bearing	Total
	\$	\$	\$	\$	\$	\$
<b>31 December 2024</b>						
<b>Assets</b>						
Investments	-	-	-	50,000,000	59,773,448	109,773,448
Receivables	-	-	-	-	171,947,133	171,947,133
Due from related party	-	-	-	-	74,872,048	74,872,048
Cash and cash equivalents	1,315,565	-	-	-	11,265,033	12,580,598
Total financial assets	1,315,565	-	-	50,000,000	317,857,662	369,173,227
<b>Liabilities</b>						
Lease liabilities	2,378,280	4,799,753	22,329,046	150,127,519	-	179,634,598
Long term loans	640,150	1,936,474	6,106,926	7,849,526	-	16,533,076
Bank overdraft	18,960,644	-	-	-	-	18,960,644
Payables	-	-	-	-	80,984,254	80,984,254
Total financial liabilities	21,979,074	6,736,227	28,435,972	157,977,045	80,984,254	296,112,572
Total interest re-pricing gap	(20,663,509)	(6,736,227)	(28,435,972)	(107,977,045)	236,873,408	73,060,655

The company has no significant sensitivity to interest rate risk as all borrowings are at fixed rates.

### 4. Critical accounting estimates and judgements in applying accounting policies

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (i) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the Credit risk note.

#### (ii) Income taxes

Estimates and judgements are required in determining the provision for income taxes. The tax liability or asset arising from certain transactions or events may be uncertain during the ordinary course of business. In cases of such uncertainty, the company recognises liabilities for possible additional taxes based on its judgement. Where, on the basis of subsequent determination, the final tax outcome in relation to such matters is different from the amount that was initially recognised, the difference will impact the current and deferred income tax provisions in the period in which such determination is made.

#### (iii) 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.

#### (iv) Fair value of financial assets

The management uses its judgment in selecting appropriate valuation techniques to determine fair values of financial assets adopting valuation techniques commonly used by market practitioners supported by appropriate assumptions (note 3(a)).

## Woodcats International Limited

### Notes to the Financial Statements 30 September 2025

#### 5. Property, plant and equipment

	Land & Leasehold Improvements	Plant & Machinery	Loose Tools	Furniture & Fixtures	Motor Vehicles	Work in Progress	Total
	\$	\$	\$	\$	\$	\$	\$
<b>Cost -</b>							
31 December 2023	84,376,517	76,842,719	4,687,130	20,001,820	27,437,378	-	213,345,564
Additions	661,822	4,263,160	-	2,921,247	23,638,827	107,493	31,592,549
31 December 2024	85,038,339	81,105,879	4,687,130	22,923,067	51,076,205	107,493	244,938,113
Additions	-	1,689,571	18,000	4,977,138	12,376,112	14,476,810	33,537,631
30 September 2025	85,038,339	82,795,450	4,705,130	27,900,205	63,452,317	14,584,303	278,475,744
<b>Depreciation -</b>							
31 December 2023	13,691,193	35,826,177	2,067,524	7,281,362	16,987,846	-	75,854,102
Charge for the year	1,623,908	4,380,545	261,961	2,115,203	2,149,122	-	10,530,739
31 December 2024	15,315,101	40,206,722	2,329,485	9,396,565	19,136,968	-	86,384,841
Charge for the period	1,195,005	3,097,704	177,723	1,629,048	5,828,149	-	11,927,629
30 September 2025	16,510,106	43,304,426	2,507,208	11,025,613	24,965,117	-	98,312,470
<b>Net book value -</b>							
30 September 2025	68,528,233	39,491,024	2,197,922	16,874,592	38,487,200	14,584,303	180,163,274
31 December 2024	69,723,238	40,899,157	2,357,645	13,526,502	31,939,237	107,493	158,553,272

Certain assets included in motor vehicles are used as collateral for loans received from Bank of Nova Scotia (Note 14).

