



KINGSTON WHARVES LIMITED

Annual Report 2019

CEMENTING GLOBAL STANDARDS
Service & Operational Excellence



People



Process



Product



Profit

Contents

17

J\$ **7.9**
billion

GROUP REVENUE 2019

24

The Group also maintained focus on developments in the regulatory landscape which impacted governance, including the finalisation and adoption of the Sexual Harassment and Whistleblower policies, both of which are also published on the Kingston Wharves website.

2 Vision

3 Mission

4 Core Values

6 Notice of Annual General Meeting

8 KWL at a Glance

10 Our Multi-Purpose Multi-User Terminal

12 2019 Performance Summary

14 Ten Year Statistical Review

16 Chairman's Message

18 Board of Directors

22 Directors' Report

24 Corporate Governance

28 CEO's Message

30 Leadership Team

32 Salute to a Visionary Leader

34 Strategic Focus

40

Kingston Wharves' goal of attracting, recruiting and retaining the best workforce in the Caribbean continues to be a strategic imperative. While embracing technological advancement and automation in the port and logistics industry, KWL firmly believes that relationships and the human element are the foundation of business success.

36 Management Discussion & Analysis

38	Financial Performance
38	Terminal Operations
38	Logistics
39	Enhanced Customer Experience
40	Empowering and Equipping People
41	Handling Everything that Can be Moved
42	Security
43	A Culture of Safety
43	Outlook

46 Business Highlights

50	Corporate Social Responsibility
56	Corporate Data

58 Shareholdings

▶	Top Ten Shareholders
▶	Senior Managers' Shareholdings
59	Directors' Shareholdings

60 Financial Statements

62	Independent Auditor's Report
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Proxy Form

Vision

The preferred port-centric logistics partner connecting the world to Caribbean markets.





Mission

A leading provider of innovative terminal and logistics solutions for the movement of cargo.

Core Values

SUSTAINABILITY

We employ sustainable practices in the use of our resources and the protection of our environment to enable long-term prosperity for our Company, community and country.

SAFETY

Our priorities are underpinned by the safety and wellbeing of our people.

TEAM WORK

We are committed team members working together to achieve excellence.

CUSTOMER FOCUSED

We are unrelenting in our pursuit of excellence in service delivery and customer satisfaction.



INNOVATION

We strive to lead with innovation where creativity and change are drivers for growth.

PERFORMANCE

We strive for continuous improvement to deliver productive and efficient performance.

INTEGRITY

Our actions and decisions reflect the highest ethical standards and professionalism.

RESPECT

We consistently show respect in all interactions with our people, customers and stakeholders.

Notice of AGM

NOTICE is hereby given that the Annual General Meeting of Kingston Wharves Limited (the "Company") will be held at **195 Second Street, Newport West, Kingston 13, on Thursday, June 18, 2020 at 10:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors and Auditors circulated therewith:

To consider and (if thought fit) pass the following resolution:

"THAT the Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted".

2. To declare the dividend of Twenty-Three cents (\$0.23) per share paid on August 19, 2019 and of Thirty-One cents (\$0.31) per share paid on January 16, 2020 as final.

To consider and (if thought fit) pass the following resolution:

"THAT as recommended by the Directors, the dividend of Twenty-Three cents (\$0.23) per share paid on August 19, 2019 and of Thirty-One cents (\$0.31) per share paid on January 16, 2020 be and are hereby declared as final and that no further dividend be paid in respect of the year under review.

3. Election of Directors

By Rotation

- (a) The Directors retiring from office by rotation pursuant to Article 107 of the Company's Articles of Incorporation are Messrs. Charles Johnston, Marshall Hall, Robert Scavone and Dorian Valdes. All the retiring Directors, being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following resolutions:

- (i) "THAT Mr. Charles Johnston be and is hereby re-elected a Director of the Company."
- (ii) "THAT Dr. Marshall Hall be and is hereby re-elected a Director of the Company."
- (iii) "THAT Mr. Robert Scavone be and is hereby re-elected a Director of the Company."





- (iv) "THAT Mr. Dorian Valdes be and is hereby re-elected a Director of the Company."

By Election

- (b) "THAT Mr. Mark Williams who retires after having been appointed to the Board since the last Annual General Meeting, be and is hereby elected a Director of the Company."

4. To appoint auditors and authorise the Directors to fix the remuneration of the Auditors.

To consider and (if thought fit) pass the following resolution:

"THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

5. To fix the fees of the Directors or to determine the manner in which such fees are to be fixed.

To consider and (if thought fit) pass the following resolution:

"THAT the amount shown in the audited accounts of the Company for the year ended December 31, 2019 as fees of the Directors for their service as directors, be and is hereby approved."

Dated the 7th day of May, 2020.

By Order of the Board

Jeffrey Hall
Chairman

REGISTERED OFFICE
195 Second Street
Newport West
Kingston 13
St. Andrew, Jamaica

NB: A member entitled to vote at the meeting is entitled to appoint a proxy to vote in his stead. A proxy need not be a member of the Company. Enclosed is a proxy form for your convenience, which must be lodged at the office of the Registrar and Transfer Agent of the Company, Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, Jamaica, or with the Company Secretary at, 195 Second Street, Newport West, Kingston 13, St. Andrew, Jamaica, at least forty-eight hours before the time appointed for holding the meeting. The Proxy Form shall bear the stamp of \$100.00. The stamp duty may be paid by adhesive stamp (s) to be cancelled by the person executing the proxy.

KWL at a Glance

OUR BUSINESS

The Kingston Wharves Group has been on a steady growth path since its inception in 1945, marked by increased profitability and competitiveness. By embracing an expansive, yet focused vision and prudent management, KWL has continued to raise the bar in service delivery, value proposition and quality. In addition to the core business of terminal operations and logistics, the KWL Group operates other entities that provide cold storage, industrial and port security services, and skilled labour for terminal operations.



US\$206
MILLION
Net Assets

KINGSTON WHARVES LIMITED (KWL) is consistently recognized as the Region's leading multi-purpose port terminal operator, connecting our nation's importers and exporters to over 30 international ports in the Caribbean, and Latin and North America.



WE DELIVER

The port terminal provides full-range cargo handling and logistics services 24 hours per day, 7 days per week, including:

Multi-cargo handling services for breakbulk cargo (lumber, steel, containers and motor vehicles), and dry and liquid bulk cargo (oil, grain, cement and others)

Mooring and Unmooring of Vessels

Stevedoring

Equipment Rental

Container Stripping, Stuffing and Reconsolidation

Multi-Storage and Warehousing

Transshipment

Refrigerated Container Management and Support

Third and Fourth Party Logistics Services

Labour Services

Port and Industrial Security

TRANSSHIPMENT

transshipment continues to be an important service for Kingston Wharves.

One of the region's premier shipping lines utilises KWL's terminal as its transshipment hub, operating weekly feeder services to other Caribbean and Latin American ports.

The regional transshipment hub for one of the world's leading motor vehicle carriers is also managed by KWL.

OUR ACHIEVEMENTS

KWL is the recipient of numerous awards and accolades for excellence:



Best in Chamber Awardee
for Large Companies 2017
Jamaica Chamber of Commerce



Best in Chamber
Nominee 2011 • 2016
Jamaica Chamber of Commerce



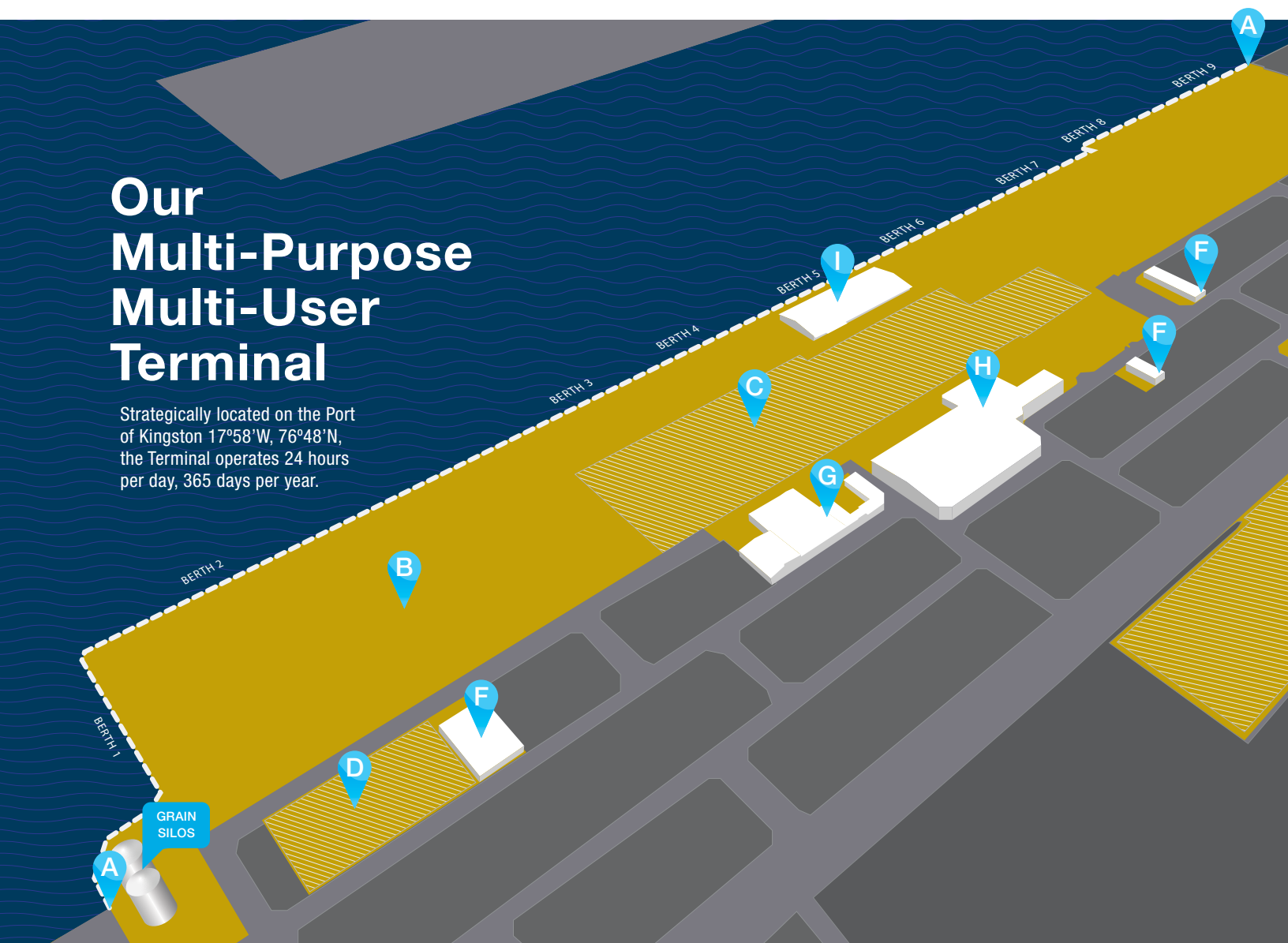
Growth & Development
Awardee 2016 • 2010
Caribbean Shipping Association



Most Efficient Port
Awardee 2008 • 2010
Caribbean Shipping Association

Our Multi-Purpose Multi-User Terminal

Strategically located on the Port of Kingston 17°58'W, 76°48'N, the Terminal operates 24 hours per day, 365 days per year.



HOW WE WORK



The equipment & supporting systems include:

06

Mobile Harbour Cranes

19

Reach Stackers

02

Loaded Container Handlers (Top Loaders)



TERMINAL INFRASTRUCTURE

*Approximate measurements

A

CONTINUOUS QUAY

measuring
1,655 metres
(5,430 feet)

9 DEEPWATER BERTHS

for ro-ro, lo-lo,
container, general
break bulk and
bulk cargoes

VESSEL DEPTH

9 metres
(29 feet) to
13 metres
(42 feet)



B

ON-DOCK OPEN STORAGE

250,000 square
metres or 2,694,000
square feet

TOWER GRAIN SILOS

2 Silos
9,000 metric
tons capacity

REEFER PLUGS

172 at
440 Volts



C

ON-DOCK TRANSHIPMENT CAR PARK

56,000 square metres
or 600,000 square feet

D

OFF-DOCK CAR PARK

6,500 square
metres or 70,000
square feet

E

GLOBAL AUTO LOGISTICS CENTRE (TINSON PEN)

73,000 square metres
or 786,000 square feet



F

INTEGRATED LOGISTICS WAREHOUSES

190,000
square feet

G

KINGPORT WAREHOUSE COMPLEX

40,000
square feet

H

TOTAL LOGISTICS FACILITY

160,000 square
feet of Ultra-Modern
Logistics Warehouse

I

ON-DOCK WAREHOUSE STORAGE

110,000
square feet



19

Bomb Carts

17

Terminal
Tractors 4x2

25

Container
Chassis

02

Ro-Ro 4x4
Terminal Tractors

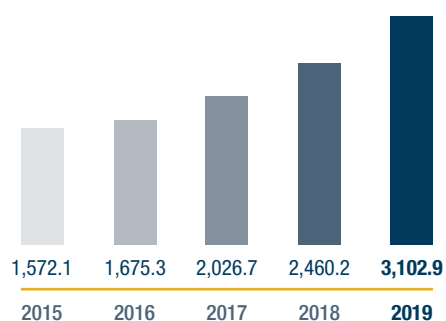
Tideworks
Terminal
Operating
System

WE ARE ALSO ABLE TO SOURCE ADDITIONAL CHASSIS, TRUCKS, TRAILERS AND FORKLIFTS, UPON REQUEST.

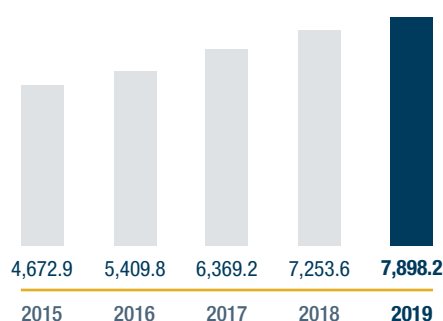
2019 Performance Summary

Financial

OPERATING PROFIT (\$M)

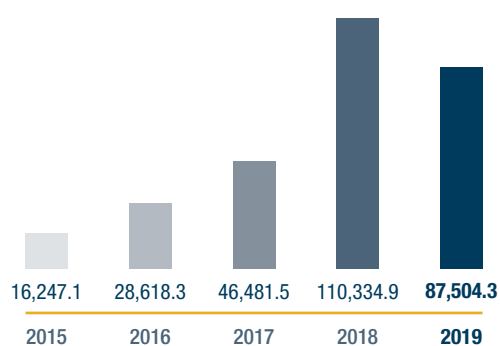


GROUP REVENUE (\$M)

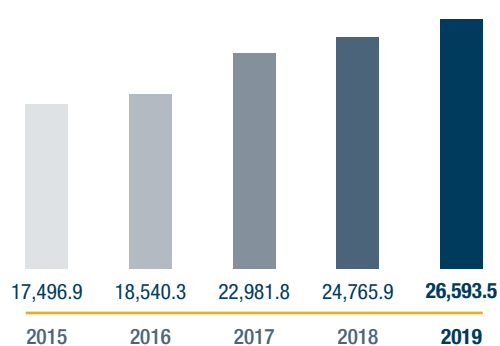


Shareholders' Interest

MARKET CAPITALISATION (\$M)



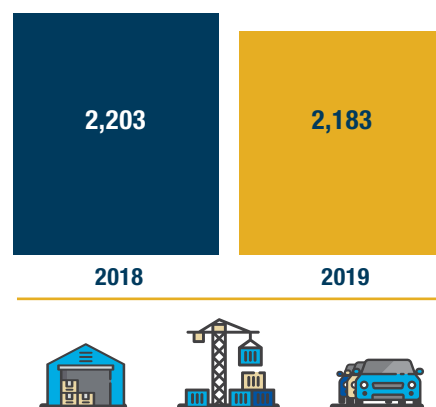
SHAREHOLDERS EQUITY (\$M)



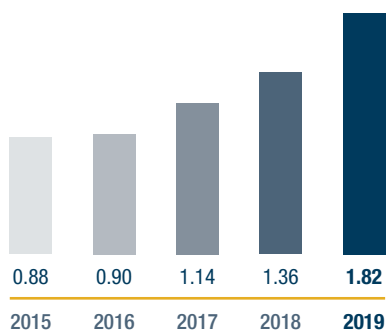
Operational



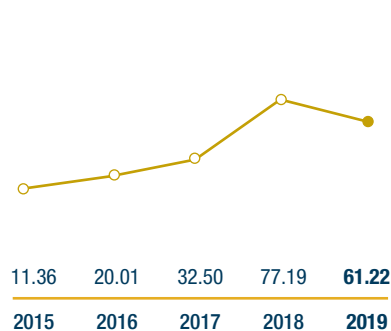
DOMESTIC TONNAGE HANDLED



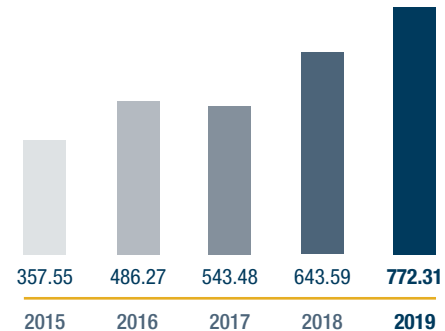
EARNINGS PER SHARE (\$)



STOCK PRICE AT YEAR END (\$)



DIVIDENDS DECLARED (\$M)



10 Year Statistical Review

	2019	2018	2017
No. of Stock Units @ 20 cents each (000's)	1,429,342	1,429,393	1,430,200
Total Assets (\$'000)	32,580,694	31,456,820	29,475,959
Net Current Assets (\$'000)	5,111,944	4,151,517	2,922,727
Deposit & Cash Balance (\$'000)	5,923,489	5,019,466	3,948,221
Capital Expenditure (\$'000)	604,291	657,715	1,847,257
Total Gearing (\$'000)	2,273,631	2,777,428	2,888,132
Shareholders' Equity (\$'000)	26,593,460	24,765,896	22,981,794
PROFIT AND LOSS ACCOUNT			
Revenue (\$'000)	7,898,207	7,253,571	6,369,238
% Increase/(Decrease) over prior year	8.89	13.88	17.74
Operating Profit (\$'000)	3,102,944	2,460,166	2,026,685
% Increase/(Decrease) over prior year	26.13	21.39	20.98
Finance Costs (\$'000)	177,917	217,377	134,923
% Increase/(Decrease) over prior year	(18.15)	61.11	(27.62)
Profit Before Income Tax (\$'000)	2,963,638	2,239,217	1,891,762
% Increase/(Decrease) over prior year	32.35	18.37	27.06
Net Profit Attributable to Equity Stockholders (\$'000)	2,600,817	1,945,450	1,628,538
% Increase/(Decrease) over prior year	33.69	19.46	25.90
Dividends Declared (\$'000)	772,308	643,590	543,476
% Increase/(Decrease) over prior year	20.00	18.42	11.76
IMPORTANT RATIOS			
Return on Sales	32.93%	26.82%	25.57%
Return on Equity	9.78%	7.86%	7.09%
Current Ratio	3.44:1	2.69:1	2.68:1
Debt to Equity Ratio	8.55%	11.21%	12.57%
Profit Before Tax to Sales	37.52%	30.87%	29.70%
Dividend Cover - Times	3.37	3.02	3.00
Interest cover (inclusive of foreign exchange movement)	17.44	11.32	15.02
Total No. of Employees (Permanent and Contractual)	599	583	625
Net Profit After Income Tax per Employee (\$'000)	4,341.9	3,337.0	2,605.7
MARKET STATISTICS			
Stock Price at year end	\$61.22	\$77.19	\$32.50
Earnings per Stock Unit	\$1.82	\$1.36	\$1.14
Price Earnings Ratio	33.64	56.71	28.51
Market Capitalisation (\$'000)	87,504,317	110,334,846	46,481,500

2016	2015	2014	2013	2012	2011	2010
1,430,200	1,430,200	1,430,200	1,430,200	1,430,200	1,072,650	1,072,650
23,536,808	21,411,543	21,001,026	16,716,664	16,386,680	14,369,707	12,317,049
2,478,345	2,281,209	2,606,034	2,911,375	2,844,769	800,995	912,786
3,190,846	3,019,868	2,909,435	3,159,899	3,100,658	1,076,655	1,282,678
1,865,654	1,202,414	1,252,601	579,447	52,168	638,022	111,172
2,342,913	1,538,117	1,926,748	1,998,940	2,046,359	2,390,675	2,462,422
18,540,246	17,496,896	16,958,261	12,689,393	12,136,160	9,536,247	7,908,397
5,409,801	4,672,884	3,819,691	4,232,408	3,670,177	3,168,802	3,025,883
15.77	22.34	(9.75)	15.32	15.82	4.72	17.72
1,675,251	1,572,056	1,145,267	1,477,042	1,075,667	640,764	921,723
6.56	37.27	(22.46)	37.31	67.87	(30.48)	32.99
186,408	162,718	224,151	325,746	266,330	173,465	34,442
14.56	(27.41)	(31.19)	22.31	53.54	403.64	(93.07)
1,488,843	1,409,338	921,116	1,151,296	809,337	467,299	887,281
5.64	53.00	(19.99)	42.25	73.19	(47.33)	352.61
1,293,480	1,256,397	842,730	839,255	550,203	337,604	602,741
2.95	49.09	0.41	52.54	62.97	(43.99)	314.73
486,268	357,550	286,040	257,436	143,020	45,512	128,717
36.00	25.00	11.11	80.00	214.25	(64.64)	100.00
23.91%	26.89%	22.06%	19.83%	14.99%	10.65%	19.92%
6.98%	7.18%	4.97%	6.61%	4.53%	3.54%	7.62%
2.50:1	2.68:1	3.39:1	3.94:1	3.63:1	1.95:1	2.02:1
12.64%	8.79%	11.36%	15.75%	16.86%	25.07%	31.14%
27.52%	30.16%	24.11%	27.20%	22.05%	14.75%	29.32%
2.66	3.51	2.95	3.26	3.85	7.42	4.68
8.99	9.66	5.11	4.53	4.04	3.69	26.76
663	717	738	819	756	481	458
1,951.0	1,752.3	1,141.9	1,024.7	727.8	701.9	1,316.0
\$20.01	\$11.36	\$6.00	\$6.06	\$5.00	\$5.92	\$4.00
\$0.90	\$0.88	\$0.59	\$0.59	\$0.41	\$0.31	\$0.56
22.23	12.91	10.17	10.27	12.20	19.10	7.14
28,618,302	16,247,072	8,581,200	8,667,012	7,151,000	6,350,088	4,290,600

Chairman's Message

It is a pleasure to present the 2019 Annual Report for the Kingston Wharves Group. Our marine terminal operations and logistics businesses are important segments of a highly competitive yet vital industry in the Caribbean.

Consolidation in shipping lines, the growth of e-commerce, the evolving expectations of customers for faster and more reliable service, and an increasing reliance on technology, automation and modern information systems, have prompted us to re-imagine our operations for enhanced growth, and in so doing, maintain our position as a market leading multi-purpose port and logistics service provider. These steps have entailed streamlining our operations, investing in our people, deploying our capital into the technology and infrastructure required for improved business processes and enhanced capacity, and diversifying our core product and service offerings.

The KWL Group's performance during 2019 reflects solid growth over the previous year, and demonstrates that our strategic focus remains on target, and is yielding favourable results.

The KWL Group recorded revenues of J\$7.90 billion in 2019, an increase of J\$645 million over the corresponding period in the prior year. Profit before taxation increased from J\$2.24 billion in 2018 to J\$3.0 billion in 2019, representing a 32% growth over the previous year. We declared dividends of J\$772.31 million during the year.

The Terminal Operations Division continued to be the main profit centre, representing 72% of the Group's revenues, with the remaining 28% of revenues generated by the Logistics Services Division.

As the Caribbean's leading multi-purpose port terminal, KWL runs a diverse operation, handling a wide range of cargo for both the domestic and transshipment markets. During the year, KWL prioritised long-term strategic relationships with the major importers and exporters, shipping lines, and Non-Vessel Operating Common Carriers (NVOCCs) that are prepared to consider

Kingston as a place from which to develop their regional or global business. We are convinced that our ability to secure, build and leverage these partnerships ultimately benefits the owners of cargo and secures their loyalty and commitment to working with Kingston Wharves. This, in turn, allows us to maintain our program of long term investment in the facilities, technology and teams that can best serve them.

KWL now provides specialised logistics services for customers from a range of sectors, including motor vehicles, the construction industry, retail, manufacturing, tourism, commercial distribution, manufacturing, food processing, the petroleum industry and telecommunications sector. In each of these sectors, we have developed specialised cargo handling, storage, information systems capabilities and skill sets that benefit the owners of cargo and define our competitive position.

Infrastructure projects such as the recently developed Global Auto Logistics Centre (an off-dock automotive warehousing and inspection facility) provide for



customised automotive logistics services while increasing the capacity and efficiency of the KWL terminal for import, export and transshipment of the full range of bulk, break bulk, automotive and containerised cargo. With the addition of the Global Automotive Logistics Centre, KWL now has capacity to handle over 240,000 motor moves per annum for both transshipment and the domestic market.

