

Consolidated Financial Statements in Liquidation **December 31, 2017** (expressed in Eastern Caribbean dollars)



August 21, 2018

Independent Auditor's Report

To the Shareholders of Dominica Coconut Products Limited

Report on the Audit of the Consolidated Financial Statements in Liquidation

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Opinion

We have audited the consolidated financial statements in liquidation of **Dominica Coconut Products Limited** (the Company) and its subsidiary (together, the Group), which comprise the consolidated statement of net assets in liquidation as of December 31, 2017, and the consolidated statement of changes in net assets in liquidation for the year then ended, and notes to the consolidated financial statements in liquidation, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements in liquidation present fairly, in all material respects, the consolidated statement of net assets in liquidation of the Group as of December 31, 2017, and the consolidated statement of changes in net assets in liquidation for the year then ended in accordance with International Financial Reporting Standards with reference to the accounting principles generally accepted in the United States of America applicable for companies under liquidation.

Emphasis of a Matter

As discussed in Note 1 to the consolidated financial statements in liquidation, the shareholders of the Group approved a plan of liquidation on December 29, 2017, and the Group determined liquidation is imminent. As a result, the Group has changed its basis of accounting for periods subsequent to December 29, 2017 from the going-concern basis to a liquidation basis as described in Note 2 to the consolidated financial statements in liquidation. Our opinion is not modified with respect to this matter.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements in Liquidation section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the Eastern Caribbean, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and those charged with Governance for the Financial Statements in Liquidation

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

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



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Independent Auditor's Report...continued

Auditor's Responsibilities for the Audit of the Financial Statements in Liquidation

Our objectives are to obtain reasonable assurance about whether the financial statements 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 International Standards on Auditing will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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.

Chartered Accountants

Grant Thronton

Consolidated Statement of Net Assets in Liquidation As of December 31, 2017

(expressed in Eastern Caribbean dollars)		
	2017 \$	2016 \$
Assets		
Cash (Note 4) Trade and other receivables (Note 5) Due from a related party (Note 6) Investment property (Note 7) Property, plant and equipment (Note 8)	517,591 372,215 19,691,750	514,681 29,278 15,520,728 2,019,620 7,025,380
Total assets	20,581,556	25,109,687
Liabilities		
Trade and other payables (Note 9) Due to a related party (Note 6) Retirement benefit obligation (Note 10) Income tax payable	869,479 10,707 6,634,889 7,595	1,423,647 10,384 6,728,000 3,628,567
Total liabilities	7,522,670	11,790,598
Net assets in liquidation	13,058,886	13,319,089

Approved by the Board of Directors on Avgust 2/ , 2018

Pulmol and Director Signed Sarvia Director

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

Consolidated Statement of Changes in Net Assets in Liquidation For the year ended December 31, 2017

(expressed in Eastern Caribbean dollars)		
	2017 \$	2016 \$
Net assets in liquidation, beginning of year	13,319,089	66,608,446
Other gains/(losses) (Note 11)	142,684	(740,205)
Taxation (Note 12)	(402,887)	(3,869,603)
Loss for the year	(260,203)	(4,609,808)
Decrease in estimated value of property, plant and equipment charged against revaluation surplus (Notes 8 and 16)	_	(17,435,492)
Dividends (Note 15)		(31,244,057)
Net decrease in net assets in liquidation	(260,203)	(53,289,357)
Net assets in liquidation, end of year	13,058,886	13,319,089

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

1 Corporate status

Dominica Coconut Products Limited (the Company) and its subsidiary Refresh Company Limited (together, the Group) was incorporated under the Commercial Code of Dominica on April 8, 1965 and February 8,1988, respectively, and continued under the Companies Act, 1996. The Group was engaged in the production of soap primarily for export. The Group's parent company is Colgate Palmolive (Dominica) Inc., and its ultimate parent company is Colgate Palmolive Company, which are both incorporated in the United States of America.

The registered office and principal place of business of the Group is located at Belfast, Commonwealth of Dominica.

In August of 2015, the island of Dominica was struck by Tropical Storm Erika. This event caused disruption to the business and significantly damaged the Group's manufacturing plant. Following the storm, the shareholders of the Group declared and ratified on their meeting held on December 29, 2015, to shut down the operations of the Group and close the manufacturing plant permanently due to financial constraints to restart production, and considering rebuilding cost is not financially viable.

