



TRINIDAD AND TOBAGO SECURITIES AND EXCHANGE COMMISSION

In the Matter of section 45 (1) of the Securities Act 2012

And

**In the Matter of an Application for the delisting of Jamaica Money Market
Brokers Limited by the Trinidad and Tobago Stock Exchange Limited**

And

**In the Matter of the listing of the JMMB Group Limited Shares on the Trinidad
and Tobago Stock Exchange**

ORDER OF THE COMMISSION

Dated this 25th day of March, 2015

WHEREAS:

1. Jamaica Money Market Brokers Limited ("JMMB") was registered with the Trinidad and Tobago Securities and Exchange Commission ("the Commission") as a Reporting Issuer effective December 19, 2002;

AND WHEREAS:

2. JMMB is incorporated in Jamaica and has its shares cross listed on the Jamaica, Barbados and Trinidad and Tobago Stock Exchanges respectively;
3. JMMB has been directed by the Bank of Jamaica to become a member of a holding company the JMMB Group Limited ("the JMMB Group") pursuant to a Scheme of Arrangement sanctioned by the Supreme Court of Jamaica by Order dated November 5, 2014;
4. The shareholders of JMMB voted in favour of a Scheme of Arrangement whereby the existing 1,630,552,530 ordinary shares held by members of the public will be cancelled and 1,630,552,530 new JMMB ordinary shares will be issued simultaneously to the JMMB Group;
5. The Trinidad and Tobago Stock Exchange ("TTSE") submitted an application for the de-listing of the existing JMMB shares;
6. JMMB has advised that the de-listing of the JMMB shares and the simultaneous listing of the JMMB Group shares will occur on April 13, 2015;
7. The Board of Commissioners after considering the contents of Board Paper 074 of 2013-Approval of a Scheme of Arrangement to be entered into by Jamaica Money Market Brokers Limited and its shareholders and the JMMB Group Limited, on July 18, 2013, approved the scheme of arrangement subject to the requirement that registration of:
 - (a) The new JMMB shares;
 - (b) The JMMB Group shares; and
 - (c) JMMB Group as a Reporting issuerbe deferred until the Scheme of Arrangement had been approved by the regulatory agencies in Jamaica;
8. The Board of Commissioners approved an exemption from registration of the new JMMB shares on September 19, 2014;
9. The Board of Commissioners delegated its authority to approve the delisting of shares from the TTSE, to the Chief Executive Officer where the delisting does not

adversely affect the rights of persons and are essentially procedural, by Order dated March 27, 2014;

10. The Chief Executive Officer approved the delisting of the JMMB shares effective March 25, 2015.

AND UPON:

11. The Board of Commissioners considering that the Chief Executive Officer acted in accordance with the delegated authority conferred on him in approving the delisting of the JMMB shares;

12. The Board of Commissioners being advised by letter dated March 23, 2015 that the JMMB Group shares will be listed on the TTSE on April 13, 2015;

13. The Board of Commissioners determining that a hearing would not be required under Section 159 (1) of the Securities Act 2012 ("the Act");

14. The Board of Commissioners considering it to be not contrary to the public interest to make the following Orders in accordance with Section 155 (1A) of the Act.

IT IS HERBY ORDERED THAT:

- I. The Trinidad and Tobago Stock Exchange Limited is authorized to de-list Jamaica Money Market Brokers Limited from its Official List effective April 13, 2015;
- II. JMMB Group Limited is approved as a Reporting Issuer and its shares are approved for listing on the Trinidad and Tobago Stock Exchange effective April 13, 2015;
- III. This Order shall be published in the Trinidad and Tobago Gazette, in two daily newspapers in general circulation in Trinidad and Tobago and on the Commission's website;

IV. This Order shall take effect from March 25, 2015.

By Order of the Commission.