Similarly, the Total Logistics Facility (an integrated warehousing centre for the receipt, clearance, handling and distribution of palletised cargo) continues to underpin the growth and development of our full service logistics operations.

The success of these projects demonstrates our ability to work with both shipping lines and owners of cargo to develop specialised facilities that suit their needs, improve their productivity and strengthen the prospects for Jamaica's development as a regional trading hub. With the benefit of the Special Economic Zone legislation that is now in place and beginning to function, we believe that KWL is well positioned to engage with industry participants to develop additional facilities to address the specific needs of other types of cargo.

As a part of its strategic priorities, Kingston Wharves has taken steps over many years to develop a strong balance sheet. We recognise that our business depends on global trade and a robust level of economic activity in Jamaica and the Caribbean, and that these conditions may be disrupted from time to time by adverse economic shocks that may arise from a wide range of factors. As at December 31, 2019, KWL had net assets of \$26.77 billion, including cash and short term investments of \$5.92 billion. We are pleased to be in a position to assure shareholders that we believe that the business has adequate resources to withstand reasonably foreseeable adverse economic conditions over the short and medium term.

The success of Kingston Wharves depends on a dedicated and highly capable board and management and an outstanding team of persons working across our operations. I thank them all for their work and congratulate them for their continued excellence.

At the end of 2019, Mr. Grantley Stephenson announced that he would retire from the position of Chief Executive Officer of Kingston Wharves. With the unanimous support of the Board, he has, however agreed to continue to serve as Deputy Chairman. Grantley Stephenson's track record of achievement at Kingston Wharves is outstanding. We owe him a debt of gratitude for his service to this business and for his leadership across Jamaica's maritime sector. We salute him and wish him only the best for the future.

With effect from January 2020, Mr. Mark Williams serves as Chief Executive Officer of Kingston Wharves. Mr. Williams has demonstrated that he has all of the capabilities required to lead the business at this time, and I am proud to say that he has the full support of the Board and all of our key stakeholders.

In 2020, we at Kingston Wharves have our sights set on consolidating our gains, continuing to streamline our operations and building our capacity to take advantage of the best new opportunities in the terminal operations and logistics business.

Thank You.

Jeffrey Hall BA, MPP, JD
CHAIRMAN

J\$ 7.9 billion
GROUP REVENUE 2019

Board of Directors



Jeffrey Hall BA, MPP, JD
Chairman

Jeffrey Hall is the Chief Executive Officer of Jamaica Producers Group Ltd. (JPG) and has been the Non-Executive Chairman of the KWL Group since 2014. Mr. Hall was nominated for the Jamaica Observer Business Leader Award 2016 in recognition of his entrepreneurial excellence and for redefining the mission of his company. Other Board and Committee Association: Jamaica Producers Group, Scotia Group Jamaica Limited, Scotia Investments Jamaica Ltd, Blue Power Group Limited, Lumber Depot Ltd, SAJE Logistics and Infrastructure Ltd., the Private Sector Organisation of Jamaica and Eppley Caribbean Property Fund Limited.

Committee: Executive (Chair)
Length of Directorship / 8 Years



Grantley Stephenson CD, JP,

Grantley Stephenson served in the dual capacity of Executive Chairman and CEO between 2004 – 2009 and 2011 – 2013. He was CEO of KWL, until January 5, 2020.

Mr. Stephenson was conferred with the Order of Distinction by the Government of Jamaica in 2007 and an Honorary Doctor of Science in Port Management by the Caribbean Maritime University in 2017. He received the 2015 'Manager of the Year' Award from the Jamaica Institute of Management and was ranked the No. 1 CEO among all companies trading on the Jamaica Stock Exchange by Businessuite Magazine in 2010. He is also a fellow of the Jamaica Institute of Management. Other Board and Committee Association: Jamaica Producers Group, Security Administrators Limited, Shipping Association of Jamaica, SAJE Property Services Limited, Assessment Recoveries Limited, Ports Management and Security Limited, ADVANTUM, Caribbean Maritime University, Shortwood Teachers College – Chairman of the Board of Managers.

Committees: All
Length of Directorship / 16 Years



Bruce Brecheisen

Bruce Brecheisen is an Executive Vice President with Seaboard Marine, a leading ocean carrier in the Caribbean and Latin America. Mr. Brecheisen is a voting member of the Board of the Port of Miami Crane Management, Inc. Other Board and Committee Association: CareerSource South Florida.

Committee: Audit
Length of Directorship / 5 Years

Our Directors drive the achievement of our strategic imperatives, piloting the success of the organisation on its growth path. Through the various stages of the Group's transformation process, our team of Directors brings to bear a wealth of knowledge, ensuring the strength of the corporate governance framework.



Kim Clarke

Kim Clarke, a past President of the Shipping Association of Jamaica, is Managing Director of the Maritime and Transport Group of Companies. He is also the Managing Director of Boat Services Limited and Chairman of Caribbean Crewing and Manning Services Limited. Other Board and Committee Association: R.S. Gamble Limited, Arnold L. Malabre & Company Limited, Newport Fersan Jamaica Limited, SAJE Property Services Limited, Jamaica Customs Advisory Board.

Committees: Executive, Compensation and Leadership Development.
Length of Directorship / 16 Years



Marshall Hall CD, OJ

Dr. Marshall Hall, formerly Professor of Management at the University of the West Indies, is a Director of Jamaica Producers Group Limited. Dr. Hall was conferred with the Order of Jamaica in 2010, and is a member of the PSOJ Hall of Fame. Other Board and Committee Association: Police Services Commission and Police Civilian Oversight Committee.

Committee: Audit
Length of Directorship / 5 Years



Alvin Henry

Alvin Henry is a Chartered Accountant and has worked in the accounting profession in both the public and private sectors. During his over 30 years in the shipping industry he has served as the General Manager of the Shipping Association of Jamaica, Executive Vice President of the Caribbean Shipping Association, and as a member of several Boards and Committees. Mr. Henry is currently a member of the Board of Management of the Meadowbrook High School, and a Trustee of the pension funds for Kingston Wharves Limited and Security Administrators Limited.

Committees: Compensation and Leadership Development, Audit (Chair)
Length of Directorship / 15 Years

Board of Directors



Roger Hinds

Roger Hinds is the Managing Director of MSC Mediterranean Shipping Company Jamaica Limited. He is the Chairman of Transocean Shipping Limited, Transport Logistics Limited and Marine Haulage Services Limited.

Other Board and Committee Association: Shipping Association of Jamaica and SAJE Property Services Limited.

Committees: Compensation and Leadership Development
Length of Directorship / 16 Years



Charles Johnston CD, BSc (Econ.), DSc (Hon.)

Charles Johnston is the Executive Chairman of Jamaica Fruit and Shipping Company Ltd. He joined the Board of Jamaica Producers Group in 1975 and became Chairman in 1986. Mr. Johnston is the Chairman of Seaboard Freight & Shipping Jamaica Ltd. and President of the Shipping Association of Jamaica. In 2006, he was conferred with the Order of Distinction, Commander Class and inducted into the Hall of Fame of the Private Sector Organisation of Jamaica in 2008. In 2017, he was awarded a Jamaica Observer Lifetime Achievement Award and in 2018 he was conferred with a Doctor of Science degree in International Shipping honoris causa from the Caribbean Maritime University. Mr. Johnston is a graduate of the University of Pennsylvania, Wharton School of Economics and Finance.

Other Board and Committee Association: The Jamaica Public Service Company Ltd., SAJE Property Services Ltd., German Jamaica Ship Repair Ltd. and Kingston Logistics Centre Ltd.

Committee: Executive
Length of Directorship / 16 Years



Harriat Maragh

Harriat Maragh is the Chairman and Chief Executive Officer of Lannaman & Morris Shipping Limited. He is also Chairman of Main Event Entertainment Group, Metro Investments Limited, and the Kingston Port Workers Superannuation Fund. Mr. Maragh is a member of the Institute of Chartered Shipbrokers. Other Board and Committee Association: Shipping Association of Jamaica, SAJE Property Services Limited, Express Catering Ltd., and Margaritaville Turks and Caicos.

Committees: Audit, Executive
Length of Directorship / 16 Years



Kathleen Moss BSC, MBA, CBV

Kathleen Moss is a management consultant and Chartered Business Valuator with Sierra Associates, an independent business advisory and valuation firm which she established. Mrs. Moss is Chairman of JN Bank Limited and a member of the Canadian Institute of Chartered Business Valuators.

She also serves on the boards of Jamaica Producers Group Limited, Jamaica National Group Limited, JN General Insurance Limited, Pan Jam Investment Limited, Assurance Brokers Jamaica Limited and the Violence Prevention Alliance.

Committees: Audit, Compensation and Leadership Development (Chair)
Length of Directorship / 8 Years



Robert Scavone

Robert Scavone provides advisory and management consulting services to a variety of clients in the international cargo transport sector. Mr. Scavone has served on various Boards, including Terminales Rio de la Plata in Buenos Aires, Halterm Limited in Halifax, Fraser Surrey Docks near Vancouver and Trans-Siberian Express Railway and Vostochny International Container Terminals in Russia. He has also been a board member for several U.S. companies, including Port of Miami Terminal Operating Company, Port Newark Container Terminal, Delaware River Stevedores (Philadelphia), and CP&O (Norfolk). He has served in an advisory role for acquisitions and divestitures of port assets for numerous entities, including Macquarie Bank and Deutsche Bank.

Committee: Executive
Length of Directorship / 5 Years



Dorian Valdes P.E.

Dorian K. Valdes is a retired professional engineer having over 48 years of experience in providing leading engineering, programme management and construction management services to private businesses and government agencies. Mr. Valdes has worked in the area of civil and environmental engineering specializing in over US\$2 billion of seaport capital improvements of both cargo and cruise operations facilities and equipment needs. This included passenger boarding bridges, granary cranes and infrastructure for cargo handling activities, as well as roadway, such as the Port Miami Tunnel construction.

In addition, Mr. Valdes directed over US\$1.5 billion in drainage improvements, stormwater management, restoration of beaches and upland ecosystem restoration and protection. Half of the funds represented part of the US Federal Government, Florida State, and Miami Dade County local match monies of US\$740 million for the recovery efforts from the impacts of the "No-Name Storm" and "Hurricane Irene".

Committee: Executive
Length of Directorship / 5 Years

Directors' Report

The Directors are pleased to submit the Group results for Kingston Wharves Limited for the year 2019.

Operating Results:

- The Profit for the Group before income tax was **\$3.0 billion**
- The Profit for the Group after tax and minority interest was **\$2.6 billion**

Dividends:

The Directors recommend that the following dividends declared during 2019 be declared as final:

- Twenty-Three cents (\$0.23) per share paid on August 19, 2019
- Thirty-One cents (\$0.31) per share paid on January 16, 2020

Messrs. PricewaterhouseCoopers, the present auditors will continue pursuant to Section 154 of the Companies Act, 1965.

The Directors wish to express their sincere appreciation to the management and employees for their contribution.

On behalf of the Board
Dated the 7th day of May, 2020.



Jeffrey Hall BA, MPP, JD
CHAIRMAN



Corporate Governance

Overview of 2019 Activities

Kingston Wharves Group's continued commitment to best practice standards in corporate governance was rewarded in 2019, with an improvement in its score and grade on the Corporate Governance Index of the Jamaica Stock Exchange (JSE). The Group continues to press towards the mark of excellence by constantly reviewing its practices in relation to the timing, frequency and quality of its disclosures to stakeholders, including via communication with the JSE and publication of material on the website www.kingstonwharves.com. There is also ongoing review of day-to-day operational activities to ensure consistency with both best practice and the principles espoused in our various governance policies.

To that end, during the year, the Board reviewed the Group's Corporate Governance Policy and the Terms of Reference for the Committees of the Board. Minor changes were made to both documents, which are now published on the Kingston Wharves website.

The Group also maintained focus on developments in the regulatory landscape which impacted governance, including the finalisation and adoption of the Sexual Harassment and Whistleblower policies, both of which are also published on the Kingston Wharves website.

As members of the Board have a wealth of knowledge and experience in shipping and logistics, the core businesses of the Group, Director training in 2019 focused on sensitizing Directors to areas of risk that are of increasing relevance to the industry, in the form of cyber security and data protection. Training in these areas involved review of emerging trends that enhance the specific sensitivity of the industry, impending relevant legislation, and risk management from the Board's perspective.

Board Composition and Operations

The Board of Directors represents the interests of the Group's major stakeholders, ensuring that those interests are kept at the fore-front in the Group's conduct of its business. There is constant review of the applicable law to ensure that the legal rights of those stakeholders are appropriately balanced, and the Corporate Governance Policy and Terms of Reference for the Board's Committees provide the operational parameters within which the Board and its 3 Committees (Audit, Executive, and Compensation and Leadership Development (CLD)) function.

The Group is proud that the Board is led by an Independent Chairman, and that the majority of the Directors meet the definition of Independence set out in the Group's Corporate Governance Policy; an "Independent Director" is a Director who:

- a. is not an employee of the Group and has not been an employee of the Group within the last three (3) years;





1 DIRECTOR IS CONSIDERED NON-INDEPENDENT

- b. does not have and has not had within the last three (3) years, a material trading relationship with the Group either directly, or as a partner, shareholder, director or senior officer of a body that has or has had such a relationship with the Group, where “material trading relationship” means one in which the director or the company or business in which the director is involved or interested has earned more than 5% of its profit before tax from its dealings with the Group in any financial year;
- c. does not receive and has not received from the Group within the last three (3) years, fees or other remuneration other than Board or Board Committee related fees amounting to more than 5% of such director's income;
- d. is not an immediate family member of any otherwise non-Independent Director or Senior

Officer of the Company or of any person who meets criteria b) and c) above.

Based on this definition, only one (1) Director is considered Non-Independent.

The Board assesses the balance of skill and experience among its members on an ongoing basis, and specifically as part of the annual Board Evaluation exercise. There were no changes to the composition of the Board of Directors in 2019, reflecting the general view that the current balance is optimal.

Attendance at Meetings

In 2019, Directors displayed exemplary commitment in their attendance at Board and Committee meetings, and at the Annual General Meeting (AGM), with very few absences, as shown in the below table. The Board held one special meeting during the year.

DIRECTORS	COMMITTEES	BOARD MEETINGS (6)	QUARTERLY COMMITTEE MEETINGS (*)	AGM
Jeffrey Hall (Board Chair)	Executive (Chair)	•••••	••••	•
Bruce Brecheisen	Audit	•••••	••••	•
Kim Clarke	CLD	••••	•••	•
	Executive		••••	
Dr. Marshall Hall	Audit	•••••	••••	•
Alvin Henry	Audit (Chair)	•••••	••••	•
	CLD		•••••	
Roger Hinds	CLD	•••••	•••••	•
Charles Johnston	Executive	•••••	••••	•
Harriat Maragh	Audit	•••••	••••	•
	Executive		••••	
Kathleen Moss	CLD (Chair)	•••••	•••••	•
	Audit		••••	
Robert Scavone	Executive	•••••	••••	•
Grantley Stephenson	Audit	•••••	••••	•
	CLD		•••••	
	Executive		••••	
Dorian Valdes	Executive	•••••	••••	•

*QUARTERLY COMMITTEE MEETINGS WERE HELD AS FOLLOWS: EXECUTIVE - 4; CLD - 5, AND AUDIT - 4.

Corporate Governance

COMMITTEE ACTIVITY HIGHLIGHTS

Executive Committee

The Executive Committee assisted the Board by maintaining keen oversight of proposed capital expenditures connected to:

- a. the rehabilitation of KWL berthing facilities;
- b. development of the Group's lands at Ashenheim Road;
- c. build-out of the facility at Tinson Pen; as well as
- d. drainage works undertaken by the Group at its sole cost.

This Committee also monitored the operational performance metrics against international industry benchmarks.

Compensation and Leadership Development Committee

The CLD Committee was responsible for ensuring the documentation of the Group's Grievance, Whistleblower and Sexual Harassment policies, and of a revised Disciplinary Code, in 2019. The Committee also monitored the implementation of the Group's Human Capital Development Plan and maintained oversight of the interaction between KWL and the labour unions of which its employees are members. Importantly, the CLD Committee also led a review and revision of the Group's Incentive Plan for staff. At the end of the year, there was a special meeting of the Committee to review and guide adoption of the Executive succession plan in light of the retirement of the Chief Executive Officer.

Audit Committee

The Audit Committee ensured the continued application of robust internal controls to mitigate the operational risks inherent in the Group's business. Each quarter, the Committee ensured that a risk assessment was conducted, and reviewed the reports of the Internal Audit Manager regarding the specific audit areas which were assessed over the quarter. The Committee also had oversight of follow-up reviews conducted to assess the remediation of adverse findings from previous audits.

Board Evaluation

The performance of our Board is evaluated annually as part of the continual development of the Body's working methods and efficiency. The results of our evaluation process are presented during our Annual Board Retreat, and significant time and focus is given to assessing these results and creating an action plan to address gaps identified through this process. For 2019, the evaluation process consisted of an online survey completed by all Board members. Generally, the results showed satisfaction with most areas of the Board's performance. During 2020, we intend to target the areas highlighted for improvement in the evaluation process.



CEO's Message

In 2019, Kingston Wharves continued to forge ahead in its mandate to deliver world class shipping and logistics services to customers while offering high returns on investment to shareholders.

Slower growth in the shipping industry due to disruptions in the supply chain and other factors, affected the global maritime sector in 2019, and locally, fluctuations in the foreign exchange rate impacted both imports and exports, and by extension the freight and shipping industries. The diverse cargo types handled and strategic adjustments made during the year, enabled us to effectively navigate these uncertain waters and emerge in a position of strength entering 2020.

In the year under review, Kingston Wharves achieved J\$7.9 billion in revenue and before tax profits of J\$3.0 billion. This performance underscores consistent growth over the last decade and signals that the Group has cemented its place as a solid regional terminal and logistics industry player.

These results are also positive news to usher in the start of our 75th Anniversary in 2020.

During 2019, Kingston Wharves continued its strategic focus on cementing global standards, with emphasis on people, product and processes, a multi-pronged approach aimed at accelerating growth and increasing profitability.

The last decade was a period in which we undertook major investments in our physical and digital infrastructure to build capacity and to pave the way for a more diversified product and service offering, resulting in significant momentum in our continuous pursuit of global opportunities.

The attention in 2019 was on streamlining and refining our processes through additional investment in technology while continuing to equip our team through training and development. These measures were aimed at achieving increased efficiency, revolutionising how we serve our clients and advancing in our goal of becoming a smart port.



Following the introduction of our e-payment service, and the later addition of the KW Mobile App, utilisation of our online payment platforms grew substantially in 2019, with significantly more customers opting to take advantage of these convenient mechanisms to conduct their business.

Additionally, with ongoing upgrading of our digital network, we have become fully integrated into the digital eco-system of the Port of Kingston through participation in the Port Community System. This is providing a single window and interface for key entities involved in cargo clearance to share data, better manage the process and facilitate ease of doing business for greater customer satisfaction.

Customer engagement and retention strategies have also included mechanisms for personalised service, dialogue and discussions, and tailoring products to meet the needs of clients in diverse sub-sectors.

As an important complement to those efforts, we have continued to cultivate a people-centred culture within the organisation by continuously unleashing the untapped potential of our people through training and development, focus on employee health and well-being, leadership skills upgrading, personal development, upskilling, as well as rewards and recognition. Moreover, a strong belief in succession planning continues to drive our interest in employee empowerment. In 2019, we launched our Millennial Club to guide the development of a cadre of young professionals through emphasis on volunteerism, personal branding, networking, professionalism

and management. Young team members joined the programme in 2019, and we expect the initiative to continue inspiring the youth to make positive contributions to the organisation and the wider society.

At the end of 2019, the Board announced a leadership change that would see Mr. Grantley Stephenson transitioning from CEO to the position of Deputy Chairman in 2020.

I use this opportunity to express gratitude to the Board of Directors for their confidence in me, and thank Mr. Stephenson for his astute leadership over the years and for leaving a strong legacy of achievement. His vision and commitment has contributed significantly to the success of the Group, and I look forward to his input from the position of Deputy Chairman.

Our stakeholders continue to play an important role in our success. We thank our staff, customers, shareholders and industry partners for your consistent support.

To the KWL team, thank you for your unwavering dedication and the significant contribution you have made to the Company's achievements of 2019. We could not have done it without you.

KWL has grown considerably, and as we progress to even greater levels of success, the principle of impacting the lives of our team members, community and country remains one of our high priority core values. In 2020, we will continue to build on our many accomplishments while exploring new possibilities for business efficiency, revenue, growth and profits.



Mark Williams
CHIEF EXECUTIVE OFFICER

Leadership Team

Our multi-faceted team of respected industry professionals brings vast experience to the day-to-day functioning of our port terminal and logistics operations, as the group executes the strategic blueprint for the Company. The expertise of the team members span the areas of corporate strategy, commercial planning, shipping and logistics, engineering, finance, information technology and human resource development.





MARK WILLIAMS

Chief Executive Officer - KWL

CLOVER MOODIE

Group Chief Financial Officer - KWL

VALRIE CAMPBELL

Terminal Manager - KWL

ANNA HARRY

Corporate Secretary and Legal Counsel - KWL

JODENIA FERGUESON-BRYAN

Internal Audit Manager - KWL

LANCELOT GREEN

Information Technology Specialist - KWL

SIMONE MURDOCK

Marketing and Client Services Manager - KWL

CAPTAIN GEORGE REYNOLDS OD, JP

Managing Director - SAL

****Anna Harry, Corporate Secretary and Legal Counsel ended her tenure in February 2020.

Salute to a Visionary Leader

After 16 years of bold and visionary leadership, Grantley Stephenson transitioned from his position of Chief Executive Officer of Kingston Wharves Limited (KWL) to the post of Deputy Chairman on January 6, 2020.

Mr. Stephenson steered the KWL Group through one of the most significant periods of its history; one of steady yet dramatic transformation, growth and profitability.

His ability to see things not as they were, but how they could be, inspired his drive to transform the Company into a leading regional motor vehicle transshipment hub through significant investments in port infrastructure, including berth restoration and upgrading, the acquisition of modern port handling equipment and technology, and strategic alliances.

Always acting with the future in mind, Mr. Stephenson led the charge for purposeful real estate acquisitions to facilitate future expansion. He also initiated game-changing moves to expand services into stevedoring and to establish the KWL Total Logistics Facility and Global Auto Logistics Centre to underpin the Company's

entry into logistics services and a more diversified investment portfolio and revenue stream.

Recognising that the people element was central to the company's ability to achieve global standards, he energised the KWL team and revolutionised the approach to recruitment, team-building and human resource management; enabling the organisation to recruit and retain qualified professionals in various fields.

With integrity, generosity and big-heartedness as hallmarks, he also inspired the organisation to give back through support for youth, sports, education and community development.

Mr. Stephenson, Kingston Wharves owes you a debt of gratitude for your grand vision, commitment and self-less service over the years.



We salute you as
a trailblazer and a
transformational leader
extraordinaire.

Strategic Focus: “Boundaryless” Possibilities



Strengthen



PEOPLE

- ▶ Maintain high performance workforce that is trained, coached and certified to strengthen the unique capabilities of staff and the Company
- ▶ Institutionalize the “KW Way” of managing and delivering results
- ▶ Leverage a transferable “KW Way”



PROCESSES

- ▶ Achieve industry leadership for operational and productivity standards
- ▶ Enhance safety and well-being of our people
- ▶ Improve productivity and performance through innovation





Diversify



CUSTOMERS

- ▶ Expand the range of cargo handling capabilities offered to customers
- ▶ Provide integrated supply chain solutions to high-volume cargo owners
- ▶ Expand regional footprint through integrated terminal and logistics services

Expand



PLANT AND PROFIT

- ▶ Optimise the efficiency and capacity of current and future facilities
- ▶ Play a positive and proactive role in benchmarking sustainable and environmentally friendly operations
- ▶ Realize margin optimization and cost management

CEMENTING GLOBAL STANDARDS

Management Discussion & Analysis





Preface

The Management of Kingston Wharves Limited is responsible for the reliability of the information disclosed in the Management Discussions and Analysis (MD&A). The MD&A highlights KWL Group's operational and financial performance as well as divisional results. This is consistent with previous disclosures made by the KWL Group in its audited financial statements for the financial year 2019. The MD&A outlines a forward looking statement based on strategic plans and forecasts, subject to risks and our actual performance.

CONT'D

Management Discussion & Analysis

Buoyed by strategic investments and operational improvements in key areas, Kingston Wharves in 2019, capitalised on unique business opportunities while consolidating its position within critical industry sub-sectors. The uncertainties in global shipping intensified during the year, with the impact being experienced in the domestic, regional and global markets. Despite these challenges, KWL held its own and maintained its focus on delivering quality terminal and logistics services to customers. As a result, KWL emerged from 2019 in a positive position and poised to enter 2020 strengthened to achieve its growth and profitability targets.

