JD Capital plc

JD CAPITAL P.L.C.

11 April 2025

REGISTRATION DOCUMENT

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Dated 11 April 2025

This document is a Registration Document issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules published by the MFSA and in accordance with the provisions of the Prospectus Regulation.

by

JD Capital plc

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA
WITH COMPANY REGISTRATION NUMBER C 82098

THIS REGISTRATION DOCUMENT HAS BEEN APPROVED BY THE MFSA, AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THIS MEANS THAT THE MFSA HAS APPROVED THIS REGISTRATION DOCUMENT AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY, AND CONSISTENCY AS PRESCRIBED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT, HOWEVER, BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER, WHOSE SECURED BONDS ARE THE SUBJECT OF THIS REGISTRATION DOCUMENT. IN PROVIDING THIS AUTHORISATION, THE MFSA DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN SECURITIES OF THE COMPANY, INCLUDING THE SECURED BONDS, AND SUCH AUTHORISATION SHOULD NOT BE DEEMED, OR BE CONSTRUED, AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SECURITIES OF THE COMPANY.

THE MFSA ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER, FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS, INCLUDING ANY LOSSES INCURRED BY INVESTING IN ANY SECURITIES ISSUED BY THE COMPANY.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN THE SECURED BONDS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF THE COMPANY AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OWN FINANCIAL ADVISOR.

SPONSOR & CO-MANAGER	LEGAL COUNSEL	SECURITY TRUSTEE	REGISTRAR & CO-MANAGER	REPORTING ACCOUNTANTS
Calamatta Cuschieri	CAMILLERI PREZIOSI ADVOCATES		BOV Bank of Valletta	RSM

Approved by the Directors

Josef Dimech

In his capacity as Director of the Issuer and on behalf of
Franco Azzopardi, Stanley Portelli, Stephen Muscat, and Jesmond Manicaro.

IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON THE ISSUER AND THE BUSINESS OF THE GROUP OF WHICH IT FORMS PART IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES OF THE MFSA, THE ACT, AND THE PROSPECTUS REGULATION.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, OR ITS DIRECTORS, TO ISSUE ANY ADVERTISEMENT, OR TO GIVE ANY INFORMATION, OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF THE SECURED BONDS OTHER THAN THOSE CONTAINED IN THIS REGISTRATION DOCUMENT AND IN THE DOCUMENTS REFERRED TO HEREIN, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, ITS DIRECTORS, OR ADVISORS.

THE MFSA ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS REGISTRATION DOCUMENT AND ANY PERSON WISHING TO APPLY FOR ANY SECURITIES ISSUED BY THE COMPANY TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE, OR DOMICILE.

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES ISSUED BY THE COMPANY: (I) BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (II) BY ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

SAVE FOR THE OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF THE SECURITIES DESCRIBED IN THE PROSPECTUS OR THE DISTRIBUTION OF THE PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, NO SECURITIES MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THE PROSPECTUS, NOR ANY ADVERTISMENT OR OTHER OFFERING MATERIAL MAY BE DISTRIBUTED OR PUBLISHED IN ANY JURISDICTION, EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS. PERSONS INTO WHOSE POSSESSION THE PROSPECTUS OR ANY SECURITIES MAY COME MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS ON THE DISTRIBUTION OF THE PROSPECTUS AND THE OFFERING AND SALE OF SECURITIES.

THE PROSPECTUS AND THE OFFERING, SALE, OR DELIVERY OF ANY SECURITIES MAY NOT BE TAKEN AS AN IMPLICATION: (I) THAT THE INFORMATION CONTAINED IN THE PROSPECTUS IS ACCURATE AND COMPLETE SUBSEQUENT TO ITS DATE OF PUBLICATION; OR (II) THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN THE FINANCIAL POSITION OR PERFORMANCE OF THE ISSUER OR THE GROUP SINCE SUCH DATE; OR (III) THAT ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE PROSPECTUS IS ACCURATE AT ANY TIME SUBSEQUENT TO THE DATE ON WHICH IT IS SUPPLIED OR, IF DIFFERENT, THE DATE INDICATED IN THE DOCUMENT CONTAINING THE SAME.

THIS REGISTRATION DOCUMENT IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. THE COMPANY IS NOT OBLIGED TO PUBLISH A SUPPLEMENT TO THE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES WHICH ARISE FOLLOWING THE LAPSE OF THE PERIOD OF VALIDITY OF THIS REGISTRATION DOCUMENT, PROVIDED THAT THE ISSUER SHALL NOT BE OBLIGED TO SUPPLEMENT THIS REGISTRATION DOCUMENT SHOULD THE AFORESAID SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES, OR MATERIAL INACCURACIES ARISE OR ARE NOTED FOLLOWING THE LATER OF THE CLOSING OF THE OFFER PERIOD OR THE TIME WHEN TRADING ON THE OFFICIAL LIST BEGINS.

A COPY OF THIS REGISTRATION DOCUMENT HAS BEEN SUBMITTED TO THE MFSA IN SATISFACTION OF THE CAPITAL MARKETS RULES, THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES AT THE MALTA BUSINESS REGISTRY IN ACCORDANCE WITH THE ACT.

STATEMENTS MADE IN THIS REGISTRATION DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

ALL THE ADVISORS TO THE ISSUER NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING “ADVISORS” IN SECTION 4.2 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THE PROSPECTUS AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS, OR ANY SUPPLEMENT THEREOF.

THE CONTENTS OF THE COMPANY’S WEBSITE, OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE COMPANY’S WEBSITE, DO NOT FORM PART OF THE PROSPECTUS UNLESS SUCH CONTENTS ARE INCORPORATED BY REFERENCE INTO THE PROSPECTUS. ACCORDINGLY, NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN THE SECURED BONDS.

THE DIRECTORS CONFIRM THAT WHERE INFORMATION INCLUDED IN THE PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED AND AS FAR AS THE DIRECTORS COMPANY ARE AWARE AND ARE ABLE TO ASCERTAIN FROM INFORMATION PUBLISHED BY THAT THIRD PARTY, NO FACTS HAVE BEEN OMITTED WHICH WOULD RENDER THE REPRODUCED INFORMATION INACCURATE OR MISLEADING.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE SECURED BONDS.

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1. DEFINITIONS

In this Registration Document, the following capitalised words and expressions shall bear the following meanings, except where the context otherwise requires:

3PL	third party logistics, specifically the outsourcing of logistics services encompassing the management of one or more facets of procurement and fulfilment activities, including but not limited to the storing or transportation of goods;
Act	the Companies Act (Cap. 386 of the laws of Malta);
Bank Guarantee	the bank guarantee procured by the Issuer from a reputable credit institution to be in an amount representing the difference between €50,000,000 and the aggregate value of: (a) the Retained 3PL Proceeds (if any), (b) as from financial year ending 2030, the Reserve Account, and (c) the Secured Property, securing the punctual performance of the Issuer's obligations under the Secured Bonds, as may be varied in terms of section 5.2.4 of the Securities Note and the Security Trust Deed;
Birkirkara Office Complex	has the meaning assigned to it in section 6.2.4 of this Registration Document;
Birkirkara Site	a portion of land known as 'Ta' Lannara' situated in Triq Dun Karm (Birkirkara Bypass), Birkirkara, corner with Triq Kanonku Karm Pirotta, Birkirkara, measuring *circa* 1,437m², together with a portion of adjacent land measuring 504m² situated at Triq Toni Wizzini, Birkirkara, and abutting unto Triq Dun Karm (Birkirkara Bypass), Birkirkara;
Bondholder/s	a holder of Secured Bonds;
Business Promotion Act	the Business Promotion Act (Cap. 325 of the laws of Malta);
Capital Markets Rules	the capital markets rules issued by the MFSA in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) as may be amended from time to time;
Directors or **Board of Directors**	the directors of the Company whose names are set out in section 4.1 of this Registration Document under the heading *"Directors of the Issuer"*;
Euro or **€**	the lawful currency of the Republic of Malta;
Group or **JD Capital Group**	the Issuer and its direct or indirect Subsidiaries;
Hal Far Industrial Facility	the industrial facility situated on the Har Far Site being developed into a total built area of 19,495m² with an additional external area of 4,512m², comprising of: • an industrial manufacturing facility measuring *circa* 8,939m²; • an external industrial storage area of *circa* 2,314m²; • a warehouse area of *circa* 7,124m², having a clear height of 17m; • a storage area of *circa* 1,837m² and having a clear height of 6.5m; • an external storage and circulation area of *circa* 2,198m²; and • an office area of *circa* 1,595m²;
Hal Far Site	the site measuring *circa* 16,245m² at the Hal Far Industrial Estate, Birzebbuga, over which the Hal Far Industrial Facility is situated;

INDIS	INDIS Malta Ltd (formerly Malta Industrial Parks Limited), a private limited liability company registered under the laws of Malta, with company registration number C 28965 and having its registered office at 88, Msida Valley Road, Birkirkara BKR 9020, Malta;
Issuer or the **Company**	JD Capital p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 82098 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
IVIVIV Holdings	IVIVIV Holdings Limited, a private limited liability company registered under the laws of Malta, with company registration number C 101979 and having its registered office at J&J Group, Blue Harbour, No. 41 Triq ix-Xatt Ta' Ta Xbiex, Ta Xbiex, Malta;
J&J Development	J&J Development Limited, a private limited liability company registered under the laws of Malta, with company registration number C 91498 and having its registered office at J&J Group, Blue Harbour, No. 41 Triq ix-Xatt Ta' Ta Xbiex, Ta Xbiex, Malta;
J&J Hotel Operations	J&J Hotel Operations Limited, a private limited liability company registered under the laws of Malta, with company registration number C 93492 and having its registered office at J&J Group, Blue Harbour, No. 41 Triq ix-Xatt Ta' Ta Xbiex, Ta Xbiex, Malta;
JD Birkirkara	JD Birkirkara Limited, a private limited liability company registered under the laws of Malta, with company registration number C 82135 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
JD Holdings	JD Holdings Limited, a private limited liability company registered under the laws of Malta, with company registration number C 82095 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
JD Operations	JD Operations Limited, a private limited liability company registered under the laws of Malta, with company registration number C 82100 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
JD Real Estate Development	JD Real Estate Development Limited, a private limited liability company registered under the laws of Malta, with company registration number C 106933 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
JSDimech	JSDimech Limited, a private limited liability company registered under the laws of Malta, with company registration number C 34919 and having its registered office at HHF 303, Industrial Estate, Hal Far, Birzebbuga BBG 3000, Malta;
Malta Stock Exchange or **MSE**	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
Memorandum and Articles of Association	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus in the form as registered with the Registrar of Companies at the Malta Business Registry. The terms "**Memorandum**", "**Articles**" and "**Articles of Association**" shall be construed accordingly;
MFSA	the Malta Financial Services Authority, appointed as the competent authority to approve prospectuses for the purposes of the Financial Markets Act (Cap. 345 of the laws of Malta);
Msida Hotel	has the meaning assigned to it in section 6.2.6 of this Registration Document;

ONEA Properties	OneA Properties Limited, a private limited liability company registered under the laws of Malta, with company registration number C 85133 and having its registered office at J&J Group, Blue Harbour, No. 41 Triq ix-Xatt Ta' Ta Xbiex, Ta Xbiex, Malta;
Private Placement	the €5,000,000 7.25% secured callable notes 2025-2027 of a nominal value of €1,000 per note issued by the Issuer pursuant to a prospectus dated 12 December 2023;
Property Valuation Reports	collectively: i. the property valuation report in respect of the Hal Far Site dated 14 March 2025 prepared in accordance with Chapter 7 of the Capital Markets Rules by Mr Peter Zammit B.E&A (Hons) A&C.E. Msc(Surrey) MIStructE CEng on behalf of IAS-Innovative Architectural Structures Limited (C 79087); and ii. the property valuation reports in respect of the Skorba Mansions, Ta' Monita Properties, Villa Delfini, and the Msida Hotel dated 10 March 2025 prepared in accordance with Chapter 7 of the Capital Markets Rules by Ms Melanie Spiteri, Architect and Civil Engineer B.E.&.A (Hons);
Prospectus	collectively, this Registration Document, the Securities Note and the Summary;
Prospectus Regulation	Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and in accordance with the provisions of Commission Delegated Regulation No. 2019/979 and Commission Delegated Regulation No. 2019/980 issued thereunder;
Redemption Date	has the meaning assigned to it in the Securities Note;
Registrar & Co-Manager	Bank of Valletta p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 2833 and having its registered office at 58, Zachary Street, Valletta VLT1130, Malta;
Registration Document	this document in its entirety;
Secured Bonds	the €40,000,000 secured bonds of a nominal value of €100 per bond payable in full upon subscription, redeemable at their nominal value on the Redemption Date and bearing interest at the rate of 5.6% per annum, as described in further detail in the Securities Note;
Secured Bond Issuance Programme	the secured bonds issuance programme of up to €25,000,000 secured bonds made by the Issuer pursuant to the base prospectus dated 3 October 2022 and the applicable final terms issued by the Issuer in the form as set out in such base prospectus;
Securities Note	the securities note issued by the Issuer dated 11 April 2025, forming part of the Prospectus;
Security Trust Deed	the security trust deed entered into between the Security Trustee, the Issuer, JD Real Estate Development, J&J Hotel Operations, and Skorba Developments dated 10 April 2025;
Security Trustee	Finco Trust Services Limited, a private limited liability company registered in Malta, with company number C 13078, having its registered office at The Bastions Office No 2, Emvin Cremona Street, Floriana FRN 1281 Malta;

Series 1 Bonds	the €14,000,000 4.85% JD Capital p.l.c. secured bonds 2032 (ISIN: MT0001831214);
Series 2 Bonds	the €11,000,000 6% JD Capital p.l.c. secured bonds 2033 (ISIN: MT0001831222);
Skorba Developments	Skorba Developments Limited, a private limited liability company registered under the laws of Malta, with company registration number C 95344 and having its registered office at J&J Group, Blue Harbour, No. 41 Triq ix-Xatt Ta' Ta Xbiex, Ta Xbiex, Malta;
Skorba Mansions	has the meaning assigned to it in section 6.2.6 of this Registration Document;
Sponsor & Co-Manager	Calamatta Cuschieri Investment Services Limited, a private limited liability company registered in Malta, with company number C 13729, having its registered office at Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta, licensed by the MFSA and a member of the MSE;
Subsidiary	an entity over which the Issuer has direct or indirect control, which as at the date of this Registration Document includes: (i) directly, JD Operations, JD Birkirkara, JD Real Estate Development, and ONEA Properties; and (ii) indirectly, J&J Development, J&J Hotel Operations, IVIVIV Holdings, and Skorba Developments. In terms of the International Financial Reporting Standards adopted by the European Union, a 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. The term "**Subsidiaries**" shall collectively refer to such entities;
Summary	the summary issued by the Issuer dated 11 April 2025, forming part of the Prospectus;
Ta' Monita Properties	has the meaning assigned to it in section 6.2.6 of this Registration Document; and
Villa Delfini	the fully detached villa with underlying basement and garage and surrounding garden, set on three floors, numbered 51, Triq is-Siegh, St Andrews, Swieqi, limits of Saint Julian's, having a superficial area of *circa* 1,124m^2.

Unless it appears otherwise from the context:

a. words importing the singular shall include the plural and *vice versa*;

b. words importing the masculine gender shall include the feminine gender and *vice versa*;

c. the word "*may*" shall be construed as permissive and the word "*shall*" shall be construed as imperative;

d. all references in the Prospectus to "*Malta*" shall be construed as defined in Article 124(1) of the Constitution of Malta;

e. any phrase introduced by the terms *"including", "include", "in particular"* or any similar expressionism is illustrative only and does not limit the sense of the words preceding those terms; and

f. any reference to a law, legislative act, and, or other legislation shall mean that particular law, legislative act and, or legislation as in force at the time of publication of this Registration Document.

2. RISK FACTORS

2.1 General

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THIS REGISTRATION DOCUMENT, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE COMPANY. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR, AND THE COMPANY, AND THE DIRECTORS, ARE NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

THE RISK FACTORS BELOW HAVE BEEN CATEGORISED UNDER THE FOLLOWING MAIN CATEGORIES, ACCORDING TO WHETHER THE RISK FACTORS RELATE TO: (I) THE COMPANY PER SE; (II) ECONOMIC AND FINANCIAL RISKS; AND (III) BUSINESS AND OPERATIONAL RISKS.

THE RISK FACTOR FIRST APPEARING UNDER EACH SUB-CATEGORY CONSTITUTES THAT RISK FACTOR WHICH THE DIRECTORS HAVE ASSESSED TO BE THE MOST MATERIAL RISK FACTOR UNDER SUCH SUB-CATEGORY AS AT THE DATE OF THIS REGISTRATION DOCUMENT. SUBSEQUENT RISK FACTORS IN THE SAME SUB-CATEGORY ARE NOT RANKED IN ORDER OF MATERIALITY OR PROBABILITY OF OCCURRENCE. IN MAKING THEIR ASSESSMENT OF MATERIALITY, THE DIRECTORS HAVE EVALUATED THE COMBINATION OF: (I) THE PROBABILITY THAT THE RISK FACTOR OCCURS; AND (II) THE EXPECTED MAGNITUDE OF THE ADVERSE EFFECT ON THE FINANCIAL CONDITION AND PERFORMANCE, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS OF THE COMPANY, AND, OR THE GROUP, IF THE RISK FACTOR WERE TO MATERIALISE. WHERE A RISK FACTOR MAY BE CATEGORISED IN MORE THAN ONE CATEGORY, SUCH RISK FACTOR ONLY APPEARS ONCE IN THE MOST RELEVANT CATEGORY OR SUB-CATEGORY FOR SUCH RISK FACTOR.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS ADVERSE EFFECT ON THE COMPANY'S AND, OR GROUP'S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS, AS WELL AS THE ABILITY OF THE COMPANY TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES ISSUED BY IT FROM TIME TO TIME, INCLUDING ITS OBLIGATIONS UNDER THE SECURED BONDS. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS AS AT THE DATE OF THIS REGISTRATION DOCUMENT, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE COMPANY AND, OR THE GROUP FACES OR COULD FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE COMPANY'S DIRECTORS ARE NOT CURRENTLY AWARE OF, OR THAT THE DIRECTORS CURRENTLY DEEM IMMATERIAL, INDIVIDUALLY OR CUMULATIVELY, MAY WELL RESULT IN A MATERIAL ADVERSE IMPACT ON THE COMPANY'S AND, OR THE GROUP'S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS.

THIS REGISTRATION DOCUMENT, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, AND, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE COMPANY: (I) ARE NOT INTENDED TO PROVIDE THE BASIS FOR ANY CREDIT OR OTHER EVALUATION; (II) ARE NOT AND SHOULD NOT BE CONSIDERED AS A RECOMMENDATION BY THE COMPANY, THE DIRECTORS, ANY OF THE ADVISORS LISTED IN SECTION 4.2 BELOW OR ANY OF THE AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THIS REGISTRATION DODUMENT, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE COMPANY, INCLUDING THE SECURED BONDS, AND, THEREFORE, PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THIS REGISTRATION DOCUMENT; AND (III) CONTAIN STATEMENTS THAT ARE, OR MAY BE DEEMED TO BE, *"FORWARD LOOKING STATEMENTS"*.

