

Belize Telemedia Limited

(A Public limited liability Company incorporated in Belize on September 14, 2006
under Chapter 250 of the Laws of Belize)

Offering of Shares

This Offer for Sale highlights the information relating to the shares in Belize Telemedia Limited which the Government of Belize proposes to offer for sale. This Offer for Sale is intended for use in Belize and is not to be construed as an offer outside of Belize of any of the shares. The Minister of Finance has particular responsibility for the information about government policy contained herein. The Directors of Belize Telemedia Limited have particular responsibility for all the information relating to Belize Telemedia Limited. The accounting firm of PKF Belize has responsibility for the auditors' report. The Government of Belize as owner of the shares has general responsibility for this Offer for Sale.

Offer for Sale to the Public by The Financial Secretary on behalf of The Government of Belize of up to 22,069,687 ordinary shares of Belize Telemedia Limited being offered at a price of \$5.00 per share representing 44.54 percent of the issued share capital of Belize Telemedia Limited.

The application for Ordinary Shares (the Shares) now being offered will be opened on the 15th October 2010. The application for purchase of shares must be accompanied by the payment for the purchase of the shares. The procedure for application is displayed on page 22 of this document.

A copy of this document has been filed with the Registrar of Companies in the manner required by section 82 of the Companies Act, Chapter 250 of the Laws of Belize, Revised Edition 2000.

The Government of Belize reserves the right to accept or reject applications to purchase shares in whole or in part. This Offer for Sale will close on 31st December 2010. The right is also reserved to close subscription applications at any time without notice once the offering is fully subscribed or otherwise.

Shares that are purchased will be entitled to a dividend from the date the Government of Belize accepts an application to purchase. A purchaser will be notified if his/her offer is accepted within 35 days of receipt of the offer.

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Presentation of Certain Information

Currency Information

The Company's financial statements and forecasts are all presented in Belize dollars. All other figures referred to in the Offer for Sale are also in Belize dollars unless otherwise specified.

The Company

In this Offer for Sale references to the "Company" and "Telemedia" are to Belize Telemedia Limited and its consolidated subsidiaries at the relevant time, unless the context otherwise requires.

Other Data

Certain numerical figures included in this Offer for Sale have been subject to rounding adjustments; accordingly, numerical figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures which precede them.

Company Overview

Belize Telecommunications Limited was first incorporated in Belize on April 3, 1987. Belize Telecommunications Ltd. took over the operations of both the Belize Telecommunications Authority and Cable and Wireless on January 1, 1988, and operated under a 15 year exclusive licence granted in 1987 to provide telecommunication services in Belize. This exclusive licence ended on December 30, 2002 and was then replaced by a new 15 year non exclusive Individual Licence.

Under the Telecommunications Undertaking Vesting Act No. 10 of 2007, at the close of business on May 29, 2007 the assets, liabilities, rights, obligations, and other property of Belize Telecommunications Ltd. were vested in Belize Telemedia Ltd. Belize Telemedia Limited (Telemedia) is a company incorporated in Belize on September 14, 2006. Under the Vesting Act on May 30, 2007, Belize Telecommunications Ltd. was dissolved and struck off the Register of Companies. Belize Telecommunications Ltd. therefore ceased to exist at that date and no longer conducts business. Telemedia operates under an Individual Telecommunications Licence, issued by the Public Utilities Commission ("PUC"). The Licence shall continue in force until December 29, 2017, and thereafter for consecutive periods of five years, unless the PUC or the Licencee serves not less than one year's written notice of termination. As of the end of August 2009, 94.5% of Telemedia was owned by the Government of Belize.

Telemedia delivers calling service on its original public switch (fixed line) and now on mobile technology. Telemedia operates an extensive network of telecommunication services in wireline, mobile, data, Internet and value added features. Each offers a full range of products and services that include fixed line telephone service, fixed wireless, national and international calling services, prepaid services, GSM mobile cellular & GPRS/EDGE, international voice and data roaming, high-speed Internet service, high speed data service and national and international data networks. The mobile market keeps advancing in technology with the cost of the end equipment for customers provided by a variety of vendors now resulting as a lower barrier to entry for new subscribers. In addition, Telemedia provides Internet/Data service which relies on the public switch network bandwidth and on customers providing end equipment in terms of personal computers. At this time Telemedia is free to maximise its potential to gain additional customers in the mobile market based on the expansion of the Global System for Mobile communication (GSM) network and the addition of the Code Division Multiple Access (CDMA) a separate network. These two new initiatives will allow for improved quality with expanded capacity and service offerings to local and visiting customers needing communication services countrywide.

The Company has over 30,000 fixed lines, 180,000 mobile subscribers and 12,000 internet and data customers.

With a focus on the future, Telemedia continues to expand its network to sparsely populated areas to serve and continue to satisfy the needs of its customers and ensure that Belize remains at the forefront in telecommunications.

Telemedia's Locations countrywide

With 16 Customer Service Centers located in key areas countrywide and backed up with a skilled and a dedicated workforce, Telemedia views its employees as the most important resource. The planning for the optimum development and utilization of the Company's human resources is one of the Company's major responsibilities.

There are currently approximately 460 members of staff working countrywide and in the departments shown below.