Financial Performance

The Group recorded revenues of J\$7.9 billion in 2019. This performance represents an increase of J\$645 million over the corresponding period in the prior year. Profit before taxation increased from J\$2.24 billion in 2018 to J\$2.96 billion in 2019, representing a 32% growth. Net profits attributable to shareholders reflected a 34% or J\$655 million increase, moving from J\$1.95 billion at the end of 2018 to J\$2.60 billion at the end of 2019. As a result, in 2019, earnings per stock unit grew to \$1.82 from \$1.36 in 2018.

Kingston Wharves declared dividends during the year of J\$772.3 million. The dividend per stock unit for 2019 was J\$0.54, compared with a dividend per stock unit of J\$0.45 in 2018.

Terminal Operations

The Terminal Operations Division remains the mainstay of operations, representing 72% of the revenue generated for the Company in 2019.

The 2019 operating revenue for KWL's terminal division amounted to \$5.75 billion, an increase of \$601 million or 10% year on year. Performance in this business segment is attributable to the significant growth in our motor vehicle business as well as higher than projected volumes in break bulk operations. We achieved record motor moves of nearly 120,000 units in 2019, a direct result of investment in the establishment of the Global Auto Logistics Centre, and the resulting expanded yard capacity on the KWL main terminal.

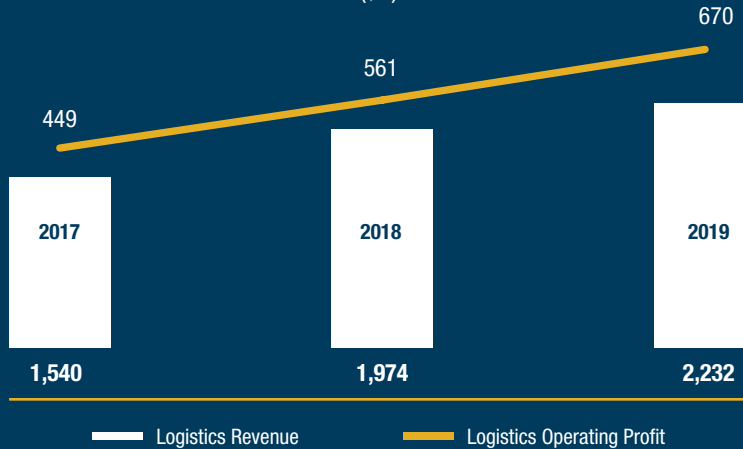
The positive performance in motor vehicle volumes and other cargo types cushioned the effects of a moderate decline in container volumes in 2019 over the previous year.

Logistics

Logistics services is a fast-growing segment of KWL's service offerings. In 2019, the Division contributed \$2.23 billion or 28% of revenue, driven by warehouse services and the provision of boutique logistics solutions for commercial customers in a range of sectors.

Kingston Wharves currently operates over 340,000 sq. ft. of warehouse space, including the Kingport Warehouse Complex (KWC) and the 160,000 sq. ft. Total Logistics Facility Warehouse complex. The expansion of KWL's warehouse operations has significantly bolstered the company's capacity to deliver full-suite logistics services, including inventory management; order picking and packing; order fulfillment; product assembling and labeling, as well as warehousing and returns.

LOGISTICS REVENUE & OPERATING PROFIT (\$M)



The Global Auto Logistics Centre continued to feature prominently in KWL's motor vehicle inventory management services. The GALC, while servicing clients in the local automotive sector, has also enabled the streamlining of KWL's transshipment and other services.

Operational Performance

Enhanced Customer Experience through Improved Processes

Fully embracing the digital revolution in the global terminal and logistics industry, Kingston Wharves, in 2019, utilised technological innovation to

enhance customer service delivery and strengthen collaboration with stakeholders in the port community. Our investment in technology infrastructure has allowed for seamless interface with other digital systems; facilitated improved audit controls and enabled operational productivity including inventory management and customer management.

In 2019, an electronic port management system formed the foundational platform that drove the digitally-enabled enhanced customer service delivery. We are now fully integrated with the port community system through this virtual interface with other players in the industry including Jamaica Customs, the Port Authority, shipping lines, cargo deconsolidators, among others. This portal enhances communication and data sharing among companies and

provides for a more efficient cargo receipt, delivery and management process.

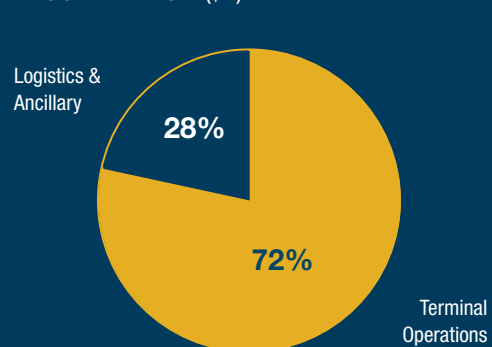
Of significance in 2019, was the fact that by December, 100% of LCL customer manifests were being uploaded to the Port Community System, providing a more efficient means of accessing data which helped to improve turnaround time for container stripping.

There was also an uptick in the number of customers taking advantage of the KW Mobile App, which gave them the ability to pay for their shipments from anywhere, at any time of the day or night. An initiative introduced during the 2019 Peak Season saw a sharp increase in the use of the app in December when compared with January of that year.

PROFIT BEFORE TAX - (\$M)



DIVISIONAL REVENUE - (\$M)



CONT'D

Management Discussion & Analysis

The initiative meant that customers who paid online using the e-Payment platform and the KW Mobile App would no longer have to join the Customer Service line to have their transactions validated.

The digital initiatives were underpinned by a number of other customer-focused mechanisms implemented during the course of the year. This included an appointment system for Less-than-Container Load (LCL) cargo and a Courtesy Desk to provide fast-tracked and personalised service for KWL's key customers.

Digital technology was also brought to bear in the handling of motor vehicles, which was timely, given the increased motor vehicle volumes managed by KWL in 2019. Utilising Radio Frequency Identification technology, the Motor Vehicle Management System (MVMS) expedites the location of motor units.

The MVMS has aided reconciliation during vessel operation, ensuring a complete and accurate process. The new system which was jointly developed by the KWL IT Department and an external company, was piloted with one shipping line and rolled out to other vessels nearing the end of the year.

During 2019, Kingston Wharves also expanded Wi-Fi coverage throughout the terminal and other facilities, which allowed for broader use of technology devices in terminal operations.

Additionally, the Company also made use of business intelligence tools and analytics for the purposes of reporting, analysing and forecasting.

As part of the drive to improve customer service, we are enhancing our digital communication and information delivery infrastructure, and through integration with the Port Community System, we are working towards becoming a smart port, digitally connected to the regional and global port and logistics network.

Empowering and Equipping People

Kingston Wharves' goal of attracting, recruiting and retaining the best workforce in the Caribbean continues to be a strategic imperative. While embracing technological advancement and automation in the port and logistics industry, KWL firmly believes that relationships and the human element are the foundation of business success.

In 2019, we also continued to cement global standards in service delivery through focus on our people.

In empowering employees to attain their highest potential while upgrading their skills to optimise performance, we implemented human resource development programmes across business segments, impacting staff at all levels of the organisation.

Safety continued to be paramount in 2019. This saw programmes aimed at engendering a safety culture dominating the training agenda, accounting for 20% of human capital development programmes during the year.

Leadership development training was also a priority, as it formed the core component of the Company's succession planning strategy. Therefore, in 2019, we stepped-up our comprehensive leadership preparation through an Accelerated Leadership Development Programme (ALDP), which targeted high potential employees who were rotated in the various departments on a 12-month basis.

Additionally, senior managers and potential managers participated in phase two of the Harvard Leadership Training Programme delivered through Knowledge Works Consulting, while a cadre of potential and current supervisors were identified to benefit from Supervisory Management Training, critically linked to KWL's goal of positively impacting organisational culture.

Having a cadre of technical employees who service and repair KWL's equipment fleet (including cranes and reach stackers) to ensure availability and longevity, is crucial to effective operations. Therefore, in 2019, KWL continued to afford team members the opportunity for on-going certification and training on the Taylor, Gottwald, Liebherr and Bromma equipment.

Members of the Terminal Operations team also participated in several local and international training and development programmes geared toward upskilling the workforce to drive operational efficiency. These initiatives included training at MIT Terminal in Panama and Rigging Training in the United States. Participants imparted the skills to other employees.

The Terminal Operations team was also exposed to a Docking Master course administered through the Caribbean Maritime University. The course was aimed at equipping the team to effectively manage the docking process.

In 2020, KWL will continue to focus on human capital development and process improvements to drive operational efficiency and improve service standards.

Handling Everything that Can be Moved

Kingston Wharves lived up to its multi-purpose nature in 2019, handling a diversity of cargo types and underscoring its position as the terminal of choice in the region. Motor vehicles led the way in terms of performance, experiencing a 20% increase in moves year over year.

Important gains were also made in the handling of project cargo, with steel volumes experiencing a marked increase. Containers experienced a slight decline, attributable to the global fallout in container movement due to on-going trade wars, consolidation of vessel operations and other factors.

CONT'D

Management Discussion & Analysis

Container vessel productivity, gate turn time and productivity on autoliners all showed notable improvements.

Human capital development, more focused performance targets, technological enhancements, infrastructure expansion and upgrading and process re-engineering continued to underpin the performance of the Terminal Operations Division. The key initiatives implemented in 2019 which gave rise to the foregoing performance results included:

- ▶ Increased yard capacity resulting from the expansion of the Near-Port Global Auto Logistics Centre during the year.
- ▶ Full implementation of updated standard operating procedures for the Terminal Operations Division to streamline processes and standards.
- ▶ Technology software implemented to enhance the management of the company's continuously growing motor vehicle business.
- ▶ Refinement of the appointment service for the clearance of domestic cargo.

Kingston Wharves' port operation is heavily reliant on being equipped to surpass global standards. Therefore in 2019, we continued to invest in and maintain our state-of-the-art port handling equipment stock, and currently have in our inventory six mobile harbour cranes, 19 reach stackers, 25 container chassis, 19 bomb carts, 17 terminal tractors, two loaded container handlers, among other equipment required for port operations. As KWL operations expand, the Company will continue to increase its equipment inventory.

Security

The need to maintain the integrity of legitimate cargo as it makes its journey to end-users continues to be one of the top priorities of the shipping and logistics industry. Therefore, security remains a critical responsibility of Kingston Wharves' international port facility operation. It is also a major factor in the overall delivery of quality service, especially given the volumes and value of cargo received, stored and delivered at our terminal and warehouses.

In 2019, we were consistent in sustaining a rigorous security programme, effectively safeguarding legitimate private and commercial cargo while mitigating security risks and curtailing smuggling of trans-national contraband through our port facility. Therefore a wide-ranging state-of-the-art surveillance programme continued to be a key feature of KWL's security apparatus.

We maintained full compliance with the International Ship and Port Facility Security (ISPS) Code in accordance with the mandatory requirements of the Port Authority of Jamaica, the national Designated Authority responsible for maritime security regulations of ISPS certified port facilities.

The KWL terminal facility was issued with a new five-year **Statement of Compliance for Cargo Port Facility** in accordance with the ISPS Code, based on the satisfactory evaluation of our 2019 Port Facility Security Plan and the security assessment and audit by the National Accreditation Committee.

Through Security Administrators Limited (SAL), KWL continued to deliver quality industrial and port security to the Port of Kingston and the wider business community. SAL remained positioned to capitalize on opportunities presented in its business environment, maintaining its range of services at international standards in order to adequately ensure the security of the supply chain and attendant activities. SAL continued to leverage its **'Recognised Security Organisation'** designation with emphasis on:

- ▶ Utilisation of technology, not just for security purposes but also to better support the business processes for KWL.
- ▶ Continuous training of security officers, particularly in specialised maritime security operations and customer service procedures.
- ▶ Constant re-organisation to support the ever-changing maritime business operating environment and customers' needs.

KWL will maintain a strong security regime in support of the organisation's commitment to operating at the highest international standards.

A Culture of Safety

Building a safety culture within an organisation requires that employees are educated on safety matters and re-oriented into a mode of continuously thinking and acting in ways that prevent injury to humans and damage to property, with potentially serious consequences such as death or significant financial loss.

Kingston Wharves' safety, health and environment (SHE) programme made important strides in 2019. During the year, new and existing employees were exposed to comprehensive safety training, which, along with a safety monitors programme showed success in contributing to the reduction in the number of safety incidents during the year.

Personal injury and property damage incidents saw notable reductions, especially related to certain operational categories.

In an effort to promote overall environmental health, vector control programmes were carried out in collaboration with the Ministry of Health and Wellness. Other measures to promote quality public and environmental health at KWL facilities were also undertaken.

Kingston Wharves will maintain emphasis on safety, health and environment as a top priority and a critical success factor in delivering high quality customer service.

Outlook

Undaunted by the challenges which faced the shipping industry in 2019, Kingston Wharves will be uniquely focused on building on its successes while charting new courses to achieve positive growth in 2020. While there remains lingering issues affecting the global sector, we are convinced that with the right strategic focus, effective operational steps and an empowered team, we will continue to consolidate our position as the Caribbean's leading multi-purpose port terminal and expand our global footprint.

CONT'D

Management Discussion & Analysis

We will continue to pursue excellence in service delivery to our customers through our four-pronged strategic imperatives founded on **People** — maintaining and developing the best workforce in the Caribbean who purvey the “KW Way” of managing and delivering results; **Plant** — optimising the efficiency and capacity of current and future facilities; **Process** — achieving operational and productivity excellence by harnessing technology and the innovation of our people, and **Profit** — the achievement of greater service and cargo diversification and capacity-building to optimise margins and manage costs.

With Special Economic Zone designation granted in January 2020, the Kingston Wharves Group will expand our logistics operations, capitalising on our multi-purpose expertise to attract and benefit from greenfield opportunities related to diverse cargo types while strengthening existing partnerships for increased revenue generation and service delivery. Our Special Economic Zone designation will strengthen our ability to serve clients in a multiplicity of sectors.

In 2020, KWL intends to live the mantra of handling everything that can be moved, in keeping with our multi-purpose nature.

KWL will celebrate its 75th anniversary in 2020. We will be bolstered by our achievements of the past decades, but resolute to not rest on our laurels.

This new decade is one in which we will push the boundaries in all areas, pursuing our growth agenda in a mindset of boundaryless possibilities; expanding our vision and capabilities as individuals and an organisation, as we work to achieve continued growth and development.





Business Highlights

Kingston Wharves is a leader in the local and regional shipping industry, with a solid reputation built over decades through an innovative and pioneering approach to port and logistics development. In 2019, our operations attracted the interest of individuals and groups both locally and internationally, and we embraced the opportunity to share the signature KWL hospitality, impart knowledge of the industry and foster awareness about our services.

Among the noteworthy activities were our hosting of Jamaica to the World, a networking event held as part of the Caribbean Shipping



Association's 18th Annual Executives Conference which was staged in Jamaica; a tour by US Ambassador His Excellency Donald Tapia and our recognition of the Jamaica Customs team at a KWL hosted luncheon.

The Jamaica to the World (JTW) networking event, hosted by KWL at the East Lawn of Devon House as part of the 18th CSA Executives Conference, was an authentic Jamaican experience.

01 Then CEO Grantley Stephenson (Second Right) with CSA President Juan Carlos Croston (right); Shipping Association of Jamaica's (SAJ) President Charles Johnston (Second left) and SAJ's Executive Director Trevor Riley. **02** KWL's JTW hostesses. From left Bathsheba Barrett, Tanisha Lee, Marsha Campbell, Maralin Spence and Abbi-Jo Newman. **03** Grantley Stephenson and his wife Judith and the KWL team share lens time with CSA President Juan Carlos Croston and other attendees at JTW. **04** CSA delegates catching up with each other.



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05 Group CFO Clover Moodie talking with CSA Conference delegates. **06** KWL Director Kim Clarke and his wife, Sonja Voisin - Gulf Shipping Managing Director. **07** International delegates bask in the excitement of JTW. **08** Grantley Stephenson addresses the CSA Executives Conference. **09** Juan Carlos Croston presents a token to Grantley Stephenson following his presentation at the Conference. **10** US Ambassador His Excellency Donald Tapia (third left) tours KWL's Terminal with Directors Charles Johnson (left); Jeffrey Hall (Chairman) (3rd left); Grantley Stephenson (2nd right) and Bruce Brecheisen (6th left) along with other Seaboard officials, Corah-Ann Sylvester and Stephen Bell (back row, 2nd right) and US Embassy Officials. **11-12** Ahead of the tour US Ambassador greets Kingston Wharves and Seaboard Officials.

Business Highlights



13 The Company showed appreciation for the work of Jamaica Customs Agency at a luncheon and awards function hosted at the Total Logistics Facility. Commissioner of Customs Velma Ricketts Walker (7th from left) and her team with then KWL CEO Grantley Stephenson (6th from left). **14** Grantley Stephenson makes a presentation to Lt. Col. Everton Morgan of Jamaica Customs. **15** KWL's Terminal Manager Valrie Campbell was among three phenomenal women in shipping honoured by Women in Maritime Association Caribbean (WiMAC). She is joined by fellow awardees (from left) Commodore Antonette Weymss-Gorman Commander of the Jamaica Defence Force Coast Guard and Claudia Grant Deputy Director-General of the Maritime Authority of Jamaica, along with WiMAC's Local Chapter President Nicole Wickham. **16** Valrie Campbell receiving her award from Her Excellency, the Most Hon. Lady Allen. **17** KWL team members turned out at the WiMAC Awards Ceremony to show support for Valrie Campbell. L-r are, Prudence Barnes, Clover Moodie, Simone Murdock, Leatha Thompson, Paula Edwards-Hutchinson, Grantley Stephenson, Jodenia Ferguson-Bryan, Simon Thompson (partially hidden), Keisha Palmer, Cecil Maragh, Omar Walker and Wickham Richards.



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Kingston Wharves' AGM held at the AC Hotel in 2019, brought shareholders up-to-date on the company's positive performance of the previous year.

18 Then Chief Operating Officer Mark Williams (right) and Group CFO Clover Moodie celebrate Grantley Stephenson on his last AGM Presentation as CEO.

19 Directors Charles Johnston (centre) and Bruce Brecheisen (right) with Seaboard Jamaica's Managing Director Corah-Ann Sylvester. **20** KWL Directors Dr.

Marshall Hall, Charles Johnston, Kathleen Moss and Robert Scavone share a light moment. **21** Chairman Jeffrey Hall and Director and then CEO Grantley Stephenson

greet longstanding KWL shareholder Orrett Staple. **22** Grantley Stephenson makes his final AGM presentation as CEO. **23-24** Shareholders and attendees listen

intently to the presentations. **25** Directors Harry Maragh (left) and Alvin Henry confer. **26** Director Roger Hinds (right) points out information to Grantley Stephenson.

Corporate Social Responsibility

At Kingston Wharves, we view community engagement as intrinsic to our operations, in keeping with our core values. We have been consistent in our support for projects which are transformational in their outcome, particularly those that impact the lives of children and the youth through education, sports and community development.

Each year, we provide financial assistance that enables the Jamaica Cricket Association to stage the competition, including the provision of sport gear, amenities and prizes for the young participants. For two months of the year, teams of youngsters representing their parishes vie for the top prize in the competitive tournament.



This sustained partnership with the Jamaica Cricket Association is a signal of our commitment to the tournament over the years, and a firm belief in its main objectives of unearthing and honing cricket talent, while exposing young players to competition and instilling discipline and other important lessons.

Demonstrating a consistency in providing opportunities for positive outlet for the youth, in 2019, **Kingston Wharves celebrated 30 years of support for the Under-15 Cricket Competition**, its flagship corporate social responsibility undertaking.

01-04 The Awards function for the 30th staging of the KWL Under-15 Cricket Competition. **05** The KWL team at the U-15 cricket competition finals. (L-R) Prudence Barnes, Leatha Thompson, Simone Murdock, Lloyd Smith, Grantley Stephenson, Mark Williams, Abbi-jo Newman, Almeta Johnson-Francis, Keisha Palmer, Clover Moodie and Valrie Campbell.

06 West Indies All-rounder Andre Russell encourages young cricketers at a camp for the KWL U-15 Competition.



Corporate Social Responsibility

We at KWL are proud of the impact of our involvement in the sport's growth and development locally, regionally and internationally. Our ongoing investment in the U-15 Cricket Competition has paid off, with the competition garnering a solid track record as an incubator for exemplary sport administrators and cricketers who go on to achieve successful careers on the national, regional and global scene. Jamaican cricketers such as Chris Gayle, Andre Russell, Wavell Hinds, Chadwick Walton and a host of others are alumni of the prestigious youth competition.

In our support for the tournament, KWL continues to be driven by a conviction that the storied and glorious legacy of West Indies cricket must be passed on to successive generations of cricketers.

Facilitating a Sustainable Port Community

Kingston Wharves is a leader in the Newport West community, increasingly mobilising as a company and an industry leader to play a positive and proactive role in investing in sustainable operations while training and empowering employees to be environmentally-friendly.

In 2019, we expended J\$100 Million on a critical initiative to reconstruct the drainage system where channels on the KWL terminal connected to the wider Newport West network.

The project was aimed at addressing a persistent problem of flooding which adversely affected stakeholders in the Newport West community during periods of moderate to heavy rainfall. This was as



07-09 Officials of KWL and National Works Agency review plans and observe the progress of work.

a result of the accumulation of storm water surface run-off due to restricted flows from a combination of undersized, deteriorated and collapsed drains within the Newport West region which dated back many decades.

Work began on the project in July 2019 and was completed at the end of the year; a testament to the effective project management of the KWL team, who consulted closely with officials from the National Works Agency during the project's planning and execution.

The works represented the second phase of KWL's drainage improvement project, the first phase of which was carried out between 2015 and 2017, and saw the company investing US\$1.6 million to improve drains in

the vicinity of its Total Logistics Facility (TLF) in Newport West.

MILLENNIAL CLUB

In keeping with the thrust to build a sustainable community, Kingston Wharves, through our Millennial Club, which was established earlier in the year, led a clean-up of sections of the Newport West community as part of International Coastal Clean-up Day. Our team of volunteers focused on removal of solid waste and debris from drains and roadways along parts of Third and Second streets.



10 Millennial Club President Lafia Hamilton (2nd left) and Vice President Whitney Ford (right) chat with CEO Grantley Stephenson, CFO Clover Moodie (left) and Anjell Bryan of People Centric Professional who was the guest Speaker at the official launch of the Club. **11-13** Led by the Millennial Club, the KWL team cleaned up sections of Newport West as part of International Coastal Clean-Up Day.

Corporate Social Responsibility



14 The KWL Team spent Read Across Jamaica Day by reading stories to the children of Union Gardens Infant School. **15** The children of KWL employees who were successful in their PEP exams were presented with gifts and bursaries towards their back-to-school expenses. **16** & **17** The Company made presentation of a projector and computers to the Union Gardens Infant School.

Changing Lives through Outreach

During 2019, we continued to lend support to other worthy causes, including the Union Gardens Infant School which has been a longstanding KWL beneficiary. In 2019, KWL donated audio-visual and computer equipment. Team members participated in Read Across Jamaica Day, sharing stories with the young students and providing treats for them. Our activities in 2019, built on our record of positive support to the school, including our previous contribution to the construction of the new Union Gardens Infant School.

Father Ho Lung's Missionaries of the Poor also benefitted from KWL's generosity with the Group contributing to the outreach organisation's staging of Isaiah, one of its annual biblically-inspired musicals.

Corporate social responsibility will remain an important thrust in 2020, as we engage in transformational activities to enhance our surrounding communities and impact the wider society.



Jodenia Fergusson-Bryan has the rapt attention of the Union Gardens Infant students as she participates in Read Across Jamaica Day.