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 6. Right-of-use assets and related lease liabilities

#### (i) Amounts recognized in the Statement of Financial Position

The statement of financial position shows the following amounts relating to leases: -

##### Right-of-use assets

	30 September 2025	31 December 2024
	\$	\$
Balance as at beginning of the period/year	151,268,414	99,982,140
Remeasurement	-	80,689,111
Addition	1,437,939	-
Amortization	(17,869,265)	(29,402,837)
Balance as at end of period/year	134,837,088	151,268,414

##### Lease liabilities

	30 September 2025	31 December 2024
	\$	\$
Balance as at beginning of the period/year	179,634,598	123,319,739
Addition	1,437,939	-
Remeasurement	-	80,689,111
Lease payments	(30,924,109)	(38,257,925)
Interest expense	9,048,168	13,776,514
Foreign exchange loss	455,962	107,159
Balance as at end of the period/year	159,652,558	179,634,598

	30 September 2025	31 December 2024
	\$	\$
Current	31,728,647	32,439,933
Non-current	127,923,911	147,194,665
Balance as at end of period/year	159,652,558	179,634,598

#### (ii) Amounts recognized in the Statement of Comprehensive Income

The statement of profit or loss shows the following amounts relating to leases:

	30 September 2025	31 December 2024
	\$	\$
Amortization charge of right-of-use assets (included in administrative expenses)	17,869,265	29,402,837
Interest expense (included in finance cost)	9,048,168	13,776,514
Foreign exchange loss	455,962	107,159

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 6. Right-of-use assets and related lease liabilities (continued)

#### (iii) Amounts recognized in the Statement of Cash Flows

	30 September 2025	31 December 2024
	\$	\$
Total cash outflows for leases	30,924,109	38,257,925

### 7. Investments

	30 September 2025	31 December 2024
	\$	\$
<b>Investment fair valued through profit and loss</b>		
Scotia Money Market Fund	750,000	750,000
<b>Investment carried at amortized cost</b>		
Dolla Financial Services Limited, 2025 VR bond – 10.8062%	50,000,000	50,000,000
<b>Investment fair valued through other comprehensive income</b>		
Derrimon Trading Company Limited – 30,114,004 (December 2024: 30,114,004) shares	56,915,468	59,023,448*
	107,665,468	109,773,448

\* restated for comparative purposes

### 8. Inventories

	30 September 2025	31 December 2024
	\$	\$
Raw materials	83,909,796	93,585,798
Work-in-progress	35,616,581	25,673,321
Finished goods	25,380,934	32,887,031
Goods-in-transit	49,759,045	31,242,037
Maintenance inventory	8,446,016	-
	203,112,372	183,388,187

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 9. Receivables

	30 September 2025	31 December 2024
	\$	\$
Trade receivables	143,917,053	170,184,444
Less: Expected credit loss provision (i)	(5,609,791)	(9,901,262)
	138,307,262	160,283,182
Prepayments	6,004,522	4,460,303
Other receivables	9,661,009	7,203,648*
	153,972,793	171,947,133

\* restated for comparative purposes

- (i) Movement of the expected credit loss provision is as follows:

	30 September 2025	31 December 2024
	\$	\$
Balance at beginning of period/year	9,901,262	6,282,704
(Decrease) /increase in expected credit loss provision	(4,291,471)	3,618,558
Balance at end of period/year	5,609,791	9,901,262

### 10. Due from/(to) related parties

		30 September 2025	31 December 2024
		\$	\$
Due from:			
Derrimon Trading Company Limited	(a)	36,332,375	45,126,544
Arosa Limited	(b)	2,586,551	2,434,890
Marnock LLC	(b)	27,008,900	27,008,900
Caribbean Flavours and Fragrances Limited	(b)	603,483	301,714
		66,531,309	74,872,048

- (a) The balance, which represent funds advanced by the company to its' parent company, is interest free and has no fixed repayment terms.
- (b) The balance, represent funds advanced by the company to fellow subsidiaries. The amounts are interest free and has no fixed repayment terms.

