

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

Date of Issue of this Registration Statement: **January 2008**

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This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of 48 pages.

PART I
OFFER STATISTICS FOR SECURITIES OFFERING

Type of securities offered: Ordinary Shares N/A

Maximum number of securities offered N/A

Minimum number of securities offered N/A

Offer Price Per Share N/A

Total proceeds: If maximum sold: \$ If minimum sold: \$

Offered Securities as a percentage of issued and outstanding Securities

Market Capitalisation at Offer Price N/A

Price Earnings Ratio N/A

Date of Opening of Subscription List N/A

Date of Closing of Subscription List N/A

Is a commissioned selling agent selling the securities in this offering? *Yes* *No*

If yes, what commission is charged? %

Is there other compensation to selling agent(s)? *Yes* *No*

Is there an escrow of proceeds until minimum is obtained and allocations made? *Yes* *No*

Copies of the Prospectus in respect of which this form is issued can be obtained from:

N/A
(name and address)

Person(s) to contact at the company with respect to this offering:

Jonathan Bass

This offering has been registered for offer and sale in the following territories:

Territory

Effective Date

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Not applicable

PART II
OFFERING PRICE FACTORS

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

Not applicable

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

Not applicable

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

$$\frac{\text{Offering Price Per Share}}{\text{Net After-Tax Earnings Last Year Per Share}} = (\text{price/earnings})$$

Not applicable

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

Not applicable

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

Not applicable

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

If the maximum is sold: _____%

If the minimum is sold: _____%.

Not applicable

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

If maximum is sold: _____%

If minimum is sold: _____%.

Not applicable

**PART III
DESCRIPTION OF SECURITIES**

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
Ordinary shares @ \$1.00 each	50,000,000

b) Issued

TYPE/CLASS	AMOUNT
Ordinary shares	33,130,418

2. The securities offered hereby are:

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

3. These securities have:

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

Explain:

4. Are the securities convertible? Yes No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

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

During the financial year to 31st March, 2006, the Company issued 5,521,736 ordinary shares to existing shareholders under a bonus share scheme of one new ordinary share of EC\$1.00 each for every five share(s) of EC\$1.00 each held on the record date 9th March, 2006.

**PART IV
USE OF PROCEEDS**

1. The following table sets forth the use of the proceeds from this offering:

	If Minimum <u>Amount</u>	<u>%</u>	If Maximum <u>Amount</u> <u>%</u>	
	\$ _____	100%	\$ _____	100%
Total Proceeds				
Less: Offering Expenses				
Commissions and Finders Fees	_____	_____	_____	_____
Legal & Accounting	_____	_____	_____	_____
Copying & Advertising	_____	_____	_____	_____
Other (Specify):	_____	_____	_____	_____
Net Proceeds from Offering	_____	_____	_____	_____
Use of Net Proceeds	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
Total Use of Net Proceeds	_____	<u>100%</u>	_____	<u>100%</u>

Above not applicable

2. (a) If funds from sources other than this offering are to be used in conjunction with the proceeds from this offering, state the amounts and sources of such other funds, and whether the funds are firm or contingent. If contingent, explain.

Above not applicable

(b) If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous financial year, describe the use of the proceeds of such indebtedness.

Above not applicable

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

Above not applicable

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

Above not applicable

**PART V
PLAN OF DISTRIBUTION**

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

Not applicable

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

Not applicable

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

Not applicable

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

Name: _____ Name: _____

Address: _____ Address: _____

Telephone No.() _____ Telephone No.() _____

Fax No () _____ Fax No:() _____

Email Address: _____ Email Address _____

Not applicable

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

Not applicable

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

company through which this offering is being made:

Name: _____ Name: _____

Address: _____ Address: _____

Telephone No.(____) _____ Telephone No.(____) _____

Fax No () _____ Fax No:() _____

Not applicable

7. (a) If this offering is limited to a special group, such as employees of the company, describe the limitations and any restrictions on resale that apply:
- (b) Will the securities offered be held in physical form or in a book-entry dematerialised form.
- (c) Will the securities (if held in physical form) or the electronic record (if held as a book entry position in dematerialised format) bear a legend notifying holders of restrictions identified in Part V (7)(a)?
- [] Yes [] No
- (d) Explain the nature of any resale restrictions on outstanding securities, and when those restrictions will terminate, if this can be determined:

Not applicable

**PART VI
OFFER STATISTICS FOR REGISTRATION**

8. For issues of securities within the past five years indicate the type of securities offered:

Not applicable

Is the offering still open? *Yes* *No*

Amount Subscribed: _____

Date of Opening of Subscription List _____

Date of Closing of Subscription List _____

Price per security: \$ _____

Total proceeds: \$ _____

Was the offering: Over-subscribed Under-subscribed

This offering was registered for offer and sale in the following territories:

Territory	Effective Date
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Not applicable

PART VII
THE COMPANY

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

A joint venture between Cable & Wireless and the Government of St.Kitts and Nevis in 1985 resulted in the formation of St.Kitts and Nevis Telecommunications Ltd (SKANTEL).

As part of Cable & Wireless' thrust to establish a global identity and positively leverage the Cable & Wireless brand, in 1999 the company was re-branded to Cable & Wireless (St. Kitts and Nevis) Ltd.

Following the sale of shares in 1990 and 1992, the respective share holdings were: Cable & Wireless 65%, Government 17% and the public 18%. This shareholding remained until September 2007, when Government resold their Shares to Cable & Wireless.

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

The company sells three main products: Mobile, Broadband and Fixed Line. Following the granting of additional Licences, competition in Mobile, Internet and International telephony has emerged, with several Operators offering these services in St.Kitts & Nevis.. However, Cable & Wireless St.Kitts and Wireless Ltd is the market leader in all three services.

Mobile

Throughout the 2004/05 financial year, significant capital investment was made in the expansion of the GSM network, a technology which was introduced in May 2004 and which has superseded TDMA technology. This new technology resulted in greater mobile coverage in the Federation and resulted in significant growth in mobile customers. Other service providers are Digicel, UTS Cariglobe and 21st Century Telecom.

Broadband

The launch of C&W's Dell laptop initiative provided an avenue for potential Internet users to purchase Dell Laptops. This initiative, along with the migration of existing dialup customers to high-speed Internet access, contributed to the growth of the Broadband service. Other service providers are; Cable TV, Caribbean Cable Communications Company in Nevis and Tekstream also of Nevis.

Fixed Line

In January 2005 the per minute rate for Domestic calls was reduced and customers received 60 free minutes of local fixed to fixed calls on each line monthly. In January 2006 there was a further reduction in domestic fixed to fixed rates and an increase in the number of free minutes provided on each line. The fixed to fixed rates were reduced from 7cents per minute weekdays and 5cents evening and weekends to 6cents weekdays and 4cents evenings and weekends. Additionally the number of free minutes was increased to 80 . Other organisations offering this service are Cable TV and Caribbean Cable Communications Company.

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

The following are the products and services the C&W currently provides:-

Domestic telephony

International Direct dialing

International 800 service

Pabx and Key systems

Facsimile

Internet rhoug dial up, Broadband and Direct Connect

Voice over Internet Protocol (VOIP) for resential customers

Mobile, prepaid and post-paid using GSM technology

Mobile roaming

SMS, MMS and GPRS

Wireless local loop

Frame Relay

International Private circuits

*Enhanced fixed line service- voicemail, call-waiting, caller-id, conference-calling, last call return (*69), ring back when free (*66)*

Wi-Fi

MPLS

E-services (cellular top up, bill payment online, local directory on line)

- (d) Describe how these products or services are to be produced or rendered and how and when the company intends to carry out its activities. If the company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.

The Company is able to provide its services through its investment in the infrastructure. This investment include the provision of fixed line, mobile and broadband technology throughout the Federation..

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

Potential purchasers of the Company’s services are all individual consumers, businesses and households in the Federation. As such the marketing strategy is broad. Various media are used for advertising our products and services. These include radio, newspaper, TV, billboards, brochures and bill-stuffers. The company sells its products and services through various channels including its own retail stores, vendors, distributors and telesales.