Corporate Data

CHAIRMAN

Jeffrey Hall

CHIEF EXECUTIVE OFFICER

Mark Williams

BANKERS

**Bank of Nova Scotia
(Jamaica) Limited**
Scotiabank Centre

Corner of Duke &
Port Royal Streets
Kingston

**First Caribbean
International Bank
(Jamaica) Ltd.**

23 Knutsford Boulevard
Kingston 5

First Global Bank

2 St. Lucia Avenue
Kingston 5

**National Commercial
Bank Jamaica Limited**

The Atrium
32 Trafalgar Road
Kingston 10

DIRECTORS

Jeffrey Hall (Chairman)

Grantley Stephenson (Deputy Chairman)

Bruce Brecheisen

Kim Clarke

Marshall Hall

Alvin Henry

Roger Hinds

Charles Johnston

Harriat Maragh

Kathleen Moss

Robert Scavone

Dorian Valdes

AUDITORS

PricewaterhouseCoopers

Scotiabank Centre
Corner of Duke &
Port Royal Streets
Kingston

ATTORNEYS-AT-LAW

Brahamlegal

Suite 1 & 2
32 Lady Musgrave Road
Kingston 5

Brocard

Suite 1 & 2
32 Lady Musgrave Road
Kingston 5

DunnCox

48 Duke Street
Kingston

Hart Muirhead Fatta

2nd Floor
53 Knutsford Boulevard
Kingston 5

Hylton & Hylton

19 Norwood Avenue,
Kingston 5

Hylton Powell

11A Oxford Road
Kingston 5

**Livingston Alexander
& Levy**

72 Harbour Street
Kingston

***REGISTRAR &
TRANSFER AGENT**

Jamaica Central
Securities Depository
Limited

40 Harbour Street
Kingston

**CORPORATE
SECRETARY**

Anna I. Harry

195 Second Street
Newport West
Kingston 13, Jamaica
Tel: (876) 923-9211
Fax: (876) 923-5361

**ADMINISTRATIVE
OFFICES**

Total Logistics Facility

195 Second Street
Newport West
Kingston 13, Jamaica
Tel: (876) 923-9211
Fax: (876) 923-5361

Shareholdings

Top Ten Shareholders

as at December 31, 2019

Names	Shareholding	% of Capital
Jamaica Producers Group Ltd.	600,736,635	42.00
S.B.D. LLC	300,689,810	21.02
Kingston Portworkers Superannuation Fund	158,765,745	11.10
SAJE Logistics Infrastructure Limited	136,240,621	9.53
Maritime & Transport Services Ltd.	67,636,638	4.73
Sagicor Pooled Equity Fund	32,859,889	2.30
Lannaman & Morris (Shipping) Ltd.	28,845,258	2.02
NCB Insurance Company Limited - A/C WT 181	9,000,000	0.63
Seafreight Line Ltd.	6,029,108	0.42
SJIML A/C 3119	6,000,000	0.42
	1,346,803,704	94.16

Senior Managers' Shareholdings

as at December 31, 2019

Names	Shareholding	Connected	Total
Jodenia Fergusson Bryan	NIL	-	NIL
Valrie Campbell	25,000	-	25,000
Lancelot Green	NIL	-	NIL
Anna Harry	9,730	-	9,730
Clover Moodie	40,000	-	40,000
Simone Murdock	NIL	-	NIL
Captain George Reynolds	NIL	-	NIL
Mark Williams	90,000	-	90,000

Directors' Shareholdings

as at December 31, 2019

Names	Shareholding	Connected	Shareholding	Total
Bruce Brecheisen	NIL	S.B.D. LLC	300,689,810	300,689,810
Kim Clarke	NIL	Maritime & Transport Services Ltd.	67,636,638	
		SAJE Logistics Infrastructure Limited	136,240,621	
		A.E. Parnell Company Limited	4,277,776	
		Kingston Portworkers Superannuation Fund	158,765,745	366,920,780
Jeffrey Hall	NIL	Jamaica Producers Group Limited	600,736,635	
		SAJE Logistics Infrastructure Limited	136,240,621	736,977,256
Marshall Hall	NIL	Jamaica Producers Group Limited	600,736,635	600,736,635
Alvin Henry	91,333			91,333
Roger Hinds	NIL	Transocean Shipping Limited	1,481,481	
		SAJE Logistics Infrastructure Limited	136,240,621	137,722,102
Charles Johnston	47,058	Jamaica Fruit & Shipping Limited	381,068	
		Jamaica Producers Group Limited	600,736,635	
		SAJE Logistics Infrastructure Limited	136,240,621	
		Kingston Portworkers Superannuation Fund	158,765,745	896,171,127
Harriet Maragh	NIL	Lannaman & Morris Shipping Ltd.	28,845,258	
		Seafreight Line Limited	6,029,108	
		SAJE Logistics Infrastructure Limited	136,240,621	
		Kingston Portworkers Superannuation Fund	158,765,745	329,880,732
Kathleen Moss	2,000	Jamaica Producers Group Limited	600,736,635	600,738,635
Robert Scavone	NIL			NIL
Grantley Stephenson	193,981	SAJE Logistics Infrastructure Limited	136,240,621	136,434,602
Dorian Valdes	NIL			NIL

KINGSTON WHARVES LIMITED

Financial Statements



31 December 2019



Index

Independent Auditor's Report to the Members	62
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Financial Statements

Group statement of comprehensive income	68
Group statement of financial position	69
Group statement of changes in equity	71
Group statement of cash flows	72
Company statement of comprehensive income	74
Company statement of financial position	75
Company statement of changes in equity	77
Company statement of cash flows	78
Notes to the financial statements	79



Independent auditor's report

To the Members of Kingston Wharves Limited

Report on the audit of the consolidated and stand-alone financial statements

Our opinion

In our opinion, the consolidated financial statements and the stand-alone financial statements give a true and fair view of the consolidated financial position of Kingston Wharves Limited (the Company) and its subsidiaries (together 'the Group') and the stand-alone financial position of the Company as at 31 December 2019, and of their consolidated and stand-alone financial performance and their consolidated and stand-alone cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and with the requirements of the Jamaican Companies Act.

What we have audited

Kingston Wharves Limited's consolidated and stand-alone financial statements comprise:

- the Group statement of financial position as at 31 December 2019;
- the Group statement of comprehensive income for the year then ended;
- the Group statement of changes in equity for the year then ended;
- the Group statement of cash flows for the year then ended;
- the Company statement of financial position as at 31 December 2019;
- the Company statement of comprehensive income for the year then ended;
- the Company statement of changes in equity for the year then ended;
- the Company statement of cash flows for the year then ended; and
- the notes to the consolidated and stand-alone financial statements, which include significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and stand-alone financial statements* section of our report.

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

Independence

We are independent of the Group in accordance with the International 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.

PricewaterhouseCoopers, Scotiabank Centre, Duke Street, Box 372, Kingston, Jamaica
T: (876) 922 6230, F: (876) 922 7581, www.pwc.com/jm

L.A. McKnight P.E. Williams B.L. Scott B.J. Denning G.A. Reece P.A. Williams R.S. Nathan C.I. Bell-Wisdom G.K. Moore T.N. Smith DaSilva K.D. Powell

Our audit approach

Audit scope

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

How we tailored our group audit scope

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

The significant components of the Group are all located in Jamaica with the accounting records of all entities maintained at the same location. A single audit team was responsible for the audits of all the significant components of the Group.

Our 2019 audit was planned and executed having regard to the fact that the operations of the Group remain largely unchanged from the prior year.

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Valuation of defined benefit pension assets and other retirement benefit obligations (Group and Company) <i>Refer to notes 2 (s) and 23 to the consolidated and stand-alone financial statements for disclosures of related accounting policies and balances.</i> The cost of pension benefits and the present value of these benefits depend on a number of factors and assumptions. Due to the complexity of the balance, management appointed an external actuary to perform the valuations.	We evaluated the valuation technique used to perform the valuation of retirement benefits and found it to be consistent with the requirements of IAS 19, Employee Benefits.

Key audit matter	How our audit addressed the key audit matter
The assumptions used in determining the assets for the pension benefits and the liabilities for the other post-employment benefits included: - the expected long-term rate of return on the relevant plan assets - the discount rate - life expectancy - the expected rate of increase in medical costs in the case of post-employment medical benefits Any changes in these assumptions will impact the valuation of the assets and liabilities recorded for pension and post-employment benefits. This is an area of focus due to the numerous assumptions used, and because, as at 31 December 2019, the values for the post-employment benefits in the statement of financial position for the Group and Company totalled \$2,072 million (asset) or 6.4% and 7.7% of total assets and \$370 million (liabilities) or 6.4% and 7.2% of total liabilities, respectively.	We assessed the competence and objectivity of the management appointed actuary, confirming that they are qualified and that there was no affiliation to the Group. We checked the employee data submitted to the actuary against information maintained on the employees' personnel files maintained by the Group. We assessed the assumptions used by the actuary which included comparing them to externally derived data such as economic statistics from the Bank of Jamaica and the discount rate from the Institute of Chartered Accountants of Jamaica. We also confirmed certain assets of the plans with the custodian of these assets and recomputed their fair values by reference to readily available external data including quoted stock prices and yield curves. Based on the procedures performed, we found the assumptions and computations to be in line with our expectations.

Other information

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

Our opinion on the consolidated and stand-alone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and stand-alone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and stand-alone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated and stand-alone financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated and stand-alone financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and stand-alone 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 Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group or 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 auditor's report to the related disclosures in the consolidated and stand-alone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and stand-alone financial statements, including the disclosures, and whether the consolidated and stand-alone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and stand-alone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



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 kept, so far as appears from our examination of those records, and the accompanying consolidated and stand-alone financial statements are in agreement therewith and give the information required by the Jamaican Companies Act, in the manner so required.

The engagement partner on the audit resulting in this independent auditor's report is Peter Williams.

A handwritten signature in blue ink that reads 'Peter Williams'.

Chartered Accountants
28 February 2020
Kingston, Jamaica

Group Statement of Comprehensive Income

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
Revenue		7,898,207	7,253,571
Direct costs		(3,853,904)	(3,753,080)
Gross Profit		4,044,303	3,500,491
Other operating income	8	262,020	159,516
Administration expenses		(1,203,379)	(1,199,841)
Operating Profit		3,102,944	2,460,166
Finance costs	9	(177,917)	(217,377)
Share of net profits/(losses) in joint venture	20	329	(3,572)
Gain on acquisition of subsidiary	21	16,120	-
Gain on disposal of interest in joint venture	21	22,162	-
Profit before Tax		2,963,638	2,239,217
Tax expense	10	(326,144)	(268,054)
Net Profit for Year		2,637,494	1,971,163
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
Re-measurements of post-employment benefits		(11,791)	837,177
Deferred tax effect on re-measurements of post-employment benefits		1,288	(94,768)
De-recognition of revaluation surplus on disposal of property plant and equipment		-	(232,248)
Deferred tax effect on de-recognition of revaluation surplus		-	25,804
Adjustment to accumulated depreciation on revaluation of property, plant and equipment		(17,784)	-
Effect of change in tax rate on deferred taxation on revaluation surplus		20,531	(11,258)
		(7,756)	524,707
Total Comprehensive Income for Year		2,629,738	2,495,870
Net Profit Attributable to:			
Equity holders of the company	11	2,600,817	1,945,450
Non-controlling interest	12	36,677	25,713
		2,637,494	1,971,163
Total Comprehensive Income Attributable to:			
Equity holders of the company		2,593,061	2,470,157
Non-controlling interest	12	36,677	25,713
		2,629,738	2,495,870
Earnings per stock unit of profit attributable to the equity holders of the company during the year	13	\$1.82	\$1.36

Group Statement of Financial Position

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
ASSETS			
Non-current Assets			
Property, plant and equipment	15	22,288,845	22,607,981
Right-of-use assets	16	241,801	-
Investment property	17	568,619	-
Intangible assets	18	74,348	74,115
Investment in joint venture	20	-	58,033
Financial assets at fair value through other comprehensive income	22	128,466	128,466
Deferred income tax assets	33	2,605	1,250
Retirement benefit asset	23	2,071,885	1,985,258
		<u>25,376,569</u>	<u>24,855,103</u>
Current Assets			
Inventories	24	433,045	392,006
Trade and other receivables	26	833,602	697,168
Taxation recoverable		13,989	23,077
Other financial assets at amortised cost	27	-	470,000
Short term investments	28	5,229,574	4,458,955
Cash and bank	28	693,915	560,511
		<u>7,204,125</u>	<u>6,601,717</u>
Total Assets		<u><u>32,580,694</u></u>	<u><u>31,456,820</u></u>

Group Statement of Financial Position (Cont'd)

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
EQUITY			
Stockholders' Equity			
(attributable to equity holders of the company)			
Share capital	29	2,043,744	2,036,933
Other reserves	30	13,830,069	13,814,743
Asset replacement/rehabilitation and depreciation reserves	31	216,598	216,447
Retained earnings		<u>10,503,049</u>	<u>8,697,773</u>
		26,593,460	24,765,896
Non-controlling Interest			
	12	<u>177,913</u>	<u>141,236</u>
		<u>26,771,373</u>	<u>24,907,132</u>
LIABILITIES			
Non-current Liabilities			
Borrowings	32	1,769,463	2,273,629
Lease liabilities	16	162,607	-
Deferred income tax liabilities	33	1,414,921	1,499,077
Retirement benefit obligations	23	<u>370,149</u>	<u>326,782</u>
		<u>3,717,140</u>	<u>4,099,488</u>
Current Liabilities			
Trade and other payables	34	1,410,214	1,829,089
Taxation		100,357	117,312
Borrowings	32	504,168	503,799
Lease liabilities	16	<u>77,442</u>	<u>-</u>
		<u>2,092,181</u>	<u>2,450,200</u>
Total Equity and Liabilities		<u><u>32,580,694</u></u>	<u><u>31,456,820</u></u>

Approved for issue by the Board of Directors on 27 February 2020 and signed on its behalf by:



 Jeffrey Hall Chairman



 Alvin Henry Director

Group Statement of Changes in Equity

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	Attributable to Equity Holders of the Company					Non-controlling Interest	Total Equity
		Share Capital	Other Reserves	Asset Replacement/ Rehabilitation and Depreciation Reserves	Retained Earnings	Total		
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 31 December 2017		2,079,398	14,019,866	216,331	6,666,199	22,981,794	115,523	23,097,317
Net profit for the year		-	-	-	1,945,450	1,945,450	25,713	1,971,163
Other comprehensive income		-	(217,702)	-	742,409	524,707	-	524,707
Total comprehensive income for year		-	(217,702)	-	2,687,859	2,470,157	25,713	2,495,870
Transfer of net interest to asset replacement/rehabilitation and depreciation reserves	31	-	-	116	(116)	-	-	-
Transfer to asset replacement/rehabilitation and depreciation reserves	31	-	-	12,579	(12,579)	-	-	-
Transfer from asset replacement/rehabilitation and depreciation reserves		-	12,579	(12,579)	-	-	-	-
Transactions with owners:								
Acquisition of treasury shares	29	(50,000)	-	-	-	(50,000)	-	(50,000)
Sale of treasury shares	29	7,535	-	-	-	7,535	-	7,535
Dividends	14	-	-	-	(643,590)	(643,590)	-	(643,590)
Balance at 31 December 2018		2,036,933	13,814,743	216,447	8,697,773	24,765,896	141,236	24,907,132
Net profit for the year		-	-	-	2,600,817	2,600,817	36,677	2,637,494
Other comprehensive income		-	2,747	-	(10,503)	(7,756)	-	(7,756)
Total comprehensive income for year		-	2,747	-	2,590,314	2,593,061	36,677	2,629,738
Transfer of net interest to asset replacement/rehabilitation and depreciation reserves	31	-	-	151	(151)	-	-	-
Transfer to asset replacement/rehabilitation and depreciation reserves	31	-	-	12,579	(12,579)	-	-	-
Transfer from asset replacement/rehabilitation and depreciation reserves	31	-	12,579	(12,579)	-	-	-	-
Transactions with owners:								
Sale of treasury shares		6,811	-	-	-	6,811	-	6,811
Dividends	14	-	-	-	(772,308)	(772,308)	-	(772,308)
Balance at 31 December 2019		2,043,744	13,830,069	216,598	10,503,049	26,593,460	177,913	26,771,373

Group Statement of Cash Flows

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
Cash flows from operating activities			
Net profit		2,637,494	1,971,163
Adjustments for:			
Amortisation	18	29,852	69,482
Depreciation – investment property	17	1,381	-
Depreciation – property, plant and equipment	15	727,642	692,344
Depreciation – leased asset	16	71,311	-
Foreign exchange adjustment on loans		-	2,227
Foreign exchange gains on operating activities		(47,963)	(42,151)
(Gain)/loss on disposal/write-off of property, plant and equipment		(34,345)	2,123
Retirement benefit asset		(83,183)	(34,082)
Retirement benefit obligations		28,133	29,666
Interest income	8	(168,535)	(113,757)
Interest expense	9	177,917	215,150
Gain on acquisition of subsidiary	21	(16,120)	-
Gain on disposal of interest in joint venture	21	(22,162)	-
Share of results of joint venture		(329)	3,572
Taxation	10	326,144	268,054
		<u>3,627,237</u>	<u>3,063,791</u>
Changes in operating assets and liabilities:			
Inventories		(41,039)	(46,277)
Trade and other receivables		(105,340)	142,803
Trade and other payables		(477,048)	108,720
Cash provided by operations		<u>3,003,810</u>	<u>3,269,037</u>
Taxes paid		<u>(347,098)</u>	<u>(207,658)</u>
Net cash provided by operating activities		2,656,712	3,061,379
Cash flows from investing activities			
Purchase of property, plant and equipment	15	(574,206)	(647,962)
Purchase of intangible assets		(30,085)	(9,753)
Investment in joint venture	20	-	(61,605)
Proceeds from sale of property, plant and equipment		192,261	30
Net cash expenditure on acquisition of subsidiary		(6,274)	-
Issue of other financial asset at amortised cost	27	-	(470,000)
Restricted cash		-	189,000
Short term deposits with maturities in excess of three months		(63,303)	(114,996)
Interest received		<u>160,832</u>	<u>109,356</u>
Net cash used in investing activities		<u>(320,775)</u>	<u>(1,005,930)</u>
Sub-total carried forward		<u>2,335,937</u>	<u>2,055,449</u>

Group Statement of Cash Flows (Cont'd)

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

Sub-total brought forward		<u>2,335,937</u>	<u>2,055,449</u>
Cash flows from financing activities			
Dividends paid to equity holders of the company		(686,070)	(586,207)
Acquisition of treasury shares	29	-	(50,000)
Sale of treasury shares	29	6,811	7,535
Interest paid		(171,962)	(216,017)
Loans received		-	518,390
Lease payments made		(84,441)	-
Loans repaid		<u>(503,797)</u>	<u>(630,210)</u>
Net cash used in financing activities		<u>(1,439,459)</u>	<u>(956,509)</u>
Net increase in cash and cash equivalents		896,478	1,098,940
Net cash and cash equivalents at beginning of year		4,904,470	3,759,221
Exchange adjustment on foreign currency cash and cash equivalents		<u>59,238</u>	<u>46,309</u>
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	28	<u><u>5,860,186</u></u>	<u><u>4,904,470</u></u>

Company Statement of Comprehensive Income

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
Revenue		7,002,831	6,412,921
Direct expenses		<u>(3,116,536)</u>	<u>(3,060,983)</u>
Gross Profit		3,886,295	3,351,938
Other operating income	8	249,652	144,296
Administration expenses		<u>(1,161,711)</u>	<u>(1,112,660)</u>
Operating Profit		2,974,236	2,383,574
Finance costs	9	<u>(180,113)</u>	<u>(217,377)</u>
Profit before Tax		2,794,123	2,166,197
Tax expense	10	<u>(286,214)</u>	<u>(226,881)</u>
Net Profit for Year		<u>2,507,909</u>	<u>1,939,316</u>
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
Re-measurements of post-employment benefits		(11,791)	837,177
Deferred tax effect on re-measurements of post-employment benefits		1,288	(94,768)
De-recognition of revaluation surplus on disposal of property, plant and equipment		-	(232,248)
Deferred tax effect on de-recognition of revaluation surplus		-	25,804
Adjustment to accumulated depreciation on revaluation of property, plant and equipment		(17,784)	-
Effect of change in tax rate on deferred taxation on revaluation surplus		<u>20,531</u>	<u>(11,258)</u>
Total other comprehensive income, net of taxes		<u>(7,756)</u>	<u>524,707</u>
Total Comprehensive Income for Year		<u><u>2,500,153</u></u>	<u><u>2,464,023</u></u>

Company Statement of Financial Position

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

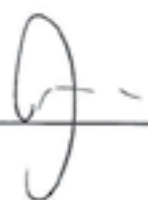
	Note	2019 \$'000	2018 \$'000
ASSETS			
Non-current Assets			
Property, plant and equipment	15	17,428,112	17,688,712
Right-of-use assets	16	261,412	-
Intangible assets	18	73,126	72,487
Investments in subsidiaries	19	75,731	75,731
Financial assets at fair value through other comprehensive income	22	85,818	85,818
Loan receivable from subsidiary	27	476,071	-
Due from related party	25	230,650	166,608
Retirement benefit asset	23	2,071,885	1,985,258
		<u>20,702,805</u>	<u>20,074,614</u>
Current Assets			
Inventories	24	431,025	389,520
Trade and other receivables	26	722,813	595,511
Group companies	25	59,704	23,436
Other financial assets at amortised cost	27	-	470,000
Short term investments	28	4,501,418	3,843,021
Cash and bank	28	443,919	449,738
		<u>6,158,879</u>	<u>5,771,226</u>
Total Assets		<u>26,861,684</u>	<u>25,845,840</u>

Company Statement of Financial Position (Cont'd)

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
EQUITY			
Stockholders' Equity			
Share capital	29	2,043,744	2,036,933
Other reserves	30	8,697,156	8,681,830
Asset replacement/rehabilitation and depreciation reserves	31	212,968	212,968
Retained earnings		10,754,507	9,041,988
		<u>21,708,375</u>	<u>19,973,719</u>
LIABILITIES			
Non-current Liabilities			
Borrowings	32	1,768,011	2,272,177
Lease liabilities	16	162,607	-
Deferred income tax liabilities	33	829,685	881,692
Retirement benefit obligations	23	370,149	326,782
		<u>3,130,452</u>	<u>3,480,651</u>
Current Liabilities			
Trade and other payables	34	1,339,546	1,770,968
Group companies	25	7,753	49,678
Taxation payable		74,337	67,025
Borrowings	32	504,168	503,799
Lease liabilities	16	97,053	-
		<u>2,022,857</u>	<u>2,391,470</u>
Total Equity and Liabilities		<u>26,861,684</u>	<u>25,845,840</u>

Approved for issue by the Board of Directors on 27 February 2020 and signed on its behalf by:



 Jeffrey Hall Chairman



 Alvin Henry Director

Company Statement of Changes in Equity

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

		Share Capital	Other Reserves	Asset Replacement/ Rehabilitation and Depreciation Reserves	Retained Earnings	Total
	Note	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 31 December 2017		2,079,398	8,886,953	212,968	7,016,432	18,195,751
Net profit for the year		-	-	-	1,939,316	1,939,316
Other comprehensive income		-	(217,702)	-	742,409	524,707
Total comprehensive income for year		-	(217,702)	-	2,681,725	2,464,023
Transfer to asset replacement/rehabilitation and depreciation reserves	31	-	-	12,579	(12,579)	-
Transfer from asset replacement/rehabilitation and depreciation reserves	31	-	12,579	(12,579)	-	-
Transactions with owners:						
Acquisition of treasury shares	29	(50,000)	-	-	-	(50,000)
Sale of treasury shares	29	7,535	-	-	-	7,535
Dividends	14	-	-	-	(643,590)	(643,590)
Balance at 31 December 2018		2,036,933	8,681,830	212,968	9,041,988	19,973,719
Net profit for the year		-	-	-	2,507,909	2,507,909
Other comprehensive income		-	2,747	-	(10,503)	(7,756)
Total comprehensive income for year		-	2,747	-	2,497,406	2,500,153
Transfer to asset replacement/rehabilitation and depreciation reserves	31	-	-	12,579	(12,579)	-
Transfer from asset replacement/rehabilitation and depreciation reserves	31	-	12,579	(12,579)	-	-
Transactions with owners:						
Sale of treasury shares		6,811	-	-	-	6,811
Dividends	14	-	-	-	(772,308)	(772,308)
Balance at 31 December 2019		2,043,744	8,697,156	212,968	10,754,507	21,708,375

Company Statement of Cash Flows

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

	Note	2019 \$'000	2018 \$'000
Cash flows from operating activities			
Net profit		2,507,909	1,939,316
Adjustments for:			
Amortisation	18	29,446	69,075
Depreciation – property, plant and equipment	15	604,366	568,332
Depreciation – leased asset	16	110,533	-
Foreign exchange adjustment on long term loans		-	2,227
Foreign exchange gains on operating activities		(36,920)	(35,223)
(Gain)/loss on disposal/write-off of property, plant and equipment		(32,285)	2,153
Retirement benefit asset		(83,183)	(34,082)
Retirement benefit obligations		28,133	29,666
Interest income	8	(165,153)	(103,857)
Interest expense	9	180,113	215,150
Taxation	10	286,214	226,881
		<u>3,429,173</u>	<u>2,879,638</u>
Changes in operating assets and liabilities:			
Inventories		(41,505)	(48,127)
Group companies		(142,235)	56,291
Trade and other receivables		(143,200)	67,298
Trade and other payables		(517,660)	114,703
Cash provided by operations		<u>2,584,573</u>	<u>3,069,803</u>
Taxes paid		<u>(280,307)</u>	<u>(171,591)</u>
Net cash provided by operating activities		<u>2,304,266</u>	<u>2,898,212</u>
Cash flows from investing activities			
Purchase of property, plant and equipment	15	(509,468)	(647,660)
Purchase of intangible assets	18	(30,085)	(7,718)
Proceeds from sale of property, plant and equipment		180,203	30
Issue of other financial assets at amortised cost	27	-	(470,000)
Restricted cash		-	189,000
Interest received		158,893	99,277
Net cash used in investing activities		<u>(200,457)</u>	<u>(837,071)</u>
Cash flows from financing activities			
Dividends paid to equity holders of the company		(686,070)	(586,207)
Acquisition of treasury shares	29	-	(50,000)
Issue of treasury shares	29	6,811	7,535
Interest paid		(171,962)	(215,150)
Lease payments		(125,859)	-
Loans received		-	518,390
Loans repaid		(503,797)	(630,210)
Net cash used in financing activities		<u>(1,480,877)</u>	<u>(955,642)</u>
Net increase in cash and cash equivalents		622,932	1,105,499
Net cash and cash equivalents at beginning of year		4,292,759	3,148,597
Exchange adjustment on foreign currency cash and cash equivalents		29,646	38,663
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	28	<u><u>4,945,337</u></u>	<u><u>4,292,759</u></u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

1. Identification and Principal Activities

The company and its subsidiaries (the Group) are incorporated and domiciled in Jamaica. The principal activities of the company and its subsidiaries consist of the operation of public wharves, stevedoring, logistics services and security services. The wharfage rates and penal charges billed to customers by the company are subject to regulation by the Port Authority of Jamaica.