2.2 Forward-looking Statements

Forward-looking statements can be identified by the use of forward-looking terminology, including the terms *''believes''*, *''estimates''*, *"forecasts"*, *"projects"*, *''anticipates''*, *''expects''*, *"envisages"*, *''intends''*, *''may''*, *''will''*, or *''should"* or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places within this Registration Document and include statements regarding the intentions, beliefs, or current expectations of the Company and, or the Directors concerning, amongst other things, the Company's and, at the Group's strategy and business plans, financial condition and performance, results of operations, liquidity, prospects, investments, and the markets in which the Company and the Group operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and should therefore not be construed as such. The Company's and, or the Group's actual operational results, financial condition and performance, and business and trading prospects may differ materially from the impression created by the forward-looking statements contained in this Registration Document. In addition, even if the operational results, financial condition and performance, and trading prospects of the Company and, or the Group are consistent with the forward-looking statements contained in this Registration Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, those factors identified under section 2 of this Registration Document headed *"Risk Factors"* and elsewhere in this Registration Document.

All forward-looking statements contained in this Registration Document are made only as at the date hereof. Subject to applicable legal and regulatory obligations, the Company and the Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

2.3 Risks Relating to the Company

2.3.1 RISKS RELATING TO THE COMPANY'S ROLE AS THE HOLDING AND FINANCING COMPANY OF THE GROUP

As further described in section 6.1, *"Principal Objects and Activities of the Issuer"* of this Registration Document, the Company is the holding company and financing arm of the JD Capital Group, having as its main activity the carrying on of the business of a holding, financing, re-financing, and investment company within the JD Capital Group.

The only assets of the Company are its investments in the equity securities of its Subsidiaries, together with loans or other facilities that may be advanced by it to its Subsidiaries from time to time. As a result, the Company does not itself carry out any trading activities or operations of its own, with the only cash generating activities of the Company being the receipt of interest income on funds advanced to Group entities and dividends received from its Subsidiaries, if any, from time to time. The Company is thus economically dependent on the operational results and the financial position and financial performance of the companies forming part of the JD Capital Group, as well as any other entities it may establish, acquire, or otherwise have an interest in, whether by way of joint venture, partnership, merger, or other arrangement, in the future.

Consequently, the financial performance and position of the Company is directly affected by the financial and operational results of its Subsidiaries, as well as any other entities it may establish, acquire or have an interest in, in the future, and as such the risks faced by the Company are those risks that are inherent or attributable to the business and operations of its Subsidiaries and any such other entities. In particular, the Company is dependent on the full and timely repayment of capital and interest payable on the loans advanced by it to its Subsidiaries from time to time, including the intra-group loan agreements subsisting as at the date of this Registration Document, as well as the additional intra-group loans that are to be advanced by the Company to its Subsidiaries from the proceeds raised from the issue of the Secured Bonds, which payment shall, in turn, depend on the positive cash flows generated by the Group.

In the event that any one or more of the Subsidiaries, and, or any other entities the Company may establish, acquire or otherwise in future have an interest in, underperforms in any one financial year or otherwise experience adverse fluctuations in cash flows, volatility in cash flows, liquidity strains, or other financial difficulties, such underperformance or adverse financial position and operational results may, in turn, adversely affect the financial position and operational results of the Group, and in turn, the Company. This may negatively impact the market value of the securities issued by the Company from time to time, including the Secured Bonds, and, or, the ability of the Company to meet its obligations towards holders of its debt or other securities, including its obligations towards Bondholders under the Secured Bonds.

2.4. Economic and Financial Risks

2.4.1 RISKS RELATING TO THE GROUP'S FINANCING AND INVESTMENT STRATEGIES AND HISTORICAL GEARING LEVEL

The Group may not be able to obtain the financing it requires for the continued operation of its business, completion of major projects, and investments, including for the acquisition, development, expansion or improvement of existing or new properties or industrial manufacturing and production facilities and, or other strategic investments, on commercially reasonable terms, or at all. Failure to obtain, or delays in obtaining, the financing required to complete current or future operations, projects and, or strategic investments on commercially reasonable terms, including increases in borrowing costs or decreases in debt capacity or funding availability, may limit the Group's growth and adversely affect its business, financial condition, results of operations, and prospects.

The Group has a number of bank credit facilities and loan facilities outstanding as at the date of this Registration Document and the Group's capital structure is, and is expected to remain in the near future, relatively highly geared, and the debt service obligations resulting from such leveraged capital structure are expected to absorb a significant portion of cash flows generated by the Group's operations. In addition, as at the date of this Registration Document, JD Operations has pending tax liabilities and social security contributions which are in the process of being settled in terms of a payment schedule entered into with the Maltese Commissioner for Tax and Customs. In this respect, as the Maltese Commissioner for Tax and Customs is considered a privileged creditor, it may in the future register a security interest on the immovable property of JD Operations.

Adverse movements in the Group's actual or projected cash flows will reduce the actual or projected level of debt service cover and the ability of the Company to fulfil its obligations under its listed securities, including the Secured Bonds, as well as the ability of the Group to fulfil its obligations under any financial indebtedness outstanding from time to time, including any lump-sum commitments and, or monthly indebtedness repayment obligations. In the past, the Group has indeed encountered instances in which the fulfilment of certain repayment obligations due to banks was delayed.

As at the date of this Registration Document, a number of projects, in particular real estate development projects, are ongoing and therefore are not presently generating revenue, thus resulting in limited cash reserves until such projects are finalised.

The Group may be subject to adverse movements in interest rates where it has entered into third-party financing arrangements that are subject to interest rates with a fluctuating or variable interest rate component, increasing its borrowing cost and debt servicing obligations.

The Group is subject to various covenants and restrictive undertakings stipulated by the terms and conditions of its third-party financing arrangements. These restrictions and covenants could limit the Group's ability to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally, or otherwise inhibit the ability to conduct necessary operational activities. If the Group were to default on its obligations under its third-party financing arrangements, including, without limitation, for late payment or breach of such covenants and undertakings, the Group may be liable to default interest and, or contractual penalties and third-party financiers may exercise or seek measures to enforce any security interests constituted in their favour, or to exercise early termination rights and to request immediate repayment of the loans or other financial indebtedness, together with any and all accrued interest.

Furthermore, the occurrence of an event of default under one loan or other third-party financing arrangement may give rise to cross-defaults across the third-party financing arrangements of the Group.

If the circumstances indicated above were to manifest themselves, the Group's financial position, operational results and its business and trading prospects may be materially adversely affected, and the ability of the Company to satisfy its obligations towards holders of debt or other securities, including its obligations towards the Bondholders under the Secured Bonds, may be materially adversely affected.

2.4.2 DEPENDENCE ON THE MALTESE MARKET AND EXPOSURE TO ECONOMIC CONDITIONS

To date, the business activities and operations of the Group have been concentrated in and aimed at the Maltese market. Accordingly, the Group is highly susceptible to the economic trends that may from time to time be felt in Malta, including fluctuations in consumer demand, financial market volatility, inflation, the property market, interest rates, exchange rates, direct and indirect taxation, wage rates, utility costs, government spending and budget priorities, and other general market, economic, and social factors. Negative economic factors and trends in Malta, particularly those having an effect on the property construction and development, would have, in turn, a negative impact on the business of the Group and demand for its industrial and manufacturing works in the steel, glass, aluminium, and related industries.

In particular, even though the Maltese economy has been performing well in recent years, characterised by healthy and steady economic growth and low unemployment levels, any deterioration in the economy or market segments thereof, whether actual or perceived, could adversely affect the financial performance and condition of the Group. Challenging economic and socio-political conditions could reduce demand for the Group's product and service offerings, increase expenses, lower disposable income, increase impairments and negatively impact the value of security interests or collateral constituted by the Group under its financing or other contractual arrangements (in particular, land and property values). Moreover, prolonged periods of socio-political uncertainty, unrest and, or government deadlock could, in turn, have a negative effect on the demand for the Group's product and service offering, including its planned 3PL services, which could have a material adverse effect on the results of its operations and its financial performance and condition. The Group's business, results of operation, financial condition or prospects may also be affected by such financial, economic, and socio-political developments in or affecting the Maltese Market.

Furthermore, even though the Group's business and activities are concentrated in, and aimed at, the Maltese market, the Group's customers and suppliers and other key stakeholders are spread across different regional and international markets, and is consequently susceptible to adverse economic developments and trends overseas. In particular, weak economic conditions or tightening of the credit markets may affect the solvency of its suppliers or customers, which could lead to disruptions in its business operations, accelerated payments to suppliers, increased bad debts, or a reduction in its revenue, which may impact the Group's ability to recoup the debts owed to it, and in turn to fulfil its own obligations.

2.4.3 RISKS RELATED TO CHANGING INDUSTRY TRENDS AND COMPETITIVE FORCES

The manufacturing, property development, and 3PL operations of the Group are subject to constantly and rapidly evolving industry demands, preferences, and trends. Consequently, the success of these business operations is dependent upon the priority and preferences of the Group's historical and prospective client base, and its ability to swiftly anticipate, identify, and capitalise upon these priorities and preferences relating to, among other factors, innovative design, manufacturing (or development, as applicable) processes and techniques, safety features, project delivery and installation (or finishing, as applicable) methods, cost-effectiveness, quality and variety of materials, equipment and other supplies, the expertise and experience of personnel, the variety of post-installation (or post-delivery) services, and the Group's overall project delivery services offerings, be they relating to the manufacturing, property development, or 3PL operations. If the Group is unable to do so, the Group could experience a loss in market share, an impaired ability to win competitive tenders or other bids, and reductions in its turnover, as applicable, all of which could have a material adverse effect on the Group's, operational results, financial condition, and its prospects.

In addition, each of the business lines of the Group is also susceptible to local and global competition, influenced by a variety of determining factors including price, variety and quality of goods, supplies and other materials, the type and depth of product and service offering, availability, reliability, post-delivery services, project management, and logistical arrangements in respect of both competing or substitute goods and services. Furthermore, the Group's current and potential competitors, particularly international operators, may have greater name recognition, larger customer bases and greater financial and other resources than the Group. Moreover, the Group's competitive strength is dependent on its ability to keep up with changes in technology and production and manufacturing processes and techniques to enhance its product and services offerings, reduce costs, and improve margins. A decline in the relative competitive strength of the Group could adversely affect the Group's results of its operations, financial condition, and prospects.

2.5 Business and Operational Risks

The Group's historical core operations entail the design, fabrication, manufacturing, processing, supply, and installation of industrial aluminium, steel, and glass works, and the delivery and completion of projects in relation thereto, as described in detail in section 6.2 of this Registration Document. Following the incorporation of JD Real Estate Development, and as described in further detail in section 6.2.6, the Group's business has been diversified to include investment in immovable property for development, which could be held as long-term investments, rented to third parties, or sold, depending on the opportunities available and their financial feasibility. Additionally, as set out in section 6.2.5, JD Operations is expected to begin offering 3PL shared warehousing operation services by Q4 2025, further diversifying the Group's business into the logistics industry. The results of the Group are subject to a number of factors that could adversely affect the Group's business, many of which are common to the industries in which it operates and are beyond the Group's control.

The purpose of this section is to set out an overview of the risks factors inherent in, or associated with, the industry sectors in which the Group operates or will be operating in, as well as specific risk factors that are associated with the Group's own business and operational model, history, development, and strategy and, therefore, those risk factors that are specific to the Group, from both an operational as well as compliance perspective.

2.5.1 RISKS RELATING TO THE GROUP'S BUSINESS GENERALLY

2.5.1.1 Risks relating to the temporary title over the Hal Far Industrial Facility

The Group, prospective 3PL services as well as the operations relating to the design, fabrication, manufacturing, processing, supply, and installation of industrial aluminium, steel, and glass works are (or will be, in the case of 3PL services) principally carried out at the Hal Far Industrial Facility situated at the Hal Far Site. The Hal Far Site and Hal Far Industrial Facility are held by JD Operations under a title of a 65-year temporary emphyteusis granted unto JD Operations by INDIS, effective as from 6 March, 2018. The grant is subject to a number of onerous terms and conditions, including terms relating to minimum employment commitments, permitted use, payment of annual ground-rent, maintenance of adequate insurance cover, development permits, and maintenance and repairs, among others. Failure to abide with the terms and conditions to which the emphyteutical grant is subject may have an adverse material effect on the operations of the Group, including as a result of the imposition of contractual penalties or the enforcement of an event of default under the said emphyteutical deed, the occurrence of which may entitle the INDIS to terminate the temporary emphyteusis. The inability of the Group to carry out its operations at the Hal Far Industrial Facility at any time due to failure to adhere with the terms and conditions of the emphyteutical grant could have a material adverse effect on the results of the operations of the Group, its financial performance and condition, and prospects.

2.5.1.2 Risks relating to the Group's exposure to claims and litigation inherent in the Group's operations

All industries which the Group operates or has plans to operate in are subject to legal claims, with or without merit. Litigation is expensive, time consuming, and may divert management's attention away from the operation of the business of the Group. In addition, the Group cannot be certain that its insurance coverage will be sufficient to cover one or more substantial claims. Adverse publicity from such allegations, claims, or proceedings may also adversely affect the turnover generated by the Group, its goodwill, and trading prospects, regardless of whether such allegations or claims are true or whether the Group is ultimately held liable. Furthermore, it is possible that if complaints, claims, or legal proceedings such as the aforementioned were to be brought against a direct competitor of the Group, the latter could also be affected due to the adverse publicity brought against, and concerns raised in respect of, the industry in general.

Particularly, industrial manufacturing, processing, production, and project delivery works necessitate the use and operation of heavy and specialist equipment, apparatus, machinery, vehicles and the operation of production facilities that inherently involve health and safety risks and hazards to the Group's employees and other third-parties, including its customers, suppliers, on-site inspectors, engineers, architects and other personnel involved in the production manufacturing, production and works processes of the Group. Consequently, the Group is exposed to the risk of liability for death, sickness, personal injury, or damage to third-party property or equipment arising out of, or in the course of, the design, execution, and completion of its processing, production, and works, or for wilful or negligent acts of its employees or other personnel, and, is therefore, susceptible to the risk of being liable for penalties, fines, costs, expenses, losses, liabilities, revocation of authorisations, and, or other sanctions made against it. Furthermore, the Group may be liable to claims for breaches of intellectual property rights or breach of design, manufacturing, production, storage, delivery, assembly, and installation procedures under the applicable contractual arrangements, legal or regulatory requirements, as well as industry standards and certifications.

No assurance can be given that disputes which could have such effect would not arise in the future. Exposure to litigation or fines imposed by regulatory authorities may affect the Group's reputation even though the monetary consequences may not be significant.

2.5.1.3 Risks relating to relating to the failure to implement sustainable and, or environmental, social, and governance considerations in the Group's business model

There is a growing expectation for businesses to ensure that they conduct their business in a sustainable and environmentally responsible manner, including by taking proactive measures to reduce their carbon footprint, maximise the use of recycled and recyclable or biodegradable materials, reduce the use of plastic, and increase the use of alternative and sustainable means of design, production, manufacturing, and construction. This trend is not only drawn from a growing concern surrounding the depletion of the natural environment and natural resources, the adverse effects of climate change, and the consequential negative effects of unsustainable practices, but also from legal and regulatory requirements.

Additionally, with an increased emphasis on environmental, social, and governance ("**ESG**") considerations at global level, the implementation of sustainable factors in the Issuer's business model is expected to come under increased scrutiny by investors, regulators, and the public at large. ESG considerations for the purposes of the Group's business may include, but are not limited to, energy performance, energy and resource efficiency, waste management, energy and water use, the use of renewables, as well as social and employment considerations of workers and the health and safety thereof.

The failure of the Group to ensure that it satisfies environmental and sustainability laws and regulations, or meet market pressures and consumer expectations concerning sustainability could in future, in the event of introduction of measures aimed at fostering increased sustainability and environmental protection, have a material adverse effect on the Group's business, financial condition, and, or results of operations, including a loss of business or business retention, exposure to regulatory fines, and the inability of the Group to obtain the necessary permits or other authorisations to carry out its business operations, projects, or investments.

2.5.1.4 Risk of loss of key senior personnel and specialist personnel

The Group believes that its growth is partially attributable to the efforts and abilities of the members of its executive management team and other key or specialist personnel, including executive management, its project management personnel, sector-specific experts and professionals and other personnel, and upon its ability to attract, develop, and retain such key personnel to manage and grow the Group's business.

The Group's inability to attract, develop and retain key and highly skilled and qualified personnel with sector-specific experience and expertise or leadership capabilities, could have an adverse effect on its relationships with stakeholders and the operational results, financial position, and, or the growth prospects and strategic objectives of the business of the Group. Furthermore, if one or more of such persons currently or in future employed by the Group were unable or unwilling to continue in their position, particularly if such members are lost to competitors of the Group, the Group might not be able to replace them within the short term, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

Employee retention may be particularly challenging following acquisitions or divestures as the Group must continue to motivate employees and keep them focused on its strategies and goals. Moreover, the Group's inability to train and motivate its key personnel to meet the evolving trends in the industries and markets in which the Group operates could cause a decrease in the overall quality, efficacy, and efficiency of such personnel. Such consequences could adversely affect the Group's business, results of operations, or cash flows. Additionally, unless skills are supported by a sufficient infrastructure to enable knowledge and skills to be passed on, the Group risks losing accumulated knowledge if key employees leave.

In addition, the Group is ultimately beneficially wholly owned by Mr Josef Dimech. Accordingly, Mr Dimech exercises effective control over the Company and the Group. The unexpected loss or prolonged absence or indisposition of Mr Josef Dimech or a dilution in his shareholding, control, or influence over the Company and, or the Group and its business could have an adverse effect on the Company and the Group. There can be no assurance that Mr Dimech will not, at any time, dispose of any interest, direct or indirect, in the Company and, or the Group, nor can there be any assurance that Mr. Dimech will maintain his involvement in the strategic management and direction of the Group. Moreover, Mr Dimech is not under any obligation or firm commitment to continue to financially support or invest in the Group and the financial strength and condition of the Group, and in turn, of the Company, may be adversely affected if Mr Josef Dimech is unwilling or unable to provide the necessary financial resources, as and when required.

2.5.1.5 Risks relating to the production processes, information systems, and technology utilised by the Group

As the Group is increasingly dependent on the proper and uninterrupted operations of its equipment, machinery, tools, production and manufacturing processes, computer systems, information processing and management systems software and telecommunications networks, electronic communication networks, access to the internet, as well as the systems and services of other third parties (collectively the "**I.T. Systems**") that are necessary to carry out its manufacturing, development, and 3PL services, and the supporting and ancillary activities relating thereto, its operational activities may become subject to a failure, disruption, or other interruption in its I.T. Systems. Such event may arise as a result of various factors that may be out of the control of the Group, as a result of (without limitation) natural disasters, electricity outages and, or technical malfunctions which could be malicious (including, but not limited to, the risks of increasingly sophisticated cyber-attacks such as malware attacks, ransomware, phishing, hacking, or any other form or type of cyber-attack, data theft, or other unauthorised use of data), due to errors, negligence, or force majeure. In addition, service level agreements, business continuity plans, and disaster recovery plans intended to ensure continuity and stability of these systems may not necessarily prove sufficient to avoid any type of disruption to the Group's business.