- (f) operates or will operate and the basis of its marketing approach including any marketing studies.

Not applicable

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

Tangible fixed assets owned by the Company are land and Buildings, Line Plant, Switches, Vehicles, and Cell Sites. Some Cell Sites are located on land leased by the Company

LEASED PROPERTIES

Description	Location	Expiration Dates	Terms of Renewal Options
Admin. Office	Fort St. SKB		
Admin. Office	Main Street NVS		

Cell Site	Bird Rock , SKB		
Cell Site	Nat'l Ins. Bldg. Church, SKB		
Repeater & Cell Site	Brick Kiln NVS	Aug. 2009	N/A
Cell Site	Round Hill	Dec. 2009	N/A
Cell Site	St. James, NVS. Ginger Land, NVS	Dec. 2008	N/A

- (g) Description of the industry in which the company sells its products or services. (Where applicable, include any recognised trends within that industry. Describe that part of the industry and the territory in which the business competes).

Cable and Wireless has a Telecommunications licence for the provision of all telecommunication services to the Federation of St.Kitts and Nevis. It therefore provides services to all market sectors. Cable and Wireless competes with other Service Providers in the provision of Mobile, Internet and fixed line services.

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

Current forms of competition are:-

- 1. Competition from licensed Service Providers. Main competitors in this category are "The Cable" that currently has a license for Internet and fixed line services, Digicel, with a licence for mobile, Caribbean Cable Communications in Nevis with a Licence for Internet and fixed line, UTS/Cariglobe with a license for***

mobile, 21st Century Telecom with a license for Mobile using CDMA technology and Tekstreme in Nevis with a license for wireless Internet.

Deleted:

2. *Competition from off-shore Service Providers that offer VOIP services. Main competitors are 'Vonage' and 'Skype'.*

C&W continues to be the market leader in a competitive environment through its strong market initiatives, value creation and social responsiveness.

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

Operating in a competitive market, C&W must ensure that information sensitive to its operations is not disclosed to anyone other than those who need to or have a right to view it. Cable & Wireless protects its intellectual property in a number of ways. All employees are bound by contractual obligations to safeguard company information, and in many cases are required to agree to covenants not to compete against C&W for a specified period of time after leaving C&W. Non-disclosure agreements are signed with any person outside of the company given access to sensitive information. Sensitive information required to be provided to the National Telecommunications Regulatory Commission or ECTEL is provided under confidential cover and is protected by statutory provisions. Trademarks are registered to permit enforcement of rights in respect of them.

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

Following liberalisation of the Market in April 2001, the National Telecommunications Regulatory Authority (NTRC) was formed. This Body is responsible for the approval of all requests for the introduction of any new

regulated service or any rate adjustment to an existing service. The following are the services that are regulated and are therefore subject to approval by the NTRC for any rate change:-

- *Domestic fixed lines*
- *Domestic leased circuits*
- *International leased circuits*
- *VSATs*
- *Frame Relay*
- *Internet service*

In accordance with the Securities Act of 2001 Cable & Wireless is required to file accounting and financial reports with the Eastern Caribbean Securities Regulatory Commission (ECSRC) on a quarterly and annual basis. .

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

Above not applicable

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

Cable and Wireless (St.Kitts & Nevis) Ltd is a subsidiary of Cable and Wireless (West Indies) Ltd.(CWWI). CWWI is provides Telecommunications services to the OECS and the wider Caribbean. Currently CWWI owns 82% of the Company and the general public 18%.

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

The material events in the development of the Company during the past five years are:

- *The liberalisation of the Telecommunications Market and the entrance of three mobile operators, three licensed International resellers of long distance calls, and one wireless internet provider.*
- *The emergence of Voice Over Internet Protocol (VOIP) communications and the related decline in traditional long distance calling.*
- *The deployment of GSM as new mobile network technology and subsequent retirement of the TDMA infrastructure.*
- *The increased demands for high speed internet access both for consumers and businesses*

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

(1) Natural disasters e.g. Hurricanes

(2) Loss of intellectual capital

(3) Further deregulation and/or the impact of new Legislation

(4) Litigation from Service Providers and/or Customers

(5) Increased competition resulting in erosion of market share.

