

(Check at least one, as appropriate)

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

Date of Issue of this Registration Statement: 10th April 2013

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of 109 pages¹.

¹ Excluding the 2012 Annual Report which is enclosed

PART I
OFFER STATISTICS FOR SECURITIES OFFERING

Type of securities offered: _____

Maximum number of securities offered _____

Minimum number of securities offered _____

Offer Price Per Share _____

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

Offered Securities as a percentage of issued and outstanding Securities _____

Market Capitalisation at Offer Price _____

Price Earnings Ratio _____

Date of Opening of Subscription List _____

Date of Closing of Subscription List _____

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

If yes, what commission is charged? _____ %

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

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

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

(name and address)

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

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

Territory

Effective Date

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

PART II
OFFERING PRICE FACTORS

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

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

Total \$ _____ (\$ _____ per share)

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

Offering Price Per Share = (price/earnings)
Net After-Tax Earnings Last Year Per Share

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

\$ 180,852,192 (\$ 7.89 per share)

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

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

If the maximum is sold: _____ %

If the minimum is sold: _____ %.

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

If maximum is sold: _____ %

If minimum is sold: _____ %.

PART III

DESCRIPTION OF SECURITIES

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
Ordinary voting shares	100,000,000
5% Redeemable Preference shares	1,214,218
Ordinary non-voting shares	800,000

b) Issued

TYPE/CLASS	AMOUNT
Ordinary voting shares	22,400,000
Non-voting shares	520,000

2. The securities offered hereby are:

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

3. These securities have:

Yes	No	
<input type="checkbox"/>	<input type="checkbox"/>	Cumulative voting rights
<input type="checkbox"/>	<input type="checkbox"/>	Other special voting rights

- Pre-emptive rights to purchase in new issues of securities
- Preference as to dividends or interest
- Preference upon liquidation
- Other special rights or preferences (specify):

Explain:

4. Are the securities convertible? Yes No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

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

None

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

**PART V
PLAN OF DISTRIBUTION**

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

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

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

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

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.(____)_____	Telephone No.(____)_____
Fax No (____)_____	Fax No:(____)_____
Email Address: _____	Email Address _____

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

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

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.(____)_____	Telephone No.(____)_____
Fax No (____)_____	Fax No:(____)_____
Email Address: _____	Email Address: _____

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

**PART VI
OFFER STATISTICS FOR REGISTRATION**

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

Not applicable

Is the offering still open? Yes *No*

Amount Subscribed: _____

Date of Opening of Subscription List _____

Date of Closing of Subscription List _____

Price per security: \$ _____

Total proceeds: \$ _____

Was the offering: Over-subscribed Under-subscribed

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

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

**PART VII
THE COMPANY**

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

The Company was incorporated on November 9, 1964 pursuant to the Commercial Code of St. Lucia, as a private limited liability company with the object of carrying on the business of generating, manufacturing, producing, distributing and dealing in electricity and electromotive force and energy.

Under the provisions of the Electricity Supply Act Cap 9.02 Revised Laws of Saint Lucia 2001 (as amended) the Company was granted an exclusive licence to generate, transmit, distribute and sell electricity in St. Lucia for a period of eighty years with effect from 1st July, 1965.

The Government has the power to revoke the licence, on a specified date and within certain terms and conditions, such date being June 30, 2020 and with not less than 24 months' notice.

The Registered Office of the Company is located at Sans Soucis, John Compton Highway, Castries.

The Company changed status from a Private to a Public Company in 1994 in accordance with the Laws of Saint Lucia.

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

The original Ordinance passed in 1964 has been amended at various times for matters relating to, inter alia:-

- To change the tariff structure including the provision relating to the base tariff and related matters.
- To amend the Rate of Return mechanism that stipulates the computation of the tariff and matters related thereto.
- Establishment of a monitoring mechanism of the Company's operations.
- Establishment of minimum technical and operational standards.
- A new tariff mechanism and Rate of Return methodology in 2006 that includes the sharing of financial returns in excess of a defined computed range with Hotel and Industrial customers. Discretionary power is also granted to the Minister of Finance to include "consumers or groups of consumers in need of special protection".

- Enable the Company to hedge fuel prices and pass through these costs to the customer (with the exception for costs related to early termination of contracts).
- Establishment of a Review Board to monitor the Company's operations and performance on a regular basis.

LUCELEC made significant contributions to the formulation of the National Energy Policy (NEP) which was approved by the Cabinet of Ministers of the Government of Saint Lucia (GOSL) early in 2010. The aim of this policy is to set the strategic direction of the energy sector of the country going forward.

The Company continues to explore and analyze the technical, financial, operational and other aspects of renewable energy sources such as wind, solar, municipal solid waste and geothermal as well as other traditional sources such as heavy fuel oil and natural gas. All these are in an effort to meet its obligation to provide the cheapest and most efficient energy possible while not causing undue harm to the environment.

The Company's aim has always been to provide electricity utilizing the optimal technical solution at the most economic cost.

Work continued on exploring options for the provision of new generation capacity. A short, medium and long term strategy was approved by the Board in 2011 in this regard.

The short term strategy involved the acquisition of two (2) high speed Caterpillar units in 2011 providing 2.4MW of capacity. For the medium term, a new 10.2MW generating unit was installed at the Cul De Sac generating site in 2012. It is estimated that this new unit will meet projected demand increases until 2015 and also ensures that the reserve requirements under the ESA are fulfilled.