- Finance	- Customer Services	- Marketing
- Human Resources	- Mechanics	- Transmission
- Cost Accounting	- Management Accounting	- Mobile Services
- Inventory	- Information Systems	- Integrated Services
- Planning	- Lands and Building	- Legal
- Billing	- Information Technology	- Cable Construction
- Payroll	- Business Enterprise Systems Ltd.	- Retail Sales
- Sales	- Electrical	- Switching
- Audit	- Network Services	- Regulatory Affairs
- Operator Services	- Internet & Data Services	- Credit Control

The Company's headquarter is located at the Esquivel Telecom Center at #1 St. Thomas Street, Belize City, Belize and there are 16 customer service centers located throughout the country.

Business Summary

Introduction

The Company is a leading telecommunications service provider in Belize. It is the only complete service provider that can provide both wireline, wireless and mobile (GSM) services to the country ranging from normal telephony service to DSL (Digital Subscriber Line) Internet service. The Company also provides data services and international leased circuits.

The Company is presently expanding mobile service to areas in the north of the country as well as along the Hummingbird Highway and other areas in the southern portion of Belize. This expansion is expected to be completed by March 2011. Also, the Company has launched in September 2010 the CDMA wireless service to areas that previously had no service. Many customers living in remote areas or beyond the existing coverage will are now able to get service.

Competitive Strengths

The Company believes that its principal strengths are the following:

- **Strong Market Position**

The Company was the first national telecommunications service provider in Belize. It continues to maintain a strong foothold with almost 100% of the fixed telephony market with over 30,000 fixed line residential and business customers. It maintains over 180,000 GSM mobile subscribers which is roughly 67% of the mobile market. Also it maintains over 12,000 Internet and DSL subscribers countrywide resulting in the largest ISP (Internet Service Provider) in the country.

- **Nationwide Network and Technical Expertise**

The Company's telecommunications network is the widest reaching and most technologically advanced in Belize. The Company's infrastructure extends throughout the country and is supported by a fiber backbone of over 350 miles with redundancy between some main urban areas. This is in addition to microwave links that feed other areas including San Pedro and Caye Caulker.

- **Global Connectivity**

The Company's international traffic consists of 1 gateway exchange and utilizes a cable landing station for ARCOS-1 fiber optic submarine cable (America's Region Caribbean Ring System). For redundancy purposes Telemedia also has access to the submarine fiber cable Maya 1. Additionally, the Company has contracts with the leading Tier 1 carriers such as AT&T, Sprint, Verizon and other carriers that provide access to international inbound and outbound call termination.

- **Reliability of Service and Distribution**

The Company has deployed equipment and technical support country wide together with qualified and experienced engineers and technicians to service its infrastructure. The Company continues to invest in upgrades of the outside plant and to focus on maintenance of the copper plant and supporting equipment. Thus, this timely provision of maintenance and service supported with the vehicle fleet provide for the Company to achieve a high reliability of service and distribution throughout the country.

- **Trends in the Telecommunications Sector**

The Company believes that enhanced revenue growth and profitability will belong to the service provider that differentiates itself by offering blended services (voice, data, video, multimedia) across fixed and mobile networks. On the heels of the roll out of its 3G/4G mobile platform, Telemedia intends to complete the modernization of its core network around the end of 2011; while simultaneously upgrading its wired network. Ultimately the goal is to have a modern and robust infrastructure to quickly create and deploy new services. Furthermore, the company is excited that its technology platform will become the driver for end-users to become more productive. Internet technologies and other ICTs along with access to broadband services have created the opportunity for a country at Belize's development stage to leap-frog to more efficient solutions. We believe that the application of such technologies and services in Education can broaden access and enhance instruction; in Health it can speed service delivery and improve patient outcomes; it creates real opportunities for tourism service providers to market themselves and strengthen packaging efforts; and for financial service providers to better serve customers at lower cost... just to name a few. The uptake of internet and related technologies to solve problems is vital to the maintenance of the country's living standards and Telemedia intends to maintain a leadership position going forward.

- **Financial Strength**

The Company believes that it has sufficient financial resources to allow for the capital expansion program for network improvement and new service rollout. For the year ended March 31, 2010 (unaudited) the Company generated from operating activities cash flows amounting to \$26.5 million. After reversing the \$45 million loan for reasons explained at pages 15 - 16, the Company at March 31, 2010 had net assets of approximately \$203 million, total long term debt of \$12 million and a ratio of debt to equity of 0.51:1. In other words, with total debts of \$103 million and equity of \$203 million, the Company can settle all its debt with its creditors and still be left with a surplus of \$100 million.

Consequently, management believes that the Company is well positioned financially to expand and exploit business opportunities which complement its operations as they may arise. The historical performance of the Company can be found at Appendix 1 to this Offering of Shares.

- **Litigation in Belize that concerns the Company**

Appendix 2 to this Offering of Shares summarises the existing litigation concerning Belize Telemedia Limited.



Telemedia's Freezone Office

Auditors' Report on the Profit Forecast

REPORT OF THE INDEPENDENT AUDITORS ON THE FINANCIAL FORECAST

We have examined the accompanying financial forecast of Belize Telemedia Limited and its subsidiaries, referred to collectively as the Telemedia Group, consisting of the consolidated balance sheets as at 31 March 2011, 2012, 2013, 2014 and 2015 and the consolidated statement of operations and retained earnings, the consolidated statement of cash flows for the years then ended and the material assumptions upon which the forecast is based.

The financial forecast was prepared for inclusion in the offer for sale of shares by the Government of Belize (GOB) in connection with the sale of its shares in the Telemedia Group.

The assumptions used reflect Telemedia Group's planned courses of action for the years 2011 to 2015, given management's and the directors' judgment as to the most probable set of future economic conditions combined with the assurances of support received from GOB.