(6) _____

(7) _____

(8) _____

Attach Additional Sheets if needed

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

No

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

Above not applicable

PART VIII

CAPITALIZATION

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

	Amount Outstanding		
	As of:	<u>As Adjusted</u>	
	<u>31 / 3 / 07</u>	<u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate _____%)	\$ 0 _____	\$ _____	\$ _____
Long-term debt (average interest rate _____%)	\$ 0 _____	\$ _____	\$ _____
Total debt	\$ 0 _____	\$ _____	\$ _____
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred in order of preferences)			
	\$ 0 _____	\$ _____	\$ _____
	\$ 0 _____	\$ _____	\$ _____
	\$ 0 _____	\$ _____	\$ _____
Common stock--par or stated value	\$33,130 _____	\$ _____	\$ _____
Additional paid in capital (<i>Share Premium</i>)	\$3,009 _____	\$ _____	\$ _____
Retained earnings (deficit)	\$40,167 _____	\$ _____	\$ _____
Total stockholders equity (deficit)	\$ _____	\$ _____	\$ _____
Total Capitalisation	\$76,306 _____	\$ _____	\$ _____

6. Capital Commitments and Contingent Liabilities

a	Unfunded Pension Liabilities	<i>(See below)</i>
b	Letters of Credit	<i>(Not applicable)</i>
c	Performance bonds	<i>(Not applicable)</i>
d	Guarantees and Warranties	<i>(Not applicable)</i>
e	Undrawn commitments	<i>(Not applicable)</i>
f	Letters of Comfort	<i>(Not applicable)</i>
g	Capital Commitment	<i>(Not applicable)</i>
h	Others	<i>(Not applicable)</i>

a) *Unfunded Pension Liabilities*

The Company is a member of the Cable and Wireless Plc pension scheme, a defined benefit scheme. However, as permitted by international Accounting Standards (IAS) 19, the Company is exempt from accounting for the pension scheme as a defined benefit scheme within the financial statements as the Company is unable to identify its share of the underlying assets and liabilities from those of the other participating employers within the group defined benefit scheme. Therefore the Company has treated the pension scheme as if it was a defined contribution scheme and therefore the contributions payable to the scheme for the year are shown as costs within the statement of income (2007, - \$627,000, 2006 - \$646,000).

**PART IX
DIVIDEND POLICY**

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

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE
2003	11,043,000	82.7%	40EC cents
2004	11,043,000	167.5%	40EC cents
2005	11,043,000	72.2%	40EC cents
2006	11,043,000	174.8%	40EC cents
2007	11,596,000	92.6%	35EC cents

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

It is anticipated that the dividend payout will remain at 35 cents per share over the next two years.

**PART X
OFFICERS AND KEY PERSONNEL OF THE COMPANY**

1. EXECUTIVE OFFICERS

Position: **Chief Executive/Executive**

Director

Name: **_Ms Patricia Walters**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86_____

Basseterre, St.Kitts.

Telephone No.: **(869) 465 1909**

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Chief Financial Officer at the Telecommunication Services of Trinidad and Tobago Limited (TSTT).

Chief Executive/Executive Director , Cable & Wireless (St.Kitts & Nevis) Ltd

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

Fellow of the Association of Chartered Certified Accountants

BA (Hons) - University of Humberside UK

Also a Director of the company Yes No

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

Position **VP Finance/Company**

Secretary

Name: **Jonathan Bass**

Age: _____

Mailing Address: _ **c/o Cable & Wireless (St.Kitts and Nevis) Ltd.**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: (**869**) **465 2282**

List jobs held during the last five years. Give brief description of responsibilities. Include names of employers.

VP Finance C&W Anguilla

Business Controls manager C&W Regional

VP finance/Company Secretary C&W (St.Kitts and Nevis) Ltd.