As part of the long term plan, assessment continued on a proposed green-field site in the south of the island which if suitable, will be secured for the installation of additional generating capacity which should be commissioned around 2016. This new facility when commissioned will meet future customer demand and replace plant scheduled for retirement at the Cul De Sac Power Station.

The Company will continue to actively explore renewable and cleaner energy sources as part of the long term strategy to guide its expansion capacity requirements and fuel sources for the new generation site.

To date, the existing status with regard to the Company's efforts with respect to obtaining renewable energy sources are:-

Wind

Legal hurdles limited the progress on the initial site in the south eastern quadrant of the island and preliminary studies have confirmed that alternative sites identified by the Company are not suitable. The Company has now decided to pursue the possibility of advancing this initiative as a joint effort with the Government of St. Lucia (GOSL) as it may be the most practical way to make any further meaningful progress on this initiative.

Geothermal

In 2010 LUCELEC and UNEC (the Company which was granted the rights to the resource in the south-west of the island by the GOSL) executed a Term Sheet, as a precursor to a Power Purchase Agreement (PPA) guided by the Memorandum of Understanding signed by the developer and the Government of St. Lucia. The Company will continue to monitor developments as success in this area will favorably impact its long term generation expansion plans and by extension attainment of some of the goals outlined in the National Energy Policy as it relates to renewable energy. LUCELEC continued discussions with UNEC on the way forward for the development of the geothermal resource at Soufriere. LUCELEC and UNEC have had discussions on a revision of the original Term Sheet and the parties are working to have the document completed within the first quarter of 2013. UNEC has commenced discussions with the GOSL on a revised Geothermal Development Agreement.

Solar

The Company has to date installed six small Photo Voltaic (PV) systems in various locations on a trial basis. So far the results have been favorable and there appear to be no significant technical issues preventing these systems from being connected to the grid. An amendment to the ESA will be required to address tariff issues, which the Company is optimistic will be facilitated by the GOSL. It is envisaged however that high initial capital costs will continue to be a concern for potential buyers.

Waste to Energy

The Company has submitted a Letter of Intent and a Term Sheet to the Office of the Attorney General in relation to the proposed Waste to Energy initiative proposed for the Deglos site.

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

Under the Electricity Supply Act Cap 9.02,(as amended), the Company has the exclusive licence to generate, transmit, distribute and sell electricity in St. Lucia for a period of eighty years with effect from July 1, 1965.

With the achievement of universal access to electricity in Saint Lucia, the Company's future growth potential is, to a significant extent, dependent upon factors and conditions outside of its direct control. In this regard, the Board of Directors has taken to explore the possibility of entering into non-core business as a mean of establishing new revenue streams

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

The generation, transmission and distribution of electricity are described in detail in Section (f) below.

The Company is exploring the possibility of engaging in new business initiatives, but made no significant steps in pursuing this initiative in 2012.

- (d) **Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.**

The Company is a monopoly supplier of a strategic essential service. Marketing is in the nature of consumer information and education through various media, seminars, leaflets, sponsorships, exhibitions and presentations to stakeholders.

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

The Company presently operates one (1) Power Station at Cul de Sac, and seven (7) Sub-Stations, linked by a 66kV transmission network. The Power Station, which was commissioned in 1990, and further expanded in 1998 and 2012, now houses ten (10) generating units (3x MAK and 7x Wartsila), with a total installed capacity of 86.2 MW. Power is supplied to distribution points at Castries, Cul de Sac, Praslin, Reduit, Soufriere, Union and Vieux Fort via the 66kV transmission lines. All generating units operate on diesel fuel (light fuel oil – LFO).

On 18th December, 2001, the Company entered into a new Lease with the Crown, initially for a period of twenty five years, for a portion of land comprising an area of 4.05 acres dismembered from the Union Estate at EC\$100,000 per annum with the option for regular adjustments (which have not been exercised by the Crown). The Company has an option to renew the Lease for a further period of twenty five years on expiry, subject to twelve months' notice, at a rental referenced to the cost of living index and the market value of lands in the Union area. The Company is considering purchasing this property.

The Company transmits electricity at 66kV over approximately 69.65 and 3.33 miles of overhead lines and underground cable respectively. The voltage is then transformed to 11kV through the seven Sub-Stations, and distributed to its consumers via 997.32 miles of primary and secondary distribution lines.

Following the acquisition of parcels of land at Gros Islet and Castries for the installation of two sub stations in the North of the island, the Company is now reviewing various configurations that best suit the size and topography of the properties. Development of the site at Gros Islet has been temporarily deferred as the latest demand forecast suggests that this substation will not be required before 2017. The Company has applied to the DCA for Approval in Principle to develop a 66/11kV substation at Castries and plans are underway for the commencement of construction of this sub-station facility in 2013.

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

The Company sells a single product solely to the local market comprising of domestic, commercial, industrial and hotel consumers and street lighting sectors.

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

The Company is a monopoly provider of electricity services.

The World Bank (WB) has announced the provision of financial and other assistance for the implementation of new regulatory environment in the OECS region. The Project Office for this WB funded initiative has been established and it is expected that more information on the initiative will become available in the coming months.

The new body will be called the Eastern Caribbean Energy Regulatory Authority (ECERA) and its mandate will include seeking to diversify sources of energy generation including renewables that will benefit electricity consumers across the OECS countries. To date there are two participating countries, St. Lucia and Grenada.