If such failure, disruption, or other interruption, even temporary, were to occur, the activities of the Group could be interrupted for the period of time for which such event subsists, which lack of access could adversely affect the Group's information management systems, manufacturing and processing systems, operational processes, and its ability to deal with its stakeholders in a timely, proper and effective manner. In addition, a failure or disruption in the I.T. Systems that support the Group's business could lead to loss of control over critical business, project information, or systems, and adversely impact its ability to operate. The Group may additionally be unable to develop or acquire competitive I.T. Systems capable of meeting its business requirements and, or may lack sufficient resources to invest in I.T. Systems that will allow it to compete with its competitors and efficiently protect information and operating systems. Any of the foregoing risks could have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

2.5.1.6 Risks connected with the Group's insurance cover

Historically, the Group has maintained insurance at levels determined by the Group to be appropriate in light of the cost of cover, the nature and volume of its activities, its legal and contractual minimum insurance cover obligations and commitments, and the risk profiles of the business sectors in which the Group operates, including insurance relating to public liability, employers liability, directors and officers liability, personal accident liability, accidental damage liability, warehousemen liability, contract works all risks liability, and marine cargo liability insurance. With respect to losses for which the Group is covered by its policies, it may be difficult and may take time to recover such losses from insurers. In addition, the Group may not be able to recover the full amount from the insurer, including but not limited to procedural restrictions or formalities, or due to substantive exclusions, exemptions, limitations on coverage, *de minimis* liability coverage limitations, prescriptive time periods and limitations, reporting or other disclosure requirements, licencing or other authorisation or registration requirements, breach of restrictive covenants or undertakings, breach of warranties and, or representations, as well as restrictions or formalities relating to the initiation of, and control over, litigation, investigations, or other proceedings relating thereto. Furthermore, its insurance policies may be pledged or otherwise granted as security in favour of third-party financiers or other third parties and the Group may not be able to recover amounts thereunder where such security subsists.

No assurance can be given that the Group's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates. In addition, changes in legislation or judicial interpretation, or the issuance or alteration of directives, orders or other measures (whether interim or otherwise), by the relevant authorities (including but not limited to governmental departments or authorities, planning and development authorities, health and safety authorities, environmental authorities, among others) may impact the ability to recoup losses under insurance coverage held by the Group. Furthermore, the actions, or inactions of employees or other officials of the Group, or of any of its contractors, sub-contractors, outsourcing parties, or other third-parties engaged by the Group from time to time, may affect the ability of the Group to successfully make a claim under its insurance policies.

2.5.1.7 Risks relating to the complex and constantly evolving regulatory environment in which the Group operates

The Group operates in a complex regulatory environment, as a result of which it is subject to a vast array of rules and regulations, including but not limited to the requirements prescribed by the Occupational Health and Safety Authority Act (Cap. 424 of the laws of Malta), the Work Place (Minimum Health and Safety requirements for Work at Construction Site) Regulations (subsidiary legislation 424.36), the Development Planning Act (Cap. 552 of the laws of Malta), the Environmental Management Construction Site Regulations (subsidiary legislation 552.09), the Building Regulation Act (Cap. 513 of the laws of Malta), and the Avoidance of Damage to Third Party Property Regulations (subsidiary legislation 623.06) as each may be amended or otherwise supplemented from time to time, as well as other rules and regulations generally relating and applicable to industrial manufacturing, product standards, product liability, delivery and international consignments, environmental protection, anti-money laundering and counter-terrorist financing, and property construction and development, among others. The regulatory environment in which the Group operates is constantly evolving, with the introduction of new rules and regulations, or the amendment or overhaul of existing ones.

Furthermore, the Group's business and activities may be subject to a variety of terms and conditions under the relevant permits, licences, or other authorisations, technical specifications, drawings, standards and other conditions relating to its property development activities, manufacturing, processing, and production activities, as well as the on-site works, which terms and conditions may vary on a project-by-project basis, may depend on the nature, scale, and complexity of the project in question, and are susceptible to changes in the application and, or interpretation thereof from time to time.

The inability of the Group to meet its ongoing regulatory and legal requirements, whether in whole or in part, or the inability of the Group to equip itself to comply with forthcoming legislation or regulation in a timely and suitable manner, may expose the Group to the risk of regulatory sanctioning, including but not limited to, the imposition of public reprimands, administrative or punitive fines or penalties, temporary suspension of activities, or even revocation of licences, permits, or other authorisations, whether in whole or in part. In addition, lack of compliance with legal and regulatory requirements may negatively affect the reputation and goodwill of the Group and may result in a loss of existing or potential business and, or a weakened competitive advantage.

If any of these risks were to materialise, they could have a material adverse effect on the operational results, and financial performance, and position of the Group.

2.5.2 RISKS SPECIFIC TO THE MANUFACTURING SECTOR

2.5.2.1 Risks relating to industrial aluminium, steel, and glass works, design, manufacturing, supply, and project delivery

The Group faces operational risks related to its ability to deliver projects within agreed upon project deliverables, including project design specifications, quantity requirements, quality and quality control procedures, secured storage, handling and delivery procedures, involvement of qualified and skilled personnel, adequacy of resources and equipment, technical and industry standards, certification requirements, scheduled programme of works, fitting and finishing specifications, principles of good workmanship and best industry practice, legal and regulatory requirements, and, ultimately, within project budgeted costs and stipulated project deadline, including deadlines for phases or sub-phases thereof.

Non-compliance with the Group's committed projected deliverables, contractual arrangements, or applicable regulatory and legal requirements relating thereto, could result in significant penalties (including daily penalties for mere delay), fines, pre-liquidated damages or other damages, and, or early termination of project contracts and related contracts. Furthermore, the Group may be susceptible to liability for costs, expenses, losses, forfeit of or reduction in project revenue, or other liabilities incurred to remedy defects, repairs or replacement of goods, supplies or other materials that were rejected. The Group may also be liable to forfeiture of any performance guarantees put up by the Group as security for the due performance, of its project delivery commitments.

Project contractual arrangements may also limit the Group's ability to recover cost overruns or other additional expenses incurred in the delivery of the project, which could reduce the revenue and margin generated by the Group on its project works. The Group may also be susceptible to the right of its customers to reject goods or other supplies, or to request a variation in the project works, which variation may not always be subject to a corresponding equivalent adjustment in project fees, or as a result of which the Group may not be able to recover the additional charges, expenses or other costs incurred as a result of such variation. In addition, the Group may not have the capacity to provide the additional services requested.

Inability to comply with such obligations could adversely impact the Group's relations with its customers, prejudice its goodwill, and, or could result in a material adverse effect on the financial position, financial performance and operational results of the Group.

The prices of the raw materials used in the production process reached record highs on international markets in 2021 and 2022 caused by a combination of heightened demand and low availability, global supply chain challenges, increase in shopping costs, shortages in containers, ships, and human resources. Whereas prices have generally subsided from such high levels, the price of aluminium in particular remains volatile. Should the volatility in the prices of raw materials resume in an upward trajectory over subsequent years, the Group may be negatively affected if these increased costs are not capable of being reflected in increased charges for the delivery of such products by the Group. The Group may further be unable to maintain an adequate stock of the materials and resources it requires, resulting in increased costs and project delays.

2.5.2.2 Risks arising from reliance on material suppliers and third-party contractors and sub-contractors

For completion of projects for which it has been contracted to undertake, the Group places a degree of reliance on counterparties such as its material and key suppliers, specialist manufacturers, contractors, subcontractors, or other agents engaged in design, supply and manufacturing of goods, supplies, equipment and other materials, preparatory works and ancillary services that are necessary or otherwise complimentary to the property development, design, manufacturing, supply, and project works and delivery activities of the Group.

The Group is thus dependent, to an extent, on its ability Group to establish, maintain, and expand its relations with a diverse range of suppliers, contractors, sub-contractors, and other agents who are able to offer competitive, cost-effective, and high-quality solutions, have adequate resources and capacity, including appropriate technical expertise and experience and technological capabilities, and who are reliable, and of good repute and standing. Moreover, the Group relies on such third parties to manufacture, produce, and deliver designs, goods, supplies, equipment, and other materials, preparatory works or other services purchased by the Group in accordance with the agreed upon purchase orders, design specifications, intended use and purpose, technical and industry standards, quality and quality control procedures, packaging and labelling, certification requirements, and delivery methods and timeframes.

Failure of these third parties to meet their contractual obligations towards the Group could have a material adverse impact on the business of the Group, including the ability of the Group to complete projects within budgeted costs, stipulated deadlines or technical and design specifications, failure of which may result in the suspension or cessation of works, the early termination of contractual arrangements with clients, the imposition of contractual or regulatory fines or penalties, including daily penalties for mere delays, risk of cost of budget overruns or incurrence of additional costs, expenses or liabilities as a result of such delay or failure, and loss of revenue and reduced profitability of the Group. Furthermore, where the Group engages such contractors, sub-contractors, and other agents, it generally remains responsible for its obligations to its principal contractual counterparty, and may, therefore, not only be susceptible to a breach of such obligations, but also to limitation on warranties and limitations of liability of its contractors, sub-contractors, or other agents engaged by it, in accordance with the agreed to contractual terms and conditions.

In addition, any deterioration in the Group's ability to maintain long-standing and commercially attractive relations with its suppliers, contractors, sub-contractors, and other agents, including its ability to negotiate favourable exclusivity and other commercially viable or attractive arrangements, and the termination of any it's material relations from time to time, could have a material adverse effect on the results of the operations of the Group, its financial condition and performance, and its trading prospects. Moreover, the Group's ability to source alternative third-party contractors or sub-contractors having the suitable and appropriate sector-specific expertise, experience, or resources necessary to bid for, undertake, continue, and successfully complete industrial works and projects could have an adverse effect on the Group's competitive positioning in the industries and market segments in which it operates.

2.5.2.3 Risks associated with exposure to environmental liabilities

The Group may become liable for the costs of removal, investigation or remediation of any hazardous substances or materials utilised in the process of its industrial production and manufacturing processes, storage, delivery or its works relating to project installation, construction, and finishings, the costs of which may be substantial. The Group may also be required to remove or remediate any hazardous substances that it causes or knowingly permits at its facilities or any site at which it carries out works. Laws and regulations, which may be amended over time, may also impose liability for the presence of certain materials or substances or the release of certain materials or substances into the air, land, or water or the migration of certain materials or substances from a property investment and such presence, release or migration could form the basis for liability to third parties for personal injury, sickness, diseases, damage to property, or other damages. These environmental liabilities, if realised, could have a material adverse effect on the Group's business, financial condition, and results of operations.

2.5.3 RISKS SPECIFIC TO THE PROPERTY SECTOR

2.5.3.1 Risks relating to property development and construction activities

The Group, through JD Real Estate Development and its subsidiaries, engages in activities in the property sector. Property development and construction projects are subject to a number of specific risks:

- the risk of insufficiency or lack of availability of resources to complete development projects in the manner or within the timeframe envisaged;
- the risk of cost overruns and unexpected increases in project execution costs;
- the risk of rental or sales transactions not being effected at the prices and within the timeframes envisaged, which may lead to difficulty in obtaining payment from third parties as well as risks of ultimate unfeasibility of development projects;
- general industry trends, including the cyclical nature of the real estate market, economic depressions, change in market conditions including an oversupply of similar properties, a reduction in demand for real estate, changes in local preferences and tastes, increased competition in any of the markets or sectors in which the Group owns property or is undertaking real estate development;
- delays or refusals in obtaining all necessary zoning, land use, building, development, modifications, occupancy and other required permits and authorisations, including such permits and authorisations from the planning and environment protection authorities, together with legal complexities and uncertainties regarding the rights of the Group to obtain legal title over certain properties, and inconsistencies and inaccuracies in the land registrations system;
- the risk of not recouping costs associated with property surveys, valuation reports, title and environmental investigations, if a proposed investment were not to proceed to completion after such costs have been incurred;
- covenants, conditions, restrictions, and easements relating to the properties or their use, whether arising out of law or by way of contractual arrangement;
- laws, rules, and regulations, including in relation to acquisition, development, construction, planning, zoning, environmental protection, health and safety, financing, taxation, fiscal policies, insurance, and trade restrictions which may impact the development sector;
- although the local property development market has experienced high levels of activity in recent years, there can be no assurance that similar levels of growth or activity will be maintained, particularly in light of increased scrutiny and regulatory intervention; and, or
- high levels of activity in the sector may place a strain on the availability of human and other capital resources required to undertake and complete the development projects that the Group is committed to, or may wish to undertake, from time to time.

The occurrence of any of the risk factors described above could have a material adverse effect on the Group's business, financial condition, and results of operations, including by increasing the projected costs and times for completion of ongoing development projects.

2.5.3.2 Risks relating to the engagement and, or the involvement of third parties in connection with the Group's operations in the property sector and associated counterparty risks

The Group places a degree of reliance on third-parties such as architects, contractors and sub-contractors, and suppliers engaged in the valuation, demolition, excavation, and, or finishing of developments. This gives rise to counterparty risk in those instances where such counterparties (which may include both third parties as well as related parties) do not perform in line with the Group's expectations and in accordance with their contractual obligations due to, among other reasons, their insolvency, lack of liquidity, market or economic downturns, operational failure or other reasons which are beyond the Group's control.

Such default could have a material adverse impact on any development project of the Group, including the ability of the Group to complete projects within stipulated deadlines or with the necessary specifications, failure of which may result in loss of revenue and reduced profitability of the Group. In addition, the Group's ability to source third-party contractors or sub-contractors having the sector-specific expertise or resources necessary to bid for, undertake, and successfully complete development projects could have an adverse effect on the Group's competitive positioning in the property development market. If these risks were to materialise, this would have an adverse impact on the Group's business, its financial condition, results of operations, and prospects.

2.5.3.3 Risks relating to property valuations and net realisable value

The valuations referred to in the Prospectus are prepared by independent qualified architects with due consideration being afforded to the valuation standards published by the Royal Institution of Chartered Surveyors ('RICS'). However, the valuation of property is intrinsically subjective and based on several assumptions at a given point in time. In providing a market value of the respective properties, the architect have made certain assumptions which ultimately may cause the actual values to be materially different from any future values that's may be expressed or implied by such forward-looking statements or anticipated on the basis of historical trends as reality may not match the assumptions. Subsequently, the Group may purchase and, or have purchased property on the basis of inaccurate valuations. Moreover, property valuations are largely dependent on current and, or expected market conditions which may fluctuate from time to time. There can be no assurance that the property valuations and property-related assets will reflect actual market values.

2.5.3.4 Risks associated with ability to obtain necessary planning and development permits and maintaining ongoing compliance therewith

Securing planning approvals by the competent planning and environment authorities in a timely manner is of key importance to the Group's property development activities. There can be no certainty that any given planning application will result in planning approvals being granted, or that if granted, will not be on unduly onerous or restrictive terms, or which may materially and adversely affect the Group's business. Additionally, time delays to the expected timescale for the granting of planning approval may result in a reduction in the number of units that are available for sale or rent within a proposed timeframe.

Opposition to the Group's proposed developments, and, or appeals lodged against the Group's applications for planning and development permits may also cause, or oblige, the Group to adjust development plans on any pending or future projects, which adjustments may result in a combination of increased development costs and, or reduced revenues estimated to be generated from its development projects. In other instances, such adjustments may be so extensive as to render the development project unfeasible, as a result of which the Group may have to abandon its development project altogether, in which case it may be unable to recover any or all of the development costs, charges, and other expenses incurred prior to such abandonment.

The aforesaid opposition or appeals, as well as delays or refusals in obtaining planning permissions which may arise as a result, could, in addition to causing reputational damage, have a material adverse effect on the business, financial condition, and profitability of the Group.

Furthermore, local and national planning policies are subject to change, which could consequently impact the Group's development strategy. Any undesirable and unforeseen changes to local and national planning policies may adversely affect the Group's projections, revenue, and profit.

2.5.3.5 Risks relating to rental income

The Group owns properties which are set for rental to third parties, including but not limited to certain areas of the Birkirkara Office Complex and the Msida Hotel, as further described in sections 6.2.5 and 6.2.6, respectively, of this Registration Document. The revenue which is expected to be generated from these leases is dependent in the main part on tenants fulfilling their obligations under their lease agreements. There can be no assurance that the tenants will not fail to perform their obligations, whether due to insolvency, lack of liquidity, market or economic downturns, operational failure, or other reasons which are beyond the Group's control, which failure may have a material adverse effect on the financial condition of the Group, the results of its operations and its prospects. In addition, the Group is susceptible to the risk that tenants may terminate, or elect not to renew, their respective lease agreements. Failure to maintain a good relationship with tenants, or to renew lease agreements, or enter into new lease agreements, on similar or more favourable terms, could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

2.5.4 RISKS SPECIFIC TO THE 3PL SECTOR

2.5.4.1 Risks relating to mishandling and damage to goods in the Group's custody

The Group will be responsible for the loading, unloading, sorting, and storage of cargo. Throughout this process there is a risk that the goods can be damaged, misplaced, or lost while they are in the custody of the Group. The Group's insurance policies may not be adequate to compensate for any losses suffered as a result of mishandling, misuse, or total loss of goods. Any incident of damage or total loss or wastage or other associated losses that may occur could result in financial and reputational damage to the Group. This could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

Additionally, the Group may handle goods which may be valuable and of high importance. Such goods may have a higher susceptibility to theft. The Group's insurance policies may not be adequate to compensate for any losses suffered as a result of theft from the Hal Far Industrial Facility, should any theft be found to be attributable to gross negligence on the part of JD Operations, its employees, or persons otherwise providing service to the Group. Any incident of theft that may occur could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

2.5.4.2 Risks relating to the dependence on third party agents, suppliers, and contractors and use of external service providers

In order to operate its 3PL business, the Group will be in part dependent on the provision of a number of services from third parties, including but not limited to cargo carriage and marketing. If any third party services on which the Group relies in conducting its 3PL business become restricted, are temporarily halted (including as a result of termination of certification, technical problems, and, or industrial action), cease permanently or are not available in the future at commercially acceptable terms, this may adversely and materially affect the Group's 3PL business, results of operations, financial position, and prospects. Such material adverse effect could also occur as a result of the loss or expiration of any of the Group's contracts with third party service providers. In addition, the performance and implementation of the obligations of the Group's external service providers (including the efficiency, timeliness and quality of related contract performance) shall largely be beyond the Group's control. Accordingly, any failure of service providers to perform their obligations towards the Group in accordance with agreed levels of service could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

The Group may also employ third-party service providers to carry out a range of maintenance and ancillary services pertaining to the 3PL services of the Group. There can be no assurance that the Group's third-party service providers will always provide satisfactory services in accordance with the standards expected by the Group or by its customers or that its service providers will adequately perform their contractual duties under their agreements with the Group. Moreover, the Group is exposed to the risk of actions resulting from third-party providers which cause damage or injury to members of the public and, or employees of the Group, in which case the Group may be held liable to its customers and third parties and subject to claims for compensation. To the extent that third-party providers fail to perform services in connection with agreements that the Group has with its customers and, or are negligent and cause damage in performing their services, the Group may incur additional costs or be subject to liability under the relevant contracts with customers for unsatisfactory performance by third-party providers. The Group's service providers may engage in business practices unknown to the Group, encounter financial or other difficulties, or prioritise other projects and divert resources away from the Group's operations. Any of these factors would have a negative impact on the Group's reputation and could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

2.5.4.3 Risks relating to perishable goods, pharmaceuticals, and food items

The envisioned 3PL operations will involve the processing and handling a wide array of goods, including perishables, pharmaceuticals, food items, and valuable items, in respect of which specific operating handling procedures and protocols would need to be followed as well as in respect of which maintaining, among other things, standard operating protocols and procedures, and security of operations is necessary. Any goods improperly handled or stored by the Group could result in loss, damage, or wastage of goods, and result in damage to property and personal injury to employees and third parties working or having access to such products. This, in turn, could result in financial and reputational damage to the Group, which could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

2.5.4.4 Risks relating to malfunction or breakdown of equipment

The Group has invested in equipment, in particular in very narrow aisle ("**VNA**") trucks[1], for the provision of its 3PL services. VNA trucks should be reliable, agile, safe, and technologically capable to communicate with the warehouse management system (WMS)[2], using internet of things (IoT)[3] to automate the matching of pallets to their allocated rack space. Such equipment requires regular maintenance, and, in the event of malfunction or breakdown, the average repair time (depending on the type of equipment) is between four to eight hours while replacement time (if a particular piece of equipment cannot be repaired), depending on the type or equipment, can range between two to three days. Despite the existence of a business continuity strategy, which includes alternative plans for the Group in the event of a malfunction or breakdown of some equipment, there is no guarantee that the alternative plans will succeed. Accordingly, in the event of a malfunction or breakdown, the Group might not be able to provide services to its customers within the agreed timeframe, which could disrupt the overall operations of the Group. This could have a material adverse effect on the Group's business, the results of its operations, and its prospects.