The company's registered office is located at the Total Logistics Facility, 195 Second Street, Newport West, Kingston. The company is a public company listed on the Jamaica Stock Exchange.

2. Summary of Significant Accounting Policies

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

(a) Basis of preparation

The consolidated financial statements of the group and the financial statements of the company standing alone (together referred to as the financial statements) have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain items of property, plant and equipment and financial assets at fair value through other comprehensive income.

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

Standards, amendments and interpretations to published standards effective in the current year

Certain new accounting standards, interpretations and amendments to existing standards have been published that became effective during the current financial year. The Group has assessed the relevance of all such new standards, interpretations and amendments and has adopted the following which are relevant to its operations. Unless stated otherwise, the adoption of these new standards, amendments to existing standards or interpretations to published standards did not have a material impact on the operations of the Group.

- **IFRS 16, 'Leases'** (effective for annual periods beginning on or after 1 January 2019). This standard replaces the current guidance in IAS 17 and is a far reaching change in accounting by lessees in particular. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 now requires lessees to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. The IASB has included an optional exemption for certain short-term leases and leases of low-value assets; however, this exemption can only be applied by lessees. For lessors, the accounting stays almost the same. However, as the IASB has updated the guidance on the definition of a lease (as well as the guidance on the combination and separation of contracts), lessors are also affected by the new standard. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The impact of adoption is discussed in Note 16.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(a) Basis of preparation (continued)

- **IFRIC 23, 'Uncertainty over income tax treatments'** (effective for annual periods beginning on or after 1 January 2019). This IFRIC clarifies how the recognition and measurement requirements of IAS 12 'Income taxes', are applied where there is uncertainty over income tax treatments.

The IFRS IC had clarified previously that IAS 12, not IAS 37 'Provisions, contingent liabilities and contingent assets', applies to accounting for uncertain income tax treatments. IFRIC 23 explains how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment.

- **Amendment to IAS 19, 'Employee benefits'** (effective for annual periods beginning on or after 1 January 2019). This amendment requires an entity to: (i) Use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and (ii) Recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.
- **Amendment to IFRS 9, 'Financial instruments'** (effective for annual periods beginning on or after 1 January 2019). This amendment confirms that when a financial liability measured at amortized cost is modified without this resulting in de-recognition, a gain or loss should be recognized immediately in the profit and loss. The gain or loss is calculated as the difference between the original contractual cash flows and the modified cash flows discounted at the original effective interest rate. This means that the difference cannot be spread across the remaining life of the instrument, which has changed in practice from IAS 39.
- **Annual improvement 2015 - 2017**, (effective for annual periods beginning on or after 1 January 2019). These amendments include minor changes to: (i) IFRS 3, 'Business Combinations', a company measures its previously held interest in a joint operation when it obtains control of the business. (ii) IFRS 11, 'Joint arrangements', a company does not measure its previously owed interest in a joint operation when it obtains joint control of the business. (iii) IAS 12, 'Income taxes', a company accounts for all income taxes consequences of dividend payments in the same way. (iv) IAS 23, 'Borrowing costs', a company treats as part of general borrowings any borrowing originally made to develop an asset when the asset is ready for its intended use or sale.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(a) Basis of preparation (continued)

Standards, amendments and interpretations to existing standards that the Group has not yet adopted

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretations to existing standards have been issued which are mandatory for the Group's accounting periods beginning on or after 1 January 2019 or later periods, but were not effective for the current period, and which the Group has not early adopted. The Group has assessed the relevance of all such new standards, interpretations and amendment 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 IFRS 10, 'Consolidated financial statements' and 'IAS 28 Investments in associates and joint ventures'**. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the nonmonetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's investment in the associate or joint venture. The amendments apply prospectively.
- **Amendments to IAS 1 'Presentation of Financial Statements' and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'**, (effective for annual periods beginning on or after 1 January 2020). The amendments clarify that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and the meaning of 'primary users of general purpose financial statements' to whom those financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.
- **Amendments to IFRS 3 'Business Combinations'**, (effective for annual periods beginning on or after 1 January 2020). The amended definition of a business requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. The amendments will likely result in more acquisitions being accounted for as asset acquisitions.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(a) Basis of preparation (continued)

Standards, amendments and interpretations to existing standards that the Group has not yet adopted (continued)

- **Revised Conceptual Framework for Financial Reporting, (effective for annual periods beginning on or after 1 January 2020).** The IASB has issued a revised Conceptual Framework which will be used in standard-setting decisions with immediate effect. Key changes include (i) increasing the prominence of stewardship in the objective of financial reporting, (ii) reinstating prudence as a component of neutrality, (iii) defining a reporting entity, which may be a legal entity, or a portion of an entity, (iv) revising the definitions of an asset and a liability, (v) removing the probability threshold for recognition and adding guidance on derecognition, (vi) adding guidance on different measurement basis, and (vii) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the Framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised Framework from 1 January 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised Framework.

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

(b) Consolidation Subsidiaries

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

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

In the company stand-alone financial statements, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(b) Consolidation (continued)

Subsidiaries (continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies. When the Group ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

The subsidiaries, which are all incorporated and domiciled in Jamaica (except KWGHSL), are as follows:

		Holding by Company	Holding by Group	Financial Year End
Principal Activities				
Harbour Cold Stores Limited	Rental of and repair services to cold storage facilities	100%	100%	31 December
Security Administrators Limited	Security services	33 ⅓%	66 ⅔%	31 December
Western Storage Limited	Property rental	100%	100%	31 December
Western Terminals Limited	Property rental	100%	100%	31 December
KWL Group Holdings (St Lucia) Limited (KWGHSL)	Non-Trading	100%	100%	31 December
Kingston Terminal Operators Limited	Dormant	100%	100%	31 December
Newport Stevedoring Services Limited	Provision of contract labour	-	100%	31 December
Kingston Wharves Group Limited	Non-Trading	-	100%	31 December
KW Logistics Limited	Non-Trading	-	100%	31 December
KW Stevedores Limited	Non-Trading	-	100%	31 December
Security Administrators Specialist Services Limited (SSSL)	Security services	-	66 ⅔%	31 December
KW Warehousing Services Limited (formerly SSL REIT Limited)	Property rental	-	100%	31 December

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(b) Consolidation (continued) Subsidiaries (continued)

Security Administrators Specialist Services Limited (SSSL) was liquidated during the year.

Transactions with non-controlling interests

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group assessed the nature of its joint arrangement in SSL REIT Limited and determined it to be a joint venture until 1 October 31, 2019 (See Note 21).

Interests in joint ventures are accounted for using the equity method after initially being recognised at cost in the consolidated statement of financial position. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income.

The results of joint ventures with financial reporting year-end that is different from the group is determined by prorating the result for the audited period as well as the period covered by management accounts to ensure that a full year of operations is accounted for, where applicable.

Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(c) Revenue and income recognition

Revenue comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Group's activities and is recognised as performance obligations are satisfied at the point in time that the services are rendered. Revenue is shown net of General Consumption Tax, rebates and discounts and after eliminating sales within the Group.

Services

These are charges made for wharfage operations, rental of and repairs to cold storage facilities, storage and warehousing of goods after deduction of discounts and other reductions applicable to such charges. The charges are recognised in the accounting period in which the services are rendered based on services provided to the end of the accounting period in accordance with contracted rates, except penal charges which are accounted for on a cash basis. Port security charges are based on hourly rates for services rendered to the end of the accounting period. This accounting policy applied to the current and previous year.

Credit customers are invoiced when the services are rendered and consideration is payable when invoiced. Payment is due from other customers at the point where the performance obligation is satisfied.

Interest income

Interest income on financial assets at amortised cost and financial assets at FVOCI is recognised on a time-proportionate basis using the effective interest method. When interest receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(d) Property, plant and equipment

Plant and buildings consist mainly of walls, piers, dredging facilities, roadways, warehouses and offices. Land, plant and buildings are shown at fair value, based on periodic, but at least triennial, valuations by external independent valuers, less subsequent depreciation for buildings. Any accumulated depreciation at the date of revaluation is restated proportionately with the change in the gross carrying amount of the asset so that the asset's carrying amount after revaluation equals its revalued amount. Fair value represents open market value for land while buildings are shown at depreciated replacement cost as there is no market-based evidence of fair value because of the specialised nature of the buildings and the buildings cannot be sold except as part of a continuing business. All other property, plant and equipment are stated at cost less depreciation. Cost includes any expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown as capital reserves in stockholders' equity. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against capital reserves directly in equity; all other decreases are charged to the income statement.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(d) Property, plant and equipment (continued)

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives. The annual rates in use are:

Plant and buildings comprising buildings, leasehold properties, walls, piers, dredging and roadways	1.33% - 5%
Machinery and equipment	4% - 20%
Cold room and air conditioning equipment	10%
Furniture and fixtures	5% - 10%
Motor vehicles	10% - 20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets, or where shorter, the term of the relevant lease. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2(f)). Gains and losses on disposal of property, plant and equipment are determined by comparing proceeds with their carrying amounts and are included in profit or loss. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

(e) Investment property

Investment properties, principally freehold warehouse buildings, are held for long-term rental yields and are not occupied by the Group. Investment property is shown at cost less accumulated depreciation.

Subsequent costs are included in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. On replacement of a separately measured part of an item of investment property, the carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income when the expenditure is incurred.

Depreciation is calculated on the straight-line balance basis at annual rates to write off the relevant assets over their expected useful lives as follows:

Buildings	2.5%
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Land is not depreciated.

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at each statement of financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the assets carrying amount is greater than its recoverable amount (Note 2 (g)).

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

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(f) Intangible assets

Separately acquired rights and benefits under third party contracts with a finite useful life are shown at historical cost less subsequent amortisation. Amortisation is calculated using the straight-line method to allocate the cost of the rights and benefits over their estimated useful lives of five to ten years. Separately acquired computer software licences are shown at historical cost less subsequent amortisation. Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of five years.

(g) Impairment of non-financial assets

Assets that have an indefinite useful life, for example land, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash flows. Non-financial assets that suffer impairment are reviewed for possible reversal of the impairment at each statement of financial position date.

(h) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Jamaican dollars, which is the Group's presentation currency and the functional currency of all the entities in the Group.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses that relate to borrowings are presented in profit or loss with 'finance costs'.

(i) Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost less loss allowance.

Other miscellaneous assets

The Group classifies its financial assets at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Due to the short-term nature of the other miscellaneous assets, their carrying amount is considered to be the same as their fair value.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(j) Investments in subsidiaries

Investments by the company in subsidiaries are stated at cost.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of selling expenses.

(l) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less net of bank overdrafts and which are subject to an insignificant risk of changes in value net of bank overdrafts. Bank overdrafts are shown in borrowings in current liabilities in the statement of financial position.

(m) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(n) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(o) Share capital

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

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

(p) Leases

As explained in Note 2(a), the Group changed its accounting policy for leases where the Group is the lessee to adopt the provisions of IFRS 16, Leases. The new policy is described in note 16 and the impact of the change in note 39.

Until 31 December 2018, leases of property, plant and equipment where the Group, as lessee, had substantially all the risks and rewards of ownership were classified as finance leases. Finance leases were capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment was allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, were included in other long term payables. The interest element of the finance cost was charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases was depreciated over the shorter of the useful life of the asset and the lease term.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit and loss on a straight-line basis over the period of the lease.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(p) Leases (continued)

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the statement of financial position based on their nature.

(q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer who makes strategic decisions as it relates to operations.

(r) Dividends

Dividend distribution to the company's equity holders is recognised initially as a liability in the Group's financial statements in the period in which the dividends are approved.

(s) Employee benefits

Pension obligations

The Group participates in two retirement plans, the assets of which are generally held in separate trustee-administered funds. The pension plans are funded by payments from employees and by the Group, taking into account the recommendations of qualified actuaries. The Group has a defined benefit and a defined contribution plan.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors, such as age, years of service and compensation.

The asset or liability recognised in the statement of financial position in respect of the defined benefit pension plan is the present value of the defined benefit obligation at the statement of financial position date less the fair value of plan assets, together with adjustments for past service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately in the income statement.

The Group, through a subsidiary, also participates in a defined contribution plan whereby it pays contributions to a privately administered pension plan which is administered by trustees. Once the contributions have been paid, the subsidiary has no further payment obligations. The contributions are charged to the income statement in the period to which they relate.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(s) Employee benefits (continued)

Other retirement obligations

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

Equity compensation benefits

The company established employee share ownership schemes for employees. Under the terms of the schemes, shares may be issued to employees by way of grants or options, which are exercised at the discretion of the employee. The difference between the fair value of the grant or option and the consideration received by the company is recognised as an expense.

Termination benefits

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

(t) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit and loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the statement of financial position date.

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 fees are 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 fees are capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

(u) 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 capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(v) Taxation

The tax expense comprises current and deferred income taxes. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax charges are based on taxable profit for the year, which differs from the profit before tax reported because it excludes items that are taxable or deductible in other years, and items that are never taxable or deductible. The Group's liability for current income tax is calculated at tax rates that have been enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

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

Tax assets and liabilities are offset when they arise from the same taxable entity, relate to the same Tax Authority and when the legal right of offset exists.

(w) Financial instruments

A financial instrument is any contract that gives rise to both a financial asset in one entity and a financial liability or equity of another entity. Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Classification

The Group 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 Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Recognition and derecognition

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

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

2. Summary of Significant Accounting Policies (Continued)

(w) Financial instruments (continued)

Measurement

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

Equity instruments

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

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

Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 3(a) for further details.

3. Financial Risk Management

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

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

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The Board provides guidance for overall risk management, covering specific areas, such as credit risk, market risk, foreign exchange risk, interest rate risk, and investment of excess liquidity.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(a) Credit risk

Management seeks to minimise potential adverse effects on the financial performance of the Group by applying procedures to identify, evaluate and manage these risks, based on guidelines set by the Board.

The Board, through the Audit Committee, oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Group is exposed to credit risk where a party to a financial instrument may fail to discharge an obligation and causes the Group to incur a financial loss. The Group manages its concentrations of credit risk and places its cash and cash equivalents with high quality financial institutions. The Group limits the amount of credit exposure to any one financial institution. The Group's choice of financial institution is based primarily on its high asset base and stability over the years. The Group's customer base comprises a number of shipping lines represented by their local agents and numerous other customers in a variety of business sectors. The Group has policies in place to ensure that sales of services are made to customers with an appropriate credit history.

Maximum exposure to credit risk

The maximum exposure of the Group and Company to credit risk is as follows:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Due from related party	-	-	230,650	166,608
Financial assets through other comprehensive income	128,466	128,466	85,818	85,818
Loan receivable	-	470,000	476,071	470,000
Investment in joint venture	-	58,033	-	-
Trade receivables	577,192	492,731	488,797	405,154
Other receivables	191,159	172,278	186,481	162,672
Group companies	-	-	59,704	23,436
Short term investments	5,229,574	4,458,955	4,501,418	3,843,021
Cash and bank	693,915	560,511	443,919	449,738
	<u>6,820,306</u>	<u>6,340,974</u>	<u>6,472,858</u>	<u>5,606,447</u>

Credit review process

Management performs regular analyses of the ability of customers and their counterparties to meet repayment obligations.

The Group applied the IFRS 9 simplified approach to measuring expected credit losses by conducting an analysis of provisioning based on two approaches. The first approach was based on conducting an internal analysis of the trend in provisioning and focused on the trade receivables portfolios. The second approach involved an external analysis of the industry and market trends. This analysis did not directly influence the estimation of the default rates but rather provided guidance with respect to future expectations of the industry, performance of the economy and likely impact on key customers.

On that basis, the loss allowance was determined as follows for trade receivables.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(a) Credit risk (continued)

	The Group				
	Current \$'000	31 - 60 \$'000	Over 60 days \$'000	Over 60 days and impaired \$'000	Total \$'000
31 December 2019					
Expected loss rate	0.2%	0.6%	10%	98%	
Gross carrying amount trade receivables	389,011	128,436	68,430	46,086	631,963
Loss Allowance	876	904	7,039	45,952	54,771
	Current \$'000	31 - 60 \$'000	Over 60 days \$'000	Over 60 days and impaired \$'000	Total \$'000
31 December 2018					
Expected loss rate	0.3%	0.7%	14%	100%	
Gross carrying amount trade receivables	343,616	118,418	37,725	67,156	566,915
Loss Allowance	888	841	5,299	67,156	74,184
	The Company				
	Current \$'000	31 – 60 days \$'000	Over 60 days \$'000	Over 60 days and impaired \$'000	Total \$'000
31 December 2019					
Expected loss rate	0.1%	0.5%	10%	100%	
Gross carrying amount trade receivables	316,786	111,645	68,075	36,480	532,986
Loss Allowance	317	584	6,808	36,480	44,189
	Current \$'000	31 - 60 \$'000	Over 60 days \$'000	Over 60 days and impaired \$'000	Total \$'000
31 December 2018					
Expected loss rate	0.1%	0.6%	11%	100%	
Gross carrying amount trade receivables	270,436	104,783	34,635	48,973	458,827
Loss Allowance	270	602	3,828	48,973	53,673

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(a) Credit risk (continued)

Movement in the provision for impairment of receivables

Trade and other receivables

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

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
At 1 January	74,184	59,816	53,673	42,450
Receivables written off during the year as uncollectible	(9,107)	-	-	-
Loss allowance	13,795	36,790	8,653	25,721
Amounts recovered	(24,101)	(22,422)	(18,137)	(14,498)
At 31 December	<u>54,771</u>	<u>74,184</u>	<u>44,189</u>	<u>53,673</u>

The movement in the provision for credit losses for the year included \$9,269,000 (2018 - \$4,345,000) and \$10,372,000 (2018 - \$101,000) for the Group and company respectively for related companies. These amounts are included in bad debt expense in profit or loss.

The creation and release of provision for impaired receivables have been included in expenses in profit or loss in the statement of comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

There are no financial assets other than those listed above that were individually impaired.

Concentrations of risk

(i) Trade receivables

The following table summarises the Group and company's credit exposure for trade receivables at their carrying amounts, as categorised by the concentration of customers:

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Top ten customers	557,508	414,093	462,232	359,402
Other	<u>74,455</u>	<u>152,822</u>	<u>70,754</u>	<u>99,425</u>
	631,963	566,915	532,986	458,827
Less: Provision for credit losses	<u>(54,771)</u>	<u>(74,184)</u>	<u>(44,189)</u>	<u>(53,673)</u>
	<u>577,192</u>	<u>492,731</u>	<u>488,797</u>	<u>405,154</u>

(ii) Short term investments

The Group's short term investments comprise cash on deposit held with financial institutions.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(b) Liquidity risk

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

Liquidity risk management process

The Group's liquidity management process, as carried out within the Group and monitored by the Board of Directors, includes:

- (i) Monitoring future cash flows and liquidity on a daily basis. This incorporates an assessment of expected cash flows and the availability of high grade collateral which could be used to secure funding if required.
- (ii) Maintaining committed lines of credit;
- (iii) Optimising cash returns on investment;
- (iv) Managing the concentration and profile of debt maturities.

The matching and controlled mismatching of the maturities and interest rates of assets and liabilities is fundamental to the management of the Group.

The maturities of assets and liabilities and the ability to replace, at an acceptable cost, interest-bearing liabilities as they mature, are important factors in assessing the liquidity of the Group and its exposure to changes in interest rates and exchange rates.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(b) Liquidity risk (continued)

Financial liabilities cash flows

The tables below summarise the maturity profile of the Group's and company's financial liabilities at 31 December based on contractual undiscounted payments at contractual maturity dates.

	The Group					Total \$'000
	Within 1 Month \$'000	1 to 3 Months \$'000	3 to 12 Months \$'000	1 to 5 Years \$'000	Over 5 Years \$'000	
	2019					
Borrowings	26,353	138,756	482,931	1,940,209	81,220	2,669,469
Trade and other payables	1,410,214	-	-	-	-	1,410,214
Total financial liabilities	1,436,567	138,756	482,931	1,940,209	81,220	4,079,683
	2018					
Borrowings	28,286	146,351	513,054	2,493,978	163,378	3,345,047
Trade and other payables	1,829,089	-	-	-	-	1,829,089
Total financial liabilities	1,857,375	146,351	513,054	2,493,978	163,378	5,174,136
	The Company					
	Within 1 Month \$'000	1 to 3 Months \$'000	3 to 12 Months \$'000	1 to 5 Years \$'000	Over 5 Years \$'000	Total \$'000
	2019					
Borrowings	26,353	138,756	482,931	1,940,209	79,768	2,668,017
Trade and other payables	1,339,546	-	-	-	-	1,339,546
Group companies	7,753	-	-	-	-	7,753
Total financial liabilities	1,373,652	138,756	482,931	1,940,209	79,768	4,015,316
	2018					
Borrowings	28,286	146,351	513,054	2,493,978	161,926	3,343,595
Trade and other payables	1,770,968	-	-	-	-	1,770,968
Group companies	49,678	-	-	-	-	49,678
Total financial liabilities	1,848,932	146,351	513,054	2,493,978	161,926	5,164,241

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk

The Group takes on exposure to market risk, which is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly arise from changes in foreign currency exchange rates and interest rates.

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

(i) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is primarily exposed to such risks arising from its significant level of foreign currency borrowings. This is partially offset by its US dollar revenue transactions and its holdings in US dollar cash and other accounts.

The Group manages its foreign exchange risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions. The Group further manages this risk by maximising foreign currency earnings and holding foreign currency balances.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

(i) Currency risk (continued)

Concentrations of currency risk

The table below summarises the Group and company exposure to foreign currency exchange rate risk at 31 December.

	The Group		
	Jamaican\$ J\$'000	US\$ J\$'000	Total J\$'000
	2019		
Financial Assets			
Short term investments	1,790,285	3,439,289	5,229,574
Trade and other receivables	239,663	528,688	768,351
Cash and bank	381,968	311,947	693,915
Total financial assets	2,411,916	4,279,924	6,691,840
Financial Liabilities			
Borrowings	2,273,631	-	2,273,631
Lease liability	-	240,049	240,049
Trade and other payables	1,299,236	110,978	1,410,214
Total financial liabilities	3,572,867	351,027	3,923,894
Net financial position	(1,160,951)	3,928,897	2,767,946
	2018		
Financial Assets			
Loan receivable	470,000	-	470,000
Short term investments	1,999,221	2,459,734	4,458,955
Trade and other receivables	222,722	442,287	665,009
Cash and bank	320,591	239,920	560,511
Total financial assets	3,012,534	3,141,941	6,154,475
Financial Liabilities			
Borrowings	2,777,428	-	2,777,428
Trade and other payables	1,759,003	70,086	1,829,089
Total financial liabilities	4,536,431	70,086	4,606,517
Net financial position	(1,523,897)	3,071,855	1,547,958

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

(i) Currency risk (continued)

Concentrations of currency risk (continued)

	The Company		
	Jamaican\$	US\$	Total
	J\$'000	J\$'000	J\$'000
	2019		
Financial Assets			
Loan receivable	476,071	-	476,071
Short term investments	1,508,069	2,993,349	4,501,418
Trade and other receivables	148,487	526,791	675,278
Group companies	59,704	-	59,704
Cash and bank	251,215	192,704	443,919
Total financial assets	2,443,546	3,712,844	6,156,390
Financial Liabilities			
Borrowings	2,272,179	-	2,272,179
Lease liability	-	259,660	259,660
Trade and other payables	1,240,678	98,868	1,339,546
Group companies	7,587	166	7,753
Total financial liabilities	3,520,444	358,694	3,879,138
Net financial position	(1,076,898)	3,354,150	2,277,252
	2018		
Financial Assets			
Loan receivable	470,000	-	470,000
Short term investments	1,808,841	2,034,180	3,843,021
Trade and other receivables	133,123	434,703	567,826
Group companies	23,436	-	23,436
Cash and bank	275,871	173,867	449,738
Total financial assets	2,711,271	2,642,750	5,354,021
Financial Liabilities			
Borrowings	2,775,976	-	2,775,976
Trade and other payables	1,700,882	70,086	1,770,968
Group companies	49,678	-	49,678
Total financial liabilities	4,526,536	70,086	4,596,622
Net financial position	(1,815,265)	2,572,664	757,399

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

(i) Currency risk (continued)

Foreign currency sensitivity

The following tables indicate the currency to which the Group and company had significant exposure on its monetary assets and liabilities and its forecast cash flows. The change in currency rate below represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis represents outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 4% (2018 - 2%) appreciation and a 6% (2018 - 4%) depreciation change in foreign currency rates. The sensitivity of the profit was primarily as a result of foreign exchange gains/losses on translation of US dollar-denominated trade receivables, short term investments and US dollar-denominated borrowings. Profit is more sensitive to movements in Jamaican dollar/US dollar exchange rates because of the significant level of US-dollar denominated borrowings. The correlation of variables will have a significant effect in determining the ultimate impact on market risk, but to demonstrate the impact due to changes in variables, variables had to be on an individual basis. There is no direct impact on other comprehensive income or equity.