Under the plan of liquidation, the Group plans to

- 1. sell its remaining tangible assets;
- 2. collect receivables as they become due;
- 3. use available cash to settle its obligations; and
- 4. pay out distributions to its shareholders.

The Board of Directors anticipates that the liquidation of the Group will be completed in about one year and has determined that the likelihood is remote that the Group will return from liquidation.

2 Summary of significant accounting policies

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

Basis of measurement and presentation

The consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) with reference to the accounting principles generally accepted in the United States of America applicable for companies under liquidation.

Under the liquidation basis of accounting, assets are measured at the estimated amount of cash or other consideration that the Group expects to collect in settling or disposing of those assets. Liabilities are measured at their estimated settlement amounts, including costs that the Group expects to incur through the end of its liquidation ("liquidation value"). These estimated amounts are undiscounted and are recorded to the extent the Group has a reasonable basis for estimation.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

2 Summary of significant accounting policies...continued

Cash

Cash includes cash on hand and deposits held at call with banks.

Trade receivables

Trade receivables are amounts due from customers for services performed or merchandise sold in the ordinary course of business.

Investments in subsidiary undertakings

Subsidiary undertakings are those entities in which the Group has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies.

Investment property

Investment properties are properties held to earn rentals or for capital appreciation. The Group accounts for its investment property based on its estimated proceeds under the liquidation basis. Any increase or decrease in the carrying value would be presented in the statement of changes in net assets in liquidation.

Property, plant and equipment

Land and buildings comprise mainly factories and offices. The Group accounts for its property, plant and equipment based on its estimated proceeds under the liquidation basis. Any increase or decrease in the carrying value would be presented in the statement of changes in net assets in liquidation.

Accrued liquidation costs

Estimated costs associated with the dissolution and wind up of operations of the Group, which include expenses expected to be incurred over the liquidation period, are estimated based upon the most recent information available to management, with the associated estimates periodically reviewed and adjusted as appropriate. The Group will continue to incur operating expenses throughout the liquidation period, which is expected to take one year. Actual costs may differ from management's estimates, and the differences could be material. Costs associated with the dissolution and wind up are included under "accrued liquidation costs" on the statement of net assets in liquidation and the statement of changes in net assets in liquidation.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

2 Summary of significant accounting policies...continued

Employee benefits

The Group operates a defined benefit pension plan (the Scheme), the assets of which are held in a separate trustee-administered fund. A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive upon retirement, usually dependent on one or more factors such as age, years of service and compensation. The pension plan is funded by payments from employees and by the Group taking account of the recommendations of independent qualified actuaries.

The assets of the Scheme were invested predominantly with Colonial Life Insurance Company (Trinidad) Limited (CLICO) and British American Insurance Company Limited (BAICO), subsidiaries of CL Financial Limited (CLF).

In early 2009, CLF and some of its subsidiaries, including BAICO and CLICO, announced they were experiencing financial difficulties.

On September 8, 2009, KPMG was appointed Judicial Manager of BAICO and later reported that BAICO is insolvent. It was estimated however that 10 to 15 cents on the dollar may be recovered on the investment.

On April 13, 2011, Deloitte Consulting Ltd. was appointed Judicial Manager of CLICO. The amount that can be recovered from the investment, if any, is uncertain.

In light of these circumstances, the Scheme wrote of its investments in BAICO and CLICO. Consequently, the Company will be settling the liabilities of the Scheme.

The liability recognised on the statement of net assets in liquidation in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated 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 government securities which have terms to maturity approximating the terms of the related pension obligation.

Income taxes

The tax expense for the period comprises current tax. Tax is recognised in the statement of changes in net assets in liquidation.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet 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.

Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Group's shareholders.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

2 Summary of significant accounting policies...continued

Foreign currency translation

Functional and presentation currency

Items in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Eastern Caribbean dollars, which is the Group's functional and presentation currency.

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 the statement of changes in net assets in liquidation.