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

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### 11. Cash and cash equivalents

	30 September 2025	31 December 2024
	\$	\$
Cash at bank	54,916,504	12,480,598
Cash on hand	303,847	100,000
	<u>55,220,351</u>	<u>12,580,598</u>

Cash at bank substantially comprise savings and operating accounts at a licensed commercial bank in Jamaica.

The rate of interest earned on the company's savings account is nil (2024: nil) for the account denominated in United States dollars.

### 12. Share capital

	30 September 2025	31 December 2024
Authorized, issued and fully paid:	\$	\$
1,000 ordinary shares of no par value	<u>1,000</u>	<u>1,000</u>

### 13. Fair value reserve

This represents the fair value losses on investments fair valued through other comprehensive income.

# Woodcats International Limited

## Notes to the Financial Statements

30 September 2025

### 14. Deferred income taxes

Deferred income taxes are calculated in full on all temporary differences under the liability method using the applicable tax rate. Assets and liabilities recognised on the statement of financial position are as follows:

	<b>30 September 2025</b>	<b>31 December 2024</b>
	<b>\$</b>	<b>\$</b>
Deferred income tax liabilities	<u>(2,923,216)</u>	<u>(529,676)</u>

The movement on the net deferred income tax balance is as follows:

	<b>30 September 2025</b>	<b>31 December 2024</b>
	<b>\$</b>	<b>\$</b>
Net (liabilities)/assets at beginning of the period/year	(529,676)	726,566
Deferred tax charged to the statement of comprehensive income (Note 24)	<u>(2,393,540)</u>	<u>(1,256,242)</u>
Net liabilities at end of the period/year	<u>(2,923,216)</u>	<u>(529,676)</u>

Deferred income tax assets/(liabilities) are attributable to the following items:

	<b>30 September 2025</b>	<b>31 December 2024</b>
	<b>\$</b>	<b>\$</b>
Deferred income tax liabilities:		
Property, plant and equipment	(9,127,084)	(7,621,222)
Lease liabilities, net of right-of-use assets	<u>6,203,868</u>	<u>7,091,546</u>
Net liabilities at end of the period/year	<u>(2,923,216)</u>	<u>(529,676)</u>

The amounts shown in the statement of financial position include the following:

	<b>30 September 2025</b>	<b>31 December 2024</b>
	<b>\$</b>	<b>\$</b>
Deferred tax liability to be charged:		
- after more than 12 months	<u>(2,923,216)</u>	<u>(529,676)</u>

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 15. Long term loans

		30 September 2025	31 December 2024
		\$	\$
Bank of Nova Scotia Jamaica Limited	(a)	1,394,414	2,434,214
Bank of Nova Scotia Jamaica Limited	(b)	4,372,216	6,712,610
Bank of Nova Scotia Jamaica Limited	(c)	4,808,556	7,386,252
Bank of Nova Scotia Jamaica Limited	(d)	2,500,193	-
Bank of Nova Scotia Jamaica Limited	(e)	7,800,000	-
Bank of Nova Scotia Jamaica Limited	(f)	7,302,407	-
		28,177,786	16,533,076
Less: Current portion		(14,886,515)	(8,043,400)
		13,291,271	8,489,676

(a) This loan, which was received in April 2019, attracts interest at 7.49% per annum and is repayable over 75 equal instalments.

(b) This loan, which was received in December 2024, attracts interest rate of 10.50% and is repayable over 24 equal monthly instalments.

(c) This loan, which was received in December 2024, attracts interest rate of 10.50% and is repayable over 24 equal monthly instalments.

(d) This loan, which was received in February 2025, attracts interest rate of 10.50% and is repayable over 48 equal monthly instalments.

(e) This loan, which was received in February 2025, attracts interest rate of 14% and is repayable over 60 equal monthly instalments.

(f) This loan, which was received in February 2025, attracts interest rate of 8% and is repayable over 60 equal monthly instalments.