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

Bachelors of Arts (Honours) degree in Accounting - University of the Virgin Islands,

Certified Public Accountant Certificate - Colorado State Board of Accountancy.

Also a Director of the company Yes No

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

Position: **_VP Mobile , Consumer Sales
and Indirect Channel**

Name: **David Lake**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: (869) 465 3030

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

_____ , Vice President of Mobile, Consumer Sales and Indirect Channel , Cable & Wireless (St.Kitts and Nevis) Ltd.

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

Bachelor of Science in Industrial Engineering - University of the West Indies

Master of Science in Integrated Management Systems - University of Birmingham UK.

Also a Director of the company Yes No

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

Use Additional Sheets if Necessary

Position: **_VP Marketing & Corporate
Communications**

Name: **Laverne Caines**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 465 0985**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

_____, Manager Corporate Communications, Cable & Wireless(St.Kitts & Nevis) Ltd.

**_____, VP Marketing & Corporate Communications, Cable & Wireless(St.Kitts & Nevis)
Ltd**

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

B Sc (Hons) in Tourism Management , University of the West Indies

Certificate in Para Legal Studies , Barbados Community College

Also a Director of the company Yes No

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

Position: **_VP Regulatory**

Name: **Sheila DeSilva**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 465 1910**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

, VP Regulatory Cable & Wireless (St.Kitts and Nevis) Ltd.

VP Corporate Sales , Cable & Wireless (St.Kitts and Nevis) Ltd.

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

Pursuing a certificate in Project management with the University of British Columbia in Canada with completion at end of March 2008.

Also a Director of the company Yes No

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

Position: VP Customer Services

Name: **Robert Williams**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 465 9083**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

| _____, **Vice President Customer Services Cable & Wireless (St.Kitts and Nevis) Ltd.** _____

Deleted:

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

City and Guilds certificate City & Guilds UK

Completing a MBA degree with Durham University in the UK with completion in January 2008.

Also a Director of the company Yes No

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

Position: **_VP Networks**

Name: **Rudolph Knight**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 465 1515**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Manager Transmission Cable & Wireless (St.Kitts & Nevis) Ltd.

_VP Networks Cable & Wireless (St.Kitts & Nevis) Ltd

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

Diploma in Engineering – British Technical Education Council, UK

Executive Diploma in Business Management (University of The West Indies.)

Also a Director of the company Yes No

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

Position: VP Corporate Sales

Name: **Terrence Crossman**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 465 3060**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Manager Corporate Sales Cable & Wireless (St.Kitts & Nevis) Ltd.

VP Corporate Sales Cable & Wireless (St.Kitts & Nevis) Ltd.

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

B.A (Hons) Accounting – University of the Virgin Islands

Also a Director of the company Yes No

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

Position: **_VP Human Resources**

Name: **Curtis Martin**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 86

Basseterre, St.Kitts

Telephone No.: **(869) 466 1136**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Manager Human Resources Cable & Wireless (St.Kitts & Nevis) Ltd.

_VP Human Resources Cable & Wireless (St.Kitts & Nevis) Ltd

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

Executive Diploma in Business Management (University of The West Indies.)

Also a Director of the company Yes No

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

Position: **VP Nevis Operations**

Name: **Jerome Rawlins**

Age: _____

Mailing Address: **c/o Cable & Wireless (St.Kitts and Nevis) Ltd**

P.O.Box 664

Charlestown, Nevis

Telephone No.: **(869) 469 7321**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Manager Networks Cable & Wireless (St.Kitts & Nevis) Ltd

_VP Nevis Operations Cable & Wireless (St.Kitts & Nevis) Ltd

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

Also a Director of the company Yes No

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

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: **John Boyle**

Position: **Chairman**

Age: _____

**Mailing Address: ___ Cable & Wireless East Caribbean Office
Corinth Bldg
P.O.Box 111, Castries, St.Lucia.**

Telephone No.: **(758) 453 9070**

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

CEO – Cable & Wireless (East Caribbean)