2.5.4.5 Risks relating to the reliance on demand for international products and distribution channels

Globalisation, changes in demand patterns and the constant re-design of production setups and supply chains with increasing complexity drive the changing needs of the Groups customers in terms of logistics services. The Group is dependent on, and must also be able to anticipate, shifts in geographic centres of production and demand for international products being transported into and, or through Malta. Increased local production may reduce trade flows, which would decrease the need for the Group's services. In order to succeed in its 3PL business, the Group must understand, react, and where possible, pre-emptively anticipate customer needs in the optimisation of their supply chains. Failure to provide these services successfully may adversely and materially affect the Group's business, results of operations, financial position and future prospects.

3. RESPONSIBILITY AND AUTHORISATION STATEMENT

The Directors are responsible for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors, who have all taken reasonable care to ensure such is the case, the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Registration Document has been approved by the MFSA as the competent authority in Malta for the purposes of the Prospectus Regulation. The MFSA has only approved this Registration Document as meeting the standards of completeness, comprehensibility, and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer or the Group (as the subjects of this Registration Document).

[1] *VNA trucks are vehicles designed specifically for replenishment and order picking in high-density warehouses (i.e. where storage is increased by narrowing the aisle width thereby maximizing storage space) and distribution areas.*

[2] *A WMS is software that assists in the management and control of daily warehouse operations, from the moment goods and materials enter until the moment they leave.*

[3] *IoT is the network of physical objects that are embedded with sensors, software, and other technologies for the purpose of connecting and exchanging data with other devices and systems over the internet.*

4. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER

4.1 Directors of the Issuer

As at the date of this Registration Document, the Board of Directors is constituted by the following persons:

NAME	DESIGNATION	DATE OF APPOINTMENT
Mr Josef Dimech	Executive Director	9 August 2017
Mr Franco Azzopardi	Executive Director	1 August 2024
Mr Stephen Muscat	Chairman, Independent Non-Executive Director	26 February 2018
Dr Stanley Portelli	Independent Non-Executive Director	9 August 2017
Dr Jesmond Manicaro	Independent Non-Executive Director	7 September 2022

The business address of the Directors is the same as that of the Issuer.

The company secretary of the Issuer is Dr Malcolm Falzon, holder of identity card number 129280M of 278, Triq San Giljan, Birkirkara, Malta.

4.2 Advisors

The persons listed hereunder have advised and assisted the Directors in the drafting and compilation of this Registration Document.

Legal Advisors to the Issuer	**Name:** **Address:**	Camilleri Preziosi Level 3, Valletta Buildings, South Street, Valletta VLT 1103, Malta
Reporting Accountants	**Name:** **Address:**	RSM Malta Advisory Limited RSM Malta, Triq L-Imdina, Haz-Zebbug ZBG 9015, Malta
Sponsor & Co-Manager	**Name:** **Address:**	Calamatta Cuschieri Investment Services Limited Ewropa Business Centre Triq Dun Karm, Birkirkara BKR 9034, Malta
Registrar & Co-Manager	**Name:** **Address:**	Bank of Valletta p.l.c. 58, Zachary Street, Valletta VLT 1130, Malta

4.3 Auditors

Name: RSM Malta
Address: RSM Malta,
Triq L-Imdina, Haz-Zebbug ZBG 9015, Malta

RSM Malta is a firm of certified public accountants holding a warrant to practice the profession of accountant in terms of the Accountancy Profession Act (Cap. 281 of the laws of Malta). The Accountancy Board registration number of RSM Malta is AB/26/84/53.

4.4 Security Trustee

Name: Finco Trust Services Limited
Address: The Bastions Office No 2,
Emvin Cremona Street, Floriana FRN 1281 Malta

Finco Trust Services Limited is licensed by the MFSA to act as a trustee in terms of the Trusts and Trustees Act, Cap. 331 of the laws of Malta.

5. INFORMATION ABOUT THE ISSUER

5.1 History and Development of the Issuer

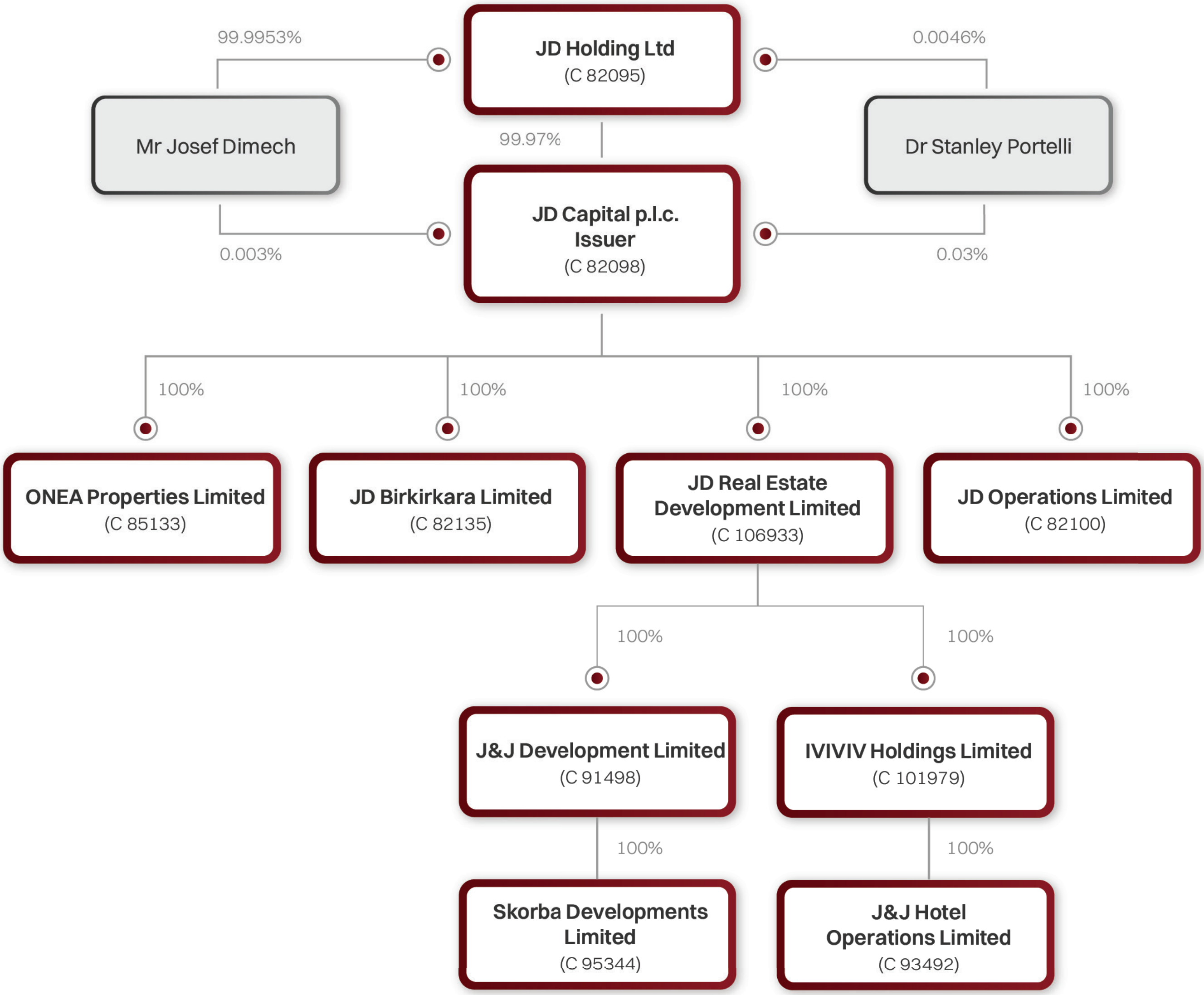
Full legal and commercial name of the Issuer	JD Capital p.l.c.
Registered address	HHF 303, Industrial Estate Hal Far, Birzebbuga BBG 3000, Malta
Place of registration and domicile	Malta
Company registration number	C 82098
Legal Entity Identifier ('LEI')	391200C8XW0F6K1ROJ82
Date of registration	9 August 2017
Legal form	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act. The Issuer was converted from a private limited liability company ('ltd') to a public limited liability company ('p.l.c.') on 15 March 2018.
Telephone number	+356 21653689
Email	info@jsdgroup.mt
Website	https://www.jsdgroup.mt/investor-relations/

The Issuer is a holding and financing company that does not undertake any trading activities of its own. Accordingly, the Issuer is economically dependent on the financial and operating performance of the businesses of Group entities.

Unless it is specifically stated herein that particular information is incorporated by reference into the Prospectus, the contents of the Company's website or any other website directly or indirectly linked to the Company's website, or any other website referred to herein, do not form part of the Prospectus. Accordingly, no reliance ought to be made by any investor on any information or other data contained in such website as a basis for a decision to invest in the Secured Bonds.

5.2 Organisational Structure of the Group

The organisational structure of the JD Capital Group as at the date of this Registration Document is illustrated in the organigram hereunder:



6 BUSINESS OVERVIEW

6.1. Principal Objects and Activities of the Issuer

Principal Objects

The principal objects of the Issuer are set out in Article 4 of its Memorandum and Articles of Association and include, but are not limited to, the carrying on the business of a holding, financing, re-financing and investment company in connection with the ownership, development, operation and financing of the group of companies of which the Issuer forms part. The Issuer therefore intends to serve as a vehicle through which the Group will continue to finance its future projects, and for such purpose: (i) to subscribe for or otherwise acquire and hold shares, stocks, debentures or other securities of any other company, and to finance and manage the business or operation of any company in which the Issuer holds any such interest; (ii) to purchase, sell, lease, hire, or otherwise acquire, hold, or dispose of under any title any interest in an estate, land, buildings, assets, liabilities, or any other movable or immovable property of any kind, whether situated in Malta or elsewhere; (iii) to construct, reconstruct, renovate, furnish, maintain, develop and manage any immovable property of any type; and (iv) to borrow or raise money, including through the issuance of debentures, bonds, notes, loans, or other securities, and to secure the repayment of any money borrowed or raised, including through the hypothecation, privilege, charge or lien upon the whole or any part of the Issuer's property or assets.

In pursuance of the said principal objects, the Issuer will enter into loan agreements with, and, or otherwise invest in, its Subsidiaries for the purpose of financing their investment needs from time to time.

Principal Activities

The Issuer was registered on 9 August 2017 and was established as the holding company, financing, re-financing and investment arm of the Group. The Issuer, therefore, does not carry out any trading or operating activities of its own, other than the carrying out of financing and re-financing activities, including the advancing of funds to companies forming part of the Group to fund the Group's funding requirements as and when the demands of the Group's business so require. Accordingly, the Issuer is economically dependent on the operations undertaken by its operating Subsidiaries, as described in the next section hereunder.

6.2 Historical Development of the JD Capital Group

This section is intended to provide an overview of the historical development of the operating divisions of the JD Capital Group, from its early days as JSDimech to its present position within the industries in which it operates.

6.2.1 INITIAL PHASE: FROM A SMALL IRON WORKS BUSINESS TO THE ESTABLISHMENT OF JSDIMECH

The Dimech family has been in the business of aluminium, steel, and stainless steel works for the past 40 years, having established the business, J's Dimech, in 1979. After learning the trade first-hand in the Msida wrought iron works garage of his father, Mr Josef Dimech took on the challenge of developing what was his mere pastime into a business and career in itself. Over the years, Mr Josef Dimech began consolidating his position in the steel and aluminium works industries, with a critical milestone being reached as early as 2004, when, at the age of 25, Mr Dimech started his own business and established JSDimech Com-ind. The next watershed moment came in the same year, with JSDimech Com-ind moving its operations from its family premises in Msida to larger premises in Birkirkara. By the age of 30, Mr Josef Dimech consolidated his position in the market through a steadily growing portfolio of clientele.

6.2.2 DEVELOPMENT PHASE: MANUFACTURING FACILITIES OPENED AT HAL FAR INDUSTRIAL ESTATE

The second critical juncture in the growth and development of JSDimech came in 2009, with the company moving its operations to a manufacturing plant in Hal Far, offering wrought iron, steel structures, stainless steel, aluminium works, large format glass works, cladding, railings, and the installation of automatic sliding, hinged and revolving door systems, and other related products and, or services related to the provision of external envelopes for building development projects.

The plant, situated over a site measuring *circa* 16,245m^2 (divided into a built-up area of 5,308m^2 and a surrounding un-built area of 10,937m^2), at the Hal Far Industrial Estate, Birzebbuga originally consisted of a series of structures, as follows: an aluminium and steel section manufacturing area (2,977m^2); alucabond section (463m^2); spray painting block (880m^2); glass section (731m^2); and administration block (257m^2) (hereinafter referred to in this Registration Document as the "**Hal Far Factory**").

The production area forming part of the Hal Far Factory was equipped with the latest computer numeric control machinery, spray booths and a variety of other equipment to ensure that products are made to the highest industry standards. Moreover, beyond catering for production facilities for both residential and commercial aluminium and steel related projects, the manufacturing facilities featured a spray booth facility, vehicle servicing and repair garage, an onsite tower crane, a dedicated substation, indoor and outdoor storage facilities, as well as an administration centre covering over *circa* 500m^2, together with meeting rooms and ancillary facilities.

The Hal Far Factory enabled the JSDimech operational set-up to be organised in such a way as to enhance cost-effectiveness, benefit from economies of scale, and ultimately, in combination with a team of highly skilled employees and fleet of over 60 delivery trucks and heavy lifting equipment, provide its clientele with a high quality product and service offering.

The Hal Far Factory was originally granted by INDIS (at the time, Malta Industrial Parks Limited, a private limited liability company, wholly owned by the Ministry of Finance (Government of Malta), responsible for the administration of government-owned industrial estates and related facilities around Malta and Gozo, and for supporting and promoting the further development of such properties) unto JSDimech under title of lease by virtue of a series of lease agreements dated 11 December 2011 and 24 May 2013 respectively, following a period of two years (as from 22 May 2009) in which such company occupied the premises on an encroachment basis. Subsequently, on 6 March 2018, the lease agreement was substituted in its entirety by a deed of temporary emphyteusis in the records of Notary Dr Vanessa Poole entered into between INDIS (at the time, Malta Industrial Parks Limited) and JD Operations, by virtue of which the Hal Far Site and the buildings making up the Hal Far Factory were granted unto JD Operations under a 65-year temporary emphyteusis for industrial use purposes, against payment of an annual ground rent, revisable by 5% every five years (the "**Emphyteutical Deed**").

The Emphyteutical Deed provides that the emphyteutical grant over the Hal Far Factory is regulated by the relevant provisions of the Civil Code (Cap. 16 of the laws of Malta) and specific conditions relative to, amongst others:

i. the use of the property and operations to be conducted therefrom;
ii. alternations to and improvements to the property;
iii. maintenance of the property;
iv. insurance cover over the property, works conducted thereon, public liability, employers' liability;
v. compliance with Maltese law;
vi. access to the property;
vii. minimum number of employees to be retained;
viii. restrictions on the granting of servitudes over the property;
ix. restrictions on the granting of sub-emphyteutical grants over the property;
x. the right to transfer, dispose of, lease or otherwise transfer the right of possession or control over, the property, subject to obtaining the approval of INDIS and the payment of *a laudemium*;
xi. causes for termination and events of default for the purposes of the Emphyteutical Deed;
xii. rights upon termination; and
xiii. the right of the emphyteuta to hypothecate the property.

In terms of the Emphyteutical Deed, the Hal Far Factory could only be used for industrial projects and ancillary operations which create an adequate number of jobs and are of benefit to the economy, as approved by INDIS.

In terms of the provisions of article 2010(a) of the Civil Code, INDIS is a privileged creditor over the Hal Far Site, for the debt due to it by JD Operations as emphyteuta in respect of ground rent payable, and performance of the other obligations arising from, the Emphyteutical Deed. Accordingly, in the event of failure by JD Operations to fulfil its obligations towards INDIS in accordance with the terms of the Emphyteutical Deed, INDIS may seek recourse to the Hal Far Site.

6.2.3 REORGANISATION PHASE: ESTABLISHMENT OF THE JD CAPITAL GROUP AND ORGANISATION OF BUSINESS LINES

In 2018, a reorganisation and rebranding exercise was undertaken, aimed at acknowledging the accelerated growth and diversification of the business activities and industry sectors that JSDimech was active in. Moreover, the reorganisation allowed the operations of the wider group (the group of companies of which JD Holdings is the parent company) to be streamlined so as to better differentiate between operating activities per se and real estate activities, as well as to enable the group to optimise its short-term and long-term financing strategies, distinguishing between short-term credit financing for its operational activities, in contrast with its debt financing structure for its capital expenditure and investment activities.

This reorganisation ultimately led to the formal establishment of the JD Capital Group, with the key milestones being those as described hereunder:

Transfer of Business from JSDimech to JD Operations

A new entity, JD Operations, was established in 2017, for the purpose of taking over the core business activities of the group. To this end, and by virtue of a transfer of business agreement entered into between JSDimech (as seller) and JD Operations (as buyer), dated 8 March 2018 (the "**Business Transfer Agreement**") pursuant to which the business of JSDimech, including its property, plant, equipment and machinery deployed in the operations of the business, was acquired by JD Operations as a going concern for a total consideration of €11.9 million. Furthermore, JSDimech granted JD Operations an exclusive and perpetual commercial licence to use the intellectual property rights pertaining to JSDimech, including the brand, logo, and tradename 'JSDimech'.

At the time of the Business Transfer Agreement, JSDimech and JD Operations were related parties. This is still the case as at the date hereof. Despite not forming part of the JD Capital Group, JSDimech is considered as a related party to the Group in terms of International Accounting Standard (IAS) 24 due to the fact that the ultimate beneficial owner of the Group, Mr Josef Dimech, is also the ultimate beneficial owner of JSDimech, and accordingly exercises control over both entities.