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

The Company operates under an exclusive licence granted by the Electricity Supply Act, Cap 9.02, as amended. This Act also regulates the exercise and performance relating to the supply of electricity including the calculation of charges for the supply of electricity, the independent review of such charges and matters connected therewith.

- (j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate**

the nature and extent of regulation and its effect or potential effects upon the company and its operations.

N/A

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

The LUCELEC Trust Company Inc was formally established on October 14, 2005 as a non-profit company, funded through a Deed of Covenant between LUCELEC as the donor and the Trust. The Fund was set up for the purpose of providing financial assistance or purchasing items and or/property to aid any legitimate non-political entity, charitable, educational and sporting body by way of donation. LUCELEC provided initial funding of two million dollars to the Trust and under the Deed of Covenant is committed to provide additional sums to the Trust annually. This information is included in Note 26 of the audited Financial Statements for 2012 (attached).

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

N/A

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

- The commissioning of additional generating units at Cul de Sac Power Station in 2007, taking the number of units to 9 with a total installed capacity to 76 MW.
- The installation of 2 additional fuel storage tanks to increase onsite storage capacity.
- Installation of new Enterprise software to generate efficiencies across the Company including timely and accurate financial and other information to internal and external users.
- The phased installation of Automated Metering Infrastructure (AMI) technology that will generate cost savings and efficiencies provided by real time meter reading, automatic disconnections and reconnections

and greater amount of customer information on usage patterns and installation of more efficient and accurate meters.

- The phased installation of auto reclosers that will reduce customers' outage time and enable the system to be managed more efficiently.
- Upgrade of the communications system between the main office and the Cul De Sac power station to improve I.T. network reliability.
- The implementation of a Self Insurance Fund to provide coverage of the Company's assets in the event of natural disasters or similar catastrophic events. In the first instance the Transmission & Distribution system will be covered due to their vulnerability and over time and with the approval of the Registrar of Insurances coverage will be extended to other Company assets.
- The Board of Directors gave the authority for the Management to engage in a fuel price hedging programme. This programme has the strategic aim to improve price stability by reducing the volatility in the monthly tariffs caused by purchases of fuel at spot prices. The full-fledged programme was approved for commencement in 2010 which has been successful in meeting its objective and additional approval was given for the continuation of the programme on a twelve month rolling basis for a maximum of 75% of estimated volumes utilising Fixed Price Swaps.
- Establishment of a formal Risk Management structure reporting to the Board on a regular basis on all risks facing the Company. A risk register has been compiled and updated periodically in line with the Risk Management Policy. Regular reports are provided to the Board through its Audit Committee.
- The island suffered severe physical damage to its infrastructure, environment, commercial and other sectors from the ravages of Hurricane Tomas during the last quarter of 2010. The Company suffered from flooding at various properties and damage to its

Transmission and Distribution system. With the commitment of staff, power was restored to the majority of the country within one week of the disaster. A section of the 66kV network on the South-eastern part of the island was also destroyed as a result of land slippages. The reconstruction effort continued until the end of the year and all areas declared safe by the authorities have access to electricity. The restoration costs to the Company amounted to EC\$5.0 Million and was covered by its Self-Insurance Fund.

- The acquisition of properties in the north of the island which have been reserved for the construction of substations.
- The implementation of a new Customer Information System (CIS) that will facilitate the delivery of the Company's customer care strategy through new and improved services, improved efficiencies and availability of complete customer information on a real time basis. The system went *live* in 2012. Further enhancements are planned for 2013.
- The Company acquired and successfully commissioned two (2) high speed Caterpillar units during 2011. These units have a combined installed capacity of 2.4MW and will assist in providing the required capacity for any short term demand spikes that may occur from time to time.
- The Company acquired and successfully commissioned a tenth generating unit at the main generating facility at Cul De Sac in 2012. The addition of this unit increased the installed capacity from 76MW to 86.2MW.
- The Company has also identified a potential property for generation expansion in the south of the island. Contractual arrangements were finalized for the Environmental Impact Assessment (EIA) and Geotechnical studies which were conducted at this site in 2012.
- The Company continues to explore and analyse the technical, financial, operational and other aspects of renewable or lower cost energy sources including wind

power, solar, geothermal, waste, heavy fuel oil and natural gas. To this end, the Company engaged the services of an international legal firm for the development of a Purchasing Power Agreement (PPA) and a Generator Interconnection Agreement (GIA) with regard to the geothermal project.

- The Company was successful in incorporating six (6) Photo Voltaic (PV) Systems into the distribution grid. There continues to be interest in this initiative which essentially provides 'green' power to the premises at which the installation was done.
- The Board approved a Procurement Policy for the Company which, among other impacts will centralise the purchasing function and a transparent process for obtaining goods and services. The implementation of the policy commenced in July 2011 and continued into 2012.
- In 2011 shareholders of the Company approved an increase of the Company's authorized ordinary share capital from 15 million to 100 million shares.
- Approval was also given in 2011 by the shareholders for a stock split in respect of its ordinary voting shares in the ratio of 2 new shares for each existing issued share. The issued ordinary share capital of the Company is now 22,400,000 shares.
- The Board approved the amending of the Security Sharing Agreement with lenders to increase the limit of the Company's borrowing from an amount equal to its equity to two times its equity.
- The Company secured long term financing in the amount of EC\$100 million to fund its short term and medium term generation strategy and on-going capital works.
- A new Voice over IP Unified Telecoms solutions was implemented in 2012. It is expected to yield cost savings due to the removal of rental costs and the efficient routing of calls.