Responsibilities

It is the responsibility of management and the directors of the Telemedia Group to prepare the financial forecast in accordance with the assumptions made, the assurances received from GOB and the accounting policies applicable to the Telemedia Group.

It is our responsibility to form an opinion as to the proper compilation of the financial forecast and to report that opinion to you. We have no responsibility to update this report for events and circumstances occurring after the date of our report.

Basis of opinion

Our work included reviewing the reasonableness of the assumptions used in preparing the financial forecast and considering whether the financial forecast has been accurately computed based upon the disclosed assumptions, GOB assurances and the accounting policies of the Telemedia Group.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the financial forecast has been properly compiled on the basis stated.

Opinion

In our opinion, the assumptions developed by management and the directors are consistent with the plans of the Telemedia Group and the assurances provided by the Government of Belize and provide a reasonable basis for the forecast; the forecast reflects such assumptions; and the presentation and disclosure of the forecast is adequate.

Since the forecast is based on assumptions regarding future events, actual results may vary from the information presented and the variations may be material. Accordingly, we express no opinion as to whether the forecast will be achieved.

PKF Belize
Chartered Accountants
15 September 2010



Esquivel Telecom Center, Corporate Headquarters

**TELEMEDIA GROUP
FINANCIAL FORECAST**

Consolidated balance sheet					
Year ended 31 March					
	2011	2012	2013	2014	2015
	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000
Assets					
Current assets	61,231	73,382	83,996	94,124	110,945
Property, plant and equipment	246,440	251,309	255,733	264,303	267,547
Other long-term assets	5,308	4,964	4,622	4,279	3,936
Total assets	312,979	329,655	344,351	362,706	382,428
Liabilities					
Current liabilities	26,498	30,122	27,587	27,875	24,763
Long-term debt, long-term portion	17,513	13,339	9,165	4,992	3,563
Total liabilities	44,011	43,461	36,752	32,867	28,326
Shareholders' equity					
Share capital and capital reserves	108,749	108,749	108,749	108,749	108,749
Retained earnings	160,219	177,445	198,850	221,090	245,353
Total shareholders' equity	268,968	286,194	307,599	329,839	354,102
Total liabilities and shareholders' equity	312,979	329,655	344,351	362,706	382,428

Consolidated statement of operations and retained earnings					
Year ended 31 March					
	2011	2012	2013	2014	2015
	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000
Gross revenue	146,455	150,862	155,618	160,142	164,926
Other income (Assumption 1.5)	13,316	-	-	-	-
Operating expenses	(75,776)	(72,733)	(73,897)	(75,087)	(76,134)
Depreciation	(25,620)	(25,131)	(25,573)	(26,430)	(26,755)
Business tax (Assumption 1.5)	(20,967)	(18,938)	(19,416)	(19,856)	(20,328)
Net income	37,408	34,060	36,732	38,769	41,709
Retained earnings, beginning of year					
Retained earnings, beginning of year	49,138	160,219	177,445	198,850	221,090
Net income for the year	37,408	34,060	36,732	38,769	41,709
Dividends paid for year	(9,402)	(16,834)	(15,327)	(16,529)	(17,446)
Long-term debt transaction voided (Assumption 1.7)	45,000	-	-	-	-
Tax on dividends collected from shareholders (Assumption 1.6)	21,435	-	-	-	-
Tax on international settlements for 2005 to August 2009 factored into the compensation paid by GOB for shares acquired (Assumption 1.8)	16,640	-	-	-	-
Retained earnings, end of year	160,219	177,445	198,850	221,090	245,353

Independent auditors' report - Pages 8 - 9
The assumptions on page 12 form an integral part of the financial forecast

**TELEMEDIA GROUP
FINANCIAL FORECAST**

	Consolidated statement of cash flows				
	Year ended 31 March				
	2011	2012	2013	2014	2015
	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000	BZ\$'000
Operating activities:					
Net income after taxes	37,408	34,060	36,732	38,769	41,709
Adjustments for non-cash items	33,613	44,412	45,332	46,630	47,425
Changes in other operating activities	(20,252)	(21,171)	(18,730)	(21,239)	(24,384)
Net cash provided by operating activities	50,769	57,301	63,334	64,160	64,750
Investing activities:					
Acquisitions of property, plant and equipment (Assumption 2.4)	(43,000)	(30,000)	(29,998)	(34,999)	(29,999)
Net cash used in investing activities	(43,000)	(30,000)	(29,998)	(34,999)	(29,999)
Financing activities:					
Repayment of long-term debt	(4,145)	(4,174)	(4,174)	(4,174)	(1,428)
New loan proceeds	10,000	-	-	-	-
Dividends paid (Assumption 2.5)	(18,303)	(16,834)	(15,327)	(16,529)	(17,446)
Net cash used in financing activities	(12,448)	(21,008)	(19,501)	(20,703)	(18,874)
Net (decrease) increase in cash and cash equivalents	(4,679)	6,293	13,835	8,458	15,877
Cash and cash equivalents at beginning of year	24,887	20,208	26,501	40,336	48,794
Cash and cash equivalents at end of year	20,208	26,501	40,336	48,794	64,671