Comparatives

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

3 Critical accounting estimates and judgements

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

The Group makes estimates and assumptions in determining the reported amounts of assets and liabilities, including the estimated liquidation values of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets in liquidation during the reporting period. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that could have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is addressed below:

Income taxes

The Group is subject to income taxes. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

4 Cash

		2017 \$	2016 \$
	Cash on hand Cash at bank	800 516,791	1,400 513,281
		517,591	514,681
5	Trade and other receivables	2017 \$	2016 \$
	Trade receivables Other receivables	372,215	29,278
		372,215	29,278

Other receivables pertain to recovery of funds of the Group's defined benefit plan invested at BAICO which was previously written off.

After meeting with its policyholders in October 2017, BAICO arrived at a decision to return 10% of the value of the policyholders' investments.

6 Related party balances and transactions

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

Related party balances as at end of the year are as follows:

	2017 \$	2016 \$
Due from a related party Colgate Palmolive Support Services (ETC)	19,691,750	15,520,728
Due to a related party Colgate Palmolive Company, New York	10,707	10,384
Payables to related party (Note 9) Colgate Palmolive Co. Distributors	<u> </u>	58,877

The Group is related to the above companies by common ownership and management.

The due from a related party pertains to a note receivable from an affiliate bearing interest on the principal amount equal to London Interbank Bid Rate (LIBID) minus a margin of 20 bps.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

7 Investment property

	Land \$	Buildings \$	Total \$
Year ended December 31, 2016			
Opening net book amount Decrease in estimated liquidation value (Note 11)	2,714,603 (1,234,983)	2,850,000 (2,310,000)	5,564,603 (3,544,983)
Closing net book amount	1,479,620	540,000	2,019,620
Year ended December 31, 2017			
Opening net book amount Sale of investment property during the year	1,479,620 (1,479,620)	540,000 (540,000)	2,019,620 (2,019,620)
Closing net book amount		water the major of the same particular to the same same same same same same same sam	

The rental income from investment property recognised in the changes of net assets in liquidation during the year is \$60,760 (2016 - \$182,281) (Note 11).

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

8 Property, plant and equipment

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	Land and improvements \$	Buildings \$	Total
As at December 31, 2015			
Cost or valuation Accumulated depreciation	19,348,048 (275,385)	12,288,756 (423,557)	31,636,804 (698,942)
Net book value	19,072,663	11,865,199	30,937,862
Year ended December 31, 2016			
Opening net book amount Decrease in estimated liquidation value charged against	19,072,663	11,865,199	30,937,862
revaluation surplus (Note 16) Decrease in estimated liquidation value charged against	(8,945,293)	(8,490,199)	(17,435,492)
profit and loss (Note 11)	(6,476,990)		(6,476,990)
Closing net book amount	3,650,380	3,375,000	7,025,380
As at December 31, 2016			
Net book value	3,650,380	3,375,000	7,025,380
Year ended December 31, 2017			
Opening net book amount Sale of fixed assets during the year	3,650,380 (3,650,380)	3,375,000 (3,375,000)	7,025,380 (7,025,380)
Closing net book amount			-
As at December 31, 2017			
Net book value		<u> </u>	—
Trade and other payables	20	017 \$	2016
Trade payables (Note 6)	2	_	58,877
Accrued liquidation costs Other payables and accrued expense	785,2 84,2		1,066,954 297,816
	869,	479	1,423,647

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

10 Retirement benefit obligation

As at December 31, 2017, the Group carried out a discontinuance valuation of the Dominica Coconut Products Limited Pension Scheme (the Scheme).

The assets of the Scheme were invested predominantly with Colonial Life Insurance Company (Trinidad) Limited (CLICO) and British American Insurance Company Limited (BAICO), subsidiaries of CL Financial Limited (CLF).

In early 2009, CLF and some of its subsidiaries, including BAICO and CLICO, announced they were experiencing financial difficulties.

On September 8, 2009, KPMG was appointed Judicial Manager of BAICO and later reported that BAICO is insolvent. It was estimated however that 10 to 15 cents on the dollar may be recovered on the investment.

On April 13, 2011, Deloitte Consulting Ltd. was appointed Judicial Manager of CLICO. The amount that can be recovered from the investment, if any, is uncertain.

In light of these circumstances, the Scheme wrote of its investments in BAICO and CLICO. Consequently, the Group will be settling the liabilities of the Scheme and has offered a lump sum alternative to the participants of the Scheme.