Transfer of Birkirkara Plot from JSDimech to JD Birkirkara

In line with the strategy of segregating the operational and property investment activities of the group, by virtue of a contract of sale dated 1 December 2017, JSDimech transferred the Birkirkara Site unto JD Birkirkara, at a consideration of €4.0 million, for the purpose of holding the said land as investment property and subsequent development thereof.

JD Capital Group goes public on the SME Prospects MTF market - issue of bonds on the Prospects MTF Market of the MSE

Given the volume of the operational activities of JD Operations, as well as the pipeline of committed and expected projects at the time, the Company issued €5,000,000 5% unsecured bonds of a nominal value of €100 per bond and redeemable in 2028 pursuant to a company admission document dated 16 May 2018. The unsecured bonds issued as aforesaid were eventually bought back and cancelled by the Company pursuant to the Secured Bond Issuance Programme described in section 6.2.4 below.

6.2.4 EXPANSION PHASE: INVESTMENT IN HAL FAR FACTORY AND DEVELOPMENT OF BIRKIRKARA OFFICE COMPLEX

With a view to further expand the Group's business, the Company issued €14,000,000 4.85% secured bonds of a nominal value of €100 per bond and redeemable in 2032 and issued €11,000,000 6% secured bonds of a nominal value of €100 per bond and redeemable in 2033, pursuant to the final terms issued under the Secured Bond Issuance Programme, dated 3 October 2022 and 16 June 2023 respectively.

Investment in the Hal Far Factory

With the steady growth in the production and manufacturing activities of JD Operations, as well as the nature and volume of projects for which JD Operations has been engaged and expects to be engaged to carry out, in 2021 the Group took a strategic decision to further invest in the operational capacity and capabilities of the Hal Far Factory. This investment complimented JD Operations' plans to expand further in industrial activities which are related to its legacy business.

To this end, on 29 September, 2021, JD Operations obtained a development permit (application number DN/00886/21) to increase usable area of the Hal Far Factory from *circa* 16,245m^2 (of which *circa* 5,308m^2 was built up area) to *circa* 27,011m^2 (of which *circa* 21,534m^2 was due to be built up area). Such development plans were due to require a capital expenditure investment programme of €12.0 million, which amount was to be funded through part of the proceeds raised from the Secured Bond Issuance Programme. As is further described in section 6.2.5 below, on 14 September 2023, JD Operations obtained a development permit (application number DN/00935/23) to modify the planned construction from what had been originally approved.

Birkirkara Office Complex

JD Birkirkara submitted a development permit application for the development of the Birkirkara Site into a commercial office block, comprised of *circa* 4,000m^2 of office space over six overlying floors, together with 127-car spaces over six underlying floors, for a total built up space of 10,000m^2. The Group submitted a development request (PA/04895/16) on 23 June 2016 to remove the existing columns stubs and excavate the Birkirkara Site a depth of 18m. This application was followed by another development request (PA/04369/19) for six-car park levels, a store and six floors of Class A offices. To this end, JD Birkirkara obtained development permits relative to both above applications on 31 August 2022.

The development of the Birkirkara Office Complex is being financed through a capital expenditure investment of €4.0 million, which was funded in full by the proceeds raised from the Secured Bond Issuance Programme. Commencement of development works was stalled for a period of around one year due to concerns raised by owners of neighbouring properties which have since been fully addressed.

As at the date of this Registration Document: all contractors are in place and constructions materials have been pre-ordered; expressions of interest have been received for *circa* 70% of the Birkirkara Office Complex; works are in progress and expected to be completed in 2026, and the Group expects to generate rental income as from H2 2026.

6.2.5 DIVERSIFICATION PHASE: INVESTMENT IN 3PL SERVICE OFFERING

As explained in section 6.2.2 of this Registration Document, the Hal Far Factory was originally granted by INDIS unto JSDimech under title of lease as from late 2011 following a period of two years in which such company occupied the premises on an encroachment basis. On 6 March 2018, the lease agreement was substituted in its entirety by a deed of temporary emphyteusis in the records of Notary Dr Vanessa Pool entered into between INDIS and JD Operations, by virtue of which the Hal Far Site and the buildings making up the Hal Far Factory were granted unto JD Operations under the Emphyteutical Deed.

On 21 March 2022 INDIS had approved in principle the right of JD Operations to lease the Hal Far Site, provided that:

- the design of the development at Hal Far Site will be directed towards the maximisation of land resources;
- leasing will be limited to industrial projects which create an adequate number of jobs and are of benefit to the Maltese economy;
- preference in choosing the lessee is to be given to holders of letters of intent issued by Malta Enterprise pursuant to the Business Promotion Act;
- a premium will be payable to INDIS by the JD Operations; and
- any undertaking designated by INDIS shall be given the right of first refusal.

In the ensuing period the Board of Directors and senior management explored the prospect of operating the Hal Far Site for a purpose other than leasing, specifically 3PL. To this end, JD Operations submitted a request to Malta Enterprise to operate the Hal Far Site in the logistics sector. This transition from a lease-based model to the provision of 3PL services is the result of a diversification initiative explored by management and the Board of Directors intent on adding logistics as a new strategic business line to the legacy manufacturing core business and property rental business of the Group. The increased demand for industrial and commercial storage facilities in Malta's supply chain, coupled with the capacity created by the unique investment afforded by JD Operations, provide the right dynamics for this new business line. Additionally, by expanding into the logistics sector and providing such services, any potential revenues from this space will be the result of the Group's own operations, and reduce reliance on third parties.

Whereas permission had originally been granted for JD Operations to use the industrial space for the production of stainless steel products, wrought iron, steel fabrication, aluminium and glass products, spray painting and related products, on 1 September 2023 Malta Enterprise granted JD Operations permission to use the Hal Far Site for the following additional purposes: provision of supply chain management services, order fulfilment, and ancillary operations through the temporary storage and warehousing of third-party goods, materials, commodities, equipment, plant or machinery and to carry out related operations such as break-bulk, unbundling, mixing, packaging and repackaging. Following receipt of the aforementioned permission, the Board of Directors authorised management to further assess the implications of adopting this new business plan. Satisfied with the result of the market research, it was decided that JD Operations shall initially focus on the provision of 3PL managed warehousing services however may consider expanding and diversifying its service offerings further in the supply chain management services.

The above modifications to the Group's business plan entailed the conversion of the Hal Far Site to cater for both the Group's legacy business (manufacturing) and the proposed new managed warehousing services to be provided. New development permits DN/00298/23 and DN/00935/23 were obtained, pursuant to which the Har Far Site is being developed into a total built area of 19,495m^2 (with a lesser footprint over the previous plans but with an increase in volume capacity of 40%) and with an additional external area of 4,512m^2. These areas shall be comprised of:

- an industrial facility measuring *circa* 8,939m^2;
- an external industrial storage area of *circa* 2,314m^2;
- a warehouse area of *circa* 7,124m^2, having a clear height of 17m;
- a storage area of *circa* 1,837m^2 and having a clear height of 6.5m;
- an external storage and circulation area of *circa* 2,198m^2; and
- an office area of *circa* 1,595m^2.

Compared to the original Hal Far Factory (prior to the previous development plans), the above represents an increase in built up area from 5,308m^2 to 19,495m^2. Additionally, contrary to said original plan for the development of the Hal Far Factory, the development of the Hal Far Industrial Facility is not split into any phases.

The warehousing area of the Hal Far Industrial Facility is expected to be 50% complete and functional by Q4 2025, and fully completed in Q4 2026.

With a view to bring its pay-as-you-use managed warehousing service offering to fruition, the Group has employed personnel having in aggregate over 50 years of accumulated experience in logistics management. The Group has also identified and will be investing in industry leading VNA lifters and shelving equipment as well as implement automation in the Hal Far Industrial Facility through a top-rated warehousing management system. The expected customer benefits of a pay-as-you-use warehouse service which have been identified by the Group include, however are not limited to: the absence of fixed or sunk costs; a specifically designed accessible and strategically located facility between the airport and the freeport; storage ancillary services including loading, unloading, break-bulking, and kitting services; real-time reporting on stock levels, movements, obsolescence, and reordering; security, data protection and digital and operational resilience; and auditable internal controls and traceable perpetual stocktaking procedures.

The modified plans have resulted in an increase to the envisioned cost of construction from €12 million as originally projected in the lease-based model (and as already raised pursuant to the Secured Bond Issuance Programme), to €19 million. The difference of €7 million is being funded through the Bond Issue, as further described in section 4.1 of the Securities Note. Costs have increased as a result of the addition of the 3PL service offering. Additional capital expenditure includes: material handling equipment (VNA reaching up to 17m height); racking for 28,000 pallet spaces with fire safety in-rack sprinklers; water reservoirs; and new best-of-breed IT infrastructure.

6.2.6 DIVERSIFICATION PHASE: INCORPORATION OF JD REAL ESTATE DEVELOPMENT

JD Real Estate Development was incorporated on 20 November 2023 as a fully owned subsidiary of the Issuer whose principal activity is to act as a property investment company for the Group. JD Real Estate Development was created as the property division of the Group, integrating the real estate business interests and experience which Mr Josef Dimech had cultivated over the years through various special purpose vehicles, most of which jointly with third party partners, into the Group. As is further set out hereunder, JD Real Estate Development grew its portfolio through direct acquisitions as well as a result of a reorganisation exercise which consolidated the asset-owning companies previously owned by Mr Josef Dimech personally, into the Group. With respect to the latter, specific to the Skorba Mansions and the Msida Hotel, the Group acquired the shares of the entities with said underlying real estate assets from Mr Josef Dimech through share for share exchanges explained in further detail below.

Ta' Monita Residence - issue of Private Placement notes

JD Real Estate Development acquired its first asset on 7 February 2024, consisting of a site with a total area of 4,863m^2 at the Ta' Monita Residence, which site includes: (i) seven apartments forming part of the same block of apartments, the air space overlying two other blocks of apartments, a garage, and surrounding open spaces, gardens, passages and pathways; and (ii) the pool area measuring approximately 1,000m^2 (the "**Ta' Monita Properties**"). The acquired property, which has a potential developable area of *circa* 6,600m^2 of residential apartments and *circa* 2,100m^2 of underlying basement garages, was acquired with the intention to hold as an investment property. The Ta' Monita Properties are situated in a special designated area, and is thereby exempt from the restrictions to acquisition which non-Maltese and non-EU nationals are subject to. As set out in the Property Valuation Reports, in its current state, the Ta' Monita Properties have an estimated open market value of *circa* €11.5 million.

The Group's objective is to redevelop the whole project, to modern, high standard residencies with the least inconvenience possible to existing residents. The Group is in negotiations with existing tenants with a view to come to an agreement which will enable full maximisation of the Ta' Monita Properties. Notwithstanding whether these negotiations come to an agreeable conclusion, JD Real Estate Development shall be applying for permits to redevelop the Ta' Monita Properties in 2025. Should the full maximisation set out in the Property Valuation Reports be possible, once completed, the estimated open market value of the Ta' Monita Properties will be in the region of *circa* €44.0 million, with 50% of sales intended to be completed by FY2030.

The purchase of the Ta' Monita Properties was part financed through the proceeds raised from the Private Placement.

Ta' Borżi – Żebbiegħ

On 2 July 2024, JD Real Estate Development acquired its second property, a piece of land having a superficial area of *circa* 527m^2, accessible and situated in Triq Sir Temi Zammit, corner with Triq l-Iskorba, Mġarr, Malta including its relative airspace and subsoil (the "**Ta' Borżi Site**"). Permission has been granted under development permit PA/03741/22 to demolish the existing dilapidated building forming part of the Ta' Borzi Site and construct a basement garage with 12 car spaces, two apartments and a maisonette at ground floor level, three apartments per floor at first, second, and third floor levels, and two apartments at receded floor level with a total residential build up area of *circa* 1,840m^2 and underlying garages of *circa* 464m^2. The intention of the Group is to hold these properties for trading. An assessment conducted by Ms Melanie Spiteri, Architect and Civil Engineer B.E.&.A (Hons), an independent architect engaged by the Issuer, concluded that the Ta' Borżi Site has a current estimated open market value of *circa* €3.8 million and, once completed (including façade finishes, internal and external apertures, internal and external rendering, internal and external flooring, and bathrooms), the estimated open market value will be in the region of *circa* €6.8 million.

The acquisition of the Ta' Borżi Site was financed partly through own funds and partly through bank financing. Ms Melanie Spiteri has given, and has not withdrawn, her consent for the inclusion of the above conclusion in this Registration Document.

Ħal Għaxaq Site

On 3 October 2024, JD Real Estate Development acquired its third property, a site having a superficial area of *circa* 1,878m², accessible and situated at Triq iz-Zejtun, corner with Wesgha ta' Bir id-Deheb, Ghaxaq, Malta including its relative airspace and subsoil (the "**Ħal Għaxaq Site**"). Permission has been granted under development permit PA/01864/23 to excavate the vacant plot and construct two basement levels including 68 garages, nine Class 4B shops, 10 maisonettes, and one apartment at ground floor level, 20 apartments on first floor level, 19 duplex apartments and one apartment and a washroom over second and receded floor level, including construction of pools on receded floor level. An assessment conducted by Ms Melanie Spiteri, Architect and Civil Engineer B.E.&.A (Hons), an independent architect engaged by the Issuer, concluded that the Ħal Għaxaq Site has a current estimated open market value of *circa* €9.2 million, once completed (including façade finishes, internal and external apertures, internal and external rendering, internal and external flooring, and bathrooms), the estimated open market value will be in the region of *circa* €22.5 million. Ms Melanie Spiteri has given, and has not withdrawn, her consent for the inclusion of the above conclusion in this Registration Document.

The acquisition of the Ħal Għaxaq Site was financed partly through own funds and partly through bank financing.

Żejtun Site

It is expected that JD Real Estate Development shall acquire its fourth property in Q2 2025, presently consisting of a disused farm, together with other residential properties and garages at a corner site between Triq l-Isqof Emmanuel Galea, Triq Id-Duluri, and Triq Mons. Mikiel Spiteri, Zejtun, Malta, including the relative airspace and subsoil (the "**Żejtun Site**"). Permission has been granted under development permits PA/581/24 and PA/582/24 to demolish the existing buildings, excavate and erect a block of apartments consisting of three levels of underground parking with 73 garages and 67 apartments and shops Class 4B set at ground, first, second, third, and fourth floor levels. An assessment conducted by Ms Melanie Spiteri, Architect and Civil Engineer B.E.&.A (Hons), an independent architect engaged by the Issuer, concluded that the Żejtun Site has a current estimated open market value of *circa* €7.1 million, once completed (including façade works, common parts, and all external apertures), the estimated open market value will be in the region of *circa* €23.3 million. Ms Melanie Spiteri has given, and has not withdrawn, her consent for the inclusion of the above conclusion in this Registration Document.

The acquisition of the Żejtun Site shall be financed through bank financing.

Skorba Mansions

On 25 November 2024 Mr Josef Dimech transferred 100% of his shareholding in J&J Development, representing the entire issued share capital of J&J Development (hereinafter, the "**J&J Development Shares**"), to JD Holdings in exchange for the issue and allotment of 26,645 ordinary shares having a nominal value of one Euro (€1.00) each in JD Holdings. JD Holdings subsequently transferred the J&J Development Shares to the Issuer in exchange for the issue and allotment of 26,645 ordinary shares having a nominal value of one Euro (€1.00) each in the Issuer, following which the Issuer transferred the J&J Development Shares to JD Real Estate Development in exchange for the issue and allotment of 26,645 ordinary shares having a nominal value of one Euro (€1.00) each in JD Real Estate Development.

J&J Development is the parent company and sole shareholder of Skorba Developments, which owns the 89 underground garages and five parking spaces set on four basement levels, including a substation, 2 maisonettes and 42 apartments set on 4 floors, 9 penthouses over 1 receded floor and roof pools, constructed in shell form on the divided portion of land having a superficial area of *circa* 2,197m² including its relative subsoil and airspace having its facades on and is accessible from Triq Ras il-Gebel and another unnamed road which abuts unto Triq il-Fuhhar l-Ahmar in Zebbiegh, limits of Mgarr, Malta (the "**Skorba Mansions**"). The total residential built up area spread over 5 levels is of *circa* 8,301m² and whereas the area of underlying garages and parking spaces spread over 4 levels is of *circa* 4634m².

The development of the Skorba Mansions is being made pursuant to permits PA/7437/17 and PA/07356/23 and has been completed in shell form, having an estimated open market value in terms of the Property Valuation Reports of *circa* €19.0 million in its current state. The Group expects that the Skorba Mansions will be completed, including both internal and external finishes, by Q4 2025. As set out in the Property Valuation Reports, once completed, the estimated open market value of the Skorba Mansions will be in the region of *circa* €30.7 million.

As at the date of this Registration Document, 33 apartments, 10 garages, and 1 parking space forming part of the Skorba Mansions have already been the subject of promises of sale or final deeds of sale, as applicable. Skorba Developments intends to rescind the promise of sale agreement entered into with a third-party company on 28 December 2023 with respect to the sale of 10 apartments and 4 penthouses forming part of the Skorba Mansions, for which the sum of €3,200,000 had been paid as a deposit. Skorba Developments had entered into such promise of sale agreement with a view to deploying the deposit received therefrom to part facilitate the acquisition of the Ta' Monita Properties. The recission of said promise of sale agreement shall allow for the sale of the properties subject thereto at current open market value, the financial upside of which has been estimated by management as *circa* 107% of the cost of the rescission (being the difference between the current prices quoted for the properties that are the subject of the promise of sale agreement and the cost of the rescission, as a percentage of the cost of recission) in favour of the Group. Following the recission, 19 apartments, 10 garages, and 1 parking space will remain subject to promises of sale or final deeds of sale.

The Group expects to conclude all sales within the next two years. The remaining works are being financed through own funds.

Msida Hotel

On 25 November 2024 Mr Josef Dimech transferred 100% of his shareholding in IVIVIV Holdings, representing the entire issued share capital of IVIVIV Holdings (hereinafter, the "**IVIVIV Holdings Shares**"), to JD Holdings in exchange for the issue and allotment of 2,107,995 ordinary shares having a nominal value of value of one Euro (€1.00) each in JD Holdings. JD Holdings subsequently transferred the IVIVIV Holdings Shares to the Issuer in exchange for the issue and allotment of 2,107,995 ordinary shares having a nominal value of one Euro (€1.00) each in the Issuer, following which the Issuer transferred the IVIVIV Holdings Shares to JD Real Estate Development in exchange for the issue and allotment of 2,107,995 ordinary shares having a nominal value of one Euro (€1.00) per share in JD Real Estate Development.