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

- 1) Continued downturn in local economic activity caused or exacerbated by the financial and economic crisis in Regional and International economies.
- 2) Inability to access funding on economic terms for capital expenditure programmes
- 3) Loss of capacity to conduct its operations due to natural disaster(s)
- 4) Introduction of unstructured or deficient new regulation and/or liberalisation policies.
- 5) Significantly reduced demand due to rising electricity prices and/or unfavourable economic conditions.
- 6) Substantial loss of assets due to natural disasters or other catastrophic events

Attach Additional Sheets if needed

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

N/A

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

N/A

**PART VIII
CAPITALIZATION**

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

	Amount Outstanding		
	As of:	<u>As Adjusted</u>	
	<u>31/ 12/2012</u>	<u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate 7.8%)	\$15,263,474	\$ _____	\$ _____
Bank overdraft			
Long-term debt (average interest rate 7.8%)	\$167,797,100	\$ _____	\$ _____
Total debt	\$183,060,574	\$ _____	\$ _____
Stockholders' equity (deficit):			
Preferred stock - par or stated value (by class of preferred in order of preferences)			
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock-stated value	\$80,162,792	\$ _____	\$ _____
Additional paid in capital	\$ _____	\$ _____	\$ _____
Retained earnings	\$91,335,400	\$ _____	\$ _____
Total stockholders' equity (deficit)	\$171,498,192	\$ _____	\$ _____
Total Capitalisation	\$354,558,766	\$ _____	\$ _____

6. Capital Commitments and Contingent Liabilities

- a Unfunded Pension Liabilities - None
- b Letters of Credit - None
- c Performance bonds - None
- d Guarantees and Warranties - None
- e Undrawn commitments – None
- f Letters of Comfort - None
- g Capital Commitment – Purchase of generator EC\$0.6 million
- h Others – (i) Operating Lease of EC\$100,000 per annum

**PART IX
DIVIDEND POLICY**

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

YEAR	AMOUNT EC\$	% OF NET INCOME	DIVIDEND PER SHARE IN EC\$
2007	16,642,200	57%	1.42
2008	15,704,800	62%	1.34
2009	17,228,400	62%	1.47
2010	18,665,800	64%	1.59
2011	18,106,800	69%	0.79*
2012	17,648,400	70%	0.77*

*Dividend Per Share for 2011 and 2012 reflects the implementation of a 2 for 1 stock split on 1st October, 2011).

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

Dividend payments are made twice yearly, a final payment in respect of the previous year approved by shareholders at the Annual Meeting of Shareholders and an interim payment based on the current year's performance approved by the Directors in August of each year.

Under the existing dividend policy 70% of adjusted net profits are distributed as dividends to shareholders. The adjustment factor relates to the portion of profits that are shared with certain customers ('Excess Returns') under the provisions of the Electricity Supply Act (as amended). The Board approved a change to the dividend policy from a fixed to a flexible one, whereby dividends declared would be dependent on the financial performance of the company in that year and the projected capital requirements in the foreseeable future.

PART X

OFFICERS AND KEY PERSONNEL OF THE COMPANY

1. EXECUTIVE OFFICERS

Name: Trevor Louisy
Position: Managing Director
Age: 50 years

Mailing Address: P.O. Box 230, Castries. St. Lucia
Telephone No.: (758) 457-4400

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

St. Lucia Electricity Services Ltd. Managing Director 2004 to present

Responsible of the management business operations and strategic positioning of LUCELEC

St. Lucia Electricity Services Ltd. - Chief Engineer - 1997-31st December 2003

Responsible for all engineering functions.

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

B. Sc. Electrical Engineering, University of the West Indies

Also a Director of the Company Yes No

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

Use additional sheets if necessary.

Position: Financial Controller

Name: Jonothan Edwards

Age: 44 years

Mailing Address: P.O. Box 230. Castries. St. Lucia

Telephone No.: (758) 457-4400

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

February 2013 to Present – Financial Controller St. Lucia Electricity Services Ltd.

Consultant – Snr. Finance Manager, Comcel Haiti – Financial Management & Reporting to Parent Company in the USA

VP Finance – Carrier Service, Lime (C&W) – Financial Management of the Carrier Services Division

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

Fellow, Association of Chartered Certified Accountants (FCCA)

Also a Director of the company Yes No

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

Use additional sheets if necessary.

Position: Business Development
Manager

Name: Victor E. Emmanuel

Age: 51 years

Mailing Address: P.O. Box 230, Castries. St. Lucia

Telephone No.: (758) 457-4400

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

St. Lucia Electricity Services Ltd. – Business Development Manager – September 2008 to present - Responsible for the identification and development of new business ventures for the Company

St. Lucia Electricity Services Ltd. - Chief Engineer – January 2004 to August 2008- Responsible for all engineering functions

St. Lucia Electricity Services Ltd. - Generation Engineer - 1994 – 2003 - Responsible for the generation of electricity within the Company

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

B. Eng Electrical Engineering, Mc Gill University – 1981-1985

M.Sc. Information System Engineering – UMIST – 1994-1995

Also a Director of the Company [] Yes [X] No

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

Use additional sheets if necessary.

Name: Goodwin d'Auvergne

Position: Chief Engineer

Age: 53

Mailing Address: P.O. Box 230

Castries

St. Lucia

Telephone No.: (758) 457-4400

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

St. Lucia Electricity Services Limited: Chief Engineer 2010 - Present. Responsible for Coordinating the activities of the Engineering Division.