Loans (a) are secured against the following:

- (i) Bill of sale over 2019 LPG Forklift INO Woodcats International Limited
- (ii) Bill of sale over 2019 Mitsubishi FUSO truck registered INO Woodcats International Limited.

Loans (b) and (c) are secured by:

- (i) Bill of sale over Hangcha 4Tonne forklift dual 4.5M Forklift INO Woodcats International Limited
- (ii) Bill of sale over Shacman X3000 Tractor Head 385 Leaf registered INO Woodcats International Limited.

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

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### 15. Long term loans (continued)

Loans (d) and (f) are secured by:

- (i) General security agreement over CIMC - 40ft Flatbed Semi Trailer (3 Axles) INO Woodcats International Limited
- (ii) General security agreement over 2025 JETOUR T2 INO Woodcats International Limited

### 16. Payables

	30 September 2025	31 December 2024
	\$	\$
Trade payables	16,074,263	23,262,120
Statutory payables	7,416,675	7,762,338
Accruals	3,865,367	17,594,000
Credit cards	8,313,832	31,612,952
General Consumption Tax	15,017,076	752,844
Other payables	3,595,788	-
	<u>54,283,001</u>	<u>80,984,254</u>

### 17. Bank overdraft

	30 September 2025	31 December 2024
	\$	\$
Sagicor Bank Jamaica Limited	<u>16,234,195</u>	<u>18,960,644</u>

This represented a \$20,000,000 overdraft facility on the current account, at a licensed commercial bank in Jamaica, which attracted an interest rate of 12%.

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 18. Revenue

Turnover represents the invoiced value of goods and services net of discounts allowed and General Consumption Tax, comprised as follows:

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
New/reconditioned pallets sales	746,802,808	954,744,625
Repaired pallets sales	74,797,162	97,659,385
Heat treatment sales	8,845,641	11,934,085
Mulch and other income	11,553,524	18,198,286
	841,999,135	1,082,536,381
Sales discounts	(1,640,370)	(1,158,839)
	840,358,765	1,081,377,542

### 19. Other income

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Handling fees	88,000	1,424,956
Lumber scrap and scrap metal	911,609	1,293,499
Sawdust	3,174,072	4,446,763
Slip sheets	3,375,450	4,860,000
Other income	4,336,562	7,444,414
	11,885,693	19,469,632

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 20. Expenses by nature

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Administrative expenses		
Advertising and promotion	4,957,435	1,546,305
Amortization of right-of-use assets	17,869,265	29,402,837
Audit fee	2,859,644	3,600,000
Bad debts	-	1,378,535
Bank charges	507,233	1,654,844
Corporate contribution (Note 24)	45,000,000	60,000,000
Depreciation	1,629,048	2,353,961
Directors' emoluments	17,454,020	31,482,000
Donations and subscription	5,168,008	9,331,851
Fines and penalties	22,207	1,522,415
Insurance	8,529,870	13,292,423
Legal and professional fees	1,380,943	2,084,082
Motor vehicle expenses	5,677,016	6,113,934
Office and general expenses	2,563,807	2,702,506
Printing and stationery expenses	828,808	930,569
Repairs and maintenance	8,002,784	9,615,064
Security	6,082,429	7,315,326
Staff costs (Note 22)	48,168,003	73,883,058
Travelling and entertainment	5,126,634	4,944,560
Utilities	1,612,488	1,987,532
	<u>183,439,642</u>	<u>265,141,802</u>
Net impairment (reversal)/loss on trade receivables	(4,291,471)	3,618,558
Finance costs, net (Note 23)	16,469,328	10,691,082
Cost of sales	<u>540,600,134</u>	<u>652,715,066</u>
	<u>740,509,104</u>	<u>932,166,508</u>

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 21. Operating profit

The following have been charged in arriving at operating profit:

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Auditors' remuneration	2,859,644	3,600,000
Amortization of right-of-use assets	17,869,265	29,402,837
Depreciation	11,927,629	10,530,739
Directors' emoluments: -		
- Directors' fees	17,454,020	31,482,000
Staff costs (Note 22)	162,471,951	223,770,670