Executive Vice President Int’l Network Roll-out Mgmt – T- Mobile (UK) Int’l

Executive Vice President Network Build & Implementation – T-Mobile (UK) Int’l

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

**Master of Business Administration – Finance, LaSalle University,
Pennsylvania**

**Bachelor of Arts – Economics and Business Administration, Ursinus College,
Pennsylvania**

Name: **Lawrence McNaughton**

Position: **_Director**

Age: _____

Mailing Address: **Cable & Wireless Jamaica Ltd**
2 – 6 Carlton Crescent
Kingston 10 Jamaica

Telephone No.: **(876) 936 2735**

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Executive Vice President – Cable and Wireless , Carrier Services (Caribbean)

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

B.A (Hons) Electrical Engineering - Howard University, USA

M.Sc Electrical Engineering – Howard University, USA

Post Graduate Diploma in Management- Henley College, UK

Name: **Geoff Batstone**

Position: **_Director**

Age: _____

Mailing Address: **Cable & Wireless East Caribbean Office**
Corinth Building
P.O.Box 111, Castries St.Lucia

Telephone No.: (758) 453 9874

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Vice President, Legal and Regulatory, Cable & Wireless , East Caribbean Area

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

Bachelor of Arts(Hons) - Queen's University, Kingston, Ontario, Canada

Bachelor of Laws - University of New Brunswick, Canada

Position: **Director**

Name: **Dr Osbert Liburd**

Age: _____

Mailing Address: **West Farm Great House**
St.Kitts

Telephone No.: (869) 465 8756

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Consultant

Chairman, Cable & Wireless (St.Kitts and Nevis) Ltd

Director, FINCO

Director, Cable & Wireless (St.Kitts and Nevis) Ltd

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

B.A in Biology - University of the Virgin Islands

M.P. S (Agriculture) - Cornell University, USA.

Ph. D (Plant Pathology) - Cornell University

Name: **Ms Lyra Richards**

Position: **Director**

Age: _____

Mailing Address: **c/o Bank of Nevis Ltd.**
Charlestown, Nevis.

Telephone No.: **(869) 469-5564**

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Acting Manager , Bank of Nevis Int'l Ltd

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

Diploma Financial Services management, Institute of Financial services, UK

2. Number of Directors: 6 .

If Directors are not elected annually, or are elected under a voting trust or other arrangement, explain:

3. Summarise Articles of Association or Bylaws which are relevant to Directors

Please refer to Part XIII 'Miscellaneous Factors' for a summary of the provisions relevant to the appointment of Directors.

Please refer to the attachment for the other provisions relevant to Directors

PART XI

SUBSTANTIAL STOCKHOLDERS

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

SECURITIES NOW HELD:

Name: Address:	Class of Securities:	No. of Securities:	% of Total
CWWI	Common	27,249,230	82%

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

UPON CONVERSION:

Name: Address:	Class of Securities:	Conversion Rate:	No. of Securities upon Conversion	% of Total*

* Current holding of securities if conversion option were exercised.

PART XII
LITIGATION

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

None

PART XIII

MISCELLANEOUS FACTORS

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

SPECIAL RESOLUTIONS

At the General Meeting of Cable & Wireless (St. Kitts & Nevis) Limited held at Ocean Terrace Inn, Fortlands, Basseterre, St. Kitts on the 11th day of December, 2007 the following special resolutions were unanimously passed:

1. "RESOLVED that the Company's Articles of Association be and are hereby amended as follows:-

- 1) By amending Article 97 by the deletion of the words "and in the case of Government of St. Kitts and Nevis by a representative duly authorized by a written instrument signed by the Cabinet Secretary" in lines 2 to 5.*
- 2) By amending Article 100 by the deletion of the words "and if such appointer is the Government of St. Kitts and Nevis under an instrument in writing signed by the Cabinet Secretary" in lines 4 to 6.*
- 3) By deleting Article 107 and replacing it with the following Article:*

107. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be less than three (3) nor more than seven (7).