St. Lucia Electricity Services Limited: Chief Engineer (Ag.) 2008 - 2010.

Responsible for

Coordinating the activities of the Engineering Division.

System Control Engineer (1997- 2008) Managed the department charged with ensuring delivery of a safe,

Efficient and reliable supply of electricity to LUCELEC's customers.

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

Qualifications

Bachelor of Science - Electrical Engineering - University of Hartford (1984 -1988)

Associates in Applied Science - Electronic Technology - University of Hartford (1982-1984)

Also a Director of the Company [] Yes [X] No

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

Use additional sheets if necessary.

2. DIRECTORS OF THE COMPANY

Information concerning Non-executive Directors:

Name: Stephen David Rupert Mc Namara

Position: Director

Age: 61 years

Mailing Address: P. O. Box 189
Castries, Saint Lucia

Telephone No.: (758) 452-2662

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

Partner in the law firm of – Mc Namara & Company

Generally the responsibility of the Senior Partner

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

Lincoln's Inn – Inn's of Court School of Law, England – 1969 to 1972 Barrister-at-law

Information concerning Non-executive Directors:

Name: Matthew Lincoln Mathurin

Position: Director

Age: 50years

Mailing Address: c/o National Insurance Corporation
Francis Compton Building, Waterfront
Castries St. Lucia

Telephone No.: (758) 452-2808

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

2007 – Present: Director/Chief Executive Officer – National Insurance Corporation – leading organization- Planning and ensuring realisation of organization’s goals, performing role of member of NIC’s Board, guiding the Board in matters of policy, managing 120 staff members.

Deputy Director NIC with responsibility for Finance Investment and Operations

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

2001-2002 MBA –Specialization in Finance (with Distinction) Edinburgh Business School of Heriott Watt University.

1983-1985 FCCA Emile Woolf College of Accountancy

Information concerning Non-executive Directors:

Name: Larry Roger Nath

Position: Director

Age: 46 Yrs.

Mailing Address: First Citizens Bank Limited
9 Queen, Park East, Port of Spain, Trinidad, West Indies

Telephone No.: (868) 621-5333 (Direct): (868) 624-3178 ext. 3018:
(868) 686-0888 (cell)

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

2012 to Present – CEO – First Citizens Bank Limited.

2010 to 2012 – Deputy CEO – Banking Operations – First Citizens Bank Limited

January 2008-April 2010: FirstCaribbean International Bank (Trinidad & Tobago) Limited

Managing Director & Head of Corporate Banking: Responsible for conceptualizing and execution

of business development initiatives, with key stakeholders, along with employee engagement.

June 2006 – December 2007: FirstCaribbean International Bank (Trinidad & Tobago) Limited

Head of Corporate & Deputy Managing Director: Developing inroads in corporate market segment with

Particular focus on identifying new business opportunities in the oil and gas industry.

Implementing of the Bank's Energy Finance Unit which supported the overall regional footprint

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

The Wharton School, University of Pennsylvania – February 2009: *Executive Leadership Program*

Krannert Graduate School of Management, Purdue University – June 1998: *Master of Science in*

Industrial Administration : PLUS (Preparing Leaders and Stewards) Recipient

University of Miami, Florida – May 1988: *Bachelor of Business Administration* :
Magna Cum Laude

Information concerning Non-executive Directors:

Name: Isaac Anthony²

Position: Director.

Age: 50 years

Office Street Address: c/o Ministry of Finance

Financial Centre Building, Bridge Street Castries. St. Lucia

Telephone No.: (758) 468-5501

Name of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

1. Permanent Secretary and Director of Finance Ministry of Finance, Government of Saint Lucia 2007 to Present

2. Director of Finance Ministry of Finance, Government of St. Lucia –July 1, 2002 – 2007

Overall responsibility for Financial Administration in the Public Service; To oversee the operations of

The Treasury, the Office of the budget, Inland Revenue Department and Customs and Excise Department.

Education (degrees, schools, and dates):

B. Sc. Economics & Accounting (Hons.). 1984-1987. Cave Hill Campus, University of the West Indies

Executive MBA. 1994-1996. Centre for Management Development. University of the West Indies

Certified Government Financial Manager. 1996 – Association of Government Accountants, USA.

² Resigned effective 28th September 2012

Information concerning Non-executive Directors:

Name: Dr. Trevor Byer

Position: **Chairman**

Age: 71

Mailing Address: Townhouse # 5;
Rockley New Road;
Christ Church;
Barbados.

Telephone No.: 1-758-285-0377 (c)/1-246-266-4385

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

Director/Partner – Association of Caribbean Energy Specialists (ACES)

.Energy Consultant

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

B.A. (Physics Tripos II (Upper Second) Cambridge University U. K.

M.A. (Nuclear Physics) Cambridge University U.K.

Ph. D (Nuclear Physics) Cambridge University U.K.

Information concerning non-Executive Directors:

Name: Sharon L Christopher **Position:** Deputy Chief Executive Officer/ Group Corporate Secretary

Age: 56 years

Mailing Address: #9 Queen's Park East, Port of Spain, Trinidad

Telephone Nos: (868) 627 – 8620 (Office) (868) 678 – 7338 (Mobile)

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

First Citizens Bank Limited – Deputy Chief Executive Officer / Group Corporate Secretary. Holds Executive Management responsibility for the following areas:

Legal, Group Operational Risk & Compliance, Human Resources, Group Facilities Management Services, Security Services, Marketing and Information & Communication Technology.