### 22. Staff costs

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Salaries and wages	137,898,495	191,404,132
Statutory contributions	16,876,095	22,369,434
Pension	465,906	280,636
Staff welfare and training	2,059,617	3,525,207
Health and group life insurance	5,171,838	6,191,261
	162,471,951	223,770,670
Reported as follows:		
Administrative expenses	48,168,003	73,883,058
Cost of sales- factory labour	114,303,948	149,887,612
	162,471,951	223,770,670

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 23. Finance costs, net

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Interest income	(2,958,318)	(6,345,765)
Foreign exchange loss	3,638,888	2,113,382
Overdraft interest expense	1,199,766	417,065
Loan interest expense	5,540,824	729,886
Lease interest expense	9,048,168	13,776,514
	<u>16,469,328</u>	<u>10,691,082</u>

### 24. Taxation

(a) Taxation is computed on the profit for the year adjusted for taxation purposes and comprises:

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Income tax - Current year	18,534,512	40,434,527
Income tax - prior years over accrual	-	(9,147,083)
Deferred income taxes (Note 14)	2,393,540	1,256,242
	<u>20,928,052</u>	<u>32,543,686</u>

(b) The taxation charged in the statement of comprehensive income differs from the theoretical amount that would arise using the applicable tax rate, as follows:

	9 Months ended 30 September 2025	12 Months ended 31 December 2024
	\$	\$
Profit before taxation	116,026,827	168,680,666
Tax calculated at tax rate of 25%	29,006,708	42,170,167
Adjusted for the effects of:		
Expenses not allowed for tax purposes	658,112	2,563,971
Income not allowed for tax purposes	(1,110,368)	-
Employment tax credit	(7,626,400)	(3,043,369)
Prior years over accrual	-	(9,147,083)
	<u>20,928,052</u>	<u>32,543,686</u>

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 25. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Related party transactions and balances are recognised and disclosed below for the following:

- (a) Enterprises over which a substantial interest in the voting power is owned by key management personnel, including directors and officers and close members of families; or
- (b) Enterprises over which such a person, in (a) above, is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the company.

Amounts (credited)/charged to the statement of comprehensive income: -

	<b>9 Months ended 30 September 2025</b>	<b>12 Months ended 31 December 2024</b>
	<b>\$</b>	<b>\$</b>
<b>Sales to related parties:</b>		
Derrimon Trading Company Limited	7,361,310	8,324,360
Caribbean Flavours and Fragrances Limited	26,737	17,800
Arosa Limited	38,813	1,247,870
	<u>                    </u>	<u>                    </u>
<b>Purchases from related parties:</b>		
Derrimon Trading Company Limited	2,676,800	1,334,237
Arosa Limited	-	112,849
	<u>                    </u>	<u>                    </u>
<b>Key management compensation:</b>		
Directors' fees	17,454,000	31,482,000
	<u>                    </u>	<u>                    </u>
<b>Expenses:</b>		
Charged by Derrimon Trading Company Limited:		
Corporate contribution	45,000,000	60,000,000
Rental of property	23,768,523	28,944,515
Interest expense	2,631,750	-
	<u>71,401,273</u>	<u>88,944,515</u>

# Woodcats International Limited

## Notes to the Financial Statements 30 September 2025

### 25. Related party transactions (continued)

As at the statement of financial position date the following balances were outstanding: -

	30 September 2025	31 December 2024
	\$	\$
<b>Assets</b>		
Due from Derrimon Trading Company Limited	36,332,375	45,126,544
Due from Arosa Limited	2,586,551	2,434,890
Due from Marnock LLC	27,008,900	27,008,900
Due from Caribbean Flavours and Fragrances Limited	603,483	301,714
	<u>66,531,309</u>	<u>74,872,048</u>

During prior year the company paid dividends to its parent company.

Derrimon Trading Company Limited	-	100,000,000
	<u>-</u>	<u>100,000,000</u>



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