As a result, as of 28 November 2024, JD Real Estate Development indirectly acquired ownership of the site at no. 53, 54, 55, 56, and 57, Xatt tal-Imsida/Triq Clarence, Msida, presently consisting of the already constructed ground floor and first floor level, being developed into a class 3B Hotel with 11 floors comprising 107 rooms pursuant to permits PA852/18 and PA393/22 (the "**Msida Hotel**"), which asset is owned by J&J Hotel Operations, a wholly owned subsidiary of IVIVIV Holdings. The Msida Hotel shall be located adjacent to the Msida seafront, having a total build up area of *circa* 7,000m^2. The intention is for the Msida Hotel to be rented to a third-party operator by FY2027, who will manage the Msida Hotel as a three-star hotel. As set out in the Property Valuation Reports, the Msida Hotel has an estimated open market value of *circa* €10.0 million in its current state. The Group expects that the Msida Hotel will be constructed, in shell form, by end Q4 2025, and finished and operational by FY2027. As set out in the Property Valuation Reports, once completed, the estimated open market value of the Msida Hotel will be in the region of €18.4 million.

Villa Delfini

As further set out under section 4.2 of the Securities Note, up to €2,535,000 shall be on-lent to JD Real Estate Development for the acquisition of Villa Delfini. Permission has been granted under development permit PA/3675/23 to demolish the existing villa, excavate and construct an underlying basement, pools, and erect 2 semi-detached villas. At basement level each villa will have its own garage, at ground floor level each have a large open plan, whereas three bedrooms will be situated at first floor level, two of which having an en-suite and walk-in wardrobe. Demolition is expected to commence in FY2025 and completed within one year therefrom. As set out in the Property Valuation Reports, Villa Delfini has a current estimated open market value of *circa* €3.2 million and, once completed, the estimated open market value will be in the region of *circa* €6.9 million.

6.2.7 CONSOLIDATION OF THE THREE PILLAR BUSINESS MODEL

The JD Capital Group has evolved considerably since its inception as one solely dependent on the manufacturing business. Having consolidated its position in the Maltese market in the area of manufacturing, the Group expanded into the real estate sector which is now represented by JD Real Estate Development. A further diversification with the introduction of the 3PL service offering, undertaken by JD Operations, has resulted in the Group's business encompassing the three business pillars described earlier in this section. The Board considers that following the abovementioned reorganisation and diversification undertaken by the Group, it is expected that the business streams shall remain focused on growing and further developing the three business pillars set out above.

6.3 Key Projects Delivered by the JD Capital Group and Ongoing Major Projects

The core operational activities of the JD Capital Group are undertaken by JD Operations, the operating subsidiary of the Group engaged in the aluminium, steel and glass industries. Today, JD Operations employs over 100 individuals, making it one of the largest local operators in this industry.

JD Operations has garnered a strong reputation in the market for delivering a considerably large portfolio of large scale and complex aluminium, steel and glass works projects, ranging from installations of entire steel and stainless steel structures (including apertures, partitions, and railings) aluminium works, structural glazing for facades or roofing, curtain walling, cladding, louvering, specialist painting, automatic doors (hinged, sliding or revolving), glass work, glass skylights and flooring, solar shading, and other steel, aluminium, or glass installations.

JD Operations is involved in various phases of the project including design, fabrication, manufacturing, and processing of the necessary goods, supplies and other materials, to the delivery, installation, and project implementation phase, including civil and structural works, as well as internal and external finishings. JD Operations has undertaken a number of landmark projects across commercial, retail, and residential units for both private and public or government entities, with some of its landmark projects including those listed hereunder:

COMPLETED PROJECTS		LOCATION	YEAR OF COMPLETION
1.	**Mgarr Sea Passenger Terminal**	Mgarr, Gozo	2007
2.	**Joinwell Flagship Department Store**	Qormi	2008
3.	**TG Complex (Deloitte Malta)**	Mriehel	2009
4.	**The Atrium homestore**	Mriehel	2010
5.	**The George Hotel**	St. Julian's	2010
6.	**MCM Aircraft Hangar**	Luqa	2010
7.	**Gauci Automobiles Showroom**	Birkirkara	2010
8.	**Pender Gardens**	St. Julian's	2011
9.	**Barrakka Lift**	Valletta	2012
10.	**RS2 Software**	Mosta	2012
11.	**MCAST Campus**	Paola	2012
12.	**Fort Cambridge**	Sliema	2012
13.	**Smart City (Phase II)**	Kalkara	2013
14.	**MIDI Tigne Point Q1**	Sliema	2015
15.	**Intercontinental Hotel**	St. Julian's	2016
16.	**Baystreet Hotel**	St. Julian's	2016
17.	**Hugo's Boutique Hotel**	St. Julian's	2016
18.	**Approved Office Building**	St. Julian's	2016
19.	**Central Bank of Malta**	Valletta	2017
20.	**Salini Resort**	Salini Coastline	2017
21.	**MIDI Tigne Point T14 - The Centre**	Sliema	2017
22.	**Pender Gardens (T1/T2/B17)**	Sliema	2018
23.	**Waterfront Hotel**	Gzira	2018
24.	**Hugo Hotel**	St. Julian's	2018
25.	**MITA Head Office**	Blata L-Bajda	2018
26.	**Malta Aquarium Centre**	Qawra	2018
27.	**14 East Tower**	Gzira	2019

COMPLETED PROJECTS		LOCATION	YEAR OF COMPLETION
28.	**Bilom Apartment Block**	Gzira	2019
29.	**KPMG Head Office**	Maida	2019
30.	**Centreparc Shopping Centre**	Marsa	2019
31.	**Crane Currency**	Hal Far	2019
32.	**Playmobil Factory**	Hal Far	2019
33.	**BT Commercials Head Office**	Mriehel	2020
34.	**KIA Showroom**	Qormi	2020
35.	**Cavalli Mansions**	Qawra	2020
36.	**Baystreet Hotel Zone B**	St. Julian’s	2020
37.	**Fimbank Head Office**	St. Julian’s	2020
38.	**Pinto Business Centre**	Qormi	2020
39.	**St. Vincent de Paul Home**	Marsa	2020
40.	**Hyatt Regency Hotel**	St. Julian’s	2020
41.	**Fafner House**	Blata L-Bajda	2021
42.	**Marina Di Valletta**	Pieta’	2021
43.	**Panorama Hotel**	Mellieha	2021
44.	**Y&P Building**	Naxxar	2021
45.	**Halmann Apartments**	Mellieha	2021
46.	**Young Investments Ltd**	Handaq	2021
47.	**EPAM JV**	Luqa	2021
48.	**Offshore Suites**	St. Julian’s	2023
49.	**The Ferris Business Centre**	Sliema	2023
50.	**Land’s End**	Sliema	2022
51.	**Palm Court**	Qawra	2023
52.	**Ivory Apartments**	Bugibba	2023
53.	**Hotel (Bugibba)**	Bugibba	2023
54.	**Clover Apartments**	St. Paul’s Bay	2023
55.	**Avenue 77**	Mriehel	2023
56.	**Burmarrad Commercials**	Marsa	2023
57.	**The Quad Towers**	Mriehel	2024
58.	**Empire Hotel**	St Julian’s	2024

Such projects included the provision of services such as: steel works; aluminium works; PVC works; fabrication and installation of stainless steel apertures, steel and stainless steel railings, glazed partitions and louvers; façade cladding; construction of steel structures; and manufacturing, installation and finishing of offices.

ONGOING PROJECTS		LOCATION
1.	**Trelleborg**	Hal Far
2.	**Ramla Bay Hotel**	Mellieha
3.	**Halland Apartments**	Swieqi
4.	**Gozo Museum**	Rabat, Gozo
5.	**MFA**	Ta' Qali
6.	**Hotel (Msida)**	Msida

Through its successful implementation of projects entrusted to it, often subject to tight delivery deadlines, JD Operations has been involved in some of the most avant-garde and unique structural designs, setting new standards for the local industry. JD Operations' diverse projects and involvement in iconic buildings has demonstrated its capabilities of working with a range of building structures, each with their own unique challenges and complexities, utilising the latest technologies and materials to ensure high quality fitting and installations.

7. TREND INFORMATION

7.1 Trend Information of the Issuer

In view of the Issuer's purpose of acting as a financing company to the Group, its business is limited to the raising of capital for the financing of capital projects and the loaning of such capital to, or otherwise investing in, entities forming part of the Group, the collection of interest from Group entities and the settlement, in turn, of interest payable on capital raised from third parties, including the payment of interest payable by the Issuer in respect of the Secured Bonds.

The Issuer is thus dependent on the business prospects of the Group and, therefore, the trend information relating to the Group has a material effect on its financial position and prospects.

There has been no significant change in the prospects of the Group since 31 December 2023.

7.2 Trend Information of the Group

Economic Update

The Central Bank of Malta's (CBM) Business Conditions Index (BCI) indicates that in October 2024, annual business activity experienced a slight increase compared to September, remaining close to its historical average observed since January 2000. Similarly, the European Commission's (EC) confidence surveys reveal that sentiment in Malta improved in October, surpassing its long-term average calculated since November 2002. The most significant gains were observed in the industry and services sectors.[4]

According to the EC's economic forecast for Malta, published in November 2024, the Maltese economy is maintaining steady growth, fuelled by strong domestic demand and export performance. Tourism arrivals to Malta continue to rise, while robust employment levels and recovering real wages are supporting consumption. After achieving GDP growth of 5.0% in 2024, the economy is expected to expand by 4.3% in both 2025 and 2026. The government deficit is projected to decline to 4.0% of GDP in 2024 and continue decreasing in 2025 and 2026, although it is anticipated to remain above 3% throughout the forecast period.[5]

[4] *https://www.centralbankmalta.org/site/Publications/Economic-Update-11-2024.pdf?revcount=3879*
[5] *https://economy-finance.ec.europa.eu/economic-surveillance-eu-economies/malta/economic-forecast-malta_en*

Trends in the Property Market

In recent years, amidst a broader economic boom lasting several years, real estate prices in Malta have generally risen and remain on an upward trajectory.

Data from the National Statistics Office indicates that the Maltese House Price Index has shown a consistently strong upward trend over time, reflecting sustained growth in housing prices. This positive trajectory in Malta's property market is driven by a mix of global and local macroeconomic factors, such as population growth and international geopolitical developments. In fact, as reported by the National Statistics Office (NSO) of Malta, the population of Malta grew from 421,464 in 2012 to 542,051 in 2022, equivalent to a 28.6% growth in the population over the period.[6] According to Eurostat, Malta is expected to experience the highest population growth among the 27 EU member states between 2024 and 2034, with the population projected to increase by approximately 17.9%.[7]

The growing population will continue to drive demand for essential needs, including housing, thereby potentially serving as a key factor in the upward movement of real estate prices.

Trends in the Logistics Industry

Local Market

Centrally located in the Mediterranean, Malta has long portrayed itself as a bridge between Europe and North Africa. In Q1 2024 Malta has reported an increase in the Gross Domestic Product (GDP) of 4.6% compared to the same quarter in 2023. One of the contributors to this is the increase in external trade with an increase in exports of 3.6% and imports of 1.8%.[8]

Malta's imports largely arrive through Harbour terminals, including Malta Freeport, Valletta and Marsa terminals.

Malta Freeport Terminals

Through the latest available financials, as of 2022 Malta Freeport Terminal registered a throughput of 2,888,685 TEUS (twenty-foot equivalent units) of containers. Transhipments movements equate to 1,557,878 TUES, whilst domestic moves amount to 83,612 TEUS.[9]

Grand Harbour Terminals

Most cargo arriving in Malta and distributed domestically is transported via trailers brought in through Valletta Gateway Terminals. Although public information on this topic is limited, sourced data estimates that in 2023, Malta has received 25,855 trailers, each carrying a full 40-foot container.

Other cargo vessels which call at this port carry imported vehicles and unpacked dry cargo. For the scope of this project, such cargo is not relevant.

Trends in the Tourism and Hospitality Industry

Since the end of the pandemic outbreak, the tourism and hospitality industry have experienced a growth trend with recent statistics showing that year 2023 marked a record 3 million inbound tourists, exceeding 2019 figures by 8.3%.[10] 2024 is also continuing to show growth with the number of arrivals as at Q3 of 2024, exceeding the same period in 2023 by 21%.[11]

The global tourism industry, one of the sectors most affected by the recent pandemic, has shown a remarkable recovery following the lifting of restrictions. By 2023, tourism volumes had exceeded 2019 levels, underscoring the strong demand for accommodation and tourism-related services. Over 2024, Malta recorded a 29% increase in tourist arrivals compared to 2019, ranking 12th on the UN Tourism's list of best-performing destinations worldwide and 3rd within Europe.[12]

[6] *https://nso.gov.mt/intercensal-population-revisions-2012-2021*

[7] *https://ec.europa.eu/eurostat/databrowser/view/proj_23np/default/table?lang=en&category=proj.proj_23n*

[8] *https://nso.gov.mt/gross-domestic-product-q1-2024/*

[9] *https://www.maltafreeport.com.mt/about-us/accomplishments-2/traffic-volumes/*

[10] *Source: Malta Tourism Authority, Press conference, February 2024, based on NSO data*

[11] *https://nso.gov.mt/inbound-tourism-september-2024/*

[12] *https://pre-webunwto.s3.eu-west-1.amazonaws.com/s3fs-public/2025-01/Barom_PPT_Jan_2025.pdf?VersionId=y_YdR.m6Zbla2gvfifyN4ACfn_pVNKh_*

The Group's future operational performance is anticipated to be heavily influenced by external market conditions and global developments. Although unforeseen global or local events could affect future development plans and growth projections, the long-term business outlook remains supported by strong trends and optimistic forecasts in the global tourism industry.

Overall, at the time of publication of this Registration Document, the Group considers that generally it shall be subject to the normal business risks associated with the industries in which the Group companies are involved and operate in, or expected to be involved in over the term of the Secured Bonds, as disclosed in the Prospectus and, barring unforeseen circumstances, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of Group companies and their respective businesses, at least with respect to the financial year 2024. However, investors are strongly advised to carefully read the risk factors disclosed in the Prospectus and to consult their independent and professional advisors.

There has been no significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published to the date of this Registration Document.

8. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

8.1 The Board of Directors of the Issuer

The Company's governance principally lies in the Board of Directors, responsible for the general governance of the Company and to set its strategic aims, for its proper administration and management and for the general supervision of its affairs. Its responsibilities include the oversight of the Company's internal control procedures and financial performance, and the review of the Company's business risks, thus ensuring such risks are adequately identified, evaluated, mitigated and managed, whilst opportunities are maximised and pursued appropriately.

The Articles of Association provide that the Board of Directors shall be composed of a minimum of two and a maximum of six directors.

As at the date of this Registration Document, the Board of Directors consists of five Directors who are entrusted with the overall direction, administration, and management of the Issuer. The Board of Directors currently consists of two executive Directors and three independent non-executive Directors.

8.1.1 EXECUTIVE DIRECTORS

Mr Josef Dimech, the ultimate beneficial owner of the Issuer and the Group, is an executive Director who is entrusted with the business development of the Group. Mr Dimech also occupies directorship positions in respect of other companies within the Group. Mr Franco Azzopardi is the second executive Director and is entrusted with the day-to-day management of the Group as the Group Chief Executive Officer (CEO)

The executive Directors are supported in this role by members of the key management team of the Group and benefit from the know-how gained by members and officers of the Group.

8.1.2 NON-EXECUTIVE DIRECTORS

The non-executive Directors' main functions are to monitor the operations and performance of the executive Directors, as well as to review any proposals tabled by the executive Directors. The independent non-executive Directors also bring to the Board of Directors the added value of independent judgment.

As at the date of this Registration Document, the non-executive Directors of the Issuer are Dr Stanley Portelli, Dr Jesmond Manicaro, and Mr Stephen Muscat.

8.1.3 CURRICULUM VITAE OF DIRECTORS

Mr Josef Dimech *(Executive Director)*

Mr Josef Dimech is the ultimate beneficial owner and the former CEO of the JD Capital Group. Mr Dimech relinquished his position as CEO of the Group and retained his position as an executive Director focusing on the business development. He is a Maltese national who gained over 30 years of experience in the business of aluminium, steel and stainless-steel work. Mr Dimech started working in wrought iron at the young age of 16 with his father in a small garage in Msida. What initially was seen as a part-time hobby quickly turned out in regular work with a steady and growing flow of established clients. In 2004, at the age of 25, he set up JSDimech. Since then, Mr Josef Dimech has been the driving force behind the gradual expansion, development and diversification of the JD Capital Group, playing a leading role in formulating and implementing the vision for the Group's long-term growth and development. Mr Josef Dimech has been central to the drive to grow the customer base of the Group, overseeing the Group's evolvement towards large-scale projects.

Mr Franco Azzopardi *(Executive Director and CEO)*

Mr Franco Azzopardi, a Certified Public Accountant with a UK post-graduate MSc in Finance, spent twenty-seven years working in public practice, ten of which with Deloitte Haskins and Sells and later in a firm he co-founded in 1990. In 2007 he exited the firm to contribute more towards the strategic direction of boards of directors. He specialises in corporate strategy, governance, risk and finance. He is a professional director registered as a fellow member of the UK Institute of Directors. He served on boards of directors, Audit, and Risk Committees of regulated, listed and private companies in various sectors including banking, insurance, payments, software and logistics. He is former CEO of the leading logistics company in Malta. His focus there during his ten-year tenure was sustainable growth in shareholder value, highest degree of readiness for public listing, and investor-family governance. As part of his social responsibility, he also personally contributed towards the development of the Malta Institute of Accountants. He is a fellow member of the Institute having served on Council from 2007 until 2019. He was also elected and served as President of the Institute for the term 2015-2017.

Mr Stephen Muscat *(Independent Non-Executive Director)*

Mr Stephen Muscat is a Certified Public Accountant and a graduate of the University of Malta with a BA (Honours) Accountancy degree, a fellow of the Malta Institute of Accountants, the Malta Institute of Taxation and the Institute of Directors (UK). He is the former CEO and Director of Maltacom p.l.c., today GO p.l.c. (C 22334). Mr Muscat is an authorised Company Service Provider serving as a non-executive director of holding and trading companies. He is also a director of locally licensed financial institutions and a bank. Currently, he is a member of the board of directors and, or chairs the audit committee of public bond issuers trading on the Malta Stock Exchange main market. Mr Muscat is also Chairman of the board of directors and Chairman of the Audit Committee of the Issuer.