TELEMEDIA GROUP
SIGNIFICANT ASSUMPTIONS MADE IN THE FINANCIAL FORECAST

1. Significant assumptions that are exclusively outside the influence of Telemedia Group directors include:

- 1.1 Global economies, particularly Belize, USA and the UK will rebound in 2010/2011 and get stronger over the next five years.
- 1.2 The tourism industry will show growth over the next five years.
- 1.3 No new regulations will be introduced by the regulatory authority, the Public Utilities Commission (PUC), which would materially affect revenues and costs.
- 1.4 VOIP will be regulated by the PUC.
- 1.5 The Income and Business Tax Act will be amended to reduce the rate of business tax on telecommunication receipts from 24.5% to 19% in 2010/2011 and receipts from internet services will be clearly identified as receipts from other trade and business in 2010/2011. Subsequently, there will be no material changes in tax laws that would adversely affect the tax paid by the Telemedia Group.
- 1.6 Belize Telemedia has been assessed for not withholding BZ\$21.4 million in taxes arising from dividends paid in the past to the previous shareholders. The Government of Belize will recover the taxes due from these dividends when making compensation for the shares acquired.
- 1.7 The BZ\$45 million loan from British Caribbean Bank Limited, used to purchase shares of the Company, distributed as dividends to the previous shareholders, then acquired by the Government of Belize, has been treated as null and void by the Company and consequently the Telemedia Group has removed this debt from the Company's record of accounts during the 2010/11 fiscal year. Subsequently, it will be re-classified as a contingent liability pending the outcome of any Court proceedings.
- 1.8 Tax arrears of BZ\$16.6 million owing on international settlements will be factored in to the value of the shares acquired for which compensation is payable by the Government of Belize.

2. Significant assumptions that Telemedia Group directors can influence include:

- 2.1 There will be no material deterioration in the trading performance of the Telemedia Group.
- 2.2 Costs will be properly managed and reduced where possible, particularly legal and management fees.
- 2.3 There will be no material disposals of property, plant and equipment and the existing equipment will be maintained at optimum levels.
- 2.4 Capital expenditures will be maintained at between BZ\$30 million to BZ\$43 million each year to ensure that the Company remains competitive, modern and a leader in the telecommunication industry.
- 2.5 Dividends will be fixed at no less than 45% of net profits after tax. In the forecasted consolidated cash flows, the dividends computed for 2010/2011 included dividends for two years, BZ\$8.9 million in respect of fiscal year 2008/2009 and BZ\$9.4 million in respect of fiscal year 2009/2010. Forecasted dividends for subsequent years were computed at 45% of net profits to be paid to shareholders of record each year.
- 2.6 The Company will engage in an aggressive campaign to increase revenue. The campaign will include the promotion of HomeFone and BizFone, incentives for customers to use more of the company's services, more competitive pricing, enhancing existing services by the introduction of the new CDMA network and utilizing the enhanced capacity resulting from the recent expansion of the GSM network in the sparsely populated areas of the Belize.

The New Articles of Association

The Company will register a new set of Articles of Association by which it will be governed effective 1st January 2011. The following are highlights of certain sections which may be of interest to investors.

In order to prevent undue influence in the affairs of the Company, the new Articles of Association will contain provisions to limit shareholdings. With the exception of permitted persons, namely, the Government of Belize, a Trustee (acting in that capacity) of any employee share scheme, no person shall be allowed to retain more than 45% of the voting capital of the Company.

The Articles provide that the Board of Directors shall refuse to register a transfer of shares if it results in more than 45% of the issued share capital being held by an individual or an incorporated entity.

The Special Share

The Government of Belize is the holder of one Special Rights Share of \$1 (the Special Share). Certain sections of the Articles of Association may only be changed with the consent of the Special Shareholder. The relevant sections in the Articles that require the consent of the Special Shareholder are the definitions, the rights of the Special Shareholder, the limitations on shareholdings, the procedure for selecting Government Appointed Directors, proceedings of the Board and the election of Chairman.

The Special Shareholder is entitled to attend but not to vote the Special Share at General Meetings and the Special Share is not entitled to participate in the profits of the Company.

Directors Remuneration

The Articles of Association contain among other things provisions concerning remuneration of Directors:

“Excluding amounts payable under any other Article each Director shall be paid such remuneration for his services as the Board may from time to time determine. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.”

Any director who holds any executive office (including for this purpose the office of chairman or deputy chairman whether or not such office is held in an executive capacity) or who serves in

any committee or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a director may be paid extra remuneration therefor.

Dividend Policy

The proposed new Articles of Association contain a provision for the payment of a dividend of not less than 45% of the profits after tax. This provision ensures that notwithstanding the views of the Directors, the shareholders can anticipate a yearly dividend. The Board of Directors would however still be able to declare dividends in excess of the stated minimum.

Assumptions Regarding Forecasted Profits

The profit forecast set out on page 12 is made on the basis of the following principal assumptions:

1. It is assumed that there will be no change in legislation or regulations by the Public Utilities Commission which will have an unexpected adverse effect on the business of Telemedia.
2. There will be no material changes in the existing arrangement with overseas telecommunication administrations.
3. There will be no abnormal stock obsolescence resulting from technological change.
4. There will be no major interruption in the supplies of equipment or components to Telemedia or major damage to its installations or the installations of local and overseas operators.
5. It is assumed that there will be no material change in the rates of taxation that will adversely affect the profitability of the company.

Readers are cautioned that these forward looking statements are subject to risks and uncertainties that could cause actual events or results to differ from those expressed or implied by the statements and no assurance can be given that the future results will be achieved. Actual events or results may differ materially as a result of the risks and uncertainties the Company faces. Such risks and uncertainties include, but are not limited to:

1. Actions taken by the regulator of the telecommunications industry in Belize;
2. Actions taken by the Company's labour union;
3. Compliance by the Company's suppliers and contractors with contractual terms; and
4. General economic and political conditions in Belize.