The amounts recognised in the statement of net assets in liquidation based on the actuary's valuation are as follows:

			2017 \$	2016 \$
	Present value of obligations	·	6,634,889	6,728,000
11	Other gains/(losses)			
	o mor guma, (rosses)		2017 \$	2016 \$
	Recovery of Pension Scheme's investments Interest income Rental income (Note7) (Accrual)/reversal of liquidation expenses Other losses Sale of local brand Write-down of inventories Insurance claims Recoveries from investment Dividend income Employee benefit expense		372,215 125,453 60,760 (407,535) (8,209)	182,281 1,531,977 - 6,338,468 503,395 253,118 248,564 132,484 91,481
	Decrease in estimated liquidation value of investment property (Note 7) Decrease in estimated liquidation value of property, plant and equipment (Note 8)		-	(3,544,983)
	prairie and equipment (110to 0)		142,684	(6,476,990) (740,205)

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

12 Taxation

	2017 \$	2016 \$
Current tax Prior year under accrual	7,595 395,292	3,869,603
	402,887	3,869,603

The tax on the Group's net profit before tax differs from the theoretical amount that would arise using the local statutory rate as follows:

	2017 \$	2016 \$
Net profit/(loss) before taxation	142,684	(740,205)
Tax calculated at a rate of 25% (2016 - 25%) Prior year under accrual Tax losses utilized Expenses not deductible for tax purposes Income not subject to tax Fiscal incentive Deferred tax not recognized Others	35,671 395,292 (7,595) — — — — — — — — — — (20,481)	(185,051) - (4,026,539) 702,421 (369,643) (2,579,735) 139,871 10,188,279
Tax charge	402,887	3,869,603

Under Section 109 of the Income Tax Act, the Group was granted a forty percent (40%) tax relief on total profit for five (5) years starting January 12, 2012 and expiring on January 12, 2017.

The Group has unutilised tax losses of \$529,105 (2016 - \$559,485) which may be carried forward and deducted against future taxable income within five years following the year in which the loss was incurred. The loss recovered is restricted to 50% of taxable income in any one year.

Income year	Incurred \$	Utilised \$	Carried forward \$	Expiry year
2016	559,485	(30,380)	529,105	2021

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

13 Statement of changes in equity

	Share capital	Revaluation surplus	Retained earnings	Total equity
	Ф	3	\$	\$
Balance at December 31, 2015	10,496,978	18,231,490	37,879,978	66,608,446
Loss for the year Decrease in estimated value of property, plant and equipment charged against revaluation surplus	_	<u></u>	(4,609,808)	(4,609,808)
(Notes 8 and 16) Dividends (Note 15)		(17,435,492)	(31,244,057)	(17,435,492) (31,244,057)
Balance at December 31, 2016	10,496,978	795,998	2,026,113	13,319,089
Balance at December 31, 2016	10,496,978	795,998	2,026,113	13,319,089
Loss for the year Transfer of revaluation surplus to retained	-		(260,203)	(260,203)
earnings (Note 16)		(795,998)	795,998	-
Balance at December 31, 2017	10,496,978		2,561,908	13,058,886
Share capital				
		2	2017	2016
Approximate the second			Ψ	\$
Authorised 1,000,000 ordinary shares				3 m of 2
Issued and fully paid				
948,245 ordinary shares		10,496	,978	0,496,978

15 Dividends

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In 2016, the board of directors of the Group approved to issue dividends to its shareholders amounting to US\$11,500,000. These dividends were accounted for in equity as appropriation of retained earnings during the year.

No dividends were declared in 2017.

Notes to Consolidated Financial Statements in Liquidation **December 31, 2017**

(expressed in Eastern Caribbean dollars)

16 Revaluation surplus

	Land \$	Buildings \$	Total \$
At December 31, 2015	8,945,293	9,286,197	18,231,490
Decrease in estimated liquidation value of property, plant and equipment charged against revaluation surplus (Note 8)	(8,945,293)	(8,490,199)	(17,435,492)
At December 31, 2016		795,998	795,998
At December 31, 2016	-	795,998	795,998
Transfer to retained earnings due to sale of property	_	(795,998)	(795,998)
At December 31, 2017	****	_	_