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

London School of Economics & Political Science, University of London – 1980-1981.

Masters of Laws (LLM) Corporate Law

Hugh Wooding Law School – 1978 – 1980, Legal Education of Certificate (LEC)

University of the West Indies, Faculty of Law, Cave Hill, Barbados – 1975-1978,

Bachelors of Law (LL.B) Upper Second Class Honours

Information concerning Non-executive Directors:

Information concerning non-Executive Directors:

Name: Laurie Barnard ³

Position: **Director**

Age:

Mailing Address: P.O. Box 823, Castries, Saint Lucia

Telephone No.: 1-758-716-2101/456/3101

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

Managing Director – St. Lucia Distillers Ltd.

Chairman – Barnard Properties (Le Sport and Rendezvous)

Chairman – St. Lucia Linen

Chairman – St. Lucia Tourist Board (Feb 2007 to December 2011)

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

Lodge School – Barbados (1954-1957)

STOWE School – UK (1957 -1963)

³ Resigned effective 30th September 2012

Information concerning non-Executive Directors:

Name: ANDRE CHASTANET

Position: Director

Age: 54 _____

Mailing Address: P.O.BOX 1665
CASTRIES
ST. LUCIA

Telephone No: (758)285-2400

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

2004 TO PRESENT:

MANAGING DIRECTOR CONSOLIDATED FOODS LTD REPORTS TO BOARD OF DIRECTORS FOR OPERATIONAL AND STRATEGIC DIRECTION OF COMPANY

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

CHARTERED ACCOUNTANT 1988

Information concerning non-Executive Directors:

Name: Mkabi Onika Walcott Position: Director
Age: 41 years

Mailing Address: c/o P.O. Box GM 862
Gablewoods Post Office
Sunny Acres, Castries

Telephone No: (758) 720-4533

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

Saint Lucia Bureau of Standards - Head of Department - Development and implementation of standards, regulatory programs and management of the organization. (2004 – 2011)

Current – Managing Director of QSM Consulting – Quality and systems management and consultant.

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

DVM–Doctor of Veterinary Medicine

PMP – Project Management Professional

1999-2005 University of Havana – Veterinary Medicine

2007 – Project Management (PMI)

Lead Auditor – Quality Management Systems Lead Auditor – Food Safety Management Systems

Information concerning Non-executive Directors:

Name: Peter W. B. Williams

Position: Director

Age: 57 years

Mailing Address: No. 1 Brighton
St. George
Barbados

Telephone No.: (246) 430-4200 (W) (246) 436-4345 (H)

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

Managing Director – The Barbados Light & Power Co. Ltd. Responsible to the Board of Directors for all aspects of the operations of the Company

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

BSc. – Mechanical Engineering – Manchester University U.K. 1977

MSc. – Power Systems - University of the West Indies 1982

MBA – University of Western Ontario, Canada 1990

Information concerning non-Executive Directors:

Name: Reginald Darius (Dr.) Position: __Director_____

Age: __42_____

Mailing Address: BW 331, Rodney Bay_____

Telephone No: (758) (468-5500), (285-0200)

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

International Monetary Fund: Sr. Economist (2009-2012) Economist (2005-09)

European Department, Desk Economist Croatia (2010-2012)

- Monitor, analyze and draft policy documents on external, real and monetary sector developments

Strategic Policy and Review Department (SPR), Advanced and Multilateral Issues Division, 2008-2010)

- Monitor developments, review and comment on country documents on a wide range of countries including; Japan, Philippines, United Kingdom, Portugal, Estonia, Latvia and the GCC
- Maintained modules on global liquidity and monetary policy conditions as input in the Vulnerability Exercise for Advanced Economies
- Co-authored SPR policy review note entitled “Oil Price Risk and Outlook”
- Issues Note on Japan- provides background research and analysis of key economic issues.
- SPR Economist: Armenia (2008-2009) and Estonia (2009-2010)
- Participated in the negotiations of SBA program with Armenia with responsibility for the external sector

African Department, Desk Economist on Rwanda, (2005-2007)

- Participated in program negotiations with responsibility for external sector (debt sustainability) and the real sector

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

PhD Economics University of Warwick (2006)

Macroeconomics of Open Economies (Exchange Rate Regime and Welfare)

M Phil Economics University of Cambridge (1995)

International Macroeconomics, Applied Econometrics

B.Sc. Economics (first class hon.) University of the West Indies (1993)

2. Number of Directors: **11**.

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

Extract of Company's By-law No. 1 – Section 54:

Appointment of Non-Executive Directors

(A) *Subject to the provisions of the Articles and this By-law, including without limitation those of Sub-section 54 (B) and 70 (B), the Company may by Ordinary Resolution appoint any person who is willing to act to be a Non-Executive Director, either to fill a vacancy or as an additional Non-Executive Director, but so that the total number of Non-Executive Directors shall not exceed any maximum number fixed by or in accordance with the Articles. No person (other than a Non-Executive Director retiring by rotation or otherwise) shall be appointed or re-appointed a Non-Executive Director at any Special Shareholders Meeting or the Annual Shareholders Meeting unless:-*

(a) *he is recommended by the Board; or*

(b) *not less than seven nor more than forty-two clear days before the date appointed for the meeting, there has been lodged at the Office notice in writing signed by 25 shareholders (not including the person to be proposed) entitled to vote at the meeting, stating their intention to propose a resolution for the appointment of that person, and a notice signed by that person of his willingness to be appointed.*

Not less than seven nor more than thirty clear days before the date appointed for holding a Special Shareholders Meeting or the Annual Shareholders Meeting, the Company shall give to all who are entitled to receive notice of the meeting, notice of any resolution to be proposed at the meeting to appoint as a Director any person other than a Director retiring at the meeting. The notice shall give the particulars of that person.