Working Capital

The working capital of the Company is adequate as can be seen from the 5 year cash flow statement shown on page 11.

The operating cash flows generated by the Company are more than adequate to sustain the current operations of the Company and also to provide for purchase of fixed assets and paying of dividends.

Shareholders

The following shows a listing of the major shareholders of Belize Telemedia Limited as of the published date of this Offer for Sale.

SHAREHOLDERS OF BELIZE TELEMEDIA LIMITED

SHAREHOLDER	NO. OF SHARES	% OF TOTAL
GOVERNMENT OF BELIZE	46,845,513	94.54%
OTHER SHAREHOLDERS (908 add'l Individuals)	1,774,673	3.58%
PUBLIC SERVICE UNION & BELIZE TEACHERS UNION	794,732	1.60%
THE BARON BLISS TRUST	136,734	0.28%
TOTAL ISSUED SHARES	49,551,652	100%

Long Term Loan – US\$22.5 million

In July 2007 Belize Telemedia Limited entered into a US\$22.5 million loan with The Belize Bank (Turks & Caicos) Ltd. (now British Caribbean Bank) for the purpose of acquisition of its own shares. The loan was to be repaid in 4 years and was immediately drawn down. The loan was secured by a mortgage debenture made by Telemedia over all of the properties and assets owned by the Company and guarantees from each of Telemedia's subsidiaries.

The new post August 2009 Board of Directors of Telemedia has always taken the position that the loan of US\$22.5 million borrowed from the bank to purchase shares of Telemedia held by Royal Bank of Trinidad & Tobago (RBTT) and the giving of security therefor was an unlawful transaction of the previous Board of Telemedia.

The Company has now had legal advice regarding the legality of this loan. This advice has confirmed that the loan made by the Bank to Belize Telemedia Limited and which is reflected in the mortgage debenture is unlawful and thus void.

In Belize this matter is governed by statute namely, the Companies Act Chapter 250 section 48 of the Laws of Belize. In this matter the statutory requirements were not complied with. Telemedia has been advised that as a matter of law this makes the transaction void and for that reason the new Board of Telemedia considers that the Company has never had a legal liability to the Bank and consequently Telemedia has no legal liability to repay this loan. Furthermore, the Government of Belize acquired the US\$22.5 million debt by Statutory Instruments #104 and #130 of 2009 and so this is no longer a debt of Belize Telemedia.

For the reasons stated above, the US\$22.5 million loan reported in the financials of March 2009 and March 2010 as Belize \$45 million is not included as a loan in the records of Belize Telemedia as of September 30, 2010.

However, in the unlikely event that Belize's highest Appellate Court rules otherwise, and if Belize Telemedia becomes ultimately responsible for paying this US\$22.5 million to the Government of Belize, then the company will procure a long term loan to settle the obligation.

Description of Share Capital

As at the date of this Offer for Sale, the authorised share capital of the Company is 100 million Ordinary Shares and the issued and fully paid share capital is 49,551,652 Ordinary Shares. The following table sets forth share capital information as at the dates indicated:

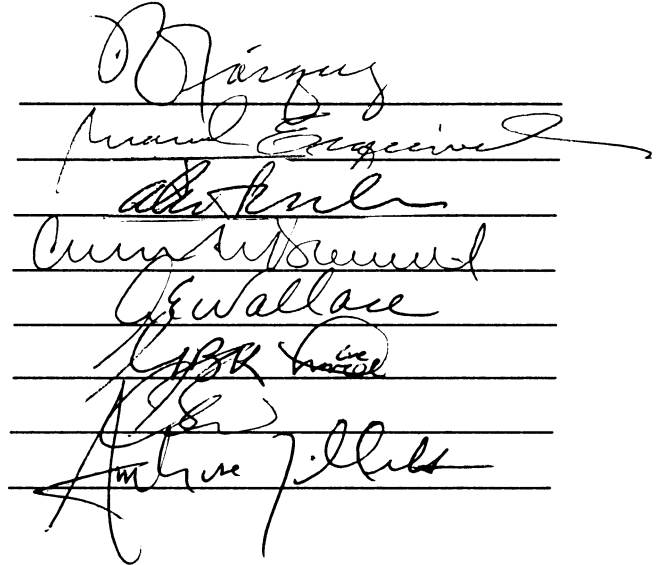
<i>BZ\$ in '000</i>	As at March 31,		
	2008	2009	2010
Authorized Share Capital			
100,000,000 Ordinary Shares of \$1 par value	100,000	100,000	100,000
Issued and Fully Paid			
49,551,652 Ordinary Shares of \$1 par value	49,552	49,552	49,552

The Company has not issued any non voting, preference or any other class of shares with voting rights as at the date of this Offer for Sale.

Belize Telemedia Limited Listing of Directors and Executive Management

Board of Directors

1. Nestor Vasquez - Executive Chairman
2. Rt. Hon. Sir Manuel Esquivel
3. Alan Slusher
4. Dr. Carla Barnett
5. Audrey Wallace
6. Colonel George Lovell (Rtd.)
7. Anwar Barrow
8. Ambrose Tillett



Handwritten signatures of the Board of Directors, corresponding to the list on the left. The signatures are written on horizontal lines. From top to bottom: Nestor Vasquez, Rt. Hon. Sir Manuel Esquivel, Alan Slusher, Dr. Carla Barnett, Audrey Wallace, Colonel George Lovell (Rtd.), Anwar Barrow, and Ambrose Tillett.