	Change in Currency Rate 2019 %	Effect on Profit before Taxation 2019 \$'000	Change in Currency Rate 2018 %	Effect on Profit before Taxation 2018 \$'000
The Group				
Currency:				
USD	+4	157,156	+2	61,437
USD	-6	(235,734)	-4	(122,874)
The Company				
USD	+4	134,166	+2	51,453
USD	-6	(201,249)	-4	(102,907)

(ii) Interest rate risk

Interest rate risk is the risk that the value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

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

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

The following tables summarise the Group's and the company's exposure to interest rate risk. It includes the Group and company financial instruments at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued) (ii) Interest rate risk (continued)

	The Group						Total \$'000
	Within 1 Month \$'000	1 to 3 Months \$'000	3 to 12 Months \$'000	1 to 5 Years \$'000	Over 5 Years \$'000	Non- Interest Bearing \$'000	
	2019						
Assets							
Short term investments	2,397,267	2,769,004	63,303	-	-	-	5,229,574
Trade and other receivables	-	-	-	-	-	768,351	768,351
Cash and bank	311,947	-	-	-	-	381,968	693,915
Total financial assets	2,709,214	2,769,004	63,303	-	-	1,150,319	6,691,840
Liabilities							
Borrowings	179,259	255,357	35,715	1,706,175	94,193	2,932	2,273,631
Lease liability	-	-	-	240,049	-	-	240,049
Trade and other payables	-	-	-	-	-	1,410,214	1,410,214
Total financial liabilities	179,259	255,357	35,715	1,946,224	94,193	1,413,146	3,923,894
Total interest repricing gap	2,529,955	2,513,647	27,588	(1,946,224)	(94,193)	(262,827)	2,767,946
	2018						
Assets							
Loan receivable	-	-	470,000	-	-	-	470,000
Short term investments	1,965,607	2,378,352	114,996	-	-	-	4,458,955
Trade and other receivables	-	-	-	-	-	665,009	665,009
Cash and bank	288,610	-	-	-	-	271,901	560,511
Total financial assets	2,254,217	2,378,352	584,996	-	-	936,910	6,154,475
Liabilities							
Borrowings	218,370	333,929	-	1,752,029	470,168	2,932	2,777,428
Trade and other payables	-	-	-	-	-	1,829,089	1,829,089
Total financial liabilities	218,370	333,929	-	1,752,029	470,168	1,832,021	4,606,517
Total interest repricing gap	2,035,847	2,044,423	584,996	(1,752,029)	(470,168)	(895,111)	1,547,958

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

(ii) Interest rate risk (continued)

	The Company						
	Within 1 Month \$'000	1 to 3 Months \$'000	3 to 12 Months \$'000	1 to 5 Years \$'000	Over 5 Years \$'000	Non- Interest Bearing \$'000	Total \$'000
	2019						
Assets							
Loan receivable	-	-	-	476,071	-	-	476,071
Short term investments	2,236,029	2,265,389	-	-	-	-	4,501,418
Trade and other receivables	-	-	-	-	-	675,278	675,278
Group companies	-	-	-	-	-	59,704	59,704
Cash and bank	192,704	-	-	-	-	251,215	443,919
Total financial assets	2,428,733	2,265,389	-	476,071	-	986,197	6,156,390
Liabilities							
Borrowings	179,259	255,357	35,715	1,706,175	94,193	1,480	2,272,179
Lease Liability	-	-	19,612	240,048	-	-	259,660
Trade and other payables	-	-	-	-	-	1,339,546	1,339,546
Group companies	-	-	-	-	-	7,753	7,753
Total financial liabilities	179,259	255,357	55,327	1,946,223	94,193	1,348,779	3,879,138
Total interest repricing gap	2,249,474	2,010,032	(55,327)	(1,470,152)	(94,193)	(362,582)	2,277,252
	2018						
Assets							
Loan receivable	-	-	470,000	-	-	-	470,000
Short term investments	1,812,288	2,030,733	-	-	-	-	3,843,021
Trade and other receivables	-	-	-	-	-	567,826	567,826
Group companies	-	-	-	-	-	23,436	23,436
Cash and bank	222,557	-	-	-	-	227,181	449,738
Total financial assets	2,034,845	2,030,733	470,000	-	-	818,443	5,354,021
Liabilities							
Borrowings	218,370	333,929	-	1,752,029	470,168	1,480	2,775,976
Trade and other payables	-	-	-	-	-	1,770,968	1,770,968
Group companies	-	-	-	-	-	49,678	49,678
Total financial liabilities	218,370	333,929	-	1,752,029	470,168	1,822,126	4,596,622
Total interest repricing gap	1,816,475	1,696,804	470,000	(1,752,029)	(470,168)	(1,003,683)	757,399

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

(ii) Interest rate risk (continued)

Interest rate sensitivity

The following table indicates the sensitivity to a possible change in interest rates, with all other variables held constant, on the Group's and company's statement of comprehensive income and stockholders' equity.

The Group's interest rate risk arises mainly from short term deposits and borrowings. The sensitivity of the profit or loss is the effect of the assumed changes in interest rates on net income based on floating rate deposits and borrowings. The correlation of variables will have a significant effect in determining the ultimate impact on market risk, but to demonstrate the impact due to changes in variables, variables had to be on an individual basis. It should be noted that movements in these variables are non-linear. There was no direct impact on other comprehensive income or equity.

				The Group		The Company	
				Effect on Profit before Taxation	Effect on Profit before Taxation	Effect on Profit before Taxation	Effect on Profit before Taxation
				2019	2018	2019	2018
				\$'000	\$'000	\$'000	\$'000
Change in basis points							
2019	2019	2018	2018				
JMD	USD	JMD	USD				
+100	+100	+100	+100	27,679	24,214	22,773	17,657
-100	-100	-100	-100	(27,679)	(24,214)	(22,773)	(17,657)

(d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders, to effectively service its customers and to maintain an optimal capital structure to reduce the cost of capital as well as meet externally imposed capital requirements. The Board of Directors monitors the return on capital, which the Group defines as net operating income divided by total stockholders' equity and non-controlling interests. The Board of Directors also monitors the level of dividends to ordinary equity holders.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total debt divided by total stockholders' equity. Debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less bank overdraft and interest payable. Total stockholders' equity is calculated as capital and reserves attributable to company's equity holders as shown in the consolidated statement of financial position.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

3. Financial Risk Management (Continued)

(d) Capital management (continued)

During 2019, the Group's strategy, which was unchanged from 2018, was to maintain the gearing ratio no higher than 75%. The gearing ratios at 31 December 2019 and 2018 were as follows:

	2019 \$'000	2018 \$'000
Total long term borrowings (Note 32)	2,273,631	2,777,428
Total stockholders' equity	26,593,460	24,765,896
Gearing ratio (%)	8.55%	11.21%

There were no changes to the Group's approach to capital management during the year.

(e) Fair value of financial instruments

In assessing the fair value of financial instruments, the Group uses a variety of methods and makes assumptions that are based on market conditions existing at the statement of financial position date. The estimated fair values have been determined using available market information and appropriate valuation methodologies. However, considerable judgement is necessarily required in interpreting market data to develop estimates of fair value.

Financial instruments that, subsequent to initial recognition, are measured at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable. At the reporting date, the Group and company had only Level 2 financial instruments which are defined as:

- those with fair value measurements that are derived from inputs other than quoted prices that are observable for the asset or liability either directly (that is as prices) or indirectly, (that is, derived from prices).

At 31 December 2019, instruments included within this level comprised unquoted equities classified as financial assets at fair value through other comprehensive income which totalled \$128,466,000 and \$85,818,000 for the Group and company, respectively. There were no transfers between levels in 2019 and 2018.

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

- The carrying values less any impairment provision of financial assets and liabilities with a maturity of less than one year are estimated to approximate their fair values due to the short term maturity of these instruments. These financial assets and liabilities are cash and bank balances, trade and other accounts receivables, trade and other accounts payables, related companies balances and short term investments.
- The carrying value of other financial assets (loans) closely approximate amortised cost, which is estimated to be their fair value as they attract terms and conditions available in the market for similar transactions and are repayable after one year.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

4. Critical Accounting Estimates and Assumptions in Applying Accounting Policies

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

Key sources of estimation uncertainty

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

Depreciable assets

Estimates of the useful life and 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 Group applies a variety of methods including the use of certified independent valuers in an effort to arrive at these estimates. Any changes in estimates of residual value will directly impact the depreciation charge.

Income taxes

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

The company was granted free zone status in December 2013, resulting in an income tax rate which is variable and based on approved methodology, and which is currently 10.92% (2018 – 11.32%) (Note 10).

Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and valuation inputs and make assumptions that are mainly based on market conditions existing at each statement of financial position date. The Group uses discounted cash flow analyses and references to prices for other instruments that are substantially the same for various available-for-sale financial assets that were not traded in active markets. Details of investment securities valued using other than quoted prices in an active market are provided in Note 3(e) of the financial statements.

Impairment assessment of intangible assets

The Group and Company test annually whether Rights to Customer lists included in intangible assets has suffered any impairment, in accordance with the accounting policy stated in Note 2(f). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations, which require the use of estimates. In determining the value in use, management has made certain assumptions regarding revenue growth rate, projected cash flows and discount rates.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

4. Critical Accounting Estimates and Assumptions in Applying Accounting Policies (Continued)

Pension and other retirement benefits

The cost of these benefits and the present value of the pension and the other post-employment liabilities depend on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net periodic cost (income) for pension and post-employment benefits include the expected long-term rate of return on the relevant plan assets, the discount rate and, in the case of the post-employment medical benefits, the expected rate of increase in medical costs. Any changes in these assumptions will impact the net periodic cost (income) recorded for pension and other post-employment benefits and may affect planned funding of the pension plans. The expected return on plan assets assumption is determined on a uniform basis, considering long-term historical returns, asset allocation and future estimates of long-term investment returns. The Group determines the appropriate discount rate at the end of each year, which represents the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension and other post-employment benefit obligations. In determining the appropriate discount rate, the Group considered interest rate of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability. The expected rate of increase of medical costs has been determined by comparing the historical relationship of actual medical cost increases with the rate of inflation in the economy. Past experience has shown that the actual medical costs have increased on average by one times the rate of inflation. Other key assumptions for the pension and other post-employment benefit costs and credits are based in part on current market conditions.

If the actual health care costs trend for the post-employment obligations varied by 0.5% from estimates applied in valuation of the benefits, the consolidated net profit would be an estimated \$24,855 lower or \$28,131 higher (Note 23). Variations in the other financial assumptions can cause material adjustments in the next financial year, if it is determined that actual experience differed from the estimate (Note 23).

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

5. Segment Financial Information

The Chief Executive Officer is the Group's chief operating decision maker (CODM). Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance. The Group is organised into the following business segments:

- (a) Terminal operations - Operation of public wharves and stevedoring of vessels.
- (b) Logistics Services - Operation of warehousing and logistics facilities, security services, rental of and repairs to cold storage facilities and property rental.

Transactions between the business segments are on normal commercial terms and conditions. The Group derives revenue from the transfer of services at a point in time in the following major operating segments.

The Group's operations are located at Newport West, Kingston, Jamaica.

	Terminal Operations	Logistics Services	Eliminations	Group
Year ended 31 December 2019	\$'000	\$'000	\$'000	\$'000
External operating revenue	5,753,386	2,144,821	-	7,898,207
Operating revenue from segments	610,586	86,915	(697,501)	-
Total revenue	6,363,972	2,231,736	(697,501)	7,898,207
Operating profit	2,432,711	670,233	-	3,102,944
Interest expense	(102,390)	(94,503)	18,976	(177,917)
	2,330,321	575,730	18,976	2,925,027
Gain on disposal of interest in joint venture				22,162
Gain on acquisition of subsidiary				16,120
Share of results of joint venture				329
Profit before tax				2,963,638
Tax expense				(326,144)
Profit before non-controlling interest				2,637,494
Non-controlling interest				(36,677)
Net profit attributable to equity holders of the company				2,600,817
Segment assets	26,563,603	5,800,761	(1,872,149)	30,492,215
Unallocated assets				2,088,479
Total assets				32,580,694
Segment liabilities	4,868,131	794,424	(1,738,662)	3,923,893
Unallocated liabilities				1,885,428
Total liabilities				5,809,321
Other segment items:				
Interest income (Note 8)	165,364	13,995	(10,824)	168,535
Capital expenditure (Note 15)	506,176	68,030	-	574,206
Capital expenditure (Note 18)	30,085	-	-	30,085
Amortisation (Note 18)	29,446	406	-	29,852
Depreciation	730,496	183,306	(113,468)	800,334

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

5. Segment Financial Information (Continued)

	Terminal Operations	Logistics Services	Eliminations	Group
Year ended 31 December 2018	\$'000	\$'000	\$'000	\$'000
External operating revenue	5,342,461	1,911,110	-	7,253,571
Operating revenue from segments	420,463	63,027	(483,490)	-
Total revenue	5,762,924	1,974,137	(483,490)	7,253,571
Operating profit	1,879,356	560,768	20,042	2,460,166
Interest expense	(118,187)	(99,292)	2,329	(215,150)
	1,761,169	461,476	22,371	2,245,016
Foreign exchange loss				(2,227)
Share of net losses in joint venture				(3,572)
Profit before tax				2,239,217
Tax expense				(268,054)
Profit before non-controlling interest				1,971,163
Non-controlling interest				(25,713)
Net profit attributable to equity holders of the company				1,945,450
Segment assets	24,774,104	4,986,191	(313,060)	29,447,235
Unallocated assets				2,009,585
Total assets				31,456,820
Segment liabilities	3,280,112	1,567,434	(241,029)	4,606,517
Unallocated liabilities				1,943,171
Total liabilities				6,549,688
Other segment items:				
Interest income (Note 8)	104,412	11,674	(2,329)	113,757
Capital expenditure (Note 15)	530,321	117,641	-	647,962
Capital expenditure (Note 18)	7,718	2,035	-	9,753
Amortisation (Note 18)	69,075	407	-	69,482
Depreciation (Note 15)	525,565	166,779	-	692,344

Revenues of approximately \$1,941,595,000 (2018 – \$1,859,748,000) were earned from two customers. The revenues are attributable to the Terminal Operations segment.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

6. Expenses by Nature

Total direct and administration expenses:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Advertising and public relations	47,982	34,717	46,951	33,839
Amortisation (Note 18)	29,852	69,482	29,446	69,075
Auditors' remuneration				
Current year	16,611	16,792	10,721	10,740
Prior year	67	-	-	-
Bad debts	(5,621)	15,919	(4,799)	15,513
Bank charges	50,064	52,506	49,642	51,938
Claims	17,625	24,076	17,625	24,060
Cleaning and sanitation	50,282	43,101	48,651	43,101
Customs overtime	56,947	64,307	56,947	64,307
Depreciation	800,334	692,344	714,899	568,332
Directors' fees	19,015	19,075	18,566	18,401
Equipment rental	135,660	181,498	135,660	181,498
Fuel	178,829	184,485	178,829	184,485
Information technology	86,047	87,128	84,712	84,283
Insurance	177,051	165,507	153,040	152,687
Irrecoverable General Consumption Tax	46,763	33,395	34,697	26,584
Legal and consultation expenses	33,523	67,162	30,102	65,456
Occupancy: property taxes and rent	8,430	61,986	10,192	62,586
Repairs and maintenance	439,472	451,704	422,076	431,470
Security	425,393	375,273	88,345	61,929
Staff costs (Note 7)	1,907,404	1,812,381	1,601,888	1,532,066
Utilities	257,583	267,224	252,348	262,377
Other	277,970	232,859	297,709	228,916
	<u>5,057,283</u>	<u>4,952,921</u>	<u>4,278,247</u>	<u>4,173,643</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

7. Staff Costs

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Wages and salaries	1,490,828	1,360,795	1,286,276	1,185,288
Payroll taxes – employer's contributions	197,407	183,638	126,225	118,711
Pension costs – defined benefit plan (Note 23)	(78,864)	(30,384)	(78,864)	(30,384)
Pension costs – defined contribution plan	7,379	7,363	-	-
Other retirement benefits (Note 23)	39,422	40,465	39,422	40,465
Meal and travelling allowances	59,791	59,068	54,372	59,068
Termination costs	23,758	6,855	23,758	6,855
Other	167,683	184,581	150,699	152,063
	<u>1,907,404</u>	<u>1,812,381</u>	<u>1,601,888</u>	<u>1,532,066</u>

8. Other Operating Income

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Dividends	7,106	2,329	4,747	1,556
Interest	168,535	113,757	165,153	103,857
Foreign exchange gains	47,963	42,151	36,920	35,223
Management fees	-	-	6,490	2,575
Proceeds from insurance claims	4,057	-	4,057	-
Gain on disposal of fixed assets	34,345	-	32,285	-
Other	14	1,279	-	1,085
	<u>262,020</u>	<u>159,516</u>	<u>249,652</u>	<u>144,296</u>

9. Finance Costs

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Interest expense	177,917	215,150	180,113	215,150
Foreign exchange losses	-	2,227	-	2,227
	<u>177,917</u>	<u>217,377</u>	<u>180,113</u>	<u>217,377</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

10. Tax Expense

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Current tax on profit for the year	393,015	289,576	314,608	232,369
Prior year (over)/under provision	(603)	(32,800)	1,794	(47,450)
Deferred income tax (Note 33)	(66,268)	11,278	(30,188)	41,962
	<u>326,144</u>	<u>268,054</u>	<u>286,214</u>	<u>226,881</u>

The tax on profit differs from the theoretical amount that would arise using a basic statutory rate of 10.92% (2018 – 11.32%) as follows:

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Profit before tax	<u>2,963,638</u>	<u>2,239,217</u>	<u>2,794,123</u>	<u>2,166,197</u>
Tax calculated at a tax rate of 10.92% (2018 – 11.32%)	323,629	253,479	305,118	245,214
Adjusted for the effects of:				
Income not subject to tax	(3,557)	(10,036)	(3,525)	(9,952)
Income taxed at higher rate	14,664	9,989	-	-
Expenses not deductible for tax purposes	2,730	12,790	2,580	3,799
Adjustment to opening deferred taxes	-	28,033	-	28,033
Change in rate for deferred income taxes	(10,297)	3,545	(10,297)	3,545
Prior year (over)/under provision	(603)	(32,800)	1,794	(47,450)
Other	(422)	3,054	(9,456)	3,692
Tax expense	<u>326,144</u>	<u>268,054</u>	<u>286,214</u>	<u>226,881</u>

The company was granted free zone status under the Jamaica Export Free Zones Act effective December 2013, resulting in income tax being charged on applicable profits at zero for export activities and 25% for non-export activities. This resulted in an effective statutory rate of 10.92% (2018 – 11.32%). This rate has also been applied in determining the amounts for deferred taxation for the company in these financial statements (Note 33).

The Jamaica Export Free Zones Act was repealed in 2016 by the Special Economic Zones Act (SEZA). Effective 1 January 2020 the company was granted approval to operate as an approved developer under the SEZA. Under the SEZA, a corporate income tax rate of 12.50% is applicable to approved developers and occupants (Note 38).

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

11. Profit Attributable to Equity Holders of the Company

	2019 \$'000	2018 \$'000
(a) Net profit is dealt with as follows in the financial statements of:		
Holding company	2,507,909	1,939,316
Gain on acquisition of subsidiary	16,120	-
Subsidiaries	76,459	9,706
Joint venture	329	(3,572)
	<u>2,600,817</u>	<u>1,945,450</u>
(b) Retained earnings are dealt with as follows in the financial statements of:		
Holding company	10,754,507	9,041,988
Subsidiaries	(251,458)	(340,643)
Joint venture	-	(3,572)
	<u>10,503,049</u>	<u>8,697,773</u>

12. Non-controlling Interest

	2019 \$'000	2018 \$'000
At beginning of year	141,236	115,523
Share of net profit of subsidiary	36,677	25,713
	<u>177,913</u>	<u>141,236</u>

13. Earnings Per Stock Unit

The calculation of basic earnings per stock unit (EPS) is based on the net profit attributable to equity holders and the weighted average number of stock units in issue during the year, excluding ordinary stock units purchased by the Group and held as treasury stock.

	2019	2018
Net profit attributable to equity holders of the company (\$'000)	<u>2,600,817</u>	<u>1,945,450</u>
Weighted average number of ordinary stock units in issue (thousands)	<u>1,429,367</u>	<u>1,429,393</u>
Basic earnings per stock unit	<u>\$1.82</u>	<u>\$1.36</u>

14. Dividends

During the year, the company declared dividends to equity holders on record as follows.

	2019 \$'000	2018 \$'000
Ordinary dividends, gross - 54 cents (2018 – 45 cents)	<u>772,308</u>	<u>643,590</u>

In December 2019, the company declared a dividend of 31 cents per share which is payable on 16 January 2020 to shareholders on record at 20 December 2019 (Notes 34 and 38), and which is included in the total dividends above.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

15. Property, Plant and Equipment

	The Group							
	Freehold Land	Plant and Buildings	Machinery and Equipment	Cold Room and Air Conditioning Equipment	Furniture and Fixtures	Motor Vehicles	Work In Progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	2019							
Cost or Valuation -								
At 31 December 2018	7,302,071	20,591,888	3,552,713	267,404	328,555	308,852	94,475	32,445,958
Additions	-	12,180	39,256	-	13,105	17,197	492,468	574,206
Transfers	-	213,758	9,075	-	6,121	28,005	(256,959)	-
Disposals	-	(161,224)	(51,212)	-	(193)	(11,174)	-	(223,803)
At 31 December 2019	7,302,071	20,656,602	3,549,832	267,404	347,588	342,880	329,984	32,796,361
Depreciation -								
At 31 December 2018	-	8,019,478	1,252,792	265,311	148,206	152,190	-	9,837,977
Charge for the year	-	460,578	205,339	1,721	22,385	37,619	-	727,642
Adjustment to effect of revaluation surplus	-	17,784	-	-	-	-	-	17,784
Relieved on disposals	-	(23,336)	(41,349)	-	(26)	(11,176)	-	(75,887)
At 31 December 2019	-	8,474,504	1,416,782	267,032	170,565	178,633	-	10,507,516
Net Book Value -								
At 31 December 2019	7,302,071	12,182,098	2,133,050	372	177,023	164,247	329,984	22,288,845
	2018							
Cost or Valuation -								
At 31 December 2017	7,302,071	20,572,776	3,363,191	267,404	322,752	247,775	342,441	32,418,410
Additions	-	74,130	28,263	-	5,278	59,977	480,314	647,962
Transfers	-	564,330	161,647	-	736	1,567	(728,280)	-
Disposals	-	(619,348)	(388)	-	(211)	(467)	-	(620,414)
At 31 December 2018	7,302,071	20,591,888	3,552,713	267,404	328,555	308,852	94,475	32,445,958
Depreciation -								
At 31 December 2017	-	7,966,222	1,055,488	263,305	127,188	119,445	-	9,531,648
Charge for the year	-	438,204	197,692	2,006	21,229	33,213	-	692,344
Relieved on disposals	-	(384,948)	(388)	-	(211)	(468)	-	(386,015)
At 31 December 2018	-	8,019,478	1,252,792	265,311	148,206	152,190	-	9,837,977
Net Book Value -								
At 31 December 2018	7,302,071	12,572,410	2,299,921	2,093	180,349	156,662	94,475	22,607,981

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

15. Property, Plant and Equipment (Continued)

	The Company							Total
	Freehold Land	Plant and Buildings	Machinery and Equipment	Cold Room and Air Conditioning Equipment	Furniture and Fixtures	Motor Vehicles	Work in Progress	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
	2019							
Cost or Valuation -								
At 31 December 2018	4,899,666	14,575,057	3,521,255	19,137	314,626	283,475	94,475	23,707,691
Additions	-	12,180	36,368	-	12,990	17,197	430,733	509,468
Transfers	-	213,758	9,075	-	6,121	28,005	(256,959)	-
Disposals	-	(161,224)	(51,212)	-	(193)	(2,200)	-	(214,829)
At 31 December 2019	4,899,666	14,639,771	3,515,486	19,137	333,544	326,477	268,249	24,002,330
Depreciation -								
At 31 December 2018	-	4,515,173	1,215,321	16,630	135,784	136,071	-	6,018,979
Charge for the year	-	344,021	203,015	1,271	21,986	34,073	-	604,366
Adjustment to effect of revaluation surplus	-	17,784	-	-	-	-	-	17,784
Relieved on disposals	-	(23,336)	(41,349)	-	(26)	(2,200)	-	(66,911)
At 31 December 2019	-	4,853,642	1,376,987	17,901	157,744	167,944	-	6,574,218
Net Book Value -								
At 31 December 2019	4,899,666	9,786,129	2,138,499	1,236	175,800	158,533	268,249	17,428,112
	2018							
Cost or Valuation -								
At 31 December 2017	4,899,666	14,555,945	3,331,929	19,137	308,928	221,932	342,441	23,679,978
Additions	-	74,130	28,067	-	5,173	59,976	480,314	647,660
Transfers	-	564,330	161,647	-	736	1,567	(728,280)	-
Disposals	-	(619,348)	(388)	-	(211)	-	-	(619,947)
At 31 December 2018	4,899,666	14,575,057	3,521,255	19,137	314,626	283,475	94,475	23,707,691
Depreciation -								
At 31 December 2017	-	4,578,480	1,020,414	15,359	115,209	106,732	-	5,836,194
Charge for the year	-	321,641	195,295	1,271	20,786	29,339	-	568,332
Relieved on disposals	-	(384,948)	(388)	-	(211)	-	-	(385,547)
At 31 December 2018	-	4,515,173	1,215,321	16,630	135,784	136,071	-	6,018,979
Net Book Value -								
At 31 December 2018	4,899,666	10,059,884	2,305,934	2,507	178,842	147,404	94,475	17,688,712

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

15. Property, Plant and Equipment (Continued)

- (a) Freehold land of the Group was revalued as at 31 December 2017 on the basis of open market value by D.C. Tavares and Finson Realty Limited, independent qualified valuers. The freehold plant and buildings of the Group were also revalued as at 31 December 2017 on the depreciated replacement cost basis which approximates fair value, by Stoppi, Cairney and Bloomfield, quantity surveyors and construction cost consultants. The carrying value of these assets has been adjusted upwards and the increase in value net of deferred income taxes has been recognised in capital reserves (Note 30).