(B) *A holder of Ordinary Shares shall appoint one Non-Executive Director to the Board in respect of each holding of such Ordinary Shares equal to 10 per cent of the issued Ordinary Shares. The provisions of this Sub-section 54 (B) shall not be capable of variation without the approval of the Company in Special Shareholders Meeting or the Annual Shareholders Meeting such approval to be given by way of Special Resolution.*

(C) *To the extent that any holder of Ordinary Shares has exercised his rights pursuant to Sub-section 54 (B), such holder shall thereafter only be entitled to vote on an Ordinary Resolution to appoint one Non-Executive Director in accordance with Sub-section 54 (A) in respect of the number of Ordinary Shares (if any) which he holds in excess of the Ordinary Shares used to appoint one or more Directors in accordance with Sub-section 54 (B).*

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

Extract of Company's By-law No. 1:

Vacation of Office of Director

The office of a Director shall be vacated in any of the following events, namely:

- (a) If he shall become prohibited by law from acting as a Director;*
- (b) If he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer;*
- (c) If he shall have a receiving order made against him or shall compound with his creditors generally;*
- (d) If in Saint Lucia or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;*
- (e) If he is removed from office under this By-law.*
- (f) In the case of any Non-Executive Director, if he shall be appointed to executive office in accordance with Section 70.*
- (g) In the case of any Ex-Officio Director, if he ceases to be employed by the Company as Executive Chairman, Chief Executive or Managing Director.*

PROVIDED THAT, if the Director so vacating office was appointed under Sub-section 54 (B), the foregoing provisions of this Section shall not affect the provisions of Section 53 (B) and accordingly the appointor shall be entitled to appoint another person in that Director's place in accordance with Sub-section 54 (B).

Retirement by Rotation of Directors

- (a) At every Annual Shareholders Meeting one third of the Non-Executive Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one third, shall retire from office by rotation.*
- (b) The Non-Executive Directors to retire by rotation in every year shall be those who have been longest in office since their last election, but as between persons who became Non-Executive Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.*
- (c) The Company at the meeting at which a Non-Executive Director retires in the manner aforesaid may fill the vacated office by electing a person thereto and, in*

default, the retiring Non-Executive Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Non-Executive Director shall have been put to the meeting and lost.

- (d) No person other than a Non-Executive Director retiring by rotation at the meeting shall be eligible for election to the office of Director at any Annual Shareholders Meeting unless recommended by the Directors or otherwise proposed in accordance with the provisions of Section 54.*
- (e) Subject as aforesaid, a Director who retires at an Annual Shareholders Meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.*

Removal of Directors

- The Company may, in accordance with and subject to the provisions of the Statutes, by Ordinary Resolution of which special notice has been given, remove any Director from office (notwithstanding any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and appoint another person in place of a Director so removed from office. Provided that, if the Director so removed was appointed under Sub-section 54 (B), the foregoing provisions of this Section shall not affect the provisions of Sub-section 54 (B) and accordingly the appointor shall be entitled to appoint another person in that Director's place in accordance with Sub-section 54 (B). In default of such appointment by Ordinary Resolution or under Sub-section 54 (B) (as the case may be), the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy under this By-law.*

Casual Vacancies amongst Directors and Additional Directors

- Without prejudice to the provisions of Section 54 and 70, the Directors shall have power at any time to appoint any person who is willing to act to be a Non-Executive Director, either to fill a casual vacancy or as an additional Non-Executive Director, provided that all the Directors unanimously concur therein. The total number of Non-Executive Directors must not, as a result of such appointment, exceed the maximum number (if any) fixed by or in accordance with the Articles. Any person so appointed by the Directors shall hold office only until the next Annual Shareholders Meeting and shall then be eligible for re-election.*

Directors' Remuneration

The ordinary remuneration of the Directors shall from time to time be determined by the Company in Special Shareholders Meeting or at the Annual Shareholders Meeting. The Directors shall also be entitled, in their absolute discretion and without the sanction of a Special Shareholders Meeting or the Annual Shareholders Meeting to repay to any Director any travelling and hotel expenses and other expenses reasonably incurred by him in or about the performance of his duties as Director, including any such expenses incurred in connection with his attendance at Board Meetings and Special Shareholders Meetings or the Annual Shareholders Meeting. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

Pension Benefits for Directors

The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation death or disability benefits to (or to any person in respect of) any Director or ex-Director and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

Alternate Directors

- (A) *Any Director nominated under Sub-section 54 (B) of this By-law may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Board, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment.*
- (B) *The appointment of any alternate Director shall terminate on the happening of any event which, if he were a Director, would cause him to vacate such office or if the Director for whom he is the alternate ceases to be a Director.*
- (C) *An alternate Director shall be entitled to receive notices of all meetings of the Board and of all meetings of Committees of the Board of which the Director for whom he is the alternate is a member, to attend and vote and be counted in the quorum at any such meeting at which the Director for whom he is the alternate is not personally present and generally to perform all the functions of the Director for whom he is the alternate in his absence and the provisions of this By-law shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative.*
- (D) *If the Director for whom he is the alternate is for the time being absent or temporarily unable to act through ill health or disability, the alternate's signature to any resolution in writing of the Board shall be as effective as the signature of the Director for whom he is the alternate. To such extent as the Board may from*

time to time determine in relation to any Committee, the provisions of this By-law shall also apply mutatis mutandis to any meeting of any such committee for which the Director for whom he is the alternate is a member. Save as specified in this Section, an alternate Director shall not have the power to act as a Director, nor shall he be deemed to be a Director for the purposes of this By-law.