Executive Committee of the Board

1. Nestor Vasquez, Executive Chairman
2. Anwar Barrow
3. Dr. Carla Barnett
4. Alan Slusher

Telemedia's Executive Team

Karen Bevans - Chief Operations Officer

1. John Burns - Internal Auditor
2. Rowena Edwards - General Manager, Administration & Human Resources
3. Kevin Hope - Chief Technology Officer
4. Rafael Marin - Chief Information Systems Officer
5. Mary Meighan - General Manager, Marketing & Sales
6. Dionne Miranda - General Manager, Customer Services
7. Ivan Tesucum - General Manager, Finance
8. Isaiah Willacey - General Manager, Service Delivery
9. Francis Acosta – General Manager, Support Services and Special Projects

Summary of Qualifications for Telemedia Executives

Karen Bevans

Chief Operations Officer

Karen Bevans is presently the Chief Operations Officer at Telemedia.

Karen joined Belize Telemedia Limited (formerly Belize Telecommunications Limited) on January 3rd, 1989 as an Administrative Officer. She became a member of the BTL Executive Management team when she was promoted to Manager of Administration, Human Resources and Public Relations in April 1993. Karen later assumed the position of General Manager of Marketing and Business Development in January 1999 and was appointed to the position of Chief Operations Officer, her current post in September 2009. Karen is presently the Vice Chairman of the Board of Directors of CANTO (Caribbean Association of National Telecommunication Organizations).

Karen holds a Masters Degree in Business Administration from the University of Phoenix, a Bachelors Degree in Management and Psychology from the University of the Ozarks in Clarkesville Arkansas and an Associate Degree in Mathematics and Economics from the Belize Technical College.

John Burns

Internal Auditor

John Burns is presently the Internal Auditor at Telemedia. He joined Telemedia (previously BTL) in October 1993 to become the Company's Chief Accountant. He has over 15 years experience in the telecoms arena. John is a Certified Public Accountant and is a member of the Institute of Chartered Accountants of Belize since March 1994. In addition to his professional accreditation, he holds both a Masters (MA) and Bachelors (BA) degree in Accounting from St. Thomas University in Miami, Florida.

Rowena Edwards

General Manager, Administration and Human Resources

Rowena Edwards is the General Manager, Administration and Human Resources at Belize Telemedia Limited (Telemedia). Rowena started working at Telemedia (formerly BTL) in 1984 and has over 25 years experience. Rowena holds a Bachelors Degree in Business Administration and a Certificate in Paralegal Studies from the University of Belize.

Kevin Hope

Chief Technology Officer

Kevin Hope is presently the Chief Technology Officer at Belize Telemedia Limited (Telemedia). Kevin joined Telemedia (formerly BTL) in January of 1988 and has over 20 years experience in the industry. Kevin Hope currently holds an Associate's Degree in Mechanical and Electrical Engineering, Bachelors in Business Administration from University of Belize and a Master's of Science Degree in Management Information Systems from Nova South-eastern University in Fort Lauderdale, Florida, USA.

Rafael Marin

Chief Information Systems Officer

Rafael Marin is presently the Chief Information Systems Officer at Belize Telemedia Limited (Telemedia). Rafael Marin has worked for Telemedia (formerly BTL) for over 26 years. Rafael holds an Associate's Degree in Science from Saint John's Junior College and is currently pursuing an online Bachelors Degree in Information Technology.

Mary Meighan

General Manager, Marketing and Sales

Mary Meighan is presently the General Manager, Marketing and Sales at Belize Telemedia Limited (Telemedia). Mary has been employed with Telemedia (formerly BTL) since 1999 and has over 10 years experience in the industry. Mary holds a Masters in Business Administration from the University of Phoenix as well as a Bachelors Degree in Computer Science from St. Thomas University in Miami, Florida.

Dionne Miranda

General Manager, Customer Services

Dionne Miranda is the General Manager of Customer Services at Belize Telemedia Limited (Telemedia). Dionne started working at Telemedia (formerly BTL) in 1989 as a Telephone Operator. She has held different positions at varying levels within the Company. Dionne left the Company for two brief stints and returned in 2009 revitalized with her Doctorate Degree in Business Administration.

Ivan N. Tesucum

General Manager, Finance

Ivan Tesucum is presently the General Manager – Finance at Belize Telemedia Limited (Telemedia). He offers over 10 years of experience in the telecoms and water utility industry. Ivan holds a Master of Business Administration with concentrations in Corporate Finance and

International Business from the Crummer Graduate School of Business, Rollins College in Orlando, Florida and a Bachelor of Science in Business Administration with a concentration in Accounting from the University of Montana, U.S.A. Presently, he is pursuing his accounting certification (C.G.A.) from the Certified General Accountants of Canada and currently enrolled at the final certification level.

Isaiah Willacey

General Manager, Service Delivery

Isaiah Willacey is presently the General Manager of Service Delivery at Belize Telemedia Limited (Telemedia). Isaiah has been employed with Telemedia (formerly BTL) since 1983 and has over 25 years experience in the telecoms arena. Isaiah holds a Masters in Business Administration with Technology Management from the University of Phoenix as well as a Bachelors Degree in Business Administration from the University of Belize.

Francis Acosta

General Manager, Support Services and Special Projects

Francis joined Telemedia (formerly BTL) in June 1978 as a switching technician in the Switching Department. During his 28 years of experience in the telecom field, he undertook numerous technical, supervisory and management courses that enabled him to hold several technical posts which included Senior Technician, Maintenance Supervisor, Head of Switching Department and Chief Technology Officer.

Francis holds a Bachelor’s Degree in Electronics Engineering and a Post Graduate Certificate in Communications Management.