- 4) *By deleting Articles 110 to 113 inclusive and replacing them with the following Articles:-*

110. The directors of the Company holding office at the date of the Annual General Meeting of the Company in 2007 shall remain in office, subject to disqualification, removal and rotation as provided in these Articles or the Act.

111. The Board of Directors shall at all times include such number of directors who are not employees of the Company or any of its related companies as is prescribed by the Act from time to time. For the purposes of this article "related company" has the same meaning as provided in Section 73(4) of the Act.

112. The directors may appoint a person who is willing to act as a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment.

113. Subject to Articles 110, 111, 112 and 122 the directors shall be appointed by the Company by ordinary resolution.

- 5) *By amending Article 114(a) by the deletion of the words "with the consent in writing of the shareholder who appointed or nominated him" appearing in lines 1 and 2 and the words "with such consent" in line 4.*
- 6) *By amending Article 117 by the replacement of the words and figures "Article 108" at the end of line 3 with the word and figures "Article 107".*
- 7) *By amending Article 118 by the deletion of sub-article (e).*
- 8) *By amending Article 126 by the deletion of the words "the Government of St. Kitts and Nevis" in line 3 and by the deletion of the words "pursuant to any agreement to that effect between Cable and Wireless (West Indies) Limited and the Government of St. Kitts and Nevis" in lines 3 to 5 of sub-article (11)*
- 9) *By amending Article 133 sub-article (a) by the deletion of the words "two of whom shall be appointees of Cable & Wireless (West Indies) Limited" in lines 6 to 8.*
- 10) *By amending Article 142 by the deletion of the words "in St. Kitts and Nevis (but may, with the unanimous consent of Cable and Wireless (West Indies)*

Limited and the Government of St. Kitts and Nevis, be convened and held outside St. Kitts and Nevis but not within the United Kingdom)” in lines 2 to 6.

11) By amending Article 168 by the deletion of the words “Each of” and the words “and the Government of St. Kitts and Nevis” in lines 1 to 2.

12) By amending Article 174 by the deletion of the words “Each of” and the words “and the Government of St. Kitts and Nevis” in lines 1 to 2.

2. *“RESOLVED that the Company’s Articles of Association be amended as follows:-*

(1) By renumbering Article 205 as Article 209.

(2) By adding the following Articles:

205. In addition to all other powers given to the directors by these Articles, the directors may list the Company on any stock or securities exchange licensed under the laws of the Federation and/or the laws of any member country of the Caribbean Community.

206. If the Company is listed on a stock or securities exchange, the directors may engage any entity licensed under the laws of the Federation to operate a share registry (hereinafter called “the share registry”) to maintain the Company’s register of members and the directors may enter into all agreements and take all actions necessary to transfer the Company’s register of members to the share registry and to enable the share registry to maintain the same.

207. The Company’s register of members may be maintained by the share registry in electronic form and the ownership of the Company’s shares or stock may be evidenced without a share certificate or other written instrument. The register of members maintained by the share registry shall be prima facie evidence of the ownership of shares or stock of the Company. The provisions of this Article shall supercede all other provisions of the Articles relating to the use and issue of share certificates and the effect of share certificates.

208. Notwithstanding any other provision of the Articles, if and for so long as the Company is party to an Agreement with a share registry for the maintenance by the share registry of the Company’s register of members-

(a) the procedures agreed between the Company and the share registry for the recording, transfer and transmission of title to shares or stock of the Company shall supercede all other provisions of the Articles provided always that such

procedures shall not in any manner derogate from the interest in the shares of a shareholder or person entitled to the shares by transfer or transmission.

(b) *Articles 58 and 60 to 63 inclusive shall be suspended.”*

.....
JONATHAN BASS
COMPANY SECRETARY

Dated this 27th day of December, 2007.

PART XIV

FINANCIAL STATEMENTS

(Not Applicable for Annual Registration Statement Updates)

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

**PART XV
SIGNATURES**

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

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

Name of Chief Executive Officer:

Name of Director:

Signature

Signature

Date

Date

Name of Chief Financial Officer:

Signature

Date