- (E) *An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to the Director for whom he is the alternate as such Director may by notice in writing to the Company from time to time direct.*

Directors' Contracts

- (A) *A Director may contract with and be interested in any way, whether directly or indirectly, in any actual or proposed contract or arrangement with the Company either as vendor, purchaser or otherwise, and shall not be liable to account to the Company by way of payment in respect of any profit made by him by reason of any such contract or arrangement, provided that the nature of the interest of the Director in such contract or arrangement be declared to the meeting of Directors at which the question is first taken under consideration, if his interest then exists, or in any other case at the next meeting of Directors held after he became interested, and it shall be the duty of the Director so to declare his interest in writing. No Director shall vote as a Director in respect of any contract or arrangement, in which he shall be interested, and if he does so his vote shall not be counted; he may be required by the majority of the other Directors to withdraw during the discussion of such contracts or arrangements. A Director shall be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting. Provided that and notwithstanding the foregoing, these prohibitions shall not apply to:-*
- (a) *The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;*
 - (b) *The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security.*
 - (c) *Any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;*

- (d) *Any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme or Employees' Share Scheme under which he may benefit;*
 - (e) *Any contract or dealing in which the Director is interested by reason only of his being a director or other officer, employee or nominee of the Government or CDC or the Council or The National Insurance Corporation (as the case may be) which, being a shareholder of the Company or holding shares in a corporation which is a shareholder of the Company, is interested in such contract or dealing, whether directly or indirectly, and this exception shall not cease to have effect merely by reason of the fact that the Director is also a shareholder or creditor of any of the Government or CDC or the Council or The National Insurance Corporation or any corporation in which it is interested (as the case may be).*
- (B) *Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred otherwise from voting under this By-law) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.*
- (C) *If any question shall arise at any time as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of such Director has not been fairly disclosed.*
- (D) *The Company may by Ordinary Resolution suspend or relax the provisions of this Section to any extent or ratify any transaction not duly authorised by reason of a contravention of this Section.*
- (E) *A Director may hold office as a director or manager of or be otherwise interested in any other company which is a subsidiary or holding company of the Company or in any other corporation in which the Company is in any way interested, and shall not (unless it is otherwise agreed) be liable to account to the Company by way of payment in respect of any remuneration or other benefits receivable by him from such other company or corporation.*

- (F) *A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.*
- (G) *A Director may act by himself or his firm in a professional capacity for the Company (except as Auditor to the Company) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.*
- (H) *For the purpose of this Section, a general notice given to the Directors by a Director at any meeting of the Directors to the effect that he is a member of a specified corporation or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that corporation or firm shall be deemed to be a sufficient declaration of his interest in relation to any contract so made.*

Business Managed by Directors

*The business and affairs of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act, the Articles or by this By-law required to be exercised or done by the Company in Shareholders Meeting. In so acting the Directors shall in all cases conform to the provisions of the Act, the Articles, this By-law, and such regulations as may from time to time be prescribed by the Company in Special Shareholders Meeting or the Annual Shareholders Meeting, but no regulation made by the Company in Shareholders Meeting shall operate retrospectively to invalidate any previous act of the Directors. The Directors may from time to time provide for the management of the affairs of the Company in Saint Lucia or elsewhere in such manner as they shall think fit.*Information concerning non-Executive Directors:

PART XI

SUBSTANTIAL STOCKHOLDERS

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

SECURITIES NOW HELD:

Name: Address:	Class of Securities:	No. of Securities:	% of Total
Emera Saint Lucia Ltd. c/o Appleby Corporate Services (Cayman) Limited Clifton House 75 Fort Street PO Box 1350 GT Grand Cayman CAYMAN ISLANDS	Ordinary	4,480,000	19.5%
First Citizens Bank Limited 9 Queens Park East Port of Spain Trinidad	Ordinary	4,480,000	19.5%
National Insurance Corporation Waterfront Castries	Ordinary	3,760,720	16.4%
Castries City Council Peynier Street P O Box 268 Castries, St. Lucia	Ordinary	3,656,818	16.0%
Government of Saint Lucia Treasury Chambers Laborie Street Castries	Ordinary Non-voting	2,785,684 520,000	12.2% 2.3%

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

UPON CONVERSION:

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

* Current holding of securities if conversion option were exercised.

PART XII
LITIGATION

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

The Company was the defendant in various minor legal actions. In the opinion of Management, after taking appropriate legal advice, the results of such actions will not have a material effect on the Company's financial position.

PART XIII

MISCELLANEOUS FACTORS

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

Not applicable.

PART XIV

FINANCIAL STATEMENTS

(Not Applicable for Annual Registration Statement Updates)

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

**PART XV
SIGNATURES**

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

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

Name of Chief Executive Officer:

Signature

Date

Name of Director:

Signature

Date

Name of Chief Financial Officer:

Signature

Date