Employees

As at July 31, 2010, the Company had approximately 457 members of staff. The following table sets forth certain information on the Company’s employees as at July 31, 2010.

Staff Category	As at July 31, 2010
Management	64
Technical Staff	159
Non Technical	234
Total Members of Staff	457

The Board has focused on staff training and performance appraisals in order to make the Company’s culture more customer oriented. Enhanced Customer service is thus a main goal of the company in the new competitive environment.

Group Structure

Company	Ownership	Revenue Source
Belize Telemedia Ltd.	Parent	All Telecommunication Services
Business Enterprise Solution Ltd (BESL)	100%	Business System, Merchandise and Prepaid Distribution
Digicell Limited	100%	GSM Revenues
Belize Overseas Ltd (BTOL)	100%	International Settlements
Belize Telecommunications Mobile Services (BTMS)	100%	None
Telemedia Freezone Ltd.	100%	Telecommunication Services - Commercial Freezone
BTL International Inc.	100%	None
International Communication Services Ltd.	100%	Rental Property EPZ Boom Junction
International Communication Services (Belize District) Ltd.	100%	Telecommunication Services - EPZ Boom Junction
BTL BVI	100%	None
BTL Investments Ltd.	100%	None
Telemedia Investments Ltd.	100%	None

Conditions of Application

1. By completing and delivering an application form, you:
 - a) offer to purchase the number of shares stated on your application form, subject to the conditions set out in this document and in due course subject to the Memorandum and Articles of Association;
 - b) authorize the Directors to send a Letter of Acceptance for the number of ordinary shares for which your application may be accepted and/or a check for any money returnable by post at your risk to the address of the person named in the application form and to procure that your name is placed on the register of members of the Company in respect of such ordinary shares.
 - c) agree that completion and delivery of the application form constitutes a warranty that your remittance will be honoured on first presentation;
 - d) warrant that no other application has been made on your behalf;
 - e) warrant that you are a Belizean citizen within the meaning of the Nationality Act or a Company registered in Belize of which the entire share capital is legally and beneficially owned by shareholders who are citizens of Belize.
2. Applications must be completed in every respect in an original form included in the Offer for Sale and be for 100 or multiples of 100 shares.
3. The right is reserved by the Government of Belize to reject any application in whole or in part.
4. Any issue relating to this Offer for Sale shall be determined according to the Laws of Belize and shall be subject to the exclusive jurisdiction of Belize.

CERTIFICATE

We, the representatives of the Government, hereby certify that to the best of our knowledge and belief, this Offer for Sale contains no untrue statement of a material fact.

ON BEHALF OF THE GOVERNMENT OF BELIZE

Signed: 

Deputy Financial Secretary

Signed: 

Chief Executive Officer
Ministry of Public Utilities, Information
and Broadcasting

BELIZE TELEMEDIA LIMITED
APPLICATION FORM
(Please Print)

To: The Financial Secretary
c/o Central Bank of Belize –Gaol Lane
Belize City, Belize –Central America

1.

Name of Applicant:	
Address:	
Nationality (Natural Persons):	
Nationality (Corporations - Country of Incorporation*):	
Occupation	Telephone:

- *Only a body corporate incorporated under Chapter 250 of the Laws of Belize is eligible to apply for shares.

I/We offer to purchase for shares in Belize Telemedia Limited as follows:

2. Number of shares applied for minimum of 100 and then multiples of 100.
3. I/We tender herewith cash/cheque payable to the Government of Belize in the sum of Bze \$ and forwarded to the Central Bank of Belize as depository.
4. I/We make this application on the terms and conditions described in the Offer for Sale dated 15th October 2010. I/We declare that the following representations and warranties are true and accurate:-
- (i) The information on this Application Form is full, true and complete;
 - (ii) No other application has been made directly or indirectly on my /our behalf;
 - (iii) The remittance enclosed will be honoured on first presentation;
 - (iv) I/We understand and accept that the offering is being made in Belize only, and is being conducted in compliance with the applicable laws of Belize;

- (v) I confirm that I am a citizen of Belize / we confirm that we are citizens of Belize, or if a Belize body corporate applicant, we confirm that the entire issued share capital of the applicant legally and beneficially owned by natural persons who are citizens of Belize and the names and addresses of all such shareholders are as follows:

- (vi) I/We submit exclusively to Belizean law and the jurisdiction of Belize including any rights and remedies that may be available therein;
- (vii) I/We have attained the age of majority and have the capacity to contract, or if a corporate applicant the officer herein named has the corporate authority to contract;
- (viii) I/We acknowledge that this is an irrevocable application for Shares which may be accepted or rejected, in part or in whole by the Government of Belize in its sole discretion;
- (ix) I/We have read the Offer for Sale and understand that the terms and conditions expressed therein are incorporated into the Application Form.

Individual Applicant:	Corporate Applicant:	
Signature:	Name:	Position:
Date:	Signature:	
	Date:	

Appendix 1 – Auditors’ Report on Historical Financials

REPORT OF THE INDEPENDENT AUDITORS ON THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The accompanying summary consolidated financial statements, which comprise the summary consolidated balance sheet of Belize Telemedia Limited and its subsidiaries, collectively referred to as the Telemedia Group, as at 31 March 2008, 2009 and 2010, and the summary consolidated statement of operations and retained earnings for the three years then ended, are derived from the audited consolidated financial statements for the years ended 31 March 2008 and 31 March 2009 and the unaudited financial statements for the year ended 31 March 2010.