The property, plant and equipment that, subsequent to initial recognition, are measured at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable. The levels are as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices);
- Level 3 fair value measurements are those derived from inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The items of property, plant and equipment of the Group and the company shown at revalued amounts are included in Level 2 and 3. There were no transfers between levels. The following tables disclose the Group and company's non-financial assets carried at fair value:

		The Group		
		Fair Value measurements as at 31 December 2019 using		
Categories	Date of revaluation	Quoted price in an active market	Significant other observable inputs (Level 2)	Significant other observable inputs (Level 3)
			\$'000	\$'000
Freehold Land	Dec-17	-	7,302,071	-
Plant and Buildings	Dec-17	-	-	12,182,098
Total		-	7,302,071	12,182,098

		The Company		
Categories	Date of revaluation	Quoted price in an active market	Significant other observable inputs (Level 2)	Significant other observable inputs (Level 3)
			\$'000	\$'000
Freehold Land	Dec-17	-	4,899,666	-
Plant and Buildings	Dec-17	-	-	9,786,129
Total		-	4,899,666	9,786,129

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

15. Property, Plant and Equipment (Continued)

(a) (continued)

Level 2 fair values of land have been derived using the sales comparison approach and are comparable to sales of properties in close proximity and are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot. The valuation techniques for Level 3 fair values of plant and buildings are disclosed in the tables below.

The valuation technique for Level 3 uses the current construction replacement cost (depreciable replacement cost) approach of the assets based on current rates for labour, material and contractors' charges. It is also based on the location, age and condition of the plant and buildings.

Fair Value Measurements using significant unobservable inputs (Level 3)

	Group Plant & Buildings \$'000	Company Plant & Buildings \$'000
Opening balance at valuation	12,572,410	10,059,884
Additions/transfers in	225,938	225,938
Revaluation Adjustment to accumulated depreciation	(17,784)	(17,784)
Disposals net of accumulated depreciation	(137,888)	(137,888)
Depreciation through profit or loss	(460,578)	(344,021)
Closing balance	<u>12,182,098</u>	<u>9,786,129</u>

The Group

	Fair value at 31 December 2019 \$'000	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs (probability – weighted average)	Relationship of unobservable inputs to fair value 2019 \$'000
Description					
Plant and Building	12,182,098	Depreciable Replacement Cost method	Labour, material and contractor's charges	None noted	The higher the cost of labour, material and contractors' charges, the higher the replacement cost
			Remaining useful lives	1 year	If the estimates for the useful lives of the assets were higher or lower by one year, the value would be lower by \$26,699,000 and higher by \$34,371,000.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

15. Property, Plant and Equipment (Continued)

(a) (continued)

The Company					
	Fair value at 31 December 2019 \$'000	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs (probability – weighted average)	Relationship of unobservable inputs to fair value 2019 \$'000
Plant and Building	9,786,129	Depreciable Replacement Cost method	Labour, material and contractor's charges	None noted	The higher the cost of labour, material and contractors' charges, the higher the replacement cost
			Remaining useful lives	1 year	If the estimates for the useful lives of the assets were higher or lower by one year, the value would be lower by \$21,216,000 and higher by \$28,126,000.

- (b) A fixed charge totalling US\$26.6 million has been placed over the property, plant and equipment of the company as well as mortgages totalling \$1,040 million over certain premises and equipment owned by the company in keeping with the terms of certain loan agreements (Note 32).
- (c) If freehold land, plant and buildings were stated on the historical cost basis, the amounts would be as follows:

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Cost	8,516,296	8,451,581	8,308,190	8,244,475
Accumulated depreciation	(1,086,968)	(965,609)	(1,045,445)	(935,705)
Net book value	<u>7,429,328</u>	<u>7,485,972</u>	<u>7,262,745</u>	<u>7,308,770</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

16. Leases

This note provides information for leases where the Group is a lessee. For leases where the Group is a lessor, see Note 35.

(a) *Amounts recognised in the statement of financial position (IFRS 16)*

	The Group		The Company	
	2019	1 January 2019	2019	1 January 2019
	\$'000	\$'000	\$'000	\$'000
Right-of-use assets				
Land and buildings	241,801	307,746	261,412	366,580
Lease liabilities				
Current	77,442	75,065	97,053	113,774
Non-current	162,607	232,681	162,607	252,806
	240,049	307,746	259,660	366,580

(b) *Amounts recognised in the statement of profit or loss IFRS16*

The statement of profit or loss shows the following amounts relating to right-of-use assets:

	The Group		The Company	
	2019	1 January 2019	2019	1 January 2019
	\$'000	\$'000	\$'000	\$'000
Depreciation charge of right-of-use assets				
Land and buildings	71,311	-	110,533	-
Interest expense (Included in finance costs ,Note 9)	5,955	-	8,151	-
	77,266	-	118,684	-

The total cash outflow for leases in 2019 was \$84,441,000. Income from the sub-lease of right of use assets was \$84,441,000 within the Group.

(c) *The group's leasing activities and how these are accounted for*

The group leases various land and buildings. Rental contracts are typically made for fixed periods of 1 – 5 years, but may have extension options as described in (e) below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes. Until the 2018 financial year, leases of property, plant and equipment were classified as either finance leases or operating leases. From 1 January 2019, leases are recognised as a right of use asset and a corresponding liability at the date at which the leased asset is available for use by the group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

16. Leases (Continued)

(d) *To determine the incremental borrowing rate, the Group:*

Where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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

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

Right-of-use assets are generally depreciated over the lease term on a straight-line basis. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

(e) *Extension and termination options*

Extension and termination options are included in property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable by the respective lessor and not only by the Group.

17. Investment Property

	Land \$'000	Plant and Buildings \$'000	Total \$'000
Cost -			
Acquisition of subsidiary	250,000	320,000	570,000
At 31 December 2019	250,000	320,000	570,000
Accumulated Depreciation -			
Charge for the year	-	1,381	1,381
At 31 December 2019	-	1,381	1,381
Net Book Value -			
31 December 2019	250,000	318,619	568,619

The investment property, which is carried at cost less accumulated depreciation, was revalued as at 30 October 2019 based on open market value by D.C. Tavares and Finson Realty Limited, independent qualified valuers. The valuation was carried out to determine the fair value at acquisition.

Amounts recognised in profit or loss for investment property:

	2019 \$'000
Rental income	7,236
Direct operating expenses from property that generated rental income	(1,381)

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

17. Investment Property (Continued)

The investment property is leased to tenants under long-term operating leases with rentals payable monthly. Minimum lease payments receivable on leases of investment properties are as shown below:

	2019 \$'000
Receivable as follows:	
Within one year	45,659
Later than one year but not later than 5 years	212,755
Later than 5 years	110,649
	<u>369,063</u>

18. Intangible Assets

	Computer Software \$'000	Rights to Customer Contracts \$'000	Total \$'000
	The Group		
At Cost -			
At 31 December 2017	42,990	470,637	513,627
Additions	9,753	-	9,753
At 31 December 2018	52,743	470,637	523,380
Additions	30,085	-	30,085
At 31 December 2019	82,828	470,637	553,465
Amortisation -			
At 31 December 2017	22,501	357,282	379,783
Amortisation charge for year	8,186	61,296	69,482
At 31 December 2018	30,687	418,578	449,265
Amortisation charge for year	10,924	18,928	29,852
At 31 December 2019	41,611	437,506	479,117
Net Book Value -			
31 December 2019	41,217	33,131	74,348
31 December 2018	22,056	52,059	74,115

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

18. Intangible Assets (Continued)

	The Company		
At Cost -			
At 31 December 2017	42,990	470,637	513,627
Additions	7,718	-	7,718
At 31 December 2018	50,708	470,637	521,345
Additions	30,085	-	30,085
At 31 December 2019	80,793	470,637	551,430
Amortisation -			
At 31 December 2017	22,501	357,282	379,783
Amortisation charge for year	7,779	61,296	69,075
At 31 December 2018	30,280	418,578	448,858
Amortisation charge for year	10,517	18,929	29,446
At 31 December 2019	40,797	437,507	478,304
Net Book Value -			
31 December 2019	39,996	33,130	73,126
31 December 2018	20,428	52,059	72,487

The amortisation period for the contracts classified as rights to customer contracts are amortised over five – ten years.

The total amortisation charge is included in direct expenses in profit or loss.

19. Investments in Subsidiaries

	2019 \$'000	2018 \$'000
Harbour Cold Stores Limited	13,335	13,335
Security Administrators Limited	6	6
Western Storage Limited	16,301	16,301
Western Terminals Limited	46,039	46,039
Kingston Terminal Operators Limited	50	50
	<u>75,731</u>	<u>75,731</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

20. Investment in Joint Venture

The Group through its subsidiary KW Logistics Limited entered into a joint venture agreement with effect from 31 August 2018, under the terms of which it acquired a fifty percent (50%) share in SSL REIT Limited (SSL REIT), a company incorporated in Jamaica. SSL REIT's primary business is the rental of warehousing facilities. The Group's investment of \$58 million was accounted for using the equity method up to 31 October 2019 when it acquired control of SSL REIT through an additional investment (Note 21).

	2019 \$'000	2018 \$'000
Investment as cost	-	61,605
Share of post-acquisition losses from joint venture	-	(3,572)
	<u>-</u>	<u>58,033</u>

The tables below provide summarised unaudited financial information for the joint venture.

Summarised Unaudited Statement of Financial Position as at 31 December

	2019 \$'000	2018 \$'000
Cash and cash equivalents	-	13,639
Other current assets	-	46,144
Non-current assets	-	504,282
Total assets	<u>-</u>	<u>564,065</u>
Current liabilities	-	6,791
Non-current liabilities	-	470,000
Total Liabilities	<u>-</u>	<u>476,791</u>
Net assets	<u>-</u>	<u>87,274</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

20. Investment in Joint Venture (Continued)

Summarised Unaudited Statement of Comprehensive Income.

	Ten months ended 31 October 2019 \$'000	Six months ended 31 December 2018 \$'000
Revenue	36,180	19,178
Interest income	4,114	139
Depreciation	(6,872)	(4,164)
Interest expense	(29,375)	(40,256)
Other operating expense	(3,389)	(8,943)
Net profit/(loss)	658	(34,046)

When acquired the company had pre-acquisition losses of approximately \$29 million. As at the reporting date, the Group's share of profits was \$329,000 (2018 - losses of \$3,572,000).

Reconciliation to carrying amounts

	2019 \$'000	2018 \$'000
Net assets at 31 December	-	87,274
Add: Pre-acquisition losses	-	28,792
Total	-	116,066
Group's share	-	50%
Carrying amount	-	58,033

There are no commitments nor contingent liabilities relating to the company's interest in KW Warehousing Services Limited (formerly SSL REIT Limited). In 2018, the Group advanced \$470 million to the joint venture entity (Note 27).

21. Acquisition of Subsidiary

With effect from 1 November 2019, the Group through its subsidiary KW Logistics Limited acquired control of SSL REIT, formerly a joint venture interest. The Group previously held a 50% share of the issued share capital of the company and has subsequently acquired the remaining 50%. SSL REIT's primary business is the rental of warehousing facilities.

Since 1 November 2019, SSL REIT contributed revenues of \$7.2 million and loss after tax of \$58 thousand to the Group's results in 2019. If the acquisition had occurred on 1 January 2019, management estimates that the company would have contributed revenues of \$43.4 million and profit after tax of \$0.5 million to the Group.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

21. Acquisition of Subsidiary (Continued)

The fair value of certain material asset categories was established as follows:

At 31 October 2019, the group's equity investment in SSL REIT was measured at \$80.5 million. In accordance with IFRS 3, Business Combinations, the Group performed a two-step recognition process. Firstly the fair value of the equity investment immediately before the business combination was ascertained and compared to the carrying value to identify a fair value gain. Secondly, the fair value of the identifiable assets and liabilities was individually performed and compared to the fair value of the equity investment to identify whether goodwill should be recognised. It was noted that within the range of equity investments there was not a material difference between the fair value of the equity investment and the fair value of the identifiable assets and liabilities. Accordingly, no goodwill has been recognised on the transaction. The net gain on recognition of SSL REIT as a subsidiary is calculated as below:

Step 1 – Deemed disposal

	2019 \$'000
Fair value of net assets of joint venture at 31 October 2019	80,524
Less: Carrying value of investment in joint venture at 31 October 2019	<u>(58,362)</u>
Gain on disposal of interest in joint venture	<u><u>22,162</u></u>

Step 2 - Acquisition of subsidiary

The following summarises the fair value of the identifiable assets and liabilities recognised by the group at 1 November 2019

	2019 \$'000
Property, plant and equipment	570,000
Cash and cash equivalents	16,538
Receivables from related parties	34,929
Other current assets	9,761
Short term loan payable	(470,000)
Current liabilities	<u>(180)</u>
Net identifiable assets acquired	<u><u>161,048</u></u>

	2019 \$'000
Assets acquired	631,228
Less: Liabilities taken over	<u>470,180</u>
Net assets acquired	161,048
Deemed purchase price	<u>(144,928)</u>
Gain on acquisition of subsidiary	<u><u>16,120</u></u>

Subsequent to the completion of the transaction, SSL REIT's name was changed to KW Warehousing Services Limited.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

22. Investments

(a) Classification of financial assets at fair value through other comprehensive income

Investments comprise equity securities which are classified as financial assets at fair value through other comprehensive income and which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant. On disposal of these equity investments, any balances within fair value reserve are reclassified through retained earnings.

(b) Equity investments at fair value through other comprehensive income

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Non-current assets				
Unquoted equities in a related company	128,466	128,466	85,818	85,818

23. Retirement Benefit Asset and Obligations

	The Group and Company	
	2019 \$'000	2018 \$'000
Statement of financial position obligations/(asset) for:		
Pension benefits	(2,071,885)	(1,985,258)
Other retirement benefits	370,149	326,782
Profit or loss for (Note 7):		
Pension benefits	(78,864)	(30,384)
Other retirement benefits	39,422	40,465
Remeasurements for:		
Pension benefits	(3,444)	(776,501)
Other retirement benefits	15,235	(60,676)
	11,791	(837,177)

(a) Pension benefits

The Group has established two pension schemes covering all permanent employees: a defined benefit plan and a defined contribution plan. The assets of the funded plans are held independently of the Group's assets in separate trustee-administered funds.

Defined contribution plan

The Group, through a subsidiary, participates in a defined contributory pension scheme which was established in May 2001 and is open to security personnel and administrative personnel contracted to the subsidiary. The scheme is administered by trustees. The scheme is funded by the employer's contribution of 5% and the members mandatory contribution of 5%. Members may also voluntarily contribute up to an additional 5% of their earnings to the scheme. The total contribution to the scheme during the year was \$7,379,000 (2018 - \$7,363,000).

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(a) Pension benefits (continued)

Defined contribution plan (continued)

The plan is valued by independent actuaries triennially to determine the adequacy of funding. The latest such valuation dated 31 December 2018 revealed that the scheme was adequately funded as at that date.

Defined benefit plan

The Group operates a joint contributory defined benefit pension scheme which is fully funded. The scheme is open to all permanent employees of the Group and is administered by trustees. Under the scheme, retirement benefits are based on average salary during the three years preceding retirement. The scheme is funded by employee contributions of 5% and employer contributions of 1% of salary as recommended by independent actuaries. Members may also voluntarily contribute up to an additional 5% of their earnings to the scheme.

The assets of the scheme are held independently of the Group's assets in a separate trustee-administered fund. The scheme is valued by independent actuaries annually using the projected unit credit method. The latest actuarial valuation was carried out as at 31 December 2019.

Additionally, the plan is valued by independent actuaries triennially to determine the adequacy of funding. The latest such valuation being as at 31 December 2017 revealed that the scheme was adequately funded as at that date.

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

	The Group and Company	
	2019	2018
	\$'000	\$'000
Fair value of plan assets	(4,200,906)	(3,779,712)
Present value of funded obligations	2,129,021	1,794,454
Surplus of funded plan/Asset in the statement of financial position	<u>(2,071,885)</u>	<u>(1,985,258)</u>

Movements in the amounts recognised in the statement of financial position:

	The Group and Company	
	2019	2018
	\$'000	\$'000
Asset at beginning of year	(1,985,258)	(1,174,675)
Amounts recognised in statement of comprehensive income	(82,308)	(806,885)
Contributions paid	(4,319)	(3,698)
Asset at end of year	<u>(2,071,885)</u>	<u>(1,985,258)</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(a) Pension benefits (continued)

The movement in the defined benefit asset recognised in the statement of financial position is as follows:

	The Group and Company	
	2019	2018
	\$'000	\$'000
Balance at beginning of year	(3,779,712)	(3,020,836)
Interest income	(262,327)	(239,697)
Re-measurements -		
Return on plan assets, excluding amounts included in interest expense	(223,246)	(568,429)
Members' contributions	(37,946)	(34,532)
Employer's contributions	(4,319)	(3,698)
Benefits paid	101,118	80,591
Administrative expenses	5,526	6,889
Balance at end of year	<u>(4,200,906)</u>	<u>(3,779,712)</u>

The movement in the present value of the funded obligations over the year is as follows:

	The Group and Company	
	2019	2018
	\$'000	\$'000
Balance at beginning of year	1,794,454	1,846,161
Current service cost	70,102	76,645
Interest cost	127,616	150,889
Re-measurements -		
Loss/(gain) from change in financial assumptions	219,802	(208,071)
Members' voluntary contributions	18,165	16,040
Benefits paid	(101,118)	(80,591)
Gain on curtailment	-	(6,619)
Balance at end of year	<u>2,129,021</u>	<u>1,794,454</u>

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately \$1,248,651,000 relating to active employees, \$114,445,000 relating to deferred members, \$759,426,000 relating to members in retirement and \$6,499,000 representing other liabilities.

The amounts recognised in profit or loss are as follows:

	The Group and Company	
	2019	2018
	\$'000	\$'000
Current service cost	50,321	58,153
Interest income, net	(134,711)	(88,807)
Administrative expenses	5,526	6,889
Gain on curtailment	-	(6,619)
Total, included in staff costs (Note 7)	<u>(78,864)</u>	<u>(30,384)</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(a) Pension benefits (continued)

Plan assets are comprised as follows:

	The Group and Company			
	2019		2018	
	\$'000	%	\$'000	%
Quoted securities:				
Equity securities	2,404,769	57.2	2,097,528	55.5
Government of Jamaica securities	971,257	23.1	1,005,438	26.6
Corporate bonds, promissory notes and preference shares	570,891	13.6	331,578	8.8
Repurchase agreements	84,167	2.0	178,660	4.7
Leases	33,084	0.8	26,795	0.7
Real estate	117,809	2.8	114,810	3.0
Other	18,929	0.5	24,903	0.7
	<u>4,200,906</u>	<u>100.0</u>	<u>3,779,712</u>	<u>100.0</u>

The pension plan assets include ordinary stock units of the company with a fair value of \$549,000,000 (2018 - \$741,000,000).

Expected contributions to the post-employment plan for the year ending 31 December 2020 are \$3.0 million.

The significant actuarial assumptions used were as follows:

	2019	2018
Discount rate	7.50%	7.00%
Future salary increases	5.00%	4.00%
Expected pension increase	<u>3.00%</u>	<u>2.00%</u>

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 65.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on Post-employment Obligations		
	Change in Assumption	Increase in Assumption	Decrease in Assumption
		\$'000	\$'000
Discount rate	0.5%	(126,126)	141,440
Future salary increases	0.5%	18,471	(16,856)
Expected pension increase	0.5%	106,856	(102,343)
Life expectancy	0.5%	<u>41,454</u>	<u>(35,611)</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(a) Pension benefits (continued)

Sensitivity (continued):

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

(b) Other retirement benefits

The Group operates both a group health plan and a group life plan. The parent company covers 100% of the premiums of both plans. However pensioners under the health plan have the option to pay an additional premium for single dependant or multiple dependants' coverage.

The method of accounting and the frequency of valuations for these plans are similar to those used for the pension scheme. In addition to the assumptions used for the pension scheme, the main actuarial assumption is a long term increase in health costs of 6% per year (2018 – 5%) for the insured group health plan. The insured group life plan assumes a salary rate increase of 5% per year (2018 – 4%).

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

	The Group and Company	
	2019	2018
	\$'000	\$'000
Present value of unfunded obligations	370,149	326,782

Movement in the amounts recognised in the statement of financial position:

	The Group and Company	
	2019	2018
	\$'000	\$'000
Liability at beginning of year	326,782	357,792
Amounts recognised in the statement of comprehensive income	54,657	(20,211)
Contributions paid	(11,290)	(10,799)
Liability at end of year	370,149	326,782

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(b) Other retirement benefits (continued)

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

	The Group and Company	
	2019 \$'000	2018 \$'000
Balance at beginning of year	326,782	357,792
Current service cost	15,834	20,871
Interest cost	23,588	29,341
Gain on curtailment	-	(9,747)
Included in staff costs in profit or loss (Note 7)	39,422	40,465
Re-measurements -		
Loss/(gain) from change in financial assumptions	23,760	(46,605)
Experience losses/(gains)	(8,525)	(14,071)
Total, included in other comprehensive income	15,235	(60,676)
Benefits paid	(11,290)	(10,799)
Balance at end of year	370,149	326,782

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Impact on Post-employment Obligations - Life			
	Change in Assumption	Increase in Assumption \$'000	Decrease in Assumption \$'000
Discount rate	0.50%	(2,381)	2,621
Future salary increases	0.50%	709	(700)

Impact on Post-employment Obligations - Medical			
	Change in Assumption	Increase in Assumption \$'000	Decrease in Assumption \$'000
Discount rate	0.50%	(24,855)	28,131
Future medical cost rate	0.50%	28,131	(24,855)

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(c) Risks associated with pension plans and other post-employment plans

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

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to Government of Jamaica bond yields; if plan assets underperform this yield, this will create a deficit.

As the plan matures, the trustees intend to reduce the level of investment risk by investing more in assets that better match the liabilities. The Government bonds largely represent investments in Government of Jamaica securities.

However, the company believes that due to the long-term nature of the plan liabilities, a level of continuing equity investment is an appropriate element of the company's long term strategy to manage the plans efficiently. See below for more details on the company's asset-liability matching strategy.

Changes in bond yields

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

Inflation risk

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

Life expectancy

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

The company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension scheme. Within this framework, the company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due. The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The company has not changed the processes used to manage its risks from previous periods. The company does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets in 2019 consists of bonds and equities.

Funding levels are monitored on an annual basis and the current agreed contribution rate is 5% of pensionable salaries for the employees and 1% for the company. The next triennial valuation is due to be completed as at 31 December 2020. The company considers that the contribution rates set at the last valuation date to be sufficient to prevent a deficit and that regular contributions, which are based on service costs, will not increase significantly.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

23. Retirement Benefit Asset and Obligations (Continued)

(c) Risks associated with pension plans and other post-employment plans (continued) Life expectancy (continued)

The weighted average duration of the defined benefit obligation for pension scheme is 15 years. The weighted average duration of the defined benefit obligation for post-employment medical and life insurance benefits is 17 years and 12 years respectively.