Dr Stanley Portelli *(Independent Non-Executive Director)*

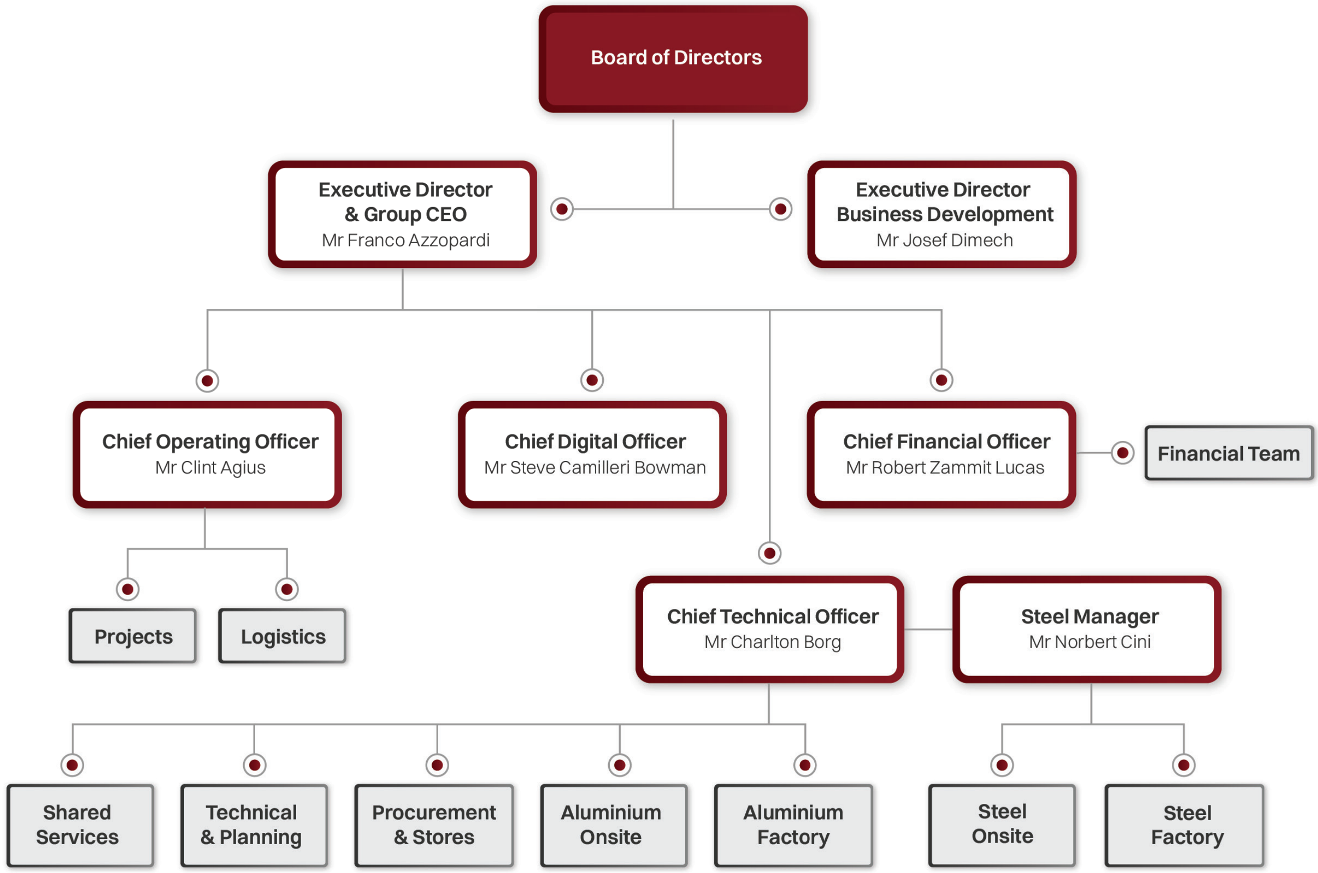
Dr Portelli is a partner of the law firm GS Advocates, based in Sliema, Malta, where his area of practice focuses on assisting corporate clients, leading the Company Service Provider line, as well as employment legislation. Dr Portelli was the CEO of the Malta Maritime Authority, and eventually the Authority for Transport in Malta, from 2009 to 2013.Between 2001 and 2009 he held the position of executive director for Human Resources, Legal and Corporate Affairs, as well as company secretary at Malta Freeport Terminals Ltd, where he was also on the board of directors from 1999 to 2004. From 1994 to 2001, Dr Portelli was employed with the Financial Services Unit at Coopers & Lybrand, and eventually PricewaterhouseCoopers. He was also a director of Malta Investment Management Co Ltd, and Malta Government Investments Ltd between 2004 and 2008.In 2007 he was appointed member of the Port Workers Board representing Malta Freeport Terminals, and in 2008 was appointed member of the Board of the Lotteries and Gaming Authority. Dr Portelli currently serves as a non-executive director on a number of Maltese companies involved in various cross-border and overseas activities, as well as listed and regulated entities. He is also a consultant to a number of family-owned businesses. Dr Stanley Portelli is an independent non-executive Director and a member of the audit committee of the Issuer.

Dr Jesmond Manicaro *(Independent Non-Executive Director)*

Dr Jesmond Manicaro is a legal professional with expertise in commercial, corporate, and civil law. He obtained his Doctorate in Law from the University of Malta in 2003 and holds two Master's degrees from the International Maritime Law Institute and University College London. Dr Manicaro began his career with one of Malta's leading law firms, advising on shipping, aviation, real estate, and insurance. He later headed the legal department of one of Malta's major construction companies, overseeing its extensive restructuring. In 2009, he co-founded a boutique law firm and later established his own practice. Dr Manicaro serves as director and company secretary on several high-profile Maltese companies involved in various cross-border and overseas activities.

8.1.4 SENIOR MANAGEMENT

The Board of Directors is supported by the senior management team of the JD Capital Group, all of whom report directly to the CEO as indicated below. Group operatives in turn report directly to either of the General & Aluminium Manager and the Steel Manager:



Brief *curricula vitae* of the senior management are set out below:

Mr Robert Zammit Lucas, Chief Financial Officer

Mr Robert Zammit Lucas has over 15 years of experience working as a finance professional. Mr Zammit Lucas career is marked by key leadership roles, locally as the Group Head of Finance at a leading logistics company, and internationally as Head of Reporting at an international group of companies operating in the tourism industry. Mr Zammit Lucas is a certified public accountant, a member of the Malta Institute of Accountants, holds the ACCA qualification and is an MBA university graduate. Mr Zammit Lucas also read for a B.Com first degree at the University of Malta. In 2023, Mr Zammit Lucas joined JD Holdings as Group CFO and following the departure of the CFO of the Issuer, he was entrusted with this position as part of his office.

Mr Clint Agius, Chief Operations Officer

Mr Clint Agius experience spans over 20 years in logistics, heavy lifting, haulage operations, courier service, customs clearance, and managed warehouse service at a local leading logistics company where he managed a team of over 80 operatives and administrative personnel. Mr Agius held the position of Head of Domestic Operations, where he was the project leader of various large-scale projects. Mr Agius also served as an advisory board member to the Burdnara Sectional Committee of the Chamber of SMEs between 2014 and 2023, and Chairperson of the Association of Groupage Bond Operators between 2021 and 2023. In 2023 Mr Agius joined JD Holdings Limited as Group COO.

Mr Steve Camilleri Bowman, Chief Digital Officer

Mr Steve Camilleri Bowman's experience spans over 20 years, in the technology industry in strategizing, designing, directing and implementing technology solutions globally. Mr Camilleri Bowman held various key positions as head of software engineering, VP of product and COO office with a prominent European digital technology company, most of which experience within the logistics technology industry. Laser focused in logistics, postal and ecommerce technology solutions, Mr Camilleri Bowman's experience led to multi-geographical landscapes from Europe through to the Caribbean and the US across the postal and parcel world, track and trace, cross-border, parcel forwarding, parcel lockers and delivery ecosystems, first mile, middle mile and last mile, therefore covering all aspects of the technology ecosystems.

The business address of senior management is the same as that of the Issuer.

8.1.5 POTENTIAL CONFLICTS OF INTEREST

As at the date of this Registration Document, Mr Josef Dimech is the sole ultimate beneficial owner of the Issuer and the Group, and sits as a director of the Subsidiaries, being the operating subsidiaries of the Issuer and companies in which Mr Dimech has an ultimate beneficial ownership interest. Accordingly, Mr Dimech is susceptible to conflicts between the potentially diverging interests of the different companies forming of the Group.

Other than those disclosed above, the Directors are not aware of any potential conflicts of interest which could relate to their roles within the Issuer or the Group.

The Memorandum and Articles of Association require any Director who in any way, whether directly or indirectly, has an interest in a contract, arrangement, transaction or proposal with the Issuer, to declare the nature of his interest at a meeting of the Board. Furthermore, said Director shall not be permitted to vote at that meeting in respect of any contract, arrangement, transaction or any other proposal in which he has, either directly or indirectly, a personal material interest. Where appropriate, the Board of Directors also consults the Audit Committee and, or external legal counsel to ensure that situations giving rise to a conflict of interest, actual or perceived, is managed in a suitable and effective manner and in the best interests of the Issuer, in accordance with the Directors' general duties at law and in accordance with the provisions of the Capital Markets Rules governing conflicts of interest and transactions with related parties.

9. BOARD PRACTICES

9.1 Audit Committee

The Audit Committee's primary objective is to assist the Board of Directors in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Audit Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board, management and the external auditors. The Audit Committee is a sub-committee of the Board of Directors and reports directly to the Board of Directors and the external auditors are invited to attend the Audit Committee meetings.

The Board of Directors has set formal terms of establishment and the terms of reference of the Audit Committee which set out its composition, role and function, the parameters of its remit, as well as the basis for the processes that it is required to comply with. The Audit Committee meets at least four times a year.

The terms of reference of the Audit Committee include:

a. its monitoring responsibility over the financial reporting processes, financial policies and internal control structures;
b. maintaining communications on such matters between the Board, management and the external auditors;
c. preserving the Issuer's assets by assessing the Issuer's risk environment and determining how to deal with those risks; and
d. support to the Board of Directors in its responsibilities in dealing with issues of risk, control and governance, and associated assurance of the Issuer.

In addition, the Audit Committee:

a. has the role and function of evaluating any proposed transaction to be entered into by the Issuer and a related party to ensure that the execution of any such transaction is at arm's length, on a commercial basis and ultimately in the best interests of the Issuer;

b. has the role of assessing any potential conflicts of interest that may arise from time to time, including conflicts between the interests of the Issuer and those of its Directors, including, in particular, the potential situations of conflict described in section 8.1.5 above;

c. has been tasked with ensuring that the total indebtedness of the Group shall, throughout the term of the Secured Bonds, remain within acceptable limits and in any case not exceed 70% of the gearing ratio which shall be calculated, with reference to the most recent published financial information available (whether audited or unaudited), by dividing the Group's debt by its equity and debt, every time the entry into a new material non-interest-bearing debt or a new interest-bearing loan is contemplated or, in the absence thereof, at least once every quarter; and

d. has been tasked with ensuring that prior to entering into any additional investment opportunities there are sufficient liquid funds within the Group to cover current contractual obligations as well as privileged creditors for a period of 12 months from the proposed investment date. For this purpose, the Audit Committee has, pursuant to its terms of reference, been granted express powers to be given access to the financial position of the Issuer and all other entities comprising the Group on a quarterly basis. To this end, the Issuer and all other entities within the Group are to submit to the Audit Committee bi-annual financial statements as well as, as a minimum, quarterly comparisons of actual against projected financial accounts; and

e. has been tasked with monitoring liquidity ratios towards ensuring the Group's ability to meet short term obligations and ensure financial stability.

With respect to (e) above, the Audit Committee shall monitor the Leverage Ratio (Net Debt-to-EBITDA) with a view to determining whether it remains below 10x in FY2025 and FY2026, and below 8x thereafter. The Audit Committee shall also monitor the Cash Ratio (Cash and cash equivalents / Current Liabilities) with a view to determining whether it remains above 0.3 from FY2027 onwards.

The Audit Committee shall monitor the adherence by the Group with the thresholds set out in (c) and (e) above on a quarterly basis at a meeting of the Audit Committee. The Audit Committee shall extend an invite to the Security Trustee to attend such meetings of the Audit Committee. Should it result that the thresholds had not been adhered to, the Audit Committee shall promptly inform the Board of Directors for the latter to publish a company announcement informing the market of the discrepancy. In all cases, the corporate governance statement included within the annual financial report shall disclose the extent of the Group's adherence with the thresholds in the respective financial year by reference to any company announcements which would have been published in the preceding year, if any. It is pertinent to note that whereas the statement contained in the corporate governance statement shall be based on audited financial information, the assessments made by the Audit Committee on a quarterly basis would be based on unaudited management accounts which inherently carry a lower degree of reliability.

Any company announcements to be published as aforesaid shall be made in accordance with the below schedule:

Q1	by end May
Q2	by end August
Q3	by end November
Q4	by end February

Provided that should a company announcement not be published within the period indicated in the above table, such would be tantamount to the Board acknowledging that the Group had adhered to the thresholds set out in (c) and (e) above in the respective quarter.

In the event that the Group fails to adhere to the thresholds set out in (c) and (e) above for four consecutive quarters, the Security Trustee shall demand that the Company procures a bank guarantee in the amount of one year's interest on the amount of outstanding Secured Bonds (the "**Ratio-Specific Guarantee**"), and the Company shall procure the Ratio-Specific Guarantee within three months from the date of receipt of the demand therefor by the Security Trustee. The Ratio-Specific Guarantee, which would be in addition to and distinct from the Collateral (as defined and explained in the Securities Note), would be released by the Security Trustee once the thresholds set out in (c) and (e) above are adhered to uninterruptedly for four consecutive quarters from the date of the Ratio-Specific Guarantee. Should the Company fail to procure the Ratio-Specific Guarantee within three months from the date of receipt of the demand therefor by the Security Trustee, the Security Trustee shall immediately call a Bondholders' Meeting (as defined in the Securities Note) where Bondholders shall be given the option to either accept a remediation plan, the details of which would be communicated to Bondholders in the notice convening the meeting, or call an event of default in terms of section 5.11 of the Securities Note.

The Audit Committee is made up entirely of independent non-executive Directors. The Audit Committee is composed of Mr Stephen Muscat (independent non-executive director), Dr Stanley Portelli (independent non-executive director) and Dr Jesmond Manicaro (independent non-executive director). Mr Stephen Muscat is considered by the Board of Directors to be competent in accounting and, or auditing in terms of the Capital Markets Rules. The Chairman of the Audit Committee, appointed by the Board, is entrusted with reporting to the Board of Directors on the workings and findings of the Audit Committee. Mr Stephen Muscat currently occupies the post of Chairman of the Audit Committee.

9.2 Internal Audit

In addition to the above, the Audit Committee of the Issuer is tasked with the setting up and oversight of the internal audit function of the Group. This function acts as an independent internal auditor and provides independent and objective assurances to the Board of Directors through the Audit Committee.

The internal audit function supports the Audit Committee in accomplishing its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of the internal risk management, control, and governance processes.

In carrying out the internal audit function role, the internal auditor reports to the Audit Committee on emerging trends and standards in internal auditing at every instance when an audit cycle is completed. The internal auditor shall report to the Audit Committee on a quarterly basis on the progress of any exercise he would have been delegated, provided that a nil report shall be provided to the Audit Committee should no progress be reported in any given quarter. The internal auditor further assists the Issuer in identifying, analysing, responding, gathering information and monitoring strategic risks that could actually or potentially impact the ability of the Issuer and the Group in achieving their objectives and meeting their obligations at law.

As at the date of this Registration Document, the internal auditor of the Issuer is Embark (Malta) Limited (C 91184), of Trident Park, No. 1 Level 4, Notabile Gardens, Mdina Road, Zone 2, Central Business District, Birkirkara CBD2010, Malta.

9.3 Compliance with Corporate Governance

Since the admission to listing and trading of the prospects bonds on the Prospects MTF Market in 2018, as further set out in section 6.2.3, the Issuer has supported and adopted the principles set out in the provisions of the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the "**Code**"). Going forward, the Issuer remains committed to fully support the Code and undertakes to comply with the Code to the extent that this is considered complementary to the size, nature, and operations of the Issuer.

The Company is confident that the application of the Code has resulted, and is expected to continue to result, in positive effects accruing to the Issuer, its management and organisational set-up, its corporate strategy and its *day-to-day* activities.

In view of the reporting structure adopted by the Code, the Company reports, on an annual basis in its annual report, on the level of the Issuer's compliance with the principles of the Code, in line with the "*comply or explain*" philosophy of the Code, explaining the reasons for non-compliance, if any.

As at the date of this Registration Document, the Board of Directors considers the Issuer to be in compliance with the Code, save for the following exceptions:

Principle 7: Evaluation of the Board's Performance (Code provision 7.1)	The Board of Directors has not appointed a committee for the purpose of undertaking an evaluation of the Board's performance in accordance with the requirements of Code Provision 7.1. The Board of Directors believes that the size of the Company and the Board of Directors itself does not warrant the establishment of a committee specifically for the purpose of carrying out a performance evaluation of its role. Whilst the requirement under Code Provision 7.1 might be useful in the context of larger companies having a more complex set-up and a larger Board, the size of the Board of Directors is such that it should enable it to evaluate its own performance without the requirement of setting up an ad hoc committee for this purpose. The Board of Directors shall retain this matter under review over the coming year.
Principle 8A: Remuneration Committee (Code provision 8.A.1) and Nominations Committee (Code provision 8.B.1)	The Board of Directors has not established a Remuneration and, or Nominations Committee. The Board of Directors has formulated the view that the size, structure and management of the Company are such that the establishment of an ad hoc Remuneration Committee is not warranted, and the responsibility for establishment, review and implementation of the Company's remuneration policies has been retained within the remit of the Board of Directors itself. In particular, the current remuneration policy of the Company comprises purely fixed-rate remuneration, with no entitlement to any performance-based remuneration, or any entitlement to share options, retirement pensions benefit or other retirement based benefits. Furthermore, the Board of Directors believes that the procedure for the nominations and appointment of directors as contained in the Articles of Association are commensurate to the size and operations of the Company, and does not consider the requirement to establish an ad hoc Nominations Committee to be necessary for the Company. Instead, the Board of Directors takes on the role of periodically assessing the skills, knowledge and experience of individual directors for the Board of Directors to have the appropriate level of collective skill, knowledge and experience that would endow the Board of Directors with the requisite collective competence for the proper functioning, management and oversight of the Company by the Board.

9.4 Dividend Policy

Since its inception, the Group has distributed a one-off dividend of €527,000. The Issuer has set up a dividend policy wherein dividends may only be distributed depending on, *inter alia*:

a. The profits available for distribution for the year;
b. The Board's view on the prevailing market outlook;
c. Any debt servicing and repayment requirements including financial and other restrictive covenants or agreements in place or entered into during the year;
d. The cashflows for the Group;
e. Working capital requirements; and
f. The requirements of the Act and the Group's continuing obligations.

Without prejudice to the aforesaid, such dividend policy is conditioned in terms of the agreement entered into by the Issuer with JD Holdings which inter alia ensures that in meeting its (JD Holdings') liabilities with the Group, any dividends declared and paid by the Issuer to JD Holdings will be immediately set-off with any outstanding debt balances due by JD Holdings to the Group.

10. SHARE CAPITAL AND MAJOR SHAREHOLDERS

10.1 Shareholding of the Issuer

As at the date of this Registration Document, the authorised share capital of the Issuer is €17,546,700 divided 17,543,621 ordinary shares of a nominal value of one Euro (€1.00) each and 3,079 Ordinary A shares of a nominal value of one Euro (€1.00) each. As at the date of this Registration Document, the issued share capital of the Issuer has been subscribed for as follows:

NAME OF SHAREHOLDER	NUMBER OF SHARES	CLASS OF SHARES	% PAID UP
JD Holdings Limited (C 82095) HHF 303, Industrial Estate Hal Far, Birzebbuga BBG 3000, Malta	9,678,231	Ordinary Shares	100%
Mr Josef Dimech (ID 326179M) Blue Harbour Frobisher, B11 Ta' Xbiex Seafront, Ta' Xbiex, Malta	31	Ordinary Shares	100%
Dr Stanley Portelli (ID 163472M) Dar il-Barbagann, Triq Strejnu, Zejtun, Malta	3,079	Ordinary A Shares	100%

All ordinary shares rank *pari passu* in all respects, save that Ordinary A shares do not confer any rights in the Issuer except for the right to the return of capital upon winding up of the Issuer.