The summary consolidated financial statements do not include the summary consolidated statements of cash flows, the notes to the consolidated financial statements and all the disclosures required by Generally Accepted Accounting Principles in the United States of America (US GAAP). Reading the summary consolidated financial statements, therefore, is not a substitute for reading the complete consolidated financial statements of the Telemedia Group.

Responsibility for the Summary Consolidated Financial Statements

The Telemedia Group directors and management are responsible for the preparation of summary consolidated financial statements on the basis that the information is summarized at the appropriate level of aggregation so that the summarized report reflects and is consistent, in all material respects, with that presented in the complete consolidated financial statements.

Auditors’ Responsibility

Our responsibility is to express an opinion on the summary consolidated financial statements based on procedures conducted in accordance with International Standards on Auditing (ISA) 810, “Engagements to Report on Summary Financial Statements.”

Opinion

In our opinion, the summary consolidated financial statements derived from the consolidated financial statements of the Telemedia Group for the years ended 31 March 2008, 2009 and

2010, are consistent, in all material respects, with the audited and unaudited consolidated financial statements subject to the matter referred to in the second paragraph above.

PKF Belize
Chartered Accountants
15 September 2010



Esquivel Telecom Center – Corporate Headquarters

TELEMEDIA GROUP
SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

	Consolidated balance sheet		
	Year ended 31 March		
	Audited 2008 BZ\$'000	Audited 2009 BZ\$'000	Unaudited 2010 BZ\$'000
Assets			
Current assets	119,858	73,292	71,790
Property, plant & equipment	198,374	223,047	229,060
Other long term assets	37,067	15,248	5,651
Total assets	355,299	311,587	306,501
Liabilities			
Current liabilities	60,066	95,351	94,368
Long term debt, long-term portion	55,971	39,405	54,246
Total liabilities	116,037	134,756	148,614
Shareholders' equity			
Share capital and capital reserves	211,737	129,452	108,747
Retained earnings	27,571	47,539	49,140
Non-controlling interest	(46)	(160)	-
Total shareholders' equity	239,262	176,831	157,887
Total liabilities and shareholders' equity	355,299	311,587	306,501

	Consolidated statement of operations and retained earnings		
	Year ended 31 March		
	Audited 2008 BZ\$'000	Audited 2009 BZ\$'000	Unaudited 2010 BZ\$'000
Gross revenue	156,938	152,201	144,998
Operating expenses	(77,674)	(80,168)	(75,556)
Depreciation	(23,138)	(21,216)	(19,445)
Business Tax	(20,952)	(30,849)	(29,103)
Net income	35,174	19,968	20,894
Retained earnings, beginning of year	164,976	27,571	47,539
Net income for the year	35,174	19,968	20,894
Dividends	-	-	(9,415)
Transfer to capital reserve	(172,579)	-	-
Bonus provision adjustment	-	-	229
Tax provision adjustment	-	-	(10,998)
Disposal of subsidiaries	-	-	891
Retained earnings, end of year	27,571	47,539	49,140

Notes:

(1) The statement of operations for 2008 include ten months trading for Belize Telemedia Limited and two months trading for Belize Telecommunications Limited.

(2) Long-term debts amounting to BZ\$54.2 million reported in the unaudited financial statements for the year ended 31 March 2010 include the BZ\$45 million loan which will be recognized as null and void during the fiscal year ended 31 March 2011 for the reasons stated at pages 15 and 16 of the Offer for Sale.

Appendix 2 – Litigation in Belize that concerns the Company

- On 9th December 2009 a claim was filed by Speednet Communications Limited against Belize Telemedia Limited, Claim No. 977 of 2009 seeking an Order of the Supreme Court that Belize Telemedia Limited acted contrary to section 42(1) of the Belize Telecommunications Act when it terminated the provision of E1s to Speednet, removed a satellite dish placed by Speednet on Telemedia’s property, and altered the share of revenue from incoming international calls from 75/25 in favour of Speednet, to 60/40 in favour of Telemedia. This matter is part heard and scheduled to continue in the Supreme Court on 4th November 2010.

Telemedia has robustly defended its actions by asserting the position it has taken ever since the Government took control of Telemedia, namely: the provision of the so-called unfiltered E1s, as well as the written agreements entered into between Telemedia and Speednet, are all unlawful “sweetheart deals” foisted upon Telemedia by the person or entity who controlled both companies before the acquisition, in order that Speednet could prosper at the expense of Telemedia. In taking the actions that it did Telemedia was not in breach of the law as its intention was not to damage Speednet, but to put an end to the damage Telemedia was suffering as a result of the unfair and unlawful contracts.

- In other proceedings Mr. Dean Boyce has applied in Civil Appeal No. 31 of 2010 for an injunction to restrain the Attorney General of Belize (in whose name all actions against the Government of Belize must be brought), from taking any steps to sell, transfer, licence, lease, charge, pledge or grant any option or other rights over or otherwise dispose of any of the shares in Belize Telemedia Limited. This Application by Mr. Boyce is in the context of his appeal to the Court of Appeal against the judgment of Mr. Justice Legall in the Supreme Court on 29th July 2010 which dismissed Mr. Boyce’s claim that the Government of Belize’s acquisition of Sunshine Holding Limited’s shares in Belize Telemedia was unconstitutional.
- Also outstanding is Appeal No. 30 of 2010 brought by British Caribbean Bank Limited against a decision of Mr. Justice Legall in the Supreme Court on 29th July 2010 which dismissed the bank’s claim that the Government of Belize’s acquisition of the Mortgage Debenture and integral loan it secured was unconstitutional.