24. Inventories

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Fuel	6,815	8,445	6,815	8,445
Operating supplies	426,230	383,561	424,210	381,075
	<u>433,045</u>	<u>392,006</u>	<u>431,025</u>	<u>389,520</u>

Operating supplies for the Group and company are shown net of provision for impairment of \$5,000,000 (2018 – \$5,000,000).

25. Related Party Transactions and Balances

(a) During the year the Group had normal business transactions with related parties as follows:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
(i) Revenue earned from sales of services				
Subsidiaries	-	-	9,044	10,061
Companies controlled by directors/members or related by virtue of common directorships	2,927,757	2,745,886	2,238,673	2,094,005
	<u>2,927,757</u>	<u>2,745,886</u>	<u>2,247,717</u>	<u>2,104,066</u>
Services provided to related parties are negotiated, as with non-related party customers, and are all at arms' length.				
(ii) Other income				
Subsidiaries – management fees	-	-	6,490	2,575
Subsidiaries – interest	-	-	5,875	2,329
Joint venture - interest	29,375	14,883	29,375	14,883
Companies controlled by directors/members or related by virtue of common directorships - dividends	2,330	2,330	1,556	1,556
(iii) Purchases of goods and services				
Subsidiaries	-	-	144,648	81,785
Companies controlled by directors/members related by virtue of common directorships	294,133	246,698	334,159	246,698
	<u>294,133</u>	<u>246,698</u>	<u>478,807</u>	<u>328,483</u>

Services are bought from related parties on the basis of the prices offered to non-related parties.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

25. Related Party Transactions and Balances (Continued)

(a) Transactions (continued)

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
(iv) Interest expense				
Companies controlled by directors/members or related by virtue of common directorships	6,791	8,176	6,791	8,176

(b) Year-end balances with related parties:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
(i) Due from related companies				
Subsidiaries				
Long term loan	-	-	476,071	-
Long term receivable	-	-	230,650	166,608
Current accounts	-	-	59,704	23,436
Joint venture – short term loan	-	470,000	-	470,000
Joint venture – interest receivable	-	6,071	-	6,071
Companies controlled by directors/members or related by virtue of common directorships				
Trade receivables (Note 25)	358,751	265,706	286,221	198,126
	<u>358,751</u>	<u>741,777</u>	<u>1,052,646</u>	<u>864,241</u>

The long term loan receivable of \$470,000,000 is due and is repayable in 36 months. Interest is charged at a rate of 7.5% per annum. In prior year, this balance was due from a joint venture entity and was repayable within one year.

Included in long term amount receivable is a loan of \$61 million (2018 - 61 million) which earns interest at 7.5% (2018 - 7.5%) and is repayable on 30 June 2022 from a subsidiary. The balance of the long term amount receivable is interest free and not due for repayment in twelve months.

Loss allowances of \$16,464,000 (2018 - \$14,672,000) and \$11,290,000 (2018 - \$10,605,000) for the Group and company respectively are held against trade accounts receivable from related parties.

(ii) Due to related companies

Subsidiaries	-	-	7,753	49,678
Companies controlled by directors/members or related by virtue of common directorships (Note 34)	37,595	13,800	37,595	13,800
	<u>37,595</u>	<u>13,800</u>	<u>45,348</u>	<u>63,478</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

25. Related Party Transactions and Balances (Continued)

(b) Year-end balances with related parties (continued):

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
(iii) Borrowings				
Companies controlled by directors/members or related by virtue of common directorships	94,194	99,294	94,194	99,294

(c) Key management compensation:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Salaries and other short term employee benefits	117,348	92,477	105,320	81,129
Payroll taxes – employer's contributions	7,010	5,362	5,806	4,512
Pension benefits	678	542	558	428
Other	41,317	8,850	39,545	7,384
	<u>166,353</u>	<u>107,231</u>	<u>151,229</u>	<u>93,453</u>
Directors' emoluments –				
Fees	18,764	19,075	18,566	18,401
Management remuneration (included in salaries above)	99,733	88,514	84,609	41,296

26. Trade and Other Receivables

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Trade receivables	631,963	566,915	532,986	458,827
Less: Loss allowance	(54,771)	(74,184)	(44,189)	(53,673)
	<u>577,192</u>	<u>492,731</u>	<u>488,797</u>	<u>405,154</u>
Prepayments	65,251	32,159	47,535	27,685
Other	191,159	172,278	186,481	162,672
	<u>833,602</u>	<u>697,168</u>	<u>722,813</u>	<u>595,511</u>

Trade receivables include amounts receivable from related parties (Note 25). The fair values for trade and other receivables approximate the carrying values.

Included in "Other" receivables are amounts totalling \$141,778,000 (2018 - \$130,033,000) relating to repairs to damaged berths. These amounts are recoverable from the principals of the offending ships.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

27. Loan Receivable

Loan receivable, classified as 'other financial assets at amortised cost', represents a loan of \$470,000,000 to a subsidiary company (2018 - related through joint venture arrangements) and is repayable within 36 months at a fixed rate of interest of 7.5%. In prior year, this loan was repayable within 12 months and interest was charged at 7.5% per annum.

28. Cash and Cash Equivalents

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Short term investments - deposits	5,229,574	4,458,955	4,501,418	3,843,021
Less: Short term deposits with maturities in excess of three months	(63,303)	(114,996)	-	-
	5,166,271	4,343,959	4,501,418	3,843,021
Cash and bank	693,915	560,511	443,919	449,738
	<u>5,860,186</u>	<u>4,904,470</u>	<u>4,945,337</u>	<u>4,292,759</u>

The weighted average effective interest rate on short term deposits was 2.98% (2018 – 2.39%) per annum for United States dollar denominated deposits and 2.67% (2018 – 3.46%) per annum for Jamaican dollar deposits. These short term deposits have an average maturity of 67 days.

Cash at bank includes United States dollar savings accounts and an interest earning current account. Interest is currently 0.15% (2018 – 0.14%) per annum and 1% (2018 – 3%) per annum respectively.

The Group has undrawn credit facilities via bank overdrafts of \$60 million and \$5 million which attract interest at 16.85% and 16.25% respectively. Security for the facilities is described in Note 32.

29. Share Capital

The total authorised number of ordinary shares is 1,507,550,000 (2018 - 1,507,550,000) units. All issued shares are fully paid. The no par shares in issue comprise the stated capital of the company.

	2019 Units ('000)	2018 Units ('000)	2019 \$'000	2018 \$'000
Issued and fully paid				
Ordinary stock units	1,430,200	1,430,200	2,079,398	2,079,398
Treasury shares	(858)	(908)	(35,654)	(42,465)
Issued and outstanding	<u>1,429,342</u>	<u>1,429,292</u>	<u>2,043,744</u>	<u>2,036,933</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

29. Share Capital (Continued)

Treasury Shares

The treasury shares are shares in the company that are held by a Trust for the purpose of issuing shares under the Kingston Wharves Limited Employee Share Ownership Scheme and the Kingston Wharves Limited Executive Share Ownership Scheme. The company established an Employee Share Ownership Trust (the Trust) and through this Trust purchased 1,217,329 units of its own shares at a fair value of \$50 million.

During the year, the company through this Trust sold 50,000 shares to key management personnel at a value of \$2,050,000. Included in the number of shares at the year-end are 101,000 units which were granted to employees and are being held by the Trust until the expiration of the vesting period.

	2019		2018	
	Number of shares '000	\$'000	Number of shares '000	\$'000
Shares purchased for ESOP	1,217	50,000	1,217	50,000
Executive share ownership scheme sale	(359)	(14,346)	(309)	(7,535)
Balance at end of year	858	35,654	908	42,465

30. Other Reserves

Other reserves comprise:

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
Capital reserves	13,788,121	13,772,795	8,669,388	8,654,062
Fair value reserve	41,948	41,948	27,768	27,768
	13,830,069	13,814,743	8,697,156	8,681,830

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

30. Other Reserves (Continued)

Capital Reserves

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Unrealised surplus on revaluation of property, plant and equipment	14,690,154	14,707,938	8,869,193	8,886,977
Less: Deferred taxation	(1,426,719)	(1,447,250)	(560,508)	(581,039)
	13,263,435	13,260,688	8,308,685	8,305,938
Realised gain on sale of assets	30,188	30,188	5	5
Capital distributions received	3,612	3,612	3,612	3,612
Capitalisation of profits	130,325	130,325	-	-
Asset replacement reserve	357,076	344,497	357,076	344,497
Capitalisation of depreciation reserve	66	66	10	10
Arising on consolidation	3,419	3,419	-	-
	13,788,121	13,772,795	8,669,388	8,654,062

Fair Value Reserve

This represents unrealised surplus on revaluation of assets through other comprehensive income.

31. Asset Replacement/Rehabilitation and Depreciation Reserves

The Port Authority of Jamaica under the Wharfage Act mandated the creation of a special reserve to be provided through the tariff of wharfage rates, for the replacement and/or rehabilitation of the wharf facilities.

The Port Authority of Jamaica also stipulated that the depreciation charged on the historical cost of property, plant and equipment be matched with amounts placed in a Depreciation Fund. The requirement for these reserves became effective in 1998.

The Authority requires that both the Asset Replacement/Rehabilitation and the Depreciation Reserves be represented by a Fund consisting of cash, deposits or highly liquid securities. The net interest arising on such Funds should be transferred to the Asset Replacement/Rehabilitation and Depreciation Reserves, respectively. Amounts from these reserves are used for capital projects in accordance with guidelines set by The Port Authority of Jamaica.

The balance of the reserves comprises:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Asset Replacement/Rehabilitation Reserve	-	-	-	-
Depreciation Fund	216,598	216,447	212,968	212,968
	216,598	216,447	212,968	212,968

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

31. Asset Replacement/Rehabilitation and Depreciation Reserves (Continued)

The movement in each category of reserves was as follows:

(a) Asset Replacement/Rehabilitation Reserve

	The Group and Company	
	2019 \$'000	2018 \$'000
At beginning of year	-	-
Transfers from profit or loss account during the year	12,579	12,579
Transfer to capital reserves - utilised for capital expansion	(12,579)	(12,579)
At end of year	-	-

(b) Depreciation Fund

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
At beginning of year	216,447	216,331	212,968	212,968
Transfer from retained earnings (net interest)	151	116	-	-
At end of year	216,598	216,447	212,968	212,968

(c) Value of Reserve Funds Represented by Cash and Short Term Investments

The dollar amount of approvals received by the company from The Port Authority of Jamaica to undertake capital projects to date, exceeds the required provisions. As such, all related cash, deposits or highly liquid securities pertaining to reserves have been fully utilised.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

32. Borrowings

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
(a) The Port Authority of Jamaica	1,480	1,480	1,480	1,480
(b) The Port Authority of Jamaica	1,452	1,452	-	-
(c) Bank of Nova Scotia Jamaica Limited	1,359,000	1,611,000	1,359,000	1,611,000
(d) SAJE Logistics Infrastructure Limited	94,194	99,294	94,194	99,294
(e) Development Bank of Jamaica/CIBC FirstCaribbean International Bank (Jamaica) Limited	35,714	71,428	35,714	71,428
(f) CIBC FirstCaribbean International Bank (Jamaica) Limited	179,259	218,370	179,259	218,370
(g) CIBC FirstCaribbean International Bank (Jamaica) Limited	255,357	333,929	255,357	333,929
(h) CIBC FirstCaribbean International Bank (Jamaica) Limited	306,375	370,875	306,375	370,875
(i) First Global Bank Limited	40,800	69,600	40,800	69,600
	<u>2,273,631</u>	<u>2,777,428</u>	<u>2,272,179</u>	<u>2,775,976</u>
Less: Current portion	<u>(504,168)</u>	<u>(503,799)</u>	<u>(504,168)</u>	<u>(503,799)</u>
	<u>1,769,463</u>	<u>2,273,629</u>	<u>1,768,011</u>	<u>2,272,177</u>

- (a) These loans, which are interest free and unsecured, were obtained to build a security wall and are repayable only if the wharf is sold.
- (b) This comprises a loan towards the partial cost of construction of a security wall. This interest-free and unsecured loan is repayable only in the event of the asset being sold.
- (c) This represents a loan of \$1.8 billion from The Bank of Nova Scotia for the financing of the company's Total Logistics Facility. This loan facility was renegotiated in the prior year; the loan remains repayable over a 7 year period and had a moratorium on principal which ended 30 June 2018. Thereafter, principal is repayable in 20 quarterly instalments of \$63,000,000 each and one final payment of \$540,000,000. The interest rate varies over the life of the loan with rates fixed at 7.0% per annum for three years and 7.5% per annum for the remainder of the loan. This is scheduled to be repaid in June 2023.
- (d) This represents a loan facility of \$110 million from SAJE Logistics Infrastructure Limited, a related party, for financing of the company's capital projects. The interest rate is fixed at 7% and the loan is scheduled to be repaid in July 2031.
- (e) This represents a credit facility granted by the Development Bank of Jamaica through CIBC FirstCaribbean International Bank (Jamaica) Limited towards the company's capital expenditure program. The interest rate is currently fixed at 7.25% p.a. and the loan is repayable in December 2020.
- (f) This represents a loan facility from CIBC FirstCaribbean International Bank (Jamaica) Limited towards the company's capital expenditure program for the amount of \$352 million. The loan is being amortised over a period of ten years at a fixed interest rate of 9.5% for the first two years and WATBY plus 2.5% thereafter. The loan facility also attracted a moratorium on principal in the first year and is scheduled to be repaid in July 2024.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

32. Borrowings (Continued)

- (g) This represents a loan facility from CIBC FirstCaribbean International Bank (Jamaica) Limited toward the company's capital expenditure program in the amount of \$550 million. The loan is being amortised over a 7 year period and interest is currently computed based on six-month WATBY plus 2.5%; subject to a cap of 10.25% and is scheduled to be repaid in March 2023.
- (h) This represents a credit facility of \$372 million granted by the Development Bank of Jamaica through CIBC FirstCaribbean International Bank (Jamaica) Limited and loan of \$79.5 million from CIBC FirstCaribbean International Bank (Jamaica) Limited toward the company's capital expenditure program. The loan is being amortised over a 7 year period and is currently fixed at 7.25%p.a. and is to be repaid in September 2024.
- (i) This represents a credit facility of \$88.8 million granted by First Global Bank toward the company's capital expenditure program. The loan is being amortised over 3 years, with a current interest rate of 6.75% p.a for 12 months and variable thereafter, subject to change by the Bank. The principal is repayable in monthly instalments of \$2,400,000 and is scheduled to be fully repaid in May 2021. The loan is secured by mortgages over property owned by the Group, bills of sale over certain pieces of machinery and assignment of insurance over these pieces of machinery.

Security for the loan facilities with CIBC FirstCaribbean International Bank (Jamaica) Limited (e)-(h) above and including the bank overdrafts (Notes 3 and 28) and guarantees (Note 37), is a registered demand debenture providing fixed and floating charges over the company's fixed and floating assets stamped to cover US\$26.6 million, assignment of insurance proceeds and promissory notes stamped in the sums of \$1.302 billion and US\$26.6 million and mortgages/charges over property and machinery owned by the Group of \$1,503.5 million. Undrawn facilities with this institution (excluding overdrafts (Note 28)) total \$150 million for capital expenditure.

The facility with SAJE Logistics Infrastructure Limited (d) is secured by mortgages over property owned by the Group.

The Bank of Nova Scotia (BNS) facility (c) is secured by a debenture ranked pari passu with CIBC FirstCaribbean International Bank (Jamaica) Limited over the fixed and floating assets of the company, together with a legal mortgage over land and buildings owned by the Group, and supported by guarantees totalling \$1.8 billion. Undrawn facilities from BNS include insurance premium financing of US\$1.5 million, unsecured revolving loan of \$4 million and bank overdraft (Note 28).

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group and company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group and company's statements of cash flows as cash flows from financing activities.

	The Group		The Company	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
At beginning of year	2,777,428	2,887,265	2,775,976	2,885,813
Financing cash inflows	-	518,390	-	518,390
Financing cash outflows	(503,797)	(630,210)	(503,797)	(630,210)
Non-cash changes	-	1,983	-	1,983
At end of year	<u>2,273,631</u>	<u>2,777,428</u>	<u>2,272,179</u>	<u>2,775,976</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

33. Deferred Income Tax

Deferred income taxes are calculated on all temporary differences under the liability method using a tax rate of 10.92% (2018 - 11.32%) for the company and 25% (2018 - 25%) for the subsidiaries.

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Statement of financial position (assets)/liabilities for:				
Deferred income tax assets	(2,605)	(1,250)	-	-
Deferred income tax liabilities	1,414,921	1,499,077	829,685	881,692
	<u>1,412,316</u>	<u>1,497,827</u>	<u>829,685</u>	<u>881,692</u>

Deferred income tax assets and liabilities are due to the following items:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Deferred income tax assets -				
Vacation leave accrual	3,684	3,651	2,631	2,683
Other payables	1,872	121	-	-
Employee benefit obligations	40,420	36,992	40,420	36,992
Property, plant and equipment	1,874	282	-	-
Unrealised foreign exchange losses	3,948	-	2,320	-
	<u>51,798</u>	<u>41,046</u>	<u>45,371</u>	<u>39,675</u>
Deferred income tax liabilities -				
Property, plant and equipment	1,233,890	1,311,590	645,219	694,235
Unrealised foreign exchange gains	-	601	-	601
Interest receivable	3,974	1,951	3,587	1,800
Retirement benefit asset	226,250	224,731	226,250	224,731
	<u>1,464,114</u>	<u>1,538,873</u>	<u>875,056</u>	<u>921,367</u>
Net deferred income tax liabilities	<u>1,412,316</u>	<u>1,497,827</u>	<u>829,685</u>	<u>881,692</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

33. Deferred Income Tax (Continued)

The movement in the net deferred income tax assets and liabilities during the year is as follows:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Net liabilities at beginning of year	1,497,827	1,406,327	881,692	759,508
Profit or loss (Note 10)	(66,268)	11,278	(32,764)	41,962
Effect on re-measurements of post- employment benefits	1,288	94,768	1,288	94,768
Stockholders' equity on disposal of PPE	-	(25,804)	-	(25,804)
Effect of change in tax rate on previous years' revaluation surplus	(20,531)	11,258	(20,531)	11,258
Net liabilities at end of year	<u>1,412,316</u>	<u>1,497,827</u>	<u>829,685</u>	<u>881,692</u>

The deferred tax movement in the profit or loss comprises the following temporary differences:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Vacation leave accrual	(33)	(231)	52	(317)
Other payables	(1,751)	(5)	-	-
Employee benefit obligations	(5,091)	(4,109)	(5,091)	(4,109)
Unrealised foreign exchange losses	(3,948)	400	(2,320)	-
Interest payable	-	96	-	96
Property, plant and equipment	(58,761)	7,910	(28,485)	38,950
Unrealised foreign exchange gains	(601)	425	(601)	425
Interest receivable	2,023	467	1,787	592
Retirement benefit asset	1,894	6,325	1,894	6,325
	<u>(66,268)</u>	<u>11,278</u>	<u>(32,764)</u>	<u>41,962</u>

The deferred tax movement on the re-measurements of post-employment benefits in other comprehensive income comprises:

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Retirement benefit asset	(375)	87,900	(375)	87,900
Employee benefit obligations	1,663	6,868	1,663	6,868
	<u>1,288</u>	<u>94,768</u>	<u>1,288</u>	<u>94,768</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

33. Deferred Income Tax (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

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

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Deferred income tax assets to be recovered -				
After more than 12 months	42,294	37,274	40,420	36,992
Deferred income tax liabilities to be extinguished -				
After more than 12 months	1,460,140	1,536,321	871,469	918,966

34. Trade and Other Payables

	The Group		The Company	
	2019	2018	2019	2018
	\$'000	\$'000	\$'000	\$'000
Trade payables	221,354	175,982	195,178	150,313
Dividends payable	450,400	364,162	450,400	364,162
Provision for 16% wharfage reserve	111,148	75,340	111,148	75,340
Third party collections	-	657,926	-	657,926
Contract retention	4,325	4,405	4,325	4,405
Other payables and accruals	622,987	551,274	578,495	518,822
	<u>1,410,214</u>	<u>1,829,089</u>	<u>1,339,546</u>	<u>1,770,968</u>

Trade and other payables include amounts payable to related parties (Note 25).

35. Operating Leases

The Group has entered into an operating lease for property to expand its port and logistics operations. The future minimum lease payments under operating leases are as follows:

	2019	2018
	\$'000	\$'000
No later than 1 year	-	82,265
Within 1 to 5 years	-	339,107
Over 5 years	-	741,797
	<u>-</u>	<u>1,163,169</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

35. Operating Leases (Continued)

The Group earned property rental income of \$181,642,000 (2018- \$187,681,000) under operating leases.

The future minimum lease payments receivable under operating leases ,(excluding investment property – Note17) are as follows:

	2019 \$'000	2018 \$'000
No later than 1 year	177,795	215,042
Within 1 to 5 years	144,472	195,370
Over 5 years	-	17,166
	<u>322,267</u>	<u>427,578</u>

36. Contingent Liabilities

Litigation

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

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

Other

The Group is contingently liable to its bankers in respect of guarantees in the ordinary course of business totalling approximately \$2.8 million.

37. Commitments

The Group and company had capital commitments at year-end as follows:

	2019 \$'000	2018 \$'000
Authorised and contracted for	<u>76,270</u>	<u>55,602</u>

38. Subsequent Events

Subsequent to the year end, the company paid a dividend of 31 cents per share to equity holders on record on 19 December 2019 (Note 14).

Effective 1 January 2020 the Jamaica Special Economic Zone Authority designated Kingston Wharves Limited as a Developer of the Kingston Wharves Terminal Special Economic Zone.

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

39. Changes in Accounting Policies

This note explains the impact of the adoption of IFRS 16 Leases on the company's financial statements.

As indicated in Note 2, the company has adopted IFRS 16 Leases retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019. The new accounting policies are disclosed in Note 16.

On adoption of IFRS 16, the company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 7.5%.

(a) Practical expedients applied

In applying IFRS 16 for the first time, the company has used the following practical expedients permitted by the standard:

- (i) applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- (ii) relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 January 2019;
- (iii) accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
- (iv) excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and;
- (v) using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The company has also elected not to reassess whether a contract is or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying IAS 17 and IFRIC 4 - Determining whether an Arrangement contains a Lease.

(b) Measurement of lease liabilities

	Group 2019 \$'000	Company 2019 \$'000
Operating lease commitments disclosed as at 31 December 2018	1,163,169	1,163,169
Extension period previously included in lease commitments	(741,797)	(741,797)
Operating lease commitments within Group	-	62,235
	<u>421,372</u>	<u>483,607</u>
Discounted using the lessee's incremental borrowing rate at the date of initial application	307,746	366,580
Lease liability recognised as at 1 January 2019	<u>307,746</u>	<u>366,580</u>
Of which are:		
Current lease liabilities	75,065	113,774
Non-current lease liabilities	232,681	252,806
	<u>307,746</u>	<u>366,580</u>

Notes to the Financial Statements

31 December 2019 (expressed in Jamaican dollars unless otherwise indicated)

39. Changes in Accounting Policies (Continued)

(c) Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had` always been applied. Other right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2018.

(d) Adjustments recognised in the statement of financial position on 1 January 2019

The change in accounting policy affected the following items in the statement of financial position on 1 January 2019:

- (i) right-of-use assets – increase by \$307,746,000 and \$366,580,000 for the Group and company respectively.
- (ii) lease liabilities – increase by \$307,746,000 and \$366,580,000 for the Group and company respectively.

There was no impact on retained earnings.

Notes

Proxy Form



I/We
of
being a member/members of KINGSTON WHARVES LIMITED hereby appoint
.....
of
or failing him/her
of
As my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at
195 Second Street, Newport West, Kingston 13, on Thursday, June 18, 2020 at 10:00 a.m., and at any
adjournment thereof.

RESOLUTIONS	FOR	AGAINST
Resolution 1	☐	☐
Resolution 2	☐	☐
Resolution 3a (i)	☐	☐
Resolution 3a (ii)	☐	☐
Resolution 3a (iii)	☐	☐
Resolution 3a (iv)	☐	☐
Resolution 3b	☐	☐
Resolution 4	☐	☐
Resolution 5	☐	☐

Place \$100
Stamp Here

Date this day of 2020

.....
Signature

.....
Signature

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead.
2. If the appointer is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorized in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
4. If the form is returned without any indication as to how the person appointed proxy shall vote, the proxy shall exercise his discretion as to how he votes or whether to abstain from voting.
5. To be valid this proxy must be deposited with the Registrar and Transfer Agent, Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, Jamaica, or with the Company Secretary at Total Logistics Facility, 195 Second Street, Newport West, Kingston 13, St. Andrew, Jamaica, not less than 48 hours before the time appointed for holding the meeting.
6. A proxy need not be a member of the Company.



KINGSTON WHARVES LIMITED

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