The shares of the Issuer are not listed on the Malta Stock Exchange or any other regulated exchange, and no application for such listing has been made to date.

There is no capital of the Issuer which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Issuer is to be put under option. To the best of the Issuer's knowledge, there are no arrangements in place as at the date of this Registration Document which may, at a subsequent date, result in a change in control of the Issuer.

10.2 Major Shareholders of the Issuer

Mr Josef Dimech is the sole ultimate beneficial owner of the Issuer, ultimately holding *circa* 99.996% of the ownership interests of the Issuer: (i) directly as the registered holder of 0.0003% of the issued share capital of the Issuer; and (ii) indirectly as the registered holder of 99.9953% of the issued share capital of the JD Holdings, the immediate parent company and majority registered shareholder of the Issuer.

The Issuer adopts measures in line with the Code with a view to ensuring that the relationship with its major shareholders is retained at arm's length, including adherence to rules on related party transactions set out in Chapter 5 of the Capital Markets Rules requiring the vetting and approval of any related party transaction by the Audit Committee, which is constituted by independent, non-executive Directors. The Audit Committee has the task of ensuring that any potential abuse is managed, controlled, and resolved in the best interests of the Issuer. The composition of the Board, including the presence of three independent, non-executive Directors, effectively minimises the possibility of any abuse of control by any major shareholder, including the ultimate beneficial owner.

With particular reference to the relationship between the Issuer and the ultimate beneficial owner, the Articles of Association provide that a Director shall not vote and shall not be taken into account for the purpose of forming a quorum, in respect of any contract or arrangement or other proposal in which he has a material interest, and if he shall do so his vote shall not be counted.

11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

11.1 Hisotrical Financial Information

This Registration Document contains references to the annual consolidated financial statements of the Group. These refer to the annual consolidated financial statements of the Group for the years ended 31 December 2021, 2022, and 2023. The interim financial information is extracted from the unaudited condensed financial statements for the six-month period beginning 1 January 2024 up to 30 June 2024.

The audited consolidated financial statements shown for FY21, FY22, and FY23 were prepared and presented on a consolidated basis, in line with the applicable accounting policies and principles. The full set of annual financial reports and respective directors and other statutory reports were published and are also available on the Company's web page (www.jsdgroup.mt/investor-relations).

These financial statements have been drawn up in accordance with International Financial Reporting Standards (**"IFRS"**) as adopted by the EU. The financial statements have been audited by the Company's statutory auditors, which for this period was RSM Malta, and the auditor's report thereon comprises a clean and unqualified audit opinion for each of the above periods.

Furthermore, the tables and discussions included in this section contain certain alternative performance measures (as defined by the European Securities and Markets Authority ("**ESMA**"). These non-IFRS financial measures are presented as supplemental information as (i) they represent measures that the Directors believe may be relevant for certain investors, securities analysts and other parties in assessing the Group's operating and financial performance and may contribute to a fuller understanding of the Group's cash generation capacity and the growth of the combined business; and (ii) they may be used by management as a basis for strategic planning and forecasting.

The consolidated financial statements below should be reviewed in the context of the regular company announcements and other public communication of the Company.

The table below provides a cross-reference list of key sections of the financial statements of the Issuer for the financial years ended 31 December 2021, 31 December 2022, 31 December 2023, and for the 6-month financial period ended 30 June 2024:

	31st December 2021	31st December 2022	31st December 2023	30th June 2024
Independent Auditor's Report	pages 10 - 16	pages 48 - 55	pages 60 - 67	N/A
Statement of Financial Position	page 18	page 13	pages 15 - 16	page 7
Income Statement	page 17	page 12	page 14	page 6
Statement of Cash Flows	page 20	page 15	pages 19 - 20	page 9
Notes to Financial Statements	pages 21 - 46	pages 16 - 47	pages 21 - 59	pages 10 - 12

Extracts from the historical consolidated financial information of the Issuer

Consolidated Statements of Profit and Loss	2021	2022	2023	6 Months'23	6 Months'24
	€000s	€000s	€000s	€000s	€000s
	Audited	*Audited*	*Audited*	*Unaudited*	*Unaudited*
Revenue	16,268	11,832	12,965	5,242	8,007
Cost of sales	(13,617)	(9,756)	(10,003)	(3,851)	(6,050)
Gross profit	**2,652**	**2,076**	**2,963**	**1,392**	**1,957**
Selling and distribution	(151)	(141)	(180)	(87)	(62)
Administrative expenses	(776)	(995)	(972)	(345)	(335)
Other income	294	213	239	131	127
EBITDA[13]	**2,018**	**1,154**	**2,049**	**1,091**	**1,687**
Depreciation and amortisation	(863)	(968)	(688)	(348)	(310)
Gain on fair value movement	-	971	-	-	-
EBIT[14]	**1,155**	**1,157**	**1,361**	**743**	**1,377**
Interest income	206	42	51	25	25
Financial costs	(584)	(724)	(1,189)	(638)	(689)
Other losses	(12)	(2)	-	-	-
Expected credit loss provision movement	(297)	(56)	36	87	(40)
Profit before tax	**468**	**418**	**259**	**217**	**673**
Taxation charge	(309)	(199)	(230)	(148)	(355)
Profit for the year	**159**	**218**	**30**	**68**	**319**
Revaluation of land and buildings, net of tax	7,857	-	309	-	-
Total comprehensive income	**8,016**	**218**	**339**	**68**	**319**

Source: Consolidated audited financial statements and unaudited interim financial statements

[13] *EBITDA refers to earnings before interest, taxes, depreciation and amortisation*
[14] *EBIT refers to earnings before interest and taxes*

Income statement

Revenue comprised income generated from the design, production and installation of industrial aluminium, steel and glassworks. Revenue averaged €13.7 million between FY21 and FY23, driven by the Group's ability to finalise key projects such as the Quad Towers project as well as the Group's ability to secure new key projects such as Q3 Midi. Revenue in FY23 is primarily composed of the execution of outstanding projects from FY22 and commencement works on the Q3 Midi project.

Cost of sales primarily comprised purchasing of inventory, staff costs, and subcontracting costs. Cost of sales as a percentage of revenue improved consistently between FY21 and FY23; decreasing from 83.7% in FY21 to 82.5% in FY22, and a further decrease to 77.1% in FY23.

The improvement in cost of sales relative to revenue year on year is attributable to operational efficiencies.

The Group generated *circa* €2.0 million in earnings before interest, tax, depreciation and amortisation ("EBITDA") in FY21 and €1.2 million in FY22, representing an EBITDA margin[15] (i.e. EBITDA divided by revenue) of 12.4% in FY21 and 9.7% in FY22. In 2023, the EBITDA margin rose to 15.8%, driven by revenue growth outpacing the increase in cost of sales and improvements in the gross profit margin[16].

Profit before income tax ("**PBT**") declined by €51k in FY22 and €158k in FY23. The decrease in FY22 was mainly driven by the increase finance costs and depreciation of €140k and €105k, respectively, compared to FY21. The decrease in PBT in FY22 driven by movements during the financial year, was partially offset by a one-time gain of €971k resulting from fair value adjustments on the investment property of Birkirkara.

Total comprehensive includes changes in the fair value of land and buildings' surplus net of deferred tax on fair value of land and buildings. In FY21, the Group recognised a revaluation of land and building on the Hal Far Site of €7.9 million as well as an another €309k in FY23.

Interim analysis

Revenue generated throughout the first 6 months of FY24 amounted to €8.0 million compared to €5.2 million generated during the same period of the previous year. The increase in revenue was partially offset by the increase in cost of sales compared to the same period of the previous year leading to a decline in the gross profit percentage from 26.6% to 24.4%.

The Group generated *circa* €1.7 million in EBITDA for the first 6 months of FY24 compared to €1.1 million across the same period in FY23.

Across the same period, the Group reported PBT of €0.7 million which is 210.6% higher than the PBT in FY23 (first 6 months in FY23 PBT amounted to €0.2 million).

[15] *EBITDA margin = EBITDA for the period / Revenue for the period*

[16] *Gross profit margin = Gross profit for the period / Revenue for the period*

Consolidated Statements of Financial Position	Dec21A	Dec22A	Dec23A	Jun24A
	€000s	€000s	€000s	€000s
	Audited	*Audited*	*Audited*	*Unaudited*
Non-current assets				
Property, plant and equipment	23,627	22,812	28,008	28,125
Investment property	4,523	5,494	5,734	12,688
Intangible assets	224	224	224	224
Financial assets at amortised cost	1,619	1,664	1,714	1,739
Trade and other receivables	1,085	2,313	-	-
Total non-current assets	**31,078**	**32,507**	**35,681**	**42,777**
Current assets				
Financial assets at amortised cost	3,151	5,394	9,225	11,512
Inventory	1,529	1,364	1,563	1,788
Contract assets	4,514	6,517	11,141	10,548
Trade and other receivables	6,647	10,813	18,332	17,037
Cash and equivalents	361	891	384	389
Total current assets	**16,202**	**24,979**	**40,645**	**41,274**
Total assets	**47,280**	**57,486**	**76,326**	**84,051**
Equity and liabilities				
Equity				
Share capital	7,547	7,547	7,547	7,547
Revaluation reserve	7,857	7,857	8,166	8,166
Other reserves	-	-	3,200	3,200
Retained earnings	1,183	1,402	1,431	1,750
Total equity[17]	**16,587**	**16,805**	**20,344**	**20,663**
Liabilities				
Non-current liabilities				
Borrowings	7,398	17,050	28,851	33,431
Lease liabilities	3,492	3,447	3,396	3,369
Trade and other payables	3,899	3,564	1,685	2,133
Deferred tax liabilities	1,593	1,638	2,644	2,644
Non-current tax liabilities	508	459	243	695
Total non-current liabilities	**16,890**	**26,158**	**36,818**	**42,272**
Current liabilities				
Borrowings	3,602	3,086	2,809	2,784
Lease liabilities	36	45	51	52
Contract liabilities	2,212	2,890	4,185	6,212
Current tax liabilities	1,080	1,072	952	847
Trade and other payables	6,873	7,430	11,166	11,220
Total current liabilities	**13,804**	**14,523**	**19,164**	**21,116**
Total liabilities	**30,693**	**40,681**	**55,982**	**63,388**
Total equity and liabilities	**47,280**	**57,486**	**76,326**	**84,051**

Source: Consolidated audited financial statements and unaudited interim financial statements

[17] *Total equity does not include the open market value adjustments utilised to reflect updated fair value of properties as per valuation reports provided by independent valuers.*

The Group's assets primarily comprise the Hal Far Site (95.1% of the property, plant and equipment). The Hal Far Industrial Facility makes up to 34.9% of the Group's assets. The increase in the Hal Far in FY23 is due to the revaluation of the Hal Far Site, capitalisation of development costs as well as the capitalisation of borrowing costs. The Group also holds the Birkirkara Site which is classified as an investment property since it was held for appreciation and carried at the revalued amount.

The Group's other principal assets include financial assets mainly comprising a loan from the ultimate parent and a receivable from trading operations. Non-current financial assets at amortised cost as at Dec23 include a loan balance from the ultimate parent of €1.7 million repayable October 2026 and incurs interest at 4.5% per annum. The Group's current financial assets at amortised cost amounted to €9.2 million as at Dec23 mainly include unsecured interest-free, repayable on demand balances with the ultimate parent company as well as other related parties.

Group borrowings of €31.66 million as at Dec23 are primarily due to banks (22.3%) and the amount payable to the holders of the Series 1 Bonds and Series 2 Bonds (77.6%). Interest payable per annum on the bank loans varies from 2.5% to 5.7%, repayable by November 2024. During FY23, the Group obtained an additional loan from a local bank to support working capital needs of €1.5 million.

Equity in FY23 mainly comprised €7.5 million in share capital and €12.8 million in other equity. Other equity as at Dec23 includes revaluation reserve of €8.2 million, retained earnings of €1.4 million as well as other reserves of €3.2 million relating to an assignment of receivable from a related party to the issuer. The increase in total equity in FY23 to €20.3 million is due to the increase in the revaluation reserve driven by the Hal Far Site to €8.2 million.

Interim analysis

The Group's assets increased from €76.3 million to €84.1 million between December 2023 and June 2024 mainly driven by the increase in investment property of €6.9 million, following the acquisition by the Group of the Ta' Monita Properties, and financial assets at amortised cost of €2.3 million, partially offset by the decrease in contract assets and trade and other receivables.

Group borrowings increased between December 2023 and June 2024 by €4.6 million driven by the issue of unlisted unsecured securities of €4.9 million (net of issue costs) and bank overdraft of €3.8 million, partially offset by settlement of a revolving facility of €4.1 million.

Equity remained relatively stable between December 2023 and June 2024 with movements solely relating to the operations.

Consolidated Statement of Cash Flows	2021	2022	2023	6 Months'23	6 Months'24
	€000s	€000s	€000s	€000s	€000s
	Audited	*Audited*	*Audited*	*Unaudited*	*Unaudited*
Cashflow from operating activities					
Profit before tax	468	418	259	217	673
Non-cash charges	1,735	740	1,841	889	1,054
Movement in inventories	(154)	165	(199)	138	(224)
Movement in trade receivables	(7,131)	(9,549)	(7,794)	(995)	1,927
Movement in trade payables	3,619	997	3,226	374	2,527
Net interest expense	(206)	(42)	(116)	(56)	25
Tax paid	(60)	(220)	(430)	(164)	(8)
Net cashflow from operating activities	(1,728)	(7,492)	(3,212)	404	5,974
Investing activities					
Proceeds (payments) for PPE	(215)	(141)	(4,669)	(276)	(7,378)
Proceeds (payments) for IP	(1)	-	(240)	-	-
Net receipts from loans	2,349	-	-	-	-
Movement in investing related party balances	(591)	(45)	(631)	(25)	(2,280)
Net cashflow from investing activities	1,542	(186)	(5,540)	(301)	(9,658)
Financing activities					
Proceeds / (repayment) of borrowings	757	9,534	9,311	(487)	4,467
Proceeds / (repayment) of lease	(34)	(36)	(45)	(22)	(25)
Interest paid	(584)	(805)	(1,200)	(246)	(689)
Movement in related party balances	(104)	8	121	-	(12)
Net cashflow from financing activities	36	8,700	8,187	(754)	3,740
Net change in cash and equivalents	**(151)**	**1,023**	**(565)**	**(651)**	**57**
Cash and equivalents at beginning of period	11	(140)	883	883	318
Cash and equivalents at end of period	**(140)**	**883**	**318**	**231**	**374**

Source: Consolidated audited financial statements and unaudited interim financial statements

The Group's cash flow from operating activities was in a negative position mainly due to movement in working capital items driven by works on key projects undertaken by the Group.

Cash flow from investing activities was positive in FY21 at €1.5 million, largely due to net receipts from loans. In FY23, the Group reported a negative cash flow from investing activities of €5.5 million mainly due to further investment in property, plant, and equipment; the Hal Far Site amounting to €4.7 million.

Financing activities provided significant positive cash flows in FY22 and FY23 mainly driven by proceeds from bond borrowings on the Series 1 Bonds in FY22 and the Series 2 Bonds in FY23. Net cash inflows from financing activities were partially offset by interest and lease repayments.

Interim analysis

The Group's cash flow from operating activities for the first 6 months of FY24 amounted to €5.9 million compared to €0.4 million during the same period of the previous year mainly driven by movements in trade receivable and payable balances.

The Group reported a negative cash flow from investing activities of €9.7 million during the first 6 months of FY24 mainly due to further investment in property, plant, and equipment and investment property amounting to €7.4 million. A further €2.3 million cash outflow was related to movements in amounts due from subsidiaries and related parties.

Financing activities provided positive cash flows in the first 6 months of FY24 mainly driven by the net proceeds from the private placement borrowing. Net cash inflows from financing activities were partially offset by interest and lease repayments as well as net movement in bank borrowings.

The audited financial statements are available on the Issuer's website (www.jsdgroup.mt/investor-relations/) and are also available for inspection at its registered office as set out in section 15 of this Registration Document.

11.2 Significant Change in the Group's Financial or Trading Position

There has been no significant change in the financial or trading position of the Group since 30 June 2024.

11.3 Legal and Arbitration Proceedings

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened or of which the Issuer is aware) during the period covering 12 months prior to the date of this Registration Document which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.

12. ADDITIONAL INFORMATION - MEMORANDUM AND ARTICLES OF ASSOCIATION

The Memorandum and Articles of Association are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which the Issuer is established is set out in clause 4 of the Memorandum.

13. MATERIAL CONTRACTS

Neither the Issuer, nor any of the other companies forming part of the Group are party to any contract that is not in the ordinary course of business of the respective company, which could result in any member of the Group being under an obligation or entitlement that is material to the Group as at the date of this Registration Document.

14. PROPERTY VALUATION REPORTS

The Company commissioned Architect Mr Peter Zammit, on behalf of IAS-Innovative Architectural Structures Limited (C 79087), to issue a property valuation report in relation to the Hal Far Site and Architect Ms Melanie Spiteri to issue property valuation reports in relation to the Skorba Mansions, the Ta' Monita Properties, the Msida Hotel, and Villa Delfini.

The following are the details of the said valuers:

Name:	Mr Peter Zammit IAS-Innovative Architectural Structures Limited (C 79087)
Business address:	Level 4, "Cobalt House", Notabile Road Mriehel BKR 3000, Malta
Qualifications:	B.E&A (Hons) A&C.E. Msc(Surrey) MIStructE CEng

Name:	Ms Melanie Spiteri
Business address:	13, Triq Lorry Sant, Marsascala, Malta
Qualifications:	B.E&A (Hons)

Capital Markets Rule 7.4.3 provides that property valuations to be included in a prospectus must not be dated (or be effective from) more than 60 days prior to the date of publication of the Prospectus. The valuation report in respect of the Hal Far Site is dated 14 March 2025 whereas the property valuation reports in respect of the Skorba Mansions, Ta' Monita Properties, Villa Delfini, and the Msida Hotel are dated 10 March 2025.

The Property Valuation Reports have been included in the form and context in which they appear with the authorisation of architects Mr Peter Zammit and Ms Melanie Spiteri, who have given and have not withdrawn their respective consent to the inclusion of the reports herein. Architects Mr Peter Zammit and Ms Melanie Spiteri do not have any material interest in the Issuer.

A copy of the Property Valuation Reports is available for inspection as set out in section 15 below.

15. DOCUMENTS AVAILABLE

For the duration period of this Registration Document the following documents (or certified copies thereof) shall be available for inspection at the registered address of the Issuer:

a. the Memorandum and Articles of Association;
b. the Property Valuation Reports;
c. the Security Trust Deed;
d. as from the date of admissibility to listing of the Secured Bonds, the Bank Guarantee
e. the financial analysis summary, prepared by the Sponsor & Co-Manager, dated 11 April 2025;
f. the annual financial reports of the Issuer for the years ended 31 December 2021, 2022, and 2023;
g. the interim financial statements of the Issuer for the six-month period ended 30 June 2024; and
h. the audited consolidated financial statements of the Issuer for the years ended 31 December 2021, 2022, and 2023.

These documents are also available for inspection in electronic form on the Issuer's website at https://www.jsdgroup.mt/investor-relations/.